



President's Message

The ACC Value Challenge – Helping Rethink Legal Compensation

This past month the Saint Louis Chapter hosted its Annual Corporate Counsel Institute with The Bar Association of Metropolitan Saint Louis. It was another record-breaking attendance year for the event, with great speakers and topics of interest, but one topic stood out as new and unique. The topic was the ACC Value Challenge.

For those who have not heard of the Value Challenge before, it is all about redefining the relationship between in-house counsel and law firms, that focuses compensation on the value of the result achieved, rather than the number of hours billed. For law firms, it may mean a shift in compensation to fixed fees for specific objectives and refocusing reward on results. For in-house counsel, it may mean rewarding firms that produce results at greater efficiencies with long-term relationships and greater continuity of work. For legal counsel joining law firm practice it may mean reduced hiring, but it may also bring reduced attrition and an expectation that counsel are hired and mentored for long term careers.

Hoping to drive change in this area, ACC is challenging in-house counsel and firms around the globe to begin the dialogue on how to better structure their relationships and develop meaningful metrics that drive value. ACC began the Value Challenge with sessions in New York, Chicago, Houston, San Francisco and our chapter with the session at our May Corporate Counsel Institute. During our session, Susan Hackett, the ACC General Counsel led a panel of local general counsels in discussing the topic with the audience. The session produced insights into what each side of the relationship believes is important and the needs that each brings to the table.

Another method ACC is using to drive change is developing a metric called the Value Index. The Value Index would allow in-house counsel to rate the value provided by individual lawyers, practice groups and firms. This metric would be used to show which firms and lawyers produce the best value and results for their clients. ACC has also developed a "Covenant with Counsel" that can be used to set forth the foundational principles that will govern the relationship between a company and its law firms.

In the upcoming months look for our Chapter to continue the Value Challenge dialogue. If you have ideas on how to better define and manage the relationship between in-house counsel and outside firms and practitioners, ACC would love to hear from you. Visit the ACC website and provide your ideas today!

In recognition of its achievements in providing quality services and programs for its members, the St. Louis Chapter was awarded an ACC 2008 Outstanding Chapter of the Year Honorable Mention. Congratulations to the members of the St. Louis Chapter whose hard work and dedication made this recognition possible.

Ty Ulmer
Chapter President, St. Louis

2009 CONTINUES TO DELIVER TOUGH EMPLOYMENT LAW DECISIONS

By: R. Lance Witcher and James M. Paul

Lance Witcher and Jim Paul are shareholders in the St. Louis office of national labor and employment firm Ogletree Deakins. Lance and Jim have extensive experience in handling labor and employment law litigation in federal and state courts, and before the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, and several state agencies. They also regularly advise employers on all labor and human resource management issues and train managers and supervisors on employment law compliance and claim prevention. Martindale-Hubbell awarded both Lance and Jim its highest "AV" rating, and Super Lawyers named them in its "Top Employment and Labor Attorneys" list for 2008.

Inadequate Background Checks Could Doom Summary Judgment under the Missouri Human Rights Act

The Missouri Court of Appeals for the Eastern District of Missouri handed employers yet another punch on March 24, 2009. In *Herndon v. The City of Manchester*, ___ S.W.3d ___, 2009 WL 755368 (Mo.App. 2009), a female police officer sued her employer and her supervisor personally under the Missouri Human Rights Act ("MHRA"), alleging she was subjected to inappropriate sexual harassment by the defendant supervisor.

The City moved to dismiss the case on the basis of the affirmative defense established by the U.S. Supreme Court in *Burlington Indus., Inc. v. Ellerth*, 524 U.S. 742 (1998) and *Faragher v. City of Boca Raton*, 524 U.S. 775 (1998), and adopted by the Missouri Court of Appeals in *Cooper v. Albacore Holdings, Inc.*, 204 S.W.3d 238 (Mo. App. 2006). Specifically, the City argued that it was not liable for the supervisor's harassment because it had taken reasonable care to prevent harassment by implementing an anti-harassment policy and remedied the harassment by promptly investigating the plaintiff's complaint and terminating the supervisor's employment.

In response to the City's motion for summary judgment, the plaintiff introduced evidence that fifteen years prior to the City hiring the supervisor, he had been terminated by a prior employer as a result of a citizen complaint of sexual misconduct. Plaintiff argued that in order for the City to demonstrate its efforts to prevent harassment were reasonable, it had to inquire into the supervisor's prior disciplinary record. The City countered, arguing it had requested documentation of the supervisor's prior employment, including his disciplinary record, but the supervisor's former employer only provided the supervisor's identifying information and dates of employment. Further, the City argued the former employer, like most employers, was not likely to disclose that information for fear of a defamation claim by the supervisor.

The Circuit Court of St. Louis County agreed with the City and dismissed the case, but the Court of Appeals for the Eastern District of Missouri reversed. Despite the fact that the prior bad acts of the supervisor had occurred more than fifteen years prior to the City hiring the supervisor and were acts perpetrated against a citizen and not a coworker, the Court of Appeals held the acts were not too remote in time or irrelevant. Moreover, the Court of Appeals held that while a jury may agree with the City that it had acted reasonably, in the Court's opinion, the City should have taken additional steps to acquire disciplinary infor-

mation after receiving only limited information from the supervisor's prior employer.

While most employers will be reluctant to provide such information regarding former employees, the Missouri Court of Appeals specifically held that more is required of prospective employers than simply making a single reference request with an unsatisfactory or incomplete response. Consequently, under *Herndon*, employers must take greater steps to conduct background investigations and act upon any information suggesting the employee previously engaged in acts of harassment or other misconduct. In addition to verbal reference checks, Missouri employers should consider making written requests pursuant to §290.152, RSMo. That statute gives responding employers immunity from civil liability when they provide truthful responses in writing as to the nature, character and duration of the employee's service and the reasons for the termination of the employee's employment. Moreover, it now appears imperative that employers follow up in writing for additional information any time they receive a response to an employment reference check that provides only basic information on positions and dates of employment. Finally, employment reference requests should now specifically include requests for information on allegations of harassment against the employee.

This is an unfortunate addition to an ever-growing line of cases going against employers by the Missouri Supreme Court and the Missouri Courts of Appeal. Recent cases have broadened plaintiffs' rights to jury trials, reduced burdens of proof, permitted suits against individual managers and supervisors, and upheld multi-million dollar punitive damage awards. Perhaps, if the judiciary continues to push the boundaries of the MHRA towards a breaking point, the legislature will finally take action to level the playing field for Missouri employers.

And More Bad News for Supervisors and Managers – The Missouri Supreme Court Holds They Can Be Held Personally Liable under the MHRA

In *Hill v. Ford Motor Co.*, 277 S.W.3d 659 (Mo. banc 2009), the Missouri Supreme Court officially held that individual supervisors fall under the definition of "employer" in the MHRA and can, therefore, be sued in their individual capacities for employment discrimination. *Hill* involved claims of sexual harassment and retaliation. After plaintiff complained about an allegedly hostile work environment, the individual supervisor in question immediately instructed her to obtain psychiatric help and told her not to return to work until she did so. *Hill* named him as a defendant in the retaliation claim of her Petition. The Supreme Court reversed the grant of summary judgment to both defendants and finally determined that individuals can also be "employers" under the MHRA: "The MHRA is intended to reach not just the corporate or public employer but any person acting directly in the interest of the employer. A supervisory employee clearly falls into that category." This decision conclusively ends any debate begun by Missouri appellate courts over the last few years that individual supervisors and managers can be held personally liable under the MHRA.

Continued on page 3

Continued from page 2

While the Hill decision confirms that managers and supervisors can be sued personally in state court, the real import of this decision is that corporate employers will have to defend themselves in Missouri state court as opposed to federal court, where they might get a fairer shake. Prior to the Missouri Supreme Court's 2003 decision in Diehl v. O'Malley, employment cases were rarely filed in state court because plaintiffs were not entitled to a jury trial. Since Diehl, cases have been increasingly filed in state court because there are no real limits on the damages plaintiffs can recover and summary judgment is more difficult for employers to obtain. Because plaintiffs now have the ability to name resident supervisors or managers as defendants, most employment discrimination cases cannot be removed to federal court due to the lack of complete diversity even though the corporate entity might be headquartered in another state. The obvious result will be more difficult, longer and expensive defense of these claims in the state courts.

Important Practical Considerations

Missouri employers should take immediate steps to avoid or minimize potential discrimination and harassment liability, including:

- Perform more comprehensive background investigations and reference checks and request information in writing from an applicant's prior employers pursuant to Section 290.152, RSMo.
- Continue regular anti-discrimination and anti-harassment training of all employees, especially supervisors and managers.
- Advise supervisors and managers that they can be individually liable for their decisions affecting subordinate employees, in the hope that they comply with the law and seek guidance from human resources professionals and in-house counsel.
- Consider implementing enforceable mandatory arbitration procedures or requiring valid jury trial waiver agreements from all employees so that unfair and one-sided jury trials are no longer a threat.

Welcome New Members!

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The Saint Louis Chapter will publish a membership directory this Fall. Please visit www.acc.com/community/myacc/index.cfm to ensure accuracy of your contact information. You will need to login. If you have forgotten your user name and/or password, you will see a link "Forgotten Your Username or Password?". Click this to have your user name and password emailed to you.

New Medicare Reporting Requirements for Liability Claims (Including Liability Insurance Carriers and Self-Insureds) Involving Medicare Beneficiaries

By: Lisa A. Larkin, Partner, Williams Venker & Sanders LLC

With the December 29, 2007, enactment of the Medicare, Medicaid, and SCHIP Extension Act of 2007, the Federal government is now armed with a powerful tool, at least theoretically, to ensure the primary payer of any claim, including personal injury matters, reimburses Medicare for any medical payments it made as a secondary payer. See 42 U.S.C. § 1395y. Although many details of the new reporting system remain to be worked out, most can agree the days of quick settlements of claims with Medicare beneficiaries (often for nuisance value) are over. The potential for continuing liability on the part of the entities paying a settlement to a Medicare beneficiary are too great to issue a settlement check – even one with Medicare listed as a payee – and simply hope claimant’s counsel addresses any Medicare lien.

Overview Of The New Medicare Reporting Requirements:

On January 1, 2010, new mandatory reporting requirements will take effect. These new requirements place the responsibility for involving and notifying Medicare of a liability settlement with a Medicare beneficiary on a liability or workers’ compensation insurance carrier or on a self-insured business. Because, the paying entity (not the claimant/plaintiff or the plaintiff’s counsel) will be responsible for first determining whether the claimant is entitled to Medicare benefits and then putting Medicare on notice of amounts paid, the new law will affect almost every business that pays a settlement or judgment to a personal injury or wrongful death claimant.

If the claimant is a Medicare beneficiary, the paying entity is responsible for reporting to Medicare the amount of any settlement or judgment paid to the claimant (or any continuing payments to be made to the claimant), including certain information which is not normally gathered in the context of personal injury claims, lawsuits, and settlements, such as ICD-9 Event and Diagnosis Codes. Medicare (or rather its contractor) will then determine Medicare’s reimbursement rights and issue a statement to the Medicare beneficiary (and to the paying entity, if the paying entity has an appropriate authorization for release of information signed by the Medicare beneficiary). The Medicare reimbursement demand may be for the entire amount of the settlement, subject to only two exceptions: (1) a “hardship petition” (which has not yet been well-defined, and (2) “procurement costs,” which is the amount the Medicare beneficiary has had to pay an attorney in bringing his or her claim or lawsuit.

Who Must Report:

In addition to liability and workers’ compensation insurance carriers, the new reporting requirements also apply to “self-insured” businesses. Any “entity that engages in a business, trade, or profession shall be deemed to have a self-insured plan if it carries its own risk (whether by failure to obtain insurance, or otherwise) in whole or in part.” 42 U.S.C. § 1395y(b)(2). Thus, a business, trade or profession is “self-insured,” and therefore must report, to the

extent it does not have insurance for a claim or has a deductible or a portion of the settlement it pays itself.

Penalties for Failure to Report:

Failure to report can mean civil penalties imposed against the paying entity of \$1,000.00 per day per claimant. These penalties are in addition to any other remedies Medicare has available to it under other statutes and/or regulations and to any private cause of action Medicare and/or the Medicare beneficiary has against a paying entity that fails to reimburse Medicare or otherwise make primary payment. See 42 U.S.C. § 1395y(b)(3). Listing Medicare as a payee on any settlement check continues to be an option and will protect a paying entity to a certain extent by making sure Medicare’s lien is addressed by the claimant or plaintiff’s counsel. Doing so, however, does not eliminate the paying entity’s reporting obligation and the potential for this steep \$1,000.00 daily penalty per claimant if reporting is not completed properly or not done at all. Further, should the claimant or claimant’s counsel fail to pay Medicare, the law requires the paying entity to pay Medicare’s reimbursement amount even if it has already paid the Medicare beneficiary. The paying entity can then seek reimbursement from the claimant under whatever release and indemnity agreement the claimant signed, but may not have any more luck getting reimbursed by the claimant as Medicare did.

Method of Reporting:

Before a paying entity can make the required reports to Medicare, it must register with Medicare as a “Responsible Reporting Entity” (RRE). This must be done between May 1, 2009 and September 30, 2009. Thereafter, RREs will be assigned a seven-day file submission timeframe during each quarter in which they must submit any required reports, starting January 1, 2010.

The initial duty as to each claimant is to verify, through Medicare’s new online query system, whether a claimant is a Medicare beneficiary. RREs may make these initial queries once per month. If the claimant is, in fact, a Medicare beneficiary, the paying entity then has the duty to report again when a settlement is reached or judgment is paid (or if continuing paying are made) to the claimant. The event that triggers the duty to report is the obligation to pay, even if the payment itself has not been made.

The required reporting has to be done by the RRE, unless the RRE, after having registered with Medicare, has designated an agent who will do the necessary reporting on its behalf. The designated agent cannot do the reporting on an RRE’s behalf unless and until the RRE registers, sets up its own electronic account, and designates the agent as its representative for purposes of making the required electronic reports. The RRE, however, remains solely responsible and ultimately accountable for complying with the reporting requirements and for the accuracy of the reports.

Timing of Implementation:

The original timeframes for registration and reporting under the new system have changed. Updates and alerts can be found at www.cms.hhs.gov/mandatoryinsrep. As per a May 11, 2009

Alert, the new implementation and reporting deadlines are as follows, but additional changes may be made at any time:

- May 1, 2009 through September 30, 2009 – registration period for RREs.
- July 1, 2009 through January 1, 2010 – testing period for the Query Function system.
- The Query Function system goes live on 7/1/09 for those RREs who have completed the registration and Query Function system testing.
- January 1, 2010 through March 31, 2010 – testing period for the Claim Input File system.
- April 1, 2010 through June 30, 2010 – Claim Input File system is live and RREs (or their agents) must submit their first live production file no later than their assigned 7-day quarterly submission window for claims where the RRE, on or after January 1, 2010, assumed an obligation to make a one-time payment (settlement or judgment) or assumed a duty to make continuing payments.

Open Questions and Issues:

Many open questions remain. With some estimating it may take

Medicare and its contractors anywhere from 6 to 18 months to process claims and issue payment statements to Medicare beneficiaries and RREs, is there going to be any such thing as a “quick settlement” or a “nuisance value settlement” with a Medicare beneficiary? Under the new reporting scheme, when can an RRE actually close its liability file? If after a settlement, a Medicare beneficiary incurs additional medical bills related to the accident or incident for which the RRE paid a settlement, Medicare may seek further reimbursement from the RRE and is not bound by the release and indemnity agreement reached between the RRE and the claimant. Should RREs now maintain some sort of “reserve” for this potential even after the settlement is paid and the matter completed (or so they thought)? As the reporting system is implemented, there are likely to be many more issues raised and, undoubtedly, legal challenges brought to address the myriad of open questions.

Lisa Larkin practices exclusively in litigation and appeals, concentrating on commercial litigation, personal injury defense and medical malpractice defense. She has extensive trial experience at both state and federal levels, in addition to appellate work in a number of courts including the Missouri and Illinois Supreme Courts.

Chapter Survey Results are In – Our Members Provide Valuable Feedback

Our 2009 ACC St. Louis Chapter Membership Survey, which was sent to all Chapter members by email last month, reveals some surprising organizational strengths, and confirms that the St. Louis Chapter adds significant value to members’ professional lives, and enhances the resources provided by the national ACC organization. In these difficult economic times, it’s more important than ever to determine whether we are giving people their money’s worth.

The questions were prepared by the Board, and the survey was distributed by ACC National. We had a response rate of 17%, which is a typical return for this type of survey. We appreciate those members who took the time to respond.

Here are few Survey highlights:

- 93% of respondents have been practicing law for 11 or more years.

- 90% of respondents have the authority to hire or to recommend the hiring of outside counsel.
- Respondents rated “Networking” and “Career Development” as the benefits that they value most highly about their ACC membership.
- 60-75% of respondents are satisfied/highly satisfied, with the Chapter’s monthly CLE programs, quarterly social events and newsletter, and with the annual Corporate Counsel Institute.
- 72% of respondents rated the overall value of the Chapter activities to them as Good (48%) or Great (24%).

The Board and Board Committees will mine the survey data over the next year, using it to decide what programs to put on, and what local services our members value the most.

If you’d like to view the survey results in their entirety, they are available on the St. Louis website:

May Nonprofit CLE Event a Success

Almost 40 attorneys attended the Nonprofit CLE Event on May 19 at the Regional Arts Commission headquarters in the Delmar Loop. The 1-hour CLE program was jointly sponsored by ACC St. Louis, the BAMSL Pro Bono Committee, Legal Services of Eastern Missouri (LSEM), and Volunteer Lawyers and Accountants for the Arts (VLAA).

Keith Kehrer, nonprofit tax partner at Bryan Cave, spoke on “The Basics of Representing a Small Nonprofit Organizations.” He covered Corporate Formation, Application for Tax Exemption, and Operation as a 501(c)(3). Attendees received copies of excellent resource materials on duties and liabilities of nonprofit directors, IRS and state forms for tax-exempt reporting, and summaries of the legal issues that typically confront nonprofits.

Sue Greenberg, Executive Director of VLAA, spoke briefly about VLAA, which connects artists and arts organizations with accountants and lawyers who donate their time and expertise to help the arts community navigate the complicated world of business and law.

Dan Glazier, Executive Director of LSEM, also made a brief presentation on the new Nonprofit Volunteer Lawyers Project, a joint effort by ACC St. Louis, LSEM and BAMSL. The Project (which is intended to be similar to the very successful Volunteer Lawyers Project that LSEM runs for individual clients), will match pro bono lawyers with small nonprofit organizations (primarily social services and community development organizations located in Missouri) that need assistance on a project basis and cannot afford to hire an attorney.

If you are interested in volunteering your legal services to the Nonprofit Project, or if you want more information about the Project, please contact Jim Guest at LSEM (jhguest@lsem.org) or Mary Tucker, ACC St. Louis Nonprofit Committee Chair (mary.tucker@wellsfargoadvisors.com).

**YES, LIGHTNING DOES STRIKE TWICE!
COCKTAILS, HORS D'OUVRES, A BEAUTIFUL SETTING,
AMERICAN LEGAL HISTORY, A DATE –
AND FREE CLE???**

Building upon the success of last year's "Art and the Law Tour" at the St. Louis Art Museum and again taking advantage of our local resources, the St. Louis chapter of the Association of Corporate Counsel hosted "History and the Law" at the Missouri History Museum on Friday evening, April 17, 2009!

ACC-Saint Louis members and their guests were able to enjoy a lovely reception in the Emerson Center and tour the St. Louis Currents exhibition. Thanks to the generosity and flexibility of both our speaker and our sponsor, we were able to accommodate our waiting list by having two tours and an extended reception.

Prof. Anders Walker, Legal History professor at the St. Louis University Law School led approximately seventy attendees on a fun and educational tour of St. Louis history – with a legal emphasis! Highlights were William Clark's (federal Indian agent and of Lewis & Clark fame) Council Room, the Dred Scott and Civil War discussions, and even a flash-back to 1L Civil Procedure class: the minimum contacts of the International Shoe case (which we had all forgotten was a St. Louis-based shoe manufacturer!).

Special thanks to Jill Luft and her colleagues at the St. Louis law firm of Greensfelder Hemker & Gale for sponsoring our reception! Professor Walker's honorarium was sponsored by your chapter.

Attendees enjoyed not only the educational aspects of the event, but the valuable networking (and fun) that occurred. Your Board of Directors appreciated the wonderful feedback it received and encourages you to step up, share your ideas for other member events, and be involved!



ACC Would like to Thank Our 2009 Annual Sponsors

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Upcoming ACC Events:

Jun 18, 2009

A Look at The Effect of Federal Bailout Programs on Non-Financial "Main Street" Businesses

CLE Credit: 1 Hour

Location: Sheraton Clayton Plaza

Time: 4:30 p.m. - 7:00 p.m.

Cost: Complimentary - sponsored by Thompson Coburn LLP

Please visit the ACC website for registration details.

August 25, 2009

1st Annual Golf Spa Event

CLE Credit: 2 Hours

Location: Forest Park Golf Course & Chase Park Plaza Spa

Time: 11:00 a.m. - 6:00 p.m.

Cost: Free for ACC Members

Please visit the ACC website for registration details.

You can find out more information on all of these events at: www.acc.com/chapters/stlouis

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