

32nd Annual Corporate Counsel Institute
April 15-16, 2010 • Adolphus Hotel • Dallas, TX
April 29-30, 2010 • Four Seasons Hotel • Houston, TX

Thursday Morning, Apr. 15, 2010

Presiding Officers:

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

In Houston: **Pat E. Allison**, Allison & Shoemaker, L.L.P. - Houston, TX

8:00 am In Dallas Only	Registration Opens Includes continental breakfast.
8:50 am In Dallas Only	Welcoming Remarks
9:00 am 0.75 hr	Records Retention Schedule/Policy: Critical Foundational Element <p>Today it is critical that organizations have in place a legally compliant Records Retention Schedule/Policy. The benefits are significant not only in risk avoidance and efficient discovery response, but in basic operational cost savings. It is indeed a major undertaking that will impact the entire enterprise. Most organizations are challenged on how to approach it to ensure success. This results in delayed or repeated starts, lack of a holistic approach, wasted time and budget, a poorly developed Schedule/Policy, retention periods that don't support business needs and/or comply with regulatory requirements, and no compliance. This session addresses the success factors including a methodical approach to development of a Schedule/Policy, an effective change management strategy to implementation, sustaining compliance, and maintaining the dynamic aspects of the Schedule/Policy.</p> <p>April L. Dmytrenko, Huron Consulting Group - San Francisco, CA</p>
9:45 am 0.75 hr ethics	Recent Developments in Texas Ethics for In-House Counsel <p>A review of recent ethics opinions and changes to the ethical rules, with particular emphasis on how they might affect in-house counsel.</p> <p>John M. Tanner, Fairfield and Woods PC - Denver, CO</p>
10:30 am In Dallas Only	Break
10:45 am 0.75 hr	Changes in the World of Labor/Management <p>Just another Monday morning in Paradise . . . You just received an unfair labor practice charge from the NLRB alleging an employee was fired for engaging in "protected concerted activity" by discussing his 2010 raise and 2009 performance review with his co-workers. Also, your vice president of human resources has advised you a leadperson has begun a union organizing drive. What are your legal rights and responsibilities here? We will cover the most important legal developments under the National Labor Relations Act, and what you need to do in order to prevent expensive litigation under the Act in 2010 and beyond.</p> <p>Christopher C. Antone, Jackson Lewis LLP - Dallas, TX Martha E. Kinard, National Labor Relations Board - Fort Worth, TX</p>

11:30 am 0.75 hr	Environmental Law Update A discussion of the latest developments in environmental law, including initiatives on climate change and regulatory reforms. Pamela M. Giblin, Baker Botts L.L.P. - Austin, TX
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Thursday Afternoon, Apr. 15, 2010

Presiding Officers:

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

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

12:15 pm In Dallas Only	Pick up Box Lunch Included in conference registration.
12:30 pm 1.00 hr 0.25 hr ethics	Social Networking for Lawyers This session includes tips and pitfalls regarding both client and counsel online conduct, legal issues for employers, information gathering, and best practices for the use of social networking as a collaboration tool for lawyers. John Lipsey, LexisNexis - Los Angeles, CA Laura M. Merritt, Wilson Sonsini Goodrich & Rosati - West Lake Hills, TX
1:30 pm In Dallas Only	Break
1:45 pm 0.75 hr ethics	Implementing Compliance Programs An overview of the key components which are needed for any successful compliance program; also highlights the areas of greatest challenge in implementing a successful compliance program. In Dallas Only: This session has moved to 3:45 p.m. Jay G. Martin, Baker Hughes Incorporated - Houston, TX
2:30 pm 0.75 hr	Transportation Contracts and Logistics In this session, experienced transportation and logistics professionals examine transportation contracts using real world examples of how various provisions can impact the business of the shipper, consignee, and transportation provider. Issues considered deal-breakers and those to consider negotiating, plus explanation of big, scary terms like Carmack and 49 CFR are covered. In Dallas Only: This session will begin at 2:15 p.m. Mickey R. Dragash, Walmart Stores, Inc. - Bentonville, AR Todd H. Silberman, Law Offices of Todd Silberman - Shavano Park, TX

3:15 pm 0.50 hr ethics	<p>10 Steps to Ethical and Effective Negotiations</p> <p>The high road is the shortest distance between hard issues and a deal. Ten negotiation strategies that will make you a more effective negotiator.</p> <p>In Dallas Only: This session will begin at 3:00 p.m.</p> <p>Kent Newsome, Greenberg Traurig, LLP - Houston, TX</p>
3:45 pm In Dallas Only	<p>Break</p> <p>In Dallas Only: The break will begin at 3:30 p.m.</p>
4:00 pm 0.50 hr	<p>Antitrust: A Midstream Review</p> <p>This presentation reviews antitrust developments in light of the economic recession and the Obama administration's announcement of increased antitrust enforcement, and looks forward to what may happen in the next few years.</p> <p>In Dallas Only: This session has moved to 1:45 p.m.</p> <p>Gregory S.C. Huffman, Thompson & Knight LLP - Dallas, TX</p>
4:30 pm 0.50 hr	<p>Intellectual Property: Top 10 Focus Items</p> <p>Intellectual property law continues to evolve at a rapid pace. This presentation identifies 10 key IP focus areas to help corporate counsel protect and preserve their client's valuable IP assets and mitigate against risk of infringement.</p> <p>Edward A. Cavazos, Bracewell & Giuliani LLP - Austin, TX</p>
5:00 pm 0.50 hr	<p>Litigation versus Arbitration in the International Context</p> <p>This session explores timing, scope, exceptions and implementation issues under the new Hague Convention on Choice of Court Agreements, and the various pros and cons of choosing court litigation over arbitration in international commercial agreements.</p> <p>In Dallas: Timothy J. Tyler, Vinson & Elkins L.L.P. - Houston, TX In Houston: Guy S. Lipe, Vinson & Elkins LLP - Houston, TX</p>
5:30 pm In Dallas Only	<p>Adjourn</p>

Friday Morning, Apr. 16, 2010

Presiding Officers:

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

In Houston: **Todd H. Silberman**, Law Offices of Todd Silberman - Shavano Park, TX

8:15 am	<p>Conference Room Opens</p> <p>Includes continental breakfast.</p>
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8:45 am 0.25 hr ethics	<p>Pro Bono Legal Services</p> <p>A brief discussion of the current status of access to justice in Texas and the urgent need for all attorneys to lend a helping hand through pro bono participation.</p> <p>In Dallas: Errol A. Summerlin, Legal Aid of NorthWest Texas - Fort Worth, TX</p> <p>In Houston: James B. Sales, Fulbright & Jaworski L.L.P. - Houston, TX</p>
9:00 am 0.75 hr	<p>Challenges in Joint Venture Formations</p> <p>This session addresses issues and documentation associated with the formation of joint ventures.</p> <p>In Dallas: Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX Bryan D. McCrory, Brinker International - Dallas, TX</p> <p>In Houston: William D. Marsh, Baker Hughes Incorporated - Houston, TX Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX</p>
9:45 am 0.75 hr	<p>You Thought You Knew What You Meant: Common Contract Provisions and Related Drafting Tips</p> <p>This presentation focuses on practical drafting tips related to common contract provisions at the heart of recent litigation, frequently with surprising results. Materials include sample contract provisions and drafting suggestions that will apply to contracts in various transactions.</p>
10:30 am	Break
10:45 am 0.50 hr	<p>Enterprise Risk Management (ERM) and the Practice of Preventive Law</p> <p>Or, debunking the myth: when a lawyer shows up it must mean you have a problem! An overview of the concept of Enterprise Risk Management, and the elements involved in setting up an ERM program. A risk assessment and management framework that has evolved outside of the legal industry can be used to help the in-house practitioner look ahead to what lurks around the corner and be better prepared to prevent future problems. Also covered are the concerns a lawyer may have with the program and its development, and how being part of the process can help the company get the benefits of an ERM program without creating new problems for itself.</p> <p>Susan M. Ponce, Halliburton - Houston, TX</p>
11:15 am 0.75 hr ethics	<p>The New Era in SEC Enforcement and Implications for Compliance and Cooperation</p> <p>New SEC enforcement policies and procedures involve stated cooperation guidelines for companies and individuals, delegated authority to issue subpoenas and seek qualified immunity for witnesses, as well as new procedures along the lines of deferred-prosecution and non-prosecution agreements to encourage and reward cooperation with law enforcement. This watershed in SEC enforcement policy entails game-changing consequences for compliance processes and monitoring, as well as for the role of corporate counsel and defense counsel.</p> <p>James R. Doty, Baker Botts L.L.P. - Washington, DC</p>

Friday Afternoon, Apr. 16, 2010

Presiding Officers:

In Dallas: **Haseena J. Enu**, Fragomen, Del Rey, Bernsen & Loewy, LLP - Dallas, TX

In Houston: **Alice R.L. Ginsburgh**, Houston, TX

12:00 pm	Pick up Box Lunch Included in conference registration.
12:15 pm 0.75 hr	Campaign Finance Laws and Regulations Recent developments and update on state and federal campaign finance issues applicable to Texas corporations. In Dallas: J. Gaylord Armstrong, McGinnis, Lochridge & Kilgore, L.L.P. - Austin, TX In Houston: Royce Pabst Poinsett, McGinnis, Lochridge & Kilgore, L.L.P. - Austin, TX
1:00 pm 0.50 hr	Real Estate Leases: Top 10 Issues Important topics to consider in real estate lease negotiations. In Dallas: Gary M. Alletag, Baker & Hostetler LLP - Houston, TX In Houston: Stephen T. Olson, Baker & Hostetler LLP - Houston, TX
1:30 pm	Break
1:45 pm 1.00 hr	Federal Regulations Overview: Immigration, Tax, Corporate, Securities and Financial Industries Regulation This fast-paced session highlights recent legislation and regulations in areas of particular concern to in-house counsel, and also reviews trends in and implications of proposed rules, as well as possible policy developments from the Obama administration and Congress in 2010. In Dallas: Panelists: Harva R. Dockery, Fulbright & Jaworski L.L.P. - Dallas, TX Panelists: Randall K. Hulme, Fragomen, Del Rey, Bernsen & Loewy, LLP - Dallas, TX Panelists: R. David Wheat, Thompson & Knight LLP - Dallas, TX In Houston: Panelists: Roger D. Aksamit, Thompson & Knight LLP - Houston, TX Panelists: Haseena J. Enu, Fragomen, Del Rey, Bernsen & Loewy, LLP - Dallas, TX Panelists: Brian P. Fenske, Fulbright & Jaworski L.L.P. - Houston, TX
2:45 pm 0.75 hr	Bankruptcy for the Non-Bankruptcy Specialist This presentation addresses common issues in filing Bankruptcy Chapters 7, 11, 12 and 13 including the automatic stay; use of cash collateral, sales of assets, leases and contracts, preference and fraudulent conveyance litigation, claims, and property of the estate. R. Glen Ayers Jr., Langley & Banack, Inc. - San Antonio, TX
3:30 pm	Break

3:45 pm 0.75 hr	<p>Top 10 Employment Law Issues</p> <p>This session highlights recent developments in important employment law areas currently impacting employers including the ADA, the FMLA, Wage and Hour, Worker Adjustment and Retraining Notification (WARN), and the status of the Employee Free Choice Act. The discussion includes legislation such as the Paycheck Fairness Act, ENDA, and the Civil Rights Act of 2008, and closes with a brief update on e-verify and known outcomes of the I-9 audit notices sent to approximately 1,000 employers at the end of 2009.</p> <p>Joseph G. Galagaza, Jackson Lewis LLP - Houston, TX Paul E. Hash, Jackson Lewis LLP - Dallas, TX</p>
4:30 pm 0.75 hr ethics	<p>Red Flags: Signs to Watch for to Avoid Becoming the Next Accounting Fraud</p> <p>This session covers Fraud Basics, transition to Fraudulent Statements including general warning signs and red flag areas for fraud, and concludes with a brief question and answer period.</p> <p>In Dallas: Sonya Andreassen, PricewaterhouseCoopers LLP - Chicago, IL Bert Lacativo, PricewaterhouseCoopers LLP - Dallas, TX In Houston: Bruce Orr, PricewaterhouseCoopers LLP - Houston, TX</p>
5:15 pm	<p>Adjourn</p>