

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

31<sup>st</sup> Annual

# CORPORATE COUNSEL INSTITUTE

Earn up to 14.75 Hours of Credit Including 4.00 Hours of Ethics Credit



February 19-20, 2009  
Hyatt Regency  
Houston, Texas

March 5-6, 2009  
Cityplace Conference Center  
Dallas, Texas

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# 31<sup>ST</sup> ANNUAL CORPORATE COUNSEL INSTITUTE

February 19-20, 2009 • Hyatt Regency • Houston, Texas

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## THURSDAY MORNING

### Presiding Officer:

Houston: Luis G. Garcia, Temple, TX

Dallas: Todd Silberman, San Antonio, TX

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

Includes continental breakfast.

### 8:50 a.m. Welcoming Remarks

### 9:00 a.m. .75 hr

#### DHS, Treasury, and DOJ Export Enforcement - The Sky's the Limit

This session covers extraterritorial U.S. laws, U.S. sanctions, embargoes and homeland security.

Marian E. Ladner  
Epstein, Becker, Green, Wickliff & Hall  
Houston, TX

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

#### Before and After Bankruptcy: Insolvency Risks with Critical Customers and Vendors

Bankruptcy usually, but not always, overrides contractual arrangements. How can bankruptcy risks be anticipated in negotiating and administering business contracts? If a contract party files bankruptcy, what options and opportunities does your client have post-petition? Is your client at risk for preference or fraudulent transfer claims?

George Ervin Henderson  
Fulbright & Jaworski LLP  
Austin, TX

### 10:45 a.m. Break

### 11:00 a.m. .75 hr

#### Hey You Can't Write That in English-It's a Contract: Improving Legal Writing for In-House Counsel

Lessons from the best seller list for improving all aspects of legal writing, including contracts, memos, and correspondence.

Chad Baruch  
The Law Office of Chad Baruch  
Rowlett, TX

### 11:45 a.m. .33 hr ethics

#### Pro Bono

Pro Bono developments

Luis G. Garcia  
McLane Company, Inc.  
Temple, TX

## THURSDAY AFTERNOON

### Presiding Officer:

Houston: Dean D. Hunt, Houston, TX

Dallas: Geoffrey M. Kolander, Austin, TX

## LUNCHEON PRESENTATION

### 12:05 p.m. Pick Up Box Lunch

Included in conference registration.

### 12:20 p.m. .75 hr

#### Valuable and Valued

In this economic downturn, being viewed as contributing to your organization's success is more critical than ever. Whether you are interested in a career promotion, a better job, or business development, this presentation provides practical coaching tips that will help make you more valuable and valued.

Houston:  
Karyl K. Innis  
The Innis Company  
Dallas, TX

Dallas:  
Jane McBride  
Optimus Legal Management & Consulting  
Plano, TX

### 1:15 p.m. Break

### 1:30 p.m. .50 hr

#### The Intellectual Property Landscape: How It Is Changing and What You Need to Know

There have been recent, significant changes in intellectual property laws. This presentation illuminates those changes and offers real world suggestions on how practitioners are dealing with them.

Houston:  
David J. Healey  
Fish & Richardson P.C.  
Houston, TX

Dallas:  
Thomas Bernard Walsh IV  
Fish & Richardson P.C.  
Dallas, TX

### 2:00 p.m. .75 hr

#### E-Discovery

A general overview.

Linda Marie Kearney  
WellPoint, Inc.  
Austin, TX

Sonya Sigler  
Cataphora Inc.  
Redwood City, CA

### 2:45 p.m. .50 hr ethics

#### Ethics: E-Discovery

Discussion of production of electronic information in response to discovery requests, including preservation of electronic documents and inadvertent production of privileged documents.

Jason Boulette  
Boulette & Golden L.L.P.  
Austin, TX

### 3:15 p.m. .75 hr

#### Insurance

The most significant bottom-line insurance concepts for 2009. Recent case law is changing the way insurers can resolve claims. The economy has people asking what protections are available to them if their insurers fail and if there are other ways to transfer risk.

David Taubenfeld  
Haynes & Boone, L.L.P.  
Dallas, TX

### 4:00 p.m. Break

### 4:15 p.m. .75 hr ethics

#### The FCPA: Recent Developments, Material Trends and Uncertainties

Recent cases settled or litigated by DOJ and/or SEC; best practices; where we stand with monitors and independent consultants after the *Morford Memo*; where we stand with Deferred Prosecution Agreements generally; cooperation after the *Filip Memo*; and the implications of all of these developments for internal investigations or counsel advising companies.

James R. Doty  
Baker Botts L.L.P.  
Washington, DC

### 5:00 p.m. 1.00 hr

#### Controlling Outside Counsel Costs

Managing the selection and use of outside counsel plus controlling costs (defining and explaining costs), assembling a team for review and managing litigation, defining a repeatable process for use in litigation, and controlling review and production.

David M. Prichard  
Prichard Hawkins McFarland & Young  
San Antonio, TX  
  
Mark Wolf  
FMC Technologies, Inc.  
Houston, TX

### 6:00 p.m. Adjourn

**FRIDAY MORNING****Presiding Officer:****Houston: Mark L. Murdock, Austin, TX****Dallas: Andy Louis, Dallas, TX****8:50 a.m. Welcoming Remarks****9:00 a.m. .75 hr ethics****Ethics for Deal Lawyers**

When it comes to ethics in deal-making, it's anything but anything-goes. Could a tiny white lie here and a teeny puffing there mean the difference between getting the deal done and getting disbarred? These questions and more as the speakers ask: "Are you smarter than a first-year associate?"

Wilson Chu  
Haynes and Boone, LLP  
Dallas, TX

Barrett Reid Howell  
Winstead PC  
Dallas, TX

**9:45 a.m. .50 hr ethics****Americans Abroad**

Federal statutes now make United States citizenship the jurisdictional predicate for prosecuting criminal conduct, even where such conduct takes place outside the boundaries of the United States, and there is no other nexus between the conduct and the country. This session studies examples of U.S. prosecution of citizens for activities conducted abroad, as well as the Constitutional limitations (if any) of such governmental action.

Judah Best  
Dewey & LeBoeuf LLP  
Washington, DC

**10:15 a.m. Break****10:30 a.m. .50 hr****Legislative Update Part I: The Political Horizon—What to Expect with the New President and Congress**

Houston:  
J. Tullio Wells  
Bracewell & Giuliani LLP  
San Antonio, TX

Dallas:  
Joseph R. Krier  
Bracewell & Giuliani LLP  
San Antonio, TX

**11:00 a.m. .50 hr****Legislative Update Part II: Update on Legislation in the 81st Texas Legislature Impacting Corporations**

J. Gaylord Armstrong  
McGinnis, Lochridge & Kilgore, L.L.P.  
Austin, TX

**11:30 a.m. .50 hr including .25 hr ethics****General Counsel at Risk**

Review of recent actions aimed at in-house counsel for stock option backdating and other legal and ethical lapses.

Cullen M. 'Mike' Godfrey  
The Texas A&M Health Science Center  
College Station, TX

**FRIDAY AFTERNOON****Presiding Officer:****Houston: Jeanmarie B. Tade, Houston, TX****Dallas: Steve Stein, Dallas, TX****LUNCHEON PRESENTATION****12:00 p.m. Pick Up Box Lunch**

Included in conference registration.

**12:15 p.m. 1.00 hr ethics****Fitting It All In: Managing Difficult Situations with Ethics and Grace**

Technology keeps us tethered to the office 24/7. Clients seem to expect instantaneous response time. How do we serve our clients without sacrificing our health and sanity?

Debra L. Bruce, JD, PCC  
Lawyer-Coach LLC  
Houston, TX

**1:15 p.m. Break****1:30 p.m. .50 hr****Choice of Entity: When To Call Your Tax Attorney**

Within the United States and abroad it is not just an LLC issue. When do you call your outside lawyer?

R. David Wheat  
Thompson & Knight LLP  
Dallas, TX

**2:00 p.m. .75 hr****Hot Employment Issues That Will (or Should Be) on Every Company's Radar Screen in 2009**

This fast-paced, interactive session covers a panoply of hot employment law issues, including the new FLMA regulations, the recent amendments to the ADA, the anticipated passage of the euphemistically entitled Employee Free Choice Act and its inroads on the unionization process, reductions in force, the ever-expanding coverage of retaliation claims, severance packages and covenants not-to-compete.

Joseph G. Galagaza  
Jackson Lewis LLP  
Houston, TX

Paul E. Hash  
Jackson Lewis, LLP  
Dallas, TX

**2:45 p.m. .50 hr****Indemnity Provisions: Current State of the Law for Indemnity Across the U.S.**

Overview of general provisions and enforceability, trends, and pitfalls for the unwary.

Houston:  
Michelle L. Hartmann  
Weil, Gotshal & Manges, LLP  
Dallas, TX

Dallas:  
Angela C. Zambrano  
Weil, Gotshal & Manges, LLP  
Dallas, TX

**3:15 p.m. .50 hr****Top 10 Website Issues**

A review of important considerations for any company operating a web site. Topics include regulatory compliance, privacy, web site terms of use and similar issues.

Edward A. Cavazos  
Fish & Richardson P.C.  
Austin, TX

**3:45 p.m. 1.00 hr****General Counsel Panel**

Managing and motivating inside and outside counsel.

Houston:  
Geoffrey M. Kolander  
Vice President and General Counsel  
Citizens, Inc.  
Austin, TX

John E. Lynch Jr.  
General Counsel  
BP America Inc.  
Houston, TX

Manuel Alejandro Pelaez-Prada  
Senior Counsel  
Toyota Motor Manufacturing, North America  
San Antonio, TX

Dallas:  
Madeleine B. Johnson  
Vice President and General Counsel  
Southwest Airlines  
Dallas, TX

Nathan P. Moore  
Chief Legal Officer  
Mary Kay Inc.  
Dallas, TX

David Scot Reiter  
Vice President and General Counsel  
Luminex Corporation  
Austin, TX

Todd H. Silberman  
Vice President and General Counsel  
Express Carriers  
San Antonio, TX

**4:45 p.m. Adjourn**

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The Law Office of Chad Baruch  
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College Station, TX

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Washington, DC

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Weil, Gotshal & Manges, LLP  
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Houston, TX

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Attorney at Law  
Austin, TX

## HOW TO REGISTER

The University of Texas  
School of Law  
Attn: CLE – CC09  
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.

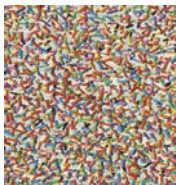
### eBinder on CD

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; \$225 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



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### Mail this registration form to:

The University of Texas School of Law, Attn. CC09  
P.O. Box 7759, Austin, TX 78713-7759 **or fax a copy to: (512) 475-6876**  
Online registration available at [www.utcle.org](http://www.utcle.org)

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Invoices, confirmations and receipts are emailed to these addresses.

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

#### HOUSTON—February 19-20, 2009

☐ Early Registration Fee due by Wed. February 11, 2009 ..... \$495.00

☐ Registration Fee after Wed. February 11, 2009 ..... \$545.00

#### DALLAS—March 5-6, 2009

☐ Early Registration Fee due by Wed. February 25, 2009 ..... \$495.00

☐ Registration Fee after Wed. February 25, 2009 ..... \$545.00

### DISCOUNT FOR CORPORATE COUNSEL SECTION MEMBERS

☐ \$25 discount for Corporate Counsel Section members ..... -\$25.00

☐ I would like to join the Corporate Counsel Section and receive the member discount (please check both boxes)..... \$25.00

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

### CONFERENCE PUBLICATIONS AND MEDIA

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

☐ Course Binder WITHOUT Conference Registration ..... \$225.00

☐ Audio CD Set ..... \$175.00

☐ eBinder on CD (PDF format) ..... \$225.00/\$50.00  
( \$225 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 \$225 each ..... \$ \_\_\_\_\_

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

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☐ Check (make checks payable to: The University of Texas at Austin)

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Authorized Signature

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## HOUSTON

February 19-20, 2009

### CONFERENCE LOCATION



#### Hyatt Regency

1200 Louisiana Street  
Houston, TX 77002  
713-654-1234

**Special Room Rate:** \$199  
good through Jan. 19, 2009  
(subject to availability)

**Parking:** Self-Parking: \$15 daily;  
Valet-parking: \$12 daily  
(subject to change)

#### KEY DATES

##### Registration & Cancellation

February 11, 2009–5 p.m.  
*last day for early registration*  
add \$50 for registrations  
received after this time

February 13, 2009–5 p.m.  
*last day for full refund*

February 16, 2009–5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

February 19, 2009–9 a.m.  
*Houston conference begins*

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## DALLAS

March 5-6, 2009

### CONFERENCE LOCATION



#### Cityplace Conference Center

2711 North Haskell Avenue  
Dallas, TX 75204  
214-515-5100

**Parking:** Complimentary  
Self-Parking  
(subject to change)

#### Nearby Accommodations:

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

Please call The Melrose Hotel  
for room rates

#### KEY DATES

##### Registration & Cancellation

February 25, 2009–5 p.m.  
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received after this time

February 27, 2009–5 p.m.  
*last day for full refund*

March 2, 2009–5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

March 5, 2009–9 a.m.  
*Dallas conference begins*

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