



403:8 Miles Wide & 3 Inches Deep: A How-To for Handling Issues Confronting a Small Law Department

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Faculty Biographies

Patricia R. Britton

Patricia R. Britton is general counsel of Porsche Cars North America, Inc., in Atlanta. As general counsel, Ms. Britton is responsible for all legal issues that affect the company. Her responsibilities include franchise issues, technical and regulatory compliance, labor and employment issues, supplier issues, intellectual property, and both state and federal lobbying and governmental relations.

Prior to joining Porsche, Ms. Britton spent eleven years as a staff attorney for Toyota Motor Sales, U.S.A., Inc. At Toyota, she was a franchise and operations specialist. Ms. Britton practiced commercial litigation in private law firms for several years before joining Toyota.

Ms. Britton earned an AB and JD from the University of California at Berkeley.

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Richard D. Gorelick

Richard D. Gorelick is vice president and general counsel of Integra LifeSciences Holdings Corporation based in Plainsboro, New Jersey, just north of Princeton. Integra is a diversified medical technology company that is a leader in the neurosurgical device market and a leader in the development and manufacture of a broad range of products based upon proprietary technology for the regeneration of tissue *in vivo*.

Previously, worked at Aventis Behring LLC, a global leader in biologics (plasma proteins) as associate general counsel, where his practice focused on technology licensing, strategic alliances, acquisitions, and managing commercial litigation. Prior to going in-house, Mr. Gorelick was an associate in the Business and Finance Section of Morgan, Lewis & Bockius LLP, resident in Philadelphia, where he concentrated his practice, among other things, on transactions, corporate reorganizations and creditors' rights (primarily representing creditors) and secured transactions (representing both borrowers and lenders).

Mr. Gorelick is a graduate of Princeton University and Boalt Hall School of Law, University of California at Berkeley.

Kathleen A. Metzger

Kathleen A. Metzger is vice president legal affairs for Fiskars Brands, Inc., a global consumer products company, headquartered in Madison, Wisconsin. Her responsibilities as chief legal officer include providing counsel on legal matters worldwide, primarily in the areas of intellectual property, commercial contracts, litigation, employment, real estate, corporate, and finance.

Prior to joining Fiskars Brands, Ms. Metzger served as chief legal officer for Pharmasset, Inc., a startup biotech company in Atlanta. Before relocating to Georgia, she was in-house counsel in the areas of corporate, finance, and international transactions for Dow Corning Corporation in Midland, Michigan.

Ms. Metzger received a BA from Michigan State University, and a Master in International Management from Baylor University. She holds certificates in management accounting and financial management. She is a graduate of the Columbia School of Law.

Addressing Major Issues Facing Small Law Departments

by

Richard D. Gorelick

- I. Law Department Philosophy – Basic Principles
 - A. Manage for Outcomes – "Know What It Looks Like"
(with "it" being the type of service your company needs).
 1. Basic Tenets.
 - a. Don't always be in a react mode – don't hide from your clients – meet with them, grasp their issues and partner with them (but know when you have to say no).
 - b. Learn the business.
 - c. Learn how your industry operates, how your company operates.
 - d. Teach your clients how to spot issues, how to help you solve their problems.
 2. Spend most of your time on your core issues:
 - a. 80-20 rule re: time allocation.
 - b. 75-25 rule on your day-to-day work
(75% routine, keeps everyone clothed and fed;
25% exciting, keeps you coming back).
 - c. Create rapture in the "routine" – picture your company as an eight-person crew shell rowing on a smooth lake on a clear day – with each rower representing a major department at your company. Figure out ways to leverage your assets to make your company function like that, such as
 - (1) Information Technology Solutions
 - (2) Working with paralegals (and contract administrators); and
 - (3) Training non-lawyers in core areas so that they know how to spot issues and help the Law Department advise them properly.
 3. Avoid the temptation of

Helpful hint: The other speakers will address items (1) through (3) in detail.

- a. gravitating to what you
 - (1) like to do;
 - (2) have been trained to do; or
 - (3) have always wanted to do,

WHERE THOSE THINGS ARE NOT NECESSARILY HELPFUL IN MANAGING FOR YOUR OUTCOME. (Hopefully they are, but if they're not, don't go joyriding on small issues just because you like them or have always wanted to work on them. There just isn't any time).
4. Always remember why you became an in-house lawyer:
 - a. to be part of a team;
 - b. to not be a part of a cat-herding exercise that can be a law firm;
 - c. your role can be part of a great choreographed event far greater than what you can achieve individually.
5. And be sure to remember the items under paragraph 4 when you're having a rough day.

Helpful hints:

- *One of the key differences between being in-house and being a part of a law firm is that when you're in-house you're really part of a team. Along with members of the other departments of your company, you are uniting behind your trademarks and brands to provide much-needed and useful services and/or products.*
- *Partnering with your clients is extremely important when you are working in-house. Take the time to listen to them, to understand their objectives, to assess their day-to-day legal needs.*
- *The more you take the time to learn the business, learn about the competition, learn about which departments of your company need to work together to produce a great product or service, the better you will be, and the more your clients will value you.*
- *Don't make decisions in a vacuum without checking with the appropriate colleagues! A key difference between being in-house and being in private practice is that as an in-house lawyer you have to know which decisions require buy-in from members of the management team other than the client you are working with on a contract. You can't be in the position of playing ostrich while one department ends up making a commitment that another department cannot possibly honor. You need to help ensure that departments talk to one another.*

- *Take the time to teach and train. You will draft, you will negotiate, you will argue and you will teach – and you should take as much satisfaction from your teaching as you will from negotiating a good contract or settling a case. Teaching your clients will help make them better clients, help them anticipate legal issues, and help the company achieve better results. You will achieve great satisfaction from the teaching and training part of your job.*
- *Sometimes your work might not be as intellectually challenging as working six weeks on end on trial with "cutting edge" issues as a lawyer in private practice (and having to hear the client's GC grumble about what the trial is going to cost and how your firm had better win the case). Sometimes that may be true, but you get to see tangible results every day, you get to have a seat at the table and advise your business unit or the management team on key issues, and if the issues are important to the company's leadership, then they are important to the company's overall well-being. That's where you add value and make a difference.*
- *Maximize the present – make the most of your opportunities, take ownership, make them your own, and take every opportunity to help create a better process, a better document, a better company.*

B. Figure Out Your Core Issues.

1. Assess Them. Get input and buy-in from senior management.
2. Create a Plan to Address Them.
3. Stick to the Plan.
4. Reassess the Plan (every 6 months or so).
5. Core issues are different for every company. The issues depend on the industry you are in.
6. Example:
 - a. Medical Device Company
 - (1) Publicly Held? If yes, you have SEC/Governance Issues.
 - (2) Commercial issues
 - A. Distributors;
 - B. Customers (many of whom have 15 pages of standard terms and conditions); and
 - C. International Distributors.
 - (3) Compliance.

- (4) FDA issues
 - A. how you manufacture products;
 - B. how you promote products; and
 - C. product clearances and approvals.
- (5) HHS/OIG issues
 - A. how you price products;
 - B. how procedures are coded for Medicare reimbursement; and
 - C. how you sell products (fraud and abuse).
- (6) Products Liability.
- (7) Employment Law.
- (8) Intellectual Property.

Helpful hints: Your company may choose to address these issues in many ways, and addressing all of these issues involves not only the Law Department, but also the Regulatory Department (where a team of regulatory professionals well-versed in FDA laws and regulations addresses FDA-related matters on a daily basis) and the Finance Department (which may help with various SEC compliance documents). In each case, those departments help relieve the Law Department of some day-to-day work. Some of the matters come up daily, others weekly.

C. Personnel Needs.

1. Your people are your most important asset. It's trite, but it's true.
2. Figure out (quickly) your personnel needs. While you always want to hire for talent, you want to make sure you have the right mix of talents, skill sets and experience.
 - a. Other lawyers (as full-time employees or part-time employees).
 - b. Contract attorneys.
 - c. Patent agents.
 - d. Paralegals.
 - e. Contract managers.
 - f. Administrative assistants.

3. If you're a one-person show, figure out how to work with other departments by having them become better clients, helping them, in essence, helping you – through training, standard forms, software solutions, etc.

Helpful hints:

- *As for personnel needs, you should take the time to familiarize the CEO, COO and CFO with your department and its needs, both in the present and a few years*

into the future. If you think that you'll need additional resources down the road, start discussing them in your budget meetings (especially if you meet quarterly). The top executives don't like surprises, and adding headcount is always difficult, but if you plant seeds early enough, you will harvest them (and a new hire) when the need arises.

- *This advice is not to suggest that you get "grab happy" for additional members of the Law Department – make sure that you need them and that they can play the role that they are hired to play. Don't hire someone with a great resume just because it looks good if a) the work doesn't fit the talent or b) the work just isn't there.*
- *You have to balance today's needs with the potential for growth. In making decisions – about running a department, about gathering knowledge/experience on the substantive legal topics that face your company, make sure that your resources can grow with the company. A solution that looks great for today might not be good two years from now.*
- *Know what you don't know and when you'll need outside help. Some internal clients will have view an in-house lawyer as having the ability to answer complex questions on arcane topics. You'll impress them more by saying "I don't know, I'll have to check" as opposed to giving them a wrong answer that comes back to haunt the company months or years later. Rest assured that very little has to get resolved in the exact moment that the question is raised. While we all pride ourselves on prompt service, prompt service has its limits. Most companies will blunder when they're in a rush, and most "rushes" are caused internally. You might not have enough help in-house, but that doesn't mean the service should suffer.*
- *The other presentations will directly address how small law departments can do more with less. You may not be able to hire as many lawyers as you need or as many paralegals as you need. You may have to train your clients better so that they can anticipate the legal issues facing them. You may have to leverage existing personnel and, if they have the talent, train them to fill a paralegal role. You might need to purchase software that can help automate routine matters so that your clients can get the prompt service they need.*

D. Manage to Your Strengths.

1. Concentrate your attention and resources to your core needs and core issues.
 - a. in terms of people and their skills
 - b. in terms of time spent.
2. Spend most of your time on the matters that matter most to the company – the everyday issues and the longer-term issues.

3. Review your core needs every six months or so and give your practice and/or your department a check-up as to what you're doing well and what you can be doing better.

4. The best way to determine whether you need a new "system" for something is by ascertaining how many times the same issue arises. The more the same issue arises, the more likely you are to create an internal system where you can delegate tasks, even to non-lawyers.

5. Make sure everyone has the tools she needs to do her job – whether that's more training, better software, better knowledge management. Hiring for talent might be the first requirement, but if your talented colleagues don't have the right tools, they will have trouble doing their jobs.

II. Law Department Realities, Practicalities.

A. Realities.

1. The day-to-day work can be overwhelming.
2. The existing members of the Law Department work hard and sometimes late. ("I didn't move in-house for this.").
3. The members of the Law Department worry that they are not covering all issues well or in enough depth.
4. More and more issues keep arising all of the time.
5. The work keeps on piling up.

B. Practicalities.

1. Your department does need to give itself a check-up every now and then to assess what it's doing well and what it could do better. To be blunt, a department manager who isn't always assessing ways to improve shouldn't be managing the group. If the day-to-day work is overwhelming, there must be a solution to make matters simpler.
2. It may be simply a matter of better distributing the workload and delegating more and more work. Delegating has two advantages – the work gets to someone who has more time to do a better job and the work gets to someone who needs (and hopefully deserves) the opportunities to develop her (or his) skill set. The more depth, the better the service.

3. You have to take heart that certain areas may not get covered and that the business issues with respect to those areas are minimal. Most Law Departments are very good at hitting the highest priorities. Other matters that are looming may always loom – precisely because despite what you might have learned in law school or heard some wise old hand at the big law firm where you once worked say about addressing a particular issue, while the issue might present intellectual challenges it poses no actual risk to the company. Let the CEO, COO and CFO guide the Law Department as to its priorities, but only to a point. Naturally, you need to stand up and be counted when the issue involves compliance with laws and ethics.

4. Training is very important. There are many opportunities to go to seminars, or even to have the seminars come to you. ABA offers broadcast seminars at about \$125 apiece on practical issues, and there are lots of seminars available. A seminar is a good way for an in-house Law Department member to re-charge his or her batteries and to take a break from the daily grind. In addition, your department should develop training materials for new hires and for other departments on issues that affect them daily. Training is very, very important.

5. Teaching your clients is equally important. You need to teach them about legal issues that they face daily and train them on areas of importance.

6. Things will get worse unless your department takes the time to address major issues head on when they arise. Whether this means that you need to hire a lawyer or paralegal on a contract basis, whether you need to buy software to help you manage contracts or intellectual property, whether you need to hire a high school kid two days a week after school to help with your filing, figure out what's not getting done and then solve the problem.

C. Conclusion.

A small law department offers a very exciting professional environment. You get to be at the heart of the company's matters, the core of its key decisions. To make a small department as effective as possible, the professionals within the department must maximize their time and their acquired knowledge base. The department must balance the handling of day-to-day matters with taking the time to address future legal and policy issues. By partnering with your internal clients, listening to their needs and learning the business, and communicating effectively within the Law Department, lawyers in a small law department will be able to shape their workdays to help the company achieve its objectives – and have fun in the process.

Effective Use of Paralegals in a Small Legal Department

When you are responsible for a multitude of different areas of the law, the objective is to find an effective way to avoid as much of the routine review and day-to-day decision-making as possible in order to spend time on issues that you cannot delegate.

FIRST STEP

Determine what are the largest subject matter specialties within your Legal Department.

Examples: intellectual property
 technical compliance
 warranty/lemon law

SECOND STEP

Hire a paralegal to coordinate and run each of the major carve-out areas.

- Hire the most experienced, well-educated and trained paralegals you can afford (with prior experience in the specific fields) in order to minimize training time
- Qualities to look for:
 - Self-starters
 - Creative/resourceful
 - Intelligent with analytical and logical minds
 - Solid judgment about what is outside their abilities
 - Enjoy working independently
 - Enjoy taking the initiative
 - Loyal
 - Excellent people skills
 - Excellent technology skills

THIRD STEP

Give the paralegals authority over their working area. **DON'T MICROMANAGE!**

- When business people approach you on one of the carved-out areas, unless it's a quick question, refer them to the paralegal. Get the business people used to going to the paralegal first, not you.
- If other attorneys in your department have cross-over work (e.g., a contracts attorney has a routine contract with an intellectual property issue in it), make sure that the attorney lets the responsible paralegal know about the issue and how it is being handled, so the paralegal can ensure consistency.
- Let the paralegals talk to and hire outside counsel **at their own discretion** provided the paralegals follow approved guidelines and select from a list of outside counsel pre-approved by you
 - Qualities of outside counsel to look for in this regard:

Long-term counsel who understand your business
Not threatened by talking to paralegals instead of you
Good judgment regarding when an issue is beyond a paralegal
Willing to get as much work done with the paralegals as possible
before bothering you

- Involve your paralegals in drawing up budgets and hold them accountable for the budgets in their work areas.
- Encourage your paralegals to network widely within the company. This will prove invaluable in terms of problem-solving resources and in learning of issues that may affect the company or your department.
- Encourage at least minor cross training so that one can cover for another on simple issues during vacations, maternity leaves, etc.
- Have your paralegals organize and conduct seminars for the business people regarding their specific areas, supervised by you.

FOURTH STEP

- Continue to delegate a broader scope of increasingly complex responsibilities

FIFTH STEP

Reward your paralegals for their increased responsibility in any way you can. Favorites of many paralegals:

- Salary increases
- Bonuses
- Attend CLE programs out of town
- Out of town business travel that make sense and is within your budget
- Recognition within the company for their accomplishments

NEC

Don't Start with Technology!

Laying the Foundation for
Knowledge Management

Tim Donovan
NEC USA, Inc

What is Knowledge Management?

- Organizing tools, work product and resources to enhance efficiency
- Recording results of efforts meaningfully
- Identifying and Duplicating Your Own Best Practices
- Creating pathways others can follow for the same results or for application to other projects

Some of the Tech Tools

- Document Management
- Matter Management
- Litigation or Case Management
- Internal and Outside Cost Control and Management
- Process Charts

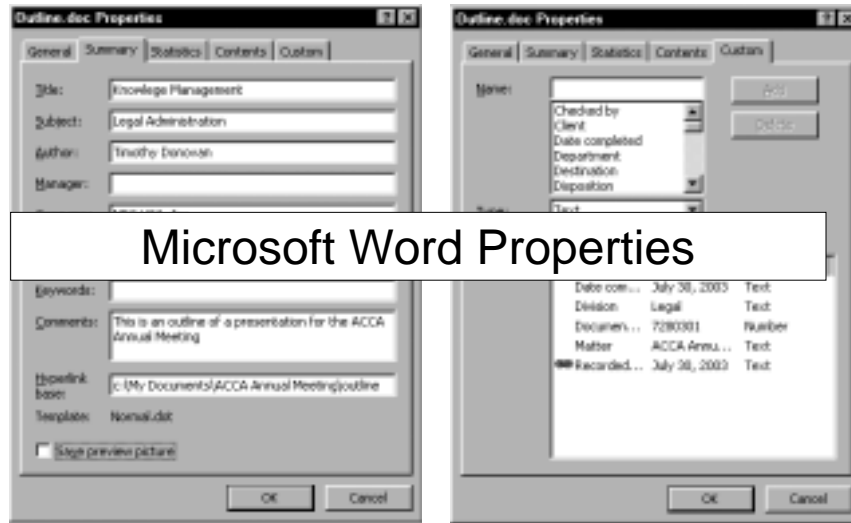
Document Management!

The screenshot shows a software window titled "New Profile File imported into: WRYLEGALAPP'Svmanage". The interface includes several sections:

- Database:** A dropdown menu set to "Instage" and a "Lookup" button.
- eCounsel:** An "Alias" input field and a "Lookup" button.
- Document Profile Fields:** A list of fields with radio buttons and dropdown menus:
 - Type: PPT37 (PowerPoint 37)
 - Description: ACCA Annual Meeting Presentation
 - Author: DONOVAN (Timothy Donovan)
 - Operator: DONOVAN (Timothy Donovan)
 - Class: PRESENT (Charts, Graphics)
 - Client: LEG (NEC USA LEGAL DEPARTMENT)
 - Matter: TRAIN (PREVENTATIVE LAW TRAINING)
- Security:** A dropdown menu set to "Public" and a "User Access" button.
- Comments:** A "Comments..." button.

Buttons for "OK", "Cancel", and "Help" are located on the right side of the window.

DOCUMENT MANAGEMENT??



Matter Management

- Record Activities in a case or project
- Keep track of developments, project personnel, contact information
- Set up ticklers for events and deadlines
- Keeping Track of Status
- Expanded Report Capability

Low Cost Alternative to Full Blown Matter Management

- Microsoft Outlook
 - Design a form to open a matter
 - Link to contacts
 - Calendar Events
 - Create a Folder for e-mail, etc
 - Can use Shared folders
- Flat File Databases (Filemaker Pro)
- MS Excel w/creative Use of Hyperlinks

Tracking Internal and External Costs

- Learn to Love your Spreadsheet
 - No.1 App for lawyers is Wordprocessor
 - No. 1 App for a Legal Manager is the Spreadsheet
 - Create Lists
 - Simplified Databases
 - Record Expenses and Sort Data for Reports on Use of Outside Counsel
 - Easily export and import data from other programs and vendor offerings

Sample Spreadsheet to Track Outside Counsel Expenses

Division	Counsel	Paid Amount	Matter	Paid Month	Class
100 (Corp)	Smith, Jones & Gray	\$190.46	Alberta - Annual Report Registration	10/1/02	ADM
100 (Corp)	Smith, Jones & Gray	(\$82.13)	Alberta - Annual Report Registration	12/2/02	ADM
100 (Corp)	Capoli, Joseph and Empira	\$162.75	Annual Registration in British Columbia, Canada	5/1/02	ADM
100 (Corp)	Taylor and Ham	\$142.62	Customs Compliance Audit	8/1/02	GOVT
100 (Corp)	Taylor and Ham	\$9,365.93	Customs Compliance Audit	1/1/03	GOVT
100 (Corp)	Taylor and Ham	\$9,107.87	Customs Compliance Audit	2/1/03	GOVT
100 (Corp)	Winter and Gary	\$2,055.43	Leave Policy Initiative	9/1/02	GEN
100 (Corp)	Hague, Alevum & Winn	\$2,290.71	Patent - Typical Unintelligible Engineering Description US Patent 5,000,0001	11/1/02	IP-PAT
100 (Corp)	Patenti, Fog and Mnnulantz	\$2,245.00	Patent - Typical Unintelligible Engineering Description US Patent 5,000,0002	4/1/02	IP-PAT
100 (Corp)	Patenti, Fog and Mnnulantz	\$2,020.00	Patent - Typical Unintelligible Engineering Description US Patent 5,000,0003	10/1/02	IP-PAT
100 (Corp)	Patenti, Fog and Mnnulantz	\$2,125.00	Patent - Typical Unintelligible Engineering Description US Patent 5,000,0004	10/1/02	IP-PAT
100 (Corp)	Patenti, Fog and Mnnulantz	\$1,610.00	Patent - Typical Unintelligible Engineering Description US Patent 5,000,0005	1/1/03	IP-PAT

Can run simple reports by sorting on a single column

Total Costs for Intellectual Property

Total Costs for Employment Litigation

Total Cost of Audit Compliance

Process Analysis ?



“A good process flow chart may lead to better use of technology. Repetitious tasks can often be automated or, in the case of legal documents, should become candidates for a standard form or a document assembly program. . . If you have a procedures/forms manual for the repetitive portions of your practice, you have probably already captured much of the benefit a process flow analysis would deliver.

Stephen C. Parker
 “A Process Approach to Legal Reengineering”
 ACCA Docket January/February 1997

Tools for Displaying The Process

- Mindmanager
 - <http://www.mindjet.com/us/>
- Flow Chart Software (Visio, Flowcharting 5)
- Project Management
 - Microsoft Project
- MS Excel
 - Flowchart symbols
 - Useful for tracking projects

Poor Man's Process Analysis

- Do it right the first time and make it easier ever after
 - Identify the Major Tasks and Players
 - Don't file away work product without cleaning it up for next time
 - Term Sheets
 - Players
 - Memo on follow ups and reminders for future activity
 - Save Standard Form for Future Use in a way you or someone else will find it!
 - Document Procedures and leave a Trail for future reference

Starting From Square One?

- Create a File List Format
- Create a one Page Form to Record Opening a file
- Start Using Spreadsheets to Record Payments to Law Firms
- Create Standard Forms and Use A Folder System on your PC to Organize Files by Type of Form or Area of Practice
- Keep things Simple but Organized

LEGAL DIVISION FILING SYSTEM

Updated 3/11/03

PRIMARY DIRECTORIES (CLIENTS)

AURA	Auraline, Inc.	
AVLLC	Active Voice LLC	
BED •	Broadcast Equipment Dept	<u>(New Matters to be Filed under RADIO)</u>
BNS	NEC Business Network Solutions, Inc. (Merger of BCS East and BCS West)	
BNSIS	BNS Installation & Services, Inc.	
CAN	NEC Canada, Inc.	
CMG(CSL) *	Corporate Marketing	Corporate Marketing Group includes Corporate Sales CSL (C&C)
CNAD	Corporate Networks Administration Division	
COR(AM)	NECAM	(and Melville, HQ not Related to a Specific Product Group)
COR(US)	NEC USA	(and Melville, HQ not Related to a Specific Product Group)
CPE(CNG)	CPE Group	(Corporate Networks Group includes CPE Planning Division, Business Systems Sales Division, Engineering & Support Division, BTD, formerly ATD and FAX)
CTG(WED)	Communications Terminals Group	(WCD, formerly the MRD group)
CONV	Convergence Ventures I, L.P	
DCM	DCM Solutions, Inc.	
ELUM	NEC Eluminant Technologies, Inc.	
ENS *	Enterprise Network Systems	
EUX *	EULIX Networks	
FRM	Master Forms	
GFCC	Glens Falls Communications Corporation	
HNSX	HNSX Supercomputers	

HOLON *	Holontech Corporation	
IBC	International Business Center	
IMM *	Immigration	
IND •	NEC Industries, Inc.	
LEG	Legal Department	
LIT/CLAIMS	Litigation	
LOGX	NEC Logistics America	
MCS	Micro Computer Systems, Inc.	
NCL •	North Coast Logic, Inc.	
NEC	NEC Corporation	
NECCAP	NEC Capital, Inc.	
NECEL *	NEC Electronics, Inc. – Check new name	
NECF	NEC Foundation of America	
NECFBEROP	NEC Fiberoptech, Inc.	
NECFS	NEC Financial Services, Inc.	
NECI •	NEC Research Institute, Inc.	
NECINF	NEC Infrontia, Inc.	
NECSAM	NEC Solutions (America), Inc. formerly NECT & NECSL	
NECSL •	NEC Systems, Inc.	
NECT •	NEC Technologies, Inc.	
NECUS	NEC USA, Inc.	(includes C&C Research Laboratories and Advanced Switching Laboratory)
NITEO	NITEO Partners	
NMGI	Netcomm Management Group, Inc. (Parent of GFCC)	
NLAB	NEC Laboratories America, Inc. (formerly NEC Research Institute)	
NMI	NMI Corporation	

NSD	Network Systems Division	
OBTEC	Obtech LLC	
ONE*	Open Networks Engineering	
ONSD	Optical Network Systems Division	
ORE*	Oregon Plant Group	(Engineering Division, Manufacturing Division, Planning Division)
PB-NEC •	PACKARD BELL-NEC	
PCS	PCS Business Development Division (PCS BDD)	
PERMEO •	Permeo Technologies, Inc.	
PNG	Public Networks Group	
PNG(SSD)	Public Switching Group/ Switching Systems Division	(Advanced Switching Lab, Marketing & Customer Support Division)
RADIO	Radio Group	(Radio Planning Division, Radio Division <u>and</u> <u>New BED Matters</u>)
RCSD	Radio Communication Systems Division	
SIGNAFY*	Signafy, Inc.	
SPSD	Service Provider Solutions Division	
TNM	Tecnologias NEC de Mexico	
TRANS	Transmission Group (Transmission Planning Division, Transmission Marketing & Sales Division, Transmission Networks Systems Division, Transmission Network Systems Lab, Transmission Development Division, Data Communications Systems Division SIXD)	
WED(CTG)	Wireless Engineering Division	

* - inactive

• - dissolved. sold or merged

Each primary directory (CLIENT) will be followed by one subdirectory (MATTER). Please see the following:

SUBDIRECTORIES

*Each of these subdirectories (**MATTER TYPE**) apply to all divisions, subsidiaries and affiliates.
(Does **not** apply to LIT, IMM or LEG)*

ADM	Administration & Finance	(Includes: Board Matters, Budget, Finance & Accounting, Policy Committee, Tax and M&A)
ADV	Advertising, Public Relations & Marketing	(Includes: Marketing Programs and Product Promotional Programs, Special Price Promotions and Volume Discount Programs)
CUST	Customs & Trade	
GOVT	Government Relations & Regulations	Includes: Environmental FAR'S Government Regulations Legislation Lobbying OSHA
HR	Human Resources	
IP	Intellectual Property (non-litigation) (non-contract specific)	Intellectual Property Committee General License Agreements Technical License Agreements
K	Contracts	Includes: Purchase/Sale (other than Administration related contracts e.g. lease of copier) Software License/Development Sales to Government Agencies and Contractors Nondisclosure Agreements Sales Finance Leases

File name should show company name. Do not use an abbreviated name unless that is the legally recognized name of the corporation or entity:

DO: Southern New England Telephone

DONT: SNET

DO: GTE

DONT: General Telephone & Electronics

Do not open multiple file folders for the same major account.

Ex: GTE contracts should be filed in a single expanding file folder with multiple folders for different projects and matters

ALSO

When a file is opened regarding an employee or a particular person, the last name should be referenced first and the file should be filed alphabetically by last name.

DO: Doe, Jane
DONT: Jane Doe

RE Real Estate & Facilities (Leases)
(Filed by State)

LIT

<u>Matter</u>	<u>Matter Name</u>
AT	Antitrust/Unfair Competition
CR	Bankruptcy/Collection
EMP	Employment
ENV	Environment
EQ	Equipment
IP	Intellectual Property
K	Contract
PI	Personal Injury
PROD	Product/Liability
TAX	TaxMatters

LEG

<u>Matter</u>	<u>Matter Name</u>
ADM	Office Management and Administration
ADVIS	ADVISOR Articles
AUDIT	Audit for Year End Financial Statements
CNSL	Outside Counsel and Associated Services
GUIDE	Legal Guide
LAW	Research materials and memoranda on a specific area of law
MISC	Miscellaneous departmental documents
TRAIN	Preventative Law Training
WEB	All files related to the Legal Division Infopath Homepage

DOCUMENT TYPE MAINTENANCE

<u>Doc. Type</u>	<u>Description</u>	<u>Length of time on System (i.e. Archive/Delete/Keep)</u>
AGR	Agreements/Contracts	Archived after 90 days
ARTICL	ADVISOR Articles, Legal Guide Articles, Etc.	
CERT	Certificates, Legal Opinions	Archived after 20 days
FAX	Facsimile Routing Sheets	Delete after 30 days
FORM	Master Form Templates	Keep
HQ-FORMS	Accounts Payable, Expense Reports, Purchase Req's, etc.	Delete after 120 days
IMPORT	Imported Documents	Keep
LEGPUBLIC	Legal Guide	Archive after 365 days
LET	Letters	Deleted after 30 days
LIST	Lists	Keep
	(including Pleadings)	Keep
MEMO-I	Inter-Office Memos	Deleted after 30 days
MEMO-L	Legal Memoranda	
	Research Memos	Archived after 30 days
MINUTE	Minutes of the Board of Directors	Deleted after 60 days
MIS	Miscellaneous Doc's	Deleted after 10 days
POLICY	NEC Policies & Practices	Keep
PRESENT	Charts, Graphics	Archive after 365 days
RESOS	Corporate Resolutions	Archive after 60 days
SPRDSHT	Spreadsheets	Archive after 365 days
TABLES	Tables	Archive after 60 days

The physical files should be set up in the same manner that the profiles are set up.

As a common practice please indicate the company name along with the Client and Matter type at the bottom of each document (e.g. CTG-ADM JWP). This will assist in locating the physical file for future reference.

HOW TO LOCATE "MASTER DOCUMENTS" (FRM FILES)

Most form documents are located in the **FRM** directory (**Client**), unless they are related to a specific division, subsidiary or **Matter** type. The easiest way to locate the form documents is to:

(1) select "Document Lookup" from the Options Menu

(2) select Client/Matter

(3) enter the client name "FRM"

(4) hit "enter" three times.

A list of all FRM documents will come up. Move down the list with the down arrow key to find the document you are looking for. Follow the prompts at the bottom of the screen to obtain a copy.

The form documents can also be found by going into a blank profile screen and searching the various fields, i.e. **Document Type** (AGR, CERT, LET, LIST, MEMO, MINUTE, POLICY, RESOS); by **Matter** (ADM, ADV, CUST, GOVT, HR, IP, K, RE) please note that this field also requires the **Client** name (e.g. FRM-K, FRM-ADM, etc.); or by **Document Number**. All fields in the profile are searchable.

FRM-K should only be used if the Agreement does not fall into one of the other generic categories, e.g. a Real Estate Lease Agreement should go into FRM-RE, not FRM-K.

PROCEDURE TO SET-UP ACCESS FILECARD (REMINDER: SPECIAL PROCEDURE FOR LITIGATION CASES)

- **Open new filecard in Legal Database (Microsoft Access).**
- **Complete Client Code (refer to "Legal Department Filing System Handout").**
- **Complete Subject/Matter section (refer to "Legal Department Filing System Handout").**
- **Complete Opened By.**
- **Complete Attorney name.**
- **Complete Matter.**
- **Complete Filing Location.**
- **Complete Other Involved Parties.**
- **Complete Project Description.**
- **Complete Keyword Section(s).**
- **Once this form is completed please return your printed form to attorney for review of contents.**
- **Make sure that Retention Series Number (RS#) is assigned (refer to section entitled – Retention Series No.)**
- **Once this filecard has been approved by the attorney, prepare your file folders and labels.**

PROCEDURE TO SET-UP FILE FOLDERS AND LABELS

- Make sure to utilize the color-coded list for file labels provided by Olga. (Copy also located above typewriter in Fax/Copy Room.)
- **Labels needed:**
 - ***Color assigned according to Client Code (total of 2 labels needed)***

CLIENT CODE – SUBJECT/MATTER
 RS# FILE
 NO.
 (File # assigned by eCounsel system)

Affix on right side of Vertical File Pocket

MATTER
 (TRY TO FIT "MATTER" ALL ON ONE LINE
 IF POSSIBLE AND CENTER)

Affix on left side of Vertical File Pocket

- **Folder needed:**
 - **Blue Pressboard Folder Used (Legal size – 1" exp. – item #: Oxford Blue 9300)**
- **Use 2 hole punch and punch holes in folder to hold material in place.**
- **Use 2" paper fastener and insert in folder. (Universal # 81012)**
- **If it is warranted you can utilize Universal Vertical Flex Pocket (9 _ X 14 _ X 3 _ exp.) (Item #: 15161).**
 - This is especially used when many folders will be contained under one topic and used for trademark binder books received from outside legal counsel as well as all Litigation cases.

Guiding Principles for the Sole Lawyer Legal Department

1. Know your company's business – all aspects of its products/services and the customers.
2. Use your colleagues outside the legal department to maximize effectiveness and efficiency — let them take ownership of the work product and invite them to be part of the legal team. Be creative.
3. Train your clients to spot issues that are pertinent to their documents or areas of specialty. Develop awareness for critical legal issues today or forever repeat yourself tomorrow.
4. Provide seminars in critical legal areas for your company, for example:
 - a. Intellectual property
 - b. Basic commercial contracts
 - c. Price discrimination
 - d. Product packaging
5. Hire quality paralegal and support staff and provide them opportunity to do as much as possible.
6. Cultivate good listening and questioning skills.
7. Always smile and be warm and willing to make time for your client.
 - a. Clients appreciate your special effort.
 - b. In return, clients often try to please you by increased cooperation.
8. Facilitate sales, not prevent them. Remember, if the sales aren't there, you don't get paid.
9. Identify and proactively manage your company's material risk areas – and allow other minor issues to slide.
10. Deliver a workable solution on a timely basis: don't be concerned with providing a "Cadillac" when a "Volkswagen" will do. Flexibility is key.
11. Know when you need to seek advice in areas outside your expertise – create a support "staff" of outside counsel who are responsive and cost-effective to address technical issues.
12. Always keep a ready supply of chocolate in the office for your client's enjoyment.

Other References

Technology Primer www.acca.com/infopaks/tech.html

Alternative Billing Infopak www.acca.com/infopaks/billing.html

Outside Counsel Management Infopak www.acca.com/infopaks/ocm.html

In-house Counsel Ethics www.acca.com/infopaks/ethics.html

Small Law Departments Can Achieve Sustainable Diversity ACCA Docket
June 2001 www.acca.com/protected/pubs/docket/jj01/achieve1.php