

*This is your Release #15 (September 2020)*

# Corporate Legal Departments

## *Practicing Law in a Corporation*

### Fourth Edition

**Carole Basri and Irving Kagan**

This release to *Corporate Legal Departments* expands and updates *Corporate Legal Departments* with practical discussion of topics of importance to in-house lawyers. Among the features of this release are the following:

**COVID-19 pandemic and the law department:** The 2020 pandemic and the public health measures taken to deal with it have had, and will continue to have, a substantial impact on in-house lawyers and law departments. Beyond face masks and social distancing, the pandemic changes the way the in-house law department interacts with corporate management and employees, including officers and directors, as well as with independent contractors, agents, outside counsel, and legal providers such as those outsourced to handle e-discovery or document review. New technology, put in place to allow remote working arrangements, requires better cybersecurity and data protection. Travel, meetings, the use of office space, and daily work routines have changed. This release highlights these issues throughout. See, e.g., §§ 1:1, 1:5, 4:3.7, 5:1, 6:8. It also discusses the impact of the pandemic on the attorney-client privilege, see § 9:2, compliance programs, see § 11:9, and crisis management, see § 13:1.

**Legal risk assessment:** Every corporation needs to undertake legal risk assessments, both general and specific, that consider major risks in such areas as antitrust, securities, and employment, as well as in areas involving the laws specifically governing the corporation's business activities (pharmaceuticals, banking, etc.). The release lists the steps that should be taken in making the assessment, explains how the assessment is useful in the corporation's compliance programs and crisis management programs, and discusses when it might be appropriate for the law department to turn over assessment responsibilities to outside counsel. See new § 10:3.

**In-House Counsel's Handbook:** This release includes extensive updates to Appendix A, which is designed to help in-house lawyers understand pertinent points in key areas of their practice. Included are the following:

- **The Federal Antitrust Laws**, by Jay Fastow and Denise Plunkett, describes the Department of Justice's latest enforcement efforts resulting in criminal fines and penalties, and the FTC's revision of the thresholds for required pre-merger notifications. See Appendix A1.

*(continued on reverse)*

Practising Law Institute  
1177 Avenue of the Americas  
New York, NY 10036  
**#293655**

- **Employment Law**, by Paul J. Siegel, considers a sexual harassment case that demonstrates that an employer may be able to utilize the *Faragher/Ellerth* defense even if it does not fully investigate an employee's claims or take any corrective action at the employee's request. See Appendix A2.
- **Environmental Law**, by Eric B. Rothenberg, John Rousakis, and John J. McAleese, III, notes that the Trump Administration, which had previously supported funding to restart the application process with the NRC for the Yucca Mountain nuclear repository site and to initiate an interim storage program, withdrew its support in its 2021 budget. See Appendix A3.
- **Securities Laws**, by David A. Sakowitz, highlights the SEC's adoption of Rule 163B, which expands the permitted use of "testing-the-waters" communications previously reserved for emerging growth companies to all companies regardless of size or reporting status, and the SEC's temporary final rules providing conditional relief from Regulation Crowdfunding for U.S. small businesses impacted by COVID-19. See Appendix A4.
- **Foreign Corrupt Practices Act**, by Keith Martin and Tracy Horton, takes note of the U.K. Serious Fraud Office's "Corporate Cooperation Guidance," meant to provide internal guidance to prosecutors, but also useful for companies seeking cooperation credit in Bribery Act investigations. See Appendix A6.
- **Export Control Laws**, by Thomas B. McVey, is updated. See Appendix A7.
- **U.S. Customs Law and Compliance**, by Alan Kashdan and Sydney Stringer, discusses steps taken by Customs in recent years to streamline its regulatory functions to reduce disruption for importers, and recent tariffs on goods imported from China. See Appendix A8.
- **Bankruptcy**, by Arnold Gulkowitz and Shaya M. Berger, features the Supreme Court's *Taggart v. Lorenzen*, a case concerning when a creditor's violation of a debtor's protective rights after being granted a discharge should result in sanctions for civil contempt. See Appendix A15.
- **Immigration Law**, by David Hirson, discusses disruptions to the U.S. immigration system stemming from the COVID-19 pandemic; the Foreign Labor Application Gateway (FLAG) System, which replaces the legacy iCERT System; measures to streamline the H-1B visa cap process; and more. See Appendix A17.
- **A Policyholder's Primer on Insurance**, by Erin L. Webb, highlights issues of coverage of losses due to the COVID-19 pandemic, and the evolving forms of cybersecurity insurance. See Appendix A18.

The **Index** has been updated for this release.

Thank you for purchasing *Corporate Legal Departments: Practicing Law in a Corporation*. If you have questions about this product, or would like information on our other products, please contact customer service at [info@pli.edu](mailto:info@pli.edu) or at (800) 260-4PLI.

# FILING INSTRUCTIONS

## Corporate Legal Departments

### *Practicing Law in a Corporation*

### Fourth Edition

Release #15  
(September 2020)

#### REMOVE OLD PAGES NUMBERED:

##### VOLUME 1

- Title page to 7-16
- 8-1 to 10-17
- 11-1 to 11-20
- 11EXE-1 to 12-20
- 13-1 to 13-9
- 14-1 to 15-37
- 16-1 to E-2

##### VOLUME 2

- Title page to App. A4-49
- App. A6-1 to App. A8-41
- App. A15-1 to App. A15-24
- App. A17-1 to App. A18-154
- I-1 to I-24

#### INSERT NEW PAGES NUMBERED:

##### VOLUME 1

- Title page to 7-16
- 8-1 to 10-17
- 11-1 to 11-21
- 11EXE-1 to 12-22
- 13-1 to 13-10
- 14-1 to 15-37
- 16-1 to E-2

##### VOLUME 2

- Title page to App. A4-50
- App. A6-1 to App. A8-45
- App. A15-1 to App. A15-25
- App. A17-1 to App. A18-162
- I-1 to I-25

Practising Law Institute  
1177 Avenue of the Americas  
New York, NY 10036  
**#293655**

