

**35<sup>th</sup> Annual Corporate Counsel Institute**  
**April 11-12, 2013 • InterContinental Hotel • Dallas, TX**  
**May 2-3, 2013 • Four Seasons Hotel • Houston, TX**

**Thursday Morning, Apr. 11, 2013**

**Presiding Officers:**

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 am	<p><b>Registration Opens</b></p> <p>Includes continental breakfast.</p>
8:30 am	<p><b>Welcoming Remarks</b></p>
8:45 am 0.50 hr	<p><b>The Seven Habits of Highly Effective Attorneys</b></p> <p>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 <i>Seven Habits</i> framework for personal effectiveness into the legal realm, providing important, practical information.</p> <p>Jane M. McBride, Optimus Legal Management &amp; Consulting - Plano, TX</p>
9:15 am 1.00 hr	<p><b>En Garde! Preparing to Negotiate M&amp;A Transaction Agreements</b></p> <p>Discussion of case law developments and other trends affecting provisions in M&amp;A agreements.</p> <p>Mark E. Mouritsen, Dell - Austin, TX  Paul R. Tobias, Wilson Sonsini Goodrich &amp; Rosati - West Lake Hills, TX</p>
10:15 am	<p><b>Break</b></p>
10:30 am 0.50 hr	<p><b>The Devil Is in the Details—Boilerplate Clauses that Can Get You into Trouble</b></p> <p>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.</p> <p>Gary D. Eisenstat, Figari &amp; Davenport, LLP - Dallas, TX</p>
11:00 am 0.50 hr	<p><b>Nuts and Bolts of Licensing Technology and Intellectual Property</b></p> <p>A look at common structures of licensing intellectual property from software to patents to trademarks.</p> <p>In Dallas:  Steven H. Slater, Slater &amp; Matsil, L.L.P. - Dallas, TX  Stephen E. Stein, Thompson &amp; Knight LLP - Dallas, TX  In Houston:  Stephen E. Stein, Thompson &amp; Knight LLP - Dallas, TX</p>

<p>11:30 am 0.75 hr</p>	<p><b>Social Media (Social Media Gone Wild)</b></p> <p>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.</p> <p>Ryan Matthew Garcia, Dell - Austin, TX</p>
<p>12:15 pm</p>	<p><b>Pick Up Lunch</b></p> <p>Included in conference registration.</p>

## Thursday Afternoon, Apr. 11, 2013

### Presiding Officers:

In Dallas: **Jeffrey J. Walker**, Energy Future Holdings Corp. - Dallas, TX

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

	<p><b>Luncheon Presentation</b></p>
<p>12:30 pm 1.00 hr 0.25 hr ethics</p>	<p><b>In-House Attorneys: A View From the Bench</b></p> <p>Hear the judicial perspective on the role of in-house lawyers in litigation with real-life examples.</p> <p>In Dallas: Moderator: Hon. Dale Wainwright, Bracewell &amp; Giuliani LLP - Austin, TX Panelists: Hon. Ed Kinkeade, U.S. District Court, Northern District of Texas - Dallas, TX Panelists: Hon. Tonya Parker, 116th District Court, Dallas County - Dallas, TX Panelists: Hon. Lee Yeakel, U.S. District Court, Western District of Texas - Austin, TX In Houston: Moderator: Hon. Dale Wainwright, Bracewell &amp; Giuliani LLP - Austin, TX Panelists: Hon. Keith P. Ellison, U.S. District Court, Southern District of Texas - Houston, TX Panelists: Hon. Dan Hinde, 269th District Court, Harris County - Houston, TX Panelists: Hon. Lee Yeakel, U.S. District Court, Western District of Texas - Austin, TX</p>
<p>1:30 pm</p>	<p><b>Break</b></p>

<p>1:45 pm 1.00 hr 0.25 hr ethics</p>	<p><b>Top 10 Labor and Employment Law Developments</b></p> <p>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.</p> <p>In Dallas: Mario A. Barrera, Fulbright &amp; Jaworski L.L.P. - San Antonio, TX William P. Finegan, Fulbright &amp; Jaworski L.L.P. - Dallas, TX In Houston: Mario A. Barrera, Fulbright &amp; Jaworski L.L.P. - San Antonio, TX M. Carter Crow, Fulbright &amp; Jaworski L.L.P. - Houston, TX</p>
<p>2:45 pm 0.75 hr 0.50 hr ethics</p>	<p><b>Internal Investigations: Workplace Investigation of Current Employees</b></p> <p>The legal, ethical and practical implications of conducting workplace investigations of current employees.</p> <p>In Dallas: Jason Boulette, Boulette &amp; Golden L.L.P. - Austin, TX Michael D. Marin, Boulette &amp; Golden L.L.P. - Austin, TX In Houston: Jason Boulette, Boulette &amp; Golden L.L.P. - Austin, TX Michael J. Golden, Boulette &amp; Golden L.L.P. - Austin, TX</p>
<p>3:30 pm</p>	<p><b>Break</b></p>
<p>3:45 pm 0.75 hr</p>	<p><b>Stop the Dominoes From Falling</b></p> <p>Making sure that one affiliate's liabilities don't bring down the whole family.</p> <p>In Dallas: Yolanda Garcia, Weil, Gotshal &amp; Manges LLP - Dallas, TX Michael A. Saslaw, Weil, Gotshal &amp; Manges LLP - Dallas, TX In Houston: Sylvia A. Mayer, Weil, Gotshal &amp; Manges LLP - Houston, TX John B. Strasburger, Weil, Gotshal &amp; Manges LLP - Houston, TX</p>
<p>4:30 pm 1.00 hr</p>	<p><b>When Civil and Criminal Law Collide: Recognizing when to Call a Criminal Lawyer</b></p> <p>Navigating governmental investigations.</p> <p>Paul E. Coggins, Locke Lord LLP - Dallas, TX Matthew D. Orwig, Jones Day - Dallas, TX Johnny K. Sutton, Ashcroft Sutton Ratcliffe - Austin, TX</p>
<p>5:30 pm</p>	<p><b>Adjourn to Sponsored Reception</b></p> <p>Thank you to our Reception Sponsors:</p> <p>In Dallas - Jones Day In Houston - Locke Lord LLP</p>

**Friday Morning, Apr. 12, 2013**

**Presiding Officers:**

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

In Houston: **Marc E. Vockell**, Dell - Round Rock, TX

7:30 am	<b>Conference Room Opens</b>  Includes continental breakfast.
8:30 am 1.00 hr	<b>Managing Outside Counsel</b>  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 Panelists: David R. McAtee II, AT&T Services, Inc. - Dallas, TX Panelists: 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 Panelists: Mark C. Schroeder, CenterPoint Energy, Inc. - Houston, TX Panelists: Mark D. Wolf, FMC Technologies, Inc. - Houston, TX
9:30 am 0.75 hr 0.25 hr ethics	<b>Attorney-Client Privilege</b>  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 Panelists: Clay B. Scheitzach, Xerox Business Services, LLC - Dallas, TX In Houston: Moderator: Christopher V. Popov, Vinson & Elkins LLP - Houston, TX Panelists: Alice R.L. Ginsburgh, Kinder Morgan - Houston, TX Panelists: Clay B. Scheitzach, Xerox Business Services, LLC - Dallas, TX
10:15 am	<b>Break</b>

<p>10:30 am 1.00 hr</p>	<p><b>Expectations of Privacy? Latest Developments in Data Security and Privacy</b></p> <p>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.</p> <p>Perry C. Robinson, Rackspace Hosting - Windcrest, TX Nancy Stagg, Foley &amp; Lardner LLP - San Diego, CA</p>
<p>11:30 am 0.75 hr</p>	<p><b>Managing Your International Business: What Every General Counsel Should Know</b></p> <p>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.</p> <p>In Dallas: John A. Kolada, Blake, Cassels &amp; Graydon LLP - Chicago, IL Martin Mengelle, Hewlett-Packard Company - Plano, TX Michael Stevenson, Blake, Cassels &amp; Graydon LLP - Toronto, ON In Houston: Peter Keohane, Calgary, AB Brian Thiessen, Blake, Cassels &amp; Graydon LLP - Calgary, AB Joseph R. Turman, BP America Inc. - Houston, TX</p>
<p>12:15 pm</p>	<p><b>Pick Up Lunch</b></p> <p>Included in conference registration.</p>

## Friday Afternoon, Apr. 12, 2013

### Presiding Officers:

In Dallas: **Clay B. Scheitzach**, Xerox Business Services, LLC - Dallas, TX

In Houston: **L. Brad Hancock**, Greenberg Traurig, LLP - Houston, TX

	<p><b>Luncheon Presentation</b></p>
<p>12:30 pm 0.75 hr ethics</p>	<p><b>Public University Systems: Lessons from Recent Headlines</b></p> <p>A behind-the-scenes look at major issues facing a large public university system from the perspective of the general counsel's office.</p> <p>Raymond Bonilla Jr., The Texas A&amp;M University System - College Station, TX</p>
<p>1:15 pm</p>	<p><b>Break</b></p>
<p>1:30 pm 1.00 hr ethics</p>	<p><b>What Lawyers Can Learn about Professionalism and Communication from Abraham Lincoln</b></p> <p>Practical pointers from Abraham Lincoln's legal career that caused him to be the epitome of the ethical practitioner and the consummate communicator.</p> <p>Talmage Boston, Winstead PC - Dallas, TX</p>

<p>2:30 pm 0.50 hr</p>	<p><b>The Seven Deadly Sins of Non-Disclosure Agreements (NDAs)</b></p> <p>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.</p> <p>D. Hull Youngblood Jr., Of Counsel, The Ford Firm - San Antonio, TX</p>
<p>3:00 pm</p>	<p><b>Break</b></p>
<p>3:15 pm 0.50 hr</p>	<p><b>Dealing with the Non-Practicing Entity (NPE) Plaintiff: In-House and Outside Counsel Experience and Perspectives</b></p> <p>Best practices for dealing with patent infringement assertions by NPEs; how to react and how best to mitigate and manage this risk.</p> <p>In Dallas: Moderator: Barton 'Bart' E. Showalter, Baker Botts L.L.P. - Dallas, TX Panelists: Brian J. Gaffney, AT&amp;T Services, Inc. - Dallas, TX Panelists: Mark E. Patrick, Texas Instruments - Dallas, TX In Houston: Roger J. Fulghum, Baker Botts - Houston, TX Irene Kosturakis, BMC Software, Inc. - Houston, TX</p>
<p>3:45 pm 1.00 hr ethics</p>	<p><b>Risk-Based Anti-Corruption Compliance Programs</b></p> <p>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.</p> <p>Jay G. Martin, Baker Hughes Incorporated - Houston, TX Ryan D. McConnell, Morgan, Lewis &amp; Bockius LLP - Houston, TX</p>
<p>4:45 pm</p>	<p><b>Adjourn</b></p>