

## PRACTICE POINTS

- **Crossing the Threshold: Why Ask for an Opinion at All?**
- **Website Agreements: "I Didn't Agree to Those Terms, Did I?"**
- **Patent Portfolios of Pharms and Biotech Companies in Bankruptcy Cases: Protecting the Assets and Maximizing Value.**
- **Corporate Counsel, Internal Investigation and the Government Investigation: A Brief Primer on Making Your Way Through a Potential Minefield.**
- **Special Purpose Acquisition Companies: Product Overview and When SPACs Attack: The Role of Special Purpose Acquisition Companies in the M&A Market.**
- **ALMOST Everything You Always Wanted to Know About Evidence.**
- **CD&As: The Good, The Bad and The Ugly.**
- **Ethics Corner: We Did the Deal. Surely We Can Handle the Litigation.**

## FEATURES

- **Colloquium On Alternative Dispute Resolution Techniques For Use In Commercial Finance Transactions.**

## SECTION NEWS

- **Submit Nominations for the 2008 National Public Service Award.**
- **Submit a Nomination for the 2008 Jean Allard Glass Cutter Award.**
- **Nominations Sought for Section Leadership Positions.**
- **The Section is accepting applications for the Diversity Clerkship Program.**
- **The Section is accepting entries to the Annual Mendes Hershman Student Writing Contest.**

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

2007 Fall Meeting

## Message from the Chair, Charles E. McCallum



Members gather at the 2007 Annual Meeting Diversity Reception

There's a lot going on the Section of Business Law this year:

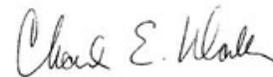
Our Committees, always brimming over with projects, programs, and publications, are attaining new heights. For example, the Committee on [Commercial Finance](#), which will be holding a stand-alone meeting in Phoenix on November 7 during the annual convention of the Commercial Finance Association, is leading our participation (together with the ABA Dispute Resolution Section, the American College of Commercial Finance Lawyers, and the College

of Commercial Arbitrators) in a Colloquium on ADR techniques in commercial finance transactions. Colloquium papers (submission abstracts due by December 15, 2007) will be published, and selected papers will be presented at our 2008 Spring Meeting in Dallas, April 10-12. For further information on the Colloquium, [click here](#).

The Section's Global Business Law initiative is picking up steam. Several international Subcommittees have launched ambitious projects. For example, the International Developments Subcommittee of the Committee on [Corporate Governance](#) is conducting a comparative study of fiduciary duties and comparable concepts in different jurisdictions as a foundation for better understanding of global corporate governance practices. We are planning a Section Meeting at a European location in May 2008, and a number of Committees and Subcommittees intend to have meetings and present programs there.

At the European Meeting and at the Spring Meeting in Dallas we will reach out to and invite into active membership in our Section not only lawyers practicing in the United States, but also lawyers practicing outside our country, whether expatriate U.S. lawyers or non-U.S. lawyers who are, or are willing to become, Associate Members of the ABA.

I hope to see you at the Section Fall Meeting in two weeks. Whether or not you can be there, I hope that if you have not already done so you will join and become an active member of one or more of our great Committees. [Click here](#) to join a Committee.



Charles E. McCallum  
Chair, Section of Business Law

## PRACTICE POINTS

[BACK TO TOP](#)

### Crossing the Threshold: Why Ask for an Opinion at All?

Experts on opinions debated when and under what circumstances to ask for third-party opinions.

[Print Materials](#) | [Audio](#) | [E-mail to a Colleague](#)

Presented by the Committee on [Legal Opinions](#) at the 2007 ABA Annual Meeting, August 2007.

### Website Agreements: "I Didn't Agree to Those Terms, Did I?"

Learn the difference between browse-wrap and click-through agreements, which are binding and which are not, and the importance of mutual assent, unfair and deceptive practices, unconscionability and electronic agreements.

[Print Materials](#) | [Audio](#) | [E-mail to a Colleague](#)

Presented by the Committee on [Cyberspace Law](#) at the 2007 ABA Annual Meeting, August 2007.

### Patent Portfolios of Pharms and Biotech Companies in Bankruptcy

**REGISTRATION DUE**  
Friday, November 2.



**2007 Fall Meeting**  
November 16-17, 2007  
Washington, DC  
Format: Live/In-Person



**2008 Spring Meeting**  
April 10 - 12, 2008  
Dallas, TX  
Format: Live/In-Person

## BUSINESS LAW CLE CONNECTION

### Section of Business Law - 2007 Committee on Commercial Finance Fall Meeting

**Live/In-Person**  
11/07/2007 - 11/07/2007  
Phoenix, AZ

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

### Crossing the Threshold: Why Ask for an Opinion at All?

**Webcast/Teleconference**  
11/08/2007 - 11/08/2007  
Multi-site

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

### Section of Business Law - 2007 Committee on LLCs, Partnerships and Unincorporated Entities Fall Meeting

**Live/In-Person**  
11/09/2007 - 11/10/2007  
Washington, DC

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

### 22nd Annual National Institute on Compensation for Executives and Directors

**Live/In-Person**  
11/12/2007 - 11/13/2007  
New York, NY

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

### ERISA Litigation Basics: What You Need to Know

### Cases: Protecting the Assets and Maximizing Value.

This article provides a step-by-step discussion on how to protect patent portfolios of pharma and biotech companies and maximize the value of such portfolios when the owner files a Chapter 7 or Chapter 11 bankruptcy petition.

[Print Materials](#) | [E-mail to a Colleague](#)

From the [Business Bankruptcy Newsletter](#), the Newsletter of the Committee on [Business Bankruptcy](#), September 2007.

### Corporate Counsel, Internal Investigation and the Government Investigation: A Brief Primer on Making Your Way Through a Potential Minefield.

This short article addresses some of the major concerns that should be considered when conducting internal investigations or responding to government subpoenas or requests for information.

[Print Materials](#) | [E-mail to a Colleague](#)

From the [Business and Corporate Litigation Newsletter](#), the Newsletter of the Committee on [Business and Corporate Litigation](#), Fall 2007.

### Special Purpose Acquisition Companies: Product Overview and When SPACs Attack: The Role of Special Purpose Acquisition Companies in the M&A Market.

Special purpose acquisition companies (commonly known as **SPACs**) have become an active investment vehicle. This program and accompanying article from the committee's newsletter give an overview of these publicly-traded shell companies that allow their sponsors to raise capital to acquire operating companies through IPOs.

[Print Materials](#) | [E-mail to a Colleague](#)

Presented at the Committee on [Negotiated Acquisitions](#) Fall Meeting, October 2007.

### ALMOST Everything You Always Wanted to Know About Evidence.

This program discusses select evidentiary issues for the bankruptcy practitioner and includes practice points, sample documents and "do's and don'ts."

[Print Materials](#) | [E-mail to a Colleague](#)

Presented at the Committee on [Business Bankruptcy](#) Fall Meeting, October 2007.

### CD&As: The Good, The Bad and The Ugly.

This program explored what worked and what did not work in the first edition of CD&As under the SEC's new executive compensation disclosures rules and what to expect in the 2008 season.

[Print Materials](#) | [Audio](#) | [E-mail to a Colleague](#)

Presented by the Committees on [Corporate Governance](#), [Employee Benefits and Executive Compensation](#), and [Federal Regulation of Securities](#) at the Annual Meeting, August 2007.

### Ethics Corner: We Did the Deal. Surely We Can Handle the Litigation.

A law firm's handling of litigation arising out of the firm's transactional work may not be such a good idea.

[Print Materials](#) | [E-mail to a Colleague](#)

From the Committee on [Professional Responsibility](#), William Freivogel, Chair.

### 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.

- [Business Bankruptcy](#)
- [Business and Corporate Litigation](#)
- [Corporate Governance](#)
- [Cyberspace Law](#)

**Webcast/Teleconference**  
11/15/2007 - 11/15/2007  
Multi-site

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

**Section of Business Law - 2007  
Committee on Employee Benefits and  
Executive Compensation Fall Meeting**

**Live/In-Person**  
11/16/2007 - 11/16/2007  
Washington, DC

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](mailto:ruppr@staff.abanet.org).

- [Employee Benefits and Executive Compensation](#)
- [Federal Regulation of Securities](#)
- [Legal Opinions](#)
- [Negotiated Acquisitions](#)
- [Professional Responsibility](#)

*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!*

**FEATURES**

[BACK TO TOP](#)

**Colloquium On Alternative Dispute Resolution Techniques For Use In Commercial Finance Transactions.**

The Section of Business Law is participating with the ABA Dispute Resolution Section, the American College of Commercial Finance Lawyers and the College of Commercial Arbitrators in a Colloquium on the use of ADR techniques in commercial finance transactions. The Colloquium is intended as a first step in the process of investigating issues and developing agreed techniques and dispute resolution clauses for use in commercial finance transactions by business lawyers and making dispute resolution practitioners, academics and service providers aware of special needs and circumstances to be addressed to make alternative dispute resolution a viable option in complex commercial finance transactions. The Colloquium will facilitate an exchange between members of the participating organizations with knowledge and expertise in financial transactions and in the use of ADR techniques. The Colleges have issued a Call for Papers for the Colloquium and request that abstracts of papers be submitted for consideration by **December 15, 2007**. Papers will be published in a book in 2008 and selected papers will be discussed at the 2008 Spring Meetings of the Dispute Resolution Section (in Seattle, WA April 3-5, 2008) and the Section of Business Law (in Dallas, TX April 10-12, 2008). For further information please visit the Colloquium website sponsored by the Section's UCC, ADR and Commercial Finance Committees [here](#) or contact the Colloquium Reporter, Thomas J. Welsh, at [TJWelsh@BrownWelsh.com](mailto:TJWelsh@BrownWelsh.com) or (203) 235-1651.

**SECTION NEWS**

[BACK TO TOP](#)

**Submit Nominations for the 2008 National Public Service Award.**

The Section's Committee on Pro Bono is seeking nominations for its 2008 National Public Service Award. The Award will be presented at the Section's Spring Meeting, to be held in Dallas, TX, April 10 - 12, 2008. The Award recognizes significant pro bono legal services which demonstrate a commitment to providing services to the poor in a business context. Two National Public Service Awards will be presented: one recognizing the pro bono contributions of an individual, and one recognizing the pro bono contributions of a law firm or corporate law department. Nominations are due no later than Friday, January 18, 2008. For more information about the National Public Service Award and the nomination process, please visit the [Committee on Pro Bono web site](#) or contact Allyn M. O'Connor at [aconnora@staff.abanet.org](mailto:aconnora@staff.abanet.org).

**Submit a Nomination for the 2008 Jean Allard Glass Cutter Award.**

The Section's Committee on Diversity is seeking nominations for its 16th Annual Jean Allard Glass Cutter Award. The Award will be presented during the Section Luncheon at the 2008 Spring Meeting in Dallas, TX, April 10 - 12, 2008. 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](#).

**Nominations Sought for Section Leadership Positions.**

Do you know anyone who has what it takes to be a good Section leader? Well, the Nominating Committee of the Section needs your recommendations for leadership positions for the 2008-2009 association year. Nominees will be selected for: **Chair-Elect** (who automatically assumes the position of chair the following year); **Secretary** (who automatically assumes the position of vice chair the following year); **two Section Delegates** to the ABA House of Delegates; and **five additional Council members** for a four-year term expiring in 2012. The Nominating Committee will take into account the following principles in making its selections. It will: select nominees who have been substantial and active contributors to the Section; seek geographic diversity in the leadership of the Section; strive for representation from a broad cross-section of the areas of law represented in the Section; and seek to draw leaders

from a broad cross-section of the various sectors of practice, including corporate law departments, government, academia and private law firms; and actively recruit nominees that reflect the diversity of the Section. Please send your nominations by email to [suedaly@staff.abanet.org](mailto:suedaly@staff.abanet.org) no later than **December 15**.

### **The Section is accepting applications for the Diversity Clerkship Program.**

In recent years, many areas of the legal profession have made pursuing diversity a priority objective. Business law presents many distinct diversity challenges, as law students are often unfamiliar with the field and perceive it as conservative and unaccepting. This realization is troubling, particularly for the ABA Section of Business Law because its mission is: *to encourage diversity in the Section by fostering a welcoming environment for all lawyers and promoting full and equal participation by all lawyers, including lawyers of color, women lawyers, gay and lesbian lawyers, and lawyers with disabilities ("Diverse Lawyers")*. To help address this problem, the Section of Business Law has created a summer program providing business law internship placements for qualified diversity candidates who are first or second year law students and are otherwise excluded from the process, and at the same time providing support... [Read more.](#)

### **The Section is accepting entries to the Annual Mendes Hershman Student Writing Contest.**

This writing contest was created to encourage and reward law student writings on a business law subject of general and current interest. Annually (January 4 submission deadline), each ABA-accredited law school, acting through its dean, is asked to nominate a paper considering aspects of business law by a student enrolled in the law school. The papers will be judged on research and analysis, choice of topic, writing style, originality, and contribution to the literature available on the topic.

Papers are judged on quality of research and analysis, choice of topic, writing style, originality, and contribution to the literature available on the subject. [Read more.](#)

[# BACK TO TOP](#)

### **The Section of Business Law of the American Bar Association**

321 N. Clark Street - Chicago, IL 60610 - 312.988.5588

Section Staff - [businesslaw@abanet.org](mailto:businesslaw@abanet.org) - [www.ababusinesslaw.org](http://www.ababusinesslaw.org)

eSource Editor [Lynne B. Barr](#) - Copyright © 2007

**Ensure delivery of eSource every month** - add [ababusinesslaw@abanet.org](mailto:ababusinesslaw@abanet.org) to your "safe folder", "address book", "friend list", or "white list" of approved e-mail senders.

---

Your e-mail address will only be used within the ABA and its entities. We do not sell or rent e-mail addresses to anyone outside the ABA.

**To change your e-mail address** or remove your name from any future general distribution e-mails, call the ABA Service Center at 1.800.285.2221, or write to:

*American Bar Association  
Service Center  
321 N. Clark Street  
Chicago, IL 60610*

**Or**, you can remove your email address or edit your email preferences at anytime by logging into "My ABA" at [www.abanet.org/abanet/common/MyABA/home.cfm](http://www.abanet.org/abanet/common/MyABA/home.cfm)

To review our privacy statement, go to [http://www.abanet.org/privacy\\_statement.html](http://www.abanet.org/privacy_statement.html).