

**Silicon Valley Chapter of NASPP  
2008 All Day Conference  
Wednesday, June 19<sup>th</sup>**

**Hyatt Regency Santa Clara  
5101 Great America Pkwy  
Santa Clara CA 95054**

## **PRESENTATIONS & SPEAKER BIOS**

### **General Session I – Integrated Employee Benefits - Stepping Stones to Engagement and Financial Fitness (Levels I, II, III)**

*How can an integrated approach to Employee Benefits and Compensation help deliver higher levels of employee engagement and improve employees' overall level of financial fitness? By thinking about benefits programs in an integrated fashion rather than a set of individual benefits, companies focus more on employee needs and what will be of most value to them. That helps with employee engagement, which in turn helps improve productivity and customer satisfaction. Likewise an integrated approach to benefits will lead companies to think as much about adoption and use of the benefits as the benefits themselves. In a world where employees shoulder more and more financial responsibility, such an approach helps employees optimize the Total Rewards Program to their benefit. You will hear both a case study about Schwab's evolving Total Rewards Program and trends we are seeing in the market place.*

Jay L. Allen, Executive Vice President of Human Resources, is responsible for Human Resources, Talent Programs, Employee Communications, and Client and Corporate Event Services for The Charles Schwab Corporation, a full-service financial services firm with \$1.5 trillion in client assets. A member of the company's 14-member Management Committee, Allen leads Schwab's investments in building a capable, engaged and high-performing workforce focused on delighting clients.

### **Workshop IA – Top Ten Insider Reporting Developments You Should Know About But Don't (Levels I, II, III)**

*Have you kept pace with the SEC's recent regulatory changes and interpretations impacting your insiders? This session will highlight recent developments relating to insider reporting and compliance that you should be aware of but probably aren't. Barbara Baksa, of the NASPP, will recap a number of important SEC interpretations relating to Section 16 reporting and Linda DeMelis, of Heller Ehrman, will explain the SEC's recent changes to Rule 144. You don't want to make a mistake with your insiders' transactions; attend this session to make sure your insider compliance procedures are up-to-date.*

Barbara Baksa serves as Executive Director for the NASPP, is a frequent speaker on equity compensation related topics, and has authored numerous articles on stock compensation. She is also the co-author of the fifth edition of "Accounting for Equity Compensation," published in 2008 by the NCEO, and serves as editor of The NASPP Advisor and co-editor to The Corporate Executive. Barbara is a CEP and has a BA in English from the University of Iowa.

Linda DeMelis is Special Counsel, Knowledge Management, and in that capacity frequently advises clients and Heller Ehrman attorneys with respect to venture capital financings, public offerings, and compliance issues for new public companies. She is co-chair of the firm's attorney training program for new corporate attorneys. She has been with Heller Ehrman Venture Law Group since 2003, and prior to that held a similar position at Venture Law Group from 1998-2003.

### **Workshop IB – Global Employee Stock Purchase Programs: What’s Old is New Again (Levels I, II, III)**

*Global employee stock purchase plans are thriving under the FAS 123(R) accounting standard, defying predictions of their demise. What is driving companies to expand global ESPPs? How are they addressing ESPPs in the context of today’s accounting, tax, regulatory and governance landscape? Which programs (and terms) make sense and which do not? What plan design features are companies adopting that appear to balance the needs to manage plan expense with plan effectiveness as a retention tool? How does corporate culture affect the decision process? This session addresses the elements of new ESPPs, sensitivity to economic consequences, and successful governance models for global programs.*

Nancy Mesereau is Vice President of Industry Relations for Fidelity’s Stock Plan Services Group. She has worked extensively in the equity compensation industry and with technology firms specializing in accounting, financial consolidation, and management reporting solutions. Nancy earned the Certified Equity Professional (CEP) designation in 2001 and is Series 7 and 24 registered. She serves on the Advisory Board for the Certified Equity Professional Institute (CEPI) and is a member of the National Association of Stock Plan Professionals (NASPP) and the Global Equity Organization (GEO). Nancy earned a Bachelor’s degree from Ohio University and an MBA from the University of Connecticut.

Alexander Cwirko-Godycki is a Research Manager at Equilar where he leads the firm’s publications and media relations efforts. He serves as Equilar’s primary spokesperson for all media inquiries and his commentary on executive compensation topics has appeared in The Associated Press, BusinessWeek, The New York Times, The Wall Street Journal and other leading business publications. Alexander is the editor of Equilar’s monthly newsletter and the author of numerous data-driven reports on topics including equity compensation, ESPPs, benefits and perquisites, ownership guidelines and disclosure trends. Alexander is a graduate of Cornell University where he earned bachelor’s degrees in government and history.

Billy Vitense joined Starbucks as a contingent worker back in 1996 and became a partner in March 1997. Billy spent over 9 years in Stock Administration before increasing his skill base by spending a year as a Compensation manager and as a lead on an HR outsourcing project. In January of the past year, Billy was named Director, Stock, and is loving being back with the team. Billy holds a Bachelor of Administration degree from the University of Wisconsin Eau Claire, with an emphasis in Finance. He has a Starbucks family -- his wife, Angela, has been a partner for 12 years and their two sons, Jax and Bode, attend the child care center at Starbucks. Billy is looking forward to exploring long term incentive plan design to increase partner retention and to reward partners for their contributions to Starbucks overall success.

### **Workshop IC – It’s Not Just Spreadsheets Anymore! (A Guide to Understanding the Stock Plan Administration Function) (Levels II, III)**

*Experts say that the Stock Administration function is the most evolving of all equity compensation roles. In the past few years alone, we have all witnessed the impact of the stock plan administration function due to FAS123R, the option backdating scandals and subsequent restatements, the on-going updates to IRS section 409A, and capturing the essence of what it means to be fully SOX compliant. While these changes became visible all around us, we were expected to grasp the meanings and assess the impact (in addition to our day job)! When we are suddenly faced with so much more to do and know; the stock plan administration function and the related requirements are often misunderstood by company management. Whether you are the sole administrator of a newly IPO company, managing an established company with the function fully in-house, or working in an outsourced department, obtaining top management understanding of what you do each day, as well as your goals, objectives and critical needs for the function, can be challenging.*

Laura Reis joined Stock and Option Solutions, Inc. (SOS) in January 2006. As Director for Data Solutions

her responsibilities include management of specialized projects such as restatement and database adjustment for curing 409A grant issues and supporting clients' needs. Before joining SOS, Laura spent 10 years managing the Stock Plan Administration departments for various high tech companies in the San Francisco Bay Area. Her breadth of experience includes a myriad of special stock option projects.

Christine Zwerling has over 10 years of experience with public and private company equity compensation administration. Currently, a project director at the National Center for Employee Ownership, she also provides independent consulting services to companies in the equity compensation industry. Christine is a regular speaker and author on various equity compensation issues. She obtained her Certified Equity Professional designation in 2000 and is currently a member of the executive committee for the San Francisco NASPP chapter.

As manager of stock administration at Chordiant Software, Lydia Terrill has extensive experience in day-to-day and administrative matters relating to stock option plans, restricted stock plans, employee stock purchase plans, forward and reverse stock splits, employee education and stock-related activity for mergers and acquisitions for a worldwide employee base. She is well versed in managing SEC compliance issues as well as the processes for Section 16, repricings, restatements, restricted stock transactions and tender offers. A member of NASPP since 1999, Ms. Terrill received her CEP in 2002 and earned a B.S. from East Stroudsburg University, Magna Cum Laude.

Jeannette Bjoernsen is the Stock Plan Manager for Aruba Networks, Inc. in Sunnyvale. She joined Aruba in October 2006 prior to the Company's IPO in March 2007. Jeannette has over 15 years experience in the equity compensation field. She has worked in-house for several companies, including Siebel Systems, Inc. and Gap Inc. and has also provided consulting services to other companies in Silicon Valley.

### **Workshop IIA – How True, How True: Comparing Expense Methodologies for Estimating and Truing Up Forfeitures Under FAS 123(R) (Levels II, III)**

*What methods are available and allowable under FAS 123(R) for estimating forfeiture and for applying those estimates to your company's expense? How and when should you true up to actual forfeitures? The goal of this presentation is to de-mystify the prevailing methodologies used for estimating, applying, and truing up forfeitures. After pulling back the curtain on these methods, we will match the different methods with each other; for example, if you calculate your forfeiture rate using a simple or aggregate formula, should you apply it on an annualized basis?*

Dan Moody is the President and CEO of Atlas Moody Enterprises, LLC. Dan has worked hand-in-hand with Fortune 500 and FTSE 100 companies to convert their data during their conversion process, and his data analysis systems have ensured swift conversions with an attention to detail necessary for accurate, auditable financial reports. Prior founding Atlas Moody Enterprises, Dan was one of the key employees at Equity Methods through its acquisition by Merrill Lynch. As a Senior Valuation Analyst at Equity Methods, Dan helped to pioneer many of today's industry-leading techniques for analyzing stock option data, working with a PhD team that pioneered the field of employee stock option valuation. As Manager of Data Management and Financial Engineering at Equity Methods, Dan implemented a system that revolutionized data handling, analysis, and conversions. His systems not only allowed for quicker conversions, but more accurate, thorough analysis of both the quality and interpretation of data. In addition, he invented Equity Methods' Dynamic Forfeiture Rate expensing methodology, which has since become an industry standard. Dan graduated Summa Cum Laude from the Barrett Honors College at Arizona State University with a B.S in Economics and a Minor in Mathematics.

Jim Vincent runs the Financial Reporting & Consulting group for E\*Trade Financial Corporate Services. His team provides training, implementation, consulting and valuation services for E\*Trade Financial's corporate clients. Jim has 13 years of experience in the equity compensation industry, and has spoken on a wide range of topics, most recently focusing on applied issues in compliance with FAS 123(R). Jim has a Bachelor's degree in Economics from California State University Long Beach, and has been a

Certified Equity Professional since 1996

### **Workshop IIB – China, India and France...Oh, My! (Levels II, III)**

*Learn practical approaches to administering your equity compensation plans in China, India and France.*

Inna Abele's experience in the equity compensation industry spans over nine years and includes assisting with stock administration, participant communication and education for many Silicon Valley and Southern California companies. She is a Certified Equity Professional (CEP), holds Series 7 and 63 brokerage licenses, continues to volunteer as a Program Committee member for the Silicon Valley Chapter of the NASPP, and is Chair for the 2008 All-Day Conference.

Suzie Bentley has worked in Finance for over twenty years in the Silicon Valley Hi Tech Industry. Her experience includes working through domestic and global workforce mobility issues and its effects on employees' payroll and equity compensation. Suzie is a volunteer for the American Payroll Association, member of the NASPP, and is currently on the board for the 2008 California Payroll Conference. She is instrumental in developing and delivering educational materials internally for NVIDIA and externally for her volunteer affiliations.

Jon Doyle's practice focuses on international corporate, tax and securities matters. He advises multinational companies and financial institutions on legal issues related to doing business overseas – including outsourcing and offshoring arrangements, joint ventures and other means of international expansion. Mr. Doyle works with clients in designing, offering, and implementing international equity-based compensation programs. He has particular experience advising businesses regarding the tax, securities, foreign exchange, labor, data privacy and ecommerce issues encountered globally with offers of equity awards to employees, directors and consultants.

Douglas Patterson coordinates international and US compliance monitoring and is the project manager for changes and implementations of Intel's ESPP, RSU, and option plans across 47 countries. He has been with Intel Corp for 12 years, including 2 1/2 years in his current role in Global Stock Compliance. Douglas' experience includes international relocation, expatriate taxation, and tax accounting. He was formerly with Price Waterhouse

### **Workshop IIC – Policies and Procedures That Really Work! (Levels I, II, III)**

*This presentation will provide the stock administrator with knowledge to create and implement policies and procedures to not only meet internal/external audit requirements, but to ease the administrative burden. Sample procedures that have been used at various companies will be provided.*

Keyoor Mankad, Founder and President of My Equity Comp, left E\*TRADE after six years to start the equity compensation consulting firm in late 2005. Since then he has personally completed several consulting projects himself as well as overseen several others. In his various industry experiences, he's worked with hundreds of small to very large databases with regards to conversions, upgrades, special projects, and complex troubleshooting.

As Director of Industry Relations for My Equity Comp, Rajal Mankad uses her expertise and 11 years of industry experience (9 years at E\*TRADE/ShareData) to keep the firm current on all Equity Compensation Regulations. In addition to conducting and overseeing various consulting projects, Rajal also is responsible for keeping procedures up to date on all industry changes.

Rose Hoffman has been in the stock plan /equity compensation field for over 24 years including working for E\*TRADE/ShareData, Connetics, VISX (AMO), and Target Therapeutics (Boston Scientific). Rose has been responsible for all equity plans including ESPP's, Section 16 reporting and trading compliance, FAS 123 valuation and preparation for FAS 123(R), RSA, RSU, proxy and 10-K reporting.

In her 17+ years of equity compensation industry experience, Carol Rose has been responsible for all areas of equity comp including Stock Purchase, Section 16 Reporting, RSAs, RSUs, proxy, and annual shareholder meetings. Prior to Credence Systems, Carol was the Manager, Stock Administration for Flextronics and Conxion Corporation.

### **General Session II – Corporate Governance and Equity Compensation: Fraud, Failure and Folly (Level I, II, III)**

*A quantitative model for measuring the integrity of equity and executive compensation programs, cross-validated against an established accounting integrity model, provides an empirical basis for assessing what's "good" and "bad" in executive and equity pay practices. This is not a discussion about internal controls and processes, but about plan design and operation - the continued source of scandals and questions. Market data will be presented to reinforce how rapidly-changing plan design details are taking us both closer to and further from integrity-based plan design.*

Fred Whittlesey is a Principal in the compensation consulting practice of Buck Consultants, based in San Francisco and specializing in executive, equity, and incentive compensation. He is co-founder of the Global Equity Organization (GEO), a Founding Member of NASPP, and past Chair of the Advisory Board for the Certified Equity Professional Institute. Fred received his MBA from UCLA and graduated from San Diego State University with a BA in Industrial/Organizational Psychology. He is a Certified Equity Professional (CEP) and Certified Compensation Professional.

Jack Zwingli is the CEO of Audit Integrity, Inc. Over a decade at Standard & Poors, Jack had overall management responsibility for many of S&P's well-known business lines and products, including the Compustat financial database services, the equity analytical group responsible for producing stock ratings and Stock Reports, and S&P global indices. Jack holds a BS in Marketing from Indiana University and an MBA from Rutgers University.

### **Workshop IIIA – The Darker Side of Tax Withholding and Reporting (Levels II, III)**

*Although all stock plan administrators are faced with the daily task of tax withholding on stock options and restricted stock, if the transaction isn't straight forward, neither is the withholding obligation. Join Susan Garvin and Debbie Tsoi-A-Sue for this presentation as they go beyond the basics of taxation and withholding to explore the darker world that most of us would rather avoid. Subject covered will include mobile employees, share withholding, RSU deferrals and multiple transactions involving a single employee.*

Susan Garvin is the Education Director for the NASPP and is a frequent speaker on equity compensation related topics, including events sponsored by the NASPP, the Certified Equity Professional Institute, the National Center for Employee Ownership. Susan has been in the equity compensation field since 1993 with a wide range of experience, from IPO's to mergers and acquisitions to daily stock administration and training of new administrators. She is currently a member of NASPP, GEO and NCEO; received her CEP designation in 1994 and volunteers with the CEPI in many capacities. Susan has a BA from San Jose State University.

Debbie Tsoi-A-Sue has an in-depth background in the stock compensation industry. Her prior posts include Genentech, Sun Microsystems and various small to mid-sized Silicon Valley companies directly and through consulting engagements with Stock & Option Solutions and Fat Rabbit Services. Her experience base includes focus on Sarbanes-Oxley (writing narratives, testing controls, and doing audit walk-through); global stock plan administration (in house and outsourced); employee education and communication; all aspects of journal entries, general ledger account analysis and reconciliations, audit schedules and preparation for quarter-end and year-end; historical data capture for APIC / Tax deferred asset accounts; cash flow forecasting; Section 16 reporting; SEC financial reporting for the equity

sections of the 10-K, 10-Qs, reviewing the financial footnotes and the Proxy Statement; and M&A projects (from due diligence to integration). Her current position as Director of Stock Plan Services for Yahoo! Inc. has also delved her deeper into FAS 123(R) reporting and global compliance. Debbie has a Bachelor of Science in Organizational Behavior from the University of San Francisco. She obtained her Certified Equity Professional, CEP, designation from Santa Clara University, 2001. During her equity compensation career, she has volunteered time with the Global Equity Organization in evaluating GEO award proposals and with the CEP Institute for test development activities (standard settings and item writing). She has also served with the Silicon Valley chapter of the National Association of Stock Plan Professionals (NASPP) for many years as Secretary, Program Committee Chairperson and Annual Conference Coordinator.

### **Workshop IIIB – Practical Tips for Mobility Compliance (Levels I, II, III)**

*Offering equity awards can be a substantial benefit to employees -- and also the local tax authorities. The amount of tax revenue generated by equity awards has caught the attention of the tax authorities in many jurisdictions. These authorities are intent of making sure that they receive their share of the income from an increasingly mobile workforce. The landscape is challenging to navigate: allocation of prorated portions, double taxation and tax treaties confuse the situation. These experts will cover the recent legislative developments (and pitfalls!) in the taxation of mobile employees.*

Rob Marshall is a partner in the Global Equity Services Group of Baker & McKenzie and is located in the San Francisco office. Rob assists various U.S. multinational employers with the tax, securities law and exchange control issues that arise when stock options, RSUs and stock purchase rights are granted to employees of their international subsidiaries. Rob also assists clients in meeting the international compliance obligations related to option exchange programs, the issuance of restricted stock, and the tax consequences that arise in employee transfers.

Carol Rutlen is the managing partner of Rutlen Associates LLC and has over 25 years of experience in tax and human resource issues associated with international tax, expatriate assignments, and global stock plans. Prior to starting her own business, Carol was a partner with PricewaterhouseCoopers and was the partner-in-charge of their global stock practice and the International Assignment Services practice in northern California. Carol is a CPA, the Past-Chair of the Certified Equity Professional Institute (CEPI), and Project Leader for the GPS research project for the CEPI.

### **Workshop IIIC – Taking Charge of RSAs and RSUs (Levels I, II, III)**

*This panel of experts will review survey data on what is happening in this area and offer a Top Ten list of RSA/RSU considerations. Additionally, panelists will discuss some key internal controls for RSAs/RSUs as outlined in the Certified Equity Professional Institute's GPS research project.*

As Director of the Certified Equity Professional Institute (CEPI) at Santa Clara University, Emily Cervino leverages her 12 years of experience in the equity compensation field to develop and promote the rigorous standards of the CEPI. Emily coordinates program marketing and development to grow the CEP program and the professional recognition. Under Emily's leadership, the CEPI launched a research agenda focusing on risks and controls for equity compensation. Emily is a frequent speaker at equity compensation events, including the NASPP, Global Equity Organization, the NCEO, and, of course, the CEPI. Emily holds a BS from Santa Clara University and obtained her CEP designation in 1998.

Mike Reinschmidt manages the daily operations of Accenture's Global Equity Services (GES) team. Since joining Accenture in 2001, Mike has been responsible for managing the release of RSUs to 75,000+ employees, implementing effective administrative and internal controls and ensuring there is efficient administration in the daily operations of GES. Mike holds a B.S. in Business Administration with a concentration in Finance from California Polytechnic State University, San Luis Obispo, an M.B.A. from the University of Phoenix and is a CEP designee.

James Humza is the Director of Business Development for Equity Award Services at Merrill Lynch. He oversees business development for all equity award programs that utilize the Merrill Lynch Award Choice Platform. Prior to joining Merrill Lynch, James spent 19 years at UBS Wealth Management USA in various marketing and management roles, including head of national sales for UBS's Corporate Employee Financial Services department. James is an active member of the NASPP and GEO and previously served on The Board of Advisors for Corporate Management Solutions (Transcentive.)

Bill Dunn is a Partner in the PricewaterhouseCoopers Human Resource Services Group, where he works in the Total Compensation practice and is the leader of the Equity Planner group. In that role, Bill and his colleagues help companies effectively and competitively compensate their global workforce, where they assist with strategy development, design, implementation, administration, maintenance, and ongoing evaluation of incentive compensation plans to ensure support of business objectives and recruiting and retention needs.

## CPE Credit

A maximum of 6.5 CPE credits are available for the conference. You can receive 1.5 credits for each workshop you attend and 1 credit for each general session.

***Note: Please be aware that NASBA now requires us to maintain records showing that you attended a session for the entire time. The CPE Credit Request Form you will pick up at registration has been updated with session sign-in and sign-out information. This information must be complete and submitted in order for us to process your request for credit.***

Program levels are designated in each workshop description with the notation of: I for basic, II for intermediate and III for advanced. The instructional method is group-live with no required pre-requisites or advanced preparation.

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