BOOKS
Catalog
2013
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:

- **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 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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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

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.

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.
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
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

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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
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, 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
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.

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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.

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*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.

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Stocker and Rikoon on Drawing Wills and Trusts has been a staple in the library of attorneys and estate planners for more than fifty years. It offers you uniquely clear, field-tested drafting guidance that ensures wills and trusts fully express clients’ wishes without provoking costly legal challenges.

Enhanced by hundreds of labor-saving sample forms and clauses, the new thirteenth edition of Stocker and Rikoon gives you the skills to help clients capitalize on the full range of tax-saving and non-tax opportunities, including pinpointing testators’ concerns and goals before drafting • translating clients’ objectives into precise provisions • amending wills before their execution • drafting legacies that clearly define articles and legatees • specifying tangible personal property • ensuring tax clauses in wills match the directions provided in trusts • avoiding drafting pitfalls • anticipating contingencies that could upset wills or trusts • and executing wills properly so they withstand probate contests.

What’s Inside
Introductory and General Matters • Legacies, Bequests, and Devises • Trusts • Tax Considerations • Special Purpose Trusts • Fiduciaries and Administrative Powers • Other Estate Planning Documents • Declining to Draft: When Should, or Must, a Lawyer Refuse to Prepare an Estate Plan?

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Sixth Edition

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“Covers all of the major areas with which the planner must be familiar, and does so in significant detail . . . an outstanding text.”

— New York Law Journal

Manning on Estate Planning has long been the planning tool of choice for seasoned professionals who want sound advice on how to craft flexible, individualized estate plans that help clients reach tax and non-tax goals.

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Langer on Practical International Tax Planning

Fourth Edition

Denis A. Kleinfeld (Fuerst Ittleman PL) and Edward J. Smith (Attorney at Law)

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Examining more than fifty tax-advantaged territories around the world, Langer on Practical International Tax Planning gives you the current knowledge and savvy advice you need to help clients capitalize on ripe tax havens and financial centers.

Regularly updated to ensure you stay on top of every issue and angle vital to your tax planning, Langer gives you the latest word on the legal, tax, business, financial, social, political, technological, geographical, and regional factors you must consider when developing and implementing customized planning strategies for clients.

Stocked with case studies that illustrate sound planning approaches, Langer enables you to select the right territories for each client; deploy the right instruments within each territory to eliminate, reduce, or defer taxes; avoid planning missteps that trigger tax problems; use local contacts to open doors to tax havens (with the aid of up-to-date contact information); and respond effectively to changing tax-planning situations in specific havens and financial centers.

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Second Edition

Cheryl E. Hader (Kramer Levin Naftalis & Frankel LLP)

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1 softcover volume, 442 pages, $145, Order #33674
Internal Revenue Service Practice and Procedure Deskbook

Fourth Edition

Erin M. Collins (KPMG LLP) and Edward M. Robbins, Jr. (Hochman, Salkin, Rettig, Toscher & Perez, P.C.)

“Navigating the complex maze of IRS practice and procedure rules can be daunting — but the task is made much easier with help from two of the most experienced tax controversy attorneys in the business today.”

— Kendall Jones, Sutherland

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- Examinations — including how to deal with IRS document requests, narrow the scope of IRS audits, and reach settlements
- Large and Mid-Size Business Examinations — from how to prepare for LMSB examinations to how to use IRS programs to expedite resolutions
- Assessments — with clear coverage of IRS assessment procedures and the Code’s complex mitigation provisions
- Civil Penalties — including steps you can take to abate penalties and minimize the risk of particular penalties being asserted
- Tax Fraud — with details on how to make voluntary disclosures to avoid investigations, assemble defense teams, and deploy “good faith” and other defenses
- Appeals — including how to proceed effectively in appeals conferences and pick the right settlement options for each client
- Litigation — with guidance on how to select the most favorable judicial forum for each case and cope with the Tax Court’s unique rules of practice and procedure
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Internal Revenue Service Practice and Procedure Deskbook offers analysis of key Tax Court decisions and other case law • highlighted “Practice Pointers” and other tips on steps to take and traps to avoid • real-world case studies and hypothetical examples clarifying important tax issues and strategies • convenient charts outlining civil and criminal tax-related penalties, and more.

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- Reportable Transactions
- Working Forms

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The Deskbook brings you laminated, quick-reference compliance tools, including a Circular 230 written tax advice decision tree • a Circular 230 compliance chart for covered opinions highlighting exceptions and special rules • a Circular 230 compliance flow chart detailing affirmative duties and prohibited activities • a covered opinions compliance checklist • and a reportable transactions compliance flow chart.

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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: A Practical Guide for Multinational Investors

Third Edition
Robert C. Lawrence III (Cadwalader, Wickersham & Taft LLP)

Featuring detailed planning checklists and formulas for calculating taxes and tax credits, International Tax & Estate Planning enhances your ability to help clients maximize assets • minimize taxes, risks and legal disputes • maintain confidentiality • and implement effective, individualized testamentary plans. One of the nation’s leading multinational investment authorities shows you how to capitalize on tax-advantaged strategies • protect investments against government expropriation and other extraordinary events • draft problem-free wills and trust documents that secure clients’ interests • and avoid errors in an era of increased regulatory oversight, conflicts of law, and greater demands for financial disclosure.

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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Trial Handbook

2012 Edition

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

“A valuable reference tool that should be a part of every litigator’s library.”
— New York Law Journal

“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.

Packed with practical checklists, charts, outlines, sample jury selection questions, and a searchable CD-ROM, Trial Handbook gives you the knowledge and tools to:

• Develop solid trial briefs and strong case plans
• Prepare lay and expert witnesses and organize your exhibits more effectively
• Master voir dire to maximize your chances of getting the most sympathetic jurors
• Make a clear record at trial to aid jurors’ understanding of your case
• 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
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.

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

*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:
- Make a motion for leave to appeal
- Obtain stays
- Prepare and file the record
- Meet appellate deadlines
- Muster the record in preparation for the brief

Featuring a 14-page appellate checklist, sample forms, and model briefs, *How to Handle an Appeal* shows you how to identify and spotlight your strongest arguments • overcome the weak aspects of your case • check and capitalize on compelling legal precedents • craft different appellate game plans for different courts • prepare sharp counter-arguments to neutralize your opponents’ lines of attack • get an edge during judicial questioning • and avoid typical appellate errors.
Sinclair on Federal Civil Practice

Fifth Edition

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

“The desk reference for both the young litigator and the seasoned trial lawyer . . . complete and authoritative.”

— James R. Hawkins II, Robinson & Cole

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.

The treatise includes a Compendium of Recent Authorities that offers a chronological, circuit-by-circuit listing of recent complete discussions by the federal courts of appeal. It is organized to correspond section-by-section with the treatise itself, making it easier to locate cases in specific circuits.

What’s Inside

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

2 looseleaf volumes, 1,406 pages, $215, Order #16913

Federal Bail and Detention Handbook 2012

John L. Weinberg (U.S. Magistrate Judge for the Western District of Washington at Seattle)

“. . . a must for judges, U.S. attorneys, and defense counsel.”

— Texas Bar Journal

“The savings in time alone, as you try to prepare for an initial or detention hearing, makes the Handbook a bargain.”

— Defense Magazine

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 Appear • 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

1 softcover volume, 342 pages, $155, Order #37923
Electronic Discovery Deskbook

Mayer Brown LLP

Edited by Thomas Y. Allman (Former Senior Counsel, Mayer Brown LLP), Anthony J. Diana (Mayer Brown LLP), Ashish S. Prasad (Discovery Services LLC) and Matthew A. Rooney (Mayer Brown LLP)

Electronic Discovery Deskbook enables you to meet the legal, procedural, and technical challenges of e-discovery while cutting its costs and risks. The Deskbook helps you to develop information and litigation management policies and procedures that guide you to identify, preserve, collect, prepare, and produce discoverable, electronically stored information (ESI) in cost-effective, legally defensible ways.

You’ll learn how to:

• Create data source catalogs that reduce the cost of preserving ESI
• Document your good faith ESI preservation efforts to lessen legal exposure
• Meet the unique demands of preserving different types of ESI
• Make clear, reasonable e-discovery requests that satisfy legal standards
• 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
• Minimize your exposure to spoliation claims and sanctions

What’s Inside


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Featuring step-by-step planning checklists and sample agreement clauses, American Arbitration helps you to determine when a dispute should be arbitrated or litigated, and to understand the key laws, rules, techniques, procedures, issues, and trends specific to arbitrations in such areas as securities, intellectual property, international commerce, construction, and labor and employment.

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Product Liability Litigation: Current Law, Strategies and Best Practices

Edited by Stephanie A. Scharf (Scharf Banks Marmor LLC), Lisa T. Spacapan (Jenner & Block LLP), Traci M. Braun (Exelon Corporation) and Sarah R. Marmor (Sharf Banks Marmor LLC)

Product Liability Litigation: Current Law, Strategies and Best Practices provides comprehensive legal, technical, and strategic knowledge that maximizes your ability to prevail in consumer product liability cases, whether you’re the plaintiff’s or defendant’s attorney.

Product Liability Litigation also gives you current regulatory information, including the latest product safety standards, which enables you to help companies avoid claims and litigation altogether.

Featuring case studies, checklists, sample documents, and other practical resources, Product Liability Litigation shows you how to develop case assessment and discovery plans that can cut litigation costs and increase the likelihood of a favorable resolution for your clients; use forensic analysis and software tools to obtain key electronically-stored information for cases; deploy technologies to present complex scientific evidence in clear, compelling ways to jurors; craft e-discovery management plans that help you to comply with e-discovery rules, control costs, and avoid spoliation claims; reach product liability class action settlements; and help companies develop effective crisis management plans.

Product Liability Litigation: Current Law, Strategies and Best Practices is essential reading for any attorney involved in product liability issues, including litigators and corporate attorneys seeking to minimize the legal exposure of their clients.

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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Medical Malpractice includes a wealth of practical resources, including a complete set of pleadings and auxiliary documents (three dozen in all) from a single medical malpractice action, and scores of other useful forms and documents that you’ll quickly find indispensable.

What’s Inside

Physician’s Liability for Medical Malpractice • Vicarious Liability of the Physician • Vicarious Liability of the Hospital • Damages • Defenses • The Pleadings and Auxiliary Documents • Investigation of the Medical Facts • Examination Before Trial • Petitional Motions • Initiating the Trial • The Opening Statement • Presenting the Direct Case • Cross-Examination • The Charge to the Jury • The Summation • Judgments • Appeals • Appendices • Legal Bibliography • Medical Bibliography • Table of Authorities • Index

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Evidence in Negligence Cases

Tenth Edition

Thomas A. Moore (Kramer, Dillof, Livingston & Moore LLP)

“[Tom Moore’s] success in winning extraordinary verdicts, even in the toughest cases, is legendary.”
— The American Lawyer

Evidence in Negligence Cases shows you how to win personal injury cases by picking, preparing, presenting, and reinforcing your most powerful evidence. Evidence in Negligence Cases gives you the knowledge and tools to gather and organize your strongest evidence and develop winning case plans; impress jurors with your competence and conviction as early as voir dire; select the right lay and expert witnesses and prepare them effectively; anticipate and counter your opponent’s strategies to get an early edge; establish (or undermine) the four key elements of a prima facie case; maximize the probative power of different types of demonstrative evidence; draft and deliver convincing opening statements and summations; destroy the credibility of witnesses through cross-examination; rehabilitate witnesses through successful redirect examination; and request charges that put you in a better position to win.

Included are more than 225 sample forms, legal and medical documents, trial transcripts, case law examples, and other litigation resources.

Evidence in Negligence Cases is an indispensable litigation handbook for every attorney who handles a personal injury case, for either plaintiffs or defendants.

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Friedman on Leases

Fifth Edition

Milton R. Friedman and Patrick A. Randolph, Jr. (Professor of Law, University of Missouri School of Law)

“There is no comparable work on the subject.”
— The Business Lawyer

Friedman on Leases clarifies and analyzes the full range of lease provisions and conceivable landlord-tenant situations to give you unsurpassed practical instruction on how to negotiate and draft airtight agreements that protect your clients’ rights and minimize their liability exposure.

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

• Draft, negotiate, and amend every essential document involved in commercial leasing
• Modify lease provisions for the full variety of landlord-tenant arrangements
• Anticipate and resolve problematic transaction developments
• Avoid drafting errors, including omissions, ambiguities, and fatal terminology
• Understand and deal with difficult issues specific to assignments, subletting, renewals, take-over leases, percentage leases, and other challenging aspects of commercial leasing and
• Proceed wisely in those leasing areas with divided judicial authority or divergent state statutes

Recognized for its balanced coverage of tenant and landlord concerns, Friedman on Leases explains how tenants can obtain a ceiling on their aggregate liability, ensure premises are usable for their purposes before signing a lease, and relax the strictness of the non-assignment clause; and clarifies how the retaliatory eviction doctrine prohibits landlords from evicting tenants for exercising certain legal rights.

Conversely, Friedman on Leases gives details on how landlords can limit their liability for constructive eviction, how a properly constructed survival clause can protect landlords’ interests, how a radius clause in percentage leases can protect landlords when percentage tenants attempt to go too far, how a breakdown clause protects landlords if services are interrupted during repairs, and much more.

3 looseleaf volumes, 2,506 pages, $575, Order #660

Commercial Ground Leases

Second Edition

Jerome D. Whalen (Attorney at Law)

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:

• Basic rent and other payments
• Percentage rent as well as tenant, subordinated fee, and leasehold financing
• Ground lease term
• Premises, title, and use and occupancy
• Subletting, assignment, and sale
• Exculpatory clauses
• Insurance, damage, and reconstruction
• Condemnation, default and redemption
• Surrender upon termination and rights to purchase
• Development rights leases and multiparcel development

Commercial Ground Leases shows you how to use arbitration and mediation to resolve disputes • how major bankruptcy laws have affected ground lease practice • how the law has adopted the “modern” concept of a lease as a contract governing a commercial transaction or relationship • and how dramatic changes in the real estate financing market have impacted commercial ground leases.

1 looseleaf volume, 750 pages, $295, Order #642
Friedman on Contracts and Conveyances of Real Property

Seventh Edition

Milton R. Friedman and James Charles Smith (Professor of Law, University of Georgia School of Law)

“The ‘bible’ for any lawyer handling a real estate conveyance.”
— The Business Lawyer

“This book should be required reading for all attorneys who intend to represent a party to the sale of real estate.”
— American Bar Association Journal

Providing more than 140 sample forms, sample clauses, and checklists that simplify and accelerate transactions, Friedman on Contracts helps you to carefully consider all the issues and options before you finalize a contract, handle unexpected problems and contingencies before they become deal-breakers, factor in a relevant case law when structuring sound agreements, and avoid drafting ambiguous or incomplete contracts that can lead to delays and aborted deals.

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:

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• How do you describe property with “reasonable certainty”?
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Schulte Roth & Zabel LLP
Edited by Harry S. Davis

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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.

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

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 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
Intellectual Property Law Answer Book 2013
Cravath, Swaine & Moore LLP

Intellectual Property Law Answer Book 2013 is an easy-to-use resource for practitioners facing a patent, trademark, or copyright issue for the first time or looking for a refresher on IP law. It answers basic questions (What is a utility patent? Who owns a trademark?) and questions that help readers grasp key terminology (What is trademark dilution? What does it mean to “reproduce” a copyrighted work?). It addresses both transactional issues (How are copyrights transferred? Who may grant a license to a patent?) and litigation issues (Who has standing to enforce a patent? What equitable defenses are available to a defendant charged with trademark infringement?). And it supplies abundant practical guidance (What should a cease-and-desist letter say? What form should the notice of copyright take?)

Throughout Intellectual Property Law Answer Book 2013, the focus remains on providing practical guidelines and using recent cases to explain key concepts. The convenient, easy to follow Q&A format allows readers to develop an understanding of patent, trademark and copyright law and concepts in a methodical way, and also allows readers to locate specific information quickly, so that the book can serve as an ongoing reference tool. Authored by commercial litigators specializing in complex intellectual property practice, the book aims to provide a summary that is easy to understand and retain.

Medical Devices Law and Regulation Answer Book 2013
Edited by Suzan Onel (K&L Gates LLP) and Karen M. Becker, Ph.D. (IndigoBay Ventures LLC)

The regulation of medical devices has grown increasingly complex since the Medical Device Amendments to the federal Food, Drug and Cosmetic Act (FDCA) were introduced in 1976. Medical Devices Law and Regulation Answer Book 2013 walks you through the current regulatory requirements and describes every aspect from pre-market requirements for specific types of devices, to post-market regulation and ongoing government enforcement and investigation.

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.

What’s Inside
Overview of the Legal Framework for Medical Device Regulation in the United States • Clinical Studies of Investigational Devices • Device Premarket Submissions • Devices with Unique Issues — Combination Devices, Radiological Devices, Restricted Devices, Customer Devices, and Device Software • In Vitro Diagnostic (IVD) Devices • The Quality System Regulation • Device Facility Inspections • Postmarket Considerations • International Considerations • Interacting with FDA • Enforcement and Government Investigations Regarding Medical Devices • Continuing Medical Education (CME) and Industry-Supported Scientific Activities • Intellectual Property Considerations for Medical Device Companies • Licensing, Product Development and Commercialization • Fraudulent and Abusive Practices in the Reimbursement for Medical Devices • HIPAA’s Impact on the Medical Device Manufacturing Community • Litigation, Product Liability, and Preemption • FDA Criminal Enforcement • Overlapping Jurisdiction with Other Agencies and Law Enforcement Entities • Commonly Used Acronyms

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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.

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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.

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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.

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

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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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.

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

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