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**The Best Lawyers in America<sup>®</sup> 2013 has recognized 16 members of Venable's Corporate Group.**



## Latest News 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 August 2012. To view the full text of an article, please click on the title of the piece.

### [What to Expect When You're Selling Your Company – Indemnification](#)

So you're considering selling your company, or have already decided to do so. You know that it isn't necessarily going to be easy. You have to identify a buyer, settle on a purchase price and the other terms of the deal, and then get through the due diligence process where your buyer "kicks the tires" of your business. All of this can be daunting, especially for a first-time seller.

**Authors:** [James P. Dvorak](#), [Allison C. Fishkind](#), [Erin E. Segreti](#)

### [Consummated Mergers: It Ain't Over 'Til the Fat Lady Sings](#)

Merging companies whose deals fall below the Hart-Scott-Rodino merger filing threshold may think that once they have completed their merger and integration is finished, there is no longer any threat that the federal antitrust law enforcers, the FTC or DOJ, will challenge their deal. Consequently, these companies make substantial investments of time, money and other valuable resources in the merged entity that are at risk.

**Authors:** [Lisa Jose Fales](#), [Robert P. Davis](#), [Elizabeth K. Lowe](#)

### [FCC Orders TV Stations to Post Their Political Files Online](#)

Starting August 2, 2012, affiliates of the four major television networks (ABC, CBS, FOX, and NBC) in the nation's 50 largest markets must transition from maintaining their "political file" records on paper to an FCC website. Among other disclosures, these stations must upload records of political advertising sales and inquiries immediately.

**Authors:** [Ronald M. Jacobs](#), [Lawrence H. Norton](#), [Jeffrey J. Hunter](#)

### [FTC Modifies COPPA Rule Proposal](#)

The Federal Trade Commission has released a new set of proposed amendments in its ongoing review of its Children's Online Privacy Protection Act regulations. These amendments would alter key definitions in the COPPA regulations, modifying the FTC's original proposal from September 2011. If finalized, the FTC's proposals to date will significantly change who and what COPPA covers and when COPPA applies.

**Authors:** [Julia Kernochan Tama](#), [Emilio W. Cividanes](#), [Stuart P. Ingis](#)

### [Hosting A Federal Campaign on Association Property](#)

Federal campaign finance law restricts incorporated associations' expenditure of association funds or resources to host a federal campaign-related event such as a fundraiser. This White Paper discusses four permissible means of hosting a fundraiser on association property.

**Authors:** [Ronald M. Jacobs](#), [Lawrence H. Norton](#), [Jeffrey J. Hunter](#)

### [Lessons from the Agility Defense Case: Severing Affiliation with a Suspended Contractor](#)

Affiliates of government contractors involved in suspension and debarment proceedings should note the recent decision in *Agility Defense and Government Services, Inc., et al. v. U.S. Department of Defense*. In *Agility Defense*, the U.S. District Court for the Northern District of Alabama confirmed that the government may suspend a government contractor solely on the basis of being affiliated with another suspended government contractor. However, without initiating any further legal proceedings against each affiliate, the government's suspension may last only 18 months.

**Authors:** [Robert A. Burton](#), [Dismas Locaria](#), [Keir X. Bancroft](#)

### [Patent Insurance – It's Not Just for Defendants Anymore](#)

When purchasing insurance, an insurance-buyer generally seeks to protect him or herself against potential liabilities or risks of loss. For example, many companies will purchase patent liability insurance

to offset the costs of defending against an infringement claim. While such “defensive” patent liability insurance is fairly common, a lesser known type of “offensive” insurance is available to patent owners to help offset the costs of enforcing a patent against an alleged infringer.

**Author:** [Christopher T. La Testa](#)

### [The Second Circuit Holds that Failure to Issue a Litigation Hold Notice is Not \*Per Se\* Gross Negligence](#)

Rarely does the Second Circuit feel impelled to delve into the law relating to document preservation, the standards used to quantify discovery abuses, and the appropriate sanctions for document destruction. Such detailed jurisprudence is of course better left to the wisdom of the trial courts, subject only to an abuse of discretion review.

**Author:** [Matthew T. McLaughlin](#)

### [The Download - August 2012](#)

Highlights include the Senate examination of facial recognition technology, senate commerce pondering self-regulation, Congress and the States considering legislation on employer access to social media accounts, the FTC and spokeo settling fair credit reporting act allegations, the FTC requesting further comment on its COPPA Rule, the multistakeholder process on mobile transparency and a review of the state attorneys general examination of privacy.

### [IP Buzz - August 2012](#)

Highlights include the USPTO issue of rules implementing America Invents Act, the \$60M iPad trademark lesson, a review of patent insurance, a review of a documentary filmmaker winning a case against the IRS, a review of the *CLS Bank v. Alice Corp.* case, monitoring licensees' use of trademarks in advertising claims, and best practices in anti-counterfeiting in the toy and game industry.

### **Advertising News & Analysis**

- [August 16, 2012 Edition](#)

Highlights include the Children's Advertising Review Unit recommendations for Lunchables, the advertising standards board's Facebook ruling, the FTC extension of the comment period for revision of jewelry marketing guides, issues in multi-forum advertising challenges, and a review of Nutrisystem's Pinterest testimonial FTC violations.

- [August 23, 2012 Edition](#)

Highlights include advocacy groups asking the FTC to investigate children's brand sites, a mouthguard marketer concussion reduction claims case with FTC, and anti-counterfeiting best practices for the toy and game industry.

- [August 30, 2012 Edition](#)

Highlights include the FTC warning to window manufacturers, an FTC ruling against Your Baby Can Read, LLC, a review of recent judgements regarding sweepstakes and contests, an editorial on "Do Not Track" published in *U.S. News & World Report*, and a discussion surrounding the U.S. Patent and Trademark Office implementing various provisions of the Leahy-Smith America Invents Act.

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## 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.

### ["Making NYC a Bio and Tech Mecca" for the Licensing Executives Society NYC Chapter Meeting](#) **September 13, 2012**

6:00 p.m. - 8:00 p.m. EDT

Come hear industry leaders, including Venable's Anthony Saur, discuss their views on what's needed to make Metro New York the Bio and Technology Gold Standard for the world.

Speaker: [Anthony M. Saur](#)

### [Private Equity and the November Elections: What's at Stake](#)

**September 27, 2012**

2:30 p.m. - 3:30 p.m. EDT

The November federal elections are some of the most important in our nation's history and will have a long-lasting impact on private capital investment. Venable LLP and Opus Connect are proud to present a webinar briefing and discussion about the 2012 federal elections and what they mean for you and your

business. Two prominent Washington insiders, the Honorable Bart Stupak and Rob Smith of Venable LLP, will share their insights into what is likely to result from the presidential and congressional elections and will describe how the election results are likely to impact a broad range of issues relevant to private capital investors.

Speakers: [The Honorable Bart Stupak](#), [Robert L. Smith, II](#), [Scott E. Gluck](#)

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## Speaking Engagements

### [Litigation Basics for Nonprofits: What to Do When a Complaint or Subpoena Is Served and Other Tips and Strategies](#)

**September 13, 2012**

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

This program – led by two of Venable’s seasoned litigators who have worked with scores of Venable’s nonprofit clients – will give participants basic tools to answer various questions concerning litigation.

Speakers: [Jeffrey S. Tenenbaum](#), [Caroline Petro Gately](#), [David L. Feinberg](#)

### [The SAFETY Act: Protecting Your Business and Customers From Terrorism Liability](#)

**September 20, 2012**

10:00 a.m. - 2:00 p.m. PDT

Join Venable LLP and Catalyst Partners for a two-hour morning session held in Venable’s Los Angeles office. The session will be followed by a lunch break and opportunities for individualized breakout sessions with Venable’s Dismas Locaria or Catalyst Partners’ Akmal Ali to briefly ask questions specific to your company’s pursuit of the powerful benefits offered by the SAFETY Act.

Speaker: [Dismas Locaria](#)

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## Honors and Awards

### [85 Venable attorneys listed in \*The Best Lawyers in America\*® 2013](#)

*The Best Lawyers in America* recognized a record 85 Venable attorneys, including 15 attorneys from our Corporate Group. The lawyers and areas for which they were recognized include: [Michael J. Baader](#) (corporate law, mergers & acquisitions law), [Constance H. Baker](#) (health care law), [Wallace E. Christner](#) (corporate compliance law), [Bryson L. Cook](#) (corporate law, international trade and finance law, leveraged buyouts and private equity law, mergers & acquisitions law, and tax law), [Sharon A. Kroupa](#) (corporate governance law), [Thomas W. France](#) (mergers & acquisitions law), [James J. Hanks, Jr.](#) (corporate governance law, corporate law, mergers & acquisitions law), [Charles J. Morton, Jr.](#) (corporate law, leveraged buyouts and private equity law, mergers & acquisitions law, securitization and structured finance law, technology law and venture capital law), [Peter P. Parvis](#) (health care law), [Michael D. Schiffer](#) (corporate law), [Joseph C. Schmelter](#) (mergers & acquisitions law), [Eric R. Smith](#) (corporate law), [Thomas D. Washburne, Jr.](#) (corporate law, mergers & acquisitions law), and [Alan D. Yarbro](#) (corporate law).

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*Chambers USA* recognized fourteen of Venable’s [Corporate Group](#) attorneys in national and regional categories in their 2012 rankings.

Two Venable [Corporate Group](#) partners were ranked in the 2012 edition of



*Chambers Global.*



*Legal 500* recognized fourteen attorneys from the [Corporate Practice Group](#) in 2012. Two Corporate Group attorneys, [Charles Morton](#) and [William Russell](#) were also singled out as Leading Lawyers. Mr. Morton was recognized for his work in the M&A: Middle-Market (Sub-\$500m) category, and Mr. Russell was recognized in the Technology: Transactions category.



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.

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