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27<sup>th</sup> Annual

# CORPORATE COUNSEL INSTITUTE

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March 31–April 1, 2005

Hilton Americas-Houston, Houston, TX

April 21 –22, 2005

Adolphus Hotel, Dallas TX

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27<sup>th</sup> Annual  
**CORPORATE COUNSEL INSTITUTE**

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**THURSDAY MORNING**

**Presiding Officer:** Houston: **J. Matthew Lyons**  
Dallas: **Dean D. Hunt**

**8:00 a.m. Registration Opens**

Includes continental breakfast.

**8:50 p.m. Welcoming Remarks**

**9:00 a.m. 1.00 hr ethics**

**Extra-Jurisdictional Practice and Upcoming Ethical Issues Involving In-House Counsel**

Practice in sister states; "foreign" attorneys; current ABA rules; ethics; unauthorized practice of law problems.

Thomas H. Watkins

**10:00 a.m. .50 hr**

**Thou Shalt Recover: Ten Commandments for Collecting from Bankruptcy Debtors**

A primer of substantive issues typically encountered by trade creditors designed to assist them in maximizing their recoveries from bankrupt entities.

Mina A. Brees (*in Houston*)

Joseph J. Wielebinski (*in Dallas*)

**10:30 a.m. Break**

**10:45 a.m. 1.00 hr ethics**

**Dealing with Accountants**

The lawyers and accountants made a treaty in 1976 that forms the basis on which attorneys can respond to accountant-driven letters inquiring about loss contingencies; particularly pending or threatened by litigation. In this post-Enron and Sarbanes-Oxley Act era, the accountants are under increasing pressure to verify information for financial statements and attempts are being made to subordinate the attorney-client privilege to other interests. What can and should lawyers, both inside and outside, do when providing information to auditors?

Harold F. Degenhardt

Byron F. Egan

James D. Goldsmith

Charles R. Lotter (*Dallas only*)

**11:45 a.m. Lunch on Your Own**

**THURSDAY AFTERNOON**

**Presiding Officer:** Houston: **Jennifer Ivan**  
Dallas: **Michele Barbero Thompson**

**BEST PRACTICES**

**1:15 p.m. .75 hr (.25 hr ethics)**

**Corporate Governance**

Current developments in corporate governance, including Delaware duty of good faith, protecting directors and officers from personal liability, and shareholder proposals.

Joseph A. Cialone, II

Albert O. Cornelison, Jr. (*Houston only*)

Additional Panelist TBA (*Dallas only*)

**2:00 p.m. .50 hr**

**The International Arbitration Agreement: A Roadmap to Getting What Your Client Wants**

The top ten things you will want to remember when negotiating an arbitration clause in your international business contract.

Steven A. Harr (*in Houston*)

Mina A. Brees (*in Dallas*)

**2:30 p.m. .50 hr**

**Protecting IP on a Global Basis**

Patent and Trademark protection is very expensive outside the United States and enforcement uncertain. Speakers will discuss foreign filing selection, market approaches, and competitive approaches as well as tax considerations, funds expatriation issues, and joint venture considerations.

Chad Huston

Chad Anson (*Houston only*)

John C. Symington (*Houston only*)

David Reiter (*Dallas only*)

Gregory Scott Thomas (*Dallas only*)

**3:00 p.m. .50 hr**

**Insurance Primer for In-house Counsel**

The nuts-and-bolts of protecting the company's assets through core first and third-party coverages will be explored, along with a look at more specialized forms of commercial insurance as well. Practical tips, from coverage placement through claim resolution, will also be included.

Vincent E. Morgan

**3:30 p.m. Break**

**3:45 p.m. .75 hr**

**Offshore Outsourcing**

This presentation will cover offshoring and hiring contractors in other countries as well as emerging offshore issues.

Lisa H. Pennington

**4:30 p.m. .75 hr**

**Tips for Putting Together a Deal**

This session will provide general advice regarding preparing for, negotiating and closing commercial transactions. A joint development deal will be used as a model but the principles which will be discussed will apply to any commercial transaction.

Paul R. Tobias

Paul D. Vineis

Keith E. Witek

**5:15 p.m. Adjourn**

**FRIDAY MORNING**

**Presiding Officer:** Houston: **Kevin M. McDonald**  
Dallas: **A. Andrew R. Louis**

**8:30 a.m. .50 hr**

**State Legislation for Corporate Counsel to Keep an Eye On**

Summary of noteworthy bills in the 2005 Texas Legislature, both good and bad, that may be of interest to Corporate Counsel.

Arthur Val Perkins

**9:00 a.m. .75 hr**

**Effective Compliance and Ethics Programs—ECEP's Fables**

The Supreme Court's decision on the application of the Sixth Amendment to the Federal Sentencing Guidelines does not affect the need for an effective compliance program. The Sentencing Commission added new wrinkles to the requirements for an effective program under amendments that went into effect November 1, 2004. Your compliance program may be outmoded. This program shows you how to make it "effective."

Judah Best

**9:45 a.m. .50 hr**

**Good/ Bad Practice for Web Sites**

Topics to be discussed are: do's and don'ts in Internet marketing; tax related Internet issues; legal disclosures on the Internet; seller's liability for pricing errors on the Web.

James R. Peacock

Sharon L. Williamson (*Houston only*)

Andrew B. Sacks (*Dallas only*)

**10:15 a.m. Break**

10:30 a.m. .75 hr

### Top 10 Employment Law Issues

This session covers issues that are of concern to all employers, such as reducing workers' compensation claim costs, FMLA leave and obtaining summary judgment.

Paul E. Hash  
Michael J. Lotito

11:15 a.m. .50 hr

### Implementation of an Electronic Contract Management System

Best practices for Legal and IT to establish a records management system to effectively store, access and manage electronic records, including e-mail.

Thomas E. Bohan (*in Houston*)  
LaMont Walker (*in Dallas*)

11:45 a.m. .50 hr

### Contracting with the Government and Its Contractors

Rules of engagement for doing business with the Government as a prime contractor or subcontractor and suggestions for avoiding the many traps for the unwary.

Daniel J. Riley

12:15 p.m. Pick up box lunch

### Lunch Presentation: Things that Keep Corporate Lawyers Awake at Night .50 hr

This panel will address several fundamental issues of corporate and business practice through a series of hypotheticals. The panel approach allows the topic to achieve depth of analysis through the give and take of the panelists.

John S. Dzienkowski—Moderator	
<b>Houston</b>	<b>Dallas</b>
Alan R. Crain, Jr.	David Hugley
Scott E. Rozzell	Charles R. Lotter
Carol Graebner	Tony Bangs

## FRIDAY AFTERNOON

**Presiding Officer:** Houston: **Charles Szalkowski**  
Dallas: **David Hugley**

1:30 p.m. .50 hr

### Corporate Fiascos and Their Implications for Identifying Red Flags in Financial Statements

Dr. Dharan will highlight the main financial lessons learned from the recent corporate scandals, and discuss the use of red flags from financial statements to detect financial manipulation.

Bala G. Dharan

2:00 p.m. .50 hr

### The Employment Litigation Update

Update on the U.S. Supreme Court recent 5th Circuit decisions and legislation affecting employers.

Katrina Grider

2:30 p.m. 1.00 hr ethics

### Re-Examining the Role of Inside and Outside Counsel After Enron and Arthur Anderson

This topic will examine the legal and ethics norms that regulate the conduct of corporate lawyers. It will cover Sarbanes-Oxley, the new ABA Ethics

Rules, and civil and criminal laws that cover the conduct of criminal lawyers. This presentation will cover the background to the current regulatory structure as well as several current developments.

John S. Dzienkowski

3:30 p.m. Adjourn

## REGISTRATION FOR CC05

### Mail this registration form to:

The University of Texas School of Law, Attn. CC05  
P.O. Box 7759, Austin, TX 78713-7759 **or fax a copy to: (512) 475-6876**

### PLEASE PRINT CLEARLY

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☐ **REGISTER: HOUSTON—March 31-April 1, 2005\***

☐ **REGISTER: DALLAS—April 21-April 22, 2005\***

*\*Registration includes Course Binder and Friday Box Lunch Presentation*

☐ Early Registration Fee—see "Key Dates" on back for deadlines ..... \$425.00

☐ Registration Fee after early registration deadlines ..... \$475.00

☐ Special \$20 discount for SBOT Corporate Counsel Section members..... -\$20.00

☐ I would like to join the SBOT Corporate Counsel Section and receive  
the member discount (please check both boxes)..... \$20.00

☐ Yes, please count me in for lunch—included in Registration Fee.....n/c

### CONFERENCE PUBLICATIONS AND MEDIA

*Allow 2-4 weeks from the Dallas conference date for delivery.*

☐ Course Binder ..... \$200.00

☐ Audio CD Set ..... \$175.00

☐ eBinder on CD (PDF format) ..... \$200.00/\$50.00  
(\$200 purchased alone, \$50 with registration or purchase of Course Binder or Audio CD Set)

**GROUP CLE: Bring the conference in-house and learn at your convenience.**

*Allow 2-4 weeks from the Dallas conference date for delivery.*

☐ Group CLE for 2—Includes Audio CD Set and Course Binder ..... \$750.00

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## HOUSTON

March 31–April 1, 2005

### CONFERENCE LOCATION

Hilton Americas-Houston

1600 Lamar, Houston, TX 77010  
713-739-8000

**\$129 special group rate** (subject to availability) good through March 16, 2005  
Parking: \$12 self-parking; \$22 valet

### KEY DATES

#### Registration and Cancellation

**March 23, 2005, 5 p.m.**  
**last day for early registration**  
add \$50 for registrations received after this time

**March 25, 2005, 5 p.m.**  
**last day for full refund**

**March 28, 2005, 5 p.m.**  
**last day for partial refunds**  
(\$50 processing fee applied)

## DALLAS

April 21–22, 2005

### CONFERENCE LOCATION

Adolphus Hotel

1321 Commerce, Dallas, TX  
1-800-221-9083

**\$159 special group rate** (subject to availability) good through March 30, 2005  
Parking: \$10 self-parking

### KEY DATES

#### Registration and Cancellation

**April 13, 2005, 5 p.m.**  
**last day for early registration**  
add \$50 for registrations received after this time

**April 15, 2005, 5 p.m.**  
**last day for full refund**

**April 18, 2005, 5 p.m.**  
**last day for partial refunds**  
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### ABOUT THE COVER

"Translucent Box," acrylic, is by Julie Freedman. For more information, contact Diaz Gallery in Austin, 512-444-0013, or visit the artist's Web site at [www.juliefreedmanart.com](http://www.juliefreedmanart.com)

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