

**34<sup>th</sup> Annual Corporate Counsel Institute**  
**April 19-20, 2012 • InterContinental Hotel • Dallas, TX**  
**May 3-4, 2012 • Four Seasons Hotel • Houston, TX**

**Thursday Morning, Apr. 19, 2012**

**Presiding Officers:**

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

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

7:30 am In Dallas Only	<b>Registration Opens</b>  Includes continental breakfast.
8:30 am In Dallas Only	<b>Welcoming Remarks</b>
8:45 am 1.00 hr	<b>How to Say No (and Still Be a "Go-To" Lawyer)</b>  This speaker-guided interactive session—combined with facilitated small group discussions focused on client communications—provides a variety of methods and ideas on how to say no and still be viewed as a "go-to" lawyer. Learn from the expert and share ideas with peers.  Jane M. McBride, Optimus Legal Management & Consulting - Plano, TX
9:45 am 0.75 hr	<b>Blood from a Stone: Negotiating the Best Insurance Deal in a Firming Market</b>  The insurance landscape is beginning to change . . . shifting away from the buyer's market we have enjoyed for years. The future will favor the well-prepared. This informative session is geared to equip insurance buyers and those advising them with knowledge and strategies to manage the cost of risk in a hostile environment.  E. Ryan Bowles, McQueary Henry Bowles Troy Inc. - Dallas, TX
10:30 am In Dallas Only	<b>Break</b>
10:45 am 0.75 hr	<b>Best Practices in Contract Drafting</b>  In this session the presenter takes some commonly utilized contract clauses and identifies both potential problems that have led to disputes as well as preferred alternatives. A focus on indemnity, force majeure, dispute resolution and other common clauses helps in-house lawyers in improving their forms and negotiating clear enforceable contracts.  In Dallas: Stephen E. Stein, Thompson & Knight LLP - Dallas, TX In Houston: Jeffrey B. Andrews, Thompson & Knight LLP - Houston, TX

11:30 am 0.75 hr	<p><b>Labor and Employment Law Update: What Happened in 2011 and What to Expect in 2012</b></p> <p>2011 brought changes in the labor landscape that will have far-reaching implications—from a more active democratic administration to the recently settled unfair labor practice charges against Boeing to new NLRB rules. On the employment side, the U.S. Supreme Court issued several broad-ranging decisions that will have a huge impact on corporations in 2012 and going forward. This presentation reviews the key labor and employment issues and actions of 2011, and explores what we can expect on these exciting fronts in 2012.</p> <p>Mario A. Barrera, Bracewell &amp; Giuliani LLP - San Antonio, TX</p>
12:15 pm In Dallas Only	<p><b>Break to Pick up Lunch</b></p> <p>Included in conference registration fee.</p>

## Thursday Afternoon, Apr. 19, 2012

### Presiding Officers:

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

In Houston: **Alice R.L. Ginsburgh**, Kinder Morgan - Houston, TX

In Dallas Only	<b>Luncheon Presentation</b>
12:30 pm 0.75 hr	<p><b>45 Apps in 45 Minutes: For Lawyers</b></p> <p>The next "killer app" used to mean a big release by a major software company that changes the way people work. In today's iWorld, killer apps are popping up daily, often with many clones and look-alikes. This presentation takes you on a high-speed trip through the app world, highlighting the apps you need for work . . . and play. Whether you're into iProducts, Droids or plain old smart phones, there is something for everyone in this fast-paced, high tech discussion.</p> <p>T. Jason Smith, Duff &amp; Phelps, LLC - Houston, TX</p>
1:15 pm In Dallas Only	<b>Break</b>
1:30 pm 1.00 hr 0.17 hr ethics	<p><b>Lessons Learned from the Economic Downturn: Critical Guidance for In-House Counsel</b></p> <p>In light of the turbulent economic climate and continued uncertainty, this presentation addresses lessons learned from the recent economic collapse and provides guidance to in-house counsel about recommended management strategies and legal considerations for both healthy companies and those in distress.</p> <p>In Dallas: Stephen A. Youngman, Weil Gotshal &amp; Manges - Dallas, TX Angela C. Zambrano, Weil, Gotshal &amp; Manges, LLP - Dallas, TX In Houston: Christopher Manuel Lopez, Weil Gotshal &amp; Manges - Houston, TX Sylvia Ann Mayer, Weil, Gotshal &amp; Manges, LLP - Houston, TX</p>

2:30 pm 0.75 hr	<p><b>Things You Are Not Thinking About, But Should Be</b></p> <p>The legal and regulatory environment keeps getting more and more complex, seemingly on a daily basis. This presentation covers some unexpected situations in export control and immigration that may unknowingly expose you to liability. Forewarned is forearmed!</p> <p>In Dallas: Steven Brotherton, Fragomen, Del Rey, Bernsen &amp; Loewy, LLP - San Francisco, CA Rebecca R. Massiatte, Jackson Lewis LLP - Dallas, TX</p> <p>In Houston: Margaret Mills Murphy, Jackson Lewis LLP - Austin, TX Steven Brotherton, Fragomen, Del Rey, Bernsen &amp; Loewy, LLP - San Francisco, CA</p>
3:15 pm In Dallas Only	<p><b>Break</b></p>
3:30 pm 0.75 hr 0.17 hr ethics	<p><b>Privacy and Data Security: Housekeeping for Corporate Counsel</b></p> <p>Emerging best practices for website and mobile application privacy policies, including geo-tracking considerations; consumer choice and other key elements in the responsible collection and marketing use of data; the evolution of corporate responsibility for data security; and a brief overview of the fundamentals of employee privacy.</p> <p>Bart W. Huffman, Locke Lord LLP - Austin, TX</p>
4:15 pm 1.00 hr	<p><b>Rolling Out a Mobile Workforce</b></p> <p>This session explores the legal issues implicated by a dispersed, mobile workforce and provides practical suggestions for implementing an effective mobile workforce program. Topics include legal and practical considerations regarding local law compliance, privacy and data security, workplace safety, third-party premises liability, compensation compliance, and the implementation and ongoing management of a successful mobile workforce program.</p> <p><b>In Houston - This presentation has moved to Friday at 11:00 a.m.</b></p> <p>Jason Boulette, Boulette &amp; Golden L.L.P. - Austin, TX</p>
5:15 pm In Dallas Only	<p><b>Adjourn to Sponsored Reception</b></p> <p>Reception Sponsor</p> <p><b>McKool Smith</b></p>

## Friday Morning, Apr. 20, 2012

### Presiding Officers:

In Dallas: **Michael D. Marin**, Boulette & Golden L.L.P. - Austin, TX

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

8:30 am 0.75 hr ethics	<p><b>Navigating the Minefield in Internal Investigations</b></p> <p>With the ever-increasing pressures on corporations to police for and report on corporate fraud, and the new incentives for third parties to blow the whistle on misconduct in hopes of reaping rewards, in-house counsel increasingly must be prepared for extensive and frequent internal investigations. While an excellent internal investigation can benefit the company and provide potential leniency with prosecutors and regulators, even the best investigators encounter snags and pitfalls. And, in this minefield, a misstep can explode. In this session, the panel discusses many of the traps and ways to navigate toward the best possible resolution with the government, boards of directors, shareholders and others.</p> <p>In Dallas: Kit Addleman, Haynes and Boone, LLP - Dallas, TX Robert W. Taylor, INX Inc. - Lewisville, TX In Houston: Jay G. Martin, Baker Hughes Incorporated - Houston, TX Kit Addleman, Haynes and Boone, LLP - Dallas, TX</p>
9:15 am 0.50 hr	<p><b>Update on SEC Enforcement Initiatives and New Areas of Focus</b></p> <p>In Dallas: Jeffrey S. Johnston, Vinson &amp; Elkins LLP - Houston, TX Michael D. King, U.S. Securities and Exchange Commission - Fort Worth, TX David R. Woodcock, U.S. Securities and Exchange Commission - Fort Worth, TX In Houston: Jeffrey S. Johnston, Vinson &amp; Elkins LLP - Houston, TX David R. Woodcock, U.S. Securities and Exchange Commission - Fort Worth, TX</p>
9:45 am	<p><b>Break</b></p>
10:00 am 1.00 hr ethics	<p><b>Compliance and Ethics Program Best Practices</b></p> <p>Because of the bounty incentives created by Dodd-Frank that allow employees to report misconduct to the SEC, organizations should reevaluate their ethics and compliance programs to make sure that appropriate programs are in place to encourage internal reporting. Also, recommendations have been submitted to the United States Sentencing Commission to revise the Federal Sentencing Guidelines for Organizations so that it will be more difficult for organizations to meet the burden to have an "effective" compliance and ethics program. This session discusses a number of compliance and ethics program best practices related to management of culture, incident management and investigation, and risk management.</p> <p><b>In Houston - This presentation has moved to Thursday afternoon at 4:15 p.m.</b></p> <p>Earl M. Jones III, Littler Mendelson P.C. - Dallas, TX Susan L. Lund, OXY Inc. - Dallas, TX</p>
11:00 am 1.00 hr	<p><b>Cloud Computing</b></p> <p>This talk explores the various legal issues involved in contracting for and using cloud computing-based services. Topics include special contracting concerns for purchasers of SaaS (Software as a Service) and other cloud offerings, security and privacy issues, and an analysis of responsibilities and risk allocation between vendors and purchasers.</p> <p><b>In Houston - This presentation has moved to 10:00 a.m.</b></p> <p>In Dallas: Tim Biggio, VCE Company - Richardson, TX Edward A. Cavazos, Bracewell &amp; Giuliani LLP - Austin, TX In Houston: Eric M. Elfman, Onit, Inc. - Houston, TX Edward A. Cavazos, Bracewell &amp; Giuliani LLP - Austin, TX</p>

12:00 pm	<b>Break to Pick up Lunch</b>  Included in conference registration fee.
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## Friday Afternoon, Apr. 20, 2012

### Presiding Officers:

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

In Houston: **Aaron G. Carlson**, Noble Energy, Inc. - Houston, TX

	<b>Luncheon Presentation</b>
12:15 pm 0.75 hr	<b>The Madoff Ponzi Scheme: A Microcosm of Complex Fraud in Today's Global Financial System</b>  <p>Since mid-December 2008, Baker Hostetler partners David J. Sheehan and Marc D. Powers have been engaged in the complex and challenging legal work surrounding the SIPA liquidation of Bernard L. Madoff Investment Securities LLC, as Counsel to the SIPA Trustee. Their legal work is a multifaceted mission that requires a cutting-edge awareness of the law and of the countless other issues surrounding this complex financial fraud. More than 1,000 lawsuits have been filed on behalf of the Trustee, with more than \$9 billion recovered, far exceeding prior restitution efforts related to other Ponzi schemes. Hear about the ongoing matter, the complexity of the fraud and likely outcomes of the Trustee and his team's efforts.</p> <p>In Dallas:  Marc D. Powers, Baker &amp; Hostetler LLP - New York, NY  In Houston:  David J. Sheehan, Baker &amp; Hostetler LLP - New York, NY</p>
1:00 pm	<b>Break</b>
1:15 pm 0.75 hr 0.17 hr ethics	<b>The Role of the General Counsel and the Legal Department during Times of Corporate Crisis</b>  <p>Crises come to legal in all shapes and sizes, from natural disasters to executive scandals, from product safety issues to high-profile lawsuits. Our GC panel discusses the crises that presented challenges for them, what they learned from their experiences and the best practices that they recommend.</p> <p>In Dallas:  Moderator:  Jane M. McBride, Optimus Legal Management &amp; Consulting - Plano, TX  Panelists:  Michelle P. Goolsby, AAL - Dallas, TX  Panelists:  Joyce D. Slocum, National Public Radio - Washington, DC  Panelists:  Cody Wilbanks, Super Media LLC - Dallas, TX  In Houston:  Moderator:  Jane M. McBride, Optimus Legal Management &amp; Consulting - Plano, TX  Panelists:  James W. Ferguson, Halliburton - Houston, TX  Panelists:  Jennifer L. Vogel, Former General Counsel and Chief Compliance Officer, Continental Airlines - Houston, TX  Michelle P. Goolsby, AAL - Dallas, TX</p>

2:00 pm 0.50 hr	<p><b>Wrestling Down the Monster from the Green Lagoon: Environmental Update</b></p> <p>It's a three-headed challenge, and this updated presentation provides an overview of current air, waste and water regulatory strategies and initiatives and the efforts by both industry and states to tame the creature from the green lagoon.</p> <p>Pamela M. Giblin, Baker Botts L.L.P. - Austin, TX</p>
2:30 pm	<b>Break</b>
2:45 pm 0.50 hr	<p><b>Responding to Hostile IP Overtures</b></p> <p>In-house counsel frequently face threats or other aggressive overtures from competitors regarding intellectual property rights. Those overtures may come in the form of a demand for royalties; a cease and desist letter relating to patent, copyright or trademark rights; or a complaint that the company has misappropriated trade secrets through strategic hiring. The company's initial reaction to those threats can greatly affect whether there is litigation. And if there is litigation, that initial reaction can greatly effect the pace and outcome of the litigation. This session presents some best practices for in-house counsel who face such challenges.</p> <p>Christopher V. Popov, Vinson &amp; Elkins LLP - Houston, TX</p>
3:15 pm 1.00 hr	<p><b>Role of In-House Counsel in Arbitration</b></p> <p>Discussion of in-house counsel's special role in arbitration from transactional and disputes perspectives, with emphasis on practical considerations, including drafting the arbitration agreement and managing the arbitral process, outside counsel and client expectations.</p> <p>In Dallas: John Bowman, King &amp; Spalding L.L.P. - Houston, TX Gary D. Eisenstat, Figari &amp; Davenport LLP - Dallas, TX In Houston: Bill E. Davidoff, Figari &amp; Davenport LLP - Dallas, TX John Bowman, King &amp; Spalding L.L.P. - Houston, TX</p>
4:15 pm 0.75 hr ethics	<p><b>Ethical Sand Traps and Water Hazards: Doing Business with Entities Facing Insolvency</b></p> <p>This session explores legal and ethical issues that arise when a company's customers, vendors or other contractual parties are facing insolvency. Ethical requirements as well as practical suggestions on how best to protect your company's interests, including litigation alternatives, are also covered.</p> <p>In Dallas: Charles J. Blanchard, Carrington Coleman Sloman &amp; Blumenthal - Dallas, TX Jennifer Evans Morris, Carrington, Coleman, Sloman &amp; Blumenthal, L.L.P. - Dallas, TX J. Michael Sutherland, Carrington, Coleman, Sloman &amp; Blumenthal, L.L.P. - Dallas, TX In Houston: Charles J. Blanchard, Carrington Coleman Sloman &amp; Blumenthal - Dallas, TX J. Michael Sutherland, Carrington, Coleman, Sloman &amp; Blumenthal, L.L.P. - Dallas, TX</p>
5:00 pm	<b>Adjourn</b>