American Bar Association
Business Law Section
2019 Fall Meeting

Legal Opinions Committee

Friday, November 22, 2019
4:00 pm to 5:30 pm (EST)
The Ritz-Carlton
Washington, DC

Agenda

1. Introduction (Rick F., Chair) (attendees, please sign the attendance sheet that is being circulated at the meeting/phone-in’s, please send an email with your name to blsopinionsurvey@gmail.com) (5-10 minutes)

2. Task Force reports/discussions:
   a. IP task force report [Ettore S./Rick F.] {discussion} (10 minutes)
   b. Cross border committee report [Ettore S./Truman B.] {discussion} (5 minutes)
   c. Opinion Survey committee report [John P./Arthur C.] {discussion} (5 minutes)


4. WGLO program updates on last/next WGLO meeting [Andy K.] {discussion} (5 minutes)

5. Forum on questions from our members and general discussion of recent developments relating to opinion practice (30 minutes)
   a. Open “mike” for questions from LOC members on current opinion practice. If possible, attendees are asked to submit questions in advance by email to Rick Frasch (blsopinionsurvey@gmail.com).
   b. General discussion of recent developments
      i. Gemcap v. Quarles, 9th Cir. (summary judgment affirmed in favor of a law firm that provided a knowledge qualified “no litigation” opinion) * (Art F. to lead)
ii. Kotler v. Shipman Assoc., Del. (Chancery Ct. provides guidance on contract formation and held a contract to be unenforceable that improperly used stand-alone sig pages) * (Stan K. to lead)

iii. Manti Holdings v. Authentix Acq. Co., Del. (Chancery Ct. provides guidance on drafting an effective waiver of stockholder appraisal rights) * (Stan K. to lead)

iv. In re Altor BioScience, Del. (Chancery Ct. provides guidance on when a release of claims and a covenant not to sue for fiduciary duty breaches can bar subsequent appraisal and fiduciary claims by a shareholder) *(Stan K. to lead)

v. Handoush v. Lease Finance Group, LLC, Cal. (App. Ct. has ruled unenforceable a NY forum selection clause in an equipment lease with a Cal cigar store owner choosing NY law as its chosen law and containing a jury trial waiver) * (Steve W. to lead)

6. Next meeting of Committee: ABA Spring Meeting, Boston, Massachusetts, Friday, March 27, 2020

7. Remember to follow the Legal Opinions Committee on Twitter @ABALegalOpinion. For the latest updates and news on legal opinions, go to: https://twitter.com/ABALegalOpinion. If you are new to Twitter, get started at: https://www.howcast.com/videos/149055-how-to-use-twitter. Copies of all asterisked cases also appear on the Legal Opinion Resource Center website and are available by clicking on “Twitter Materials” at: https://www.americanbar.org/groups/business_law/migrated/committees/CL510000pub/twitter/.

*All asterisked items have been tweeted during the last 6 months @ABALegalOpinion