The Section will meet in Seattle
April 1 - 4

Hotel reservations by March 10
Reduced fee registration by February 13

The committee will meet on Friday, April 2
to review the opinion practices report
draft – (see attachment)
Send your comments by February 20
to facilitate the next draft

A committee program on opinion questions
raised in the Enron case by the Batson
reports will be held on
Friday, April 2
SEATTLE PROGRAM

The Program at the Seattle meeting will be on April 2 at 3:15PM. Vice Chair Carolan Berkley will moderate. The panel will include Rebecca Lamberth of Alston & Bird, who worked on the Reports, and:

- Dick Howe (Sullivan & Cromwell)
- Charles McCallum (Warner, Norcross)
- David Bleich (Shearman & Sterling)

COMMITTEE MEETING EDRAFT OF OPINION PRACTICES REPORT ATTACHED FOR COMMENT BY FEBRUARY 20th

Attached is a redraft of the Report by Arthur Field which incorporates suggestions by Don Glazer and Carolan Berkley. To move to the next stage we need (A) your general comments on the tone and approach of the Report and (B) specific comments on what is said (or not said) in the text. This redraft is a very substantial departure from prior drafts. Please let us know if this change is a good one. Glazer proposes some additional commentary about the survey questions; Field would have all comments in the Report itself.

Please provide comments on this draft by February 20th to anfield@igxg.com. Comments by that date will permit us to send out a redraft prior to the April meeting that will form the basis for discussion at that meeting.

NOTES

Don Glazer is the new co-Chair of TriBar (with Don Bernstein of Davis Polk).

* * *

The 2004 Supplement to Glazer & Fitzgibbon on Legal Opinions (2d ed. Aspen) is just out.

* * *

The Negotiated Acquisitions Committee of the Section has decided not to continue to include an Accord opinion (in addition to a customary practice opinion) in the new edition of its Model Stock Purchase Agreement book. The Committee decided that usage of Accord opinions was insufficient to justify inclusion.
New Members

I suggest the following lawyer(s) who are interested in legal opinions and might join the Committee. They are members of the Section. Please contact them.

<table>
<thead>
<tr>
<th>Name:</th>
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<tbody>
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<td>E-mail:</td>
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<tr>
<th>Name:</th>
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<tbody>
<tr>
<td>E-mail:</td>
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</tbody>
</table>

From:________________________________________________________________________

Contact Information:________________________________________________________________

________________________________________________________________________
Law Office Opinion Practices

Analysis of a Survey

Every week hundreds, if not thousands, of third party legal opinions are delivered at closings for business transactions. What those opinions mean and the work lawyers are expected to do to support them have been the subject of numerous reports by the Committee on Legal Opinions of the American Bar Association’s Section of Business Law, the TriBar Opinion Committee and many state bar groups. These reports, articles and treatises on legal opinions have little to say about the practices law firms and law departments follow in preparing and delivering opinions. This Report begins an inquiry into these matters.

Over the past 30 years, third party legal opinion practice has developed as a substantive area of law. That practice is largely governed by custom. Some transactional lawyers have developed a substantial expertise in opinion practice. Others, however, have not. While closing opinions are an adjunct to a business transactional practice, they are no longer merely that. Thus, the Committee believes that law firms and departments that deliver closing opinions should periodically consider the need for any adequacy of any policies and procedures for giving opinions in light of changes in their practice and developments in the law.

A. The Survey and Responses To It

In Fall 2002, the Committee decided to poll its more than 300 members to determine what opinion policies and procedures their firms follow. A questionnaire was circulated and 50 responses were received. [See A 1-4] After consideration of the responses (which includes answers to questions and supplemental responses), the Committee decided to share them with the bar through this Report.

The questions and responses are reproduced in Appendix A to this Report. The responses should be read to relate to business transactional law practice and not to other practice areas such as tax.

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2 E.g., which Delaware opinions, if any, will a non-Delaware firm give?

3 E.g., is the initial draft of an opinion required to be based on an office form?

4 References in this Report to specific survey questions are shown in brackets.

5 Changes have been made in a few questions for the sake of clarity.

6 Comments related to responses indicate that opinions outside the business transactional area (e.g., tax) are often handled separately.
Responses to the survey describe the practices of firms and departments with representatives on the Committee. Thus, they are not necessarily representative of the practices followed by business lawyers generally.

The survey provides a starting point for developing policies and procedures and reviewing policies and procedures already in place. The responses and supplemental comments show a wide divergence of approach, reflecting the many factors that influence the choices law firms and departments make in formulating their opinion policies and procedures. Policies and procedures should not be adopted merely because they have been adopted by others, even many others.

B. Standard of Care; Customary Practice

The responsibility of lawyers to clients and others is determined by the question: What would a lawyer of reasonable skill similarly situated have done under the circumstances? An opinion giver thus has the burden knowing customary practice that is, the practice normally followed.

This Report is part of a broader effort by this Committee to inform those dealing with closing opinions about what other lawyers do.

C. Competence

Opinion giver firms and departments have a responsibility to educate themselves and those they supervise as to opinion practice and to make available to them the materials they need to meet their responsibilities. See e.g., NY DR 1-104C; Model Rule 5.1. Education may include formal or informal instruction and review of applicable opinion literature, forms and explanatory materials. The extent of formal education and written guidance appears to vary widely among firms and departments. [See B (a)-(f)]

Some firms require that the first draft of a closing opinion be based on a prescribed form. [See E] This promotes uniformity and tends to reduce reliance on prior opinions. The danger of using a prior opinion (as opposed to a form) as a starting point is that the facts of the current and former transactions may vary in ways that are not obvious. Thus, modeling an opinion on a prior opinion creates the danger of giving an opinion whose implications are not fully understood. Some firms specify the language used to express certain opinions. For example, they may require that the remedies opinion and the bankruptcy exception be stated in a particular way. [See also J]

Geography may be a factor. Those who practice outside the larger offices of the firm or department may find it more difficult to work in a system that relies on informal discussion. In some situations, the difficulty will be compounded by language and legal system

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7 Sometimes the standard is higher, because the opinion giver in question has presented itself as expert in the legal area involved.

8 Section I indicates that limitations on liability are uncommon.
differences from office to office. Specialization is also a factor. Those whose practice is highly specialized may be better able to distinguish between what is novel and what is merely beyond the experience of the particular lawyer. The availability of senior lawyers and their ability to teach will be significant. Those who have practiced together for a long time under consistent leadership will likely need less formal guidance as to opinion practice than those who have come together recently. The educational tasks will vary from office to office and from one firm or department to another.

D. Consultation and the Consulting Lawyer’s Responsibility

All lawyers recognize a need to consult when they reach the limits of their own experience. Sometimes the consultation is accomplished through review of treatises, articles and opinions given or received in other transactions. More often it involves discussions with other lawyers. In some cases, consultation is part of the culture of the firm or department. Some firms and departments require consultation before giving any opinion. [See C 1-3] Others require consultation only in unusual circumstances, for example, those involving difficult legal or factual issues or new clients. Sometimes the senior opinion preparer chooses the lawyers who are consulted. In other situations, the law firm or department has a mechanism for assigning a second lawyer to review the opinion. Mandatory consultation may be seen as a risk control mechanism by some firms and departments. In some cases, malpractice insurers have encouraged such a review system.

Sometimes the term “review” (as in “second partner review”) is used instead of “consultation.” Either way, the term will have different meanings in different contexts. To understand the role of the consulting lawyer, one needs to ask (among other things) how much of the relevant documents the consultant reads, whether the consultation extends to all opinions being given and whether consultation comes early in the transaction or later, when the opinion letter is negotiated. When the consulting lawyer becomes involved at a later stage, the opportunity to be involved in structuring the transaction to avoid opinion questions may be lost.

Comments provided with the responses to the survey indicate that when novel issues or problems are identified early in a transaction consultation often begins at that time. Otherwise, consultation often begins later. In some situations, the role of the consulting lawyer is informal; it is to respond to questions of the opinion preparers. Sometimes that role is broader, extending to the form of the opinion or even the conclusions being expressed. Comments provided with the survey responses indicate that the consultant role may often be elastic, with the consultant charged with determining how much involvement is required. That determination may be related to the experience of the opinion preparer, the novelty of the opinions or other factors. [See D 1-2] The role a consulting lawyer has played in the preparation of an opinion is confirmed in writing in some firms. In many others, however, it is not.

9 Sometimes there will be multiple consulting lawyers since the opinion letter may relate to a number of expert areas e.g., tax, ERISA, intellectual property.
Any internal consulting system assumes that the required expertise is available inside the organization. In some situations consulting will require external contacts. Advice from specialized or local counsel may be informal or in writing.

E. Opinion Committees and Their Functions

Many firms have established Opinion Committees. [See K 1-5] The function of Committees, however, varies widely. [See B (a)-(f)] Sometimes consultation with a Committee member is required before an opinion is delivered. In other situations, the Committee may oversee a more formal assignment of lawyers (whether or not members of the Committee) to provide consultation. Often education is a Committee function.

Many Committees meet only when required to set policy or to review recent developments. Informal interaction of Committee members is the norm in many situations.

All of the tasks performed by an Opinion Committee can be handled without an Opinion Committee (e.g., they may be handled by the management group of the firm or department or the leaders of the practice areas affected). However, a high percentage of those responding to the survey indicated that their firm or department had established an Opinion Committee. In some firms, Opinion Committees have a central role in determining how the opinion process works. That role may even extend to administering responses to annual auditor inquiries.

F. Limits on Opinion Giving

Many firms specifically limit the kind of opinions they are willing to give. Firms and departments are often unwilling to give opinions on the law of a state merely because one or more of its lawyers are admitted in that jurisdiction. Admission and competence as to the subject matter are not the same question. Many firms permit the giving of opinions on the law of states although no firm lawyer is admitted to practice in that state. [See F 1-4] One example is opinions on Delaware corporation law by non-Delaware firms. Another is certain opinions under Article 9 of the Uniform Commercial Code. Competence is present without admission and is seen as a sufficient basis for opinion giving.

H. Disclosure

Disclosures of possible conflicts raises difficult policy issue. A recipient of a closing opinion understands that an independent third party opinion giver is an oxymoron. Nevertheless, some believe that certain relationships between the third party opinion giver and the client should be disclosed to the opinion recipient. A consensus on such issues has not been achieved because disclosure is intrusive and would be difficult to administer. [See G 1-2] What firm is in a position to understand all the personal entanglements between clients and firm or department lawyers? Will a law firm or law department know whether stock of the client is held by a firm or company pension fund? The director status of a partner of the opinion giver (or law

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10 Question G4 was introduced only to suggest that it would be useful to consider the question of why a closing type opinion would be requested post-closing.
department member) is usually known and simple to establish. Some opinion givers disclose that fact.

I. Resources

The resources available to opinion givers and opinion recipients affect how they act. [See H 1-2] For example, the survey indicates that law firms and departments make only modest efforts to maintain research files of opinions given and received. Other areas more directly affected by ethical and legal requirements (e.g., conflicts, confidentiality) command greater resources. Also, few firms review opinions after they are given. [See ___]

J. Conclusion

Law firms and departments have an important and difficult responsibility in maintaining the quality of opinions they deliver. Any review of the practices law firms and departments follow in preparing legal opinions will indicate that there is no easy formula for establishing opinion procedures and policies. Neither the experience of the Committee members nor the responses to the survey suggest a uniform approach on these matters. However, thoughtful consideration to existing practices, in light of a law firm or department’s culture, size, geographic spread and other factors will facilitate meeting those responsibilities. The Committee believes that a periodic review of these matters by all law firms and departments would be useful.
### A. DESCRIPTION OF FIRM/DEPARTMENT RESPONDING

<table>
<thead>
<tr>
<th>Question</th>
<th>Category</th>
<th>Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>1) How many lawyers are in your firm/department?</td>
<td>1-5</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>6-25</td>
<td>4</td>
</tr>
<tr>
<td></td>
<td>25-100</td>
<td>8</td>
</tr>
<tr>
<td></td>
<td>over 100</td>
<td>38</td>
</tr>
<tr>
<td>2) How many lawyers in your firm/department are primarily engaged in a</td>
<td>1-5</td>
<td>0</td>
</tr>
<tr>
<td>business law transactional practice?</td>
<td>6-25</td>
<td>6</td>
</tr>
<tr>
<td></td>
<td>25-100</td>
<td>20</td>
</tr>
<tr>
<td></td>
<td>over 100</td>
<td>24</td>
</tr>
<tr>
<td>3) How many offices (different cities) does your firm/department have?</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td></td>
<td>2-5</td>
<td>18</td>
</tr>
<tr>
<td></td>
<td>over 5</td>
<td>22</td>
</tr>
<tr>
<td>4) Does your firm/department have non-U.S. offices?</td>
<td>Y</td>
<td>18</td>
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<tr>
<td></td>
<td>N</td>
<td>30</td>
</tr>
</tbody>
</table>

### B. FUNCTIONS OF OPINION COMMITTEE

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Circulate information about current cases and problems?</td>
<td>26</td>
<td>13</td>
</tr>
<tr>
<td>(b) Conduct educational programs on opinions?</td>
<td>31</td>
<td>10</td>
</tr>
<tr>
<td>(c) Provide written guidance about firm/departmental policies on opinion</td>
<td>36</td>
<td>4</td>
</tr>
<tr>
<td>(d) Provide an opinion manual or other guide for opinion giving?</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Y</td>
<td>N</td>
</tr>
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<td>---</td>
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</tr>
<tr>
<td>(e) make materials available in the office/law department to lawyers who prepare opinions about opinion giving?</td>
<td>25</td>
<td>16</td>
</tr>
<tr>
<td>(f) review opinions given (after the fact) as a quality control effort?</td>
<td>36</td>
<td>5</td>
</tr>
</tbody>
</table>

C. CONSULTATION

1) Does your firm/department require that:

   (a) an opinion preparer routinely consult with an opinion committee member (or other designated lawyer) before giving any third party opinion?

   Y: 33
   N: 12

   (b) an opinion preparer consult with an opinion member (or other designated lawyer) before giving any third party opinion that is novel or presents difficulty in any respect?

   Y: 29
   N: 13

   (c) an opinion preparer consult with an opinion member (or other designated lawyer) before giving any third party opinion only if in the judgment of the opinion preparer that is advisable?

   Y: 9
   N: 31

2) When there is consultation with an opinion committee member (or other designated lawyer) about an opinion:

   (a) the level of involvement of the consulting lawyer is determined on a case by case basis by the Committee, having in mind the subject matter of the opinion and its novelty.

   Y: 22
(b) the level of involvement of the consulting lawyer covers the form of the opinion only.

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<tr>
<td>N</td>
<td>15</td>
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(c) the level of involvement of the consulting lawyer is agreed upon by the opinion preparer and the consulting lawyer

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<tbody>
<tr>
<td>Y</td>
<td>6</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>N</td>
<td>29</td>
<td></td>
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(d) the level of involvement of the consulting lawyer is determined by guidelines that have general application

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<tbody>
<tr>
<td>Y</td>
<td>12</td>
<td></td>
<td></td>
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<tr>
<td>N</td>
<td>24</td>
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</table>

3) The consulting lawyer:

(a) becomes involved at the outset of the transaction

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<tbody>
<tr>
<td>Y</td>
<td>3</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>N</td>
<td>32</td>
<td></td>
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</table>

(b) becomes involved when the need is perceived, ordinarily after the transaction documents have been circulated

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<tbody>
<tr>
<td>Y</td>
<td>38</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>N</td>
<td>7</td>
<td></td>
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</table>

D RESPONSIBILITY OF CONSULTING LAWYER

(a) is responsible to determine that the form of the opinion meets Committee (office) standards

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<tbody>
<tr>
<td>Y</td>
<td>32</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>N</td>
<td>11</td>
<td></td>
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</table>

(b) is responsible to respond to questions of the opinion preparer and to raise matters that are apparent, but not to have overall responsibility for the opinion

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<tbody>
<tr>
<td>Y</td>
<td>41</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>N</td>
<td>2</td>
<td></td>
<td></td>
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</table>

(c) is responsible only to determine whether the relationship between the opinion preparer and the client is such as to require special scrutiny, and if so, to provide such scrutiny based on the facts available
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</thead>
<tbody>
<tr>
<td><strong>Y</strong></td>
<td>1</td>
<td>N</td>
<td>39</td>
</tr>
<tr>
<td>(d) is responsible to “concur” in the opinion as if he or she had been the opinion preparer</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>9</td>
<td>N</td>
<td>31</td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>16</td>
<td>N</td>
<td>25</td>
</tr>
<tr>
<td><strong>2) The relationship between the consulting lawyer and the opinion preparer:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(a) is formalized by the consulting lawyer signing the office copy of the opinion to indicate concurrence</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>10</td>
<td>N</td>
<td>30</td>
</tr>
<tr>
<td>(b) is formalized by a memo for the opinion committee files</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>5</td>
<td>N</td>
<td>34</td>
</tr>
<tr>
<td>(c) is formalized by a memo in the transaction files</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>12</td>
<td>N</td>
<td>28</td>
</tr>
<tr>
<td>(d) is not formalized</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>23</td>
<td>N</td>
<td>15</td>
</tr>
<tr>
<td><strong>E. FORMAT FOR OPINIONS</strong></td>
<td></td>
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</tr>
<tr>
<td><strong>1) Does your firm/department require that:</strong></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>(a) opinions be in a designated form?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>21</td>
<td>N</td>
<td>27</td>
</tr>
<tr>
<td>(b) a supporting memo be prepared as to opinions to be given?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Y</strong></td>
<td>9</td>
<td>N</td>
<td>37</td>
</tr>
</tbody>
</table>
F. LIMITS ON OPINION GIVING

1) Is there a firm/departmental policy or custom that precludes or limits giving opinions as to the law of a jurisdiction in which the firm/department has no office?

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>36</td>
<td>13</td>
<td></td>
</tr>
</tbody>
</table>

If a limitation, what is it? 37

2) Is the giving of opinions under the Delaware General Corporation Law?

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>42</td>
<td>6</td>
<td></td>
</tr>
</tbody>
</table>

3) Is there a firm/departmental policy or custom that precludes or limits giving opinions as to certain specialty areas (e.g. intellectual property, bankruptcy, tax).

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>9</td>
<td>38</td>
<td></td>
</tr>
</tbody>
</table>

If so, describe which areas: 14

4) Does your firm/department permit the giving of opinions as to the law of jurisdictions in which the opinion preparer is not admitted?

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>34</td>
<td>14</td>
<td></td>
</tr>
</tbody>
</table>

(a) as to the Delaware General Corporation Law?

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>45</td>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>

(b) as to Delaware LLCs?

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>34</td>
<td>11</td>
<td></td>
</tr>
</tbody>
</table>

(c) as to the law of any state where a firm/department lawyer is admitted who reviews the opinion?

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>17</td>
<td>29</td>
<td></td>
</tr>
</tbody>
</table>

5) Is there a firm/departmental policy or custom against the giving of opinions to third parties that are not closing opinions?

<table>
<thead>
<tr>
<th></th>
<th>Y</th>
<th>N</th>
</tr>
</thead>
<tbody>
<tr>
<td>7</td>
<td>38</td>
<td></td>
</tr>
</tbody>
</table>
## G. DISCLOSURES

1) **Does your firm/department have a policy or custom of disclosing any of the following in opinions:**

| (a) | a partner is a director of the client | Y 17 |
|     | N 17 |
| (b) | a partner is related by blood or marriage to a principal officer or controlling shareholder of the client | Y 9 |
|     | N 20 |
| (c) | the firm or the opinion preparer has a significant investment in the client, any firm pension or profit sharing arrangement | Y 12 |
|     | N 19 |
| (d) | one or more lawyers in the office (or immediate family members have a significant investment (directly or through a retirement plan) in the client | Y 7 |
|     | N 19 |
| (e) | other (please describe) | 11 |

2) **If there is a disclosure policy, as to investments or relationships, how is the information to enable disclosure maintained on a current basis?**

| (a) | periodic questionnaires? | Y 4 |
|     | N 5 |
| (b) | requirement to periodically report? | Y 4 |
|     | N 4 |

## H. RESOURCES

1) **Does your firm/department collect opinions given by it in a manner that facilitates reference to them in giving other opinions**

|     | Y 17 |
|     | N 31 |

2) **Does your firm/department collect opinions received from others in a manner that facilitates reference to them in giving other opinions?**

|     | Y 6 |
|     | N 42 |
### I. LIMITATIONS ON LIABILITY

1) Does your firm/department ordinarily include in third party opinion letters (or otherwise try to effect) a limitation on its liability for the opinion? If so, please describe:

<table>
<thead>
<tr>
<th>Y</th>
<th>N</th>
</tr>
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<tbody>
<tr>
<td>5</td>
<td>28</td>
</tr>
</tbody>
</table>

### J. LIMITATION ON USE OF OPINION LETTER

1) Does your firm/department ordinarily include in third party opinion letters (or otherwise try to effect) a limitation on the assignability of the opinion letter? If so, please describe:

<table>
<thead>
<tr>
<th>Y</th>
<th>N</th>
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</thead>
<tbody>
<tr>
<td>47</td>
<td>1</td>
</tr>
</tbody>
</table>

2) Does your firm/department ordinarily include in third party opinion letters (or otherwise try to effect) a limitation on use of the letter in subsequent related or unrelated transactions?

<table>
<thead>
<tr>
<th>Y</th>
<th>N</th>
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<tbody>
<tr>
<td>37</td>
<td>10</td>
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</table>

### K. DESCRIBE OPINION COMMITTEES

1) Does your firm/department have an opinion committee(s)?

<table>
<thead>
<tr>
<th>Y</th>
<th>N</th>
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<tbody>
<tr>
<td>34</td>
<td>10</td>
</tr>
</tbody>
</table>

2) If your firm/department has more than one opinion committee (or uses sub-committees), please describe by checking one or more choices below:

- (a) separate committees for different geographic areas or offices 2
- (b) separate committees for different practice areas e.g., corporate, real estate, tax, intellectual property, bankruptcy 6
- (c) separate committees for opinions to clients (rather than third party closing opinions) 1

3) The opinion committee(s) (or some “steering committee” of it) meets:

- (a) monthly 2
- (b) quarterly 1
- (c) at the call of the Chair 22
- (d) ordinarily by written consent to adopt policy 1
4) How large is the opinion committee(s):  
(total on all committees)  

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<thead>
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<tbody>
<tr>
<td>(a)</td>
<td>5 or less</td>
<td>15</td>
</tr>
<tr>
<td>(b)</td>
<td>6-10</td>
<td>17</td>
</tr>
<tr>
<td>(c)</td>
<td>11-15</td>
<td>2</td>
</tr>
<tr>
<td>(d)</td>
<td>more than 15</td>
<td>6</td>
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</tbody>
</table>

5) Does the committee(s) keep minutes of meetings?  

<p>| | |</p>
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<tbody>
<tr>
<td>Y</td>
<td>4</td>
</tr>
<tr>
<td>N</td>
<td>34</td>
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</table>