

- 2 ...*(R)evolution in the Law Firm Service Market*
- 4 ...*Mitigating Risk & Staying One-Step Ahead of Infringers on the Internet*
- 5 ...*A Refresher on Setoff*
- 6 ...*Chapter News*
- 9 ...*Save the Date: 25th Anniversary Gala*
- 10 ...*DELVACCA Thanks its Generous Sponsors*
- 10 ...*Welcome New Members*

FOCUS

President's Message

Richard J. DePiano, Jr.

It is finally spring (again!). I don't know about you, but after this most recent cold spell, I couldn't be happier to see the sun shine. Now we can truly begin the spring season with all of its promise of renewal and rejuvenation. As each of us dust off our document destruction policies and begin spring-cleaning, the DELVACCA board members and committee chairs are reviewing the programming events from the last quarter. If you missed one of the twenty events DELVACCA has offered since January, you must have a very, very, very busy schedule! Yes that was twenty events; from CLE programs, networking events, and committee brown bag lunches--to community service programs including:

- What In-house Counsel Need to Know about Recent Supreme Court Decisions;
- Employment Practices Liability Insurance;
- Tone at the Top: The Ethical Standards Set by Senior Management and How Those Standards, or Lack Thereof, Contribute to Corporate Fraud;
- IP Licensing Agreements: How to Protect Your Trademarks, Copyrights, and Patents;
- DELVACCA Labor & Employment Committee Brown Bag Lunch;
- Critical Issues in Structuring Successful Outsourcing Arrangements: What Every In-house Counsel Should Know;
- Developing and Enforcing a Practical Records and Hold Policy;
- GC Lunch Club;

- Top Ten Issues Affecting Non Profit Tax-Exempt Organizations;
- Recent Developments in Employment-based Immigration;
- Annual Red Cross Walk;
- Spring Fling 2008; and
- Much more.

We want to continue providing these top quality events covering issues of importance to in-house counsel in a way that provides a sustainable platform for the future. To that end, we want to repeat our successes and minimize the less than stellar events. The growth in DELVACCA programming is attributable to the hard-working efforts of the practice committees, the council of committees chair, the sponsors, and the board members. The goal of expanded programming has been exceeded by the various practice committees supplementing DELVACCA's annual core programming and the majority of the programming is FREE to members! This rapid expansion and success requires the board to now take stock of the direction of our programming efforts. In this season of renewal and rejuvenation, are we delivering on the chapter's Mission Statement?

DELVACCA Mission Statement; DELVACCA promotes the common professional and business interests of attorneys who are employed to practice law by corporations, associations, and other private-sec-



tor organizations in its territory by developing and disseminating information, providing educational initiatives, facilitating networking opportunities, supporting collegiality, engaging in advocacy on behalf of the in-house bar and supporting pro bono and community service activities.

The quality of the programming is, without question, unmatched. The efforts of the committees, board members, and sponsors are outstanding. The question remains to be answered if these programs and efforts can be sustainable for the future. Attendance has been both record high and record low for various events regardless of area or content. The percentage of walk in attendees and no show attendees has also been both at record highs and record lows. These factors must be examined and conclusions drawn to provide for the continued growth of the chapter. The board will be having its annual planning meeting this June to find the perfect balance between the rapid expansion of the programming and the building blocks which provided for our twenty five year history to ensure long-term stability for the chapter.

We look forward to seeing you at every event. Each week remember to open our email blast sent to all chapter members to see what's happening and keep in mind

continued on page 12

(R)evolution in the Law Firm Service Market

Susan Hackett

Senior Vice President and General Counsel, Association of Corporate Counsel (ACC)

Contact: hackett@acc.com

THESIS: Traditional law firm business models for providing legal services and law school training for lawyers are not necessarily aligned with what corporate clients want: value-driven, high-quality legal services that deliver performance for a reasonable cost and develop lawyers as both savvy counselors and efficient business partners.

THE PROBLEM: Sometimes I feel like the “old lady of the in-house bar” (even at 47) ... I’ve been at ACC for close to 20 years. If one thing has remained a constant, it’s that members are less than satisfied with their outside counsel relationships. They may like their outside lawyers (or at least some of them), and they may agree that there’s incredible expertise out there—there is no shortage of smarts or talent. They may even tell you about the 4,017 different metrics and mechanisms that they employ to assure themselves that they’ve got a handle on their outside spend. But still ...

... Even in the best relationships, in-house counsel often don’t feel their outside costs are predictable or value-driven. Somehow or another, for all that they like in their outside lawyers, they have a lot of concerns regarding the firms they employ. Somehow or another, more time often is spent arguing over the bill after the fact than in setting expectations and goals upfront that everyone can manage to meet. Somehow, they feel that more precious time is spent on process than on counseling.

Another thing that hasn’t changed is that clients aren’t happy about their in-house lawyers’ inability to get a handle on their ever-increasing legal spend. The “inelasticity” of the price increases in the law firm business is, frankly, mind-boggling. In every other marketplace of services, prices go up and down with the economy or as new efficiencies or ideas surface and talent moves about. At firms, especially bigger firms, prices go up 6 percent per year, and we all have a sneaking suspicion that even if we negotiate a 10 percent price reduc-

tion on our matter, they’ll simply bill us for 15 percent more “service.” And all this happens at the same time that in-house departments, across the board, have decreased their own expenses, while at the same time increasing efficiencies and productivity.

Accordingly, a lot of very unhappy corporate counsel tell me that their corporate procurement departments are closely scrutinizing the legal department and their spend. And increasingly pressured managing in-house managers counsel look for the fix: they host beauty contests, develop convergence strategies, apply collars and cuffs and whatever’s new in fee management, they set up dashboards and compare costs by firm and regions and matter type and turnaround time, and they spend lots of time training their lawyers to engage in early case assessment. While some have some success (and while none of these are “bad” ideas), at best, all this tinkering does little more than rearrange the deck chairs on the Titanic.

Some blame the ubiquitous billable hour and its perverse drivers toward inefficient and terribly expensive results. Some blame the morph of law firms (professional entities) to a business model (profit driven). Others point to the almighty “profit per partner” ratings, highly leveraged pools of stunningly inexperienced and overpriced associates, and an increasingly de-equalized middle class of partners. Indeed, one of the most disturbing trends in all of this mess and despite the tall stacks of money paid out by clients is the incredible number of lawyers who are either pushed out of the profession, or run screaming from the building, often before they’ve enjoyed any semblance of the career and professional fulfillment we all envisioned we’d have when we were in law school.

In-house counsel from large departments, small departments, and every kind of company in every kind of industry are very powerful people and we can choose to hire

whom we want—everyone says so, right? And yet, we just can’t seem to get outside counsel and their costs “under control.”

THE SOLUTION: So I say: Time to roll our sleeves up and talk about what we *can* do if we work together to create long-term institutional change, rather than railing that everything we try on our own doesn’t return results consistent with our expectations—nothing changes on the larger scale.

Revolution + Evolution = (R)evolution?

SETTING EXPECTATIONS: I recognize that nothing anyone can do will change everything overnight, and lots of different folks want lots of different things, so there’s not even consensus around what success might look like even if we could envision it. So here’s what we ask and what we think is a reasonable expectation: join ACC in thinking like a revolutionary change agent (that is, thinking big picture and out of the box), but also help us implement real reform by working on evolutionary advances over time (that is, focus on practical solutions).

The Proposition: ACC’s Value Challenge—Re-connecting value to the cost of legal services.

What ACC’s Value Challenge is and isn’t: The value challenge is not an answer, but a movement. It’s not about laying blame; it’s about creating responsibility for change.

So let’s all agree that firms need to be responsible for addressing client dissatisfaction. And let’s recognize that no one’s saying that firms shouldn’t profit; on the contrary, firms must be sustainable entities. Let’s also get it straight: a focus on connecting cost to value does not mean that everything should be cheap or that we’ll lose our commitment to quality. There are lots of expensive lawyers out there who are worth every penny (the problem is the expensive lawyers who aren’t), and there are many high quality

lawyers who don't cost what some of their peers in big firm practices charge for the same services.

On the corporate counsel side, if firms are providing services we aren't happy with, why do we keep buying those services, thereby enabling inefficiency, inflated cost structures and poor practices? It's in-house counsel's responsibility to better manage their spend, help firms understand what we and our clients want, and reward outside counsel who deliver the outcomes we've asked for. If we're to convince corporate management that we know what we're doing, we better start recognizing that in 2008, no one gets hired or promoted just for retaining the expensive firms with big reputations. Regardless of their ranking status, in-house counsel will be evaluated for managing firms that provide value and results.

Accordingly, ACC will:

- promote intelligent and facilitated dialogue among corporate counsel, law firms, and eventually other stakeholders, including law schools, to help drive alignment and focus on value;
- develop methodologies and metrics that corporate counsel can use to assess the strengths and weaknesses of law firm vendors;
- create tools that in-house counsel and firms can share to drive change in the performance of valued legal services; and
- enhance awareness and promote communication of success stories in achieving value and alignment—creating practical benchmarking.

To accomplish these goals we're prepared to really dig in, dig deep, and commit ACC resources and stake our reputation for delivering results. While we have lots of ideas on tap and will be working on several plans concurrently, I wanted to use this forum to discuss an early role for chapter leaders and members:

WHAT CAN YOU DO?—Getting Started. We hope to engage members, local law firm leadership, ACC chapters, local and national bar groups, law schools, and other stakeholders to discuss what we should

do and how we should do it in a highly interactive discussion format involving small groups focused on delivering recommendations and direction. These conversations will cover a variety of topics, discuss best practices at work, help define "value" in legal services, discuss alternative models for law firms to use to conduct their business and to cost/bill their work, and really drill in on retention, training/development, and promotion of talent (at the entry level, in the middle ranks, and at the highest end of business). We will use the resulting intelligence to help shape more and better tools, resources, models for consideration, best practices and so on. In other words, we'll evolve together.

You will also be receiving an email soon (depending on publication dates, some of you may have already received it) from ACC's Value Challenge Steering Committee that asks you some simple survey questions that will allow us to collect some baseline information and feedback to target meaningful dialogue in these first sessions. Please watch for it and invest the 3-5 minutes it will take to complete this survey (it's online, so it's simple to do).

WHAT WE HOPE TO ACCOMPLISH: Desired Outcomes

1. Create a national dialog about the need to reconnect value to costs, especially within the law firm community, with a common language and framework that ACC will have helped define and that our members will help drive.
2. Identify and empower core groups of leaders in the in-house and outside firm communities, as well as in consulting houses, vendor organizations, legal and business media, and the law school community: engage them and then solicit more participants every year.
3. Offer a tool kit for use by in-house counsel and another for outside firms (and shared resources, as well, of course), containing leading practices, management tools, models for managing value, and networks by which participants in this process can communicate their experiences and ask questions of each other, including "who do you use and how do you do this?"

4. Nourish the development of an in-house client community that gives law firms reasonable comfort that their efforts to implement change will be supported and rewarded.
5. Encourage law firms that are more focused on retention of talent valued by clients, and matter management driven by the client's expectations and needs.
6. Foster greater satisfaction and pride in their work for both inside and outside lawyers—spending less time bickering over bills and more time focused on solving client problems.
7. Ensure recognition by senior (non-legal) management that in-house counsel are taking the lead, rather than simply being reactive, and that they are exercising strong business skills in balancing their inside and outside legal spend—targeting results and outcomes, rather than just hoping to manage an unpredictable process.

All of this is in pursuit of perhaps the most important outcome: a legal profession in which all attorneys deliver value.

As the "increasingly mature" lady of the in-house bar, I see this initiative as the culmination of my career with this organization to date; yeah, I guess that makes it personal for me. But if these problems, and your dissatisfaction with the way things are is personal to you, too, please join me in starting the ACC Value Challenge (R)evolution. We here at ACC can think of nothing that's more *valuable* that we can offer you, your clients and our profession.

Susan Hackett: hackett@acc.com

Mitigating Risk and Staying One-Step Ahead of Infringers on the Internet

By Gretchen M. Olive, Director, Education & Industry Affairs, Corporation Service Company

It comes as no surprise to hear the Internet is booming. However, what might be surprising is the rate at which the Internet is expanding. By the close of 2007, more than 153 million domain names had been registered worldwide, representing a 33% increase in total registrations over 2006. While the Internet has proven to be a cost-effective way for companies to build brand awareness and distribute products beyond traditional geographic borders, it has also created a new real estate market where little capital investment is required and a positive Return on Investment (ROI) can almost be guaranteed.

Reporters and researchers alike have focused on quantifying the cost of brand abuse, online counterfeiting, phishing and other online ills to corporate brand holders. Articles and reports have demonstrated these practices are pervasive, cost companies billions in lost revenue and can be responsible for perpetrating devastating acts of fraud against individuals, however little insight has been offered on steps brand holders can take to proactively prevent these forms of infringement beyond registering every brand name variation and combination possible. Unfortunately, doing so is not only impractical, but cost-prohibitive.

A new research report suggests there may be a more reasonable and economical approach to this problem. CSC® reviewed 100,000 domain names across the world's top 47 brands over 24 unique industry sectors to identify the domain name extensions, brand variations and infringement tactics that infringers prefer in order to develop strategies brand holders can adopt to better mitigate the risk of online infringement.

Research findings

CSC's research found:

- 72% of brand names registered were owned by 3rd parties (i.e., a person/entity other than the brand holder)

- 89.45% of domains registered by 3rd parties were made up of either an exact match or a term either on the right or left hand side of the brand (for example 'wwwbrand' or 'brandonline')
- 76% of 3rd party domain names had an active web site compared to 53% of domain names owned by brand owners
- 34% of 3rd party owned domain names were being used for pay-per-click (PPC) activities
- 51% of 3rd party domain names were under the .com extension
- 5.1% of 3rd party names were registered under .co.uk and 4% under .de, which were the highest country code top-level domains (ccTLDs)

These research findings strongly suggest that the registration practices of most prolific infringers are not arbitrary. There are clear patterns of behavior that 3rd party infringers have identified and repeatedly execute to yield the highest return. After all, the majority of 3rd party infringers do not invest in domain name registrations to simply have a large inventory. They are in it to make money and lots of it. Simply put, brand infringement is a business where legal and ethical challenges are looked upon as a cost that is relatively deminimis compared to the potential return.

The Infringer's Decision-making Process

A closer look at the research reveals that most infringers make registration decisions based on the answers to the following three questions: (1) what domain names can I register for minimum cost and effort; (2) what registrations will maximize traffic to my website; and (3) what content can I put on my website that will give me a positive return on my investment within the first 90 days.

The data shows that there are two trends behind the "what domain name to register" and "which names will maximize traffic" questions. First, infringers clearly

prefer generic top-level domains (gtlds). The domain name extensions optimize an infringer's business model because they are cheap and accessible. Secondly, domain names containing a brand name plus and another term are highly sought after because infringers are able to leverage the millions of marketing dollars companies have spent to build their brand in the marketplace and combine that with terms that are often used in search engine and keyword inquiries (e.g., mybrand, brandonline, brandproducttype).

As for "what content will show me ROI", pay-per-click sites are leading the way and are potentially the most frustrating and damaging to the corporate bottom-line. Not only do infringers generate advertising revenue from reputable companies like Google®, but each click is potentially diverting buyers straight to a competitor or worse, a counterfeiter.

Risk Reduction Strategy

These research findings suggest that the best way to combat infringers is not to register every possible domain name containing your brand, but to register domain names that infringers desire most. By determining what domain name strings are important to your business, quantifying the risk of infringement in each domain name extension, making trade-offs between risk and budget and proactively registering the names infringers will want most, brand holders can push infringers to the edge of their ROI and only leave undesirable registrations that are costly, difficult to obtain and do not have the traffic and revenue rates that are worth their money and trouble.

To request a copy of the *Infringement Trends Report* from CSC, go to www.cscprotectsbrands.com and click "Contact Us."

A Refresher on Setoff

By Eugene J. Chikowski, Shareholder, Flaster/Greenberg

As the economy continues to struggle, more in-house counsel are encountering bankruptcy issues. One of the more common issues counsel are called upon to review is setoff. This article is a short refresher on setoff and some related concepts.

In the context of a bankruptcy case, setoff issues arise when a customer files for bankruptcy protection under any Chapter of the Bankruptcy Code and your company holds a claim against the debtor to whom it also owes money. Setoff is governed by Section 553 of the Bankruptcy Code. Section 553 states that the “Bankruptcy Code does not affect any right of a creditor to offset such a mutual debt owing by such creditor to the debtor that arose prior to the commencement of the case.”

In order to enforce a setoff claim in a Bankruptcy case, the elements of a setoff must be met as defined by Section 553. The elements are: (1) the party has a right to a setoff under non-bankruptcy law and (2) the debts being setoff are mutual. In addition, one needs to file a motion seeking the Bankruptcy Court’s approval.

The first element of Section 553 - the non bankruptcy right to a setoff - is easy to meet. Most states recognize a common law right to setoff. In addition, the documents that form the transaction between the parties may include setoff language as well. The Bankruptcy Courts in the District of Delaware have held that setoff is an equitable remedy that is independent of any contract provision. Accordingly, even if the documents do not specifically give your company a setoff right, that does not mean you cannot pursue this remedy in Bankruptcy Court.

The second part of the test, mutuality is satisfied if the parties to the debts are owned between the same parties in the same capacity, such that each party may seek to collect the debt in its own right. Stated differently, if the debts are both prepetition and it is the same parties on both sides of the equation, then the court may allow a setoff.

On a practical level, if the obligations occurred prepetition and there are no subsidiaries involved on either side of the relationship, the mutuality element will be met.

Under current case law, the second element cannot be to meet when a 3rd party, like a subsidiary is involved on either end of the transaction buying and selling products and services. Under these facts setoff is not possible in a bankruptcy context. However, with careful draftsmanship, it is possible to still have a valid state law setoff. These types of 3rd party setoffs are called triangular setoffs – where A attempts to setoff an obligation owned by B against B’s debt to C.

A few bankruptcy cases in dicta and commentators have said that triangular setoffs should be allowed if all parties to the transactions sign the agreements and fully understand that the ‘entire package’ will be viewed as one transaction with just two parties. There is no case to support this view.

While it may be possible to win a triangular setoff case, it will be an uphill battle all the way. If your company has encountered this issue a few times, I suggest changing your documents into cross collateralized and cross securitized agreements. .

Miscellaneous setoff issues

Setoff is an equitable remedy and as such requires the party seeking the setoff have clean hands. Moreover the Code states that setoff is not possible if within 90 days of the debtor filing for bankruptcy protection, your company acquires a debt with the debtor for the purpose of a setoff. Lastly the Delaware Bankruptcy Courts have held that the collateral of a setoff claim that is not pursued during the pendency of a successfully reorganized Chapter 11 case remains subject to property of the estate. Accordingly, you can not merely sit on your setoff rights and wait for the case to end and then perform the setoff.

Recoupment

The Bankruptcy Code does not define recoupment, though it is often applied in the bankruptcy context. Although the terms “setoff” and “recoupment” are similar concepts, their application is distinct. Recoupment involves the adjustment of “debts when the respective obligations originate from the same transaction or occurrence.” In re Communication Dynamics, Inc., 300 B.R. 220, 226 (Bankr. D. Del. 2003). Thus, recoupment permits a party to a transaction that is owed money by another party to the transaction to withhold money from the second party in an amount equal to the amount of the debt owed to the first party, which arises from the same transaction. Unlike setoff, recoupment does not require that the obligations at issue arose prior to the commencement of the bankruptcy or that the debts are mutual. Rather, the focus is on whether the debts arise from the same transaction or occurrence.

Courts apply two different approaches to determine if obligations arose from the same transaction or occurrence: the “logical relationship” test and the “integrated transaction” test. The Third Circuit applies the more exacting of the two tests: the “integrated transaction” test. Under this approach, the claims must arise from “a single integrated transaction so that it would be inequitable for the debtor to enjoy the benefits of the transaction without also meeting its obligations.” In re University Medical Center, 973 F.2d 1065, 1081 (3d Cir. 1992); see also In re Anes, 195 F.3d 177, 182 -83 (3d Cir. 1999); In re Flagstaff Realty Assoc., 60 F.3d 1031, 1035 (3d 1995). The Ninth Circuit applies the “logical relationship” test, which permits various claims to be recouped against one another provided that the obligations are sufficiently interconnected so that it would be unjust to insist that one party fulfill its obligation without requiring the other party to do the same. Newbery Corp. v. Fireman’s Fund Insurance Co., 95 F.3d 1392, 1401(9th Cir. 1996). Thus the difference in the approaches is the extent

continued on page 6

continued from page 5

to which the obligations must be interconnected in order for recoupment to apply.

Thus, as a result of this requirement, recoupment commonly arises in the following contexts (i) in connection with liabilities under a single contract (though there is no requirement that a contract contain a recoupment provision in order for the doctrine to apply) and (ii) the overpayment context; however, its application is not limited to these areas.

The limitations set forth in §553 of the Bankruptcy Code do not apply to recoupment. The majority of courts have concluded that the Automatic Stay does not apply to recoupment.

Conclusion

A careful review of all the relationships your company had with a customer who files for Bankruptcy protection can produce the elements necessary to enforce a setoff claim.

Eugene J. Chikowski, a shareholder at Flaster/Greenberg in Philadelphia, is chair of the Financial Restructuring, Bankruptcy and Risk Management Practice Group. A bankruptcy attorney, his particular experience and knowledge is in the area of financial risk management analysis. In this capacity, his work with industry executives in business deals entails development of new strategies for process improvement and management of financial risk by conforming business practices to law.

Chapter News

Meeting Highlights

On **March 5**, Jordan Lawrence sponsored the CLE event “An Ounce of Prevention Is Worth a Pound of Cure: Developing and Enforcing a Practical Records and Hold Policy” in Philadelphia. They discussed the top issues for records management in 2008, which included the real causes of records management challenges (ediscovery and privacy) and what counsel can do to develop a defensible “Hold Management” process.

Approximately 40 people attended the **March 20** CLE event “Top Ten Issues Affecting Non Profit Tax-exempt Organizations” presented by Joseph Lundy and Noel Fleming of Lundy & Flynn LLP. Kelly Law Registry was the sponsor of this event and we thank them. After a networking cocktail reception, the attendees sat down to the presentation, which covered issues from federal and state law concerns, core charitable exemption requirements, and corporate governance issues—to lobbying and more.

At a luncheon in Philadelphia on **March 27**, the firm of Klasko, Rulon, Stock & Seltzer, LLP, sponsored and presented a CLE seminar titled “Recent Developments in Employment-based



Bob Talley, speaker Sandra Jeskie from Duane Morris LLP, Terry Ciccotelli and speaker Charmaine Sartori of Jordan Lawrence at March 5, 2008 CLE event.

Immigration” to DELVACCA members and guests. The presentation touched on some key issues regarding recent developments in immigration law that are applicable to in-house counsel, including

I-9 changes, electronic employment eligibility verification, changing state laws, among others. It also highlighted legal, practical and policy issues that impact corporate staffing and human resources decisions.

On Wednesday, **April 2**, DELVACCA IP Law Committee Cochairs Michelle Pilotte and Alex Plache participated in a CLE program entitled “Overlooked and Misunderstood IP Assets” given by John Donch and Michael Snyder of the Philadel-



Sponsors of the March 27th CLE event, Ron Klasko and Bill Stock.



DELVACCA President-Elect Todd Borow with Shelley Green, NBME, at March 20 CLE event.

of a trial in a courtroom setting. The defendant (John Donch) portrayed the general counsel of a corporation who was on trial for knowing too little about Intellectual Property. The other participants portrayed the judge (Michelle Pilotte), the defense attorney (Michael Snyder) and the prosecutor (Alex Plache).



Michele Pilotte was the Judge, Michael Snyder played the defense attorney, John Donch played the defendant and Alex Plache was the prosecutor.

April 19 was a gorgeous, warm Saturday morning, and DELVACCA members and their guests gathered at Fairmount Park in Philadelphia to take part in the Annual Red Cross Walk to Save Lives. This is the second year that DELVACCA has participated with a team as well as being a Mile Marker Sponsor. For the second year, we surpassed our goal. Special thanks go to the Pro Bono Committee and to all who supported this effort.

The officers and directors of DELVACCA hosted the 2nd Annual Sponsor Reception on the evening of **April 23** at the Downtown Club in Philadelphia. Over 80 past and potential sponsors attended this event, which served as the official unveiling of the new 2008-2009 Sponsorship Guidelines. President Rich DePiano, Jr. and President-Elect Todd Borow gave a brief overview of the new guidelines during the cocktail reception.

At the offices of AAA Mid-Atlantic in Wilmington, DE on **April 24**, the firm of Edwards, Angell, Palmer & Dodge spon-

sored and presented a CLE seminar titled "Corporate Governance 101." Approximately 25 attendees gathered over breakfast at this regional location. Held in conjunction with the DELVACCA Corporate & Securities Law Committee, this presentation touched on the fundamentals on fiduciary duties and special rules attendant to going private and controlling stockholder transactions, defensive measures in hostile takeovers, and the sale of a company.



April 19, 2008 Red Cross Walk Marti Little, DELVACCA Pro Bono Chair, Norma Carter and husband Peter, and Tom Molchan, DELVACCA Treasurer



Ted Murphy and Elise Fialkowski from Klasko Rulon Stock & Seltzer with Alex Erlam, 2nd VP of DELVACCA at the March 27th event.



Full house at the April 24, 2008 Corporate Governance 101 Program at AAA Mid-Atlantic headquarters in Wilmington, DE.

continued on page 8

continued from page 7

Upcoming Events

June 10, 2008 – “Fourth Annual Paralegal/Legal Assistant Forum”
8:30 AM–3:00 PM
The Union League, Philadelphia

June 16, 2008 – “Employment Law Institute Breakfast Briefing”
8:00–10:30 AM
The Pyramid Club, Philadelphia
2.0 Substantive CLE Credits

June 17, 2008 – “Tips for Complying with the Foreign Corrupt Practices Act”
12:00–1:30 PM
Offices of Fox Rothschild, Philadelphia
1.0 Ethics CLE Credit

For more information on upcoming chapter programs, go to delvacca.acc.com.

Membership Corner

DELVACCA has 892 members and growing! Please be sure to refer in-house counsel to join DELVACCA!

DELVACCA will soon announce its Membership Drive, which will offer benefits and prizes for members who refer new members to the organization!

Attention: Companies with Large Legal Departments

The ACC offers special discounts to companies with large legal departments.

Benefits of Large Legal Department Membership

- The *ACC Docket* in both print and digital versions
- Unlimited participation in up to ACC’s 14 substantive practice committees
- Unlimited participation in local chapter networking and DELVACCA’s FREE CLE programs
- Ability to attend ACC’s national educational programs at the member rate
- 24 hour access to all online resources at www.acc.com including:
 - ACC’s Virtual LibrarySM
 - InfoPAKSSM
 - Leading Practice Profiles
 - Statistics and surveys
 - Career resources

Members receive:

- The *ACC Docket* in both print and digital versions;
- Significant cost savings over the individual membership rates;
- A streamlined billing process;
- The ability to make changes to your roster at any time;
- Discounts on educational programs, job postings on the In-house JoblineSM; and
- ACC Alliance partners’ legal products and services

Contact Danielle Boshart, director of membership operations, at boshart@acc.com or via phone at 202.349.1507 with any questions.

Photos from our May 7 Spring Fling



Rich DePiano, Sr., R.J. DePiano, Rich DePiano, Jr., Michael Fein of Cozen O’Connor with wife DeeDee.



Robin Seifert, Cathy Abelson, Susan Ravinovitz, and Alex Erlam



Lily Schwartz with R.J. and Cara DePiano having fun at the zoo.

ACC AMERICA
Association of Corporate Counsel
Delaware Valley (DELVACCA) Chapter

1983 **25** 2008

Save the date!

DELVACCA
25th
Anniversary
Gala

Saturday,
October 18th, 2008
6:00 p.m. – Reception
7:00 p.m. – Dinner

The Grand Ballroom,
Philadelphia Marriott
Downtown
1201 Market Street

Watch the DELVACCA website for more
information: <http://delvacca.acc.com>

Questions? Contact DELVACCA
Administrator Chris Stewart at
ccstewart@comcast.net or 215-295-0729

The Board of Directors of
DELVACCA invites you and your
guests to join us for the Chapter's
celebration of its 25th Anniversary. From
its founding, DELVACCA has grown
dramatically over the past 25 years to
become the pre-eminent in-house bar
association for corporate counsel in the
tri-state area.

Please join us for a spectacular social
event which will be attended by corporate
legal professionals, private practitioners,
business executives, and members of
the judiciary and government and their
guests.

Keynote Speaker:



Steve Forbes

Chairman and CEO of
Forbes Inc. and Editor-in-Chief
of *Forbes* magazine

*A struggling economy...the election of a
new president...Steve Forbes will give his
enlightening thoughts on what the
future holds, in his talk titled: America's
Promise for Hope, Growth, and Opportunity.*

DELVACCA Thanks its Generous Sponsors for Their Ongoing Support of Our Chapter

Diamond Sponsors:



CORPORATION SERVICE COMPANY



Sapphire Sponsors:



Welcome New Members

Karen Babio, Penn Treaty Network America Ins. Co.
Scott Baker, Philadelphia Newspapers Inc.
Christian Bauer, Elan Pharmaceuticals, Inc.
Margaret Bazany, Rohm and Haas Company
Michele Campbell, Endo Pharmaceuticals Inc.
Joel Cardis, Sprinturf
Tracy-Elizabeth Clay, Teach For America
Todd Cutler, Exelon Power
Domenick DiCicco, Zurich North America Group
Sara Dressler-Fiks, The Pew Charitable Trusts
Ellen Fielitz, CollaGenex Pharmaceuticals, Inc.
Paul Fleck, Tyco Electronics Corporation
Anne-Laure Gosset, Areva T&D Inc.
Shari Gribbin, Exelon Corporation
Suzanne Gross, Quiq, Inc.
Christal Henderson, GE Trailer Fleet Services
Andrew Hopp, ACE American Insurance Company
Thomas Kim, VGX Pharmaceuticals
Stephanie Kolb, American Water Enterprises, Inc.
Steven Koloski, Unisys Corporation
Joseph La Barge, PMA Capital Corporation
Robert Lenahan, Legion Insurance Company (In Liquidation)
Joseph Lewis, EnerSys
James Leyden, Teleflex Incorporated
Vicki Li, Rohm and Haas Company
Brian Lucas, Tyco Electronics Corporation
Christopher Paul Luning, Aqua America, Inc.
Robyn Marino, CIGNA Corporation
Donna Miller, Olympus America, Inc.
Mariette Mooyman, Airgas
Robert Munden, Safeguard Scientifics, Inc.
Adrian Newall, Exelon Business Services Company
Deborah Penza, Elan Pharmaceuticals, Inc.
Helen Richardson, Canon USA, Inc.
Robert Rossi, Quest Diagnostics Incorporated
Christopher Schawb, Burlington Coat Factory & Warehouse Corp.
Richard Schlegel, Exelon Business Services Company
Verdina Showell, Exelon Business Services Company
Andrea Small, Elan Pharmaceuticals, Inc.
Adam Stroud, Tyco Electronics Corporation
Catherine Thompson, E.I. du Pont de Nemours & Company
Christopher Topolewski, West Capital Management
Jeffrey Waksman, Saint-Gobain Corporation
Ronald Zack, Exelon Business Services Company

GOT IPOD?



DELVACCA is pleased to announce it has enhanced its program delivery method by providing *podcasts* of select CLE programs.



Our first podcast, courtesy of our sponsor, Flaster/Greenberg, will be available for download after the June 16, 2008 Employment Law Institute program, entitled, "*A River Runs Through It: Pennsylvania, New Jersey and Delaware Employment Laws & Issues*", which will feature,

- < Wanda Flowers, Chief Counsel, Sunoco, Inc.,
- < Nori Sue Fey, Director, Legal Services, Bayada Nurses,
- < Mary Tiernan, Program Analyst for the EEOC, and
- < Michael D. Homans, Labor & Employment Shareholder at
Flaster/Greenberg

The program will take place at The Pyramid Club, 1735 market Street, 52nd Floor, Philadelphia, PA 19103 (includes breakfast).

- < 7:30 AM: Registration/Breakfast/Networking
- < 8:00–10:00 AM: Presentation

To see the program in person, please sign up at:

www.acc.com/php/chapters/index.php?page=183&cal_mode=event&event_id=3323

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continued from page 1

that we are served by an all-volunteer board of directors. We are constantly seeking more talented and devoted men and women who want to give back to our organization and the legal community. Please take a moment now to review the upcoming programming and sign up today for that program which interests you, or add your name to a listserv of a committee in your practice area. Finally, thank you for your membership and I encourage you to provide us with your opinions and suggestions on how we can meet and perhaps exceed your expectations for the chapter.

Best regards,
Richard DePiano, Jr.
President, DELVACCA Chapter

Members in the News:

Lorraine K. Koc, vice president and general counsel, Deb Shops, Inc., participated in the 9th Annual DuPont Conference on Women and the Practice of Law on the general counsel panel together with **Angelea Williams** (YMCA); **Kyra McGrath** (WHYY); **Marcia Goffney** (Yazaki North America); and **Simone Wu** (XO Holdings), and moderated by **Lisa M. Passante**, corporate counsel, DuPont, on April 9, 2008. **Stacey J. Mobley**, senior vice president and general counsel, DuPont, opened the conference, which was attended by over 120 women lawyers, and included sessions on global ethics and current practice issues in the areas of commercial, corporate, intellectual property, labor and employment, and toxic tort/product liability/environmental areas.

John Chou, sr. vice president, general counsel, and secretary at Ameri-sourceBergen Corporation and DELVACCA board member, participated as a panelist at the Pennsylvania Bar Association Minority Attorney Conference in Philadelphia on April 25. His panel addressed "Hiring Practices of Law Firms and Corporate Legal Departments." Joining John on the panel were DELVACCA member **Tobey Oxholm**, sr. vice president and general counsel at Drexel University, and **Ken Frazier** of Merck.



Alex Erlam, DELVACCA's second vice president and general counsel of The Vertical Screen Group of Companies, was featured on the cover of *GC Mid-Atlantic* magazine's March 2008 issue. The feature article on Alex was titled "The Passionate Pursuit of Professional Development." In it, Alex talks about deals, departments, and dedication. Alex certainly knows a lot about dedication, and he's passionate about his "part-time" job as DELVACCA's second vice president, which entails a multitude of tasks. It isn't any wonder that Alex was the recipient of DELVACCA's 2007 Chapter Leadership Excellence Award, which was well-deserved. Way to go Alex and thanks for all you do for and on behalf of DELVACCA!