

**35<sup>th</sup> Annual Securities Regulation and Business Law  
February 7-8, 2013 • Four Seasons Hotel • Austin, TX**

**Thursday Morning, Feb. 7, 2013**

**Presiding Officer:**

**Denise Voigt Crawford**, Attorney at Law - Austin, TX

7:30 am	<b>Registration Opens</b>  Includes continental breakfast.  <b>*NOTE The first session now begins at 8:30 a.m. All session start times on Thursday have been adjusted. Please review the online schedule for the most up-to-date start times.</b>
8:20 am 0.00 hr ethics	<b>Additional Materials</b>
8:25 am	<b>Welcoming Remarks</b>
8:30 am 1.00 hr	<b>Torque Up Your "Private Placements" with Ads and General Solicitation: The Effects of the JOBS Act on Private Funds and Offerings</b>  A discussion of Title II of the JOBS Act and the effects of recent SEC rule-making on private funds and private offerings. Learn ways that issuers and their attorneys can help to verify that investors are truly accredited investors.  Moderator: John Morgan, Texas State Securities Board - Austin, TX Panelists: J. Rowland Cook, Winstead PC - Austin, TX Panelists: Lona Nallengara, U.S. Securities and Exchange Commission - Washington, DC Panelists: Taylor H. Wilson, Haynes and Boone, LLP - Dallas, TX
9:30 am 1.00 hr	<b>Public Offerings By Emerging Growth Companies After the JOBS Act</b>  How the JOBS Act changed the legal framework for public offerings by emerging growth companies and the effect those changes have had on the disclosure and marketing of those offerings.  Moderator: Martin P. Dunn, O'Melveny & Myers LLP - Washington, DC Panelists: Ryan Richard Cox, Haynes and Boone, LLP - Dallas, TX Panelists: Tim Golomb, NASDAQ Stock Market - Chicago, IL Panelists: Matthew Ryan Pacey, Vinson & Elkins LLP - Houston, TX
10:30 am	<b>Break</b>

10:40 am  
0.75 hr

**Crowdfunding (Are We Good to Go?)**

In-depth discussion of Crowdfunding, proposed rules and implications.

Moderator:

Benette L. Zivley, Munsch Hardt Kopf & Harr, P.C. - Austin, TX

Panelists:

Lona Nallengara, U.S. Securities and Exchange Commission - Washington, DC

Panelists:

Thomas M. Selman, FINRA - Washington, DC

Panelists:

Shawn McLean Shillington, Baker Botts L.L.P. - Austin, TX

11:25 am  
0.50 hr ethics

**Ethics for Security Lawyers: Representing Multiple Parties**

A review of developments related to conflicts of interest when simultaneously representing "joint" or "multiple clients" in corporate and securities transactions.

Amon Burton, Law Office of Amon Burton - Austin, TX

11:55 am

**Lunch on Your Own**

**\*NOTE The Lunch on Your Own break is now 1 hour.** Please plan accordingly to be back for the next session beginning at 12:55 p.m.

**Thursday Afternoon, Feb. 7, 2013**

**Presiding Officer:**

**J. Rowland Cook**, Winstead PC - Austin, TX

12:55 pm  
1.00 hr

**Enforcement: Federal and State Initiatives**

Discussion of recent civil and criminal enforcement actions initiated by offices of the U.S. Securities and Exchange Commission, U.S. Department of Justice and Texas State Securities Board, and the collaboration between various enforcement agencies.

Moderator:

David L. Peavler, U.S. Securities And Exchange Commission - Fort Worth, TX

Panelists:

Alan M. Buie, United States Attorney's Office - Austin, TX

Panelists:

Stephen L. Cohen, U.S. Securities and Exchange Commission - Washington, DC

Panelists:

Joseph J. Rotunda, Texas State Securities Board - Austin, TX

<p>1:55 pm 1.00 hr ethics</p>	<p><b>A Game of "Gotcha"? Emerging Standards Concerning Preservation (and Spoliation) of Electronically Stored Information</b></p> <p>Drafting and distributing a litigation hold notice to company employees is relatively easy, but the follow up is where both outside and in-house counsel can easily run into trouble if they are not careful and diligent, especially with respect to emails and other electronically stored information (ESI). Hear about the latest legal developments and emerging best practices for preservation of ESI.</p> <p>Moderator: Roger B. Greenberg, Schwartz, Junell, Greenberg &amp; Oathout, LLP - Houston, TX</p> <p>Panelists: Robert M. Craig III, Charles River Associates - The Woodlands, TX</p> <p>Panelists: Zachariah Wolfe, Schwartz, Junell, Greenberg &amp; Oathout, LLP - Houston, TX</p>
<p>2:55 pm</p>	<p><b>Break</b></p>
<p>3:05 pm 0.75 hr</p>	<p><b>Innovative Sources of Capital for Energy and Mining Companies: Canadian Capital Pool Companies</b></p> <p>If you have clients trying to raise more than \$25 million in equity capital and are dismayed by the cost of capital from private equity funds, a public offering outside the typical Wall Street underwritten offering is a potential solution. Because the recent uptick in economic activity in Texas has been fueled by the energy sector, the session focuses on energy and mining companies and the Canadian capital markets. Hear about the Toronto Stock Exchange's innovative program for "capital pool companies" from a U.S.-based investment group experienced with them and a Canadian underwriter.</p> <p>Moderator: Carol Bavousett Mattick, Attorney at Law - San Antonio, TX</p> <p>Panelists: Darrin Hopkins, Macquarie Private Wealth Inc. - Calgary, AB</p> <p>Panelists: Chester J. Jachimiec, Cross-Border Growth Partners, LLC - Houston, TX</p> <p>Panelists: Cameron Rees, Macquarie Private Wealth Inc. - Calgary, AB</p>
<p>3:50 pm 0.75 hr</p>	<p><b>Broader Growth Strategies for Energy Companies</b></p> <p>Information about capital pool companies in the context of an overall growth strategy for an energy company, first through the Canadian capital markets for larger, more seasoned companies and then through the U.S. capital markets. This panel of experts discuss their experiences with the TSX, the U.S. OTC markets and other major U.S. market makers.</p> <p>Moderator: Carol Bavousett Mattick, Attorney at Law - San Antonio, TX</p> <p>Panelists: Leonard J. Amoruso, Knight Capital Group, Inc. - Jersey City, NJ</p> <p>Panelists: William Van Horne, Blake, Cassels &amp; Graydon LLP - Calgary, AB</p> <p>Panelists: Daniel Zinn, OTC Markets Group Inc. - New York, NY</p>
<p>4:35 pm</p>	<p><b>Adjourn to Sponsored Reception</b></p> <p>Continue learning and make valuable contacts at the Thursday reception sponsored by Blake, Cassels &amp; Graydon LLP, Knight Capital Group, Inc., Macquarie Private Wealth Inc., and OTC Markets Group Inc.</p> <p><i>Note: The Texas State Securities Board and the U.S. Securities and Exchange Commission are not sponsoring the reception and their participation in the reception is not intended as an endorsement of the reception or the sponsors.</i></p>

## Friday Morning, Feb. 8, 2013

### Presiding Officer:

**Benette L. Zivley**, Munsch Hardt Kopf & Harr, P.C. - Austin, TX

8:00 am	<b>Conference Room Opens</b>  Includes continental breakfast.
8:30 am 1.50 hrs 0.25 hr ethics	<b>How Recent Fiduciary Duty Cases Affect Advice to Directors and Officers of Delaware and Texas Corporations</b>  Boards of Directors continue to face difficult decisions and seek guidance from counsel as they respond to the challenges of both an economy that is in a slow recovery, and new legislative and regulatory initiatives. The panel discusses the fiduciary issues that Directors and Officers have in the current M&A market and considers the lessons to be learned from recent decisions of courts in Delaware and Texas concerning the deference afforded Boards to run a sale process, the competing interests of holders of common and preferred stock and debt, the duties of controlling stockholders in a sale process and how to avoid conduct that is oppressive to minority shareholders. The panel addresses fiduciary tensions in the executive compensation process when the company faces insolvency, as well as Director oversight duties. The discussion also encompasses fiduciary duties in the context of partnerships and limited liability companies, plus ethical considerations in light of the Courts' decisions.  Moderator: Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX Panelists: Mark A. Morton, Potter Anderson & Corroon LLP - Wilmington, DE Panelists: Hon. Myron T. Steele, Supreme Court of Delaware - Dover, DE
10:00 am	<b>Break</b>
10:15 am 1.00 hr 0.25 hr ethics	<b>How Recent Fiduciary Duty Cases Affect Advice to Directors and Officers of Delaware and Texas Corporations, continued</b>  Moderator: Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX Panelists: Mark A. Morton, Potter Anderson & Corroon LLP - Wilmington, DE Panelists: Hon. Myron T. Steele, Supreme Court of Delaware - Dover, DE
11:15 am 0.75 hr	<b>Shareholder Oppression</b>  Coverage of the myriad issues that arise when minority stockholders in closely held corporations file claims against controlling persons alleging mistreatment.  Moderator: Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX Panelists: Paul R. Genender, K&L Gates LLP - Dallas, TX Panelists: Douglas K. Moll, University of Houston Law Center - Bellaire, TX Panelists: Hon. Myron T. Steele, Supreme Court of Delaware - Dover, DE

12:00 pm

**Pick Up Lunch**

Included in conference registration.

**Friday Afternoon, Feb. 8, 2013**

**Presiding Officer:**

**Jordan J. Herman**, Baker Botts L.L.P. - Austin, TX

**Luncheon Presentation**

12:20 pm  
0.50 hr

**Commissioner Troy A. Paredes**  
**U.S. Securities and Exchange Commission**

Commission Troy A. Paredes, U.S. Securities and Exchange Commission - Washington, DC

12:50 pm

**Break**

1:00 pm  
0.75 hr

**Global Audit**

Auditing is now global and the regulatory framework that oversees the integrity of auditing is transforming—the better to protect investors.

James R. Doty, Public Company Accounting Oversight Board - Washington, DC

1:45 pm

**Break**

2:00 pm  
1.00 hr

**Confidentiality Agreements and Standstill Agreements**

A review of recent case law impacting confidentiality agreements and standstill agreements with practical guidance on the drafting and negotiation of these agreements.

Moderator:

Stephen Mark Gill, Vinson & Elkins - Houston, TX

Patricia O. Vella, Morris, Nichols, Arsht & Tunnell LLP - Wilmington, DE

3:00 pm  
1.00 hr

**Cyber Security for the Securities Lawyer**

The SEC is becoming increasingly interested in cyber security risk. A look at corporate governance risk management and public company reporting compliance obligations.

Panelists:

Stephanie Louise Chandler, Jackson Walker L.L.P. - San Antonio, TX

Panelists:

Steve Jacobs, Jackson Walker L.L.P. - San Antonio, TX

Panelists:

Christopher J. Volkmer, Volkmer Law Firm LLC - Dallas, TX

4:00 pm

**Adjourn**