

CORPORATE COUNSEL NEWS

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Virginia State Bar Corporate Counsel Section

<http://www.vsb.org/sections/cc/index.htm>

Non-Virginia Corporate Counsel Must Register

By Catherine D. Mayes, Esq., Senior Assistant General Counsel, Sallie Mae, Inc

On June 4, 2003, the Virginia Supreme Court adopted Rule 1A:5 which requires non-Virginia barred attorneys employed as in-house counsel in Virginia to enroll with the Virginia State Bar. Under this rule, non-Virginia corporate counsel can choose between two forms of enrollment: Certification - a procedure requiring the attorney to satisfy Virginia's annual continuing legal education requirements; and Registration - a procedure which does not require CLE compliance. However, in either event, the enrolled attorney will now be subject to the state bar's disciplinary authority and jurisdiction.

The rule requires the attorney to file an application and pay a \$50 application fee and annual bar dues. The applicant will also have to file a certificate of good standing from each jurisdiction where the applicant is licensed, an affidavit of employment from the applicant's current employer, and an undertaking that the applicant has read the Virginia Rules of Professional Conduct.

The attorney who seeks and is granted a "Corporate Counsel Certificate," will also have to satisfy the state bar's annual CLE requirement of 10 CLE credit hours and 2 ethics CLE credit hours annually, and must also maintain good standing in the both Virginia and all other states bars where the attorney is licensed. However, the certified attorney does not have to maintain "active status" in any another state bar. In return, the attorney with a "Corporate Counsel Certificate" may appear in Virginia courts without local counsel and without pro hac vice leave of court. In addition, for the "certificated" attorney seeking waiver into the Virginia State Bar (i.e., full admission status), the time that attorney has been certificated will count toward fulfilling the Virginia Supreme Court's admission requirement that an attorney be engaged in the active practice of law for the last "5 of the last 7 years."

The status as a "registered corporate counsel," was designed for in-house lawyers

whose practice relates exclusively "to issues confronting his or her Employer at a regional, national or international level with no specific nexus to Virginia". Thus, in contrast to the "Certificated" corporate counsel, a "registered" corporate counsel may not appear alone in Virginia courts and may not give advice on issues relating to Virginia law. Furthermore, the "registered" attorney's period of registration will not count toward satisfying the "5 out of 7 year" admissions requirement.

In-house counsel may enroll under Rule 1A:5 commencing September 1 and every non-Virginia barred in-house corporate counsel employed in Virginia must enroll by July 1, 2004.

The full text of the rule is on the Supreme Court's web site, www.courts.state.va.us at the tab labeled Amendments to the Rules of Court. ♦

For the past eight years, the Corporate Counsel Section has sponsored an annual spring luncheon in multiple locations throughout the state. The event provides a great opportunity for attorneys serving the corporate community to gather, meet one another, and network and this year was no exception! This year, corporate attorneys all over the state met on May 22, 2003, simultaneously in Norfolk/Tidewater, Northern Virginia, and Richmond. Come join us next year! Watch future editions of this Newsletter and the Corporate Counsel website (<http://www.vsb.org/sections/cc/>) for the date of the 10th Annual Corporate Counsel Luncheon. ♦

9TH Annual Corporate Counsel Luncheons

by David Ross Rosenfeld

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View from the Chair

by J. Philip Hart, Chair, Cornerstone Realty Group

As the 2003-2004 Chair of the Virginia State Bar's Corporate Counsel Section, I want to begin by welcoming our returning section members and those of you who have recently joined our section. I hope you all find your association with the section to be a valuable one.

I also thank the returning members of the section's Board of Governors for their hard work last year, and I add a special thank to Lorri Kleine for her outstanding leadership and service as chair of the section last year. It is a great comfort to know that Lorri continues to serve the section this year as past president.

I am pleased to announce that at the recent annual meeting of the section in Virginia Beach, the section elected two outstanding people to the Board of Governors.

Edward H. Beck, III is in his 24th year as an attorney with ExxonMobil Corporation.

He is currently the attorney for the U.S. Dealer line of business, and he has held a series of positions in the company's Domestic and International Marketing Divisions, the International Exploration business and in the Corporate Commercial Litigation Department. Before joining ExxonMobil, Ed was an assistant attorney general in the Office of the New York State Attorney General.

Jennifer L. McClellan is State Regulatory Counsel for Verizon Communications Corporation. Her practice includes litigating before utility commissions and counseling the corporation on regulatory matters, primarily for the District of Columbia, Virginia and, West Virginia. Before joining Verizon, Jennifer was an associate with Hunton & Williams.

You may find information about the rest of the Board of Governors, as well as infor-

mation about section activities, by visiting the section web site at <http://www.vsb.org/sections/cc/index.html>.

We have an exciting year planned for the section. We have already sponsored the June/July 2003 edition of The Virginia Lawyer and will also be sponsoring CLE programs, publishing our section newsletters, holding regional corporate counsel lunches, and sponsoring our annual law school student writing competition. We will also continue in our effort to get the word out about the licensing of corporate counsel.

Thank you for renewing your membership in the Corporate Counsel Section. The Board of Governors exists to serve and the Section and we welcome your support, your assistance and your suggestions. Call me directly at 804-643-1761 and let me know what you want from your Section. ❖

Corporate Counsel Career Program

by David Ross Rosenfeld

Joining forces with the Washington Metropolitan Area Corporate Counsel Association ("WMAACCA") and the George Mason University Law School, at the GMU Law School on October 16, 2002, the Corporate Counsel Section of the Virginia State Bar presented a Corporate Counsel Career seminar for Washington, D.C. area law students. Moderated by David Rosenfeld, a member of our Board of Directors, five corporate lawyers presented their views and insights on the role and function of In-House Corporate Counsel

Panel participants included Edward Beck, litigation counsel at Mobil Oil, Lien

Galloway, Associate General Counsel for the Peace Corps, Diane Ennist, VP and Deputy General Counsel with Freddie Mac, Dan Mailer, a solo practitioner in Merrifield, Virginia with extensive experience as in-house corporate counsel, and Scott Snyder, an attorney with the Law Offices of Roger S. Makey, the in-house law firm for Travelers Insurance Company in Virginia.

Responding to questions from the audience, the panel members discussed the academic and experience prerequisites for an 'in-house' position, the career mobility that exists for an attorney seeking to

move between the private sector and corporate America, whether service as 'in-house counsel' is the practice of law or business administration, and how the ethics rules governing attorneys impact on attorneys serving as 'in-house' counsel.

The Section extends its heartfelt appreciation to the program participants and to Cathy Mayes, in-house counsel at SallieMae, Inc. and the section's Past Chair, and to Ilene Reid, WMAACCA's Executive Director. ❖

Law Student Writing Competition

Each year, the Virginia State Bar Corporate Counsel Section sponsors writing competition open to Virginia law school students. Competing students write about topics that may be encountered by, affect, or be of interest to corporate attorneys. Essays are judged on the relevance of their subject matter, their analysis of the issue, and their unique observations. The winners compete for cash prizes ranging from \$2,500 for first prize to \$ 1,000 for third prize.

This year's first place went to Matthew P. Ward of Lexington. Matthew is a third-year law student at Washington and Lee University and will receive a check for \$2,500 for his essay on strategic litigation in the corporate arena. Second place and a cash prize of \$1,500 went to Kelly DeMarchis, a University of Virginia law student in her second-year law for her essay on SEC enforcement of disclosure regulations. Miyuka Nishi of Williamsburg, a third-year law student at William and Mary School of Law, will receive the third-place prize of \$1,000.

The Section thanks this year's judges, Lorri Kleine and Cathy Mayes, and all of those contributing students for helping to make this competition both a success and a positive experience for all,

The winning essays may be viewed at http://www.vsb.org/sections/cc/essay_2003.html ❖



The winner of the Section's 2003 Writing Competition, Matthew Ward, 3L at W&L, receives his award from Lorri Kleine, the Past Chair.

Corporate Meltdown - A Showcase Program

by David Ross Rosenfeld

Addressing corporate reporting failures, the ethics associated with those failures, and what attorneys could and should do to avoid being caught up in such failures, attorneys attending the 65th Annual Meeting of the Virginia State Bar had the opportunity to learn more about "Where were the attorneys when the icons of corporate America were collapsing." This showcase program aptly titled "Corporate Meltdown: Counsel in the Hotseat," was cosponsored by the Corporate Counsel Section and the VSB sections on Business Law, Criminal Law, Taxation and Education of Lawyers. During the program attended by literally hundreds of attorneys, a distinguished panel of experts discussed the options and alternatives for the corporate lawyers who found themselves caught

up in the middle of corporate accounting and other misconduct, and the ethical hurdles and dilemmas they faced.

Participating on the panel were: James B. Conney, Jr., the United States attorney for the Southern District of New York who has prosecuted multiple cases with a national scope dealing with corporate fraud, mismanagement and corporate matters; George M. Cohen, a Professor of Law and Edward F. Howrey Research Professor at the UVA School of Law, and coauthor of an influential comment letter submitted to the SEC concerning its Sarbanes-Oxley Act rules; Frederick J. Krebs, President of the American Corporate Counsel Association, more commonly known as ACCA; and N. Pendleton Rogers, a partner with Troutman Sanders, a former Senior Assistant Attorney

General, Finance & Taxation (Commonwealth of Virginia, 1991-1993) and an attorney with vast experience in publicly traded and privately owned businesses and matters involving mergers and acquisitions, corporate governance, and securities regulation. The program Moderator was Thomas E. Spahn, a partner with McGuireWoods, experienced in handling wide variety of commercial litigation, securities and defamation cases, and a prolific author on ethics and professionalism.

The program ran for two hours and those attending received two Ethics CLE credit hours. ❖

Antitrust Forum in Richmond

by Lorri Johnson Kleine, Norfolk Southern Corp

On April 24, 2003, the Corporate Counsel Section and McGuireWoods, LLP, co-sponsored a free CLE program in Richmond entitled "The Antitrust Forum." The panelists included: Deborah Platt Majoras, a Deputy Assistant Attorney General with the antitrust division of the U.S. Department of Justice; Joseph J. Simons, Director of the Bureau of Competition at the Federal Trade Commission; and James A. Donahue, III, Vice Chair of the National Association of Attorneys General's Multistate Antitrust Task Force, Pennsylvania Attorney General's Office. Howard Feller, a partner with McGuireWoods served as moderator.

Topics covered during the Forum included "Recent Trends in Merger & Acquisition Enforcement," "Civil & Criminal Enforcement of Horizontal Restraints & Joint Conduct Among Competitors," "Developments Relating to Sales, Distribution & Marketing Programs," "The Intersection of Antitrust, Innovation & Intellectual Property," "Major Government Enforcement Initiatives & Priorities," and "Responding to Government Investigations."

The Forum was well attended and the feedback following the event was very positive. ❖

Election of Officers and Board Members

by David Ross Rosenfeld

The Board of Governors of the Virginia State Bar Corporate Counsel Section is comprised of twelve members who serve for staggered three year terms. At the Section's annual business meeting held at Virginia Beach on June 20, 2003, the Section's Board of Governors, elected the following new slate of Section officer for the next fiscal year: Chair - Philip Hart of Cornerstone Realty Group; Eileen Johnson of the National Wildlife Federation; and Darragh Jean Davis of VISTA Information Technologies.

At that same meeting, the general membership of the Section elected the following new members to the Board: Edward Beck, of Mobil Oil and Jennifer McClellan of Verizon

and reelected to the Board for additional terms, Phil Hart, and David Ross Rosenfeld, a sole practitioner from Alexandria, Virginia. Previously elected and agreeing to serve for another year were: Lorri Kleine, former Section Chair and counsel to Norfolk Southern Corporation; Eileen Morgan Johnson, previously Secretary for the Section; Douglas D. Callaway of Wachovia Securities; Darragh Jean Davis of VISTA Information Technologies, Kathleen Kronau of Shenandoah Life Insurance Company; Scott Snyder of the Law Offices of Roger S. Makey; Greg Summy, former Editor of the Section's newsletter and counsel to Norfolk Southern Corporation; and Edythe Katz former of e.spire Communications, Inc.❖

Editorial Policy

CORPORATE COUNSEL NEWS is published by the Corporate Counsel Section of the Virginia State Bar. Our goal is to provide information of interest and benefit to in-house counsel and others with similar interests and to serve as a forum for the exchange of relevant ideas. Statements or expressions of opinion or comments appearing herein are those of the editors, authors and contributors and should not be deemed as endorsed by the Corporate Counsel Section or the Virginia State Bar.

CORPORATE COUNSEL NEWS welcomes articles of interest to fellow members of the Corporate Counsel Section for publication in future editions.

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VIRGINIA CORPORATE COUNSEL DIRECTORY

Update Form

Name as it will appear in the directory:

Last Name: _____ First Name: _____ M.I.: _____

VSB ID Number: _____

Company / Firm: _____

Address: _____

City / State / Zip: _____

Business Phone: _____ E-mail Address: _____

Are you (check one)

Corporate Counsel Attorney working for a law firm and interested in Corporate Counsel matters.

Mail to: Virginia Corporate Counsel Directory
Virginia State Bar
707 E. Main Street, Suite 1500
Richmond, VA 23219-2800

FAX to: Dolly Shaffner at (804) 775-0501 E-mail all information to: shaffner@vsb.org

Check here if you would like to receive a printed version; otherwise we will notify you when it is available in electronic format on our Web site.

APPLICATION FOR MEMBERSHIP

Name: _____ VSB ID: _____

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Dues: \$20 for July 1 - June 30.

Dues are waived during the last quarter of the fiscal year (April - June). You will be billed in July for the following year.

Please return your request to: Membership Department
Virginia State Bar
Eighth and Main Building
707 E. Main Street, Suite 1500
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