



An *American Lawyer* Global 100 law firm, Venable serves corporate, institutional, governmental, nonprofit and individual clients throughout the U.S. and around the world. Headquartered in Washington, DC, with offices in California, Maryland, New York and Virginia, Venable LLP lawyers and legislative advisors serve the needs of our domestic and global clients in all areas of corporate and business law, complex litigation, intellectual property, regulatory, and government affairs. To learn more about Venable's capabilities, please see our complete list of [practice areas](#).

Honors and Awards

Chambers Global 2012 features Venable Attorneys and Practice Groups

Chambers Global ranked four Venable attorneys in their 2012 edition, including [Corporate Group](#) partners [Jim Hanks](#) and [Sharon Kroupa](#). Within the Capital Markets: REITs ranking, Hanks was described as "a terrifically thoughtful lawyer who is as knowledgeable as anyone in the country on REIT issues." Sources were impressed with Kroupa's "tremendous creativity and deal focus."

Venable ranked among top 100 law firms by *National Law Journal's* NLJ 250

Venable ranked 84th on the *National Law Journal's* NLJ 250 Annual Survey of the nation's largest law firms based on total number of attorneys. The list was published by the *National Law Journal* on March 26, 2012.

Newsletters and Alerts

Venable attorneys produce periodic alerts and newsletters covering a variety of topics and practice areas. For your convenience, we have assembled below a collection of the latest alerts and newsletters from the last month. To view the full text of an article, please click on the title of the piece.

2011 Delaware Corporate and Alternative Entity Law Developments

With the start of 2012, it is important to bear in mind the various amendments to the Delaware corporate and alternative entity statutes adopted in the previous year.

Jumpstart Our Business Startups (JOBS) Act

In order to spur job creation and economic growth, Congress recently passed legislation that fundamentally reforms the requirements for accessing capital markets in the United States. On April 5, 2012, President Obama signed the Jumpstart Our Business Startups (JOBS) Act, which Congress passed with broad bipartisan support. This legislation seeks to expand access to capital markets by making initial public offerings more attractive to "emerging growth companies" and expanding the ability of companies to raise capital in private and limited public offerings without registration with the Securities and Exchange Commission (SEC).

Advertising News & Analysis - March 8, 2012

News

- [FTC to Host Dot Com Disclosures Workshop on May 30](#)

Analysis

- [Venable's win in *McNair v. Synapse Group* has Important Implications for Future Consumer Class Actions](#)
- [The Litigation War Against "Natural" Continues](#)
- [Recent News Demonstrates Robocalling is on Regulators' Radar](#)
- [Promoting NAD Decisions for Marketing Gain: What Really Happens to Offenders?](#)

Advertising News & Analysis - March 15, 2012

News

- [FTC Cracks Down on Deceptive Car Dealer Ads](#)

Analysis

- [Commercial Email Advertisements Using Both Proxy/Private Registered Domains and Generic "From" Lines Deemed Unlawful](#)
- [FTC's Do-Not-Call Report Holds Important Guidance for Marketers](#)
- [NAD Rules MSRP Must Equal Average Retail Price](#)



Chambers USA recognized fifteen of Venable's [Corporate Group](#) attorneys in national and regional categories in their 2011 rankings.



Two Venable [Corporate Group](#) partners were ranked in the 2011 edition of *Chambers Global*.



Legal 500 recognized fifteen attorneys from the [Corporate Practice Group](#) in 2011.



Eleven of Venable's [Corporate Group](#) attorneys were recently selected by their peers for inclusion in *The Best Lawyers in America*® 2012.



James J. Hanks, Jr., a Partner in Venable's [Corporate Practice Group](#), was named the *Best Lawyers* Baltimore Corporate Governance and Compliance Lawyer of the Year.



Charles Morton, Co-Chair of Venable's [Corporate Practice Group](#), was named the Baltimore Venture Capital Lawyer of the Year.

- Events of January Draw Attention to Piracy and Counterfeiting

Advertising News & Analysis - March 22, 2012

News

- Venable Obtains Complete Dismissal of all Tort and Fraud-Based Claims Aimed at New York Law School
- "Fake News Site" Affiliate Marketers Settle FTC Deceptive Advertising Charges for \$1.3 Million
- Oregon Attorney General Announces \$3.34 Million Deceptive Advertising Settlement with Pfizer, Enforces Previous Internet Marketing Settlement

Analysis

- The FTC Speaks Spanish - Do Your Advertising Lawyers?
- Federal Crackdown on Debt Buyer Emphasizes Need for Consumer Disclosures

Advertising News & Analysis - March 29, 2012

News

- FTC Releases Final Report On Protecting Consumer Privacy
- Social Game Site Operator Charged With Exposing 32 Million Email Addresses and Passwords and Violating COPPA
- FTC Continues Aggressive Enforcement Actions against Robocallers

Analysis

- Venable's advertising law blog entry: "Free's Just Not What It Once Was"

FTC Continues Active Enforcement with Decision to Block Hospital Merger in Toledo, Ohio

Although the challenging and dynamic environment facing many hospitals and the requirements of the Affordable Care Act might suggest that the Federal Trade Commission ("FTC") will displace or rethink traditional antitrust analysis for hospital mergers, the FTC recently made clear that any hospital merger resulting in high market shares faces a steep uphill climb to win FTC approval.

Failure to Make Pre-Suit Demand for Litigation in an Executive Compensation Case Leads to Dismissal of Shareholder Derivative Action against Maryland Corporation

In a recent opinion by the United States District Court for the District of Maryland, the Court dismissed a shareholder derivative action against a Maryland corporation and certain of its officers and directors because the plaintiff failed to make a pre-suit demand for litigation on the corporation's Board of Directors and failed to allege facts showing that such a demand would be futile. *Weinberg v. Gold*, 2012 WL 812348, Civil No. 1:11-cv-3116-JKB (D. Md. Mar. 12, 2012). The plaintiff alleged that the company's compensation committee and Board of Directors had breached their fiduciary duties to the company and its shareholders by approving an executive compensation plan.

IP Buzz - March 2012

IP Legal News and Updates

- *ClearValue v. Pearl River*: Ranges within ranges – when are they patentably distinct?
- Events of January Draw Attention to Piracy and Counterfeiting
- The Public Domain – Is it going to The Birds?
- *Falana v. Kent State Univ.*: Determining the Inventorship of Chemical Compounds
- Federal Circuit Clarifies the Scope of Intervening Rights

Know the Risks Before You Head to the Cloud: A Primer on Cloud Computing Legal Risks and Issues for Nonprofits

A "cloud" solution is generally typified by remote access to computing resources and software functionality and frequently involves the storage and maintenance of related data. Today, cloud computing facilitates applications, e-mail, peer-to-peer communication, content sharing, and electronic transactions or storage for nonprofits. In many respects, the "cloud" has become a synonym for the "Internet" as cloud computing now encompasses nearly all available computing services and resources.

Personal Conflicts of Interest: What Government Contractors Need to Know

On December 2, 2011, the new Personal Conflicts of Interest ("PCI") rules in the FAR took effect. These new rules apply to a contractor's "covered employees" who perform "acquisition functions closely associated with inherently governmental functions." FAR 3.1103. For such covered employees, government contractors must take steps to identify and prevent personal conflicts of interest. Contractors who fail to meet these new requirements risk suspension and debarment and, therefore, should take steps now to ensure compliance.

United States Supreme Court Raises the Stakes for Tax Disclosure by Green Card Holders and Other Resident Aliens

As discussed in a number of previous [Tax Alerts](#), since 2009 the Internal Revenue Service has created three separate tax amnesty programs in order to encourage U.S. taxpayers to properly report and pay taxes on assets held abroad. These amnesty programs require U.S. taxpayers to pay any overdue tax, penalties and interest on unreported income, and pay an additional "*in lieu*" penalty (the "FBAR penalty") based upon the amount of unreported funds held abroad. The cost of the FBAR penalty has increased successively with each of the three programs such that those who have waited until the current 2012 amnesty program to report their offshore income and assets pay an FBAR penalty of up to 27.5% of those assets as compared to the 20% FBAR penalty paid by participants in the 2009 amnesty program.

Will CBP's Proposed New Rules for In-Bond Transportation Affect Your Operations?

In 2011, in-bond shipments represented at least 30% and up to 60% of all imports that moved through U.S. ports. So, regulatory changes affecting these shipments, which were recently proposed by U.S. Customs and Border Protection ("CBP"), will likely impact the operations of many importers and carriers. Careful review of CBP's February 22nd Notice of Proposed Rulemaking may be in order for your operations.

Upcoming Events

We would also like to highlight upcoming Venable events that you may be interested in attending. Please click on the event title for additional information.

Conflicts of Interest: Now It's Getting Personal

What You Need to Know to Implement the New FAR Personal Conflict of Interest Regulations

April 5, 2012

12:00 p.m. - 12:30 p.m. EDT - Lunch and Networking

12:30 p.m. - 2:00 p.m. EDT - Program and Webinar

Please join us for an in-depth discussion on the new FAR Personal Conflict of Interest (PCI) regulations and industry practices for implementing these new rules. This program will focus on an overview of the new regulations, areas of ambiguity, guidance from industry experts, and approaches for implementing these PCI requirements in your company.

Seminar
Venable LLP
575 7th Street, NW
Washington, DC 20004

[Click here to RSVP.](#)

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Lobbying & Political Activities: Rules of the Road

April 12, 2012

12:00 p.m. - 2:00 p.m. EDT

With major issues pending before Congress and state legislatures and the 2012 elections looming, your nonprofit is more likely than ever to be involved in both the political and lobbying processes. This session will help you to learn how to be involved and how to remain compliant with the law.

During the first half of the seminar, we will cover some of the basics for lobbying by nonprofits, including:

- What is a super PAC—what does one do, how is it funded, what does it disclose?
- How can a nonprofit work with a super PAC?
- What do nonprofits need to know about doing their own independent expenditures?
- What about 501(c)(3)s?

Seminar
Venable LLP
575 7th St. NW
Washington, DC 20004

[Click here to RSVP.](#)

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Venable Breakfast Briefing: Updates for Restaurant Industry Employers

April 17, 2012

8:30 a.m. - 10:00 a.m. EDT

On April 17th Venable's NY [Labor and Employment Practice Group](#) will host a breakfast briefing for restaurant industry employers.

Topics will include:

- Navigating the pitfalls of social media in and about the workplace;
- New York's Wage Theft Prevention Act (WTPA) and other common payroll pitfalls; and
- Avoiding sexual harassment liability.

Seminar

Rockefeller Center

1270 Avenue of the Americas

New York, NY 10020

[Click here to RSVP.](#)

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