

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

29th Annual

CORPORATE COUNSEL INSTITUTE

Earn up to 13.75 Hours of Credit Including 3.25 Hours of Ethics Credit



April 19-20, 2007
Westin Oaks Hotel
Houston, Texas

May 10-11, 2007
Cityplace Conference Center
Dallas, Texas

SPONSORS

Akin Gump Strauss Hauer & Feld LLP

Andrews Kurth LLP

Bracewell Giuliani LLP

Fragomen, Del Rey, Bernsen & Loewy, LLP

Fulbright & Jaworski L.L.P.

29TH ANNUAL CORPORATE COUNSEL INSTITUTE

April 19 – 20, 2007 • Westin Oaks Hotel • Houston, TX

May 10 – 11, 2007 • Cityplace Conference Center • Dallas, TX

Earn up to 13.75 Hours of Credit Including 3.25 Hours of Ethics Credit

THURSDAY MORNING

Houston and Dallas Presiding Officer:
J. Matthew Lyons, Austin, TX

8:00 a.m. Registration Opens

Includes continental breakfast.

8:45 a.m. Welcoming Remarks

9:00 a.m. .75 hr including .25 hr ethics

M&A From A-Z: Letter of Intent through Integration to Disposition

Our panelists have been through the M&A wars, and will share their insights regarding what keeps in-house counsel awake at night during the M&A process, including confidentiality, due diligence, personnel issues, indemnity issues, integration issues and much more.

Moderator: H. William Swanstrom, Houston, TX
In Houston only: Robert B. Kinz, Houston, TX
Charlene A. Ripley, The Woodlands, TX
Douglas B. Whiting, The Woodlands, TX

9:45 a.m. .75 hr

Leases—Real Estate

A review of issues a tenant should be concerned about in negotiating office leases, commercial leases, and ground leases.

Gary M. Alletag, Houston, TX

10:30 a.m. Break

10:45 a.m. .75 hr including .25 hr ethics

Compensation Process

Panelists will discuss the process of setting, negotiating, and approving executive compensation; including director, office and attorney duties under state law and the Sarbanes-Oxley Act; corporate communication practices between counsel and the Compensation Committee, the Board, and the auditors; stock option backdating issues; executive compensation disclosures required by the Securities and Exchange Commission; and related issues.

Byron F. Egan, Dallas, TX
Val D. Ricks, Houston, TX

11:30 a.m. .75 hr

What Every In-House Counsel Should Know about Insurance

General discussion of significant aspects of business insurance coverage, including a description of the basic types of business insurance, how and when to notify a carrier of a claim, how to analyze and maximize the insured's right to a defense, how to analyze "Additional Insured" issues, how to maximize recovery for settlements and judgments, and other salient and current topics.

David Taubenfeld, Dallas, TX

12:15 p.m. Lunch on Your Own

THURSDAY AFTERNOON

Houston Presiding Officer:
Todd H. Silberman, San Antonio, TX

Dallas Presiding Officer:
Stephen E. Stein, Dallas, TX

1:00 p.m. .75 hr including .25 hr ethics

Internal Investigations: Perspectives of a Recent SEC Insider

In the post-Enron, Sarbanes-Oxley world, Boards of Directors and Corporate Counsel are under intense pressure to ensure public companies maintain and implement policies and procedures to detect problems, and that public companies vigorously follow-up on indications of irregularity. These pressures often lead Directors and Counsel to initiate "Independent Investigations," typically led by outside counsel. There is hardly any public company which has not had to grapple with the issue of an Internal Investigation in recent years. In this environment, it is essential that Directors and Counsel be familiar with the issues and potential landmines prevalent in Internal Investigations, and the expectations of the SEC and other governmental and self-regulatory entities which could potentially scrutinize (i.e., "second-guess") the timeliness, scope, and methodology of the investigation.

Spencer C. Barasch, Dallas, TX

1:45 p.m. .50 hr including .25 hr ethics

Employee Protests, Blogs and the Like: Protected Activity or Grounds for Discharge?

Blogging in the workplace is gaining in popularity. Protect yourself from inadvertent disclosure of trade secrets and/or employee claims arising from blogs by understanding the issues and formulating a strong employment policy.

Shannon B. Schmoyer, San Antonio, TX

2:15 p.m. .75 hr

Bankruptcy Nuts and Bolts

When a customer files (or threatens to file) for bankruptcy, quick action is typically required. Areas to consider include the automatic stay; reclamation rights; intellectual property rights; etc.

Gregory G. Hesse, Dallas, TX

3:00 p.m. Break

3:15 p.m. .75 hr

Top 10 Issues in Employment

This presentation will touch on the current top 10 issues in the federal and state employment arena, including current developments in immigration law as it affects corporations in Texas.

Susan Sandidge, Dallas, TX
Ethan E. Kaufman, New York, NY

4:00 p.m. .75 hr including .25 hr ethics

Preparing a Witness

This presentation discusses common mistakes in witness preparation and provides simple, time-tested rules for the successful preparation of a witness.

Tom Fulkerson, Houston, TX

4:45 p.m. .75 hr ethics

Whether "Inside" or "Outside," It Is Getting Hotter

The effect of business pressure on ethical decision-making.

Thomas H. Watkins, Austin, TX

5:30 p.m. Adjourn

FRIDAY MORNING

Houston Presiding Officer:
Kevin M. McDonald, Houston, TX

Dallas Presiding Officer:
Luis G. Garcia, Temple, TX

8:00 a.m. Registration Opens

Includes continental breakfast.

9:00 a.m. 1.00 hr including .25 hr ethics

Managing International Compliance Risks in the New Millennium

Corporate compliance with the exporting regulations, trade sanction and embargo regimes, and anti-boycott provisions of U.S. laws has become an enormous economic liability for GCs around the country. Discover insights into where and why the post-9/11 U.S. government is able to levy enormous penalties, civil and criminal and personal and corporate from unsuspecting "business as usual" corporations. This segment will provide an overview of areas where many companies have festering non-compliance with commensurate risk. Understand why the sins of certain well-known companies might portend a similar nightmare for your company in '07 and beyond. Practical tips will be discussed regarding differing legal requirements and legal strategies for compliance with such export issues as deemed exports, anti-boycott policies, Foreign Corrupt Practices Act, and the basics of internal controls over the exports and the documentation and recordkeeping associated therewith.

Marian E. Ladner, Houston, TX
Jay G. Martin, Houston, TX

10:00 a.m. .50 hr

Import/Export Compliance Issues

This program will address current developments in U.S. trade control compliance, including emerging trends in U.S. government enforcement of U.S. export controls, economic sanctions, and import regulation.

J. Scott Maberry, Washington, DC

10:30 a.m. Break

10:45 a.m. .75 hr including .50 hr ethics

The McNulty Memorandum, or "Part III, the Return of the Lawyers"

First there was the Holder Memorandum, where the U.S. Department of Justice attempted to define what corporate cooperation might relieve a company of the threat of prosecution. Then there was the Thompson Memorandum which made waiver of Attorney-Client Privilege the

basis of cooperation. Now there is the McNulty Memorandum: Does it really give back the Privilege? Has the Department retreated? And what about cooperation and the (shudder) PAPER COMPLIANCE PROGRAM? Stay tuned.

Judah Best, Washington, DC

11:30 a.m. .50 hr

Legislative Update

Hot topics in the legislature: What should corporate counsel expect?

J. Scott Sheehan, Houston, TX

FRIDAY AFTERNOON

Houston Presiding Officer:
Jeanmarie B. Tade, Houston, TX

Dallas Presiding Officer:
Mark L. Murdock, Austin, TX

Luncheon Presentation

12:00 p.m. Pick Up Box Lunch

Included in conference registration fee.

12:15 p.m. .75 hr including .25 hr ethics

Corporate Pro Bono

How to set up pro bono services in your law department.

Thomas J. Brandt, Houston, TX
Abigail G. Kampmann, San Antonio, TX
Laney Vasquez, Houston, TX

1:00 p.m. .75 hr including .25 hr ethics

Alternative Dispute Resolution

Tactics and strategy in mediation from the plaintiff and defendant's perspective.

Knox Nunnally, Houston, TX
Mikal C. Watts, Corpus Christi, TX

1:45 p.m. Break

2:00 p.m. .75 hr

Antitrust for the General Practitioner

Price-gouging Investigations: Antitrust Lite? (Antitrust issues—and non-issues—in investigations of commodity price movements.) And, signs you may have an antitrust problem: traps for the unwary. (Problems lurking in commonly-encountered situations.)

Moderator: Rufus Oliver, Houston, TX
Michael Fredette, Houston, TX
Martin E. Loeber, San Antonio, TX

2:45 p.m. .75 hr

Air, Waste, and Government Enforcement

The panelists will provide a basic understanding of environmental laws, regulations and trends with a focus on air, waste, and government enforcement.

Pamela M. Giblin, Austin, TX
Celia J. Peressini, Atlanta, GA

3:30 p.m. .75 hr

Intellectual Property Overview: What the Generalist Needs to Know About IP

A basic understanding of IP rights is important for every corporate attorney who advises companies that develop, market, and sell products and services or license technology from others.

Irene Kosturakis, Houston, TX

4:15 p.m. Adjourn

UT Law's eLibrary

Top Resources for Corporate Counsel

The University of Texas Law School recently launched the eLibrary: over 5,000 substantive papers, PowerPoint presentations, and Audio-to-Go MP3 files are available at www.utcle.org/elibrary. Get up-to-date materials on the complex issues facing corporate counsel today: employment agreements, Sarbanes-Oxley compliance, due diligence, M&A issues, data retention policies, how to handle corporate investigations, and much more!

Special offer: Join the eLibrary in 2007 and receive a one-year membership subscription for only \$195—save \$200 off the regular one-year subscription price of \$395. Your membership provides access to all the eLibrary materials—download them whenever, wherever, and as often as you want!

www.utcle.org/eLibrary

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 13.75 hours, of which 3.25 credit hours will apply to legal ethics/professional responsibility credit.

CONFERENCE FACULTY, PLANNING COMMITTEE AND PRESIDING OFFICERS

DEAN D. HUNT-CHAIR*
Baker & Hostetler
Houston, TX

ALICE R. L. GINSBURGH*
Kinder Morgan, Inc.
Houston, TX

JAY G. MARTIN
Baker Hughes Incorporated
Houston, TX

J. SCOTT SHEEHAN
Greenberg Traurig LLP
Houston, TX

GARY M. ALLETAG
Baker Hostetler LLP
Houston, TX

GREGORY G. HESSE
Jenkins & Gilchrist, P.C.
Dallas, TX

KEVIN M. McDONALD
Cooper Industries, Ltd.
Houston, TX

TODD H. SILBERMAN*
FJK Enterprises Ltd. Co.
San Antonio, TX

SPENCER C. BARASCH
Andrews Kurth LLP
Dallas, TX

DAVID HUGLEY*
National Instruments Corp.
Austin, TX

TYLER MERCER*
Valero Energy Corp.
San Antonio, TX

STEPHEN E. STEIN*
Thompson & Knight LLP
Dallas, TX

JUDAH BEST
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
Washington, DC

ABIGAIL G. KAMPMANN
The Performance Companies
San Antonio, TX

MARK L. MURDOCK*
Austin, TX

H. WILLIAM SWANSTROM
Locke Liddell & Sapp LLP
Houston, TX

WALTER EARL BISSEX*
Fulbright & Jaworski L.L.P.
Austin, TX

LEE L. KAPLAN*
Smyser Kaplan & Veselka, L.L.P.
Houston, TX

KNOX NUNNALLY
Vinson & Elkins L.L.P.
Houston, TX

CHARLES SZALKOWSKI*
Baker Botts L.L.P.
Houston, TX

ERIKA LEA BLOMQUIST*
Haynes and Boone, LLP
Dallas, TX

ETHAN E. KAUFMAN*
Fragomen, Del Rey, Bernsen & Loewy, LLP
New York, NY

RUFUS OLIVER
Baker Botts L.L.P.
Houston, TX

JEANMARIE B. TADE
Total E&P USA, Inc.
Houston, TX

THOMAS J. BRANDT
Shell Oil Company
Houston, TX

ROBERT B. KINZ
SYSCO Corporation
Houston, TX

CELIA J. PERESSINI
The Home Depot
Atlanta, GA

PAUL R. TOBIAS*
Wilson Sonsini Goodrich & Rosati
Austin, TX

JAMES COWAN*
Shell Oil Company
Houston, TX

GEOFFREY M. KOLANDER*
Citizens, Inc.
Austin, TX

ALMA REYES*
TETRA Technologies, Inc.
The Woodlands, TX

DAVID TAUBENFELD
Haynes and Boone, LLP
Dallas, TX

MARTIN DETLOFF*
Anadarko Petroleum Co.
The Woodlands, TX

IRENE KOSTURAKIS
BMC Software, Inc.
Houston, TX

VAL D. RICKS*
South Texas College of Law
Houston, TX

LANEY VASQUEZ
BP
Houston, TX

BYRON F. EGAN*
Jackson Walker L.L.P.
Dallas, TX

MARIAN E. LADNER
Epstein, Becker, Green, Wickliff & Hall, P.C.
Houston, TX

CHARLENE A. RIPLEY
Anadarko Petroleum Corporation
The Woodlands, TX

THOMAS H. WATKINS
Brown McCarroll, L.L.P.
Austin, TX

MICHAEL FREDETTE
Shell Oil Company
Houston, TX

HOLLIS L. LEVY*
The University of Texas School of Law
Austin, TX

STEVEN K. ROSE*
STMicroelectronics, Inc.
Carrollton, TX

MIKAL C. WATTS
Watts Law Firm, L.L.P.
Corpus Christi, TX

TOM FULKERSON
The Law Offices of Tom Fulkerson
Houston, TX

MARTIN E. LOEBER
Valero Energy Corporation
San Antonio, TX

MICHAEL ROYAL*
Locke, Liddell & Sapp
Dallas, TX

DOUGLAS B. WHITING
Law Office of Douglas B. Whiting
The Woodlands, TX

LUIS G. GARCIA*
McLane Company, Inc.
Temple, TX

J. MATTHEW LYONS*
Andrews Kurth LLP
Austin, TX

SUSAN SANDIDGE
Brinker International, Inc.
Dallas, TX

PAMELA M. GIBLIN
Baker Botts L.L.P.
Austin, TX

J. SCOTT MABERRY
Fulbright & Jaworski L.L.P.
Washington, DC

SHANNON B. SCHMOYER
Akin Gump Strauss Hauer & Feld LLP
San Antonio, TX

*planning committee

ONLINE COURSES

Visit www.utcle.org and select from a variety of topics, including over 50 hours of ethics credit. Listen to audio, download papers, and watch video from the best of UT Law's live CLE programs—while earning full participatory MCLE credit.

www.utcle.org

HOW TO REGISTER

The University of Texas
School of Law
Attn: CLE – CC07
P.O. Box 7759
Austin, TX 78713-7759

WEB: 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



"untitled," acrylic
16" x 20", is by Phillip Trussell.
For more information, call 512-499-8357.

REGISTRATION FOR CC07

Mail this registration form to:

The University of Texas School of Law, Attn. CC07
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 Friday Box Lunch Presentation)

HOUSTON—April 19-20, 2007

- ☐ Early Registration Fee due by Wed. April 11, 2007..... \$425.00
☐ Registration Fee after Wed. April 11, 2007 \$475.00

DALLAS—May 10-11, 2007

- ☐ Early Registration Fee due by Wed. May 2, 2007..... \$425.00
☐ Registration Fee after Wed. May 2, 2007 \$475.00

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)

HOUSTON

April 19-20, 2007

CONFERENCE LOCATION



Westin Oaks Hotel

5011 Westheimer
Houston, TX 77056
713-960-8100

Special rate: \$189
good through March 19, 2007
(subject to availability)

Complimentary self-parking
(subject to change)

KEY DATES

Registration & Cancellation

April 11, 2007-5 p.m.
last day for early registration
add \$50 for registrations
received after this time

April 13, 2007-5 p.m.
last day for full refund

April 16, 2007-5 p.m.
last day for partial refunds
\$50 processing fee applied

April 19, 2007-9 a.m.
Houston conference begins

SPONSORS



Recognized for its sophisticated clients and capabilities and its outstanding team of professionals, Akin Gump Strauss Hauer & Feld is a leading international law firm dedicated to providing innovative legal services to the individuals and institutions it serves. Founded in 1945, the firm has grown to be among the largest law firms in the United States, with over 900 lawyers in 15 offices representing regional, national and international clients in more than 50 practice areas. www.akingump.com



For more than a century, Andrews Kurth LLP has built its practice on the belief that "straight talk is good business." Real answers, clear vision and mutual respect define the firm's relationships with clients, colleagues, communities and employees. With more than 400 lawyers and offices in Austin, Beijing, Dallas, Houston, London, Los Angeles, New York, The Woodlands and Washington, DC, Andrews Kurth represents a wide array of clients in all areas of business law. www.andrewskurth.com

BRACEWELL & GIULIANI

Bracewell & Giuliani LLP is among the nation's most prominent law firms. With 400 lawyers in New York, Texas, Washington, D.C., Kazakhstan and London, we are distinctively positioned to serve clients concentrated in the energy and financial services sectors worldwide. In 2005, former New York City mayor Rudolph Giuliani joined the firm as a senior partner. His international reputation for leadership and problem solving is a unique asset for our clients, which include Fortune 500 companies, major financial institutions, leading private equity investment funds, governmental entities and individuals. www.bglip.com



Fragomen, Del Rey, Bernsen & Loewy, LLP practices exclusively in immigration law. The AmLaw 200 firm employs more than 1,000 people in 10 countries, and provides comprehensive immigration services and solutions to clients worldwide. Fragomen was named Corporate Immigration Law Firm of the Year in 2005 and 2006 by the "International Who's Who of Business Lawyers." www.fragomen.com



Fulbright & Jaworski L.L.P. is a full-service international law firm serving the needs of businesses, governments, non-profit organizations and individual clients around the world. www.fulbright.com

DALLAS

May 10-11, 2007

CONFERENCE LOCATION



The Cityplace Conference Center

2711 N. Haskell Avenue
Dallas, TX 75204

Complimentary self-parking
(subject to change)

Nearby Accommodations:

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

(Special rate good through April
25, 2007 subject to availability)

Parking: \$8 self-parking;
\$18 valet

KEY DATES

Registration & Cancellation

May 2, 2007-5 p.m.
last day for early registration
add \$50 for registrations
received after this time

May 4, 2007-5 p.m.
last day for full refund

May 7, 2007-5 p.m.
last day for partial refunds
\$50 processing fee applied

May 10, 2007-9 a.m.
Dallas conference begins



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.

29TH ANNUAL CORPORATE COUNSEL INSTITUTE

April 19 – 20, 2007 • Westin Oaks Hotel • Houston, TX
May 10 – 11, 2007 • Cityplace Conference Center • Dallas, TX

NON-PROFIT-ORG

U.S. Postage Paid
The University of
Texas
School of Law

E-mail us at
utcle@law.utexas.edu
or call us at
512-475-6700
for more information