



705: Mergers! Acquisitions! Integrating the Law Departments after It Happens

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Faculty Biographies

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Mark E. Harrington

Mark E. Harrington is associate general counsel of Guidance Software of Pasadena, California and recently was a senior attorney with Intel Corporation.

Previously, Mr. Harrington worked for Trillium Digital Systems (prior to its merger with Intel in 2000) and the law firm of Munger, Tolles and Olson in Los Angeles. He has participated in the full cycle of selling a small company to a larger company, integration of that company into the larger company, and finally, the ultimate divestiture of those same assets by the large company.

He is a graduate of UCLA and Southwestern University School of Law.

Timothy J Mayopoulos

Timothy J. Mayopoulos is executive vice president and general counsel of Bank of America Corporation in Charlotte, North Carolina, responsible for providing legal representation to the corporation and its subsidiaries. He is also a member of the management operating committee and has the corporate secretary, shareholder relations, and investment administration functions reporting to him.

Prior to joining the Bank of America, Mr. Mayopoulos held a variety of legal positions in other global financial services companies, in public service, and in private law practice. Most recently, Mr. Mayopoulos was managing director and general counsel of Deutsche Bank AG's Corporate and Investment Bank, Americas. Prior to joining Deutsche Bank, Mr. Mayopoulos was managing director and senior deputy general counsel, Americas, at Credit Suisse First Boston. He joined Donaldson, Lufkin & Jenrette, Inc., a CSFB predecessor company, as associate general counsel. Mr. Mayopoulos served in Little Rock, Arkansas on the Whitewater independent counsel investigation. Mr. Mayopoulos was in private law practice at Davis Polk & Wardwell. Following graduation from law school, he clerked for the Honorable William C. Conner of the U.S. District Court for the southern district of New York.

Mr. Mayopoulos received his BA, with distinction, from Cornell University. He received his JD, cum laude, from New York University School of Law. He was an editor of the *Law Review*, and was elected to the Order of the Coif.

ACC's 2004 Annual Meeting Program 705

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Course Outline

- I. The Merger Process
- II. Integrating Legal Departments
- III. Post Merger Culture

Merger/Integration Process Objectives

- Continue to provide Uninterrupted legal advice to the business partners during the transition.
- Retain key members of the team.
- Develop a legal team that utilizes the best practices and the talents of the key members of both companies legal departments.

Identify Operational Efficiencies

- Identify the business strategies.
- Identify ways to align the legal department with the emerging new business strategies and structure.

Vision of the Legal Department

- Create a Leadership Team.
- Develop the Organization and Structure of the Legal Department.
- Align the Legal Department goals with the Business team's goals.

The Process

- People Planning
- Business Planning
- File Transfer
- Space Planning

Communication Strategy

- Develop a Communication Strategy
- Provide Information
- Proactive Approach
- Frequently Asked Questions

Legal Services

- File Transfer
- Litigation Matters
- Corporate Matters
- Corporate Documents

File Transfer: Information

- Legal Department Contact Information
- Business Team Contact Information
- Summary of Matter
- Diary Dates
- Outside Counsel Information

Corporate Documents

- Due Diligence
- Identify Legal Documents
- Secure Documents

Space planning

- Inventory space
- Obtain input from Legal Department team members

Best Practices

- Identify Best Practices from both departments.
- Develop an ongoing process to incorporate best practices.

Outside Counsel

- Obtain List
- Obtain Guidelines
- Budgets
- Notify Outside Counsel

Integrating the Legal Departments

- Begins day deal is announced
- Numerous issues to be addressed:
 - Communication
 - Department structure
 - People selection
 - Merging policies, practices and systems
 - Outside counsel
 - Creating a new culture

Communication

- Key to successful integration
- Remember that first impressions matter
- Have a plan and schedule
- Communicate honestly and frequently
- Deal with the “me” issues as quickly as practical

Department Structure

- What is the business objective?
- Full vs. partial integration
- Possible Department structures
 - Business alignment
 - Functional alignment
 - Geographic alignment

People Selection

- Establish a process based on merit
- Right size the Department at each level
- Pay attention to diversity of every sort
- Make the hard decisions
- Re-recruit your key employees

Merging policies, practices and systems

- Establish working groups to synthesize:
 - Conflict waiver policies
 - Communication policies for contacts with media and regulators
 - Matter management systems
 - Document management systems
 - Pro bono policies

Outside Counsel

- Decide on approach as of Legal Day One
- Law firms are nervous
- Be disciplined about granting meetings
- Don't be quick to jettison valuable relationships
- Take time to establish one approved counsel list
- Take similar period to create new outside counsel procedures

Creating a New Culture

- You are creating a new Department
- Have a vision and communicate it
- Seize the opportunity for improvement
- Focus on the future, not the past
- Reward those who embrace the new vision

III. Post Merger Culture

- Not all in-house jobs are created equal.
- How have your duties/work environment changed?
- Have you gone from being a big fish in a small pond to a smaller fish in a big pond?

Why are you In-House?

- What about working in-house is appealing to you? This can differ dramatically if you are with a small company or large company. Hours? Pay? Benefits? Challenging work? Lower Stress? Bureaucracy? Are you more litigation oriented or corporate and will that same dynamic apply in the new environment?

Would You Apply for this Job?

- Are your career objectives still the same? E.g. If you went to work for a start-up with the expectation of taking it public, does that same dynamic apply in the new company now that you have reached that goal? Or, have your goals changed?
- Is the reason why you joined your previous company still applicable to the new organization? If you were looking for a job, would the new legal department be appealing to you?

Small Co. vs. Big Co. Legal

- --- Small Co --- more autonomous, fully involved with operations and every department, centralized, must know a little about a lot of things, ability to move/decide quickly, frequent contact with executive office and all levels of employees, more customer interfacing, must be a natural manager/leader, high risk/high reward potential, less "company policy" to follow (you make the policy in many cases).
- --- Big Co. ---- more focused, more checks and balances, more resources, less decision-making ability, very professional, less impact on daily basis, little contact with executive office and even with the GC, lawyers in disparate locations, opportunities to manage other lawyers, must be happy in a "consensus-building" environment and very team oriented, generally more job security and ability to get promotions.

Can you Adapt?

- Are you willing to learn something new and can you be happy in the new environment?
- Can you be a leader and have impact under the new regime?
- If you can adapt, what are your new career objectives?

Know when to Leave

- Making the tough decisions. Know when it is time to leave. You may have seniority, pension, stock options and other aspects of your new job that make it tough to say goodbye but, if the culture of the new environment does not meet your career objectives, then it may be time to move on.

PROGRAM OUTLINE

I. Transaction Process

- The role of the attorney in the process of acquiring a company or of being acquired.
- Conflicts of interest
- Negotiating against your future employer -- firewalls
- Privilege issues
- Negotiation issues (offsets, escrows)
- What if negotiations break down? Fallout from a failed acquisition
- How is your legal department going to change as a result

II. Integration Process

- Integrating the legal departments
- What is the business objective -- full integration or partial?
- Communication
- People selection process
- Creating a new culture
- Integrating legal department policies and practices

III. Aftermath of an M&A Event

- Not all in-house jobs are created equal. How has your job changed? Do you want to be a big fish in a small pond or a smaller fish in a big pond?
- Small to Big Company law department dynamics
- Are your career objectives still the same? Is the reason why you joined your previous company still applicable to the new organization? If you were looking for a job, would the new legal department be appealing to you?
- What about working in-house is appealing to you? This can differ dramatically if you are with a small company or large company. Hours? Pay? Benefits? Challenging work? Lower Stress? Bureaucracy?
- Making the tough decisions. Know when it is time to leave.

PRACTICAL POINTERS FROM BANK OF AMERICA

Guiding Principles

A. The General Counsel:

- Be positive. Don't become tentative.
- Be flexible and adaptable.
- Be realistic.
- Move the processes along quickly; people need to settle into the new department.
- Delegate; don't spread yourself too thin.
- Be a leader. This is a golden opportunity for you to gain the trust and admiration not only of your legacy employees but also of your new employees.

B. Communication:

- Rumors will be rampant. The most preposterous rumors will be believed. Fill the void with accurate information.
- Communicate honestly and frequently, update regularly. Even if there is nothing to tell, letting your employees know that goes a long way.

C. Your Employees:

- Keep the work flowing. Assign deadlines and timetables.
- Keep employees focused on their work and their clients.
- Deal with the "me" issues as quickly as possible. The only thing each employee wants to know is "what is going to happen to me?"
- Set deadlines for making staffing decisions. Communicate the process and the deadlines.
- Re-recruit your employees. Don't assume they will stay. The best talent will have other opportunities.

D. Create a new culture:

- Commit that decisions will be based on merit, not on favoritism or company of origin, and then follow through on that commitment.
- Don't be afraid to reorganize and make other needed changes. This is an opportunity to make the department better.
- Focus on the future, not the past. Don't look in the rearview mirror.
- Communicate your vision and invite engagement and participation. Reinforce your vision whenever possible. Reward those who "get it."

E. Post Transition:

- Celebrate your successes.
- Be honest about mistakes and learn from them. You can use that knowledge for the next merger and to take corrective measures.
- Reward your employees.
- Keep it light. Make sure everyone is having fun.

The Process of Combining the Departments**A. The people selections**

- Establish that all jobs are open and employees of both companies will be evaluated on the merits for them.
- Collect information about all of your employees -- their experience, education and preferences. Give them an opportunity to communicate their wishes for the future. Bank of America has used a standard form for this purpose for all attorneys and paralegals (attached).
- Choose the best, but choose right. Don't put overqualified people into positions where they will be bored. Make the hard decisions. If you don't, the decisions only get harder later.
- Right-size your department at every level. You will be under pressure to make heavy personnel cuts. Keep your focus on the clients when making staffing decisions. Include them in the process if possible.
- Pay attention to diversity of every sort – women, people of color, geography, and the legacy background of each person. Ensure that there are no biases at work.
- Bank of America has used a five step process:
 - Establish the high level organization of the department
 - ◆ Philosophy of support (centralized/decentralized, business focused or practice expertise focused; if business focused, what are the functional groups if any)
 - ◆ Name the direct reports to the GC after vetting the selections with key clients.
 - Establish the management structure within each practice group
 - ◆ Create a staffing model for each major practice area that allows the department to meet the financial targets.
 - ◆ Involve the direct reports to the GC in establishing their organization ... naming the areas of responsibility under them..."establish the boxes".
 - ◆ Have each attorney fill out an individual profile that allows communication by the individual to the decision makers.

- ◆ Ensure that all decision-makers think out of the box, use talent planning and performance management processes to identify others than just the incumbents as candidates. Also ensure that qualified attorneys from both legacy departments are considered.
- ◆ Direct reports vet selections with GC, Personnel and the clients.
- ◆ This process is used to select the non-attorney management positions as well.
- Select the attorney staff.
 - ◆ Using individual profiles, ensure that the candidate pools reflect all qualified attorneys even if beyond their current practice.
 - ◆ Perform individual face-to-face interviews if possible. Each attorney should have the opportunity for an interview.
 - ◆ First round selections made but not communicated. Management team reviews those selected and those not selected to determine if the right attorneys are being retained.
 - ◆ Determine end dates for all that are leaving the company. Make this as soon as possible given the practice areas. In Bank of America's most recent merger, two-thirds of the departing attorneys left within 90 days of merger Day One.
 - ◆ A major decision is where the job is located... At Bank of America, we have gone to a virtual department and we leave attorneys in cities where they were located unless the client needs demand a specific location.
 - ◆ Same process for non-attorney professional staff.
 - ◆ Manage the communication process so all hear within the same week.
- Select the paralegal staff.
 - ◆ Use the same process as the attorneys.
- Select the support staffs.
 - ◆ Now that the location of the attorneys is known, size the support staff for each office.
 - ◆ Administrative managers make selections that are vetted with the supported attorneys.

B. Systems

- Determine best practices regarding systems...matter management, document management, records management, library management...put plans in place with IT to move to new systems as quickly as feasible.

C. Facilities

- Right-size as soon as possible. Morale suffers when there is an office with lots of empty offices. Consolidate into one area.

D. Outside Counsel

- At Bank of America we started with no change. Both sets of approved counsel were incorporated into Day One. It takes about six months for the Practice Groups to jell enough for a meaningful discussion of setting the list for the new company.
- Will do one formal communication to new list of approved counsel with new Outside Counsel Procedures. It is our view you need to change the rules once with the law firms and not have each practice area do their own thing.
- Law firms are obviously very nervous about keeping the business they had from either one of the merging companies. They all want to meet with the GC or other decision makers...you need to be very disciplined in this area of granting meetings.

E. Policies and Procedures

About 4 months into the transition, we formed a committee of lawyers from both sides to review the day-to-day policies and procedures. The list of this review includes: conflict waivers, pro bono policies, communication with the media and regulators, third party opinions, conflicts of interest.

Legal

INDIVIDUAL PROFILE

NAME:	REPORTS TO:
PRACTICE GROUP:	CITY/COUNTRY:
KEY RESPONSIBILITIES:	

KEY ACCOMPLISHMENTS	CAREER HISTORY (LAST 5 YEARS):
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<i>Describe your legal and leadership accomplishments:</i>	Dates	Company/Business Unit	Title, Scope and Key Responsibilities

LEGAL SPECIALITIES	EDUCATION AND ADMISSIONS			
	Year	Institution	Degree/Certification	

MOBILITY	INTEREST IN OTHER PRACTICE GROUPS
Is this person mobile? YES: <input type="checkbox"/> NO: <input type="checkbox"/>	<i>If you are interested in a position within another substantive Practice Group indicate below:</i>
Preferences/Limitations:	

705: MERGERS! ACQUISITIONS!
INTEGRATING THE LAW DEPARTMENT AFTER IT HAPPENS
CHECKLIST

I. MERGER INTEGRATION TEAM

- A. Create a merger integration team with subcommittees.
- B. Develop a merger/integration plan in alignment with the business plan.
 - 1. Create a leadership team.
 - 2. Develop the organization and structure of the department.
 - 3. Identify office locations.
 - 4. Create and communicate the vision.
- C. Adopt a merger/integration timeline and create a framework for how the goals will be accomplished.
- D. Establish a system for reviewing the progress of the merger/integration plan.
 - 1. Provide uninterrupted legal services.
 - 2. Revise plan to adapt to the emerging business plan.
- E. Pre-legal close transition issues.
 - 1. Maintaining attorney-client privilege.
 - 2. Negotiating on behalf of old company with the GC of your new employer.

II. COMMUNICATION STRATEGY

- A. Initial Communication
 - 1. Identify the merger partner.
 - 2. Identify the primary reasons for the merger.
 - 3. Identify the benefits of the merger.
 - 4. Identify close date and other milestone dates.
 - 5. Identify shared values.

B. Human Resources Communication

1. Selection Process Information
 - a. Overview of selection process
 - b. Staffing model
 - c. Team member profiles
 - d. Selection methods
2. Severance Plan Information
 - a. Severance Program
 - b. Retention Bonus Program
 - c. Expectations during retention period
 - d. Resources for severed employees
3. Employees Retained
 - a. Department Manager
 - b. Title, Position
 - c. Compensation
 - d. Incentive Plans and Stock Options
 - e. Training
 - f. Performance Expectations
 - g. Timeframe for promotions, merit increases and/or title changes
4. Benefits
 - a. Health and Welfare
 - b. 401 (k)
 - c. Retirement
 - d. Tuition reimbursement

C. Sources of Communication

1. Establish a link to company website.
2. Employee meetings
3. Company Hotline Number
4. Regular updates

D. Legal Day One Communication

1. Welcome Message
2. Global voicemail message from General Counsel or Manager on Legal Day One
3. Welcome Rally
4. Welcome Package
5. Department Reference Guide
6. "Buddy" System

E. Post Legal Day One Communication

1. Ongoing staff meetings
2. Roundtable discussions
3. Legal Department participation in business meetings
4. Company updates
5. Legal Department updates

F. Notifications

1. Notify business partner of new legal department staff member assigned to handle matter.
2. Distribute Legal Department Contact List to the Legal Department.
3. Distribute Legal Department Contact List to the business partner.
4. Update Legal Department website with new contact information.
5. Notify outside counsel and provide new contact information.

III. FILE TRANSFER

A. Summary Sheet

1. Type of matter
2. Important dates
3. Business contact
4. Business person contact
5. Summary of matter
6. Status of matter
7. Settlement discussions
8. Statute of Limitations
9. Outside counsel contact information
10. Key witness
11. Key documents
12. Outside counsel budget

B. File Handling

1. Information Technology issues, transfer of electronic files
2. Transfer of hard copy files
3. Face-to-face meetings with new reporting legal department team member
4. Communication to business partner
5. Communication with outside counsel, i.e., new attorney guidelines

IV. DOCUMENTS TO SECURE**A. Human Resources Related Documents for Legal Department Staff**

1. Employee files, performance reviews
2. Vacation, paid time off records
3. Time keeping documents
4. List of all temporary employees and consultants, identifying their title, role and compensation

B. Outside Counsel Documents

1. Outside counsel/consultants list
2. Outside counsel guidelines
3. Outside counsel agreements
4. Outside counsel evaluations
5. Budgets
6. Contact information for outside counsel relationship manager

C. Department Management Documents

1. Department Manual
2. Department Budget
3. Prior employee staff contact information
4. Password list

D. Company Documents

1. Original documents
2. Contracts, agreements, leases, licenses, confidentiality and non-competition
3. Corporate records including company stock transfer books, outstanding stock certificates
4. Intellectual Property files
5. Judgments
6. Settlement/Release Agreements
7. Insurance policies including life insurance policies for key employees
8. Disaster Recovery Plans
9. Prior organizational chart
10. Business licenses, certificates, permits
11. Litigation Report
12. Human Resources documents
13. Regulatory documents
14. Audit documents
15. Contact information

E. Litigation Matters

1. Subpoenas
2. Records Management
3. Court Filings
4. Wage garnishments
5. Industry specifics, i.e., Citations to Discover Assets, foreclosure matters
6. Bankruptcy Proofs of Claim
7. Liens
8. Collection Matters
9. Service of Process

V. INFORMATION TECHNOLOGY ISSUES

A. Types of Systems

1. Matter management systems
2. Document management systems
3. Diary systems
4. Time keeping management systems
5. Electronic Document Transfer
6. Passwords
7. Telephone systems

B. Department Property

1. Identify all legal department property.
2. Identify property to be returned to company

C. Identify Contracts and Leases for Information Technology Equipment

D. Evaluate Effective Utilization of IT Equipment

VI. SPACE PLANNING

A. Inventory Legal Department Locations

1. Location of offices
 - a. Country
 - b. State
 - c. City
2. Type of space, inventory
 - a. Office
 - b. Cubicle
 - c. Separation or mixed with business team
 - d. Centralized

B. Futures Needs

1. Evaluate how to fit into the overall company space planning.
2. Obtain legal department team input.

VII. PEOPLE PLANNING

A. Determine business needs.

B. Identify talent of team members.

C. Develop a department structure in alignment with the business needs.

D. Evaluate structure of department

1. Number of attorneys per size of company.
2. Compare industry benchmarks.
3. Evaluate the use of non-attorneys (paralegals, non-attorney managers and support staff). Is it effective? Can it be improved?

E. Identify how services are provided, i.e., business unit, state, centralized, by practice area.

VIII. BEST PRACTICES

A. Identify best practices.

B. Incorporate all members of the team in the process of identifying best practices.

C. Develop ongoing process to identify best practices.

SAMPLE FILE TRANSFER SUMMARY SHEET

CASE PROFILE	
NAME:	CURRENT CONTACT INFORMATION:
	FUTURE CONTACT INFORMATION:
BUSINESS CONTACT INFORMATION:	OUTSIDE COUNSEL CONTACT INFORMATION:
Name:	Name:
Telephone:	Telephone:
Fax:	Fax:
Email:	Email:
SUMMARY OF MATTER	
LITIGATION MATTERS	
1. Type of case	
2. Date of Occurrence	
3. Date matter filed	
4. Court: Federal/State	
5. County/State/Country:	
6. Judge	
7. Amount claimed	
8. Amount reserved	
9. Key Witnesses	
10. Other	

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SAMPLE FILE TRANSFER SUMMARY SHEET

KEY DATES	DATE	COMMENTS
1. Assignment given		
2. Requested completion date		
3. Last update given from legal department to business partner		
4. Next Court date		
5. Statute of limitations, if any		
6. Next activity date		
7. Other		
SETTLEMENT DISCUSSIONS	DATE	AMOUNT
1. Authority		
2. Demand		
3. Offer		
4. Other		

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SAMPLE FILE TRANSFER SUMMARY SHEET

REAL ESTATE PROPERTY MATTERS
1. Property address
2. Own/Lease
3. Subtenants
4. Lease commencement date
5. Lease term
6. Lease renewal date
CONTRACT MATTERS
1. Parties
2. Type of Service
3. Termination Date
4. Renewal Date
5. Other

CONFIDENTIAL AND PRIVILEGED ATTORNEY WORK PRODUCT

SAMPLE FILE TRANSFER SUMMARY SHEET

FILE DOCUMENTS		
1. Identify key documents		
2. Identify location of documents		
3. Identify computer-related files		
OUTSIDE COUNSEL	DATE	
1. Invoices paid		
2. Outstanding issues		
3. Budget submitted		
4. Is counsel within budget?		
5. Other		
GENERAL COMMENTS		

CONFIDENTIAL AND PRIVILEGED ATTORNEY WORK PRODUCT

**SAMPLE
RECOMMENDATIONS FOR LEGAL DEPARTMENT BEST PRACTICES**

INDIVIDUAL PROFILE	
NAME:	DATE OF HIRE:
POSITION:	REPORTS TO:
PRACTICE GROUP:	CITY/COUNTRY:
KEY RESPONSIBILITIES:	
COMPANY BEST PRACTICES	
Identify Best Practices at Company.	How Did It This Best Practice Add Value to the Company?
1.	
2.	
3.	
4.	
PRIOR COMPANY BEST PRACTICES	
Identify Best Practices at Prior Company.	Identify Suggestions for Implementation of Recommended Best Practices at Company.
1.	
2.	
3.	
4.	

**SAMPLE
FREQUENTLY ASKED QUESTIONS**

<u>TOPICS AND QUESTIONS</u>	<u>COMMENTS</u>
<u>COMPANY NAME, LOCATION</u>	
<i>Will the Company name change?</i>	
<i>Will my office location stay the same?</i>	
<u>PAID TIME OFF PROGRAM</u>	
<i>What is the paid time off policy? Is it different from the current program?</i>	
<i>Can non-exempt employees take unpaid leave after they have used up their sick time?</i>	
<i>How many paid holidays does the New Company offer each year?</i>	
<i>Does the New Company offer sick/personal time? If yes, how much?</i>	
<u>401(K) PLAN</u>	
<i>When can I begin to participate in the New Company 401(k) Plan?</i>	
<i>What does the New Company Retirement Plan look like for your employees?</i>	
<i>I am over 59 ½ and currently I can make a cash withdrawal without penalty from my vested portion of the retirement account. Will I still be able to do that when the funds roll to the New Company Plan?</i>	

<i>Can I sign up for the 401(k) Plan now or do I have to wait until the merger is completed? If I can, how do I go about getting it done?</i>	
<i>If I am retired, can I take the money out of the 401(k) and set up my own IRA? If so, when can I start this process?</i>	
<i>I have not taken advantage of 401(k). I do, however, have shares of stock under Employee Stock Option Plan. When and how will these shares of stock be paid to me?</i>	
<i>Once cash for our stock inside of the 401(k) Plan is allocated to the AXP Cash Management Fund, will we be able to roll the cash into another investment tool outside of the Old Company or New Company 401(k) Plan? If yes, will we be subject to the usual penalties?</i>	
<i>For new employees or current employees who join the New Company 401(k) Plan after the merger date, will their 401(k) match fully vest?</i>	
<i>Will employees be 100% vested in the 401(k) Plan regardless of length of service?</i>	
<i>Will the Old Company 401(k) Plan automatically roll over into the New Company 401(k) Plan?</i>	
<i>How will current investments “map” to the new plan? How many investment options are offered?</i>	
<i>Will we automatically enroll in the New Company 401(k) Plan?</i>	
<i>Will we be required to be employed by the New Company for any length of time before participating in the 401(k) Plan?</i>	
<i>Does the New Company offer a company match? What is the match percentage?</i>	
<i>Is the company match Ns stock or cash?</i>	
<i>Will we get credit for years of service at the Old Company?</i>	
<i>What about retirement plans?</i>	

<u>EMPLOYMENT STATUS</u>	
<i>Will my title remain the same? Do I have the same title as my counterparts in the New Company?</i>	
<i>When will I receive a merit increase with the New Company?</i>	
<i>What are the ranges for merit increases with the New Company?</i>	
<i>When will I be eligible for a promotion?</i>	
<i>Will I continue to be paid on the same schedule? Will direct deposit system paycheck stay in place?</i>	
<u>SEVERANCE</u>	
<i>If I am scheduled to leave the Old Company during the integration period, do I need to participate in open enrollment in the New Company benefits or will we be automatically enrolled?</i>	
<i>My state unemployment office told me that I could apply for unemployment insurance the first week after my exit date, is that correct?</i>	
<i>Who do I contact for outplacement services? What type of outplacement services will be provided?</i>	
<u>OTHER BENEFITS</u>	
<i>Currently, as an Old Company employee, the interest rate on my variable Home Mortgage Rate Loan is reduced by ____ percent and ¼. In 2005, while employed by the New Company and on the New Company benefit plan, will that rate continue to be a reduced rate if that rate will not be continued to be rewarded? What options do I have, if any, if the rate will not be reduced?</i>	

<i>What benefits will go into effect as of Day One Legal Close? Will the remainder of them be effective?</i>	
<i>Where can I find more details on the new benefits?</i>	
<i>What health insurance does the New Company offer?</i>	
<i>Will we have to change health care providers after the merger? This is a major concern to me and many others.</i>	
<i>Will there be a time when we will be without medical coverage?</i>	
<i>I am currently enrolled in college and have utilized tuition reimbursement. My position is expected to end. Will I be responsible for paying back the tuition reimbursement?</i>	

LEGAL POSITION WEBSITES

6 Figure Jobs.com<http://www.6figurejobs.com>**ACCA In-house Jobline**<http://www.acca.com/jobline>**America's Job Bank**<http://www.ajb.dni.us>**American Bar Association Network**<http://www.abanet.org>**Attorney Jobs Online**<http://www.attorneyjobs.com>**Bridge Path Exchange**<http://www.bridgepath.com>**Chicago Daily Law Bulletin**http://www.lawbulletin.com/classifieds/class_main.cfm**Coleman Legal Staffing**<http://www.colemanlegal.com>**eAttorney**<http://www.eattorney.com>**EmployerNet**<http://www.employernet.com>**FlipDog.com**<http://www.flipdog.com>**HotJobs.com**<http://www.hotjobs.com>**Law Match**<http://www.lawmatch.com>**Legal Hire**<http://www.legalhire.com>**Legal Recruiter**<http://www.legalrecruiter.com>**Monster.com**<http://www.monster.com>**Update Legal**<http://www.updatelegal.com>