

31st Annual Corporate Counsel Institute
February 19-20, 2009 • Hyatt Regency • Houston, TX
March 5-6, 2009 • Cityplace Conference Center • Dallas, TX

Thursday Morning, Feb. 19, 2009

Presiding Officers:

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

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

8:00 am In Houston Only	Registration Opens Includes continental breakfast
8:50 am In Houston Only	Welcoming Remarks
9:00 am 0.75 hr	DHS, Treasury & DOJ Export Enforcement—The Sky's the Limit This session covers extraterritorial U.S. laws, U.S. sanctions, embargoes and homeland security. In Houston: Marian E. Ladner, Epstein, Becker, Green, Wickliff & Hall - Houston, TX In Dallas: Scott Edward Sullivan, Flowserve Corporation - Irving, TX
9:45 am 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 am In Houston Only	Break
11:00 am 0.75 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 am 0.33 hr ethics	Pro Bono Pro Bono developments In Houston: Luis G. Garcia, McLane Company, Inc. - Temple, TX In Dallas: Hon. Deborah G. Hankinson, Attorney at Law - Dallas, TX
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Thursday Afternoon, Feb. 19, 2009

Presiding Officers:

In Houston: **Mark L. Murdock**, Attorney at Law - Austin, TX

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

In Houston Only	Luncheon Presentation
12:05 pm In Houston Only	Pick up Box Lunch Included in conference registration.
12:20 pm 0.75 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. In Houston: Karyl K. Innis, The Innis Company - Dallas, TX In Dallas: Jane McBride, Optimus Legal Management & Consulting - Plano, TX
1:15 pm In Houston Only	Break
1:30 pm 0.50 hr	The Intellectual Property Landscape: How It Is Changing and What You Need to Know There have been recent, significant changes in intellectual property law. This presentation illuminates those changes and offers real world suggestions on how practitioners are dealing with them. In Houston: John R. Lane, Fish & Richardson P.C. - Houston, TX In Dallas: Thomas Bernard Walsh IV, Fish & Richardson P.C. - Dallas, TX
2:00 pm 0.75 hr	E-Discovery A general overview. Linda Marie Kearney, WellPoint, Inc. - Austin, TX Sonya Sigler, Cataphora Inc. - Redwood City, CA

2:45 pm 0.50 hr ethics	<p>Ethics: E-discovery</p> <p>Discussion of production of electronic information in response to discovery requests, including preservation of electronic documents and inadvertent production of privileged documents.</p> <p>In Houston: Jason Boulette, Boulette & Golden L.L.P. - Austin, TX In Dallas: Michael James Golden, Boulette & Golden - Austin, TX</p>
3:15 pm 0.75 hr	<p>Insurance</p> <p>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 other ways to transfer risk.</p> <p>David Taubenfeld, Haynes & Boone, L.L.P. - Dallas, TX</p>
4:00 pm In Houston Only	<p>Break</p>
4:15 pm 0.75 hr ethics	<p>The FCPA: Recent Developments, Material Trends and Uncertainties</p> <p>Recent cases settled or litigated by DOJ and/or SEC; best practices; where we stand with monitors and independent consultants after the <i>Morford Memo</i>; where we stand with Deferred Prosecution Agreements generally; cooperation after the <i>Filip Memo</i>; and the implications of all of these developments for internal investigations or counsel advising companies.</p> <p>James R. Doty, Baker Botts L.L.P. - Washington, DC</p>
5:00 pm 1.00 hr	<p>Containing Outside Counsel Costs</p> <p>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.</p> <p>In Houston: David M. Prichard, Prichard Hawkins McFarland & Young - San Antonio, TX Mark Wolf, FMC Technologies, Inc. - Houston, TX In Dallas: Kevin Michael Young, Prichard Hawkins McFarland & Young LLP - San Antonio, TX Mark Wolf, FMC Technologies, Inc. - Houston, TX</p>
6:00 pm In Houston Only	<p>Adjourn</p>

Friday Morning, Feb. 20, 2009

Presiding Officers:

In Houston: **Mark L. Murdock**, Attorney at Law - Austin, TX

In Dallas: **A. Andrew R. Louis**, Contran Corporation - Dallas, TX

8:50 am	<p>Welcoming Remarks</p>
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9:00 am 0.75 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, Winsted PC - Dallas, TX
9:45 am 0.50 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 this and other 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 am	Break
10:30 am 0.50 hr	Legislative Update Part I: The Political Horizon -- What to Expect with the New President and Congress In Houston: Patrick C. Oxford, Bracewell & Giuliani LLP - Houston, TX In Dallas: Joseph R. Krier, Bracewell & Giuliani LLP - San Antonio, TX
11:00 am 0.50 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 am 0.50 hr	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, Feb. 20, 2009

Presiding Officers:

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

In Dallas: **Stephen E. Stein**, Thompson & Knight LLP - Dallas, TX

12:00 pm	Pick up Box Lunch Included in conference registration.
	Luncheon Presentation

12:15 pm 1.00 hr ethics	<p>Fitting It All In: Managing Difficult Situations with Ethics and Grace</p> <p>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?</p> <p>Debra L. Bruce, Lawyer-Coach LLC - Houston, TX</p>
1:15 pm	<p>Break</p>
1:30 pm 0.50 hr	<p>Choice of Entity: When To Call Your Tax Attorney</p> <p>Within the United States and abroad it is not just an LLC issue. When do you call your outside lawyer?</p> <p>R. David Wheat, Thompson & Knight LLP - Dallas, TX</p>
2:00 pm 0.75 hr	<p>Hot Employment Issues That Will (or Should Be) on Every Company's Radar Screen in 2009</p> <p>This fast-paced, interactive session covers a panoply of hot employment law issues, including the new FMLA 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.</p> <p>Joseph G. Galagaza, Jackson Lewis LLP - Houston, TX Paul E. Hash, Jackson Lewis LLP - Dallas, TX</p>
2:45 pm 0.50 hr	<p>Indemnity Provisions: Current State of Law for Indemnity Across the U.S.</p> <p>Overview of general provisions and enforceability, trends, and pitfalls for the unwary.</p> <p>In Houston: Michelle L. Hartmann, Weil Gotshal & Manges LLP - Dallas, TX In Dallas: Angela C. Zambrano, Weil, Gotshal & Manges, LLP - Dallas, TX</p>
3:15 pm 0.50 hr	<p>Top 10 Website Issues</p> <p>A review of important considerations for any company operating a web site. Topics include regulatory compliance, privacy, website terms of use and similar issues.</p> <p>Edward A. Cavazos, Fish & Richardson P.C. - Austin, TX</p>
3:45 pm 1.00 hr	<p>General Counsel Panel</p> <p>Managing and motivating inside and outside counsel.</p> <p>In Houston: Geoffrey M. Kolander, Citizens, Inc. (NYSE: CIA) - Austin, TX John E. Lynch Jr., BP America Inc. - Houston, TX Manuel Alejandro Pelaez-Prada, Toyota Motor Manufacturing, North America - San Antonio, TX In Dallas: Madeleine B. Johnson, Southwest Airlines - Dallas, TX Nathan P. Moore, Mary Kay Inc. - Dallas, TX David Reiter, Luminex Corporation - Austin, TX Todd H. Silberman, Express Carriers - San Antonio, TX</p>
4:45 pm	<p>Adjourn</p>