



## President's Message

Happy Holidays Everyone! Reflecting on the year, we really had a truly awesome 2008! Our Chapter started the year with a sell-out annual meeting at Busch's Grove, where we put in place several new board members and officers to lead the Chapter for 2008 and 2009. Next, our program committee hosted a full slate of monthly Continuing Legal Education programs with several area law firms during the year – including, programs on intellectual property, dealing with crisis situations, labor & employment law, and protecting the attorney-client privilege. Several networking and social events were also held, including, participation in the Justice For All Ball, our standing-room-only Art & Law Through the Ages event at the Saint Louis Art Museum, where we learned how law had influenced

the development of art -- and, don't forget the evening mixers at Schneithorst's. In May, we held our Annual Corporate Counsel Institute at the Sheraton Westport Chalet with the Bar Association of Metropolitan Saint Louis, which set a record for attendance and featured several General Counsel from major companies across the region. The Corporate Counsel Institute also provided an opportunity for our Chapter to recognize several third-year law students who participated in the Chapter's legal externship program with the Saint Louis University School of Law. We also hosted General Counsel Dinners, providing a forum where local General Counsel can meet, socialize, and hear speakers on topics of local and national interest.

Behind the scenes, the Chapter Board was equally busy charting the course for future growth of the Chapter. Mid-year, the board held a strategic planning session, where Board members and Committee Chairs met in extended sessions laying out aggressive goals for increasing the Chapter's membership, events, and resources to better enable the Chapter to service the needs of the Saint Louis in-house bar. Our Membership Committee worked diligently to recruit and recognize new members, and welcome them to the chapter. Our Sponsorship Committee laid out and implemented a new sponsorship program for law firms and local companies to sponsor the Chapter at several levels of annual commitment this year. Already a resounding success, this new sponsorship program will enable the Chapter to offer more programs and services to our members in the future. In this regard, I want to say a special thank you and welcome to the Chapter's newest Gold-level sponsors, this month – Thompson Coburn LLP and Williams, Venker & Sanders LCC. Their tremendous support to the Saint Louis ACC Chapter and its members of the in-house bar is truly appreciated and acknowledged! Next, our Chapter competed for the first time for national-level awards at ACC's annual meeting in Seattle, Washington – wow! Finally, the Board elected to bring new talent to the team this year – our superstar chapter administrator, Logan Wright. If you have not had a chance to talk with Logan about the chapter and what ACC can offer you as a member, you are missing a great experience!

Looking forward, 2009 is already shaping up to be a banner year for the Chapter. First, mark your calendar and get your tickets early for the Chapter's kick-off annual meeting on 26 Jan 09 at Ruth's Chris Steak House in Clayton. Always a popular event, it's guaranteed to sell out fast. Also, look forward to our Corporate Council Institute (CCI) on 14 May 08 – scheduled to be held again at the Sheraton Westport. This year we are expecting another record-setting CCI program. On the social scene, our Chapter will continue the popular evening mixers and networking gatherings, and we will expand our social agenda significantly with a golf and spa event in the early fall. To learn more about the Chapter's events for 2009 please visit our redesigned Chapter website or contact me or any Board or Committee member for information or to offer your suggestions. Happy Holidays!

Ty Ulmer  
Chapter President

## Valuation Issues – What In-House Counsel Need to Know ----

On October 16, Lynda Lieberman of UHY Advisors and Scott Kozak of Armstrong Teasdale LLP shared their expertise with members of the ACC. Several technical, practical, and legal considerations in utilizing valuation professionals and reports were presented.

Your companies might require business valuations in connection with shareholder disputes, acquisitions/divestitures, recapitalizations, transfer pricing arrangements, intellectual property infringement claims, and a variety of financial reporting purposes.

In-house counsel may be involved with business valuation engagements in connection with drafting contracts, reviewing expert reports produced for litigation, and managing the use of experts hired by your outside counsel.

Following are a few recommendations.

- Daubert & Kumho Tire considerations – be sure to check the valuator’s credentials, including formal academic and continuing education and experience with your industry – what valuation designations does he/she have; if necessary, does the individual have testifying experience (is the expert able to communicate effectively); is the expert “independent” from all parties in the project or case. The primary business valuation designations include the ASA (Accredited Senior Appraiser), ABV (Accredited in Business Valuation), the CVA (Certified Valuation Analyst), and the CFA (Certified Financial Analyst).

- Assist in making information and company representatives available to the retained counsel and valuation expert. Do not withhold information you feel is potentially damaging.

- Monitor the expert’s work and progress to be sure he/she is undertaking a diligent and defensive investigation and analysis – this includes monitoring the expert’s bills. Make sure the expert is clearly explaining how she/he is arriving at conclusions.

- IRS Revenue Ruling 59-60 outlines key areas to be considered in a business valuation. These factors are consistent with the standards of the major valuation organizations (the American Society of Appraisers, the American Institute of Certified Public Accountants, and the National Association of Certified Valuation Analysts). Ascertain if the valuation analyst has addressed each area – feel free to ask your appraiser for a copy of Revenue Rule 59-60 and the standards associated with his/her credentialing organization(s).

If you would like a copy of the Power Point presentation or have any questions on business valuations, contact Lynda Lieberman at [LLieberman@uhy-us.com](mailto:LLieberman@uhy-us.com).

### Upcoming Events:

**January 14, 2009**

**“Pro-active Legal Solutions for a Recession:  
An Economic Stimulus Plan for Your Legal Budget”**

Speakers: Chuck Hatfield, Joe Hipskind, and Chip Misko with Stinson Morrison Hecker, LLP  
CLE Credit: 1 Hour

Sponsor: Stinson Morrison Hecker, LLP

Location: Missouri Athletic Club West

Time: 4 - 6 p.m.

RSVP to Logan Wright at [logan@amchouston.com](mailto:logan@amchouston.com)

**January 26, 2009**

**Annual Meeting**

Location: Ruth’s Chris Steak House

Cocktails 5:30 - 6:30 p.m.

Dinner 6:30 p.m.

Cost \$50 per person

RSVP to Logan Wright at [logan@amchouston.com](mailto:logan@amchouston.com)

### ACC / St. Louis Chapter 2008 - 2009 Officers & Directors

Tyrus Ulmer  
President

Kathleen Northcutt  
President-Elect

David Wilson  
Secretary

Jan Alonzo  
Treasurer

Daniel Lett  
Immediate Past President

Board of Directors:

Kimberly Shaw Elliott  
Program Chair

Randy Hayman  
Membership Chair

Patricia Larson  
Communications Chair

Michael Curoe

Timothy Mooney

Stephen Shrage

Mary Tucker

Logan Wright  
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Chapter Office  
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# Corporate Legal Departments: Doing More With Less in a Global Age

By: Charles A. Volkert, Robert Half Legal

Charles A. Volkert is Executive Director of Robert Half Legal, a leading staffing firm specializing in the placement of attorneys, paralegals, legal administrators and other legal professionals with law firms and corporate legal departments. Based in Menlo Park, Calif., Robert Half Legal has offices in major cities throughout the United States and Canada.

Many in-house counsel are working hard to successfully address the expansion of their corporation's global operations, but the job is not without its challenges. Not only must attorneys step up to new needs for international legal services, but they must do so while staying within the limits of shrinking budgets.

Corporations have always looked to their General Counsel (GC) and legal departments to provide strategic advice, legal guidance and accurate assessment of risk. Adding to an already challenging job, in-house counsel must now provide these services on a global level, and evaluate issues of intellectual property, corporate governance and risk in multiple countries and diverse legal systems around the world. As a result, corporate lawyers need extensive, comprehensive legal knowledge and must be able to monitor and evaluate the significance of political and economic developments in every market where the company operates.

Corporate attorneys must be not only legal experts but also skilled risk managers who understand the needs of a variety of stakeholders, including customers, business partners, governments, employees and shareholders, and possess the ability to think globally. But while corporations are demanding more from their legal departments, in most cases budget and staff resources have not increased proportionally. As a result, today's global legal departments must not only do much more, but they must also do it with far fewer resources. A survey of the 200 largest legal departments by InsideCounsel magazine revealed that in 2007 the 200th largest legal department had only 27 attorneys, down from six years earlier when the 200th largest department had 32.

Despite these resource challenges, legal departments are coming up with innovative ways to maximize their contributions and provide their companies with strategic global business advice and legal guidance. The most successful legal departments have adopted the following best practices:

- Establish clear reporting lines. The GC pays regular visits to overseas offices to stay abreast of the business needs of staff in foreign locations. Local support and dotted-line reporting for local attorneys is helpful, as are technologies such as videoconferencing, distance learning and a central knowledge management database accessible to all offices. In addition, annual in-person retreats or similar events reinforce a sense of connection and team spirit among far-flung staff members.

- Create specialist hubs. Specialists in a single location can serve the entire corporation and share their expertise through document-management systems and the use of common communication tools (e.g., e-mail, the company's intranet and phone conferencing).

- Set up a seamless communication system. To deliver excellent client service, members of the legal department must be able to communicate across a range of jurisdictions separated by geography and incompatible time zones. International legal teams must determine how a given transaction will be managed, who the case manager will be and how the team will work around the scheduling difficulties posed by national holidays.

- Negotiate fees with international outside counsel. A company's worldwide volume of legal work can be used when discussing fees with outside law firms. As an example, one legal department reviewed its outside counsel on a worldwide basis and chose two firms that could service the company on an international scale. The legal department negotiated fees on a pooled basis and used e-billing to track and analyze legal spending.

- Combine high-tech and personal. Teleconferences, videoconferences and e-mail have closed the distance between countries and continents, but there are still times when a face-to-face meeting is necessary or desirable. In general, global legal departments rely on virtual meetings to share information or assess progress on a matter, while in-person gatherings are reserved for real-time, intensive problem-solving or at the start of a project, so that the key participants can get to know each other.

- Augment staff by hiring attorneys on a project basis. The use of project attorneys gives firms and legal departments access to talent – cutting-edge transactional expertise, cross-border litigation experience or familiarity with foreign regulations, for example – on an as-needed basis. Such highly qualified, experienced professionals work onsite alongside the law office's staff attorneys.

The more quickly in-house legal organizations are able to develop a global mindset, the sooner they will be able to help their companies evaluate new business opportunities and more broadly assess and minimize risk to the enterprise. Preparing a department to step up to these challenges by learning how to better manage geographically dispersed legal professionals is a significant step forward.

For more information about recent trends impacting the legal profession, please visit [www.futurelawoffice.com](http://www.futurelawoffice.com).

## Member Spotlight

Do you have know any in-house counsel who should be recognized for recent accomplishments as a lawyer or community leader?? Send your suggestions to ACC St. Louis Chapter, P.O. Box 59, Bellaire, TX 77401 for consideration in upcoming Member Spotlight section of our newsletter.

# ACC of St. Louis Annual Meeting 2009

Monday,  
January 26, 2009

ACC of St. Louis invites you to attend its Annual Dinner Meeting on Monday, January 26, 2009 at Ruth's Chris Steak House. The annual election of St. Louis Chapter officers and board members will be held at this meeting. A Slate of Officers, Board of Directors and Committee chairs follows.

Annual Meeting  
Sponsored by: JusrisTemps, Inc.



Monday, January 26, 2009  
Ruth's Chris Steak House

Cocktails 5:30 - 6:30 p.m.  
Dinner 6:30 p.m.  
Cost: \$50 per person

Please visit the ACC - St. Louis Chapter website to register.  
[www.acc.com/chapters/stlouis](http://www.acc.com/chapters/stlouis)

Questions?

Please contact Logan Wright at [logan@amchouston.com](mailto:logan@amchouston.com) or call 314.645.1677

## Slate of Officers, Board Members & Committee Chairs

### New Directors

Chris Goddard, Assistant General Counsel, Washington University  
Jeana McFerron-Berron, Corporate Counsel, Boeing  
Debbie Norman – Associate General Counsel Anheuser-Busch In-Bev

### Officers Continuing Terms Through 2009

President -- Ty Ulmer  
Vice President/President Elect -- Kate Northcutt  
Secretary -- David Wilson  
Treasurer -- Patricia Larson

### Directors At Large Continuing Terms

Tim Luft  
Steve Schrage  
Jan Alonzo  
Tim Mooney  
Randy Hayman  
Mary Tucker  
Mike Curoe

### Committee Chairs

Sponsorship Committee – Co-Chairs Dan Lett and Matt Geekie  
Membership Committee -- Randy Hayman  
Communications Committee -- Jeana McFerron-Berron  
Corporate Counsel Institute Committee – Co-Chairs Ty Ulmer and Craig Ingraham  
Pro-bono Committee -- Mary Tucker  
Social Committee – Mike Curoe  
Externship Committee -- Tom Burke  
General Counsel Dinner Committee – Co-Chairs Sarah Siegel and Martin Kerckhoff  
Program Committee – Kim Shaw-Elliott

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## Welcome New and Renewing Members!

**Mr. Brian Anderson**

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**Mrs. Kristin Zimmerman**

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### 2009 Sponsorship Program

ACC-St. Louis has recently launched a new sponsorship program for 2009. You will see and hear from our Gold, Silver and Bronze Level Sponsors at various programs and events in 2009. Please look for more information at upcoming events and publications.

**ACC AMERICA**  
Association of Corporate Counsel  
St. Louis Chapter

**Holiday Happy Hour**  
Thursday, December 4, 2008  
Schneithorst's  
Sponsored by Midwest Litigation

