



DELIVERING STRATEGIC SOLUTIONS ACCA'S 2000 ANNUAL MEETING

THE GENERAL COUNSEL APPLIED LEARNING COURSE

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I. INTRODUCTION

We are preaching to the choir. You already know that thousands of attorneys work for corporations as either in-house counsel or outside counsel. You are aware that about one half of all legal business in the United States is work for corporations and business entities. Until recently, most law schools did little to prepare law students specifically for the work of corporate counsel. A course like our General Counsel should be a natural for many schools with student and faculty interest in the corporate world.

Our course at Syracuse University was the brainchild of M. Jack Rudnick, Esquire, Vice President and General Counsel of Welch Allyn, Inc. who approached me as the director of the Business Law Center and proposed we create an in-house counsel course. This course meets the needs identified in the MacCrate Report and furthers the fundamental values of the profession. Much of law school still remains largely a traditional classroom experience with student learning focused on the student/faculty exchange in some version of the Socratic Method. This approach does teach students "to think like lawyers." General Counsel helps students to learn "to act like lawyers and professionals."

The General Counsel course with its multitude of problems, professional expectations, deadlines, and interactions with many business lawyers and other professionals, inculcates students in practice of the profession. Our course is practical—practice and experienced-based. We built our coverage on Jack's practice and the challenges he faced as counsel to Oneida, Ltd. and Welch Allyn. We made extensive use of Jack's documents and experiences that we modified for our fictitious company, WALO. WALO is a privately held company that is jointly owned by Welch Allyn (a private corporation) and Oneida Ltd., a NYSE company.

This creation allows us to cover both public and private corporation problems.

General Counsel teaches decision-making, problem solving, management of issues, common sense, investigation, and case management. Students handle a multitude of problems in the areas of contracts, intellectual property, mergers, personnel relations, litigation management, etc. They complete approximately ten Assignments (a sample is attached as Appendix 5) and handle ten Bombs (unexpected problems that

demand immediate attention, *see* Appendix 6). The course is team taught by an experienced adjunct professor (Jack Rudnick) and a full time faculty member, myself. We make liberal use of colleagues who deliver lectures or bring in problems in such areas as negotiation, intellectual property management, and press relations. Thus students experience many management concerns and lawyering styles.

At Syracuse, General Counsel is the capstone course for the Corporate Counsel Certificate, earned by students who seek in-house counsel or other business careers. Briefly, students must take seven courses: 1) a "corporations" course; 2) a labor/employment law class; 3) General Counsel (as a capstone); 4) Business, Finance & Economics (a primer in those areas); three business law electives (ranging from accounting to administrative law to securities law).

Student response to the Certificate has been enthusiastic. In 1999-2000 there were 16 Certificate recipients. Over 40 students have self-identified as candidates for 2000-2001 and the College has opened two-20 student sections to handle the demand. And the demand seems to be growing still.

Our General Counsel course is ideal preparation for business practice because it integrates real-life problems into the curriculum. The natural combination of a business law teacher plus experienced adjuncts from the local legal and business community is both valid and effective. To date, our students have obtained placement with many corporate law departments and law firms.

II. THE CREATION OF GENERAL COUNSEL

Our Goals.

Our course has four goals: to familiarize students with the practice of corporate law from the perspective of in-house counsel; to provide students with practical, real life exercises in the practice of corporate law; to expose students to the various bodies of substantive law that affect corporations; to familiarize students with the decision-making process customarily employed by in-house counsel in resolving and advising on legal issues.

Selection of a Partner to Develop the Course.

The driving force behind such a course can come either from the corporate bar or the business law faculty. Both corporate experience and skill *and* academic talents are needed for a successful course. But a realistic and effective course can't be created without realistic problems, insight into the day-to-day workings of a general counsel, and up-to-date, battle-tested forms. Thus, regardless of the pedagogical qualities and substantive knowledge of the academic partner, a corporate counsel is essential because of her first-hand knowledge and experiences.

Development of the Curriculum.

Throughout a summer and fall, Jack and I developed the general outline for the course and its requirements. We blocked out half-day sessions at my house or his office (to enable us to avoid workday distractions). Busy corporate lawyers must make quiet time to work on the project. If you don't, all the urgent and important tasks will overwhelm the academic venture. Jack, who has over twenty-five years experience as in-house counsel, outlined the areas he felt most comfortable with and thought should be covered. Our next step was to outline actual lessons.

Selection of Topics: Development of Lesson Plans and Problems.

Jack Rudnick brought trial briefcases brimming with batches of documents, matter files and current problems to each meeting. Without his excellent forms, matter files, and problems based upon the real-life episodes on in his own corporations, we would have been adrift in a sea of not-very-convincing hypotheticals. We

reviewed the documents and files, and eliminated the forms and problems that were too simple or too complex, or would not fit our estimate of the time that we could devote to them. We selected tasks and problems that could be covered in a manageable amount of time and seemed to fit our substantive coverage. We built a crude timeline and outlined our material in blocks. We built our assignments with a view toward having our students engaged in several projects at once (just like real life).

Both of us prepared crude class outlines and we merged our efforts into a reasonable program for each block or class. Each of us scoured our sources for material to be used for the classes proper or the *Reader*. Jack used a number of sources including his professional associations such as ACCA and its fine journal, the *ACCA Docket*, and *Corporate Counsel* (published by America Lawyer Media). I looked for material from other sources—form books, continuing legal education materials, etc.

The Reader and the Manual.

The documents found in our *New Corporate Counsel Manual* were taken from Jack's practice, redacted, and modified for student use. The Manual replicates many of the documents new counsel become familiar with in their corporate activities (board resolutions, by-laws, company code of ethics, etc.) Our *Manual* has two formats, traditional form book and diskette, that enable our students to adapt easily the documents. We also update our *Manual* annually to include the "best" forms. The "best" forms are not necessarily the most perfect documents, and we use less than optimal provisions to point out drafting problems, etc. (The Table of Contents for our *Manual* is Appendix 3.)

Our *Reader* is updated annually to reflect the best CLE materials, practitioner law reviews, management and financial journals. (See Appendix 2). We want to familiarize our students with the type of materials that busy corporate counsel utilize daily. So out go the cases, in come solid, practitioner-oriented readings.

My research assistants and I are generally responsible for the mechanics of material preparation. But corporate practitioners should be prepared to recruit paralegals or law clerks to address urgent needs from time to time.

Enrichment from Outside Speakers.

To bring even more reality to the class and to expose our students to the variety of corporate practice, we have used more than 30 guest speakers and panelists. This has proved to be one of the most rewarding aspects of the course for both the students and the faculty. Very early in our planning, it became apparent that outside colleagues from practice and academia could enrich our students' experiences.

For example, modern corporate counsel practice entails a multitude of labor and employment law problems. Preventive law and a solid understanding of human resource objectives and practices, management goals, and employee concerns or needs are mandatory. We meet our educational objectives by using employment law experts, executives, and managers. In these classes, students see the need for the corporation and its agents (lawyers, managers, and executives) to be on the same page and work toward common goals.

These outside speakers are enrichment. They bring us new and interesting information based upon their practices and experiences. Typically, they speak informally to the class on one of the two evenings we have reserved for class meetings. The student preparation for *these* sessions is usually light. Speakers sometimes have handouts and bring in problems, but these sessions are not graded.

Our students tell us that these sessions are both enjoyable and useful. They see different management, legal and personal styles. Our students also observe many types of corporate and legal environments, ranging from smokestack industrials to public utilities to hi-tech manufacturing firms. The outside speaker and panelist approach provides our students many areas of substantive law and problem-solving approaches that

complement the basic materials.

III. COURSE OPERATION

WALO, Inc.

Our course is a simulation. Students play the role of newly hired corporate attorneys for WALO, Inc., which is a fictitious privately-held New York corporation. Its two shareholders are Oneida, Ltd. (a NYSE company that is the premier flatware manufacturer in the world) and Welch Allyn, Inc. (a privately held major manufacturer of medical equipment, data collection systems, and other products). WALO manufactures medical and dental equipment, educational toys, optical equipment, etc. It is always looking for new business opportunities that will fit into its operations and that of its parent. Our forms, documents, problems and deals have been loosely borrowed from Welch Allyn, Oneida and pages of *The Wall Street Journal*. Our students are expected not only to know the law but to craft solutions that make business sense for the WALO corporate family.

Overview.

The General Counsel Applied Learning Course exposes students to a number of areas of practice that are common for in-house counsel. They work individually or in teams, and undertake simulations in agreement negotiation and drafting, employment problems and intellectual property practice. They learn how to handle complex problems in diverse areas and may conduct research, draft agreements, file memoranda, conduct interviews, and negotiate to resolve issues found in the practical exercises that are used throughout the course. The General Counsel Course employs knowledge of substantive law to resolve many problems encountered in a corporate setting. Professionalism, ethics and lawyering skills are stressed as well as the substantive law necessary to complete the task.

You could offer General Counsel as anything from a two-credit course to a six-credit course. We have offered General Counsel as both a three and four-credit course. The three-credit version is a one-semester offering; four credits spans two semesters. Our three-credit course has about 20 class meetings. The four-credit course meets 28 to 30 times.

The Course is Conducted as a Simulation.

Our students assume the role of new Corporate Attorneys working for WALO. They report to the General Counsel, the Board, key officers or managers. They plan their approach, research, organize their thoughts, and draft their solutions with that in mind. In the role of General Counsel, Jack and I seek practical solutions to the problems. We do not tolerate flabby answers. Corporate clients need answers that they can use. In the real world, managers and corporate executives assume that the attorney knows the law. They want the law "translated" for their benefit and action. Thus students might prepare an action memo to the product manager telling her what she should do about foreign lamps that seem to be violating WALO's™ trademark and a file memo setting forth the law and their legal analysis. We expect students to write directly and with persuasive force.

Students work together in teams for some projects and individually on others. We permit them to collaborate, as long as the research and writing are their own. We have never had a problem with plagiarism. The result of this teamwork is that, upon graduation, our students are able to collaborate properly as lawyers.

We regularly devote a substantial amount of class time to conduct post mortems for all assignments. We call upon students to report to us (as General Counsel or any other leadership role we are playing) about their

recommendations. We usually get several good solutions and sometimes some bad ones. We discuss why we think the good solutions are good and why the bad ones may not work, and may indeed expose the company to liability. Again, this type of exercise allows students to profit from the knowledge and efforts of their colleagues. The feedback also gives us immediate information and often informs us when students devise good solutions that neither our guests nor we considered. It is a learning situation for all.

Lastly, I play a number of roles: teacher, mentor and corporate employee (corporate counsel, products engineer, distribution manager, etc.). Students may use me to obtain facts that are missing (remember all of the incomplete files you received in practice? Well, it still happens at WALO, not accidentally.). When students come to Jack or me for further information, they are developing investigation and interviewing skills. Sometimes they find that by asking the right question, the problem disappears because they have located the "facts" they needed in the missing file (and thus they avoid hours of useless legal research). We try to get our students to come in and speak to us if they are having difficulties just as they would in practice. Learning how and when to ask for help from a boss, a peer, or a fellow employee is an important skill. We use our out-of-class contacts to mentor our students. We guide our students' professional and ethical development in such a way that they will use mentors effectively in their careers.

Covering the Substantive Law.

We don't try to make our students experts in the substantive law. Corporate counsel in many companies are generalists and Jacks of All Trades. Jack and I, and our guest speakers each cover a number of substantive areas (mergers & acquisitions, disability law, intellectual property, etc.). Students are expected to do the readings (including reviewing and thinking about the assigned forms) and prepare for class discussion. Often what we give them is an overview that links to other substantive areas of corporate practice. For example, when we focus on acquisitions we provide contract analysis, a securities overview, fundamentals of mergers economics and due diligence checklists and tips.

Students are expected to resolve the Bombs, In-Class Bombs, and Assignments by using the *all* the available course materials (whether assigned or not. Just like real life!), the knowledge they brought to the class, their common sense, and research, if necessary. They are required to solve the business and legal problems just as they would in a corporate office.

For example, once they have identified the issue as a claim of wrongful discharge that may be affected by the Americans with Disabilities Act of 1991, they might consult with Professor Kanter (who guest teaches that material), the materials that she provided the class, or head to the library or the Net to gather information. Students can also use Jack and me as a resource just as they would the "real" General Counsel or senior corporate attorney. If they don't ask for help, beyond the directions contained in the Assignment, they are on their own, just as in practice. This approach teaches them to use common sense in their research, time management, and critical judgment. It develops a "feel" for the law, professional judgment and business sense while imparting a reasonable amount of substantive law.

Expectation of Professional Conduct.

Our students are one year or less away from actually representing clients. Therefore, we treat them as if they were actually working for us as newly minted, corporate counsel (or assistant corporate attorneys). Our standard for deportment and work is that of a new, professional employee. We have a dress requirement. Students are to wear the traditional business dress (sport coats with dress shirts and ties, or proper pants suits or business dresses). We have found that they come to class "for work" and they act like lawyers, not law students. This has the salutatory effect of socializing them for practice as well as professional success. In keeping with our practice of thinking of our students as new lawyers, rather than as students seeking to meet some academic requirement, we seek business solutions from the start.

Every year we hear a chorus of "We didn't know you wanted a *business* solution." "How are we to find the business answer? After all, we're law students." "You didn't tell us we had to call Dick Burns (the plant manager) first to find out what he has already done." Eventually they see that the naked legal analysis is often useless in business.

We grade them with a demanding, high standard at the beginning and typically make upward adjustments at the end. Effort and maturity also count a great deal. From the outset we want our students to leave the academic world and enter the professional, work-a-day world in our in-house simulation.

Faculty as Mentors.

We take very seriously the notion that we can be mentors to our students and help launch them on their professional careers. We have an "open door policy." We encourage students to seek us out for professional advice concerning their assignments, course coverage and issues, and their careers. We inject reality into the course simulation by expecting students to make the first move after we have told them that we are available for advice. And we expect them to use professional judgment and courtesy as they decide to call us at home, or seek us outside of office hours, etc. To develop this sense of appropriateness, some of the exercises deliberately lack information (facts or suggestions for legal research). In these cases, students can *only* get on the right path by seeking help. Learning how to seek and receive help in a professional work setting is an important skill and we strive to nurture it.

Writing, Workload, and Grading.

Our students write a great deal. They prepare 100 to 200 pages of professional writing per course. It is professional writing. They draft contracts, write contract reviews for managers, write memos to the personnel manager regarding firings, and letters for outside audiences. Within the purview of a student exercise, their writing corresponds to what corporate attorneys do.

The students say it is a heavy workload—"It's like work!" It is. We have succeeded! We mean it to be *work*! By the final cocktail reception they see the method to our madness. Their written work, their time management, their strategizing, their teamwork, and their oral advice replicate what they will be doing for corporations.

All of this entails a great deal of work for faculty. But it is fun work if the students have gotten the message because students offer fresh insight into solving business problems.

Jack and I both grade. I have an advantage, as I am the "professional" grader. Jack's advantage is that he knows the right answer having, lived through the problem. I grade every paper and do most of the counseling. Jack grades 30-40% of the assignments (at least several in each group). If we are within two points on a 20-point scale, the lower grade wins. If the spread is greater, we either average the grades or discuss and re-grade. In the four classes we have given together, our scores have been coincidental in about 80% of all grades. We have never been more than a quarter of a quality point apart with respect the proposed final grades.

We mark the documents as we would in practice. Consultations are required at times. There have been times when an entire assignment was redone in order to correct a problem. We make available copies of representative good and bad student solutions. Jack also brings the actual, redacted documents to class and distributes them. Jack tells them the advice he gave, whether it was followed and the results obtained. We find that our grading gives our students appropriate professional guidance and support as well as rewards students for professional efforts.

IV. CONCLUSION.

General Counsel is a professional simulation that prepares students for business law careers. It is the product of successful collaboration between skilled corporate counsel and faculty interested in business and professionalism. These ingredients are available in all law school communities. General Counsel meets the MacCrate Report's standards for professional skills and furthers the professional values of the law.

As you can imagine, it is fun to teach. A course like General Counsel keeps both corporate faculty and law faculty current. There is a wonderful mix of practice, theory and ethics that is only possible in such collaboration. General Counsel leads directly to professionalism. The demands of the class, the Assignments and the expectations of the faculty produce professional young lawyers. Last, but not least, General Counsel will lead to good placements and successful careers as corporate attorneys.

APPENDIX 1

General Counsel Applied Learning Course

FALL 2000 Professors Day and Rudnick

Prerequisite or Corequisites: Business Associations OR Public Corporations OR Agency & Partnership. Suggested courses include: Commercial Transactions, Intellectual Property, Secured Transactions and International Business Transactions.

Conduct of the Course: The Faculty will lecture, conduct discussions and demonstrations, supervise negotiations, drafting and problem solving. Certain Assignments (with their due dates) are set forth in the Syllabus. Other Assignments will evolve as the "Bombs" are detonated.

"Blocks:" Our course is divided into "Blocks" of material and assignments to be completed rather than "Classes." This gives us flexibility to spend one and one half or two weeks on a Block (if the materials demand), rather than become wedded to the idea of completing everything within a specified time period. This also permits us to eliminate some material if interests and time demand such adjustments.

"Bombs:" From time to time, in addition to the scheduled Assignments, "Bombs" will go off. Thus you may come to class to discuss a products liability matter only to be interrupted by a phone call that relates to an urgent problem of a manager. The urgent matter may be resolved that day or may unfold and escalate into a very big matter. You and your fellow associate counsel will be graded on some of these matters. Some may be ungraded. But all must be completed.

Grading: Professors Rudnick and Day will grade your projects and will concur on the final grade to be assigned. We realize this is a new experience with many of you and we have designed a curriculum and projects to develop you professionally. We anticipate that some of the more extensive projects may have drafts and the grades for these projects will be based upon the effort expended in the later and final drafts.

We reserve the right to enter appropriate grades if the effort is wanting. Failure to complete assignments will result in an "F" for the project. A student who earns three such "failures" will be required to withdraw from the course. If a student is required to withdraw under such circumstances, residency may be lost and graduation jeopardized.

Assignments and Bombs are shaded!

GENERAL COUNSEL APPLIED LEARNING COURSE SCHEDULE

BLOCK 1: INTRODUCTION

Class 1: Wednesday, August 30, 2000

Introduction and Class Policies and Procedures**Corporation - Overview**

Articles of Incorporation, By-Laws, Director and Shareholder

meetings, structure, "WALO"

Corporate Counsel Role

Preventive Law

Responsibility and Authority

Corporate Policies and Procedures

Class 2: Wednesday, September 6, 2000**Tour of Welch Allyn, Corporate Counsel Panel & Reception****BLOCK 2: CORPORATE PRACTICE****Class 3: Monday, September 11, 2000****Corporate Practice**

Correspondence, memos

File systems

Management of outside firm

Review and use of the *Manual*

Review of public corporation documents

Research Tools

Assignment 1: Review Federal Register for one month and report in memo format to the General Counsel on important environmental (EPA), Consumer Products Safety Commission, Justice Department (Hart-Scott-Rodino review) and government contracts with affirmative action plans.

Monitor the *Wall Street Journal* for articles of interest and importance to

firm and clip (or photocopy) article and provide General Counsel with news summary of articles you deem important to WALO and its business. Weekly assignment until further notice. One half semester.

Bomb 1: Microwave Tower.

Class 4: Wednesday, September 13, 2000

Researching the Federal Register. Barclay Law Librarian.

BLOCK 3:**AGREEMENTS**

Class 5: Monday, September 18, 2000

Assignment 1 and Bomb 1 Due.

Lecture: Revision and Review of Contracts

Memos, Revisions, License Agreements

Assignment 2: Review Distribution Agreement for a Sales Manager. Provide Sales Manager with review of salient terms.

Bomb 2: Broken Tool. WALO has a standard agreement with brokers that provides for a 20% markup. The Toolroom Supervisor has discovered Valley Tool is overcharging with a 100% markup. Prepare for the meeting.

Class 6: Wednesday, September 20:

Intellectual Property Seminar at Welch Allyn. Engineers, managers and General Counsel students.

Videotape on Negotiations. Professor Margaret Harding.

BLOCK 4:

Class 7: Monday, September 25:

Assignment 2 Due. Bomb 2.(A) Due.

Contracts - overview

Drafting

Practical Exercise and Demonstration

Assignment 3: *Draft* Bonded Inventory Agreement. Due October 2.

BLOCK 5:

Class 8: Monday, October 2:

Assignment 3 Due.

Acquisitions--

Business Purposes

Form & Structure

Acquisition Process

Financing

LBO

Issues

Protocols for Tender Offer for Public Companies

BLOCK 6:

Class 9: October 11:

Bomb 2 (B) Due.

Letter of Intent

Legal Audit (Due Diligence)

Acquisition - Simple - "Blood Infuser"

Complex -

Closing Documents

Corporate authorization

Assignment 4. Review a simple acquisition agreement, spot issues, and *draft* and insert one-sided provision for negotiation purposes. In the next class, class discussion of issues spotted, clauses inserted. Two preliminary drafts with attorneys' comments and the final contract to be distributed with the critiques.

EMPLOYMENT

BLOCK 7:

Class 10: October 16:

Bomb 1(B) Due.

Bomb 2 (C) Due. .

Human Relations and Labor Relations overview:

Employment Laws

ERISA

Other Legal Issues:

independent contractors versus employees

hiring and firing practices

employee duties

discrimination

Assignment 5. Jenny Lynn was recruited for WALO by Headhunters, Inc. Lynn was given a signing bonus of \$10,000 and moved to Syracuse. After thirty days Lynn resigned and moved back to Dallas. Lynn claimed she was unhappy because of the cloudy weather and further stated her husband had decided against moving. WALO wants to recoup its signing bonus and the moving expenses it paid to relocate Lynn. Research the law and prepare a three to five page memo on whether WALO is entitled to recoup the signing bonus and the moving expenses. **Due October 30.**

Bomb 3: Sexual harassment & firing. Due October 25.

BLOCK 8:

Class 11: October 23:

**Assignment 4 Due. Bomb 3 Due. Bomb 4--Violence in Workplace. Due
October 30.**

Bomb 2(B) (Broken

Tool meeting) solutions and post mortem.

Human Resources Investigations

Assignment 6: Sexual harassment complaint filed. Interview Human Resources Director. Interview Complainant. Get written statement. Write file memo and report to General Counsel.

Class 12: October 30:

Kathleen Joy Callahan, Esquire. Managing the Media

**Bomb 4 Due. Written Statements Due. Assignment 7. Ted Florsheim. Due
November 6.**

INTELLECTUAL PROPERTY

BLOCK 9:

Class 15: November 6:

Assignment 7 Due.

Overview of Intellectual Property. Professor Lisa A. Dolak.

Internal Procedures

Trademarks

Patents

Trade Secrets

Copyrights

Work with Intellectual Property Counsel

Patent Prosecution

Infringement studies and opinions

Management of Intellectual Property Portfolio

Assignment 8: Claim by Dr. Jack Green that WALO misappropriated his idea for a dental device. Due November 20.

BLOCK 10:

Class 15: November 8.

Managing Intellectual Property and IP Litigation.

Steve Burr, Chris Posel & Jack Rudnick

Assignment 6 Due. Handout Assignment 9. Three IP Infringement Case Studies.

Assignment 9: The class will be broken into three teams and assigned one of the case studies. Each team shall prepare a written solution and give an oral presentation of approximately one half hour to the class. Solutions will be due on November 20. The second presentations will be on November 29. Copies of the written solutions will be brought to class and distributed to the class. All members of the class are expected to participate in critiquing the exercise.

Post mortem for Jenny Lynn, Ted Florsheim, Kate Mackinon, Al Gore, Sandy O'Connor and Jane Doe.

Class 16: November 13:

Managing Litigation. Deborah Karalunas, Esquire and Jack Rudnick

Class 17: November 20:

First Assignment 9 Presentations.

Class 18: November 29:

Second Assignment 9 Presentations.

Class 19: December 4:

Reception. Faculty Lounge

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5. Comments on the Nature of Corporate Practice
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6. Critical Rules in Negotiating Sales Contracts 6.1-6.7 7 pp.
7. Negotiations and Closings 7.1-7.21 21 pp.

8. Drafting Elements 8.1-8.32 32 pp.
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15. Drafting Letters of Intent and Shareholder Agreements 15.1-15.14 14 pp.
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23. Employer-Employee Intellectual Property Rights 23.1-23.26 26 pp.
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21. WALO, INC. Board of Directors Resolutions 21.1-21.16 16 pp.

APPENDIX 4

GENERAL COUNSEL SPEAKERS

Human Resources Management & Issues:

Kathleen E. Garofalo, Health Services Advisor, Welch Allyn; Paul J. McVagh, Corporate Director Employee Relations, Welch Allyn; Chris Stewart, Esquire, Welch Allyn; Lawrence L. Tully, Esquire,

Bond, Schoeneck & King.

Managing the Media: Kathleen Joy Callahan, Esquire, Mackay, Caswell & Callahan, P.C.

Corporate Compliance:

Richard Crockett, Esquire & Patrick Pedro, Esquire, Bond, Schoeneck & King.

Litigation Management: Deborah L. Karalunas, Esquire, Bond, Schoeneck & King.

Workers' Compensation:

Thomas N. Kaufman, Esquire, Smith Sovik Kendrick & Sugent.

General Counsel in a Union Shop:

Harvey O. Simmons, III, Esquire, Crucible Steel.

The Lawyer as Entrepreneur:

Walter G. Rich, President, New York, Susquehanna & Western Railway.

Antitrust Issues:

David M. Hayes, Esquire, Agway.

Intellectual Property:

Professor Lisa A. Dolak; Richard Rochford, Nixon Peabody, LLP; Michael Williams, Esquire; Thomas Wall, Esquire; Charles Burr, Esquire; Wall Marjama Bilinski & Burr.

Disability Law: Professor Arlene Kanter.

Mergers and Acquisitions: Christopher Fox, Esquire, Agway; Tracey McCarthy, Esquire,

Niagara Mohawk Corporation.

Software Licensing Issues: Christopher Fox, Esquire, Agway.

Library Research: Thaddeus Holynski, Barclay Library, College of Law.

Government Contracting: Adjunct Professor Craig Watters.

Contract Drafting:

Christopher Horacek, Esquire and Chris Stewart, Esquire, Welch Allyn.

Corporate Practice:

Christopher Horacek, Esquire, Welch Allyn; Catherine Suttmeier, Esquire & Erin L. Markey, Esquire, Oneida, Ltd.; Donna L. Clayton, Esquire, Carrier North America.

Negotiation: Professor Steven Wechsler.

Evaluating Companies:

Mary Meyer, Esquire, Hancock & Estabrook, LLP and Nancy Crawford, Esquire,

Skalny Insurance Agency.

Corporate Wrongdoing:

The Honorable Thomas J. Maroney, United States Attorney for the Northern District of New York; David M. Hayes, Esquire, Agway; Michael Mason, Federal Bureau of Investigation; Kevin McCormack, Esquire, Hancock & Estabrook, LLP.

APPENDIX 5

Memorandum

DATE: November 10, 1999

TO: Associate Counsel

FROM: Samara Jenkins

RE: Jenny Lynn signing bonus and relocation expenses

CC: Donna Shalala, Jack Rudnick & Chris Day

While you were attending the CLE conference in New York on leveraged buyouts, Donna called. I took the message and Jack and Chris say you should handle this. Donna related the following to me over the phone.

This summer, Jenny Lynn was recruited for WALO by Headhunters, Inc. Lynn was given a signing bonus of \$10,000 and moved to Syracuse. In late October, after thirty days, Lynn resigned and moved back to Dallas. Lynn claimed she was unhappy because of the cloudy weather and further stated her husband had decided against moving.

We have not paid the movers for her furniture, which was in transit when she decided against living in Central New York. Her moving and storage bill is approximately \$6,000 and it will cost another \$5,000 to redeliver her goods to Dallas. Beacon/United Warehouse, the mover, has a good relationship with WALO and has not yet pressed the bill for the moving costs. (We agreed to pay Lynn's moving expenses to Otisco.) Donna told Fred Bremen, Beacon's Syracuse representative, that we hoped to resolve the matter with Lynn by early December.

WALO wants to recoup its signing bonus and the moving expenses it would have paid to relocate Lynn. Please research the law. Prepare a three to five page memo that addresses both the law and the practical issues of whether WALO can recoup the signing bonus and the moving expenses. We need to know your advice by December 7.

Jack and Chris thank you for your efforts.

DUE TUESDAY, DECEMBER 7. 40 POINTS.

APPENDIX 6

BOMB 6

You receive a call from your Facilities Manager, who is also responsible for the company's security, that two female employees have been receiving what they consider to be harassing phone calls and it is believed that the originator of these calls is a fellow employee who works in another department on another shift. The phone calls are of a somewhat sexual nature, but details of what is said or is being done over the telephone are not available. The reason your Facilities Manager is bringing this to your attention is that Human Resources along with the supervisor would like to install a wiretap on the telephone to listen in on these harassing conversations and to positively identify the perpetrator.

The Facilities Manager has never installed a wiretap before and wondered what rights an employer has to tap employee telephones at work, either with, or without their consent or knowledge.

This is a question of first impression at WALO and there are no specific policies on telephone use or listening in other than the general feeling that telephone for personal reasons should be restricted during company time.

Write a one page memorandum regarding the law on this subject as well as a course of action that the Facilities Manager might follow if wiretapping is not advised or allowed.

BOMB 6 DUE ON DECEMBER 6, 1999

20 points

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