

2004 Corporate Counsel Institute
March 25-26, 2004 • InterContinental Hotel • Houston, TX
April 22-23, 2004 • Adolphus Hotel • Dallas, TX

Thursday Morning, Mar. 25, 2004

Presiding Officers:

In Dallas: **Andrew Clifford Louis**, Vinson & Elkins LLP - Dallas, TX

In Houston: **Pat E. Allison**, Allison & Shoemaker, L.L.P. - Houston, TX

9:00 am In Houston Only 0.75 hr	<p>Reporting Obligations in 2004</p> <p>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.</p> <p>Adrienne Randle Bond, Bond & Smyser - Houston, TX</p>
9:45 am In Houston Only 0.00 hr 0.75 hr ethics	<p>Criminalization of American Business</p> <p>Effect of increased government regulation on the civil attorney's practice.</p> <p>Thomas H. Watkins, Brown McCarroll LLP - Austin, TX</p>
10:45 am In Houston Only 1.00 hr	<p>Privacy Laws: What Are Your Employees Up to, and How Can You Find Out Legally?</p> <p>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.</p> <p>Elizabeth K. Deardorff, EDS Corporation - Plano, TX Paul E. Hash, Jackson Lewis, LLP - Dallas, TX</p>
11:45 am In Houston Only 0.75 hr	<p>When the Government Comes Calling: Advising Officers and Directors on Civil and Criminal Investigations in the Post-Enron Era</p> <p>Edward J. Hardin, Rogers & Hardin, LLP - Atlanta, GA</p>

Thursday Afternoon, Mar. 25, 2004

Presiding Officers:

In Dallas: **Stanley E. McGlothlin**, R&F Industries, Inc. - Luling, TX

In Houston: **Mark L. Murdock**, Attorney at Law - Austin, TX

1:15 pm In Houston Only 0.00 hr 0.25 hr ethics	<p>Impact of Sarbanes-Oxley and Other Recent Developments on M & A Transactions</p> <p>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.</p> <p>Brian P. Fenske, Fulbright & Jaworski LLP - Austin, TX</p>
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2:00 pm In Houston Only 0.75 hr	<p>Hot Tips on Managing the Liability Crisis through Insurance</p> <p>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!</p> <p>Ernest Martin Jr., Haynes & Boone LLP - Dallas, TX David Ross Noel Taubenfeld, Haynes & Boone, L.L.P. - Dallas, TX</p>
2:45 pm In Houston Only 0.75 hr	<p>Earth, Moon and Mars: Bankruptcy for Corporate Lawyers</p> <p>The realities and mysteries of corporate reorganization, including reorganization plans, liens, leases, forward contracts and other contractual relations.</p> <p>Evelyn H. Biery, Fulbright & Jaworski - Houston, TX</p>
3:45 pm In Houston Only 0.75 hr	<p>What's Hot in Employment Law</p> <p>The latest developments in workplace harassment, FMLA, and other issues for corporate employers.</p> <p>Katrina Grider, Katrina Grider Atty At Law - Cypress, TX</p>
4:30 pm In Houston Only 0.00 hr 0.25 hr ethics	<p>Corporate Investigations: A New Day</p> <p>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.</p> <p>Barry Frank McNeil, Haynes & Boones - Dallas, TX</p>

Friday Morning, Mar. 26, 2004

Presiding Officers:

In Dallas: **Byron F. Egan**, Jackson Walker, LLP - Dallas, TX

In Houston: **Donna L. Kolar**, Richmond, TX

8:30 am In Houston Only 0.50 hr	<p>Update in Texas Entity Laws</p> <p>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.</p> <p>Daryl B. Robertson, Jenkins and Gilchrist - Dallas, TX Bradley Lee Whitlock, Jackson Walker LLP - Dallas, TX</p>
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9:00 am In Houston Only 1.00 hr	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. Thomas B. Hyman, Sutherland, Asbill & Brennan LLP - Atlanta, GA George W. Patrick, American Water Works Service Company, In - Voorhees, NJ John Murry Stephenson Jr., Jackson Walker LLP - Dallas, TX Thomas W. Van Dyke, Bryan Cave LLP - Kansas City, MO Alison J. Youngman, Stikeman Elliott LLP - Toronto, ON
10:15 am In Houston Only 0.75 hr	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, Association of Corporate Counsel (ACC) - Washington, DC
10:15 am In Houston Only 0.75 hr	Best Practices in Records Retention Policies Post Sarbanes-Oxley Susan Hackett, Association of Corporate Counsel (ACC) - Washington, DC
11:00 am In Houston Only 0.50 hr	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, Baker & Botts - Austin, TX Mary B. Reagan, McGinnis Lochridge & Kilgore - Austin, TX

Friday Afternoon, Mar. 26, 2004

Presiding Officers:

In Dallas: **James E. Parsons**, Exxon Mobil Corporation - Irving, TX

In Houston: **Jeanmarie B. Tade**, BP America Inc. - Houston, TX

1:00 pm In Houston Only 0.75 hr	Employment Litigation: Prevention, Avoidance & Defense The proactive approach to managing your workforce to reduce litigation risk while simultaneously creating your best defense. Connie Cornell, Cornell Smith & Mierl, LLP - Austin, TX
1:45 pm In Houston Only 0.00 hr 1.00 hr ethics	The 11 Commandments of Professional Responsibility A session of informative and entertaining parables covering ethics and professional responsibility. Michael Sean Quinn, Quinn Hayes & Quinn - Austin, TX