

26th Annual

CORPORATE COUNSEL INSTITUTE

Keynote Luncheon Presentation by Edward J. (Jack) Hardin and Rusty Hardin

Earn up to 11.50 Hours of Credit Including **2.25** Hours of Ethics Credit



March 25–26, 2004

InterContinental Houston
Houston, Texas

April 22–23, 2004

The Adolphus Hotel
Dallas, Texas

★ ★ ★ **Special \$25 Discount for ACC and Corporate Counsel Section Members!** ★ ★ ★

Sponsored by The University of Texas School of Law and
The Corporate Counsel Section of the State Bar of Texas

CORPORATE COUNSEL INSTITUTE

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THURSDAY MORNING

Houston Presiding Officer:
Pat E. Allison, Houston

Dallas Presiding Officer:
A. Andrew R. Louis, Dallas

8:00 a.m. Registration Opens

Includes continental breakfast.

8:50 a.m. Welcoming Remarks

9:00 a.m. (0.75 hour)

Reporting Obligations in 2004

New rules on Management Discussion and Analysis (MDA), director independence, nominating committees, purchases of equity securities, and the Delaware case law that will enforce it all.

Adrienne Randle Bond, Houston

9:45 a.m. (0.75 hour ethics/PR credit)

Criminalization of American Business

Effect of increased government regulation on the civil attorney's practice.

Thomas H. Watkins, Austin

10:30 a.m. Break

10:45 a.m. (1.00 hour)

Privacy Laws: What Are Your Employees Up To, and How Can You Find Out Legally?

Discussion of computer monitoring, telephone use, and privacy expectations in desks, cars, briefcases; also discussion of an employer's rights regarding an employee's away-from-work conduct.

Elizabeth K. Deardorff, Dallas
Paul E. Hash, Dallas

11:45 a.m. Lunch

Houston: Lunch on your own

Dallas: Luncheon Presentation (0.75 hour)

When the Government Comes Calling: Advising Officers and Directors on Civil and Criminal Investigations in the Post-Enron Era

Edward J. (Jack) Hardin
Rogers & Hardin, LLP
Atlanta, GA
Rusty Hardin
Rusty Hardin & Associates, P.C.
Houston, TX

THURSDAY AFTERNOON

Houston Presiding Officer:
Mark L. Murdock, Austin

Dallas Presiding Officer:
Stanley E. McGlothlin, Addison

1:15 p.m. (0.75 hour including 0.25 hour ethics/PR credit from 1:45 p.m. to 2:00 p.m.)

Impact of Sarbanes-Oxley and Other Recent Developments on M&A Transactions

Sarbanes-Oxley and other recent developments have added new wrinkles to M&A deals. Find out how to iron them out and have a successful deal.

Brian P. Fenske, Austin

2:00 p.m. (0.75 hour)

Hot Tips on Managing the Liability Crisis Through Insurance

If insurance companies won't pay, claims and lawsuits can financially cripple a company. This program will provide the corporate lawyer with important tips on managing the liability crisis through insurance such as: How to deal with a recalcitrant insurer? How to get the insurer to pay defense costs, settlements, and judgments? Who controls the defense of the suit? How to avoid coverage defense traps, and much more!

In Houston: David Taubenfeld, Dallas
In Dallas: Ernest Martin, Jr., Dallas

2:45 p.m. (0.75 hour)

Earth, Moon and Mars: Bankruptcy for Corporate Lawyers

The realities and mysteries of corporate reorganization, including reorganization plans, liens, leases, forward contracts and other contractual relations.

Evelyn H. Biery, Houston

3:30 p.m. Break

3:45 p.m. (0.75 hour)

What's Hot in Employment Law

The latest developments in workplace harassment, FMLA, and other issues for corporate employers.

Katrina Grider, Houston

4:30 p.m. (0.75 hour, including 0.25 hour ethics/PR credit from 5:00 p.m. until 5:15 p.m.)

Corporate Investigations: A New Day

A corporate counsel's guide to the new challenges posed by corporate investigations, including waiver of privilege issues and strategies for dealing with overlapping civil and criminal investigations.

Barry F. McNeil, Dallas

5:15 p.m. Adjourn

FRIDAY MORNING

Houston Presiding Officer:
Donna L. Kolar, Richmond

Dallas Presiding Officer:
Byron F. Egan, Dallas

8:30 a.m. (0.50 hour)

Update in Texas Entity Laws

A profile of changes to Texas entity laws made during the most recent regular session of the Texas Legislature, including discussion of amendments to the Texas Business Corporation Act, Texas Limited Liability Company Act, Texas Revised Partnership Act and Texas Revised Limited Partnership Act and adoption of the new Business Organizations Code.

In Houston: Daryl B. Robertson, Dallas
In Dallas: Brad L. Whitlock, Dallas

9:00 a.m. (1.00 hour)

Joint Ventures - Selected Critical Issues

The program will focus on selected issues involving the formation, operation and "break up" of a joint venture, including entity selection, management structures, and "break-up" provisions. The presentations will be based in part on the work of the Joint Venture Task Force of the ABA's Committee on Negotiated Acquisitions (in which a number of the participants actively participated) and the current draft of the Model Joint Venture Agreement produced by that Task Force.

In Houston:
Thomas B. Hyman, Jr., Atlanta, GA
John M. Stephenson, Jr., Dallas
Thomas W. Van Dyke, Kansas City, MO

In Dallas:
George W. Patrick, Voorhees, NJ
John M. Stephenson, Jr., Dallas
Alison J. Youngman, Toronto, ONT

10:00 a.m. Break

10:15 a.m. (0.75 hour)

Best Practices in Records Retention Policies Post Sarbanes - Oxley

Focus on how several leading companies handle document retention issues and how their policies have changed since Sarbanes-Oxley. Electronic and hard copy, confidentiality, and document production issues will also be addressed.

Susan Hackett, Washington, D.C.

11:00 a.m. (0.50 hour)

Hot Environmental Topics

Speakers will highlight state and federal environmental issues currently of interest such as new air quality requirements, permitting and enforcement initiatives, and corrective action.

Pamela M. Giblin, Austin
Mary B. Reagan, Austin

11:30 a.m. Lunch

Dallas: Lunch on your own

Houston: Luncheon Presentation (0.75 hour)

When the Government Comes Calling: Advising Officers and Directors on Civil and Criminal Investigations in the Post- Enron Era

Edward J. (Jack) Hardin
Rogers & Hardin, LLP
Atlanta, GA
Rusty Hardin
Rusty Hardin & Associates, P.C.
Houston, TX

FRIDAY AFTERNOON

Houston Presiding Officer:
Jeanmarie B. Tade, Houston

Dallas Presiding Officer:
James E. Parsons, Dallas

1:00 p.m. (0.75 hour)

Employment Litigation: Prevention, Avoidance & Defense

The proactive approach to managing your workforce to reduce litigation risk while simultaneously creating your best defense.

Connie Cornell, J.D., P.H.R., Austin

1:45 p.m. (1.00 hour ethics/PR credit)

The 11 Commandments of Professional Responsibility

A session of informative and entertaining parables covering ethics and professional responsibility.

Michael Sean Quinn, Austin

2:45 p.m. Adjourn

Going to miss the conference?

Order audio and
written
materials today!

www.utcle.org

Mail this registration form or fax a copy to: (512) 475-6876

REGISTRATION FOR CC04

The University of Texas School of Law • Office of Continuing Legal Education
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REGISTRATION - Includes printed materials in course binder.

★ Houston - March 25-26, 2004

- ☐ Early Registration Fee due by Wed., March 17, 2004 \$395.00
Add E-materials on CD (PDF files of printed materials) for \$50. See below.*
- ☐ Registration Fee after Wed., March 17, 2004 \$445.00
Add E-materials on CD (PDF files of printed materials) for \$50. See below.*
- ☐ Friday, March 26, 2004 Luncheon Presentation with
Edward J. (Jack) Hardin and Rusty Hardin \$25.00
- ☐ Texas ACC or SBOT Corporate Counsel Section Member discount -\$25.00

★ Dallas - April 22-23, 2004

- ☐ Early Registration Fee due by Wed., April 14, 2004 \$395.00
Add E-materials on CD (PDF files of printed materials) for \$50. See below.*
- ☐ Registration Fee after Wed., April 14, 2004 \$445.00
Add E-materials on CD (PDF files of printed materials) for \$50. See below.*
- ☐ Thursday, April 22, 2004 Luncheon Presentation with
Edward J. (Jack) Hardin and Rusty Hardin \$25.00
- ☐ Texas ACC or SBOT Corporate Counsel Section Member discount -\$25.00

ALSO AVAILABLE - Allow 2-3 weeks from conference date for delivery.

- ☐ Printed materials in course binder * \$150.00
Printed materials are **automatically included** with Registration.
- ☐ Audio CD Set * \$160.00
- ☐ In-House CLE for 2 - Includes audio CD + printed materials * \$750.00
_____ Add participants with printed materials at \$200 each \$ _____
_____ Add participants without printed materials at \$150 each ... \$ _____
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- ☐ VISA or ☐ Mastercard (sorry, no AMEX or Discover)

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★ **Houston - March 25-26, 2004**
Conference Location



InterContinental Houston
 2222 West Loop South
 Houston, TX 77027
 (713) 627-7600

\$129 single or double special group rate good through **February 23, 2004**

Key dates:

Cancellations & last-minute registrations

March 17, 2004, 5 p.m.

•last day for early registration
 add \$50 for registrations
 received after this time

March 19, 2004, 5 p.m.

•last day for full refund

March 22, 2004, 5 p.m.

(Monday before conference)
 •last day for partial refunds
 (\$50 processing fee applied)

March 25, 2004, 9 a.m.

•conference begins

CONFERENCE FACULTY

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 Attorney at Law
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★ **Dallas - April 22-23, 2004**
Conference Location



The Adolphus Hotel
 1321 Commerce Street
 Dallas, TX 75202
 (214) 742-8200

\$144 single/\$164 double special group rate good through **March 31, 2004**

Key dates:

Cancellations & last-minute registrations

April 14, 2004, 5 p.m.

•last day for early registration
 add \$50 for registrations
 received after this time

April 16, 2004, 5 p.m.

•last day for full refund

April 19, 2004, 5 p.m.

(Monday before conference)
 •last day for partial refunds
 (\$50 processing fee applied)

April 22, 2004, 9 a.m.

•conference begins

MCLE

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 11.50 hours, of which 2.25 credit hours will apply to legal ethics/professional responsibility credit.

ABOUT THE COVER

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 18"x38" woodcut monotype,
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 Austin artist who may be con-
 tacted at (512) 453-1439 or
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