Women Value GC Work for Quality Focus, Flexibility

By DEIRDRE NEWMAN

While there’s no empirical data to chart a rise in female general counsels in Orange County, several local GCs say they’ve seen an increase over the past 15 years or so.

Being in-house can provide greater flexibility in terms of work hours, and it also provides value, with the opportunity to be a female leader in management, said Wendy Peterson, general counsel at Irvine-based law firm Knobbe Martens Olson & Bear LLP, where she handles internal legal matters.

She describes general counsels as “someone whose advice is strategic and critical to the success of the enterprise.”

“It’s very satisfying to know that you have made a positive difference in your company’s or law firm’s business,” said Peterson, who’s held the position since 2002.

Any increase in female leaders at the executive level is “a net positive,” said Bernardette Chala, general counsel at Irvine-based Arbonne International LLC, which makes personal care and wellness products sold by an international network of independent consultants.

“It signifies to me that women in leadership roles is something that is becoming a given rather than something noted as unusual,” she said. “I am looking forward to the day when we don’t have to talk about the rise of female GCs anywhere.”

She noted that U.S. law schools have graduated classes with an even male-female split for many years now and “we should see this reflected not just in private practice, but also (with) in-house lawyers and our leadership ranks in … in-house practice.”

Getting There

Female general counsels in Orange County entered their roles in a variety of ways, some by having a lawyer-like focus on the position straight out of law school, others by going with the flow.

Tania King, general counsel at Irvine-based call center operator Alorica, exemplifies the former.

The company is the largest provider of “customer experience solutions” in the U.S. based on number of employees—it has more than 55,000—and the third-largest worldwide based on revenue, at $2.4 billion, according to a company spokesperson.

King said she saw herself first as a businesswoman, which made it challenging for her when she graduated from law school.

“I really enjoyed reading and learning about corporate strategy,” she said. “It intrigued me. I thrived on the ability to contribute to an organization’s success and growth, and as I learned about GC careers, I knew that is where I wanted to be, and I was willing to take a less-than-popular career track and start my career off in-house.”

She accepted a position as in-house counsel at QuickStart Intelligence, a Microsoft partner, right after graduating from Santa Clara University School of Law during the technology boom in 1995, “when they were willing to take chances on those of us without considerable experience,” she said. Within six months, she was promoted to general counsel.

She was recruited by Irvine-based Advantage Solutions and this year by Alorica, where she worked her way up to chief legal officer, chief compliance officer and secretary. She said being a GC presents a broad range of issues and challenges every day.

“One day, you may work on a union issue, and the next you must quickly switch gears and tackle a complex acquisition issue,” she said. “This type of workload requires (that) you have a broad range of expertise, as opposed to specific areas of focus.”

And it is very important to recognize, reward and retain talent in areas you may not have a large amount of expertise in.

She also said GCs should be strategic in how they approach priorities and support their companies.

“Many like the fact that you don’t have to track your hours in-house, but be aware—you must become a data and in-sights expert and track how your initiatives are contributing to the growth and protection of the company’s bottom line. It might surprise you.”

Shelli Black, general counsel at Newport Beach-based IHP Capital Partners, an equity capital provider for homebuilding and land development, took a more circuitous route. Her path to becoming general counsel started in 2003 as a partner at Irvine-based boutique real estate and litigation firm Pinto & Dubla LLP.

The firm’s managing partner left to become general counsel and a deal originator at IHP, which at the time was one of Pinto’s largest clients.

Pinto soon disbanded, and Black and her real estate division joined Garrett DeFrenza & Stiepel LLP in Costa Mesa. At that point, she said her goal was to slow down so that she could spend more time with her husband and two young daughters.

IHP was also a client of GDS, and she stayed with GDS part time to help with IHP matters. After about a year, she got a call from her previous managing partner that IHP wanted to form an in-house legal department and to bring over most of the GDS team.

“With an understanding that my hours would not be crazy and that I could work from home. I agreed,” she said.

Aimee Weisner, general counsel at Irvine-based medical technology company Edwards Lifesciences Corp., said she was willing to join a company where she could devote her efforts to just one client. Edwards’ products include heart valves.

“It’s a privilege to be general counsel and a member of the company’s executive management team,” she said. “With Edwards, it is particularly meaningful to me to be part of a company focused on helping patients around the world who suffer from structural heart disease or are critically ill,” she said.

“It gives an extra level of meaning to my career track and start my career off in-house.”

In general, women in-house general counsel value flexibility, work-life balance and the ability to work on a range of issues and challenges every day.

The Business Journal’s Deirdre Newman asked Orange County-based general counsels in industries ranging from manufacturing and technology to finance and legal, how they go about choosing outside attorneys to do legal work.

Following are edited excerpts of their responses:

Shelli Black
IHP Capital Partners
Irvine

“We are usually several factors that go into the decision. First, in certain circumstances, we may be required by an investor to choose from a list of authorized counsel. In those situations, myself and others in our company have developed relationships with a number of authorized firms, and we will continue to use those firms, as long as they have the expertise and availability for the issue at hand. Otherwise, I will work with the businessperson in charge of the matter to find counsel that is best suited to handle the transaction or issue—looking at factors such as expertise, availability, prior transactions, geographic location, potential conflicts, and hourly rates.”

Peter Macdonald
LoanDepot LLC
Foothill Ranch

“We rely on outside counsel primarily for litigation and corporate transactional work. When looking for outside counsel, I like to hire lawyers rather than law firms. We look for those who appreciate the end zone. By that, I mean they have to understand that outside counsel is there to help us resolve an issue, and they have to embrace the outcome desired rather than the processes they want to follow. When I talk to a law firm on a matter, most will say, ‘Yes, we can do that.’ The best law firms say, ‘You’re better off going to someone else on this.’ Those are the ones I trust the most. They know where they can absolutely shine.”

No one law firm will get all of our business because we need experts in each area, and no one law firm has experts in every area. So I look for a firm whose principals know when to turn down an issue because they’re not the best for us. I look for partners who understand the desired outcomes, can plan with me to get that outcome, rather than implement a preset process they have.

Finally, I look for a law firm that understands our business.”

John Page
Golden State Foods
Irvine

“Outside counsel is selected based on their expertise and value. Value is demonstrated by application of subject matter expertise, assessment/judgement, efficiency and knowledge, including knowledge of our business.”

It is usual to gravitate toward a law firm based on reputation, but selection is often on the actual counsel who will handle the matter and their ability to provide great support and thought leadership.

Knowing the law, being pragmatic and efficient in approach, and cost are high on our list.”

Wendy Peterson
Knobbe Martens Olson & Bear LLP
Irvine

“I rely primarily on recommendations in choosing outside counsel. Someone with a proven track record is more likely to be effective. I start with my network of in-house counsel and ask around for recommendations.”

After talking with new counsel, I also ask to talk with their client references, as that provides additional insight.”

Michael Ray
Western Digital
Irvine

“We always look for the best lawyers available for whatever project we are staffing, since we are fundamentally about results.”

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Benefits
Several female general counsels in OC said they appreciate the flexibility that being in-house provides. Black said the ability to work primarily at home has been "amazing." It enables her to participate in some of her children’s extracurricular activities during the day. To compensate, she works at night.

"Another benefit is not having to generate new clients," she said. "When I was a partner, this task often required after-hours attention, which took away time from my family."

Petterson said that while there’s flexibility, working in-house doesn’t always mean predictable hours.

"More than flex hours, working in-house permits you to devote as much time as needed to address a legal issue that arises," she said. "You are not constrained by the clock and the budget set by your client."

Chala agreed. “When you are in-house, you can really focus on the quality of your work and the overall big-picture impact of the advice you are giving to your client, rather than constantly running your work product against the billable time units it took you to create it.

Weisner said a general counsel’s workload is similar to that at a law firm but that the pace is different.

"I find regular business hours to be quite predictable, while evenings and weekends are less so," she said. Leadership, Mentoring
Several general counsels said they’ve gotten involved with women’s leadership initiatives at their companies. King and Joyce Lee, Alorica’s chief culture officer, are working together to develop a Global Women’s Leadership initiative at the company. King said. The initiative was designed to “ensure we have a mentor program in place to support (and) identify opportunities and develop our high-potential women leaders.” It’s global because the company is a global organization, “and we wanted to ensure we are inclusive of all women leaders, regardless of location.”

“I sincerely believe these initiatives have contributed to increased investment in the development and opportunities for women leaders,” she said. "Many of my female GC peers have shared that a mentor, either male or female, or a women’s leadership initiative, has had a direct impact on their career development and success."

Petterson at Knobbe Martens said she advises those going in-house to continue to seek mentors in both the legal and business realms.

"Choose reliable, hardworking and bright counsel for your in-house team, and retain talented outside counsel," she said. "Learn your company’s business, and always raise business issues that you identify in the course of providing legal services to the company. Consider what business issues arise based on your legal advice, and be prepared with suggestions on how to resolve those issues."

Rob Tennant
Veros Credit
Santa Ana

For matters which are routine and have higher volume, I look for efficiency and cost-effectiveness. For matters which are unique, complex or could result in significant liability, cost is still a factor, but I also look for area-specific experience and the ability to be innovative.

Jenny Wang
MerchSource
Irvine

I choose outside counsel for legal work based on a combination of referral, expertise, and the particular concerns of my internal business associates involved with the issue.

Cost is important but can be negotiated and is ultimately ancillary to finding a suitable outside counsel who is practical and business-savvy in application of legal expertise to the real-world situation at hand.

Q&A

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Similar to the complicated storylines of Game of Thrones, business transactions can also be very complicated. Decisions made by a character in the show (or novels) may be perceived as one when viewed in vacuum, but different in the grand scheme of things. Just as Tyrion Lannister uses words as a sword or shield to navigate the Seven Kingdoms, so too can the step transaction doctrine be used to navigate U.S. tax laws.

What is the Step Transaction Doctrine?
The step transaction doctrine is a common law judicial doctrine that seeks to address potential taxpayer abuse by generally providing for various transaction steps to be recast as a single transaction for U.S. federal income tax purposes.

When is the Step Transaction Doctrine Applicable?
The application of this doctrine should be considered when a company engages in a scheme designed to achieve the ultimate result.3 Under this test, if a “series of closely related steps in a transaction are merely the means to reach a particular result” the steps will be treated as a single transaction.4 The end result test analyzes whether the series of separate steps were really part of a single scheme designed to achieve the ultimate result.5 Under this test, if a “series of closely related steps in a transaction are merely the means to reach a particular result” the steps will be treated as a single transaction.6 The end result test focuses on the subjective intent of the taxpayer to allow the court to determine whether a taxpayer “directed a series of transactions to an intended purpose.”7 The interdependence test inquires as to whether the steps occurred under a reasonably objective view the steps were so interdependent that the legal relations created by one of the transactions seem fruitless without completion of the series.8

There have been numerous cases and guidance issued by the Internal Revenue Service (the “Service”) where the step transaction doctrine has been applied as a sword or shield.

As a Sword
In Uniroyal Inc. and Consolidated Subsidiaries v. Commissioner, Uniroyal Inc. (“Uniroyal”) and ICI Americas, Inc. (“ICI”) each held 50 percent of the outstanding stock of Rubicon Chemicals, Inc. (“Rubicon”).9 As part of a broader restructuring to separate Rubicon’s businesses, Rubicon distributed a dividend to Uniroyal in the form of a promissory note prior to the sale of Rubicon to ICI. The Service argued that the step transaction doctrine should apply to integrate the dividend and sale together. The Tax Court concluded that the steps should be respected as two separate transactions even though the steps occurred only a few days apart because there was a business purpose for the structure and there was no binding agreement for the sale to take place before the dividend. The Tax Court distinguished the facts of two other cases, Waterman Steamship10 and Litton Industries11 based on certain facts and circumstances such as timing between the steps, the business purpose, costs, and the subsidiary’s ability to make a dividend distribution.

Under the facts of Rev. Rul. 2008-28, the selling corporation and purchasing corporation intended to effectuate a tax-free reorganization. The purchasing corporation formed a new transitory merger subsidiary for the purpose of merging with and into the selling corporation’s subsidiary, the target corporation. In the merger, the purchasing corporation acquired all of the stock of the target corporation. Thereafter, pursuant to a plan, the target corporation completely liquidated into the purchasing corporation. The ruling concluded that even though each separate step qualified for tax-free treatment, the steps should be recast and treated as a taxable purchase of the target subsidiary’s stock followed by a tax-free liquidation of the target subsidiary. A serious consequence since the selling corporation was expecting a favorable tax result.

As a Shield
Even though there is quite a bit of uncertainty in the treatment of a series of steps that occur close in proximity, the step transaction doctrine does not always apply to destroy steps like Frey daggers at the Red Wedding. There are authorities that allow a taxpayer to use the step transaction doctrine as a taxpayer-friendly planning tool. For example, a corporation could use it to collapse certain steps (out of a series of steps) into a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code (i.e., F reorganization). This transaction is often referred to as an “F in a Bubble” since it generally turns off the step transaction doctrine with respect to other steps that occur before or after the F reorganization.12

Although the step transaction doctrine and its various tests are commonly used in tax law,13 courts have also applied similar principles to bankruptcy cases as “collapsing transactions.”14

Prepare for Winter
The application of the step transaction doctrine to recast a series of steps can significantly affect a company’s intended business, legal, and tax consequences. A company should keep this doctrine at the top of mind when planning a transaction involving a series of other transactions close in time. This is especially true if the steps or transactions take place during the same tax year. By considering the step transaction doctrine early in the process, a company is better positioned to determine whether its business objectives outweigh the possible tax consequences.

The facts and circumstances surrounding the various transaction steps, such as the timing, business purpose, and non-tax motives, are important factors to consider. Having a binding commitment to do X within a few months of Y could result in significant, unexpected tax consequences.

If your business attorney is not also your tax attorney, then it is important to ensure that the two practitioners discuss the transaction steps early when contemplated rather than when Winter (i.e., the Service) comes...
Knobbe Martens

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Bernadette Chala, Arbonne International
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Jennifer Davies, Pacific Life Insurance
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Bruce Larson, Western Digital
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Kendra Miller, BJ’s Restaurant
James Schindler, Masimo
Sheniece Smith, Children’s Hospital of Orange County
Sharon Wang, Arbonne International
Jason Weintraub, Taco Bell
Ako Williams, Ushio America
In-House Legal Team, Corelogic
In-House Legal Team, PIMCO
In-House Legal Team, Taco Bell
With the 2028 Summer Olympic Games coming to Los Angeles, it seems like all of the Southland has Olympic fever. Orange County has long been a favorite training ground for many Olympic teams, including USA Water Polo. In this article, O’Melveny Newport Beach partner Tony Wang, who works with USA Water Polo, catches up with Christopher Ramsey, Chief Executive Officer of the federation, about the organization’s ties to Orange County and what the Games will mean to the team and the community.

O’Melveny has an extensive history working with the Olympics in a variety of roles, including serving as dispute arbitrators at the Games, negotiating broadcasting and licensing deals for the International Olympic Committee, and advising numerous national governing bodies on various legal matters.

Tony: What is the water polo federation’s connection to Orange County?
Chris: USA Water Polo was the first national governing body of an Olympic sport to locate its national office, along with our teams and training programs, in Orange County (2006). Southern California has the largest concentration of water polo players in America today, including many Olympians, so by moving here we settled in what has become the heart of water polo in America.

Tony: Looking ahead to 2028, what will it mean for America to again host the Olympic Games in Southern California?
Chris: Water polo is one of the nation’s fastest growing sports, yet our trajectory is an exception. In the last decade, mainstream high school sports such as football, soccer, and basketball have registered declines in varsity participation. This is part of a larger national crisis, with an estimated 81.6 million Americans inactive in 2015. Having the Games locally is an opportunity to remind everyone of the value of sport. We see too many young people who are discouraged by youth programs that emphasize trophies over sport and self-improvement. This represents a chance to press the restart button and commit to making youth sport fun again, while teaching our young people the value of a life balanced by athletics.

Tony: The women’s team is a leader in water polo, winning back-to-back Olympic gold medals. What has this done for the sport?
Chris: Our women’s team currently holds every major title in international water polo. They not only win; they inspire. Their unselfish style of play, detailed preparation, and tough-minded approach to the toughest of games sets them apart—Coach Krikorian is building one of the great dynasties in the history of sport. I remember watching a qualification game against Greece with a veteran European coach who, overwhelmed by the performance of our American women, said it was some of the most beautiful water polo he had ever witnessed. Having these women as role models for our youth is also an invaluable asset for our community.

Tony: What opportunities are there for the Orange County business community to become more involved with USA Water Polo?
Chris: A number of the OC’s most prominent business people have connections to water polo, including former chair of the United States Olympic Committee Peter Ueberroth, who played at San Jose State and is in our Hall of Fame. The business community has been very helpful to us and is an important partner because, unlike virtually all of our competitors around the world, American teams compete in the Olympics without any government support.

One of the biggest competitive challenges faced by our Olympic program is retaining qualified athletes after they finish their collegiate careers. We have discussed creating a business council as a new initiative that would, among other things, connect our Olympic athletes to companies in their chosen fields. This would help athletes make a smoother transition when their playing days are completed, and companies would gain by sponsoring an Olympian within their organization, whom they could also spotlight at designated corporate events.

Our teams are eager to give back to the community, and we are mindful of our corporate social responsibility. Our coaches and athletes are looking for opportunities to collaborate with Orange County businesses to foster leadership, teamwork and healthy lifestyles.

Tony: How is O’Melveny involved with the water polo team?
Chris: O’Melveny provides us with generous pro bono assistance on certain legal matters, joining Morgan Lewis and Paul Hastings as important supporters of our work. Through their counsel, O’Melveny allows us to make informed decisions on issues our federation encounters in the international sports space.

Tony: Chris, you’ve had an interesting road to the OC. Can you tell me a bit about your background?
Chris: I worked for many years with Robert MacNeil of The MacNeil/Lehrer NewsHour on PBS. Robin used to describe me as a square peg in a round hole because he had trouble reconciling my literary and musical background with my interest in business management. I started my career lecturing in English literature at Cornell University, where I also cut my teeth as a young writer. My path then swerved toward journalism. I worked for nearly 15 years at MacNeil/Lehrer. I subsequently became one of the chief executives for The New York City Ballet, where I was fortunate to work with Peter Martins on a wide range of business and creative initiatives.

Tony: It seems like water polo is a far cry from the NY City Ballet. How is it different or similar?
Chris: It might seem far away, and there are days when I confess that it feels that way without the comfort of the Lincoln Center stages and rehearsal studios. Yet both organizations share key similarities. Both are resolve in their commitment to craft and to excellence. Both are international non-profit corporations with world class boards, which help them plan strategically to address complexities that accompany the global stage. Both endeavors are built around stewarding human potential developing the magic within each performer while also emphasizing teamwork. And both are populated with tough, talented individuals, who devote themselves to pursuing a standard of perfection few of us can imagine.

The opinions expressed in this article do not necessarily reflect the views of O’Melveny or its clients, and should not be relied upon as legal advice.
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On any given day, you will find Southern Californians donning their favorite local brands. Whether eating In-N-Out Burger®, sporting Vans® shoes, Stance® socks, and a favorite SoCal surf-brand, or even dressing up in a St. John Knits® ensemble while scheduling Botox® treatments before going home to watch a Vizio® television, SoCal brands are undeniably woven into our lifestyle. We are accustomed to witnessing countless brands grow in our own stomping grounds. We have also seen brands grow to the point where they are bought by large corporations — resulting in our favorites becoming international sensations. Whether building or buying a brand, diligence in both cases is imperative to the brand’s continued success.

Building a new brand can be exciting. Indeed, many have been inspired by the success of what we have seen locally. Consider 12-year-old San Clemente entrepreneur, Carson Kropfl, who recently developed the brand, Locker Board, for a small skateboard. Kropfl reportedly recently attracted investment interest from business legend, Richard Branson. Armed with the same can-do attitude and creativity of countless SoCal brand builders before him, he is already showing what brand building (and possibly brand buying/brand investing) is all about.

Having a small brand become global powerhouses is the epitome of the American dream building a multi-million or even billion dollar deal and turning large profits sounds glamorous. But, taking the steps necessary to protect a brand, conduct brand audits and engage in appropriate due diligence is far less appealing. Some take shortcuts in this area, only to realize doing so is a costly mistake.

Consider the 1998 due diligence missteps of German carmaker Volkswagen, as it purchased the assets of Rolls Royce and Bentley automobile for around $900 million. The heads of the heavyweights flew in on private jets, meeting at an exclusive Bavarian country club to carve out the deal. In an odd twist, however, the deal did not afford Volkswagen the right to use the Rolls Royce name. Rather, the Rolls Royce trademark would be BMW’s property. Volkswagen was left owning the manufacturing facilities and rights to make the Rolls Royce cars without use of the Rolls Royce name. Volkswagen had to then secure a separate deal with BMW to have the right to use the Rolls Royce trademark.

Appropriate diligence and legal advice is imperative to avoid the snare of a potentially problematic IP portfolio and inadvertent oversights in a business deal.

Advice for Brand Builders

A startup aiming to eventually sell its brand must first take steps necessary to secure the brand. This means proper trademark searching, clearance and filing to protect the asset. The brand owner should also consider filing copyright and patent protections, where applicable. Secure key domain names and social media accounts to market the brand. Adopt a brand-policing system to monitor third party patent protections, where applicable. Secure key domain names and social media accounts to market the brand. Adopt a brand-policing system to monitor third party trademark filings and infringements use to prevent dilution of rights. Develop brand-usage guidelines to foster brand recognition among consumers. Frequently audit existing trademarks to determine if more filings are warranted.

Keep good records of trademark use, sales histories, advertising figures and advertising samples. This information is often critical to demonstrate not only ownership of the brand, but the brand's strength and associated goodwill. When taking the brand to international markets, manufacturing or distributing abroad, devise a strategic trademark filing plan that addresses both offensive and defensive considerations. Indeed, in some countries, the first to file a trademark/name automatically gets the rights -- exposing brand owners to international vulnerabilities.

The brand will likely become the most valuable asset of the business. Failing to properly protect, maintain and enforce it will diminish its value — making it harder to demand top dollar when selling the brand (or when attempting to attract investment capital).

Advice for Brand Buyers

A potential brand buyer or investor should conduct thorough IP diligence before any transactions. This will help the buyer assess the monetary value and risks associated with the transaction. The buyer should request, and the seller should provide, lists identifying U.S and international trademarks, copyrights, patents, domain names, trade secrets, social media accounts and any other information proprietary to the business. As a potential acquirer of the IP (or investor), it is not enough to simply rely on the information the brand builder provides. Verify the information by cross-checking it against publicly available trademark, copyright and patent records. Double check the title-holder of each IP asset and look for any recorded security interests. Confirm the IP is not the subject of active litigation. If the IP was involved in prior litigation, what was the result? Have there been any cease and desist letters or threats of litigation regarding the IP? Have all deadlines been met to ensure the IP is still valid and enforceable?

Request copies of any agreements involving the IP. In the event the brand has been licensed, carefully evaluate the license agreements, paying attention to territories to which the license applies, the license term, payment obligations, assignability, and whether the agreement is exclusive or non-exclusive. What are the grounds/consequences for terminating? Does that impact your interest in the IP and/or the value of it?

In the case of copyrighted works, confirm appropriate assignment documents and work for hire agreements have been executed to avoid any surprising claims regarding ownership post-closing. Verify that all domain names and social media accounts are in fact controlled by the business. Obtain the contact details for the administrators of each and ensure the accounts can be easily transferred post-closing.

Conclusion

Whether brand building or brand buying, diligence in both cases is imperative. As a brand builder, start in the right direction by protecting the brand through trademark searches, clearance and filing. Maintain and protect IP assets by adopting appropriate maintenance and enforcement protocols. As a brand buyer, be thorough in verifying the ownership, enforceability and risks associated with the IP assets. In both cases, utilizing an experienced attorney can prevent costly mistakes and can help to position the brand for not only local, but global success.
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Some of you will remember a series of television commercials in the 1980s run by Reese's Peanut Butter Cups that used the phrase "you got your chocolate in my peanut butter!" The commercials ended with the tagline "Two great tastes that taste great together."

The title of this article refers to two great trademarks – Taco Bell and Forever 21 – that the parties hope will work great together. Taco Bell and Forever 21 recently announced that they have teamed up to offer a line of apparel both on-line and in stores, including Forever 21’s stores in Southern California. The apparel will utilize various Taco Bell trademarks, trade dress and related Taco Bell branding. Several items will mimic the look of Taco Bell hot sauce packets. Why would a fast food brand team up with a fast fashion brand? Entering a new territory, in this case the fast fashion industry, elevates the Taco Bell brand by placing it at the center of millennial culture.

Companies are always looking for ways to promote their brand and increase revenue. The conventional route is to open more stores or offer more products in existing stores. But what if the brand owner could get entirely new customers interested in its brand through a completely different product set, while also allowing core customers additional ways to experience the brand? Welcome to the world of trademark licensing, where a company permits a third party to use its trademark, under controlled conditions, for the benefit of the trademark owner. Generally, the licensor will pay a royalty to the brand owner for such use. If Taco Bell wanted to start offering apparel on its own, it would need to conduct market research, engage in product development, undertake product design, source manufacturers, and create a distribution and sales network. Taco Bell is fantastic at doing these things for tacos, but that expertise doesn’t necessarily translate to t-shirts. Now consider what happens when Taco Bell engages Forever 21 to do this work – work that Forever 21 is actually very good at!

Trademark licensing leverages the manufacturing, marketing, distribution and sales experience and expertise of third-party licensees to expand the goodwill of a brand. Licensing generates over US $250 billion annually and has a storied history. For example, back in 1975 Bonne Bell and Dr. Pepper teamed up to produce a Dr. Pepper-flavored lip balm. Over 40 years later, this partnership continues. Other successful licensing relationships include: Ford and Eddie Bauer, Haagan-Daz and Bailey’s Irish Cream, Cover Girl and Lucasfilm, and Band-Aid and Hello Kitty. The commonality of these success stories is that each individual brand had a strong brand identity and a loyal consumer base, and co-branding created a synergy that enhanced the goodwill of both players’ brands. Let’s take a closer look at each of these factors in the licensing context: strong brand identity, loyal customer base and brand synergy.

Strong Brand Identity

Taco Bell and Forever 21 each have well-known trademarks that translate to strong brand identity. The first Taco Bell restaurant opened in Downey, California in 1962, and now serves billions of customers each year at over 7,000 restaurants around the world. It even has a restaurant in Las Vegas that is open 24 hours, serves alcohol, has a DJ, and, in true Las Vegas fashion, hosts weddings. The company has a massive following on social media platforms and was the first major brand to use Snapchat. Taco Bell is not a stranger to the concept of licensing. It has entered into licensing arrangements with Kraft Foods to offer Taco Bell branded food items manufactured by Kraft and sold in grocery stores. Taco Bell has also licensed the DORITOS trademark from Frito-Lay for its Doritos Locos Tacos products.

Forever 21 began as a single retail location in Los Angeles, California in 1984. It has grown into one of the largest specialty retailers in the U.S., with over 600 stores worldwide. The retail chain is known for its trendy and inexpensive fashions. While the retailer originally focused on apparel for women, most of the stores now sell menswear as well, and its website also sells children’s apparel and home products.

Loyal Customer Base

A big factor in a successful licensing arrangement is whether the brands’ existing customers are loyal enough to follow the brand in a new direction. Both the Taco Bell and Forever 21 trademarks are well-known to a broad array of consumers – some of which may overlap, some of which may not. In this instance, both Taco Bell and Forever 21 are very successful in their respective fields and overlap in the millennial segment. The overlap in consumers will provide each brand with a customer base already familiar with both trademarks. The customers of Forever 21 will benefit from having a new (exclusive) apparel option, and the fans of Taco Bell will be able to express their loyalty in a new medium. The licensing arrangement also helps expose new customers to the brands – those customers that had not thought of shopping at Forever 21 may now want to, and those customers of Forever 21 who may not have been consumers of Taco Bell products, may develop a lunchtime hangover for a Chalupa Supreme.

Brand Synergy

Of course, a licensed product must have also have effective marketing, a good distribution network, and a functioning sales force to be successful. Probably the most important component is that the licensing partners are a good fit for one another. By partnering with a reliable licensee, each party has already done the hard work. They have developed a good brand and created customer loyalty. The well-established retailer Forever 21 is a natural fit for Taco Bell, as Taco Bell enters the apparel market. Each brand is able to leverage the other’s core competency, and what is new to one of the licensing parties has been an integral part of the other party’s success.

Of course, some brands lack one of the essential elements discussed above - a strong identity and an obvious synergy – which means they might not be ready for licensing.

In its press release announcing the Forever 21 collaboration, Taco Bell noted that “two like-minded brands, together at the intersection of culture and innovation, are joining forces to make fall wardrobes a whole lot saucier.” Taco Bell, with its long history of innovation in fast food, is a natural partner with Forever 21, a leader in fast fashion. It is this synergy that is likely to take an unexpected partnership to great heights - 'Two great tastes that taste great together.'
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The “Best Efforts” Standard in California: Still a Rolling Stone (and What to Do About It)

You just inked the $40 million sale of your company’s mixed-use commercial building. The arduous negotiations involved tenant estoppels, entitlements, and complex environmental issues. Both parties have 1031 exchanges driving tight deadlines.

Murphy’s Law applies, so a title problem with a parking easement threatens to derail the deal. The cure: a side-letter agreement. The seller (your company) promises in writing to use “best efforts” to obtain a signed easement deed from the third party whose interest appears to be cloudborne title. Also, $400,000 of the purchase price will be held back in escrow, to be released when both parties agree that the seller has satisfied its best-efforts obligation, or in nine months, whichever occurs first.

Anxious to get that $400,000 released before the 1031 exchange deadline, you call the third party whose interest is arguably cloudborne title. They: (1) ask you why you are calling instead of the current owner (i.e., the buyer); and (2) tell you to pay them $250,000 or pound sand. You contact their attorney, and hear the same thing. You assert to the buyer that you have made your “best efforts,” and demand release of the $400,000 escrow holdback.

But the buyer, still unable to obtain title insurance for the parking easement, won’t release the holdback funds (shocking), and demands that you sue the third party for declaratory relief and to quiet title. Your mind flashes with the vision of throwing giant piles of green cash into your Vitamix. And lawsuits are not decided in nine months anyways.

So, in California, what does “best efforts” require? Has the company satisfied its obligation to the buyer, or is more required? At the drafting stage, if adding detailed and precise language about the company’s duties was not feasible, then using the phrase “commercially reasonable efforts” instead of “best efforts” would have provided somewhat greater protection. But if stuck with trying to meet a “best efforts” requirement, the company should at least find ways to demonstrate that it has acted reasonably and in good faith.

The California Legislation Appears to Equate “Best Efforts” and “Good Faith”

Although the California legislature has never directly defined the phrase “best efforts,” some guidance can be found in statute. Notes by commentators on section 2306 of the California Commercial Code (dealing with certain types of contracts) apply a “good faith” standard to “best efforts.” (See Comment No. 1 to the California Code Comments, and 5 to the Universal Commercial Code Comment to section 2306.)

Case Law: No Set Definition of “Best Efforts”

No California case law provides a precise definition and the California Supreme Court has not weighed in. Thus, the standard may vary from district to district, although published cases from any district can apply throughout the state. The Court has not weighed in. Thus, the standard may vary from district to district, although published cases from any district can apply throughout the state. The Court has not weighed in.

“best efforts” requirement, the company should at least find ways to demonstrate that it has acted reasonably and in good faith.

The California Code Comments, and 5 to the Universal Commercial Code Comment to section 2306.)

More-specific guidance comes from other California appellate districts, including the importance of considering what was said during negotiations and the parties’ pre-dispute conduct, and also equating “best efforts” and “good faith,” as well as “reasonable. As explained in Baldwin v. Kubetz: “In this, as in every contract, there is the implied covenant of good faith and fair dealing; that neither party will do anything that would result in injuring or destroying the right of the other to enjoy the fruits of the agreement. (Citations.) The law will therefore imply that under its reasonableness.” As explained in Baldwin v. Kubetz: “In this, as in every contract, there is the implied covenant of good faith and fair dealing; that neither party will do anything that would result in injuring or destroying the right of the other to enjoy the fruits of the agreement. (Citations.) The law will therefore imply that under its reasonableness.”

The Third District Court of Appeal (Sacramento area) has provided the most in-depth treatment, having collected decisions from outside California to reach the conclusion that making “best efforts” requires a party to “use the diligence of a reasonable person under comparable circumstances” but not “every conceivable effort.” (California Pinz Properties Owners Assn. v. Pedotti (2012) 206 Cal.App.4th 384, 394–95 (Pedotti).)

Of course, “best efforts” excludes conduct thwarting or competing with the other party. But as explained in Pedotti, it does not mean “every conceivable effort,” nor does it require the promising party to “ignore its own interests, spend itself into bankruptcy, or incur substantial losses to perform its contractual obligations.” It does require “the diligence of a reasonable person under comparable circumstances, within the bounds of reasonableness” that are “reasonable in light of that party’s ability and the means at its disposal and of the other party’s justifiable expectations” and “does not create an obligation equivalent to a fiduciary duty.” (Pedotti at pp. 394–95.)

Although it too has no settled or universally accepted definition, drafters usually prefer the alternative of “commercially reasonable efforts” to “best efforts.” At least it is well-settled in California that “commercially reasonable efforts” permits the performing party to consider its own economic business interests (see, e.g., Citri-Lite Co. v. Cot Beverly, Inc. (E.D. Cal. 2010) 721 F.Supp.2d 912, 926), whereas that is not the clear or universal standard for “best efforts.”

How to Respond to That Demanding Buyer

Here, with a drop-dead date of nine months for release of the $400,000 escrow holdback, the parties clearly did not contemplate prolonged litigation with a third party. Thus, under any reasonable interpretation of “best efforts,” filing a lawsuit is not likely required. But communicating with the buyer about the efforts that have been made, requesting suggestions, and proposing joint efforts could demonstrate performance, or help avoid a dispute.

Attempting to negotiate the $250,000 demand from the third party, and going back to the buyer to discuss who would pay the negotiated settlement, is a reasonable expectation. Requesting mediation would also help demonstrate both “good faith” and “reasonableness.”

When drafting the agreement in the first place, the best practice is to define the parties’ duties carefully, in detail. But sometimes, keeping the requirements vague and avoiding prolonged negotiations may be necessary—particularly when time or economic pressures weigh heavily against any chance of killing the deal. Nonetheless, using “commercially reasonable efforts,” rather than “best efforts,” is recommended if possible, to at least assure that the company can consider and protect its own economic business interests in the course of performing its obligations.

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So, tell us. What do you want to achieve?
California’s Low Carbon Fuel Standard Drama Continues

by Joshua T. Bledsoe, Counsel & Kim Farbota, Associate, Latham & Watkins

The California Global Warning Solutions Act of 2006 (“Assembly Bill 32” or “AB 32”) mandates a reduction in California statewide greenhouse gas (“GHG”) emissions to 1990 levels by 2020. The California Air Resources Board (“ARB”) promulgated the Low Carbon Fuel Standard (“LCFS”) as one of its primary Emission Reduction Measures to achieve AB 32’s 2020 target. In fact, the LCFS is expected to contribute approximately 20% of the required statewide GHG reductions under AB 32.

The LCFS focuses on the transportation sector, requiring a 10% reduction in the carbon intensity (“CI”) of gasoline and diesel from 2010 levels by 2020, with CI targets designed to become more stringent each year. The CI of fuels, expressed as grams of carbon dioxide equivalent per megajoule, provides a metric to compare the relative climate impacts associated with fuels of different types and from various sources. CI is calculated across the full lifecycle of transportation fuels (i.e., well-to-wheel) and includes all GHG emissions associated with producing, distributing, and using the fuel.

Who is regulated by the LCFS? Typically, a producer within California or the importer of a refined/final fuel product is considered the Regulated Party and is subject to LCFS compliance requirements. Suppliers of low-carbon fuels (e.g., electricity, biofuels, natural gas) can “opt-in” to Regulated Party status and generate LCFS credits that can be sold to another party that needs them for compliance.

How does one comply? Each Regulated Party must ensure that the overall CI score for its fuel pool meets or exceeds the annual target for the given year. Excess CI reductions from one type of fuel can be used to compensate for insufficient reductions in another fuel. A fuel that has a CI below the target for a given year will generate LCFS credits on a volumetric basis (i.e., the more low-CI fuel one sells, the more credits one generates). Conversely, a fuel with a CI above the target will generate deficits, also on a volumetric basis. Each LCFS credit represents one metric tonne of CO2e (MTCO2e) avoided and each deficit represents one MTCO2e added — both as measured against the pertinent year’s CI target.

In each annual compliance period, a Regulated Party must balance its deficits with credits. A Regulated Party may bank surplus LCFS credits, which never expire. If a Regulated Party accrues a negative balance for a calendar year, and then fails to achieve a positive balance by April of the next calendar year, the Regulated Party falls out of compliance. Regulated entities can comply by lowering the CI of their fuels (e.g., via efficiency improvements anywhere in the lifecycle, or by blending lower carbon fuels); and/or by purchasing LCFS credits from other Regulated Parties.

Potential delays in resolving the case commonly known as POET I could create uncertainty regarding the future of the LCFS. For the last eight years, challenges to the LCFS have wound their way through the California courts. In the latest development, the Supreme Court of California issued an order on August 23, 2017: (1) denying ARB’s petition for review of the appellate decision in POET I, (2) denying ARB’s request for an order directing depublication of the associated opinion; and (3) remitting the case to the Fresno County Superior Court.

On July 10, 2017, ARB filed a petition with the California Supreme Court seeking depublication of the May 30, 2017 opinion, or in the alternative, Supreme Court review. In the petition, ARB argued that the decision should be depublished because it creates unnecessary confusion about how agencies and courts should address uncertainty under CEQA. ARB also argued that Supreme Court review could provide clarification regarding the standards by which compliance with a CEQA-related writ should be measured. As is common practice, the Supreme Court’s August 23, 2017 order did not provide the Court’s reasons for denying ARB’s petition and request.

ARB is now required to conduct a CEQA-compliant analysis of the LCFS program’s impact on nitrogen oxide emissions (a smog precursor), as directed by the Court of Appeal. It remains unclear whether this analysis will be integrated into ARB’s planned 2018 rulemaking to increase the LCFS’s carbon intensity reductions and extend the program to 2030, or will be processed separately. With POET I presumably resolved, judicial review of the LCFS program is now focused squarely on POET II, where petitioner POET, LLC has challenged the LCFS and Alternative Diesel Standard (ADS) regulations adopted by ARB in 2015. As ARB has argued in prior filings, the Court of Appeal’s May 30, 2017 opinion could potentially influence the outcome of POET II. With the case already fully briefed, a hearing on the merits in the POET II case has been scheduled in Fresno County Superior Court for December 21, 2017.

Further delay in the resolution of POET I and POET II could prolong uncertainty for LCFS market participants, particularly if future ARB administrative proceedings undertaken in response to the Writ, or future writs of mandate flowing from POET II (if any), intersect with ARB’s planned 2018 rulemaking to increase the LCFS’s CI reductions and extend the program to 2030. A lack of regulatory certainty vis-à-vis the LCFS program’s implementation, stringency of CI reduction requirements (both pre- and post-2020), and the associated impact on LCFS credit prices collectively would impede the LCFS’s primary policy objective: increased investment in low-CI fuel production and deployment.

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California Employment Law Bills Sent to Governor’s Desk

by Christopher W. Olmsted, Shareholder, Ogletree Deakins

Governor Brown will have until October 15, 2017 to sign or veto several California labor and employment law bills passed by the state legislature.

Ban the Box
AB-1008 prohibits employers from asking applicants about their criminal records. Only after a conditional job offer is made will an employer be able to consider such information.

If an employer intended to deny an applicant employment due to his or her conviction history, the employer would be required to conduct an individualized assessment of whether the applicant’s conviction history has a direct and adverse relationship with the specific duties of the job that justifies denying the applicant the position, considering all of the following factors: (i) the nature and gravity of the offense or conduct; (ii) the time that has passed since the offense or conduct and completion of the sentence; and (iii) the nature of the job held or sought.

In the event that an employer were to decline to hire an applicant with a criminal history, the employer would be required to provide written notice to the employee, and the application would have five days to respond. The employer would be required to consider the applicant’s submitted information. If an employer made a final decision to deny an application solely or in part because of the applicant’s conviction history, the employer would be required to notify the applicant in writing of the final denial or disqualification.

Prohibition on Salary History Inquiries
AB-168 proposes to prohibit an employer from asking for a job applicant’s salary history and from considering salary history as a factor in making a hiring decision. The bill would also require an employer, upon reasonable request, to provide a pay scale for a position to an applicant.

Publication of Gender Pay Differentials
AB-1299 proposes to require employers with 500 or more employees in California to collect data showing the difference between the mean and median salary of male exempt employees and female exempt employees, by each job classification or title. Covered companies would also be required to collect the same information regarding male and female members of the board of directors. The information would be submitted to the California Secretary of State beginning July 1, 2020.

The Secretary of State would publish the information on a website if and when the California legislature provides adequate funding for such an endeavor.

Small Business Parental Leave
SB-63 proposes to require small employers to provide unpaid parental leave to bond with a new child within one year of the child’s birth, adoption, or foster care placement. The law would apply to employers with 20–49 employees in a 75-mile radius. Employees would be eligible to take the leave provided that they have worked for the employer for at least 12 months and have worked at least 1,250 hours in the past 12 months for the employer. During the leave, the employee would be required to continue to pay its share of healthcare premiums.

Immigration Enforcement
AB-450 would prohibit employers from providing voluntary consent to an immigration enforcement agent to access, review, or obtain the employer’s employee records without a subpoena or court order. This prohibition would not apply to I-9 Employment Eligibility Verification forms and other documents for which a notice of inspection has been provided to the employer.

If enacted, the law also would require employers to provide a notice to each current employee of any inspections of I-9 Employment Eligibility Verification forms or other employment records conducted by an immigration agency within 72 hours of receiving notice of the inspection.

Sexual Harassment Prevention Training
SB-396 would expand the requirement that employers provide sexual harassment training to supervisors to include training on harassment based on gender identity, gender expression, and sexual orientation.

Reproductive Health Discrimination
AB-569 would prohibit employers from discriminating against an employee based on his or her reproductive health decisions including the timing or use of any drug, device, or medical service, such as birth control or the decision to have an abortion.

Copies of Injury and Illness Prevention Programs
AB-978 will require an employer to provide a copy of its Injury and Illness Prevention Program to a current employee or his or her authorized representative, no later than 10 business days from the date the employer receives the request.

Construction Contractor Wage Liability for Subcontractors
AB-1701 would hold construction contractors liable for the wage and hour violations of their subcontractors. This bill provides that for contracts entered into on or after January 1, 2018, a direct contractor making or taking a contract in California for the erection, construction, alteration, or repair of a building, structure, or other private work is liable for any debt owed to a wage claimant incurred by a subcontractor at any tier acting under the contractor.

The contractor’s liability would extend only to any unpaid wage and fringe or other benefit payments or contributions, including interest owed, but would not extend to penalties or liquidated damages.

Labor Commissioner Retaliation Investigations
SB-306 would authorize the state labor department to commence an investigation of an employer, with or without a complaint being filed, when retaliation or discrimination is suspected during the course of a wage claim or other specified investigation being conducted by the labor commissioner. Current law allows the agency to take action only upon receipt of an employee complaint.

The bill would also authorize the labor commissioner, upon finding reasonable cause to believe that any person has engaged in or is engaging in a violation, to petition a superior court for injunctive relief. The labor commissioner also would be vested with the authority to issue monetary and other relief, including an order to reinstate the employee and pay back wages.

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Can You Fire an Employee for Off-Duty Conduct?

Following the 2016 Presidential election, activism on both sides of the political spectrum has been widespread. Individuals are utilizing social media platforms, protests and marches, consumer pressure tactics, and a variety of other public campaigns as an advocacy tool to support their ideologies. Regardless of one’s political beliefs, no one can deny that the First Amendment is in full force and effect. The First Amendment however, applies only to the government, not private employers.

California employers should be aware that an employer’s off-duty conduct may have an effect on their company’s public image. In some cases, the termination of an employee for their off-duty conduct may be warranted. Given today’s social dynamics, employers across the nation have been thrust into the limelight because of the off-duty conduct of their employees. To say the least, a company’s response in dealing with the conduct of employees, even while off duty, can affect the overall image of the company, increase or decrease its customer base, and result in legal claims by affected employees for wrongful termination, discrimination, and retaliation. It is hard to know exactly where to draw the line on an employee’s off-duty political conduct. There is no doubt that whatever decision the employer makes, it can have long-term effects on its business operations.

There are several statutes under California law which specifically prohibit an employer from making an adverse employment decision based on an employee’s exercise of lawful, off-duty conduct, including participation in political activities or political action. See Labor Code sections 98 (k), 98.6, and 1102. In fact, employees may be entitled to reinstatement and damages (plus attorneys’ fees) for any lost wages incurred as a result of a termination based on lawful, off-duty conduct. Id. These laws have the effect of causing employers to second-guess instituting any action against an employee where the conduct at issue occurred off the company’s premises during non-working time but harmed the company’s reputation. However, taking no action may not be the best course of action in every situation.

To take real examples from recent headlines, what should an employer do when its employee is identified as an active supporter of the KKK and makes the news for violent participation in the Charlottesville march? Do employers have the authority to fire an employee who posts messages on social media which advocate for the murder of persons who voted to support President Donald Trump? Can an employee be fired for a Facebook post which equates Hurricane Harvey as “direct karma” for the people in a state where a majority of its citizens typically vote Republican? Can an employer terminate an employee for a Twitter post which characterizes all White people as “racists” or all Muslims “terrorists”?

What should an employer do with the more innocuous social media post that suggests everyone should #takeaknee or #stand? If an employee says they “stand” in a post, does that mean they support police brutality against African Americans, or that they support the Constitution, or does it mean they want respect shown for the American flag for the people who served in American armed forces? One could argue a social post of this nature is up to interpretation. The facts are not as clear.

The exercise of lawful off-duty political conduct does not give an employee the blanket right to participate in a racist and incendiary group such as the KKK on the weekends, then interact with members of the company’s diverse workforce and serve the company’s customer base during the week. Every employer has a substantial interest in ensuring that the employees who represent their companies do not, on their off time, support the murder and destruction of an entire race, political group, or religion. While it is true that various laws are intended to protect off-duty conduct and speech, employers must be able to draw the line somewhere. The continued employment of individuals who advocate for hatred, violence and bigotry (regardless of their political leanings) can be viewed by the public as an official sanction of the employee’s off-duty conduct.

Even with the threat of legal claims brought by employees for alleged wrongful termination, these are risks that employers must sometimes take to preserve the overall, long-term image and success of their company. Most termination decisions are based on a cost-benefit analysis. Employers should assess what is the risk of firing the employee versus not firing the employee? In making a determination, employers must not gloss over the reality of the harm and detriment imposed by an employee’s off-duty conduct. In situations like this, many employees (and plaintiff’s lawyers) recognize that the chances are slim that a jury will actually find in favor of a litigant who claims he or she was wrongfully terminated based on their active affiliation with the KKK, promotion and incitement of violence, or expression of racists and bigoted beliefs on the weekends.

Nowadays, there are many debates going on about whether employers have the right to terminate employees for exercising their free speech, their political freedom, or some other pseudo-intellectual argument designed to protect an employee’s job despite the fact that he or she did something offensive while off duty. Regardless of the circumstances, each situation should be handled carefully and methodically. Employers should hire competent legal counsel to address these issues when they arise. Part of the analysis must include an assessment of what is: (1) in best interest of the company, (2) the social and political implications of the conduct at-issue, and (3) legal liability risks associated with deciding to terminate or even to keep the employee who engaged in the conduct.
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We’re proud to support best-in-class in-house counsel recognized by the Orange County Business Journal.
How Lawyers Can Plan for Sustainable Financial Independence

by Kevin DuPree & Mike Jacob, Wealth Management Advisors, Northwestern Mutual Irvine

If you listen to some financial experts, planning for financial independence is a one-size-fits-all process. You put a portion of your income aside and invest it in diversified assets that you gradually reallocate to make more conservative as you age.

But financial planning isn’t one-size-fits-all. In fact, it’s one of the most individualized experiences in life and that means strategies for it should be tailored to your particular goals and dreams. But despite the highly individualized planning required to help you meet your financial goals, there are certain fundamental elements that lawyers can utilize to ultimately achieve sustainable financial independence.

It can often help to break down this process into three major categories. In chronological order, they are: the contribution phase, accumulation phase, and distribution phase. Within each category, attention to details such as tax implications, plan limits and time horizons can have a significant impact on the successful completion of your financial goals.

When completing each phase of the planning process, keep in mind these key components for building sustainable financial independence:

Financial planning isn’t one-size-fits-all. In fact, it’s one of the most individualized experiences in life and that means strategies for it should be tailored to your particular goals and dreams.

Tax Diversification
While we can’t predict the future, most would agree that the current income tax environment will ultimately change. Some investment strategies, such as 401(k) and IRA distributions, can only be taken as taxable distributions, subject to then applicable ordinary tax rates. A portion of an individual’s retirement wealth should be protected from the risk of future tax rate increase. Personal planning strategies as well as executive non-qualified planning strategies exist to help allocate resources to the most tax efficient manner possible.

Tiered Asset Allocation
Often overlooked when implementing a financial plan are the numerous asset categories in addition to taxable investments. By spreading your money across many types of assets, you’ll be setting yourself up to make the most of your pre- and post-retirement income. Diversifying the types of assets in your financial plan allow the opportunity to include investments in vehicles like defined benefit plans, deferred annuities, Roth accounts and other assets such as permanent life insurance that allows you to build cash value which you can later access; often in a tax efficient manner. Having money allocated to various asset categories can often help mitigate the need to take withdrawals from marketable investments during negative return years. This approach can have a significant impact on the future balance of invested assets.

Protecting Your Biggest Asset
Financial planning isn’t just about socking as much money away as you can, it’s also about making sure you guard against bad things that could happen and push you off course. As a lawyer, your greatest asset is your ability to earn income—not your home. Yet, many professionals who don’t think twice about getting homeowners insurance, balk at ensuring they have proper disability income insurance. If something were to compromise your income your family could struggle to make ends meet or you could have a severely diminished retirement. According to the Social Security Administration, one in four people today will become disabled at some point in their career. That’s why it’s so important to protect your income with disability insurance.

Implementing a well rounded defensive strategy is critical to achieving sustainable financial independence and should address key issues such as estate planning, long term care needs and legacy planning.

The Bottom Line
Consider working with professional advisors that have the knowledge and resources to answer more than just the investment management aspect of your wealth. Retirement income distribution planning, estate planning, family gifting, charitable planning, and long-term care planning are all areas that should be integrated into your overall strategy. Together, they may pay major dividends in terms of financial security for you and your family for years to come.

Kevin DuPree and Mike Jacob are Wealth Management Advisors at Northwestern Mutual Irvine. They specialize in the professional market, providing strategic and comprehensive advice to help successful lawyers and their families meet their financial goals. All investments carry some level of risk including the potential loss of principal invested. No investment strategy can guarantee a profit or protect against loss.

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In today’s business environment, greater employee mobility and technological advances underscore the need to protect a company’s confidential information and trade secrets. Stories of employees departing with confidential information or trade secrets and using that information when they join competitors are commonplace. The FBI recently estimated that trade secret theft costs American businesses over $13 billion per year. Although companies cannot prevent all such losses, the use of a strong, enforceable confidentiality agreement can be very effective.

Purpose of Confidentiality Agreements

A well-crafted confidentiality agreement can help protect a company’s proprietary information and trade secrets by expressly defining what information is prohibited from use and imposing serious penalties for violation. Because so much is at stake, companies should consult experienced legal counsel to review existing policies or to craft new policies.

Necessary for Any Trade Secrets Claim

If a company ever intends to file a claim under the California Uniform Trade Secrets Act, implementing a confidentiality agreement is critical. Under the CUTSAA (and similar statutes in other states), a company seeking to protect its trade secrets must engage in reasonable steps to maintain the secrecy of the information. Pointing to the existence of a confidentiality agreement helps show reasonable steps were taken. This is precisely what Move, Inc. alleged in its $2 billion trade secrets lawsuit against Zillow, Inc. In that case, Move alleged its former executives absconded to Zillow with Move’s trade secrets, which Zillow then used to form its acquisition of Trulia, one of Move’s competitors. Published reports indicate the matter settled for a staggering $130 million in June 2016, which demonstrates the value of implementing a solid confidentiality agreement, and the cost of breaching one.

Companies Should Define the Types of Confidential Information Protected

Companies should define confidential information or trade secrets with specificity in their confidentiality agreements. A well-defined agreement helps employees understand precisely what information they are prohibited from using after their employment. It is helpful to list items that shall remain confidential that are specific to the business. For example, one should consider listing the categories of information that are protected, such as customer names, contact information, sales history, and pricing. It should be clear that any use or disclosure of confidential information during employment for any purpose other than employment is prohibited. It should also be clear that employees are to return the information in whatever form, whether in hard copy or digital format.

Policies Should Address Information on Personal Electronic Devices

Today, it is common for employees to use their personal electronic devices for business purposes. Companies should consider having a separate policy that addresses such situations, often referred to as a “Bring Your Own Device” or “BYOD” policy. A well-crafted BYOD policy protects confidential information and trade secrets. Even if a company does not implement a separate BYOD policy, its confidentiality agreement should cover company-related information wherever it resides, including on an employee’s personal electronic device. This is becoming even more critical as companies and their employees use social media to share company information. Thus, companies should craft confidentiality agreements to protect company information used on any social media platform.

Don’t Include Unenforceable Provisions

Most companies know that post-departure non-compete provisions in agreements with employees are unenforceable in California except in limited circumstances. But fewer companies understand that blanket prohibitions against customer solicitation after departure are also unenforceable. However, California courts may enforce an agreement prohibiting an employee from utilizing trade secrets to solicit customers after departure. If companies want to prevent former employees from soliciting customers, they must carefully craft non-solicitation provisions to clearly prohibit soliciting customers using trade secrets. Otherwise, the non-solicitation provision may be unenforceable.

Challenges to Overbroad Agreements Are on the Rise

A novel argument some litigants are raising is that an overbroad definition of confidential information effectively amounts to an unlawful non-compete agreement, or unfairly restricts an employee’s right to engage in protected activity. For example, in John Doe v. Google, Inc., No. CGC-16-556034 (Cal. Super. Ct. Dec. 20, 2016), which is pending in San Francisco County Superior Court, a former Google employee filed a lawsuit under the California Private Attorneys General Act (“PAGA”) alleging that Google’s confidentiality policies prohibit employees from disclosing unlawful activity to regulators or law enforcement, and unlawfully restrain an employee’s right to work after leaving Google, because they are prohibited from disclosing information regarding their wages or the work they performed at Google. While the case is still in the early stages, it appears to be part of a growing trend of legal challenges to potentially overbroad confidentiality agreements.

DTSA and Other Carve-Outs

The new federal Defend Trade Secrets Act requires particular language in employee confidentiality agreements that governs the use of a trade secret or other confidential information. In addition, government agencies have adopted rules restricting companies from the use of confidentiality agreements in a manner that prevents protected disclosure or activity. For example, the Securities and Exchange Commission has pursued enforcement actions against public companies for use of confidentiality agreements that it claims violate federal securities law by impeding an individual from communicating with the SEC about possible securities law violations. Other agencies have adopted similar rules addressing overbroad confidentiality provisions, including the Occupational Safety and Health Administration, Equal Employment Opportunity Commission, and National Labor Relations Board. Companies should consider including a carve-out in their confidentiality agreements permitting disclosures that are required by these agencies’ rules.

Make Sure You Are Protected

If companies want to protect their confidential information and trade secrets, they should implement and enforce confidentiality agreements. But companies must carefully review those agreements to ensure they are up to date, do not contain any illegal provisions, and contain the necessary carve-outs to ensure enforceability. Because so much is at stake, companies should consult experienced legal counsel to review existing policies or to craft new policies.
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The Waning Days of Sunshine in the Securities Class Action Plaintiffs’ Paradise

by Jennifer Keller, Founding Partner & Jesse Gessin, Senior Counsel, Keller/Anderle

Every public company’s general counsel should know that California courts, rather than their federal brethren, are paradise for securities class action plaintiffs. The number of securities class actions alleging violations of the Securities Act of 1933 (“the ‘33 Act”) filed in California state courts has skyrocketed in the last four years – an astronomical increase of fourteen hundred percent.

Federal Legislation Aimed to Curb Abusive Securities Class Actions

For a time, abusive state court class action filings were stymied by two federal statutes: the Private Securities Litigation Reform Act of 1995 (“PSLRA”) and the Securities Litigation Uniform Standards Act of 1998 (“SLUSA”). While the PSLRA implemented substantive changes related to pleading, discovery, liability, class representation and fee awards, the goal of the SLUSA was to preclude ‘33 Act cases with fewer than fifty class members from being filed in state courts. These cases are called “covered” class actions. After the SLUSA, removal of covered class action securities cases to federal court became the norm. Yet once in federal court, parties continued to fight over remand to state court. The rub is that the federal courts have ruled unevenly on whether the state courts had subject matter jurisdiction in the first place.

After a Decade-Long Decline, California State ‘33 Act Class Actions Have Returned

Then came the California Court of Appeal decision in Luther v. Countrywide Financial Corp., 192 Cal. App. 4th 789 (2011). Luther was a game-changing decision for securities-focused plaintiff attorneys. Luther held that state courts have concurrent jurisdiction over some covered class action claims filed under the ‘33 Act. The California Supreme Court and the United States Supreme Court declined to review Luther, which opened the floodgates. The numbers are telling. In the twelve years before Luther, class action claims alleging a violation of the ‘33 Act were filed in California state court an average of once every two years. After Luther, the average number of filings increased to more than seven cases annually, including eighteen filed in 2016 alone.

The United States Supreme Court May End ‘33 Act Class Actions in State Court

This fall the United States Supreme Court will hear Cyan, Inc. v. Beaver County Employees Retirement Fund, Case No. 15-1439 (May 24, 2016). Cyan could be the state court “sunset” for the plaintiff securities bar. In Cyan, the Supreme Court will squarely address whether state courts lack subject matter jurisdiction over covered class actions. The case was brought after Cyan, a networking hardware company, issued an IPO in May 2013. After weaker-than-expected financial results, shareholders filed a class action in California state court alleging Cyan made misrepresentations in violation of the ‘33 Act. Instead of removing the case to federal court, Cyan defended on the basis the state court lacked subject matter jurisdiction - and lost every step of the way, including its interlocutory appeal to the California Supreme Court. Given the United States Supreme Court’s denial of review in Luther a mere six years ago, it was a surprise when that court granted certiorari on the interlocutory appeal. Perhaps the Supreme Court was swayed by the nearly dozen amici curiae briefs filed in support of Cyan.

Why Cyan Should Matter to General Counsel

Every general counsel in a securities-issuing company should pay close attention to Cyan. The increased litigation of federal securities laws in state courts has raised serious problems for general counsel. First, companies are forced to defend class actions simultaneously in state and federal courts, exponentially increasing litigation costs far above what would be incurred in a consolidated federal case. General counsel have to retain state-by-state specialists who can defend actions in each jurisdiction, as opposed to hiring a seasoned federal practitioner to defend one action nationally. In Cyan, a group of law professors filed an amicus brief highlighting a series of California decisions that reached different conclusions than federal courts on the same allegedly misleading statements, which is a frightening scenario for any general counsel. The law professors also recognize how the piecemeal litigation and conflicting rulings among state and federal courts breed forum shopping. General counsel must continuously monitor case law developments across 50 jurisdictions, and hire outside counsel in states where courts are more permissive, as in California. Fractured securities litigation is not just a nightmare for general counsel; it also defies congressional intent to create a predictable, uniform securities class action landscape.

Second, this lack of uniformity in the law makes it difficult to accurately assess settlement value in these actions. An amicus brief filed in Cyan by the former Commissioners of the U.S. Securities and Exchange Commission spotlights this problem, arguing that a lack of certainty and predictability in the application of securities laws leads to speculative claims, protracted litigation, and resolutions of little predictive value. The plaintiffs’ bar is well aware of this issue. According to the law professors, simultaneous actions have resulted in California state court settlements that are nearly twice as large as those in federal courts.

Third, if the class action abuse continues, general counsel may have to confront larger economic problems. The New York Stock Exchange, LLC filed an amicus brief contending that the serious litigation risks presented by the current situation will harm U.S. equity markets and the economy as a whole. General counsel for start-ups may face these looming issues as they provide their investors with new financing through public offerings, for fear of later IPO class action litigation on multiple fronts.

Our Prediction Is a Sunset for ‘33 Act Class Actions

We foresee the Supreme Court’s putting a stop to concurrent jurisdiction on significant ‘33 Act cases. The current make-up of the Supreme Court is friendlier to business than any court since the 1940s. The grant of certiorari on an interlocutory appeal, a rare event, foreshadows a pro-business result. But perhaps the strongest indicator of Supreme Court intent is the fact that Luther was denied certiorari only six years ago. While oral arguments are not yet scheduled, by next summer, general counsel should be welcoming good news in the Golden State and beyond.

Jennifer L. Keller

Jennifer L. Keller, one of Keller/Anderle’s founding partners, is among California’s premier trial attorneys. Her practice focuses on high-stakes commercial, intellectual property, white collar criminal and securities litigation. She has received innumerable awards for excellence as a trial lawyer, including: “The Best Lawyers in America®;” The Lawdragon 500 Leading Lawyers in America; Benchmark Litigation’s “Top 100 Trial Lawyers;” and 10 times on the Los Angeles Daily Journal’s “California’s Top 100 Lawyers.” Ms. Keller is fellow of the invitation-only American College of Trial Lawyers, widely considered the most significant honor a trial attorney in North America can receive. Contact her at 949.476.8700 or jkeller@kelleranderle.com.

Jesse Gessin

Jesse Gessin, senior counsel, is a highly accomplished trial lawyer. He has tried 25 federal jury trials to verdict as lead or co-lead counsel. His areas of practice include complex commercial litigation, appellate litigation and white collar criminal defense. As a deputy federal public defender, Jesse won fourteen jury trials through acquittal, dismissal, hung jury or reversal on appeal. Jesse’s appellate experience includes drafting and arguing over 15 cases to the Court of Appeals, with impressive results. Jesse also teaches trial advocacy at the University of California Irvine School of Law, and has lectured on trial strategy and techniques throughout the United States. Contact him at 949.476.8700 or jgessin@kelleranderle.com.
General counsel, whether in-house or outside counsel, often find themselves dealing with fraud in their businesses. In these situations, it is crucial to work with a CPA firm that is highly experienced in fraud investigations and litigation support.

Confidentiality is Key
Our work is typically confidential, both inside and outside the company in order to not alert suspected fraudulent employees. Often, we work directly with only the CEO and general counsel, involving others as necessary. It is crucial for us to maintain secrecy so that we can identify if and how fraud occurred, determine its pervasiveness, act quickly to stop it, and provide evidence should the company and District Attorney choose to file charges. Furthermore, many companies that have been victims of fraud wish to maintain secrecy due to damaging publicity.

Recent Examples
A company’s CEO suspected that something was wrong because the business was continually underperforming in profitability. He suspected that someone in the accounting department was committing financial crimes, so he needed evidence to not only prove wrongdoing but also to stop the behavior. The company’s general counsel asked Smith Dickson CPAs to perform an initial, limited analysis to quickly determine whether fraud had occurred. In two days, our team found over $350,000 in suspicious transactions. Knowing there was likely more fraud, we recommended an expanded investigation, which resulted in us uncovering over $2 million additionally stolen.

Another engagement involved a local subsidiary of a foreign company. The parent company had suspected financial wrongdoing and sent internal auditors from overseas to investigate. Smith Dickson was hired due to our forensic investigation expertise. Our work confirmed that the CFO had syphoned over $200,000 for a car purchase, mortgage payments, and other personal activities. He was a trusted officer of the company and, as it turned out, was a “serial embezzler” who had victimized his previous companies. After serving probation and minimal jail time for his previous crimes, he somehow found employment at our client where he continued to defraud and embezzle. However, his streak ended as our client had him arrested during a board meeting of his next employer! Smith Dickson worked with the DA’s office to provide evidence and testimony resulting in partial funds recovery and jail time.
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This is the first of a three-part series of abridged articles, which provide businesses with strategies to protect their assets in case of financial difficulty. Lenders are often the most powerful nemesis of companies in financial distress. This article focuses on maximizing a company’s position with lenders while a company is healthy.

Use Financing Vehicles that Fit Your Needs. Evaluate loan costs, use of funds, loan covenants, the likelihood of meeting covenants, and the consequences in the event of a default (monetary or nonmonetary). Negotiate the terms of a loan agreement that minimize the odds of a default, and provides you with the greatest position in the event of default.

When Negotiating Financing Options, Consider the Possibility of Future Financial Difficulty. Financial difficulty is likely to occur at some point. Negotiate (while strong) for protection in case of this very possible scenario. Don’t wait until a default occurs - when your company is vulnerable and in no position to negotiate. Negotiate when your company is healthy, and lenders want your business. Here are some tips.

1. Be Wary of Loan Provisions that Restrict Your Ability to Manage Your Business. There is a tendency for business owners to focus on interest rates. Companies should consider the consequences of all terms of a loan or other contract. Be wary of provisions that allow parties to subjectively determine the conclusive effect of a particular act. For example, lenders should not have the ability to unilaterally determine whether a certain act constitutes a default.

2. Narrow the Definition of Default. Minimize the number of events that trigger a default. Make sure any event that triggers a default is defined precisely and narrowly.

3. Provide Flexibility in Curing Defaults. Extend the time by which your company has to cure a default.

4. Eliminate/Limit Personal Guarantees. Be creative and negotiate the elimination or limitation of personal guarantees.

Conclusion. Never underestimate the need to plan for a rainy day. While financial difficulty is not anyone’s goal, protecting against future difficulty should always be a top priority.

Garrick A. Hollander
Garrick A. Hollander, Esq., a founding partner of Winthrop Couchot Golubow Hollander LLP, is an attorney who devotes his practice to representing primarily corporate debtors in out-of-court workouts and Chapter 11 reorganizations. Mr. Hollander, also a CPA, has owned, operated and advised companies on corporate turnarounds, from operational, financial and legal perspectives. Contact Mr. Hollander at 949.720.4100 or ghollander@wcghlaw.com. Visit www.wcghlaw.com for more information.
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In the era of “patent trolls,” most sophisticated businesses have been sued or at least know that they could be sued for patent infringement in the Eastern District of Texas. After a recent decision by the U.S. Supreme Court known as TC Heartland, you probably thought your company would never again be sued in Marshall, Texas, or in other districts where your company is not incorporated or headquartered.1

Not so fast. While the Supreme Court has clarified that 28 U.S.C. § 1400(b) controls venue in patent cases, there is a relative lack of authority on what constitutes a “regular and established place of business,” and courts are grappling with what that means, particularly in the age of electronic business.

Section 1400(b), the patent venue statute, provides that an alleged patent infringer may be sued where it “resides” or where it “has committed acts of infringement and has a regular and established place of business.” Before TC Heartland, the Federal Circuit had held that a patent venue statute, 28 U.S.C. § 1391(c), modified the patent venue statute so that an alleged infringer could be sued in any district in which it was subject to the court’s personal jurisdiction. Including any district where it committed an alleged infringement. That construction has profoundly influenced U.S. patent litigation for over twenty years, making the Eastern District of Texas the world’s most popular venue for patent infringement actions, drawing more than 40% of all patent infringement cases in 2015.

In TC Heartland, the Supreme Court reversed the Federal Circuit’s expansive interpretation of the patent venue statute and held that Section 1400(b) is not modified by Section 1391(c). Patent venue will now be limited to districts where a business “resides” – i.e., the state of its incorporation or headquarters – and those “where it has committed acts of infringement and has a regular and established place of business.” But because venue was so much easier to establish under the Federal Circuit’s previous formulation, there is a relative lack of authority regarding the meaning of “a regular and established place of business,” and much of that authority hails from a time before a vast amount of business was conducted electronically, including over the internet.

In June of 2017, the nation’s busiest patent judge, who in 2015 alone picked up more than 1,600 patent cases, waded into the fray. Not surprisingly, Judge Gilstrap’s decision in Raytheon Co. v. Cray2 drew much attention from businesses, patent practitioners, commentators, and, of course, the Federal Circuit.3 Judge Gilstrap found that Cray could be sued in the Eastern District, despite the lack of a physical office there, based primarily on the sales activities of a Cray employee within the district. Judge Gilstrap also noted the “jumbled” and “irreconcilable” case law in this area and suggested that the “protean forces and directions of the Internet” may further complicate the venue analysis.

Less than three months later, the Federal Circuit reversed Judge Gilstrap’s decision.4 The Federal Circuit first noted that litigants and lower courts are raising this issue. Emphasizing the statutory language and guided by the statutory history, the Federal Circuit required the following three elements: (1) there must be a physical office in the district, (2) it must be a regular and established place of business, and (3) it must be the place of the defendant.

Significantly, the Federal Circuit’s Cray inquiry does not directly consider the size of the place of business, the amount of revenue generated by the business, or the nature of the business being conducted in the district. The court’s emphasis was on the existence of such a place of business. Specifically, while the place need not be a formal or official presence in the district, in the sense of a formal office or store, the court requires a physical location in the district from which the business of the defendant is carried out. Steady, uniform, and orderly business operation must be shown. The place need not be a regular, periodic, or singular activity does not. Importantly, the court required that the place be that of the defendant, not solely a place of the defendant’s employee.

Thus, while Cray places limits on the meaning of a “regular and established place of business,” the analysis is highly fact intensive and uncertainty still remains, particularly for businesses operating in an electronic world. Indeed, the only certainty is that litigation on this issue will continue.

For these reasons, responsible businesses should take a break from basking in the glory of TC Heartland, and perform a careful assessment of whether they can still be sued for patent infringement in districts other than their home districts and should consider steps to limit that possibility. The obvious starting point is to understand the districts in which a business maintains physical locations, such as office space, a warehouse, a brick and mortar store, and other physical facilities. If maintaining such a physical place makes good business sense, most businesses will live with the risk of being sued in such districts. Businesses should note that the existence of a regular and established place of business is determined at the time the alleged infringement occurred (provided an action is filed within a reasonable time).

More subtle, however, is the effect of sales employees or representatives in a district that are not officed at a physical location owned or rented by the business. The fact that a business allows its employees to work from their home in the district has been found insufficient to establish venue unless the employer owned, leased, or rented any portion of the employees’ home in that district, or controlled or played a part in selecting the employee’s physical location. Businesses may consider adding a layer of protection by explicitly stating in agreements with such employees that they are not required to maintain a physical location in a particular district, but they may do so solely for their personal convenience. Businesses should be careful in deciding whether or not to subsidize or actively facilitate an employee’s location. Businesses should also consider where any physical inventory sold in the district is maintained.

Another example of a business unwittingly subjecting itself to venue occurred in Snyder v. St. Jude.5 In that case, the defendant argued that clinical trial activities within a district did not subject it to venue because such activities are not acts of infringement under the safe harbor of 35 U.S.C. 271(e)(1). But the court held that this safe harbor is an affirmative defense, and that a plaintiff would not be deprived of its chosen venue based on an affirmative defense.

In sum, TC Heartland certainly lessened the likelihood of being sued in the Eastern District of Texas and other “unintended” venues. However, patent venue remains far from certain, and businesses should affirmatively assess where they can be sued for patent infringement, and take steps to limit the possibility they will be sued somewhere they would rather not be.


This article does not reflect the views of Stradling, its clients or Edwards Lifesciences Inc.

Ryan Lindsey
Ryan Lindsey is Senior Corporate Counsel for IP and Litigation at Edwards Lifesciences where he manages IP and non-IP litigation worldwide. Before joining Edwards, Ryan was an IP litigator at the Orange County offices of Sheppard Mullin and Howrey. Ryan received his J.D. from University of Southern California School of Law and his B.A. and M.A. from Occidental College. Contact Ryan at Ryan.Lindsey@edwards.com.

Steve Hanle
Steve Hanle is an intellectual property litigator at Stradling in Newport Beach and chairs the firm’s intellectual property department. Steve’s practice focuses on patent litigation in a wide variety of technologies, including medical devices, pharma, high tech, electrical and mechanical. He has litigated and tried many patent cases in district courts throughout the United States. Steve has briefed and argued numerous cases in the Federal Circuit. He is the former president of the Federal Bar Association in Orange County and is a founding Master of the Markel Intellectual Property Inn of Court. Steve has a B.S. from UCLA and his J.D. from Loyola Law School. Contact Steve at shanle@sycr.com.
From crafting business strategy to negotiating substantive deal points, in-house lawyers are becoming increasingly involved in the business aspects of their companies. Although their involvement often benefits companies by bringing a fresh perspective to the table, it can pose challenges in terms of the application of the attorney-client privilege.

Under California law, the attorney-client privilege protects confidential communications between a lawyer and client made in the course of an attorney-client relationship. Given the expanding roles of in-house lawyers, determining whether a given communication was made “in the course of an attorney-client relationship,” and, thus, is protected from disclosure by the attorney-client privilege, is not always straightforward. To answer that question, courts look at which “hat” the in-house lawyer was wearing at the time of the communication. If the in-house lawyer was acting in his or her business capacity, the communication likely will not be privileged. Conversely, if the lawyer was acting in his or her legal capacity, the communication likely will be privileged if it is confidential and not disclosed to any third parties.

Courts across the nation have fashioned a variety of tests to aid in this determination. They have names like the “clear showing” test (requiring a clear showing that the communication was made in the in-house lawyer’s professional legal capacity), the “primary purpose” test (examining whether the in-house lawyer’s participation was primarily for the purpose of rendering legal assistance), and the “but for” test (the communication would not have occurred but for the company’s need for legal advice).

Whichever test may apply, below are a few practical steps businesses can take to maximize the privilege protection of communications between its corporate personnel and its in-house lawyers:

- Keep legal advice (and requests for legal advice) separate from business advice (and requests for business advice).
- Limit the distribution of legal advice (and requests for legal advice) to “need-to-know” recipients.
- Clearly label communications that request or transmit legal advice as “Attorney-Client Privileged.” (But be wary of over-designating, as courts have found such designations to be meaningless if they are overused.)
- Finally, educate business personnel on these issues so that they can take steps to ensure that privileged communications remain privileged.

Todd Smith
Todd Smith’s practice focuses on complex business litigation in state and federal courts, including representation of law firms and lawyers in legal malpractice actions. He also represents companies and individuals in consumer and securities class actions, shareholder and derivative litigation, breach of contract and fiduciary duty claims, financial services litigation, real estate disputes, protection of intellectual property rights, and unfair competition claims. Todd is experienced in all phases of litigation, including trials, arbitrations, mediations, and appeals, as well as regulatory proceedings and internal investigations. Contact Todd at 949.679.0052 or tsmith@umbergiziser.com.
Does your company own all work product (e.g., business plans, data, reports, know-how, software, inventions, and technology) created by the employees or contractors and the intellectual property (IP) rights in them (e.g., copyrights, patents, trade secrets, and trademarks)? Below are three common misconceptions and ways in which they can be addressed.

**Misconception #1:** “Since the company pays for it, the company owns it.”

Even if the company pays employees’ salaries and contractors’ fees, without proper written agreements, the company’s ownership may be limited in the U.S. For employees, while the “copyrights” in a work prepared by an employee within the scope of his/her employment is automatically owned by the company, other IP rights such as inventions and patent rights are typically owned by the employees (not the company). For contractors, if there are no proper written agreements, contractors typically own the IP rights even if the company pays the contractors.

**Misconception #2:** “The agreement says, ‘work made for hire; hence, the company owns it.’”

For employees, the result is similar to that of Misconception #1. For contractors, the company may own “certain” copyrights in the work, but the contractors typically own other IP rights.

**Misconception #3:** “It says, ‘All work shall be the company’s property’ or ‘I agree to assign it to the company’, hence, the company owns it.”

This will be likely interpreted to mean that the company may claim ownership in the future, but the company does not own it now.

To address the issues, a company should have each employee/contractor sign an agreement, stating that to the extent not already vested in the company, each employee/contractor hereby assigns all work and IP rights to the company. The magic word is “hereby assign” so that the company at the present time owns the work and all IP in it.

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**NYSE: GKOS**
Today in California there is a panoply of laws protecting the disabled, protecting those who file worker’s compensation claims, and requiring employers to provide paid sick leave to their employees, and not retaliate against those who take it. These laws create a tangled thicket that employers need to navigate carefully to avoid creating liability.

Below are some common problems and ways to avoid them.

First, do not assume that because an employee has exceeded the maximum leave of absence under your leave policy that you may terminate the employee. If that employee has a disability, you may need to extend his or her leave as a reasonable accommodation.

Second, be careful when applying attendance policies that you do not penalize an employee for absences that qualify for Family Medical Leave treatment. Similarly, be careful about excluding such employees from benefits under policies that reward good attendance. Family medical and sick leave laws may prohibit such treatment.

Third, do not assume that because an employee has received a "permanent and stationary" rating in a worker’s compensation matter, or has received other restrictions on his or her activity, that the employee may be terminated due to such restrictions. Under the ADA and similar laws, you must always assess whether there is a reasonable accommodation that will allow the employee to do the work. The same is true of an employee who applies for and qualifies for disability benefits.

Fourth, remember that employees may not only be entitled to extended leaves, they also may be entitled to intermittent leave under Family Medical Leave laws.

Under the ADA and similar laws, you must always assess whether there is a reasonable accommodation that will allow the employee to do the work. The same is true of an employee who applies for and qualifies for disability benefits.

Requests for intermittent leave, especially requests in which an employee’s hours must be limited, need to be carefully evaluated.

Beware of the employee who is about to be terminated and (perhaps for the first time) tries to excuse poor performance or bad behavior by claiming it was caused by a disability. Such claims must be assessed before imposing discipline.

An employer’s human resources department should always be involved in any decisions about employees who have medical problems affecting their work.

Mike Hood is a Principal and the Office Litigation Manager for the Orange County office of Jackson Lewis P.C. He can be reached at Michael.Hood@jacksonlewis.com or 949.885.1360.
Companies and class action defense attorneys jumped for joy in May 2016 when the Supreme Court issued its decision in Spokeo, Inc. v. Robins, 136 S. Ct. 1540 (2016). That opinion discussed a threshold constitutional requirement for being able to bring a lawsuit in federal court (standing, i.e., a “concrete” injury that actually exists, traceable to the defendant, that could be redressed by a favorable judicial decision). The Supreme Court in Spokeo determined that the lower courts had not adequately considered whether the statutory violations at issue—incorrect personal facts included on a credit reporting website—satisfied the “concrete” injury requirement. More significantly, however, and to the delight of companies and defense attorneys, the Supreme Court held that a plaintiff could not satisfy the federal standing requirement by alleging “a bare procedural violation, divorced from any concrete harm, and satisfy the injury-in-fact requirement” of the Constitution. Id. at 1549.

This was an important statement from the Supreme Court. There has been a cottage industry in recent years of class actions alleging technical violations of a federal statute and seeking millions of dollars in aggregated statutory damages. For example, a single text message could cost a company $500 to $1,500 under the Telephone Consumer Protection Act. Printing a credit card expiration date on a receipt could cost $100 to $1,000 under the Fair Credit Reporting Act. Multiply these statutory damages. For example, a single text message could be redressed by a favorable judicial decision. In a series of decisions issued this year, including most recently on Aug. 15, 2017, in Robins v. Spokeo, Inc., 867 F.3d 1108 (2017) (the very same Supreme Court case, now back on appeal following remand), the Ninth Circuit has determined that a statutory violation alone can be enough to satisfy the constitutional standing requirement if (1) the specific statutory provision at issue was intended by Congress to protect a concrete interest (rather than just a procedural right), and, if so, (2) the specific procedural violation(s) posed harm, or presented a real risk of harm, to that interest. Id. at 113.

The Supreme Court’s decision in Spokeo was significant because it meant that a plaintiff could no longer merely allege that she received a text message to which she had not consented, or a receipt with her credit card expiration date printed on it, and then sue in federal court, without alleging some sort of real harm to her beyond the fact that the defendant had violated a statute. Defense attorneys loved quoting the Supreme Court’s language in Spokeo to get class actions dismissed at the pleading stage, and met with relative success. After Spokeo, rather than filing these types of class actions in federal courts, plaintiffs’ attorneys began filing them in state courts, where the same constitutional standing requirements did not exist. A state court defendant could hardly risk the ire of a federal judge by removing the case to federal court pursuant to the statute at issue or the Class Action Fairness Act, telling the district court it had jurisdiction, only to later file a motion to dismiss, essentially saying to the court, “Just kidding; no, you actually don’t.”

Despite the hopes that Spokeo engendered, the Ninth Circuit has slowly but surely been walking back Spokeo’s reach. As a result, the effects of recent decisions have once again made it possible for these types of class actions alleging merely technical or procedural violations of a statute to be filed—and stay—in federal court. This was an important statement from the Supreme Court. There has been a cottage industry in recent years of class actions alleging technical violations of a federal statute and seeking millions of dollars in aggregated statutory damages. For example, a single text message could cost a company $500 to $1,500 under the Telephone Consumer Protection Act. Printing a credit card expiration date on a receipt could cost $100 to $1,000 under the Fair and Accurate Credit Transactions Act. Multiply these statutory damages by several thousand, a hundred thousand or even millions of technical violations and the potential exposure to a defendant could be devastating.

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CONGRATULATIONS
2017 Nominees!

Andre Aragon - Sprint Corp.
Shadi Bank - Quality Systems Inc.
Robert Bello - Hughes Marino
Brady Berg - Cylance Inc.
Bernadette Chala - Arbonne International LLC
Alex Coffin - Osur Americas Inc.
Jennifer Davies - Pacific Life Insurance Co.
Robert Davis - Glaukos Corp.
Shannon Dwyer - Providence St. Joseph Health
Amber Enriquez - Earth Friendly Products
Andres Gallardo - Opus Bank
Ursula Guzman - Corelogic Inc.
Miek Harbour - The New Home Co.
Erin Heller - Western Digital Corp.
Jennifer Ishiguro - Gateway One Lending & Finance
Monica Johnson - Ventura Foods LLC
Stacey Jue - ABM Industries Inc.
Bruce Larson - Advantage Solutions
Michael Lavlin - Consumer Portfolio Services Inc.
Richard LeBrun - PIMCO
Troy McHenry - HCP Inc.
Kendra Miller - BJ’s Restaurants Inc.
Karen Morao - Hyundai Motor America
Shawheen Moridi - MedXM
Aaron Mortensen - International Education Corp.
Guthrie Paterson - Trace3 LLC
Wade Pyun - U.S. Bank

James Schindler - Masimo Corp.
West Seegmiller - West Alliance Injury Lawyers
Sheniece Smith - Children’s Hospital of Orange County
Gabriel Steffens - TH Real Estate, a Nuveen company
Matthew Syken - Parex USA
Franco Tenerelli - Landsea Holdings Corp.
Robert Tennant - Veros Credit
Richard Tilley - Foundation Building Materials
Cherrie Tsai - Kaiser Aluminum Corp.
Jenny Wang - MerchSource
Sharon Wang - Arbonne International LLC
Jason Weintraub - Taco Bell Corp.
Ako Williams - Ushio America Inc.
Beverly Wittekind - The Ensign Group Inc.
Lisa Wright - LIBERTY Dental Plan

In-House Legal Team Nominees

Alorica
Bane of California
Consumer Portfolio Services Inc.
CoreLogic
Multi-Fineline Electronics Inc.
PIMCO LLC
Providence St. Joseph Health
Taco Bell

Master of Ceremonies
Erwin Chemerinsky
Dean
University of California, Berkeley
School of Law

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André Aragon, Counsel
Berg Inc., Irvine
André Aragon’s practice is focused on marketing and advertising law, providing support to Berg’s pre-paid wireless brands in Irvine, where the majority of the client groups he supports are based. Since joining Berg in 2009, he has seen the wireless industry evolve, both from a technological standpoint and to the role wireless devices play in people’s everyday lives. Although this evolution has transformed the role of wireless devices, advertising best practices still prevail and Aragon heeds his clients by educating, identifying and addressing potential issues. Rather than saying “no,” he prides himself on his ability to collaborate and work with his clients to find creative solutions and strategies that foster advertising best practices and principles. Based on the numerous recognitions and accolades Aragon has received at work, this collaborative approach is valued and highly appreciated by the clients he supports. Berg serves 63.7 million connections as of June 30, 2017.

Shahi Bank, Vice President & Associate General Counsel
Quality Systems Inc., Irvine
Shahi Bank joined Quality Systems Inc. (QSI) in 2014. In that time, he has managed all company litigation: securities; IP, including a significant IP victory before the Federal Circuit; and customer and employment-related litigation matters. She also successfully resolved numerous complex and high-stakes commercial/contract disputes in-house (i.e., without legal spend), effectively protecting the company from liability and preserving key customer partnerships and ongoing revenue streams. In her role, Bank has implemented dispute resolution and service processes and practices to become more proactive and (re)customer-focused, which has resulted in more comprehensive legal oversight into all potential disputes at a much earlier phase and has greatly improved the company’s ability to successfully resolve issues before they lead to litigation. Quality Systems Inc. and its NextGen Healthcare Information Systems subsidiary develop and market computer-based practice management and electronic health records solutions, as well as revenue cycle management applications and connectivity services for medical and dental group practices throughout the U.S.

Robert Bello, General Counsel
Hughes Marino, Irvine
Robert Bello plays an integral role in spearheading SB 1711, a law conceived by Hughes Marino Chairman and CEO Jason Hughes, that requires brokers to disclose whether they are acting as dual agents (representing both landlords and tenants), to prevent conflicts of interest and ensure transparency, which Governor Brown signed into law. Bello also took a leading role in a lawsuit sponsored by Assemblyman Al Muratsuchi, former Speaker of the House, and prolonged the case at the Court of Appeals. All 1059 outlawed dual agency by prohibiting brokers or their agents from representing both the landlord and tenant in a commercial real estate transaction. Bello has also had a tremendous impact on Hughes Marino. Since joining the firm, he has been instrumental in helping to protect the company’s and its clients’ interests. In addition to reviewing leases and purchase agreements to ensure clients fully understand their legal obligations, he has also overseen all legal issues associated with Hughes Marino’s continued growth, including the opening of the newest office in Seattle, Washington. He also oversees the company’s Legal Department, which has seen the number of attorneys double in the past year. Hughes Marino is an award-winning commercial real estate firm exclusively representing tenants and buyers.

Brady Berg, General Counsel
Cyline Inc., Irvine
Brady Berg has served as Cyline’s general counsel since the company’s inception, first as outside counsel while a partner and co-chair of the Venture Capital and Emerging Companies practice at Mintz Levin Cahn Ferris Glovsky & Popeo, P.C., and now as Cyline’s in-house GC. Berg also practiced for nearly 10 years at Wilson Sonsini Goodrich & Rosati in Silicon Valley. In his role at Cyline, Berg has led the company through $100 million Series D Preferred round at $130 million valuation. He has also helped grow Cyline’s legal team from two to 11 people and guided the company through global expansion and a period of nearly 400% headcount growth. Cyline is revolutionizing cybersecurity with products and services that proactively prevent, rather than reactively detect the execution of advanced persistent threats and malware. The company’s technology is deployed on more than 10 million endpoints and protects hundreds of enterprise customers worldwide including Fortune 100 organizations and government institutions.

Bernadette Chala, SVP & General Counsel
Aronnine International LLC, Irvine
Bernadette Chala joined the Arbonne team in 2012, supporting the company’s Legal and Compliance Teams, first as the corporate counsel and now as senior vice president, general counsel. Chala’s responsibilities include overseeing Arbonne’s day-to-day legal affairs and direct sales compliance, managing Arbonne’s intellectual property estate, overseeing marketing compliance and supporting the Regulatory Team, and global product distribution and expansion. Her accomplishments at Arbonne include successfully steering the organization through a major restructuring of its international subsidiaries, with less than 60 days to manage the restructuring of six subsidiary companies; spearheading patent review and filing of both design and utility patent applications for a new product category for the company – electronic consumer goods; and overseeing the company’s ongoing international expansion into strategic markets. Before joining Arbonne, Chala served as the general counsel of American Sporting Goods/RVIA, where she oversaw legal affairs and compliance efforts. Arbonne International LLC creates personal skin care and wellness products.

Alex Coffin, Senior Corporate Counsel
Össur Americas Inc., FootHill Ranch
Alex Coffin began his legal career at the Orange County office of Latham & Watkins in 2012. In 2016, Coffin became in-house counsel at Össur Americas Inc. During his short time with Össur, he has led the legal and management integration of two recent acquisitions of Össur’s portfolio company investments. Coffin has also led legal support for Össur’s corporate activities at Össur, completing an asset deal in-house and managing several buy-side and sell-side transactions. In 2017, he has been the lead in-house supervising attorney for three material litigation matters, one of which recently ended in a favorable confidential settlement. Coffin takes an active role in supervising and assisting outside counsel in all aspects of litigation. He is highly respected by his outside counsel for his attention to detail and keen strategic decision making. A global leader in orthopaedics, Össur employs the smartest minds and the most advanced technologies to help keep people mobile.

Jennifer Davies, Assistant Vice President, Counsel
Pacific Life Insurance Co., Newport Beach
Jennifer Davies has been practicing defense-side employment law since 1996, and joined Pacific Life in 2015 as an officer and its sole employment lawyer. In her time with the company, Davies partnered with HR in the successful implementation of Monday, created and delivered practical training for managers across the country on leaves of absence and accommodation of disabilities; worked with a small team that formalized procedures for handling, escalating and reporting potential violations of the company’s Code of Conduct; and was selected to serve on a committee to review and redesign end-to-end vendor management. The accomplishment Davies is most proud of is building credibility with senior leadership and being a sought-after resource for employment law matters. To provide value to an organization as in-house counsel, it is essential to be seen as a valued business partner. In-house lawyers must be able to put themselves in the shoes of their internal clients and provide practical, business-centered advice. Davies strives every day to retain that credibility and build relationships with clients to better understand and offer the best solutions for the employment-related challenges they face.

Robert Davis, SVP, General Counsel & Secretary
Glaukos Corp., San Clemente
Robert Davis has served as Glaukos’ SVP, general counsel and secretary since June 2015, an officer and as its sole employment lawyer. Davis has played a key role in helping the company expand its global presence, establishing 14 international subsidiaries, which has helped contribute to the company’s 87% year-over-year growth in international sales. This growth has driven Glaukos to expand its employee workforce, physical facilities and its commercial organization. Davis has played a key role in helping the company expand in each of those areas. He led the company’s effort to increase its physical footprint in Orange County to 80,000 square feet in connection with a re-location of its corporate headquarters and manufacturing operations to San Clemente. As the first general counsel for Glaukos, Davis has been tasked with establishing a Legal Department; overseeing its growth; integrating its application within the business organization; and supporting the board, the executive, sales, engineering, operations and regulatory teams.

Shannon Dwyer, Executive Vice President/General Counsel
Providence St. Joseph Health, Irvine
Shannon Dwyer has always exhibited talent and professionalism in her role. This past year, these attributes were evident as she provided legal and strategic expertise as general counsel to St. Joseph Health when it underwent one of the largest non-profit transactions in state history. Dwyer was central to the coming together of St. Joseph Health and Providence Health & Services. The combination resulted in a new organization, Providence St. Joseph Health, which has 50 hospitals and 100,000 employees spanning the West Coast.

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The law firm of Robinson Calcagnie, Inc. has built a national reputation for providing the highest quality of legal representation and obtaining substantial jury verdicts, judgments and settlements.

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Andres Gallardo, Vice President, Assistant General Counsel/GC, PENSCO Trust

Opus Bank, Irvine

Andres Gallardo joined Opus Bank, a California commercial bank in 2012, and serves as the bank’s first vice president and assistant general counsel, and as general counsel of Opus Financial Partners LLC, Opus Bank’s wholly owned broker-dealer subsidiary; Opus Equity Partners LLC, Opus Bank’s private equity arm; and PENSCO Trust and self-directed IRA alternative custodian subsidiary. Gallardo joined Opus Bank when it was an institution of approximately $2.4 billion in total assets. As of June 30, 2017, Opus Bank is $7.7 billion of total assets, $8.2 billion of total loans and $6.3 billion in total deposits. Gallardo has been an integral part in the growth of Opus Bank. The bank has grown both organically through loan and deposit growth, as well as through its corporate development activities. Gallardo was a contributing partner on the due diligence teams that led to the successful close of an acquisition of 10 banking offices and approximately $125.1 million of related deposits from Pacific Western Bank. Additionally, Gallardo served in a similar role in an acquisition of four banking offices and approximately $117 million of related deposits from California Bank and Trust, a wholly owned subsidiary of Zions Bancorporation.

Erin Heller, Vice President Legal (Global Labor, Employment & Legal Operations)

Western Digital Corp., Irvine

Erin Heller has successfully built out and managed two significant functions at Western Digital Corp. – the Global Employment Law and Legal Operations Functions. Heller is the lead employment attorney for worldwide activities for the publicly traded, Fortune 200 company with annual revenue of $19.1 billion, net income of $397 million for fiscal year 2017, and 70,000+ employees worldwide. She oversees all labor and employment issues, including all pre-litigation and employment litigation matters, on a global basis. In her role, Heller is the lead employment attorney for worldwide activities for the publicly traded, Fortune 200 company with annual revenue of $19.1 billion, net income of $397 million for fiscal year 2017, and 70,000+ employees worldwide. She oversees all labor and employment issues, including all pre-litigation and employment litigation matters, on a global basis. She manages a significant budget (the entire global legal organization) and works closely with the Finance Department on forecast and actual spend for the entire global legal team. Her other responsibilities include vendor management, contract management, systems and tools, playbook and people management issues for the Legal Department. Western Digital is an industry-leading provider of storage technologies and solutions that enable people to create, leverage, experience and preserve data.

Ursula Guzman, Senior Principal, Associate General Counsel

CoreLogic Inc., Irvine

Ursula Guzman is the chief employment counsel for CoreLogic. In her role with the company, she has helped resolve all major employment conflicts and employment issues for 6,000+ employees. Guzman manages CoreLogic’s pro bono program and all of the in-house attorneys who are involved in the program. In the community, she is a member of the OC Bar Association and leads numerous events to help educate the legal community. CoreLogic is a leading provider of consumer, financial and property information, analytics and services to business and government.

Amber Enriquez, General Counsel

Earth Friendly Products, Cypress

Amber Enriquez serves as general counsel and assistant corporate secretary for Earth Friendly Products, a privately held American manufacturer of environmentally friendly cleaning products. Since her graduation from Chapman University Fowler School of Law, she has quickly risen to direct legal strategy and manage legal operations for the company’s four U.S. manufacturing facilities and global sales office in Greece. With nationwide operations and worldwide distribution, Enriquez is consistently learning and growing in her capacity as general counsel, and is one of the key executives tasked with taking the company to new heights. Enriquez reports directly to the company board of directors and CEO regarding high-level legal and business matters, providing senior management with advice on all legal issues, risks and threats facing the company while recommending best direction and courses of action. As GC for an established industry leader, she balances manufacturing needs with the company’s mission to “provide the highest quality cleaning products that are safer for people, pets and the planet, made sustainably with exceptional performance, price and convenience.”

Amber Enriquez

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Rutan & Tucker, LLP

Guiding Clients to Success

Representation of QSC, LLC in its acquisition of Ultra-Stereo Labs, Inc.

Representation of Creative Bus Sales, Inc. in its acquisition of substantially all of the assets of National Bus Sales, Inc.

Representation of KCA Electronics in its acquisition by HCI Equity Partners.

Representation of TriPaq in its acquisition by New-Indy Containerboard.

Representation of Digital Networks Group in its acquisition by Avidex industries.

Representation of Pacific Medical in its acquisition by Jordan Health Products.

Representation of Foundation Building Materials in twelve strategic acquisitions for aggregate consideration in excess of $155,000,000.

Representation of California shareholders of Critchfield Pacific in its acquisition by an undisclosed buyer.

Representation of Academy Medical Equipment, Inc. in its acquisition by United Seating and Mobility, L.L.C. dba Numotion.

Representation of Hardin Holdings and Ancon Marine in a joint venture with Budway Enterprises to combine their trucking and logistics business under the MHX brand, and representation of MHX in its refinancing with Comerica Bank.

Representation of Stacy and Witbeck, Inc., in its acquisition of Rail Services Corp.

Representation of Quality Systems, Inc. in its $215,000,000 acquisition of EagleDream Healthcare Inc.

Representation of Pro-Dex, Inc. in connection with at-the-market offering of up to $20,000,000.

Representation of MSI in its senior secure financing transaction.

Rutan & Tucker, LLP has the knowledge and expertise to structure, negotiate and close all aspects of domestic and international mergers and acquisitions, financings, and securities transactions. These are just a few of our recent notable transactions. We have experience covering a broad spectrum of industries and sectors, such as healthcare, education, software, construction, food and consumer products, aerospace, and oil and gas, among others. Whether you are a private business owner contemplating an exit or growth transaction, a private equity fund expanding or realizing on your portfolio, or a public company making strategic moves, we look forward to being your partner and trusted advisor in achieving your business objectives.
In 2007, the company acquired three competitors, increased monthly loan originations to over 30,000 and the company’s overall workforce topped 20,000 employees. Stacey Jue, Assistant General Counsel

AEB Industries Inc., Irvine

Stacey Jue is a seasoned general counsel at AEB Industries Inc., a leading provider of facility solutions with revenues of approximately $5.1 billion and more than 130,000 employees in 360+ offices throughout the United States and various international locations. She is the labor and employment attorney for several business lines with operations in the U.S. and Canada. She is responsible for managing a variety of human resources issues including advice and counsel, developing key policies and procedures, conducting training, investigating and resolving employee complaints, developing key compliance programs, negotiating resolution of matters, and handling a high volume of lawsuits ranging from single plaintiff to class actions. She also provides key strategy and risk assessments for AEM executives and serves as the lead representative at all stages of litigation. Prior to joining AEM, Jue was a senior attorney at FedEx Express, the world’s largest express transportation company. At FedEx, Jue served as lead trial counsel and obtained verdicts on behalf of FedEx in state and federal courts.

Bruce Larson, Vice President & Assistant General Counsel

Advantage Construction

Bruce Larson joined Advantage Construction in 2014. He originally was brought on to serve as the General Counsel of the company. Larson was appointed to serve as litigator and advisor, as the company was emerging from a tough cycle. From 2001 through 2007, Larson served as in-house counsel to ADP Inc., an $11 billion publicly traded company, where he was promoted to the position of senior vice president and general counsel. At ADP, Larson was a key member of the legal team that was responsible for the company’s legal defense and was involved in litigation in numerous states, as well as in the Bankruptcy Code. Larson was also involved in the company’s business, including the development of new products, and was responsible for implementing policies and procedures to ensure compliance with all applicable laws and regulations. In addition to his legal experience, Larson has extensive experience in the insurance industry, having served as counsel to a number of insurance companies, including State Farm Mutual Automobile Insurance Company and Progressive Corporation. Larson is a graduate of the University of Michigan Law School and received his J.D. degree from Harvard Law School. He is a member of the California Bar and the New York Bar. Larson is also a member of the American Bar Association and the Association of Corporate Counsel.

Michael Lavin, EVP & Chief Legal Officer

Consumer Portfolio Services Inc., Irvine

Consumer Portfolio Services (CPS) is a public finance company. Michael Lavin, its executive vice president and chief legal officer, is part of a small executive team that accompanied the company at the turnaround in an industry dominated by the recession. Lavin joined CPS in 2001 as the company was just emerging from a tough cycle. From 2001 through 2007, CPS acquired three competitors, increased monthly loan originations to over $100 million, and pushed the total managed portfolio to over $2 billion. In 2009, when Lavin was offered the position of senior vice president and general counsel, many viewed him as a dubious offer. In 2007, the company had 12,000 employees at 12,000 locations, and it had a stock price of $10/share. By 2009, however, CPS had originated only $9 million in auto loans, and its stock had dropped to 25 cents. Lavin was offered positions in the legal departments of several state agencies. However, he chose a different path. Lavin believed that when you are presented with both chances, you should rise to meet them. CPS has emerged stronger and more dominant in its sector. Richard LeBrun, Managing Director, Deputy General Counsel

PMCO, Newport Beach

Richard LeBrun is a managing director and deputy general counsel in the Newport Beach office of PMCO, primarily responsible for the firm’s alternative investments business. Prior to joining PMCO in 2006, LeBrun was an associate with Rogers & Gray, focusing on investment management and private-equity-related matters. He has 17 years of legal experience and holds a J.D. from the University of Michigan Law School, where he was admitted to the Order of the Coif. He received an undergraduate degree from Northwestern University. LeBrun has also been admitted to the bar in both New York and California. PMCO is a global investment management firm with a singular focus on preserving and enhancing investors’ assets. The firm manages investments for institutions, financial advisors and individuals. The institutions include banks, corporations, endowments, foundations, and public and private pension and retirement plans.

Troy McHenry, EVP & General Counsel

HCP Inc., Irvine

HCP Inc. is a real estate investment trust (REIT) investing primarily in real estate serving the healthcare industry. It is publicly traded on the New York Stock Exchange, with more than $20 billion in assets under management. In his role with the company, McHenry’s accomplishments, initiatives and leadership reach far beyond the Legal Department, and have truly made a positive impact company-wide. His most significant business accomplishments include, but are not limited to, managing all legal aspects in connection with the spin-off of approximately 25% ($5 billion) of the company’s entire portfolio into an independent, publicly traded REIT, leading the pricing and closing of a $500 million of 364 Day-Like Notes, and leading efforts engaging in acquisitions and dispositions of over $1 billion in 2017 to date. McHenry is charged with much more than the legal aspects of the company and the board of directors on complex legal matters. He manages all legal facets of asset acquisitions and dispositions, capital market offerings, financial reporting and disclosure, risk oversight, litigation and corporate governance.

Kendra Miller, EVP & General Counsel

BJ’s Restaurants Inc., Huntington Beach

Kendra Miller joined BJ’s Restaurants six and a half years ago. She oversees the Legal, Licensing, Team Member Relations, and Benefits departments. She assumed responsibility for the Loss Prevention department for four years, and managed a large workforce. During her tenure, BJ’s has grown from approximately 13,000 team members at 103 restaurants in 13 states to approximately 23,500 team members in 194 restaurants in 24 states. She is also a director of one of BJ’s nonprofit organizations. Give A Slice, which provides grants to teams members in her time of need. In 2011,她 founded BJ’s Women’s Career Advancement Network (WOCAN), an organization focused on empowering and developing women leaders with the knowledge, skills and network they need to continue their leadership potential and advance their careers at BJ’s. Miller is especially proud of the work she did in evolving BJ’s Promise Card and creating a Respectful Workplace training – helping to ensure that BJ’s culture continues to be strong as the company grows.

Karen Morao, Counsel, Consumer Litigation

Hyundai Motor America, Fountain Valley

Karen Morao is the counsel for Consumer Litigation at Hyundai Motor America (HMA). Before taking on this position, Morao was a partner in Dorsey & Whitney LLP’s Commercial Litigation Group, representing clients throughout the U.S. and internationally in complex business litigation and arbitration. She also gained extensive trial experience as a Deputy District Attorney through the OCDA Trial-Attorney Partnership program. Morao serves as head of Hyundai Motor America’s Warranty Litigation group, pursuing aggressive representation of HMA and cost-effective resolution of warranty matters. She also created innovative settlement measures, including implementing new internal procedures to reduce defense cost and reduce overall case volume. Hyundai Motor America is a wholly owned subsidiary of Hyundai Motor Co. Hyundai vehicles are distributed throughout the United States by Hyundai Motor America and are sold and serviced through BS6 dealerships nationwide.

Shawneen Moridi, General Counsel

MedMex, Santa Ana

Shawneen Moridi’s duties at MedMex go beyond the typical GC duties. In addition to his legal responsibilities, Moridi oversees the Finance and Human Resources departments and has a dedicated team of 350+ employees. During his tenure, he has been instrumental in the overall strategy of the company, and has seen the number of employees and scale of the company grow by more than 100%. Moridi has also managed the company’s legal risk and has successfully dealt with high-profile lawsuits, including a whistleblower lawsuit that involved many of the nation’s top healthcare companies concerning kickbacks. Under his leadership, the company’s legal exposure is at an all-time low. In HR, Moridi oversaw the massive expansion of the company over the past two years, including the hiring of 2,000+ employees and independent contractor providers. MedMex’s revenues have grown exponentially, and Moridi is responsible for the growth and budgets. He’s been behind the expansion of the office in a short time. In addition, Moridi has been a key leader in creating a series of initiatives aimed at improving the company’s workplace culture, such as the implementation of a new employee training program and the development of new policies and practices to strengthen the company’s compliance culture. MedMex is a national leader in the design and implementation of preventative care technology and in-home health risk assessments for the purpose of risk management.

Aaron Mortensen, EVP & General Counsel

International Education Corp., Irvine

Aaron Mortensen joined International Education Corporation (IEC) in March 2013 at a particularly difficult time for the company. In addition to a number of pending lawsuits against the company, including consumer and class action claims, there were several personnel changes at the senior leadership level, and IEC had been operating without a general counsel for a number of months when Mortensen joined. At the time Mortensen joined IEC, the career education services industry as a whole was in a period of serious transition and under attack from a variety of sources. Despite having no prior in-house counsel experience, Mortensen handled the lawsuits and worked with senior leadership to get the company back on track. He also managed additional areas including risk management, legal diversity and real estate, lowering costs and potential risk while improving efficiency. Mortensen helped to develop new policies and practices to strengthen the company’s compliance footing. IEC owns and operates accredited, post-secondary colleges at 30 campuses throughout the United States, preparing students for careers across a wide range of vocational occupations.

Gufturia Paterson, EVP, Operations & General Counsel

Tracec LLC, Irvine

Tracec is a leading technology solutions provider serving Fortune 1000 clients. At Tracec, Paterson has had the opportunity to work in the areas of finance, legal, operations, sales and corporate development efforts. In these roles, he helps to drive revenue growth and profitability. Prior to joining Tracec in 2014, Paterson was a managing director at DNB Heat Mission, a geothermal energy company, responsible for the company’s overall risk management strategy and the development of a new wind farm project in Washington State. At DNB Heat, Paterson was responsible for all aspects of the company’s business development and growth, and serving with sales and engineering leadership to drive increased revenue. Previously, Paterson served as GC for ComXcom Network, a leading provider of online real-time news and finance content solutions. Prior to ComXcom, he was a senior M&A attorney at the Los Angeles and New York offices of Jones Day, an international law firm.
“Outperforming major law firms through a cutting-edge approach.”

-Los Angeles Daily Journal

TRIAL LAWYERS FOR HIGH-STAKES BUSINESS CASES

- Class Action Litigation
- Patent Litigation
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- Business Litigation
- Employment Litigation
- Securities Litigation
- Bankruptcy Litigation
- White-Collar Defense
- Trade Secrets

LOS ANGELES
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ORANGE COUNTY
650 Town Center Drive
Suite 1700
Costa Mesa, CA 92626
(949) 383-2800
Wade Pyn, Vice President & Senior Corporate Counsel
U.S. Bank, Irvine
In his capacity as corporate regulator counsel for U.S. Bank, Wade Pyn has devised controls to ensure the Home Mortgage division makes the necessary operational adjustments in response to applicable regulatory changes. This systematic approach, which was adopted in 2013, impacts 3,400 employees across the Home Mortgage division’s 19 loan servicing sites, including the $2.7 billion loans servicing its $60-billion residential mortgage portfolio. Over the past six years, Pyn has led a team that has provided coverage on more than 900 regulatory changes that impacted U.S. Bank’s residential mortgage servicing and management practices. Pyn also had a role in designing a regulatory change management framework, which has been subject to, and has withstood the highest levels of internal audit and external exam scrutiny. Minneapolis-based U.S. Bancorp, with $464 billion in assets as of June 30, 2017, is the parent company of U.S. Bank National Association, the fifth largest commercial bank in the United States.

James Schindler, SVP & Assistant General Counsel
Masimo Corp., Irvine
As a senior leader of Masimo Corp., James Schindler’s role consists of much more than providing legal advice. Schindler helps lead the company’s legal department, focusing on business strategy and objectives. His goal is to assist the business to do what it wants to do, but with the least amount of legal and business risk. This often requires him to lead non-legal projects, to think creatively and suggest alternate means of accomplishing a business objective if doing so would reduce legal risk, and to lend his leadership skills to provide legal and business initiatives. Some of Schindler’s projects include: leading a project to acquire the Mexican office to lower Masimo’s risk factor for its manufacturing operations in Mexico, saving the company millions of dollars; growth and turnaround of company’s state contract in the property where the company’s headquarters is located; helping Masimo continue its rapid expansion in Irvine; and spearheading the acquisition of nine highly regulated corporate assets, ensuring the result is in the company’s best interests.

West Seegmiller, Attorney
West Alliance Injury Lawyers, Newport Beach
Former California Attorney General and Judge and Attorney West Seegmiller has earned a sterling reputation for seeking justice for all. His courtroom experiences during his 30-plus year career have included such cases as Arapahoe v. Coca, Southern California Edison and Rockwell International. Justice requires that an attorney invest his time, energy, and thoroughness so that no stone is left unturned. By adhering to that philosophy, Seegmiller says clients always enjoy the outcome, whether that means the case is litigated in the courtroom or a settlement is reached pre-trial. West has even built an actual courtroom in his law offices, where he hires mock “juries” to hear his cases pre-trial, gaining their feedback and insight. He then shapes his arguments, so to speak, for what he plans to do in front of a actual jury. Life is too short to chance.

Sheniece Smith, Associate General Counsel
Children’s Hospital of Orange County, Orange
Sheniece Smith has been with Children’s Hospital of Orange County (CHOC) for almost nine years, rising from the department assistant to her current role. Although Smith had her paralegal certificate, she joined the CHOC Legal Department as an administrative assistant to get her foot in the door. In that role, Smith established the department’s filing and tracking system. With encouragement from the department, Smith went on to earn her paralegal certificate while continuing to work for CHOC. After law school, Smith immediately took on the position of assistant counsel. As associate counsel, Smith successfully managed and coordinated the staff, developed the organization’s contracting policy, and started the legal summer clerk program where she trains and mentors one to two clerks each year, among responsibilities for the CHOC’s CEO, Smith spearheaded the CHOC Human Resources Steering Committee to implement pertinent changes in the organization to create a better work environment for CHOC associates while complying with the increasing California and federal regulations. Most recently, she led an internal team to launch the organization’s telemedicine program, which will greatly expand CHOC’s ability to positively impact medical care for children in other counties.

Gabriel Steffens, Managing Director & General Counsel
TIAA’s acquisition of the real estate division of Henderson Global Investors and the subsequent unification of TIAA Global Real Estate (with a largely U.S. business of Nuveen). TH Real Estate, the $100-billion “startup,” is the result of TIAA’s acquisition of the real estate division of Henderson Global Investors and the subsequent unification of TIAA Global Real Estate (with a largely U.S. business of Nuveen). TH Real Estate has established an arms-length relationship with the company’s ultimate parent, TIAA, regarding the management of its $60-billion real estate portfolio. In his role with the company, Steffens has managed a significant and highly regulated corporate asset, ensuring the investment results in the company’s best interests.

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West Alliance Injury Lawyers, Newport Beach
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Gabriel Steffens, Managing Director & General Counsel
TIAA Global Real Estate, Irvine
In his role at Parex USA, Matthew Syken aided his department in utilizing new compliance procedures, including auditing of vendors and partners to ensure they also followed all safety measures and conformed with local and national laws. Further, his work helped to overhaul the company’s overall management and re-stated in total all the bylaws and governing documents. Finally, he instituted a fully functional (and Cost Contract) tracking system, which led to better efficiency in monitoring outside counsel; not solely on costs, but to monitor the company’s cooperation and attentiveness to outside counsel requests. These efforts earned Parex USA its 50 percent safety score and a significant increase in the company’s overall safety score. Syken’s efforts were also recognized by ParexGroup’s CEO in the company’s October 2016 meeting.

Matthew Syken, General Counsel & Chief Legal Officer
Parex USA, Anaheim
In his role as General Counsel for Parex USA, Matthew Syken aided his department in utilizing new compliance procedures, including auditing of vendors and partners to ensure they also followed all safety measures and conformed with local and national laws. Further, his work helped to overhaul the company’s overall management and re-stated in total all the bylaws and governing documents. Finally, he instituted a fully functional (and Cost Contract) tracking system, which led to better efficiency in monitoring outside counsel; not solely on costs, but to monitor the company’s cooperation and attentiveness to outside counsel requests. These efforts earned Parex USA its 50 percent safety score and a significant increase in the company’s overall safety score. Syken’s efforts were also recognized by ParexGroup’s CEO in the company’s October 2016 meeting.
Department. He is responsible for identifying, structuring and negotiating complex commercial transactions; M&A deals; and key brand partnerships across all business units. Recently, Weintraub drafted and negotiated agreements with 15+ vendor partners to launch Taco Bell’s ground-breaking mobile ordering and payment application and award-winning e-commerce platform. He structured and negotiated franchisee partnership deals to launch the Taco Bell brand in nine new international markets and grow annual unit development outside the U.S. by more than 600% in just two years. Weintraub also manages the Strategic Sourcing and Procurement Contracts Team, delivering $200 million in cost savings over past three years.

Ako Williams, Vice President, General Counsel & Corporate Secretary
Ushio America Inc., Cypress

Ushio America is a leading provider of light sources and solutions, including general and special lighting, lasers, light sources for scientific and medical applications, semiconductor systems, and other related products and solutions. In her role, Ako Williams oversees all of the company’s legal, compliance and corporate governance matters. Since taking on the GC position in April, Williams has become an integral part of the company’s executive team. As the company has grown in size and its business has become more complex, Ushio America required a GC who is not only a top-notch legal advisor, but also a keen strategist who contributes to achieving business objectives and helps drive the business forward. Williams regularly participates in business review and committee meetings as a trusted advisor to the executive team. She has successfully reduced outside legal costs and other expenses by bringing more legal work in-house, strategically selecting outside counsel, and by consolidating and automating corporate governance and IP portfolio maintenance. She has also boosted the company’s compliance program by introducing online training and a compliance hotline system.

Beverly Wittekind, Vice President & General Counsel
The Ensign Group Inc., Mission Viejo

Beverly B. Wittekind has been vice president and general counsel at The Ensign Group Inc. since November 2, 2009 and has served in the same role for Ensign Services Inc., a Service Center subsidiary since 2002. The Ensign Group Inc. is the parent company of the Ensign™ group of skilled nursing, rehabilitative care services, home health, home care, hospice care and assisted living companies. Through its subsidiaries, Ensign operates approximately 222 facilities and 41 home health, hospice and home care agencies. Wittekind has provided legal counsel to the company almost since its inception, and in 2007 helped guide the company through a public offering. Already in 2017 under Wittekind’s guidance and leadership, Ensign, through its operating facilities, has added four stand-alone skilled nursing operations, six stand-alone assisted living operations, one campus operation, one home health agency and one hospice agency. Wittekind has worked to make the acquisition of those facilities a smooth one, and to implement the high caregiving and ethical standards that are hallmarks of the Ensign Group.

Lisa Wright, Vice President & General Counsel
LIBERTY Dental Plan, Irvine

Lisa Wright founded the Legal Department of LIBERTY Dental Plan, a high-growth and fast-paced national dental insurance company, and has served as general counsel to the company since 2009. She supports LIBERTY’s various business units and its senior executive management team in all areas of law, including contract drafting and negotiation, corporate governance, regulatory, labor and employment, litigation management, intellectual property and confidentiality, and overall risk mitigation. She has spearheaded a number of critical initiatives within the company such as implementing a contract management system and contracting framework; overseeing several critical acquisitions, and negotiating numerous complex and high stakes deals for the company. Under her legal guidance that has produced consistently excellent outcomes for LIBERTY, the company has grown from a small, local dental insurance company to a national organization with 3+ million members nationwide (and counting) and 2016 annual revenue of approximately $300 million. Wright is a critical asset to LIBERTY, not only as a trusted legal advisor, but as an indispensable member of its executive management team.
2017 Nominees

Consumer Portfolio Services Inc., Irvine
Joy Shurff, Assistant General Counsel - Domestic & Procurement Contracts
Scott Taylor, Assistant General Counsel - Domestic Client & Procurement Contracts
Jon Bello, Assistant General Counsel - Leads Legal Team in Asia Region
Lisette Reynoso, Corporate Counsel
Michael Lavin, Chief Legal Officer & EVP


CoreLogic, Irvine
Terry Theologides, General Counsel & Secretary
Angela Grinstein Ahmad, Executive, Deputy General Counsel & Assistant Secretary
Rouz Tabadotor, Executive, Deputy General Counsel
Arya Sadeghi, Principal, Corporate Counsel


Multi-Fineline Electronics Inc., Irvine
Suzy M. Lee, Vice President & General Counsel
Edward Wu, Legal Director, China


PIMCO LLC, Newport Beach
Karen A. Aspegal, SVP & Senior Counsel
Michael M. Cheng, EVP & Senior Counsel
David C. Flattum, Managing Director & Global General Counsel


Awards

- 2017 Nominees
- General Counsel Awards
- October 16, 2017

Promote advancement, the team also mentioned two young attorneys through law school into productive members of their in-house legal team. Consumer Portfolio Services Inc.’s Legal Department has mastered the art of doing more with less. Specifically, this small legal team has become an asset to the business by keeping almost all of the legal work in-house — no small task for a publicly traded company with approximately 1,000 employees that is operating nationwide in a heavily regulated industry.

Consumer Portfolio Services is an independent specialty finance company that provides indirect automobile financing to individuals with past credit problems, low incomes or limited credit histories. The company's growth and business initiatives. For example, the Legal Department has been successful in handling a number of litigation matters in-house, with great efficiency and results. On business matters, the Legal Department has been able to implement and ensure both efficiency and results. The bank has partnered with a number of key outside counsel in developing a list of preferred providers and worked aggressively on limiting legal spend and implementing guidelines for both internal and external legal work. In addition to building and growing its team, the Legal Department has continued to meet the bank's growth and business initiatives. For example, the bank has been successful in handling and closing 100+ state examinations into company business practices.

John Grosvenor started the Legal Department for Banc of California, working with one paralegal in 2012. The department is now a team of 17 as of August 2017. The expansion of the Banc of California's success and growth during the past five years. The Legal Department has been able to implement and ensure both efficiency and results. The bank has partnered with a number of key outside counsel in developing a list of preferred providers and worked aggressively on limiting legal spend and implementing guidelines for both internal and external legal work. In addition to building and growing its team, the Legal Department has continued to meet the bank's growth and business initiatives. For example, the Legal Department has been successful in handling a number of litigation matters in-house, with great efficiency and results. On business matters, the Legal Department has been able to implement and ensure both efficiency and results. The bank has partnered with a number of key outside counsel in developing a list of preferred providers and worked aggressively on limiting legal spend and implementing guidelines for both internal and external legal work.

Irene Chung, Vice President, Assistant General Counsel
Joshua Que, SVP, Associate General Counsel
Brian Farrell, SVP, Associate General Counsel
Mary Chung, General Counsel, Corporate
Suzanna Winlow, SVP, Associate General Counsel
Julia Sumida, SVP, Associate General Counsel
Joshua Que, SVP, Associate General Counsel


CoreLogic has been recognized for its achievements and innovation, including by the Orange County Business Journal. In 2011, General Counsel Terry Theologides was awarded the Outstanding GC of a Public Company Award. Members of his team, including Rouz Tabadotor and Angela Grinstein, have been nominated for the Rising Star Award for their outstanding contribution to the CoreLogic Legal Department (with Rouz winning the award in 2014). Ursula Guzman is the current chair of the Orange County Bar Association’s Corporate Counsel Section and Merit Alabady is a lecturer at Chapman University’s Fowler School of Law. CoreLogic is a leading global property information, analytics and data-enabled solutions provider.

Scott Taylor, Assistant General Counsel - Domestic Client & Procurement Contracts
Jon Bello, Assistant General Counsel - Leads Legal Team in Asia Region
Lisette Reynoso, Corporate Counsel
Michael Lavin, Chief Legal Officer & EVP


Multi-Fineline Electronics Inc. (MFLX) manufactures flexible printed circuits and is the market leader in this industry in the United States. Suzy Lee has more than 25 years of experience as a corporate attorney and was recently appointed vice president and general counsel of MFLX. She is responsible for overseeing all legal matters of the business, including transitioning to the new parent company in China, Suzhou Donghan Precision Manufacturing Co. Ltd (DSBL). Transforming MFLX’s legal processes and compliance program are significant priorities for the Legal Team after DSBL’s acquisition of MFLX. Growth is one of MFLX’s business priorities, and supporting new business opportunities is a key priority for Lee and her team. MFLX has two large factories in Suzhou, and in the process of a building a third one in Yancheng, China. Edward Wu, MFLX China legal director, reports to Lee and is responsible for legal matters in China. Yao Xu, MFLX paralegal, China is responsible for supporting legal matters in China.

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General Counsel Awards

2017 Nominees

- Consumer Portfolio Services Inc., Irvine
- John Grosvenor, EVP, General Counsel
- John Madden, EVP, Deputy General Counsel - Lending
- Angeelee Hams, EVP, Deputy General Counsel - Corporate
- Mansha Merchant, EVP, Deputy General Counsel - Banking
- Brian Farrell, SVP, Associate General Counsel
- Suzanna Winlow, SVP, Associate General Counsel
- Julia Sumida, SVP, Associate General Counsel
- Joshua Que, SVP, Associate General Counsel
- Irene Chung, Vice President, Assistant General Counsel
- Five Paralegals, One Admin. Manager, Legal Operations and Vice President, Corporate Affairs

- John Grosvenor started the Legal Department for Banc of California, working with one paralegal in 2012. The department is now a team of 17 as of August 2017. The expansion of the Banc of California's success and growth during the past five years. The Legal Department has been able to implement and ensure both efficiency and results. The bank has partnered with a number of key outside counsel in developing a list of preferred providers and worked aggressively on limiting legal spend and implementing guidelines for both internal and external legal work. In addition to building and growing its team, the Legal Department has continued to meet the bank's growth and business initiatives. For example, the Legal Department has been successful in handling a number of litigation matters in-house, with great efficiency and results. On business matters, the Legal Department has been able to implement and ensure both efficiency and results. The bank has partnered with a number of key outside counsel in developing a list of preferred providers and worked aggressively on limiting legal spend and implementing guidelines for both internal and external legal work.
Pacific Investment Management Co. LLC’s (PIMCO) in-house Legal Department consists of 29 attorneys and 56 paralegals and other support staff covering legal issues in 11 countries before 19 different regulators. Led by David Flattum, the department is characterized by more senior, highly experienced attorneys, with a philosophy that these attorneys should have practices with the depth and sophistication of partners at major law firms. PIMCO manages approximately $1.6 trillion in client assets. PIMCO’s in-house Legal Team handles all legal matters related to PIMCO’s global trading platform, which averages approximately $18 trillion in trading volume per year. The Legal Department places strong emphasis on community engagement and philanthropic activity. Over the last year, the team participated in numerous philanthropic events globally totaling 253+ hours across 28 nonprofit organizations. One of the team’s most significant achievements was fighting on behalf of investors by pursuing representation and warranty and servicing claims against the nation’s largest issuers of Residential Mortgage-Backed Securities (RMBS). Through PIMCO’s leadership, the investor group ultimately achieved over $16 billion in cash recoveries for RMBS investors, plus market-reforming services improvements. PIMCO is one of the world’s largest global investment managers with more than 2,200 employees.

Providence St. Joseph Health, Irvine

Cindy Strauss, EVP & Chief Legal Officer
Sharon Toncray, SVP & Chief Labor Employment Counsel
Jim Watson, EVP & Deputy General Counsel
John Whipple, SVP & Deputy General Counsel
Yemi Adaryanju, Associate General Counsel
Heidi Alessi, Senior Employee Benefits Counsel
Terry Biscoe, Senior Labor/Employment Counsel
Taco Cowell, Associate General Counsel
Lisa Dotsen Gould, Senior Corporate Counsel
Sarah Fellows, Associate Counsel
Mike Garrison, Senior Labor/Employment Counsel
Shawn Gillman, Corporate Counsel
James Goodwin, Senior Corporate Counsel
Ray Westen, Chief Legal Officer
Jo Moyer, Executive Assistant
Julie Davis, Senior Director, Franchise, HR & International
John Makarewich, Senior Director, Litigation, IP & Real Estate
Jason Weintraub, Senior Director, Contracts & Corporate Compliance

In an ever-competitive quick-serve food market, Taco Bell is a standout both in the domestic restaurant industry and on the rapidly expanding international markets. Started in 1962 by Glen Bell, Taco Bell is a subsidiary of Yum! Brands Inc. Taco Bell serves more than approximately 2 billion customers each year at approximately 7,000 restaurants, more than 80% of which are owned and operated by independent franchisees and licensees. The hallmark of Taco Bell’s in-house Legal Team is to deliver efficient, cost-effective services that meet the goals and objectives of the entire organization. Towards that end, the team’s achievements include efficient litigation management, risk avoidance and outstanding early claim resolution; contract and sourcing expertise resulting in significant cost benefit; and a top notch franchise team responsible for refranchising, transfers and expanding international business development.

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