



Bob Talley
President's Message

Dear
 DELVACCA
 Member:

How quickly this
 year has flown by!
 Already it is the

summer vacation season, yet there's no slowing down for your chapter. The board has been very busy readying plans for an exciting fall season. Below I'll note some of the highlights of recent events and what's coming in the weeks ahead.

- **Board Changes**—**Don Liu**, formerly VP/GC of Toll Brothers, has relocated to Connecticut to become GC of Xerox. We recognized Don for his contributions to the DELVACCA board at our strategy conference on May 17. Also, **Doug Brown**, VP/GC of Air Products, recently resigned from the board to devote his full time efforts to enjoying retirement. Doug was instrumental in the addition of the Lehigh Valley to the chapter territory earlier this year. We wish Don and Doug all the best. Finally, on July 20 the board approved the appointment of Walter ("Chip") Peake, GC of Lutron Electronics, to fill the remainder of Doug Brown's term as director.
- **Programming**—The Council of Practice Committees, led by **Alex Erlam**, has been very busy these past months presenting some excellent CLE

programs. This program model was initiated earlier this year and has proven to be a very effective addition to the chapter's core programs. By closely coordinating with the sponsor committee (also led by Alex), the practice committees are able to develop and deliver more high quality CLE programs on important and timely topics presented by knowledgeable in-house and external practitioners. This has also been an effective means of making programs available at various locations throughout the broad DELVACCA territory. Also, the Sponsorship Committee recently completed months of hard work resulting in significant enhancements to the sponsor guidelines. These have been distributed and will ensure ongoing networking and CLE programs in the coming program year that starts in September. Our sponsors provide important support that enables us to present a wide array of outstanding CLE, networking, and social programs. Please consider the professional services their firms offer and how they might be able to help you and your company. Also, be sure to check the DELVACCA website (www.acc.com/chapters/del.php) for upcoming CLE programs.

- **Survey Said**—Thanks to all members who took the time to respond to the chapter survey form. 1st VP **Rich DePiano** did a terrific job on this important tool and the results will be

useful in planning future programs and events.

- The annual **Paralegal Program** held June 12 was again a great success. For the first time this was a day long, single

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All in the Corporate Family: Privilege and Co-representation Issues for In-house Lawyers

By Susan Hackett
Senior Vice President and General Counsel
Association of Corporate Counsel (ACC)

Martine Turcotte is a very happy lady—at least for a while. She recently won a decision for her client, BCE—the Canadian telecommunications giant—in a US federal court in a case that raised questions (and the specter of unpleasant results) about what many of us do on a daily basis without a lot of thought. Martine's experience provides a caution to us all—don't provide legal advice to subsidiaries without safeguards in place.

Many ACC members work in companies that have partially or wholly-owned parents, subsidiaries or affiliates—call them corporate family members. Many times, and certainly when the entities fully share the same ultimate ownership, in-house counsel provide advice for entities across the family (and their employer client's "borders"), in order to ensure that appropriate policies and practices are adopted and followed by each of the entities. It's in each of the entire family's interests for other members of the family to stay out of trouble (avoiding reputational run-off) at least, and at best to be properly coordinated when they share a variety of common interests: the same regulators, suppliers, customers, industry partners, investors, and so on. And for the most part, this approach works very well. Indeed, we all know the repercussions that would follow a failure in a related entity that the parent or other corporate family members knew about but "ignored": the entire family of brands would be tarnished and the entire entity group pilloried.

But even cross-counseling that works well "for the most part" still has room for the exceptions. Martine's company, BCE, has been engaged in a grueling battle before the Delaware courts for more than five years litigating with former US subsidiaries and their creditors regarding BCE's decision to stop financing the operations of one of its struggling former subs, Teleglobe. The two sides haven't gotten to the meat of the underlying matter yet. They're still arguing over privilege claims stemming from whether client services provided by BCE in-house lawyers to Teleglobe (when it was a sub) entitle Teleglobe to see BCE privileged communications and work product that would otherwise be protected from a hostile party's discovery demands.

The disputed material pertains to BCE's inside and outside legal advice to the client regarding its decision to pull their financing, including presentations by BCE's chief legal officer—Martine Turcotte—to the board and opinions from outside law firms, all discussing ramifications of the company's decisions on the defensibility of the kind of litigation it now faces. BCE claims that these events occurred after they severed joint representation of the sub; Teleglobe claims otherwise, arguing it has the right to see everything that passed through BCE's in-house law department because in-house lawyers, at one time, had provided Teleglobe with legal advice on the financial commitments, meaning the subsidiaries share the legal privilege.

When Martine approached ACC and asked for our opinion and support, we thought the issue was one that deserved attention; after reviewing the facts and the rules, we decided to file amicus rather than risk allowing the lower court's decisions in favor of Teleglobe's discovery demands to become precedent. Our brief is online at www.acc.com/public/amicus/teleglobe.pdf.

The Court of Appeals agreed with BCE's and ACC's arguments, citing our amicus in a 93-page decision written by Judge Ambrose and handed down July 17, 2007 (www.acc.com/public/amicus/teleglobeopinion.pdf). The court vacated an order from the US District Court in Delaware that would have forced BCE to produce 900 privileged documents, remanding it back for further examination. But they didn't stop there. They all but wrote a handbook on how parents and subsidiaries can steer through the tricky shoals of shared legal advice and keep the parent's privilege intact. Along the way, the court discusses a number of major issues and doctrines, including (1) the attorney-client privilege, (2) the disclosure rule and the requirement that communications be in confidence, (3) privileged information sharing under (a) the co-client or joint-client privilege and (b) the community-of interest common-interest privilege, (4) the exception for adverse litigation, and (5) the problems that arise when the interests of the clients in the joint representation begin to diverge.

What I'll discuss further below and what the court held is this: There's nothing wrong and a lot right with the concept of in-house counsel providing legal services across corporate family lines. But there are risks and they can be addressed with forethought. Indeed, it is advisable for in-house counsel to have paperwork in place so that the moment parent and subsidiary realize their interests might diverge through spin-off, insolvency or sale, the parent can sever its legal ties and counsel arrangement, and get the subsidiary separate legal counsel. But, as these deals can take months to play out, there's no reason the parent can't then continue to provide the subsidiary with legal advice on other non-related matters without putting its privilege at risk.

Good advice, but of course, when is "the moment" of realization, how can the shared legal services relationship be effectively severed, and what is now to be avoided as conflicted representation, and more?

ACC has created an important article (www.acc.com/public/attyclientpriv/parentsbcprsnattethics.pdf) that reviews the following issues for your consideration to avoid learning BCE's lesson the hard way:

- When, and to what extent, the representation of wholly or less than wholly-owned entities by a single in-house legal department raises conflicts issues for in-house counsel.
- An overview of attorney-client and work product privilege in the context of multi-entity enterprises.
- Conflicts and privilege issues that can arise once the decision has been made to sell an entity or its assets, or once the sale has been completed.

* Please note that this article was written before the BCE case was decided, and while we're amending it to reflect the impact of this recent decision, it may not be finished with those revisions by the time you read it!

Further, we suggest that you may wish to consider executing a form of a joint defense agreement if you/your legal team provides services to multiple entities in the corporate family. A joint defense agreement allows a counsel for one client to work with another client on matters in which they share common interests, and which they agree do not present conflicts. A joint defense agreement asks the parties to recognize that the lawyer represents one of the clients and the lawyer's loyalties will remain with that

client should common interests at some point diverge. Thus, if a conflict arises in the future, the joint defense relationship is automatically severed. It's a neat little tool that's simple to execute and helps protect both you (professionally), and your client (in case business interests diverge in the future) resulting from your services provided across the corporate family. (www.acc.com/vl/index.php?action=search&full=yes&anytext=Joint+Defens.)

I've borrowed and consolidated some of the themes from our overview of joint representation in a multi-entity environment for your consideration below. Thanks and cudos go to Peter Jarvis of Hinshaw & Culbertson, one of ACC's ethics specialists.

Current-Client Conflicts of Interest in a Multi-Entity Setting

There is no general black letter rule of professional conduct that defines the term "client," and a favorite on the in-house counsel ethics hit parade is always the topic of identifying the client in thorny situations. On the other hand, ABA Model Rule 1.13, Organization as Client, provides a starting point: I've included some of the pertinent sections below:

- (a) A lawyer employed or retained by an organization represents the organization acting through its duly authorized constituents.
- (f) In dealing with an organization's directors, officers, employees, members, shareholders or other constituents, a lawyer shall explain the identity of the client when the lawyer knows, or reasonably should know, that the organization's interests are adverse to those of the constituents with whom the lawyer is dealing.
- (g) A lawyer representing an organization may also represent any of its directors, officers, employees, members, shareholders or other constituents, subject to the provisions of Rule 1.7 [regarding certain conflicts of interest]. If the organization's consent to the dual representation is required by Rule 1.7, the consent shall be given by an appropriate official of the organization other than the individual who is to be represented, or by the shareholders.

According to Comment [1] to this rule, the words "Other constituents" refers to "the positions equivalent to officers, directors, employees and shareholders held by persons acting for organizational clients that are not corporations." Thus, it does not expressly include all ostensibly related entities. On the other hand, "constituents" can certainly include entities that are stockholders in other entities, and the rule more broadly acknowledges that representations may cross single organizational lines.

If, in fact, any non-clients appear to be in doubt about whether the lawyer represents them, the lawyer must explain that she does not. See *id.*; ABA Model Rule 4.3. Whether in a context of entity or individual clients, the test developed in caselaw and in ethics opinions to determine who is and is not a client, depends upon the subjective belief of the putative client and secondarily on proof of facts that it was, at least to some degree, reasonable for the client to hold such a belief.

Stated another way, in-house counsel who actually provides legal advice to multiple entities, or who allows those entities to form the reasonable belief that they are clients, will be held to have multiple clients. Once this conclusion is reached, the attendant duties of loyalty and confiden-

tiality that are part of the representation of any client apply to these intended or unintended entity clients. As a practical matter, the only way for counsel to seek to limit these duties once they attach is first expressly to disclaim them (in writing, if at all possible) and then to make sure that her conduct is consistent with any disclaimers. And the only way to be certain that an attorney-client relationship is at an end is to end it clearly and unambiguously. When a client has reasonable, ongoing expectations of a relationship based on a history of past work, a court may view the relationship as a current-client relationship even though, as of a particular date, the lawyer is not actually doing work for that client.

The Current-Client Conflicts Rule

ABA Model Rule 1.7 is typical of current-client conflicts rules throughout the US and, in fact, has directly been adopted in some form by most United States jurisdictions. It provides in pertinent part that:

(a) Except as provided in paragraph (b), a lawyer shall not represent a client if the representation involves a concurrent conflict of interest. A concurrent conflict of interest exists if:

- (1) The representation of one client will be directly adverse to another client; or
- (2) There is a significant risk that the representation of one or more clients will be materially limited by the lawyer's responsibilities to another client, a former client or a third person, or by a personal interest of the lawyer.

(b) Notwithstanding the existence of a concurrent conflict of interest under paragraph (a), a lawyer may represent a client if:

- (1) The lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;
- (2) The representation is not prohibited by law;
- (3) The representation does not involve the assertion of a claim by one client against another client represented by the lawyer in the same litigation or other proceeding before a tribunal; and
- (4) Each affected client gives informed consent, confirmed in writing.

The current-client conflicts rules can briefly be summarized in terms of veto power. Although Texas takes a different approach as a matter of state law,¹ the current client always has veto power to prevent the lawyer from acting adversely to that client in all other United States jurisdictions. Indeed, in some situations (which vary from state to state) a lawyer cannot proceed adversely to a current client even with consent. See, e.g., *In re Johnson*, 300 Or. 52, 707 P.2d 573 (1985); Restatement (Third) of the Law: Law Governing Lawyers §128, reporters' note cmt. c (2000) ("Restatement").

It also bears mention that over time, a situation that did not initially present a conflict or require a waiver can develop into one that does. Similarly, a previously valid waiver may have to be repeated if the facts change in material and unanticipated manners. In fact, it is also possible that a situation that began as one in which no conflict existed, or in which only a waiveable conflict existed, can turn into one in which (depending upon the rules of the jurisdiction) continuing representation, even with a waiver, is not permissible. See, e.g., *In re Stauffer*, 327 Or. 44, 956 P.2d 967 (1998); Oregon Formal Op. Nos. 2005-122, 2005-40.

One final point. Legal departments are "firms" within the meaning of the conflicts rules. See, e.g., ABA Model Rule 1.0(c). Unless the situation is one in which screening to

avoid conflicts is permitted by applicable law, a current-client conflict that is attributable to one in-house lawyer will be attributed to all members of the legal department—the same rule that applies to outside firms. See, e.g., ABA Model Rule 1.10; Restatement §123, cmt. d(i) (2000).

As a general proposition, all representations of multiple "current" clients create at least a theoretical potential for conflicts, but again generally, simultaneous presentation of wholly commonly owned and solvent entities will not usually lead to conflicts problems. When common ownership is less than complete, the potential for current-client conflicts becomes greater—even if one of the entities has a sufficient ownership interest in the other to exercise effective control. When the interests of multiple but related clients are in conflict, conflict waivers must be obtained from disinterested parties in order for the joint legal representation to continue since the in-house lawyer is professionally obligated to its employer-client under the rules previously discussed.

In the situation of an insolvent related entity, it is a matter of black letter law that management and the board of the entity owe their duties to continue to run the entity for the benefit of its creditors, and not for the benefit of its equity owners (as would be the case if the business were solvent). In what are called "deepening insolvency" situations, lawyers and other advisers whose actions increase the degree of insolvency (and therefore of creditor debt) in an attempt to assist the equity owners are at risk of being sued. While there are many unknowns in these situations, it seems relatively clear that in-house counsel of a multi-entity enterprise who wish to act for the benefit of a solvent entity and to the detriment of an insolvent entity, and who appreciate that's what they are doing, act at their potential peril.

So what about the attorney-client privilege—how is it applied in a multi-entity joint relationship? In general, if there is co-representation on an issue, then there is co-attorney-client privilege, which can be enforced against third parties, as well as now-feuding entity family members. (There can be privilege between co-entities sharing a lawyer, as well as separate privilege that is not shared if the entities have their own counsel on non-shared matters, too. They are not mutually exclusive.)

Thus, in *Martine's* case, the court held that documents created by the in-house lawyers during the joint representation were discoverable to both parties. The dispute arose over documents and communications that took place after BCE claimed it had severed its joint legal relationship on all relevant counseling to its sub. And the court agreed that it is possible to not only sever the joint defense relationship in its entirety on a going-forward basis, but also possible to continue representation on non-disputed matters (say, IP management or environmental compliance) and sever it on disputed matters (relating to financial business decisions, for instance).

Of course, all of the rules pertaining to privilege still apply: it can be waived if confidentiality is broken by any party to the privilege (include the related entity which has received legal services from another family members' lawyer and then divulges the confidential information to a third party), it does not survive the crime fraud rule exceptions, and it does not prevent anyone from investigating facts (since privilege doesn't cover facts, it covers communications and related work product of lawyers). See ACC's resources defining in-house privilege application, waiver, and best practices to ensure that privilege is properly protected: www.acc.com/php/cms/index.php?id=84.

The trickiest part of the equation is figuring out at what point the relationship must be severed in order to be able to claim privilege with lawyers who formerly advised from now-hostile subs: Is the point prior to any "negative" assessments or actions, or upon some form of notice? Or is there some kind of material conflict standard? The answer is not clear, and thus, ACC recommends considering adoption of joint defense agreements between entities sharing legal counsel. This enables the company to notice the affiliates, with whom it's sharing counsel, of what the terms of the sharing are, and also to sever the relationship formally when there is concern that a notice that can be pointed to must be given.

Other Practical Considerations:

- Consider non-representation of some entities: just because you can, doesn't mean you should. Some entities may not be well suited to share your services because of the potential for conflicts or waivers or other issues. It's okay to just say "no" and encourage them to get their own counsel.
- Clearly limit the scope of representation (and do it in writing): don't try to be everybody's lawyer for everything, or you may end up being barred from being anybody's lawyer for anything. If their needs are many, then other family members may need to hire their own in-house counsel or the family may wish to pay for outside representation where it's needed. This is especially important if the affiliate might at some time be sold: where documents are requested by the buyer, it will be easier to limit them to those covered in the scope of representation.
- If you do need to sever the relationship, ABA Model Rules 1.9 and 1.10 allow you to do so, only if you end it prior to any material legal work impacting the severed party's representation has begun. So don't wait to sever a relationship until the matter raising a conflict is too ripe.
- Confirm in writing what will or will not be shared before the representation begins to help ensure that if and when it ends, the files that may be open to both parties are limited to those agreed upon in advance.
- Beware the "sale" of privilege before the sale of assets is considered in a related entity that has shared legal services and is now to be sold. See John Villa's excellent article on this subject at www.acc.com/protected/pubs/docket/nd01/ethics1.php and www.acc.com/vl/index.php?action=search&full=yes&anytext=Villa.
- Watch what goes out the door and act promptly if a mistake is made and something is inadvertently disclosed. Generally, if inadvertently disclosed and quickly remedied, the rules and courts will allow you to put something that shouldn't have been shared back into the privileged "box."

The only thing that's clear is that there is still much that is unclear for the counsel who navigates this twisting path. But the need for, and practicality of co-counseling related entities is so apparent, and the risks attendant to ignoring ill-advised behaviors in related entities is so high, that today's in-house lawyer (and her client) has little choice but to venture forth and provide co-counsel. But, forewarned is forearmed: Exercise caution!

If you have questions or if I can be of service, please feel free to call me at 202.293.4103, x318, or email me at hackett@acc.com. ACC's advocacy and ethics team is waiting to serve you!

1 See Texas RPC 1.6.

track format. Congratulations to Jackie Meredith-Batchelor and her committee for a great job in organizing this highly acclaimed program. It has been so successful that we have been contacted by other ACC chapters seeking to replicate it.

■ And speaking of great programs, the **Spring Fling** on June 14 at the Franklin Institute King Tut exhibit was a real crowd pleaser. Members and their guests were treated to an evening of good food, conversation, and the display of the boy king's artifacts. Thanks to Deborah Butler and her committee for a great job organizing this event.

■ **What's Ahead**—Here are just a few highlights of what's coming in the weeks ahead:

- **Chapter Administrator Chris Stewart** is finalizing an internet-based registration program that will enable you to register for programs and events via the web. No more will you need to fax or mail in your registration forms. Watch for details to follow.
- Board members **Jeff Feirick and Robin McCarthy** are working on publishing a member directory. It is expected to be distributed in September/October and will be a great start to our 25th year.
- The annual **General Counsel Forum** will be held October 16 at the Union League. Program chair **Lorrain Koc** and her committee have assembled some very compelling topics and excellent speakers for this standout event.

- Some exciting plans have been made for this year's **Annual Dinner Meeting** scheduled for **Thursday, November 15**. For the first time we will hold it at the elegant Crystal Tea Room in the Wanamaker Building in Philadelphia. You won't want to miss this event! We are fortunate to have a great keynote speaker: **Jan Crawford Greenburg**, ABC News Legal Correspondent. Ms. Greenburg has gotten high acclaim for her coverage of the U.S. Supreme Court and national legal issues. She recently secured interviews with Chief Justice Roberts (his first television interview since being appointed) and Justice Stevens. Earlier this year, she released her insightful book on the *Supreme Court* titled *Supreme Conflict: The Inside Story of the Struggle for Control of the United States Supreme Court*. This is sure to be a great evening.
- **Todd Borow** and the Membership Committee are planning some novel events, including a wine tasting social. Check the website for details.

Enjoy the rest of the summer and we look forward to seeing you in the fall!

Bob Talley
President, DELVACCA
July 2007

DELVACCA Member to Speak at ACC Annual Meeting

Eric A. Tilles, assistant general counsel/manager ethics and compliance at Arkema, Inc. in Philadelphia, is scheduled to speak at the ACC Annual Meeting on Wednesday, October 31, from 11:00 AM to 12:30 PM. Eric's session is 906 (Update on Domestic Partner HR & Benefits Issues).

More and more employees are qualifying for certain benefits deemed for domestic partners. This is a relatively new area for benefits coverage: Here is your chance to get a clear picture up close from your in-house peers as they share their

expertise on current legal status of domestic partners and best practices. You will come away from this session with a better understanding of the legal rights, or lack thereof, of domestic partners and their family members to employee benefits and other HR matters. Plus you will take home forms for use in employee handbooks and other company documents.

Eric also serves as chair of DELVACCA's Ethics and Compliance Committee.

Mark Your Calendars for These Upcoming Events!

September 25—Regional Meet Your Counterparts/Wine Tasting Event at Upstairs at DiBruno Brothers; Philadelphia, PA (6:00–8:30 PM).

October 16—Sixth Annual General Counsel Forum at the Union League; Philadelphia, PA (8:30 AM–2:00 PM).

October 25—Mini MBA Program at Ritz Carlton; Philadelphia, PA (8:00 AM–Noon).

November 5—Regional Meet Your Counterparts/Wine Tasting Event at Renault Winery; Egg Harbor/Galloway, NJ.

November 15—Annual Meeting/Dinner, Crystal Tea Room, Philadelphia, PA

Keynote Speaker: Jan Crawford Greenburg, acclaimed ABC News legal correspondent who covers the Supreme Court and provides legal analysis for all AMC News broadcasts. Ms. Greenburg will also hold a book signing at the event for her recent publication: “Supreme Conflict: The Inside Story of the Struggle of the United States Supreme Court.” (6:00–9:00 PM)

November 15—Third Annual Corporate Counsel University, Crystal Tea Room, Philadelphia, PA (1:00-5:00 PM).

For more information on upcoming chapter events, go to www.acc.com/chapters/del.php.

Recap of Recent Events

DELVACCA's June 12 Fifth Annual Paralegal Forum was the most successful to date. With almost 200 attendees, the event drew rave reviews. Topics included: Managing Paralegals in a Corporate Environment: The Large In-House Department vs. the One-Person Shop; Compliance and Ethics: Ethics is What You do When No One is Looking; Time Management, How to Handle 140 Billion Emails, and Careful Communication; Contracts: A Buyer vs. Seller Perspective; Privacy Considerations; What Paralegals Can Do; and An Ethical Approach. The seminar was followed by a cocktail reception.

DELVACCA's June 14 Spring Fling was one of the best yet. Members and their guests enjoyed a lavish cocktail party and strolled through the King Tut Exhibit at the Franklin Institute in Philadelphia.

DELVACCA's Council of Practice Committees

By N. Alexander Erlam, Chair

DELVACCA has recently established the Council of Practice Committees. The council consists of the chairs of the substantive law committees, and it has been assembled to promote communication between and among the practice committees, and to provide a cooperative forum in which the leadership of the committees may explore means and methods by which committees may accomplish their common goals.

One of the benefits of the council is that it serves to facilitate communication among the committees and also, with the DELVACCA board of directors. The council also seeks to foster cooperative efforts between the practice committees and ACC.

Most importantly, however, members should reap valuable benefits from the establishment of the council as it serves to establish and promote the vast array of programming that is taken place within the practice committees.

A Great Time to Join a Practice Committee . . . (with every little commitment from you!)

Through strong sponsorships and relationships with law firms and companies that support the legal community, the committees are now, more than ever, well situated to offer valuable CLE programs throughout the year. Much of this programming initiates from ideas of committee members and also from the sponsors. Each committee has a listserv that makes it easy to reach all the committee members with a single email. By joining a committee, you can share camaraderie with other lawyers that practice within your specialty and the committees provide a conduit by which you can share your thoughts on any given issue.

As chair of the council, I urge each DELVACCA member to join a practice committee, and support the quality programs that each committee is presenting (there's very little work involved—you can support the Committee simply by merely attending CLE programs and events!).

For more information, please feel free to contact me at 888.291.1369, ext. 2021, or each respective committee chair, or visit the DELVACCA website/Law Committee's page at www.acc.com/php/chapters/index.php?page=262.

Welcome New Members

Susan Asch, Deputy General Counsel, Turner Investment Partners

Mary Banonis, Corporate Counsel, Draeger Medical Systems, Inc.

Geoffrey Beauchamp, General Counsel, Delaware Valley Municipal Management Association

Michelle Bimson, Associate Counsel, UGI Corporation

Keith Black, General Counsel, DecisionOne Corporation

Cara Braslow, Assistant General Counsel-Right Management, Manpower Inc.

Kimberly Clair, Corporate Counsel, Johnson Matthey Inc.

Justin Czubaroff, Corporate Counsel, GSI Commerce, Inc.

Edward DeMarco, General Counsel, The Risk Management Association

Valerie Dion, Employment Counsel, Burlington Coat Factory & Warehouse Corp.

Amy Donohue-Babiak, Associate General Counsel, Johnson Matthey Inc.

Michael Eckhardt, Associate General Counsel, Wawa, Inc.

Mark Eyer, Assistant General Counsel; VP Legal, Xanadoo Company

Patrick Gilmore, Senior Corporate Counsel, Draeger Medical Systems, Inc.

Benjamin Haas, Director, Federal Tax Planning, Exelon

Michael Hankinson, General Counsel, Imerica Financial Corporation

Jacquelynn Hugee, Senior Counsel, PJM Interconnection, I.L.C.

Melanie Kennedy, Corporate Counsel, Labor & Employment, American Water Works Service Company, Inc.

Patrick Lydon, Corporate Counsel, Lehigh Cement Company

Jennifer Mailander, Associate General Counsel, Corporation Services Company

Lisa Maloney, SVP/Senior Counsel, Capmark

John McDonald, Deputy General Counsel, Toll Brothers, Inc.

Edgar Miller, International Counsel, American Life Insurance Company

Edward Niblock, General Counsel, Fibrowatt

Brian Oakes, IP Counsel, Tyco Electronics Corporation

Craig Parrish, General Counsel, Digital Legal

Timothy Pody, Corporate Counsel, SAP America, Inc.

Kevin Rampe, General Counsel, ACE INA

Robert Rauker, Vice President, Chief Patent Counsel, Synthes

Steven Robbins, Corporate Counsel, American Water Works Service Company, Inc.

Daniel Robinson, General Counsel, Lehigh Gas Corp.

Jonathan Schoenfeld, Corporate and Securities Counsel, GSI Commerce, Inc.

Thomas Scholtes, Corporate Counsel, Towers Perrin

Mindy Schwartz, Senior Counsel, Comcast Cable Communications, LLC

Robert Scott, General Counsel, Tyco Electronics Corporation

Laura Spear, Vice President & Liquidation Team Counsel, Legion Insurance Co.

Robert Stienes, Corporate Counsel, GSI Commerce, Inc.

Charles Stinson, Regional Counsel, SAP America, Inc.

Robert Upton, Assistant General Counsel, AAA Mid-Atlantic Inc.

Christopher Waxman, Corporate Counsel, SAP America, Inc.

Nathan Will, Associate Counsel, The Vanguard Group Inc.

Elliott Williams, Senior Counsel, Saint-Gobain Corporation

Christopher Young, Counsel, Saint-Gobain Corporation

Michael Zipfel, Senior Counsel, Independence Blue Cross

June 12, 2007
Paralegal Forum



June 14, 2007 Spring Fling at the King Tut Exhibit at the Franklin Institute



Pro Bono Committee Asks You to Save the Date!

August 31—Send in your Pro Bono Award Nominations. Showcase the activity of your fellow in-house members' pro bono activities of the last year by nominating them for the DELVACCA Pro Bono Excellence Award.

September 18—Participate in the morning as DELVACCA helps sponsor Philadelphia LawWorks' Corporate Pro Bono Day at the Enterprise Center, 45th & Market Sts. in Philadelphia. Come earn CLE and provide corporate legal advice to pro bono clients.

September 29—Join DELVACCA in the morning at Independence National Historic Park for National Public Lands Day. Learn your nation's history as you assist park personnel and other volunteers in park clean up projects. Kids' activities will be provided.

October 4—Plan to attend the Pro Bono Committee's CLE seminar: "A Practical Guide for Non-profit Organizations—Harry Potter Saves Hogwarts School: The Inside Scoop on Ten Spells to Help Protect Other

non Profits" at the Inn at Penn after work. Invite your non profit friends to attend with you.

DELVACCA is Now Able to Offer You On-line Registration!

You will now be able to register for all events through our new on-line registration process. You can register for one or multiple events at the same time. The system will track your registrations, give you confirmations, receipts, and other information. A true one-stop shopping experience!

The web site for registration for all events will be: secure.thriva.com/Reg/Form.aspx?IDTD=1657565&IDRPH=1709094.

Some events are already available for registration and we are in the process of uploading all of the fall events.

We ask that you use this process for all registrations whether you are paying by credit card or not; or whether the event is free or not. You will still be able to pay by check via mail or at the door.

Members in the News

Deborah Butler, Chief Privacy Officer, Wyeth Pharmaceuticals, and DELVACCA board member, was recently elected a Fellow of the America Bar Foundation.

Wanda E. Flowers, Chief Counsel, Labor, EEO & Employment, Sunoco, Inc., was recently named to the board of trustees at the Center for Literacy, Philadelphia, a nonprofit organization. Wanda is a former member of the DELVACCA board of directors.

Get A Year's Worth Of CLE at ACC's 2007 Annual Meeting

ACC offers the best continuing legal education for in-house counsel. Our 2007 Annual Meeting (October 29–31 in Chicago, IL) provides corporate practitioners with over 100 CLE-approved sessions from which to choose. Various tracks of programming developed by in-house counsel for in-house counsel cover a wide range of legal and management topics including intellectual property, litigation, labor & employment, corporate & securities, international, and financial services. Plus, you'll get a year's worth of CLE in one shot. Don't miss out! Go to am.acc.com and register today.

DELVACCA President Speaks at Minority Counsel Conference

DELVACCA President Robert M. Talley was a featured panelist at the Minority Counsel Conference held at the Ritz Carlton—South Beach, Miami, Florida in June. Sponsored by DuPont, the theme of the conference was Beyond the Horizon: People, Products, Performance. The General Counsel Session on June 15 focused on Doing Business Globally and was the highlight segment of the conference. Bob was joined on the panel by Lawrence Tu, senior vice president and general counsel, Dell Inc., and Teresa Johnson, executive vice president, general counsel and secretary, MoneyGram International, Inc.

Following the panel discussion on key issues confronting general counsel today, the panelists met in a group round table format discussion with the several hundred attendees. Bob will also be a panelist at the

upcoming Pennsylvania Bar Association's Second Annual Diversity Summit in Philadelphia at the PBI Conference Center on October 23. His panel will address "Best Practices in Hiring and Retention for Law Firms and Corporate Counsel."

DELVACCA board member and President of the Asian American Bar Association of the Delaware Valley, Grace Manno, will also moderate a panel discussion on best practices among minority bar associations in Pennsylvania. Grace was also recently selected as one of this year's Lawyers on the Fast Track and will be honored at the annual Fast Track Dinner in Philadelphia on September 20. With the help of a panel of judges, *The Legal Intelligencer* and *Pennsylvania Law Weekly*, Grace was selected as one of the future leaders in the state's legal community.

New and Updated InfoPAKsSM Add Value to Your Practice

Role of the General Counsel

This updated InfoPAK provides some definition of the role, scope, and nature of the duties of a general counsel in a post-enron/Sarbanes-oxley world. By noting some of the issues that arise in the ordinary course of an in-house counsel's practice, this InfoPAK will help general counsel provide high-quality representation for their corporate client. Access it at www.acc.com/resource/v6685.

Hiring Foreign Nationals in the United States

This updated InfoPAK provides visa specific suggestive strategies for hiring and maintaining uninterrupted employment of foreign nationals. Access it at www.acc.com/resource/v4704.

Employee Benefits for Domestic Partners and Same Sex Spouses

A company's decision to offer domestic partner or same sex spouse benefits can be fraught with complications.

The legal landscape that governs such benefits is constantly changing due to on-going political battles that result in changes to statutes and state constitutions. This new InfoPAK, compiled by Hogan & Hartson, LLP, addresses both the types of benefits that companies may provide to domestic partners and same sex spouses, and the impact of both federal and state laws on those benefits. Access it at www.acc.com/resource/v8437.

Small Law Department Human Resources Manual—Mexico

The Small law Department Committee, together with its sponsor Meritas, has developed this InfoPAK to help ACC members become more aware of the differences in employment law found in the provinces in Canada (www.acc.com/infopaks/getfile.php?path=/protected/infopaks/employment/canadasldmanual.pdf) and in Mexico (www.acc.com/infopaks/getfile.php?path=/protected/infopaks/employment/mexicohrmanual.pdf).

DELVACCA 2007 Pursuit of Excellence Awards

Awards Selection Criteria

A. General Counsel/Law Department Excellence

- DELVACCA membership (being active a plus)
- Written nomination submitted by peer(s) or members of department
- Demonstrates high degree of professionalism, ethics and achievements
- Contributes to the advancement of the interests of corporate counsel
- Evidences community service or pro bono commitment
- Demonstrates commitment to promoting diversity in recruiting, retention and leadership practices

B. Corporate Counsel Excellence

- DELVACCA membership (being active a plus)
- Written nomination submitted by peer(s), members of department or superior
- Demonstrates high degree of professionalism, ethics and achievements
- Contributes to the advancement of the interests of corporate counsel
- Evidences community service or pro bono commitment

NOMINATION FORM

Nominee Name: _____

Company: _____

Phone: _____

E:mail: _____

I nominate the person above for: Please check one:

- General Counsel/Law Department Excellence
- Corporate Counsel Excellence

Please attach bio of nominee and a brief explanation of why this person deserves to be nominated, in accordance with the criteria listed above.

Name of person submitting nomination: _____

Phone: _____ E:mail: _____

DEADLINE FOR SUBMISSIONS: August 30, 2007

Please send to Bob Talley by fax: 610-971-3022 or email to tallerm@jmusa.com

2007 Pro Bono Award Nomination Form

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DELVACCA's Pro Bono Committee asks your assistance in helping select this year's Pro Bono Award and Recognition recipient. We would like you to submit nominees of fellow DELVACCA members who, during the prior twelve months, have exhibited dedication and commitment to the promotion and provision of legal pro bono services and activities. Please submit any number of nominees, using one form per nominee's name. At the end of the form feel free to submit your name and contact information. Forms are due by August 31, 2007. Fax to 215.295.3652, or mail to DELVACCA, P.O. Box 38, Fairless Hills, PA 19030, or email to ccstewart@comcast.net. Thank you for your insight.

1. Nominee's name and contact information:

2. Nominee's corporate employer:

3. Nominee's pro bono activities within the past 12 months:

4. The charitable organizations related to those pro bono activities:

5. The location of those charitable organizations:

6. Please provide a brief description of the nominee's dedication and commitment to the promotion and provision of legal pro bono services and activities in the past 12 months:

7. (Optional) Your Name and contact information:
