

**2005 Corporate Counsel Institute**  
**March 31 - April 1, 2005 • Hilton Americas • Houston, TX**  
**April 21-22, 2005 • Adolphus Hotel • Dallas, TX**

**Thursday Morning, Mar. 31, 2005**

**Presiding Officers:**

In Dallas: **Dean D. Hunt**, Baker & Hostetler LLP - Houston, TX

In Houston: **J. Matthew Lyons**, Andrews Kurth LLP - Austin, TX

9:00 am In Houston Only 0.00 hr 1.00 hr ethics	<p><b>Extra-Jurisdictional Practice and Upcoming Ethical Issues Involving In-House Counsel</b></p> <p>Practice in sister states: “foreign” attorneys; current ABA rules; ethics; unauthorized practice of law problems.</p> <p>Thomas H. Watkins, Brown McCarroll, L.L.P. - Austin, TX</p>
10:00 am In Houston Only 0.50 hr	<p><b>Thou Shalt Recover: Ten Commandments for Collecting from Bankruptcy Debtors</b></p> <p>A primer of substantive issues typically encountered by trade creditors designed to assist them in maximizing their recoveries from bankrupt entities.</p> <p>Mina A. Brees, Munsch Hardt Kopf &amp; Harr, P.C. - Austin, TX  Joseph J. Wielebinski Jr., Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX</p>
10:45 am In Houston Only 0.00 hr 1.00 hr ethics	<p><b>Dealing with Accountants</b></p> <p>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?</p> <p>Harold F. Degenhardt, Fulbright &amp; Jaworski, L.L.P. - Dallas, TX  Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX  James D. Goldsmith, KPMG LLP - New York, NY  Charles R. Lotter, Dallas, TX</p>

**Thursday Afternoon, Mar. 31, 2005**

**Presiding Officers:**

In Dallas: **Michele Barbero Thompson**, Austin, TX

In Houston: **Jennifer Ivan**, Dell Inc. - Austin, TX

1:15 pm In Houston Only 0.00 hr 0.25 hr ethics	<p><b>Corporate Governance</b></p> <p>Current developments in corporate governance, including Delaware duty of good faith, protecting directors and officers from personal liability, and shareholder proposals.</p> <p>Joseph A. Cialone II, Baker Botts L.L.P. - Houston, TX Albert O. Cornelison Jr., Exec. Vp &amp; General Counsel - Halliburton - Houston, TX</p>
2:00 pm In Houston Only 0.50 hr	<p><b>The International Arbitration Agreement: A Roadmap to Getting What Your Client Wants</b></p> <p>The top ten things you will want to remember when negotiating an arbitration clause in your international business contract.</p> <p>Mina A. Brees, Munsch Hardt Kopf &amp; Harr, P.C. - Austin, TX Steven A. Harr, Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX</p>
2:30 pm In Houston Only 0.50 hr	<p><b>Protecting IP on a Global Basis</b></p> <p>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.</p> <p>Chad Huston, Daffer McDaniel LLP - Austin, TX David Reiter, Luminex Corporation - Austin, TX John C. Symington, Enventure Global Technology LLC - Houston, TX Gregory Scott Thomas, Cirrus Logic - Austin, TX</p>
3:00 pm In Houston Only 0.50 hr	<p><b>Insurance Primer for In-House Counsel</b></p> <p>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.</p> <p>Vincent E. Morgan, Pillsbury Winthrop Shaw Pittman LLP - Houston, TX</p>
3:45 pm In Houston Only 0.75 hr	<p><b>Offshore Outsourcing</b></p> <p>This presentation will cover offshoring and hiring contractors in other countries as well as emerging offshore issues.</p> <p>Lisa H. Pennington, Baker &amp; Hostetler LLP - Houston, TX</p>
4:30 pm In Houston Only 0.75 hr	<p><b>Tips for Putting Together a Deal</b></p> <p>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.</p> <p>Paul R. Tobias, Wilson Sonsini Goodrich &amp; Rosati - Austin, TX Paul D. Vineis, Austin, TX Keith E. Witek, Advanced Micro Devices - Austin, TX</p>

## Friday Morning, Apr. 1, 2005

### Presiding Officers:

In Dallas: **A. Andrew R. Louis**, Valhi, Inc. - Dallas, TX

In Houston: **Kevin M. McDonald**, Cooper Industries, Ltd. - Houston, TX

8:30 am In Houston Only 0.50 hr	<p><b>State Legislation for Corporate Counsel to Keep an Eye On</b></p> <p>Summary of noteworthy bills in the 2005 Texas Legislature, both good and bad, that may be of interest to Corporate Counsel.</p> <p>Arthur Val Perkins, Coats Rose Yale Ryman &amp; Lee PC - Houston, TX</p>
9:00 am In Houston Only 0.75 hr	<p><b>Effective Compliance and Ethics Programs - ECEP's Fables</b></p> <p>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."</p> <p>Judah Best, LeBoeuf, Lamb, Greene &amp; MacRae, L.L.P. - Washington, DC</p>
9:45 am In Houston Only 0.50 hr	<p><b>Good / Bad Practice for Web Sites</b></p> <p>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.</p> <p>James R. Peacock III, Centex Corporation - Dallas, TX Andrew B. Sacks, Dell Inc. - Round Rock, TX Sharon L. Williamson, Dell Computer Corp - Round Rock, TX</p>
10:30 am In Houston Only 0.75 hr	<p><b>Top 10 Employment Law Issues</b></p> <p>This session covers issues that are of concern to all employers, such as reducing workers' compensation claim costs, FMLA leave and obtaining summary judgment.</p> <p>Paul E. Hash, Jackson Lewis, LLP - Dallas, TX Michael J. Lotito, Jackson Lewis LLP - San Francisco, CA</p>
11:15 am In Houston Only 0.50 hr	<p><b>Implementation of an Electronic Contract Management System</b></p> <p>Best practices for Legal and IT to establish a records management system to effectively store, access and manage electronic records, including e-mail.</p> <p>Thomas E. Bohan, Dell Legal Dept. - Round Rock, TX Lamont Walker, Dell Computer - Round Rock, TX</p>
11:45 am In Houston Only 0.50 hr	<p><b>Contracting with the Government and Its Contractors</b></p> <p>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.</p> <p>Daniel J. Riley, Baker Botts, L.L.P. - Washington, DC</p>

## Friday Afternoon, Apr. 1, 2005

### Presiding Officers:

In Dallas: **David Hugley**, National Instruments Corp. - Austin, TX

In Houston: **Charles Szalkowski**, Baker Botts, L.L.P. - Houston, TX

12:15 pm In Houston Only 0.75 hr	<p><b>Things That Keep Corporate Lawyers Awake at Night</b></p> <p>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.</p> <p>Alan R. Crain Jr., Baker Hughes - Houston, TX  John S. Dzienkowski, UT School of Law - Austin, TX  Carol F. Graebner, Houston, TX  David Hugley, National Instruments Corp. - Austin, TX  Charles R. Lotter, Dallas, TX  Scott Rozzell, Centerpoint Energy - Houston, TX</p>
1:30 pm In Houston Only 0.50 hr	<p><b>Corporate Fiascos and Their Implications for Identifying Red Flags in Financial Statements</b></p> <p>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.</p> <p>Bala G. Dharan Ph.D., Rice University - Houston, TX</p>
2:00 pm In Houston Only 0.50 hr	<p><b>The Employment Litigation Update</b></p> <p>Update on the U.S. Supreme Court recent 5th Circuit decisions and legislation affecting employers.</p> <p>Katrina Grider, Katrina Grider Atty At Law - Cypress, TX</p>
2:30 pm In Houston Only 0.00 hr 1.00 hr ethics	<p><b>Re-Examining the Role of Inside and Outside Counsel after Enron and Arthur Anderson</b></p> <p>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.</p> <p>John S. Dzienkowski, UT School of Law - Austin, TX</p>