

2006 Corporate Counsel Institute
April 6-7, 2006 • Hilton Houston Post Oak • Houston, TX
May 11-12, 2006 • • Dallas,

Thursday Morning, Apr. 6, 2006

Presiding Officers:

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

In Houston: **Lee L. Kaplan**, Smyser Kaplan & Veselka, L.L.P. - Houston, TX

8:45 am
In Houston Only
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?

Harold F. Degenhardt, Fulbright & 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

9:45 am
In Houston Only
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. Ragan, Redgrave Daley Ragan & Wagner - San Francisco, CA

11:00 am
In Houston Only
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.

Kevin Bouilly, Persuasion Strategies - Denver, CO
Thomas C. Jepperson, Questar Exp. & Prod. Company - Salt Lake City, UT
Frank V. Maisano, Bracewell & Giuliani, L.L.P. - Washington, DC
Ronald David McCray, Kimberly Clark Corporation - Irving, TX
Frederick J. Plaeger II, Burlington Resources - Houston, TX
Shelley Spiecker Ph.D, Persuasion Strategies - Denver, CO

Thursday Afternoon, Apr. 6, 2006

Presiding Officers:

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

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

12:00 pm In Houston Only 0.75 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 Hamilton Folladori, Mayer Brown Rowe & Maw LLP - Houston, TX John Jones, Radio One, Inc. - Lanham, MD John Sang Tsai, Waste Management, Inc. - Houston, TX
1:00 pm In Houston Only 1.00 hr	Lunch Presentation: 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. Kerry Anne Galvin, Lyondell Chemical Company - Houston, TX Peggy A. Heeg, Fulbright & Jaworski L.L.P. - Houston, TX Ronald David McCray, Kimberly Clark Corporation - Irving, TX Kevin M. McDonald, Cooper Industries, Ltd. - Houston, TX John T Nesser III, McDermott International Inc - New Orleans, LA Charlene A. Ripley, Linn Energy LLC - Houston, TX
2:00 pm In Houston Only 0.50 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, Haynes & Boone, L.L.P. - Dallas, TX
2:45 pm In Houston Only 0.75 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, Shook, Hardy & Bacon L.L.P. - Washington, DC James L. Chapman, Bracewell & Giuliani, LLP - Washington, DC Joseph M. Nixon, Beirne Maynard & Parsons LLP - Houston, TX

3:35 pm In Houston Only 0.75 hr	<p>Litigation Management Toolbox—What Every In-House Counsel Needs to Manage Litigation</p> <p>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.</p> <p>Kevin M. McDonald, Cooper Industries, Ltd. - Houston, TX Marie R. Yeates, Vinson & Elkins - Houston, TX</p>
4:15 pm In Houston Only 0.50 hr	<p>To Arbitrate or Not to Arbitrate...That Is the Question</p> <p>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.</p> <p>John P. Cogan Jr., Akin Gump Strauss Hauer & Feld LLP - Houston, TX</p>

Friday Morning, Apr. 7, 2006

Presiding Officers:

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

In Houston: **Mark L. Murdock**, Austin, TX

8:30 am In Houston Only 0.75 hr	<p>Top 10 Intellectual Property Tips and Pitfalls</p> <p>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.</p> <p>J. Roger Williams Jr., Andrews Kurth LLP - Austin, TX</p>
9:15 am In Houston Only 0.00 hr 0.75 hr ethics	<p>Confidentiality, Fees, and Conflicts: It's Not the Same Ol' Rodeo</p> <p>Blake Allen Bailey, Brown McCarroll LLP - Dallas, TX Thomas H. Watkins, Brown McCarroll, L.L.P. - Austin, TX</p>
10:15 am In Houston Only 0.00 hr 0.50 hr ethics	<p>Access to the Justice System in Texas—A Lawyer's Obligation</p> <p>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.</p> <p>James B. Sales, Fulbright & Jaworski - Houston, TX</p>

10:45 am In Houston Only 0.75 hr	<p>Cooperating with the Government: Mixed Signals and a Mixed Blessing</p> <p>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?</p> <p>Judah Best, LeBoeuf, Lamb, Greene & MacRae, L.L.P. - Washington, DC</p>
11:30 am In Houston Only 0.50 hr	<p>Hints, Highlights, and Headaches of Acquisitions</p> <p>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.</p> <p>Paul R. Tobias, Wilson Sonsini Goodrich & Rosati - Austin, TX Paul David Vineis, IBM Systems and Technology Group - Austin, TX Keith Edward Witek, Advanced Micro Devices - Austin, TX</p>

Friday Afternoon, Apr. 7, 2006

Presiding Officers:

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

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

12:15 pm In Houston Only 0.75 hr	<p>Lunch Presentation: Crisis Management (or What to Do When It Hits the Fan)</p> <p>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.</p> <p>Blaine D. Edwards, Beirne Maynard Parsons LLP - Houston, TX Mary Anne Flood, Houston Chronicle - Houston, TX Joele Frank, Joele Frank, Wilkinson Brimmer Katcher - New York, NY Loren Steffy, Houston Chronicle - Houston, TX Jeri Pharis Wechsler, J.M. Huber Corporation - Houston, TX</p>
1:00 pm In Houston Only 0.75 hr	<p>Managing Your In-House Career: Positioning Yourself to Succeed in a Corporate Organization</p> <p>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.</p> <p>Kimberly Smith Bowers, Valero Energy Corporation - San Antonio, TX Victoria T. McGhee, Shell Oil Company - Houston, TX Courtney B. Sapire, cb sapire, inc. - Austin, TX</p>

1:45 pm In Houston Only 0.75 hr	<p>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)</p> <p>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.</p> <p>Marvin Isgur, US Bankruptcy Court - Houston, TX Stacey Cowand Jernigan, Haynes Boone - Dallas, TX Lenard Parkins, Haynes and Boone, LLP - Houston, TX</p>
2:45 pm In Houston Only 1.00 hr	<p>The Employment Law Revolution Continues: 2006 Update</p> <p>Paul Hash returns 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.</p> <p>William Engler Hammel, Jackson Lewis LLP - Dallas, TX Paul E. Hash, Jackson Lewis, LLP - Dallas, TX</p>
3:45 pm In Houston Only 0.50 hr	<p>Import/Export Compliance—The New Wave of Regulatory Traps</p> <p>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.</p> <p>Marian E. Ladner, Epstein, Becker, Green, Wickliff & Hall, - Houston, TX</p>
4:15 pm In Houston Only 0.50 hr	<p>New Trends in Criminal Law</p> <p>New trends in criminal law including attorney client privilege, obstruction of justice, and sentencing.</p> <p>David Benjamin Gerger, Attorney at Law - Houston, TX Johnny Keane Sutton, Austin, TX</p>