

2004 Conference on Security Regulations and Business Law Problems
February 19-20, 2004 • InterContinental Hotel • Dallas, TX
February 19-20, 2004 • • Dallas,

Thursday Morning, Feb. 19, 2004

9:00 am In Dallas Only 1.00 hr	<p>Trends, Trials, and Tribulations in Executive Compensation</p> <p>A discussion of the current status of the stock option as a compensation tool; emerging executive compensation programs and techniques; recent corporate owned life insurance issues associated with executive compensation; reporting and accounting issues wreaking havoc with executive compensation; and federal legislative activity directed at executive compensation.</p> <p>Miriam McEvoy Burke, Vinson & Elkins - Austin, TX Jeffrey M. Kanter, Frederick W. Cook & Co. - New York, NY</p>
10:15 am In Dallas Only 1.50 hrs	<p>Director and Officer Responsibilities Revisited</p> <p>There have been a number of significant recent decisions, particularly from the Delaware courts, that further define the fiduciary duties of directors and officers. The contexts in which these decisions arise include business combinations, management compensation and related party transactions. The panel will consider these decisions and how they affect transaction planning and structuring.</p> <p>Michael M. Boone, Haynes & Boone, LLP - Dallas, TX Byron F. Egan, Jackson Walker, LLP - Dallas, TX Mark A. Morton, Potter Anderson & Corroon, LLP - Wilmington, DE Hon. Myron T. Steele, Supreme Court of Delaware - Dover, DE</p>
11:45 am In Dallas Only 1.00 hr	<p>The New Landscape for Class Actions</p> <p>William S. Lerach, Milberg Weiss Bershad Hynes & Lerach LLP</p>

Thursday Afternoon, Feb. 19, 2004

1:15 pm In Dallas Only 1.50 hrs	<p>Protection of Directors</p> <p>Indemnity, exculpation, insurance and the "Good Faith" problem.</p> <p>Simon M. Lorne, Munger, Tolles & Olson LLP - Los Angeles, CA Mark A. Morton, Potter Anderson & Corroon, LLP - Wilmington, DE Hon. Myron T. Steele, Supreme Court of Delaware - Dover, DE Charles H. Still, Fulbright & Jaworski L.L.P. - Houston, TX</p>
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2:45 pm In Dallas Only 0.50 hr ethics	<p>Effects of New IRS Reportable Transaction Regulations on Professional Responsibilities, Confidentiality Agreements and Other Surprises</p> <p>In March 2003, Treasury continued its attack on abusive tax shelters by issuing final regulations requiring disclosure to the IRS of certain “reportable transactions,” including certain “confidential transactions.” These regulations are very broad and could potentially cover a myriad of commercial transactions. This program will focus on the scope of the new regulations and discuss how these regulations affect clients and their attorneys, the drafting of confidentiality agreements and engagement letters and the attorney-client privilege.</p> <p>William H. Hornberger, Jackson Walker, LLP - Dallas, TX</p>
3:30 pm In Dallas Only 0.50 hr	<p>SEC Enforcement Update</p> <p>The SEC Division of Enforcement tackles recently exposed abuses in the Mutual Fund industry, while continuing vigorous enforcement efforts in the Investment Banking and Corporate Reporting arenas.</p> <p>Spencer C. Barasch, Andrews Kurth LLP - Dallas, TX</p>
4:00 pm In Dallas Only 1.25 hrs	<p>Going Barefoot-Taking Off Those SOX</p> <p>Pluses, pitfalls and possibilities of going private, delisting, and taking other steps to reduce the costs of compliance.</p> <p>Adrienne Randle Bond, Bond & Smyser - Houston, TX Sally A. Schreiber, Munsch Hardt Kopf & Harr, P.C. - Dallas, TX Charles C. Szalkowski, Baker Botts, L.L.P. - Houston, TX</p>

Friday Morning, Feb. 20, 2004

8:30 am In Dallas Only 0.50 hr	<p>Texas Business Law Developments 2003</p> <p>Summary of selected new laws passed in 2003 Texas Legislature relating to business law.</p> <p>Daryl B. Robertson, Jenkins and Gilchrist - Dallas, TX</p>
9:00 am In Dallas Only 1.00 hr 0.50 hr ethics	<p>Internal Investigations</p> <p>A discussion of some of the most difficult and common issues encountered in connection with internal investigations including: what constitutes independence and when is it needed; is it possible to keep the investigation from taking on a life of its own; determination of whether or not a written report is required; coordination with related litigation and SEC investigations; disclosure issues; attorney client issues; the role of internal lawyers and the company’s traditional counsel and cost containment issues.</p> <p>William R. McLucas, Wilmer, Cutler & Pickering - Washington, DC William C. Powers Jr, University of Texas at Austin - Campus Mail, G3400 Thomas A. Roberts, Weil, Gotshal & Manges - New York, NY</p>

10:30 am In Dallas Only 1.00 hr ethics	Responsibilities of Secondary Actors in Securities Transactions Corporate governance failures and the responses to them by Congress, the SEC and the courts are focusing increased scrutiny on the responsibilities and liabilities of peripheral players such as lawyers, accountants and investment bankers. The panel will discuss the current view of Central Bank post Enron, the SEC's "up-the-ladder" reporting requirements for lawyers and changes in ABA and state ethics rules. J. Rowland Cook, Jenkins & Gilchrist, P.C. - Austin, TX Marc I. Steinberg, SMU School Of Law - Dallas, TX Michael W. Tankersley, Bracewell & Giuliani, LLP - Dallas, TX
11:30 am In Dallas Only 1.00 hr 0.25 hr ethics	Whistle-Blower Issues This presentation includes a discussion of anonymous versus identified or signed complaints; response alternatives; cultural considerations such as internal communications, policies, practices and "tone from the top"; how to separate the wheat from the chaff safely; cost containment issues; timing and nature of Board involvement; when is independence required and related ethical issues. Brackett Denniston, General Electric Company D. Gilbert Friedlander, Weil Gotshal & Manges - Dallas, TX Anastasia D. Kelly, MCI - Ashburn, VA Moderator: Thomas A. Roberts, Weil, Gotshal & Manges - New York, NY

Friday Afternoon, Feb. 20, 2004

1:45 pm In Dallas Only 1.00 hr	Raising Money without Registration How people are raising capital in the current business environment without registration. Recent developments in private placements, including private investment in public equity (PIPEs) and integration. Martin P. Dunn, U.S. Securities and Exchange Commission - Washington, DC James R. Peacock III, Centex Corporation - Dallas, TX David Earl Weaver, State Securities Board - Austin, TX
2:45 pm In Dallas Only 0.00 hr ethics	Regulation of Dealers and Investment Advisers under the Texas Securities Act Update on possible rule making related to registration of dealers, agents, investment advisers and investment adviser representatives, with discussion of so-called "finders" and "business brokers." Adrienne Randle Bond, Bond & Smyser - Houston, TX Moderator: Wayne M. Secore, Secore & Waller, LLP - Dallas, TX David Earl Weaver, State Securities Board - Austin, TX
3:15 pm In Dallas Only 0.50 hr	Truth or Dare: The Realities of Negotiated Deal Points in M&A Ever wonder when the other side is just blowing anecdotal smoke on that walk right demand? Answers to that question and others in this presentation which features the speakers' 4th Annual Deal Points Study (aka the BS detector for the M&A Sector). Wilson Chu, Haynes & Boone LLP - Dallas, TX Lawrence E. Glasgow, Gardere Wynne Sewell LLP - Dallas, TX