

PRACTICE POINTS

- **Enterprise Wide Compliance for Large Complex Banking Organizations.**
- **Practice Pointers After the Bankruptcy Reform Legislation: Avoiding the Landmines.**
- **Managing a Security Breach.**
- **The Newest, Latest and Greatest Issues Facing Corporate Counsel Today.**
- **Doing M&A Deals in Germany.**
- **Interference with M&A Agreements.**
- **Freedom of Contract and the Necessity of Careful Scrivening.**
- **Federal Securities Law Reform for Smaller Companies.**

SECTION NEWS

- **Submit a Nomination for the 2007 Jean Allard Glass Cutter Award.**
- **Submit Nominations for the 2007 National Public Service Award.**

[Click here](#)
to view last month's issue.



2007 Spring Meeting
March 15, 2006 - March 18, 2006
Washington, DC
Format: Live/In-Person

BUSINESS LAW CLE CONNECTION

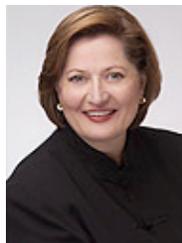
Pension Protection Act of 2006 Part V: The Government Speaks

Teleconference
12/05/2006 - 12/05/2006

For complete program details,
[Click Here](#)
To register, call 1-800-285-2221

Limited Liability Company Update

Message from the Chair, Linda C. Hayman



The use of e-mail and the Internet has spawned new international issues for almost every business lawyer. For instance, an American company posting contract terms on the Internet can no longer be assured of the validity of those terms if the company does business with consumers in other countries. For example, as noted in the November, 2005 "[Annual Survey of Internet Contracting Cases](#)" published in *The Business Lawyer*, a French court struck down 31 terms in AOL's standard form consumer agreement as unfair or illegal. In addition, countries differ in their approaches to privacy and data protection and in their protection of intellectual property rights.

Numerous organizations around the globe are addressing the international business issues raised in Internet transactions. The United Nations, through the [U.N. Commission on International Trade Law](#) ("UNCITRAL"), has developed model laws on electronic commerce and electronic signatures and a Convention on the Use of Electronic Communications in International Contracts. The U.N. is also involved in Internet governance issues through the [Internet Governance Forum](#). The Internet Governance Forum convened pursuant to the Tunis Agenda for the Information Society, seeks to bring together representatives from civil society, academia, government and the private sector to discuss matters such as privacy, intellectual property, trade, cybercrime and freedom of information. To stay abreast of these issues, you should join the Subcommittee on Internet Jurisdiction and Global E-Commerce co-chaired by Michael Geist and John Gregory, a subcommittee of the Committee on Cyberspace Law, chaired by Candace Jones.

A number of committees in the Section of Business Law are involved in a wide variety of cross-border business law initiatives in commercial, insolvency, securities, cross-border acquisitions and other business law areas. Typically these issues are monitored and analyzed by the various subcommittees of our substantive committees. To help you identify the various subcommittees focusing on international business issues, the Committee on International Coordinating maintains a list of those subcommittees whose focus is on international business issues. [Click here](#) for that list.

In order to be certain that all of our committees and subcommittees are focused on those international issues of most importance to the business community, the Section also has a Committee on [International Coordinating](#), co-chaired by Roberta Karmel and Juliet Moringiello. The Committee on International Coordinating is an administrative committee working with and through liaisons from the various substantive committees of the Section of Business Law. The role of the Committee on International Coordinating is not to expand the mission of the Section to embrace all global issues, but rather to help us identify with precision those that may impact the business community.

All Section of Business Law members with an interest in the global issues of importance to the practice of business law, and especially our international associate members, are encouraged to follow the progress of the many projects underway in our Section by joining the committees or subcommittees that are working in this area.

Linda C. Hayman
Chair, Section of Business Law

PRACTICE POINTS

[BACK TO TOP](#)

Banking Law.

Enterprise Wide Compliance for Large Complex Banking Organizations. These slides cover some of the key issues in improving enterprise compliance in Large Complex Banking Organizations—i.e., nationally or globally oriented diversified financial institutions with a broad range of products and services, multiple delivery channels, multiple supervisors, significant on and off-balance sheet exposures, etc.

[More](#)

Presented at the Committee on [Banking Law](#) Fall Meeting, November 2006, in Washington, D.C.

Webcast/ Videoconference
12/07/2006 - 12/07/2006

For complete program details,
[Click Here](#)
To register, call 1-800-285-2221

What To By Year End: Practical Applications of the Pension Protection

Teleconference
12/07/2006 - 12/07/2006

For complete program details,
[Click Here](#)
To register, call 1-800-285-2221

When Letter-of-Credit Law and the Bankruptcy Code Meet: What Attorneys Need to Know

Webcast/ Teleconference
12/13/2006 - 12/13/2006

For complete program details,
[Click Here](#)
To register, call 1-800-285-2221

Section of Business Law - 2007 Committee on Consumer Financial Services Winter Meeting

Live/In-Person
01/06/2007 - 01/09/2007
Dana Point, CA

For complete program details,
[Click Here](#)

Section of Business Law - 2007 Committee on Small Business Winter Meeting

Live/In-Person
01/11/2007 - 01/12/2007
Charleston, SC

For complete program details,
[Click Here](#)

Section of Business Law - 2007 Committee on Cyberspace Law Winter Meeting

Business Meeting
01/26/2007 - 01/27/2007
Wilmington, DE

For complete program details,
[Click Here](#)

For information on future programs, check out the

[Section Meetings Calendar.](#)

For more information on upcoming Committee Meetings contact
ruppr@staff.abanet.org.

BEST OF BUSINESS LAW BOOKS

The M & A Process: A Practical Guide for the Business Lawyer

By the Committee on Negotiated Acquisitions
ABA Section of Business Law
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BEST-SELLER

Business Bankruptcy.

Practice Pointers After the Bankruptcy Reform Legislation: Avoiding the Landmines.

A variety of topics concerning the bankruptcy reform legislation are covered by these extensive materials, including the healthcare amendments, selected consumer issues, key commercial real estate issues, and tips to avoid the landmines.

[More](#)

Presented at the Committee on [Business Bankruptcy](#) Fall Meeting, November 2006, in San Francisco.

Consumer Financial Services.

Managing a Security Breach.

What happens when a company suffers a security breach of its customers' or clients' personal data? Find out how to respond to the breach and what to expect after the company has given notification to customers or clients. Catch up on some of the recent litigation in this area. Discover how the company can better protect the personal data of customers and clients.

[More](#)

Presented at the ABA Annual Meeting in August 2006 by the Committee on [Consumer Financial Services](#), and co-sponsored by the Committees on [Banking Law](#) and [Cyberspace Law](#).

Corporate Counsel.

The Newest, Latest and Greatest Issues Facing Corporate Counsel Today. Learn about the various roles played by inside corporate counsel, how they add value to their companies, key issues for corporate counsel in U.S. and global document retention programs, the role of corporate counsel regarding compliance, and the importance of becoming a leader within the company.

[More](#)

Presented at the ABA Annual Meeting in August 2006 by the Committees on [Corporate Counsel](#) and [Corporate General Counsel](#).

Negotiated Acquisitions.

Doing M&A Deals in Germany. Germany is a very important market for mergers and acquisitions. These materials outline some of the key points in doing an acquisition in Germany.

[More](#)

Presented at the Committee on [Negotiated Acquisitions](#) Fall Meeting, Subcommittee on [International M&A](#)—October 2006, in Dallas.

Negotiated Acquisitions.

Interference with M&A Agreements. Exclusivity agreements, most acquisition/merger agreements and some letters of intent include "deal protection" provisions to protect the buyer from unsolicited competitive bids for the target. Third-party bidders, however, sometimes enter the scene in an effort to compete for ownership of a target company in spite of the target company's agreement, including exclusivity covenants, with the original bidder.

[More](#)

Presented at the Committee on [Negotiated Acquisitions](#) Fall Meeting, Subcommittee on [M&A Jurisprudence](#)—October 2006, in Dallas.

Partnerships and Unincorporated Business Organizations.

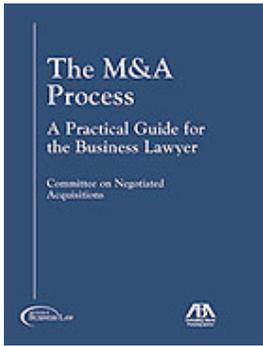
Freedom of Contract and the Necessity of Careful Scrivening. Led by Delaware, a bevy of states have inserted "Contract is God" provisions into their LLC statutes. Proving that freedom has its risks, a trio of recent cases demonstrates that a lawyer, especially a transactional lawyer, who lives by the contractarian sword can get skewered by that sword.

[More](#)

From [PUBOGRAM](#), the newsletter of the Committee on [Partnerships and Unincorporated Business Organizations](#), October 2006.

Small Business.

Federal Securities Law Reform for Smaller Companies. A useful summary of the



The following excerpt is taken from **The M & A Process: A Practical Guide for the Business Lawyer** by the **Committee on Negotiated Acquisitions**, Copyright 2005 by the ABA Section of Business Law. Reprinted here with permission. The material contained herein represents the opinions of the authors and editors and should not be construed to be the action of either the American Bar Association or the Section of Business Law unless adopted pursuant to the bylaws of the Association. Nothing contained herein is to be considered as the rendering of legal advice for specific cases, and readers are responsible for obtaining such advice from their own legal counsel. To request reprint permission, contact the Manager, Copyrights and Licensing, at (312) 988-6102.

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For the complete excerpt, [click here](#)

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recommendations of the SEC Advisory Committee on Smaller Public Companies, which was established to examine the impact of the Sarbanes-Oxley Act and other aspects of the federal securities laws on smaller public companies.

→ [More](#)

From [Business Visions](#)—the newsletter of the Committee on [Small Business](#), November 2006.

Committee Spotlight

To learn more about or join the committees that contributed to this month's practice points, just click on the committee name below.

- [Banking Law](#)
- [Business Bankruptcy](#)
- [Consumer Financial Services](#)
- [Corporate Counsel](#)
- [Corporate General Counsel](#)
- [Cyberspace Law](#)
- [Negotiated Acquisitions](#)
- [Partnerships and Unincorporated Business Organizations](#)
- [Small Business](#)

Section members are eligible to join the Section's committees at no additional cost. Become involved or simply stay in the information flow. It's FREE!

SECTION NEWS

[BACK TO TOP](#)

Submit a Nomination for the 2007 Jean Allard Glass Cutter Award.

The Section's Committee on Diversity is seeking nominations for its 15th Annual Jean Allard Glass Cutter Award. The Award will be presented on March 16, 2007 during the Section Luncheon at the 2007 Spring Meeting in Washington, DC. The Jean Allard Glass Cutter Award is presented to an exceptional woman business lawyer who has made significant contributions both to the profession and to the Section of Business Law. The Award is named for Jean Allard, the first woman to chair the section. For more information and to submit a nomination, please [click here](#).

Submit Nominations for the 2007 National Public Service Award.

The Committee on Pro Bono annually presents two National Public Service Awards. One recognizes the pro bono contributions of an individual and the other recognizes those of a firm/company. The Awards recognize significant pro bono legal services that demonstrate a commitment to providing services to the poor in a business context and the achievements resulting from the public service work for the clients and the client groups represented. The recipients of the Award will have undertaken a significant public service project(s) that provided free business law representation to the poor or to an organization that predominantly serves the poor, or improves the provision of such services. The Award will be presented on March 16, 2007 during the Section Luncheon at the 2007 Spring Meeting in Washington, DC. A complete nomination package must be submitted to the Section office by **January 19, 2007**. For more information on the Award or to submit a nomination, please [click here](#). Please help us solicit nominations by forwarding this information to your colleagues.

[BACK TO TOP](#)

The Section of Business Law of the American Bar Association

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