

SAMFORD UNIVERSITY CUMBERLAND SCHOOL of LAW

Southeastern Business Law Institute 2011

Co-sponsored with the Business Law & Corporate Counsel Section of the Alabama State Bar and the Business Law Section of the Birmingham Bar Association

> Thursday and Friday October 27 & 28, 2011 Wynfrey Hotel Birmingham, Alabama

9 CLE hours, including 1 hour of ethics

Southeastern Business Law Institute 2011

October 27-28, 2011 - Wynfrey Hotel

This is your opportunity to learn from well-known legal experts about important business and corporate law issues relevant to company counsel and their advisors.

Program Chairperson - Henry H. Hutchinson Capell & Howard, P.C.

Thursday, October 27

- 8:00 Check-in and Continental Breakfast
- 8:30 Welcome and Announcements Henry H. Hutchinson
- 8:45 Significant Judicial Decisions Affecting Businesses, Including:
 - Personal Jurisdiction
 - Class Certification
 - Arbitration
 - Securities Fraud
 - Intellectual Property
 - Pharmaceutical Litigation

Kevin C. Newson Bradley Arant Boult Cummings LLP Birmingham, AL

- 9:45 Networking Break
- 10:00 Delaware Business Law Update

Gregory P. Williams Richards, Layton & Finger Wilmington, DE

11:00 Understanding and Allocating Environmental Liabilities in the Transactional Context

> Pamela K. Elkow Robinson & Cole Stamford, CT

Lawrence P. Schnapf Schnapf Law Office New York, NY

12:00 Lunch hosted by: Burr & Forman LLP Sirote & Permutt, PC Wallace, Jordan, Ratliff & Brandt, L.L.C.

1:15 Deal Trends

Edouard W. Metrailler Goldman, Sachs & Co. New York, NY

Brian P. McDonald Houlihan Lokey New York, NY

Stephen M. Kotran Sullivan & Cromwell New York, NY

- 2:15 Networking Break
- 2:30 Hot Topics in Cross-Border Enforcement: The FCPA, the Anti-Bribery Act and More

Richard Craig Smith Fulbright & Jaworski Washington, D.C.

3:30 CEO Roundtable--Impact of Current Economic Conditions and Recent Federal Regulation on Our Businesses

> Moderator - Christopher B. Harmon Maynard, Cooper & Gale, P.C. Birmingham, AL

Jay Grinney

President & CEO, HealthSouth Corporation Birmimgham, AL

O. B. Grayson Hall, Jr. CEO, Regions Financial Corporation Birmingham, AL

Fred McCallum, Jr. President, AT&T Alabama Birmingham, AL

4:30 Adjourn to Reception

You are invited to a Cocktail Reception Hosted by:

Balch & Bingham LLP Bradley Arant Boult Cummings LLP Capell & Howard, P.C. Maynard, Cooper & Gale, P.C.

Friday, October 28

ethics

hour

8:00 Continental Breakfast

CLE

hours

8:30 The Union's New Role in Business Decision Making, Courtesy of the NLRB

Harold P. Coxson, Jr.

Ogletree, Deakins, Nash, Smoak & Stewart, P.C. Washington, D.C.

- 9:30 Networking Break
- 9:45 The Washington Update

W. Michael House

Hogan Lovells LLP Washington, D.C.

10:45 The New Alabama Ethics Reform Act and Its Effect on Lawyers and Their Clients *

> Moderator - Bryan M. Taylor Capell & Howard, P.C. Montgomery, AL

Stephen E. Bradley Bradley & Associates, LLC Birmingham, AL

Rebecca G. DePalma White Arnold & Dowd PC Birmingham, AL

James L. Sumner. Jr.

Director, Alabama Éthics Commission Montgomery, AL

11:45 Adjourn

* Approved for 1 ethics hour

Program Highlights:

- Obtain current information on a variety of business law issues critical to you and your clients
- Learn how the new ethics act will affect you and your clients.
- Identify current trends and developments in mergers and acquisitions and cross border transactions
- Hear what Alabama CEOs have to say about economic conditions and federal regulation
- Determine how to recognize and resolve environmental liabilities
- Be advised regarding significant recent court decisions and statutory and regulatory changes affecting businesses

Comments from last year's seminar:

- "This was a great program and well worth the time."
- "Overall a very good program. Will come again."
- "I enjoyed it! The CLE was well organized."

About the Faculty

Stephen E. Bradley is president of Stephen Bradley & Associates LLC, a comprehensive, full service public affairs firm specializing in public relations, media relations, crisis communications, issues management, governmental and legislative relations, and strategic planning. Mr. Bradley provides analysis, planning, and advice based on years of experience and a staff of specialists skilled to achieve a positive public affairs, public relations, or media relations outcome. Mr. Bradley was a member of Governor-elect Robert Bentley's Transition Team and served as Communications Director for the Governor-elect during the transition from November 2010 through January 2011.

Harold P. Coxson, Jr. is a partner with Ogletree Deakins. He has represented business clients in oral arguments before the NLRB and other federal administrative agencies in Washington; litigated important labor and employment cases; and helped shape national workplace law and policy through oral arguments and the filing of amicus curiae briefs on behalf of business clients in numerous landmark cases before the federal courts of appeals and U.S. Supreme Court. In addition, he has counseled employers in various aspects of labor and employment law, including domestic and international "corporate campaigns." In his government relations practice, Mr. Coxson is an advocate for the business community before Congress and the Executive Branch.

Rebecca G. DePalma is a shareholder in White Arnold & Dowd P.C. She handles civil litigation in a wide variety of fields including complex litigation, elections, campaign finance and ethics, class action and business litigation. As a member of the Alabama State Bar Legislative Task Force, Ms. DePalma serves as a key advisor to the Alabama Legislature. During last year's special session, Ms. DePalma provided counsel to legislators during the development and passage of the new Ethics Reform Act. She also chairs the Selection Committee of the Alabama State Bar Leadership Forum and serves as Chairperson of the newly formed Leadership Forum Section of the Bar.

Pamela K. Elkow is a partner at Robinson & Cole and a member of its Environmental and Utilities Practice Group and co-chairs the firm's Sustainability and Climate Change Initiative. She represents clients in remediating or redeveloping brownfields; purchasing or selling businesses or real estate with significant environmental liabilities or challenges; obtaining permits; providing environmental, health, and safety compliance counseling; and responding to governmental enforcement. Many of Ms. Elkow's clients are manufacturers or other large institutions, such as universities, with ongoing environmental health and safety issues associated with their business operations.

Jay Grinney is the President and CEO of HealthSouth Corporation, a position he has held since 2004. From June 1990 to May 2004, he served in a number of senior management positions with HCA, Inc., or its predecessor companies, in particular, serving as president of HCA's Eastern Group from May 1996 to May 2004, president of the Greater Houston Division from October 1993 to April 1996 and as chief operating officer of the Houston region from November 1992 to September 1993. Before joining HCA, Mr. Grinney held several executive positions during a nine year career at the Methodist Hospital System in Houston, Texas.

O. B. Grayson Hall, Jr. is President and Chief Executive Officer of Regions Financial Corporation and leads the company's Executive Council and Operating Committee. He began his banking career when he joined Regions' management training program in 1980. He has served in roles of increasing responsibility including head of the Operations and Technology Group from 1993 to 2004, and manager of all lines of business (Consumer Banking, Commercial Banking, and Wealth Management) from 2005 to 2006. In Mr. Hall's most recent role as President and Chief Operating Officer, he had responsibility for the company's banking regions, marketing, operations and technology, and Morgan Keegan & Company, Inc. Mr. Hall was elected Vice Chairman and a member of the Boards of Directors of Regions Financial Corporation and Regions Bank in 2008, and assumed his current role in 2010.

W. Michael House is a partner at Hogan Lovell and is Director of the firm's legislative group. He is recognized as one of the top three legislative lawyers in Washington, D.C. by Chambers USA and is ranked No. 10 on *The Washingtonian* magazine's list of "50 Top Lobbyists." Mr. House concentrates on legislative and regulatory matters before the U.S. Congress, White House, and various departments and independent agencies of the executive branch. He represents national and multinational corporations, trade associations, and coalitions. Mr. House also has significant experience in crisis management on complicated and controversial legislative issues before Congress.

Stephen M. Kotran is a partner at Sullivan & Cromwell. Mr. Kotran is a member of the firm's Mergers and Acquisitions, Financial Institutions and Private Equity Groups, and is a co-head of the Firm's Healthcare M&A practice. He represents buyers, sellers, special committees of independent directors and financial advisers in connection with mergers and acquisitions transactions, including negotiated and hostile acquisitions of public companies, negotiated sales of private companies, subsidiaries and divisions, private equity transactions, leveraged buy-outs, formation of joint ventures and asset sales.

Fred McCallum, Jr. is the President of AT&T Alabama. He began his career as a lawyer in private practice, representing South Central Bell, one of the predecessors to AT&T. Mr. McCallum joined AT&T's legal department in 1987. Since then, he has held positions of increasing responsibility in the wireline and wireless business units. He was appointed President of AT&T Alabama in June 2008. He has been appointed to the board of directors for the Birmingham Business Alliance, the Business Council of Alabama, and the Economic Development Partnership of Alabama.

Brian P. McDonald is a Managing Director in Houlihan Lokey's New York office, where he works in the firm's Mergers & Acquisitions Group. During his two decade career in investment banking, Mr. McDonald has advised publicly traded and privately held companies in numerous industries, including general industrial and manufacturing, aerospace and defense, telecommunications, food & beverage, retail, consumer products, engineering and construction, real estate, healthcare and paper and forest products. Mr. McDonald has extensive experience advising clients in cross-border M&A transactions.

Edouard W. Metrailler is a Vice President in the Investment Banking Division at Goldman, Sachs & Co. in New York. He is a member of the firm's Industrials Group and covers a broad range of public and private companies in the sector. Before joining Goldman Sachs, he worked in the Investment Banking Division at J.P. Morgan. He provides strategic advice to clients on mergers and acquisitions, divestitures and spin-offs, leveraged buyouts, activism and raid defense, and debt and equity financing.

Kevin C. Newsom is a partner at Bradley Arant Boult Cummings where he is chair of the firm's Appellate Litigation Group. Before joining the firm, Mr. Newsom clerked at the United States Supreme Court. He served for over three years as the State of Alabama's Solicitor General, in which capacity he directed the State's appellate litigation in the U.S. Supreme Court, the United States Courts of Appeals, and the Alabama Supreme Court. Mr. Newsom has an active U.S. Supreme Court practice, having personally argued four cases before the Court, filed amicus curiae briefs in dozens of others and authored numerous petitions for certiorari and briefs in opposition to certiorari.

Lawrence P. Schnapf is an environmental attorney based in New York City and New Jersey with over 25 years of national environmental experience and is the principal of Schnapf Environmental Law Offices. Mr. Schnapf primarily concentrates on environmental issues associated with corporate, real estate and brownfield transactions; commercial financing, including asset-based lending, syndicated loans, mezzanine loans and distressed debt; bankruptcy, workouts and corporate restructuring. He is a prolific author on environmental law and is an adjunct professor of environmental law at New York Law School.

Richard Craig Smith is a partner in Fulbright & Jaworski's Washington, D.C., office where he focuses on litigation and white collar crime. He is chair of the firm's Global White Collar Crime and Government Investigations practice group. He has extensive experience representing corporate entities, their executives and employees in connection with grand jury investigations, white collar crime criminal prosecutions and criminal antitrust investigations and prosecutions. Mr. Craig was the former Acting Chief and Principal Deputy Chief for Litigation of the Fraud Section of the U.S. Department of Justice (DOJ), Criminal Division where he supervised the litigation activities of all trial attorneys in the investigation, indictment, and trial of criminal matters involving violations of conspiracy, wire and mail fraud, bank fraud, securities fraud, false books and records, obstruction of justice, money laundering, FCPA, and RICO disputes with insurance companies, HMOs, other third party payors, including Medicaid and Medicare and peer review organizations.

James L. Sumner, Jr. is the director of the Alabama Ethics Commission. Mr. Sumner was appointed ethics director by the commission in April 1997. He also holds an appointment as a deputy attorney general. Mr. Sumner previously served as assistant to the vice chancellor for external affairs for the University of Alabama System, as well as vice president of legislative affairs for the Alabama Hospital Association.

Bryan M. Taylor is with Capell & Howard and focuses on election and political law, including election contests, campaign finance and compliance with ethics and lobbying laws. Mr. Taylor was previously with the administration of former Governor Bob Riley, where he served as policy director and counsel to the Governor. He was recently elected to the Alabama State Senate and was the lead sponsor of one of the bills included in the Alabama Ethics Reform Act.

Gregory P. Williams is a director at Richards, Layton & Finger in Wilmington, Delaware and is chair of the firm's Corporate Department, including the Corporate Litigation Group. He primarily represents corporations and their directors and officers. Mr. Williams provides non-litigation advice and counseling to his clients and represents them in courts in Delaware and across the country. He also represents committees of boards of directors formed to negotiate transactions or investigate alleged corporate wrongdoing.

Seminar Location

Wynfrey Hotel

1000 Riverchase Galleria Birmingham, AL 35244 (205) 987-1600

From I-459, take Exit 13. The Wynfrey Hotel is attached to the Riverchase Galleria. Parking is available in the Wynfrey Hotel deck for \$9. Free parking is available at the Galleria Mall.



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Cancellations & Refunds: Prepaid registration fee will be refunded, upon request, up to 48 hours before the beginning of the seminar. Arrangements for substitutions may be made anytime prior to the seminar.

Non-lawyers welcome: Cumberland CLE programs are designed for practicing attorneys, but other professionals are welcome to attend

To request disability accommodations, contact the CLE office at (205) 726-2391 or e-mail at lawcle@samford.edu.

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