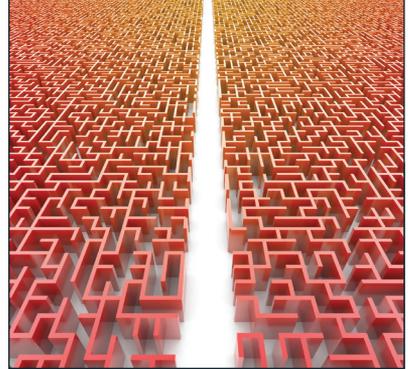




THOMPSON HINE



COURSE CATALOG





Course Catalog

As a value-added service to our clients, friends and the community, our lawyers offer education, training and presentations on legal topics, industry trends and changes in the law.

This catalog, arranged by area of law, provides an overview of some of our more than 350 courses and presentations, any of which we would be pleased to provide to you upon request at your location or in one of our offices. Most are 60- to 90-minute sessions, and each can be tailored to your requirements and the issues you want us to address.

Depending on bar rules and other factors, CLE may be available for some of these courses and presentations.

Our offerings are constantly evolving and growing, so please inquire if you do not see a program that would meet your needs. For more information, please contact your Thompson Hine lawyer or send an email to Courses@ThompsonHine.com.

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■ **Antitrust & Competition**

Antitrust Compliance

This presentation provides a comprehensive overview of antitrust law, including U.S. laws and penalties, price fixing and monopolization, price discrimination and vertical restraints, and practical suggestions for compliance, record retention and reporting.

Antitrust: Relationships With Dealers and Distributors

This session explores antitrust issues affecting relationships with dealers and distributors, such as vertical restraints, statutory framework, price-related vertical restraints and non-price-related vertical restraints.

Antitrust Training Template – Competitor Collaboration

In this interactive program, we provide an overview of the antitrust laws and how they are enforced, and we offer strategies to ensure compliance.

Dealing With Competitors: Antitrust Laws and Horizontal Relationships

This presentation focuses on antitrust issues affecting relationships with competitors under the Sherman Act, including price fixing, customer allocation, joint purchasing, refusals to deal, standard setting, the exchange or use of competitive pricing or other commercial information, and joint ventures.

How Antitrust Laws Apply to Business Strategies

This presentation focuses on antitrust issues affecting distribution strategies, including the Sherman Act, vertical relationships, distributor restrictions, exclusive dealing, price promotions, tying, resale price maintenance and price discrimination.

Marketing and Advertising in the Digital World

This presentation provides a survey of advertising and marketing laws that apply to the promotion of goods and services in all media and channels, including the federal and state laws applicable to marketing and advertising, industry self-regulation and digital advertising regulations.

Navigating Your Acquisition Through the Hart-Scott-Rodino Act and Other Pre-Merger Notifications Around the World

A primer on the Hart-Scott-Rodino Act process and merger notifications outside the United States.

Price Discrimination

This program examines antitrust issues under the Robinson-Patman Act related to pricing to distributors and customers, including rebates and discounts, promotional allowances, the lowering of prices to meet competition, justifications for differing prices and defending Robinson-Patman Act claims and litigation.

■ **Bitcoin & Cryptocurrency**

What Is Bitcoin and Why Should You Care?

This presentation begins with a brief history of money, then introduces Bitcoin and explores its evolution, benefits and potential pitfalls. In addition, we examine federal and other regulations affecting its use.

■ **Business Litigation**

12 Missteps: How Bad Lawyers (and Their Clients) Lose Cases, and How Good Lawyers Beat Them

Complex lawsuits are not always lost or settled unfavorably because of bad law or facts. In reality, how lawyers and their clients handle themselves often has a great influence on the results or is even decisive. Good and bad lawyering do matter, a lot. These mistakes are identifiable and avoidable. From hyperaggressive conduct, to misjudgment of the opposition, to discovery failures, to patterns of behavior that undermine credibility, this case-study-based course illuminates, from real cases we have litigated, how our clients won and their adversaries lost. We will also reflect on the critical role of the client in monitoring and participating in the litigation process and discuss how to evaluate whether your case is being litigated the right way or the wrong way.

Avoid the Rainy Day: Anticipating Litigation in Drafting Your Deal Documents

A growing trend in drafting deal documents is the specific negotiation of pre-dispute limitations in which the parties contractually agree to alter substantive and procedural rules typically applied in civil litigation to reduce costs. This presentation, which focuses on front-end considerations in drafting pre-dispute limitations, examines customized ADR clauses, jury waivers, discovery limitations, forum selection clauses, shortened statute of limitations, indemnification provisions and class action waivers. These front-end considerations can help protect business interests following closing by facilitating prompt and affordable resolution of disputes.

Avoiding Litigation Risks

This presentation provides an overview of strategies for communication, pursuing guarantors and effective use of litigation holds.

Corporate Crisis Management

This course covers what constitutes a crisis, the stages companies go through to navigate a crisis and how to create a crisis management plan.

Corporate Fraud

This course explores who commits corporate fraud and why, what types of fraud are typical in a corporate environment and steps to prevent fraud.

Defending Off-Label Promotion and Unapproved Drug and Medical Device Claims in Litigation

Litigation of alleged off-label promotion of drugs and medical devices has become widespread and expensive. The Food and Drug Administration and the Department of Justice have aggressively investigated and brought enforcement actions for alleged violations, and economic loss class actions and mass tort litigation almost always follow, sometimes resulting in settlements in the billions of dollars. A less visible, related type of litigation involves claims arising from alleged marketing of "new drugs" and medical devices lacking any FDA approval. This course provides an intensive introduction to the key issues in defending against these cases, including the complex preemption doctrines they raise, the relationship between allegedly unlawful promotion and fraud, and how FDA approval issues can be minimized in product liability litigation.

Defending Shareholder Litigation

This course provides a thorough introduction to key issues and strategies in defending against securities class actions and shareholder derivative (or direct) suits, providing insight into what to expect in the litigation and what to expect of your outside counsel.

Dodd-Frank and the New Standard of Care: As an Investment Professional, Are You Prepared for Its Impact?

The Dodd-Frank Wall Street Reform and Consumer Protection Act, signed into law in July 2010, required the SEC to conduct a study on fiduciary duties of broker-dealers and investment advisers and provided the SEC the authority to impose a uniform fiduciary duty standard of care. Understanding the new regulatory environment and preparing for a new proposed fiduciary standard are important from both a practical and legal standpoint. This program presents an overview of the existing standards of care for investment professionals and the results of the SEC study, and addresses potential changes to the standards of care in light of Dodd-Frank.

Dodd-Frank's Heightened Standards of Care: Impact on Investment Professionals, Municipal Advisers, Derivative Participants and ERISA Plan Advisers

The Dodd-Frank Wall Street Reform and Consumer Protection Act, signed into law in July 2010, created significant changes by imposing heightened standards of care. Understanding the new regulatory environment and preparing for the new standards are important from both a practical and legal standpoint. This presentation provides an overview of the existing standards of care for advisers in the financial services industry and addresses changes to the standards in light of Dodd-Frank as they relate to investment professionals, municipal advisers, swap dealers and derivative participants, and ERISA plan advisers.

ERISA Litigation: Types of Claims

This program examines the different types of claims that can be brought by plan participants under ERISA.

The Ethical Considerations of Using Social Media in Litigation

While social media can be a powerful tool in product liability litigation, it must be utilized carefully and within the bounds of attorney ethics rules and considerations.

Export Controls Compliance, Investigation and Administrative and Criminal Enforcement

This course examines common myths about U.S. export controls and economic sanctions; OFAC sanctions; BIS (Bureau of Industry and Security) jurisdiction, classification and licensing; and sanctions penalties.

FCPA Compliance, Investigation and Criminal Enforcement

This presentation includes an overview of the Foreign Corrupt Practices Act and examines who is subject to the act and what is prohibited, books and records violations, and FCPA criminal and civil penalties and sentences.

Fiduciary Duties and ERISA Litigation Update

This presentation provides companies and benefit plan committees with an overview of their fiduciary duties relative to employee benefit plans. It also includes an update on recent ERISA litigation and identifies fiduciary best practices.

Managing Multiform and Multijurisdictional Litigation

This course covers both legal strategies and practical aspects of defending large numbers of lawsuits filed in federal and state courts, a daunting challenge faced by many companies. We will discuss issues affecting coordination of federal and state court litigation,

removal traps and strategies, and duplicative and overlapping litigation. We also will move beyond the typical discussion of pros and cons of MDLs to illuminate important strategic and tactical principles, gained from experience in the trenches, for managing an MDL once it is formed.

Smart Writing Programs: How to Put Your Best Foot Forward in Emails and Written Communications

This presentation explores the proper use of email, how to avoid creating “smoking gun” documents and how to manage internal communications so that a manufacturer can put its best foot forward and avoid liability in the event they are sued.

Top Ten Things to Do in Response to an SEC Inquiry or Subpoena

This presentation provides guidance to in-house counsel and compliance professionals about the do’s and don’ts of handling an inquiry from the SEC’s Enforcement Division. We provide guidance on preserving and gathering documents, dealing with the SEC staff, communicating the nature of the inquiry with the company and consideration of disclosure obligations.

Trade Secrets Litigation

This session explores issues related to trade secrets litigation, including the legal landscape, litigation strategy, inevitable disclosure and measure of damages.

Understanding Preemption in Litigation Involving Products Regulated by the FDA

Over the past decade, the Supreme Court has handed down a series of decisions shaping preemption doctrine under the Food, Drug and Cosmetics Act, outlining a number of related but critically different types of preemption that apply to different fact patterns and claims. It is critical for defendants to understand these different kinds of preemption and how to use them. In this course, we will explain in depth what you need to know about the preemption doctrines that apply to drugs, medical devices and food products.

- **Business Restructuring, Creditors’ Rights & Bankruptcy**

Avoiding Lender Liability Claims

This presentation provides an overview of the evolution of lender liability claims, including common law lender liability theories, statutory liability theories and special lender concerns. We also analyze the impact of these claims on lenders and provide suggestions for avoiding claims.

Bankruptcy Basics

This program, intended for providers of goods or services to clients who are in distress, covers strategies to help maximize collections, guard against preference exposure and deal with a debtor in possession.

Bankruptcy Trends and Considerations

This course covers topics including doing post-petition business with the Chapter 11 debtor-in-possession, the role of unsecured creditors' committees, reclamation and related remedies, 20-day claims, setoff and recoupment, critical vendor claims, executory contracts and preference claims.

Basic Bankruptcy Litigation

This program compares and contrasts bankruptcy litigation and non-bankruptcy litigation. We will examine bankruptcy adversary proceedings and contested matters. Highlights include special procedural considerations in bankruptcy proceedings, as well as jurisdictional issues, jury considerations, motions and pleadings, evidentiary matters and special appellate considerations.

Considerations in Bankruptcy 363 Sales of Assets

This presentation covers sales of assets out of a bankruptcy estate under Bankruptcy Code section 363. Topics include the rewards and risks associated

with purchases of bankruptcy assets, including issues relating to expense, successor liability, stalking horse bidder protections and assumption of contracts and leases. We also explore the

technical and logistical issues associated with such sales, including the auction and bidding process, relevant time frames and obtaining bankruptcy court approval.

Defending Preference Actions

This presentation examines proven strategies and tactics in defending preference actions.

Ethical Conduct in Bankruptcy Cases and Hot Topics in Modern Practice

This session provides an overview of ethical considerations confronting bankruptcy professionals, including attorneys and financial advisers. Topics include conflicts of interest, inadequate disclosures of information and sanctions. We also address specific ethical requirements set forth in the Bankruptcy Code.

Hedging in a Post-MF Global World

The bankruptcy of MF Global has left many commodities traders who hedge against the fluctuations in commodity pricing looking for the least perilous way to manage risk. This workshop outlines factors to consider when selecting the appropriate commodity broker.

Protecting Your Business Against Bankrupt Customers

This presentation covers trade vendors dealing with financially distressed customers, reclamation rights, administrative priority, critical vendor status, Molders' Liens, rights and obligations of parties under executory contracts, special vendor situations and defending preference actions.

Will We Be Paid or Not Be Paid? That Is the Bankruptcy Question

This presentation explores bankruptcy topics including collecting on pre-petition claims, proof of claim details, means for improving recovery in special vendor contexts, executory contracts, qualifying for administrative expenses, the pros and cons of being on the unsecured creditors' committee and preference.

■ **Chemicals**

Anti-Chemical Initiatives (Chemical Bans, Chemical Deselection Mandates and the Future)

This program examines The Consumer Product Safety Improvement Act and the dangers of lead, phthalates and bisphenol A in products we use daily, as well as current and potential liabilities surrounding these additives.

Best Practices in the Retention, Care and Feeding of Expert Consultants and Expert Witnesses

This seminar presents best practices in retaining and working with experts in mass tort, multijurisdictional litigation and non-litigation settings. We also address the concerns of companies that need to stay on top of developments in science, medicine and technology; how these developments affect the risk and expense of doing business; and how the right experts, when properly managed, can add value to the business.

Best Practices to Level the Field in Industry-Wide Conspiracy Claims

As plaintiffs continue to cast wider nets for defendants in product liability actions via industry-wide conspiracy claims, this seminar focuses on the importance of neutralizing and dismissing such claims before juries get a chance to hear them, as well as various methods for achieving those goals.

Bottles, Cans and Bans: The Latest Dispatch From the BPA Battlefield

This presentation takes a look at how governments have reacted to existing BPA science and the political pressures arising from ever-increasing publicity.

Chemical Regulation and Its Impact on Product Liability Law

This presentation explores the European Union's Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH) regulation, chemical substance regulation in China and Canada, the movement toward new chemical regulatory schemes in the United States and Canada, and the impact these regulations will have on litigation in the United States.

Chemical Regulation in the United States

This course provides insight into the process of registering new chemicals and products containing new chemicals and then bringing them to market. We also explore how existing chemicals can become the focus of increasing regulatory scrutiny by the relevant agencies and examine how new nanotechnologies are blurring traditional regulatory categories and requirements as nanotechnology spreads across the chemical and biotech industries.

Chemical Regulatory Issues

This course examines the Toxic Substances Controls Act, updates on legislative and regulatory reform efforts, and OSHA enforcement policy and practice developments.

Class Actions: Shady Grove and Beyond

This presentation analyzes the implications of the U.S.

Supreme Court's recent landmark decisions concerning class actions.

Climate Change

This presentation covers updates from the U.S. Environmental Protection Agency, new federal rulings and their consequences, and recent air developments.

Coverage Issues in Toxic and Environmental Torts

Is your business protected against the emerging trends in toxic tort and environmental tort litigation? This program addresses strategies to ensure you get the coverage you bargained for.

Crisis Management: How to React When the Worst Happens

This seminar examines crisis situations that impact the chemical industry and offers practical solutions to help keep you in compliance and out of court.

Crisis Response and Media Relations in the High-Profile Case

This presentation discusses dealing with a catastrophic accident or highly publicized claim involving a product. We cover how manufacturers should prepare to defend a claim and manage the media, as well as effective crisis response procedures to avoid adverse publicity and corporate crisis.

Despite Your Best Efforts, Bad Things Can Still Happen: Difficult FCPA Issues

Long-awaited guidance on how prosecutors and regulators should interpret and enforce the Foreign Corrupt Practices Act (FCPA) was recently released. Increased focus on FCPA enforcement has led to a considerable uptick in prosecutions, and even more significant enhancements in internal compliance programs and guidelines for U.S. entities doing business overseas. Nevertheless, despite the best efforts of corporate boards, corporate counsel and overseas managers, the maxim “what can go wrong, will go wrong” often still applies. This presentation covers what to do and what to worry about, including preserving documents, gathering information and obtaining evidence; the do’s and don’ts of internal investigations; the costs and benefits of self-disclosure to the government; problems in representing employees; and collateral consequences, including foreign prosecutions for the same conduct.

Don’t Pull Your Response Out of Thin Air: How to Manage All Aspects of Vapor Intrusion

This course describes the required components of vapor intrusion, factors that increase vapor intrusion potential, the main contaminants of concern, regulatory landscapes, measurements and standards.

Emerging Federal Regulatory Policy for Nanotechnology- Enabled Products

This presentation helps you understand and prepare for big implications on tiny technology.

Employing Effective Defense Strategies to Explain Complex Science and Medical Terminology to Judges and Juries

This presentation examines strategies defense counsel can use to help judges and juries understand complex science and medical concepts.

Environmental Issues Arising From Horizontal Drilling in the Marcellus and Utica Shale Plays

This course explores the basic technology advances that facilitate drilling in shale rocks over a mile deep. We also examine regulatory permitting at the state and federal levels for drilling and disposal activities, analyze the impacts from the use of huge quantities of water for fracturing and the resulting challenges for proper disposal, and outline the litigation challenges to hydraulic fracturing.

Getting Discovery Out of the Driver’s Seat

This course covers emerging trends in managing electronically stored information.

Going Green Safely

This course covers how to go green safely, while reaping the benefits and avoiding the legal risks of greening your products and services.

How to Conduct a Proper and Systematic Accident Investigation

This presentation discusses how to conduct a proper and systematic accident investigation in the workplace or when a product causes injury or property damage. The program focuses on proper methods for gathering facts, interviewing witnesses, preparing accident reports and taking corrective action in order to minimize potential legal liability.

Identifying and Managing Cybersecurity Risks

Are you doing enough to protect your company's information and the personal information of your employees, customers and business partners? We will discuss strategies for managing your privacy and data security risks, and for maximizing your competitively successful use of information while complying with privacy and information security laws.

Internal Investigations: Avoiding Pitfalls of Internal Investigations and Exploring Insurance Considerations

This course covers how best to respond to investigations to minimize risk to a company, as well as potential insurance

coverage for such investigations.

Is the Grass Really Greener? Managing the Risks of Greening Products

This presentation explores ways to manage the risks and maximize the benefits of "greening" products. We cover what it means to be "environmentally friendly" or "green" and how to manage the risks associated with greening products from the outset in order to prevent significant future liability.

It's Not Easy Being Green: The Legal Pitfalls Associated With Green Products and Green Building

Although going green may not be "easy," this program presents best practices that can be applied in the manufacturing and use of green products that will allow companies to comply with applicable legislation while avoiding potential legal liability claims.

Managing Multiform and Multijurisdictional Litigation

This course covers both legal strategies and practical aspects of defending large numbers of lawsuits filed in federal and state courts, a daunting challenge faced by many companies. We will discuss issues affecting coordination of federal and state court litigation, removal traps and strategies, and duplicative and overlapping litigation. We also will move beyond the typical discussion of pros and cons of MDLs to

illuminate important strategic and tactical principles, gained from experience in the trenches, for managing an MDL once it is formed.

Meaningful Risk Transfer Solutions: Warnings, Instructions, Warranties, Supplier Agreements, Indemnification Provisions and Insurance Coverage

Warnings, product literature and contracts may become outdated and provide less protection than previously expected. This presentation discusses effective methods for manufacturers to follow to minimize their liability and transfer their risk contractually, including acceptable language for contracts, warranties, warnings, instruction manuals, repair and service records, and advertising, sales and marketing materials and web sites.

On What Terms?

This course examines best practices for making your terms and conditions control your transactions with suppliers, distributors and customers, and for keeping unintended warranty and product liability risk out of your contracts.

Practical Solutions for Responding to Workplace Accidents and OSHA

This presentation discusses how to conduct a proper and systematic accident investigation in the workplace and strategies for responding to OSHA inspections and citations. The focus is on proper methods

for gathering facts, interviewing witnesses, preparing accident reports and taking corrective action in order to minimize potential legal liability

Protecting Your Company From Future Nanotechnology Litigation

Our speakers discuss some of the legal risks associated with the use of engineered nanomaterials and the steps manufacturers and users of engineered nanomaterials can take to start protecting themselves, their employees and customers as the scientific debate evolves.

Reform of the Toxic Substances Control Act (TSCA)

This course provides an overview of the current TSCA program, its key elements and criticisms, and the near- and long-term compliance challenges associated with it.

Strengthening Defense Positions Despite Regulatory Changes Made by the Obama Administration: Overcoming Preemption Hurdles, Accepting Proposed TSCA Changes and Coming to Terms With Chemical Bans

This presentation highlights the future of federal preemption, the precautionary principle and reform of the TSCA and the act of chemical banning instead of responsible regulation.

The Toxic Substances Control Act (TSCA): What Are the Big Threats to Chemical Manufacturers as Congress Considers Changes?

This presentation provides an overview of the principles of reform for the TSCA and covers the potential threats to chemical manufacturers.

Trends in Toxic Tort Liability

This presentation covers trends in the field of toxic and environmental torts, how to manage risks and how to ensure you have the right insurance coverage and strategy in place.

We're the Government and We Are Here to Help

This presentation highlights the never-ending stories of scientific missteps by the EPA under the IRIS process.

Why All the Fuss About Fracking?

This session explores how the discovery of shale gas in eastern Ohio benefits Ohio's chemical industry because of the presence of natural gas liquids that serve as feedstock for many processes. The presentation also examines the new regulatory requirements and changes to Ohio's oil and gas laws, implementation of well construction rules, changes in the Underground Injection Control Program, regulatory changes to the "midstream" facilities in terms of pipeline safety, requirements regarding the use of water from the Lake

Erie basin for hydraulic fracturing and recent changes to the air pollution laws regarding the permitting and control of emissions during exploration and production. In addition, the program covers recent efforts by exploration and production companies to move away from the use of huge volumes of water for fracturing through recycling/reuse and use of substitute materials. Finally, the session reviews the U.S. EPA's efforts under the Toxic Substances Control Act and the Federal Insecticide, Fungicide, and Rodenticide Act to address and regulate the use of chemicals in the hydraulic fracturing process.

Winning the Battle of the Forms: Getting the Most From the Terms and Conditions in Your Contract

Warnings and limitations of liability in contracts may not be sufficient to shift risk to third parties. This presentation discusses "battle of the forms" issues, effective warranty and contractual language, and steps that manufacturers should take to ensure that their contracts and legal interests are protected.

■ **Class Action**

12 Missteps: How Bad Lawyers (and Their Clients) Lose Cases, and How Good Lawyers Beat Them

Complex lawsuits are not always lost or settled unfavorably because of bad law

or facts. In reality, how lawyers and their clients handle themselves often has a great influence on the results or is even decisive. Good and bad lawyering do matter, a lot. These mistakes are identifiable and avoidable. From hyperaggressive conduct, to misjudgment of the opposition, to discovery failures, to patterns of behavior that undermine credibility, this case-study-based course illuminates, from real cases we have litigated, how our clients won and their adversaries lost. We will also reflect on the critical role of the client in monitoring and participating in the litigation process and discuss how to evaluate whether your case is being litigated the right way or the wrong way.

Avoiding Consumer Class Actions

Manufacturers and retailers are being forced to defend putative consumer class actions based on claims of economic harm arising from alleged false advertising, deceptive trade practices or other consumer protection violations. We examine the trends in consumer class action litigation with a focus on the client's industry and the sources used by the plaintiffs' bar to identify consumer class action targets, including government regulators, advertising, websites and companies' own SEC filings. We also offer best practices to avoid becoming a target.

Defending and Winning Class Actions

This course provides a thorough introduction to key issues and winning strategies for defense of class actions. We will cover principles and illustrations applicable to all types of class actions, including consumer and false advertising, securities, medical monitoring and antitrust class actions.

Defending and Winning Consumer and False Advertising Class Actions

This course focuses on defending class actions alleging consumer fraud, deceptive and unfair practices, and other alleged violations of consumer rights.

Defending Off-Label Promotion and Unapproved Drug and Medical Device Claims in Litigation

Litigation of alleged off-label promotion of drugs and medical devices has become widespread and expensive. The Food and Drug Administration and the Department of Justice have aggressively investigated and brought enforcement actions for alleged violations, and economic loss class actions and mass tort litigation almost always follow, sometimes resulting in settlements in the billions of dollars. A less visible, related type of litigation involves claims arising from alleged marketing of "new drugs" and medical devices lacking any FDA approval. This course provides an intensive

introduction to the key issues in defending against these cases, including the complex preemption doctrines they raise, the relationship between allegedly unlawful promotion and fraud, and how FDA approval issues can be minimized in product liability litigation.

Developments in Class Actions

This course presents an overview of recent developments in the law governing class actions, including the interrelationship between class actions and the right to arbitration, the ability of plaintiffs to pursue “economic damages-only” class actions, the ability to avoid repeat litigation of class actions, the importance of forum choice, the interplay between product recalls and a plaintiff’s ability to pursue a class action, and the implications of recent rulings including the Supreme Court’s decision in *Wal-Mart v. Duke*s

Economics Boot Camp for Defending Economic Loss Class Actions

Market-based economics has played a key role in securities and antitrust class actions for many years, and in recent years the plaintiffs’ bar has attempted to transplant “fraud on the market” concepts into other kinds of litigation, resulting in the burgeoning wave of consumer class actions. This course examines concepts of economics key to understanding how to defend against these

claims. We explore the market damage, reliance and causation theories proposed by plaintiffs and their experts, and discuss how to attack and defeat them.

Managing Multiform and Multijurisdictional Litigation

This course covers both legal strategies and practical aspects of defending large numbers of lawsuits filed in federal and state courts, a daunting challenge faced by many companies. We will discuss issues affecting coordination of federal and state court litigation, removal traps and strategies, and duplicative and overlapping litigation. We also will move beyond the typical discussion of pros and cons of MDLs to illuminate important strategic and tactical principles, gained from experience in the trenches, for managing an MDL once it is formed.

Uses and Misuses of Statistics in Class Actions

Statistics play a critical role in class actions of virtually every kind. Plaintiffs frequently use statistics and statistical experts to try to satisfy requirements of Rule 23 for class certification. This course examines how and why statistics are used and misused, providing key insights about how to identify common statistical flaws and show how statistical analyses typically fail to satisfy Rule 23 and requirements of due process. It also addresses how to work with experts to counter plaintiffs’ experts.

■ **Commercial & Public Finance**

Corporate Trust Document Red Flags

This presentation focuses on provisions in indentures, escrow agreements and other fiduciary and agency documents to which the corporate trust departments of banks are party. We not only take a close look at those provisions that are often troublesome, but we also suggest ways to avoid these pitfalls and provide anecdotal, real-world examples. Sample topics include supplemental indentures, opinions of counsel, review of offering documents and the Trust Indenture Act.

Credit Agreements 101

This course involves an interactive walk through each of the major sections of a credit agreement, including discussions about variations in representations and warranties, affirmative and negative covenants, financial covenants and events of default. The course can be tailored to address specific transaction types such as asset-based facilities, agent transactions or secured transactions.

Derivatives: Understanding the ISDA Documents

This program is for companies that regularly enter into derivatives such as interest rate, credit, commodity or equity swaps, caps, floors, collars, forward foreign exchange transactions, currency swaps,

cross-currency rate swaps or currency options in order to hedge exposure to fluctuations in interest or exchange rates, loan, credit exchanges, security, or currency valuations or commodity prices. We will review the ISDA Master Agreements, Schedules and Credit Support Annexes that are used to document these transactions and highlight those areas where the Master Agreement may be negotiated through the use of a Schedule.

Negotiating Your Intercreditor Agreement

This presentation focuses on the most-negotiated provisions of an intercreditor agreement and explores the rationale for the various positions taken by creditors at different levels in the capital structure.

UCC Updates

This course presents the most recent updates with regard to Article 2 (Sales) and Article 9 (Secured Transactions) of the Uniform Commercial Code, including discussions about good and bad judicial decisions, and enacted and proposed legislative changes. We will also examine the many issues in and around the filing of proper financing statements and searching the various UCC databases.

■ Construction

Members of our Construction practice group and our wholly owned subsidiary, Project Management Consultants, provide a wide range of presentations on a variety of construction topics, including:

- Alternative Dispute Resolution (ADR)
- Architect/Engineer Errors and Omission Defense
- Bidding
- BIM
- Change and Equitable Adjustment Claims
- Construction Defects
- Construction Industry Insurance
- Construction Scheduling
- Contract Interpretation
- Design Build Projects
- Differing Site Conditions Claims
- Facilitation and Partnering Services
- Fairness in Contracting
- Government Procurement
- Insurance Coverage Issues for Contractors
- Integrated Project Delivery
- Legal Risks of LEED (Leadership in Energy and Environmental Design)
- Licensing Issues
- Liens (Public and Private)
- Negligence/Economic Loss
- OSHA
- The Partnering Process
- Prevailing Wage
- Professional Liability for Architects and Engineers
- Project Delivery Methods
- Risk Management

- Schedule and Delay Claims
- Subcontracting
- Transactions/Contract Drafting
- Warranties/Indemnification
- Workers' Compensation

Each of these presentations can be tailored to meet specific needs. For more details on any of these presentations, or to inquire about a construction topic not listed here, please contact us.

■ Corporate Transactions & Securities

Allocation of Risk in Commercial Contracts: Understanding the Complex Interrelation Between Indemnification, Damage Limitations, Remedies, and Reps and Warranties

The most important objective of a commercial contract, after clearly defining the parties' obligations, is allocating risk among the various parties to the contract. The goal of this program is to help participants accelerate the development of their risk allocation skills.

Ancillary M&A Documents

This seminar focuses on the other documents involved in an M&A transaction, from preliminary documents such as letters of intent and confidentiality agreements, to employment, non-compete and transition services agreements.

Buy-Sell Agreements for Privately Held Companies

This presentation provides an overview of issues privately held business should consider when adopting a buy-sell agreement, including governance, distributions, employment and transfer restrictions.

Complying With Regulation FD and Your Disclosure Policy

This course examines issues related to compliance with regulation FD and your disclosure policy.

Considerations of Placing a Poison Pill “On the Shelf”

Many public companies face restrictions when adopting a poison pill, including opposition from institutional shareholders, activist shareholders and organizations like RiskMetrics. The program explores the situations in which a poison pill remains an important protection, covers recent trends in poison pill design and discusses how companies can place a poison pill “on the shelf” for adoption when it is needed.

Contract Drafting in Downturns

This presentation discusses the corporate governance obligations of corporate directors and officers, including their fiduciary duties of loyalty and care. It also addresses legal protections for directors and officers, including indemnification exculpation provisions.

Disclosure Controls and Procedures and Internal Control Over Financial Reporting

This program is an introduction to disclosure controls and procedures as well as internal control over financial reporting, the importance of maintaining these controls and who should be involved in overseeing these efforts.

Don’t Get Burned: Allocating Risk in Commercial Contracts

This session provides an overview of common risk allocation provisions in commercial agreements and strategies for mitigating and managing risks for both buyer and seller.

Due Diligence and Specific Deal Issues

This presentation addresses best practices in the due diligence process, then focuses on an audience-tailored set of specific diligence areas including finance, operations, real estate, environmental, labor and employment, employee benefits and intellectual property. We end with a discussion of successor liability risks in asset acquisitions and ways in which risk can be mitigated.

The “Fiduciary Duty Club” in Proxy Contests

This course explores one of the most potent but least talked about weapons that can be deployed in a proxy contest: the incumbent board’s fiduciary

duties. The presentation walks through a recent proxy contest and discusses how pressure can be placed on an incumbent board to affect the ultimate outcome of the contest.

Franchise and Distributor Operations

This presentation provides a brief overview of federal and state disclosure and registration requirements for selling franchises, structuring distributor operations so they are not regulated as franchises, and state laws limiting franchise and distributor terminations and relationships.

Fundamentals of Mergers and Acquisitions

This program covers the following areas of M&A transactions: preparation, structuring the deal, preliminary deal documents, the merger/purchase agreement, due diligence and specific deal issues, risk allocation and mitigation strategies, and making the deal work.

Law and Company Policies

This presentation looks at issues dealing with whistleblowers, insider trading and antitrust policies and the fundamental compliance rules.

M&A Risk Allocation and Mitigation Strategies

This seminar addresses allocation of risk in M&A transactions from a strategic perspective. It focuses on options and best practices for buyers and sellers to allocate

risk, including the interplay between due diligence, representations and warranties, covenants, indemnification and ensuring security for post-closing claims.

Preparing for a Sale or an Acquisition

This presentation covers M&A preparations from either the buyer's or seller's side (or both), with a particular focus on managing the process in both auctions and negotiated transactions and understanding the roles, motivations and perspectives of buyers, sellers and their advisers.

Preparing Your Next Annual Meeting Proxy Statement

This program provides an update on the latest developments in the SEC's proxy rules and related issues and advises on planning compliance with the constantly increasing disclosure requirements in such areas as board governance and executive compensation.

Public Company Disclosure Obligations

The SEC imposes obligations to make required disclosures in periodic reports, and the NASDAQ stock market requires its listed companies to promptly disclose material company information to the public. This course presents an overview of these obligations, the policies and the material information that must be disclosed.

The Purchase Agreement

This program examines the structure and provisions of purchase and merger agreements, including transfer and conveyance provisions, representations and warranties, covenants, conditions and remedies, and features a discussion of market provisions in larger transactions.

Pursuing Distressed Investing Opportunities

This course covers perspectives on the distressed investment market, identifying investment opportunities, raising capital, debt financing, pricing and valuation issues, taxation and audit issues, GP and LP perspectives, and legislative and regulatory developments.

Securities Offerings in Today's Markets

This program provides insights into the offering structures public companies are now using to access the capital markets in the wake of the recession and offers ideas for preparing for today's fast-paced offering process.

Structuring an M&A Transaction

This seminar explores the advantages and disadvantages of various M&A structures and their tax consequences. It also features an optional in-depth discussion of purchase price adjustments and earnouts.

Tax Exemption

This presentation provides a broad overview of current issues facing the tax-exempt community, the various types of 501(c)(3) entities and how to form a 501(c)(3) entity.

Tax Issues in Acquisitions

This program focuses on tax and executive compensation issues in typical acquisition agreements, including § 338(h)(10) elections, representations and warranties, tax provisions, S corporation matters, §280G matters, purchase price allocation, ongoing tax liability and post-closing issues.

A Thousand Decisions in 56 Days: Winning the Proxy Contest

This presentation walks through a recent proxy contest for control of a public company and addresses many of the issues a public company might face if it becomes subject to a proxy contest or pressure from an activist hedge fund.

Use of Equity-Based Compensation in LLCs – Federal Income Tax Considerations

This program focuses on the federal income tax issues associated with various equity-based compensation structures for entities treated as partnerships for tax purposes.

Valuation and Tax Aspects of M&A

This interactive presentation introduces basic valuation methods and tax considerations in mergers and acquisitions. We then conduct a valuation and tax analysis in a seminar format using a set of financial statements and projections for a hypothetical manufacturer.

■ **E-Discovery**

Effective Document Management, Including Record Creation Best Practices and Record Retention for Good Business and Litigation Readiness

This program examines best practices for managing a company's documents throughout the document life cycle, from document creation do's and don'ts to organizing, managing and retaining documents, including document retention and electronic document quandaries. We also discuss strategies for documenting based on your company's industry, with an emphasis on the most important document practices to maximize and preserve your assets, such as intellectual property.

■ **Early Stage & Emerging Companies**

Choice of Entity

We address issues of primary relevance to entrepreneurs when it comes to selecting a form of business entity, paying particular attention to limited

liability companies and Delaware "C" corporations.

Employment Considerations for Startups and Emerging Companies

The course examines ways to find the best workforce mix (interns, contractors, temporary employees and direct hires), essential policies a startup company should have in place and how to prepare for growth.

The State of Early-Stage and Venture Capital Investing

This program presents a lesson for both entrepreneurs and investors, exploring IPO market inefficiencies and M&A and investment valuations, as well as how attention to financial fundamentals (including profitability), operational excellence, resourcefulness and a sharp focus on the end game can lead to profitability.

Understanding Seed Capital Funding

This presentation provides an overview of seed capital financing and examines the material business, economic and legal issues for private equity funds and early-stage operating companies.

Venture Capital Considerations and Challenges Facing Entrepreneurs and Startup Companies

This course addresses standard terms in a typical Series A venture capital financing, including the basics of corporate finance with a layer of preferred

stock and the rights and preferences most often sought by investors. It also covers how entrepreneurs can make a potential investor's terms work with the rights of current investors and reviews a typical Series A term sheet.

■ **Employee Benefits & Executive Compensation**

401(k) Claims: Fees and Employer Stock

This presentation is designed to provide benefits committee members and other benefits professionals with a summary of recent 401(k) fee litigation and stock drop cases.

The Affordable Care Act

This course, tailored for HR professionals, addresses several employment-related issues they may face as they prepare to comply with the Affordable Care Act's pay or play mandate. Specifically, we review legal issues that may arise when employers use temporary employees, make staffing changes to reduce their number of full-time employees, have union agreements regarding their health plans, and/or decide to offer different benefits to different groups of employees.

Alphabet Soup of Executive Compensation

This program is specifically designed to get HR, legal and financial personnel up to speed on important executive compensation issues.

DOL Fiduciary Rule

This presentation is designed to provide an overview of the Department of Labor's Final Fiduciary Rule and related new and amended prohibited transaction exemptions.

Employee Benefits Update

Designed for HR professionals, employee benefits managers and other professionals whose work involves employee benefits, this program provides a summary of recent changes to the rules and regulations that impact retirement plans, health and welfare plans, and compensation arrangements.

Equity Deferral Programs – Do They Still Make Sense?

This program explores the practical aspects of establishing and administering equity deferral programs. Topics include the pros and cons of deferring equity awards in a post-409A world; the impact that deferral programs have on whether equity awards are exempt from Section 409A; the deferral election timing rules, including exceptions for performance-based compensation and awards subject to vesting schedules; best practices relating to payment of deferred equity

awards (including common pitfalls associated with “specific employees” and the \$1 million deduction limit under Section 162 (m)); and how to design change-in-control protections, including accelerated vesting provisions and accelerated or delayed payment provisions.

Equity Ownership Options for Private Company Employees

This presentation provides an overview of the different forms of equity compensation arrangements that can be offered to employees of private companies, including phantom equity programs, phantom stock/units, stock appreciation rights, change in control bonus plans, capital interests, profits interest, etc.

Executive Compensation Alert and Compliance Guide: What Management Needs to Know to Prepare the Company’s Proxy Statement

This presentation provides an overview and detailed analysis of the SEC’s executive compensation disclosure rules as applicable to publicly traded companies.

Executive Compensation: The Cornerstone of Retirement

This course provides executives with an overview of the various types of employee benefits plans and executive compensation arrangements and identifies retirement planning opportunities for executives.

Health Care Reform

This presentation is designed to keep HR and benefits professionals up to speed with health care reform and to discuss impacts on employer-provided group health plans.

Health Plan Eligibility Audits

This program provides a comprehensive description of how to prepare for and anticipate issues that may arise in the event an employer decides to conduct an audit to verify eligibility of individuals enrolled in its group health plan.

Highlights From Two Hot Topics – Section 409A Compliance and the Proxy Season

Much attention has been focused on ensuring that deferred compensation plans, excess plans and SERPs comply with Section 409A. In this session, we focus on the neglected areas of 409A – equity awards, employment agreements, short-term incentive plans and others. We also address practical issues arising during the current proxy season.

HIPAA: Privacy, Security and Portability Compliance

This program describes the steps employers and their group health plans must take to comply with the Health Insurance and Portability Accountability Act (HIPAA).

HIPAA Security Employee Training

This presentation provides a tool that employers can use to train employees on the requirements under HIPAA.

HR Professionals' Guide to ERISA Fiduciary Duties

This presentation is designed to provide benefits committee members and other benefits professionals with a comprehensive overview of the fiduciary duties imposed under ERISA, along with best practices for complying with those duties.

IRS and DOL Audits of Employee Benefit Plans

This course provides an overview of how to prepare and what to expect when the Internal Revenue Service or Department of Labor notifies an employer of its intent to audit one or more employee benefits plans.

Legal Developments in Retiree Health: EEOC Regulations and Judicial Decisions

This program provides a summary of the status of the law relative to retiree health benefits, specifically a company's ability to change and/or eliminate such benefits.

An Overview of Roles and Responsibilities of ESOP Fiduciaries

This course describes the roles and responsibilities of fiduciaries for companies that sponsor employee stock ownership plans.

Pension Plan De-Risking Strategies and Legal Issues

This presentation examines several types of defined benefit pension plan de-risking strategies, including execution risks and legal issues.

Retirement Plan Fee Disclosure Rules

This course provides members and other benefits professionals with a summary of the new Department of Labor retirement plan fee disclosure rules.

Using an ESOP as a Business Succession Tool

This presentation provides an overview of how an ESOP works and how to assess its viability as a business succession tool.

Welfare Plan Compliance Calendar

This program identifies all annual and/or periodic compliance requirements applicable to employer-provided welfare benefits and identifies the associated deadlines.

Wellness Programs: Peeling Back the Layers of Laws That Apply to Wellness Programs

This course is designed to get HR and benefits professionals up to speed on legal issues associated with wellness programs and the myriad legal issues associated with them.

■ **Environmental**

Air Permits: Nuisance Provisions, Compliance and Enforcement

This course provides an overview of provisions on nuisance within air permits, what constitutes a nuisance, how to comply with the provisions, how to defend against nuisance allegations and similar issues.

Basics of Managing and Collecting Storm Water

Managing and collecting storm water on industrial sites has been a longtime focus of the NPDES permitting program. But the planning for and management of regional storm water runoff, such as that resulting from large impervious surfaces from urban sprawl and big box developments have become the focus of different kinds of permitting, outside the traditional NPDES permits. For example, regional sewer districts have expanded beyond traditional sewage treatment to address storm water and snow melt flows that cause erosion in low-lying areas like flood plains. This course will cover the basics of both individual site and regional storm water runoff control.

Best Practices for Environmental Due Diligence

This course provides an overview of due diligence strategies in connection with the sale, purchase, lease or refinance of an industrial business or real property. We will provide drafting and negotiating tips to assist with the allocation of liabilities in connection with such transactions.

Brownfield Redevelopment in the United States

This program addresses common issues in brownfield redevelopment, including government funding, voluntary action programs, liability risks and environmental insurance. It also covers key provisions in purchase and sale agreements, such as representations and warranties, indemnities and covenants.

The Changing Climate of Global Warming Litigation in the United States

This presentation examines the foundations of climate change litigation claims, who is at risk for such actions, the hurdles plaintiffs face to achieve success, the strategies available to the defense, and how carbon emitters and their stakeholders can proactively manage the risks.

Closure and Sale of Environmentally Distressed Properties

This session addresses the complex issues facing companies selling former manufacturing properties that may have environmental contamination, such as long-term risk reduction versus short-term goals (e.g., maximizing the purchase price) and the costs and benefits of taking proactive steps to address contamination before the property is placed on the market.

Defending an OSHA Fatality Enforcement Action

This course covers OSHA reporting requirements associated with employee fatalities and serious injuries, explains OSHA's role investigating such incidents, and provides an overview of measures employers can take to effectively prepare for, investigate and respond to fatalities and serious injuries.

Developing Effective Corporate EHS Auditing Programs

This program provides an overview of the policies and procedures companies can adopt to create effective internal or external EHS audit programs. Issues covered include the roles and responsibilities of the audit team, how audit findings should be documented and corrected, and steps companies can take to ensure audit findings are handled in a confidential manner.

Effective Management of Vapor Intrusion Risks: Short- and Long-Term Assessment and Mitigation

This session provides the basic principles of vapor intrusion (VI) at and near impacted properties and current trends in state and federal laws, regulations and guidance regarding VI investigation and mitigation. The program also covers other typical circumstances where VI challenges may exist, such as in environmental diligence for property transactions, VI impacts on Superfund/ brownfield sites, and disputes over whether OSHA or EPA standards apply.

Energy From Waste: Opportunities and Challenges

This course identifies the drivers for energy-from-waste projects while highlighting issues associated with project approval and implementation, including environmental permit requirements and approval processes. Do the requirements and processes involved make those projects more theoretical than real? Can a project proponent credibly present an energy-from-waste project to a host community and to a bank or other financiers? What are the timelines, and what are the chances for success?

Engaging and Managing EHS Consultants

This presentation offers practical advice concerning engaging and managing EHS consultants, including selection, management and attorney-client privilege issues. It also focuses on key contracting issues, including limits of liability, indemnities and insurance.

Environmental Citizen Suits: Defense and Settlement Strategies

In this session, we provide an overview of the statutory basis for the most common environmental citizen suits under federal statutes including the Clean Water Act, Clean Air Act, and Resource Conservation and Recovery Act. We will explore common defenses and challenges to citizen Notices of Intent and lawsuits, including improper notice, lack of standing, mootness, permit shields, and voluntary cessation of operations. We also provide settlement strategies related to correcting violations, taking other remedial measures and agreeing to perform Supplemental Environmental Projects.

Environmental Issues Arising from Horizontal Drilling in the Marcellus and Utica Shale Plays

This course examines the basic technology advances that facilitate the deep drilling in shale rocks over a mile deep; discusses the regulatory permitting at the state and

federal levels for drilling and disposal activities; analyzes the impacts from the use of huge quantities of water for fracturing and the resulting challenges for proper disposal; and outlines the litigation challenges to hydraulic fracturing.

Environmental Liability and Risk Issues in Lending Transactions

In this session, we assess environmental liability and risk issues for lenders. We discuss the relevant environmental laws that lenders should consider, how lenders and borrowers should properly conduct due diligence, and defenses to liability that need to be considered by both borrowers and lenders. We also review loan documentation issues that arise in the environmental context.

How Healthy Is Your Environmental Compliance Program?

This program addresses identifying applicable regulatory mandates, compliance strategies, environmental compliance auditing, assessment and minimization of legal risks arising from environmental mandates, and tips concerning waste minimization and sustainable management concepts and protocols.

Introduction to Environmental Litigation

This course explores litigation-related issues including documentation of field investigations (chain of custody, photographs, field notes, best evidence rule, etc.). Additional topics include participating in depositions, writing expert reports and providing testimony at trial.

Land Use Law: Current Environmental Issues in Property Redevelopment

In this session, we address the impact of environmental regulations on land use, review why primary permit requirements are vital to successful development, consider strategies for controlling wetlands use and assess issues regarding the reuse of environmentally impaired property.

Ohio's Oil and Gas Regulatory Scheme

This course provides a basic introduction to the regulatory program administered by the newly reconstituted oil and gas division of the Ohio Department of Natural Resources and explores such topics as basic permitting requirements, mandatory pooling orders and the division's enforcement powers.

Preparing for EHS Regulatory Searches

This session examines the steps a company can take to prepare for EHS regulatory inspections and searches, including identifying team members for inspections, best practices to minimize enforcement risks, and appropriate corporate protocols. We will also discuss a company's rights and obligations during criminal searches under warrants.

Strategies for Effectively Handling Dual-Track Enforcement and Air Permitting

This course addresses the complex and often conflicting objectives when a company faces an enforcement action for air pollution regulatory violations and also must obtain air permits to achieve compliance.

Superfund Survival Guide: SREA

This presentation outlines the eligibility criteria for the CERCLA or "Superfund" exemption, including the definition of "recyclable material," the factors needed to qualify as a "recycling transaction," and the due diligence required to take advantage of the exemption.

Why All the Fuss About Fracking?

This session explores how the discovery of shale gas in eastern Ohio benefits the state's chemical industry because of the presence of natural gas liquids that serve as feedstock for many processes. We examine the new regulatory requirements specific to Ohio's oil and gas laws. We also review the U.S. EPA's efforts under the Toxic Substances Control Act and the Federal Insecticide, Fungicide, and Rodenticide Act to address and regulate the use of chemicals in the hydraulic fracturing process.

■ **ERISA Litigation**

ERISA Litigation: Types of Claims

This program examines the different types of claims that can be brought by plan participants under ERISA.

Fiduciary Duties and ERISA Litigation Update

This presentation provides companies and benefit plan committees with an overview of their fiduciary duties relative to employee benefit plans. It also includes an update on recent ERISA litigation and identifies fiduciary best practices.

■ **Government Contracts**

Members of our Government Contracts practice group provide presentations on a variety of public procurement topics, including:

- Alternative Dispute Resolution: Foreign Arbitration and Mediation and Mediation at the ASBCA
- Application of the Buy American Act
- Application of the Changes and Disputes Clause
- Bid Protests: Pre-Award and Post-Award Protests Before Government Agencies, the Court of Federal Claims and the GAO
- Claims and Disputes
- Cloud Computing Contracts Clauses and Pricing
- Commercial Item Contracting
- Comparison of Contracts, Grants, Co-Operative Agreements, CRADAs, MTAs, GSA, IDIQ and Other Methods of Procurement
- Compliance with NISPOM (Classified Contracting) Required Agreements
- Compliance with the Bayh Dole Act
- Construction Contracts
- Contract Administration – Best Practices
- The Contract Award Process (Bidding)
- Contract Pricing and Cost and Pricing Data

- Contract Terminations: Default, Convenience and Cancellations
- Contract Types (Service, Construction, Multiple-Award, Multiyear, IDIQ, Cost Reimbursement, T&M, Schedule Contracts)
- Contracting in Support of Military Operations
- Contracting with BARDA and DTRA
- Contractors Accompanying U.S. Forces
- Dealing with Foreign Investment in U.S. Government Contractors
- Dealing with Suspension and Debarment
- Defending Clients in Adjudications Concerning Security Clearances
- Domestic Sales Law: Application of the Buy American Act, Berry Amendment, Trade Agreements Act, Customs and Border Control Issues
- Establishing a Culture of Compliance – Best Practices
- Ethics in Government Contracting
- Funding of Government Contracts
- Government Authority to Contract
- Government Contract Litigation Before the ASBCA and CBCA
- Government Contract Litigation Before the U.S. Court of Appeals for the Federal Circuit
- Government Contract Litigation Before the U.S. Court of Federal Claims
- The Government Contractor Defense
- Government Contracts 101: What Every Lawyer Should Know About Government Contracts
- Government Contracts Fiscal Law
- Government Information Practices
- Government Takings
- Internal Investigations of Government Contractors
- Introduction to the Federal Acquisition Regulation (FAR)
- IP Litigation Before the U.S. Court of Federal Claims
- Labor and Employment Issues in Government Contracts
- Mandatory Disclosures
- Military Construction
- NIH Waiver Process for Waiver of Domestic Manufacturing Requirement
- Non-Appropriated Fund Contracting
- Overview of the Government Contracting Process
- Procurement Fraud and Qui Tam Cases
- Protecting IP Developed During Contract Performance
- Protecting Technical Data and Commercial Software

- Role of Public Policy in Government Contract Law: Small Business Contracts, 8(a), SDVOB, WBE
- Service Contract Act

■ **Health Care**

Institutional Purchase of Physician Practices and Compensating Employed Doctors

This presentation examines the business and legal issues that institutions may encounter when acquiring physician specialty practices and directly employing the physicians associated with those practices to provide care to patients. This includes the rationales for directly employing physicians, the mechanics of acquiring a physician practice, physician employment and fair market value compensation.

Physician Practice Compliance Review

This program provides a review of legal compliance issues associated with negotiating the terms of physician practice contracts (employment contracts, vendor contracts, practice sale and purchase contracts, and joint venture contracts) and the pitfalls to avoid in order to protect a practice from anti-referral, anti-kickback, and other federal and state compliance violations.

Practical Steps for Structuring Joint Ventures

This presentation focuses on the business and compliance issues associated with forming, documenting and operating joint ventures, whether between physicians or between physicians and hospitals, including ambulatory surgery centers, imaging centers and other ancillary services.

■ **Immigration**

Detecting Fraudulent I-9 Documents

The law requiring companies to complete an I-9 form to verify an employee's work authorization has been in place since 1986. Most companies know what an I-9 form is and how to complete it. The exercise of completing the form after looking at documents provided by the employee, however, is of limited value if the company does not know how to detect fraudulent documents. This presentation describes how valid documents should look and how to spot red flags that a document is likely fraudulent.

The H-1B Life Cycle from the HR Perspective

This program addresses what you should consider before you hire. We also cover onboarding, converting to H-1B status, changes during employment and green card sponsorship.

Hiring Foreign Nationals: From Recruitment Through the First Day of Employment

This session examines an employer's options when faced with a qualified candidate who needs sponsorship for employment authorization, such as the types of sponsorship that may be available, the process to employ the individual and how to appropriately complete the I-9 – an important step in verifying an employee's work authorization.

I-9 Compliance

This program explores the importance of I-9 compliance in light of increased government enforcement. Topics include I-9 completion and retention, best practices and the need for regular audits. We'll present hypothetical situations and discuss the best course of action.

ICE is Knocking on Doors – Are You Prepared for an I-9 Audit?

The Department of Homeland Security, through its Immigration and Customs Enforcement (ICE) division, is focusing on worksite enforcement, and audits to confirm employees' work authorizations are on the rise. We address what ICE looks for during an audit and how companies can best be prepared and maintain compliance with their obligations to verify employees' work authorizations.

Immigration Sponsorship: What It Means to a Business Unit

This course examines how business units are affected by temporary or permanent immigration sponsorship, along with financial investment, job mobility and likelihood of success when implementing sponsorship programs.

Sponsorship Options for Physicians

This program outlines nonimmigrant and immigrant sponsorship options for physicians. We examine general sponsorship considerations while going into detail on the nuances of physician sponsorship, from temporary sponsorship (H-1B, J-1, etc.) to permanent sponsorship (PERM, Physician National Interest Waiver, etc.).

■ **Intellectual Property**

Anatomy of a Patent License Agreement

This program analyzes a typical patent license agreement from the standpoints of both the licensor and the licensee and proposes alternative language for negotiated provisions to address each party's interests.

The Basics of Intellectual Property Law: How to Obtain, Protect and Enforce Patents, Copyrights and Trademarks

This course covers how to obtain, protect, and enforce a company's patents, copyrights and trademarks.

Brand Name Selection and Protection

This program covers the steps involved in selecting and protecting a brand name, including the role of trademarks (owner and consumer), selecting a valuable trademark, availability searches, domain names, trademark rights, the federal registration process and its advantages, maintaining the federal registration, protecting and enforcing trademark rights and licensing issues.

Building a Patent Portfolio You Can Monetize

When strategically building a patent portfolio, consider your overall goals. This course covers how to effectively build a patent portfolio that you can monetize.

The Business of Intellectual Property

This course focuses heavily on patents, the different types and value of each, along with requirements and formalities. It also is a brief overview of copyrights, trademarks, and trade secrets.

Challenging a Patent Before the Patent Trial and Appeal Board: Know Your Options

This is a top-level look at all the post grant methods of review available to challenge a patent within the United States Patent and Trademark Office, which may be more cost effective than litigation. The criteria and legal standards available under each

method are compared and contrasted.

Effective Use of U.S. Patent Reexamination Practice

This presentation explains cost-effective ways to remove competitor-owned patents.

Generating and Managing a Patent Portfolio

In this program, we provide guidance on generating new ideas and converting those worthwhile ideas into valuable patents. Simply filing patent applications without a well-defined strategy is not the recommended approach.

How to Craft Trade Secret Protection, Nondisclosure and Restrictive Covenant Provisions That Are Enforceable and Effective

Contractual protections can offer one of the most effective ways to protect confidential information, trade secrets, intellectual property and proprietary relationships. We cover how to carefully draft these contractual provisions so they are enforceable.

IP Audits

This program examines the need for and necessary steps in an IP audit. Topics include maximizing your R&D investment, effectively managing IP expenses and leveraging your patent position.

Life Sciences Intellectual Property

- Crucial IP Provisions for Life Sciences Companies

- Global Patents for Life Science Companies
- IP From a Life Science Entrepreneur's Vantage – What You Should Know, What You Don't Need to Bother With
- Non-Patent IP Protection for Life Sciences Companies
- Patent Advanced Techniques for Sophisticated Life Science Companies
- Patent Basics for Life Sciences Companies New to Patenting
- Patent Strategies for Life Sciences Companies
- Protecting Intellectual Property for Life Sciences Companies
- Synchrony Between Patent Protection and Regulatory Drug/ Device Approval

Patent Challenges at the PTAB

The United States Patent and Trademark Office's Patent Trial and Appeal Board provides new and more cost-effective ways to challenge a competitor's patent, which can result in patent invalidity and new market opportunities for the challenger. This session reviews the advantages, strategies and costs of PTAB proceedings. It can be modified to provide guidance for patent owners whose patents have been challenged in the PTAB.

The Patent Prosecution Highway: Just How Fast Is It?

This presentation explains the various patent prosecution highway programs and their requirements. We'll also explore how fast a patent proceeds to grant in foreign countries and the advantages and disadvantages of the programs.

Pre-Litigation Steps to Take in a Patent Infringement Action

This course provides guidance and examples to consider in the preliminary phase of a patent infringement action.

Reviewing the Competition: How to Search for and Evaluate Your Competitors' Patents

This course provides detailed guidance on how to use the latest tools and processes available to search for and evaluate competitors' patents.

U.S. Versus Global Patenting – Similarities and Differences

This course examines the key similarities and differences between U.S. and global patenting, along with what you need to know and how to make sure you are in compliance.

Your Invention Disclosure Program

This presentation explains how to set up an invention disclosure program within your company, provides an invention disclosure template and walks your employees through each section of the disclosure to explain its significance in the patent process and/or the evaluation of

keeping the invention as a trade secret.

■ **International Law**

Best Practices in Corporate Governance

This program traces the reforms of corporate governance mandated by national laws, regulatory authorities, stock exchanges and corporate boards, and identifies best practices adopted by leading companies and advocated by influential commentators.

Foreign Corrupt Practices Act and Other Non-FCPA Suspect Payments

This presentation provides an overview of the FCPA compliance requirements and examines several other suspect payments that fall outside the scope of the FCPA.

Hot Topics in International Business

This presentation covers topics such as the latest developments in doing business in the BRIC countries (Brazil, Russia, India and China); transfer of personal data from the EU into the United States; suspect payments to agents, distributors and other third parties; and “Transfer of Undertaking” compliance issues in the EU.

How to Do Business and Avoid Legal Pitfalls – Setting Up in Europe

This course gives an overview of possible legal issues, suggests solutions and provides

guidance to businesses taking their first steps in Europe.

Issues in the Representation of a Corporation and Its Executives

This course considers the legal, professional ethics and personal dimensions of dealing with a corporation and its executives when both face criminal exposure.

Legal Issues of Doing Business in Brazil

This course presents a detailed overview of the legal aspects of doing business in Brazil, including setting up corporate entities, including joint ventures and wholly foreign-owned entities; complying with labor and employment laws; protecting intellectual property; dealing with business ethical challenges; and other relevant legal issues.

Legal Issues of Doing Business in China

This course presents a detailed overview of the legal aspects of doing business in China, including setting up corporate entities, including joint ventures and wholly foreign-owned entities; complying with labor and employment laws; protecting intellectual property; dealing with business ethical challenges; and other relevant legal issues.

Legal Issues of Doing Business in India

This course presents a detailed overview of the legal aspects of doing business in India,

including setting up corporate entities, such as joint ventures and wholly foreign-owned entities; complying with labor and employment laws; protecting intellectual property; dealing with business ethical challenges; and other relevant legal issues.

Selection of Foreign Distributors and Sales Agents

The presentation explores topics related to the selection of foreign distributors and sales agents, such as determining commercial objectives, due diligence, written agreements, tailoring the agreement to the specific country involved, managing the relationship and ending the relationship.

■ **International Trade**

Anti-Boycott Regulations (Introductory & Intermediate Courses)

Each course offering presents an overview of anti-boycott issues, including corporate due diligence. The introductory session is designed to give the newcomer a basic understanding of U.S. laws regarding anti-boycott regulations, while the intermediate program assists company officials in spotting potential problems by giving a more detailed understanding of U.S. rules, the policy interests they represent and enforcement activities.

Customs (Introductory & Intermediate Courses)

Each course offering presents an overview of customs issues, including corporate due diligence. The introductory program gives the newcomer a basic understanding of U.S. customs laws, while the intermediate session is designed to enable company officials to spot potential problems by giving a more detailed understanding of U.S. rules, the policy interests they represent and enforcement activities.

Export Controls and Economic Sanctions (Introductory & Intermediate Courses)

Each course offering presents an overview of export control and sanctions issues, including corporate due diligence. In the introductory session, we give the newcomer a basic understanding of U.S. laws regarding exports, while the intermediate program provides a more detailed understanding of U.S. rules, the policy interests they represent and enforcement activities, enabling company officials to spot potential problems.

Foreign Corrupt Practices Act and Other Anti-Bribery Laws (Introductory & Intermediate Courses)

Each course offering presents an overview of the Foreign Corrupt Practices Act, along with other anti-bribery laws, including understanding of the

rules and best practices. In the introductory course, we provide the newcomer with a basic understanding of the FCPA and select anti-bribery laws of other countries. The intermediate session enables company officials to spot potential problems by giving a more detailed understanding of applicable rules, compliance measures and best practices, and how to cope with government enforcement actions.

Trade Issues

This presentation focuses on taking advantage of international trade rules and forums to broaden presence in new markets and expand international business opportunities. We cover how to avoid the potential negative consequences of noncompliance, including penalties, investigations, adverse publicity and denial of import and export privileges. The presentation can encompass various topics, including:

- Agricultural Goods
- Exporting/Importing Goods, Services and Technology
- NAFTA
- Opening Foreign Markets
- Protecting Home Markets From Unfair Competition
- Protecting Intellectual Property Abroad
- Protecting Supply Chains
- Trade in Services

- The U.S.-China Trade Relationship
- The WTO

Trade Policy (Introductory & Intermediate Courses)

Each course offering presents an overview of trade policy issues. The introductory session educates newcomers on U.S. trade policies, while the intermediate course provides the tools company officials need to identify potential issues and opportunities presented by U.S. trade policies.

Trade Remedies (Introductory & Intermediate Courses)

Each course offering presents an overview of trade remedies. The introductory program covers the basics of anti-dumping, countervailing duty and safeguard laws in the United States. The intermediate course is designed to help company officials understand how trade remedy proceedings arise and the impact they have on the market.

Investment Management

Compliance Focus

This presentation covers such topics as investment due diligence (private placements, sub-advisers and mutual funds), SEC and state examination issues, SEC enforcement focus and adequacy of compliance resources.

Current Legislative and Regulatory Developments Affecting Investment

Advisers, Private Equity Funds and Hedge Funds

This presentation discusses recent legislative and regulatory developments affecting registered and unregistered investment advisers, including private equity fund and hedge fund advisers.

Forming a Private Equity Fund or Hedge Fund

This course explores the legal requirements associated with forming a private equity fund or hedge fund. In particular, we focus on the limits on general solicitations of investors and fund disclosure requirements.

Forming an ETF

In this program, we address the legal requirements associated with forming an exchange-traded fund (ETF). We review the requisite exemptive relief from both the SEC's Division of Investment Management and Division of Trading and Markets, unified and standard fees and economics, index versus actively managed ETFs, investment restrictions and exchange listing requirements. We can also provide an overview of the key differences between an ETF and a mutual fund.

Hedge Fund Seminar

This seminar includes presentations on topical issues, trends and hot topics in the hedge fund industry, such as "Hedge Fund Marketing in the Internet Age," "What's So Bad About Registration?" and

"Compliance Considerations in Marketing."

Investment Adviser Seminar

This seminar offers presentations on current issues, trends and hot topics for investment advisers, such as "Changing the Rules of the Game – Advisers Act Regulatory Development," "Financial Regulatory Reform – How Will Advisers Fare?" and "Compliance Focus."

Pursuing Distressed Investing Opportunities

This course covers perspectives on the distressed investment market, identifying investment opportunities, raising capital, debt financing, pricing and valuation issues, taxation and audit issues, GP and LP perspectives and legislative and regulatory developments.

■ **Labor & Employment**

ADA Accommodations: When "Reasonable" Becomes Unreasonable

This presentation provides a manager's guide to understanding the meaning of a "reasonable accommodation" through a practical, case-study approach.

Background Investigations of Employees

This program looks at the legal issues raised when employers use consumer reports, criminal records and driving records in conducting background investigations of employees.

Big-Dollar/Reputational Liability – Bathroom Bills and the Boss

This course examines the issues that arise when employers establish practices involving LGBT employees and customers.

Building Your Workers' Compensation Case With Thorough Investigation

This session addresses interviewing all involved parties and witnesses, reviewing personnel records and medical records, medical versus legal standards of causation and establishing liability factors.

Collective Bargaining Training for Supervisors

This program explores the company's approach to unions, reviews labor-management relations law and the collective bargaining process, addresses the do's and don'ts of bargaining, and answers commonly asked questions.

Crafting Non-Competes to Manage Crafty Ex-Employees

This course provides employers with practical advice on developing effective and enforceable non-compete agreements. We explore evaluating the appropriate scope of the agreements, adding provisions to enhance bargaining positions and avoiding sloppy drafting that puts non-competes in peril.

Demystifying Statistics in Employment

This presentation is an overview of the types of statistical tests used in employment situations, including mean comparison, two-standard deviation and multi-regression analysis. It shows ways statistical analysis can be utilized to find negative trends in hiring, terminations and promotions, the importance of conducting adverse impact analysis when a company is considering a reduction in force, and how to interpret results and implement changes to affect outcomes. It also covers the importance of statistical tests to analyze a company's compensation practices.

Discipline Documentation and Discharge of Problem Employees

This program provides employers with guidance on managing problem employees in compliance with legal requirements with the goal of minimizing risk. We cover disciplinary options and the importance of thorough and appropriate documentation and the termination process – from making the decision to conducting the termination interview. The goal of this session is to provide employers with tools to lessen the time and worry spent on difficult employees.

“Don’t Leave Me This Way”: A Practical Guide to Leave Issues Under the FMLA, ADA and Workers’ Compensation Laws

This presentation reviews the fundamentals of compliance under the FMLA, ADA and workers’ compensation laws. We explore issues related to medical leave, maternity and paternity leave, attendance policies and workplace injuries. The session focuses on the nuances of the various statutes and provides practical tips for compliance when employees ask for a leave of absence.

Effective Workplace Investigations

This program provides a practical, interactive discussion of how to conduct a workplace investigation, taking participants step by step through deciding whether to conduct an investigation, designing and implementing an investigative process, and conducting the actual investigation. We also discuss how to properly document investigations and how to avoid legal pitfalls associated with them.

Getting Inside Your Employees’ Heads: How and When to Use Personality Assessments in the Hiring Process

Many employers use personality and psychological testing to identify job applicants who are the best fit for their organizations, and to analyze existing employees’ strengths

and weaknesses. Some employers find the results from these tests can be more important than an applicant’s education, experience and recommendations. But using the wrong test – or even the right test at the wrong time – can run afoul of anti-discrimination statutes. Learn when and how to utilize these assessments without creating liability.

Getting Up to Speed With the Workers’ Compensation Case in Progress

This presentation addresses the preparation and handling of existing claims by outlining areas to pursue, such as missing information (what, if anything, is missing, whether or not it can be obtained and how this will impact the employer’s current position) and cost containment techniques.

A Guide to Layoffs, Plant Closings and Reorganizations

This session covers issues that employers typically face when instituting layoffs, closing facilities or implementing reorganizations. Topics include ensuring that layoffs are supported by legitimate business reasons, that mass layoffs and plant closings are compliant with the WARN Act and, in the event of a reorganization, that non-compete agreements remain enforceable for employees continuing on with the new employer.

Guns at Work: Ohio Senate Bill 199 and What It Means for Your Workplace Weapons Policies

This program provides an outline of current state laws allowing employees to transport firearms in their personal vehicles onto private company property, with a particular focus on Ohio's Senate Bill 199, which took effect on March 21, 2017. The presentation describes the protections and prohibitions put in place by these state laws, discusses several recent court cases applying state law, and presents hypotheticals regarding the legality of employer weapons policies under state law. The session concludes with several recommended steps for employers to review and, if necessary, revise their existing workplace weapons policies to comply with state law.

Interns, Volunteers and Other Non-Employees: Best Practices for Nonprofits

This course will cover best practices when working with "non" employees, especially within nonprofit organizations, including interns, volunteers and independent contractors. It will also cover legal issues that should be considered.

Joint Employer Liability

This presentation addresses situations in which more than one company is found to be the employer of the same workers, for example, temporary

agencies and their customers and franchises.

Love in the Workplace: Harassment and Fraternalization

This program addresses recent developments and trends in sexual harassment law and provides guidance on implementing enforceable non-fraternalization policies.

Workplace relationships expose employers to risks of sexual harassment and wrongful discharge claims and can impact the morale of employees. We address minimizing these risks through well-drafted policies, consistent implementation, and appropriate training of both employees and management personnel.

A Manager's Guide to Harassment: It's More Than Sexual Harassment

This presentation provides managers with a guide to understanding the scope of discrimination and harassment laws through a practical case-study approach. We take an in-depth look at several types of non-sexual harassment. The program is designed for supervisory employees (i.e., exempt personnel who can be individually liable for suit).

Managing Employees Who Work from Home

In this session, we examine issues raised by employees who work remotely – the pros and cons, ADA and accommodations, discrimination and wage issues, workers'

compensation, cybersecurity and withholding issues.

Managing Employees' Expectations: Effective Evaluation and Discipline Documents

This program focuses on improving the documents that form the cornerstone of the employment relationship – performance reviews and discipline documents.

The Misclassification Mistake: Making Sure Worker Classifications Meet the Feds' Scrutiny

This presentation covers what to expect if work classification investigators come knocking and how to prepare for their visit. Learn what you should be looking for when assessing your company's current classification practices and the ripple effects that misclassification can have beyond the payroll tax issues. We'll also suggest alternative solutions for your workforce needs.

The NLRB and How It's Regulating Your Workplace

In this session, we address NLRB regulations governing "quickie" elections, social media and handbook policies.

NLRB Rulings and Activity: Social Media

This program examines employment litigation in the discipline and discharge of employees who use social media to criticize their employer, their employer's products, their managers or their co-workers.

We will present real-life examples and legal outcomes.

NLRB Update for Unionized and Nonunionized Workplaces

This presentation starts with the basics and history of the NLRB and ventures into specifics, including posting requirements, micro-unions, class action waivers and social media.

Online Social Networking: Risks, Benefits and Practical Considerations

Your employees are using Facebook, LinkedIn and Twitter, probably at work and certainly on their own time. Employees and others are talking about your company on blogs. This program explores the risks, rights and responsibilities of social networking, focusing on the legal ramifications of online social networking tools and their implications for employers. We also provide guidelines for developing appropriate company policies.

OSHA 101

This presentation provides an overview of the OSHA Act, supervisors' responsibilities, general duty clause, inspections, record keeping and recordability criteria. We also briefly discuss employer intentional torts.

Preparing for the Initial Allowance of a Workers' Compensation Claim

This session outlines a systematic approach to preparing and handling claims

by touching upon evaluating and investigating claims, obtaining defense medical examinations and reviewing records that can lead to a decision as to whether or not to certify a claim. We also cover administrative hearings and subsequent approaches to a claim related to its allowance or disallowance, including settlement options.

The Price of Doing Business: Affirmative Action Obligations and Other Compliance Considerations for Government Contractors

This program provides a comprehensive and practical discussion of the ever-expanding list of affirmative action and other equal employment opportunity obligations faced by employers who do business with the federal government. Since many employers may be unaware of their potential obligations, we also discuss the different ways an employer can be deemed a “government contractor” for affirmative action purposes, including the government’s far-reaching definition of a covered “subcontractor.”

Seven Deadly Wage and Hour Mistakes

This presentation addresses seven of the most common violations of the Fair Labor Standards Act, including misclassification of employees as exempt under the act, the distinction between employees and independent contractors, and the effect of bonuses on the

calculation of overtime for non-exempt employees. This interactive program includes discussion of hypothetical cases.

Sexual Orientation/Gender Identity: Benefits, Leave Laws and Discrimination

This course provides an overview of the current legal landscape with regard to sexual orientation and gender identity issues, including the legal recognition of same-sex relationships, recent developments and applicable laws, qualified retirement plans, health and welfare plan benefits, progressive trends and best practices.

Whistleblower Claims

This program provides an overview of whistleblower protection laws, state statutes, recovery and compliance, as well as public policy whistleblower claims. We also offer practical advice for avoiding and resolving whistleblower claims.

Will You Be the Next Wage and Hour Class Action?

This session explores the basis for the wage and hour litigation explosion, which now surpasses discrimination claims in number and value. We focus on identifying areas of vulnerability, including misclassification of employees, inadvertent failure to count all time worked and the effect of bonuses on the calculation of hourly rates.

■ **Legal Ethics & Professional Responsibility**

These courses can assist your lawyers in satisfying ethics and professionalism CLE requirements in most jurisdictions.

ABCs of the Rules of Professional Conduct

In this course, we discuss the rules of professional conduct in your jurisdiction that are most important for in-house lawyers to understand, including conflicts of interest, confidentiality in the RFP setting, ex parte communications in litigation, responsibilities of supervisory lawyers, restrictions on the right to practice as part of settlement agreements and more.

Attorney-Client Privilege Issues for Corporate Counsel

What corporate communications are shielded by the attorney-client privilege? Who does the privilege protect? How can the corporation effectively protect confidential communications between the law department and corporate management? How do international and global operations affect the privilege? This seminar will provide answers and help you develop a checklist for preserving the privilege in appropriate situations.

Effective and Defensible Litigation Holds

Meeting the corporation's duty to preserve electronically stored information starts with an appropriate and effective litigation hold. This program focuses on the do's and don'ts as shaped by the ever-developing case law on this vital subject.

Inside Counsel in the Age of Global Legal Practice

Avoiding the possible consequences of licensing missteps should be a priority for all members of the corporate legal department. In this seminar we examine admission and licensing issues for inside counsel, as well as appropriate approaches to multijurisdictional practice under attorney ethics rules.

The Organization as Client in the Post-SOX World

Do you know what the "reporting up" requirements are under your jurisdiction's ethics rules? Under the Sarbanes-Oxley Act? This mini-course explores the issues and latest developments for corporate counsel.

■ **Life Sciences**

Biologic, Drug and Device Researchers and Manufacturers

Our Life Sciences group offers the following courses for biologic, drug and device researchers and manufacturers. All can be adapted to fit an organization's particular

business needs. They also can be adjusted into a form appropriate for a wide-ranging audience including boards of directors, researchers and sales representatives.

- Avoiding the Risks of Off-Label Promotion
- CME in the Line of Fire: How to Support Activities Without Running Afoul of the Law
- Current Good Manufacturing Practices 101
- Drug Regulation 101
- Due Diligence Strategies for the Drug/Medical Device Industry
- Emerging Issues in Product Promotion
- Emerging Political Issues and Trends
- Establishing and Maintaining an Effective Compliance Program
- FDA-Regulated Product Promotion: Legal 101
- FDA-Regulated Product Recall Avoidance and Response Strategies
- Good Reprint Practices
- Hot Topics in Fraud and Abuse Enforcement and Tips to Avoid Liability
- How Combination Products are Regulated
- Industry Use of Third-Party Messengers: Avoiding the Legal Pitfalls
- Manufacturing Outsourcing: Selection and Negotiation Strategies
- Medical Device Regulation 101

- Practical Strategies for Working With the FDA
- Pre-Approval/Pre-Clearance Product Communication Strategies
- Preparing for and Responding to Agency Audits and Site Inspections
- Product Liability Considerations in Labeling
- Risk Minimization Strategies for Medical Liaisons and Medical Communications
- Strategies for Avoiding and Responding to Product Customs Detention

The Business of Life Sciences

Our Life Sciences group offers courses on the following business topics. All can be adapted to fit an organization's particular needs. They also can be adjusted into a form appropriate for a wide-ranging audience including boards of directors, researchers and sales representatives.

- Alternative Financing Strategies for Public Life Sciences Companies
- The Biotech Entrepreneur
- Buying and Selling a Life Sciences Business
- Legal Issues Affecting the Global Life Sciences Company
- Life Sciences Company Primer for Going Public
- Life Sciences Entrepreneurship and Roles of Founders and Venture Capital in Startups

- Strategic Alliances and Joint Ventures for Life Sciences Companies
- Turning Science into Business

Clinical Trials

Our Life Sciences group offers courses on the following topics related to clinical trials. All can be adapted to fit an organization's particular business needs. They also can be adjusted into a form appropriate for a wide-ranging audience including boards of directors, researchers and sales representatives.

- Adverse Events and Safety Monitoring
- Avoiding Fraud in Clinical Trials
- Billing and Payment Matters
- Clinical Study-Related Documents
- Clinical Trial Reporting and Databases
- Computerized Clinical Trials
- Conflict of Interest
- FDA Audits of Clinical Trial Sites
- Informed Consent
- Intellectual Property Protection
- International Clinical Trials
- Investigator-Initiated Trials
- Negotiating the Clinical Trial Agreement
- An Overview of the Product Research and Development Cycle
- Protection of Personal Health Information and Privacy

- Regulations Governing Clinical Trials
- Roles and Responsibilities of the Investigator
- Roles and Responsibilities of the IRB
- Subject Recruitment

Human Food Manufacturers, Suppliers and Packagers

Our Life Sciences group offers the following courses for human food manufacturers, suppliers and packagers. All can be adapted to fit an organization's particular business needs. They also can be adjusted into a form appropriate for a wide-ranging audience including boards of directors, researchers and sales representatives.

- Current Good Manufacturing Practices 101
- Dietary Supplements 101
- Due Diligence Strategies for the Food Industry
- Emerging Political Issues and Trends
- Food Contact Substances: Overview of the Regulatory Framework
- Food Labeling 101
- Food Recall Avoidance and Response Strategies
- Food Regulation 101
- Food Regulation in the Hot Seat: Emerging Trends and Developments
- HACCP 101
- Medical Foods 101
- Organic Food 101
- Practical Strategies for Working With the FDA and USDA

- Preparing for and Responding to Audits and Site Inspections
- Strategies for Avoiding and Responding to Border Detentions
- Supplier and Manufacturer Guarantees: Implications and Compliance Strategies

Intellectual Property

Our Life Sciences group offers courses on the following topics related to intellectual property. All can be adapted to fit an organization's particular business needs. They also can be adjusted into a form appropriate for a wide-ranging audience including boards of directors, researchers and sales representatives.

- Crucial IP Provisions for Life Sciences Companies
- Global Patents for Life Science Companies
- IP from a Life Science Entrepreneur's Vantage – What You Should Know, What You Don't Need to Bother With
- Non-Patent IP Protection for Life Sciences Companies
- Patent Advanced Techniques for Sophisticated Life Science Companies
- Patent Basics for Life Sciences Companies New to Patenting
- Patent Strategies for Life Sciences Companies

- Protecting Your Intellectual Property for Life Sciences Companies
- Synchrony Between Patent Protection and Regulatory Drug/ Device Approval

■ **Personal & Succession Planning**

Current Issues in Business Succession Planning

This program examines current issues in business succession planning, including reasons to engage in succession planning, business and family considerations, and avoiding family and business conflicts following the matriarch's/patriarch's death(s).

Estate Planning

This session provides a broad overview of estate planning topics, including wills, revocable trusts, durable general powers of attorney and advance health care directives. It also explores basic gift, estate and GST tax planning and planning for the avoidance of probate.

Forming and Operating a Private Foundation

This presentation explains the steps involved in forming a private foundation and summarizes the restrictions applicable to such entities.

Gifts of Fine and Decorative Art, Antiques, Collectibles and Other Tangible Personal Property

This session examines estate planning involving the disposition of tangible personal property, including outright gifts, gifts via trusts and bequests at death via wills.

Touring the Universe of Charitable Split-Interest Gifts: Charitable Remainder Trusts, Charitable Lead Trusts and Charitable Gift Annuities

This presentation identifies the key charitable split-interest gift planning techniques, discusses their relative advantages and disadvantages and explains their respective estate, gift, GST and income tax ramifications. The techniques discussed include charitable remainder annuity trusts, charitable remainder unitrusts, charitable lead annuity trusts, charitable lead unitrusts and charitable gift annuities.

■ **Privacy & Cybersecurity**

Cybersecurity

Are you doing enough to protect your company's private, electronically stored data? In our data-intensive world, businesses gather, use, store and transfer greater and greater volumes of sensitive personal and business information. That information, in many ways, is a lifeblood of competitive success. At the same time, insecure management of that information

presents legal, regulatory, competitive and reputation risks that no business can safely ignore. This program addresses the practical risk management implications of data breaches and cyberattacks.

Data Security and Privacy: New Regulatory Realities

This course covers regulatory risk factors as well as today's regulatory landscape in data security, and touches on how to manage and monitor policies and procedures.

Data Security and Privacy Compliance: Deciphering the Alphabet Soup

PII, SSL, GLBA, EU Privacy Directive, FCRA, FACTA, HIPAA – common terms in the world of data security and privacy. Achieving compliance is necessary to avoid substantial fines and negative publicity from data security breaches. This session focuses on six practical steps to enhance compliance with the variety of local, state, federal, international and self-imposed privacy regulatory regimes. A review of the highest risk areas provides a framework for prioritizing and addressing risks within an organization's environment.

Identifying and Managing Cybersecurity Risks

Are you doing enough to protect your company's information and the personal information of your employees, customers and business partners? We will discuss strategies for managing your privacy and data security

risks, and for maximizing your competitively successful use of information while complying with privacy and information security laws.

■ **Private Equity & Venture Capital**

Commercializing Environmental Technologies – Financing the Process

This program explores the legal and business matters to consider in connection with efforts to commercialize environmental technology as well as issues associated with various types of financing alternatives.

Identifying and Minimizing Risk for Private Equity Funds and Fund Managers

This session examines areas where private equity funds and fund managers are exposed to risk and suggests measures to mitigate such risks. Because a broad scope of issues is covered, the program is informative for all types of investment, real estate, business, compliance and risk management professionals.

The State of Early-Stage and Venture Capital Investing

This program presents a lesson for both entrepreneurs and investors, including IPO market inefficiencies and M&A and investment valuations, as well as how attention to financial fundamentals (including profitability), operational excellence, resourcefulness and

a sharp focus on the end game can lead to profitability.

Understanding Venture Capital Funding

This presentation provides an overview of venture capital financing and discusses the material business, economic and legal issues for private equity funds and early-stage operating companies.

■ **Product Liability**

Anti-Chemical Initiatives (Chemical Bans, Chemical Deselection Mandates and the Future)

This program examines The Consumer Product Safety Improvement Act and the dangers of lead, phthalates and bisphenol A in products we use daily, as well as current and potential liabilities surrounding these additives.

Avoiding Consumer Class Actions

Manufacturers and retailers are being forced to defend putative consumer class actions based on claims of economic harm arising from alleged false advertising, deceptive trade practices or other consumer protection violations. We examine the trends in consumer class action litigation with a focus on the client's industry and the sources used by the plaintiffs' bar to identify consumer class action targets, including government regulators, advertising, websites and companies' own SEC filings. We also offer best

practices to avoid becoming a target.

Best Practices for Efficient Case Management in Complex and Major Tort Litigation

This seminar explores best practices for cost-efficient management of complex matters, including data preservation, collection and production; managing data review and effective use of electronic tools for case preparation; and the cost-saving benefits of joint defense groups, coordinating counsel and extranets.

Best Practices in the Retention, Care and Feeding of Expert Consultants and Expert Witnesses

This seminar presents best practices in retaining and working with experts in mass tort, multijurisdictional litigation and non-litigation settings. We also address the concerns of companies that need to stay on top of developments in science, medicine and technology; how these developments affect the risk and expense of doing business; and how the right experts, when properly managed, can add value to the business.

Best Practices to Eliminate Contractor Liability

This course discusses how companies can limit their legal exposure for personal injury and other claims brought by outside contractors. Topics include plant safety training programs for

outside contractors, and how companies can protect themselves contractually and with insurance coverage when working with contractors.

Best Practices to Level the Field in Industry-Wide Conspiracy Claims

As plaintiffs continue to cast wider nets for defendants in product liability actions via industry-wide conspiracy claims, this seminar focuses on the importance of neutralizing and dismissing such claims before juries get a chance to hear them, as well as various methods for achieving those goals.

Chemical Regulation and Its Impact on Product Liability Law

This presentation explores the European Union's Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH) regulation, the chemical substance regulation in China and Canada, the movement toward new chemical regulatory schemes in the United States and Canada, and the impact these regulations will have on litigation in the United States.

Common Insurance Coverage Mistakes and How to Avoid Them

Manufacturers are often surprised to find out that their insurance policies do not provide adequate protection from product liability and other claims. This presentation discusses product liability and

other risks and common mistakes that companies make and should prevent when procuring insurance coverage.

Common Pitfalls With Warnings, Instruction Manuals, Service and Repair Records, Warranties, Disclaimers, Web Sites and Marketing Materials

Drawing on real-life examples, this program examines common pitfalls with warnings, instruction manuals, service and repair records, warranties, disclaimers, web sites and marketing materials and offers concrete examples of language that manufacturers should use to protect themselves from liability.

Crisis Management: How to React When the Worst Happens

This seminar examines crisis situations that impact the chemical industry and offers practical solutions to help keep you in compliance and out of court.

Crisis Response and Media Relations in the High-Profile Case

This presentation discusses dealing with a catastrophic accident or highly publicized claim involving a product. We cover how manufacturers should prepare to defend a claim and manage the media, as well as effective crisis response procedures to avoid adverse publicity and corporate crisis.

Current Product Liability Issues Affecting Your Product and Specific Industry

This presentation offers an overview of current product liability issues affecting specific manufacturers and covers changes in the law with standards and regulations that affect specific products and industries.

Defending and Winning Class Actions

This course provides a thorough introduction to key issues and winning strategies for defense of class actions. We will cover principles and illustrations applicable to all types of class actions, including consumer and false advertising, securities, medical monitoring and antitrust class actions.

Defending and Winning Consumer and False Advertising Class Actions

This course focuses on defending class actions alleging consumer fraud, deceptive and unfair practices and other alleged violations of consumer rights.

Defending Off-Label Promotion and Unapproved Drug and Medical Device Claims in Litigation

Litigation of alleged off-label promotion of drugs and medical devices has become widespread and expensive. The Food and Drug Administration and the Department of Justice have aggressively investigated and brought enforcement

actions for alleged violations, and economic loss class actions and mass tort litigation almost always follow, sometimes resulting in settlements in the billions of dollars. A less visible, related type of litigation involves claims arising from alleged marketing of “new drugs” and medical devices lacking any FDA approval. This course provides an intensive introduction to the key issues in defending against these cases, including the complex preemption doctrines they raise, the relationship between allegedly unlawful promotion and fraud, and how FDA approval issues can be minimized in product liability litigation.

Designing and Manufacturing a Safe Product – Product and Paperwork Audits

This session offers practical solutions for manufacturers to audit the design and manufacture of products, including checklists to evaluate the risks, utility and safety of products and to document that products are properly manufactured, pass internal inspections and comply with applicable specifications and standards.

Despite Your Best Efforts, Bad Things Can Still Happen: Difficult FCPA Issues

Long-awaited guidance on how prosecutors and regulators should interpret and enforce the Foreign Corrupt Practices Act (FCPA) was recently released. Increased focus on FCPA

enforcement has led to a considerable uptick in prosecutions, and even more significant enhancements in internal compliance programs and guidelines for U.S. entities doing business overseas. Nevertheless, despite the best efforts of corporate boards, corporate counsel and overseas managers, the maxim “what can go wrong, will go wrong” often still applies. This presentation covers what to do and what to worry about, including preserving documents, gathering information and obtaining evidence; the do’s and don’ts of internal investigations; the costs and benefits of self-disclosure to the government; problems in representing employees; and collateral consequences, including foreign prosecutions for the same conduct.

Developments in Class Actions

This course presents an overview of recent developments in the law governing class actions including the interrelationship between class actions and the right to arbitration, the ability of plaintiffs to pursue “economic damages-only” class actions, the ability to avoid repeat litigation of class actions, the importance of forum choice, the interplay between product recalls and a plaintiff’s ability to pursue a class action, and the implications of recent rulings including the Supreme Court’s decision in *Wal-Mart v. Dukes*.

Economics Boot Camp for Defending Economic Loss Class Actions

Market-based economics has played a key role in securities and antitrust class actions for many years, and in recent years the plaintiffs' bar has attempted to transplant "fraud on the market" concepts into other kinds of litigation, resulting in the burgeoning wave of consumer class actions. This course examines concepts of economics key to understanding how to defend against these claims. We explore the market damage, reliance and causation theories proposed by plaintiffs and their experts, and how to attack and defeat them.

Employee Education Programs – Proactive Steps Your Employees Should Follow to Reduce Your Product Liability Exposure

This presentation is directed to sales, service and claims personnel and provides practical guidelines to avoid exposing a company to liability when employees do not prepare paperwork correctly or do not follow company procedures when they sell and service products or respond to claims.

The Ethical Considerations of Using Social Media in Litigation

While social media can be a powerful tool in product liability litigation, it must be utilized carefully and within the bounds of attorney ethics rules and considerations.

Going Green Safely

This program covers how to go green safely, while reaping the benefits and avoiding the legal risks of greening your products and services.

How to Best Position Your Case and Products in the Event You Are Sued

This course covers tried and true risk management programs, product design and manufacturing considerations, accident and claims handling and discovery, and trial strategies that assist manufacturers in effectively defending product liability claims.

How to Conduct a Proper and Systematic Accident Investigation

This presentation discusses how to conduct a proper and systematic accident investigation in the workplace or when a product causes injury or property damage. The program focuses on proper methods for gathering facts, interviewing witnesses, preparing accident reports and taking corrective action in order to minimize potential legal liability.

How to Conduct Effective Recalls and Post-Sale Product Safety Campaigns

This presentation discusses how companies should prepare themselves in the event they need to conduct a product recall or post-sale safety campaign. We focus on best practices to follow for evaluating and

reporting potential defects to governmental agencies. The program also offers practical solutions for conducting effective recalls and post-sale warnings, product retrofit and other safety campaigns.

How to Prepare for and Give a Deposition in a Product Liability Case

This presentation is designed for anyone who may be required to testify in deposition. The program focuses on how to prepare, what to expect and how to testify effectively at deposition.

How to Reduce Your Product Liability Exposure

This presentation will examine a manufacturer's product line from top to bottom and offer practical solutions for the manufacturer to follow to protect itself from product liability exposure.

Is the Grass Really Greener? Managing the Risks of Greening Products

This presentation explores ways to manage the risks and maximize the benefits of "greening" products. We cover what it means to be "environmentally friendly" or "green" and how to manage the risks associated with greening products from the outset in order to prevent significant future liability.

It's Not Easy Being Green: The Legal Pitfalls Associated With Green Products and Green Building

Although going green may not be "easy," this program explores best practices that can be applied in the manufacturing and use of green products that will allow companies to comply with applicable legislation while avoiding potential legal liability claims.

Managing Multiform and Multijurisdictional Litigation

This course covers both legal strategies and practical aspects of defending large numbers of lawsuits filed in federal and state courts, a daunting challenge faced by many companies. We will discuss issues affecting coordination of federal and state court litigation, removal traps and strategies, and duplicative and overlapping litigation. We also will move beyond the typical discussion of pros and cons of MDLs to illuminate important strategic and tactical principles, gained from experience in the trenches, for managing an MDL once it is formed.

Meaningful Risk Transfer Solutions: Warnings, Instructions, Warranties, Supplier Agreements, Indemnification Provisions and Insurance Coverage

Warnings, product literature and contracts may become outdated and provide less protection than previously expected. This presentation discusses effective

methods for manufacturers to follow to minimize their liability and transfer their risk contractually, including acceptable language for contracts, warranties, warnings, instruction manuals, repair and service records, and advertising, sales and marketing materials and web sites.

Medical Device Product Recalls – Ready or Not, Here They Come

Medical device manufacturers need to understand the value of creating a detailed product recall action plan before, not after, a recall of a product is ever contemplated. The days leading up to a product recall are very difficult and hectic – not the time to formulate a recall plan. Instead, manufacturers should already have a well-thought-out action plan in place that they simply implement and fine-tune in the event of a product recall.

New Trends in Directors and Officers Liability

This program presents an overview of the trends, hot topics and emerging issues in the field of directors and officers liability litigation and how to manage risks.

OSHA Machine Guarding and Lockout/Tagout Issues: Eliminating Citations and Penalties in Your Manufacturing Operations

This session examines case studies relating to OSHA's guarding and lockout/tagout regulations, focusing on

strategies to eliminate these types of citations and penalties in the workplace and how to deal with OSHA and defend these citations at trial.

Practical Solutions for Responding to Workplace Accidents and OSHA

This presentation discusses how to conduct a proper and systematic accident investigation in the workplace and strategies for responding to OSHA inspections and citations. The focus is on proper methods for gathering facts, interviewing witnesses, preparing accident reports and taking corrective action in order to minimize potential legal liability.

Product Liability Law Primer—How U.S. Product Liability Laws Apply to Your Product and Specific Industry

This presentation offers a basic overview of U.S. product liability laws to assist foreign manufacturers in limiting their product liability exposure before and after they sell their products in this country.

Protecting Your Company From Future Nanotechnology Litigation

Our speakers discuss some of the legal risks associated with the use of engineered nanomaterials and the steps manufacturers and users of engineered nanomaterials can take to start protecting themselves, their employees

and customers as the scientific debate evolves.

The Role of Medical Device Sales Representatives in the Operating Room

The role of medical device sales representatives in the operating room must be understood, defined and limited to the appropriate boundaries or sales reps might be exposing themselves and the companies who employ them to sanctions for the unauthorized practice of medicine and to liability in civil litigation.

Taming the Product Liability Beast: Ten Things You Can Do to Protect Yourself

Every day, manufacturers face enormous risks of potentially catastrophic product liability lawsuits. In this informative session, we discuss the top 10 things that a company can – and should – do to protect itself. Drawing from real-life case studies, we share some entertaining (and sometimes frightening) examples of what works and what doesn't.

Trends in Toxic Tort Liability

This presentation covers trends in the field of toxic and environmental torts, how to manage risks and how to ensure you have the right insurance coverage and strategy in place.

Tried and True Negotiation and Dispute Resolution Strategies for Resolving Product Liability Cases

In this course, we discuss alternative dispute resolution, what works and what doesn't, and effective discovery, motion and trial strategy to successfully resolve product liability cases.

Understanding Preemption in Litigation Involving Products Regulated by the FDA

Over the past decade, the Supreme Court has handed down a series of decisions shaping preemption doctrine under the Food, Drug and Cosmetics Act, outlining a number of related but critically different types of preemption that apply to different fact patterns and claims. It is critical for defendants to understand these different kinds of preemption and how to use them. In this course, we will explain in depth what you need to know about the preemption doctrines that apply to drugs, medical devices and food products.

Uses and Misuses of Statistics in Class Actions

Statistics play a critical role in class actions of virtually every kind. Plaintiffs frequently use statistics and statistical experts to try to satisfy requirements of Rule 23 for class certification. This course examines how and why statistics are used and misused, providing key insights about how to identify common statistical flaws and show how

statistical analyses typically fail to satisfy Rule 23 and requirements of due process. It also addresses how to work with experts to counter plaintiffs' experts.

Winning the Battle of the Forms: Getting the Most From the Terms and Conditions in Your Contract

Warnings and limitations of liability in contracts may not be sufficient to shift risk to third parties. This presentation discusses "battle of the forms" issues, effective warranty and contractual language, and steps that manufacturers should take to ensure that their contracts and legal interests are protected.

Winning Strategies for Managing and Defending Product Liability Litigation

This program examines real cases and discusses successful practices for managing and defending product liability cases, including in discovery and at trial.

■ **Real Estate**

Ancillary Income for Retail Real Estate Investments

Due to economic turmoil, retailers are paring back or eliminating new store openings while store closure rates continue to climb. Faced with a declining lease income stream, property owners are exploring means of generating alternative income for their retail shopping centers. This program explores a variety of non-retail leases

and the general and specific issues related to and created by these agreements.

Deeds in Lieu of Foreclosure

This presentation discusses the advantages to taking a deed in lieu of foreclosure as well as specific traps and disadvantages that might arise.

Forbearance Agreements

This program provides information on the context and purposes of forbearance agreements and the specific content of the forbearance agreement and its provisions.

Government Incentives for Real Estate Investment Projects

Economic development incentives can add significant value to a project. Preparing capital finance plans is one of the most important activities and needs to be carefully considered by the development sponsor/project owner. This program explores discretionary economic incentives and the development of real estate.

Green Buildings/Green Leases

This session provides an overview of sustainable building development and operations. Sustainable, or green, buildings offer the opportunity to create a healthy workplace while reducing recurring energy, water and waste costs and other building operation and maintenance expenses.

Is It a Cadillac or a Chevy? The Pros and Cons of Going LEED Green

What are the pros and cons of building green? Is building a green building without seeking certification under LEED (or another rating system) a viable option? What do the various LEED certification levels mean? How does the certification process work? This course provides an overview of these (and other) practical issues related to the green building phenomenon.

Lender Liability Issues

This program provides an overview of common law lender liability theories, statutory lender liability theories, special lender concerns, indicators of liability, suggestions for lenders and workout documentation.

Maximizing Corporate Real Estate

As companies develop strategies to help them achieve their primary goal of maximizing the wealth of the shareholders, maximizing corporate real estate is a critical component. This presentation discusses real estate and revenue growth, profitability growth, key real estate strategies, pricing strategy and portfolio optimization.

Navigating the Real Estate Credit Crunch

This program explores financing conditions in the real estate industry and examines sources of financing or refinancing,

negotiating loan modifications or extensions and provides tips for workouts.

Real Estate Tax Reductions

This presentation provides an overview of the appeal process including negotiation with the assessor; administrative appeals, including appeals before boards of review, county assessors and property tax appeal boards; and litigation.

Tenant Exit Strategies

In a weak economy, many tenants find themselves with premises that they no longer require or that they need to dispose of in order to cut costs. This program explores some common exit strategies employed by tenants.

There's Money in the Dirt: Tips for a Financeable Ground Lease

This course explores the basis for mortgagees' concerns and corresponding underwriting requirements for loans secured by mortgages encumbering ground leases. In addition, it reviews important issues raised by ground leases in shopping centers, as well as ground lease covenants that are critical to the mortgagee for a traditional leasehold loan.

The Top Ten Issues in Ground Leases

This program examines the most important issues in any ground lease transaction. The presenters also discuss where the problems lie and how to prevent them.

Workouts and Distressed Real Estate

This presentation discusses the many issues facing those involved with distressed real estate, including workouts, deeds in lieu of foreclosure and other consensual resolutions of loan defaults; litigation and settlement strategies; commercial real estate foreclosures (both judicial and non-judicial, including receivership proceedings); lender liability claims; real property acquisition and disposition (including under Chapter 7 and Chapter 11); financial restructurings, recapitalizations and other reorganizations of business entities; capital and equity markets issues, including swaps, repurchase agreements and equity holder disputes; and bankruptcy issues.

■ **Regulatory (FDA and CPSC)**

CPSC 101: Consumer Product Safety Laws and Regulations

This introductory course covers the CPSA, CPSIA, FHSA and regulations, safety hazard reporting requirements, enforcement actions, recalls and the CPSC's SaferProducts.gov website for reporting of safety issues.

The CPSC and Product Recalls

This course discusses what consumer product companies need to know about the Consumer Product Safety

Commission, reporting requirements, enforcement mechanisms and the consequent civil litigation. We will also discuss how a safety issue can become the basis for a recall.

CPSC's SaferProducts.gov: What You Need to Know About the CPSC's Online Product Database and What It Will Mean for Your Bottom Line

This presentation examines the CPSC's SaferProducts.gov website and its impact on companies' operations, including the potential impact in parallel and subsequent litigation involving product complaints, lawsuits and recalls. We will discuss best practices for responding to consumer complaints, and how the statements posted may or may not be used against the company in a court of law. Key developments regarding legal challenges to SaferProducts.gov and industry response to the site are also considered.

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preemption and how to use them. In this course, we will explain in depth what you need to know about the preemption doctrines that apply to drugs, medical devices, and food products.

■ **Sourcing & Procurement**

Allocation of Risk in Commercial Agreements

This advanced, interactive seminar looks at risk allocation as an integrated process, focusing on how to synchronize various contract provisions, the role of insurance and other techniques for mitigating risk.

Best Practices in Contract Management

The presentation walks through many of the best practices associated with running and participating in an RFP process, contract negotiation, approval, execution, amendments and monitoring compliance.

A Buyer's Guide to Negotiating a Strong Services Agreement With a Sourcing Service Provider

This program explores emerging best practices in sourcing relationships from the buyer's perspective and would be of value to mid-sized and larger business enterprises. These relationships are often long-term and involve a significant cost to the party doing the sourcing.

Common (and Not So Common) Legal and Business Issues in Sourcing Transactions

Whether it's IT, MRO or HR, most sourcing "opportunities" are presented as extremely compelling business/financial cases before the real questions are asked, such as how much authority to give the sourcing service, whether to start with a pilot program, how to measure success and hold the sourcing service to its financial savings promises, and how to preserve and protect intellectual property and disengage if the relationship breaks down. We address these (and other) important business and legal issues, which form the backbone of the sourcing relationship.

Contract Concepts and Terms (Introduction)

Business people with sourcing, purchasing or sales contract management roles will benefit from this overview of contract concepts and terms.

Contract Concepts and Terms (Intermediate)

This is an interactive presentation focusing on the needs of in-house commercial attorneys and experienced business people with sourcing, purchasing or sales contract management roles.

Contract Drafting in Downturns

This presentation describes strategies in drafting sales contracts to allocate liabilities

between the buyer and seller, as well as issues that arise more often in economic downturns.

Don't Get Burned: Allocating Risk in Commercial Contracts

This presentation is an overview of common risk allocation provisions in commercial agreements and strategies for mitigating and managing risks for both buyer and seller.

How to Improve the Quality of Your Company's Procurement and Sourcing Process and Forms While Streamlining and Saving Costs

This program leverages our experience in helping business and government enterprises of all sizes revamp their procurement and sourcing processes and the related agreements and documentation. This results in a more efficient and streamlined process, better vendor selection, stronger contracts and significant cost savings. This program is best offered as a half-day or full-day workshop.

"No One Has Asked for That Before!" and Other Common Commercial Contract Negotiation Tactics: How to Bypass the Rhetoric and Reach Substantive Agreement

Certain negotiating techniques have become so ingrained in the world of commercial contracting that experienced negotiators can often predict how the negotiation will play out. The goal of this program, along

with giving participants a strong arsenal of negotiating strategies, is to help negotiating teams more quickly move from the realm of clichés and posturing to an honest dialogue about the real issues using creative, win-win solutions.

■ **Tax**

Tax Issues in Acquisitions

This program examines tax and executive compensation issues in typical acquisition agreements, including § 338(h)(10) elections, representations and warranties, tax matters provisions, S corporation matters, § 280G matters, purchase price allocation, ongoing tax liability and post-closing issues.

■ **Transportation**

Do You Need to Build Railroad Tracks for Your Facility? Rail Construction Overview

This program provides an overview of the rail construction process and addresses whether Surface Transportation Board (STB) jurisdiction is triggered, why STB jurisdiction might be desirable and the environmental and permitting process involved.

Got Coal to Move? Overview of Coal Supply and Freight Master Agreements

This session provides an overview of international coal supply and freight contracting issues and risks.

Mediation Myths and Legends: Best Practices for Advocates (FMC- and STB-Specific)

This program examines the five most common myths that counsel/parties face when considering whether to use government mediation to resolve disputes and provides best practices to maximize the efficiency and usefulness of the government mediation process.

Overview of Surface Transportation Board Authority Over Rail Service Problems and Potential Solutions

This presentation provides an introduction to the STB's authority to step in and help shippers with rail service problems, including a discussion on the common carrier obligation, alternative service order process, abandonments and offers of financial assistance, embargoes and forced rail line sales known as "feeder lines."

Rotterdam Rules: Impact on Carrier-Shipper Relationships

This course provides an overview of the Rotterdam Rules, a United Nations treaty addressing cargo loss and damage involving sea transportation.

The STB's Simplified Rail Rate Case Standards

This program provides an overview of the STB's small rate case standards for challenging high rail rates.

■ **White Collar Crime**

Export Controls Compliance, Investigation and Administrative and Criminal Enforcement

This course examines common myths about U.S. export controls and economic sanctions; OFAC sanctions; BIS (Bureau of Industry and Security) jurisdiction, classification and licensing; and sanctions penalties.

FCPA Compliance, Investigation and Criminal Enforcement

This presentation includes an overview of the Foreign Corrupt Practices Act and examines who is subject to the act and what is prohibited, books and records violations, and FCPA criminal and civil penalties and sentences.

Top Ten Things to Do in Response to an SEC Inquiry or Subpoena

This presentation provides guidance to in-house counsel and compliance professionals about the do's and don'ts of handling an inquiry from the SEC's Enforcement Division. We provide guidance on preserving and gathering documents, dealing with the SEC staff, communicating the nature of the inquiry with the company and consideration of disclosure obligations.



The Value of Thompson Hine

At Thompson Hine, service excellence and innovation go hand in hand. When clients told us they wanted to see significant changes in the way their law firms work with them, we responded by creating SmartPaTH®, our comprehensive approach to managing and delivering legal services to achieve efficiency, transparency and predictability without sacrificing quality. It is based on leveraging four major strategies – legal project management (LPM), process efficiency, flexible staffing and value-based pricing – to better align our services with clients' needs.

Client Benefits

SmartPaTH has been very well received by clients. It enhances the value we provide and delivers multiple benefits, including:

- Increased predictability in amount and timing of legal spend
- Unparalleled visibility into the status/progress and budget of a matter (or portfolios of matters)
- Better alignment of objectives and expectations
- More efficient processes and more consistent work product
- Reduced likelihood of surprises and cost overruns



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About Thompson Hine LLP.

Thompson Hine LLP, a full-service business law firm with approximately 400 lawyers in 8 offices, was ranked number 1 in the category "Most innovative North American law firms: New working models" by *The Financial Times* and was 1 of 7 firms shortlisted for The American Lawyer's inaugural Legal Services Innovation Award. Thompson Hine has distinguished itself in all areas of Service Delivery Innovation in the *BTI Brand Elite*, where it has been recognized as one of the top 4 firms for "Value for the Dollar" and "Commitment to Help" and among the top 5 firms "making changes to improve the client experience." The firm's commitment to innovation is embodied in Thompson Hine SmartPaTH™ – a smarter way to work – predictable, efficient and aligned with client goals. For more information, please visit ThompsonHine.com and ThompsonHine.com/SmartPaTH.



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