

Damages & Indemnities in Commercial Contracts

December 4, 2017

Pennsylvania Bar Institute

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Overview:

Refresh Your Memory and Understanding of Core Legal Principles

You learned the basics of business law back in law school: you know that providing for indemnities and damages in your contracts protects your client and is vital to every commercial agreement. But those provisions can be difficult to read, which often results in use of “boilerplate” language that is not tailored to a specific agreement. Failure to pay proper attention to terms, however, can lead to painful surprises down the road. Many years and many clients later, a quick reminder of those “nuts and bolts” principles would be a help. Designed to reinforce the foundation on which you have built your practice, this program will refresh your memory and understanding of the fundamentals concepts to ensure that what you put into your contracts functions exactly as intended.

Speakers:

- **Professor Amelia H. Boss**, Trustee Professor of Law, Drexel University Thomas R. Kline School of Law
- **Michael D. Homans**, Shareholder, Flaster Greenberg PC
- **Philip G. Kircher**, Senior Counsel, Cozen O'Connor
- **George V. Thevervelil**, Associate, Flaster Greenberg PC

Date & Time:

December 4, 2017

9:00 a.m - 12:15 p.m.

Location:

The CLE Conference Center
Wanamaker Bldg., 10th Floor, Ste. 1010 (Juniper Street Entrance)
Philadelphia, PA 19107

Agenda:

- 9:00 - 9:05
 - *Welcome and Introduction*
- 9:05 - 9:50
 - **Overview of Damages under Pennsylvania Law**

Continued

- Review of basic concepts
- Primary remedy for contract breach
- How are damages measured?
- Limitations on damages
- 9:50 - 10:30
 - **Damages under Merger and Acquisition Agreements**
 - Common contexts for a breach
 - Damages available for a breach
 - Damages under indemnification provisions
 - Thresholds & caps
 - Securing indemnification obligations
- 10:30 - 10:45
 - *Break*
- 10:45 - 11:30
 - **Damages under Employment and Consulting Agreements**
 - Types of agreements
 - Damage issues in an employment relationship
 - Contract provisions to address damage issues
- 11:30 - 12:15
 - **Damages under Other Commercial Contracts**
 - Manufacturing and supply agreements
 - Distribution agreements
 - Joint venture agreements
 - Technology licenses

Credits

This program has been approved for 3 Substantive PA CLE credits.