

SPONSORED BY THE UNIVERSITY OF TEXAS SCHOOL OF LAW  
AND THE CORPORATE COUNSEL SECTION OF THE STATE BAR OF TEXAS

28<sup>th</sup> Annual

# CORPORATE COUNSEL INSTITUTE

Earn up to 14.75 Hours of Credit Including 1.25 Hours of Ethics Credit



April 6-7, 2006

Hilton Houston Post Oak • Houston, Texas

May 11-12, 2006

Cityplace Conference Center • Dallas, Texas

## SPONSORS

Akin, Gump, Strauss, Hauer & Feld, LLP • Andrews Kurth LLP • Beirne, Maynard & Parsons, L.L.P.  
Bracewell & Giuliani, L.L.P. • Fulbright & Jaworski L.L.P. • Jones Walker • Porter & Hedges, L.L.P.  
Wilson Sonsini Goodrich & Rosati

**UTCLE**

# 28<sup>TH</sup> ANNUAL CORPORATE COUNSEL INSTITUTE

April 6-7, 2006 • Hilton Houston Post Oak • Houston, Texas

May 11-12, 2006 • Cityplace Conference Center • Dallas, Texas

Earn up to 14.75 Hours of Credit Including 1.25 Hours of Ethics Credit

## THURSDAY MORNING

### Houston Presiding Officer:

Lee L. Kaplan

### Dallas Presiding Officer:

J. Matthew Lyons

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

Includes continental breakfast.

#### 8:35 a.m. Welcoming Remarks

#### 8:45 a.m. 1.00 hr

### Dealing with Auditors After Sarbanes-Oxley

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 obtain that information from corporate counsel for both public and private companies, even if it means waiver of the attorney-client privilege. SEC rules under the Sarbanes-Oxley Act make it unlawful for directors, officers, and those acting under their direction, including corporate counsel, to mislead or otherwise attempt to improperly influence auditors. SEC enforcement actions are targeting corporate counsel in respect of their actions that affect financial statements. In this era, what can and should lawyers—both inside and outside—do when providing information to auditors, and to what extent can they preserve the attorney-client privilege in respect to the information communicated? Can lawyers still rely on the treaty they made with accountants in 1976 that forms the basis on which attorneys can respond to accountant-driven letters inquiring about loss contingencies (particularly pending or threatened litigation) in a way that provides the accountants information needed for financial statements while protecting the attorney-client privilege?

Moderator: Byron F. Egan  
Harold F. Degenhardt  
James D. Goldsmith  
Charles R. Lotter

#### 9:45 a.m. 1.00 hr

### "ESI" is Coming in Less than Nine Months: Do You Know Where Your Data is?

What in-house counsel needs to know about recent case law developments in e-discovery, the dawning of new federal rules, and what you can do to tame the e-record beast.

Charles R. (Chuck) Ragan

#### 10:45 a.m. Break

#### 11:00 a.m. 1.00 hr

### Public Perceptions of Corporate America

Is there any good news for companies in an anti-corporate climate? To discuss the answers and the strategies, this panel will present national survey results regarding attitudes toward corporations and what they have learned to address that bias with the public. The program will culminate with a panel discussion where general counsel will highlight steps their corporations are taking in an anti-corporate climate.

Moderator: Shelley Spiecker  
Kenneth Broda-Bahm (*in Houston*)  
Thomas C. Jepperson  
Karen Lisko (*in Dallas*)  
Frank V. Maisano  
Ronald D. Mc Cray (*in Dallas*)  
Frederick "Rick" J. Plaeger II (*in Houston*)

#### 12:00 p.m. .75 hr

### Securities Law and Corporate Governance Update

The panel will provide an overview of recent developments in securities law and corporate governance, and will explore Regulation FD status and enforcement, upcoming rulemakings by the SEC, recent interpretive positions on executive compensation, SEC disclosure trends and other important developments affecting in-house counsel.

Marc H. Folladori  
Vincent W. Mathis (*in Dallas*)  
John S. Tsai (*in Houston*)

## THURSDAY AFTERNOON

### Houston Presiding Officer:

J. Matthew Lyons

### Dallas Presiding Officer:

Dean D. Hunt

#### 12:45 p.m. Pick Up Box Lunch

Included with conference registration.

#### 1:00 p.m. Lunch Presentation 1.00 hr

### What Keeps the General Counsel Awake at Night?

The day-to-day demands on the general counsel have never been greater. Be it managing legal risks, budget pressures or staying on top of legal trends—the general counsel position is difficult and complex. General counsels will find this informal discussion of what keeps other general counsel awake at night informative. Aspiring

general counsels will have a unique opportunity to hear general counsels of large corporations explain what is important to a general counsel.

Moderator: Peggy A. Heeg  
Kerry A. Galvin  
Ronald D. Mc Cray (*in Dallas*)  
John T. Nesser III  
Charlene A. Ripley (*in Houston*)

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

### Risk Management: Spreading Risk Through Insurance and Indemnity

Statistically speaking, bad things are going to happen. Insurance policies and indemnity agreements are ways to spread the risk and costs of those bad things. Learn about the types of insurance coverages available, how to preserve and maximize coverage, and tips in drafting effective indemnity provisions.

David Taubenfeld

#### 2:30 p.m. Break

#### 2:45 p.m. .75 hr

### Legislative Update: Federal and State Perspectives

Federal developments will be reviewed with an eye to the interests of Texas counsel. Texas law, including the Business and Commerce Code, Civil Practice and Remedies Code, and Insurance Code, will be covered.

Mark A. Behrens (*in Dallas*)  
Jim Chapman (*in Houston*)  
Joseph M. Nixon

#### 3:30 p.m. .75 hr

### Litigation Management Toolbox—What Every In-House Counsel Needs to Manage Litigation

Managing litigation presents many challenges and difficult issues. Although every case in today's in-house counsel world is different, many of the issues in managing litigation are recurring. Learn essential policies, procedures and methodology that can help you be effective in managing litigation even in the most challenging corporate environment. Includes a discussion of components of outside counsel guidelines, internal litigation management procedures, legal hold policies, accrual procedures, counsel selection, budgeting, and advantages of proactive handling and evaluation.

Kevin M. McDonald  
Marie R. Yeates

4:15 p.m. .50 hr

### To Arbitrate or Not to Arbitrate...That is the Question

In-house counsel must routinely determine whether it is advantageous to arbitrate versus litigate, not only in drafting contracts but once a dispute arises. The decision becomes even more complex when international issues come into play. Learn what factors to consider in determining whether arbitration should be included in a contract, what kinds of disputes are not appropriate for arbitration, what clauses to include in a contract to address international issues, and how to either enforce or avoid an arbitration clause once a dispute arises.

John P. Cogan, Jr.

4:45 p.m. Adjourn

## FRIDAY MORNING

**Houston Presiding Officer:**  
Mark L. Murdock

**Dallas Presiding Officer:**  
Kevin M. McDonald

8:30 a.m. .75 hr

### Top 10 Intellectual Property Tips and Pitfalls

Intellectual property issues often arise in unexpected places. All in-house attorneys should be aware of simple IP strategies that can be used to their client's advantage and should remain vigilant to avoid IP pitfalls that can cause problems down the road. Issues reviewed include: how to create a viable open source strategy; making sure that IP created by independent contractors is properly captured; avoiding unanticipated franchise law issues when licensing trademarks; and seven other helpful topics.

Edward A. Cavazos

9:15 a.m. .75 hr ethics

### Confidentiality, Fees, and Conflicts: It's Not the Same Ol' Rodeo

Thomas H. Watkins

10:00 a.m. Break

10:15 a.m. .50 hr ethics

### Access to the Justice System in Texas— A Lawyer's Obligation

The history of the Access to Justice Commission, the mandate of the Commission, the ethical and moral imperatives of the legal profession, and the need for and importance of corporate counsel participation in pro bono efforts.

James B. Sales

10:45 a.m. .75 hr

### Cooperating with the Government: Mixed Signals and a Mixed Blessing

What are the consequences of waiver of attorney client privilege and work product protection? Can you afford to do it? Can you afford not to do it?

Judah Best

11:30 a.m. .50 hr

### Hints, Highlights, and Headaches of Acquisitions

This discussion will provide tips for conducting an acquisition. Issues ranging from pre-acquisition activities to conducting successful negotiations to executing the closing and addressing post-closing issues will be discussed. A term sheet, due diligence checklist, list of negotiating tips, sample acquisition agreement, and closing checklist will be provided and discussed, along with some general "do's" and "don'ts" for a successful acquisition.

Paul R. Tobias  
Paul D. Vineis  
Keith E. Witek

## FRIDAY AFTERNOON

**Houston Presiding Officer:**  
Kevin M. McDonald

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

12:00 p.m. Pick Up Box Lunch

Included with conference registration.

12:15 p.m. Lunch Presentation .75 hr

### Crisis Management (or What to do When It Hits the Fan)

What to do when the bottom falls out. Practical advice in minimizing liability associated with handling explosive litigation, governmental investigations, and the ensuing press and public relations aspects.

Moderator: Blaine D. Edwards  
Mary Flood (*in Houston*)  
Joele Frank  
Loren Steffy (*in Dallas*)  
Jeri P. Wechsler

1:00 p.m. .75 hr

### Managing Your In-House Career: Positioning Yourself to Succeed in a Corporate Organization

In-house legal careers aren't what they used to be. Corporations expect more from in-house lawyers and in an era of consolidation, being a top performer is critical. Learn from a panel of in-house leaders about the factors that contribute to a successful corporate law department career.

Moderator: Courtney B. Sapire  
Kimberly S. Bowers  
Victoria T. McGhee

1:45 p.m. .75 hr

### Overview of the Bankruptcy Reform Act of 2005: Relevant Provisions for Corporate Debtors and Creditors (It's Not Just About Consumer Debtors and Credit Card Companies)

This discussion covers amendments to the Bankruptcy Code enacted under the Bankruptcy Abuse and Prevention Act. The speakers will address issues affecting consumer and business bankruptcy cases that will be important to in-house counsel. In addition to providing an overview of the recent changes to the Bankruptcy Code, the presentation will include real-life examples of the issues being faced by practitioners and the courts.

Hon. Marvin Isgur (*in Houston*)  
Stacey G. C. Jernigan (*in Dallas*)  
Lenard M. Parkins (*in Houston*)

2:30 p.m. Break

2:45 p.m. 1.00 hr

### The Employment Law Revolution Continues: 2006 Update

Paul Hash and Michael Lotito return for an encore presentation of the top 10 employment law issues of concern to in-house counsel. Topics include updates on wage and hour class actions, disability discrimination, the emerging law of gender discrimination, and the continuing evolution of the law of training.

Paul E. Hash  
Michael J. Lotito (*in Houston*)

3:45 p.m. .50 hr

### Import/Export Compliance—The New Wave of Regulatory Traps

Regulatory compliance has never been so expensive. This session will explore the very latest in enforcement efforts and compliance shortfalls in the export and import of products across the global supply chain, what in-house counsels don't know, and discussions they absolutely must engage in.

Marian E. Ladner

4:15 p.m. .50 hr

### New Trends in Criminal Law

New trends in criminal law including attorney client privilege, obstruction of justice, and sentencing.

David Y. Gerger  
Johnny Sutton

4:45 p.m. Adjourn

**M  
C  
L  
E** This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 14.75 hours, of which 1.25 credit hours will apply to legal ethics/professional responsibility credit.



## HOW TO REGISTER

The University of Texas  
School of Law  
Attn: CLE – CC06  
P.O. Box 7759  
Austin, TX 78713-7759

**WEB: [www.utcle.org](http://www.utcle.org)**

**FAX: 512-475-6876**

**PHONE: 512-475-6700**

### Course Binders

Conference registration includes a course binder of articles, sample forms and planning strategies—a resource guide you'll refer to all year.

### Audio CD Set

The Corporate Counsel Institute presentations are available on CD. Listen to the entire conference or individual sessions at your convenience.

### eBinder on CD

Get the entire conference binder on CD, in electronic PDF format. Only \$50 if added to a registration or purchase of Course Binder or Audio CD Set; \$200 if purchased alone.

### In-House CLE

Would your firm like to run an in-house version of this conference, with full participatory MCLE credit? Order In-House CLE and we'll accredit the course for you; we'll also provide an Audio CD Set for the group and a Course Binder for each participant.

## ABOUT THE COVER



"Synthetic," oil on wood, 60"x60 1/8"  
by Jennifer Chenoweth.  
For more information,  
visit [www.fisterrastudio.com](http://www.fisterrastudio.com)

## REGISTRATION FOR CC06

### Mail this registration form to:

The University of Texas School of Law, Attn. CC06  
P.O. Box 7759, Austin, TX 78713-7759 **or fax a copy to: (512) 475-6876**

PLEASE PRINT CLEARLY

Bar Card# \_\_\_\_\_ ☐ TX ☐ Other State: \_\_\_\_\_ ☐ N/A

Name [ Mr. / Ms. ] \_\_\_\_\_

Firm \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_

Registrant's Email (required) \_\_\_\_\_

Assistant's Email (optional) \_\_\_\_\_

Invoices, confirmations and receipts are emailed to these addresses.

### REGISTRATION (Includes Course Binder and Box Lunch Presentations)

#### HOUSTON—April 6-7, 2006

- ☐ Early Registration Fee due by Wed. March 29, 2006..... \$395.00  
☐ Registration Fee after Wed. March 29, 2006 ..... \$445.00

#### DALLAS—May 11-12, 2006

- ☐ Early Registration Fee due by Wed. May 3, 2006..... \$395.00  
☐ Registration Fee after Wed. May 3, 2006 ..... \$445.00

### DISCOUNT FOR CORPORATE COUNSEL SECTION MEMBERS

- ☐ \$20 discount for Corporate Counsel Section members ..... -\$20.00  
☐ I would like to join the Corporate Counsel Section and receive the member discount (please check both boxes)..... \$20.00

### GROUP DISCOUNT FOR 5 OR MORE:

Register 5 or more from your firm and receive 10% off the conference registration fee. Please attach a list of registrants, including bar card numbers, to this form.

**Total Group Discount for this Registration - \$ \_\_\_\_\_**

**REGISTRATION TOTAL \$ \_\_\_\_\_**

### CONFERENCE PUBLICATIONS AND MEDIA

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

- ☐ Course Binder WITHOUT Conference Registration ..... \$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 )

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

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

- ☐ In-House CLE for 2—Includes Audio CD Set and 2 Course Binders ..... \$750.00  
\_\_\_\_\_ Add participants (includes Course Binders) for \$200 each ..... \$ \_\_\_\_\_

**TOTAL ENCLOSED \$ \_\_\_\_\_**

### METHOD OF PAYMENT

- ☐ Check (make checks payable to: **The University of Texas at Austin**)  
☐ VISA or ☐ Mastercard (sorry, no AMEX or Discover)

Card #     -     -     -

**X** \_\_\_\_\_  
Authorized Signature

/    
Exp. Date (mm/yy)

Phone: 512-475-6700 Fax: 512-475-6876

## HOUSTON

April 6-7, 2006

### CONFERENCE LOCATION



#### Hilton Houston Post Oak

2001 Post Oak Boulevard  
Houston, TX 77056  
713-961-9300

Special rate: \$120  
(subject to availability)  
good through March 22, 2006

Self-Parking: \$10.00  
Valet Event Parking: \$9.00  
Valet Overnight: \$20.00

#### KEY DATES

##### Registration & Cancellation

March 29, 2006-5 p.m.  
*last day for early registration*  
add \$50 for registrations  
received after this time

March 31, 2006-5 p.m.  
*last day for full refund*

April 3, 2006-5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

April 6, 2006-8:35 a.m.  
*conference begins*

## ABOUT THE 2006 CORPORATE COUNSEL INSTITUTE

Sponsored by the Corporate Counsel Section and UT Law, this year's institute will offer practical advice on the complex issues facing corporate counsel: What should lawyers do when providing information to auditors? How do you manage legal risks and budget pressures? When is it advantageous to "arbitrate" versus "litigate"? What's the best way to handle and respond to an investigation? The Institute will address these questions and cover a broad array of topics in substantive presentations, panel discussions, and materials. If you represent corporations this is a must-attend event!

## MAJOR SPONSORS

Thanks to the sponsors who contributed to this event:

**Akin, Gump, Strauss, Hauer & Feld, LLP**

**Andrews Kurth LLP**

**Beirne, Maynard & Parsons, L.L.P.**

**Bracewell & Giuliani, L.L.P.**

**Fulbright & Jaworski L.L.P.**

**Jones Walker**

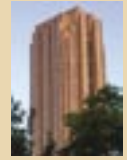
**Porter & Hedges, L.L.P.**

**Wilson Sonsini Goodrich & Rosati**

## DALLAS

May 11-12, 2006

### CONFERENCE LOCATION



#### The Cityplace Conference Center

2711 N. Haskell Avenue  
Dallas, TX 75204  
214-828-7050

Complimentary parking  
with validation.

#### Nearby Accommodations:

Melrose Hotel  
3015 Oak Lawn Avenue  
Dallas, TX 75219  
214-521-5151

Special rate: \$145  
(subject to availability)  
good through April 19, 2006

#### KEY DATES

##### Registration & Cancellation

May 3, 2006-5 p.m.  
*last day for early registration*  
add \$50 for registrations  
received after this time

May 5, 2006-5 p.m.  
*last day for full refund*

May 8, 2006-5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

May 11, 2006-8:35 a.m.  
*conference begins*

# UTCLE

THE UNIVERSITY OF TEXAS AT AUSTIN  
THE UNIVERSITY OF TEXAS SCHOOL OF LAW  
P.O. Box 7759 • Austin, TX 78713-7759

*This program is not printed or mailed at state expense.*

## 28TH ANNUAL CORPORATE COUNSEL INSTITUTE

April 6-7, 2006 • Hilton Houston Post Oak • Houston, Texas  
May 11-12, 2006 • Cityplace Conference Center • Dallas, Texas

**NON-PROFIT-ORG**  
U.S. Postage Paid  
The University of  
Texas  
School of Law

E-mail us at  
[utcle@mail.law.utexas.edu](mailto:utcle@mail.law.utexas.edu)  
or call us at  
**512-475-6700**  
for more information