

30<sup>TH</sup> ANNUAL CONFERENCE ON  
**SECURITIES REGULATION  
AND BUSINESS LAW**

Earn up to 12.25 Hours of Credit Including 2.00 Hours of Ethics Credit



February 7-8, 2008

Belo Mansion • Dallas, Texas

*Special \$325 State Employee Registration Fee*

*Special \$30 Discount for Business Law Section Members*

COSPONSORED BY THE FORT WORTH DISTRICT OFFICE OF THE U.S. SECURITIES AND  
EXCHANGE COMMISSION, THE TEXAS STATE SECURITIES BOARD, AND  
THE BUSINESS LAW SECTION OF THE STATE BAR OF TEXAS

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## THURSDAY MORNING, FEBRUARY 7, 2008

### Presiding Officer:

Charles Szalkowski, Houston, TX

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

Includes continental breakfast.

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

### 9:00 a.m. 1.50 hrs

#### Private Offerings: New Rules, New Regs, New Life

What it means for private offerings and, how does Rule 507 affect accredited investors? New Regulation D.

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

### 10:30 a.m. Break

### 10:45 a.m. 1.25 hrs

#### Enforcement Efforts: SEC and State Targets

A discussion of recent developments and emerging trends in securities enforcement, including current federal and state civil and criminal enforcement efforts, expanding "gatekeeper" liability, insider trading by professionals, the state of privilege, waiver and cooperation, and more.

Moderator: Rose L. Romero, Fort Worth, TX  
William B. Mateja, Dallas, TX  
Walter G. Ricciardi, Boston, MA  
Richard B. Roper III, Dallas, TX  
Joseph J. Rotunda, Austin, TX

### 12:00 p.m. .50 hr including .25 hr ethics

#### Developments in Legal Opinions

A discussion of legal opinion issues being considered at seminars sponsored by the national Working Group on Legal Opinions, including the responsibilities of recipient counsel, assignability of opinions, factual opinions and the proposed Customary Practice Statement.

David Keyes, Houston, TX

## THURSDAY AFTERNOON

### Presiding Officer:

Harold F. Degenhardt, Dallas, TX

### LUNCHEON PRESENTATION

### 12:30 p.m. Pick up Box Lunch

Included in conference registration fee.

### 12:45 p.m. .50 hr

#### Recent Developments and Emerging Trends in Securities Enforcement

Walter G. Ricciardi, District Administrator, U.S. Securities and Exchange Commission, Boston, MA

### 1:15 p.m. Break

### 1:40 p.m. .75 hr

#### Internal Controls and 404 Guidance: Operational Issues and Board Perspectives

This session provides an outline and explanation of key internal controls and 404 issues from an "inside the company" operational perspective with commentary from board and in-house counsel perspectives.

Curtis Huff, Houston, TX  
Dan Ramey, Houston, TX

### 2:25 p.m. 1.25 hrs including .25 hr ethics

#### Key Developments in Securities Litigation

This panel will address recent securities litigation developments from both the federal and Texas state courts, with primary focus on recent Supreme Court and Fifth Circuit decisions.

Moderator: Marc I. Steinberg, Dallas, TX  
James R. Doty, Washington, DC  
Koji Fukumura, San Diego, CA  
Darren J. Robbins, San Diego, CA

### 3:40 p.m. Break

### 3:55 p.m. .33 hr

#### Upcoming Issues for Proxy Season

Shareholder Access to company proxy statements for director nominations—what did the SEC decide? Why did the SEC propose two alternatives? Why did Chairman Cox vote for both alternatives? Why are some proponents of shareholder access against both proposals?

Kevin Paul Lewis, Houston, TX

### 4:15 p.m. .75 hr

#### Executive Compensation Proxy Statement Disclosures

Panel members, both outside and in-house attorneys, will discuss latest SEC rule changes and guidance on proxy statement disclosures for executive compensation and related matters, as well as the focus of SEC staff review comments during 2007. This is a "can't miss" topic for those representing public companies in the heart of annual meeting preparations.

Paul M. Jolas, Dallas, TX  
W. Alan Kailer, Dallas, TX  
Daryl B. Robertson, Dallas, TX

### 5:00 p.m. .50 hr

#### PIPES

Recent developments and the impact on PIPES of regulatory initiatives on general solicitation and integration.

Adrienne Randle Bond, Houston, TX

### 5:30 p.m. Adjourn

## FRIDAY MORNING, FEBRUARY 8, 2008

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

### 9:00 a.m. 1.50 hrs

#### Fiduciary Update (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

### 10:30 a.m. Break

### 10:45 a.m. 1.50 hrs including .25 hr ethics

#### Fiduciary Update (Part II)

A continuation of the panel discussion, plus ethical considerations in light of the courts' decisions.

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

## FRIDAY AFTERNOON

### Presiding Officer:

**Carol Bavousett Mattick, Austin and San Antonio, TX**

**12:15 p.m.**

### Networking Box Lunch

Included in registration fee.

**1:15 p.m.**

**1.00 hr ethics**

### Privilege, Confidentiality, and Work Product Issues for Business and Securities Lawyers

An outline and discussion of key issues faced by business and securities lawyers relating to privilege, confidentiality and work product.

Orrin L. Harrison III, Dallas, TX  
Mary O'Connor, Dallas, TX

**2:15 p.m.**

**1.50 hrs including .25 hr ethics**

### Organizing and Advising Special Committees

Representing special committees of board directors is a growing practice for corporate lawyers. Interested party transactions, internal investigations of corporate wrongdoing, and the initiation or threat of stockholder derivative litigation can each trigger the use of special committees of independent directors. The legal considerations in how these committees should be established and operated so they can later stand any judicial scrutiny will be examined by this panel.

Michael M. Boone, Dallas, TX  
Mark Hurd, Wilmington, DE  
Andrew M. Johnston, Wilmington, DE

**3:45 p.m.**

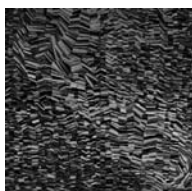
**Adjourn**

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## REGISTRATION FOR SR08

### Mail this registration form to:

The University of Texas School of Law, Attn. SR08  
P.O. Box 7759, Austin, TX 78713-7759 **or fax a copy to: (512) 475-6876**  
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### REGISTRATION

*Includes Course Binder, Thursday and Friday Box Lunch Presentations*

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

- ☐ Early Registration Fee due by Wed. January 30, 2008..... \$495.00  
☐ Registration Fee after Wed. January 30, 2008 ..... \$545.00  
☐ State Employee Rate (\$375 after January 30, 2008)..... \$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

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### CONFERENCE PUBLICATIONS AND MEDIA

*Allow 2-4 weeks from conference date for delivery.*

- ☐ Course Binder WITHOUT Conference Registration ..... \$200.00  
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# DALLAS

February 7-8, 2008

## CONFERENCE LOCATION



### Belo Mansion

2101 Ross Avenue  
Dallas, TX 75201  
214-220-0239

Self parking: \$5 (before 9 a.m.)  
\$8 (after 9 a.m.)

### Nearby accommodations:

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

### SPECIAL ROOM RATE \$189

good through Jan. 7, 2008  
(subject to availability)

Parking: \$20 valet only  
Several self-parking lots are  
available in the surrounding  
downtown area.

## KEY DATES

### Registration & Cancellation

January 30, 2008–5 p.m.  
*last day for early registration*  
add \$50 for registrations  
received after this time

February 1, 2008–5 p.m.  
*last day for full refund*

February 4, 2008–5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

February 7, 2008–9 a.m.  
*Conference begins*

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