

# 29<sup>TH</sup> ANNUAL CONFERENCE ON SECURITIES REGULATION AND BUSINESS LAW

*Keynote Luncheon Speakers: John W. White, Director of Division of  
Corporation Finance, SEC, and Roger W. Raber, President and CEO, NACD*

Earn up to 13.00 Hours of Credit Including .50 Hour of Ethics Credit



February 22-23, 2007  
Belo Mansion, Dallas, Texas

*Special \$325 State Employee Registration Fee*  
*Special \$30 Discount for Business Law Section Members*

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## THURSDAY MORNING, FEB. 22, 2007

### Presiding Officer:

Adrienne Randle Bond, Houston, TX

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

Includes continental breakfast.

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

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

#### Public Market Update

PIPEs offerings, reverse mergers, executive compensation and other hot-button topics.

Martin P. Dunn, Washington, DC  
Robert L. Kimball, Dallas, TX  
John W. White, Washington, DC

### 10:00 a.m. .75 hr

#### Private Placements, Finders' Fees, and State Securities Updates

In response to concerns voiced at the SEC Forum on Small Business Capital Formation, there are new regulatory efforts on the state level to deal with unregistered intermediaries involved in private placements. In addition, the SEC's advisory committee on Small Public Companies has made a number of recommendations—some including loosening restrictions on private placements by publicly traded companies. Hear about these and other issues before the federal and state regulatory agencies in this presentation.

Denise Voigt Crawford, Austin, TX  
Martin P. Dunn, Washington, DC  
Carol Bavousett Mattick, Austin and San Antonio, TX

### 10:45 a.m. Break

### 11:00 a.m. .75 hr

#### Understanding and Working with the New Executive Compensation Rules

For the 2007 public company reporting season, an overview of the new SEC rules for proxy statement disclosures on executive compensation, highlighting some of the issues and problems that are developing in the application of the rules to real life.

Daryl B. Robertson, Dallas, TX

### 11:45 a.m. .50 hr

#### Alternative Capital Markets

Strategies for capital-raising outside the U.S., including foreign exchange requirements and compliance with local securities laws.

Bryce D. Linsenmayer, Houston, TX

## THURSDAY AFTERNOON

### Presiding Officer:

Charles Szalkowski, Houston, TX

### LUNCHEON PRESENTATION

### 12:15 p.m. Pick Up Box Lunch

Included in conference registration fee.

### 12:30 p.m. .75 hr

#### Corporate Finance Developments

This session will focus on the SEC's new compensation disclosure rules for executive and director compensation, related-party transactions, director independence and other corporate governance matters.

John W. White, Director of Division of Corporation Finance, SEC, Washington, DC

### 1:30 p.m. 1.00 hr

#### I Have Good News and Bad News . . .

Dealing with the SEC, analysts, press, and investors when disclosing disparate types of material information.

Moderator and Overview:  
Greg R. Samuel, Dallas, TX  
James Brashear, Southlake, TX  
Mark Mouritsen, Austin, TX

### 2:30 p.m. 1.25 hr

#### The Expanded Role of Government—Civil and Criminal—in Securities and Corporate Law

This panel will explore the causes and effects of the increased role of criminal law enforcement in regulating corporate actions and disclosures, current tactics in government investigations and prosecutions, including the status of the corporate attorney-client privilege, the Klein decision reining in the Thompson memo, and statements by the SEC and DOJ.

Moderator:  
Susan Hackett, Washington DC  
Kenneth M. Breen, New York, NY  
Peggy A. Heeg, Houston, TX  
John R. Morgan, Austin, TX

Commentators:  
Katherine S. Addleman, Fort Worth, TX  
Richard Roper, Dallas, TX

### 3:45 p.m. Break

### 4:00 p.m. 1.25 hr

#### So Much to Comply With, So Little Time

A discussion of current trends and issues in the area of corporate compliance from the perspective of outside counsel and the corporation's chief compliance officer. Discussion includes risk management framework proposals from COSO, corporate ethics programs, the continuing vitality of the U.S. Sentencing Guidelines for Organizations, and making the case for the value of a distinct compliance function. Session includes sample forms and checklists.

Michael M. Boone, Dallas, TX  
David A. DeMuro, New York, NY  
Michael W. Tankersley, Dallas, TX

### 5:15 p.m. Adjourn

## FRIDAY MORNING, FEB. 23, 2007

### Presiding Officer: Byron F. Egan, Dallas, TX

### 8:30 a.m. 1.50 hr

#### Director Fiduciary Duties under Delaware and Texas Law (Part I)

The panel will discuss recent decisions of courts in Delaware and Texas concerning the fiduciary duties of directors, particularly in the context of executive compensation and business combinations, and how to structure transactions in light of these decisions.

Byron F. Egan, Dallas, TX  
Mark A. Morton, Wilmington, DE  
Hon. Myron T. Steele, Dover, DE  
Charles Henry Still, Houston, TX

### 10:00 a.m. Break

### 10:15 a.m. 1.50 hr

#### Director Fiduciary Duties under Delaware and Texas Law (Part II)

After the break, the panel continues discussing recent decisions of courts in Delaware and Texas concerning the fiduciary duties of directors, particularly in the context of executive compensation and business combinations, and how to structure transactions in light of these decisions.

Byron F. Egan, Dallas, TX  
Mark A. Morton, Wilmington, DE  
Hon. Myron T. Steele, Dover, DE  
Charles Henry Still, Houston, TX

## FRIDAY AFTERNOON

### Presiding Officer:

J. Rowland Cook, Austin, TX

### LUNCHEON PRESENTATION

11:45 a.m. Pick Up Box Lunch

Included in conference registration fee.

12:00 p.m. .75 hr

### A Demanding Partnership—What Directors Expect from Corporate Counsel

Roger W. Raber, President and CEO,  
NACD, Washington, DC

1:00 p.m. .75 hr including .25 hr ethics

### Changing Relationships Affecting Accounting Firms and Corporate Lawyers

In a post-Sarbanes-Oxley world there have been changes in the role of the auditor and the relationship between the accountants and the lawyers for companies. Trends in accounting and auditing make further changes likely. The topics to be explored include issues under the "Treaty" governing lawyer responses to auditor requests for information; the tension between information sought by auditors in connection with the audit; the public policy needs for preservation of attorney-client privilege protections; problematic provisions of auditor engagement letters; and opinions lawyers are being asked to give to the auditor.

Stanley Keller, Boston, MA

1:45 p.m. .50 hr

### Plaintiffs' View: Attorneys and Advisors as Targets

The post-Enron view: the options backdating scandal and the rising tide of liability for corporate advisors.

Darren J. Robbins, San Diego, CA

2:15 p.m. .75 hr including .25 hr ethics

### Stock Option Grant Problems—The New Frontier of Government Enforcement and Prosecution

In the last year, corporate option practices have become the subject of intense media scrutiny and a widening net of government investigations, litigation and prosecutions. The Securities and Exchange Commission and the federal prosecutors have issued information requests and subpoena to an increasing number of public companies, and a number of state attorney generals have expressed their intent to become involved. For their part, a number of companies, either on their own, or with government prompting, have conducted internal investigations and have publicly acknowledged problems. Several companies have restated earnings or announced their intent to do so and have terminated senior executives. The problems continue for companies and their officers, directors, and advisers.

Harold F. Degenhardt, Dallas, TX

3:00 p.m. Adjourn

## REGISTRATION FOR SR07

### Mail this registration form to:

The University of Texas School of Law, Attn. SR07

P.O. Box 7759, Austin, TX 78713-7759 or fax a copy to: (512) 475-6876

PLEASE PRINT CLEARLY

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Assistant's Email (optional) \_\_\_\_\_

Invoices, confirmations and receipts are emailed to these addresses.

### REGISTRATION (Includes Course Binder, Thursday and Friday Box Luncheon Presentations)

For the special SEC rate or group registration, please call UTCLE at 512-475-6700.

- ☐ Early Registration Fee due by Wed. February 14, 2007 ..... \$495.00
- ☐ Registration Fee after Wed. February 14, 2007 ..... \$545.00
- ☐ State Employee Rate (\$375 after February 14, 2007) ..... \$325.00

### STATE BAR OF TEXAS BUSINESS LAW SECTION MEMBERS

- ☐ Special \$30 discount for Business Law Section members ..... -\$30.00
- ☐ I would like to join the Business Law Section and receive the member discount (please check both boxes) ..... \$30.00

REGISTRATION TOTAL \$ \_\_\_\_\_

### CONFERENCE PUBLICATIONS AND MEDIA

Allow 2-4 weeks from conference date for delivery.

- ☐ Course Binder WITHOUT Conference Registration ..... \$200.00
- ☐ Audio CD Set ..... \$175.00
- ☐ eBinder on CD (PDF format) ..... \$200.00/\$50.00  
((\$200 purchased alone, \$50 with registration or purchase of Course Binder or Audio CD Set)

### IN-HOUSE CLE: Bring the conference in-house and learn at your convenience.

Allow 2-4 weeks from conference date for delivery.

- ☐ In-House CLE for 2—Includes Audio CD Set and 2 Course Binders ..... \$750.00
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- ☐ Check (make checks payable to: The University of Texas at Austin)
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# DALLAS

February 22-23, 2007

## CONFERENCE LOCATION



### Belo Mansion

2101 Ross Avenue  
Dallas, TX 75201

### Parking: \$8

(self-parking lots also available  
in close proximity)

### Nearby accommodations include:

Fairmont Hotel

1717 N. Akard St., Dallas, TX 75201  
214-720-5290

### SPECIAL RATE \$149

(subject to availability)  
good through Jan. 22, 2007

### Parking: \$19 valet only

Several self-parking lots are  
available in the surrounding  
downtown area.

## KEY DATES

### Registration & Cancellation

February 14, 2007-5 p.m.

*last day for early registration*  
add \$50 for registrations  
received after this time

February 16, 2007-5 p.m.

*last day for full refund*

February 19, 2007-5 p.m.

*last day for partial refunds*  
\$50 processing fee applied

February 22, 2007-9 a.m.

*Conference begins*

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Director of Division of Corporation Finance  
U.S. Securities and Exchange Commission  
Washington, DC

## ABOUT THE COVER



"Transition," acrylic,  
60" x 48", is by Wanda  
Lou Raymond. For more  
information, email her at  
raymond3507@earthlink.  
net

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