

30th Annual Corporate Counsel Institute
February 7-8, 2008 • Westin Oaks Hotel • Houston, TX
February 28-29, 2008 • Belo Mansion • Dallas, TX

Thursday Morning, Feb. 7, 2008

Presiding Officers:

In Houston: **Luis G. Garcia**, McLane Company, Inc. - Temple, TX

In Dallas: **Brad L. Whitlock**, Poly-America - Grand Prairie, TX

7:45 am In Houston Only	Registration Opens Networking Continental Breakfast: Registration Opens Included in your registration fee. Don't miss the first of several networking opportunities at this year's institute.
8:45 am In Houston Only	Welcoming Remarks
9:00 am 1.00 hr 0.25 hr ethics	Credit Facilities and Major Corporate Transactions This presentation is intended to provide various constituencies an overview of developments and issues, including certain ethical issues, in the syndicated bank credit markets, particularly as they relate to mergers and acquisitions, recapitalizations and other major corporate transactions. Hoby Dillon, J.P. Morgan Securities Inc. - Houston, TX Roderick A. Goyne, Baker Botts L.L.P. - Dallas, TX
10:00 am 0.50 hr 0.25 hr ethics	Corporate Minutes, a New Standard In the course of deciding the Disney shareholder litigation, Delaware courts set forth best practices for boards of directors to use in evaluating and documenting their decisions. Going forward, these new standards will have significant implications for boards invoking the "business judgment" rule in defense of their actions. Cullen M. 'Mike' Godfrey, The Texas A&M Health Science Center - College Station, TX
10:30 am In Houston Only	Break

10:45 am 1.00 hr 0.25 hr ethics	<p>Current Topics in Acquisitions and Divestitures</p> <p>This panel will discuss current topics in mergers and acquisitions, including the impact of private equity on customary terms and conditions, material adverse change clauses and busted deals, the impact of volatility in the credit and commodities markets and lessons from some of the high-profile going private transactions involving Texas companies like TXU, Clear Channel and Kinder Morgan.</p> <p>In Houston: Jeffrey Michael Cameron, Quintana Minerals Corp. - Houston, TX Moderator: Keith R. Fullenweider, Vinson & Elkins LLP - Houston, TX William Matthew Strock, Vinson & Elkins LLP - Houston, TX Rishi Varma, Trico Marine Services - Houston, TX In Dallas: Moderator: Jeffrey A. Chapman, Vinson & Elkins LLP - Dallas, TX Richard Arnold Parr II, Manor Care, Inc. - Toledo, OH Mark A. Solls, Concentra Inc. - Addison, TX</p>
11:45 am 0.50 hr	<p>Reasons to Call Tax Counsel</p> <p>Sometimes it's very obvious when you need to call a tax lawyer. Other times the key issues are subtle but significant. The key is to call early.</p> <p>R. David Wheat, Thompson & Knight LLP - Dallas, TX</p>

Thursday Afternoon, Feb. 7, 2008

Presiding Officers:

In Houston: **Luis G. Garcia**, McLane Company, Inc. - Temple, TX

In Dallas: **Erika Lea Blomquist**, Haynes And Boone, LLP - Dallas, TX

12:15 pm In Houston Only	<p>Pick up Box Lunch</p> <p>Included in conference registration fee.</p>
12:30 pm 0.50 hr ethics	<p>Pro Bono Efforts by Corporate Law Departments</p> <p>Corporate employees continue to make significant contributions to a variety of community needs. With the increased awareness of the need for legal resources for those who cannot afford legal services, corporate law departments are responding to another challenge in community service. Includes video presentation.</p> <p>Charles W. Matthews, Exxon Mobil Corp - Irving, TX</p>

1:00 pm 1.00 hr ethics	<p>Pro Bono Opportunities for In-House Counsel</p> <p>Panel presentation on varied Pro Bono opportunities available for in-house counsel.</p> <p>In Houston: Panelists: Donald P. Butler, Seneca Resources Corp - Houston, TX Frances Leos Martinez, Texas C-Bar - Austin, TX Hong Nhung Tran, Texas Lawyers Care - Austin, TX Laney Vasquez, BP - Houston, TX Samira A. Salman, Shell Oil Company - Houston, TX</p> <p>In Dallas: Vanessa Lynn Johnson, Texas C-Bar/Texas Riogrande Legal Aid - Houston, TX Panelists: Hong Nhung Tran, Texas Lawyers Care - Austin, TX Laney Vasquez, BP - Houston, TX Michelle Alden, Dallas Volunteer Attorney Program - Dallas, TX</p>
2:00 pm 1.00 hr 0.25 hr ethics	<p>SEC Hot Topics: Developments and Disclosure Compliance</p> <p>The panelists will address a variety of topics receiving special attention from the Securities and Exchange Commission, including practical tips regarding executive compensation disclosure; developments regarding shareholder involvement in proxy solutions; and "hot" issues that may be on the horizon. The panelists also will address disclosure issues and securities law developments that privately held companies face during the initial public offering process.</p> <p>In Houston: Moderator: Mark R. Fitzgerald, Wilson Sonsini Goodrich & Rosati - Washington, DC Richard S. Roth, Jackson Walker, L.L.P. - Houston, TX</p> <p>In Dallas: Moderator: Paul R. Tobias, Wilson Sonsini Goodrich & Rosati - Austin, TX</p>
3:00 pm In Houston Only	<p>Break</p>
3:15 pm 0.75 hr	<p>Top Issues in Employment Law</p> <p>This session features topics on no-match letters, non-competition covenants, U.S. Supreme Court decisions, EEOC trends, USERRA, class action wage and hour, and current legislative initiatives by unions.</p> <p>In Houston: W. Gary Fowler, Jackson Walker LLP - Dallas, TX Mark R. Steiner, Jackson Walker L.L.P. - Dallas, TX</p> <p>In Dallas: W. Gary Fowler, Jackson Walker LLP - Dallas, TX Susan Sandidge, Brinker International, Inc. - Dallas, TX</p>
4:00 pm 1.00 hr	<p>International Compliance</p> <p>Foreign Corrupt Practices Act (FCPA) update and import security including new data requirements - dramatic changes to corporate supply chains.</p> <p>In Houston: Marian E. Ladner, Ladner & Associates PC - Houston, TX Jay G. Martin, Baker Hughes Incorporated - Houston, TX</p> <p>In Dallas: Marian E. Ladner, Ladner & Associates PC - Houston, TX</p>

5:00 pm
In Houston Only

Adjourn

Friday Morning, Feb. 8, 2008

Presiding Officers:

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

In Dallas: **Dudley W. Murrey**, Andrews Kurth LLP - Dallas, TX

8:45 am
0.75 hr

Environmental Law: Climate Change and Other Environmental Updates

This presentation will provide an overall perspective on current initiatives in climate change and describe the current status and trends in the carbon credits markets. Additional discussion will focus on initiatives in Texas renewable energy markets, and the role of environmental questions in customer choice and customer planning decisions. Finally, the session will touch on “green building” issues and initiatives, and describe some of the developments in this emerging area.

Moderator:

Peter K. Nance, Teknecon Energy Risk Advisors, LLC - Austin, TX

Les LoBaugh, Fulbright & Jaworski L.L.P. - Los Angeles, CA

9:30 am
0.75 hr ethics

Inside Out — Ethical Problems and The Corporate Attorney

Technology speeds things, regulators slow things down, costs go up. It's not the same old rodeo.

Thomas H. Watkins, Brown McCarroll, L.L.P. - Austin, TX

10:15 am

Break

10:30 am
0.50 hr

Anatomy of Construction Contract: The Good, The Bad and The Ugly

Overview of significant, frequently used contractual provisions in construction contracts and their impact on various parties involved in the construction process.

Stephen E. Ray, Stein, Ray & Harris LLP - Chicago, IL

11:00 am
0.75 hr

Intellectual Property Update for the Generalist

This presentation will update the generalist on current events in intellectual property law, including Supreme Court case law and Patent reform legislation and their implications for corporate counsel.

Irene Kosturakis, BMC Software, Inc. - Houston, TX

11:45 am

Pick up Box Lunch

Included in conference registration fee.

Friday Afternoon, Feb. 8, 2008

Presiding Officers:

In Houston: **Jeanmarie B. Tade**, Attorney at Law - Houston, TX

In Dallas: **Michael P. Royal**, Fisher & Phillips LLP - Dallas, TX

12:00 pm 0.50 hr 0.25 hr ethics	Keynote Presentation: Current Thoughts on Sarbanes-Oxley Michael G. Oxley, Baker Hostetler - Washington, DC
12:30 pm	Break
12:45 pm 0.75 hr	Litigation Management and E-Discovery One of the biggest changes resulting from the Federal Rules Amendments is the need for outside counsel to be well prepared to discuss e-discovery at the R-26(f) meet and confer with opposing counsel. This presentation will address the information needed by counsel to prepare for the meet and confer and will provide practical suggestions to clients on how they can assist counsel in preparing for the meet and confer to ensure a positive result. Victor Luis Cardenas Jr., Jackson Fischer Gilmour & Dobbs, PC - Houston, TX Carolyn B. Southerland, Huron Consulting Group - Houston, TX
1:30 pm 0.50 hr	2008 Legal Requirements Under the National Labor Relations Act Impacting on Employer and Employee Rights While the National Labor Relations Act remains unchanged, the Republican-led National Labor Relations Board has issued dramatic decisions which have changed the employer-employee-union relationship. These decisions will be addressed and practical advice will be provided on lawfully developing strategies to meet your clients' goals. Christopher C. Antone, Jackson Lewis, LLP - Dallas, TX
2:00 pm	Break
2:15 pm 0.50 hr	Campaign Finance Current matters of concern to Corporate Counsel. Update on campaign contribution laws and PACs. Steve Bickerstaff, Bickerstaff, Heath, Delgado & Acosta, LLP - Austin, TX
2:45 pm 0.75 hr	The Insurance Bottom Line for 2008 The speakers will cover the most significant bottom-line insurance concepts for 2008. Some are the result of new case law and some have been around a little longer but each will affect what and how much you can recover from your insurer. For instance, can you choose your own lawyers when you are sued for a covered claim? If a carrier funds a settlement on your behalf, can it turn around and sue you to recover the amount it paid? Can the carrier attempt to recover amounts it has paid to defend you? If the carrier has a duty to defend you and fails to do so, is the carrier liable to you for an additional monetary penalty over and above the costs of defense? Get the latest on these and other current insurance issues. Lee H. Shidlofsky, Visser Shidlofsky LLP - Austin, TX David Taubenfeld, Haynes & Boone, L.L.P. - Dallas, TX

3:30 pm
1.00 hr

General Counsel Panel: Best Leadership Practices

In Houston:

Craig B. Glidden, Chevron Phillips Chemical Company, LP - The Woodlands, TX

Moderator:

Michael P. Royal, Fisher & Phillips LLP - Dallas, TX

Charles R. Lotter, Attorney at Law - Dallas, TX

Jane McBride, Optimus Legal Management & Consulting - Plano, TX

Charlene A. Ripley, Linn Energy LLC - Houston, TX

In Dallas:

Charles Gilbert, SOURCECORP, Inc. - Dallas, TX

Moderator:

Michael P. Royal, Fisher & Phillips LLP - Dallas, TX

Charles R. Lotter, Attorney at Law - Dallas, TX

Jane McBride, Optimus Legal Management & Consulting - Plano, TX

Charlene A. Ripley, Linn Energy LLC - Houston, TX

4:30 pm

Adjourn