

**33<sup>rd</sup> Annual Corporate Counsel Institute**  
**April 14-15, 2011 • InterContinental Hotel • Dallas, TX**  
**April 28-29, 2011 • Four Seasons Hotel • Houston, TX**

**Thursday Morning, Apr. 14, 2011**

**Presiding Officers:**

In Dallas: **Jeffrey J. Walker**, RadioShack Corporation - Fort Worth, TX

In Houston: **Alma Reyes**, Houston, TX

7:45 am	<b>Registration Opens</b>  Includes continental breakfast.
8:35 am	<b>Welcoming Remarks</b>
8:45 am 0.75 hr	<b>Procurement (Contracts)</b>  What constitutes a good contract? Clear, concise language and all sides left equally unhappy. A discussion of negotiating key contract provisions and addressing economic realities and contingencies.  Alice R.L. Ginsburgh, Kinder Morgan - Houston, TX
9:30 am 0.75 hr	<b>Employment: FLSA</b>  Employers can expect increased scrutiny of their wage and hour practices for the foreseeable future. Wage and hour lawsuits have steadily risen across the country and the Department of Labor has dramatically stepped up its enforcement activities. This presentation advises employers of those action items to take now to reduce risks and ensure compliance with FLSA.  Felicity Anne Fowler, Haynes and Boone, LLP - Houston, TX
10:15 am	<b>Break</b>
10:30 am 0.75 hr ethics	<b>Compliance Programs: Plan Now or Pay Later</b>  In Dallas: Ryan Douglas McConnell, Haynes and Boone, LLP - Houston, TX Brian T. Moffatt, Pride International, Inc. - Houston, TX In Houston: Jay G. Martin, Baker Hughes Incorporated - Houston, TX Ryan Douglas McConnell, Haynes and Boone, LLP - Houston, TX
11:15 am 0.75 hr	<b>Insurance: What Your Management Team Needs to Know</b>  Your management team wants the most comprehensive insurance coverage for the price. Learn how to get the best value for your money, avoid future disputes with your insurer(s), compare your coverage and limits with those of your competitors and evaluate whether your company's coverage will respond to today's hot-button legal issues like ADA claims, miscellaneous errors and omissions, IP litigation, a change of control and many more.  Beverly B. Godbey, Gardere Wynne Sewell LLP - Dallas, TX

## Thursday Afternoon, Apr. 14, 2011

### Presiding Officers:

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

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

12:00 pm	<b>Pick up Box Lunch</b>  Included in conference registration.
	<b>Luncheon Presentation</b>
12:15 pm 1.00 hr	<b>Preparing Your Client for a Deposition or a Trial</b>  Depositions often determine the outcome of a case. This presentation better prepares senior-level people for their deposition testimony.  In Dallas: John Zavitsanos, Ahmad, Zavitsanos & Anaipakos, P.C. - Houston, TX In Houston: Timothy Shelby, Ahmad, Zavitsanos & Anaipakos, P.C. - Houston, TX
1:15 pm	<b>Break</b>
1:30 pm 0.25 hr	<b>Pro Bono</b>  IN DALLAS: An introduction to " <i>Partnering for Pro Bono</i> ," a new tool offered by the Texas Young Lawyers Association to help corporate counsel provide pro bono services by matching in-house counsel with private practice lawyers to provide flexibility, expertise, resources, malpractice insurance, and an expanded ability to handle more diverse matters.  IN HOUSTON: Setting up and maintaining a corporate pro bono program while partnering with private practice attorneys to maximize pro bono efforts in the community.  In Dallas: Jennifer Evans Morris, Carrington, Coleman, Sloman & Blumenthal, L.L.P. and Texas Young Lawyers Association - Dallas, TX In Houston: Karen Beasley Lukin, Marathon Oil Company - Houston, TX
1:45 pm 1.00 hr 0.25 hr ethics	<b>Common Contracting: Negotiating and Drafting Contracts</b>  This presentation introduces common sense tips for improving contracts and avoiding litigation.  <i>In Houston this session will be presented on Friday, April 29 at 2:15 p.m.</i>  In Dallas: Chad Baruch, The Law Office Of Chad Baruch - Rowlett, TX Angela C. Zambrano, Weil, Gotshal & Manges, LLP - Dallas, TX In Houston: Lisa Lund Dahm, South Texas College of Law - Houston, TX Chad Baruch, The Law Office Of Chad Baruch - Rowlett, TX
2:45 pm	<b>Break</b>

3:00 pm 0.75 hr 0.25 hr ethics	<p><b>The Dodd-Frank Whistleblower Provisions</b></p> <p>An overview of the Dodd-Frank Act's whistleblower provisions and the implications for corporate counsel.</p> <p>In Dallas: Peter A. Lodwick, Thompson &amp; Knight LLP - Dallas, TX Jeffrey J. Walker, RadioShack Corporation - Fort Worth, TX In Houston: Elizabeth Cook, FMC Technologies, Inc. - Houston, TX David Ronald Woodcock, Vinson &amp; Elkins LLP - Austin, TX</p>
3:45 pm 0.50 hr	<p><b>The Globalization of Accounting</b></p> <p>The global movement toward a single set of high quality global accounting standards presents many challenges and opportunities for companies and investors alike.</p> <p>Steve Showerman, Deloitte &amp; Touche LLP - Detroit, MI</p>
4:15 pm 1.00 hr 0.25 hr ethics	<p><b>Effective Litigation Management</b></p> <p>As legal departments continue to be asked to do more and more with less and less, effective litigation management is more important than ever. Our panelists share how they have increased efficiencies and lowered costs through creative fee structures, evaluating ADR alternatives, in-sourcing litigation, partnering with outside counsel, and streamlining both internal and external case procedures—all while obtaining successful results in their litigation.</p> <p>In Dallas: Moderator: Jane Mallor McBride, Optimus Legal Management &amp; Consulting - Plano, TX Panelists: Celeste deLorge Flippen, JCPenney Corporation, Inc. - Plano, TX Panelists: Joe A. Garza Jr., SuperMedia LLC - Dallas, TX Panelists: Yvette Ostolaza, Weil, Gotshal &amp; Manges LLP - Dallas, TX Panelists: Anne K. Shuttee, Law Office of Anne Shuttee - Dallas, TX In Houston: Moderator: William B. Allison, Allison &amp; Shoemaker LLP - Houston, TX Panelists: Lesia Landry Carter, Key Energy Services - Houston, TX Panelists: Reid Grayson Gettys, Exxon Mobil Corp - Houston, TX Panelists: Robert Philip Scott, Abrams Scott &amp; Bickley LLP - Houston, TX</p>
5:15 pm	<p><b>Adjourn</b></p>

## Friday Morning, Apr. 15, 2011

8:00 am	<p><b>Conference Room Opens</b></p> <p>Includes continental breakfast</p>
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8:30 am 0.75 hr	<p><b>Real Estate Sales</b></p> <p>This session examines selected issues related to the sale and acquisition of commercial real estate including a review of letters of intent, purchase and sale agreements and closing procedures.</p> <p>Gary M. Alletag, Baker &amp; Hostetler LLP - Houston, TX</p>
9:15 am 0.50 hr	<p><b>The 82<sup>nd</sup> Texas Legislature and Its Impact on Texas Corporations</b></p> <p>The 82<sup>nd</sup> Texas Legislature is involved in one of the most contentious sessions of potential impact to Texas business and corporations in its history. This session covers the effect on business of the largest budget deficit ever faced by the State of Texas, as well as legislation relating to the continuation and role of the Texas Department of Insurance, the Texas Railroad Commission, the Texas Commission on Environmental Quality and other agencies which regulate Texas corporations. This session also covers the legislative issues which may have a significant impact on the current favorable business climate in Texas.</p> <p>J. Gaylord Armstrong, McGinnis, Lochridge &amp; Kilgore, L.L.P. - Austin, TX</p>
9:45 am 0.75 hr ethics	<p><b>Protecting the In-House Attorney-Client Privilege</b></p> <p>An overview of the attorney-client privilege on work product doctrine with specific focus on issues unique to in-house counsel.</p> <p>In Dallas: David Ronald Woodcock, Vinson &amp; Elkins LLP - Austin, TX In Houston: Jennifer Barrett Poppe, Vinson &amp; Elkins LLP - Austin, TX</p>
10:30 am	<b>Break</b>
10:45 am 0.75 hr	<p><b>Powerful Strategies for Effective Negotiations</b></p> <p>A presentation of mediation and negotiation strategies to make the process work for you.</p> <p>Hesha Abrams, Hesha Abrams Mediation, LLC - Dallas, TX James P. Karen, Jones Day - Dallas, TX</p>
11:30 am 0.50 hr	<p><b>What to Do When Your Corporate Client Gets Sued</b></p> <p>There are several practical considerations that are essential to managing big litigation. This session addresses key things to do before and after that big lawsuit is filed.</p> <p>Marc E. Vockell, Dell Inc. - Round Rock, TX</p>

## Friday Afternoon, Apr. 15, 2011

### Presiding Officers:

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

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

12:00 pm	<p><b>Pick up Box Lunch</b></p> <p>Included in conference registration.</p>
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	<b>Luncheon Presentation</b>
12:15 pm 1.00 hr	<p><b>Managing Public Perceptions in Times of Crisis</b></p> <p>This session highlights crisis situations and the central role an effective communications team can have in managing public perceptions—if they have a seat at the table. Using timely and relevant incidents, the speaker walks through the steps to effectively manage public perceptions in times of crisis, and provide guidelines on how legal counsel can successfully work side-by-side with the communications team to deliver the best result for their clients.</p> <p>Jenifer Sarver, Burson-Marsteller - Austin, TX</p>
1:15 pm	<b>Break</b>
1:30 pm 0.75 hr	<p><b>Employment: Hiring from the Competition</b></p> <p>A discussion of the practical steps a company can take to minimize potential exposure associated with hiring from the competition. Specific topics include uncovering and evaluating covenants not to compete, timing and executing an employee's departure from a competitor, reinforcing respect for the covenants and confidential information of others, the time and place for self-imposed restrictions, evidence preservation, and emergency relief litigation strategies.</p> <p>Jason Boulette, Boulette &amp; Golden L.L.P. - Austin, TX Michael D. Marin, Boulette &amp; Golden L.L.P. - Austin, TX</p>
2:15 pm 1.00 hr 0.25 hr ethics	<p><b>Criminalization of Business</b></p> <p>Corporate executives and their counselors are in the cross hairs. With more than 3,300 federal criminal statutes on the books—many broad and being stretched farther by the day—and with executives being charged with knowledge of every email that hits their inboxes, a prosecutor can turn a bad business decision into an indictable offense. This presentation examines how we reached this crisis point and how we can rein in runaway prosecutors.</p> <p><i>In Houston, this session will be presented on Thursday, April 28 at 1:45 p.m.</i></p> <p>Paul E. Coggins, Locke Lord Bissell &amp; Liddell LLP - Dallas, TX</p>
3:15 pm	<b>Break</b>
3:30 pm 0.75 hr	<p><b>IP Issues for 2011</b></p> <p>In Dallas: Moderator: Stephen E. Stein, Thompson &amp; Knight LLP - Dallas, TX Panelist: Raghu Seshadri, Southwest Airlines Co. - Dallas, TX In Houston: Moderator: Stephen E. Stein, Thompson &amp; Knight LLP - Dallas, TX</p>
4:15 pm 0.75 hr ethics	<p><b>Ethical Issues for In-House Counsel</b></p> <p>In-house counsel face as many ethical issues as outside counsel—the issues just present themselves differently and the stakes are much higher. Both recurring and recent ethical issues for in-house counsel are discussed.</p> <p>John M. Tanner, Fairfield and Woods, P.C. - Denver, CO</p>

5:00 pm

**Adjourn**

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