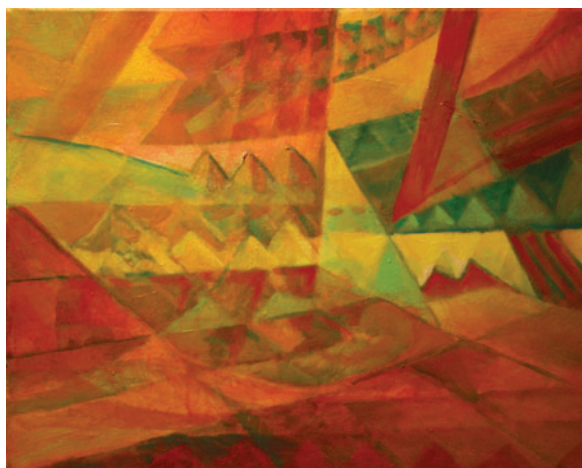


4<sup>th</sup> Annual  
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*Energy, Deal Lawyers, Bankers and Investors*



October 2-3, 2008  
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## THURSDAY MORNING, OCT. 2, 2008

### 8:00 a.m. Registration Opens

Includes continental breakfast.

### 8:50 a.m. Welcoming Remarks

Wilson Chu, Institute Co-Chair, Haynes and Boone, LLP, Dallas, TX

### Presiding Officer:

Lawrence E. Glasgow, Institute Co-Chair,  
Gardere Wynne Sewell LLP, Dallas, TX

### 9:00 a.m. 1.00 hr

### Corporate Deal Makers Roundup

In today's changing deal environment, the role of a corporate development officer (CDO) is rife with challenges. CDOs face enormous pressure to maximize their corporations' strategic advantage in the market while facing a dynamic transaction landscape. Factors such as the weak dollar, the credit crunch, the slowdown in mega private equity activity and a volatile stock market are affecting their bidding strategies. Understanding the competition is crucial as the players are changing. Sovereign Wealth Funds, hedge funds and "emerging tigers" from cross-border activity all continue to be a challenge. In this atmosphere, how does a CDO gain competitive advantage to help drive corporate success? Join leading corporate deal makers as they discuss what they look for, what they avoid, and how they do deals in today's competitive environment.

Moderator: Michael E. Rogers, Ernst & Young, LLP, Dallas, TX

Kate MacDougall, Enterprise Products Partners, Houston, TX

Barbara Papas, Texas Instruments, Dallas, TX  
John Z. Zhang, Corning Inc., Stamford, CT

### 10:00 a.m. 1.00 hr

### Public Company M&A: The Revenge of the Strategics?

No doubt the public company deal-making environment has changed, as the liquidity for large, private-equity driven transactions has significantly slowed in 2008 allowing strategic buyers to again step up to the plate. This panel of experienced public company M&A practitioners will discuss how the changing deal landscape is affecting public company transactions. The panel will cover recent trends in deal terms for public company transactions, and how those deal terms have changed in response to legal and market developments. The panel will also discuss the reemergence of the threatened hostile transaction, how aggressive buyers are utilizing their "muscle" to bring a

reluctant target to the table, and how target's are responding to these "less than friendly" overtures.

Moderator: James R. Griffin, Fulbright & Jaworski, LLP, Dallas, TX

John Finley, Simpson Thacher & Bartlett, New York, NY

Mark A. Morton, Potter, Anderson & Corroon LLP, Wilmington, DE

Eileen T. Nugent, Skadden, Arps, Slate, Meagher & Flom LLP, New York, NY

Richard Steinman, Greenhill & Co., New York, NY

### 11:00 a.m. Break

### 11:15 a.m. 1.00 hr

### Yesterday's Auctions Today: 363 Sales

As the number of business bankruptcies rises, corporate entities are turning to asset sales as a means of avoiding bankruptcy altogether or as a means of navigating through it. Bankruptcy concerns arise when acquiring assets from such a distressed entity, whether it is prior to or during the distressed entity's bankruptcy. This panel will discuss the different risks and deal structures that apply to each of these situations. This panel will also discuss the methods that have been employed to address the bankruptcy concerns that arise during such transactions and timing considerations, including as impacted by recent amendments.

Moderator: Glenn D. West, Weil, Gotshal & Manges LLP, Dallas, TX

Jeffery A. Jones, Barrier Advisors/Highland Capital, Dallas, TX

Leon V. Komkov, Longroad Asset Management, Austin, TX

## THURSDAY AFTERNOON

### Presiding Officer:

Jay H. Krassoff, Chiron Equities, LLC, Houston, TX

### KEYNOTE PRESENTATION

### 12:15 p.m. Buffet Luncheon

### 12:35 p.m. .50 hr

### A Conversation with Jeffery A. Smisek, President of Continental Airlines, about Recent Merger Activity

Jeffery A. Smisek, Continental Airlines, Inc., Houston, TX

Commentator: Kevin Lewis, Vinson & Elkins LLP, Houston, TX

### 1:05 p.m. Break

### 1:25 p.m. .50 hr

### Developments in the Energy Sector

The Chairman, President, and Chief Executive Officer of Anadarko Petroleum Corporation will discuss recent M&A developments and trends in the energy sector.

James T. Hackett, Anadarko Petroleum Corporation, The Woodlands, TX

### 1:55 p.m. 1.00 hr

### Emergence of New Buyers in the Energy Marketplace

Gone are the days when the U.S. energy sector was viewed as too risky, too volatile and too complex for those outside the industry. In recent years private equity and hedge funds have made significant investments throughout the energy sector, and international investors also have been making opportunistic buyers. This panel will discuss how the emergence of these non-traditional buyers has impacted energy M&A, from the perspective of the new investor, of a publicly traded energy company, and of advisors in this space.

Moderator: Cliff W. Vrielink, Vinson & Elkins LLP, Houston, TX

Bruce R. Bilger, Lazard Freres & Co. LLC, Houston, TX

Joseph C. Henry, Weatherford International, Houston, TX

Ryan M. Simmons, ING Investment Management LLC, Atlanta, GA

### 2:55 p.m. Break

### 3:10 p.m. 1.50 hrs

### Lessons from Genesco and Other Post-Credit Crunch Busted Deals: Negotiating MAC Clauses and Non-Reliance Clauses

Since the Tennessee Chancery Court decided the *Genesco* case late last year, M&A practitioners have become even more sensitive to the significant issues raised by two critical clauses that appear in acquisition documents - the "material adverse effect" (MAE) clause and the so-called "non-reliance" clause. The panelists - a former chair and a current vice chair of the ABA's Committee on Negotiated Acquisitions - will address the impact of the *Genesco* case, as well as the impact of other deals that fell apart or were renegotiated in the wake of the credit crunch, on the interpretation and negotiation of these important provisions.

Richard E. Climan, Cooley Godward Kronish LLP, Palo Alto, CA

Leigh Walton, Bass, Berry & Sims PLC, Nashville, TN

1.00 hr

John W. Wesley, Kimberly-Clark Corporation,  
Dallas, TX

*\*See [www.utcle.org](http://www.utcle.org) for additional sponsors*

Topics will include recent cases and regulatory developments regarding investment banker liability and disclosure as well as best practices regarding fairness opinions and investment banking conflicts of interest. The discussion will focus on recent cases reflecting

This panel—consisting of seasoned M&A attorneys from across the U.S.—will stage an interactive “mock” negotiation to illustrate the “give and take” between the parties in an acquisition of a publicly traded or privately held company. Among the potentially controversial provisions to be addressed by the panelists are key representations and warranties, walk rights, deal protections,

Joel I. Greenberg, Kaye Scholer LLP,  
New York, NY

12:15 p.m.	Adjourn
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Exp. Date (mm/yy)

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October 2-3, 2008

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### KEY DATES

#### Registration & Cancellation

September 24, 2008–5 p.m.  
*last day for early registration*

add \$50 for registrations  
received after this time

September 26, 2008–5 p.m.  
*last day for full refund*

September 29, 2008–5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

October 2, 2008–9 a.m.  
*conference begins*

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