

From Red Herring to Green Shoe: The Path to a Successful IPO

AGENDA

Tuesday, January 29, 2013

Venue **SIX10**

610 South Michigan Avenue
Chicago, Illinois

Start Time	End Time	Topic
1:00 p.m.	2:00 p.m.	The IPO Process – State of the IPO Market, Public Company Readiness, Timing and Legal Considerations and the Exchange Listing Process <ul style="list-style-type: none">▪ Moderator<ul style="list-style-type: none">▪ Cathy Birkeland – Deputy Office Managing Partner, Latham & Watkins LLP▪ Panelists<ul style="list-style-type: none">▪ Bill Blais – Managing Director, Investment Banking Division, Goldman, Sachs & Co.▪ Christopher Lueking – Partner, Latham & Watkins LLP▪ Carolyn Saacke – Managing Director, Capital Markets, NYSE Euronext▪ Joel Trotter – Partner, Co-Chair National Office, Co-Chair Public Company Representation Practice Group, Latham & Watkins LLP
2:00 p.m.	2:50 p.m.	All About the Numbers – Top Accounting Issues Faced by IPO Companies <ul style="list-style-type: none">▪ Moderator<ul style="list-style-type: none">▪ Roderick Branch – Partner, Latham & Watkins LLP▪ Panelists<ul style="list-style-type: none">▪ Alex Cohen – Partner, Co-Chair National Office, Latham & Watkins LLP▪ Mike Gould – Partner, Transaction Services, PricewaterhouseCoopers LLP▪ Carol Stacey – Vice President, The SEC Institute, Inc.▪ Arie Wilgenburg – Partner, National Office, Deloitte & Touche LLP
2:50 p.m.	3:00 p.m.	Break

3:00 p.m. **3:40 p.m.** **Forks in the Road – How to Successfully Run a “Dual Track”
M&A / IPO Process**

- **Moderator**
 - Michael Pucker – Partner, Latham & Watkins LLP
- **Panelists**
 - Cathy Birkeland – Deputy Office Managing Partner, Latham & Watkins LLP
 - Bill Blais – Managing Director, Investment Banking Division, Goldman, Sachs & Co.
 - Tim Hurd – Managing Director, Madison Dearborn Partners, LLC
 - Bobby Mehta – Former Chief Executive Officer, TransUnion Corp.

3:40 p.m. **5:00 p.m.** **The Secret to Successful Execution – Valuation, Market Windows,
the Road Show Process and Building the “Book”**

- **Moderator**
 - Marc Jaffe – Partner, Global Capital Markets Practice Co-Chair, Latham & Watkins LLP
- **Panelists**
 - Mitch Edwards – Chief Financial Officer, Razer Inc.; former Chief Financial Officer, Skullcandy, Inc.
 - Mark Hoplamazian – President and Chief Executive Officer, Hyatt Hotels Corporation
 - Stephen Pierce – Partner, Global Head of Equity Capital Markets, Goldman, Sachs & Co.

5:00 p.m. **7:00 p.m.** **Cocktail Reception**



OUR EXPERTISE

IPO Practice

Latham's global leadership, regional expertise and industry focus help companies get deals done. **In 2012, Latham advised on more US IPOs than any other firm, representing both issuers and underwriters.**

- **Consistently ranked among the elite IPO legal advisors**, our attorneys have worked on IPOs throughout the world and in a wide array of industries.
- We have significant experience representing non-US issuers and their underwriters listing in the US, both on the **NYSE Euronext and NASDAQ**.
- **Our team includes several former SEC officials** and we have unique insight on the SEC and access with its review process.
- We **routinely advise companies on periodic reporting requirements, securities regulations and other critical matters** during and after the IPO process.

Post-IPO Support

- Ongoing general representation and counsel to companies in all aspects of their operations, including assessing the public and/or private financial markets.
- L&W team includes numerous former high-ranking SEC officials, rule makers and enforcement lawyers, who bring a unique understanding to cutting-edge issues.
- Attorneys counsel corporate clients in high-risk situations, such as internal and external investigations, control contests, shareholder activism, accounting restatements and major strategic initiatives.

Common IPO issues on which we advise our clients:

- Restrictions on publicity / gun jumping
- Sarbanes-Oxley Act and corporate governance rules of Nasdaq and NYSE
- Compensation Discussion & Analysis
- Employee benefits plans and executive compensation
- Non-GAAP financial information
- Financial statement segment issues
- Cheap stock issues
- Recent or probable acquisitions
- Auditor independence
- NASDAQ versus NYSE
- Market statistics
- Filing of exhibits and confidential treatment request
- Directed share program
- Internet road show

OUR EXPERTISE

Top Law Firm in US IPOs

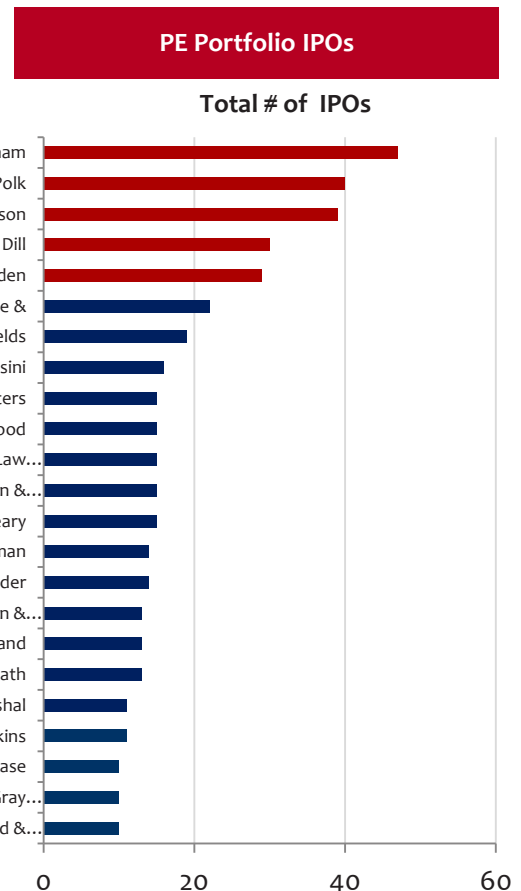
“Latham & Watkins' capital markets practice has managed to outperform many of its rivals and is very highly regarded by both clients and competitors... ‘From a transaction advisory perspective you couldn't ask for more.’... ‘very comprehensive and one of the best when it comes to advising companies on IPOs in the US.’”

- *International Financial Law Review*

Top Initial Public Offerings Law Firms Issuer and Underwriter Representations		
Firm	No. of IPOs	Rank
Latham & Watkins	29	1
Davis Polk & Wardwell	21	2
Skadden Arps Slate Meagher & Flom	18	3
Wilson Sonsini Goodrich & Rosati	16	4
Vinson & Elkins	14	5
Goodwin Proctor	13	6
Simpson Thacher & Bartlett	12	7
Baker Botts	11	8
Kirkland & Ellis	8	9
Fenwick & West	7	10

*Source: IPO Vital Signs – Year End 2012

IPO Law Firm Rankings 2012
Source: *IPO Vital Signs*



IPO Law Firm Rankings (2009 to Present)
Source: *Dealogic, Thomson, Pitchbook and Capital IQ*