Index

ABA MODEL RULES
Pro bono service, source of obligation, 37A:3

ABANDONMENT
Trademarks, audits, 69:4

ACCELERATION OF CLAIM RESOLUTION
Generally, 2:39
Mock trials, 2:40

ACCEPTANCE
Insured client representation, defense, 25:13

ACCESS
Professionalism, improvement of access to justice system, 37:18, 37:19

ACQUISITIONS
Mergers and Acquisitions, this index
Real Estate Law, this index

ACTIVISM
Social Activism, this index

ACTUAL CONFUSION
Trademarks, infringement, 69:40

AD HOC ARBITRATION
International commercial disputes, arbitration of, 58:15

AD HOC PROJECTS
Pro bono service, 37A:24

ADA
Americans with Disabilities Act (ADA), this index

ADDED VALUE
Outside counsel, convergence and partnering, 71:17, 71:20

ADEQUACY
Class actions, certification of class, 60A:59

ADMINISTRATION
Employee Retirement Income Security Act, claims administration, 55:37
Engagement letters, administrative and legal work distinguished, 9:30
Government contracts, 50A:8
Law department, 16:29, 16:30
Local counsel, 20:5
Management of Corporate Documents, this index
Pro bono service, 37A:22
Specialized counsel, 20:7

ADMINISTRATIVE ACTIONS AND PROCEDURES
Employment, 71:25
Environmental Law, this index

ADMINISTRATIVE REVIEW
International trade, dumping or countervailing duty orders, 79A:24

ADMITTANCE TO PRACTICE
Licenses and Admittance to Practice, this index

ADR
Alternative Dispute Resolution (ADR), this index

© 2019 Thomson Reuters, 4/2019
ADVERSITY
Conflicts of interest, current client conflicts, 32:7

ADVERTISING AND ADVERTISEMENTS
Advertising Review, Clearance and Challenges, this index
Antitrust law, prohibition unless equivalent benefits offered, 79:74
Attorney advertising regulations, constitutional challenges to, 6:11
Specialized approaches to insourcing, 27:36
Sports law, 74A:32, 74A:49

ADVERTISING REVIEW, CLEARANCE AND CHALLENGES—Cont’d
Generally, 56:1 to 56:45
ABC, network challenges, 56:41
American Express advertising guidelines, form, 56:45
Arbitration, CPR/INTA, 56:42
CBS, network challenges, 56:41
Checklist for advertising review, 56:44
Copyrights, 56:29
CPR/INTA mediation and arbitration, forums for challenges, 56:42
Disclaimers, 56:24
Disclosure, online advertising, 56:32
Education, 56:8, 56:14
Endorsements and testimonials, 56:26
Establishment claims, 56:22
Express claims, 56:20
Federal court, forums for challenges, 56:39
Federal regulators, forums for challenges, 56:38

SUCCESSFUL PARTNERING
Index-2
INDEX

ADVERTISING REVIEW,
CLEARANCE AND
CHALLENGES—Cont’d
Preliminary considerations, generally, 56:2 to 56:11
Privacy, online advertising, 56:31
Publicity, right of, 56:27
Puffery, 56:23
Regulations and guidelines
Generally, 56:33 to 56:36
FTC guides and enforcement, 56:34
Industry specific guides, 56:36
State attorneys general guides, 56:35
Scope of advertising, 56:17
Spectrum of advertising claims, 56:19 to 56:23
State attorneys general guides, 56:35
State court, consumer challenges, 56:43
State regulators, forums for challenges, 56:38
Strategies, 56:12 to 56:16
Substantiation, 56:9, 56:18
Testimonials and endorsements, 56:26
Third party rights
Generally, 56:25 to 56:29
Copyrights, 56:29
Publicity, right of, 56:27
Testimonials and endorsements, 56:26
Trademarks, 56:28
Trademarks, 56:28

ADVISORY OPINIONS
Ethics, 31:7

ADVOCACY
Conflicts of interest, advocate-witness issues, 32:27
Ethics, 31:23

AFFIRMATIVE ACTION
Diversity, distinguished, 39:7

AGE DISCRIMINATION IN
EMPLOYMENT ACT
(ADEA)
Generally, 71:42 to 71:44
Administrative prerequisites, 71:43
Contract attorneys, 24:43
Remedies, 71:44

AGENDA
Secretary of Corporation, this index

AIDING AND ABETTING
CLAIMS
Professional liability, 78:57 to 78:59

ALI AGGREGATE LITIGATION
PROJECT
Class actions, 60A:81

ALIGNMENT
Transactions, negotiation of, 48:26

ALLOCATION
Antitrust law, market allocation, 79:45
Arbitration of International Commercial Disputes, this index
Budgeting, allocation of work between inside and outside counsel, 11:19
Employee Benefits, this index
Engagement letters, allocation of work between inside and outside counsel, 9:17
Government contracts, cost accounting issues, 50A:22
Make or Buy Decision, this index

ALTERNATIVE DISPUTE
RESOLUTION (ADR)
Generally, 57:1 to 57:74
Arbitration, this index
ALTERNATIVE DISPUTE RESOLUTION (ADR)
—Cont’d
Bickerman Dispute Resolution Group Mediation Agreement, 57:74
Corporate strategies, 57:4
Corporate use, 57:7
Counseling of client, selection of dispute resolution options, 57:9
CPR ADR suitability guide, 57:73
CPR Corporate and Law Firm Policy Statements on Alternatives to Litigation, 57:69
Decision tree analysis, selection of dispute resolution options, 57:10
Defined, 57:2
Due process, employment disputes, 57:64
DuPont case study, 75:21, 75:22
Employment disputes
Generally, 57:60 to 57:67
Arbitration, 57:63, 57:66, 57:67
Due process, 57:64
Internal management structures, 57:61
Mediation, 57:62
Steps to implement employment ADR programs, 57:65
European company representation in U.S. litigation, 23:60
Forces driving movement for ADR, 57:6
Forms
Bickerman Dispute Resolution Group Mediation Agreement, 57:74
CPR ADR suitability guide, 57:73
Sample dispute resolution clause, 57:72
Goals, 57:3
Healthcare, trends in, 57:35
ALTERNATIVE DISPUTE RESOLUTION (ADR)
—Cont’d
Internal management structures, employment disputes, 57:61
International commercial disputes, Arbitration of International Commercial Disputes, this index
Mediation, this index
Medical malpractice, trends in, 57:35
Negotiations, selection of dispute resolution options, 57:11
Practice checklist, 57:68
Providers of ADR, 57:14
Real estate law, 74:49
Religious disputes, trends in, 57:36
Selection of dispute resolution options
Generally, 57:8 to 57:13
Counseling of client, 57:9
Decision tree analysis, 57:10
Mediation and arbitration compared, 57:12
Mediation vs. arbitration vs. litigation, 57:13
Negotiations, 57:11
Settlement, 65:35
Technology transactions, trends in, 57:37
Vocabulary, 57:5
ALTERNATIVES
Coordinating counsel, 21:4
Fee arrangements, 11:20
AMENDMENTS
Commercial equipment leasing, 76:84
Commercial finance, 53:43
Employee Benefits, this index
Multidistrict antitrust class action litigation, consolidated complaint, 79:27
INDEX

AMENDMENTS—Cont’d
Real estate law, amendments of
leases, licenses, and use and
occupancy agreements, 74:30

AMERICANS WITH
DISABILITIES ACT (ADA)
Generally, 71:38 to 71:41
Administrative prerequisites, 71:41
Contract attorneys, 24:44
Real estate law, 74:47
Reasonable accommodation, 71:39
Remedies, 71:40
Sports, 74A:59

AMICUS CURIAE
Appeal and review, 66:15, 66:24

AMOUNT IN CONTROVERSY
Class Action Fairness Act, 60A:75

ANNUAL MEETING OF
SHAREHOLDERS
Secretary of Corporation, this
index

ANNUAL REPORTS
Marketing to potential corporate
clients, 6:33
Secretary of corporation, annual
meeting of shareholders, 46A:25

ANTI-BOYCOTT RULES AND
REGULATIONS
International counsel, 22:18
Joint ventures, 50:40

ANTI-RETIALLATION
PROVISIONS
Employee benefits, 55:45

ANTI-SANDBAGGING
PROVISIONS
Mergers and acquisitions, 41:42, 41:53

ANTI-SPAM LEGISLATION
Trademarks, 69:18

ANTIDUMPING DUTY
International Trade, this index

ANTITRUST LAW
Generally, 79:1 to 79:75
Advertisements, prohibition unless
equivalent benefits offered, 79:74
Agreements, 79:35
Appearance of impropriety, avoidance of, 79:4
Bid rigging, 79:44
Brokerage fees and commissions, 79:73
Bundled or loyalty discounts, 79:61
Bundling and tying, 79:59
Challenges to deal, transactional
investigations, 79:17
Class actions. Multidistrict
antitrust class action litigation, below
Clayton Act, 79:31
Collaborations and information
sharing, 79:47
Commissions and brokerage fees, 79:73
Compliance
Programs and training, 79:5
Consent decrees, resolution of
competitive issues, 79:16
Consequences and sanctions, 79:2
Criminal proceedings
Generally, 79:20 to 79:23
Grand jury investigations, 79:21
Related offenses to grand jury
investigations, 79:22
Special adjacent considerations, 79:23
Discounting distributors or retail-
ers, refusal to deal with, 79:55
ANTITRUST LAW—Cont’d
Dismissal motions, multidistrict antitrust class action litigation, 79:26
Dominant firm exclusionary practices
Generally, 79:58 to 79:63
Bundled or loyalty discounts, 79:61
Exclusive dealing, 79:62
Predatory pricing, 79:60
Tying and bundling, 79:59
Unilateral refusal to deal with competitor, 79:63
Dual distribution, 79:56
Exclusive dealing, 79:62
Exclusive licensing of technology, 79:67
Grand jury investigations, 79:21
Group boycotts, 79:46
Gun Jumping, this index
Intellectual property licensing
Generally, 79:64 to 79:68
Exclusive licensing of technology, 79:67
Patent pools, 79:69
Restrictions on resale of products incorporating licensed technology, 79:68
Royalties, 79:65
Standard setting, 79:70
Unilateral refusal to license, 79:66
International trade, liability for collective action, 79A:4
Investigations. Transactional investigations, below
Joint Ventures, this index
Key concepts, generally, 79:34 to 79:41
Loyalty or bundled discounts, 79:61
MAP policies, 79:53
Market allocation, 79:45
Market foreclosure, 79:37

ANTITRUST LAW—Cont’d
Market power, 79:41
Mergers and Acquisitions, this index
Multidistrict antitrust class action litigation
Generally, 79:24 to 79:27
Class certification, 79:27
Dismissal motions, 79:26
Procedural steps, 79:25
Overlapping regulatory structures, 79:33
Patent pools, 79:69
Per se vs. rule of reason, 79:39
Practice checklist, 79:75
Predatory pricing, 79:60
Price discrimination. Robinson-Patman Act, below
Price fixing, 79:43
Promotions, prohibition unless equivalent benefits offered, 79:74
Related offenses to grand jury investigations, 79:22
Relationships with competitors
Generally, 79:42 to 79:47
Bid rigging, 79:44
Group boycotts, 79:46
Market allocation, 79:45
Price fixing, 79:43
Trade associations, collaborations and information sharing, 79:47
Relationships with customers
Generally, 79:50 to 79:57
Dual distribution, 79:56
MAP policies, 79:53
Non-price restrictions on resale, 79:57
Refusal to deal with discounting distributors or retailers, 79:55
Suggested retail pricing, 79:52
Termination of distributors, 79:54
INDEX

ANTITRUST LA W—Cont’d
Relationships with customers
—Cont’d
Vertical resale price maintenance, 79:51
Relevant market, 79:40
Resale of products incorporating licensed technology, restrictions on, 79:68
Reverse payment settlement, 79:49
Robinson-Patman Act
Generally, 79:32, 79:71 to 79:74
Advertisements and promotions, prohibition unless equivalent benefits offered, 79:74
Brokerage fees and commissions, 79:73
Seller price discrimination between buyers, 79:72
Royalties, intellectual property licensing, 79:65
Sanctions and consequences, 79:2
Second request investigations, transactional investigations, 79:15
Sherman Act, 79:30
Special adjacent considerations, criminal proceedings, 79:23
Sports law, 74A:13
Standard setting, intellectual property licensing, 79:70
Statutory framework, generally, 79:29 to 79:33
Strategies for partnering, generally, 79:7 to 79:28
Suggested retail pricing, 79:52
Termination of distributors, 79:54
Trade associations, collaborations and information sharing, 79:47
Training and compliance programs, 79:5

ANTITRUST LA W—Cont’d
Transactional investigations
Generally, 79:7 to 79:18
Challenges to deal, 79:17
Consent decrees, resolution of competitive issues, 79:16
First 30 days after signing deal, 79:12
Gun jumping and information sharing, 79:14
Management of risk prior to signing, 79:10
Pre-merger notification, 79:11
Scope of agency review, 79:13
Second request investigations, 79:15
Tying and bundling, 79:59
Unilateral conduct, 79:36
Vertical resale price maintenance, 79:51
Vertical vs. horizontal agreements, 79:38

APEX DEPOSITIONS
Generally, 61:19, 61:30

APPEAL AND REVIEW
Generally, 66:1 to 66:36
Amicus curiae, 66:15, 66:24
Arbitration awards, grounds for review, 57:54
Attendance at oral argument, 66:28
Bills and billing, review of outside counsel invoices, 14:10
Bonds, appeal and supersedeas, 66:13
Briefs, 66:23
Certification of questions of law, 66:22
Class Action Fairness Act, 60A:77
Coordinating counsel, 21:20
Coordination of amicus curiae efforts, 66:15
Coordination of appeal with other litigation efforts, 66:14

© 2019 Thomson Reuters, 4/2019
APPEAL AND REVIEW—Cont’d
Costs, 66:12, 66:33
Court-annexed settlement programs, 66:30
Decision and subsequent proceedings
Generally, 66:32 to 66:35
Costs, 66:33
Discretionary appeal, 66:35
Rehearing and further review, 66:34
Decision to appeal, 66:11
Disaster preparedness, annual review, 25B:24
Discretionary appeal, 66:35
Evaluation of oral argument, 66:28
Goals of appeal, 66:17 to 66:21
Inside counsel
Generally, 66:5 to 66:16
Attention in trial court, 66:8
Bonds, appeal and supersedeas, 66:13
Coordination of amicus curiae efforts, 66:15
Coordination of appeal with other litigation efforts, 66:14
Cost of appeal, 66:12
Decision to appeal, 66:11
Handle opponent’s appeal same as your own, 66:16
Make it clear who is driving bus, 66:7
Making appellate team work, 66:9
Marshaling client’s resources, 66:10
Selection of appellate counsel, 66:6
Internal Investigations, this index
International Trade, this index
Issues to appeal, determination of, 66:19

APPEAL AND REVIEW—Cont’d
Litigation opportunities, turning appeals into, 66:3
Marshaling client’s resources, 66:10
Mock oral arguments, 66:27
Occasional wisdom of not appealing, 66:18
Oral argument
Generally, 66:25 to 66:28
Attendance at and evaluation of argument, 66:28
Helping counsel prepare, 66:26
Mock arguments, 66:27
Practice checklist, 66:36
Preservation of issues in trial court, 66:20
Privileges, this index
Pro bono service, assisting with appellate work, 37A:22
Questions of law, certification of, 66:22
Rehearing and further review, 66:34
Selection of appellate counsel, 66:6
Separate counsel, use for settlement, 66:31
Settlement
Generally, 65:19, 66:29 to 66:31
Court-annexed settlement programs, 66:30
Separate counsel, use of, 66:31
Special appellate counsel, role of, 66:4
Subsequent proceedings. Decision and subsequent proceedings, above
Supersedeas bonds, 66:13
Winning nothing on appeal, 66:21

APPENDICES, RIDERS, AND SUPPLEMENTS
Commercial equipment leasing, 76:74
INDEX

APPOINTMENT
Secretary of corporation, appointment of directors, 46A:9

APPRASIALS
Valuation of business for acquisition, 51:2, 51:4

APPROVAL
Consent or Approval, this index

ARBITRATION
Generally, 57:38 to 57:59
Advertising review, clearance and challenges, CPR/INTA, 56:42
American Arbitration Association Commercial Dispute Resolution Procedures (Mediation Rules), 57:71
Binding vs. non-binding arbitration, 57:43
Class actions, 57:55, 60A:80
Code of Ethics for Arbitrators in Commercial Disputes, 57:59
Commercial equipment leasing, 76:73
Consumer arbitration provisions, 57:56
Court-ordered and court-annexed arbitration, 57:57
Depositions, 57:48
Discovery limitations, 57:47
Drafting arbitration clauses, 57:40
Employment disputes, 57:63, 57:66, 57:67
Ethics Code for Arbitrators in Commercial Disputes, 57:59
Fast-track arbitration, 57:44
Federal Arbitration Act, 57:42
Form of awards, 57:50
International commercial disputes, Arbitration of International Commercial Disputes, this index

ARBITRATION—Cont’d
Jurisdiction for motions to compel arbitration in federal court, 57:53
Limitations, generally, 57:51 to 57:58
Litigation-style arbitration, 57:52
Motion practice, 57:49
Practice, generally, 57:38, 57:46 to 57:50
Process, generally, 57:38 to 57:45
Professional liability, 78:48
Review of arbitration awards, grounds for, 57:54
Scope of arbitration agreement, 57:41
Selection of arbitrators, 57:45
Specialized approaches to insourcing, 27:32
Sports, player salaries, 74A:50, 74A:52
Trends, generally, 57:51 to 57:58
Uniform arbitration acts, 57:58

ARBITRATION OF INTERNATIONAL COMMERCIAL DISPUTES
Generally, 58:1 to 58:80
Ad hoc arbitration, 58:15
Advantages of arbitration, 58:4
Allocation of costs and attorney’s fees. Attorney’s fees and costs, allocation of, below
Arbitration clause
Generally, 58:12 to 58:33
Elements of arbitration clause, below
Forms
Model arbitration clauses, 58:67
Scope of arbitration clause, 58:70
Initial considerations, 58:13
Negotiation of arbitration clause, 58:33
ARBITRATION OF INTERNATIONAL COMMERCIAL DISPUTES — Cont’d
Arbitration clause—Cont’d
Scope of arbitration clause, below
Arbitrators
Number of arbitrators, below
Remedies available to arbitrators, 58:29
Selection of arbitral tribunal, below
Attorney’s fees and costs, allocation of
Generally, 58:25
Form, 58:75
Binding language of arbitration clause, 58:31
Challenging appointment of arbitrator, 58:40
Commencement of arbitration
Generally, 58:34 to 58:44
Interim measures, 58:44
Joinder of parties and claims, below
Selection of arbitral tribunal, below
Commencement of enforcement proceedings, 58:58, 58:59
Commencement of proceedings to set aside, 58:61
Conduct of arbitration, 58:45 to 58:56
Confidentiality
Generally, 58:26
Form, 58:76
Confirmation of award, consent to, 58:31
Conflict of laws. Governing law, below
Consent to judicial confirmation of award, 58:31
Costs of action. Attorney’s fees and costs, allocation of, above

ARBITRATION OF INTERNATIONAL COMMERCIAL DISPUTES — Cont’d
Effective partnering strategies, 58:5 to 58:11
Elements of arbitration clause
Generally, 58:14 to 58:31
Ad hoc arbitration, 58:15
Allocation of attorney’s fees and costs. Attorney’s fees and costs, allocation of, above
Arbitrators, remedies available to, 58:29
Attorney’s fees and costs, allocation of, above
Binding language, 58:31
Confidentiality, above
Confirmation of award, consent to, 58:31
Conflict of laws. Governing law, below
Consent to judicial confirmation of award, 58:31
Evidence, obtaining, 58:27
Ex aequo et bono, below
Final and binding language of arbitration clause, below
Governing law, below
Institutional arbitration, below
Interim measures, below
Judicial confirmation of award, 58:31
Language of arbitration, below
Multiple arbitration proceedings, 58:28
Number of arbitrators, below
Parties, 58:19
Place of arbitration, below
Rules of arbitration, 58:16
Scope of arbitration clause, below
Single arbitration proceedings, 58:28

Index-10
INDEX

ARBITRATION OF INTERNATIONAL COMMERCIAL DISPUTES — Cont’d
Enforcement or setting aside award
Generally, 58:57 to 58:61
Commencement of enforcement proceedings, 58:58, 58:59
Commencement of proceedings to set aside, 58:61
Refusal of enforcement, 58:60
Evidence
Hearing, evidentiary, 58:56
Obtaining evidence
Generally, 58:27
Form, 58:77
Ex aequo et bono
Generally, 58:30
Form, 58:79
Expert witnesses
Generally, 58:49 to 58:51
Foreign law, 58:50
Substantive expertise, 58:51
Expertise of expert witnesses, 58:51
Facts, development of, 58:47
Fees. Attorney’s fees and costs, allocation of, above
Final and binding language of arbitration clause
Generally, 58:31
Form, 58:80
Foreign law, expert witnesses, 58:50
Forms
Arbitration clause, above
Attorney’s fees and costs, allocation of, 58:75
Confidentiality, 58:76
Evidence, obtaining, 58:77
Ex aequo et bono, 58:79
Final and binding language of arbitration clause, 58:80
Governing law, 58:68

ARBITRATION OF INTERNATIONAL COMMERCIAL DISPUTES — Cont’d
Forms—Cont’d
Interim measures, 58:74
Language of arbitration, 58:73
Negotiations prior to arbitration, 58:65
Number of arbitrators, 58:72
Place of arbitration, 58:71
Remedies, 58:78
Scope of arbitration clause, 58:70
Waiver of immunity, 58:69
Governing law
Generally, 58:18
Forms, 58:68
Hearings
Evidentiary hearing, 58:56
Written submission, preparation of, 58:55
Identification of candidates for arbitral tribunal, 58:38
Immunity, waiver of, form, 58:69
Institutional arbitration
Generally, 58:15
List of selected arbitral institutions, 58:63
Model clause, 58:17
Interim measures
Arbitration clause
Generally, 58:24
Form, 58:74
Commencement of arbitration, 58:44
International arbitration rules
List of selected international arbitration rules, 58:64
Model arbitration clauses, 58:67
Joinder of parties and claims
Generally, 58:41 to 58:43
Nonsignatories, joinder as parties, 58:42
ARBITRATION OF
INTERNATIONAL
COMMERCIAL DISPUTES
—Cont’d
Joinder of parties and claims
—Cont’d
Separate agreements, joining parties and claims under, 58:43
Judicial confirmation of award, 58:31
Language of arbitration
Generally, 58:23
Form, 58:73
Language of arbitration clause.
Final and binding language of arbitration clause, above
List of selected arbitral institutions, 58:63
List of selected international arbitration rules, 58:64
Litigation, 58:3
Multiple arbitration proceedings, 58:28
Negotiations prior to arbitration
Arbitration clause, negotiation of, 58:33
Form, 58:65
Nonsignatories, joinder as parties, 58:42
Number of arbitrators
Generally, 58:22
Form, 58:72
Outside counsel
Roles of inside and outside counsel, 58:8
Selection of outside counsel, 58:7
Parties
Generally, 58:19
Joinder of parties and claims, above
Nomination of arbitrator. Party-nominated arbitrator, below

ARBITRATION OF
INTERNATIONAL
COMMERCIAL DISPUTES
—Cont’d
Party-nominated arbitrator
Generally, 58:36
Independence of party-nominated arbitrator, 58:39
Place of arbitration
Generally, 58:21
Form, 58:71
Planning, 58:9
Practice checklist, 58:62
Preliminary considerations, 58:2 to 58:4
Preparation of case
Generally, 58:46 to 58:48
Facts, development of, 58:47
Technology, 58:48
Written submission, preparation of, 58:55
Presentation of case
Generally, 58:53 to 58:56
Initial submission, drafting, 58:54
Written submission, preparation of, 58:55
Refusal of enforcement, 58:60
Rules of arbitration, 58:16
Scope of arbitration clause
Generally, 58:20
Form, 58:70
Selection of arbitral tribunal
Generally, 58:35 to 58:40
Challenging appointment of arbitrator, 58:40
Identification of candidates, 58:38
Independence of party-nominated arbitrator, 58:39
Joinder of parties and claims, above
Party-nominated arbitrator, above
Sole arbitrator, 58:37
AVOIDANCE OF LITIGATION
Generally, 2:1 to 2:46
Acceleration of Claim Resolution, this index
Business of client, knowledge of, 2:5
Case management software, 2:43
Clients
Generally, 2:4 to 2:9
Business of client, knowledge of, 2:5
Communications with management and operating personnel, 2:6
Customers of client, relationship with counsel, 2:8
Marketing department, watching, 2:9
Sales department, watching, 2:9
Training exercises, assistance with, 2:7
Communications with management and operating personnel, 2:6
Computer software, 2:43
Contracts
Checklist, 2:12
Contracts avoiding disputes and reduction of exposure
Generally, 2:10
Counsel, role of, 2:11
Crisis Management, this index
Customers of client, relationship with counsel, 2:8
Discovery
Documents of corporation, 2:15
Dispute resolution, 2:44
Documents of corporation
Generally, 2:13 to 2:18
Definition, 2:14
Discovery, 2:15
E-mail, 2:18
Prevention of bad documents, 2:16

AVOIDANCE OF LITIGATION
—Cont’d
Documents of corporation
—Cont’d
Training, prevention of bad documents, 2:17
E-mail
Documents of corporation, 2:18
Inspections, 2:30
Investigations
Generally, 2:27 to 2:31
Inspections, 2:30
Investigation tools, 2:29
Participation, 2:31
Pre-investigation tools, 2:28
Marketing department, watching, 2:9
Necessity for pre-litigation management and avoidance, 2:2
Objectives, 2:3
Practice checklist, 2:46
Pre-investigation tools, 2:28
Product Integrity Program, this index
Sales department, watching, 2:9
Strategies, 2:3
Technology, use of, 2:41 to 2:43
Training
Assistance with training exercises, 2:7
Documents of corporation, prevention of bad documents, 2:17

BACK-UPS
Disaster preparedness, computers, 25B:35

BACKGROUND CHECKS
Employment, hiring of employees, 71:5
Expert witnesses, 62:7
Privacy, 82:55
INDEX

BACKUP TAPES
Electronic discovery, 81:7

BAD FAITH
Governance, duty of directors, 46:10, 46:11

BANKRUPTCY AND WORKOUTS
Generally, 54:1 to 54:35
Automatic stay
Generally, 54:26 to 54:29
Relief from stay, 54:28
Third parties, application to, 54:29
Violations, consequences of, 54:27
Bankruptcy Code, key provisions, 54:24
Claims, discharge of debts, 54:31
Communication between inside and outside counsel, 54:8
Concerns and objectives, 54:2
Discharge of debts, 54:30, 54:31
Documentation, review of, 54:13
Enhancement of creditor’s position, workouts, 54:17
Estate and its property, 54:25
Expectations of creditor after bankruptcy, 54:23
Expenses of outside counsel, control of, 54:7
Goals of corporation, 54:9
Governance, this index
Liens, workouts, 54:14
Liquidation analysis, workouts, 54:15
Management of workload
Generally, 54:3 to 54:6
Matters to be sent to outside counsel, 54:4
Selection of outside counsel, 54:5
Solving problem vs. working case, 54:6
Objectives and concerns, 54:2

BANKRUPTCY AND WORKOUTS—Cont’d
Practice checklist, 54:34
Proof of claim, form, 54:35
Real estate law, 74:50
Relief from automatic stay, 54:28
Reorganization plans, 54:33
Risks in workout and bankruptcy engagements, 54:10
Security interests, effect of filing on, 54:32
Selection of outside counsel, 54:5
Structuring relationship with outside counsel, 54:11
Third parties, application of automatic stay to, 54:29
Workouts
Generally, 54:12 to 54:22
Documentation, review of, 54:13
Enhancement of creditor’s position, 54:17
First 10 days, 54:20
Immediate steps, 54:19
Liens, hidden, 54:14
Liquidation analysis, 54:15
Next few weeks, 54:21
Progression of case, 54:22
Scope of debtor’s problems, 54:16

BAR ASSOCIATIONS
Expenses and Disbursements, this index
Law department, building of, 17:25

BASKETS
Mergers and acquisitions, indemnification, 41:38

BEAUTY CONTESTS
Conflicts of interest, 32:25, 32:38
Marketing to Potential Corporate Clients, this index
Outside counsel, selection of, 4:21

© 2019 Thomson Reuters, 4/2019

Index-15
INDEX

BILLS AND BILLING—Cont’d
Uniform Task-Based Management System, 14:4, 14:13

BLASIUS STANDARD
Governance, proxy contests, 46:38

BLOCKCHAIN
Information governance, 29:37

BOARD OF DIRECTORS
Directors of Corporation, this index

BONDS AND UNDERTAKINGS
Appeal and supersedeas bonds, 66:13
Employee Retirement Income Security Act (ERISA), 55:44

BOOK VALUE
Valuation of business for acquisition, 51:6

BOYCOTTS
Anti-Boycott Rules and Regulations, this index
Antitrust law, 79:46
International counsel, 22:18

BREACH OF CONTRACT
Comparative legal issues, 70:93

BRIEFS
Generally, 60:26 to 60:37
Appeal and review, 66:23
Burden of proof, 60:33
Caselaw, use of, 60:34
Coordinating counsel, 21:12
Legal argument, generally, 60:32 to 60:37
Marshaling facts without repetition, 60:37
Preliminary statement, 60:27, 60:39

BRIEFS—Cont’d
Quotes, use of, 60:35
Rationale, explanation of, 60:36
Statement of facts
Generally, 60:28 to 60:31
Focus on visual appearance, 60:31
Make sure facts fit the brief, 60:30
Tell story, 60:29

BROADCASTING AGREEMENTS
Sports, 74A:25 to 74A:27

BROKERAGE FEES AND COMMISSIONS
Antitrust law, 79:73

BUDGETING
Generally, 11:1 to 11:34
Allocation of work between inside and outside counsel, 11:19
Assessment of case, 11:21
Benefits of budgeting, 11:8
Billing, 11:16, 11:17, 14:9
Bringing work inside, 11:26
Communication methods and skills, 13:30
Contract attorneys, 24:28
Convergence, 11:24
Coordinating counsel, 11:27
Cost controls
Generally, 11:13 to 11:22
Allocation of work between inside and outside counsel, 11:19
Assessment of case, 11:21
Billing, 11:16, 11:17
Fee arrangements, alternative, 11:20
Ground rules, 11:15
Selection of counsel, 11:14
Staffing, 11:18
Technology, 11:22
Cycle time management, 11:29
BUDGETING—Cont’d
DuPont case Study, this index
Engagement letters, budget for litigation, 9:31
European company representation in U.S. litigation, 23:17
Expenses and Disbursements, this index
Fee arrangements
   Alternative fee arrangements, 11:20
Forms
   Litigation, model plan and budget, 11:32
   Transactions, model plan and budget, 11:31
Ground rules, 11:15
Inside counsel
   Allocation of work between inside and outside counsel, 11:19
   Bringing work inside, 11:26
International counsel, 22:25
Issues of budgeting, 11:9
Law department, 17:34
Litigation
   Budgets, 11:11
   Engagement plan, 11:6
   Form, model plan and budget, 11:32
Local counsel, budget form, 20:32
Macro-management, 11:23 to 11:29
National coordinating counsel, 11:27
Outside counsel
   Allocation of work between inside and outside counsel, 11:19
Planning
   Generally, 10:13, 10:16, 11:4 to 11:6
   Litigation, above
   Transactions, below
Preliminary considerations, 11:2

BUDGETING—Cont’d
Prevention, 11:28
Selection of counsel, 11:14
Settlement, 65:20
Small law department, 40:22
Specialized approaches to insourcing, evaluation of legal department, 27:5
Specialized counsel, budget form, 20:32
Staffing, 11:18
Technology, 11:22
Time management, 11:29
Transactions
   Budgets, 11:10
   Engagement plan, 11:5
   Form, model plan and budget, 11:31

BUILDING OF LAW DEPARTMENT
Law Department, this index

BUNDLED DISCOUNTS
Antitrust law, 79:61

BUNDLING
Antitrust law, 79:59

BURDEN OF PROOF
Presumptions and Burden of Proof, this index

BUSINESS DECISIONS
Employment, 71:30
Governance, derivative litigation, 46:51 to 46:54

BUSINESS DISRUPTION
INSURANCE AND OTHER FIRST-PARTY CLAIMS
Generally, 25A:1 to 25A:81
Conditions to coverage, Satisfaction of conditions to coverage, below
First-party property insurance, 25A:2 to 25A:13
BUSINESS DISRUPTION
INSURANCE AND OTHER
FIRST-PARTY CLAIMS
—Cont’d
Interpreting policies, 25A:22 to
25A:37
Obtaining insurance, 25A:14 to
25A:21
Pursuing claims, 25A:38 to
25A:61
Resolving claims, 25A:62 to
25A:81
BUSINESS JUDGMENT RULE
Diversity, standard for manage-
ment review, 39:59
Governance, this index
BUSINESS MANAGEMENT
COMMITTEES
Law department, 17:6
BUSINESS OBJECTIVES
Information technology transac-
tions, 49:3
BUSINESS PURPOSE OF
LEASING
Commercial equipment leasing,
76:8 to 76:10
BUSINESS SKILLS
Law department, 17:10
BUSINESS UNITS
Law Department, this index
BUYER-DRIVEN
TRANSACTION SYSTEMS
Requests for proposals (RFP),
5:26
CALIFORNIA
Continuing Legal Education, this
index
CALL BACKS
Contract attorneys, 24:22

CANADA
Immigration, TN (trade NAFTA
status), 71A:18
CAP AND TRADE
Climate change, 72A:24
CAPITAL ASSET PRICING
MODEL
Valuation of Business for Acquisi-
tion, this index
CAREER TRACKS
Law department, 16:35
CARRYING COSTS
Expenses and disbursements,
15:28
CASE LAW
Briefs, 60:34
CASE MANAGEMENT ORDER
MOTIONS
Complex commercial cases, 60:15
CASE STUDIES
DuPont Case Study, this index
Federated, Acquisition of
Broadway by, Case Study,
this index
Ford Motor Company, Case Study,
this index
Legal Research, this index
Michael Thorp v. James B. Beam
Distilling Company, products
liability, 77:47
Pro Bono Service, this index
Real estate law, 74:16
Servicemaster, National Litigation
Program, Case Study, this
index
Telecordia, Outsourcing of Legal
Contract Function, Case
Study, this index
CASUALTY
Commercial equipment leasing,

© 2019 Thomson Reuters, 4/2019
CASUALTY—Cont’d
Real estate leases, licenses, and use and occupancy agreements, 74:37

CATERING CONTRACTS
Sports, 74A:37

CAUCUS
Mediation, 57:17

CAUSATION
Products liability, 77:33, 77:34
Professional liability, 78:54

CEASE AND DESIST LETTERS
Copyrights, 70:48
Trademarks, form, 69:52

CENTRALIZATION
Small law department, 40:3
Trademarks, lack of centralization, 69:12

CENTRALIZED MODEL
Employment issues when doing business outside United States, management model, 71C:10

CERTIFICATION
Appeal and review, questions of law, 66:22
Class Actions, this index

CHAINS OF COMMAND
Transactions, 48:4, 48:5

CHALLENGES
Privileges, this index

CHANGE OF VENUE
Forum for litigation, 59:17

CHANGE ORDERS
Information technology transactions, 49:39

CHANGED CONDITIONS
Government contracts, 50A:27

CHAPTER 11 BANKRUPTCY
Commercial equipment leasing, 76:15, 76:16

CHARACTERIZATION OF LEASE
Commercial equipment leasing, 76:11

CHECKLISTS
Advertising review, 56:44
Avoidance of litigation, contracts, 2:12
Commercial Finance, this index
Contract attorneys, employee or independent contractor, 24:38
Copyrights, 70:94
Cross-border investigations, 34:42
Environmental law, due diligence checklists, forms, 72:49
European company representation in U.S. litigation, 23:61
Immigration, 71A:31
Legal Research, this index
Mergers and acquisitions, checklist of covenants, 41:51
National banks, mortgages, 74:52
Practice Checklist, this index
Practice group descriptions, 16:28
Real Estate Law, this index
Risk Analysis, this index

CHIEF LITIGATION COUNSEL ASSOCIATION
DuPont case study, 75:53

CHILDREN’S INFORMATION
Privacy, 82:64

CHOICE OF LAW
Commercial equipment leasing, 76:44, 76:73
Governance, demand requirement for derivative litigation, 46:44
CIRCUMVENTION
International trade, review of dumping or countervailing duty orders, 79A:26

CIT LEGAL
Case study, 80A:1 et seq.

CITIZEN’S SUITS
Climate change, 72A:22

CIVIC ACTIVITIES
Law department, building of, 17:25

CIVIL JUSTICE REFORM
Generally, 43:1 et seq.
American Bar Association Litigation Section, 43:11
American College of Trial Lawyers, 43:10
Arizona pilot program, 43:20
Center for Constitutional Litigation, 43:12
Colorado pilot program, 43:16
Commenting on proposed changes, 43:7
Electronic discovery, 43:26 et seq.
Experts, 43:32
Forum selection, 43:5
Initial disclosures, 43:23
Institute for the Advancement of the American Legal System, 43:10
Judicial management, 43:33
Lawyers for Civil Justice, 43:14
Limitations on discovery tools, 43:25
Litigation strategy, 43:6
Necessity, 43:3
New Hampshire pilot program, 43:17
N.Y. Bar Association Committee on the Federal Courts, 43:13
Oregon pilot program, 43:19
Pilot program results, 43:15 et seq.

CIVIL JUSTICE REFORM—Cont’d
Pleading, 43:22
Proposing changes, 43:8
Scope of discovery, 43:24
Select proposals, 43:9 et seq.
Seventh Circuit Electronic Discovery Pilot Program, 43:18
Specific reform proposals, 43:21 et seq.
Tort Reform, this index

CIVIL RIGHTS
Discrimination, this index

CIVILITY
Professionalism, this index

CLAIMS
Employee Benefits, this index

CLASS ACTIONS
Generally, 60A:1 to 60A:85
Adequacy, certification of class, 60A:59
ALI Aggregate Litigation project, 60A:81
Amount in controversy, Class Action Fairness Act, 60A:75
Antitrust Law, this index
Appeals, Class Action Fairness Act, 60A:77
Arbitration, 57:55, 60A:80
Authority, 60A:12
Bifurcation, discovery, 60A:30
Business expertise, 60A:11
Certification of class generally, 60A:55 to 60A:59
Adequacy, 60A:59
Commonality, 60A:57
Hearing on certification, 60A:36
Notice, form, 60A:83
Numerosity, 60A:56
Response to certification, 60A:37
CLASS ACTIONS—Cont’d
Certification of class—Cont’d
Typicality, 60A:58
Certification of class, notice, 60A:37
Removal, notice, 60A:85
Settlement, notice, 60A:84
Forum for litigation, Class Action
Fairness Act of 2005, 59:15
Government relations, 60A:10
Hearing on class certification,
60A:36
Insurance coverage, 60A:7
Introductions, 60A:22
Investigation issues, 60A:15
Jurisdiction, 60A:16
Key cases, 60A:53
Notice
Class actions, 60A:38
Forms, above
Numerosity, certification of class,
60A:56
Objectives, 60A:2, 60A:3
Outside counsel, selection of,
60A:14
Planning as crucial, 60A:20
Post-matter briefing, 60A:49
Practice checklists, 60A:82
Predominance, focus on elements
that defeat, 60A:26
Preliminary considerations, generally,
60A:2, 60A:5 to 60A:18
Products liability, 77:44, 77:45
Related proceedings, 60A:17
Removal to federal court
Class Action Fairness Act,
60A:76
Notice, 60A:85
Response to class certification,
60A:37

SUCCESSFUL PARTNERING
Index-22
CLASS ACTIONS—Cont’d
rigorous analysis, 60A:52
Rule 23, generally, 60A:55 to 60A:72
Rule 23(a). Certification of class, above
Settlement
generally, 60A:40 to 60A:48, 60A:79
Class Action Fairness Act, 60A:78
Class administration, 60A:47
Class wide settlements, 60A:43
Individual settlement before certification, 60A:41
Non-monetary relief, 60A:46
Notice of settlement, 60A:44, 60A:84
Objectors, dealing with, 60A:48
Open and frequent communication, 60A:45
Timing of initiation of discussions, 60A:42
Standards of proof, evolution of, 60A:54
Statutory framework, generally, 60A:50 to 60A:65
Strategies, generally, 60A:23 to 60A:48
Technical expertise, 60A:11
Third-party depositions, 60A:33
Trial of class actions, 60A:39
Types of class actions, 60A:51
Typicality, certification of class, 60A:58
Venue, 60A:16

CLAYTON ACT
Generally, 79:31

CLEAN AIR ACT
Generally, 72:29

CLEAN WATER ACT
Generally, 72:30

CLEANING SERVICES
Sports, 74A:43

CLEARANCE PROCEDURES
Advertising Review, Clearance and Challenges, this index

CLIMATE CHANGE
Generally, 72A:1 to 72A:25
Cap and trade, 72A:24
Citizen’s suits, 72A:22
Corporate approach to best protect their interests, 72A:12
Disclosure, 72A:19
Effective partnering strategies, 72A:13
Effects of climate change, 72A:5
Endangerment findings, 72A:15
EPA, role of, 72A:9
Executive actions, 72A:6
GHG reporting, 72A:18
Governmental decision-making process
Generally, 72A:8 to 72A:12
Corporate approach to best protect their interests, 72A:12
EPA, role of, 72A:9
Interaction between White House and Congress, 72A:10
International pressures on Obama Administration, 72A:11
Greenhouse gases, 72A:4
Interaction between White House and Congress, 72A:10
International pressures on Obama Administration, 72A:11
Judicial actions, 72A:6
Legal issues, generally, 72A:14 et seq.
Legislative actions, 72A:6, 72A:7
Litigation, 72A:19
New legislation and regulations, 72A:7
<table>
<thead>
<tr>
<th>CLIMATE CHANGE—Cont'd</th>
<th>COLLECTIVE ACTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Policy development, 72A:3</td>
<td>International trade, antitrust liability, 79A:4</td>
</tr>
<tr>
<td>Project siting and NEPA, 72A:20</td>
<td></td>
</tr>
<tr>
<td>PSD tailoring rule, 72A:17</td>
<td></td>
</tr>
<tr>
<td>Renewable energy, 72A:23</td>
<td></td>
</tr>
<tr>
<td>Tailpipe standards, 72A:16</td>
<td></td>
</tr>
<tr>
<td>Tort liability, 72A:21</td>
<td></td>
</tr>
<tr>
<td>CLOSING</td>
<td>COLLECTIVE BARGAINING</td>
</tr>
<tr>
<td>Commercial equipment leasing, 76:75</td>
<td>Generally, 71B:16 et seq.</td>
</tr>
<tr>
<td></td>
<td>Employment Issues When Doing Business Outside United States, this index</td>
</tr>
<tr>
<td>CLOSING ADJUSTMENTS</td>
<td>COLLECTIVE DISMISSALS</td>
</tr>
<tr>
<td>Real estate sales and acquisitions, 74:21</td>
<td></td>
</tr>
<tr>
<td>CLOSING ARGUMENTS</td>
<td>COLLEGIAL REFERRALS</td>
</tr>
<tr>
<td>Arguments of Counsel, this index</td>
<td>Contract attorneys, 24:22</td>
</tr>
<tr>
<td>CLOUD STORAGE</td>
<td>COMMERCIAL EQUIPMENT LEASING</td>
</tr>
<tr>
<td>Disaster preparedness, computers, 25B:37</td>
<td>Generally, 76:1 to 76:102</td>
</tr>
<tr>
<td>Information governance, 29:35</td>
<td>Administering lease, 76:80 to 76:87</td>
</tr>
<tr>
<td>COBRA</td>
<td>Amendments, 76:84</td>
</tr>
<tr>
<td>Employee Retirement Income Security Act (ERISA), 55:48</td>
<td>Appendices, riders, and supplements, 76:74</td>
</tr>
<tr>
<td>CODE OF PROFESSIONAL RESPONSIBILITY</td>
<td>Arbitration, 76:73</td>
</tr>
<tr>
<td>Generally, 31:5</td>
<td>Article 9, 76:14</td>
</tr>
<tr>
<td>Expenses and disbursements, 15:10</td>
<td>Article 2A, 76:13, 76:23</td>
</tr>
<tr>
<td>CODE SETS</td>
<td>Assignments and assignability, 76:41, 76:71, 76:94</td>
</tr>
<tr>
<td>Billing, this index</td>
<td>Business purpose of leasing, 76:8 to 76:10</td>
</tr>
<tr>
<td>COERCION</td>
<td>Chapter 11 bankruptcy, 76:15, 76:16</td>
</tr>
<tr>
<td>Governance, entire fairness, 46:23</td>
<td>Characterization of lease, 76:11</td>
</tr>
<tr>
<td>COGNITION</td>
<td>Choice of law, 76:44, 76:73</td>
</tr>
<tr>
<td>Benchmarking, outside counsel, 30:40</td>
<td>Closing, 76:75</td>
</tr>
<tr>
<td>COLLABORATION</td>
<td>Compliance, 76:47</td>
</tr>
<tr>
<td>Antitrust law, 79:47</td>
<td>Credit support, 76:76 to 76:79</td>
</tr>
<tr>
<td>Communications, this index</td>
<td>Default and remedies, 76:39, 76:69, 76:89</td>
</tr>
<tr>
<td></td>
<td>Delivery, 76:49, 76:56</td>
</tr>
<tr>
<td></td>
<td>Disclaimers, 76:36, 76:60, 76:97</td>
</tr>
</tbody>
</table>

Index-24
COMMERCIAL EQUIPMENT LEASING—Cont’d
Disputes, 76:93
Documentation, 76:55 to 76:75
Early termination, 76:54, 76:87
Full service leases, 76:19
Initiating lease transaction, 76:30 to 76:33
Inspection, 76:42
Insurance, 76:43, 76:52, 76:64
Legal framework, generally, 76:12 to 76:16
Letters of credit, 76:78
Leveraged leases, 76:24
Liens, 76:63
Maintenance, 76:46, 76:61, 76:62
Managing cap-ex, 76:9
Multiple transaction leases, 76:28
Negotiating lease documentation, 76:34 to 76:54
Net leases or triple net leases, 76:18
Objectives and preliminary considerations, 76:2 to 76:4
Offsets, 76:35, 76:59, 76:96
Outside counsel, 76:4
Partnering strategies, 76:5 to 76:7
Possession and use, 76:63
Practice checklist, 76:95
Purchase option, 76:71, 76:90, 76:102
Quiet enjoyment, 76:50, 76:68, 76:100
Renewal, 76:70, 76:90
Rent and rent payment dates, 76:58
Reporting, 76:48
Representations, 76:60
Returns, 76:72, 76:91, 76:101
Sale leasebacks, 76:25
Single transaction leases, 76:27
Special leases, 76:20 to 76:25
Staffing, 76:3

COMMERCIAL EQUIPMENT LEASING—Cont’d
Structure of lease, 76:26 to 76:29
Subleasing, 76:51, 76:72, 76:86
Subordination, 76:40, 76:68
Substitutions, 76:65, 76:85
Taxes, 76:67
Term and interim term, 76:57
Third party claims, 76:88
TRAC leases, 76:22
Transfer of stock, 76:56
Types of lease, 76:17 to 76:25
UCC waivers, 76:37
Vehicle financing by lessor, 76:29
Vendor leases, 76:21
Waivers, 76:84
Warranties, 76:60

COMMERCIAL FINANCE
Generally, 53:1 to 53:51
Affirmative covenants, 53:24
Amendments, 53:43
Assignments and participations, 53:28
Checklists
Closing checklist, 53:42, 53:51
Post-closing follow-up checklist, form, 53:52
Practice checklist, 53:45
Closing checklist, 53:42, 53:51
Commitment letter or term sheet, 53:18, 53:46, 53:47
Conditions precedent, 53:22
Conflict issues, outside counsel for financial institutions, 53:12, 53:13
Covenants, 53:24, 53:25
Credit facility, 53:21
Default events, 53:26
Dominion accounts, 53:39
Electronic signatures, contract for, form, 53:54
Extensions, 53:43

© 2019 Thomson Reuters, 4/2019
COMMERCIAL FINANCE
—Cont’d
Fee arrangements, outside counsel for financial institutions, 53:10
Financial statement authorization letter, form, 53:53
Financing statements, drafting, 53:30
Forms
Generally, 53:46 to 53:56
Closing checklist, 53:51
Commitment letter, 53:47
Development of forms, 53:16
Electronic signatures, contract for, 53:54
Intellectual property, perfection of security interest in, 53:55
Landlord’s waiver, 53:49
Payoff letter, 53:50
Post-closing follow-up checklist, 53:52
Pre-closing financial statement authorization letter, 53:53
Questionnaire, 53:48
Term sheet, 53:46
Guarantees, 53:34
Hiring of lawyers, outside counsel for financial institutions, 53:11
Inside law department structure
Generally, 53:2 to 53:6
Large legal department, 53:6
Mid-size legal department, 53:5
No inside lawyer or general counsel, 53:3
Single inside lawyer or small legal department with commercial expertise, 53:4
Intellectual property, perfection of security interest in, form, 53:55
Intercreditor agreements, 53:38

COMMERCIAL FINANCE
—Cont’d
Issue conflicts, outside counsel for financial institutions, 53:13
Landlord’s waivers, 53:36, 53:49
Lien release and payoff letter, 53:41, 53:50
Loan agreement, drafting of, generally, 53:20 to 53:29
Lockbox agreements, 53:39
Mold in construction, 53:33
Mortgagee waivers, 53:37
Negative covenants, 53:25
Opinions, 53:40
Outside counsel for financial institutions
Generally, 53:7 to 53:15
Charging for inside counsel time, appropriate way for, 53:14
Conflict issues, 53:12, 53:13
Fee arrangements, 53:10
Forms, development of, 53:16
Hiring and training of lawyers, 53:11
Number of outside firms to use, 53:8
Position or issue conflicts, 53:13
Selection of outside counsel, 53:9
Technology, use of, 53:15
Participations and assignments, 53:28
Payoff and lien release letter, 53:41, 53:50
Position conflicts, outside counsel for financial institutions, 53:13
Post-closing document, 53:44, 53:52
Practice checklist, 53:45
Pre-closing financial statement authorization letter, forms, 53:53
INDEX

COMMERCIAL FINANCE
—Cont’d
Preliminary considerations for counsel, 53:17
Prior conduct, waivers of, 53:56
Promissory note, drafting of, 53:31
Questionnaires, 53:19, 53:48
Real estate transactions, 53:32, 53:33
Remedies, 53:27
Representations and warranties, 53:23
Security agreement, drafting of, 53:30
Selection of outside counsel, 53:9
Stock pledge agreement, 53:35
Subordination agreements, 53:38
Technology, outside counsel for financial institutions, 53:15
Term sheet or commitment letter, 53:18, 53:46, 53:47
Training of lawyers, outside counsel for financial institutions, 53:11
UCC financing statements, drafting of, 53:30
Waivers, 53:36, 53:37, 53:49, 53:56
Warranties and representations, 53:23

COMMERCIAL MORTGAGE BACKED SECURITIES
Generally, 74:42

COMMISSIONS
Antitrust law, 79:73

COMMITMENT
Commercial finance, commitment letters, 53:18, 53:46, 53:47
Ethics, this index
Product integrity program, 2:21
Risk analysis, 12:6

COMMITTEES
Employee Benefits, this index
Secretary of Corporation, this index

COMMON INTEREST AGREEMENTS
Expert witnesses, 62:51

COMMON INTEREST PRIVILEGE
Privileges, this index

COMMON LAW
Contract attorneys, employee or independent contractor, 24:34
Environmental law, liabilities for injuries to persons of property, 72:45
European company representation in U.S. litigation, 23:3

COMMONALITY
Class actions, certification of class, 60A:57

COMMUNICATIONS
Generally, 13:1 to 13:35
Avoidance of litigation, communications with management and operating personnel, 2:6
Bad news, delivery of, 13:32
Budget issues, communicating about, 13:30
Building relationships, 13:7
Choice of right tool, generally, 13:26 et seq.
Collaboration vehicles
Generally, 13:20 to 13:25
Extranet, 13:24
Face-to-face meetings, 13:13
Shared data access, 13:21
Social media, 13:21
Videoconferencing, 13:22
Web conferencing, 13:23
Conflicts, clearing of, 13:33
COMMUNICATIONS—Cont’d
Diplomacy, central role of, 13:2 to 13:4
Disaster preparedness, high tech and low tech communications, 25B:28
Dynamic times, 13:10
Dysfunction, dealing with, 13:32
E-mail, 13:14
Empathy, central role of, 13:2 to 13:4
Employee benefits, communications with participants and beneficiaries, 55:21
Employment, 71:21
Ethics, this index
European Company Representation in U.S. Litigation, this index
Expenses and disbursements, 15:39, 15:41
Expert Witnesses, this index
Extranet Communications, this index
Face-to-face meetings, 13:13
Good judgment, central role of, 13:2 to 13:4
Inactive clients, staying in touch with, 13:28
Instant messaging, 13:16
Insured client representation, 25:3
International counsel, local communications infrastructure, 22:20
Jury Consulting Services, this index
Legal Department, this index
Listening, 13:5
Local Counsel, this index
Methods, generally, 13:1 to 13:35
New clients, opening possible relationships with, 13:29
Outside Counsel, this index
Planning, this index
Practice checklist, 13:34

COMMUNICATIONS—Cont’d
Privileges, this index
Regulatory litigation, 67A:13
Responding, 13:6
Security, 13:11
Shared data access, 13:21
Skills, generally, 13:1 to 13:35
Social media, 13:21
Specialized approaches to outsourcing, ethics, 26:29
Specialized Counsel, this index
Strategic assessments for ongoing matters, provision of, 13:31
Technology, this index
Telephone, 13:18
Texting, 13:15
Think before acting, 13:8
Tools, generally, 13:10 et seq.
Videoconferencing, 13:22
Voicemail, 13:19
Web conferencing, 13:23
Written reports, 13:17

COMMUNITY ATTITUDE SURVEYS
Jury Consulting Services, this index

COMMUNITY RELATIONS
Real estate law, outside counsel, 74:5

COMMUNITY SERVICE
Corporate sustainability, 47A:8, 47A:13

COMPANY CULTURE
Law Department, this index
Specialized approaches to outsourcing, 26:18

COMPELLED DISCLOSURE
Privileges, this index

COMPENSATION
Executive Compensation, this index
Law Department, this index
<table>
<thead>
<tr>
<th>Index</th>
<th>COMPENSATION—Cont’d</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Shareholder activism, 46B:6</td>
</tr>
<tr>
<td></td>
<td>Specialized approaches to insourcing, 27:8</td>
</tr>
<tr>
<td>COMPETENCE</td>
<td>Specialized approaches to outsourcing, ethics, 26:25</td>
</tr>
<tr>
<td>COMPETITION</td>
<td>Outside counsel, convergence and partnering, 7:13</td>
</tr>
<tr>
<td>COMPETITIVE EQUILIBRIUM MODEL</td>
<td>Valuation of business for acquisition, terminal value of acquisition candidate, 51:30</td>
</tr>
<tr>
<td>COMPLEX LITIGATION</td>
<td>Pleadings and Pre-Trial Motions in Complex Commercial Cases, this index</td>
</tr>
<tr>
<td>COMPLIANCE</td>
<td>Generally, 47:1 to 47:47</td>
</tr>
<tr>
<td></td>
<td>Benefits of effective program, 47:3</td>
</tr>
<tr>
<td></td>
<td>Commercial equipment leasing, 76:47</td>
</tr>
<tr>
<td></td>
<td>Communication of standards, 47:19</td>
</tr>
<tr>
<td></td>
<td>Consistent discipline, 47:21</td>
</tr>
<tr>
<td></td>
<td>Cross-border investigations, 34:7</td>
</tr>
<tr>
<td></td>
<td>Formalizing structure, 47:10 to 47:14</td>
</tr>
<tr>
<td></td>
<td>Forms, 47:40 to 47:47</td>
</tr>
<tr>
<td></td>
<td>Immigration, 71A:28</td>
</tr>
<tr>
<td></td>
<td>Law department, benchmarking, 30:26</td>
</tr>
<tr>
<td></td>
<td>Monitoring, auditing, and reporting, 47:20</td>
</tr>
<tr>
<td></td>
<td>Need for effective program, 47:2</td>
</tr>
<tr>
<td></td>
<td>Practice checklist, 47:39</td>
</tr>
<tr>
<td></td>
<td>Recent developments, 47:24 to 47:38</td>
</tr>
<tr>
<td></td>
<td>Responses to unlawful conduct, 47:22</td>
</tr>
</tbody>
</table>

| | COMPENSATION—Cont’d |
| | Review of programs, 47:15 to 47:18 |
| | Risk areas, 47:30 to 47:35 |
| COMPONENT PARTS | Make or Buy Decision, this index |
| COMPOUND PROBABILITIES | Risk analysis, 12:21 |
| COMPROMISE | Settlement, this index |
| COMPUTER SOFTWARE | Avoidance of litigation, 2:43 |
| | Case management software, 2:43 |
| | Jury consulting services, 64:13 |
| COMPUTERS | Disaster Preparedness, this index |
| | Software. Computer Software, this index |
| | Technology, this index |
| CONCESSION SERVICES | Sports, 74A:28 |
| CONDEMNATION | Real estate law, leases, licenses, and use and occupancy agreements, 74:37 |
| CONDITIONS | Commercial finance, 53:23 |
| CONFIDENTIALITY | Arbitration of International Commercial Disputes, this index |
| | Attorney-client privilege, 33:19 to 33:23 |
| | Contract attorneys, 24:58, 24:62 |
CONFIDENTIALITY—Cont’d
Employment issues when doing business outside United States, confidentiality agreements, 71C:49, 71C:50
Engagement letters, 9:21
Ethics, this index
Insured client representation, use of outside legal bill reviewers and auditors, 25:32
Internal Investigations, this index
Joint ventures, proprietary information, 50:32
Jury consulting services, confidentiality agreement for research participant, form, 64:38
Lobbying, 44:5
Mediation, 57:29
Mergers and acquisitions, 41:9, 41:49
Professional liability, 78:21
Settlement agreements, 65:54
Specialized approaches to outsourcing, ethics, 26:31
CONFIRMATION
Arbitration of international commercial disputes, consent to judicial confirmation of award, 58:31
CONFLICT OF LAWS
Arbitration of International Commercial Disputes, this index
Engagement Letters, this index
European company representation in U.S. litigation, attorney-client privilege, 23:24
Privileges, this index
CONFLICTS OF INTEREST—Cont’d
Adversity, current client conflicts, 32:7
Advocate-witness issues, 32:27
Applicable law, 32:35
Attorney-client privilege, joint client exception, 32:11
Attorney-client relationship, 32:2
Beauty contests and initial consultations, 32:25, 32:38
Changes in makeup of law firms and corporate legal departments
Generally, 32:16 to 32:31
Governmental service, 32:18
In-house legal departments, 32:20
Non-lawyer professionals, 32:21
Private practice, imputation and screening, 32:19
Checks on conflicts, 32:3
Commercial finance, outside counsel for financial institutions, 53:12, 53:13
Communication methods and skills, clearing of conflicts, 13:33
Contract attorneys, 24:57, 24:64
Corporate family conflict questions, 32:13
Current client conflicts
Generally, 32:4, 32:6 to 32:14
ABA Model Rules, 32:7
Attorney-client privilege, joint client exception, 32:11
Company and employee, simultaneous representation, 32:9
Corporate family conflict questions, 32:13
Derivative actions, 32:12
Ground rules, setting at time of engagement and consents, 32:14
CONFLICTS OF INTEREST
—Cont’d
Current client conflicts—Cont’d
Identity of client and multiple representation, 32:8 to 32:12
Loyalty, adversity and material limitation, 32:7
Withdrawal arrangements, 32:10
Declination letter, form, 32:39
Derivative actions, current client conflicts, 32:12
Dialogue between inside and outside counsel, 32:3
Discovery directed at client, 32:28
Employee benefits, 55:8
Engagement letter, form, 32:40, 32:41
Ethics, inadvertent or otherwise improper production or transmittal of documents, 32:34
Ex parte contacts
Current or former employees of corporate adversary, contacts with, 32:32
Experts or staff of opposing party or counsel, contacts with, 32:33
Represented persons, contacts with, 32:31
Expectations between attorney and client, 32:2
Experts of opposing party or counsel, ex parte contacts with, 32:33
Former client conflicts, 32:5, 32:15
Forms
Beauty contest letter, 32:38
Declination letter, 32:39
Engagement letter, 32:40, 32:41
Joint representation agreement, 32:43, 32:44

CONFLICTS OF INTEREST
—Cont’d
Forms—Cont’d
Screening of lateral hires, 32:45, 32:46
Termination of engagement by client or counsel, 32:42, 32:43
Governmental service, revolving door, 32:18
Ground rules, setting at time of engagement and consents, 32:14
Identity of client and multiple representation, 32:8 to 32:12
Illustrative new case report published in 1940, 32:47
Improper production or transmittal of documents, 32:34
Inadvertent production or transmittal of documents, 32:34
Initial consultations, 32:25
Insured Client Representation, this index
Joint representation agreements, 32:29, 32:43, 32:44
Joint ventures, 50:16 to 50:18
Law department, conflict identification and resolution process, 17:7
Lobbying, 44:4
Loyalty, current client conflicts, 32:7
Material limitation, current client conflicts, 32:7
Mediation, 57:31
Mergers involving institutional clients, 32:22
Motion to disqualify, 32:24
Non-clients, assertion of conflicts based on alleged receipt of confidential information, 32:29
Outside counsel, selection of, 4:31
Positional conflicts, 32:26

© 2019 Thomson Reuters, 4/2019

Index-31
CONFLICTS OF INTEREST
—Cont’d
Practice checklist, 32:36
Pro bono service, 37A:28
Professional liability, 78:43, 78:44
Revolving door, governmental service, 32:18
Screening of lateral hires, form, 32:45, 32:46
Small law department, outside counsel, 40:24
Specialized approaches to insourcing, 27:40
Specialized approaches to outsourcing, ethics, 26:32
Staff of opposing party or counsel, ex parte contacts with, 32:33
Substantial relationship test, former client conflicts, 32:15
Termination of engagement by client or counsel, form, 32:42, 32:43
Waiver of motion to disqualify by delay, 32:24
Withdrawal, 32:10, 32:23
CONFUSION
Trademarks, infringement, 69:40
CONOCOPHILLIPS LITIGATION MANAGEMENT PROCESS
Risk Analysis, this index
CONSENSUS BUILDING
Lobbying, 44:16, 44:32
CONSENT OR APPROVAL
Antitrust law, consent decrees, 79:16
Arbitration of international commercial disputes, consent to judicial confirmation of award, 58:31
Employment issues when doing business outside United States, termination of
CONSENT OR APPROVAL—Cont’d
employees, 71C:23
Settlement, judicial approval, 65:55
Specialized approaches to outsourcing, ethics, 26:27
CONSIDERATION
Settlement agreements, 65:49
CONSOLIDATED TRIALS
Mass torts, 73:12, 73:24
CONSTANT CASH FLOW GROWTH MODEL
Valuation of business for acquisition, terminal value of acquisition candidate, 51:29
CONSTITUTIONAL LAW
Advertising by attorneys, constitutional challenges to regulation of, 6:11
CONSTRUCTION
Real estate sales and acquisitions, liens, 74:24
Sports stadiums, 74A:23
CONSULTANTS
Diversity, this index
Environmental law, 72:20
Expert Witnesses, this index
Jury Consulting Services, this index
Planning, 10:27
CONSUMER DIRECTED HEALTH PLANS
Generally, 55B:15
CONSUMER EXPECTATION TEST
Products liability, 77:26
CONSUMER PRODUCTS
Generally, 77B:1 et seq.
Arbitration, 57:56

Index-32
CONTINUING LEGAL
EDUCATION—Cont’d
Joint inside and outside counsel
programs—Cont’d
Standardization of practices, 38:15
Substance abuse, 38:18
Technology, use of, 38:23
Jurisdictional table of legislation
relating to paralegals and
legal assistants, 38:39
Law department, building of
department, 17:23
Law office management, 38:14
Legal assistants, 38:38, 38:39
Monitoring of programs. Design
and monitoring of programs,
above
New York CLE requirements, 38:36
Paralegals, 38:38, 38:39
Personnel, formal exchanges of, 38:24
Postmortem sessions, 38:22
Practice checklist, 38:32
Professionalism, 38:19
Proportional requirements, Cali-
ifornia, 38:34
Purpose, 38:2
Regulators, requirements imposed
by, 38:8, 38:9
Secondments, DLA Piper LLP
(US), 38:31
Skills training, 38:21
Standardization of practices, 38:15
Substance abuse, 38:18
Table of state MCLE require-
ments, 38:37
Technology, use of, 38:23
United Kingdom requirements,
38:35
West Pharmaceutical Services,
Inc. and DLA Piper LLP
(US), 38:25
CONTINUING LEGAL
EDUCATION—Cont’d
West Pharmaceutical Services’ law
department approach, 38:26
CONTINUITY
Disaster preparedness, 25B:21
Expediting and streamlining litiga-
tion, continuity of litigation
team, 60B:8
Total quality management (TQM),
42:13
Trademark rights, 69:7
CONTRACT ATTORNEYS
Generally, 24:1 to 24:65
Age Discrimination in Employ-
ment Act, 24:43
Agencies, reasons for using, 24:20
Americans with Disabilities Act,
24:44
Benefits, 24:40
Billing, 24:30
Budgetary allocation, 24:28
Checklist, employee or indepen-
dent contractor, 24:38
Collegial referrals and call backs,
24:22
Common law right to control test,
employee or independent
contractor, 24:34
Confidentiality, 24:58, 24:62
Conflicts of interest, 24:57, 24:64
Contingent legal staffing request
for proposal, form, 24:61
Cost-effectiveness, 24:8
Cyclical staffing and workload
demands, 24:5
Dedication to one project, 24:10
Disadvantages to use of contract
attorneys, 24:13
Disclosure to client, 24:52
Document review projects, 24:11
Duty to supervise, 24:59
Economic cycles, 24:4
CONTRACT ATTORNEYS — Cont’d
Practice checklist, 24:60
Quality control, 24:24
Reasons to use contract attorneys
Generally, 24:3 to 24:12
Cost-effectiveness, 24:8
Cyclical staffing and workload demands, 24:5
Dedication to one project, 24:10
Determination whether new position is necessary, 24:6
Document review projects, 24:11
Economic cycles, 24:4
Head count and outside counsel budget restrictions, 24:12
Keeping work in-house, 24:7
Specific expertise, 24:9
Retirees as potential contract attorneys, 24:18
Risks, generally, 24:19 to 24:31
Seconding process, 24:21
Selection process for attorneys, 24:23
Selection process for vendors, 24:29
Sharing fees. Fee sharing, above Specialized approaches to outsourcing, 26:14
Specific expertise, 24:9
Statutory considerations generally, 24:32 to 24:49
Taxes, 24:39
Title VII, 24:42
Unauthorized practice of law, 24:51
Unemployment compensation, 24:47
Voluntary nature of commitment, 24:25
Workers’ compensation, 24:49
CONTRACTS Generally, 49A:1 to 49A:15

CONTRACTS—Cont’d
Antitrust law, 79:35
Avoidance of Litigation, this index
Contract Attorneys, this index
Drafting tips, 49A:13
Effective strategies, 49A:6 to 49A:9
Employment Contracts, this index
Employment issues when doing business outside United States, termination of employees, 71C:31
Engagement letters, this index
Environmental law, drafting, 72:21
Expediting and streamlining litigation, agreements with opposing and co-counsel, 60B:12
Expert Witnesses, this index
Framework, 49A:11
Principal legal issues, 49A:10
Real Estate Law, this index
Requests for proposals (RFP), 5:23
Sample outline, 49A:14
Settlement, this index
Smart contracts, 49A:12, 49A:15
Specialized approaches to insourcing, 27:27
Telecordia, Outsourcing of Legal Contract Function, Case Study, this index

CONVENIENCE
Government contracts, termination of, 50A:31

CONVERGENCE AND PARTNERING
Budgeting, 11:24
DuPont case study, 75:6, 75:47
Employment issues when doing business outside United States, control of outside legal spending, 71C:3
Outside Counsel, this index

Index-36
INDEX

CONVERGENCE AND
PARTNERING—Cont’d
Specialized approaches to
outsourcing, 26:4

COORDINATING COUNSEL
Generally, 21:1 to 21:24
Alternatives, 21:4
Appeal and review, 21:20
Brief bank, 21:12
Budgeting, 11:27
Common services, 21:15
Document management, 21:10
Expert witnesses, tracking and
developing, 21:14
Forms
Local task list, 21:24
Training agenda, 21:22
Witness summary sheet, 21:23
Investigations, 21:7
Issues, tracking and developing,
21:11
Legislative responses or initia-
tives, 21:17
Local task list, 21:24
Monitoring local counsel, 21:9
Objectives, 21:2
Pitfalls, 21:3
Post-mortems, 21:19
Practice checklist, 21:21
Practices and responsibilities, 21:6
to 21:20
Public relations responses or
initiatives, 21:17
Regulatory responses or initia-
tives, 21:17
Risk analysis, 21:8
Securities and Exchange Commis-
sion (SEC) responses or initia-
tives, 21:17
Selection
Coordinating counsel, 21:5
Local counsel, selection of,
21:9
Services, common, 21:15

COORDINATING COUNSEL—Cont’d
Settlement, 21:18
Strategy development, 21:7
Technology, 21:16
Training local counsel
Generally, 21:9
Agenda, form, 21:22
Trials, 21:19
Witnesses
Expert witnesses, 21:14
Summary sheet, 21:23
Tracking and developing,
21:13, 21:14

COPYRIGHT
Clearance and licensing, 70:42
Comparative legal issues, 70:88 to
70:93
Portfolio management, 70:27 to
70:29

COPYRIGHTS
Generally, 70:1 to 70:94
Advertising review, clearance and
challenges, 56:29
Attorneys’ fees, 70:86
Cease and desist letter, 70:48
Checklist for complaint, 70:94
Clearance and licensing, 70:30 to
70:42
Counterfeiting, 70:55
Criminal prosecution, 70:54
Damages, 70:85
De minimus use, 70:74
Defending against a claim, 70:67
to 70:82
Enforcement, 70:44 to 70:58
Estoppel and implied consent,
70:77
Fair use, 70:81
First sale doctrine, 70:78
Forfeitures and seizures, 70:53
Injunctions, 70:51, 70:84
Joint works, 70:15
INDEX

COSTS AND EXPENSES
—Cont’d
Professional liability, 78:4, 78:14
Regulatory litigation, 67A:14
Risk Analysis, this index
Specialized approaches to outsourcing, 26:9
Trademarks, 69:27, 69:43

COUNSELING
Environmental Law, this index

COUNTERFEITING
Copyrights, 70:55

COUNTERVAILING DUTY
International Trade, this index

COURIER SERVICE
Expenses and disbursements, 15:19

COURT RULES
Engagement letters, 9:4

COVENANTS
Commercial finance, 53:24, 53:25
Mergers and acquisitions, 41:28, 41:51

CREATIVITY
Benchmarking, outside counsel, 30:41

CREDENTIALS
Expert witnesses, 62:6

CREDIBILITY
Lobbying, 44:12
Pleadings and pre-trial motions in complex commercial cases, maintaining credibility with court, 60:11

CREDIT
Commercial equipment leasing, 76:76 to 76:79
Employment, hiring of employees, 71:6
Fair Credit Reporting Act, this index
Sports, credit agreements, 74A:19

CREEDS
Professionalism, this index

CRIME-FRAUD EXCEPTION
Privileges, this index

CRIMINAL HISTORY
Employment, hiring of employees, 71:7

CRIMINAL LAW
Antitrust Law, this index
Copyrights, criminal prosecution, 70:54
Disaster preparedness, 25B:42
Ethics, 31:26
Interplay Between Civil and Criminal Proceedings, this index
Products liability, 77:46
White Collar Crime, this index

CRISIS MANAGEMENT
Generally, 2:32 to 2:38, 85:1 to 85:38
Announcement of crisis management team, 2:34
Assembling crisis team, 85:4 to 85:10
Control of crisis, 2:37
Developing plan, 85:11 to 85:15
Establishment of crisis management team, 2:33
Executing plan, 85:16 to 85:24
Identification of crisis, 2:35
Investigations, 2:36
Negotiations with regulators, 85:29
Objectives, 85:2
Practice checklist, 85:37, 85:38
Products liability, 77:7
Resolution, 85:25 to 85:36
Resolution of crisis, 2:38
INDEX

DE MINIMIS
Mergers and acquisitions, indemnification, 41:38

DE MINIMUS
Copyrights, 70:74

DEADLOCKS
Joint ventures, 50:15

DECEIT
Fraud and Deceit, this index

DECISION-MAKING
Small Law Department, this index

DECISION TREE ANALYSIS
Alternative dispute resolution (ADR), selection of dispute resolution options, 57:10
Risk Analysis, this index
Settlement, preparation for, 65:31

DECLARATORY JUDGMENTS
Forum for Litigation, this index

DECREES
Judgments and Decrees, this index

DEDUCTIBLES
Mergers and acquisitions, indemnification, 41:38

DEEDS AND CONVEYANCES
Real estate sales and acquisitions, 74:20

DEFAMATION
Generally, 71:91 to 71:93
Affirmative defenses, 71:93
Damages, 71:92
Internal investigations, 35:27

DEFAULT
Commercial equipment leasing, 76:39, 76:69, 76:89
Government contracts, termination, 50A:32
Real estate leases, 74:32

DEFENSE INDUSTRIES
Joint ventures, export controls, 50:36

DEFENSES
Copyrights, 70:67 to 70:82
Defamation, 71:93
Insured Client Representation, this index
Products liability, 77:41, 77:42
Professional liability, 78:56, 78:59, 78:62
Regulatory litigation, 67A:8 to 67:12

DELAY IN INVOLVING COUNSEL
Professional liability, 78:9

DELEGATION OF POWERS
Employee benefits, resolution of board delegating powers to Employee Benefits Committee, form, 55:55

DELIVERY
Commercial equipment leasing, 76:49, 76:56

DEMAND REQUIREMENT
Governance, this index

DEMEANOR
Expert witnesses, 62:46

DEMONIZATION
Mass torts, 73:19

DEPENDENCY DIAGRAMS
Risk analysis, 12:17

DEPOSITIONS
Generally, 61:15 to 61:22
Apex depositions, 61:19, 61:30
Arbitration, 57:48
Class actions, 60A:32, 60A:33
Corporate parties, 61:16

© 2019 Thomson Reuters, 4/2019

Index-41
DEPOSITIONS—Cont’d
European Company Representation in U.S. Litigation, this index
Expert Witnesses, this index
Non-parties, 61:21
Objections to deposition notice, 61:18
Place and time issues, 61:17
Privileges, this index
Repeat depositions of key employees, 61:20
Time and place issues, 61:17

DERIVATIVES ACTIONS
Governance, this index

DESCRIPTION
Patents, description of invention in papers, 68:17

DESIGN PATENTS
Comparative legal issues, 70:91

DESTRUCTION OF DOCUMENTS
Specialized approaches to insourcing, 27:41

DIFFERENCE OF OPINION
Ethics, 31:15

DILIGENCE
Specialized approaches to outsourcing, ethics, 26:28

DILUTION
Trademarks, this index

DIPLOMACY
Communication methods and skills, 13:2 to 13:4

DIRECTORS OF CORPORATION
Cross-border investigations, 34:6
Employee benefits, resolution of board delegating powers to Employee Benefits Committee, form, 55:55

DIRECTORS OF CORPORATION—Cont’d
General counsel, Law Department, this index
Governance, this index
Mass torts, 73:30
Secretary of Corporation, this index
Settlement, role of board of directors, 65:28

DISABLED PERSONS
Americans with Disabilities Act (ADA), this index
Sports, accommodation, 74A:59

DISASTER PREPAREDNESS
Generally, 25B:1 to 25B:43
Annual review, 25B:24
Assessment of likelihood and impact, enterprise risk management, 25B:18
Back-ups, computers, 25B:35
Categories of disaster
Generally, 25B:8 to 25B:11
External disasters, 25B:11
Internal disasters, 25B:10
Natural disasters, 25B:9
Closing of offices, 25B:31
Cloud storage, computers, 25B:37
Communications, high tech and low tech, 25B:28
Computers
Generally, 25B:33 to 25B:39
Back-ups, 25B:35
Cloud storage, 25B:37
Cybersecurity, 25B:39
Geo diversity of storage, 25B:38
Off-site locations, storage at, 25B:36
Sarbanes-Oxley Act of 2002, 25B:34
Concerns, 25B:2
Continuity of business, 25B:21

Index-42
DISASTER PREPAREDNESS
— Cont’d
Criminal liability of corporation, 25B:42
Crises, distinguished, 25B:6
Culture, 25B:13
Cybersecurity, 25B:39
Disasters, distinguished, 25B:7
Distinctions
Generally, 25B:4 to 25B:7
Crises, 25B:6
Disasters, 25B:7
Emergencies, 25B:5
Emergencies, distinguished, 25B:5
Enterprise risk management
Generally, 25B:15 to 25B:20
Assessment of likelihood and impact, 25B:18
ERM program development, 25B:16
Identification of possibilities, 25B:17
Mitigation and prevention, 25B:20
Prioritization and response to risks, 25B:19
Ethics, 25B:13
Exercises and training, 25B:23
Exiting building quickly, 25B:32
External disasters, defined, 25B:11
Geo diversity of storage, computers, 25B:38
Identification of possibilities, enterprise risk management, 25B:17
Internal disasters, defined, 25B:10
Leadership, 25B:12
Load priorities, determination of, 25B:27
Long- and short-term disruptions, provisions for, 25B:22
Mistakes made by companies in disaster planning, 25B:3
Mitigation, enterprise risk management, 25B:20

DISASTER PREPAREDNESS
— Cont’d
Natural disasters, defined, 25B:9
Objectives, 25B:2
Off-site locations, storage of computer data at, 25B:36
Planning, 25B:14
Post-disaster matters, 25B:40 to 25B:42
Power outages, 25B:26
Practice checklist, 25B:43
Preliminary considerations, 25B:2
Prevention, enterprise risk management, 25B:20
Prioritization, enterprise risk management, 25B:19
Protection of people
Generally, 25B:30 to 25B:32
Closing of offices, 25B:31
Exiting building quickly, 25B:32
Public relations, 25B:29
Recovery after disaster, 25B:21
Response to risks, enterprise risk management, 25B:19
Sarbanes-Oxley Act of 2002, computers, 25B:34
Short- and long-term disruptions, provisions for, 25B:22
Tax laws to help devastated companies, 25B:41
Training and exercises, 25B:23

DISBURSEMENTS
Expenses and Disbursements, this index

DISCHARGE OF DEBTS
Bankruptcy and workouts, 54:30, 54:31

DISCIPLINARY MATTERS
Employment, 71:13, 71:14

DISCLAIMERS
Advertising review, clearance and challenges, 56:24

© 2019 Thomson Reuters, 4/2019 Index-43
DISCLAIMERS—Cont’d
Commercial equipment leasing, 76:36, 76:60, 76:97
E-mail disclaimer, sample form, 31:35
Engagement letters, disclaimer of results, 9:19
Facsimile disclaimer, sample form, 31:36
Mergers and acquisitions, non-reliance disclaimers, 41:43, 41:54

DISCLOSURES
Climate change, 72A:19
Contract attorneys, 24:52
Discovery, this index
Employee Benefits, this index
Governance, this index
Mergers and acquisitions, preparation of schedules, 41:32
Online advertising, 56:32
Patents, duty of disclosure to USPTO, 68:19, 68:44, 68:45
Professional liability, 78:64
Secretary of corporation, practices with regard to shareholders, 46A:17
Specialized approaches to outsourcing, ethics, 26:27
Website disclosure, sample form, 31:34

DISCOUNTS
Antitrust law, refusal to deal with discounting distributors or retailers, 79:55
Early payment, benchmarking of outside counsel, 30:35
Valuation of Business for Acquisition, this index

DISCOVERY—Cont’d
Automatic disclosures, 61:23
Avoidance of bad documents, 2:15
Avoidance of litigation, documents of corporation, 2:15
Burden on corporate employees, limiting, 61:8
Class Actions, this index
Concerns and objectives, 61:2
Conflicts of interest, 32:28
Considerations affecting use of particular discovery devices, generally, 61:11 to 61:23
Consistency, goals of discovery management, 61:4
Control of dispute outcome, goals of discovery management, 61:6
Cost-effectiveness, goals of discovery management, 61:10
Defensive discovery, 61:26
Depositions, this index
Electronic Discovery, this index
Employment, 71:27
Engagement letters, 9:39
European Company Representation in U.S. Litigation, this index
Expert Witnesses, this index
Formal written discovery, 61:14
Forms, protective orders
No sharing, 61:36
Sharing allowed, 61:37
Goals of discovery management
Generally, 61:3 to 61:10
Accuracy, consistency and timeliness, 61:4
Burden on corporate employees, limiting, 61:8
Control of dispute outcome, 61:6
Cost-effectiveness, 61:10
Proprietary information, protection of, 61:7
INDEX

DISCOVERY—Cont’d
Goals of discovery management
—Cont’d
Scope, 61:5
Support of litigation, 61:9
Informal discovery, 61:13
Information systems, use of, 61:28
Investigation methods, 61:12
Jury consulting services, 64:34
Objectives and concerns, 61:2
Offensive discovery, 61:25
Practice checklist, 61:35
Prejudice, settlement agreements, 61:34
Privileges, this index
Production of Documents and Things, this index
Protective orders, 61:29, 61:36, 61:37
Public policy, settlement agreements, 61:33
Regulatory litigation, 67A:10
Relevance, settlement agreements, 61:32
Scope, goals of discovery management, 61:5
Settlement agreements
Generally, 61:31 to 61:34, 65:16, 65:17
Prejudice, 61:34
Public policy, 61:33
Relevance, 61:32
Strategies, 61:24 to 61:28
Support of litigation, goals of discovery management, 61:9
Team configuration, 61:27
Timeliness, goals of discovery management, 61:4

DISCRIMINATION—Cont’d
Americans with Disabilities Act (ADA), this index
Diversity this index
Employment issues when doing business outside United States, termination of employees, 71C:32
Title VII, this index

DISMISSAL AND DISMISSAL MOTIONS
Complex commercial cases, 60:14
Multidistrict antitrust class action litigation, 79:26
Settlement agreements, 65:49

DISPUTE RESOLUTION
Alternative Dispute Resolution (ADR), this index
Arbitration, this index
Commercial equipment leasing, 76:93
Engagement Letters, this index
Government contracts, 50A:33
Information technology transactions, 49:47, 49:55 to 49:76
Joint Ventures, this index
Litigation this index
Mediation, this index

DISSOLUTION
Joint ventures, 50:19, 50:21

DIVERSITY
Generally, 39:1 to 39:90
Accountability of mentors, 39:66
Affirmative action, distinguished, 39:7
Alienation of clients, potential for, 39:16
Analysis of data, benchmarking for best practices, 39:56
Articulation of scope of diversity
Generally, 39:23 to 39:26
Pros and cons of transitional compromises, 39:24

© 2019 Thomson Reuters, 4/2019
Index-45
DIVERSITY—Cont’d
Articulation of scope of diversity —Cont’d
Relative priority of covered initiatives, 39:25
Self-defining differences, 39:26
Authority. Responsibility and authority of diversity team, below
Baseline in law organization, 39:6
Benchmarking for best practices
Generally, 39:51 to 39:56
Analysis and utilization of data, 39:56
Areas to be examined, determination of, 39:52
Collection of benchmarker’s own data, 39:53
Confidentiality provision, form, 39:87
Identification and solicitation of counterparties, 39:54
Meetings with counterparties, 39:55
Questionnaire, form, 39:86
Business case for diversity
Generally, 39:78 to 39:82
Differing perspectives among diversity proponents, 39:80
Evolution and emerging acceptance, 39:81
Reality or misguided aspiration, 39:79
Specific consideration and acceptance by management, 39:82
Straight talk about business case thesis, 39:19
Business factors, mentoring for retention and advancement, 39:69
Business incentives from inside counsel, initiatives to increase numerical diversity, 39:72

DIVERSITY—Cont’d
Business judgment rule standard for management review, 39:59
Call to Action launch, driving business case within outside counsel, 39:42
Calling a spade a spade, 39:21
Characteristic problems, generally, 39:17 to 39:30
Consultants
General Services RFP for selection of professional diversity consultants, 39:90
List of consultants, form, 39:89
Selection, considerations for, form, 39:85
Credit for time worked, 39:60
Declaration of success or defeat too early, 39:32, 39:37
Derivative nature of business interest, driving business case within outside counsel, 39:41
Differing perspectives among diversity proponents, 39:80
Disappointments, dealing with, 39:29
Discomfort of lawyers, 39:13
Discretionary spending authority, 39:58
Driving business case within outside counsel
Generally, 39:40 to 39:44
Call to Action launch, 39:42
Derivative nature of business interest, 39:41
Empowering awards, potential of, 39:43
Waiting for Godot, 39:44
DuPont Case Study, this index
Education and training, diversity awareness, 39:50
Emerging acceptance, 39:81
Empowering awards, potential of, 39:43
DIVERSITY—Cont’d
Enduring commentary and publications, 39:5
Evaluation of program initiatives, 39:74
Evolution, 39:81
Evolution of diversity principle, 39:11
Expectations, management of, 39:27
External publicizing of diversity program, 39:77
Fear of being misunderstood, 39:22
Forms
Generally, 39:85 to 39:90
Benchmarking confidentiality provision, 39:87
Benchmarking questionnaire, 39:86
Consultants, considerations for selection of, 39:85
Consultants, list of, 39:89
Early-stage session with senior management, talking points for, 39:88
Requests for proposals, below
Foundation and goals
Generally, 39:8 to 39:11
Evolution of diversity principle, 39:11
Introduction to diversity principle, 39:9
Three levels of possible goals, 39:10
Foundational initiatives of organized bar and related groups, 39:3
Fundamentals of mentoring for retention and advancement, 39:67
Goals. Foundation and goals, above
Growth pains, mistaking for mortal wounds, 39:36

DIVERSITY—Cont’d
Identification of counterparties, benchmarking for best practices, 39:54
Implementation elements, mentoring for retention and advancement, 39:69
Initiatives to increase numerical diversity
Generally, 39:62 to 39:73
Business incentives from inside counsel, 39:72
Innovative minority recruiting, 39:63
Intern programs for diversity students, 39:64
Mentoring for retention and advancement, below
Other support initiatives, 39:71
Tracking, 39:73
Innovative minority recruiting, 39:63
Intern programs for diversity students, 39:64
Internal implications of mistaken initiatives, 39:14
Law department, diversity initiatives, 16:46
Legal action, potential for, 39:15
Legal considerations, 39:83
Liaison to other aspects of operations, 39:61
Marketing to potential corporate clients, 6:13
Mechanics of diversity program, generally, 39:47 to 39:77
Meetings with counterparties, benchmarking for best practices, 39:55
Mentoring for retention and advancement
Generally, 39:65 to 39:70
Fundamental business factors and implementation elements, 39:69
DIVERSITY—Cont’d
Mentoring for retention and
advancement—Cont’d
Fundamentals of mentoring, 39:67
Selection, recognition and
accountability of mentors, 39:66
Strategic development/retention
model, 39:68
Valuable business assets, 39:70
Monitoring program initiatives, 39:74
Numbers, focusing on, 39:33
Partnering between inside and
outside counsel
Generally, 39:38 to 39:46
Collaboration and its benefits, 39:39
Driving business case within
outside counsel, above
Risks and other practical
intangibles for outside
counsel, reduction of, 39:45
Transactional work opportuni-
ties for minority attorneys, 39:46
Perspectives among diversity
proponents, differing, 39:80
Political correctness instead of
candor
Generally, 39:18 to 39:22
Calling a spade a spade and not
pulling punches, 39:21
Everyone is not the same, 39:20
Fear of being misunderstood,
39:22
Straight talk about business case
thesis, 39:19
Practice checklist, 39:84
Priority of covered initiatives,
articulation of scope of diver-
sity, 39:25
Professional consultants, use of,
39:28, 39:35

DIVERSITY—Cont’d
Professionalism, 37:36 to 37:42
Publicizing of diversity program,
39:77
Pulling punches, 39:21
Recognition of mentors, 39:66
Refining program initiatives,
39:74
Relationship to other activities,
39:75
Requests for proposals
General Services RFP for selec-
tion of professional diver-
sity consultants, 39:90
Resistance by lawyers, 39:13
Responsibility and authority of
diversity team
Generally, 39:57 to 39:61
Business judgment rule stan-
dard for management
review, 39:59
Credit for time worked, 39:60
Discretionary spending author-
ity, 39:58
Liaison to other aspects of
operations, 39:61
Risks of adopting diversity
principle
Generally, 39:12 to 39:16
Alienation of clients, potential
for, 39:16
Discomfort and resistance by
lawyers, 39:13
Internal implications of
mistaken initiatives, 39:14
Legal action, potential for,
39:15
Outside counsel, reduction of
risks and other practical
intangibles for, 39:45
Selection
Diversity team leadership, 39:49
Mentors, 39:66
DOMAIN NAMES
Trademarks, 69:17

DOMINION ACCOUNTS
Commercial finance, 53:39

DRIVING RECORDS
Employment, hiring of employees, 71:7

DUAL DISTRIBUTION
Antitrust law, 79:56

DUAL USE PRODUCTS AND TECHNOLOGY
Joint ventures, export controls, 50:35

DUE DILIGENCE
Environmental law, transactions by corporations, 72:19, 72:49
Joint ventures, proprietary information, 50:25
Mergers and acquisitions, 41:25

DUE PROCESS
Alternative dispute resolution (ADR), employment disputes, 57:64

DUPONT CASE STUDY
Generally, 75:1 to 75:57
Accomplishments and results, 75:7
Alternative dispute resolution, 75:21, 75:22
Alternative fee arrangements, 75:36
Barriers, 75:12
Benchmarks, 75:38, 75:52, 75:53
Budgeting and forecasting, 75:32 to 75:35
Operational budget, 75:33
Processes, 75:34
Rate increase requests, 75:35
Chief Litigation Counsel Association, 75:53
Client, what’s in it for, 75:9

DUPONT CASE STUDY—Cont’d
Convergence, 75:6, 75:47
Creative economic incentives, 75:39
Decision support, 75:14
Diversity, commitment to
Generally, 75:23 to 75:30
DuPont Legal Model commits to diversity, 75:24
DuPont Legal Street Law Diversity Pipeline Project, 75:27
DuPont Minority Counsel Network, 75:29
DuPont Women Lawyers Network, 75:28
Impact of diversity initiatives, 75:30
Internal promotion of diversity, 75:26
Minority job fairs, 75:25
DuPont Legal Street Law Diversity Pipeline Project, 75:27
DuPont Minority Counsel Network, 75:29
DuPont Women Lawyers Network, 75:28
E-discovery, 75:50
Early case assessment
Generally, 75:16 to 75:19
Experience of DuPont, 75:19
Key steps, 75:18
Pro-active process, 75:17
Ethics and compliance, 75:43
Forecasting. Budgeting and forecasting, above
Forms, 75:57
Impact of diversity initiatives, 75:30
Inside counsel, what’s in it for, 75:10
Internal promotion of diversity, 75:26
Internet protocol, 75:47 to 75:49
Legal practice groups, 75:15
EDUCATION
Advertising review, clearance and challenges, 56:8, 56:14
Continuing Legal Education, this index
Diversity awareness, 39:50
Legal research, multijurisdictional surveys, 19:38
Professionalism, this index
Trade secrets, 68:33
Training, this index
Transactions, this index

ELECTIONS
Labor law, 71B:3 to 71B:11
Secretary of corporation, election of directors, 46A:9
Tort reform, 43:49

ELECTRONIC DISCOVERY—Cont’d
Specialized approaches to outsourcing, 26:15
Technology, 28:32

ELECTRONIC DOCUMENTS AND COMMUNICATIONS
Attorney-client privilege, 33:37 to 33:40

ELECTRONICALLY STORED INFORMATION
Commercial finance, electronic signatures on contracts, 53:54
European company representation in U.S. litigation, production of documents, 23:43
Management of Corporate Documents, this index
Privileges, this index
Streamlining of payment process, 14:6

EMBARGOES
Joint ventures, 50:39

EMERGENCY PLANNING AND COMMUNITY RIGHT-TO-KNOW ACT
Generally, 72:33

EMINENT DOMAIN
Real estate law, leases, licenses, and use and occupancy agreements, 74:37

EMOTIONAL INTELLIGENCE
Interdisciplinary teams, 16:25

EMPATHY
Communication methods and skills, 13:2 to 13:4

EMPLOYEE BENEFITS
Generally, 55:1 to 55:57
Allocation of duties
Generally, 55:14 to 55:28
Amendments of plan, 55:22
INDEX

EMPLOYEE BENEFITS—Cont’d
Allocation of duties—Cont’d
Claims for benefits, 55:25
Communications with participants and beneficiaries, 55:21
Compliance with plan, 55:19
Disclosures, mandatory, 55:20
Disputes, 55:25
Drafting plan, 55:17
Fiduciary issues, 55:27
Form, allocation of duties within plan sponsor, 55:54
Investigations, 55:24
Litigation, 55:25
Mandatory reporting and disclosure, 55:20
Reports, mandatory, 55:20
Termination of plan, 55:23
Third-party providers, contracts with, 55:26
Trust agreement, 55:18
Amendments of plan
Generally, 55:22
Committee resolution amending plan, form, 55:56
Employee Retirement Income Security Act (ERISA), 55:36
Anti-retaliation provisions, 55:45
Attorney-client privilege, 55:7
Bonds and undertakings,
Employee Retirement Income Security Act (ERISA), 55:44
Claims for benefits
Allocation of duties, 55:25
Employee Retirement Income Security Act (ERISA), claims administration, 55:37
COBRA, Employee Retirement Income Security Act (ERISA), 55:48

EMPLOYEE BENEFITS—Cont’d
Cofiduciary liability, Employee Retirement Income Security Act (ERISA), 55:32
Committee, Employee Benefits Committee, below
Communications with participants and beneficiaries, 55:21
Compliance with plan, 55:19
Conflicts of interest, 55:8
Continuing fiduciary responsibilities, 55:5
Contracts with third-party non-legal advisors and service providers, 55:26
Correction of violations of ERISA, 55:50
Design of plan, 55:16
Disclosures. Reporting and disclosure requirements, below
Drafting plan, 55:17
Effective partnering strategies, 55:13 to 55:28
Employee Benefits Committee
Board resolution delegating powers to Employee Benefits Committee, form, 55:55
Committee resolution amending plan, form, 55:56
Employee Retirement Income Security Act (ERISA)
Amendments of plans, 55:36
Anti-retaliation provisions, 55:45
Attorney fees, 55:46
Bonds and undertakings, 55:44
Changes in law, 55:3
Civil enforcement procedures, 55:51
Claims administration, 55:39
COBRA, 55:48
Cofiduciary liability, 55:32
Correction of violations, 55:50
EMPLOYEE BENEFITS—Cont’d

Employee Retirement Income Security Act (ERISA)
—Cont’d

Fiduciary duties
Generally, 55:30 to 55:32
Applicability, 55:9
Cofiduciary liability, 55:32
Insurance, 55:44
Healthcare reform, 55:49
HIPAA, 55:47
Insurance, fiduciary, 55:44
Litigation, 55:33 to 55:35
Mergers and acquisitions, 55:52
Mortgage crisis, 55:35
Multiemployer plans, 55:42
Prohibited transactions, 55:42
Qualification requirements, 55:41
Reporting and disclosure requirements, 55:40
Retaliation provisions, 55:45
Settlement of claims, 55:46
Violations, correction of, 55:50

Expertise, 55:4

Fiduciaries
Allocation of duties, 55:27
Continuing fiduciary responsibilities, 55:5
Employee Retirement Income Security Act (ERISA), above

Forms
Allocation of duties within plan sponsor, 55:54
Board resolution delegating powers to Employee Benefits Committee, form, 55:55
Committee resolution amending plan, form, 55:56
Stock purchase acquisition agreement, representations by seller as to employee benefit plans, 55:57

EMPLOYEE BENEFITS—Cont’d

HIPAA, Employee Retirement Income Security Act (ERISA), 55:47
In-house counsel, Employee Retirement Income Security Act (ERISA), above
Insurance, fiduciary, 55:44
Investigations
Allocation of duties, 55:24
Regulatory investigations, 55:6
Litigation
Allocation of duties, 55:25
Employee Retirement Income Security Act (ERISA), 55:33 to 55:35
Mandatory reporting and disclosure, 55:20
Mergers and acquisitions
Employee Retirement Income Security Act (ERISA), 55:52
Stock purchase acquisition agreement, representations by seller as to employee benefit plans, 55:57
Mortgage crisis, Employee Retirement Income Security Act (ERISA), 55:35
Multiemployer plans, Employee Retirement Income Security Act (ERISA), 55:42
Objectives, 55:2 to 55:12
Outside providers, Third-party nonlegal advisors and service providers, below
Practice checklist, 55:53
Preliminary considerations, 55:2 to 55:12
Prohibited transactions, Employee Retirement Income Security Act (ERISA), 55:43
Qualification requirements, 55:41
Regulatory investigations, 55:6
Reporting and disclosure requirements
Allocation of duties, 55:20
EMPLOYEE BENEFITS—Cont’d
Reporting and disclosure requirements—Cont’d
Employee Retirement Income Security Act (ERISA), 55:40
Resolution of board delegating powers to Employee Benefits Committee, form, 55:55
Retaliation, 55:45
Staffing, 55:4
Stock purchase acquisition agreement, representations by seller as to employee benefit plans, 55:57
Technology, 55:28
Termination of plan, allocation of duties, 55:23
Third-party nonlegal advisors and service providers
Agreed-upon limits on duties of administrators, 55:12
Contracts with third-party providers, 55:26
Unauthorized practice of law, 55:11
Trust agreement, 55:18
Unauthorized practice of law by third-party nonlegal advisors and service providers, 55:11
Violations of ERISA, correction of, 55:50

EMPLOYEE POLYGRAPH PROTECTION ACT
Generally, 71:63 to 71:65
Exceptions, 71:64
Remedies, 71:65
Statute of limitations, 71:65

EMPLOYEE RETIREMENT INCOME SECURITY ACT (ERISA)
Employee Benefits, this index

EMPLOYEES OF CORPORATION
European Company Representation in U.S. Litigation, this index
Former Employees, this index
Legal department, encouraging use of, 40:6
Planning, this index
Privileges, this index
Secretary of Corporation, this index
Staffing, this index

EMPLOYMENT
Generally, 71:1 to 71:120
Administrative procedures, 71:25
Age Discrimination in Employment Act (ADEA), this index
Agencies with employment law enforcement authority, generally, 71:96 to 71:102
Alternative Dispute Resolution (ADR), this index
Americans with Disabilities Act (ADA), this index
Arbitration, this index
At-will employment
Modification of relationship, 71:94
Public policy exceptions, 71:95
Section 1981, 71:74
Audits, comprehensive, 71:23
Background investigations, hiring of employees, 71:5
Benefits. Employee Benefits, this index
Business decisions, 71:30
Communications, 71:21
Comprehensive audits, 71:23
Contingent workers vs. employees, 71:32
Contract Attorneys, this index
Credit checks, hiring of employees, 71:6
EMPLOYMENT—Cont’d
Criminal history checks, hiring of employees, 71:7
Cross-border investigations, 34:11 to 34:14
Defamation, this index
Department of Labor, 71:99
Disciplinary matters, 71:13, 71:14
Discovery, 71:27
Doing business outside United States. Employment Issues When Doing Business Outside United States, this index
Driving records, hiring of employees, 71:7
Early partnering between inside and outside counsel, 71:22
EEO-1 reports, 71:106
Employee Benefits, this index
Employee counseling/action form, 71:118
Employee Polygraph Protection Act, this index
Employees of Corporation, this index
Employment audit outline, form, 71:120
Engagement Letters, this index
Equal Employment Opportunity Commission, 71:97
Equal Pay Act, this index
Extreme conduct, intentional or negligent infliction of emotional distress, 71:89
Fair Credit Reporting Act, this index
Fair Labor Standards Act, this index
Family and Medical Leave Act, this index
Federal statutes, generally, 71:31 to 71:34
Foreign business. Employment Issues When Doing Business

SUCCESSFUL PARTNERING

EMPLOYMENT—Cont’d
Outside United States, this index
Forms
Generally, 71:112 to 71:120
Employee counseling/action form, 71:118
Employment audit outline, 71:120
Fair Credit Reporting Act, this index
Notice of termination of employment, 71:119
Reference check and release of related claims, authorization for, 71:113
Sexual harassment, procedure for investigation of, 71:112

Hiring of employees
Generally, 71:3 to 71:7
Credit checks, 71:6
Criminal history checks and driving records, 71:7
Medical exams, 71:4
Reference checks/background investigations and verifying applicant information, 71:5
I-9 reports, 71:108
Immigration and Naturalization Service, 71:100
Immigration Reform and Control Act, 71:62
Intentional infliction of emotional distress, 71:88, 71:89
Internet, 71:110
Invasion of privacy. Privacy, this index

Investigations
Generally, 71:9 to 71:12, 71:25
Fair Credit Reporting Act, investigations by outside counsel as subject to, 71:12
Meeting with employee who made complaint and other

Index-56
**INDEX**

**EMPLOYMENT—Cont’d**
Investigations—Cont’d
fact witnesses, 71:11
Selection of investigator, 71:10
Jury service, time off for, 71:81
Labor Law, this index
Limitation of exposure to employment claims
Generally, 71:16 to 71:19
Arbitration, 71:19
Policies and procedures, 71:18
Workplace training, 71:17
Litigation
Generally, 71:26 to 71:28
Discovery, 71:27
Trial, 71:28
Mass torts, 73:31
Medical exams, hiring of employees, 71:4
Medical records, 71:107
National Labor Relations Act, this index
Negligent infliction of emotional distress, 71:88, 71:89
Notice
Posting, 71:104
Termination of employment, form, 71:119
Occupational Safety and Health Act, this index
Older Workers’ Benefits Protection Act, 71:45
Outrageous conduct, intentional or negligent infliction of emotional distress, 71:89
Performance evaluations, 71:8
Personnel file access statutes, 71:80
Polygraphs, Employee Polygraph Protection Act, this index
Post-termination matters, 71:15
Practice checklist, 71:111
Privacy, this index
Public policy exceptions, at-will employment, 71:95

**EMPLOYMENT—Cont’d**
Recordkeeping requirements
Generally, 71:103 to 71:109
EEO-1 reports, 71:106
I-9 reports, 71:108
Medical records, 71:107
Notice posting, 71:104
State law, 71:109
Title VII, 71:105
Reference checks, hiring of employees, 71:5, 71:113
Section 1981, this index
Selection of investigator, 71:10
Settlement issues, buy-in by client on, 71:29
Severe emotional distress, 71:90
Sexual harassment, procedure for investigation of, form, 71:112
Specialized approaches to insourcing, 27:15, 27:31
Staffing, this index
State statutes and agencies
Generally, 71:78 to 71:82
Deferral agencies, 71:101
Jury service, time off for, 71:81
Personnel file access statutes, 71:80
Recordkeeping requirements, 71:109
Title VII-type statutes, 71:78
Wage payment laws, 71:79, 71:102
Strategies for partnering, generally, 71:20 to 71:30
Termination of employment, 71:14, 71:15
Title VII, this index
Training of workforce, 71:24
Trial, 71:28
U.S. Department of Labor, 71:99

© 2019 Thomson Reuters, 4/2019

Index-57
EMPLOYMENT—Cont’d
Verification of applicant information, hiring of employees, 71:5
Wage payment laws, 71:79, 71:102
Worker Adjustment and Retraining Notification Act, this index
Workplace training, 71:17

EMPLOYMENT ISSUES WHEN DOING BUSINESS OUTSIDE UNITED STATES
Generally, 71C:1 to 71C:60
Centralized model of management, 71C:10
Collective dismissals
Generally, 71C:44 to 71C:47
European Directive 98/59/EC, 71C:45
Other examples, 71C:46
Typical issues, 71C:47
Concerns, generally, 71C:2 to 71C:7
Confidentiality agreements, 71C:49, 71C:50
Contracts of employment, termination of employees, 71C:31
Controls on outside legal spending, 71C:3
Convergence and other controls on outside legal spending, 71C:3
Court approval, termination of employees, 71C:23
Decentralized model of management, 71C:9
Different approaches to addressing global issues, 71C:7
Discrimination, termination of employees, 71C:32
Economic restructuring, termination of employees, 71C:19, 71C:28

EMPLOYMENT ISSUES WHEN DOING BUSINESS OUTSIDE UNITED STATES—Cont’d
Effective partnering strategies, generally, 71C:8 to 71C:14
European Directive 98/59/EC, collective dismissals, 71C:45
Ex-pat arrangement, global mobility, 71C:55
Expectations of management, 71C:4
Forms
Documentation of works council information/consultation requirements during global restructuring or other initiatives, 71C:60
Separation agreement and release, 71C:59
Global compliance, 71C:5
Global mobility
Generally, 71C:54 to 71C:57
Global employment entity, 71C:56
Localization or transfer, 71C:57
Secondment or ex-pat arrangement, 71C:55
Government agency approval, termination of employees, 71C:23
Gross misconduct, termination of employees, 71C:27
Growth and labor mobility, 71C:6
Hybrid model of management, 71C:11 to 71C:13
Information and Consultation Directive, works councils, 71C:40
Internal hearing processes, termination of employees, 71C:22
Language, separation agreements, 71C:35
EMPLOYMENT ISSUES WHEN DOING BUSINESS OUTSIDE UNITED STATES — Cont’d
Management expectations, 71C:4
Misconduct, termination of employees, 71C:18, 71C:27, 71C:28
Models of management
Generally, 71C:8 to 71C:14
Areas where headquarters legal should be involved, hybrid model, 71C:12
Areas where local operations should lead, hybrid model, 71C:13
Centralized model, 71C:10
Decentralized model, 71C:9
Hybrid model, 71C:11 to 71C:13
Team of in-house and outside counsel, assembly of, 71C:14
National law, works councils, 71C:42
Non-compete clauses, 71C:52
Non-solicitation clauses, 71C:53
Objectives, generally, 71C:2 to 71C:7
Organizational restructuring, termination of employees, 71C:19, 71C:28
Patterns of growth and labor mobility, 71C:6
Poor performance, termination of employees, 71C:17, 71C:28
Practice checklist, 71C:58
Preliminary considerations, generally, 71C:2 to 71C:7
Protected employees, termination of employees, 71C:25, 71C:30
Reasonable grounds for termination of employees, 71C:16 to 71C:19

EMPLOYMENT ISSUES WHEN DOING BUSINESS OUTSIDE UNITED STATES — Cont’d
Restrictive covenants
Generally, 71C:49 to 71C:53
Non-compete clauses, 71C:52
Non-solicitation clauses, 71C:53
Secondment, global mobility, 71C:55
Separation agreements
Generally, 71C:34 to 71C:37
Form, 71C:59
Language, 71C:35
Procedure, 71C:36
Timing, 71C:37
Team of in-house and outside counsel, assembly of, 71C:14
Termination of employees
Generally, 71C:15 to 71C:37
Contracts of employment, 71C:31
Court or government agency approval, 71C:23
Discrimination, 71C:32
Economic/organizational restructuring, 71C:19, 71C:28
Formal requirements, procedural protections, 71C:21
Gross misconduct, 71C:27
Internal hearing processes, 71C:22
Misconduct, 71C:18, 71C:27, 71C:28
Poor performance, 71C:17, 71C:28
Procedural protections, generally, 71C:20 to 71C:24
Protected employees, 71C:25, 71C:30
Reasonable grounds for termination, 71C:16 to 71C:19
EMPLOYMENT ISSUES WHEN DOING BUSINESS OUTSIDE UNITED STATES — Cont’d
Termination of employees — Cont’d
Reconciliation of global termination context with compliance imperatives, 71C:33
Separation agreements, above
Typical termination scenarios, generally, 71C:26 to 71C:30
Unjustified dismissals, 71C:29
Works council interaction, 71C:24
Timing, separation agreements, 71C:37
Transfer of undertaking, 71C:48
Unjustified dismissals, 71C:29
Works councils
Generally, 71C:38 to 71C:43
Documentation of works council information/consultation requirements during global restructuring or other initiatives, 71C:60
Information and Consultation Directive, 71C:40
Issues in works council relationships, 71C:43
National law, 71C:42
Termination of employees, 71C:24

ENDANGERED SPECIES ACT
Generally, 72:36

ENDANGERMENT FINDINGS
Climate change, 72A:15

ENDORSEMENTS
Advertising review, clearance and challenges, 56:26

ENFORCEMENT AGENCIES, SEEκING GUIDANCE FROM
White collar crime, 83:14

ENGAGEMENT LETTERS
Generally, 9:1 to 9:50
Administrative and legal work distinguished, 9:30
Allocation of work between inside and outside counsel, 9:17
Approved research, 9:26
Billing
Format of billing, 9:29
Frequency of billing cycle, 9:33
Budget for litigation, 9:31
Case evaluation, 9:19
Clients
Definition, 9:12
Joint clients, below
Comprehensiveness, 9:8
Confidentiality, 9:21
Conflict of laws
Generally, 9:6
Waiver. Conflict waivers, below
Conflict waivers
Generally, 9:5
Current conflict waivers, 9:13
Prospective conflict waivers, 9:14
Construction and interpretation, 9:9
Court rules, 9:4
Definitions, 9:11, 9:16
Disclaimer of results, 9:19
Discovery, 9:39
Dispute resolution
Generally, 9:20
Policy of corporation, 9:36
Document retention, 9:22
Ethics, this index
Evaluation of case, 9:19
Existing clients, new projects with, 9:7
ENGAGEMENT LETTERS
—Cont’d
Expenses and disbursements
Generally, 9:32
Form, 15:49
Travel expenses, 9:38
Expert Witnesses, this index
Fee arrangements, 9:18
File retention, 9:22
Form, 31:37
Forms
Expenses and disbursements, 15:49
I’m not your lawyer letter, 9:48
Joint client letter, 9:46
Sample engagement letter, 9:45
Supplemental engagement letter, 9:47
Termination letters, 9:49
Hours billed in day, 9:28
Identity of lawyers, 9:27
Inside and outside counsel, allocation of work between, 9:17
Internal investigations, engagement letter for experts, form, 35:33
Joint clients
Form, joint client letter, 9:46
Policy of corporation, 9:40
Joint defense agreements, 9:41
Lawyer defined, 9:16
Media statements. Press releases, below
Negotiations, 9:10
Number of lawyers, 9:27
Objectives, 9:2 to 9:10
Outside and inside counsel, allocation of work between, 9:17
Plan of litigation, 9:31
Policies of corporation, 9:25 to 9:38
Practice checklist, 9:44
Preapproved research, 9:26
Preliminary considerations, 9:2 to 9:10

ENGAGEMENT LETTERS
—Cont’d
Preliminary reports, 9:34
Press releases
Generally, 9:21
Policy of corporation, 9:37
Public relations, 9:37
Publicity. Press releases, above
Regular reports, 9:34
Relationship, scope of, 9:15
Reports, 9:34
Research, preapproval, 9:15
Results of case, disclaimer of, 9:19
Sample corporate policy
Form, 9:50
Scope of relationship, 9:15
Settlement authority, 9:35
Sign and return, 9:24
Small law department, outside counsel, 40:25
State laws, 9:4
Supplemental engagement letter, 9:47
Termination
Generally, 9:23
Letters. Termination letters, below
Termination letters
Generally, 9:42
Form, 9:49
Not using termination letter, 9:43
Waiver. Conflict waivers, above

ENTERPRISE RISK MANAGEMENT
Disaster Preparedness, this index

ENTIRE FAIRNESS
Governance, this index

ENVIRONMENTAL LAW
Generally, 72:1 to 72:52
ENVIRONMENTAL LAW
—Cont’d
Administrative actions and litigation
Generally, 72:9 to 72:14
Civil enforcement actions, 72:10
Comprehensive Environmental Response, Compensation, and Liability Act, 72:12
Enforcement action, implementation of partnering strategy in, 72:11
Private suit, implementation of partnering strategy in, 72:14
Typical environmental litigation, 72:13
Civil enforcement actions, 72:10
Clean Air Act, 72:29
Clean Water Act, 72:30
Climate Change, this index
Common law liabilities for injuries to persons of property, 72:45
Comprehensive Environmental Response, Compensation, and Liability Act, 72:12, 72:41
Consultant, retention of, 72:20
Contract drafting, 72:21
Corporate investigations, 72:27
Counseling
Generally, 72:24 to 72:27
Compliance programs, 72:25
Corporate investigations, 72:27
Permitting issues, 72:26
Decision making by corporations, effect of law on, 72:2
Delegated authorities, 72:39
Due diligence, transactions by corporations, 72:19, 72:49
Emergency Planning and Community Right-to-Know Act, 72:33
Endangered Species Act, 72:36
Forms
Generally, 72:47 et seq.
Due diligence checklists, 72:49
Purchase and sale of contaminated property, contractual provisions for, 72:50
Sample access agreement, 72:52
Governmental enforcement, 72:5
Insecticide, Fungicide, and Rodenticide Act, 72:35
Key issues, 72:4 to 72:8
National Environmental Policy Act, 72:37
Negotiations, transactions by corporations, 72:22
Permitting issues, 72:26
Real estate, 72:46
Regulatory issues, 72:7
Regulatory statutes, generally, 72:28 to 72:39
Remediation statutes, generally, 72:40 to 72:44
Resource Conservation and Recovery Act, 72:31, 72:42
Role of environmental counsel, 72:3
Safe Drinking Water Act, 72:34
Shareholder activism, 46B:5
Specialized approaches to insourcing, 27:29
Standard of liability, 72:6
State statutes, 72:38, 72:43
Toxic Substances Control Act, 72:32
Transactions by corporations
Generally, 72:8, 72:15 to 72:23
Consultant, retention of, 72:20
Contract drafting, 72:21
Due diligence, 72:19
Negotiations, 72:22
INDEX

ENVIRONMENTAL LAW
—Cont’d
Transactions by corporations
—Cont’d
Post-closing phase, 72:23
Purchaser’s perspective in corporate asset purchases, 72:16
Seller’s perspective in corporate asset purchases, 72:17
Transfer of contaminated sites, 72:44, 72:50

ENVIRONMENTAL PROTECTION AGENCY
Climate change, 72A:9

EPIDEMIOLOGY
Mass torts, 73:7

EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Generally, 71:97

EQUAL PAY ACT
Generally, 71:56
Remedies, 71:58
Statute of limitations, 71:58

EQUIPMENT
Commercial Equipment Leasing, this index

ERISA
Employee Benefits, this index

ESCAPE CLAUSE
International Trade, this index

ESTIMATION
Risk analysis, estimation of litigation costs, 12:13

ETHICAL CONSIDERATIONS
Fee arrangements, 8:56 to 8:66

ETHICS
Generally, 31:1 to 31:38
ADR ethics, 31:30

ETHICS—Cont’d
Advisory opinions, 31:7
Advocacy, 31:23
Arbitration, Code of Ethics for Arbitrators in Commercial Disputes, 57:59
Authority reserved to client, 31:18
Bills and billing, 14:11
Client
Authority reserved to client, 31:18
View of counsel by client, 31:17
Code of Professional Responsibility, this index
Commitment
Corporation, commitment of, 31:10
Counsel, commitment of, 31:11
Communications
Duty to communicate, 31:19
Internet communications, 31:20
Confidentiality
Generally, 31:21
Conflicts of interest, inadvertent or otherwise improper production or transmittal of documents, 32:34
Continuing legal education, 38:17
Contract Attorneys, this index
Corporate entity, 31:16
Criminal law, 31:26
Difference of opinion, 31:15
Disaster preparedness, 25B:13
DuPont case study, 75:43
E-mail disclaimer, sample form, 31:35
Engagement letters
Generally, 9:3
Form, 31:37
Expenses and Disbursements, this index
Facsimile disclaimer, sample form, 31:36
ETHICS—Cont’d
Forms
E-mail disclaimer, sample form, 31:35
Engagement letter, sample form, 31:37
Facsimile disclaimer, sample form, 31:36
Mediation agreement, sample form, 31:38
Policy on professional conduct, sample form, 31:33
Website disclosure, sample form, 31:34
Fostering ethical behavior, 31:31
Fraud and deceit, 31:26
Guidelines
Generally, 31:3 to 31:8
Advisory opinions, 31:7
Code of Professional Responsibility, 31:5
Model Rules of Professional Conduct, 31:4
Resources, 31:8
Restatement of Law Governing Lawyers, 31:6
Illegal conduct, 31:26
Independent professional judgment, 31:22
International counsel, 22:21
Internet communications
Generally, 31:20
E-mail disclaimer, sample form, 31:35
Website disclosure, sample form, 31:34
Legal research, outsourcing and unbundling of, 19:28
Marketing to Potential Corporate Clients, this index
Mediation agreement, sample form, 31:38
Model Rules of Professional Conduct, 31:4
Multidisciplinary practice, 31:29

ETHICS—Cont’d
Opinions
Advisory opinions, 31:7
Difference of opinion, 31:15
Rendering legal opinions, 31:24
Policy on professional conduct, sample form, 31:33
Practice checklist, 31:32
Preliminary considerations, 31:2
Privacy, 31:25
Professionalism
Generally, 37:6 to 37:11
Judgment, 31:22
Mind-set, establishment of, 37:11
Relations between inside and outside counsel, 37:9
Protection of confidential information, 31:21
Recordings, 31:25
Relationship, generally, 31:9 to 31:15
Rendering legal opinions, 31:24
Resources, 31:8
Restatement of Law Governing Lawyers, 31:6
Scope of engagement of outside counsel, 31:13
Selection of outside counsel, 31:12
Specialized Approaches to Outsourcing, this index
Supervision, 31:14
View of counsel by client, 31:17
Website disclosure, sample form, 31:34
Whistleblowing, 31:27
Withdrawal from representation, 31:28

EUROPEAN COMPANY REPRESENTATION IN U.S. LITIGATION
Generally, 23:1 to 23:61
**EUROPEAN COMPANY REPRESENTATION IN U.S. LITIGATION—Cont’d**

Alternative dispute resolution (ADR), 23:60

Attorney-client privilege
generally, 23:22 to 23:25

Conflict of laws, 23:24

European inside counsel, 23:23

Practical efforts to protect privilege, 23:25

Billing, 23:17

Budgeting, 23:17

Checklist, 23:61

Client declarations, 23:35

Common law v. civil law, 23:3

Communications
Generally, 23:10 to 23:14

Cultural considerations, 23:13

Frequency of communication, 23:12

Methods of communication, 23:12

Outside counsel in Europe, 23:14

Team leaders, 23:11

Compromise and settlement, 23:59

Conflict of laws, attorney-client privilege, 23:24

Conflicts with European data protection and privacy laws, production of documents, 23:44

Court, role of, 23:54 to 23:56

Cultural considerations, 23:13

Custodians of documents, 23:19

Data protection, 23:29

Declarations by client, 23:35

Depositions
Generally, 23:46 to 23:50

Corporate officers, managers, and employees, 23:47

Expert witnesses, 23:49

Former employees, 23:48

**EUROPEAN COMPANY REPRESENTATION IN U.S. LITIGATION—Cont’d**

Depositions—Cont’d

Witness preparation, 23:50

Discovery
Generally, 23:40 to 23:52

Depositions, above

Foreign proceedings, in aid of, 23:52

Hague Convention, 23:41

Interrogatories, 23:45

Letters rogatory, 23:41

Production of documents, below

Protective orders, 23:51

Documents
Generally, 23:18 to 23:20

Custodians of documents, 23:19

Procedures, 23:20

Duration of proceedings, 23:4

Electronically stored information in Europe, production of documents, 23:43

Employees of corporation
Generally, 23:47

Former employees, 23:48

Expert witnesses, depositions, 23:49

Federal/state dichotomy, 23:4

Foreign languages, 23:16

Foreign proceedings, discovery in aid of, 23:52

Former employees, depositions, 23:48

Forum non conveniens, motions, 23:38

Frequency of communication, 23:12

Hague Convention

Discovery, 23:41

Service of process, below

Inside counsel, attorney-client privilege, 23:23

Insurance, 23:30

© 2019 Thomson Reuters, 4/2019
Internal company investigations, work product protection, 23:28
Interrogatories, 23:45
Joint defense and common interest privilege, 23:26
Judgments and decrees, recognition and enforcement of U.S. judgments in Europe, 23:58
Judisdiction, motions, 23:37
Language issues, 23:16
Letters rogatory
  Discovery, 23:41
  Service of process, 23:32
Logistics, 23:9
Managers of corporation, 23:47
Methods of communication, 23:12
Motions
  Generally, 23:34 to 23:39
  Applicability, 23:36 to 23:39
  Client declarations, 23:35
  Forum non conveniens, 23:38
  Jurisdiction, 23:37
  Personal jurisdiction, 23:37
  Subject matter jurisdiction, 23:37
  Summary judgments, 23:39
Mutual education process, 23:2 to 23:4
Officers of corporation, 23:47
Orders of court
  Posttrial orders, 23:56
  Pretrial orders, 23:55
  Protective orders, 23:51
Outside counsel
  Europe, outside counsel in, 23:14
  U.S. outside counsel, selection of, 23:5
  Personal jurisdiction, motions, 23:37
Planning
  Generally, 23:6 to 23:9
  Logistics, 23:9
  Preparatory work, 23:7
  Timetables, 23:8
Posttrial orders, 23:56
Practical efforts to protect attorney-client privilege, 23:25
Practice checklist, 23:61
Preparation
  Generally, 23:7
  Depositions, witness preparation, 23:50
  Pretrial orders, 23:55
Privacy laws, 23:29
Privileges
  Generally, 23:21 to 23:29
  Data protection, 23:29
  Internal company investigations, work product protection, 23:28
  Joint defense and common interest privilege, 23:26
  Privacy laws, 23:29
  Work product protection, 23:27, 23:28
Production of documents
  Generally, 23:42 to 23:44
  Conflicts with European data protection and privacy laws, 23:44
  Electronically stored information in Europe, 23:43
Protective orders, 23:51
Service of process
  Generally, 23:31 to 23:33
  Hague Convention on service abroad
  Generally, 23:32
  Letters rogatory, 23:32
EXECUTIVE COMPENSATION—Cont’d
55A:32 to 55A:50
Objectives and concerns, 55A:2
Practice checklists, 55A:60
Principal legal issues, 55A:51 to 55A:59

EXECUTIVES
General counsel, relationship with board and senior executives,
16:41 to 16:43

EXERCISES
Disaster preparedness, 25B:23

EXHIBITS
Jury Consulting Services, this index

EXIT STRATEGIES
Joint ventures, 50:19, 50:20

EXON-FLORIOR
Joint ventures, export controls, 50:37

EXPEDITING AND STREAMLINING LITIGATION—Cont’d
External and internal deadlines, 60B:5
Forum selection, 60B:14
Internal and external deadlines, 60B:5
Legal talent, effective use of, 60B:7
Objectives, 60B:2
Opposing counsel, relationships and agreements with, 60B:11, 60B:12
Practice checklist, 60B:17
Preliminary considerations, 60B:2
Problems in expediting and streamlining litigation, 60B:16
Professional judgment, exercise to focus on core issues, 60B:9
Relationships with opposing and co-counsel, 60B:11
Symbiotic relationship between inside and outside counsel, 60B:13
Unexpected developments, response to, 60B:10

EXPENSES AND DISBURSEMENTS
Generally, 15:1 to 15:49
ABA Formal Opinion No. 93-379, 15:7
Attention to bill, 15:40
Bar association
ABA Formal Opinion No. 93-379, 15:7
ABA Statement of principles, 15:8
Billing
Attention to bill, 15:40
Form of sample bill, 15:46
Memorandum from outside counsel to clients as to billing, 15:47

Index-68
EXPENSES AND DISBURSEMENTS—Cont’d
Outside counsel—Cont’d
Guidelines
  Form of guidelines of inside counsel for outside counsel, 15:45
  Standard guidelines, 15:14 to 15:28
Law firm billing practices, 15:27
Memorandum from outside counsel to clients as to billing, 15:47
Messenger service, 15:19
Photocopying charges, 15:18
Preferred vendors of client, 15:25
Telephone charges, 15:18
Travel expenses, 15:24
View of outside counsel, 15:4
Overstaffing, 15:34
Photocopying charges, 15:18
Planning, 10:15
Practice checklist, 15:44
Preferred vendors of client, 15:25
Reasonableness, 15:42
Research. Computerized research, above
  Staffing, 15:34
  Surcharges, 15:11
Technology. Computerized research, above
  Telephone charges, 15:18
Time of billing and payment, 15:36, 15:37
Travel expenses
  Engagement letters, 9:38
  Outside counsel, 15:24
Trust and confidence, 15:38 to 15:41
EXPERIENCE—Cont’d
  Benchmarking, outside counsel, 30:36
  International counsel, 22:11

EXPERT WITNESSES
Generally, 62:1 to 62:52
Admissibility of expert testimony.
  Daubert hearings, below
Application of testimony to facts of case, 62:44
Arbitration of International Commercial Disputes, this index
Assistance of trier of fact, testimony as, 62:41
Background checks, 62:7
Class actions, 60A:34
Common interest agreement, form, 62:51
Communications with expert
  Generally, 62:18 to 62:21
  Contents of communications with experts, 62:20, 62:21
  Persons who should communicate, 62:19
Compensation, 62:16
Complex commercial cases, motions to exclude, 60:19
Conflicts of interest, ex parte contacts, 32:33
Consulting and testifying roles, experts serving in, 62:32
Contracts
  Common interest agreement, form, 62:51
  Engagement letters, below
Counsel, role in preparation of expert report, 62:26
Credentials, 62:6
Databases of all experts used, 62:49
Daubert hearings
  Generally, 62:37 to 62:45
  Application of testimony to facts of case, 62:44
  Assistance of trier of fact, testimony as, 62:41
INDEX

EXPERT WITNESSES—Cont’d
Daubert hearings—Cont’d
Case law on admissibility standards for expert testimony, 62:39 to 62:45
Court, performance of Daubert gatekeeping functions, 62:45
Evolving admissibility standards for expert testimony, 62:38
Factual basis of testimony, 62:43
Qualifications of expert, 62:40
Reliability of testimony, 62:42
Demeanor, 62:46
Depositions
Generally, 61:22, 62:35
European company representation in U.S. litigation, 23:49
Mandatory depositions, 62:30
Opposing experts, depositions of, 62:36
Discovery
Generally, 62:29 to 62:34
Consulting and testifying roles, experts serving in, 62:32
Depositions, above
In house experts, 62:33
Informally consulted experts, discovery from, 62:34
Mandatory disclosures, 62:30
Non testifying experts, 62:31
Drafts of expert report, 62:27
Early stages of litigation, 62:22
Engagement letters
Generally, 62:17
Form, 62:52
European company representation in U.S. litigation, depositions, 23:49
Factual basis of testimony, 62:43
Fees, 62:16
Finding the right expert, 62:14
EXPERT WITNESSES—Cont’d
Forms
Common interest agreement, 62:51
Letter agreement with testifying expert, 62:52
Hearings. Daubert hearings, above
Hiring experts
Engagement letters, above
Fees, 62:16
Inside experts
Discovery, 62:33
Selection of inside or outside experts, 62:13
Intangible considerations, 62:12
Investigations, 62:24
Letter agreements. Engagement letters, above
Location, 62:11
Mass torts, 73:8
Need for expert, 62:3 to 62:5
Non testifying experts, discovery, 62:31
Opinion of expert
Generally, 62:22 to 62:28
Early stages of litigation, 62:22
Reports, below
Opposing experts, depositions of, 62:36
Outside v. inside experts, 62:13
Planning, 10:28
Practice checklist, 62:50
Presentation of testimony, 62:46
Products liability, 77:17
Professional liability, 78:39
Qualifications
Credentials, 62:6
Daubert hearings, 62:40
Reliability of testimony, 62:42
Reports of experts
Generally, 62:23 to 62:28
Contents, 62:25
Counsel, role in preparation of expert report, 62:26

© 2019 Thomson Reuters, 4/2019

Index-71
EXPERT WITNESSES—Cont’d
Reports of experts—Cont’d
Drafts of expert report, 62:27
Investigations, 62:24
Research, 62:24
Supplementation of expert report, 62:28
Research, 62:24
Scope of expert testimony, 62:48
Searching for the right expert, 62:14
Selection
Background checks, 62:7
Credentials, 62:6
Intangible considerations, 62:12
Location, 62:11
Outside v. inside experts, 62:13
Practical considerations, 62:9 to 62:11
Searching for the right expert, 62:14
Sharing experts with other parties, 62:15
Support, 62:10
Time, 62:9
Sharing experts with other parties, 62:15
Supplementation of expert report, 62:28
Support, 62:10
Testimony
Generally, 62:46 to 62:48
Consulting and testifying roles, experts serving in, 62:32
Contents, 62:47
Daubert hearings, above
Demeanor, 62:46
Letter agreement with testifying expert, form, 62:52
Presentation of testimony, 62:46
Scope of expert testimony, 62:48
Time, 62:9
Type of expert, 62:4

EXPERTISE
Arbitration of international commercial disputes, expert witnesses, 58:51
Employee benefits, 55:4
Expert Witnesses, this index
Law department, 16:10
Lobbying, 44:14
Outside Counsel, this index

EXPORT LAWS
International counsel, 22:19
Joint Ventures, this index

EXTENSIONS
Commercial finance, 53:43

EXTRANET
COMMUNICATIONS
Collaboration vehicles, 13:24
Marketing to potential corporate clients, 6:18, 6:19

FACE-TO-FACE MEETINGS
Communication methods and skills, 13:13

FACSIMILE
Disclaimer, sample form, 31:36
Expenses and disbursements, 15:18

FAILURE TO WARN
Products liability, 77:23

FAIR CREDIT REPORTING ACT
Generally, 71:66 to 71:70
Adverse employment actions based on consumer reports, 71:68, 71:117
Certification letter to consumer reporting agency, form, 71:116
Consumer report notice/authorization form, 71:115
Consumer reports, use of, 71:67, 71:68

Index-72
INDEX

FAIR CREDIT REPORTING
ACT—Cont’d
Forms
Generally, 71:114 to 71:117
Form 1-Consumer report notice/authorization form, 71:115
Form 2-Certification letter to consumer reporting agency, 71:116
Form 3-Notification of proposed adverse action based on consumer report, 71:117
Step-by-step list for compliance with Act, 71:114 to 71:117
Investigations by outside counsel as subject to Act, 71:12
Investigative consumer reports, use of, 71:69
Notification of proposed adverse action based on consumer report, form, 71:117
Remedies, 71:70
Statute of limitations, 71:70

FAIR LABOR STANDARDS ACT
Generally, 71:53 to 71:55
Contract attorneys, 24:46
Exemptions, 71:54
Remedies, 71:55
Statute of limitations, 71:55

FAIR USE
Copyrights, 70:81

FAIRNESS
Governance, this index
Valuation of business for acquisition, 51:2, 51:3

FALSE CLAIMS ACT
Government contracts, 50A:34

FAMILY AND MEDICAL LEAVE ACT
Generally, 71:46 to 71:49
Administrative prerequisites, 71:49

FAMILY AND MEDICAL LEAVE ACT—Cont’d
Contract attorneys, 24:46
Notice requirements, 71:47
Remedies, 71:48
Statute of limitations, 71:49

FAST-TRACK ARBITRATION
Generally, 57:44

FAX
Facsimile, this index

FEAR
Diversity, fear of being misunderstood, 39:22

FEDERAL ARBITRATION ACT
Generally, 57:42

FEDERAL COURTS OF APPEALS
Licenses and admittance to practice, 36:25

FEDERAL DISTRICT COURTS
Licenses and admittance to practice, 36:23

FEDERAL/STATE DICHOTOMY
European company representation in U.S. litigation, 23:4

FEDERAL TRADE COMMISSION
Advertising review, clearance and challenges, guides and enforcement, 56:34

FEE ARRANGEMENTS
Generally, 8:1 to 8:87
Alternative fee arrangements
Bills and billing, 14:12
Budgeting, 11:20
DuPont case study, 75:36
Marketing to potential corporate clients, 6:8
Arbitration of International Commercial Disputes, this index
FEE ARRANGEMENTS—Cont’d
Bills and Billing, this index
Bonuses. Success fees or bonuses, below
Budgeting, this index
Commercial finance, outside counsel for financial institutions, 53A:10
Contract Attorneys, this index
Engagement letters, 9:18
ERISA, 55A:46
Ethical considerations, 8:56 to 8:66
Expert witnesses, 62A:16
Forms, 8:67 to 8:87
Government contracts, 50A:16
Make or Buy Decision, this index
Outside counsel
Selection of outside counsel, 4:8
Practice checklist, 8:67
Real estate law, outside counsel, 74A:13
Selecting appropriate arrangement, 8:36 to 8:65
Small law department, fee arrangements of outside counsel, 40A:23
Specialized approaches to outsourcing, 26A:21, 26A:35
Types of arrangements, 8:3 to 8:35

FIDUCIARIES
Employee Benefits, this index
Professional liability, 78A:60 to 78A:62

FIFTH AMENDMENT ISSUES
Interplay between civil and criminal proceedings, 84A:55 to 84A:61

FINANCIAL INFORMATION
Privacy, 82A:67

FINANCIAL INSTITUTIONS
Generally, 53A:1 to 53A:114
Counterparties, 53A:90 to 53A:111
Customer relationship, 53A:76 to 53A:89
Effective partnering strategies, 53A:30 to 53A:55
Form, 53A:114
Objectives, concerns, and preliminary considerations, 53A:2 to 53A:29
Orderly liquidation authority, 53A:112
Practice checklist, 53A:113
Principal legal issues, 53A:56 to 53A:112
Regulatory foundation, 53A:57 to 53A:75

FINANCIAL REPORTING
Class actions, 60A:8

FINANCIAL STATEMENTS
Commercial finance, authorization letter, form, 53A:53

FINANCING
Commercial Finance, this index
Sports stadiums, 74A:20

FIRST REFUSAL, RIGHT OF
Joint ventures, 50A:47

FIRST SALE DOCTRINE
Copyrights, 70A:78

FOCUS GROUPS
Jury Consulting Services, this index
Settlement, preparation for, 65A:33

FOIA REQUEST LETTER
Regulatory litigation, form, 67A:18

FOOD AND DRUG ADMINISTRATION
Drug and medical device companies, 77A:1 et seq.
### INDEX

**FOOD LICENSES**  
Sports, 74A:36

**FORECASTS**  
DuPont case Study, this index

**FORECLOSURE**  
Real estate law, 74:44

**FOREIGN CORRUPT PRACTICES ACT**  
International Counsel, this index  
Joint ventures, 50:38

**FOREIGN COUNTRIES**  
Arbitration of International Commercial Disputes, this index  
European Company Representation in U.S. Litigation, this index  
International Counsel, this index  
Patents, partnering strategies, 68:28

**FOREIGN LANGUAGES**  
Languages, this index

**FOREIGN LAW**  
Arbitration of international commercial disputes, expert witnesses, 58:50

**FORFEITURES AND SEIZURES**  
Copyrights, 70:53

**FORMER EMPLOYEES**  
European company representation in U.S. litigation, depositions, 23:48  
Privileges, this index

**FORMS**  
Advertising Review, Clearance and Challenges, American Express advertising guidelines, 56:45  
Alternative Dispute Resolution (ADR), this index  
Arbitration of International Commercial Disputes, this index

---

**FORMS—Cont’d**  
Budgeting, this index  
Class Actions, this index  
Commercial Finance, this index  
Compliance, 47:40 to 47:47  
Conflicts of Interest, this index  
Contract Attorneys, this index  
Coordinating Counsel, this index  
Copyrights, this index  
Discovery, this index  
Diversity, this index  
DuPont case study, 75:57  
Employee Benefits, this index  
Employment, this index  
Engagement Letters, this index  
Environmental Law, this index  
Ethics, this index  
Executive Compensation, this index  
Expert Witnesses, this index  
Fair Credit Reporting Act, this index  
Ford Motor Company, case study, this index  
Governance, this index  
Health Law, this index  
High Profile Litigation, this index  
Immigration, this index  
Insured Client Representation, this index  
Internal Investigations, this index  
Joint Ventures, this index  
Labor law, 71B:23 to 71B:29  
Law Department, this index  
Local Counsel, this index  
Marketing to Potential Corporate Clients, this index  
Mediation, this index  
Mergers and Acquisitions, this index  
Outside Counsel, this index  
Patents, this index  
Pleadings and pre-trial motions in complex commercial cases,

© 2019 Thomson Reuters, 4/2019

Index-75
FORMS—Cont’d
sample preliminary statement, 60:39
Pro Bono Service, this index
Professionalism, this index
Real Estate Law, this index
Requests for Proposals (RFP), this index
Risk Analysis, this index
Secretary of Corporation, this index
Small Law Department, this index
Specialized Counsel, this index
Sports Law, this index
Trademarks, this index
Transactions, this index

FORUM FOR LITIGATION
Generally, 59:1 to 59:22
Attacking plaintiff’s techniques to avoid federal jurisdiction, 59:13
Burden of proof, declaratory judgments, 59:9
Change of venue, 59:17
Class Action Fairness Act of 2005, 59:15
Declaratory judgments
Generally, 59:7 to 59:9
Burden of proof, 59:9
Federal statute, 59:8
Defense opportunities to influence forum selection
Generally, 59:10 to 59:14,
59:16 to 59:20
Attacking plaintiff’s techniques to avoid federal jurisdiction, 59:13
Change of venue, 59:17
Federal transfer and forum non conveniens, 59:18
Limitations on removal jurisdiction, 59:12
Removal to federal court, 59:11 to 59:14

FORUM FOR LITIGATION—Cont’d
Defense opportunities to influence forum selection—Cont’d
Time deadlines for removal action, 59:14
Transfer vs. dismissal, 59:19, 59:20
Federal transfer and forum non conveniens, 59:18
Goals, 59:3
Mass torts, 73:27
Multidistrict litigation, 59:21
Planning, forum selection, 10:21, 10:22
Practice checklist, 59:22
Preliminary issues, 59:5
Removal to federal court, 59:11 to 59:14
Strategies for decision making and achieving objectives, 59:6
Time deadlines for removal action, 59:14
Transfer vs. dismissal, 59:19, 59:20
Traps for unwary, 59:4

FORUM NON CONVENIENS
European company representation in U.S. litigation, motions, 23:38
Forum for litigation, 59:18

FORUM SELECTION
Expediting and streamlining litigation, 60B:14

FRAUD AND DECEIT
Ethics, 31:26
Government contracts, investigations, 50A:34
Insured client representation, discovery of fraud or non-coverage of insured, 25:26
Privileges, this index
Products liability, 77:28
INDEX

FRAUD AND DECEIT—Cont’d
Specialized approaches to outsourcing, ethics, 26:36

FULL SERVICE LEASES
Commercial equipment leasing, 76:19

FUNDING OF RESEARCH
Tort reform, 43:51

GENERAL COUNSEL
Head of human resources, wearing two distinct hats, 16:34
Law Department, this index
Legal department retreats, 16:19

GENERIC USE
Trademarks, 69:8

GENETIC INFORMATION
Privacy, 82:66

GEOGRAPHIC CONSIDERATIONS
Outside counsel, selection of, 4:12

GHG REPORTING
Climate change, 72A:18

GLOBAL MOBILITY
Employment Issues When Doing Business Outside United States, this index

GOALS
Law Department, this index

GOOD FAITH
Governance, duty of directors, 46:10, 46:11

GOVERNANCE—Cont’d
Blasius standard, proxy contests, 46:38
Breach of fiduciary duty by directors, consequences of, 46:16
Burden of proof
Business judgment rule, 46:19
Derivative litigation, motions to dismiss by special litigation committee, 46:58
Business decisions, derivative litigation, 46:51 to 46:54
Business judgment rule
Generally, 46:17 to 46:20
Burden of proof, 46:19
Presumption in favor of sound business judgment, 46:18, 46:20
Rebuttal of presumption, 46:20
Care, duty of directors, 46:4 to 46:6
Choice of law, demand requirement for derivative litigation, 46:44
Coercive conduct and violations of fiduciary duty, entire fairness, 46:23
Composition of independent committee, shifting of burden of proof regarding fairness, 46:26
Contractual limitation of liability, 46:70
Defensive measures, takeover proposals, 46:32, 46:33
Demand requirement. Derivative litigation, below
Derivative litigation
Generally, 46:41 to 46:63
Adequacy of derivative plaintiff, 46:60
Burden of proof and permissible discovery on motions to dismiss by special litigation committee, 46:58

© 2019 Thomson Reuters, 4/2019
GOVERNANCE—Cont’d
Derivative litigation—Cont’d
Business decisions, demand excused test for, 46:51 to 46:54
Case law and authoritative discussions, separate counsel for the corporation and its directors, 46:63
Choice of law, demand requirement, 46:44
Conflicts of interest, current client conflicts, 32:12
Demand requirement
Generally, 46:43 to 46:55
Board must have adequate time to respond, 46:47
Business decisions, demand excused test for, 46:51 to 46:54
Choice of law, 46:44
Definition of demand, 46:45
Discovery in demand excused cases, 46:55
Discovery in demand refused cases, 46:49
Failure to make demand, 46:50
Waiver of right to claim futility, 46:46
Wrongfulness of rejection of demand, 46:48
Discovery in demand excused cases, 46:55
Discovery in demand refused cases, 46:49
Individual vs. derivative actions, 46:42
Limitation of liability, exculpation, 46:67
Model rules, separate counsel for the corporation and its directors, 46:62
Separate counsel for the corporation and its directors, 46:61 to 46:63
GOVERNANCE—Cont’d
Derivative litigation—Cont’d
Special litigation committees
Generally, 46:56 to 46:58
Burden of proof and permissible discovery on motions to dismiss by committee, 46:58
Standards of review, 46:57
Standing, 46:59
Time for board to respond to demand, 46:47
Waiver of right to claim futility of demand, 46:46
Wrongfulness of rejection of demand, 46:48
Directors
Generally, 46:3 to 46:16
Breach of fiduciary duty, consequences of, 46:16
Care, duty of, 46:4 to 46:6
Disclosure, duty of, 46:12 to 46:15
Dual fiduciary’s duty of loyalty, 46:8, 46:9
Duties, generally, 46:3 to 46:16
Evidence of good faith, 46:11
General corporate disclosures, 46:15
Good faith duty, 46:10, 46:11
Guidelines for board decision making, 46:5
Loyalty, duty of, 46:7 to 46:9
Materiality, duty of disclosure, 46:13
Oversight responsibility of board, 46:6
Pleading standard on claim of breach of duty of disclosure, 46:14
Potential conflicts for dual fiduciary, 46:9
Disclosures
GOVERNANCE—Cont’d
Disclosures—Cont’d
Directors, duty of, 46:12 to 46:15
Exculpation, 46:66
Majority of minority shares, approval by, 46:30
Discovery, derivative litigation, 46:49, 46:55, 46:58
Dual fiduciary’s duty of loyalty, 46:8, 46:9
Entire fairness
Generally, 46:21 to 46:30
Coercive conduct and violations of fiduciary duty, 46:23
Composition of independent committee, shifting of burden of proof, 46:26
Disclosures, approval by majority of minority shares, 46:30
Fair price, fair dealing, 46:22
Functioning of independent committee, shifting of burden of proof, 46:27
Majority of minority shares, approval by, 46:28 to 46:30
Shifting of burden of proof, 46:24 to 46:27
Special committees, shifting of burden of proof, 46:25
Evidence of good faith of directors, 46:11
Exculpation, limitation of liability, 46:65 to 46:67
Fairness. Entire fairness, above
Good faith duty of directors, 46:10, 46:11
Guidelines, 46:5
Indemnification, 46:68, 46:69
Information Governance, this index
Insolvency
Generally, 46:39

GOVERNANCE—Cont’d
Insolvency—Cont’d
Trust fund doctrine, 46:40
Insurance for directors and officers, 46:72
Law department, benchmarking, 30:26
Limitation of liability
Generally, 46:64 to 46:72
Advancement of litigation expenses, 46:71
Contractual, 46:70
Derivative litigation, exculpation, 46:67
Disclosure violations, exculpation, 46:66
Exculpation, 46:65 to 46:67
Indemnification, 46:68, 46:69
Insurance for directors and officers, 46:72
Loyalty, duty of directors, 46:7 to 46:9
Majority of minority shares, approval by, 46:28 to 46:30
Materiality, duty of disclosure of directors, 46:13
Objectives, 46:2
Oversight of management, 46:6
Pleading standard on claim of breach of duty of disclosure, 46:14
Practice checklist, 46:73
Presumption in favor of sound business judgment, 46:18, 46:20
Proportional defensive measures, takeover proposals, 46:33
Proxy contests, 46:37, 46:38
Rebuttal of presumption in favor of sound business judgment, 46:20
Revlon duties, sale of company, 46:35, 46:36
Sale of company
Generally, 46:34 to 46:36
GOVERNANCE—Cont’d
Sale of company—Cont’d
Revlon duties, 46:35, 46:36
Standard of review under Revlon, satisfaction of, 46:36
Triggering Revlon duties, 46:35
Secretary of corporation, 46A:11
Shifting of burden of proof, entire fairness, 46:24 to 46:27
Special committees
Derivative litigation, above Entire fairness, shifting of burden of proof, 46:25
Standing, derivative litigation, 46:59
Takeover proposals
Generally, 46:31 to 46:33
Defensive measures, 46:32, 46:33
Proportional defensive measures, 46:33
Time for board to respond to demand, derivative litigation, 46:47
Trust fund doctrine, insolvency, 46:40
Unocal standard, proxy contests, 46:38
Waiver of right to claim futility of demand, derivative litigation, 46:46
Wrongfulness of rejection of demand, derivative litigation, 46:48

GOVERNING LAW
Conflict of Laws, this index

GOVERNMENT CONTRACTS
Generally, 50A:1 to 50A:48
Administration of contracts, 50A:8
Allocability, cost accounting issues, 50A:22

GOVERNMENT CONTRACTS—Cont’d
Allowability, cost accounting issues, 50A:23
Audits of contracts, 50A:9
Bid and proposal activity, 50A:21
Bid protests, 50A:22
Changed conditions, 50A:27
Changes in contract, 50A:26
Civil False Claims Act, 50A:38
Civil investigations, 50A:34
Claims and disputes, 50A:37
Commercial contractors, 50A:6
Commercial items, 50A:24
Convenience, termination for, 50A:31
Cost accounting issues, 50A:21 to 50A:23
Criminal investigations, 50A:39
Cybersecurity, 50A:36
Default, termination for, 50A:32
Dispute resolution, 50A:33
Ethics and compliance programs, 50A:44
False Claims Act, 50A:34
Fee arrangements, 50A:16
Form, 50A:48
Fraud investigations, 50A:34
GSA multiple asred schedule contracts, 50A:45
Intellectual property, 50A:35
Investigative oversight, 50A:10 et seq.
IR&D/B&P costs, 50A:30
Labor charging, 50A:29
Major government contractors, 50A:4
Mandatory disclosure, 50A:41
Mergers and acquisitions, 50A:46
Mixed government-commercial contractors, 50A:5
Nature of client’s business, 50A:3 to 50A:6
Nature of government contracts bar, 50A:14
GOVERNMENT CONTRACTS
—Cont’d
Non-legal staff, use of, 50A:15
Performance issues
Generally, 50A:25 to 50A:32
Changed conditions, 50A:27
Changes in contract, 50A:26
Convenience, termination for, 50A:31
Default, termination for, 50A:32
IR&D/B&P costs, 50A:30
Labor charging, 50A:29
Product quality, 50A:28
Termination, 50A:31, 50A:32
Performance matters, 50A:28 to 50A:31
Practice checklist, 50A:47
Pricing, defective, 50A:22
Principal legal issues in government contracts counseling, 50A:17 et seq.
Procurement Integrity Act, 50A:42
Product quality, 50A:28
Regulatory framework, 50A:19
Relevant government agency
Generally, 50A:7 to 50A:13
Administration of contracts, 50A:8
Audits of contracts, 50A:9
Investigative oversight, 50A:10 et seq.
Revolving door rules, 50A:43
Statutory framework, 50A:18
Subcontracts, 50A:34
Substantive issues, generally, 50A:20 et seq.
Suspension and debarment, 50A:40
Termination, 50A:31, 50A:32
Terminations, 50A:32, 50A:33

GOVERNMENTAL SERVICE
Conflicts of interest, revolving door, 32:18

GRAND JURY
Antitrust law, 79:21

GRANDFATHERED PLANS
Health law, 55B:8 to 55B:10

GREEN CARDS
Immigration, 71A:10, 71A:12, 71A:22 to 71A:26

GREENHOUSE GASES
Climate change, 72A:4

GROSS MISCONDUCT
Employment issues when doing business outside United States, termination of employees, 71C:27

GROUP AFFILIATIONS
Secretary of corporation, advancing qualifications, 46A:29

GROUP BOYCOTTS
Antitrust law, 79:46

GROUP PURCHASING ARRANGEMENTS
Health law, 55B:17

GUARANTEES
Commercial finance, 53:34
Legal research, 19:40

GUIDELINES
Advertising Review, Clearance and Challenges, this index
Expenses and Disbursements, this index
Governance, 46:5
Insured Client Representation, this index
Patents, development, 68:6
Retention Guidelines, this index

© 2019 Thomson Reuters, 4/2019

Index-81
GUN JUMPING
Mergers and acquisitions, antitrust issues, 41:23
Transactional investigations, 79:14

H-1B PROFESSIONALS
Immigration, this index

H-2B VISAS
Immigration, skilled/unskilled seasonal/peak load workers, 71A:21

H-3 TRAINEES
Immigration, 71A:20

HAGUE CONVENTION
European Company Representation in U.S. Litigation, this index

HANDICAPPED PERSONS
Americans with Disabilities Act (ADA), this index

HARASSMENT
Title VII, 71:36

HARDWARE AND SOFTWARE CONSIDERATIONS
Information technology transactions, 49:21 to 49:32

HEALTH INFORMATION
Privacy, 82:65

HEALTH LAW—Cont’d
ERISA, 55:49
Exemptions from PPACA, 55B:9
Federal legislation
Generally, 55B:6 to 55B:12.50
Changes required for all plans, 55B:10
Collectively bargained plans, 55B:11
Exemptions from PPACA, 55B:9
Grandfathered plans, 55B:8 to 55B:10
Retiree-only plans and excepted benefits, 55B:12
Substantive provisions and timeline, 55B:7
Forms
Conceptual differences in fully insured and self-funded plans, comparison of, 55B:20
Fully insured alternatives, comparison of, 55B:18
Glossary of commonly used terms, 55B:22
Health reimbursement arrangements and health savings accounts, comparison of, 55B:19
Practice checklist of considerations concerning self-funded health insurance plans, 55B:21
Fully insured alternatives, comparison of, 55B:18
Glossary of commonly used terms, 55B:22
Grandfathered plans, 55B:8 to 55B:10
Group purchasing arrangements, 55B:17
Health reimbursement arrangements and health savings accounts, comparison of, 55B:19

Index-82
HEALTH LAW—Cont’d
Insured health plans, 55B:13
Key aspects of health benefit
alternatives for in-house
counsel, 55B:4
Legal and regulatory framework, 55B:5
MEWAs, 55B:17
Practice checklist of
considerations concerning
self-funded health insurance
plans, 55B:21
Retiree-only plans and excepted
benefits, 55B:12
Risk retention groups, 55B:17
Self-insured health plans, 55B:14
Substantive provisions, federal
legislation, 55B:7
Timeline, federal legislation, 55B:7
VEBA trusts, 55B:16
HEALTH TESTING
Privacy, 82:56
HEARINGS
Class actions, class certification, 60A:36
Expert Witnesses, this index
HEAVILY REGULATED
INDUSTRIES
Lobbying, this index
HIGH PROFILE LITIGATION
Generally, 67:1 to 67:15
Cost control, 67:11
Devil is in details, 67:7
Eye on the ball, 67:5
Flow of information, control of, 67:4
Forms
Sample policy on statements to
press, 67:14
Sample press release, 67:15
Internal team, structuring of, 67:8
Lines of communication, 67:10
HIGH PROFILE LITIGATION—Cont’d
Outside counsel, choice of, 67:9
Practice checklist, 67:13
Principal risks, generally, 67:3 to
67:7
Publicity, legal issues arising from
high, 67:12
Wall street, talking for, 67:6
HIPAA
Employee Retirement Income
Security Act (ERISA), 55:47
HIRING
Employment, this index
Expert Witnesses, this index
HOTEL AGREEMENTS
Sports, 74A:48
HOURLY RATE
Benchmarking, outside counsel, 30:37
HUMAN RESOURCE
PROFESSIONALS
Cross-border investigations, 34:10
HUMAN RESOURCES
Collaboration with legal, 16:33
General counsel, wearing two
distinct hats, 16:34
HYBRID MODEL
Employment issues when doing
business outside United
States, management, 71C:11
to 71C:13
I-9 FORMS
Immigration, this index
IDENTIFICATION
Disaster preparedness, identifica-
tion of possibilities, 25B:17
ILLEGAL CONDUCT
Ethics, 31:26
**IMMIGRATION**

- Generally, 71A:1 to 71A:35
- Assessment of company’s immigration policy and practices, 71A:6
- Assessment of risk, checklist, 71A:31
- Audit checklist, I-9 forms, 71A:31
- Best practices to avoid I-9 violations, 71A:29
- Building immigration management team and system for handling employer-sponsored visas and green cards, 71A:10
- Canadian professionals, TN (trade NAFTA status), 71A:18
- Changes in corporation, dealing with, 71A:27
- Checklists, 71A:31
- Compliance, 71A:28
- Contract attorneys, 24:48
- Control of company’s immigration matters, establishment of, 71A:5
- Development of corporate immigration strategy, 71A:9
- E-1/E-2 treaty traders and investors, 71A:17
- E-Verify, 71A:11, 71A:30
- Effective partnering strategies, 71A:8 to 71A:12
- Employment, generally, 71:62, 71:100
- Forms
  - Corporate immigration policy, 71A:32
  - Form I-9, 71A:34
  - I-9 and compliance policy, 71A:35
  - Return transportation letter to terminated H-1B employee, 71A:35
  - Green cards, 71A:10, 71A:12, 71A:22 to 71A:26

**IMMIGRATION—Cont’d**

- H-1B professionals (specialty occupation)
  - Generally, 71A:15
  - Return transportation letter to terminated H-1B employee, 71A:35
- H-2B visas for skilled/unskilled seasonal/peak load workers, 71A:21
- H-3 trainees, 71A:20
- Hiring foreign national talent, 71A:12
- I-9 forms
  - Generally, 71A:11, 71A:34
  - Audit checklist, 71A:31
  - Best practices to avoid violations, 71A:29
  - Sample I-9 and compliance policy, 71A:33
- Intracompany transferees, L-1, 71A:16
- L-1 intracompany transferees, 71A:16
- Legal issues, 71A:13 et seq.
- Management of risk, checklist, 71A:31
- Mexican professionals, TN (trade NAFTA status), 71A:18
- Need for proper management, 71A:3
- O-1 visas for persons of extraordinary ability, 71A:19
- Permanent visas
  - Generally, 71A:22
  - Building immigration management team and system for handling visas, 71A:10
  - Hiring and retention of foreign national talent, 71A:12
- Persons of extraordinary ability, O-1, 71A:19
- Preliminary steps, 71A:4 to 71A:7
- Record retention, 71A:11
INDEX

IMMIGRATION—Cont’d
Retention of foreign national talent, 71A:12
Return transportation letter to terminated H-1B employee, 71A:35
Selection of immigration counsel, 71A:7
Skilled/unskilled seasonal/peak load workers, H-2B visas, 71A:21
Specialty occupations, H-1B professionals, 71A:15
Temporary work visas
Generally, 71A:14 to 71A:21
Building immigration management team and system for handling visas, 71A:10
E-1/E-2 treaty traders and investors, 71A:17
H-1B professionals (specialty occupation), 71A:15
H-2B visas for skilled/unskilled seasonal/peak load workers, 71A:21
H-3 trainees, 71A:20
Hiring and retention of foreign national talent, 71A:12
L-1 intracompany transferees, 71A:16
O-1 visas for persons of extraordinary ability, 71A:19
TN (trade NAFTA status) for Canadian/Mexican professionals, 71A:18
Terminations, 71A:11
TN (trade NAFTA status) for Canadian/Mexican professionals, 71A:18
Trainees, H-3, 71A:20
Treaty traders and investors, E-1/E-2, 71A:17

IMMUNITY—Cont’d
Arbitration of international commercial disputes, waiver of immunity, 58:69

IN CAMERA REVIEW
Privileges, this index

IN-HOUSE COUNSEL
Inside Counsel, this index

INCOME SCREENING
Pro bono service, 37A:35

INDEMNIFICATION
Governance, 46:68, 46:69
Mergers and Acquisitions, this index

INDEPENDENCE
Arbitration of international commercial disputes, selection of arbitral tribunal, 58:39
Professionalism, this index
Specialized approaches to outsourcing, ethical considerations, 26:34

INDEPENDENT CONTRACTORS
Contract Attorneys, this index

INFORMATION AND CONSULTATION DIRECTIVE
Employment issues when doing business outside United States, works councils, 71C:40

INFORMATION GOVERNANCE
Generally, 29:1 to 29:39
Blockchain, 29:37
Building the strategy, 29:9 to 29:21
Checklists, 29:39
Cloud storage, 29:35
Governing model, 29:22 to 29:27

© 2019 Thomson Reuters, 4/2019

Index-85
INFORMATION GOVERNANCE—Cont’d
Importance of strategy, 29:8
Legislating information, 29:34
Navigating legal and regulatory landscape, 29:6, 29:7
Objectives, 29:2 to 29:5
Practice checklist, 29:39
Records retention schedule, 29:29 to 29:32
Role of legal counsel, 29:28
Safeguarding information with outside counsel, 29:36
Trends, 29:33 to 29:37

INFORMATION SHARING
Antitrust law, 79:47

INFORMATION TECHNOLOGY TRANSACTIONS
Generally, 49:1 to 49:76
ARCs/RRCs, 49:41
Benchmarking, 49:42
Business objectives, 49:3
Change orders, 49:39
Definitions, 49:2
Dispute resolution process, 49:47
Disputes requiring arbitration or litigation, 49:55 to 49:76
Exclusivity, 49:45
Governance procedures, 49:48
Hardware and software considerations, 49:21 to 49:32
IT asset/staff transfers and transition, 49:43
Managing the deal or transactions, 49:12 et seq.
Master services agreement, 49:35
Players in major IT transactions, 49:4 to 49:11
Practice checklist, 74
Pricing, 49:40
Scope of contract, 49:34
Security/confidentiality, 49:53
Service levels, 49:49 to 49:52

INFORMATION TECHNOLOGY TRANSACTIONS—Cont’d
Sweep clauses, 49:38
Tax considerations, 49:32
Termination provisions, 49:46
Transformations, 49:44

INFRINGEMENT
Patents, 68:39
Trademarks, this index

INITIAL CASE EVALUATION
Objectives and concerns, 83:2

INITIAL CONSULTATIONS
Conflicts of interest, 32:25, 32:38

INITIATIVES
Diversity, this index

INJUNCTIONS
Copyrights, 70:51, 70:84
Products liability, 77:31

INSECTICIDE, FUNGICIDE, AND RODENTICIDE ACT
Generally, 72:35

INSIDE COUNSEL
Appeal and Review, this index
Commercial Finance, this index
Contract Attorneys, this index
DuPont case study, 75:10
Employee Benefits, this index
Engagement letters, allocation of work between inside and outside counsel, 9:17
European company representation in U.S. litigation, attorney-client privilege, 23:23
Expenses and Disbursements, this index
High profile litigation, structuring of internal team, 67:8
Legal Department, this index
Lobbying, 44:20
Mergers and acquisitions, 41:5
Outside Counsel, this index

Index-86
INDEX

INSIDE COUNSEL—Cont’d
Patents, 68:21 to 68:23
Planning, this index
Specialized Approaches to
Insourcing, this index

INSIDE EXPERTS
Expert Witnesses, this index

INSIDE LEGAL
Cross-border investigations, 34:8

INSIDER TRADING
Contract attorneys, 24:63

INSOLVENCY
Bankruptcy and Workouts, this index

INSPECTIONS
Avoidance of litigation, 2:30
Commercial equipment leasing, 76:42

INSTANT MESSAGING
Communication methods and skills, 13:16

INSTITUTIONAL ARBITRATION
Arbitration of International Commercial Disputes, this index

INSURANCE—Cont’d
Specialized approaches to insourcing, 27:37
Sports, 74A:46

INSURED CLIENT REPRESENTATION
Generally, 25:1 to 25:33
Acceptance of defense, 25:13
Auditors, use of outside, 25:30 to 25:32
Bills and billing
Guidelines for litigation management, 25:29
Outside bill reviewers and auditors, use of, 25:30 to 25:32
Common ground, promotion of, 25:4
Communication, effective, 25:3
Confidentiality, use of outside legal bill reviewers and auditors, 25:32
Conflicts of interest
Generally, 25:20 to 25:26
Costs of defense, control by insurer, 25:24
Exposure beyond policy limits, 25:21
Fewer than all claims covered, 25:25
Fraud or non-coverage of insured, discovery of, 25:26
Punitive damage claims, 25:23
Selection of defense counsel, 25:18
Settlement within policy limits, 25:22
Costs of defense, control by insurer, 25:24
Defense without regard to insurance, 25:5
Duty to defend
Generally, 25:8 to 25:15
Acceptance of defense, 25:13
### INSURED CLIENT REPRESENTATION — Cont’d

Duty to defend — Cont’d
- Mutual rights and obligations, 25:12 to 25:15
- Rejection of defense, 25:14
- Reservation of rights, 25:15
- Right to control defense, 25:9
- Scope of duty, 25:11
- Triggering of duty, 25:10

First-party insurance, 25:6

Fraud or non-coverage of insured, discovery of, 25:26

Guidelines for litigation management
- Generally, 25:27 to 25:29
- Billing issues, 25:29
- Reporting issues, 25:28
- Identity of client, selection of defense counsel, 25:17
- Independent counsel, right of insured to, 25:19
- Practice checklist, 25:33
- Privilege issues, use of outside legal bill reviewers and auditors, 25:32
- Punitive damage claims, conflicts of interest, 25:23
- Rejection of defense, 25:14
- Reporting issues, guidelines for litigation management, 25:28
- Reservation of rights, duty to defend, 25:15
- Selection of defense counsel
  - Generally, 25:16 to 25:19
  - Client, identity of, 25:17
  - Conflicts of interest, 25:18
  - Independent counsel, right of insured to, 25:19
- Settlement within policy limits, conflicts of interest, 25:22
- Third-party insurance, 25:22
- Triggering of duty to defend, 25:10

---

### INTEGRITY

Lobbying, 44:12

### INTELLECTUAL PROPERTY

Antitrust Law, this index
Benchmarking, law department, 30:25
Commercial finance, perfection of security interest, form, 53:55
Copyrights, this index
Patents, this index
Specialized approaches to insourcing, 27:30
Sports, 74A:39
Trade Secrets, this index
Trademarks, this index

### INTENT

Employment, intentional infliction of emotional distress, 71:88, 71:89
Privileges, this index
Trademarks, 69:41, 69:49

### INTERCREDITOR AGREEMENTS

Commercial finance, 53:38

### INTERDISCIPLINARY TEAMS

Emotional intelligence, 16:25

### INTERIM MEASURES

Arbitration of International Commercial Disputes, this index

### INTERN PROGRAMS

Diversity students, 39:64

### INTERNAL INVESTIGATIONS

Generally, 35:1 to 35:36
Acting on results, 35:31
Analysis of results, 35:31
Collection and review of documents
- Generally, 35:11 to 35:14
- Collection of documents, 35:13
Organization and use of documents, 35:14
INTERNAL INVESTIGATIONS
—Cont’d
Collection and review of documents—Cont’d
Preservation of potentially relevant documents, 35:12, 35:35, 35:36
Commencement of investigation
Generally, 35:3 to 35:5
Investigative team, 35:4
Retaining outside help, 35:5
Confidentiality
Attorney-client privilege, 35:8
Flow of information within organization, limiting, 35:7
Self-evaluative privilege, 35:10
Work product doctrine, 35:9
Date. Time and date, below
Defamation of employees, 35:27
Engagement letter for experts, form, 35:33
Forms
Generally, 35:33 to 35:37
Engagement letter for experts, 35:33
Non-destruct memorandum, 35:35, 35:36
Upjohn memorandum, 35:34
Interviews of employees
Generally, 35:15 to 35:21
Memorializing interviews, 35:21
Non-employees, 35:20
Obstruction of justice, avoidance of allegations of, 35:24
Persons who should conduct interviews, 35:16
Questioning of employees, 35:19
Timing and location, 35:17
Upjohn warnings, 35:18
Location for interviews of employees, 35:17

INTERNAL INVESTIGATIONS
—Cont’d
Non-destruct memorandum, form, 35:35, 35:36
Obstruction of justice, avoidance of allegations of
Generally, 35:22 to 35:24
Document issues, 35:23
Witness interview issues, 35:24
Organization of documents, 35:14
Outside help, retention of, 35:5
Practice checklist, 35:32
Preservation of potentially relevant documents, 35:12, 35:35, 35:36
Privileges, this index
Reports
Generally, 35:28 to 35:30
Structure and content, 35:30
Written vs. oral reports, 35:29
Review of documents, Collection and review of documents, above
Separate counsel for employees, 35:25
Team to conduct investigation, 35:4
Time and date
Disciplinary decisions, 35:26
Interviews of employees, 35:17
Upjohn warnings and memorandum, 35:18, 35:34
Use of documents, 35:14

INTERNAL RATE OF RETURN
Valuation of business for acquisition, 51:17

INTERNAL REVENUE CODE
Executive Compensation, this index

INTERNATIONAL AFFAIRS
Arbitration of International Commercial Disputes, this index
INTERNATIONAL AFFAIRS
—Cont’d
European Company Representation in U.S. Litigation, this index
Licenses and admittance to practice, 36:18

INTERNATIONAL COUNSEL
Generally, 22:1 to 22:33
Anti-boycott regulations, 22:18
Billing, 22:25
Boycotts, 22:18
Budgeting, 22:25
Client involvement, 22:24
Communications, local communications infrastructure, 22:20
Cultural considerations, 22:26
Ethics, 22:21
Evaluation of foreign counsel, 22:28
Experience, 22:11
Export laws, 22:19
Foreign Corrupt Practices Act
Knowledge of Foreign Corrupt Practices Act, 22:17
Questionnaire, 22:32, 22:33
Foreign offices of United States firms, 22:4
Forms
Retention guidelines, 22:31
Global alliances, 22:5
Identification of international counsel
Generally, 22:3 to 22:6
Direct identification, 22:6
Foreign offices of United States firms, 22:4
Global alliances, 22:5
Interviews, 22:22

INTERNATIONAL COUNSEL
—Cont’d
Knowledge
Anti-boycott regulations, 22:18
Boycotts, 22:18
Export laws, 22:19
Foreign Corrupt Practices Act, 22:17
Language skills, 22:15
Local laws, knowledge of, 22:10
United States laws, knowledge of, 22:16 to 22:19
Language skills, 22:15
Local communications infrastructure, 22:20
Local laws, knowledge of, 22:10
Local relationships, 22:12
Objectives, 22:2
Pitfalls, 22:2
Practical considerations, 22:14
Practice checklist, 22:30
Preliminary considerations, 22:2
Problems and suggested solutions, 22:29
Qualifications, 22:10 to 22:19
References, 22:13
Requests for proposals (RFP), 22:7
Retention guidelines, 22:31
Selection
Generally, 22:8 to 22:21
Ethics, 22:21
Experience, 22:11
Knowledge, above
Language skills, 22:15
Local communications infrastructure, 22:20
Local laws, knowledge of, 22:10
Local relationships, 22:12
Practical considerations, 22:14
Qualifications, 22:10 to 22:19
References, 22:13
INTERNATIONAL COUNSEL
—Cont’d
Selection—Cont’d
Substantive considerations, 22:9
Subsidiaries, 22:27
Working relationship
Generally, 22:23 to 22:29
Billing, 22:25
Budgeting, 22:25
Client involvement, 22:24
Cultural considerations, 22:26
Evaluation of foreign counsel, 22:28
Problems and suggested solutions, 22:29
Subsidiaries, 22:27

INTERNATIONAL TRADE
Generally, 79A:1 to 79A:42
Administrative review of dumping or countervailing duty orders, 79A:24
Antidumping duty
Generally, 79A:2, 79A:6 to 79A:19
Calculation of duties, 79A:9, 79A:39
Commerce Department investigation
Generally, 79A:10 to 79A:13
Final determination, 79A:13
Petition initiation, 79A:11
Preliminary determination, 79A:12
Considerations in determination of scope of case, 79A:7

Antidumping duty—Cont’d
Necessary information, obtaining, 79A:8
Requirements for imposition of duties, 79A:6
Review of dumping or countervailing duty orders, below
Timeline for investigation, 79A:40
U.S. International Trade Commission injury determination
Generally, 79A:14 to 79A:19
Cumulation, 79A:18
Like product and definition of domestic industry, 79A:17
Material injury, 79A:15, 79A:16
Present material injury versus threat of material injury, 79A:16
Process, 79A:19
Antitrust liability for collective action, 79A:4
Calculation of antidumping duty, 79A:9, 79A:39
Circumvention, review of dumping or countervailing duty orders, 79A:26
Collective action, antitrust liability for, 79A:4
Commerce Department investigation, Antidumping duty, above
Countervailing duty
Generally, 79A:2, 79A:20 to 79A:22
Procedures, 79A:22
INTERNATIONAL TRADE
—Cont’d
Countervailing duty—Cont’d
Remedy, 79A:23
Requirements for imposition of duties, 79A:20
Review of dumping or countervailing duty orders, below
Subsidization, 79A:21
Timeline for investigation, 79A:41
Cumulation, antidumping duty, 79A:18
Data requirements and need for management commitment, 79A:5
Escape clause cases
Generally, 79A:27 to 79A:38
Filing procedures and presidential review, 79A:30, 79A:35
Practical considerations, 79A:32, 79A:37
Relief from fair, but injurious, imports, 79A:27
Remedy options, 79A:31, 79A:36
Respondent companies, considerations for, 79A:38
Statutory criteria for relief, 79A:29
Trade Act of 1974, Section 201
Generally, 79A:28 to 79A:32
Filing procedures and presidential review, 79A:30
Practical considerations, 79A:32
Remedy options, 79A:31
Statutory criteria for relief, 79A:29
Trade Act of 1974, Section 421
Generally, 79A:35 to 79A:37
Filing procedures and presidential review, 79A:35

INTERNATIONAL TRADE
—Cont’d
Escape clause cases—Cont’d
Trade Act of 1974, Section 421
—Cont’d
Practical considerations, 79A:37
Remedy options, 79A:36
Filing procedures and presidential review, escape clause cases, 79A:30, 79A:35
Filings on behalf of industry, 79A:3
Internet addresses, useful list, 79A:42
Like product and definition of domestic industry, antidumping duty, 79A:17
Material injury, antidumping duty, 79A:15, 79A:16
Practice aids
Antidumping calculations, 79A:39
Internet addresses, useful list, 79A:42
Timeline for antidumping investigation, 79A:40
Timeline for countervailing duty investigation, 79A:41
Review of dumping or countervailing duty orders
Generally, 79A:24 to 79A:26
Administrative review, 79A:24
Circumvention, 79A:26
Sunset reviews, 79A:25
Standing, filings on behalf of industry, 79A:3
Subsidization, countervailing duty, 79A:21
Sunset reviews of dumping or countervailing duty orders, 79A:25
Trade Act of 1974. Escape clause cases, above
Unfair trade remedies, generally, 79A:2
INTERNSATIONAL TRADE —Cont’d
Antidumping duty, above

INTERNET
Advertising online, 56:30 to 56:32
Disclosures, sample form, 31:34
DuPont case study, internet protocol, 75:47 to 75:49
E-mail, this index
Employment, 71:110
Ethics, this index
International trade, 79A:42
Legal research, impact of technology, 19:12
Lobbyists, online resources for, 44:47
Privacy, 82:70
Trademarks, 69:17, 69:18
Websites, this index

INTERPLAY BETWEEN CIVIL AND CRIMINAL PROCEEDINGS—Cont’d
Stays of civil proceedings, 84:88 to 84:90
Target/subject defendant, 84:19 to 84:35
Third-party witnesses and parallel proceedings, 84:48 to 84:54
Trends, 84:2 to 84:6
Victim/plaintiff, 84:36 to 84:47

INTERROGATORIES
European company representation in U.S. litigation, 23:45

INTERVIEWS
Beauty Contests, this index
Internal Investigations, this index
International counsel, 22:22
Jury consulting services, posttrial juror interviews, 64:12
Outside counsel, selection of, 4:21
Requests for proposals (RFP), 5:5

INTRACOMPANY TRANSFEREES
Immigration, L-1 visas, 71A:16

INVASION OF PRIVACY
Privacy, this index

INVENTIONS
Patents, this index

INVESTIGATIONS
Antitrust Law, this index
Avoidance of Litigation, this index
Class actions, 60A:15
Coordinating counsel, 21:7
Crisis management, 2:36
Cross-Border Investigations, this index
Discovery, 61:12
Employee Benefits, this index
Employment, this index
Environmental law, 72:27
Expert witnesses, 62:24

© 2019 Thomson Reuters, 4/2019
INVESTIGATIONS—Cont’d
Fair Credit Reporting Act, 71:12, 71:69
Government contracts, investigative oversight, 50A:10 et seq.
Internal Investigations, this index
Privileges, this index
Professional liability, 78:25

INVESTMENT ADVISERS
Planning, 10:27

INVESTOR RELATIONS
Mass torts, 73:32

IR&D/B&P COSTS
Government contracts, 50A:30

IT ASSET/STAFF TRANSFERS AND TRANSITION
Information technology transactions, 49:43

JLL CASE STUDY
Corporate sustainability, 47A:16 et seq.

JOINDER OF PARTIES AND CLAIMS
Arbitration of International Commercial Disputes, this index

JOINT AND SEVERAL LIABILITY
Products liability, 77:39

JOINT CLIENTS
Engagement Letters, this index

JOINT DEFENSE AGREEMENTS
Engagement letters, 9:41
Products liability, 77:19

JOINT DEFENSE PRIVILEGE
Privileges, this index

JOINT EMPLOYMENT
Contract attorneys, employee or independent contractor, 24:37

JOINT REPRESENTATION
Conflicts of interest, 32:29, 32:43, 32:44

JOINT SESSIONS
Mediation, 57:17

JOINT VENTURES
Generally, 50:1 to 50:49
Advantages and disadvantages, 50:3
Antiboycott rules, 50:40
Antitrust issues
Proprietary information, below
Confidentiality agreements and other precautions, proprietary information, 50:32
Conflicts of interest, 50:16 to 50:18
Deadlocks, resolution of, 50:15
Defense industries, export controls, 50:36
Dispute resolution
Generally, 50:41 to 50:44
Litigation as lose-lose situation, 50:42
Prior planning prevents poor performance, 50:43
Your secrets are my secrets, 50:44
Dissolution, 50:19, 50:21
Dual use products and technology, export controls, 50:35
Due diligence period, proprietary information, 50:25
Embargoes, 50:39
Exit strategies, 50:19, 50:20
Exon-Florior, export controls, 50:37
Export controls
Generally, 50:34 to 50:40
Defense industries, 50:36
Dual use products and technology, 50:35
Exon-Florior, 50:37

Index-94
JOINT VENTURES—Cont’d
Export controls—Cont’d
Foreign Corrupt Practices Act, 50:38
U.S. antiboycott rules, 50:40
U.S. economic embargoes, 50:39
First refusal, right of, 50:47
Foreign Corrupt Practices Act, 50:38
Forms
General partner waiver of voluntary withdrawal right, 50:49
Management provisions, 50:46
Texas shoot-out provision, 50:48
Transfer restrictions/right of first refusal, 50:47
Gun jumping, information-sharing during HSR review period, 50:28
HSR review period, proprietary information, 50:26 to 50:29
Implementation, 50:8
Litigation as lose-lose situation, 50:42
Management, 50:14, 50:46
Negotiation period, proprietary information, 50:25
Noncompetition, 50:17, 50:18
Operation of enterprise, generally, 50:13 to 50:18
Organization of team, 50:10
Partnering strategies between inside and outside counsel, 50:5, 50:6
Planning for long haul, 50:7 to 50:10
Post-closing administration, 50:9
Practice checklist, 50:45
Privilege concerns, proprietary information, 50:30 to 50:36
Proprietary information Generally, 50:22 to 50:33
JOINT VENTURES—Cont’d
Proprietary information—Cont’d
Antitrust considerations, 50:22 et seq.
Confidentiality agreements and other precautions, 50:32
Due diligence and negotiation periods, information-sharing during, 50:25
Gun jumping, information-sharing during HSR review period, 50:28
HSR review period, information-sharing during, 50:26 to 50:29
Information-sharing, generally, 50:24 to 50:29
Privilege concerns, generally, 50:30 to 50:36
U.S. and non-U.S. joint venturers, 50:33
Waiver of privilege and common interest rule, 50:31
Structuring of deal, 50:11, 50:12
Texas shoot-out provision, 50:48
Transfer restrictions, 50:47
U.S. and non-U.S. participants, 50:4, 50:33
U.S. antiboycott rules, 50:40
U.S. economic embargoes, 50:39
Waiver
Privilege and common interest rule, 50:31
Voluntary withdrawal right by general partner, 50:49
JOINT WORKS
Copyrights, 70:15
JUDGMENTS AND DECREES
European company representation in U.S. litigation, recognition and enforcement of U.S. judgments in Europe, 23:58
Real estate sales and acquisitions, judgment liens, 74:26
Summary Judgment, this index

© 2019 Thomson Reuters, 4/2019
JUDICIAL SETTLEMENT CONFERENCES
Settlement, 65:36

JUDICIARY
Professionalism, this index

JUNIOR ATTORNEYS
Contract attorneys, 24:15

JURISDICTION
Arbitration, motions to compel arbitration in federal court, 57:53
Class actions, 60A:16
European company representation in U.S. litigation, motions, 23:37
Venue, this index

JURY AND JURY TRIAL
Employment, time off for jury service, 71:81
Grand Jury, this index
Jury Consulting Services, this index

JURY CONSULTING SERVICES
Generally, 64:1 to 64:42
Applicability, 64:30
Arguments of counsel
Generally, 64:8
Testing specific arguments, 64:18
Balancing presentations, 64:24
Closing arguments. Arguments of counsel, above
Communications
Consultant, communications with, 64:25
Corporate client, communications with, 64:31
Community attitude surveys
Generally, 64:7
Engagement letters, telephone surveys, 64:36
Computer software, 64:13

JURY CONSULTING SERVICES—Cont’d
Confidentiality agreement for research participant, form, 64:38
Cost of jury consulting, 64:27
Counsel, evaluation of effectiveness of, 64:20
Diminishing use of jury trial, 64:14
Discovery, 64:34
Engagement letters
Forms
Focus groups, 64:37
Telephone survey, 64:36
Exhibits
Development of exhibits, 64:6
Testing specific exhibits, 64:18
Factors considered, 64:22 to 64:28
Focus groups
Generally, 64:4
Engagement letters, form, 64:37
Forms
Confidentiality agreement for research participant, 64:38
Engagement letters, above
Juror polarization matrix, 64:40
Summary of post-witness evaluation, 64:41
Interviews with jurors after trial, 64:12
Issues
Focus groups, 64:4
Testing specific issues, 64:18
Juror polarization matrix, form, 64:40
Listing of selected jury consulting firms, 64:42
Mock trials
Generally, 64:3
Composition of mock jury panel, 64:23
Monitoring trial, 64:10
INDEX

JURY CONSULTING SERVICES
—Cont’d
Objectives, 64:16 to 64:21
Opening statements. Arguments of counsel, above
Pool of jurors, impact of jury research on, 64:28
Post-witness evaluation, summary of, 64:41
Posttrial juror interviews, 64:12
Practice checklist, 64:35
Presentation at trial
Generally, 64:11
Balancing presentations, 64:24
Reviewing jury reaction and interpreting results, 64:33
Selection of jury
Generally, 64:9
Juror polarization matrix, form, 64:40
Objectives, 64:17
Selection of jury consultant
Generally, 64:32
Listing of selected jury consulting firms, 64:42
Settlement strategy, 64:19
Simulated trials. Mock trials, above
Software, 64:13
Strategies for partnering, 64:29 to 64:33
Summary of post-witness evaluation, form, 64:41
Surveys. Community attitude surveys, above
Telephone surveys, engagement letters, 64:36
Time
Jury consulting services, time of, 64:15
Research, time of, 64:2
Use of jury research, time of, 64:30
Trial counsel, evaluation of effectiveness of, 64:20

JURY CONSULTING SERVICES
—Cont’d
Trial simulation. Mock trials, above
Types of consulting services, 64:2 to 64:13
Use of jury research, time of, 64:30
Visibility of jury consultant at trial, 64:26
Witness reaction and preparation
Generally, 64:5
Testing specific witnesses, 64:18
Witnesses
Post-witness evaluation, summary of, 64:41

JURY TRIAL REQUEST
Products liability, 77:15

JUSTICE REFORM
Civil Justice Reform, this index

JUSTICE SYSTEM
Professionalism, this index

KNOWLEDGE
International Counsel, this index
Lobbying, 44:14

KNOWLEDGE QUALIFIERS
Mergers and acquisitions, 41:29, 41:30

KNOWLEDGEBASE
Legal Research, this index

L-1 VISAS
Immigration, intracompany transferees, 71A:16

LABOR LAW
Generally, 71B:1 to 71B:29
Collective bargaining negotiations, 71B:16 et seq.
Defense of unfair labor practices, 71B:12

© 2019 Thomson Reuters, 4/2019
SUCCESSFUL PARTNERING

LABOR LAW—Cont’d
  Developing goals for first-time contract, 71B:20
  Early strategic planning, 71B:14
  Elections, 71B:3 to 71B:11
  Forms, 71B:23 to 71B:29
  Objectives and concerns, 71B:2
  Practice checklist, 71B:22
  Pre-election proceedings, 71B:9
  Strategy, 71B:8
  Strike plan, 71B:21
  ULP procedure, 71B:13

LANDLORD AND TENANT
  Real Estate Law, this index

LANGUAGES
  Arbitration of International Commercial Disputes, this index
  Employment issues when doing business outside United States, separation agreements, 71C:35
  European company representation in U.S. litigation, 23:16
  International counsel, language skills, 22:15

LAW DEPARTMENT—Cont’d
  Benchmarking—Cont’d
    Early assessment, importance of, 30:5
    Governance and compliance metrics, 30:26
    Intellectual property metrics, 30:25
    Litigation metrics, 30:23
    Metrics, 30:9 et seq.
    Non-litigation metrics, 30:24
    Objectives, 30:4
    Pitfalls, 30:6
    Process, 30:8
    Qualitative metrics, below
    Resource allocation metrics, below
    Task metrics, below
  Building of department
    Generally, 17:19 to 17:28
    Bar associations, civic activities and pro bono work, 17:25
    Compensation, 17:26
    Professional growth and development, 17:24
    Recruiting, hiring and defining functions of non-legal staff, 17:22
    Recruiting and hiring legal professionals, 17:20
    Temporary attorneys and outsourcing, 17:21
    Training and continuing legal education, 17:23
    Business management committees, lawyers on, 17:6
    Business skills, necessity of, 17:10
    Business solutions, 16:17
    Business units
      Alignment with business units, 16:16
      Allocation of costs, 17:34
    Career tracks, 16:35
    Checklists
      Practice checklist, below
LA W DEPARTMENT—Cont’d
Management—Cont’d
Practice, management of, 16:26 to 16:28
Recruitment, below
Staffing, below
Tracking assignments, 17:33
Unsolicited advice, provision of, 17:9
Mission and goals
Generally, 17:11 to 17:18
Assessment of needs, 17:16
Drafting of mission statement, 17:17
Illustrative core values statement, 17:40
Illustrative mission statement, 17:39
Internal resources or outside counsel, decisions to cover needs with, 17:15
Proactive services to be provided by department, 17:13
Reactive services to be provided by department, 17:14
Services to be provided by department, 17:12 to 17:15
Strategic plan for implementation of goals and tasks reflected in mission statement, 17:18
Morale of department, 16:22 to 16:24
Non-litigation metrics, 30:24
Organizational structure
Generally, 16:36, 17:29 et seq.
Outside counsel
Best service to client, 16:38
Expectations and management philosophy, communication of, 17:37
Keeping in sync with department goals, 17:35 to 17:37
LA W DEPARTMENT—Cont’d
Outside counsel—Cont’d
Relationship with outside counsel, 16:37
Selection and management of outside counsel, 17:36
Outsourcing, building of department, 17:21
Practice checklist, 16:47, 17:38, 30:45
Practice group descriptions, 16:28
Pro bono work, building of department, 17:25
Proactive services to be provided by department, 17:13
Professional growth and development, building of department, 17:24
Project management, 16:40
Qualitative metrics
Generally, 30:18 to 30:22
Client surveys, 30:19
Compensation, 30:22
Employee surveys, 30:20
Training, 30:21
Reactive services to be provided by department, 17:14
Recruitment
Legal professionals, 17:20
Non-legal staff, 17:22
Small law department, 40:10
Resource allocation metrics
Generally, 30:10 to 30:14
Comparison, 30:13
External resources, 30:12
Internal resources, 30:11
Total resources, 30:11
Responsiveness, 16:11
Retreats, 16:19
Risk analysis, benefits of decision tree analysis, 12:30
Services to be provided by department, 17:12 to 17:15
Small Law Department, this index
LA W DEPARTMENT—Cont’d
Staffing
  Compensation, above
  Recruitment, above
Small law department, 40:10
Strategic objectives of company, 16:13 to 16:17
Strategic plan for implementation of goals and tasks reflected in mission statement, 17:18
Surveys
  Client surveys, 30:19
  Employee surveys, 30:20
Task metrics
  Generally, 30:15 to 30:17
  Cycle metrics, 30:16
  Technology, 30:17
Technology, task metrics, 30:17
Temporary attorneys and outsourcing, building of department, 17:21
Tracking assignments, 17:33
Training
  Building of department, 17:23
  Qualitative metrics, 30:21
  Unsolicited advice, provision of, 17:9
LEADERSHIP
  Disaster preparedness, 25B:12
  Specialized approaches to outsourcing, management of outsourcing relationship, 26:23
LEAN SIX SIGMA
  Generally, 42:7
LEASES
  Commercial Equipment Leasing, this index
  Real Estate Law, this index
LEGAL ASSISTANTS
  Continuing legal education, 38:38, 38:39
LEGAL DEPARTMENT
  Law Department, this index
LEGAL PRACTICE GROUPS
  DuPont case study, 75:15
LEGAL PURPOSE
  Privileges, this index
LEGAL RESEARCH
  Generally, 19:1 to 19:40
  Billing options, outsourcing and unbundling legal research, 19:29
  Building legal research knowledgebase
  Generally, 19:16 to 19:23
  Creation of structure, 19:21
  Evaluation of results, 19:23
  Identification of content, 19:19
  Securing of participation, 19:20
  Selection of platform, 19:18
  Staffing, 19:17
  Training users, 19:22
  Building legal research skills development program, 19:9
Checklists
  Hiring research attorneys, 19:8
  Selection of research firm, 19:30
  Computerized research. Expenses and Disbursements, this index
  Confidence, outsourcing and unbundling legal research, 19:27
Costs
  Early case assessment and risk analysis, 19:4
  Effectiveness of legal research, 19:3
  Multijurisdictional surveys, below
  Reduction of direct costs, 19:2
  Director of legal research, role of, 19:10
LEGAL RESEARCH—Cont’d

Early case assessment and risk analysis, cost savings, 19:4
Economic considerations, outsourcing and unbundling legal research, 19:29
Effective legal research, benefits of, 19:3
Employee education, multijurisdictional surveys, 19:38
Engagement letters, preapproved research, 9:26
Ethical considerations, outsourcing and unbundling legal research, 19:28
Expenses and Disbursements, this index
Guarantee, 19:40
Internet technology, impact of, 19:12
Knowledgebase. Building legal research knowledgebase, above
Leveraging work product. Reusing and leveraging legal research work product, below
Management, generally, 19:1 to 19:40
Mechanics of assigning research projects, outsourcing and unbundling legal research, 19:33
Multijurisdictional surveys
   Generally, 19:36 to 19:38
   Case study, 19:37
Employee education, 19:38
Reduction of compliance costs, 19:36 to 19:38
Outsourcing and unbundling legal research
   Generally, 19:24 to 19:35
   Case study, 19:35
   Checklist for selection of research firm, 19:30

LEGAL RESEARCH—Cont’d

Outsourcing and unbundling legal research—Cont’d
Deciding which research projects to outsource, 19:32
Economic considerations and billing options, 19:29
Ethical and professional considerations, 19:28
Management of relationship, 19:31
Mechanics of assigning research projects, 19:33
Pitfalls to avoid, 19:34
Role of specialized firms, 19:26
Traditional model, 19:25
Trust and confidence, establishment of, 19:27
Personality traits of research and writing experts, 19:6
Practice checklist, 19:39
Professional considerations, outsourcing and unbundling legal research, 19:28
Reduction of compliance costs, multijurisdictional surveys, 19:36 to 19:38
Reduction of direct costs, 19:2
Reusing and leveraging legal research work product
   Generally, 19:13 to 19:15
   Benefits, 19:14
   Law firm case studies, 19:15
   Seven habits of highly effective legal researchers, 19:7
Specialization
   Generally, 19:5 to 19:8
   Checklist for hiring research attorneys, 19:8
   Personality traits of research and writing experts, 19:6
   Seven habits of highly effective legal researchers, 19:7
   Staffing, building legal research knowledgebase, 19:17
LEGAL RESEARCH—Cont’d
Surveys. Multijurisdictional surveys, above
Technology
Computerized research. Expenditures and Disbursements, this index
Impact, 19:11, 19:12
Training users, building legal research knowledgebase, 19:22
Trust, outsourcing and unbundling legal research, 19:27
Unbundling legal research. Outsourcing and unbundling legal research, above

LEGISLATIVE WORK
Coordinating counsel, 21:17
Shareholder activism, 46B:34 to 46B:36

LETTERS
Cease and Desist Letters, this index
Engagement Letters, this index
European Company Representation in U.S. Litigation, this index
Pro bono service, letter-writing clinics, 37A:20

LETTERS OF CREDIT
Commercial equipment leasing, 76:78

LETTERS OF INTENT
Mergers and acquisitions, 41:11
Transactions, negotiation of transaction, 48:20
Transactions, this index

LEVERAGE
Commercial equipment leasing, 76:24
Legal Research, this index

LGBTQ ISSUES
Generally, 39A:1 to 39A:21
ADA protection, 39A:14
Affinity groups, 39A:6
BASF employee groups, form, 39A:20
Bathroom controversy, 39A:18
Corporate support, 39A:4 to 39A:11
Definitions, 39A:2
Legal issues, 39A:12 to 39A:18
Marketing, 39A:8
National and state-level estimates of LGBTQ-identified adults, 39A:3
Ogletree Deakins employee groups, form, 39A:21
Practice checklist, 39A:19
Progressive policies, 39A:5
Recognizing and overcoming objections, 39A:11
Recruitment, 39A:7
Self-identification, 39A:10
State anti-discrimination laws, 39A:16
Supreme Court DOMA decisions, effect on same-sex benefits, 39A:17
Title VII protection, 39A:13
Trump Administration, 39A:15

LIBEL
Defamation, this index

LICENSES
Real Estate Law, this index
Trademarks, 69:11, 69:23

LICENSES AND ADMITTANCE TO PRACTICE
Generally, 36:1 to 36:31
Assistants, delegation of law-related tasks to, 36:5
Clear prohibition of ambiguously defined activity, 36:4
Corporations practicing law, 36:7
LICENSES AND ADMITTANCE TO PRACTICE—Cont’d
Defining practice of law
Generally, 36:3 to 36:7
Clear prohibition of ambiguously defined activity, 36:4
Corporations practicing law, 36:7
Delegation of law-related tasks to paralegals and other assistants, 36:5
Non-lawyers, obtaining law-related services from, 36:6
Delegation of law-related tasks to paralegals and other assistants, 36:5
Federal courts of appeals, 36:25
Federal district courts, 36:23
Full admission to another bar, gaining of, 36:11
General bar admission information for 55 United States licensing jurisdictions, 36:31
Importance of license and admittance issues, 36:2
International practice, 36:18
Litigation matters, multijurisdictional practices, 36:13
Local counsel, obtaining of, 36:12
Model Rule 5.5, major reform from revision to, 36:16
Multijurisdictional practices
Generally, 36:8 to 36:17
Defining problem, 36:9
Different options in different contexts, 36:10
Full admission to another bar, gaining of, 36:11
Litigation matters, 36:13
Local counsel, obtaining of, 36:12
Model Rule 5.5, major reform from revision to, 36:16
INDEX

LICENSES AND ADMITTANCE TO PRACTICE—Cont’d
United States Tax Court, 36:26

LIE DETECTORS
Employee Polygraph Protection Act, this index

LIENS
Bankruptcy and workouts, 54:14
Commercial equipment leasing, 76:63
Commercial finance, release, 53:41, 53:50

LIFESTYLE CHANGES
Contract attorneys, 24:16

LIGHT
Sports, governmental relations, 74A:58

LILLY LEDBETTER FAIR PAY ACT
Generally, 71:57

LIMITATION OF ACTIONS
Statute of Limitations, this index

LIMITATION OF LIABILITY
Governance, this index

LIQUIDATION
Bankruptcy and workouts, 54:15
Valuation of business for acquisition, 51:8

LISTENING
Communication methods and skills, 13:5

LITIGATION
Generally, 58A:1 to 58A:15
Arbitration and mediation, compared, 57:13
Avoidance of Litigation, this index
Benchmarking, law department, 30:23
Budgeting, this index
Employee Benefits, this index

LITIGATION—Cont’d
Employment, this index
European Company Representation in U.S. Litigation, this index
Expediting and Streamlining Litigation, this index
Forms, 58A:13 to 58A:15
Forum for Litigation, this index
High Profile Litigation, this index
International commercial disputes, 58:3
Joint ventures, lose-lose situation, 50:42
Local counsel, 20:4
Mass Torts, this index
Multidistrict Litigation, this index
Planning, this index
Principals of effective collaboration, 58A:2 to 58A:12
Privileges, this index
Regulatory Litigation, this index
ServiceMaster, National Litigation Program, Case Study, this index
Shareholder activism, 46B:33
Specialized approaches to insourcing, 27:15, 27:16, 27:32
Specialized counsel, 20:6
Sports Law, this index
Streamlining litigation, Expediting and Streamlining Litigation, this index
Trademarks, this index

LOAD PRIORITIES
Disaster preparedness, 25B:27

LOBBYING
Generally, 44:1 to 44:47
Access and relationships, 44:13
Characteristics of successful lobbyists, 44:11 to 44:16
Confidentiality issues, 44:5
Conflicts of interest, 44:4
Consensus building, 44:16, 44:32
LOBBYING—Cont’d
Contact with key legislative personnel and regulatory bodies, establishment of, 44:22
Contract vs. employed lobbyists, 44:10
Cost-benefit analysis
Generally, 44:27 to 44:30
Resources allocated to lobbying, 44:29
Short-term and long-term implications, 44:30
Timing, 44:28
Credibility and integrity, 44:12
Defined, 44:2
Expertise and knowledge, 44:14
Federal legal requirements
Generally, 44:40 to 44:43
Reporting requirements, 44:42
Revolving door prohibitions, 44:41
Table of lobbying requirements and prohibitions, 44:43
Financial and political impact on lobbying and current events, 44:44
Goals, 44:7
Heavily regulated industries
Generally, 44:36 to 44:39
Final rulemaking, 44:39
Pre-rulemaking, 44:37
Proposed rulemaking, 44:38
Implementation procedures
Generally, 44:31 to 44:35
Consensus in industry, building of, 44:32
Personal involvement of inside counsel and key executives, 44:35
Political contributions, coordination of, 44:34
Technology, role of, 44:33
Inside counsel, role of, 44:20
Integrity and credibility, 44:12

LOBBYING—Cont’d
Key constituencies to be lobbied, identification of
Generally, 44:23 to 44:25
Executive branch, 44:24
Legislators, 44:25
Knowledge and expertise, 44:14
Lawyer vs. nonlawyer lobbyists, comparative strengths, 44:6
Long-term implications, cost-benefit analysis, 44:30
Online resources for lobbyists, 44:47
Opposition, identification of, 44:26
Outside counsel, role of, 44:21
Personal involvement of inside counsel and key executives, 44:35
Political and financial impact on lobbying and current events, 44:44
Political contributions, coordination of, 44:34
Political insight, 44:15
Practice checklist, 44:46
Relationships and access, 44:13
Reporting, federal legal requirements, 44:42
Resources allocated to lobbying, cost-benefit analysis, 44:29
Revolving door prohibitions, federal legal requirements, 44:41
Risks, 44:8
Rules of Professional Conduct, application of, 44:3
Short-term implications, cost-benefit analysis, 44:30
Sports, governmental relations, 74A:56
State legal requirements, 44:45
Strategic planning, 44:19
Strategy, establishment of, 44:9
INDEX

LOBBYING—Cont’d
Successful approaches, generally, 44:18 to 44:30
Tables
Federal requirements and prohibitions, 44:43
State requirements and prohibitions, 44:45
Technology, 44:33
Technology, role of, 44:33
Timing, cost-benefit analysis, 44:28
Tort reform, 43:49
Trade associations, 44:17

LOCAL COUNSEL
Generally, 20:1 to 20:33
Administrative matters, 20:5
Budget form, 20:32
Characteristics of attorney needed, 20:9
Communications
Contact persons, designation of, 20:20
Deciding who will decide, 20:22
Division of labor, establishing, 20:26
Document transmission and review, understanding as to, 20:23
Emphasizing importance of timely, clear, and complete communications, 20:21
Focus on goals of company, 20:25
Preliminary exchange of ideas, 20:19
Response time, quick, 20:24
Scheduling preliminary exchange of ideas, 20:19
Contact persons, designation of, 20:20
Coordinating counsel, 21:9, 21:22
Corporate matters, 20:5
Cost controls, 20:17

LOCAL COUNSEL—Cont’d
Deciding who will decide, 20:22
Definition, 20:2, 20:3
Division of labor, establishing, 20:26
Document transmission and review, understanding as to, 20:23
Evaluation of potential clients, 20:16
Forms
Generally, 20:29
Budget form, 20:32
Report of activities by local counsel, periodic, 20:33
Retention letters
Corporate client, letter favoring interests of, 20:31
Local counsel, letter favoring interests of, 20:30
Identification of candidates to serve as local counsel, 20:12
Law firm networks, 20:13
Litigation, 20:4
Multijurisdictional practices, 36:12
Objectives
Compatibility with company goals, 20:15
Focus on goals of company, 20:25
Post-mortems, 20:27
Practice checklist, 20:28
Preliminary exchange of ideas, 20:19
Qualifications, 20:14
Real Estate Law, this index
Relationship with local counsel, 20:3
Report of activities by local counsel, periodic, 20:33
Response time, quick, 20:24
Retention letters. Forms, above
Scheduling preliminary exchange of ideas, 20:19

© 2019 Thomson Reuters, 4/2019

Index-107
LOCAL COUNSEL—Cont’d
Securities matters, 20:5
Selection of local counsel
Generally, 20:8 to 20:15
Characteristics of attorney needed, 20:9
Compatibility with company goals, 20:15
Identification of candidates to serve as local counsel, 20:12
Law firm networks, 20:13
Persons who should select, 20:11
Time of selection, 20:10
Verification of reputation, experience, and ability of counsel, 20:14
Time of selection, 20:10
Transactional matters, 20:5
Verification of reputation, experience, and ability of counsel, 20:14
Working with local counsel, 20:18 to 20:26

LOCAL INVESTIGATORS
Cross-border investigations, 34:16

LOCAL LAWS
International counsel, 22:10

LOCAL TASK LIST
Coordinating counsel, 21:24

LOCATION
Place or Location, this index

LOCKBOX AGREEMENTS
Commercial finance, 53:39

LOGBOOK
Privileges, this index

LOGISTICS
European company representation in U.S. litigation, 23:9
Planning, this index

LOYALTY
Antitrust law, discounts, 79:61
Conflicts of interest, current client conflicts, 32:7
Governance, duty of directors, 46:7 to 46:9

MADRID SYSTEM
International trademark registration, 69:46

MAINTENANCE
Commercial equipment leasing, 76:46, 76:61, 76:62

MAINTENANCE AGREEMENTS
Sports, 74A:45

MAKE OR BUY DECISION
Allocation. Ratio of partner hours to associate and paralegal hours, below
Associates. Ratio of partner hours to associate and paralegal hours, below
Audits. Self-audit, below
Fee arrangements. Ratio of partner hours to associate and paralegal hours, below
Paralegals. Ratio of partner hours to associate and paralegal hours, below
Small Law Department, this index

MALPRACTICE
Alternative dispute resolution (ADR), 57:35
Contract attorneys, 24:31
Pro bono service, in-house counsel’s need, 37A:26
Real estate law, 74:8

MANAGEMENT
Avoidance of Litigation, this index
Budgeting, this index
Corporate documents. Management of Corporate Documents, this index
INDEX

MANAGEMENT—Cont’d
Corporate managers. Managers of Corporation, this index
Crisis Management, this index
European company representation in U.S. litigation, depositions, 23:47
General counsel, relationship with board and senior executives, 16:41 to 16:43
Governance, this index
Joint ventures, 50:14, 50:46
Law Department, this index
Legal Research, this index
Patent portfolio, 68:30
Product Integrity Program, this index
Project Management, this index
Real estate law, management of outside counsel, 74:14
Requests for proposals (RFP), project management, 5:25
Specialized approaches to outsourcing, 26:23
Team approach, 2:7
Total Quality Management (TQM), this index

MANAGING CAP-EX
Commercial equipment leasing, 76:9

MANDATORY REPORTING AND DISCLOSURE
Employee benefits, 55:20

MAP POLICIES
Antitrust law, 79:53

MARK-UPS
Expenses and disbursements, 15:11

MARKET ALLOCATION
Antitrust law, 79:45

MARKET FORECLOSURE
Antitrust law, 79:37

MARKET POWER
Antitrust law, 79:41

MARKET SHARE OR ENTERPRISE LIABILITY
Products liability, 77:40

MARKETING DEPARTMENT
Avoidance of litigation, watching marketing department, 2:9

MARKETING TO POTENTIAL CORPORATE CLIENTS
Generally, 6:1 to 6:46
Advertising by attorneys, constitutional challenges to regulation of, 6:11
Alternative fee arrangements, 6:8
Annual reports, 6:33
Beauty contests
 generally, 6:27 to 6:30
Corporate client’s perspective, 6:30
Ethical considerations, 6:28
Preparation for and winning of contests, 6:29
Client alerts, 6:31, 6:32
Client extranets, 6:18, 6:19
Client service teams, 6:42
Competition, evaluation of, 6:6
Constitutional challenges to attorney advertising regulations, 6:11
Cost-benefit analysis, 6:7
CRM/ERM, 6:43
Diversity, 6:13
Ethics
 generally, 6:9 to 6:11
Beauty contests, 6:28
Constitutional challenges to attorney advertising regulations, 6:11
Secondments, 6:40
Unjustified expectations, 6:10
Fee arrangements, alternative, 6:8
MARKETING TO POTENTIAL CORPORATE CLIENTS
—Cont’d
Forms
Pitch book, 6:45
Website, 6:46
Newsletters, 6:31, 6:32
Pitch books, 6:25, 6:26, 6:45
Practice checklist, 6:44
Preliminary considerations, generally, 6:2 to 6:11
Pro bono, 6:12
Requests for proposals (RFPs), 6:22 to 6:24
Responses to requests for proposals (RFPs), 6:23
Scope, 6:1
Secondments generally, 6:37 to 6:40
Building of client relationships, 6:38
Corporate client’s goals, 6:39
Ethical considerations, 6:40
Self-analysis, 6:3, 6:4
Seminars by law firms generally, 6:34 to 6:36
Corporate client’s perspective, 6:36
Effective utilization of seminars, 6:35
Social marketing, web enabled, 6:20, 6:21
Summer programs, 6:41
Surveys, use for self-analysis, 6:3, 6:4
Target audience, definition of, 6:5
Tools for marketing, generally, 6:14 et seq.
Unjustified expectations, ethics, 6:10
Web enabled social marketing, 6:20, 6:21
Websites, 6:16, 6:17, 6:46

MARSHALING FACTS
Briefs, 60:37

MASS TORTS
Generally, 73:1 to 73:38
Aggregation of liability, avoidance of and resistance to, 73:21 to 73:24, 73:36
Board of directors, 73:30
Changes in community tolerance of risk, 73:6
Class actions, 73:11, 73:22
Consolidated trials, 73:12, 73:24
Cooperation in industry, promotion of, 73:20
Coordinated state attorney general litigation, 73:14
Coordination of mass tort plaintiffs’ bar, 73:4
Corporate governance issues and corporate separateness, prevention of liability, 73:35
Demonization, avoidance of, 73:19
Development of mass tort litigation, generally, 73:16 to 73:24
Document issues, prevention of liability, 73:33
Employee work force, 73:31
Epidemiology, rise of, 73:7
Forms of mass tort litigation, 73:10 to 73:15
Forum shopping, 73:27
Investor relations, 73:32
Media outlets, growth of, 73:9
Medical monitoring, 73:25
Multidistrict litigation, 73:13, 73:23
Objectives and options for corporations, generally, 73:16 to 73:24
Officials of corporation, 73:30
Political influence of mass tort plaintiffs’ bar, 73:5
Practice checklist, 73:38
INDEX

MASS TORTS—Cont’d
Prevention of liability
Generally, 73:33 to 73:35
Corporate governance issues
and corporate separateness, 73:35
Document issues, 73:33
Warnings, drafting, 73:34
Professional expert witnesses and
expert testimony in non-scientific areas, proliferation of,
73:8
Public relations, 73:32
Removal to federal court, 73:17
Rise of mass tort plaintiffs’ bar,
73:3
Role of inside counsel, 73:29
Selection of outside counsel,
73:28
Settlement classes, 73:26
Simultaneous individual filings of
hundreds of cases by same
groups of plaintiffs’ counsel,
73:15
Technology, use of, 73:37
Test cases, 73:18
Warnings, drafting, 73:34

MASTER SERVICES
AGREEMENT
Information technology transac-
tions, 49:35

MATERIALITY
Governance, duty of disclosure of
directors, 46:13
International trade, antidumping
duty, 79A:15, 79A:16

MATERIALITY QUALIFIERS
Mergers and acquisitions, 41:29,
41:31

MECHANIC’S LIENS
Real estate sales and acquisitions,
74:24

MEDIA
Class actions, media relations,
60A:6
Engagement Letters, this index
Mass torts, 73:9
Products liability, 77:10
Professional liability, 78:27
Sports, 74A:25 to 74A:27

MEDIA ISSUES
Interplay between civil and crimi-
nal proceedings, 84:14 to
84:18

MEDIATION
Generally, 57:15 to 57:34
Advertising review, clearance and
challenges, CPR/INTA,
56:42
American Arbitration Association
Commercial Dispute Resolu-
tion Procedures (Mediation
Rules), 57:71
Approaches of mediators, 57:18
Arbitration compared, 57:12,
57:13
Bickerman Dispute Resolution
Group Mediation Agreement,
57:74
Caucus and joint sessions, 57:17
Conduct of mediator, 57:32
Confidentiality, 57:29
Conflict of interest, 57:31
Court-ordered and court-annexed
mediation, 57:34
CPR mediation procedure, 57:70
DuPont case study, 75:22
Employment disputes, 57:62
Enforceability, 57:30
Facilitated negotiation, 57:16
Failure or success, reasons for,
57:19
Forms
American Arbitration Associa-
tion Commercial Dispute
Resolution Procedures
MEMORANDUM

Expenses and disbursements, memorandum from outside counsel to clients as to billing, 15:47
Planning, 10:8
Small law department, form of memorandum from CEO on use of law department, 40:30

MENTORS

Diversity, this index

MERCHANDISE LICENSING AGREEMENTS

Sports, 74A:29

MERGERS AND ACQUISITIONS

Generally, 41:1 to 41:56
Anti-sandbagging provisions, 41:42, 41:53
Antitrust issues
Generally, 41:20 to 41:24
Item 4(c) and 4(d) documents, 41:22
Risk allocation, 41:24
Second requests, 41:21
Baskets, indemnification, 41:38
Caps on liability, indemnification, 41:39
Closing conditions, 41:34
Confidentiality agreements, 41:9, 41:49
Conflicts of interest, 32:22
Consideration, forms of, 41:17
Coordination between inside and outside counsel, 41:7
Covenants, 41:28, 41:51
Cross-border transactions, 41:46
De minimis thresholds, indemnification, 41:38
Deductibles, indemnification, 41:38
Disclosure schedules, preparation of, 41:32
Due diligence, 41:25

MEMORANDA

Expenses and disbursements, memorandum from outside counsel to clients as to billing, 15:47
Planning, 10:8
Small law department, form of memorandum from CEO on use of law department, 40:30

MENTORS

Diversity, this index

MERCHANDISE LICENSING AGREEMENTS

Sports, 74A:29

MERGERS AND ACQUISITIONS

Generally, 41:1 to 41:56
Anti-sandbagging provisions, 41:42, 41:53
Antitrust issues
Generally, 41:20 to 41:24
Item 4(c) and 4(d) documents, 41:22
Risk allocation, 41:24
Second requests, 41:21
Baskets, indemnification, 41:38
Caps on liability, indemnification, 41:39
Closing conditions, 41:34
Confidentiality agreements, 41:9, 41:49
Conflicts of interest, 32:22
Consideration, forms of, 41:17
Coordination between inside and outside counsel, 41:7
Covenants, 41:28, 41:51
Cross-border transactions, 41:46
De minimis thresholds, indemnification, 41:38
Deductibles, indemnification, 41:38
Disclosure schedules, preparation of, 41:32
Due diligence, 41:25
MINUTES
Secretary of corporation, 46A:5, 46A:6
Sports, 74A:71

MISCONDUCT
Employment issues when doing business outside United States, termination of employees, 71C:18, 71C:27, 71C:28

MISREPRESENTATION
Fraud and Deceit, this index

MISSION STATEMENTS
Law Department, this index

MITIGATION OF LOSSES
Disaster preparedness, enterprise risk management, 25B:20

MOCK TRIALS
Acceleration of claim resolution, 2:40
Appeal and review, 66:27
Jury Consulting Services, this index
Settlement, preparation for, 65:33

MODEL RULES OF PROFESSIONAL CONDUCT
Generally, 31:4
Expenses and disbursements, 15:9

MOLD
Commercial finance, 53:33

MONEY LAUNDERING
White collar crime, 83:18

MONITORS AND MONITORING—Cont’d
Coordinating counsel, monitoring local counsel, 21:9
Diversity program initiatives, 39:74
Jury consulting services, trial monitoring, 64:10
Mass torts, 73:25
Requests for Proposals (RFP), this index

MOOT JUDGES
Pro bono service, 37A:23

MORALE
Law department, 16:22 to 16:24

MORTGAGES
Commercial finance, mortgagee waivers, 53:37
Employee benefits, 55:36
Real Estate Law, this index

MOTIONS
Arbitration, 57:49
European Company Representation in U.S. Litigation, this index
Pleadings and Pre-Trial Motions in Complex Commercial Cases, this index
Products liability, 77:14
Professional liability, 78:41

MOVING FROM COST-BASED TO VALUE FOCUSED
Case study, 80:1 et seq.

MULTI-DISCIPLINARY PRACTICES
Ethics, 31:29

MULTIDISTRICT LITIGATION
Antitrust Law, this index
Forum for litigation, 59:21
Mass torts, 73:13, 73:23
Products liability, 77:45

Index-114
INDEX

MULTIEMPLOYER PLANS
   Employee benefits, 55:42

MULTIJURISDICTIONAL PRACTICES
   Licenses and Admittance to Practice, this index
   Pro bono service, 37A:27

MULTIJURISDICTIONAL SURVEYS
   Legal Research, this index

NAKED LICENSING
   Trademarks, 69:11

NAMING RIGHTS
   Sports, 74A:30

NASDAQ STOCK EXCHANGE
   Executive Compensation, this index

NATIONAL ADVERTISING DIVISION OF COUNCIL OF BETTER BUSINESS BUREAUS
   Advertising, forums for challenges, 56:40

NATIONAL BANKS
   Mortgages, checklists and forms, 74:52

NATIONAL COORDINATING COUNSEL
   Budgeting, 11:27

NATIONAL COUNSEL
   Real estate law, 74:4

NATIONAL ENVIRONMENTAL POLICY ACT
   Generally, 72:37

NATIONAL LABOR RELATIONS ACT
   Generally, 71:71
   Filing unfair labor practice charge, 71:72

NATIONAL LABOR RELATIONS ACT—Cont’d
   National Labor Relations Board, 71:98
   Statute of limitations, 71:72
   Unfair labor practices, 71:71, 71:72

NEGLIGENCE
   Products liability, 77:21
   Sports, 74A:62

NEGLIGENCE PER SE
   Products liability, 77:22

NEGLECTFUL INFLICTION OF EMOTIONAL DISTRESS
   Employment, 71:88, 71:89

NEGOTIATIONS
   Generally, 56A:1 to 56A:35
   Alternative dispute resolution (ADR), selection of options, 57:11
   Arbitration of International Commercial Disputes, this index
   Commercial equipment leasing, 76:34 to 76:54
   Due diligence, 56A:28
   Effective strategies, 56A:3 to 56A:22
   Engagement letters, 9:10
   Environmental law, transactions by corporations, 72:22
   Good faith and fair dealing, 56A:27
   International, 56A:19
   Joint ventures, proprietary information, 50:25
   Legal framework, 56A:23 to 56A:33
   Objectives, 56A:2
   Practice checklist, 56A:34
   Professional liability, 78:23
   Risk analysis, benefits of decision tree analysis, 12:28
   Settlement, this index
NEGOTIATIONS—Cont’d
Transactions, this index

NET PRESENT VALUE
Valuation of business for acquisition, 51:16

NETWORKING
Secretary of corporation, advancing qualifications, 46A:29

NEW CLIENTS
Communication methods and skills, opening possible relationships, 13:29

NEW YORK
Continuing legal education, 38:36

NEW YORK STOCK EXCHANGE (NYSE)
Executive Compensation, this index

NEWSLETTERS
Marketing to potential corporate clients, 6:31, 6:32

NOISE LEVELS
Sports, governmental relations, 74A:58

NON-COMPETITION PROVISIONS
Employment issues when doing business outside United States, 71C:52
Joint ventures, 50:17, 50:18
Mergers and acquisitions, 41:44, 41:55

NON-RELIANCE DISCLAIMERS
Mergers and acquisitions, 41:43, 41:54

NON-SOLICITATION PROVISIONS
Employment issues when doing business outside United States, 71C:53

NON-SOLICITATION PROVISIONS—Cont’d
Mergers and acquisitions, 41:44, 41:55

NOTICE
Class Actions, this index
Copyrights, 70:18
Crisis management team, announcement of, 2:34
Employment, this index
Fair Credit Reporting Act, notification of proposed adverse action based on consumer report, form, 71:117
Family and Medical Leave Act, 71:47
Products liability, 77:5, 77:6
Requests for proposals (RFP), notice of selection, 5:22
Secretary of corporation, annual meeting of shareholders, 46A:24, 46A:36

NOVELTY
Patents, loss of absolute novelty, 68:18

NUMEROSITY
Class actions, certification of class, 60A:56

O-1 VISAS
Immigration, persons of extraordinary ability, 71A:19

OBJECTIONS
Deposition notice, 61:18

OBJECTIVES OF COMPANY
Law department, 16:13 to 16:17

OBSTRUCTION OF JUSTICE
Internal Investigations, this index

OCCUPATIONAL SAFETY AND HEALTH ACT
Generally, 71:59 to 71:611
INDEX

OCCUPATIONAL SAFETY AND
HEALTH ACT—Cont’d
Private right of action, 71:61
Violations of Act, 71:60

OFF-SITE LOCATIONS
Disaster preparedness, storage of
computer data, 25B:36

OFFERING MEMORANDUM
Mergers and acquisitions, 41:10

OFFERS OF JUDGMENT
Generally, 65:41

OFFICERS OF CORPORATION
European company representation
in U.S. litigation, depositions,
23:47
General counsel, relationship with
board and senior executives,
16:41 to 16:43

OFFICIAL GAZETTE
Trademarks, monitoring, 69:16

OFFSETS
Commercial equipment leasing,
76:35, 76:59, 76:96

OFFSHORING
DuPont case study, 75:50
Specialized approaches to
outsourcing, 26:6

OLDER WORKERS’ BENEFITS
PROTECTION ACT
Generally, 71:45

OPENING STATEMENTS
Arguments of Counsel, this index

OPERATIONAL AGREEMENTS
Sports Law, this index

OPERATIONAL BUDGET
DuPont case study, 75:33

OPINIONS
Commercial finance, 53:40
Ethics, this index

OPINIONS—Cont’d
Expert Witnesses, this index
Planning, written legal opinions,
10:8

OPPOSING EXPERTS
Depositions, 62:36

ORAL ARGUMENT
Appeal and Review, this index

ORDERS OF COURT
European Company Representation
in U.S. Litigation, this index

ORGANIZATION
Joint ventures, 50:10
Law Department, this index

ORGANIZATIONAL
RESTRUCTURING
Employment issues when doing
business outside United
States, termination of
employees, 71C:19, 71C:28

OUTRAGEOUS CONDUCT
Employment, intentional or
negligent infliction of emo-
tional distress, 71:89

OUTSIDE COUNSEL
Added value, convergence and
partnering, 71:16, 71:20
Alternative fee arrangements,
benchmarking, 30:38
Approved outside counsel list. List
of approved counsel, below
Arbitration of International Com-
mercial Disputes, this index
Assessment of case, form, 4:33
Associates of Firm, this index
Beauty contests, 4:21
Benchmarking
Generally, 30:27 to 30:45
Alternative fee arrangements,
30:38
Billing lag, 30:44

© 2019 Thomson Reuters, 4/2019
Index-117
OUTSIDE COUNSEL—Cont’d
Benchmarking—Cont’d
Case studies, 30:30
Common metrics, 30:31
Competitive bidding, 30:34
Convergence, 30:33
Creativity, 30:41
Discounts for early payment, 30:35
Hourly rate analysis, 30:37
Practice checklist, 30:45
Responsiveness, 30:39
Retention terms and formal intake procedure, 30:32
Social metrics, 30:43
Staffing and experience, 30:36
Technology, 30:42
Writing and cognition, 30:40
Bidding
Benchmarking, 30:34
Selection of outside counsel, 4:23
Billing lag, benchmarking, 30:44
Class actions, selection of outside counsel, 60A:14
Cognition and writing, benchmarking, 30:40
Commercial equipment leasing, 76:4
Commercial Finance, this index
Communications between inside and outside counsel
Planning, 10:7
Competition, convergence and partnering, 7:13
Conflicts of interest, 4:31
Convergence and partnering
Generally, 7:1 to 7:30
Added value, 71:16, 71:20
Assessment of existing legal capability, 71:18
Basis of convergence and partnering, 71:3
Benchmarking, 30:33
Challenges, 7:11 to 7:17

OUTSIDE COUNSEL—Cont’d
Convergence and partnering—Cont’d
Competition, 7:13
Complexity, 7:12
Cost reduction, 7:7
Current trends, 7:29
Defined, 7:3
Existing legal models, failure to overcome, 7:16
Expertise, lack of, 7:14
Foundation for partnering, convergence as, 71:8
Genesis and historical context, 7:4
Identification of optimum number of firms, 71:4
Implementation of convergence and partnering strategies, 7:18 to 7:28
Independent perspective, loss of, 7:15
Inertia, 7:16
Practice checklist, 7:30
Preliminary considerations, 71:2 to 71:4
Quality control, 7:8
Relationship, 71:9
Selection of outside counsel, 7:25 to 7:27
Staleness, 7:15
Time commitment, 7:12
Cost reduction by convergence and partnering, 7:7
Creativity, benchmarking, 30:41
Discounts for early payment, benchmarking, 30:35
DuPont case study, 75:11
Early payment discounts, benchmarking, 30:35
Engagement letters, allocation of work between inside and outside counsel, 9:17
Entities other than law firms, Multi-Disciplinary Practices, this index
INDEX

OUTSIDE COUNSEL—Cont’d
Ethics, this index
European company representation in U.S. litigation, 23:5
Evaluation forms. Selection of outside counsel, below
Expenses and Disbursements, this index
Experience and staffing, benchmarking, 30:36
Expertise
Convergence and partnering, 7:14
Planning, 10:4
Financial issues. Selection of outside counsel, below
Forms. Selection of outside counsel, below
Geographic considerations, 4:12
High profile litigation, choice of outside counsel, 67:9
Hourly rate analysis, benchmarking, 30:37
Identification of potential outside counsel, 4:15 to 4:19
Inside counsel
Communications between inside and outside counsel, above
Selection of outside counsel, below
Insurance, 4:13
Interviews, 4:21
Invoices, presentation and review of, 14:10
Law Department, this index
List of approved counsel
Generally, 4:17
Planning, 10:17
Lobbying, 44:21
Local Counsel, this index
Mergers and acquisitions, 41:6
Multi-Disciplinary Practices, this index

OUTSIDE COUNSEL—Cont’d
Number of outside counsel.
Convergence and partnering, above
Objectives, 4:2, 4:6
Patents, 68:21 to 68:23
Planning, this index
Policy of corporation. Selection of outside counsel, below
Practice checklist
Benchmarking, 30:45
Convergence and partnering, 7:30
Qualifications. Selection of outside counsel, below
Quality control, 7:8
Requests for Proposals (RFP), this index
Responsiveness, benchmarking, 30:39
Retention terms and formal intake procedure, benchmarking, 30:32
Selection of outside counsel
Generally, 4:1 to 4:34
Approved counsel list, 4:17
Arbitration of international commercial disputes, 58:7
Assessment of case, form, 4:33
Bankruptcy and workouts, 54:5
Beauty contests, 4:23
Bidding, 4:21
Chemistry, 4:30
Commercial finance, 53:9
Conflicts of interest, 4:31
Convergence and partnering, 7:25 to 7:27
Criteria, 4:25 to 4:32
Ethics, 31:12
Experience of company as to potential outside counsel, 4:16
Fee arrangements, 4:8
Financial issues
Generally, 4:28
INDEX

OUTSOURCING
TRANSACTIONS
Information technology transactions
Special outsourcing transactions, below

OVERSIGHT
Governance, 46:6
Specialized approaches to outsourcing, 26:5, 26:23

OVERSTAFFING
Expenses and disbursements, 15:34

OWNERSHIP
Title and Ownership, this index

PARALEGALS
Continuing legal education, 38:38, 38:39
DuPont case study, 75:31
Licenses and admittance to practice, delegation of law-related tasks, 36:5
Make or Buy Decision, this index

PARKING LICENSES
Sports, 74A:38

PART-TIMERS
Contract attorneys, 24:18

PARTICIPATIONS
Commercial finance, 53:28

PARTIES
Arbitration of International Commercial Disputes, this index
Class Actions, this index
Executive Compensation, this index
Real Estate Law, this index
Standing, this index

PARTS
Make or Buy Decision, this index

PAST EARNINGS
CAPITALIZATION
Valuation of business for acquisition, 51:10

PATENTS
Generally, 68:1 to 68:46
Absolute novelty, loss of, 68:18
Antitrust law, patent pools, 79:69
Attorney-client privilege, 68:41
Best mode requirement, 68:20
Business case for intellectual property, establishment of, 68:4
Buy-in from corporate sponsor, 68:5
Characteristic problems, generally, 68:3 to 68:13
Criteria for patentability, 68:37
Cycle times, 68:10
Description of invention in papers, 68:17
Disclosure to USPTO, duty of, 68:19, 68:44, 68:45
Enforcement opportunities, identification of, 68:12
Evaluation of inventions, 68:9
Filing decisions, partnering strategies regarding, 68:25
Foreign filing decision, partnering strategies regarding, 68:28
Forms
Confidentiality, invention and copyright agreement, 68:43
Detailed invention disclosure, 68:45
Outside counsel guideline, 68:46
Simplified invention disclosure, 68:44
Guidelines, development of, 68:6
High quality inventions, identification of, 68:7
Identification of high quality inventions, 68:7
PATENTS—Cont’d
In-house and outside counsel, roles of, 68:23
In-house counsel, questions to raise with, 68:21
Infringement, 68:39
Inventorship issues, 68:16
Issuance of patent, partnering strategies following, 68:29
Management of patent portfolio, 68:30
Novelty, loss of absolute, 68:18
Outside patent counsel, selection of, 68:22
Ownership in inventions, securing of, 68:15
Patentability, 68:37
Portfolio of patents
Management, 68:30
Profiting from portfolio, 68:31
Practice checklist, 68:42
Preparation of patent application, partnering strategies regarding, 68:26
Principle risks and traps, generally, 68:14 to 68:20
Profiting from patent portfolio, 68:31
Prosecution of patent application, partnering strategies regarding, 68:27
Rights to invention, establishment of, 68:8
Specification and examination process, 68:38
Statutory subject matter, 68:36
Strategy, development of, 68:6
Timely submission of invention disclosures, partnering strategies regarding, 68:24
Trade Secrets, this index
Working relationship between in-house and outside counsel, 68:11

PAYOFF LETTERS
Commercial finance, 53:41, 53:50

PENSION PLANS AND EMPLOYEE BENEFITS
Sports, 74A:54

PERFORMANCE
Employment, evaluations, 71:8
Employment issues when doing business outside United States, termination of employees, 71C:17, 71C:28
Requests for Proposals (RFP), this index

PERMANENT VISAS
Immigration, this index

PERSONAL JURISDICTION
European company representation in U.S. litigation, motions, 23:37

PERSONAL SEAT LICENSES
Sports, 74A:35, 74A:73

PERSONALITY TRAITS
Legal research and writing experts, 19:6

PERSONNEL FILES
Employment, access statutes, 71:80
Privacy, 82:61

PERSONS OF EXTRAORDINARY ABILITY
Immigration, O-1 visas, 71A:19

PHOTOCOPYING
Expenses and disbursements, 15:18

PHYSICAL PLANT AGREEMENTS
Sports, 74A:45

Index-122
INDEX

PIRACY
Copyrights, 70:55

PITCH BOOKS
Marketing to potential corporate clients, 6:25, 6:26, 6:45

PLACE OR LOCATION
Arbitration of International Commercial Disputes, this index
Depositions, 61:17
Expert witnesses, 62:11
Internal investigations, interviews of employees, 35:17
Law department, 17:31
Secretary of corporation, annual meeting of shareholders, 46A:22
Small law department, 40:5

PLANNING—Cont’d
PLANNING—Cont’d
Employees of corporation
Communications with corporate employees, above
Staffing, 10:26
Engagement letters, litigation plan, 9:31
European Company Representation in U.S. Litigation, this index
Expenses and disbursements, 10:15
Experts, 10:28
Forms
Litigation case management letter, 10:36
Litigation case management summary, 10:37
Forum selection, 10:21, 10:22
Inquiries by press or third persons, 10:33
Inside counsel
Litigation oversight
Generally, 10:10 to 10:12
Plan of litigation, 10:11
Summaries of case, 10:12
Outside counsel, communications with inside counsel, 10:7
Staffing, 10:25
Transactional matters, oversight, 10:9
Investment advisors, 10:27
List of approved outside counsel, planning for, 10:17
Litigation case management letter, form, 10:36
Litigation case management summary, form, 10:37
Litigation oversight. Inside counsel, above
Litigation plan, 10:11
Logistical planning
Generally, 10:24 to 10:33

© 2019 Thomson Reuters, 4/2019  Index-123
PLANNING—Cont’d
Logistical planning—Cont’d
Communications with corporate employees, above
Staffing, below
Technology, below
Memoranda, 10:8
Offensive or defensive tactics, 10:20
Outside counsel
Applicability, 10:3
Communications with inside counsel and business personnel, 10:7
Expertise, 10:4
List of approved outside counsel, planning for, 10:17
Policy of corporation, 10:6
Post-selection planning, 10:18
Resources, 10:5
Selection of outside counsel, 4:3 to 4:14, 10:6
Work product, 10:8
Practice checklist, 10:35
Proxy solicitors, 10:27
Rules of forum, 10:22
Secretary of Corporation, this index
Selection of outside counsel, 10:6
Settlement, 10:23
Staffing
Generally, 10:24
Auditors, 10:27
Consultants, 10:27, 10:28
Employees of corporation, 10:26
Experts, 10:28
Inside counsel, 10:25
Investment advisors, 10:27
Proxy solicitors, 10:27
Transaction counsel, 10:27
Strategic planning
Generally, 10:18

PLANNING—Cont’d
Strategic planning—Cont’d
Changing strategies or tactics, 10:34
Summaries of case
Generally, 10:12
Form, 10:37
Tactical planning
Generally, 10:19 to 10:23
Changing strategies or tactics, 10:34
Defensive or offensive tactics, 10:20
Forum selection, 10:21, 10:22
Rules of forum, 10:22
Settlement, 10:23
Technology
Generally, 10:30
Transaction counsel, 10:27
Written legal opinions and memoranda, 10:8

PLAYER CONTRACTS
Sports, 74A:50, 74A:51

PLEADINGS AND PRE-TRIAL MOTIONS IN COMPLEX COMMERCIAL CASES
Generally, 60:1 to 60:39
Attack on pleadings, motions, 60:13
Briefs, this index
Case management order motions, 60:15
Changing landscape of pleadings and motions practice, 60:4
Credibility, maintaining with court, 60:11
Dismissal motions, 60:14
Drafting effective pleadings, 60:9 to 60:11
Expert testimony, motions to exclude, 60:19
Form, sample preliminary statement, 60:39
Historical perspective, 60:6
PLEADINGS AND PRE-TRIAL MOTIONS IN COMPLEX COMMERCIAL CASES
—Cont’d
Particular motions, generally, 60:12
Partnering and controlling costs, 60:3
Practice checklist, 60:38
Reform, 60:8
Role of pleadings, 60:5 to 60:8
Structure and style of motions
Generally, 60:20 to 60:25
Best arguments of opponent, confrontation of, 60:24
Foresight, writing with, 60:23
Legitimate attacks on brief, do not leave room for adversary to make, 60:25
Powerful rhetoric vs. powerful writing, 60:21
Theme, development of, 60:22
Style
Pleadings, 60:10
Structure and style of motions, above
Summary Judgment, this index

POISON PILLS
Shareholder activism, 46B:31

POLICY
Contract Attorneys, this index

POLICY MANUALS
Bills and billing, 14:8

POLICY OF CORPORATION
Engagement letters, 9:25 to 9:38
Outside Counsel, this index
Privileges, this index
Professional conduct policy, sample form, 31:33

POLITICAL ACTIVITIES
Lobbying, contributions, 44:34

—Cont’d
Real estate law, outside counsel, 74:5

POLITICAL CORRECTNESS
Diversity, this index

POLITICAL INSIGHT
Lobbying, 44:15

POLYGRAPHS
Employee Polygraph Protection Act, this index

POOL OF JURORS
Jury consulting services, impact of jury research on jury pool, 64:28

POP-UP ADVERTISEMENTS
Trademarks, 69:18

PORTFOLIO
Copyrights, 70:8 to 70:26
Patents, this index

PORTFOLIO MANAGEMENT
Copyright, 70:27 to 70:29

POSSESSION AND USE
Commercial equipment leasing, 76:63

POST-MORTEMS
Continuing legal education, 38:22
Coordinating counsel, 21:19
Local counsel, 20:27
Specialized counsel, 20:27

POST-TRIAL JUROR INTERVIEWS
Jury consulting services, 64:12

POST-TRIAL ORDERS
European company representation in U.S. litigation, 23:56

POWER OUTAGES
Disaster preparedness, 25B:26
PRACTICE CHECKLIST
Alternative dispute resolution (ADR), 57:68
Antitrust law, 79:75
Appeal and review, 66:36
Arbitration of international commercial disputes, 58:62
Attorney-client privilege, 33:45
Avoidance of litigation, 2:46
Bankruptcy and workouts, 54:34
Benchmarking, 30:45
Budgeting, this index
Class actions, 60A:82
Commercial equipment leasing, 76:95
Commercial finance, 53:45
Conflicts of interest, 32:36
Consumer products, 77B:89 to 77B:92
Continuing legal education, 38:32
Contract attorneys, 24:60
Coordinating counsel, 21:21
Corporate sustainability, 47A:25
Disaster preparedness, 25B:43
Discovery, 61:35
Diversity, 39:84
DuPont case study, 75:56
Employment, 71:111
Employment issues when doing business outside United States, 71C:58
Engagement letters, 9:44
Environmental law, 72:46
Ethics, 31:32
European company representation in U.S. litigation, 23:61
Expediting and streamlining litigation, 60B:17
Expenses and disbursements, 15:44
Expert witnesses, 62:50
Forum for litigation, 59:22
Governance, 46:73
Health law, considerations concerning self-funded health insurance plans, 55B:21
High profile litigation, 67:13
Information technology transactions, 74
Insured client representation, 25:33
Internal investigations, 35:32
International counsel, 22:30
Interplay between civil and criminal proceedings, 84:91
Joint ventures, 50:45
Jury consulting services, 64:35
Labor law, 71B:22
Law department, 16:47, 17:38
Legal research, 19:39
Licenses and admittance to practice, 36:29
Lobbying, 44:46
Local counsel, 20:28
Marketing to potential corporate clients, 6:44
Mass torts, 73:38
Mergers and acquisitions, 41:48
Outside Counsel, this index
Patents, 68:42
Planning, 10:35
Pleadings and pre-trial motions in complex commercial cases, 60:38
Privacy, 82:77, 82:78
Pro bono service, 37A:34
Products liability, 77:48
Project management, 42:21
Re-engineering, 42:21
Real estate law, 74:53
Requests for proposals (RFP), 5:37
Risk Analysis, this index
Secretary of corporation, 46A:31
Settlement, 65:62
Shareholder activism, 46B:37
Small law department, 40:29
INDEX

PRACTICE CHECKLIST
—Cont’d
Specialized approaches to insourcing, 27:42
Specialized approaches to outsourcing, 26:37
Specialized counsel, 20:28
Sports law, 74A:72
Staffing, 18:12
Technology, 28:47
Telecommunications, 77C:11
Total quality management (TQM), 42:21
Trade secrets, 68:42
Trademarks, 69:48
Transactions, 48:33
Valuation of business for acquisition, 51:39
White collar crime, 83:19
PRE-TRIAL CONFERENCES
AND ORDERS
European company representation in U.S. litigation, 23:55
PRE-TRIAL MOTIONS
Pleadings and Pre-Trial Motions in Complex Commercial Cases, this index
PREDATORY PRICING
Antitrust law, 79:60
PREDOMINANCE
Class actions, focus on elements that defeat predominance, 60A:26
PREJUDICE
Bias or Prejudice, this index
PRELIMINARY STATEMENT
Briefs, 60:27, 60:39
PRELITIGATION MANAGEMENT
Avoidance of Litigation, this index
PREPARATION
Arbitration of International Commercial Disputes, this index
European Company Representation in U.S. Litigation, this index
Mediation, 57:26
Trial Preparation and Presentation, this index
PRESENT VALUE
Valuation of Business for Acquisition, this index
PRESENTATIONS
Generally, 5:28 to 5:33
Effective presentations, 5:31, 5:32
Objectives, 5:29
Post-presentation, 5:33
Preliminary questions, 5:30
Trial Preparation and Presentation, this index
PRESERVATION OF DOCUMENTS
Internal investigations, 35:12, 35:35, 35:36
PRESERVATION OF ISSUES
Appeal and review, 66:20
PRESERVATION OF KNOWLEDGE
DuPont case study, 75:13
PRESS RELEASES
Engagement Letters, this index
PRESUMPTIONS AND BURDEN OF PROOF
Briefs, 60:33
Forum for litigation, declaratory judgments, 59:9
Governance, this index
Products liability, 77:33, 77:34
Professional liability, 78:45
© 2019 Thomson Reuters, 4/2019
Index-127
PREVENTION
Disaster preparedness, enterprise risk management, 25B:20

PRICE/EARNINGS RATIO
Valuation of business for acquisition, 51:9

PRICE FIXING
Antitrust law, 79:43

PRICES AND PRICING
Government contracts, defective pricing, 50A:22
Information technology transactions, 49:40

PRIORITIES AND PRIORITIZATION
Disaster preparedness, enterprise risk management, 25B:19
Diversity, priority of covered initiatives, 39:25

PRIORITIZATION
Relationship between legal department and corporation, 16:45

PRIVACY
Generally, 82:52 to 82:76
Advertising online, 56:31
Background checks, 82:55
Children’s information, 82:64
Communications privacy, 82:68
E-mail marketing, 82:72
Ensuring employee information privacy, 82:53 to 82:61
Ethics, 31:25
European company representation in U.S. litigation, 23:29
Financial information, 82:67
Genetic information, 82:66
Health information, 82:65
Health testing, 82:56
Internet advertising, 82:70
Intrusion into seclusion, 71:84
Invasion of privacy
Generally, 71:83 to 71:87

PRIVACY—Cont’d
Invasion of privacy—Cont’d
Damages, 71:87
Intrusion into seclusion, 71:84
Name or likeness of individual, use of, 71:86
Publication of private fact, 71:85
Maintaining during litigation, 82:74 to 82:76
Marketing, 82:69 to 82:72
Monitoring, 82:57 to 82:61
Name or likeness of individual, use of, 71:86
Personnel files, 82:61
Phone and fax marketing, 82:71
Practice checklist, 82:72, 82:78
Protecting sensitive information, generally, 82:63 to 82:68
Publication of private fact, 71:85
Social media, 82:60
Technology, 28:37 to 28:45
Unfair and deceptive practices, 82:62

PRIVATE RIGHT OF ACTION
Occupational Safety and Health Act, 71:61

PRIVILEGES
Generally, 33:1 to 33:47
Attorney-client privilege
Confidentiality, 33:19 to 33:23
Conflicts of interest, joint client exception, 32:11
Corporations, 33:10 to 33:18
Electronic documents and communications, 33:37 to 33:40
Employee benefits, 55:7
European Company Representation in U.S. Litigation, this index
Internal investigations, 35:8
Patents, 68:41
INDEX

PRIVILEGES—Cont’d
Attorney-client privilege—Cont’d
Practice and procedure, 33:41, 33:42
Practice checklist, 33:45
Specialized approaches to insourcing, 27:39
Waiver, 33:31 to 33:36
Work product doctrine, 33:24 to 33:30
Communication methods and skills, 13:11
Confidentiality, 33:19 to 33:23
Corporations, 33:10 to 33:18
Crime-fraud exception, 33:43 to 33:44
Electronic documents and communications, 33:37 to 33:40
Insured client representation, use of outside legal bill reviewers and auditors, 25:32
Internal investigations
Attorney-client privilege, 35:8
Self-evaluative privilege, 35:10
Work product doctrine, 35:9
Joint defense agreements
European company representation in U.S. litigation, 23:26
Joint defense and common interest privilege
European company representation in U.S. litigation, 23:26
Joint ventures, proprietary information, 50:30 to 50:36
Practice and procedure, 33:41, 33:42
Practice checklist, 33:45
Professional liability, 78:20
Self-evaluative privilege, internal investigations, 35:10
Waiver, 33:31 to 33:36
White collar crime, 83:15

PRIVILEGES—Cont’d
Work product protection
Generally, 33:24 to 33:30
European company representation in U.S. litigation, 23:27, 23:28
Internal investigations, 23:28, 35:9
Planning, outside counsel, 10:8

PRO BONO SERVICE
Generally, 37A:1 to 37A:36
ABA Model Rules as source of obligation, 37A:3
Ad hoc projects of immediate need or individualized interest, 37A:24
Additional resources available to provide pro bono service in law firm setting, 37A:13
Administrative process, assisting with, 37A:22
Appellate work, assisting with, 37A:22
Building of law department, 17:25
Challenges and other considerations in partnering
Generally, 37A:25 to 37A:29
Conflicts, 37A:28
Malpractice insurance, in-house counsel’s need for, 37A:26
Management of expectations, 37A:29
Multi-jurisdictional practice of law, 37A:27
Clinic, working jointly at, 37A:19
Conflicts, 37A:28
Flexibility in law firm schedules to take on pro bono responsibilities, 37A:14
Formation of pro bono partnership
Generally, 37A:30 to 37A:36
Selection of in-house counsel, 37A:32

© 2019 Thomson Reuters, 4/2019

Index-129
PRO BONO SERVICE—Cont’d
Formation of pro bono partnership —Cont’d
Selection of legal services or public interest organization, 37A:33
Selection of outside counsel, 37A:31
Forms
Income screening, 37A:35
Retainer agreement, 37A:36
Foundation of obligation. Source and foundation of obligation, below
In-house counsel provide experience and expertise, 37A:12
Income screening, form, 37A:35
Institutional commitment, 37A:4 to 37A:6
Integration of CLE and pro bono, DLA Piper LLP (US), 38:30
Letter-writing clinics, sponsoring of, 37A:20
Malpractice insurance, in-house counsel’s need for, 37A:26
Management of expectations, 37A:29
Marketing to potential corporate clients, 6:12
Mechanisms for doing pro bono work already established at law firm, 37A:11
Moot judge, serving as, 37A:23
Multi-jurisdictional practice of law, 37A:27
Mutual benefits for law firm and in-house legal department, 37A:15 to 37A:17
Opportunities to learn more about respective counterparts, 37A:17
Partnering to fill need for pro bono services, generally, 37A:7 et seq.
Practice checklist, 37A:34
Professionalism, this index

PRO BONO SERVICE—Cont’d
Reasons for participating or not participating in pro bono service, 37A:8
Reasons to partner on pro bono matters, 37A:9 to 37A:17
Retainer agreement, form, 37A:36
Selection
In-house counsel, 37A:32
Legal services or public interest organization, 37A:33
Outside counsel, 37A:31
Sharing of resources and expertise, 37A:16
Source and foundation of obligation
Generally, 37A:2 to 37A:6
ABA Model Rules, 37A:3
Corporations, 37A:6
Institutional commitment, 37A:4 to 37A:6
Law firms, 37A:5
Substantive areas of litigation, taking on, 37A:21

PRO HAC VICE ADMISSION
Licenses and admittance to practice, form, 36:30

PROBABILITY
Risk analysis, 12:20, 12:21

PRODUCT INTEGRITY PROGRAM
Generally, 2:19 to 2:26
Alignment of management and operations, 2:23
Benefits of product integrity program, 2:26
Integration of product integrity into life-cycle of product, 2:24
Knowledge and information, making work for company, 2:25
Management
Alignment of management and operations, 2:23
PROFESSIONAL LIABILITY
—Cont’d
Assessment of case, 78:19
Availability of records, 78:42
Breach of duty, 78:53, 78:60 to 78:62
Case law and statutory framework, 78:50 to 78:62
Causation, 78:54
Client relationships, preserving, 78:7
Concerns, 78:8 to 78:15
Confidentiality, 78:21
Conflicts of interest, 78:43, 78:44
Costs, 78:4, 78:14
Damage control, 78:33, 78:34
Defenses, 78:56, 78:59, 78:62
Delay in involving counsel, 78:9
Disclosure and consent, prior work conflict, form, 78:64
Disruption, minimizing, 78:6
Document preservation, 78:17
Effective partnering, 78:28 to 78:49
Elements of claim, 78:52
Experts, 78:39
Fiduciary duty, 78:60 to 78:62
Impairment of client relationships, 78:11
Insurance coverage, 78:18
Investigation and information exchange, 78:25
Loss prevention, 78:3
Media relations, 78:27
Mediation, 78:26, 78:49
Motions, 78:41
Negotiation, 78:23
Objectives, 78:3 to 78:7
Ongoing transactions or litigation, impact on, 78:12, 78:24
Policy on dealing with claims against firm, form, 78:65
Practice checklist, 78:63

PROFESSIONAL LIABILITY
—Cont’d
Preliminary considerations, 78:16 to 78:27
Presumption of knowledge, 78:45
Privileged communications with inside counsel, 78:20
Publicity, adverse, 78:10
Reputation, limiting injury to, 78:5, 78:32
Sample claims policy, 78:31
Selection of outside counsel, 78:22
Settlement, 78:38
Waivers, 78:35 to 78:37

PROFESSIONALISM
Generally, 37:1 to 37:52
Access to justice system, improvement of, 37:18, 37:19
Civility
Generally, 37:43 to 37:47
Client, civility to, 37:46
Promotion of civility, 37:47
Continuing legal education, 38:19
Corporate social responsibility, 37:31, 37:31 to 37:35
Definitions, 37:3
Diversity, 37:36 to 37:42
Education and learning
Generally, 37:13 to 37:15
Law department, building of, 17:24
Ethics, this index
Excellence in service to clients
Generally, 37:12 to 37:15
Funding of justice system, assistance in, 37:34
In-house lawyer, role of, 37:9
Justice system, obligations to
Generally, 37:16 to 37:35
Access, improvement of, 37:18, 37:19
Learning. Education and learning, above
INDEX

PROFESSIONALISM—Cont’d
Practice checklist, 37:48
Preliminary considerations, 37:2
Pro bono service
Generally, 37:20 to 37:35
In-house considerations, 37:24
Social responsibility, 37:31 to 37:35

PROFITS
Patent portfolio, 68:31

PROHIBITED TRANSACTIONS
Employee Retirement Income Security Act (ERISA), 55:43

PROJECT MANAGEMENT
Generally, 42:1 et seq., 42:14 to 42:18
Concerns, 42:2
Defined, 42:6
Development and use of skills, 42:3 to 42:5
Examples, 32:13
Implementation, 42:16
Introduction into law firm or law department, 42:17
Lean Six Sigma, 42:7
Objectives, 42:2
Practice checklist, 42:21
Process, 42:14
Re-Engineering, this index
Requests for proposals (RFP), 5:25
Short form techniques for process improvement, 42:10
Six Sigma, 42:7, 42:9
Total Quality Management (TQM), this index

PROMISORY NOTE
Commercial finance, drafting, 53:31

PROMOTIONS
Antitrust law, prohibition unless equivalent benefits offered, 79:74

PROPORTIONAL REQUIREMENTS
Continuing legal education, California, 38:34

PROPORTIONATE RESPONSIBILITY
Tort reform, 43:46

PROPOSALS
Requests for Proposals (RFP), this index

proprietary information
Joint Ventures, this index

PROTECTED EMPLOYEES
Employment issues when doing business outside United States, termination of employees, 71C:25, 71C:30

PROTECTION
Disaster Preparedness, this index

PROTECTIVE ORDERS
Discovery, 61:29, 61:36, 61:37
European company representation in U.S. litigation, 23:51
Privileges, this index

proximity of goods or services
Trademarks, infringement, 69:38

proxy contests
Governance, 46:37, 46:38

proxy solicitors
Planning, 10:27

proxy statements
Secretary of corporation, annual meeting of shareholders, 46A:25

PSD TAILORING RULE
Climate change, 72A:17

PUBLIC POLICY
At-will employment, 71:95

© 2019 Thomson Reuters, 4/2019
PUBLIC POLICY—Cont’d
Discovery, settlement agreements, 61:33

PUBLIC POLICY NETWORK
DuPont case study, 75:54

PUBLIC RELATIONS
Coordinating counsel, public relations responses or initiatives, 21:17
Disaster preparedness, 25B:29
Engagement letters, 9:37
Mass torts, 73:32

PUBLIC UTILITIES
Real estate leases, licenses, and use and occupancy agreements, 74:36

PUBLICITY
Advertising review, clearance and challenges, 56:27
Diversity program, 39:77
Engagement Letters, this index
High Profile Litigation, this index
Professional liability, 78:10
Sports, 74A:49

PUFFERY
Advertising review, clearance and challenges, 56:23

PUNITIVE DAMAGES
Ford Motor Company, Case Study, this index
Insured client representation, conflicts of interest, 25:23
Products liability, 77:37
Tort reform, 43:45

PURCHASE OPTION
Commercial equipment leasing, 76:71, 76:90, 76:102

PURCHASE PRICE
Mergers and Acquisitions, this index

QUALIFICATIONS
Employee benefits, 55:41
Expert Witnesses, this index
International counsel, 22:10 to 22:19
Local counsel, 20:14
Outside Counsel, this index
Specialized counsel, 20:14

QUALITATIVE METRICS
Law Department, this index

QUALITY CONTROL
Contract attorneys, 24:24
Outside counsel, 7:8

QUESTIONNAIRES
Commercial finance, 53:19, 53:48

QUESTIONS OF LAW
Appeal and review, certification, 66:22

QUIET ENJOYMENT
Commercial equipment leasing, 76:50, 76:68, 76:100

QUOTES
Briefs, 60:35

RATE OF DISCOUNT
Valuation of Business for Acquisition, this index

RE-ENGINEERING
Generally, 42:1 to 42:6, 42:19, 42:20
Concerns, 42:2
Defined, 42:6
Examples, 42:20
Objectives, 42:2
Practice checklist, 42:21
Project Management, this index
Six Sigma, 42:7, 42:9
Total Quality Management (TQM), this index

Index-134
REAL ESTATE LAW
Generally, 74:1 to 74:56
Acquisitions. Sales and acquisitions of real estate, below
Alternative dispute resolution (ADR), 74:49
Amendments of leases, licenses, and use and occupancy agreements, 74:30
Americans with Disabilities Act (ADA), 74:47
Appeals of real estate taxes, sales and acquisitions of real estate, 74:23
Bankruptcy, 74:50
Case studies, 74:16
Checklists
Generally, 74:51, 74:52
Acquisition checklist, 74:54
Leasing checklist, 74:55
Lending and financing, below
National bank model, 74:52
Practice checklist, 74:53
Closing adjustments, sales and acquisitions of real estate, 74:21
Commercial finance, 53:32, 53:33
Commercial mortgage backed securities, 74:42
Community relations, outside counsel, 74:5
Condemnation, leases, licenses, and use and occupancy agreements, 74:37
Construction liens, sales and acquisitions of real estate, 74:24
Contracts
Leases, licenses, and use and occupancy agreements, below
Sales and acquisition of real estate, 74:19
Customs and usages, 74:6
REAL ESTATE LAW—Cont’d
Deeds and conveyances, sales and acquisitions of real estate, 74:20
Default, leases, licenses, and use and occupancy agreements, 74:32
Documents, lending and financing, 74:41
Environmental protection, 74:45
Evictions, lease defaults, 74:32
Fee arrangements, outside counsel, 74:13
Financing. Lending and financing, below
Foreclosure, 74:44
Forms
Generally, 74:51, 74:52
Acquisition checklist, 74:54
Leasing checklist, 74:55
Lending and financing checklist, 74:56
Insurance. Leases, licenses, and use and occupancy agreements, below
Judgment liens, sales and acquisitions of real estate, 74:26
Landlord and tenant. Leases, licenses, and use and occupancy agreements, below
Leases, licenses, and use and occupancy agreements
Generally, 74:28 to 74:38
Amendments, 74:30
Checklist, 74:54
Commercial finance, landlord’s waivers, 53:36, 53:49
Condemnation, 74:37
Default, 74:32
Evictions, 74:32
Insurance
Generally, 74:37
Title insurance, 74:35
Parties, role of, 74:29
REAL ESTATE LAW—Cont’d
Leases, licenses, and use and occupancy agreements
—Cont’d
Records and recording, 74:34
Rent laws, 74:33
Sports stadiums, 74A:22
Statutory issues, 74:31
Title insurance, 74:35
Utility deregulation, 74:36
Zoning and land use restrictions, 74:38
Lending and financing
Generally, 74:39 to 74:43
Bankruptcy, 74:50
Checklists
Generally, 74:41
Form, 74:56
Commercial mortgage backed securities, 74:42
Documents, 74:41
Foreclosure, 74:44
Local counsel, 74:40
Mezzanine financing, 74:43
Parties, role of, 74:40
Licenses in real property. Leases, licenses, and use and occupancy agreements, above
Local counsel
Lending and financing, 74:40
National counsel v. local counsel, 74:4
Selection of primary v. local outside counsel, 74:10
Local laws and regulations, 74:4
Malpractice, 74:8
Management of outside counsel, 74:14
Mechanic’s liens, sales and acquisitions of real estate, 74:24
Mezzanine financing, 74:43
Mortgages. Lending and financing, above
REAL ESTATE LAW—Cont’d
National bank model, checklists and forms, 74:52
National counsel, 74:4
Objectives, 74:2 to 74:8
Outside counsel
Generally, 74:3
Alternative partnering models, 74:16
Case studies, 74:16
Community relations, 74:5
Customs and usages, 74:6
Engagement of outside counsel, 74:13
Fee arrangements, 74:13
In-house counsel and outside counsel, partnering of,
74:11 to 74:16
Local counsel, 74:4
Local laws and regulations, 74:4
Local politics and community relations, 74:5
Malpractice, 74:8
Management of outside counsel, 74:14
National counsel, 74:4
Parties, role of, 74:7
Perspective of in-house counsel, 74:12
Perspective of outside counsel, 74:11
Political activities, 74:5
Selection of primary v. local outside counsel, 74:10
Supervision of outside counsel, 74:14
Technology, 74:15
Unauthorized practice of law, 74:8
Parties, role of
Generally, 74:7
Leases, licenses, and use and occupancy agreements, 74:29
REFERENCES
Employment, hiring of employees, 71:5, 71:113
International counsel, 22:13

REFORM
Civil Justice Reform, this index

REGISTRATION
Copyrights, 70:19, 70:20
Trademarks, 69:15

REGULATORY INVESTIGATIONS
Employee benefits, 55:6

REGULATORY LITIGATION
Generally, 67A:1 to 67A:18
Building team, 67A:7
Communication strategy, 67A:13
Concerns and principal risks, 67A:3
Cost control, 67A:14
Defense strategy, 67A:8 to 67A:12
Discovery strategy, 67A:10
FOIA request letter, form, 67A:18
FOIA use, 67A:11
Judicial deference to regulators, overcoming, 67A:12
Managing ongoing relations with regulators, 67A:15
Objectives, 67A:2
Practice checklist, 67A:17
Pre-litigation best practices, 67A:5
Preliminary considerations, 67A:6
Private litigation distinguished, 67A:4
Rules of forum, knowing, 67A:9
Settlement considerations, 67A:16

REGULATORY WORK
Coordinating counsel, 21:17

REHEARINGS
Appeal and review, 66:34

RELEVANCE
Discovery, settlement agreements, 61:32

RELIABILITY
Expert witnesses, 62:42

RELIANCE
Mergers and acquisitions, disclaimers, 41:43, 41:54
Specialized approaches to insourcing, advice of counsel, 27:40

RELIGION
Alternative dispute resolution (ADR), 57:36

REMEDIATION
Cross-border investigations, 34:39 to 34:41

REMEDIES
Copyrights, 70:66, 70:83 to 70:87

REMOVAL TO FEDERAL COURT
Class Actions, this index
Forum for litigation, 59:11 to 59:14
Mass torts, 73:17

RENEWABLE ENERGY
Climate change, 72A:23

RENEWAL
Commercial equipment leasing, 76:70, 76:90

RENT AND RENT PAYMENT DATES
Commercial equipment leasing, 76:58

REORGANIZATIONS
Bankruptcy and workouts, 54:33
Mergers and Acquisitions, this index

Index-138
INDEX

REPLACEMENT VALUE
Valuation of business for acquisition, 51:7

REPORTS AND REPORTING
Annual Reports, this index
Commercial equipment leasing, 76:48
Communication methods and skills, written reports, 13:17
Cross-border investigations, reporting outcome, 34:30
Employee Benefits, this index
Engagement letters, 9:34
Expert Witnesses, this index
Fair Credit Reporting Act, this index
Insured client representation, guidelines for litigation management, 25:28
Internal Investigations, this index
Lobbying, federal legal requirements, 44:42
Local counsel, periodic report of activities by, 20:33
Specialized approaches to outsourcing, reporting fraud, 26:36
Specialized counsel, periodic report of activities by, 20:33

REPRESENTATIONS
Commercial equipment leasing, 76:60
Commercial finance, 53:23
Mergers and acquisitions, 41:27

REPUTATION
Professional liability, 78:5, 78:32

REQUESTS FOR PROPOSALS (RFP)
Generally, 5:1 to 5:39
Alternatives for selection, 5:5
Beauty contests, 5:5
Buyer-driven transaction systems, 5:26

REQUESTS FOR PROPOSALS (RFP)—Cont’d
Cost-effective requests for proposals, 5:7
Diversity, this index
Evaluation of requests. Requests for proposals (RFP), below
Forms
Performance evaluation with outside counsel, 5:39
Proposals, request for, 5:38
International counsel, 22:7
Marketing to potential corporate clients, 6:22 to 6:24
Monitoring. Performance monitoring, below
Objectives, 5:3
Outside counsel
Performance evaluation with outside counsel, form, 5:39
Presentations, effectiveness of, 5:31
Selection of outside counsel, 4:22
Performance monitoring
Generally, 5:34 to 5:36
Criteria, 5:35
Outside counsel, performance evaluation with, form, 5:39
Reciprocal performance evaluation, 5:36
Pitfalls, 5:3
Practice checklist, 5:37
Project management, 5:25
Reciprocal performance evaluation, 5:36
Requests for proposals (RFP)
Generally, 5:6 to 5:23
Agreements, 5:23
Components, 5:15
Cost-effective requests for proposals, 5:7
Development of RFP
Generally, 5:14 to 5:18
Components, 5:15

© 2019 Thomson Reuters, 4/2019

Index-139
REQUESTS FOR PROPOSALS (RFP)—Cont’d
Requests for proposals (RFP)—Cont’d
Development of RFP—Cont’d
Format of proposals, 5:18
Format of request, 5:16
Procedure, 5:16
Technology, 5:17
Evaluation of requests
Generally, 5:19 to 5:21
Process, 5:20
Team, 5:20
Form, 5:38
Format of proposals, 5:18
Format of request, 5:16
Notice of selection, 5:22
Number of firms participating, 5:13
Outside counsel, selection of, 4:22
Procedure, 5:16
Schedule of requests for proposals, 5:8
Selection of firms to participate
Generally, 5:9 to 5:13
Conflicts, 5:12
Initial list, 5:10, 5:11
Notice of selection, 5:22
Number of firms participating, 5:13
Team, evaluation, 5:20
Technology, 5:17
Selection of firms to participate.
Requests for proposals (RFP), above
Time
Allotted time, 5:4
Schedule of requests for proposals, 5:8

RESEARCH
Expert witnesses, 62:24
Jury Consulting Services, this index

RESEARCH—Cont’d
Legal Research, this index

RESERVATION OF RIGHTS
Insured client representation, duty to defend, 25:15

RESOLUTIONS
Secretary of corporation, 46A:5, 46A:6

RESOURCE CONSERVATION AND RECOVERY ACT
Generally, 72:31, 72:42

RESOURCES
Ethics, 31:8
Law Department, this index

RESPONSIVENESS
Benchmarking, outside counsel, 30:39
Law department, 16:11

RESTATEMENT OF LAW GOVERNING LAWYERS
Generally, 31:6

RESTITUTION FOR UNJUST ENRICHMENT
Products liability, 77:30

RESTRICTIVE COVENANTS
Employment Issues When Doing Business Outside United States, this index

RETAINER
Pro bono service, 37A:36

RETAILATION
Employee benefits, 55:45

RETENTION GUIDELINES
International counsel, 22:31
Small law department, 40:31

RETENTION OF DOCUMENTS
Engagement letters, 9:22
Management of Corporate Documents, this index

Index-140
INDEX

RETENTION OF DOCUMENTS—Cont’d
Planning, 10:32
Specialized approaches to insourcing, 27:41

RETIREMENT
Contract attorneys, 24:18
Health law, retiree-only plans and excepted benefits, 55B:12

RETREATS
Legal department retreats, 16:19

RETURNS
Commercial equipment leasing, 76:72, 76:91, 76:101

REUSE
Legal Research, this index

REVENUE PRODUCING AGREEMENTS
Sports Law, this index

REVIEW
Appeal and Review, this index

REVOLUTION DUTIES
Governance, sale of company, 46:35, 46:36

REVOLVING DOOR
Conflicts of interest, governmental service, 32:18
Lobbying, federal legal requirements, 44:41

RIGOROUS ANALYSIS
Class actions, 60A:52

RISK ANALYSIS
Generally, 12:1 to 12:33
Ability to take risk, 12:24
Adjustments to expected value, 12:22 to 12:25, 12:24
Analysis, generally, 12:16 to 12:25.50
Approximating maximum litigation risk, 12:14

RISK ANALYSIS—Cont’d
Business, impact on, 12:25
Checklists
Generally, 12:33
Commitment, 12:6
Compound probabilities, 12:21
ConocoPhillips litigation management process
Generally, 12:8 to 12:10
Implementation, 12:10
Previous ad hoc approach, 12:9
Coordinating counsel, 21:8
Costs of action
Estimation, 12:13
Potential adjustments to expected value, 12:23
Decision tree analysis
Generally, 12:18
Benefits of decision tree analysis, 12:28 to 12:32
Client, benefits to, 12:31
Law department, benefits to, 12:30
Mediation, 12:28
Negotiations, 12:28
Outside counsel, benefits to, 12:32
Dependency diagrams, 12:17
Estimation of litigation costs, 12:13
Expected value
Compound probabilities, 12:21
Potential adjustments to expected value, 12:22 to 12:25, 12:24
Lists of reasons, 12:19
Litigation costs, 12:13
Litigation objectives, 12:12
Maximum litigation risk, 12:14
Mediation, benefits of decision tree analysis, 12:28
Necessity of risk analysis, 12:3
Negotiations, benefits of decision tree analysis, 12:28
Objectives, 12:5, 12:12

© 2019 Thomson Reuters, 4/2019
RISK ANALYSIS—Cont’d
Other litigation or business, impact on, 12:25
Outside counsel, benefits of decision tree analysis to, 12:32
Persons responsible for risk analysis, 12:15
Potential adjustments to expected value, 12:22 to 12:25, 12:24
Practical considerations, 12:4 to 12:6
Practice checklist. Checklists, above
Preliminary considerations, 12:11 to 12:15
Probability, 12:20, 12:21
Reasons, lists of, 12:19
Selection of risk analysis approach, 12:2 to 12:7
Sensitivity analysis, 12:26
Settlement, sensitivity analysis, 12:26
Verdict range assessment, 12:21
Willingness and ability to take risk, 12:24

RISK RETENTION GROUPS
Health law, 55B:17

RISKS
Analysis. Risk Analysis, this index
Contract Attorneys, this index
Disaster Preparedness, this index
Diversity, this index
DuPont case study, 75:12
Lobbying, 44:8
Products liability, 77:27
Specialized approaches to outsourcing, 26:8

ROBINSON-PATMAN ACT
Antitrust Law, this index

ROYALTIES
Antitrust law, intellectual property licensing, 79:65

RULE 23
Class Actions, this index

RULES OF CONDUCT
Secretary of corporation, annual meeting of shareholders, 46A:23, 46A:37

RULES OF PROFESSIONAL CONDUCT
Lobbying, 44:3

SAFE DRINKING WATER ACT
Generally, 72:34

SALE LEASEBACKS
Commercial equipment leasing, 76:25

SALE OF COMPANY
Governance, this index

SALES
Real Estate Law, this index

SALES DEPARTMENT OF CORPORATION
Avoidance of litigation, watching sales department, 2:9

SANDBAGGING
Mergers and acquisitions, 41:42, 41:53

SARBANES-OXLEY ACT
Disaster preparedness, computers, 25B:34

SCRIPT
Secretary of corporation, annual meeting of shareholders, 46A:23, 46A:35

SEASON TICKET LICENSES
Sports, 74A:34

SECONDING PROCESS
Contract attorneys, 24:21
SECONDMENTS
Continuing legal education, DLA Piper LLP (US), 38:31
Employment issues when doing business outside United States, global mobility, 71C:55
Marketing to Potential Corporate Clients, this index
Small law department, 40:8
Specialized approaches to outsourcing, 26:13

SECRETARY OF CORPORATION—Cont’d
Board of directors and committees of boards—Cont’d
Corporate governance policies, 46A:11
Duties of directors, 46A:10
Election or appointment of directors, 46A:9
Meetings of board and committees, 46A:12 to 46A:14
Planning agenda for meetings of board or committees, 46A:13
Collection and dissemination of information to board of directors, 46A:14
Committees. Board of directors and committees of boards, above
Core competencies, 46A:3
Corporate governance policies, 46A:11
Date of annual meeting of shareholders, 46A:21
Disclosure practices with regard to shareholders, 46A:17
Documentation. Recordkeeping, below
Drafting of minutes, 46A:6
Duties of directors, 46A:10
Effective communications with shareholders, 46A:18
Election of directors, 46A:9
Emerging topics, 46A:30
Forms
Agenda for meeting of directors, 46A:32
Minutes of meeting of directors, 46A:33
Group affiliations, advancing qualifications through, 46A:29
Location of annual meeting of shareholders, 46A:22

SECRETARY OF CORPORATION
Generally, 46A:1 to 46A:37
Agenda
Board or directors or committees, meetings of, 46A:13
Shareholders, annual meeting of, 46A:23
Annual meeting of shareholders
Generally, 46A:19 to 46A:25
Agenda, rules of conduct and script for meeting, 46A:23, 46A:35, 46A:37
Date of meeting, setting of, 46A:21
Location of meeting, 46A:22
Notice, 46A:24, 46A:36
Planning of meeting, 46A:20 to 46A:25
Proxy statements, annual report and solicitation of proxies, 46A:25
Task list, 46A:34
Annual report, annual meeting of shareholders, 46A:25
Appointment of directors, 46A:9
Board of directors and committees of boards
Generally, 46A:8 to 46A:14
Collection and dissemination of information to board, 46A:14

© 2019 Thomson Reuters, 4/2019
SECRETARY OF CORPORATION—Cont’d
Meetings
Annual meeting of shareholders, above
Board of directors and committees, 46A:12 to 46A:14
Minutes and resolutions, 46A:5, 46A:6
Networking, advancing qualifications through, 46A:29
Notice of annual meeting of shareholders, 46A:24,
46A:36
Planning
Board of directors or committees, agenda for meetings of, 46A:13
Shareholders, annual meeting of, 46A:20 to 46A:25
Practice checklist, 46A:31
Proposals by shareholders, 46A:26
Proxy statements, annual meeting of shareholders, 46A:25
Public, relationship with, 46A:27, 46A:28
Recordkeeping
Generally, 46A:4 to 46A:6
Drafting of minutes, 46A:6
Minutes and resolutions, 46A:5, 46A:6
Resolutions and minutes, 46A:5, 46A:6
Rules of conduct, annual meeting of shareholders, 46A:23,
46A:37
Script, annual meeting of shareholders, 46A:23,
46A:35
Solicitation of proxies, annual meeting of shareholders,
46A:25
Stock and stockholders
Annual meeting of shareholders, above
Disclosure practices, 46A:17

SECRETARY OF CORPORATION—Cont’d
Stock and stockholders—Cont’d
Effective communications, 46A:18
Proposals by shareholders, 46A:26
Records, 46A:7
Relations with shareholders, 46A:16
Subsidiaries, 46A:15
Task list, annual meeting of shareholders, 46A:34

SECRETS
Trade Secrets, this index

SECTION 1981
Generally, 71:73 to 71:76
At-will employment, 71:74
Remedies, 71:75
Statute of limitations, 71:75
Title VII, compared, 71:76

SECURITIES
Generally, 52:1 et seq.
Assigning roles and responsibilities, 52:42 to 52:46
Board of directors and committees, 52:19
Budgeting and planning, 52:46
Case study, 52:54 to 52:58
Class certification of litigation, 67B:47 to 67B:53
Collaborative environment, 52:49
Communication, maintaining effective, 52:50
Company stakeholders, 52:17 to 52:26
Corporate communications and web site, 52:91 to 51:94
Corporate governance, 52:83 to 51:89
Cost-effective and value-added legal services, 52:52
Cost of outside counsel, 52:40
INDEX

SECURITIES—Cont’d
Cultural fit of outside counsel, 52:39
Discovery, 67B:54 to 67B:58
Effective partnering strategies, 52:31 et seq.
Executive management, 52:20
External stakeholders, 52:12 to 52:16
Fee arrangements, 52:45
Financial analysts, 52:29
Forms, 52:96 to 52:106, 67B:63 to 67B:65
Independent public accountants, 52:25
Initial litigation phase, 67B:6 to 67B:13
Insider reporting, 52:81
Investor relations department, 52:24
Liability issues, 52:82
Litigation, 67B:1 to 67B:66
Litigation overview, 67B:2 to 67B:5
Local counsel, 20:5
Motion to dismiss litigation, 67B:25 to 67B:46
National stock exchanges, 52:14
Outside securities counsel, 52:26
Overview of regulatory framework, 52:3
Parallel proceedings and venue, 67B:14 to 67B:24
Periodic reporting, 52:68 to 52:80
Practice checklist, 52:95
Practice checklists, 67B:62
Preliminary considerations, 52:2 to 52:30
Public Company Accounting Oversight Board, 52:15
Rating agencies, 52:28
Sales of securities, 52:60 to 52:67
Securities and Exchange Commission, 52:13

SECURITIES—Cont’d
Securities and Exchange Commission (SEC)
Coordinating counsel, 21:17
Securities law compliance, 52:59 et seq.
Shareholder advisory services, 52:30
Shareholder engagement and activism, 52:90
Specialized approaches to insourcing, 27:33
Specialized counsel, 20:7
Staffing, 52:44
Summary judgment, 67B:59 to 67B:61
Technology and other resources, use of, 52:53

SECURITY
Generally, 82:1 to 82:51
Communication methods and skills, 13:11
Contracting with service providers, 82:17
Cybersecurity, 82:32 to 82:40
EU data protection standards, 82:42 et seq.
Evaluating possible service providers, 82:16
Federal government role in cybersecurity, 82:36
Governing information, 82:6 to 82:17
Incident response, 82:22 to 82:31
Information, securing, 82:18 to 82:35
Information governance, partnering to establish, 82:6 to 82:13
Information technology transactions, 49:53
International information governance, 82:4139 to 82:51
Objectives, 82:2 to 82:5
SECURITY—Cont’d
Sports, 74A:44
Technology, 28:37 to 28:45
Value of company, privacy and security as part of, 82:14
Vendors, governing information with, 82:15 to 82:17
SECURITY INTERESTS AND AGREEMENTS
Bankruptcy and workouts, 54:32
Commercial finance, drafting, 53:30
SELECTION
Alternative Dispute Resolution (ADR), this index
Arbitrators, 57:45
Contract attorneys, 24:23, 24:29
Coordinating Counsel, this index
Diversity, this index
Expediting and streamlining litigation, forum selection, 60B:14
Expert Witnesses, this index
Jury Consulting Services, this index
Legal Research, this index
Local Counsel, this index
Mediation, this index
Outside Counsel, this index
Pro Bono Service, this index
Requests for Proposals (RFP), this index
Specialized Counsel, this index
SELF-ANALYSIS
Marketing to potential corporate clients, 6:3, 6:4
SELF-AUDITS
Make or Buy Decision, this index
SELF-DILUTION
Trademarks, 69:6
SELF-INSURED HEALTH PLANS
Generally, 55B:14

SEMINARS
Marketing to Potential Corporate Clients, this index
SENSITIVITY ANALYSIS
Risk analysis, 12:26
SEPARATION
Termination, this index
SERVICE LEVELS
Information technology transactions, 49:49 to 49:52
SERVICE OF PROCESS
European Company Representation in U.S. Litigation, this index
SETTLEMENT
Generally, 65:1 to 65:62
Achieving of settlement, generally, 65:34 to 65:41
Agreements
Common terms, 65:51
Conditions, consideration and dismissal, 65:49
Confidentiality, maintenance of, 65:54
Continuing relations between settling parties, 65:52
Definitions and recitals, 65:48
Non-settling persons, dealing with, 65:53
Person who should draft agreement, 65:46
Release and other covenants limiting further litigation among parties, 65:50
Terms, 65:47 to 65:52
Alternative dispute resolution techniques, use of, 65:35
Alternatives to cash settlements, 65:42 to 65:44
Appeal and Review, this index
Attacks on settlement, 65:59
Board of directors, role of, 65:28
Budget for litigation, 65:20
SETTLEMENT—Cont’d
Case objective of client, 65:2 to 65:6
Challenges to settlement, 65:60, 65:61
Class Actions, this index
Conditions, settlement agreements, 65:49
Confidentiality, settlement agreements, 65:54
Consideration, settlement agreements, 65:49
Continuing jurisdiction, enforcement, 65:57
Contracts, Agreements, above
Coordinating counsel, 21:18
Cost-benefit analysis, timing of settlement, 65:12 to 65:14
Courthouse steps, settlement on, 65:18
Decision tree analysis, preparation for settlement, 65:31
Defending against challenges to settlement, 65:61
Definitions and recitals, settlement agreements, 65:48
Discovery, this index
Dismissal, settlement agreements, 65:49
Duty to advise client of negotiations, 65:25
Early neutral evaluation, preparation for settlement, 65:32
Employee benefits, ERISA, 55:36
Employment, buy-in by client, 71:29
Enforcement
Generally, 65:56 to 65:58
Continuing jurisdiction, 65:57
Subsequent events, settlements dependent on, 65:58
Engagement letters, 9:35
European company representation in U.S. litigation, 23:59

SETTLEMENT—Cont’d
Focus groups, preparation for settlement, 65:33
Inside counsel, common concerns of, 65:7
Insurance carrier, role of, 65:27
Insured client representation, conflicts of interest, 25:22
Judicial approval, 65:55
Judicial settlement conferences, 65:36
Jury consulting services, development of settlement strategy, 64:19
Litigation philosophy of client, 65:2 to 65:6
Management, role of, 65:26
Mass torts, 73:26
Mock juries, preparation for settlement, 65:33
Negotiations
Negotiations among lawyers, below
Parties, negotiations among, 65:40
Negotiations among lawyers
Generally, 65:37 to 65:39
Separate settlement counsel, use of, 65:38
Techniques, 65:39
Offers of judgment, 65:41
Planning, 10:23
Practice checklist, 65:62
Preparation for settlement
Generally, 65:29 to 65:33
Decision tree analysis, 65:31
Early neutral evaluation, 65:32
Focus groups and mock juries, 65:33
Tools, 65:29, 65:30
Professional liability, 78:38
Questions that should be addressed with client, 65:8
Recitals and definitions, settlement agreements, 65:48
SETTLEMENT—Cont’d
Regulatory litigation, 67A:16
Release and other covenants limiting further litigation among parties, settlement agreements, 65:50
Result-oriented approach, 65:3
Risk analysis, sensitivity analysis, 12:26
Risks for unwary, 65:9
Setting aside of settlement agreement, 65:60, 65:61
Shareholders, role of, 65:28
Special opportunities in business litigation, alternatives to cash settlements, 65:44
Special problems in business litigation, alternatives to cash settlements, 65:43
Strategies
Generally, 65:21 to 65:24
Client, role of, 65:24
Inside counsel, role of, 65:22
Jury consulting services, development of settlement strategy, 64:19
Outside counsel, authority of, 65:23
Subsequent events, settlements dependent on, 65:58
Technology, this index
Timing of settlement
Generally, 65:10 to 65:19
Appeal, before start of, 65:19
Cost-benefit analysis, 65:12 to 65:14
Courthouse steps, 65:18
Discovery, before or during, 65:16, 65:17
During litigation, 65:15 to 65:19
Outset of litigation, 65:11
Tools for settlement, 65:29, 65:30
Traps for unwary, 65:9

SEXUAL HARASSMENT
Employment, procedure for investigation of, form, 71:112

SHARED DATA ACCESS
Communication methods and skills, collaboration vehicles, 13:21

SHAREHOLDER ACTIVISM
Generally, 46B:1 et seq.
Activist focus, 46B:3 to 46B:9
Balance sheet, 46B:8
Compensation, 46B:6
Corporate governance reform, 46B:4
Identifying activist campaign, 46B:10 to 46B:14
Legislative developments, 46B:34 to 46B:36
Litigation options, 46B:33
Mergers and acquisitions, 46B:7
Operations, 46B:9
Poison pills, 46B:31
Practice checklist, 46B:37
Preparing for activist, 46B:22 to 46B:28
Proxy contest considerations, 46B:32
Responding to campaign, 46B:29 to 46B:33
Response team, 46B:24
Social, economic, and environmental change, 46B:5
Tactics, 46B:15 to 46B:21

SHARES AND SHAREHOLDERS
Stock and Stockholders, this index

SHARING OF KNOWLEDGE
DuPont case study, 75:13

SHERMAN ACT
Generally, 79:30

SIGNATURES
Engagement letters, 9:24
SIMULATED TRIALS
Jury Consulting Services, this index

SINGLE TRANSACTION LEASES
Commercial equipment leasing, 76:27

SIX SIGMA
Generally, 42:7, 42:9

SIZE
Small law department, 40:9

SKILLS TRAINING
Continuing legal education, 38:21

SLANDER
Defamation, this index

SMALL LAW DEPARTMENT
—Cont’d
Forms—Cont’d
Standard retention guidelines, 40:31
Handling legal matters, decisions as to, 40:15
Integration of client into partnering relationship, 40:27
Letter agreements, outside counsel, 40:25
Location, 40:5
Make or buy decisions
Inside small law department, 40:14
Outside counsel, 40:18
Memorandum from CEO on use of law department, form, 40:30

Outside counsel
Generally, 40:17 to 40:28
Budgeting, 40:22
Client, integration into partnering relationship, 40:27
Conflicts of interest, 40:24
Evaluation of relationship, 40:28
Fee arrangements, 40:23
Inside counsel, role of, 40:20
Integration of client into partnering relationship, 40:27
Letter agreements, 40:25
Maintenance of relationship with outside counsel, 40:26
Make or buy decisions, 40:18
Retention guidelines, form, 40:31
Selection of outside counsel, 40:21
Types of work sent to outside counsel, 40:19
Practice checklists, 40:29

Forms
Memorandum from CEO on use of law department, 40:30

© 2019 Thomson Reuters, 4/2019
SMALL LAW DEPARTMENT—Cont’d
Practices and procedures required, 40:16
Principal considerations, 40:2 to 40:8
Recruitment of staff for law department, 40:10
Required practices and procedures, 40:16
Retention guidelines, form, 40:31
Secondments, 40:8
Selection of outside counsel, 40:21
Size, 40:9
Staffing, 40:10
Standard retention guidelines, form, 40:31
Structure, 40:4
Types of work sent to outside counsel, 40:19
Use of law department
Encouraging use of legal department, 40:6
Memorandum from CEO on use of law department, form, 40:30
Work flow decisions, 40:13

SOCIAL CHANGE
Shareholder activism, 46B:5
Social activism, 46B:5

SOCIAL MARKETING
Marketing to potential corporate clients, web enabled social marketing, 6:20, 6:21

SOCIAL MEDIA
Privacy, 82:60

SOCIAL METRICS
Benchmarking, outside counsel, 30:43

SOCIAL RESPONSIBILITY
Professionalism, 37:31, 37:31 to 37:35

SOFTWARE
Computer Software, this index

SOLICITATION OF PROXIES
Secretary of corporation, annual meeting of shareholders, 46A:25

SPAM
Trademarks, 69:18

SPECIAL COMMITTEES
Governance, this index

SPECIAL LEASES
Commercial equipment leasing, 76:20 to 76:25

SPECIAL LITIGATION COMMITTEES
Governance, this index

SPECIALIZATION
Legal Research, this index

SPECIALIZED APPROACHES TO INSOURCING
Generally, 27:1 to 27:42
Advertising matters, 27:36
Arbitration, 27:32
Attorney-client privilege, 27:39
Attraction of lawyers, 27:23
Budgetary considerations, evaluation of legal department, 27:5
Building of team
Generally, 27:13 to 27:22
Attraction and retention of lawyers, 27:23
Employment litigation and labor issues, management of, 27:15
General corporate and transactional work, 27:14
Growth area, 27:20 to 27:22
Litigation management, 27:15, 27:16
Regulatory affairs, 27:17
SPECIALIZED APPROACHES TO INSOURCING—Cont’d
Centralizing or decentralizing in-house department, 27:3
Compensation structures, 27:8
Conflicts of interest, 27:40
Consumer matters, 27:36
Contract drafting, 27:27
Cutting edge solutions, 27:10
Destruction of documents, 27:41
Documents, destruction and retention decisions, 27:41
Entergy Corporation, requirement of new team, 27:12 et seq.
Environmental matters, 27:29
Evaluation and training, 27:9
Evaluation of legal department, 27:5
FERC, 27:19
Goals
Compensation structures, 27:8
Meeting goals of legal department, 27:6 to 27:10
Recruitment and hiring of inside counsel, 27:7
Setting and implementation, 27:2
Technology and cutting edge solutions, 27:10
Training and evaluation, 27:9
Hiring of inside counsel, 27:7
Insurance, 27:37
Intellectual property, 27:30
Labor and employment matters, 27:15, 27:31
Litigation, 27:15, 27:16, 27:32
Management of transition, 27:11
Nuclear, 27:18
Practice checklist, 27:42
Real estate law, 27:34
Recruitment of inside counsel, 27:7
Regulatory affairs, 27:17, 27:35
Reliance on advice of counsel, 27:40

SPECIALIZED APPROACHES TO OUTSOURCING
Generally, 26:1 to 26:37
Benefits, 26:7
Billing arrangements, 26:21
Communication, ethics, 26:29
Competence, ethics, 26:25
Confidentiality, ethics, 26:31
Conflicts of interest, ethics, 26:32
Consent and disclosure, ethics, 26:27
Contract lawyers, use of, 26:14
Convergence, 26:4
Corporate culture, consideration of, 26:18
Costs, consideration of, 26:9
Current trends, 26:3 to 26:6
Defining other terms of outsourcing relationship, 26:22
Design of different management approach, 26:19
Development of plan generally, 26:17 to 26:22
Corporate culture, consideration of, 26:18
Defining other terms of outsourcing relationship, 26:22
Design of different management approach, 26:19
Fees and billing arrangements, 26:21
SPECIALIZED APPROACHES TO OUTSOURCING
—Cont’d
Development of plan—Cont’d
Identification of roles and responsibilities of inside counsel and corporate client, 26:20
Diligence, ethics, 26:28
Disclosure and consent, ethics, 26:27

E-discovery vendors, use of, 26:15
Ethical considerations
generally, 26:24 to 26:36
Communication, 26:29
Competence, 26:25
Confidentiality, 26:31
Conflicts of interest, 26:32
Diligence, 26:28
Disclosure and consent, 26:27
Professional independence, 26:34
Reasonable fees, 26:35
Reporting fraud, 26:36
Scope, 26:30
Supervision, 26:26
Unauthorized practice of law, 26:33
Fee arrangements, 26:21, 26:35
Fraud reports, ethics, 26:36
Identification of roles and responsibilities of inside counsel and corporate client, 26:20
Leadership, management of outsourcing relationship, 26:23
Level of service and quality, comparison, 26:10
Management of outsourcing relationship, 26:23
Offshoring, 26:6
Oversight of outside firms, 26:5, 26:23
Pitfalls and risks, 26:8
Practice checklist, 26:37

SUCCESSFUL PARTNERING

SPECIALIZED APPROACHES TO OUTSOURCING
—Cont’d
Preliminary considerations, generally, 26:2 to 26:10
Professional independence, ethics, 26:34
Quality and level of service, comparison, 26:10
Reporting fraud, ethics, 26:36
Risks and pitfalls, 26:8
Secondment of outside counsel, 26:13
Strategy
generally, 26:11 to 26:16
Contract lawyers, use of, 26:14
E-discovery vendors, use of, 26:15
Secondment of outside counsel, 26:13
Unbundling of legal services, 26:12
Supervision, ethics, 26:26
Unauthorized practice of law, ethics, 26:33
Unbundling of legal services, 26:12

SPECIALIZED COUNSEL
Generally, 20:1 to 20:33
Administrative matters, 20:7
Budget form, 20:32
Characteristics of attorney needed, 20:9
Communications
Contact persons, designation of, 20:20
Deciding who will decide, 20:22
Division of labor, establishing, 20:26
Document transmission and review, understanding as to, 20:23
Emphasizing importance of timely, clear, and complete...
SPECIALIZED COUNSEL
—Cont’d
Communications—Cont’d
communications, 20:21
Focus on goals of company, 20:25
Preliminary exchange of ideas, 20:19
Response time, quick, 20:24
Scheduling preliminary exchange of ideas, 20:19
Contact persons, designation of, 20:20
Corporate matters, 20:7
Cost controls, 20:17
Deciding who will decide, 20:22
Definition, 20:2, 20:3
Division of labor, establishing, 20:26
Document transmission and review, understanding as to, 20:23
Evaluation of potential clients, 20:16
Forms
Generally, 20:29
Budget form, 20:32
Report of activities by specialized counsel, periodic, 20:33
Retention letters
Corporate client, letter favoring interests of, 20:31
Local counsel, letter favoring interests of, 20:30
Identification of candidates to serve as specialized counsel, 20:12
Law firm networks, 20:13
Litigation matters, 20:6
Objectives
Compatibility with company goals, 20:15
Focus on goals of company, 20:25
SPECIALIZED COUNSEL
—Cont’d
Post-mortems, 20:27
Practice checklist, 20:28
Preliminary exchange of ideas, 20:19
Qualifications, 20:14
Relationship with specialized counsel, 20:3
Report of activities by specialized counsel, periodic, 20:33
Response time, quick, 20:24
Retention letters. Forms, above
Scheduling preliminary exchange of ideas, 20:19
Securities matters, 20:7
Selection of specialized counsel
Generally, 20:8 to 20:15
Characteristics of attorney needed, 20:9
Compatibility with company goals, 20:15
Identification of candidates to serve as specialized counsel, 20:12
Law firm networks, 20:13
Persons who should select, 20:11
Qualifications, 20:14
Time of selection, 20:10
Verification of reputation, experience, and ability of counsel, 20:14
Time of selection, 20:10
Transactional matters, 20:7
Verification of reputation, experience, and ability of counsel, 20:14
Working with specialized counsel, 20:18 to 20:26
SPECIALTY OCCUPATIONS
Immigration, H-1B visas, 71A:15
SPECIFICATION
Patents, 68:38
SPONSORSHIP AGREEMENTS
Sports, 74A:30, 74A:32, 74A:65

SPORTS LAW—Cont’d
Governmental relations—Cont’d
ADA and other disability accommodation requirements, 74A:59
Lobbying, 74A:56
Noise and light levels, 74A:58
Ticket sales and pricing, 74A:57
Hotel agreements, 74A:48
Insurance, 74A:46
Intellectual property licenses, 74A:39
Internal investigations, 74A:66
Labor issues, 74A:53, 74A:54
League-wide issues
Generally, 74A:12 to 74A:17
Antitrust issues, 74A:13
Governance, 74A:14
Rights reserved by league, 74A:15
Significant league rules and regulations, 74A:16
Transactions requiring league approval, 74A:17
Leases of stadiums, 74A:22
Light levels, governmental relations, 74A:58
Litigation
Generally, 74A:60 to 74A:65
Negligence claims, 74A:62
Non-routine, 74A:63 to 74A:65
Relocation disputes, 74A:64
Routine, 74A:61, 74A:62
Sponsorship disputes, 74A:65
Lobbying, governmental relations, 74A:56
Maintenance agreements, 74A:45
Market terms and conditions for particular transactions, awareness of, 74A:4
Media rights agreements, 74A:25 to 74A:27
Merchandise licensing agreements, 74A:29

SPONSORSHIP AGREEMENTS
Sports, 74A:30, 74A:32, 74A:65
SPORTS LAW
Generally, 74A:1 to 74A:74
Advertising agreements, 74A:32, 74A:49
Americans with Disabilities Act, 74A:59
Antitrust issues, 74A:13
Approval of league, transactions requiring, 74A:17
Arbitration of player salaries, 74A:50, 74A:52
Assessment of impact of applicable league rules and regulations, 74A:3
Awareness of market terms and conditions for particular transactions, 74A:4
Beverage licenses, 74A:36
Broadcasting agreements, 74A:25 to 74A:27
Catering contracts, 74A:37
Cleaning services agreements, 74A:43
Concession services agreements, 74A:28
Construction of stadiums, 74A:23
Contests and related rules and regulations, 74A:41
Contractual restrictions on transfer of ownership, 74A:70
Credit agreements, 74A:19
Disability accommodation requirements, 74A:59
Financing of stadiums, 74A:20
Food licenses, 74A:36
Forms
Non-relocation agreement, 74A:74
Personal seat license agreement, 74A:73
Governmental relations
Generally, 74A:55 to 74A:59

SUCCESSFUL PARTNERING
Index-154
INDEX

SPORTS LAW—Cont’d
Minutes/corporate housekeeping, 74A:71
Monitoring trends in the sports industry, 74A:5
Naming rights agreements, 74A:30
Negligence claims, 74A:62
Noise levels, governmental relations, 74A:58
Non-relocation agreements, 74A:21, 74A:64, 74A:74
Operational agreements
Generally, 74A:42 to 74A:49
Cleaning services agreements, 74A:43
Hotel, travel and supply agreements, 74A:48
Insurance, 74A:46
Physical plant/maintenance agreements, 74A:45
Security agreements, 74A:44
Team advertising/publicity agreements, 74A:49
Utility contracts, 74A:47
Ownership arrangements
Generally, 74A:67 to 74A:71
Contractual restrictions on transfer of ownership, 74A:70
League ownership restrictions, 74A:69
Minutes/corporate housekeeping, 74A:71
Structure, 74A:68
Parking licenses, 74A:38
Pension plans and employee benefits, 74A:54
Personal seat licenses, 74A:35, 74A:73
Physical plant agreements, 74A:45
Player contracts, 74A:50, 74A:51
Player/team sensitivity issues, 74A:8
Practice checklist, 74A:72

SPORTS LAW—Cont’d
Publicity agreements, 74A:49
Revenue producing agreements
Generally, 74A:24 to 74A:41
Advertising/sponsorship agreements, 74A:32
Broadcasting and media rights agreements, 74A:25 to 74A:27
Catering contracts, 74A:37
Concession services agreements, 74A:28
Food and beverage licenses, 74A:36
Full and partial season ticket licenses, 74A:34
Merchandise licensing agreements, 74A:29
Naming rights and premier sponsorship agreements, 74A:30
Parking licenses, 74A:38
Personal seat licenses, 74A:35, 74A:73
Suite licenses, 74A:33
Sweepstakes/contests and related rules and regulations, 74A:41
Template agreements, generally, 74A:31 to 74A:41
Trademark and other intellectual property licenses, 74A:39
WiFi and other technology agreements, 74A:40
Routine ministerial legal matters, 74A:7
Season ticket licenses, 74A:34
Security agreements, 74A:44
Significant agreements
Generally, 74A:18 to 74A:23
Credit agreements, 74A:19
Non-relocation agreements, 74A:21, 74A:74

© 2019 Thomson Reuters, 4/2019

Index-155
SUCCESSFUL PARTNERING

SPORTS LAW—Cont’d
Significant agreements—Cont’d
Stadium construction/development agreements, 74A:23
Stadium financing agreements, 74A:20
Stadium leases, 74A:22
Significant transactions typically entail outside counsel assuming primary role, 74A:10
Sponsorship agreements, 74A:30, 74A:32, 74A:65
Stadium construction/development agreements, 74A:23
Stadium financing agreements, 74A:20
Stadium leases, 74A:22
Suite licenses, 74A:33
Supply agreements, 74A:48
Sweepstakes and related rules and regulations, 74A:41
System for division of legal tasks, creation of, generally, 74A:6 to 74A:11
Team advertising/publicity agreements, 74A:49
Technology agreements, 74A:40
Templates of operational agreements typically drafted by outside counsel for use by inside counsel, 74A:9
Ticket sales and pricing, governmental relations, 74A:57
Trademark licenses, 74A:39
Travel agreements, 74A:48
Trends in the sports industry, monitoring of, 74A:5
Understanding professional sports landscape, 74A:2 to 74A:5
Utility contracts, 74A:47
WiFi agreements, 74A:40

STAFFING—Cont’d
Alternative fee arrangements, 18:7
Benchmarking, outside counsel, 30:36
Budgeting, 11:18
Commercial equipment leasing, 76:3
Contract/contingent employees, 18:6
Disaggregation, 18:5
Diversity and inclusion, 18:10
Employee benefits, 55:4
European Company Representation in U.S. Litigation, this index
Expenses and disbursements, 15:34
Forms, 18:13 to 18:16
Law Department, this index
Legal process outsourcing, staffing decisions as part of, 18:8
Legal research, building legal research knowledgebase, 19:17
Leverage and use of junior lawyers, traditional notions, 18:4
Make or buy decision, impact of, 18:9
Practice checklist, 18:12
Segmentation, 18:5
Timekeepers and non-attorney professionals, 18:11
Unbundling, 18:5

STANDARDS OF PROOF
Class actions, 60A:54

STANDING
Governance, derivative litigation, 46:59
International trade, filings on behalf of industry, 79A:3

STATE/FEDERAL DICHOTOMY
European company representation in U.S. litigation, 23:4
INDEX

STATE GOVERNMENTS
  Copyrights, state immunity, 70:80

STATE LAWS
  Engagement letters, 9:4
  Products liability, 77:29, 77:32

STATEMENT OF FACTS
  Briefs, this index

STATUTE OF LIMITATIONS
  Copyrights, 70:73
  Employee Polygraph Protection Act, 71:65
  Equal Pay Act, 71:58
  Fair Credit Reporting Act, 71:70
  Fair Labor Standards Act, 71:55
  Family and Medical Leave Act, 71:49
  National Labor Relations Act, 71:72
  Section 1981, 71:75

STAYS
  Bankruptcy and Workouts, this index

STAYS OF CIVIL PROCEEDINGS
  Interplay between civil and criminal proceedings, 84:88 to 84:90

STOCK AND STOCKHOLDERS
  Employee benefits, stock purchase acquisition agreement, representations by seller as to employee benefit plans, 55:57
  Secretary of Corporation, this index
  Settlement, 65:28

STOCK PLEDGES
  Commercial finance, 53:35

STRATEGY
  Class Actions, this index

STRATEGY—Cont’d
  Communication methods and skills, strategic assessments for ongoing matters, 13:31
  Coordinating counsel, 21:7
  Copyrights, 70:2 to 70:7
  Diversity, strategic development/retention model, 39:68
  Executive Compensation, this index
  Joint Ventures, this index
  Jury consulting services, settlement strategy, 64:19
  Law department, objectives of company, 16:13 to 16:17
  Patents, development, 68:6
  Planning, this index
  Settlement, this index
  Specialized Approaches to Outsourcing, this index

STREAMLINING LITIGATION
  Expediting and Streamlining Litigation, this index

STRICT LIABILITY
  Products liability, 77:25 to 77:27

STRIKES
  Labor law, 71B:21

STRUCTURE OF LEASE
  Commercial equipment leasing, 76:26 to 76:29

STYLE
  Pleadings and Pre-Trial Motions in Complex Commercial Cases, this index

SUBJECT MATTER JURISDICTION
  European company representation in U.S. litigation, motions, 23:37

SUBLEASING
  Commercial equipment leasing, 76:51, 76:72, 76:86

© 2019 Thomson Reuters, 4/2019
SUBORDINATION
Commercial equipment leasing, 76:40, 76:68

SUBORDINATION AGREEMENTS
Commercial finance, 53:38

SUBSIDIARIES
International counsel, 22:27
Secretary of corporation, 46A:15

SUBSIDIZATION
International trade, countervailing duty, 79A:21

SUBSTANCE ABUSE
Continuing legal education, 38:18

SUBSTANTIAL RELATIONSHIP TEST
Conflicts of interest, former client conflicts, 32:15

SUBSTANTIATION
Advertising review, clearance and challenges, 56:9, 56:18

SUBSTITUTIONS
Commercial equipment leasing, 76:65, 76:85

SUITE LICENSES
Sports, 74A:33

SUMMARIES
Jury consulting services, summary of post-witness evaluation, form, 64:41
Planning, case summaries, 10:12

SUMMARY JUDGMENT
Generally, 60:16 to 60:18
European company representation in U.S. litigation, motions, 23:39
Issues amenable to summary judgment, 60:17
Timing of motions, 60:18

SUMMER PROGRAMS
Marketing to potential corporate clients, 6:41

SUNSET REVIEWS
International trade, dumping or countervailing duty orders, 79A:25

SUPERSEDEAS BONDS
Appeal and review, 66:13

SUPERVISION
Contract attorneys, 24:59
Ethics, 31:14
Real estate law, supervision of outside counsel, 74:14
Specialized approaches to outsourcing, ethics, 26:26

SUPPLEMENTATION
Expert report, supplementation of, 62:28

SUPPLY AGREEMENTS
Sports, 74A:48

SUPPORT
Expert witnesses, 62:10

SUPREME COURT OF UNITED STATES
Licenses and admittance to practice, 36:24

SURCHARGES
Expenses and disbursements, 15:11

SURVEYS
Jury Consulting Services, this index
Law Department, this index
Legal Research, this index
Marketing to potential corporate clients, use for self-analysis, 6:3, 6:4

Index-158
SURVIVAL PROVISIONS
Mergers and acquisitions, indemnification, 41:37

SUSTAINABILITY
Corporate, 47A:1 et seq.

SWEEP CLAUSES
Information technology transactions, 49:38

SWEEPSTAKES
Sports, 74A:41

SYNERGY
Valuation of business for acquisition, 51:37

TACTICS
Planning, this index

TAILPIPE STANDARDS
Climate change, 72A:16

TAKEOVER PROPOSALS
Governance, this index

TARGET AUDIENCE
Marketing to potential corporate clients, 6:5

TARNISHMENT
Trademarks, audits, 69:4

TASK LIST
Secretary of corporation, annual meeting of shareholders, 46A:34

TASK METRICS
Law Department, this index

TAXES AND ASSESSMENTS
—Cont’d
Real Estate Law, this index

TEAM APPROACH
Arbitration of International Commercial Disputes, this index
Crisis Management, this index

TEAM LEADERS
European company representation in U.S. litigation, 23:11

TECHNOLOGY
Generally, 28:1 to 28:51
Allocating costs of technology, 28:46
Alternative dispute resolution (ADR), 57:37
Arbitration of international commercial disputes, preparation of case, 58:48
Avoidance of litigation, 2:41 to 2:43
Benchmarking, outside counsel, 30:42
Billing, this index
Budgeting, 11:22
Commercial finance, outside counsel for financial institutions, 53:15
Communications technology, 28:3 to 28:12
Computer Software, this index
Continuing legal education, 38:23
Coordinating counsel, 21:16
Databases, this index
Diversity, 39:76
E-mail, this index
Electronic discovery, 28:32
Employee benefits, 55:28
Expenses and Disbursements, this index
Extranet Communications, this index
Extranet creation, 28:33 to 28:35
Facsimile, this index
TECHNOLOGY—Cont’d
Forms, 28:48 to 28:51
Information technology, 28:13 to 28:18
Information Technology Transactions, this index
Internet, this index
Law department, task metrics, 30:17
Legal Research, this index
Litigation support, 28:31
Lobbying, 44:33
Managing information, 28:22 to 28:24
Mass torts, 73:37
Practice checklist, 28:47
Privileges, this index
Real estate law, outside counsel, 74:15
Removing information, 28:30
Search engines, 28:29
Security and privacy, 28:38 to 28:45
Settlement strategy. Trial and settlement strategy, below
Specialized approaches to insourcing, 27:10
Sports, technology agreements, 74A:40
Storing information, 28:25 to 28:27, 28:29
Template searching, 28:28
Transactions. Information Technology Transactions, this index
Transactions, this index
Trial and settlement strategy, 28:19 to 28:21
Websites, this index

TELECOMMUNICATIONS
Generally, 77C:1 et seq.
Practice checklist, 77C:11

TELEPHONES AND
TELEPHONE CALLS
Communication methods and skills, 13:18

TELEPHONES AND
TELEPHONE CALLS—Cont’d
Expenses and disbursements, 15:18

TEMPORARY ATTORNEYS
Law department, building of, 17:21

TEMPORARY STAFF
DuPont case study, 75:51

TEMPORARY WORK VISAS
Immigration, this index

TERM SHEETS
Commercial finance, 53:18, 53:46, 53:47

TERMINAL VALUE
Valuation of Business for Acquisition, this index

TERMINATION
Employee benefits, allocation of duties, 55:23
Employment, 71:14, 71:15, 71A:11
Employment Issues When Doing Business Outside United States, this index
Engagement Letters, this index
Immigration, 71A:11
Information technology transactions, 49:46

TEST CASES
Mass torts, 73:18

TESTIMONIALS
Advertising review, clearance and challenges, 56:26

TEXAS SHOOT-OUT
PROVISION
Joint ventures, 50:48
INDEX

TEXTING
Communication methods and skills, 13:15

THIRD PARTIES
Advertising Review, Clearance and Challenges, this index
Bankruptcy and workouts, application of automatic stay, 54:29
Commercial equipment leasing, 76:88

TICKET SALES AND PRICING
Sports law, governmental relations, 74A:57

TIME AND DATE—Cont’d
Settlement, this index
Statute of Limitations, this index

TIME AND DATE
Depositions, 61:17
Derivative litigation, time for board to respond to demand, 46:47
Discovery, goals of discovery management, 61:4
Employment issues when doing business outside United States, separation agreements, 71C:37
European company representation in U.S. litigation, 23:8
Expediting and streamlining litigation, deadlines, 60B:5
Forum for litigation, time deadlines for removal action, 59:14
Health law, federal legislation, 55B:7
Internal Investigations, this index
Lobbying, cost-benefit analysis, 44:28
Patents, partnering strategies regarding timely submission of invention disclosures, 68:24
Secretary of corporation, annual meeting of shareholders, 46A:21

TITLE AND OWNERSHIP
Copyrights, this index
Patents, securing of ownership in inventions, 68:15
Real Estate Law, this index
Sports Law, this index
Trade secrets, securing of ownership, 68:15

TITLE INSURANCE
Real Estate Law, this index

TITLE VII
Generally, 71:33 to 71:36
Administrative prerequisites, 71:35
Contract attorneys, 24:42
Harassment, liability for, 71:36
Recordkeeping requirements, 71:105
Remedies, 71:34
Section 1981, compared, 71:76

TN (TRADE NAFTA STATUS)
Immigration, Canadian/Mexican professionals, 71A:18

TORT REFORM
Arbitration, 43:47
Background, 43:35 to 43:37
Damages, 43:43 et seq.
Entities involved, 43:38 to 43:41
Funding of research, 43:51
Introduction, 43:34
Litigation, 43:50
Lobbying and elections, 43:49
Major topics, 43:42 et seq.
Methods for advocating reform, 43:48 to 43:51
Obstacles to reform, 43:52
Proportionate responsibility, 43:46

© 2019 Thomson Reuters, 4/2019

Index-161
TORTS
   Mass Torts, this index

TOTAL QUALITY MANAGEMENT (TQM)
   Generally, 42:1 to 42:13
   Applications, 42:11
   Concerns, 42:2
   Continuous journey, 42:13
   Defined, 42:6
   Factors that can undermine TQM, 42:12
   Implementation, 42:8
   Lean Six Sigma, 42:7
   Objectives, 42:2
   Practice checklist, 42:21
   Project Management, this index
   Re-Engineering, this index
   Six Sigma, 42:7, 42:9

TOXIC SUBSTANCES CONTROL ACT
   Generally, 72:32

TRAC LEASES
   Commercial equipment leasing, 76:22

TRACKING
   Diversity, initiatives to increase numerical diversity, 39:73

TRADE ACT OF 1974
   International Trade, this index

TRADE ASSOCIATIONS
   Antitrust law, 79:47
   Lobbying, 44:17

TRADE SECRETS
   Generally, 68:32 to 68:34, 68:40
   Comparative legal issues, 70:92
   Ownership, securing of, 68:15
   Practice checklist, 68:42
   Procedures and documentation, development of, 68:34
   Protection programs, 68:13

TRADE SECRETS—Cont’d
   Training and education of client, 68:33

TRADEMARKS
   Generally, 69:1 et seq.
   Abandonment, audit may disclose, 69:4
   Actual confusion, infringement, 69:40
   Advertising review, clearance and challenges, 56:28
   Alteration of existing marks, 69:20
   Alternative approaches in establishment of trademark protection program, generally, 69:13 to 69:23
   Anti-spam legislation, 69:18
   Audit may disclose dilution, tarnishment, infringement or abandonment, 69:4
   Cease and desist letter, form, 69:52
   Centralization, lack of, 69:12
   Common problems with ineffective trademark protection programs, 69:5 to 69:12
   Comparative legal issues, 70:89
   Continuity in trademark rights, lack of, 69:7
   Convergence with corporate objective, lack of, 69:9
   Costs of litigation, control of, 69:27
   Definition of trademarks, service marks and trade dress, 69:31
   Dilution
      Audit may disclose dilution, 69:4
      Self-dilution, 69:6
   Domain names, 69:17
   E-mail marketing, 69:18
   Expense of goods or services, infringement, 69:43
   First Amendment, 69:47
TRADEMARKS—Cont’d

Forms
Generally, 69:49 to 69:53
Cease and desist letter, 69:52
Intent-to-use application, 69:49
Motion to suspend proceedings, 69:53
Sections 8 & 15 affidavit, 69:51
Use-based application, 69:50

Generic use of marks, 69:8
Importance of trademarks to company, 69:32
Inconsistent use of mark, 69:6

Infringement
Generally, 69:10, 69:35 to 69:45
Actual confusion, 69:40
Audit may disclose infringement, 69:4
Cease and desist letter, form, 69:52
Expense of goods or services, 69:43
Intent of party adopting mark, 69:41
Likelihood of infringer or trademark owner to expand, 69:44
Marketing channels, 69:39
Proximity of goods or services, 69:38
Similarity of marks, 69:37
Sophistication of purchasers, 69:42
Strength of trademark, 69:36
Types of claims, 69:45
Intent of party adopting mark, infringement, 69:41
Intent-to-use application, form, 69:49
Internet law, 69:17, 69:18
Key brands and their level of protection, identification of, 69:3, 69:14
Licenses, 69:11, 69:23

TRADEMARKS—Cont’d

Likelihood of infringer or trademark owner to expand, infringement, 69:44
Litigation strategy and effective use of outside counsel
Attempts to avoid litigation while stopping infringement, 69:25
Bankruptcy, 69:29
Costs of litigation, control of, 69:27
Selection of litigation counsel, 69:26
Loss of trademark rights, 69:34
Madrid System of international trademark registration, 69:46
Marketing channels, infringement, 69:39
Motion to suspend proceedings, form, 69:53
Naked licensing of marks, 69:11
New marks, development of, 69:19
Official Gazette, monitoring of, 69:16
Pop-up advertisements, 69:18
Practice checklist, 69:48
Protection of trademark rights, 69:33
Proximity of goods or services, infringement, 69:38
Registration and renewal, 69:15
Sections 8 & 15 affidavit, form, 69:51
Securing of trademark rights, 69:33
Selection of litigation counsel, 69:26
Self-dilution of mark, 69:6
Similarity of marks, infringement, 69:37
Sophistication of purchasers, infringement, 69:42
TRADEMARKS—Cont’d
Spam, 69:18
Sports, 74A:39
Standardized trademark usage program, 69:22
Strength of trademark, infringement, 69:36
Tarnishment, audit may disclose, 69:4
Updating of existing marks, 69:20
Use-based application, form, 69:50
Use of trademarks, 69:21, 69:22
Watch services, 69:16
Weakening of trademark rights, 69:34

TRAINING
Antitrust law, 79:5
Avoidance of Litigation, this index
Coordinating Counsel, this index
Disaster preparedness, 25B:23
Diversity awareness, 39:50
Education, this index
Employment, 71:24
Immigration, H-3 visas, 71A:20
Law Department, this index
Legal research, building legal research knowledgebase, 19:22
Trade secrets, 68:33
Worker Adjustment and Retraining Notification Act, this index

TRANSACTIONS—Cont’d
Chains of command, 48:4, 48:5
Cybermeetings/document sessions, 48:17
Document management, negotiation of transaction, 48:27
E-mail
Generally, 48:14 to 48:16
Additional legal considerations, 48:16
Limitations on use, 48:15
Education of outside counsel
Generally, 48:8 to 48:12
Goals, precedents and policies, 48:12
Organizational considerations, 48:9
Prior transactions, 48:10
Uniform business transactions, 48:11
Environmental Law, this index
Form agreements, development and use of
Generally, 48:28 to 48:32
Audience, consideration of, 48:30
Business persons, input from, 48:29
Possible scenarios, consideration of, 48:31
Preparation and annotation of form, 48:32
Goals, education of outside counsel, 48:12
Information Technology Transactions, this index
Letters of intent
Generally, 48:20 to 48:25
Binding, disputes regarding whether letter of intent is, 48:23
Duty to negotiate, disputes regarding, 48:24
Type, choice of, 48:21
TRANSACTIONS—Cont’d
Letters of intent, negotiation of transaction, 48:20
Local counsel, 20:5
Multiple outside firms, management of, 48:7
Negotiation of transaction
Generally, 48:19 to 48:27
Alignment, importance of being in, 48:26
Document management, 48:27
Letters of intent, 48:20
Letters of intent, above
Organizational considerations, education of outside counsel, 48:9
Planning, 10:27
Policies, education of outside counsel, 48:12
Practice checklist, 48:33
Precedents, education of outside counsel, 48:12
Prior transactions, education of outside counsel, 48:10
Process and technology
Generally, 48:13 to 48:18
Cybermeetings/document sessions, 48:17
E-mail, above
Secure transaction networks and web sites, 48:18
Role of outside counsel, 48:6
Secure transaction networks and web sites, 48:18
Specialized counsel, 20:7
Technology, Process and technology, above
Uniform business transactions, education of outside counsel, 48:11

TRANSFER TO PREFERRED FORUM
Products liability, 77:12

TRANSFERS OF RIGHTS
Joint ventures, 50:47

TRANSFORMATIONS
Information technology transactions, 49:44

TRANSLATORS
Cross-border investigations, 34:17

TRAVEL AGREEMENTS
Sports, 74A:48

TRAVEL EXPENSES
Expenses and Disbursements, this index

TRETY TRADERS AND INVESTORS
Immigration, E-1/E-2 visas, 71A:17

TRIAL PREPARATION AND PRESENTATION
Generally, 63:1 to 64:78
Advancing themes, 63:62 to 64:65
Allocation and delegation of responsibility, 63:25 to 64:30
Communication during trial, 63:71 to 64:73
Coordination and participation, 63:66 to 64:73
Expert witnesses, 62:46
Formalities, 63:52 to 64:61
Goals of client
Generally, 63:12 to 64:19
Cost-benefit analysis, 63:16
Defining victory, 63:15 to 64:18
Risk-reward analysis, 63:17
Identifying and preparing witnesses, 63:48 to 64:51
Inside counsel as gatekeeper, 63:8 to 64:11
Joint pre-trial order, form, 63:78
Maintaining flexibility, 63:20 to 64:24
INDEX

UNITED STATES COURT OF FEDERAL CLAIMS
Licenses and admittance to practice, 36:27

UNITED STATES COURT OF INTERNATIONAL TRADE
Licenses and admittance to practice, 36:28

UNITED STATES TAX COURT
Licenses and admittance to practice, 36:26

UNJUSTIFIED EXPECTATIONS
Marketing to potential corporate clients, ethics, 6:10

UNOCAL STANDARD
Governance, proxy contests, 46:38

UPJOHN WARNINGS AND MEMORANDUM
Internal investigations, 35:18, 35:34

U.S. DEPARTMENT OF LABOR
Generally, 71:99

U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
Generally, 71:97

USE AND OCCUPANCY AGREEMENTS
Real Estate Law, this index

UTILITY CONTRACTS
Sports, 74A:47

UTILITY DEREGULATION
Real estate leases, licenses, and use and occupancy agreements, 74:36

UTILITY PATENTS
Comparative legal issues, 70:90

VACATING OR SETTING ASIDE
Arbitration of International Commercial Disputes, this index

VALUATION OF BUSINESS FOR ACQUISITION
Generally, 51:1 to 51:39
Appraisal remedies, 51:2, 51:4
Beta concept, capital asset pricing model, 51:25
Book value, 51:6
Capital asset pricing model
Generally, 51:23 to 51:27
Beta concept, 51:25
Costs and benefits related to financing structure, 51:27
Diversifiable risk and non-diversifiable risk, 51:24
Required return on investment given its beta risk, discount rate as, 51:26
Comparable companies model (p/e and market/book ratios), terminal value of acquisition candidate, 51:31
Competitive equilibrium model, terminal value of acquisition candidate, 51:30
Constant cash flow growth model, terminal value of acquisition candidate, 51:29
Discounted cash flow method, generally, 51:11 et seq.
Diversifiable risk and non-diversifiable risk, capital asset pricing model, 51:24
Duty to understand valuation process, 51:2, 51:3
Estimation of cash flows of acquisition candidate, 51:20, 51:33
Example of discounted cash flow model, 51:32 to 51:36
Fairness opinions, 51:2, 51:3
Future value or compounding, 51:12
VALUATION OF BUSINESS FOR ACQUISITION—Cont’d
Internal rate of return, 51:17
Liquidation value, 51:8
Net present value, 51:16
New economy, 51:38
Past earnings capitalization, 51:10
Practice checklist, 51:39
Present value
Generally, 51:13 to 51:16
Net present value, 51:16
Series of cash flows, 51:14, 51:15
Uneven series of cash flows, 51:15
Price/earnings ratio, 51:9
Rate of discount, determination of
Generally, 51:21 to 51:27
Capital asset pricing model, above
Example, 51:34
Weighted average cost of capital model, 51:22
Replacement value, 51:7
Series of cash flows, present value, 51:14, 51:15
Step 1 in discounted cash flow model, 51:20, 51:33
Step 2 in discounted cash flow model. Rate of discount, determination of, above
Step 3 in discounted cash flow model. Terminal value of acquisition candidate, below
Step 4 in discounted cash flow model, 51:36
Steps in discounted cash flow model, 51:19 et seq.
Synergy and other considerations, 51:37
Terminal value of acquisition candidate
Generally, 51:28 to 51:31
Comparable companies model (p/e and market/book ratios), 51:31

VALUATION OF BUSINESS FOR ACQUISITION—Cont’d
Terminal value of acquisition candidate—Cont’d
Competitive equilibrium model, 51:30
Constant cash flow growth model, 51:29
Example, 51:35
Time and value of money, 51:11
Traditional valuation methods, 51:5 to 51:10
Uneven series of cash flows, present value, 51:15
Weighted average cost of capital model, determination of rate of discount, 51:22

VALUE
Acquisition of business. Valuation of Business for Acquisition, this index

VEBA TRUSTS
Health law, 55B:16

VEHICLE FINANCING BY LESSOR
Commercial equipment leasing, 76:29

VENDOR LEASES
Commercial equipment leasing, 76:21

VENUE
Class actions, 60A:16
Forum Non Conveniens, this index
Jurisdiction, this index

VERDICTS
Risk analysis, verdict range assessment, 12:21

VERIFICATION
Employment, hiring of employees, 71:5
INDEX

VIDEO CONFERENCING
Communication methods and skills, collaboration vehicles, 13:22

VOICEMAIL
Communication methods and skills, 13:19

WAIVER
Arbitration of international commercial disputes, waiver of immunity, 58:69
Attorney-client privilege, 33:31 to 33:36
Commercial equipment leasing, 76:84
Commercial finance, 53:36, 53:37, 53:49, 53:56
Conflicts of interest, waiver of motion to disqualify by delay, 32:24
Derivative litigation, right to claim futility of demand, 46:46
Engagement Letters, this index
European company representation in U.S. litigation, service of process, 23:33
Joint Ventures, this index
Privileges, this index
Professional liability, 78:35 to 78:37

WAIVER AND ESTOPPEL
Copyrights, 70:77

WARNINGS
Mass torts, 73:34

WARRANTIES
Commercial equipment leasing, 76:60
Commercial finance, 53:23
Mergers and acquisitions, 41:27
Products liability, 77:24

WATCH OUTS
DuPont case study, 75:12

WEB CONFERENCING
Communication methods and skills, collaboration vehicles, 13:23

WEBSITES
Disclosures, sample website disclosure, 31:34
Marketing to potential corporate clients, 6:16, 6:17, 6:46
Secure transaction networks and web sites, 48:18

WEIGHTED AVERAGE COST OF CAPITAL MODEL
Valuation of business for acquisition, determination of rate of discount, 51:22

WHISTLEBLOWERS
Ethics, 31:27

WHITE COLLAR CRIME
Generally, 83:1 to 83:19
Attorney-client privilege, 83:15
Bribery of foreign officials, 83:17
Enforcement agencies, seeking guidance from, 83:14
Money laundering, 83:18
Practice checklist, 83:19

WIFI AGREEMENTS
Sports, 74A:40

WITHDRAWAL FROM REPRESENTATION
Conflicts of interest, 32:10, 32:23
Ethics, 31:28

WITNESSES
Coordinating Counsel, this index
European company representation in U.S. litigation, witness preparation for depositions, 23:50
Expert Witnesses, this index

© 2019 Thomson Reuters, 4/2019

Index-169
WITNESSES—Cont’d
Jury Consulting Services, this index
Privileges, this index

WORK FLOW DECISIONS
Small law department, 40:13

WORK PRODUCT PRIVILEGE
Privileges, this index

WORKER ADJUSTMENT AND RETRAINING NOTIFICATION ACT
Generally, 71:49 to 71:52
Administrative prerequisites, 71:52
Remedies, 71:51
Statute of limitations, 71:52

WORKERS’ COMPENSATION
Contract attorneys, 24:49

WORKOUTS
Bankruptcy and Workouts, this index

WORKS COUNCILS
Employment Issues When Doing Business Outside United States, this index

WORKS MADE FOR HIRE
Copyrights, 70:16

WRITING
Benchmarking, outside counsel, 30:40

WRITTEN REPORTS
Communication methods and skills, 13:17

ZONING AND LAND USE RESTRICTIONS
Real estate leases, licenses, and use and occupancy agreements, 74:38
Index to Forms

ACQUISITIONS
Mergers and Acquisitions, this index

ADMITTANCE TO PRACTICE
Pro hac vice admission motion, 36:30

ADVERTISING REVIEW, CLEARANCE AND CHALLENGES
Generally, 56:46-56:48
American Express, 56:46-56:48
Challenge template, 56:48
Guidelines, topics covered in, 56:46
Request for review and clearance, 56:47
Template for challenge, American Express, 56:48

ALTERNATIVE DISPUTE RESOLUTION (ADR)
Arbitration of International Commercial Disputes, this index
Bickerman Dispute Resolution Group Mediation Agreement, 57:74
CPR ADR suitability guide, 57:73
Mediation, this index
Sample dispute resolution clause, 57:72

ANTI-SANDBAGGING PROVISIONS
Mergers and acquisitions, 41:54

ANTITRUST AND COMPETITION
Practice checklist, 79:75

APPEAL AND REVIEW
Advertising Review, Clearance and Challenges, this index

ARBITRATION OF INTERNATIONAL COMMERCIAL DISPUTES
Generally, 58:65 et seq.
Arbitration clause
Model arbitration clauses, 58:67
Scope of arbitration clause, 58:70
Attorney’s fees and costs, allocation of, 58:75
Confidentiality, 58:76
Evidence, obtaining, 58:77
Ex aequo et bono, 58:79
Final and binding language of arbitration clause, 58:80
Governing law, 58:68
Immunity, waiver of, 58:69
Interim measures, arbitration clause, 58:74
Language of arbitration, 58:72
Negotiations prior to arbitration, 58:64
Number of arbitrators, 58:72
Place of arbitration, 58:71
Remedies, 58:78
Scope of arbitration clause, 58:70
Waiver of immunity, 58:69

AUDITS
Compliance, audit committee resolution, 47:42
Employment audit outline, 71:120

BANKRUPTCY AND WORKOUTS
Proof of claim, 54:35

© 2019 Thomson Reuters, 4/2019
BEAUTY CONTEST LETTERS
Conflicts of interest, 32:38

BENCHMARKING
Client survey, 30:48
Compensation checklists, 30:46
Diversity, this index
Mission statements, 30:45
Retainer checklists, 30:47

BILLS AND BILLING
Expenses and Disbursements, this index
Uniform Task-Based Management System (UTBMS), code sets, 14:17

BUDGETING
Expenses and disbursements, 15:48
Litigation, model plan and budget, 11:32
Local counsel, budget, 20:32
Specialized counsel, 20:32
Transactions, model plan and budget, 11:31

CASUALTIES
Commercial equipment leasing, 76:98

CEASE AND DESIST LETTERS
Trademarks, 69:52

CHECKLISTS
Commercial Finance, this index
Environmental law, due diligence checklists, 72:49
Mergers and acquisitions, checklist of covenants, 41:52
National banks, checklists and forms, 74:52
Real estate law, 74:52, 74:54-74:56

CLIENT SURVEY
Benchmarking, 30:48

CLIMATE CHANGE
Practice checklist, 72A:25

COMMERCIAL EQUIPMENT LEASING
Casualties, 76:98
Disclaimers, 76:97
Indemnification, 76:99
Offsets, 76:96
Purchase option, 76:102
Quiet enjoyment, 76:100
Returns, 76:101

COMMERCIAL FINANCE
Generally, 53:43-53:51
Checklists
Closing checklist, 53:48
Post-closing follow-up checklist, 53:49
Commitment letter, 53:44
Development of forms, 53:15
Electronic signatures, contract for, 53:50
Financial statement authorization letter, 53:49.10
Intellectual property, perfection of security interest in, 53:51
Landlord’s waiver, 53:46
Outside counsel for financial institutions, development of forms, 53:15
Payoff letter, 53:47
Post-closing follow-up checklist, 53:49
Pre-closing financial statement authorization letter, 53:49.10
Questionnaire, 53:45
Term sheet, 53:43

COMMITMENT LETTERS
Commercial finance, 53:44

COMPENSATION CHECKLISTS
Benchmarking, 30:46

COMPLIANCE
Generally, 47:40-47:47

SUCCESSFUL PARTNERING
Index to Forms-2
INDEX TO FORMS

COMPLIANCE—Cont’d
Annual business plan, 47:44
Audit committee resolution, 47:42
Board resolution adopting compliance program, 47:41
Compliance analysis workform, 47:46
General counsel’s presentation to board of directors, 47:40
Notice to employees of compliance/ethics resources, 47:47
Quarterly report to audit committee, 47:43
Responsible executive manual, 47:45

CONFIDENTIALITY
Arbitration of international commercial disputes, 58:76
Diversity, benchmarking for best practices, 39:86
Jury consulting services, confidentiality agreement for research participant, 64:38
Mergers and acquisitions, definitions, 41:50

CONFLICTS OF INTEREST
Beauty contest letter, 32:38
Declination letter, 32:39
Engagement letter, 32:40, 32:41
Joint representation agreement, 32:43, 32:44
Screening of lateral hires, 32:45, 32:46
Termination of engagement by client or counsel, 32:42, 32:43

CONSULTANTS
Diversity, this index

CONSUMER PRODUCTS
Generally, 77B:93 et seq.

CONTRACT ATTORNEYS
Generally, 24:61-24:65

CONFIDENTIALITY—Cont’d
—Cont’d
Confidentiality policy and agreement, 24:62
Conflict of interest statement, 24:64
Contingent legal staffing request for proposal, 24:61
Independent contractor, not employee, agreement, 24:65
Insider trading policy and agreement, 24:63

COORDINATING COUNSEL
Local task list, 21:24
Training local counsel, agenda, 21:22
Witness summary sheet, 21:23

COPYRIGHTS
Checklist for complaint, 70:94

CREDIT REPORTS
Fair Credit Reporting Act, this index

CRIMINAL PROCEEDINGS
Interplay between civil and criminal proceedings, 84:92

DELEGATION OF POWERS
Employee benefits, resolution of board delegating powers to Employee Benefits Committee, 55:55

DIRECTORS OF CORPORATION
Employee benefits, resolution of board delegating powers to Employee Benefits Committee, 55:55

DISBURSEMENTS
Expenses and Disbursements, this index

DISCLAIMERS
Commercial equipment leasing, 76:97

© 2019 Thomson Reuters, 4/2019
DISCLAIMERS—Cont’d
E-mail disclaimer, 31:35
Facsimile disclaimer, 31:36

DISCLOSURES
Website disclosure, 31:34

DISCOVERY
Protective orders
No sharing, 61:32
Sharing allowed, 61:33

DIVERSITY
Generally, 39:85-39:92
Benchmarking for best practices
Confidentiality provision, 39:87
Questionnaire, 39:86
Confidentiality provision, benchmarking for best practices, 39:87
Consultants
Initial diversity efforts, law firm selecting professional diversity consultants to assist with, 39:90
List of consultants, 39:89
Selection, considerations for, 39:85
Early-stage session with senior management to consider implementation of formal diversity action program, talking points for, 39:88
Initial diversity efforts, law firm selecting professional diversity consultants to assist with, 39:90
List of consultants, 39:89
Policy statements, 39:92
Questionnaire, benchmarking for best practices, 39:86
Requests for proposals
Initial diversity efforts, law firm selecting professional diversity consultants to assist with, form, 39:90

DIVERSITY—Cont’d
Selection of consultants, considerations for, 39:85
Staffing, 18:15, 18:16

DUE DILIGENCE
Environmental law, checklists, 72:49

E-MAIL
Disclaimers, 31:35
Technology, corporate e-mail policy, 28:48

ELECTRONIC SIGNATURES
Commercial finance, contract, 53:50

EMPLOYEE BENEFITS
Allocation of duties within plan sponsor, 55:54
Amendments to plan, committee resolution, 55:56
Employee Benefits Committee
Board resolution delegating powers to Employee Benefits Committee, 55:55
Committee resolution amending plan, 55:56
Resolution of board delegating powers to Employee Benefits Committee, 55:55
Stock purchase acquisition agreement, representations by seller as to employee benefit plans, 55:57

EMPLOYMENT
Generally, 71:112-71:120
Benefits. Employee benefits, this index
Employee counseling/action, 71:118
Employment audit outline, 71:120
Employment issues when doing business outside United States
Separation agreement and release, 71C:59
INDEX TO FORMS

EMPLOYMENT—Cont’d
Employment issues when doing business outside United States—Cont’d
Works council information/consultation requirements, documentation during global restructuring or other initiatives, 71C:60
Fair Credit Reporting Act, this index
Notice, termination of employment, 71:119
Reference check and release of related claims, authorization for, 71:113
Separation agreement and release, employment issues when doing business outside United States, 71C:59
Sexual harassment, procedure for investigation of, 71:112
Works council information/consultation requirements, documentation during global restructuring or other initiatives, 71C:60

ENGAGEMENT LETTERS
Conflicts of interest, 32:40, 32:41
Crisis management, 85:38
Ethics, 31:37
Expenses and disbursements, 15:49
Expert witnesses, 62:52
I’m not your lawyer letter, 9:48
Internal investigations, engagement letter for experts, 35:33
Joint client letter, 9:46
Jury Consulting Services, this index
Sample corporate policy, 9:50
Sample engagement letter, 9:45
Supplemental engagement letter, 9:47
Termination letter, 9:49

ENVIRONMENTAL LAW
Generally, 72:47 et seq.
Due diligence checklists, 72:49
Purchase and sale of contaminated property, contractual provisions for, 72:50

ETHICS
E-mail disclaimer, 31:35
Engagement letters, 31:37
Facsimile disclaimer, 31:36
Internet communications E-mail disclaimer, 31:35
Website disclosure, 31:34
Mediation agreement, 31:38
Policy on professional conduct, 31:33
Website disclosure, 31:34

EVIDENCE
Arbitration of international commercial disputes, 58:77
Bankruptcy and workouts, proof of claim, 54:35
Coordinating counsel, witness summary sheet, 21:23
Expert Witnesses, this index

EXECUTIVE COMPENSATION
Sample compensation committee calendar, 55A:62
Sample director questionnaire, 55A:61

EXPENSES AND DISBURSEMENTS
Billing Memorandum from outside counsel to clients as to billing, 15:47
Sample bill, 15:46
Budget, 15:48
Engagement letters, 15:49
Guidelines of inside counsel for outside counsel, 15:45

© 2019 Thomson Reuters, 4/2019

Index to Forms-5
EXPERT WITNESSES
Common interest agreement, 62:51
Engagement letters, 62:52

FACSIMILE
Disclaimer, 31:36

FAIR CREDIT REPORTING ACT
Generally, 71:114-71:117
Certification letter to consumer reporting agency, 71:116
Consumer report notice/authorization, 71:115
Notification of proposed adverse action based on consumer report, 71:117
Step-by-step list for compliance with Act, 71:114-71:117

FEE ARRANGEMENTS
Generally, 8:67-8:87
Arbitration of international commercial disputes, allocation of attorney’s fees and costs, 58:75

FINANCIAL INSTITUTIONS
Sample joint representation letter, 53A:114

FINANCIAL STATEMENTS
Commercial finance, authorization letter, 53:49.10

FOCUS GROUPS
Jury consulting services, engagement letters, 64:37

FOIA LETTER
Labor law, 71B:24
Regulatory litigation, 67A:18

FORD MOTOR COMPANY, CASE STUDY
Generally, 80:17-80:20
In limine motion, 80:19

FORD MOTOR COMPANY, CASE STUDY—Cont’d
Model punitive damages jury instructions (California law), 80:18
New trial, memorandum in support of motion for, 80:20
Summary judgment, memorandum in support of motion for, 80:17

FOREIGN CORRUPT PRACTICES ACT
International counsel, questionnaire, 22:42, 22:43

GOVERNANCE
Charter of GM Committee on Director Affairs, 46:84
GM board of directors corporate governance guidelines, 46:83

GOVERNMENT CONTRACTS
Subcontractor due diligence, 50A:43

HEALTH LAW
Conceptual differences in fully insured and self-funded plans, comparison of, 55B:20
Fully insured alternatives, comparison of, 55B:18
Glossary of commonly used terms, 55B:22
Health reimbursement arrangements and health savings accounts, comparison of, 55B:19
Practice checklist of considerations concerning self-funded health insurance plans, 55B:21

HIGH PROFILE LITIGATION
Sample policy on statements to press, 67:14
Sample press release, 67:15

SUCCESSFUL PARTNERING
Index to Forms-6
INDEX TO FORMS

IMMIGRATION
Corporate immigration policy, 71A:32
Form I-9, 71A:34
I-9 and compliance policy, 71A:33
Return transportation letter to terminated H-1B employee, 71A:35

IMMUNITY
Arbitration of international commercial disputes, 58:69

IN LIMINE MOTIONS
Ford Motor Company, case study, 80:19

INDEMNIFICATION
Commercial equipment leasing, 76:99

INFORMATION GOVERNANCE
Checklists, 29:38, 29:39

INTELLECTUAL PROPERTY
Commercial finance, perfection of security interest, 53:51
Copyrights, this index
Patents, this index

INTERNAL INVESTIGATIONS
Generally, 35:33-35:36
Engagement letter for experts, 35:33
Non-destruct memorandum, 35:35, 35:36
Upjohn memorandum, 35:34

INTERNATIONAL COUNSEL
Foreign Corrupt Practices Act questionnaire, 22:42, 22:43
Retention guidelines, 22:41

INTERNET
Disclosures, 31:34
E-mail disclaimers, 31:35
Ethics, this index
Websites, this index

JOINT REPRESENTATION AGREEMENTS
Conflicts of interest, 32:43, 32:44

JOINT VENTURES
“Texas shoot-out” provision, 50:48
General partner waiver of voluntary withdrawal right, 50:49
Management provisions, 50:46
Transfer restrictions/right of first refusal, 50:47

JURY CONSULTING SERVICES
Confidentiality agreement for research participant, 64:38
Engagement letters
Focus groups, 64:37
Telephone survey, 64:36
Focus groups, engagement letters, 64:37
Juror polarization matrix, 64:40
Summary of post-witness evaluation, 64:41

LABOR LAW
Generally, 71B:23 et seq.
FOIA letter, 71B:24
Initial employer speech, 71B:25
NLRB election procedures, 71B:28
Sample campaign calendar, 71B:26
Supervisor dos and don’ts, 71B:27
Unfair labor practice procedures, 71B:29

LAW DEPARTMENT
Management, 17:39, 17:40
Practice checklist, 16:47

LGBTQ ISSUES
BASF employee groups, form, 39A:20
Ogletree Deakins employee groups, form, 39A:21
Practice checklist, 39A:19

© 2019 Thomson Reuters, 4/2019
LICENSES AND ADMITTANCE TO PRACTICE
Pro hac vice admission motion, 36:30

LITIGATION
Allocation of responsibilities, 58A:13
Case assessment, 58A:15
Report, 58A:14

LOCAL COUNSEL
Generally, 20:29
Budget form, 20:32
Report of activities by local counsel, periodic, 20:33
Retention letters
Corporate client, letter favoring interests of, 20:31
Local counsel, letter favoring interests of, 20:30

MARKETING TO POTENTIAL CORPORATE CLIENTS
Pitch books, 6:45, 6:46
Website, 6:49

MEDIATION
American Arbitration Association
Commercial Dispute Resolution Procedures (Mediation Rules), 57:71
Bickerman Dispute Resolution Group Mediation Agreement, 57:74
Sample agreement, 31:38

MERGERS AND ACQUISITIONS
Generally, 41:50-41:57
Allocation clauses, 41:57
Anti-sandbagging provision, 41:54
Antitrust guidelines to business team, 41:51
Confidential information, definition for confidentiality agreements, 41:50
Covenants, checklist of, 41:52

MISSION STATEMENTS
Benchmarking, 30:45

MORTGAGES
National banks, checklists and forms, 74:52

NATIONAL BANKS
Mortgages, checklists and forms, 74:52

NEGOTIATIONS
Arbitration of international commercial disputes, 58:66
Practice checklist, 56A:34

NEW TRIAL
Ford Motor Company, memorandum in support of motion, 80:20

NONCOMPETITION AND NONSOLICITATION PROVISIONS
Mergers and acquisitions, 41:56

NOTICE
Compliance, notice to employees of compliance/ethics resources, 47:47
Employment, termination of, 71:119
Fair Credit Reporting Act, notification of proposed adverse action based on consumer report, 71:117

OFFSETS
Commercial equipment leasing, 76:96
INDEX TO FORMS

OUTSIDE COUNSEL
Generally, 4:33, 4:34
Assessment of case, 4:33
Qualifications, requests for, 4:34

PATENTS
Confidentiality, invention and copyright agreement, 68:44
Detailed invention disclosure, 68:46
Outside counsel guideline, 68:47
Simplified invention disclosure, 68:45

PAYOFF LETTER
Commercial finance, 53:47

PITCH BOOKS
Marketing to potential corporate clients, 6:45, 6:46

PLANNING
Litigation case management letter, 10:36
Litigation case management summary, 10:37
Sample case summary, 10:39
Sample litigation plan, 10:38
Summaries of case, 10:37

PLEADINGS AND PRE-TRIAL MOTIONS IN COMPLEX COMMERCIAL CASES, SAMPLE PRELIMINARY STATEMENT, 60:39

POLICY OF CORPORATION
Professional conduct policy, 31:33

PRE-TRIAL ORDER
Sample joint pre-trial order, 63:78

PRIVACY
Litigation data protection notice for employees, 82:79

PRIVILEGES
Form agreement regarding inadvertent production, 33:47

PRIVILEGES—Cont’d
Privilege log, model, 33:46

PRO BONO SERVICE
Income screening, 37A:35
Retainer agreement, 37A:36

PRO HAC VICE ADMISSION
Licenses and admittance to practice, 36:30

PROFESSIONAL LIABILITY
Disclosures and consent, prior work conflict, 78:64
Policy on dealing with claims against firm, 78:65

PROTECTIVE ORDERS
Discovery, 61:32, 61:33

PUNITIVE DAMAGES
Ford Motor Company, model punitive damages jury instructions (California law), 80:18

PURCHASE OPTION
Commercial equipment leasing, 76:102

QUIET ENJOYMENT
Commercial equipment leasing, 76:100

REAL ESTATE LAW
Generally, 74:51, 74:52
Acquisition checklist, 74:54
Leasing checklist, 74:55
Lending and financing checklist, 74:56
National bank model, checklists and forms, 74:52

REGULATORY LITIGATION
FOIA request letter, 67A:18

REQUESTS FOR PROPOSALS (RFP)
Diversity, this index
REQUESTS FOR PROPOSALS (RFP)—Cont’d
Performance evaluation with outside counsel, 5:39
Proposals, request for, 5:38
RETAINERS
Benchmarking, 30:47
RETENTION LETTERS
Local Counsel, this index
Specialized Counsel, this index
RETURNS
Commercial equipment leasing, 76:101
SANDBAGGING
Mergers and acquisitions, 41:54
SECRETARY OF CORPORATION
Agenda for meeting of directors, 46A:32
Minutes of meeting of directors, 46A:33
SEcurities
Generally, 52:96-52:106
Litigation, 67B:63-67B:65
SEXUAL HARASSMENT
Employment, procedure for investigation of, 71:112
SMALL LAW DEPARTMENT
Memorandum from CEO on use of law department, 40:30
Standard retention guidelines, 40:31
SOCIAL MEDIA POLICY
Technology, 28:50
SOCIAL NETWORKING POLICY
Technology, 28:49
SPECIALIZED COUNSEL
Generally, 20:29
SPECIALIZED COUNSEL—Cont’d
Budget form, 20:32
Report of activities by specialized counsel, periodic, 20:33
Retention letters
Corporate client, letter favoring interests of, 20:31
Local counsel, letter favoring interests of, 20:30
SPORTS LAW
Non-relocation agreement, 74A:74
Personal seat license agreement, 74A:73
Sponsorship agreements, 74A:75
STAFFING
AFA experience report, 18:14
Diversity and inclusion, 18:15, 18:16
Shadowing policy language, sample, 18:13
STOCK PURCHASE ACQUISITION AGREEMENTS
Employee benefit plans, representations by seller as to, 55:57
SUMMARIES
Jury consulting services, summary of post-witness evaluation, 64:41
SUMMARY JUDGMENT
Ford Motor Company, memorandum in support of motion, 80:17
TECHNOLOGY
Corporate e-mail policy, 28:48
Litigation hold notice, 28:51
Social media policy, 28:50
Social networking policy, 28:49
Index to Forms-10
INDEX TO FORMS

TRADEMARKS
Generally, 69:49-69:53
Cease and desist letter, 69:52
Intent-to-use application, 69:49
Motion to suspend proceedings, 69:53
Sections 8 & 15 affidavit, 69:51
Use-based application, 69:50

UNIFORM TASK-BASED MANAGEMENT SYSTEM (UTBMS)
Billing, code sets, 14:17

UPJOHN MEMORANDUM
Internal investigations, 35:34

WAIVER
Arbitration of international commercial disputes, immunity, 58:69
Commercial finance, landlord’s waiver, 53:46

WEBSITES
Ethics, disclosures, 31:34
Marketing to potential corporate clients, 6:49

WITNESSES
Evidence, this index

WORKOUTS AND BANKRUPTCY
Proof of claim, 54:35