

30th Annual Conference on Securities Regulation and Business Law

February 7-8, 2008 • Belo Mansion • Dallas, TX

Thursday Morning, Feb. 7, 2008

Presiding Officer:

Charles Szalkowski, Baker Botts, L.L.P. - Houston, TX

8:00 am	Registration Opens Includes continental breakfast
8:50 am	Welcoming Remarks
9:00 am 1.50 hrs	Private Offerings: New Rules, New Regs, New Life What it means for private offerings, how does Rule 507 affect accredited investors? New Regulation D. Denise Voigt Crawford, Texas State Securities Board - Austin, TX Martin P. Dunn, O'Melveny & Myers LLP - Washington, DC Moderator: Carol Bavousett Mattick, Carol Bavousett Mattick, PC - San Antonio, TX
10:30 am	Break
10:45 am 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 Linda Romero, U.S. Securities and Exchange Commission - Fort Worth, TX Stephen J. Korotash, U.S. Securities and Exchange Commission - Fort Worth, TX William B. Mateja, Fish & Richardson - Dallas, TX Joseph J. Rotunda, Texas State Securities Board - Austin, TX

Thursday Afternoon, Feb. 7, 2008

Presiding Officer:

Harold F. Degenhardt, Fulbright & Jaworski, L.L.P. - Dallas, TX

12:00 pm 0.50 hr 0.25 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, Winstead PC - Houston, TX
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12:30 pm	Pick up Box Lunch Included in registration fee.
12:45 pm 0.50 hr	Luncheon Presentation Recent Developments and Emerging Trends in Securities Enforcement Walter G. Ricciardi, U.S. Securities and Exchange Commission - Washington, DC
1:15 pm	Break
1:40 pm 0.75 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, Intervale Capital LLC - Houston, TX Dan Ramey, PKF Texas - Houston, TX
2:25 pm 1.25 hrs 0.25 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. James R. Doty, Baker Botts L.L.P. - Washington, DC Koji Fukumura, Cooley Godward Kronish LLP - San Diego, CA Darren J. Robbins, Lerach Coughlin - San Diego, CA Moderator: Marc I. Steinberg, SMU Dedman School of Law - Dallas, TX
3:40 pm	Break
3:55 pm 0.33 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, Vinson & Elkins LLP - Houston, TX
4:15 pm 1.75 hrs	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, Trinity Industries, Inc. - Dallas, TX W. Alan Kailer, Hunton & Williams LLP - Dallas, TX Daryl B. Robertson, Hunton & Williams LLP - Dallas, TX

5:00 pm 0.50 hr	PIPES Recent developments and the impact on PIPES of regulatory initiatives on general solicitation and integration. Adrienne Randle Bond, Bond & Smyser LLP - Houston, TX
5:30 pm	Adjourn

Friday Morning, Feb. 8, 2008

Presiding Officer:

Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX

9:00 am 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, Jackson Walker L.L.P. - Dallas, TX Mark A. Morton, Potter Anderson & Corroon LLP - Wilmington, DE Hon. Myron T. Steele, Supreme Court of Delaware - Wilmington, DE Charles Henry (Hank) Still, Kelly Hart & Hallman LLP - Houston, TX
10:30 am	Break
10:45 am 1.50 hrs 0.25 hr ethics	Fiduciary Update (Part II) A continuation of the panel discussion, plus ethical considerations in light of the courts' decisions. Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX Mark A. Morton, Potter Anderson & Corroon LLP - Wilmington, DE Hon. Myron T. Steele, Supreme Court of Delaware - Wilmington, DE Charles Henry (Hank) Still, Kelly Hart & Hallman LLP - Houston, TX

Friday Afternoon, Feb. 8, 2008

Presiding Officer:

Carol Bavousett Mattick, Carol Bavousett Mattick, PC - San Antonio, TX

12:15 pm	Networking Lunch Box Lunch included in registration.
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1:15 pm 1.00 hr ethics	<p>Privilege, Confidentiality, and Work Product Issues for Business and Securities Lawyers</p> <p>An outline and discussion of key issues faced by business and securities lawyers relating to privilege, confidentiality and work product.</p> <p>Orrin L. Harrison III, Akin Gump Strauss Hauer & Feld LLP - Dallas, TX Mary O'Conner, Akin Gump Strauss Hauer & Feld LLP - Dallas, TX</p>
2:15 pm 1.50 hrs 0.25 hr ethics	<p>Organizing and Advising Special Committees</p> <p>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.</p> <p>Michael M. Boone, Haynes and Boone, LLP - Dallas, TX Mark Hurd, Morris, Nichols, Arsht & Tunnell LLP - Wilmington, DE Andrew M. Johnston, Morris, Nichols, Arsht & Tunnell LLP - Wilmington, DE</p>
3:45 pm	<p>Adjourn</p>