

STAYING OUT OF TROUBLE: PROTECTING THE PRIVILEGE IN THE CORPORATE WORLD AND AVOIDING DIGITAL DANGERS

*by Douglas S. Laird
Polsinelli PC General Counsel*

Duty of Confidentiality

- a lawyer shall not reveal information relating to the representation
- unless...
- the client gives informed consent or
- disclosure is impliedly authorized in order to carry out the representation or
- one of the emergency exceptions apply, which vary by jurisdiction



Duty of Confidentiality

How Given Effect

- Comment to Rule: Principle of confidentiality is given effect by related bodies of law – the Attorney-Client Privilege, the Work Product Doctrine and the Rule of Confidentiality
- So Attorney-Client Privilege and Work Product Doctrine are part of the duty of confidentiality



Duty of Confidentiality Acting Competently

- Rule requires lawyer to make reasonable efforts to prevent inadvertent or unauthorized disclosure or access
- Inadvertent/unauthorized disclosure is not an ethical violation if lawyer has made reasonable efforts to prevent
- Special security measures may be necessary in light of circumstances or by client instruction



Drafting Internal Corporate Communications to Substantiate Privilege

- Express reference to legal advice as what is sought or being delivered is key
- Communication to or by an in-house lawyer is not automatically privileged
- Best practices suggest direct reference to giving legal advice or describing an inquiry as seeking legal advice



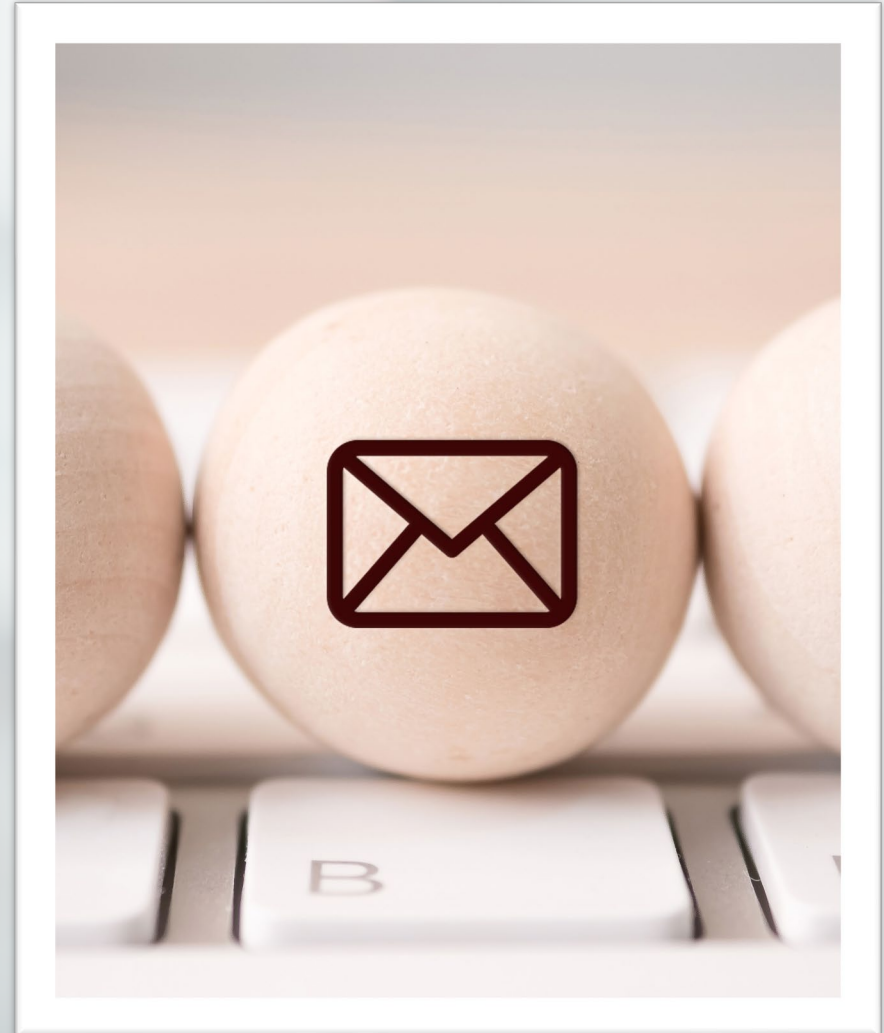
Unsuccessful Example #1 – Eighth Circuit

- In grocery chain dispute with distributor, emails from grocery chain accounts payable manager to corporate officers and general counsel described how distributor might avoid the application of a provision in the controlling contract
- The payroll manager’s discussion matched the distributor’s legal position of how contract should be interpreted
- The email “voiced concerns” but did not explicitly or implicitly seek legal counsel



Unsuccessful Example #1 – Eighth Circuit

- Eighth Circuit held emails made in the ordinary course of business and were not “prepared with the intention of seeking legal advice”
- And thus were not privileged
- Also, not an abuse of discretion to admit emails into evidence – probative value not outweighed by unfair prejudice



Grocery Chain Case – Easy Fix?



- Not hard to imagine slightly different phrasing or response by GC could have shifted the accounts payable manager's emails into privileged zone
- Maybe a more sensitive analysis by the court would have led to a different result
- The manager was pointing to facts that should play a role in giving legal advice
- If those facts provided in response to a request from the GC for information in order to give legal advice, probably have different result

Unsuccessful Example #2 – U.S. District Court – New York

- A securities fraud action against a global pharmaceutical company
- In overruling claim of privilege for internal emails, court lists general rules
- While implicit requests for legal advice are possible, that request must be the primary purpose of the email
- For it to be legal advice, must require interpretation and application of legal principles to guide future conduct or to assess past conduct



Unsuccessful Example #2 – U.S. District Court – New York



- An email which asks for opinions and is sent to five people and only one is a lawyer, not privileged
- An email that asks “whether legal advice should be sought,” not privileged
- An email that is not a direct question to an attorney, not privileged
- Keeping an in-house lawyer apprised of a situation along with other employees is not a privileged communication

Best Practices

- Assessment of matter risk – sliding scale
- Segregate business and legal advice
- Educate staff to expressly ask for legal advice
- Expressly confirm this is in response to request for legal advice
 - “Thanks for raising these legal concerns with me.”
 - “Thanks for this context, it helps me assess whether there are legal issues we need to address.”

Best Practices

- Expressly say you need certain facts in order to provide legal advice
- Without “gaming the system,” should always document any legitimate privilege request and responsive legal advice
- Keep Confidential
- Internal distribution should be thoughtful – only to those who “have need to know”
- Mark communication as “Attorney-Client Privileged Communication” and/or “Attorney Work Product”
- Don’t forget you have a phone

When Evaluating the Legal Advice Elements, Courts Look to the Primary Purpose of the Communication

- When courts examine content of communications to apply the privilege, look at three elements:
 - 1 – Privilege only applies to legal advice, not business advice or ordinary course of business discussion
 - 2 – Can be difficult to distinguish
 - 3 – Courts look to the “primary purpose” of the communication to decide



Primary Purpose Doctrine

- Courts take inconsistent approaches
- Some courts evaluate document as a whole, some look at each segment and determine the primary purpose of each section
- The less than whole document approach will usually lead to partial redaction and very confusing documents/production



Justice Kavanaugh Corporate Friendly Analysis *In Re Kellogg Brown & Root, Inc.*

- In 2014 opinion, *In Re Kellogg Brown & Root, Inc.*, Judge (now Justice) Kavanaugh proposed significant expansion of privilege protection for internal corporate communications
- Instead of looking at “the” primary purpose, Kavanaugh asserted the new rule to only need to find “a” primary purpose
- And if providing legal advice was “one of the significant purposes of the communication,” the communication is protected

In Re Kellogg Brown & Root



- Mandamus action after district court ruled investigation was intended to comply with government regulation, not to secure legal advice
- District court also applied “but for” test
- Kavanaugh held the “but for” test as contrary to established law
- But went further to adopt a new test to determine the “primary purpose”

In Re Kellogg Brown & Root

- After noting confusion in the cases, Judge Kavanaugh wrote: “After all, trying to find the one primary purpose for a communication motivated by two sometimes overlapping purposes... can be an inherently impossible task”
- Test is “Was obtaining or providing legal advice a primary purpose,” then the privilege will apply

In Re Kellogg Brown & Root

- No other circuit has adopted but Ninth Circuit has approved of the analysis without officially accepting the different test
- Several district courts have adopted the Kavanaugh test
- This new test would likely keep protected many documents that are now disclosed and would simplify internal communications practices

The Problem of Dual Purpose Communications

A New Test is Proposed

- In 2021, Ninth Circuit decided contempt issue based upon law firm's refusal to comply with grand jury subpoena
- Law firm argued for use of "one significant purpose" test
- In re Grand Jury Opinion cited *Kellogg* approvingly, but still upheld lower court's decision that communication not privileged
- Law firm filed cert. petition which was granted in October 2022

New Test Case has Oral Argument Before Supremes on January 9, 2023

- Petitioners stress ease of application of new test and that lawyers are less likely to be forced to warn that communication may not be privileged
- Risk of “chill” on client communications
- Government stresses primary purpose test has been used for decades
- Since *Wigmore*
- Would cause the loss of significant evidence
- *Kellogg* rule should be limited to close cases



New Test Case Result – Tradition Wins

- Justice Kagan question sums up the day
- She asks petitioner’s counsel: “I am wondering if you would just comment on, you know, the ancient legal principle, if it ain’t broke, don’t fix it.”
- Court issues *per curiam* opinion on January 23, 2023: “The writ of certiorari is dismissed as improvidently granted.”
- Speculation that court may await a corporate internal investigation case to revisit the issue



The Crime-Fraud Exception to Attorney-Client Privilege

- Once elements of the privilege are established, it is virtually absolute unless waived
- The crime-fraud exception is not a waiver so much as it is a failure of foundation
- Applies to any communication between lawyer and client for the purpose of obtaining legal advice to commit a crime or fraud
- Any communication made to further the crime or fraud is not protected



The Crime-Fraud Exception to Attorney-Client Privilege

- Crime-fraud exception only applies where the desired advice refers not to prior wrongdoing, but to future bad acts
- Communications exclusively about the past are likely protected
- The crime or fraud must be ongoing or contemplated for the future
- Policy: While privilege is designed to encourage full and frank discussions to help clients comply with the law
- Privilege cannot be used in a way that directly undermines its main purpose

The Crime-Fraud Exception

Basic Procedure

- To invoke, litigant must establish a *prima facie* case that the other party attempted or engaged in a crime or fraud **and**
- The communication between attorney and client furthered or aided the crime or fraud
- Once both elements are supported by evidence, the court should conduct an in-camera review to determine if the communication will be disclosed



Seminal Supreme Court Case on Crime-Fraud Exception

- *US v. Zolin* (1989):

“ The attorney-client privilege must necessarily protect the confidences of wrongdoers, but the reason for that protection – the centrality of open client and attorney communication to the proper functioning of our adversary system of justice – ceases to operate at a certain point, namely, where the desired advice refers not to prior wrongdoing, but to future wrongdoing. It is the purpose of the crime-fraud exception to the attorney-client privilege to assure that the ‘seal of secrecy’ between lawyer and client does not extend the communications made for the purpose of getting advice for the commission of a fraud or crime.

”

Application of Crime-Fraud Exception in Recent News

- Former President Donald Trump indicted June 8 on 37 counts of willfully retaining classified documents, obstructing the government's attempt to retrieve those same documents, and for making false statements to the FBI
- Indictment makes clear that a significant part of the evidence described in the indictment comes from the notes of one of Trump's attorneys who is referenced in the indictment as Attorney Number 1



Basic Facts

- Attorney Number 1 is M. Evan Corcoran
- Corcoran made detailed verbal notes – dictated into his Voice Memos App on his iPhone and then the notes were later transcribed
- Corcoran is a former AUSA and is a partner at Silverman Thompson in Baltimore



Basic Facts

- Corcoran worked with Trump to respond to a subpoena for any classified documents held by the President
- The subpoena was issued on May 11, 2022
- Corcoran met with Trump at Mar-a-Lago on May 23, 2022, to discuss the subpoena and the appropriate response
- Corcoran, in his notes, describes a number of statements made by Trump at this meeting

Statements from May 23 Attributed to Trump in Corcoran's Notes

- “I don’t want anybody looking, I don’t want anybody looking through my boxes, I really don’t, I don’t want you looking through my boxes.”
- “Well what if we, what happens if we just don’t respond at all or don’t play ball with them?”
- “Wouldn’t it be better if we just told them we don’t have anything here?”
- “Well look isn’t it better if there are no documents?”
- “[A lawyer for former Secretary of State Hillary Clinton] did a great job... He was the one who deleted all of her emails, the 30,000 emails, because they basically dealt with her scheduling and her going to the gym and her having beauty appointments. And he was great. And he, so she didn’t get in any trouble because he said that he was the one who deleted them.”

Communications by Gesture

- After May 23, Trump aide moved 64 boxes from storage room at Mar-a-Lago and later returned only 30
- Corcoran searched storage room on June 2 and found 38 classified documents
- Corcoran then met with Trump and they discussed whether Corcoran should take the classified documents he had found to his hotel room and put them in a safe
- Paragraph 66 of indictment quotes Corcoran's notes: "He made a funny motion as though – well okay why don't you take them with you to your hotel room and if there's anything really bad in there, like, you know, pluck it out. And that was the motion that he made. He didn't say that."

Crime-Fraud Exception Ruling

- Corcoran's firm later represented to the FBI that all documents had been produced
- A search warrant was executed at Mar-a-Lago on August 8, 2022 of Trump's office and the storage room – one hundred additional classified documents were found
- Corcoran's notes were sought by the special prosecutor under the crime-fraud exception
- Judge Beryl Howell ruled in May that the notes should be disclosed
- The special prosecutor used that information as a key part of the indictment filed on June 8

Second Time that Trump has Run Afoul of Exception to Lawyer Confidentiality

- Earlier indictment related to alleged hush money payment to porn star before 2016 election
- Former Trump lawyer Michael Cohen will likely be an important witness at that trial as Corcoran will be in classified documents case
- Cohen was charged and pled guilty in connection with the hush money payment
- Cohen's testimony likely part of the self-defense exception
- Corcoran has not been accused of any wrongdoing



Press Release Review by In-House Counsel

- Paper mill explosion caused environmental damages
- Within hours, paper mill communications officer sent draft press release to corporate officials and to in-house counsel, email marked as Attorney-Client Privilege communication
- One in-house counsel responded, “Looks good”
- In later litigation arising out of the explosion, paper mill sought to protect this email
- Filed affidavit that the email sought legal advice on draft press release statement

Press Release Review by In-House Counsel

- Court ordered production noting:
 - Modern corporate counsel involved in all discussions whether legal or not
 - Simultaneous communication to both lawyers and non-lawyers suggest primary purpose is not to obtain legal advice
 - Courts view in-house communications skeptically, especially when non-lawyers involved



Hiring a Public Relations Consultant U.S. District Court – New Jersey



- Law firm letter carefully set out role of PR firm to aid lawyers in providing legal advice to the client
- Engagement letter with PR firm includes all the recommended language to bring the PR firm within the privilege
- In a deposition, a client executive said the PR firm was hired to provide “general public relations services”
- Special Master used that quote to decide that the “primary purpose” of PR firm was public relations, not assisting counsel

Asking the Hotel Clerk to Print an Email can Waive the Privilege

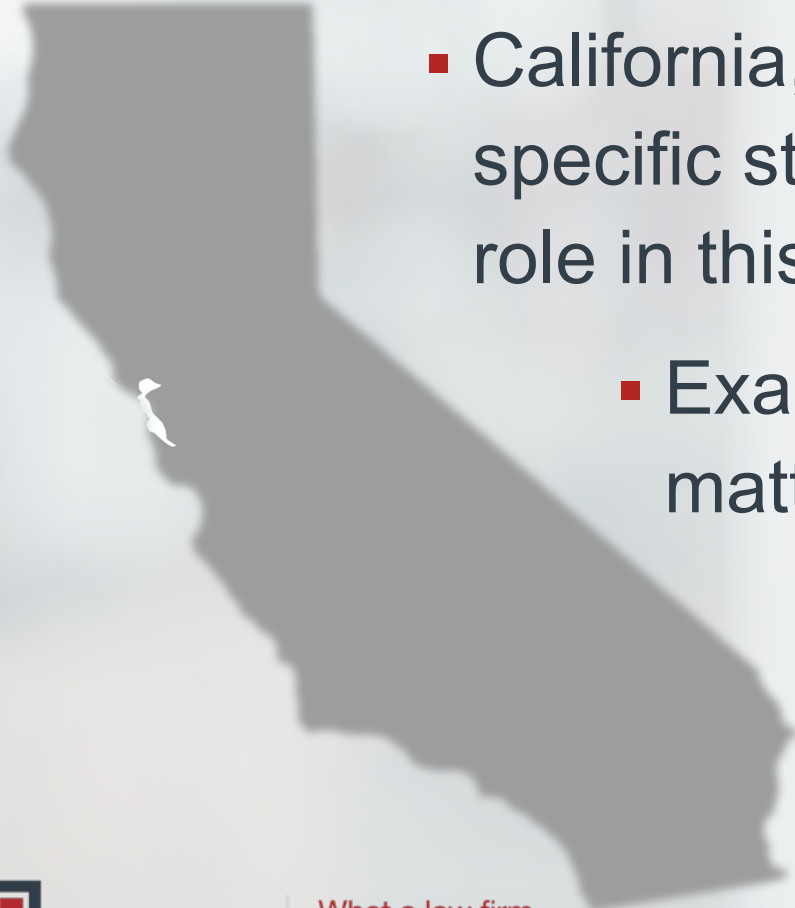
- While staying at Hilton Hotel in Berlin, Germany, company president received privileged email from in-house lawyer
- President forwarded email to the front desk
- Subject line: “Please print one copy. I am waiting at the front desk. Thanks.”
- Court held the president had waived the privilege for that email

Asking the Hotel Clerk to Print an Email can Waive the Privilege

- Court reasoned the hotel desk was an “unnecessary third party whose involvement destroyed any privilege...”
- Court says printing the email was not necessary
- Was sent to general address to which many hotel employees had access and there were no confidentiality warnings



Asking the Hotel Clerk to Print an Email and Waive the Privilege

- 
- California, where this case was pending, has a fairly specific statutory scheme which may have played a role in this decision
 - Example of unpredictability in privileged matters...
 - is an extreme example

ChatGPT

Brave New World or Road to Disaster?



- ChatGPT is a chatbot
- A chatbot is a computer program that simulates and processes either written or spoken human conversation
- Amazon Alexa and Apple Siri are chatbots of a kind
- ChatGPT is able to produce fairly complex documents and essays in response to specific questions
- Seems to be very good at outlines of topics or summaries

ChatGPT

Brave New World or Road to Disaster?

- CEO of the company behind ChatGPT said in February, “It’s a mistake to be relying on it for anything important right now.”
- Craig Mundie, former Chief Research and Strategy Officer for Microsoft, said in March, “You need to understand. This is going to change everything about how we do everything. I think that it represents mankind’s greatest invention to date. It is qualitatively different – and it will be transformational.”

ChatGPT

Brave New World or Road to Disaster?

- Some law firms have banned its use
- Many have called for detailed regulation or a delay in its use until further study can be conducted



Chat GPT

Some Examples



- Asked ChatGPT – Why ChatGPT can be used for legal research?
- ChatGPT's response:
 1. ChatGPT has access to a vast amount of legal information and can provide comprehensive information on various legal topics
 2. ChatGPT can quickly research and analyze legal cases, statutes and regulations
 3. ChatGPT can help lawyers save time by providing quick and reliable answers to legal questions
 4. ChatGPT can provide accurate and reliable legal advice, based on the information it has been trained on
 5. ChatGPT can identify patterns and trends in legal cases helping lawyers to develop more effective legal strategies
 6. ChatGPT can learn from its interactions with lawyers, continually improving its ability to provide relevant and useful information
 7. ChatGPT can provide legal guidance to people who cannot afford a lawyer
 8. ChatGPT can assist lawyers in conducting legal research and drafting legal documents
 9. ChatGPT can provide real time legal analysis during court proceedings

Chat GPT

Some Examples



10. ChatGPT can help lawyers to identify legal precedence and use them to strengthen their cases
11. ChatGPT can assist law firms in managing their documents and data
12. ChatGPT can help law firms stay up-to-date with changes in laws and regulations
13. ChatGPT can provide legal education to law students and legal professionals
14. ChatGPT can assist in the automation of legal processes, reducing the need for human involvement
15. ChatGPT can provide legal support in multiple languages
16. ChatGPT can analyze legal documents and extract key information from them
17. ChatGPT can help lawyers to prepare for trials and hearings by providing relevant information
18. ChatGPT can help lawyers to assess the strength of their case and identify potential weaknesses
19. ChatGPT can provide legal information to businesses and organizations
20. ChatGPT can help lawyers to stay organized and efficient by providing a centralized system for managing legal information

Chat GPT

Some Examples



- Asked ChatGPT – Why ChatGPT cannot be used for legal research?
- ChatGPT’s response:
 1. ChatGPT is a machine, and it does not have the same level of expertise as a human lawyer
 2. ChatGPT may not have access to all of the relevant legal information needed for a particular case
 3. ChatGPT may not be able to understand the nuances of legal language and the context of a legal situation
 4. ChatGPT may provide inaccurate or incomplete information, leading to incorrect legal advice
 5. ChatGPT may not be able to keep up with the changes in the law and legal precedence
 6. ChatGPT may not be able to provide legal advice specific to a particular jurisdiction
 7. ChatGPT may not be able to provide legal advice that takes into account the client’s unique circumstances
 8. ChatGPT may not be able to provide legal advice that considers ethical considerations
 9. ChatGPT may not be able to provide legal advice that is tailored to the client’s individual needs

Chat GPT

Some Examples



10. ChatGPT may not be able to provide legal advice that considers the emotional or psychological impact of legal situations
11. ChatGPT may not be able to recognize the bias in legal decisions and advice
12. ChatGPT may not be able to provide legal advice that takes into account cultural differences and sensitivities
13. ChatGPT may not be able to provide legal advice that considers the broader social and political implications of legal decisions
14. ChatGPT may not be able to provide legal advice that considers the potential consequences of legal decisions
15. ChatGPT may not be able to provide legal advice that is compatible with the client's personal values and beliefs
16. ChatGPT may not be able to provide legal advice that is compatible with the client's personal values and beliefs
17. ChatGPT may not be able to communicate legal advice effectively to clients
18. ChatGPT may not be able to provide legal advice in real time, as it may take time to process the information
19. ChatGPT may not be able to provide legal advice that considers the financial implications of legal decisions
20. ChatGPT may not be able to provide legal advice that takes into account the potential risks and consequences of legal actions

Chat GPT

Some Examples

- Asked Chat GPT to describe Planet Word in Abecedarian verse where the first line begins with the letter A, second with B, and so on, through Z

*Alluring in Washington is a museum so grand
Built to teach inspire and help us understand
Curious minds planet flock to words embrace
Delving into language and its intricate grace
Every exhibit here has a story to tell
From the origins of speech to the art of the quill.*

- And so on, through Z

Lawyers Using ChatGPT

- *Mata vs. Avianca* – Suit for damages after metal serving cart struck plaintiff's knee during flight
- Defense filed a motion to dismiss, Steven Schwartz, counsel for plaintiff, filed brief in opposition citing relevant decisions
- Only thing – defense counsel and court could not find the cases Schwartz cited
- Schwartz relied on ChatGPT – which had invented all the cases
- Schwartz was unaware content could be false
- Schwartz told the court he even asked the program to verify the cases were real

ChatGPT

A Sensible Policy

- Approval required – a supervising attorney must approve ChatGPT use by any non-shareholder
- No client confidential information
- No Polsinelli proprietary or confidential information
- Independent verification of any content supplied by ChatGPT
- Use ChatGPT as a head start or a first step
- Recognize that ChatGPT is an unreliable advocate



Good News!



- You have just reached the settlement in a big case
- Settlement agreement is fully executed
- Client is ecstatic and plans to send your firm every new case
- You are planning to demand a raise, buy a new car, and otherwise live out the life of crass materialism of which you have always dreamed

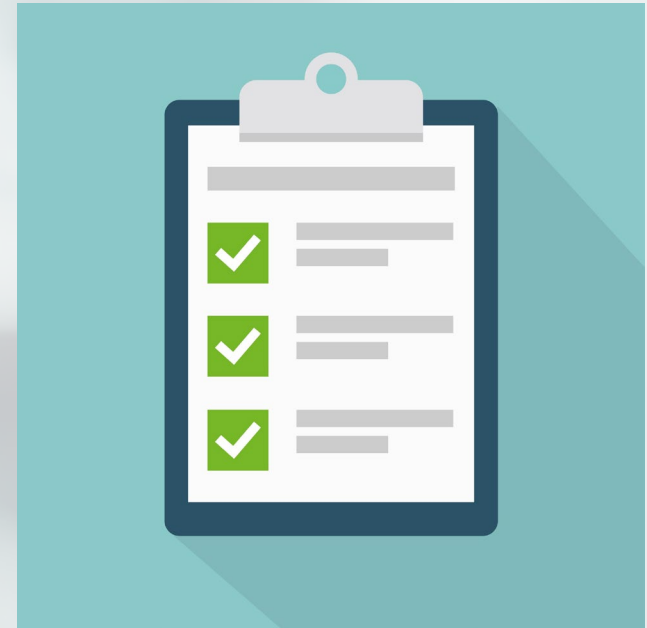
But Wait!

- You receive an email from plaintiff's counsel
- At least you think it is plaintiff's counsel
- With perfect grammar and informal familiarity, it says:
 - “Just to save time, how about if you have your client send the settlement funds by wire instead of by check. I assume you have no objection.”
- You agree after checking with the client
- Plaintiff's counsel(?) sends email with wire instructions and a phone number to confirm the wire address is correct



But Wait!

- You forward the email with wire instructions to the client
- You remind the client to call the phone number in the email to confirm wire address is correct
- Client follows your instructions
- Client confirms wire address by phone
- Sends wire per instructions you sent
- You stop at BMW dealer during drive home



Oh No!

- Next day – plaintiff’s counsel calls, settlement check did not arrive in morning FedEx as called for in SA
- You say – we sent a wire
- Why?
- Because you asked for a wire
- No, I didn’t – that check better arrive today or the settlement is off



Oh No!

- You tell plaintiff's counsel client sent funds to your wire account and give the number.
- That is not our wire account address and it's not our bank.
- Stomach churning and feeling light-headed, you call the client.
- Was the wire sent?
- Yes.
- Did it go through?
- Yes, we got a call from the phone number in the email you forwarded. The man was very nice and said the wire arrived, thank you very much.



BEC

- Business email compromise has occurred
- Many schemes with one goal
- Wiring money to the bad guy's account
- Or a “hop” account, usually domestic, from which it is moved quickly offshore



BEC

- Bad guys infiltrate and monitor email traffic
- When the money is about to be moved
- Buy similar email domains
- psmith@jonesclarke.com instead of psmith@jonesclark.com
- Mimic logo and typeface
- Ask for a wire instead of a check

BEC

- At the same time, hacker is “spoofing” you to confirm that check is on the way
- Both sides believe they are communicating with the other, but neither are
- Both are communicating with the hacker in the middle
- Both sides fail to notice email change
- Both sides fail to pick up phone
- And the money is, most likely, gone

BEC

- Hundreds of variations to this scheme
- Average company is about 8 times more likely to sustain BEC attack than ransomware attack
- FBI reported \$1.8 Billion in BEC losses in 2020; \$2.4 Billion in 2021
- Ransomware amounted to about \$29 Million in 2020; \$49.2 Million in 2021
- FBI has Recovery Asset Team (“RAT”) that freezes accounts used for unauthorized transfers
- AIG has said BEC is biggest source of cyber insurance claims

BEC and the Nigerian Prince Scam – Who is Behind BEC?

- Current BEC is more sophisticated than the old Nigerian Prince scheme
- However, main organizers of BEC schemes are in western Africa – about half
- One-quarter in United States
- Mostly well-educated, college graduates
- Criminal prosecution is rare
- Nigerian authorities working to control



BEC – How to Avoid It

- Employee education – be aware, be sensitive
- A human problem, not so much a computer problem
- Multi-Factor Authentication (“MFA”)
- Email management
- Password management
- Key is when moving money – everything is different
- Check everything

BEC – How to Avoid It

- Especially when change from check to wire
- Check email domains
- Call to verify – get a voice you know
- Use an independently-obtained or previously-known phone number to check
- Don't use the phone number in the email
- If send wire, keep monitoring to confirm receipt

BEC – What To Do if it Happens

- Speed is the key
- Notify all involved banks – normally, contact your bank and direct it to contact receiving bank
- File FBI report – RAT Squad
 - Contact local FBI Field Office
 - File complaint with FBI Crime Complaint Center
 - If caught within 24/48 hours, have a chance
 - After that, not so much



BEC and the Ethics Rules

- Rule 1.1 – Competence and Comment 8
- Rule 1.4 – Client Communication
- Rule 1.6 – Confidentiality
- Rule 1.15 – Safekeeping Property
- Rule 1.16 – Duties after Client Termination
- Rules 5.1 and 5.2 – Roles of Supervisors and Subordinates
- Rule 5.3 – Non-lawyer Assistance



Doug Laird

General Counsel

816.360.4341 | dlaird@polsinelli.com

Areas of Focus

Firm General Counsel

Ethics Advisor

Loss Prevention Partner

Douglas Laird is the General Counsel for the Polsinelli law firm. He has held the position of the firm's ethics advisor and loss prevention partner since 1997. He was named the full-time General Counsel for the firm in 2007.

Before becoming part of firm management, Doug was primarily a products liability litigator working on automobile design safety issues for a group of manufacturers. He was retained by one manufacturer as national co-counsel in two separate types of pattern litigation. He represented defendants in crashworthiness and component defect cases in more than 40 states and in both state and federal courts. He also handled commercial litigation and death penalty defense in federal and state post-conviction cases.

As part of his current duties, Doug advises the firm and individual Polsinelli attorneys on ethics and loss prevention issues. The General Counsel's office at Polsinelli frequently acts as defense counsel for the firm in various matters. He often gives presentations at in-house and outside seminars on professionalism and loss prevention topics.



Where great work
and great people
come together.



**POLSINELLI**®

What a law firm
should be.SM

Am Law 100 firm with
1,000 attorneys nationwide
23 offices from LA to NY
170+ services/industries
polsinelli.com

Polsinelli is very proud of the results we obtain for our clients, but you should know that past results do not guarantee future results; that every case is different and must be judged on its own merits; and that the choice of a lawyer is an important decision and should not be based solely upon advertisements. Copyright © 2022 Polsinelli PC. Polsinelli LLP in California, Polsinelli PC (Inc) in Florida.



Polsinelli PC provides this material for informational purposes only. The material provided herein is general and is not intended to be legal advice. Nothing herein should be relied upon or used without consulting a lawyer to consider your specific circumstances, possible changes to applicable laws, rules and regulations and other legal issues. Receipt of this material does not establish an attorney-client relationship.

Polsinelli is very proud of the results we obtain for our clients, but you should know that past results do not guarantee future results; that every case is different and must be judged on its own merits; and that the choice of a lawyer is an important decision and should not be based solely upon advertisements.

© 2022 Polsinelli® is a registered trademark of Polsinelli PC. Polsinelli LLP in California. Polsinelli PC (Inc.) in Florida.

[polsinelli.com](https://www.polsinelli.com)