

29th Annual Corporate Counsel Institute
April 19-20, 2007 • Westin Oaks Hotel • Houston, TX
May 10-11, 2007 • Cityplace Conference Center • Dallas, TX

Thursday Morning, Apr. 19, 2007

Presiding Officer:

J. Matthew Lyons, Andrews Kurth LLP - Austin, TX

8:00 am In Houston Only	Registration opens
8:45 am In Houston Only	Welcoming Remarks Welcoming Remarks
9:00 am 1.00 hr 0.25 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. Charles C. Reeder, Locke Lord Bissell & Liddell - Dallas, TX Charlene A. Ripley, Linn Energy LLC - Houston, TX Jamey Susan Seely, Direct Energy Lp - Houston, TX Douglas Bird Whiting, Law Office Of Douglas B. Whiting - The Woodlands, TX
9:45 am 0.75 hr	Leases—Real Estate A review of issues a tenant should be concerned about in negotiating office leases, commercial leases, and ground leases.
10:30 am In Houston Only	Break Break
10:45 am 0.75 hr 0.25 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, Jackson Walker L.L.P. - Dallas, TX Val D. Ricks, South Texas College of Law - Houston, TX

11:30 am
0.75 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, Haynes & Boone, L.L.P. - Dallas, TX

Thursday Afternoon, Apr. 19, 2007

Presiding Officer:

In Houston: **Todd H. Silberman**, Express Carriers - San Antonio, TX

12:15 pm
In Houston Only

Lunch on your Own

Lunch on Your Own

1:00 pm
0.75 hr
0.25 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.

Jon David Washburn, Andrews Kurth LLP - Dallas, TX

1:45 pm
0.50 hr
0.25 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.

Marcia Nelson Jackson, Dallas, TX

2:15 pm
0.75 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, Hunton & Williams LLP - Dallas, TX

3:00 pm
In Houston Only

Break

Break

3:15 pm 0.75 hr	<p>Top 10 Issues in Employment</p> <p>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.</p> <p>Haseena J. Enu, Fragomen, Del Rey, Bernsen & Loewy, LLP - Dallas, TX Susan Sandidge, Brinker International, Inc. - Dallas, TX</p>
4:00 pm 0.75 hr 0.25 hr ethics	<p>Preparing a Witness</p> <p>This presentation discusses common mistakes in witness preparation and provides simple, time-tested rules for the successful preparation of a witness.</p> <p>Materials By: Thomas M. Fulkerson, The Law Offices of Tom Fulkerson - Houston, TX Michael McClure Wilson, Akin Gump Strauss Hauer & Feld LLP - Houston, TX</p>
4:45 pm 0.75 hr ethics	<p>Whether “Inside” or “Outside,” It Is Getting Hotter</p> <p>The effect of business pressure on ethical decision-making.</p> <p>Thomas H. Watkins, Brown McCarroll, L.L.P. - Austin, TX</p>
5:30 pm In Houston Only	<p>Adjourn</p> <p>Adjourn</p>

Friday Morning, Apr. 20, 2007

Presiding Officer:

Kevin M. McDonald, Cooper Industries, Ltd. - Houston, TX

8:00 am	<p>Registration Opens Includes continental breakfast.</p> <p>Registration Opens Includes continental breakfast.</p>
9:00 am 1.00 hr 0.25 hr ethics	<p>Managing International Compliance Risks in the New Millennium</p> <p>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.</p> <p>Marian E. Ladner, Epstein, Becker, Green, Wickliff & Hall - Houston, TX Jay G. Martin, Baker Hughes Incorporated - Houston, TX</p>

10:00 am 0.50 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, Fulbright & Jaworski L.L.P. - Washington, DC
10:30 am	Break Break
10:45 am 0.75 hr 0.50 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, Dewey & LeBoeuf LLP - Washington, DC
11:30 am 0.50 hr	Legislative Update Hot topics in the legislature: What should corporate counsel expect? J. Scott Sheehan, Greenberg Traurig LLP - Houston, TX

Friday Afternoon, Apr. 20, 2007

Presiding Officer:

Jeanmarie B. Tade, BP America - Houston, TX

12:00 pm	Luncheon Presentation Pick up box lunch. Luncheon Presentation Pick up box lunch.
12:15 pm 0.75 hr 0.25 hr ethics	Corporate Pro Bono How to set up pro bono services in your law department. Thomas J. Brandt, Shell Oil Company - Houston, TX Abigail G. Kampmann, The Performance Companies - San Antonio, TX Laney Vasquez, BP - Houston, TX
1:00 pm 0.75 hr 0.25 hr ethics	Alternative Dispute Resolution Tactics and strategy in mediation from the plaintiff and defendant’s perspective. Francisco Guerra IV, Watts Law Firm - San Antonio, TX Knox Dillon Nunnally, Vinson & Elkins LLP - Houston, TX

1:45 pm	Break Break
2:00 pm 0.75 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.) Michael Fredette, Shell Oil Company - Houston, TX Martin Edward Loeber, Valero Energy Corporation - San Antonio, TX Rufus Walker Oliver III, Baker Botts LLP - Houston, TX
2:45 pm 0.75 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, Baker & Botts - Austin, TX Celia J. Peressini, HD Supply, Inc - Atlanta, GA
3:30 pm 0.75 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. Jill Bernadette Louis, Fedex Office and Print Services - Dallas, TX
4:15 pm	Adjourn Adjourn