

35TH ANNUAL
**CORPORATE COUNSEL
INSTITUTE**



DALLAS
April 11–12, 2013
InterContinental Hotel

HOUSTON
May 2–3, 2013
Four Seasons Hotel

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35TH ANNUAL
CORPORATE COUNSEL INSTITUTE

April 11–12, 2013 ▪ InterContinental Hotel ▪ Dallas, Texas
May 2–3, 2013 ▪ Four Seasons Hotel ▪ Houston, Texas

Earn up to 15.00 Hours of Credit Including 4.00 Hours of Ethics Credit

THURSDAY MORNING

Presiding Officer:

IN DALLAS: Michael D. Marin, Boulette & Golden L.L.P., Austin, TX

IN HOUSTON: Mario A. Barrera, Fulbright & Jaworski L.L.P., San Antonio, TX

7:30 a.m. Registration Opens

Includes continental breakfast.

8:30 a.m. Welcoming Remarks

8:45 a.m. .50 hr

The Seven Habits of Highly Effective Attorneys

Learn at least seven things you are probably not doing now that will increase your effectiveness, productivity and success. From being proactive to re-investing in your skills, this interactive session takes the *Seven Habits* framework for personal effectiveness into the legal realm, providing important, practical information.

Jane M. McBride, Optimus Legal Management & Consulting, Plano, TX

9:15 a.m. 1.00 hr

En Garde! Preparing to Negotiate M&A Transaction Agreements

Discussion of case law developments and other trends affecting provisions in M&A agreements.

Mark E. Mouritsen, Dell, Austin, TX
Paul R. Tobias, Wilson Sonsini Goodrich & Rosati, West Lake Hills, TX

10:15 a.m. Break

10:30 a.m. .50 hr

The Devil Is in the Details: Boilerplate Clauses that Can Get You into Trouble

Practical drafting tips, sample clauses and must-haves for your contracts such as covenants not to compete, nondisclosure of confidential, trade secret information provisions, non-solicitation clauses (customers and employees), forum selection and choice of law clauses, arbitration agreements, jury waivers, class action waivers, contractual limitations provisions, liquidated damages and attorney fee-shifting agreements.

Gary D. Eisenstat, Figari & Davenport, LLP, Dallas, TX

11:00 a.m. .50 hr

Nuts and Bolts of Licensing Technology and Intellectual Property

A look at common structures of licensing intellectual property from software to patents to trademarks.

Steven H. Slater, Slater & Matsil, L.L.P., Dallas, TX
Stephen E. Stein, Thompson & Knight LLP, Dallas, TX

11:30 a.m. .75 hr

Social Media (Social Media Gone Wild)

The social media revolution has impacted every legal area corporate counsel might face from marketing to employment issues, from privacy to brand damage. Coverage of some of the high-level social media risks you, as an in-house lawyer, might encounter and how you can help your department establish or maintain effective social media governance.

Ryan M. Garcia, Dell, Austin, TX

12:15 p.m. Pick Up Lunch

Included in conference registration.

THURSDAY AFTERNOON

Presiding Officer:

IN DALLAS: Jeffrey J. Walker, Energy Future Holdings Corp., Dallas, TX

IN HOUSTON: Aaron G. Carlson, Noble Energy, Inc., Houston, TX

LUNCHEON PRESENTATION

12:30 p.m. 1.00 hr including .25 hr ethics

In-House Attorneys: A View from the Bench

Hear the judicial perspective on the role of in-house lawyers in litigation with real-life examples.

IN DALLAS

Moderator:

Justice Dale Wainwright, Bracewell & Giuliani LLP, Austin, TX

Panelists:

Hon. Ed Kinkeade, U.S. District Court, Northern District of Texas, Dallas, TX
Hon. Tonya Parker, 116th District Court, Dallas County, Dallas, TX
Hon. Lee Yeakel, U.S. District Court, Western District of Texas, Austin, TX

IN HOUSTON

Moderator:

Justice Dale Wainwright, Bracewell & Giuliani LLP, Austin, TX

Panelists:

Hon. Keith P. Ellison, U.S. District Court, Southern District of Texas, Houston, TX
Hon. Daniel Earle Hinde, 269th District Court, Harris County, Houston, TX
Hon. Lee Yeakel, U.S. District Court, Western District of Texas, Austin, TX

1:30 p.m. Break

THE CORPORATE COUNSEL SECTION OF THE STATE BAR OF TEXAS

The Corporate Counsel Section welcomes in-house counsel and their outside (law firm) legal advisors. The Section:

- Publishes a newsletter.
- Sponsors the semi-annual publication of the Corporate Counsel Review by the South Texas College of Law.
- Sponsors various continuing legal education seminars including the Corporate Counsel Institute (held annually in Houston and Dallas) and programs presented at the Annual Meeting of the State Bar of Texas.
- Provides support to organizations that offer pro bono opportunities to corporate counsel.

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1:45 p.m. 1.00 hr including .25 hr ethics

Top 10 Labor and Employment Law Developments

In-depth analysis of the major developments in labor and employment law during the past year including why you need to know about the National Labor Relations Act even if you don't have a union and don't anticipate going through a union election in the foreseeable future.

IN DALLAS

Mario A. Barrera, Fulbright & Jaworski L.L.P., San Antonio, TX

William P. Finegan, Fulbright & Jaworski L.L.P., Dallas, TX

IN HOUSTON

Mario A. Barrera, Fulbright & Jaworski L.L.P., San Antonio, TX

M. Carter Crow, Fulbright & Jaworski L.L.P., Houston, TX

2:45 p.m. .75 hr including .50 hr ethics

Internal Investigations: Workplace Investigation of Current Employees

The legal, ethical and practical implications of conducting workplace investigations of current employees.

IN DALLAS

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

Michael D. Marin, Boulette & Golden L.L.P., Austin, TX

IN HOUSTON

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

Michael J. Golden, Boulette & Golden L.L.P., Austin, TX

3:30 p.m. Break

3:45 p.m. .75 hr

Tips to Avoid Exposure to Avoidance Actions

Practical considerations for in-house counsel to mitigate the risk of an acquisition or disposition being subsequently set aside or avoided.

IN DALLAS

Michael A. Saslaw, Weil, Gotshal & Manges LLP, Dallas, TX

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

IN HOUSTON

Sylvia A. Mayer, Weil, Gotshal & Manges LLP, Houston, TX

John B. Strasburger, Weil, Gotshal & Manges LLP, Houston, TX

4:30 p.m. 1.00 hr

When Civil and Criminal Law Collide: Recognizing when to Call a Criminal Lawyer

Navigating governmental investigations.

Paul E. Coggins, Locke Lord LLP, Dallas, TX

Matthew D. Orwig, Jones Day, Dallas, TX

Johnny K. Sutton, Ashcroft Sutton Ratcliffe, Austin, TX

5:30 p.m. Adjourn to Sponsored Reception

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IN DALLAS



IN HOUSTON



FRIDAY MORNING

Presiding Officer:

IN DALLAS: Stephen E. Stein, Thompson & Knight LLP, Dallas, TX

IN HOUSTON: Marc E. Vockell, Dell, Round Rock, TX

7:30 a.m. Conference Room Opens

Includes continental breakfast.

8:30 a.m. 1.00 hr

Managing Outside Counsel

Veteran in-house and outside counsel discuss best practices in managing legal costs: real-life accounts of what has and what hasn't worked.

IN DALLAS

Moderator:

Thomas J. Forestier, Winstead PC, Houston, TX

Panelists:

Felicity A. Fowler, Haynes and Boone, LLP, Dallas, TX

David R. McAtee II, AT&T Services, Inc., Dallas, TX

John D. Torres, Lennox International, Richardson, TX

IN HOUSTON

Moderator:

Felicity A. Fowler, Haynes and Boone, LLP, Houston, TX

Panelists:

Thomas J. Forestier, Winstead PC, Houston, TX

Mark C. Schroeder, CenterPoint Energy, Inc., Houston, TX

Mark D. Wolf, FMC Technologies, Inc., Houston, TX

9:30 a.m. .75 hr including .25 hr ethics

Attorney-Client Privilege

An overview of the attorney-client privilege and common concerns for in-house counsel including privilege issues when dealing with a company's consultants.

IN DALLAS

Moderator:

Christopher V. Popov, Vinson & Elkins LLP, Houston, TX

Panelists:

Susan L. Jeffus, MoneyGram International, Inc., Dallas, TX

Clay B. Scheitzach, Xerox Corporation, Dallas, TX

IN HOUSTON

Moderator:

Christopher V. Popov, Vinson & Elkins LLP, Houston, TX

Panelists:

Alice R. L. Ginsburgh, Kinder Morgan, Houston, TX

Clay B. Scheitzach, Xerox Corporation, Dallas, TX

10:15 a.m. Break

“ This was the best CLE I have ever attended! Seriously good content. Great breadth of topics and engaging speakers. I could complete my CLE requirements in one course with diverse topics. Great program! Definitely will be attending next year. ”

11:30 a.m. 1.00 hr

Expectations of Privacy? Latest Developments in Data Security and Privacy

A review of the latest developments in data security and privacy law, including mobile apps, cloud technology, consumer class actions, and FTC and state compliance and enforcement actions.

Perry C. Robinson, Rackspace Hosting, San Antonio, TX
Nancy Stagg, Foley & Lardner LLP, San Diego, CA

11:30 a.m. .75 hr

Managing Your International Business: What Every General Counsel Should Know

With the growing globalization of business, understanding what's relevant to U.S.-based in-house counsel is very important. An overview and practical tips on common issues encountered by in-house counsel in managing their foreign subsidiaries from within the U.S. including dealing with multiple governing jurisdictions and conflicting legal systems and cultures, and understanding common regulatory hurdles such as foreign investments and licensing agreements.

IN DALLAS

John A. Kolada, Blake, Cassels & Graydon LLP, Chicago, IL

Martin Mengelle, Hewlett-Packard Company, Plano, TX

Michael Stevenson, Blake, Cassels & Graydon LLP, Toronto ON

IN HOUSTON

Mungo Hardwicke-Brown, Blake, Cassels & Graydon LLP, Calgary AB

Brian Thiessen, Blake, Cassels & Graydon LLP, Calgary AB

Joseph R. Turman, BP America Inc., Houston, TX

12:15 p.m. Pick Up Lunch

Included in conference registration.

FRIDAY AFTERNOON

Presiding Officer:

IN DALLAS: Clay B. Scheitzach, Xerox Corporation, Dallas, TX

IN HOUSTON: L. Brad Hancock, Greenberg Traurig, LLP, Houston, TX

LUNCHEON PRESENTATION

12:30 p.m. .75 hr ethics

Public University Systems: Lessons from Recent Headlines

A behind-the-scenes look at major issues facing a large public university system from the perspective of the general counsel's office.

Ray Bonilla, The Texas A&M University System, College Station, TX

1:15 p.m. Break

1:30 p.m. 1.00 hr ethics

What Lawyers Can Learn about Professionalism and Communication from Abraham Lincoln

Practical pointers from Abraham Lincoln's legal career that caused him to be the epitome of the ethical practitioner and the consummate communicator.

Talmage Boston, Winstead PC, Dallas, TX

2:30 p.m. .50 hr

The Seven Deadly Sins of Non-Disclosure Agreements (NDAs)

Almost every deal starts an NDA, so knowing where the traps are, and how the courts have dealt with them, is critical. The real problem is that getting caught in one of the NDA traps can be lethal to a client. Learn the latest drafting techniques for NDAs, get guidance on recent 5th Circuit and Delaware Court opinions, learn how to close (or exploit) the hidden loopholes in NDAs, and more.

D. Hull Youngblood Jr., Of Counsel, The Ford Firm, San Antonio, TX

3:00 p.m. Break

3:15 p.m. .50 hr

Dealing with the Non-Producing Entity (NPE) Plaintiff: In-House and Outside Counsel Experience and Perspectives

Best practices for dealing with patent infringement assertions by NPEs; how to react and how best to mitigate and manage this risk.

IN DALLAS

Moderator:

Barton 'Bart' E. Showalter, Baker Botts L.L.P., Dallas, TX

Panelists:

Brian J. Gaffney, AT&T Services, Inc., Dallas, TX

Mark E. Patrick, Texas Instruments, Dallas, TX

IN HOUSTON

Roger J. Fulghum, Baker Botts L.L.P., Houston, TX

Irene Kosturakis, BMC Software, Inc., Houston, TX

3:45 p.m. 1.00 hr ethics

Risk-Based Anti-Corruption Compliance Programs

Discussion of the latest trends in anti-corruption compliance programs implementing the UK Bribery Act and FCPA guidance, risk-based audits and due diligence, and key elements of an anti-corruption program.

Jay G. Martin, Baker Hughes Incorporated, Houston, TX

Ryan D. McConnell, Morgan, Lewis & Bockius LLP, Houston, TX

4:45 p.m. Adjourn

ABOUT THE COVER

Furtherance: *Excelsior* (detail), 16" x 16", acrylic, is by Terry Klumpp. For more information, visit www.klumppcreative.com

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Includes Course Binder, Thursday and Friday Luncheon Presentations and Thursday Evening Reception

DALLAS: April 11-12, 2013

- Select Course Binder Format:
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- Select Type:
 Standard Registration before Wednesday, April 3 \$565
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HOUSTON: May 2-3, 2013

- Select Course Binder Format:
 Electronic Course Binder on USB Key ONLY
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- Select Type:
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 Standard Registration after Wednesday, April 24 \$615
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972.386.6000**Special Room Rate: \$159**
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(subject to availability)**Parking:** Complimentary Self-parking;
Valet \$12 daily, \$18 overnight**DALLAS****April 11–12, 2013****KEY DATES****April 3, 2013***last day for early registration*
add \$50 for registrations received after this time**April 5, 2013***last day for full refund***April 8, 2013***last day for partial refund*
\$50 processing fee applied**April 11, 2013, 8:30 a.m.***Institute begins***CONFERENCE LOCATION****Four Seasons Hotel**
1300 Lamar Street
Houston, TX 77010
800.734.4114**Special Room Rate: \$225**
good through April 17, 2013
(subject to availability)**Parking:** Valet \$15 daily, \$36 overnight;
Self-parking available in nearby garages**HOUSTON****May 2–3, 2013****KEY DATES****April 24, 2013***last day for early registration*
add \$50 for registrations received after this time**April 26, 2013***last day for full refund***April 29, 2013***last day for partial refund*
\$50 processing fee applied**May 2, 2013, 8:30 a.m.***Institute begins*