

# BOOKS

Catalog

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## LETTER FROM THE PUBLISHER

Dear Colleague:

Each year PLI publishes a wide variety of new titles and new editions to provide you with the assistance you need to efficiently advise your clients on new and rapidly evolving areas of the law. Joining our existing library of celebrated treatises, handbooks and answer books, are the following new books:

- **Corporate Political Activities Deskbook**, which provides guidance on all aspects of the activities companies are permitted to engage in under the U.S. Supreme Court's *Citizens United* ruling, and relevant regulations. (See page 4)
- **Financial Services Regulation Deskbook**, which is a practical summary of all of the new requirements mandated under the Dodd-Frank Act and subsequent regulation. (See page 8)
- **Anatomy of a Mediation**, in which master mediator James Freund takes the reader through the mediation of a number of commercial disputes, exploring what he does and why. (See page 50)
- **Patent Claim Construction and *Markman* Hearings and Post-Grant Proceedings Before the Patent Trial and Appeal Board**, which provide step-by-step instruction on how to construct an effective patent claim and what to do when pursuing post-grant proceedings before the Patent Trial and Appeal Board. Illustrative documents are included in both of these titles. (See page 25)
- **Expert Witness Answer Book 2012**, which walks the reader through how to qualify someone as an expert witness in state or federal court, and offers practical suggestions on how expert witnesses can provide the most effective testimony in both depositions and trial. (See page 37)
- **ERISA Benefits Litigation Answer Book 2013**, which discusses in detail the different kinds of pension regulation and litigation under ERISA, and practical steps that can be taken to maximize your success. (See page 48)

In addition, PLI offers the following new editions this year:

- **Art Law: The Guide for Collectors, Investors, Dealers & Artists, 4th Edition**
- **Trial Handbook, 2012 Edition**, in a new, more user-friendly format
- **Securities Law and Practice, 6th Edition**
- **Financial Product Fundamentals • Law • Business • Compliance, 2nd Edition**
- **Soderquist on Corporate Law and Practice, 4th Edition**
- **Hedge Fund Regulation, 2nd Edition**
- **Initial Public Offerings: A Practical Guide to Going Public, 2nd Edition**
- **Variable Annuities and Variable Life Insurance Regulation, 2nd Edition**
- **Patent Law: A Practitioner's Guide, 4th Edition**
- **Patent Litigation, 2nd Edition**
- **Stocker and Rikoon on Drawing Wills and Trusts, 13th Edition**

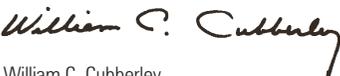
Finally, PLI's exciting, recently introduced **Answer Books** provide a series of comprehensive introductions to the law in each of the chosen practice areas. Written by members of major law firms to provide a complete understanding of the relevant practice issues that arise in the selected subject matter, each **Answer Book** walks you step-by-step through the laws, regulations and issues that the practitioner is likely to face. Each title in the **Series** uses an easily understood question and answer format so that the needed information can be found quickly. Practice pointers and checklists that will assist in responding to everyday client questions are included in every title. Designed as both handy desk references for the skilled practitioner, and comprehensive summaries for lawyers new to a practice area, PLI's **Answer Book Series** has been a tremendous success.

Our full list of publications is found in the Table of Contents. With each title we bring you up-to-date coverage for these complex and challenging times.

We have set up a dedicated phone line for your convenience. To order a book or to ask a question about any PLI title, please call (800) 260-4754.

Practising Law Institute is a not-for-profit continuing legal education organization founded in 1933. PLI publishes books by leading authorities in the law. Our books are practical and timely guides that are used by lawyers in their day-to-day practice. We are pleased to be able to serve the legal community in this way and appreciate your continuing support.

Sincerely,

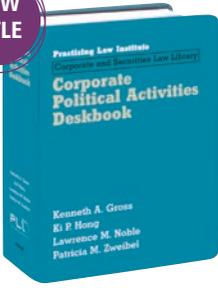


William C. Cubberley  
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NEW  
TITLE



## Corporate Political Activities Deskbook

**Kenneth A. Gross, Ki P. Hong, Lawrence M. Noble and Patricia M. Zweibel** (*Skadden, Arps, Slate, Meagher & Flom LLP*)

**Corporate Political Activities Deskbook** provides a thorough grounding in the current state of the law on federal and state campaign finance, pay-to-play, lobbying, and gift compliance. A practical manual for in-house attorneys who advise corporations about involvement in the political process, this new **Deskbook** draws on the extensive practice and regulatory experience of Skadden Arps authors Ken Gross, Ki Hong, Lawrence Noble and Patricia Zweibel.

After describing the impact of the seminal 2010 U.S. Supreme Court decision in *Citizens United* that expanded permitted corporate speech in the political realm, the **Corporate Political Activities Deskbook** walks the reader through the Federal Election Campaign Act (FECA) requirements, including:

- Permitted and prohibited corporate activity in both the financial and in-kind areas
- Who makes up the “restricted class” that may be approached for contributions to a corporate PAC
- What federal dollar limits exist on financial and in-kind contributions to candidates
- The difference between an “independent” and “coordinated” activity in support of a candidate
- The specific FEC reporting requirements, including a line-by-line discussion of FEC Form 1, FEC Form 3L and others

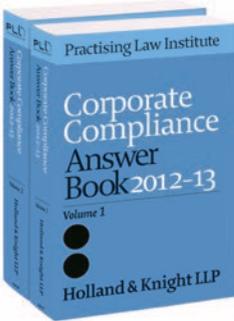
Other chapters of the **Corporate Political Activities Deskbook** address federal lobbying and gift rules, the Foreign Agents Registration Act, and practice and appearances before the FEC. An additional chapter addresses state campaign finance, lobbying, gift, placement agent rules and pay-to-play rules, including the national rules affecting those that do business with state or local government entities, such as MSRB Rule G-37 and SEC Rule 206(4)-5.

The **Deskbook** appendices include helpful model documents, such as sample PAC bylaws, a PAC contribution card, and resolution establishing a PAC. In addition, summary charts of the fifty state contribution and lobbying laws are included. Rather than utilizing the extensive analytical approach of a treatise, the **Corporate Political Activities Deskbook** emphasizes the rules and provides practical examples of best practices and “dos and don’ts.” In many cases, the suggestions go beyond the black letter requirements to incorporate advice about practices that will help the reader utilize the available avenues of interacting with the government while avoiding negative press, and public as well as legal regulatory attention.

### What’s Inside

Campaign Finance Under the Federal Election Campaign Act of 1971 • Political Action Committees • Executive Fundraising • State Laws, Rules and Policies Impacting Corporate Government Relations • Pay-to-Play Rules • Federal Lobbying and Gift Laws • The Foreign Agents Registration Act (FARA) • The Federal Election Commission: Processes and Enforcement

1 looseleaf volume, 676 pages, \$275, Order # 15457



## Corporate Compliance Answer Book 2012-13

**Holland & Knight LLP**

**Edited by Christopher A. Myers and Kwamina Thomas Williford**

Covering the full spectrum of heavily regulated industries and corporate activities in a convenient Q&A format, the **Corporate Compliance Answer Book 2012-13** helps you develop, implement, and enforce compliance programs that detect and prevent wrongdoing. You’ll learn how to use risk assessment to pinpoint and reduce your company’s areas of legal exposure • apply gap analyses to detect and eliminate flaws in your compliance programs • conduct internal investigations that prevent legal problems from becoming major crises • develop records management programs that prepare you for the e-discovery involved in investigations and litigation • satisfy labor

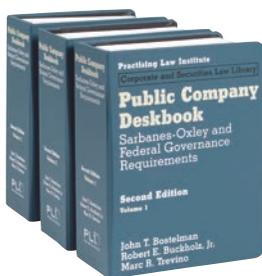
and employment mandates, environmental rules, lobbying and campaign finance laws, export control regulations, and FCPA anti-bribery standards • make voluntary disclosures of illegalities as a major step toward reducing penalties and sanctions • and cooperate with federal agencies during investigations in ways that mitigate the legal and financial damage done by wrongdoing.

**Corporate Compliance Answer Book 2012-13** features a number of recently revised chapters, covering the Culture of Compliance • Witness Preparation • Procuring Computer Resources • Intellectual Property Licensing, Outsourcing, and Cloud Computing • Institutions of Higher Education • and the Consumer Product Safety Act.

Featuring dozens of real-world case studies, compliance checklists, and best practice tips, **Corporate Compliance Answer Book 2012-13** pays for itself over and over again by helping you avoid major legal and financial burdens.

Essential reading at a time when your legal and regulatory burdens continue to mount, **Corporate Compliance Answer Book 2012-13** minimizes the risk of litigation, penalties, sanctions, company turmoil, and lost revenue due to noncompliance.

2 softcover volumes, 1,636 pages, \$235, Order #38078



## Public Company Deskbook: Sarbanes-Oxley and Federal Governance Requirements

Second Edition

John T. Bostelman, Robert E. Buckholz, Jr. and  
Marc R. Trevino (Sullivan & Cromwell LLP)

*“The most comprehensive of all the texts in the marketplace today.”*

— New York Law Journal

*“The ‘bible’ for securities lawyers.”*

— Fortune Magazine

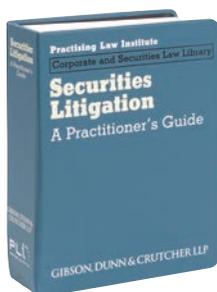
Updated to integrate the many changes created by the Dodd-Frank Act and subsequent regulation, **Public Company Deskbook: Sarbanes-Oxley and Federal Governance Requirements** reflects today’s more intense federal focus on corporate governance by offering expanded discussion of a proposed new auditing standard, the impact of the Jumpstart Our Business Startups (JOBS) Act, new restrictions on confidential filing procedures available to foreign private issuers, and procedural safeguards against auditor conflicts, including consideration by the PCAOB of mandatory audit firm rotation.

**Public Company Deskbook** is your one-stop center of expert counsel on how to deal effectively with the many wide-ranging federal corporate governance requirements changes. The **Deskbook** covers shareholder activism, including the rights of shareholders to call annual meetings, the shareholder proposal process (and relevant exclusions), annual review of common proposals and outcomes, and the shareholder nomination process.

In addition, the **Deskbook** also offers revised chapters on executive and director compensation disclosure, proposed whistleblower program regulations, and the SEC’s proposed enhanced reporting requirements by “financially significant companies.” You’ll also find a comprehensive discussion of recent changes in corporate governance regulation by the New York Stock Exchange and the Delaware General Corporation Law.

**Public Company Deskbook: Sarbanes-Oxley and Federal Governance Requirements** is an indispensable resource for securities practitioners, compliance officers, directors, officers, accountants, auditors, and research analysts, and an important reference for securities regulators.

3 looseleaf volumes, 2,951 pages, \$495, Order #24730



## Securities Litigation: A Practitioner’s Guide

Gibson, Dunn & Crutcher LLP

Edited by Jonathan C. Dickey

Securities litigation has increased significantly with the recent financial crisis.

**Securities Litigation: A Practitioner’s Guide** can help you cope effectively with this major challenge, by providing you with the guidance you need to help your clients get the competitive edge in securities class actions. This timely reference helps you master relevant federal procedural rules for securities class actions • effective defenses against such actions • appellate standards of review • and the steps involved in achieving favorable settlements. **Securities Litigation** also makes sure you’re ready to go to trial if it’s necessary, by showing you how to develop persuasive trial themes • strengthen

your trial presentation • use facts and arguments that resonate with jurors • maximize the impact of expert witnesses • get valuable deposition testimony admitted at trial • and strengthen other litigation skills.

1 looseleaf volume, 920 pages, \$295, Order #12013

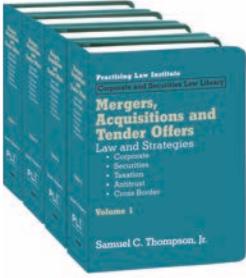


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## Mergers, Acquisitions and Tender Offers: Law and Strategies

**Samuel C. Thompson, Jr.** (*Professor of Law, Dickinson School of Law — Pennsylvania State University*)

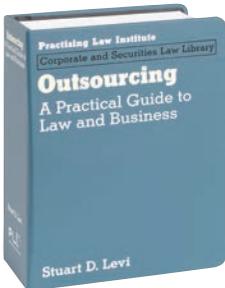
**Mergers, Acquisitions and Tender Offers** gives you today's most comprehensive and useful coverage of the key issues involved in M&A transactions. This four-volume treatise covers all aspects of the deal, including:

- Contract law — including acquisition agreements, confidentiality agreements, due diligence, and letters of intent
- Corporate and federal securities law — from the preparation of IPO registration statements, to negotiated acquisitions of publicly held companies, to the treatment of tender offers under the Williams Act amendments
- Federal income tax, financial accounting and valuation techniques
- Domestic and cross-border M&As — from leveraged buyouts, to spin-offs, to the acquisition of bankrupt companies
- Special topics — from state taxation to the antitrust, partnership and LLC aspects of joint ventures
- Ethical issues — from conflicts of interest, to the use of success fees, to confidentiality and due diligence requirements

The treatise's well-stocked toolkit includes real-world acquisition agreements • a confidentiality agreement and letter of intent • annotated IPO on form S-1 • private offering memorandum • SEC disclosure documents for recent public company negotiated acquisitions • tender offer documents • required SEC reports • investment banker engagement letters • and recent M&A deal documents.

In addition, **Mergers, Acquisitions and Tender Offers** provides an acquirer's due diligence checklist and a comprehensive checklist guide to structuring the principal forms of acquisition transactions.

4 looseleaf volumes, 5,174 pages, \$395, Order #19786



## Outsourcing: A Practical Guide to Law and Business

**Stuart D. Levi** (*Skadden, Arps, Slate, Meagher & Flom LLP*)

The outsourcing of virtually every aspect of corporate life continues to grow at a staggering pace. **Outsourcing: A Practical Guide to Law and Business** describes in detail how to plan and prepare for any outsourcing relationship. The treatise takes the reader through each phase of the outsourcing transaction, from the decision to outsource to the RFP and vendor selection process to the negotiation and drafting of all necessary documents.

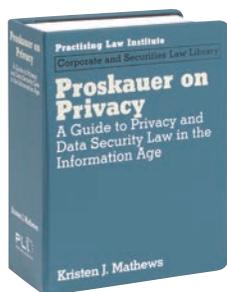
This practice-tested reference also examines country-specific considerations for more than a dozen offshoring destinations, including India and China. You will learn to:

- Organize your internal resources to prepare for outsourcing relationships
- Manage the vendor selection process
- Draft effective master service agreements
- Develop pricing structure and fee arrangements
- Craft service levels that ensure optimal performance
- Negotiate the agreement and schedules that drive the business deal
- Evaluate and address privacy concerns
- Maximize the benefits of benchmarking

Sample key provisions and forms help you to efficiently define the scope of services, establish standards of care and governance, set liability caps, deal with intellectual property issues, and resolve disputes. In addition, **Outsourcing: A Practical Guide to Law and Business** keeps you up-to-date on the status of the various outsourcing legislation.

Any company considering outsourcing and any vendor providing these services will benefit from this extensive treatise. Companies negotiating an outsourcing agreement will want to keep this volume close at hand and leverage its thorough analysis of different service agreement provisions.

1 looseleaf volume, 1,294 pages, \$295, Order #10624



## Proskauer on Privacy: A Guide to Privacy and Data Security Law in the Information Age

Edited by **Kristen J. Mathews** (*Proskauer Rose LLP*)

*“A must-have for every professional who has a serious interest in this field.”*

— Doron Rotman, Managing Director, National Privacy Service Leader Advisory, KPMG LLP

Today’s hodgepodge of privacy and data security standards creates greater compliance burdens for corporations, employers, public agencies, and legal advisers.

PLI’s *Proskauer on Privacy: A Guide to Privacy and Data Security Law in the Information Age* reduces those costly burdens. This comprehensive, one-stop reference covers the laws governing every area where data privacy and security is potentially at risk — including government records, electronic surveillance, the workplace, medical data, financial information, commercial transactions, and online activity, including communications involving children.

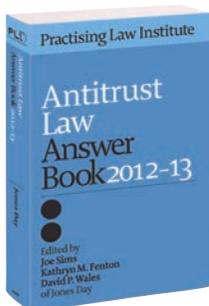
*Proskauer on Privacy* provides essential details on how to develop compliance programs that help a business satisfy federal and state standards, ensure data privacy and security, prevent cybercrime, and help entities avoid fines, penalties, litigation, damages, and negative publicity. *Proskauer on Privacy* also examines Europe’s rigorous privacy and data security standards, the laws in Canada, Australia, Japan, China, Hong Kong, India, Russia, and Dubai, as well as legal initiatives in California and other states. In addition, recently added coverage explores cyber risk insurance, both through traditional policies and newer forms of coverage that have been created specifically for cyber risk.

Edited by the head of Proskauer’s Privacy and Data Security Group, *Proskauer on Privacy* provides guidance to business and government, ensuring that:

- Businesses satisfy data privacy rules of the Federal Trade Commission Act
- Employers stay within the boundaries of the ADA as well as EEOC guidelines
- Financial service firms meet data privacy provisions of the Gramm-Leach-Bliley Act
- Hospitals and physicians observe the privacy restrictions under HIPAA
- Federal agencies safeguard individual personal data under the 1974 Privacy Act
- Commercial website and online services meet the standards of the Children’s Online Privacy Protection Act

*Proskauer on Privacy: A Guide to Privacy and Data Security Law in the Information Age* is vital reading for privacy and data security professionals and corporate attorneys, executives, managers, and human resource personnel, as well as for federal and state regulators.

1 looseleaf volume, 1,355 pages, \$295, Order #11513



## Antitrust Law Answer Book 2012-13

Edited by **Joe Sims, Kathryn M. Fenton** and **David P. Wales** (*Jones Day*)

American antitrust law, now over a century old, is a huge and complex area of practice. The *Antitrust Law Answer Book 2012-13* steps back from the many details to provide a basic, practical overview of American antitrust law for the non-expert who wants to understand the primary concepts and to know when to seek more expert help.

The *Antitrust Law Answer Book 2012-13* covers such issues as investigations and litigation, agreements between suppliers and customers, monopolization claims, pricing, and unilateral conduct not related to price. The authors, attorneys at Jones Day with decades of experience in the area, also provide suggestions for effective antitrust compliance programs that can help you avoid or minimize future problems.

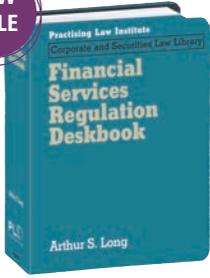
The recently published *Antitrust Law Answer Book 2012-13*:

- Focuses on the most common business problems as well as those that illustrate the entire scope of the U.S. antitrust laws
- Includes illustrative examples and real-life case studies to provide additional background and practical guidance
- Is written in plain English to provide practical, useful answers, not just theoretical musings
- Contains a separate chapter on the complex antitrust issues arising in the intellectual property area

Avoiding potential antitrust issues is an important aspect of any business deal. The *Antitrust Law Answer Book 2012-13* points out the potential problems and provides practical strategies to avoid them.

1 softcover volume, 788 pages, \$235, Order #38080

NEW  
TITLE



## Financial Services Regulation Deskbook

**Arthur S. Long** (*Davis Polk & Wardwell LLP*)

PLI's new title, **Financial Services Regulation Deskbook**, walks you through the significant changes made by the Dodd-Frank Wall Street Reform and Consumer Protection Act and subsequent implementing regulations. It is organized by subject matter and is accompanied by commentary on the practical effects of the legislation on industry practice, which points out areas of legal ambiguity that must be solved only by advocacy with the relevant regulators.

The **Financial Services Regulation Deskbook** details all of the important provisions of Dodd-Frank, including those that: created two new significant federal agencies, the Financial Stability Oversight Council (FSOC) and the Consumer Financial Protection

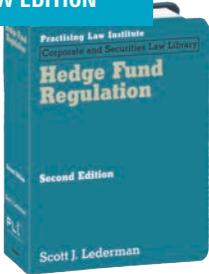
Bureau (CFPB); require significant heightened prudential standards for systemically significant financial companies; prohibit, subject to exceptions, banks from engaging in proprietary trading and sponsoring and investing in hedge funds and private equity funds; require U.S. banks and other entities that receive federal "financial assistance" to push-out much of their derivatives businesses to nonbank affiliates; create a new "Orderly Liquidation Authority" for systemic financial firms; impose increased prudential regulation on banks and their holding companies; and for the first time, comprehensively regulate derivatives activities.

### What's Inside

U.S. Bank Regulators at the Onset of the Financial Crisis • The Financial Crisis Critical Events • Initial Regulatory Responses to the Financial Crisis • Systemic Regulation: Financial Stability Oversight Council • Orderly Liquidation Authority • The Volcker Rule • Bank Regulatory Reform • Investment Adviser and Securities Law Reforms • Derivatives Reform • Consumer Financial Protection Bureau

1 looseleaf volume, Approximately 400 pages, \$335, Order #38525

NEW EDITION



## Hedge Fund Regulation

**Second Edition**

**Scott J. Lederman** (*Grosvenor Capital Management LP*)

With scores of enforcement actions over the past six years involving hedge funds, high-profile insider trader cases implicating hedge fund managers, the sweeping provisions of the new Dodd-Frank Act, and the resulting proposed SEC and CFTC rules that affect hedge funds, the legal and compliance pressures on the industry have hit an all-time high. The new second edition of **Hedge Fund Regulation** helps you steer a safe course through the turbulence. Clearly explaining the current federal and state standards governing the organization, launch, and operation of hedge funds, this much-needed guide helps to ensure that you properly:

- Structure hedge funds, including fund complexes that combine domestic and offshore fund structures
- Register, disclose, and retain information, including electronic recordkeeping
- Solicit and advertise to potential investors, including meeting the strict standards of Regulations D and S
- Use the Internet for capital-raising, with the support of official SEC guidance
- Pursue investment opportunities in other financial markets, such as employing futures when implementing hedge fund strategies

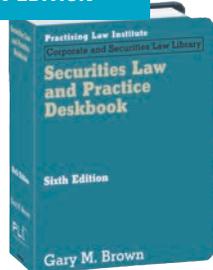
Providing crucial insight into proven compliance policies and procedures that help you prevent and detect internal wrongdoing, as well as statutory safe harbors that lessen your load, **Hedge Fund Regulation**, Second Edition is must reading for you and every market participant — now more than ever.

### What's Inside

From Innovation to Industry • Form over Substance: Hedge Fund Structures • Rationale for Regulation • Raising Capital • Fund Regulation • The Hedge Fund Manager • Investor Considerations • Market Participation and Portfolio Management • Structured Products • Relevant Statutes and Regulations

1 looseleaf volume, Approximately 500 pages, \$335, Order #42542

NEW EDITION



## Securities Law and Practice Deskbook

Sixth Edition

Gary M. Brown (*CMG Life Services, Inc.*)

*“Provides insight that even the most experienced practitioner will find helpful.”*

— John F. Olsen, Partner, Gibson, Dunn & Crutcher LLP

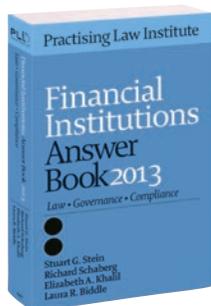
In one concise volume, the new sixth edition of **Securities Law and Practice Deskbook** contains thorough but accessible insight into securities law and regulation, including the sweeping Dodd-Frank changes and the Commission’s recent enactment of the “proxy access” rules. Featuring step-by-step checklists that spotlight what you should and should not do as an adviser in the securities arena, this practical treatise enables you to help corporate entities:

- Deal effectively with the Securities Act registration process — focusing on the procedures, disclosure requirements, and documents involved, including the drafting of prospectuses, the due diligence necessary to ensure accuracy, and electronic filing
- Handle registration and reporting under the Exchange Act — both initial and mandated periodic reporting, including the revisions made under both Sarbanes-Oxley and the recent financial reform legislation
- Minimize liability risks under the Exchange Act — by understanding what triggers violations under Rule 10b-5, Section 16(b), and Section 14, and by avoiding such practices as churning and market manipulation

**Securities Law and Practice Deskbook** covers the recent legislative, regulatory and judicial changes that:

- Revised the net worth standard of qualifying as an accredited investor
- Increased the SEC’s ability to impose penalties in cease-and-desist proceedings
- Requires the creation of “claw-back” provisions in listed company compensation plans
- Significantly revised “proxy access” and “proxy voting” regulations

1 looseleaf volume, Approximately 650 pages, \$335, Order #38162



## Financial Institutions Answer Book 2013 Law • Governance • Compliance

Stuart G. Stein (*Hogan Lovells*), Richard Schaberg (*Hogan Lovells*), Elizabeth A. Khalil (*FDIC*) and Laura R. Biddle (*Hogan Lovells*)

Reflecting the many statutory and regulatory changes made since the beginning of the recent economic downturn, the newly published **Financial Institutions Answer Book 2013** provides, in a handy Q&A format, a comprehensive overview of the complex federal requirements regulating financial institutions in the United States.

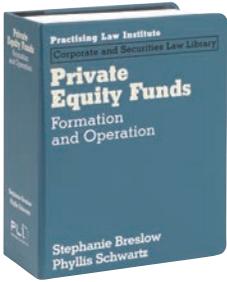
Every aspect of a financial institution life cycle is covered, from understanding the differences in regulation based on what type of charter is chosen, through ongoing capital and deposit activities requirements and major changes in corporate control,

to the cessation of entity activity through merger, acquisition or entity failure. **Financial Institutions Answer Book 2013** covers the entire spectrum of financial institution regulation, including those regulating:

- The creation of branch offices
- Corporate governance
- Executive compensation
- Deposit insurance requirements
- Insider and affiliate transactions
- Anti-money laundering and U.S. trade sanctions
- Examination and audit
- Privacy and data security

Written by leading practitioners in this complex area, **Financial Institutions Answer Book 2013** is an up-to-date guide to this fast-changing area of the law. It provides an excellent desk reference for the experienced practitioner, as well as a comprehensive introduction for the attorney new to the practice area.

1 softcover volume, Approximately 500 pages, \$235, Order #38517



## Private Equity Funds: Formation and Operation

**Stephanie R. Breslow** and **Phyllis A. Schwartz**  
*(Schulte Roth & Zabel LLP)*

**Private Equity Funds** gives you the solid foundation that can help you make these vehicles grow, while providing full coverage of the laws and regulations governing them. It explains the features, advantages, and drawbacks of PIPEs, SPACs, mezzanine funds, credit opportunity funds, and distressed funds, as well as the efficiencies created when private equity funds and hedge funds converge. This comprehensive volume discusses

the negotiation of terms between fund sponsors and investors, including fund size, the investment program, capital commitments and contributions, distributions, and related documentation.

**Private Equity Funds** helps you to:

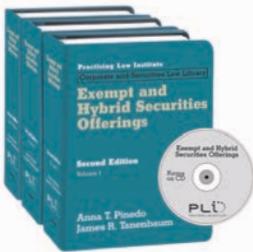
- Choose the right organizational options for funds and their sponsors
- Structure and implement ownership and compensation arrangements that work best for each fund
- Hire and retain the best fund talent
- Qualify for the Securities Act's private placement exemption, the IAA's exclusion from registration as an investment adviser, and other exemptive relief

The most recent update discusses the requirement under Rule 204(b)-1 that registered investment advisers (and advisers required to be registered) that advise one or more private funds and managed private fund assets of at least \$150 million as of the end of the last fiscal year, to report to the SEC information about their private funds on Form PF; and U.S. regulation of short sale practices, including Regulation SHO and the new provisions created by the Dodd-Frank Act, as well as international regulation, including actions taken by the United Kingdom's Financial Services Authority and certain European Union countries.

### What's Inside

Introduction to Private Equity Funds • Terms of Private Equity Funds • Organizational Options for Funds and Their Sponsors • Ownership and Compensation Arrangements for Fund Sponsors • Employment Matters • Fund Documentation • Adopting a Compliance Program • Securities Act of 1933 • Investment Company Act of 1940 • Investment Advisers Act of 1940 • Other Regulations Affecting Funds and Sponsors • ERISA • Anti-Money Laundering • Seed Investors and Other Strategic Investors • Ongoing Global Issues and Lessons Learned from the 2008 Credit Crisis

1 looseleaf volume, 736 pages, \$295, Order #19610



## Exempt and Hybrid Securities Offerings Second Edition

**Anna T. Pinedo** and **James R. Tanenbaum** *(Morrison & Foerster LLP)*

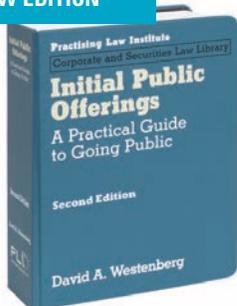
Packed with checklists, transactional timelines, SEC guidance, and a wealth of labor-saving sample documents, the second edition of **Exempt and Hybrid Securities Offerings** shows you the relative advantages and drawbacks of the most commonly used forms of exempt and hybrid offerings, while clearly explaining the mechanics of conducting venture private placements, traditional PIPE transactions, structured PIPE transactions, Rule 144A offerings, Regulation S offerings, at-the-market offerings, and more.

This comprehensive three-volume treatise is completely updated to integrate the impact of the Dodd-Frank Act, the JOBS Act, and other regulatory changes resulting from the recent financial downturn; Regulation A, which is one of the exemptions that the SEC adopted pursuant to section 3(b) of the Securities Act; private secondary trading markets, as well as the issues that arise for companies that choose to defer becoming a public company; and other new developments, such as the prohibition against general solicitation, crowdfunding, and similar issues.

3 looseleaf volumes with CD-ROM, 2,500 pages, \$345, Order #36138

**FREE SHIPPING!** On all U.S. ground orders

NEW EDITION



## Initial Public Offerings: A Practical Guide to Going Public

**Second Edition**

**David A. Westenberg** (*Wilmer Cutler Pickering Hale and Dorr LLP*)

*“There is no better tool for anyone needing an in-depth, step-by-step guide to the IPO process.”*

— Larry Sonsini (*Wilson Sonsini Goodrich & Rosati*)

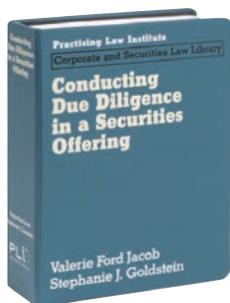
The new second edition of **Initial Public Offerings: A Practical Guide to Going Public** provides battle-tested, real-world advice on how to create a winning IPO. Packed with best practices, planning tips, checklists and sample documents to help implement its guidance, **Initial Public Offerings** gives you the actionable insight you need to:

- Understand market requirements and lay the groundwork for an IPO
- Weigh an IPO’s advantages, drawbacks, demands and alternatives
- Prepare for the rigors of due diligence
- Master accounting matters vital to the IPO process
- Take advantage of pre-IPO tax and financial planning opportunities
- Put together a powerful IPO team
- Consider a “dual track” strategy

Numerous developments — originating from the SEC, Congress, and the private sector — continue to change the IPO landscape.

Completely revised and substantially expanded, the second edition addresses key changes in legal requirements and market practices of critical interest to IPO companies, lawyers, and market professionals alike. Among other new and updated topics, the book covers the impact of the JOBS Act on private company fundraising, pre-IPO activities, Form S-1 disclosure requirements, and the IPO process; ongoing changes in corporate governance requirements and practices; and important developments in accounting preparation, SEC review, and underwriting practices. The new edition also includes updated market data, IPO forms, and planning tips to help ensure a smooth IPO in the post-Dodd-Frank, post-JOBS Act world.

1 looseleaf volume, Approximately 1,200 pages, \$335, Order #42523



## Conducting Due Diligence in a Securities Offering

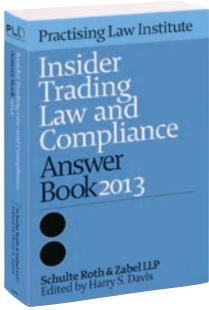
**Valerie Ford Jacob** and **Stephanie J. Goldstein**

(*Fried, Frank, Harris, Shriver & Jacobson LLP*)

Today’s major financial scandals demonstrate what can happen when investigators fail to uncover illegal activity because they failed to do effective background searches. **Conducting Due Diligence in a Securities Offering** gives you the knowledge you need of the players, procedures, and practices involved in an effective due diligence process so that you can uncover problems early in an offering and, if need be, establish a viable due diligence defense.

**Conducting Due Diligence in a Securities Offering** shows you how to account for time constraints and schedule your due diligence process accordingly • draft directors and officers questionnaires • address issues relating to cybersecurity risks and cyber incidents • do detailed background searches on companies and their key personnel • customize your due diligence efforts to the specific issuers and offerings • craft a complete due diligence request list of needed issuer documents • review documents and supporting statements in offering documents • hold productive drafting sessions and conference calls • and update your procedures as the offering evolves. This comprehensive volume gives you a solid grasp of different facets of the entire process, including legal business, financial, accounting, corporate governance, employee benefits, environmental, and intellectual property aspects. Coverage of typical due diligence mistakes and traps and how to avoid them is included.

1 looseleaf volume, 312 pages, \$295, Order #20900



## Insider Trading Law and Compliance Answer Book 2013

Schulte Roth & Zabel LLP

Edited by Harry S. Davis

Because the insider trading laws apply to everyone — not just corporate insiders — a proper understanding of both the basics of insider trading law as well as some of the complexities and nuances of this important area of the law is important to anyone who invests in the securities markets. **Insider Trading Law and Compliance Answer Book 2013** provides you with a step-by-step understanding of the legal requirements imposed upon all investors. It walks you through:

- The elements of an insider trading claim
- What is legitimate company research that can be freely acted upon and what is nonpublic information that may not
- When acting on a “tip” can incur legal liability
- The framework of penalties when insider trading has been successfully proved

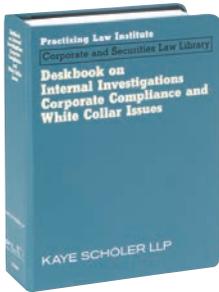
**Insider Trading Law and Compliance Answer Book 2013** provides both the lawyer and the lay investor with a complete understanding of the criminal and civil issues that can arise, the possible penalties that could be incurred and the defenses available. It reflects the in-depth knowledge of legal practitioners who provide ongoing counseling and litigation representation to a wide array of clients.

In today’s turbulent financial markets, a claim of insider trading often hits the newspapers. **Insider Trading Law and Compliance Answer Book 2013**, which fully integrates recent regulatory changes, provides a concise road map, helping the reader to navigate the legal requirements safely.

### What’s Inside

Overview of the Law of Insider Trading • Statutory Background • Elements of an Insider Trading Claim • What Is a Security? • Scienter: Trading “On the Basis Of” • Materiality • Nonpublic Information • Breach of Duty: Classical Theory • Breach of Duty: Misappropriation Theory • Tipper and Tippee Liability • Regulation Fair Disclosure • Obtaining Information from Corporate Insiders • Information Sharing with Market Professionals • Use of Paid Consultants • Tender Offers • Private Investments in Public Equity (PIPEs) • Out-of-Court Restructurings, the Bankruptcy Context and Creditors’ Committees • Big Boy Letters • Civil and Criminal Enforcement • Penalties, Short-Swing Profits, and Bounties • Protecting Firms Through Policies and Procedures, Training and Testing

1 softcover volume, Approximately 600 pages, \$235, Order #38160



## Deskbook on Internal Investigations, Corporate Compliance and White Collar Issues

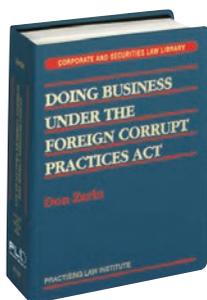
Kaye Scholer LLP’s White Collar Litigation and Internal Investigations Practice Group

Dramatically reduce corporate legal exposure and the possibility of sanctions by consulting the **Deskbook on Internal Investigations, Corporate Compliance and White Collar Issues**. Packed with checklists, sample forms, and official documents that enhance your ability to minimize liability, the **Deskbook** offers comprehensive coverage of criminal and civil law and procedure, enabling you to:

- Carry out internal investigations
- Cooperate with federal investigators
- Craft compliance programs
- Qualify for federal leniency programs
- Safeguard employee rights
- Minimize the pain caused by searches and seizures and subpoenas
- Negotiate lenient deferred prosecution agreements

Recent updates have offered vital insights into the financial market meltdown, with special consideration to internal investigations of debt portfolios and credit default swaps, as well as the Dodd-Frank Whistleblower Program and the many cases on privilege issues in internal investigations, and the state of enforcement under the Foreign Corrupt Practices Act.

1 looseleaf volume, 585 pages, \$295, Order #12154



## Doing Business Under the Foreign Corrupt Practices Act

**Don Zarin** (Holland & Knight LLP)

In light of the greatly increased federal enforcement activity against corporations for a range of FCPA violations, it's more important than ever that attorneys have the guidance needed to minimize corporate legal exposure to the FCPA's civil and criminal penalties provisions. *Doing Business Under the Foreign Corrupt Practices Act* gives you that vital legal and procedural information. This crucial reference helps you to develop internal compliance programs that detect and prevent illegalities • make sure the business steps a company is taking are fully legal • spot cautionary "red flags" and sidestep potential

legal pitfalls • draft compliant business agreements • satisfy FCPA's complicated accounting standards • and avoid RICO violations, wire and mail fraud, and other legal missteps.

*Doing Business Under the Foreign Corrupt Practices Act* also keeps a steady eye on the latest enforcement actions, reminding companies and their counsel of the harsh penalties for falsified books and records, mischaracterized payments, fictitious invoices, insufficient internal accounting controls, and other charges.

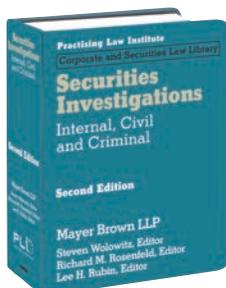
Recent updates have added information on guidance issued by the Auditing Standards Board for enhancing the auditor's ability to evaluate deficiencies in internal controls; how in recent SEC enforcement actions, non-issuer agents of U.S. issuers were charged for their role in assisting in bribery schemes of foreign officials; and the importance of companies conducting periodic risk assessments to identify and prioritize the nature and extent of the anti-corruption risks it faces.

*Doing Business Under the Foreign Corrupt Practices Act* is an invaluable handbook for in-house and outside corporate counsel, corporate executives and managers, compliance officers, accountants, financial advisers, and regulators.

### What's Inside

Introduction • Overview of the FCPA • The Accounting Provisions • The Foreign Payments Provisions • Exceptions and Affirmative Defenses • Recurring Issues • Hypothetical Case Studies • Fines, Penalties, and Other Sanctions • Contract Language • Compliance Programs • Other U.S. Laws Applicable to Overseas Bribery • The FCPA Opinion Procedure • Multilateral Efforts Concerning Transnational Bribery of Foreign Officials

1 looseleaf volume, 443 pages, \$295, Order #585



## Securities Investigations: Internal, Civil and Criminal

**Second Edition**

**Mayer Brown LLP**

**Edited by Steven Wolowitz, Richard M. Rosenfeld and Lee H. Rubin**

*Securities Investigations* gives you the legal knowledge and practical strategies you need to deal effectively with the issues and pressures of government investigations and to meet the challenge of conducting your own internal investigations. The treatise helps you to conduct useful internal investigations, cooperate with the SEC and DOJ during

investigations in ways that protect clients' interests, implement effective compliance measures, design compliance programs that avoid common compliance deficiencies and help stave off lengthy SEC examinations, support your clients during their investigation testimony, and effectively handle a grand jury investigation. Recent updates include discussion of the Stop Trading on Congressional Knowledge ("STOCK") Act of 2012 • the latest insider trading cases • and SEC non-prosecution agreements with former executives of Fannie Mae and Freddie Mac to settle allegations of securities fraud.

1 looseleaf volume, 784 pages, \$295, Order #29910

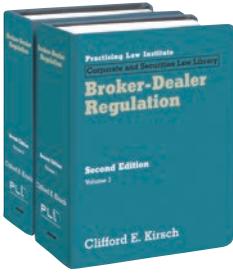


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## Broker-Dealer Regulation

### Second Edition

Edited by Clifford E. Kirsch (*Sutherland*)

Updated to include coverage of the significant FINRA and SEC responses to the recent economic downturn, the second edition of **Broker-Dealer Regulation** provides you with a complete and practical understanding of the many requirements of this highly regulated area. This two-volume work ensures that you satisfy SEC/SRO standards governing your firm, with detailed coverage of:

- Registration reporting and recordkeeping rules
- Suitability and best execution standards
- Ways of minimizing liability in the event of legal lapses, by documenting good faith compliance efforts
- The implementation of a tailor-made compliance program that can help detect and prevent illegal conduct within the firm

**Broker-Dealer Regulation** is filled with practical suggestions on how to best comply with requirements in such areas as electronic trading, safeguarding customer information, trading desk activities and business continuity planning.

Recent updates include an overview of areas of state regulation of broker-dealer activity, including issues relating to definitions; registration; exemptions; bases for denial, suspension, revocation or conditioning of a license; post-registration compliance; administrative enforcement; and civil and criminal liability • a discussion of short-selling, tracing its history up to recent developments that have led to reinforce the SEC's interest in short-selling regulation; and the provisions under the Dodd-Frank Act that implicate short-selling • and a discussion of ERISA compliance for broker-dealers and investment advisers that provides a foundation and guidance from which to identify and remediate common areas of exposure.

2 looseleaf volumes, 1,800 pages, \$365, Order #32789



## Investment Adviser Regulation: A Step-by-Step Guide to Compliance and the Law

### Third Edition

Edited by Clifford E. Kirsch (*Sutherland*)

At a time of many regulatory changes being made as a result of the recent economic downturn, the third edition of **Investment Adviser Regulation** guides you safely through the maze of Congressional, SEC, and state standards impacting investment advisers, and helps you understand the practical aspects of building a practice. It clarifies key status

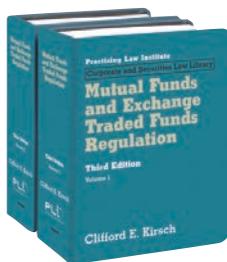
issues that determine registration and disclosure duties, as well as liability exposure. Specifically, it shows you how to file and update Form ADV • draft advisory contracts • follow stringent advertising guidelines • structure compliant soft-dollar arrangements • meet best execution requirements and other practice standards • and satisfy recordkeeping rules.

The new third edition of **Investment Adviser Regulation** describes:

- Regulation S-AM, which tightens the privacy requirements on client financial information
- The various proposals on harmonizing broker-dealer and financial adviser regulation
- Proposals on increased fiduciary responsibilities
- The need for the development of improved risk management systems as a result of recent market disruptions

Recent updates include an overview of the non-regulatory issues that should be carefully considered by anyone starting an advisory business, including whether to form a legal entity and the types of legal entities; selecting the best form of entity, setting it up, and choosing where to set it up; employer identification numbers; governing agreements; business formalities; and other considerations • discussion of the new forms of private fund reporting on Form ADV (publicly accessible) and Form PF (confidential) • and a discussion of the various regulatory considerations of which hedge fund managers must be aware.

2 looseleaf volumes, 1,424 pages, \$325, Order #32841



## Mutual Funds and Exchange Traded Funds Regulation

**Third Edition**

**Edited by Clifford E. Kirsch** (*Sutherland*)

Updated to reflect the Dodd-Frank Act, the many FINRA amended rules, and the SEC 2010 Amendments, the third edition of **Mutual Funds and Exchange Traded Funds Regulation** offers definitive legal and compliance information, helping you to satisfy prospectus disclosure and delivery standards • draft airtight advisory, distribution, custodian, and other contracts • structure sound compensation agreements • exploit statutory safe harbors and other exemptions • use SEC-approved methods of valuing mutual fund shares • ensure marketing materials meet legal standards • avoid conflicts of interest, insider trading, and legal traps created by electronic technologies • and satisfy inspectors' information requests while safeguarding sensitive materials.

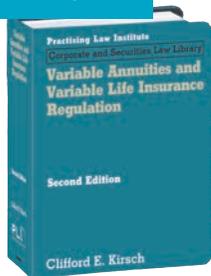
This two-volume treatise is also filled with practical suggestions on how to approach complex issues in such areas as: dealing with valuation matters • distribution through intermediaries • structuring a 12b-1 plan • conducting a compliance review • and guarding against conflicts of interest. The most recent updates include an overview of mutual fund and investment adviser regulation as an introduction to the treatise • the recent credit crisis and the Congressional and Administrative response in enacting the Dodd-Frank Act • and an overview of the formation and operation of exchange traded products, which are one of many types of financial products that involve the pooling of financial instruments, and the offering of interests in those pools to the public.

### What's Inside

An Introduction to Mutual Funds • Fund Formation • Capital Structure • Prospectus Disclosure and Delivery Requirements • Shareholder Reports • Regulation of the Advisory Contract • Regulation of Advisory Fees • Restrictions on Investments • Effecting Trades • Custody of Mutual Fund Assets • Proxy Voting • Protection Against Conflicts of Interest • Personal Trading Activities • Board Structure and Processes • Shareholder Voting • Purchase and Sales of Mutual Fund Shares • Redemption Fee Rule • Practical Considerations in Dealing with Valuation Matters and Correcting Net Asset Value Errors • Marketing Material Distribution • Distributing Mutual Funds Through Intermediaries: Practical Considerations Concerning Distribution Through Broker-Dealers, Fund Supermarkets and Retirement Plans • Payments for Distribution by Open-End Funds: Practical Considerations in Structuring a 12b-1 Plan • Regulation of Mutual Fund Sales Practices • SEC Record-Keeping Requirements • Compliance Policies and Procedures • Conducting an Investment • Company/Adviser Compliance Review • The Role of the Investment • Company Chief Compliance Officer • Compliance Calendars • Money Market Funds • Closed-End Investment Companies • Exchange Traded Funds • The Sarbanes-Oxley Act • Mutual Fund Anti-Money Laundering Rules • Litigation Under the Investment Company Act of 1940 • The Mutual Fund Market Timing and Late Trading Scandal of 2003 • Mutual Fund Taxation • Mutual Fund Accounting and Financial Reporting

2 looseleaf volumes, 1,710 pages, \$325, Order #32842

### NEW EDITION



## Variable Annuities and Variable Life Insurance Regulation

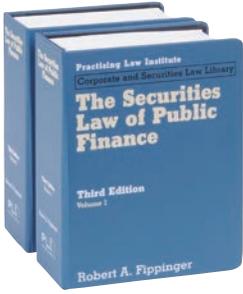
**Second Edition**

**Edited by Clifford E. Kirsch** (*Sutherland*)

At a time when the SEC, FINRA and state authorities are putting increasing regulatory pressure on the securities industry, **Variable Annuities and Variable Life Insurance Regulation** remains today's most comprehensive and accessible guide to the many federal and state rules governing these instruments. Every key area is addressed to clarify your professional duties and compliance responsibilities, from product design, approval, administration and distribution, to marketing, inspections, and special investment products, including private placements and offshore investment products.

Additional material in the new second edition of **Variable Annuities and Variable Life Insurance Regulation** includes discussion of Rule 22e-3 under the Investment Company Act, which is intended to reduce the vulnerability of investors to the harmful effects of a run on the fund, and minimize the potential for disruption to the securities markets • the DOL regulations that require, effective for plan years beginning on or after November 1, 2011, plan administrators to provide certain disclosures to participants in participant-directed individual account plans regarding the plan's investment options and fees and expenses paid by participants and the plan • and Section 201(a) of the JOBS Act, which requires the SEC, within the ninety days following the JOBS Act's passage, to revise Rule 506 of Regulation D to permit offers and sales of securities through the use of a general solicitation, provided that all of the ultimate purchasers are accredited investors.

1 looseleaf volume, 1,295 pages, \$295, Order #38879



## The Securities Law of Public Finance

Third Edition

Robert A. Fippinger (Orrick, Herrington & Sutcliffe LLP)

*“[The Securities Law of Public Finance is] recommended reading for every bond lawyer, investment banker, and issuer . . . Thorough in its description of this complex area of law.”*

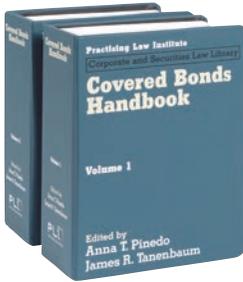
— Philip Korot, Managing Director, Dean Witter Reynolds

For this new third edition, **The Securities Law of Public Finance** has been completely revised and updated to provide in-depth analysis of the most recent changes to this heavily regulated area. Written by one of the most respected figures in the field, the award

winning author and practitioner Robert A. Fippinger, this classic guide covers every vital area, from finance structuring to securities distribution to the many recent regulatory changes made in response to the recent economic downturn. It takes you through each aspect of the regulatory framework controlling the issuance of municipal securities, with special attention to disclosure and fraud issues, including the sovereign immunity defense.

Cited by the SEC for its excellence in illuminating legal issues, **The Securities Law of Public Finance** clarifies and analyzes the law to give you the smart, steady guidance you need to comply more confidently with registration, disclosure, due diligence, fiduciary, and contractual requirements — and avoid costly legal actions. Included are numerous sample forms, flow charts, and summary charts that help speed compliance with the rules.

2 looseleaf volumes, 1,870 pages, \$325, Order #32777



## Covered Bonds Handbook

Edited by Anna T. Pinedo and James R. Tanenbaum

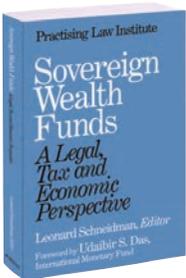
(Morrison & Foerster LLP)

With the possibility of new legislation coming that would create a statutory framework for covered bonds in the U.S., **Covered Bonds Handbook** arrives at an ideal time for you, as it shows the many benefits of covered bonds, including potential advantages over securitization and comparative funding costs.

**Covered Bonds Handbook** also explains how covered bond transactions are currently structured in the U.S., Asia, Europe, and Canada • provides a comparative analysis of

the jurisdictional framework for covered bond issuances • explains how foreign banks offer covered bonds into the U.S. • discusses the proposed U.S. legislation that would codify the treatment of covered bonds • details the credit ratings methodologies of Moody’s, Fitch, and Standard & Poor’s with regard to covered bonds • and examines how the FDIC’s Final Policy Statement and the Treasury Department’s Best Practices have helped to lay the groundwork for a U.S. covered bonds market. Recent updates include the Regulated Covered Bonds (Amendment) Regulations 2011 published by the UK Treasury • the final version of Basel III, which is favorable to covered bonds and was broadly welcomed • and Fitch’s covered bond specific criteria for dealing with counterparty risk published March 14, 2011.

2 looseleaf volumes, 1,414 pages, \$295, Order #24825



## Sovereign Wealth Funds: A Legal, Tax and Economic Perspective

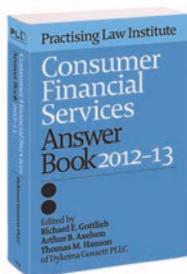
Edited by Leonard Schneidman (WTAS LLC)

**Sovereign Wealth Funds**, edited by noted international tax lawyer Leonard Schneidman, compiles a valuable collection of essays, authored by subject area experts, and designed to explore three key aspects of sovereign wealth funds (SWFs): regulation and governance, including the regulatory response in the U.S. and multinational efforts by the OECD and the IMF at establishing “best practices” for SWF investment both for the recipient countries and the SWFs making such investments • investment

behavior, including an analysis of the historical investment behavior of SWFs since 2000 • and taxation of SWF investments by the source jurisdiction, with a focus on the tax treatment by the U.S. and Australia.

You’ll quickly discover this work to be the highly useful tool you and your clients need to assess the SWF phenomenon and its legal, tax and financial implications.

1 softcover volume, 378 pages, \$145, Order #28131



## Consumer Financial Services Answer Book 2012-13

Edited by **Richard E. Gottlieb**, **Arthur B. Axelson** and **Thomas M. Hanson** (*Dykema Gossett PLLC*)

The Consumer Financial Protection Act of 2010 (CFPA), Title X of the Dodd-Frank Act, made major changes in how consumer financial services are regulated, many of which went into effect on July 21, 2011. The **Consumer Financial Services Answer Book 2012-13** describes in concise detail the regulatory structure and requirements after these major revisions. This new edition describes:

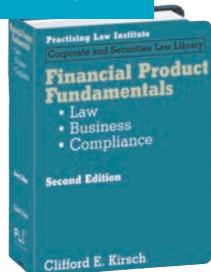
- The changed, and the many unchanged, requirements under such federal statutes as the Truth in Lending Act, the Fair Credit Reporting Act, the Real Estate Settlement Procedures Act, and others
- The regulatory authority, and the limits on that authority, of the newly created federal Bureau of Consumer Financial Protection, as well as the changed authority of existing financial services regulators
- The current federal requirements for mortgage loan servicing, foreclosure and eviction
- The newly changed state preemption regulations, which require specific findings before preemption may be invoked

The **Consumer Financial Services Answer Book 2012-13** helps the practitioner, through an easy question and answer format, understand the revised regulations in such areas as the secondary loan market, including securitization and assignee liability • mortgage loan servicing • automotive financing • and privacy and identity theft.

In addition, the **Consumer Financial Services Answer Book 2012-13** provides practical insight on litigation practices in this area, including special coverage on e-filing and document retention requirements, as well as expert, practical insights into consumer financial class actions and other issues of emerging concern.

1 softcover volume, 818 pages, \$235, Order #37946

### NEW EDITION



## Financial Product Fundamentals • Law • Business • Compliance

### Second Edition

Edited by **Clifford E. Kirsch** (*Sutherland*)

**Financial Product Fundamentals** is a clear, comprehensive, and easy-to-use reference that gives you a thorough understanding of the regulations, benefits, advantages, pricing, distribution, marketing, and current and future viability of registered offerings. It includes expert analysis of private placements, mutual funds, hedge funds, money market funds, exchange traded funds, real estate investment trusts, international investment funds, variable insurance products, and other instruments.

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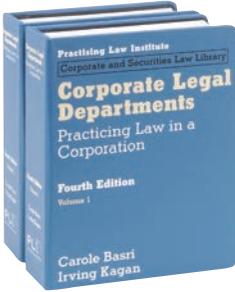
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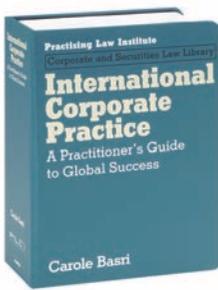
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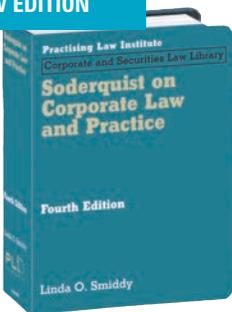
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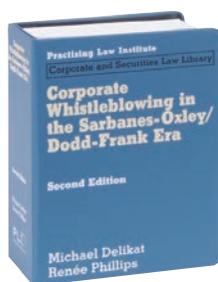
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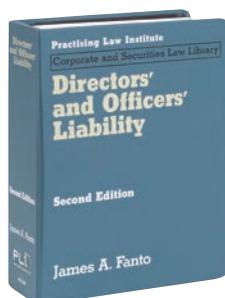
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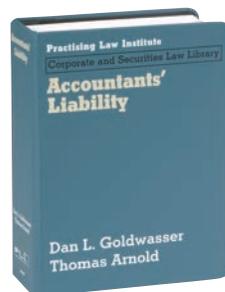
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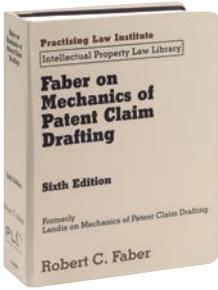


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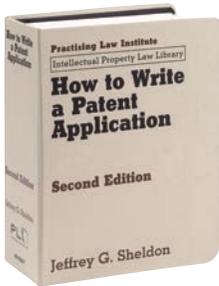
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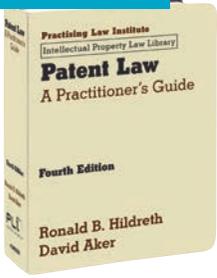
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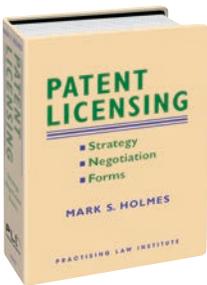
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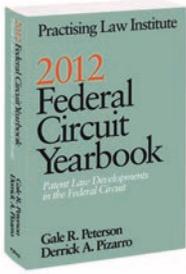
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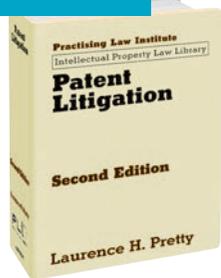
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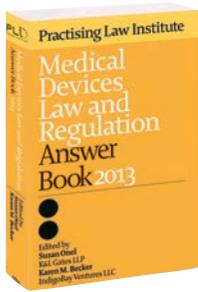
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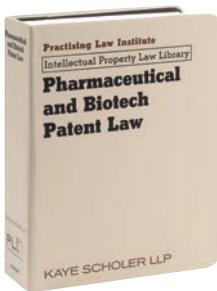
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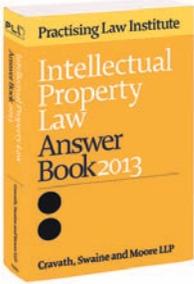
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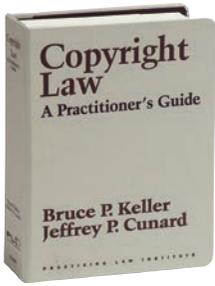
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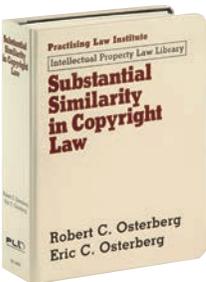
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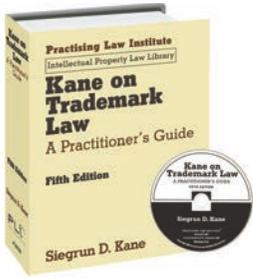
**Substantial Similarity in Copyright Law** gives you in-depth insight into the types of similarities that trigger findings of infringement. It clarifies the principal substantial similarity tests used by the courts to decide whether the copying in question constitutes infringement, giving you an invaluable understanding of the guiding legal principles in each

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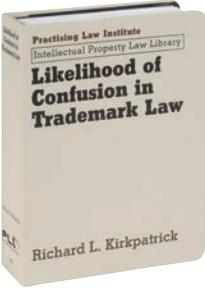


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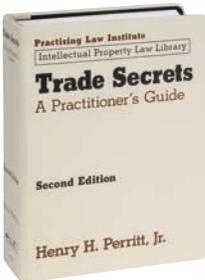
It’s packed with hundreds of real-world examples that help to spotlight the kinds of trademarks that are likely to be confused with established trademarks, and those that are not. Included are effective, trial-tested strategies and tips on how to outmaneuver your opponent in court, whatever side you represent. To further aid your understanding, the treatise includes an appendix of color illustrations of marks from trade dress infringement cases.

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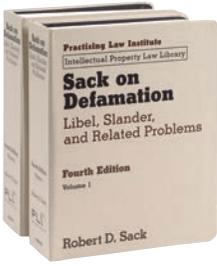
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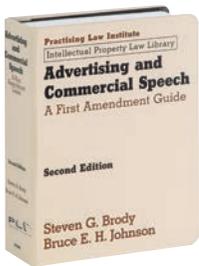
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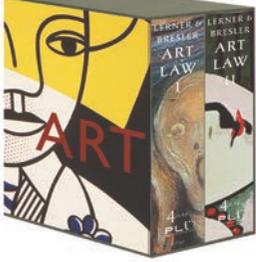
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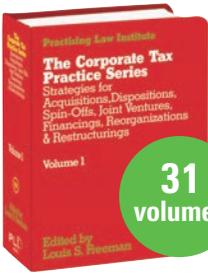
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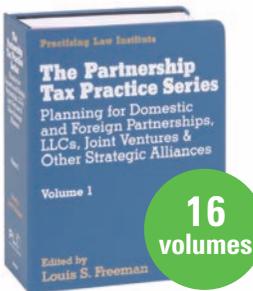
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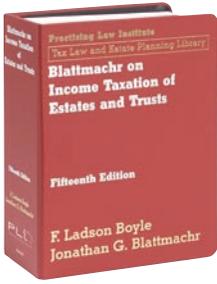
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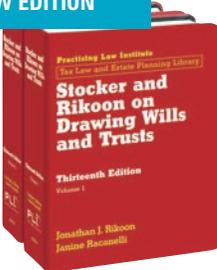
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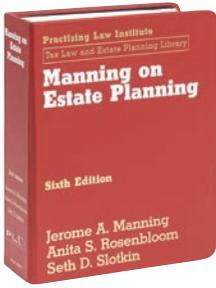
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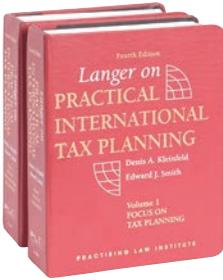
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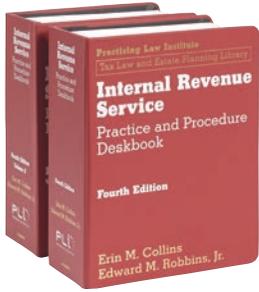
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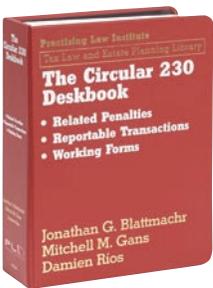
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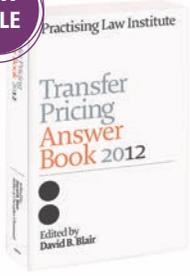
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## Transfer Pricing Answer Book 2012

Edited by David B. Blair (*Crowell & Moring LLP*)

The phenomena of increasingly global business enterprises with valuable intangible property exposes companies to transfer pricing enforcement by different countries around the world. Many of these countries are increasingly aggressive in enforcing their local transfer pricing rules, as they attempt to protect their tax revenue base. To avoid double taxation of the same income in this environment, companies often are required to deal with the highly specialized, bilateral treaty-based competent authority process developed to prevent double taxation at a time when trade mainly involved only two established countries. Even more challenging today, companies and tax authorities increasingly are

faced with the potential for multiple taxation of the same income, as supply chains cross many borders and as the tax authorities of emerging countries become players in the global taxation process; and the resulting stresses, strains, and limitations of the bilateral treaty-based competent authority process have become more apparent.

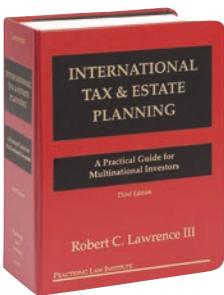
In light of the high-dollar risks presented by the increased enforcement efforts of tax authorities worldwide, the complexity of the ever-changing, inherently uncertain transfer pricing standards, and the continually evolving business models of businesses adapting to the constantly changing global economy, companies need practical guidance to permit them to develop and defend their transfer pricing strategies.

**Transfer Pricing Answer Book 2012** gives companies such guidance by discussing all aspects of transfer pricing, from initially planning a transfer pricing strategy, to alternative ways to defend the strategy from attack by two or more tax authorities, to resolving a case before competent authorities, to bringing a transfer pricing case to court. The book's non-technical discussion is presented in a question and answer format that will appeal to readers regardless of their prior level of experience or familiarity with taxes in general, and transfer pricing in particular.

### What's Inside

The Transfer Pricing Challenge • The Players: The IRS and Foreign Tax Authorities, the OECD, and the Tax Treaty Network • The U.S. Legal Framework • Conducting a Transfer Pricing Analysis • Overview of Transfer Pricing Methodologies: The Best Method Rule, Transaction-Based Methods, and Profit-Based Methods • Identification of Controlled Transactions • Recordkeeping and Reporting Obligations for U.S. Taxpayers and Their Foreign Affiliates • Penalties for Transfer Pricing Adjustments and Contemporaneous Documentation Requirements • Transfer Pricing Planning and Taxpayers' Affirmative Use of Section 482 • Manufacturing and Distribution of Goods • Provision of Services • Development and Transfer of Intangible Property • Cost Sharing Arrangements, Including Their Interrelationship with Intangibles Transfers • Loans and Rentals • Strategic Considerations in Transfer Pricing Planning That Drive Controversy Positions • Advance Pricing Agreements • Handling Transfer Pricing Audits by the IRS • Considerations When Settling Transfer Pricing Disputes • Competent Authority • Litigating a Transfer Pricing Case • Coordination with Customs Valuations • Financial Accounting for Transfer Pricing Exposures

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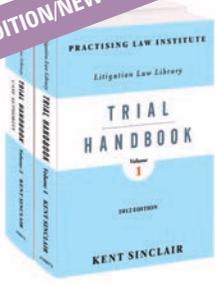
**International Tax & Estate Planning** presents the clear and practical approach of a person who deals with private wealth, its management and its disposition. It is an indispensable resource for lawyers, private bankers (both investment and commercial), accountants, and investment advisers.

### What's Inside

Conflict of Laws • Federal Estate and Gift Taxation of U.S. Citizens Living Outside the United States and Resident Aliens • Federal Estate and Gift Taxation of Nonresident Aliens • Jointly Held and Community Property • Sovereign Risks, Expropriation, and the Act of State Doctrine • Trusts • Wills, Administration, and the Revenue Law Doctrine

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NEW EDITION/NEW FORMAT



## Trial Handbook

2012 Edition

Kent Sinclair (*Professor of Law, University of Virginia School of Law*)

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*“An outstanding trial manual.”*

— Texas Bar Journal

**Trial Handbook** is the one-stop resource you can trust in the planning, trial, and post-trial stages of litigation. Designed for quick reference in the courtroom, **Trial Handbook** is keyed to the Federal Rules of Evidence and focuses on the presentation of proof and the evidentiary problems faced by counsel. The new two-volume softcover format of this 2012 edition further increases the portability and usefulness of **Trial Handbook** by separating the materials of the first seven chapters — particularly the *Presentation of Proof* materials and indispensable *Evidence Guide* in chapter 4 — into one easy-to-carry volume that is small and lightweight enough to drop into a briefcase or carry under your arm into the courtroom. The extensive *Case Authority* now exists in its own volume, which can be brought into the courtroom or left on your desk and referred to as you prepare for trial. Finally, the laminated *Rules of Evidence at a Glance* distills all the evidence rules into one handy, portable, easy-to-access fold-out that may be left open on the counsel table throughout the trial.

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- Build a rapport and your credibility with the jury throughout the trial
- Use opening statements to put your cases, clients, and proof in the most favorable light
- Give summations that blend evidence and issues to paint a thoroughly persuasive picture
- Exploit discovery materials at trial to get an additional edge
- Lay the proper foundation for various forms of evidence
- Capitalize on the powerful probative impact of visual aids at trial
- Apply proven direct examination and cross-examination techniques
- Use pretrial, trial, and post-trial motions to gain strategic advantages
- Draft clear, legally sound jury instructions that subtly sway judges

At the heart of **Trial Handbook** is its unique *Evidence Guide*, now in a laminated fold-out, which clearly explains the meaning, purpose, operation, and history of every rule, including how each rule applies to other cases and how leading cases construe a particular rule.

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### What’s Inside

#### Volume 1

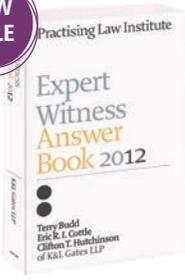
Preface • Final Preparation for Trial • Jury Selection • Opening Statements • Presentation of Proof • Evidence Guide • Closing Argument • Jury Instructions • Trial and Post-Trial Motions • Index

#### Volume 2

Case Authority

#### Federal Rules of Evidence at a Glance (fold-out)

2 softcover volumes with CD-ROM, 1,850 pages, \$295, Order #38672

NEW  
TITLE

## Expert Witness Answer Book 2012

Edited by **Terry Budd, Eric R. I. Cottle** and  
**Clifton T. Hutchinson** (*K&L Gates LLP*)

The expert witness, once anomalous, is now integral to virtually every lawsuit. Understanding the rules that regulate when an expert witness may be allowed to testify is vital to successful litigation practice. The newly published **Expert Witness Answer Book 2012** walks you through every aspect of this key area, providing, in a direct Q&A format, clear instruction on the legal framework as provided by the *Daubert* trilogy and subsequent rulings, the qualifications that must be introduced to establish someone as an expert on a particular topic, as well as disqualify him or her, and the pretrial activities of experts, including designation, disclosure, discovery and depositions.

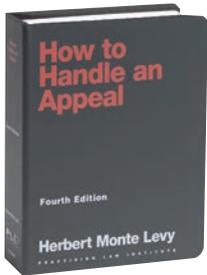
**Expert Witness Answer Book 2012** provides actionable guidance throughout, with specific chapters on issues confronted by experts in the following areas: products liability, toxic torts, trademarks, patents and copyrights, as well as the economic damages issues in personal injury, commercial damages, and business and property litigation. Forensic issues in criminal cases and the specific issues in fire cases are also discussed.

Written by contributors with many years of trial experience, each chapter includes practical hints on what works in court and what doesn't. **Expert Witness Answer Book 2012** is a handy one-volume softcover publication that can be taken with you into court or deposition to get quick answers to questions that must be answered immediately.

### What's Inside

What Is an Expert Witness? (Rule 702) • The Lay Opinion Witness (Rule 701) • Court-Appointed Experts (Rule 706) • The *Frye* Rule • Standards for Experts: The *Daubert* Trilogy • Admissibility of Expert Testimony in State Courts • Expert Gatekeeping: Qualifications • Expert Gatekeeping: Bases for Opinion (Rule 703) • Expert Gatekeeping: Establishing Reliability • Expert Procedure: Designation and Disclosure • The Expert Report • Expert Procedure: Discovery and Deposition • Expert Procedure: The Gatekeeping Challenge • Expert Procedure: Error Preservation and Standards of Review • The Expert at Trial: Direct Examination • The Expert at Trial: Cross-Examination • The Expert at Trial: Demonstrative Evidence • Expert Disqualification • The Expert in Products Liability • The Expert in Toxic Torts • The Expert in Trademark Infringement Cases • The Expert in Copyright Infringement Cases • The Expert in Patent Infringement Cases • The Economic Damages Expert: Personal Injury • The Economic Damages Expert: Commercial Losses • The Economic Damages Expert: Business Valuation • The Economic Damages Expert: Property Valuation • The Expert in Fire Cases

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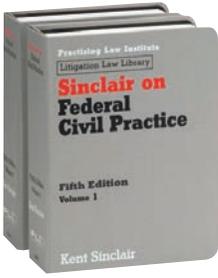
— George C. Pratt, Circuit Judge (Retired) of the U.S. Court of Appeals for the Second Circuit

**How to Handle an Appeal** gives you the winning edge at every stage of the process — from preserving points for appeals and perfecting appeals, to drafting persuasive briefs and delivering compelling oral arguments, to protecting clients' interests after the decisions. It stresses crucial technical issues that attorneys often overlook, including how to:

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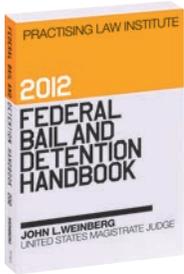
Providing full coverage of the Supreme Court’s “restyled” rules of civil procedure, **Sinclair on Federal Civil Practice** offers unsurpassed coverage of the principal rules and tactical considerations guiding lawsuits in the federal courts, focusing on the meaning and consequences of the statutes, court rules, and leading decisions. This two-volume treatise also explains the rationale of the rules, cites the key interpretive cases, and offers you court-tested practice tips that can make a difference in court.

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The Federal Judicial System • Jurisdiction • Venue and Transfer • Pleading • Joinder of Claims and Parties • Provisional Remedies • Pretrial Procedure • Motion Practice • Discovery: Purpose, Procedures, Scope, and Sanctions • Depositions • Interrogatories • Request for Production and Inspection • Physical and Mental Examinations • Requests for Admissions • Trial • Special Proceedings • Judgments • Post-Trial Proceedings • Appeal • Compendium of Recent Cases

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The Bail Reform Act of 1984 and its legislative history are lengthy and complex. Yet all participants — lawyers, judges, and others — are required to understand it thoroughly and apply it swiftly and effectively, often under the pressure of a detention hearing.

The Honorable John L. Weinberg’s **Federal Bail and Detention Handbook 2012** provides the busy practicing lawyer or judge with a quick and clear reference to the Act and the relevant statutory language, legislative history and appellate case law.

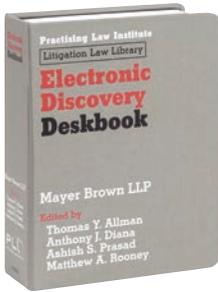
Judge Weinberg has included “Practice Pointers,” designed to provide defense counsel and Assistant U.S. Attorneys with strategic suggestions for dealing with the Act. The **Handbook**’s Table of Cases lists every federal appellate decision of significant precedential value that interprets or applies the Act.

The softcover format of this 2012 edition has been tailored to help readers find answers in a hurry. Its size permits it to be carried conveniently to and from the courtroom.

#### What’s Inside

The Bail Reform Act of 1984: History and Summary of Provisions • The Initial Appearance • Temporary Detention • Factors the Court Considers • Conditions of Release • Pretrial Detention • Orders of Release and Detention • Review and Appeal of Orders of Release and Detention • Failure to Appeal • Crimes While on Release • Violations of Conditions • Detention or Release After Adjudication of Guilt • Material Witnesses • Other Matters Model Forms and Orders include: Order to Detain a Defendant Temporarily Under 18 U.S.C. Section 3142(d) • Agreement to Forfeit Property (Other Than Real Property) to Obtain a Defendant’s Release • Agreement to Forfeit Real Property to Obtain a Defendant’s Release • Surety Information Sheet • Form Order of Release and Detention • Form AO 99: Appearance Bond Witness

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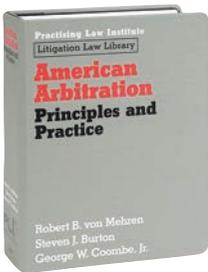
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- Develop cost-efficient ESI collection plans tailored for each discovery request
- Deal with excessive e-discovery requests by proving undue burdens or costs
- Manage risks specific to responding to government requests
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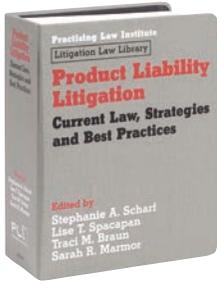
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### What's Inside

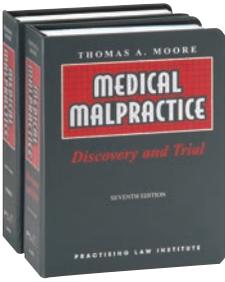
Recent Trends in Product Claims and Product Defenses • Recasting Product Liability Claims as Consumer Fraud Cases—Plaintiff's Perspective • Recasting Product Liability Claims as Consumer Fraud Cases—Defendant's Perspective • Game-Changers: Defending Products Cases with Child Plaintiffs • Preemption Defenses • Defending Class Action Lawsuits • Class Action Developments Overseas • Litigation in Foreign Countries Against U.S. Companies • Scientific Advances—Potential Impact on Medical Monitoring • Emerging Issues in Pharmaceutical and Biotech Litigation Arising from Clinical Trials • Emerging Issues in Medical Device Litigation • Emerging Issues in Automotive Product Liability Litigation • Emerging Issues in Food Law and Litigation • Emerging Issues in Cosmetics and Other Beauty Product Litigation • Emerging Issues for Products Made Overseas • Update on the Law of Damages in Product Liability Litigation • Early Case Evaluation in Managing Litigation • Impact of Insurance Policies • Advantages and Disadvantages of Multidistrict Litigation • Strategies for Co-Defending Product Actions • Crisis Management • Power of the Media in Bet-the-Company Litigation • Class Action Settlements • Mass Tort Settlement Strategies • Arbitration • Privilege in a Global Product Economy • Fact Finding in the Digital Age • E-Discovery—Emerging Legal Issues and Guiding Law • E-Discovery—Practical Consideration • Expert Evidence—Law, Strategies and Best Practices • Court-Appointed Experts • Pharmaceutical Companies—Parallel Proceedings and Product Litigation • Preparing for the Appeal • Post-Sale Responsibilities in the United States and Foreign Countries • Recent Developments in Product Recalls • Issues of Successor Liability • Role of Corporate Executives • Contacting Corporate Employees • Spoliation of Product Evidence • Presenting Complex Scientific Evidence • High-Tech Litigation and the Uses of Technology • When the Plaintiff Declares Bankruptcy • Emerging Jury Issues • Determining Juror Perceptions that Affect Verdicts

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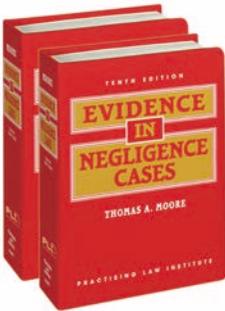
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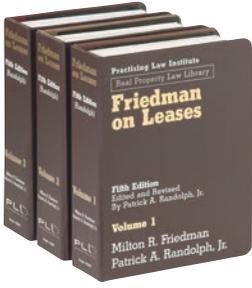
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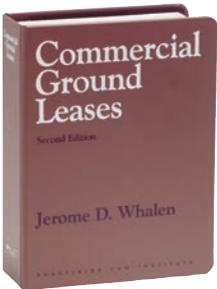
**Friedman on Leases** includes numerous case decisions with commentary and valuable sample lease clauses and agreements that help you to:

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## Commercial Ground Leases

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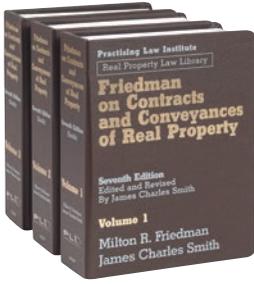
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Including adaptable time-saving sample agreement language, **Commercial Ground Leases** is your definitive guide to drafting, negotiating, and finalizing equitable, error-free leasing documents that minimize the possibility of legal conflicts. It covers the full range of relevant commercial ground leasing issues, including:

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Explaining common law principles, and thousands of statutes and court decisions, **Friedman on Contracts** counsels you on what course of action to take and what to avoid at every stage of real estate conveyancing, helping you to answer such essential questions as:

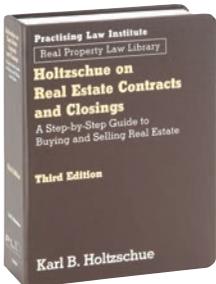
- What terms and covenants must be in contracts of sale, mortgages and deeds?
- How do you describe property with “reasonable certainty”?
- When do encroachments make a title unmarketable?
- What can buyers and sellers do to avoid delays in closings?

Whether you represent the buyer or the seller, **Friedman on Contracts** minimizes the possibility of missteps that could create distrust, trigger disputes, jeopardize deals, and increase your liability exposure.

### What’s Inside

Contracts of Sale • Standard Clauses in Contracts of Sale • Property Quality • Mortgage Financing • Standard Clauses in Mortgages • Marketable Title • Encumbrances • Encroachments • Easements • Covenants • Assignments of Contracts of Sale • Contract Remedies • Deeds • Examination of Title • Title Products • Zoning • Land Descriptions and Boundaries • Closing Process • Closing Adjustments • Closing Documents

3 looseleaf volumes, 1,570 pages, \$535, Order #8124



## Holtzschue on Real Estate Contracts and Closings: A Step-by-Step Guide to Buying and Selling Real Estate

**Third Edition**

**Karl B. Holtzschue** (*Law Office of Karl B. Holtzschue*)

*“A terrific one-stop resource for practitioners at all levels of experience for drafting and evaluation of contract provisions.”*

— Matthew J. Leeds, Bryan Cave, LLP

**Holtzschue on Real Estate Contracts and Closings** clearly explains the governing law and customary industry practices to ensure that you know how to prepare for a sale or purchase of real estate, including how to:

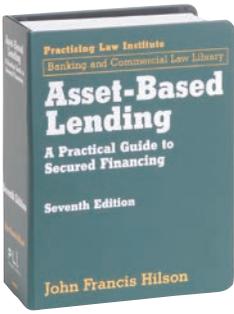
- Deal with the appropriate documents, tax issues, and brokers
- Draft and negotiate the contract, with the help of numerous labor-saving sample forms that speed the process
- Prepare for the closing, including the documents and scheduling details
- Close the sale, including delivering and reviewing deeds and other paperwork and dealing with insurance policies, tax documents, and closing checks

Included are checklists for sellers’ and purchasers’ attorneys that ensure all key steps are taken, as well as highlighted tips that underscore important transactional issues.

### What’s Inside

Preparing for the Sale or Purchase • Drafting and Negotiating the Contract • Preparing for the Closing • The Closing

1 looseleaf volume, 776 pages, \$295, Order #13320



## Asset-Based Lending: A Practical Guide to Secured Financing

**Seventh Edition**

**John Francis Hilson** (*Paul, Hastings, Janofsky & Walker LLP*)

*“A lifetime of practical experience synthesized into a useful and readable book.”*

— New York Law Journal

*“A polished gem that deftly brings into focus the major issues.”*

— The Secured Lender

In today’s economic climate, credit is very tight and many companies can no longer get an unsecured loan. Understanding the concepts and the requirements of using company assets to secure necessary financing is now vital for all in-house counsel and their law firm advisers.

**Asset-Based Lending: A Practical Guide to Secured Financing** provides step-by-step coverage of the current techniques, documents, risks, and protections at the heart of this complex specialty. This hands-on resource clearly explains the features, uses, mechanics, and the upsides and downsides of every available secured financing technique • covers the asset categories, including accounts receivable, inventory, and equipment and fixture financing • and instructs you on how to draft the full range of pertinent documents, with the aid of checklists and ready-to-use sample provisions and agreements.

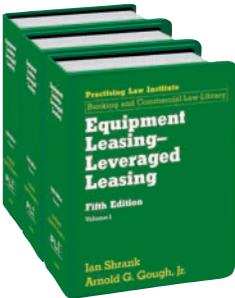
**Asset-Based Lending** also guides you on how to accurately assess a borrower’s solvency before initiating a deal • plan for bankruptcy risks when analyzing secured loans • resolve conflicts between lead lenders and loan participants • and reduce lenders’ liability exposure to environmental, securities, and tax laws.

Packed with over thirty forms and checklists, **Asset-Based Lending: A Practical Guide to Secured Financing** is an important tool for every attorney, executive, business professional, and public official involved in secured financing.

### What’s Inside

Accounts Receivable Financing • Purchases of Accounts • Inventory Financing • Equipment and Fixture Financing • Chattel Paper • Letters of Credit • Covenants • Participations and Assignments • Subordinations • Fraudulent Transfers • Competing Liens • Bankruptcy Issues • Closing Considerations • Lender Liability • Overview of Revised Article 9 • Revised Article 9 Transition Rules • Intellectual Property Financing • Debtor in Possession Financing • Perfecting Liens Under Select European Laws

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*“The ‘bible’ for the leasing industry.”*

— Ted Wright Verrill, Managing Director, Daimler/Chrysler Capital Services

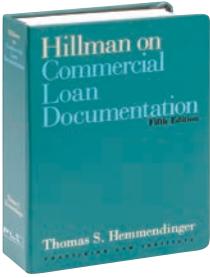
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Hailed as “authoritative” by the *Tax Executive*, **Equipment Leasing–Leveraged Leasing** provides you with the comprehensive legal, tax, economic, accounting, environmental, and insurance information and advice you need to develop and implement leasing deals that maximize rewards and minimize risks.

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## Hillman on Commercial Loan Documentation

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At a time when the commercial lending environment is especially unpredictable and anxiety-inducing, it's more important than ever that you know how to document transactions in ways that secure lenders' interests, minimize their risks, and protect them from liability.

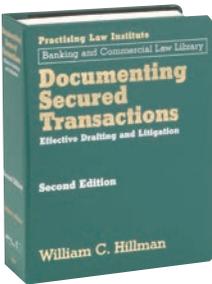
**Hillman on Commercial Loan Documentation** offers the practical guidance that enables you to do just that. With the aid of time-saving sample forms and sample drafting language, you'll craft more quickly and confidently the full range of relevant documents, including loan agreements, security agreements, financing statements, pledges, guaranties, and opinion letters.

With the help of **Hillman**, you'll conduct effective due diligence on prospective borrowers • use loan closing checklists that ensure every key step is taken to get solid deals done • obtain comprehensive hazard insurance that shields lenders • and draft agreements that protect lenders from environmental risks, resolve conflicts with creditors, and allow lenders to capitalize on lucrative financing opportunities.

### What's Inside

Overview • Ethical Considerations • Commitment (and Other) Letters • Preliminary Considerations • Documentary Aspects of Lender Liability Avoidance • The Borrower: Identity, Capacity, and Authority • Opinion of the Borrower's Counsel • The Loan Agreement • The Promissory Note • The Security Agreement • The Financing Statement • Pledges • Landlord's Waiver • Where to File; Where to Search; Notices • Real Estate Collateral • Special Forms of Collateral • Guaranties • Subordination Agreements • Intercreditor Agreements • Insurance • Environmental Concerns • Opinion Letter to the Lender • Processing the Paperwork • Post-Closing Changes • Workouts and Forbearance Agreements • Debtor-in-Possession Financing and Use of Cash Collateral • The Drafter's Guide to the 2010 Amendments to Article 9

1 looseleaf volume, 845 pages, \$265, Order #625



## Documenting Secured Transactions: Effective Drafting and Litigation

### Second Edition

**William C. Hillman** (*U.S. Bankruptcy Judge, District of Massachusetts*)

*“The definitive guidebook on documenting secured transactions.”*

— Commercial Law Bulletin

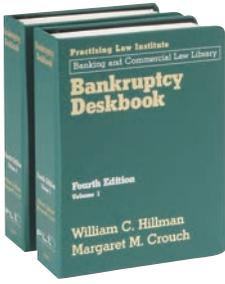
Given today's turbulent lending environment and the certainty of even more regulation in this volatile area in the very near future, reliable and accessible information on how to execute effective secured deals is valued now more than ever.

**Documenting Secured Transactions: Effective Drafting and Litigation** provides you with rock-solid, readable guidance. Authored by Judge William C. Hillman, a recognized U.C.C. authority, **Documenting Secured Transactions** gives you a working grasp of the legal, technical, and business aspects of these deals, enabling you to understand the features, scope, and aims of security agreements and financing statements under U.C.C. Article 9 and other regulations, including complete and integrated coverage of the 2010 amendments to Article 9.

**Documenting Secured Transactions** helps you to draft precise, problem-free security agreements and financing statements that protect clients and minimize disputes, whether you're the lender's or borrower's attorney. You'll be able to handle transactions with greater ease and at less cost, avoid documentation pitfalls that can undermine deals, and proceed wisely in those unsettled areas of the law where the various courts may be in conflict.

To aid in your research, **Documenting Secured Transactions** now features the “Table of Cases by Jurisdiction,” an invaluable tool that supplements the regular Table of Authorities, providing a full list of all cases organized by jurisdiction. While there are divergent views about the precedent value of lower-court decisions — particularly bankruptcy court decisions — Judge Hillman believes that the lower courts are “where the action is,” and much useful information and reasoning are contained in trial court decisions. Opting for comprehensiveness, he has provided throughout the chapter footnotes ample citations to more than just representative cases. The new “Table of Cases by Jurisdiction” allows you to quickly and easily locate all relevant decisions in your jurisdiction.

1 looseleaf volume, 410 pages, \$265, Order #644



## Bankruptcy Deskbook

### Fourth Edition

**William C. Hillman** (*U.S. Bankruptcy Judge, District of Massachusetts*) and **Margaret M. Crouch** (*Law Clerk, U.S. Bankruptcy Court, District of Massachusetts*)

**Bankruptcy Deskbook** provides you with practical guidance to help clients achieve fair remedies in the current economic climate, in the new era of the challenging Bankruptcy Abuse Prevention and Consumer Protection Act (BAPCPA), and to ensure you avoid legal problems along the way.

**Bankruptcy Deskbook** gives you all the essential details and specific knowledge you need to guide clients wisely through these difficult economic times, including:

- Major demands on Chapter 7 debtors — including means testing, discharge restrictions, and debtor education and credit counseling rules
- Tough rules for Chapter 11 small business debtors — in such areas as filing, disclosure, and reorganization plans
- Extensive requirements for Chapter 13 individual debtors — including discharge limits, greater payment pressures after filing, and more mandated content in reorganization plans
- Compliance burdens on attorneys — including strict certification requirements and fee-arrangement disclosure rules that, if unmet, can lead to harsh sanctions

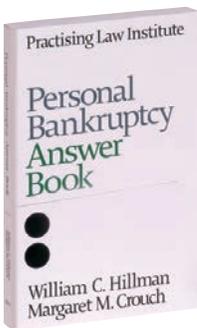
Authored by William C. Hillman and Margaret M. Crouch, a judge and law clerk, respectively, of the U.S. Bankruptcy Court, District of Massachusetts, **Bankruptcy Deskbook** keeps you up-to-date on legal developments, analyzing recent Supreme Court, Court of Appeals and bankruptcy court decisions. It also guides you step-by-step through the bankruptcy laws, clarifying the purpose, features, mechanics, advantages, and drawbacks of Chapters 7, 11, 12 and 13 in the era of BAPCPA. It also includes a massive collection of forms, charts, and checklists in Volume 2, including more than thirty ready-to-use official forms prescribed by the U.S. Judicial Conference, and more than one hundred adaptable pleading forms, most of them taken directly from actual cases.

**Bankruptcy Deskbook** is an indispensable resource for bankruptcy attorneys and general practitioners involved in bankruptcy proceedings, and a useful reference for company executives and individuals filing for bankruptcies.

### What's Inside

Introduction to the Bankruptcy System • Jurisdiction and Related Topics • Initiating, Converting, or Dismissing Chapter 7 and Chapter 11 Cases • Examination of the Debtor and Other Parties • The Automatic Stay • Avoidance Powers • Collection, Disposition, and Distribution of Property of the Estate • Claims and Interests • Discharge and Dischargeability • Ethical Considerations and the Employment and Compensation of Professionals • Operating Guidelines and Reporting Requirements for Chapter 11 Cases • Adjustment of Debts of a Family Farmer or Fisherman with Regular Annual Income • Comparison of Chapter 7 and Chapter 13 Discharge Provisions • Litigation and Appeals

2 looseleaf volumes, 1,703 pages, \$325, Order #8048



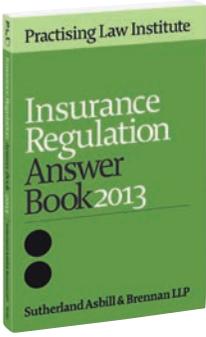
## Personal Bankruptcy Answer Book

**William C. Hillman** (*U.S. Bankruptcy Court, District of Massachusetts*) and **Margaret M. Crouch** (*Law Clerk, U.S. Bankruptcy Court, District of Massachusetts*)

With personal bankruptcies at an all-time high, every attorney should have a working knowledge of bankruptcy law. **Personal Bankruptcy Answer Book** provides you with that essential information in an easy-access Q&A format, giving you a strong, practical grasp of Chapter 7 and Chapter 13 bankruptcy standards, procedures, advantages, drawbacks, and challenges. Included is key guidance on filing requirements, document drafting, the complex means test, and Chapter 13 repayment plan formulation.

Gain a useful understanding of provisions of the Bankruptcy Code as they apply to Chapters 7 and 13, including the major impact of the 2005 Bankruptcy Abuse Prevention and Consumer Protection Act (BAPCPA). **Personal Bankruptcy Answer Book** was written as a comprehensive introduction to personal bankruptcy for the non-bankruptcy attorney and other legal professionals, and also serves as a handy desk reference for the bankruptcy specialist.

1 softcover volume, 410 pages, \$145, Order #26277



## Insurance Regulation Answer Book 2013

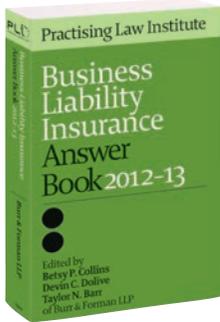
**Sutherland Asbill & Brennan LLP**

**Insurance Regulation Answer Book 2013** provides a general overview of the significant legal and regulatory guidelines that govern the insurance business in the United States. While it is deliberately high level, providing an introduction to a complex and constantly changing area of the law, **Insurance Regulation Answer Book 2013** offers readers practical guidance designed to assist them to effectively uncover the legal implications of proposed actions so they can help maximize opportunities, minimize liabilities and reduce compliance costs.

**Insurance Regulation Answer Book 2013** covers such areas as the complete definitions of — and distinctions between — the different kinds of insurance • the federal regulatory requirements, including recent amendments, on insurance company policies, investments and financial condition • and the role of reinsurance in spreading financial risk. Completely up-to-date, this new title covers the changes made by the Dodd-Frank Act and other recent statutory and regulatory changes.

and financial condition • and the role of reinsurance in spreading financial risk. Completely up-to-date, this new title covers the changes made by the Dodd-Frank Act and other recent statutory and regulatory changes.

1 softcover volume, 294 pages, \$195, Order #37955



## Business Liability Insurance Answer Book 2012-13

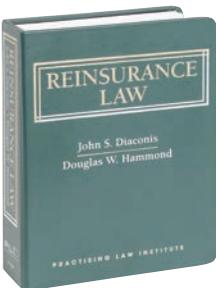
**Edited by Betsy P. Collins, Devin C. Dolive and Taylor N. Barr (Burr & Forman LLP)**

Being held personally liable for a business-related decision is the nightmare of every company manager, officer and director. As a result of the recent economic downturn, the number of cases being brought against businesses and the people who run them has surged. **Business Liability Insurance Answer Book 2012-13** provides a concise roadmap to the kinds of issues being litigated, and the types of liability insurance available to protect against suit and cover losses in the event of a successful recovery.

Written in a clear and direct Q&A format, **Business Liability Insurance Answer**

**Book 2012-13** is a handy softcover volume that will be of interest to lawyers and other legal professionals, as well as the corporate managers, officers, directors and other employees whose liability this type of insurance protects against.

1 softcover volume, Approximately 400 pages, \$235, Order #38087



## Reinsurance Law

**John S. Diaconis (Bleakley Platt & Schmidt LLP) and Douglas W. Hammond (National Financial Partners Corporation)**

**Reinsurance Law** gives you a practical grasp of the purpose, benefits, markets, and costs of reinsurance • the features, operation, and risk-and-return characteristics of the full range of reinsurance products • the two major industry standards, the Utmost Good Faith and Follow-the-Fortunes doctrines • the key role of intermediaries in reinsurance • and important judicial developments affecting the industry.

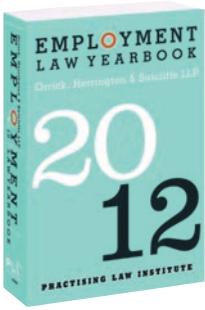
Including time-saving checklists and numerous adaptable sample agreements and sample clauses, this practical treatise covers federal and state law, customary industry practices, and relevant case law in clear, straightforward terms. **Reinsurance Law** examines the rights, duties, objectives, and potential liabilities of every reinsurance participant, while offering the expert drafting guidance that makes reinsurance transactions work.

1 looseleaf volume, 360 pages, \$295, Order #615



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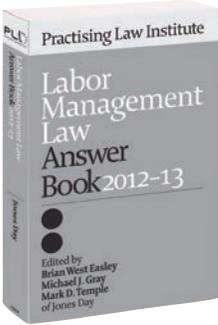
## Employment Law Yearbook 2012

**Orrick, Herrington & Sutcliffe LLP's Employment Law Practice Group**

The 2012 edition of **Employment Law Yearbook** covers the most important issues facing today's employers and employment law practitioners. In this tight employment market and amid the rapidly changing global economy, it is imperative that employers and employment law practitioners understand the legal implications of a wide range of workplace actions. Authored by Orrick, Herrington & Sutcliffe LLP's Employment Law Practice Group, a nationally recognized leader in this field, **Employment Law Yearbook 2012** substantially revises the 2011 edition and provides a review of current developments in the law, including case decisions, statutes, and other events of interest to employers in the past year, as well as practical steps employers can take to minimize their risks and comply with the law.

Revised annually, **Employment Law Yearbook** is an essential reference for in-house and outside corporate attorneys and human resource professionals, as well as attorneys representing plaintiffs and defendants in employment-related litigation.

1 softcover volume, 1,564 pages, \$235, Order #37959



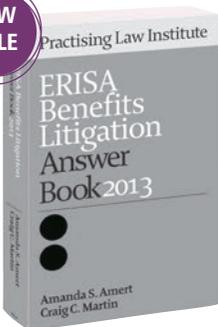
## Labor Management Law Answer Book 2012-13

**Edited by Brian West Easley, Michael J. Gray and Mark D. Temple (Jones Day)**

**Labor Management Law Answer Book 2012-13** is a concise overview of the controlling provisions of the NLRA and the other major federal labor legislation. Reflecting the in-depth knowledge and experience of the authors, it walks you through every requirement of federal law, including obligations under executive orders affecting labor relations of federal contractors • federal preemption of state regulation • reporting requirements of unions and employers • protected and unprotected activity • duty to bargain • unfair labor practice case procedures • and regulation of union dues and administration.

**Labor Management Law Answer Book 2012-13** also provides a concise guide to all of the requirements of the NLRA, LMRA, LMRDA and other federal statutes • detailed guidance on what is and is not permitted activity by both unions and employers in any negotiation • coverage of emerging issues of critical importance like collective bargaining in the public sector • the context and analysis necessary to effectively plan and execute a labor strategy against the backdrop of complex and constantly evolving federal law • and relevant planning opportunities and strategies to optimize proactive decision-making.

1 softcover volume, 644 pages, \$235, Order #38076



## ERISA Benefits Litigation Answer Book 2013

**Amanda S. Amert and Craig C. Martin (Jenner & Block LLP)**

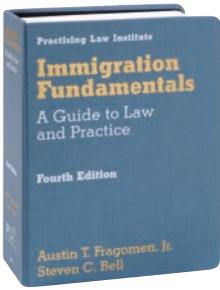
The 1974 enactment of the Employee Retirement Income Security Act ("ERISA") brought to the federal courts an array of claims that had previously been decided under a patchwork of state and local laws. The many subsequent changes in employee retirement options and the resulting federal regulations have created a complex legal web for attorneys to navigate. The newly published **ERISA Benefits Litigation Answer Book 2013** provides a comprehensive overview of this important area.

Using a straightforward Q&A format, it describes the causes of action under ERISA • types of actions allowed in federal court, including class actions • and fiduciary duties mandated under ERISA, and what constitutes a breach.

**ERISA Benefits Litigation Answer Book 2013** fully describes the legal requirements of, defenses to, and unique aspects of each of the following types of litigation that is brought under the Act: stock drop • ESOP • cash balance plan • prohibited transaction • fee • recovery of benefits due under a plan • multi-employer plan • managed care plan • and discrimination and interference with benefits rights. In addition, this comprehensive volume provides separate chapters discussing litigation of claims arising under federal common law • affirmative defenses to ERISA claims • and limitations on actions under ERISA.

Written by a team of authors with many years of ERISA litigation experience and filled with practical illustrations and practice tips, **ERISA Benefits Litigation Answer Book 2013** provides clear and useful answers to everyday questions.

1 softcover volume, Approximately 500 pages, \$235, Order #36141



## Immigration Fundamentals: A Guide to Law and Practice

### Fourth Edition

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Offering in-depth coverage of bedrock immigration legislation, the latest federal standards, and pivotal court decisions, **Immigration Fundamentals: A Guide to Law and Practice** gives you the legal and procedural knowledge to work more efficiently and effectively with employers, aliens, nonimmigrants, refugees, naturalized citizens, and government officials.

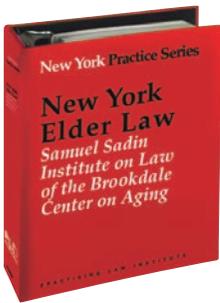
Enhanced by advisory "Practice Commentaries" and ready-to-use IRS forms, **Immigration Fundamentals** shows you how to follow all status-change procedures for employment-based immigration, family-sponsored immigration, and diversity immigration; satisfy important legal tests, such as proving "business necessity" when hiring aliens or "qualifying relationships" in family-sponsored immigration cases; and protect clients' rights, whether helping aliens fight unjust removal, nonimmigrants pursue lawful entry, or employers obtain judicial review for adverse decisions.

### What's Inside

The Basic Immigration Structure • Employment-Based Immigration • Family-Sponsored Immigration • Other Bases for Immigration • Nonimmigrants • Refugees and Asylum • Removal of Aliens • Administrative and Judicial Review • Rights and Obligations of Aliens • Employment of Aliens • Naturalization • Citizenship

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## ELDER LAW



## New York Elder Law

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**New York Elder Law** contains numerous time-saving checklists that help you stay current with rapidly changing laws, including up-to-date eligibility and benefit levels, benefit checklists for older adults, and flow charts for step-by-step guidance through complex appeals processes.

### What's Inside

Social Security, Old Age, Survivor & Dependency Benefits • Supplemental Security Income • Social Security and SSI Disability • Medicare • Supplemental Medical Insurance • Medicaid for the Elderly, Blind, or Disabled • Home Care • Protective Services • Housing Law • Nursing Homes • Health Care Decision Making • Veterans' Benefits • Retirement Plans

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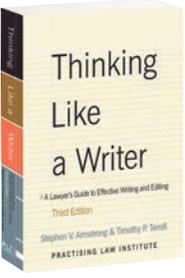


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**Third Edition**

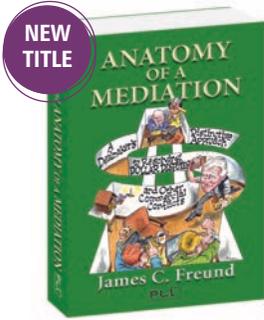
**Stephen V. Armstrong** (*Armstrong Talent Development*) and  
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*“Armstrong and Terrell’s lawyer’s guide to effective writing and editing is simply the best book ever written on legal writing. I would advise lawyers, judges, and paralegals to buy it, read it, and use it.”*

— Theodore Hess, practicing attorney and former Marine Corps Staff Judge Advocate

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1 softcover volume, 420 pages, \$49, Order #19367



## Anatomy of a Mediation: A Dealmaker's Distinctive Approach to Resolving Dollar Disputes and Other Commercial Conflicts

**James C. Freund** (*Retired Partner, Skadden, Arps, Slate, Meagher & Flom LLP*)

*“Anatomy of a Mediation should be read not only by mediators and aspiring mediators but by lawyers who represent clients in mediation, and it should be in the library of all commercial lawyers who need to be aware of the availability of evaluative mediation.”*

— Charles B. Renfrew, Chairman Emeritus of the Board of the CPR Institute for Dispute Resolution; Former Federal District Court Judge, San Francisco

*“For more than 20 years, Freund has applied his learning and experience to the successful mediation of commercial disputes of every variety. Anatomy of a Mediation brings it all together. . . . The book is beautifully written. . . .”*

— John D. Feerick, Former Dean of Fordham University School of Law, and Director of Its Feerick Center for Social Justice and Dispute Resolution

*“Anatomy of a Mediation is a cherished one-on-one tutorial by a master of the art – the quintessential dealmaker/problem solver Jim Freund.”*

— Judith S. Kaye, Former Chief Judge of the State of New York; Of Counsel, Skadden, Arps, Slate, Meagher & Flom LLP

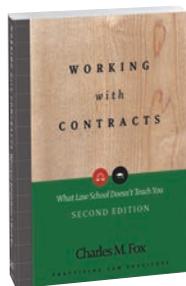
For his tenth book, Jim Freund has crossed over from a lifetime of negotiating M&A and other business deals to tackle the equally demanding task a mediator confronts in resolving disputes.

Freund has been honing his mediator’s craft over the past two decades, with particular emphasis on the toughest of all cases to settle — the classic zero sum game of a sizeable one-shot dollar dispute over hotly contested issues between sophisticated, well-represented parties. Freund’s problem-solving approach — rooted in his transactional experience and dealmaking mentality — is distinctive and has proved quite effective.

In **Anatomy of a Mediation**, Freund describes his evaluative technique in detail and takes the reader step-by-step through its application in resolving four expansive hypothetical situations, each focusing on a different type of dispute — such as a case involving multiple parties and another with significant deal elements and forward-looking considerations.

Freund’s prior books include *Anatomy of a Merger*, *Lawyering*, *Smart Negotiating* and *Smell Test*. He also created *Smart Negotiating for Lawyers* and other videos for PLI.

1 softcover volume, Approximately 400 pages, \$24.95, Order #44473



## Working with Contracts: What Law School Doesn't Teach You

**Second Edition**

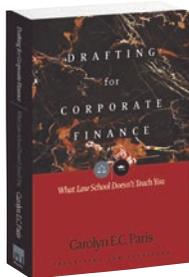
**Charles M. Fox** (*Fox Professional Development LLC*)

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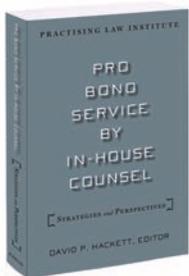
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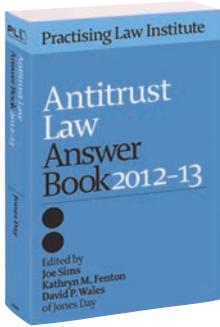
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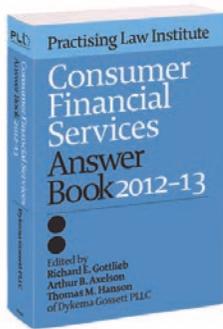
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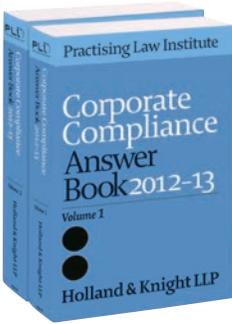
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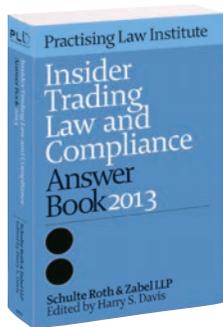
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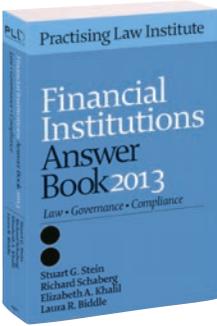
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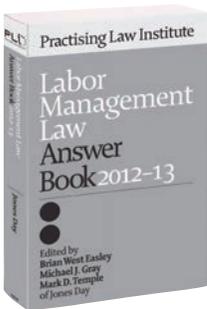
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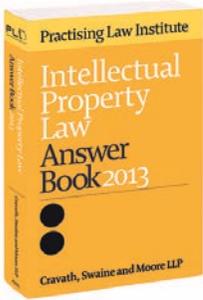


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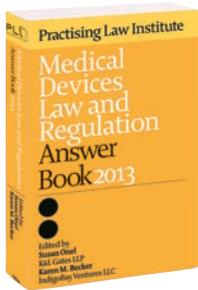
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**Cravath, Swaine & Moore LLP**

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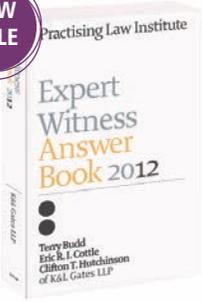
With over thirty contributors from a variety of major law firms and consulting firms specializing in medical device work, **Medical Devices Law and Regulation Answer Book 2013** provides practical guidance on how to handle everyday questions on a wide variety of topics, as well as what issues are likely to arise and how to avoid them.

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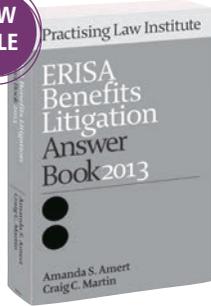
Edited by **Terry Budd, Eric R. I. Cottle** and  
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Written by contributors with many years of trial experience, each chapter includes practical hints on what works in court and what doesn't. **Expert Witness Answer Book 2012** is a handy one-volume softcover publication that can be taken with you into court or deposition to get quick answers to questions that must be answered immediately.

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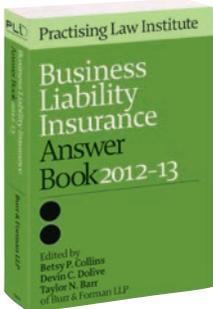
The 1974 enactment of the Employee Retirement Income Security Act ("ERISA") brought to the federal courts an array of claims that had previously been decided under a patchwork of state and local laws. The many subsequent changes in employee retirement options and the resulting federal regulations have created a complex legal web for attorneys to navigate. The newly published **ERISA Benefits Litigation Answer Book 2013** provides a comprehensive overview of this important area.

Using a straightforward Q&A format, it describes the causes of action under ERISA

- types of actions allowed in federal court, including class actions • and fiduciary duties mandated under ERISA, and what constitutes a breach.

**ERISA Benefits Litigation Answer Book 2013** fully describes the legal requirements of, defenses to, and unique aspects of each of the following types of litigation that is brought under the Act: stock drop • ESOP • cash balance plan • prohibited transaction • fee • recovery of benefits due under a plan • multi-employer plan • managed care plan • and discrimination and interference with benefits rights. In addition, this comprehensive volume provides separate chapters discussing litigation of claims arising under federal common law • affirmative defenses to ERISA claims • and limitations on actions under ERISA.

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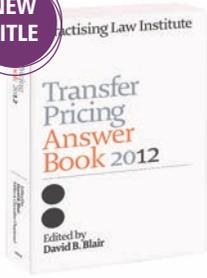
## Business Liability Insurance Answer Book 2012-13

Edited by **Betsy P. Collins, Devin C. Dolive** and  
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Being held personally liable for a business-related decision is the nightmare of every company manager, officer and director. As a result of the recent economic downturn, the number of cases being brought against businesses and the people who run them has surged. **Business Liability Insurance Answer Book 2012-13** provides a concise roadmap to the kinds of issues being litigated, and the types of liability insurance available to protect against suit and cover losses in the event of a successful recovery.

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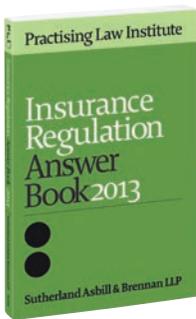
In light of the high-dollar risks presented by the increased enforcement efforts of tax authorities worldwide, the complexity of the ever-changing, inherently uncertain transfer pricing standards, and the continually evolving business models of businesses adapting to the constantly changing global economy, companies need practical guidance to permit them to develop and defend their transfer pricing strategies.

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before competent authorities, to bringing a transfer pricing case to court. The book's non-technical discussion is presented in a question and answer format that will appeal to readers regardless of their prior level of experience or familiarity with taxes in general, and transfer pricing in particular.

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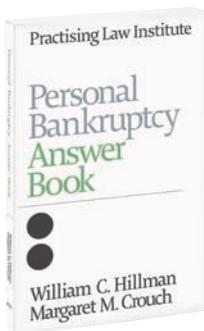
**Sutherland Asbill & Brennan LLP**

**Insurance Regulation Answer Book 2013** provides a general overview of the significant legal and regulatory guidelines that govern the insurance business in the United States. While it is deliberately high level, providing an introduction to a complex and constantly changing area of the law, **Insurance Regulation Answer Book 2013** offers readers practical guidance designed to assist them to effectively uncover the legal implications of proposed actions so they can help maximize opportunities, minimize liabilities and reduce compliance costs.

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