

Health Care

Innovative Counsel for
A Changing Industry

Overview

With decades of experience and a team of nationally recognized legal experts dedicated to the practice of health law, Crowell & Moring's Health Care Group provides a comprehensive array of legal services to health care clients representing virtually every aspect of the health care industry. From offices in Washington, DC, London, Brussels and California, our lawyers assist clients from coast to coast and overseas in meeting the challenges of a highly regulated and ever-evolving marketplace.

Our clients range from federal and state government health care program contractors, publicly traded health care providers and multi-state managed care companies to individual providers, academic medical centers and start-up biotechnology companies. Many of our health care clients have been with us since their formation, and for many we serve as general counsel. The diversity of our client base gives us a unique platform from which to track industry trends and to develop effective solutions to the challenges they present.

A number of our lawyers served in leading positions for federal or state healthcare regulatory agencies before joining Crowell & Moring, including the Centers for Medicare and Medicaid Services and the Federal Trade Commission. Our integrated team approach allows us to draw on the collective experience of lawyers with expertise in:

- Provider counseling and representation
- Managed care
- Health care government contracts
- Reimbursement
- Privacy and confidentiality/HIPAA
- Antitrust and trade regulation
- Fraud and abuse
- Litigation
- Professional and trade associations
- Corporate transactions and business counseling
- Provider licensure and certification
- International transactions and business regulation
- Life sciences
- ERISA
- Labor and employment
- Intellectual property

This breadth of experience is an invaluable resource to our clients, and allows us to provide top quality legal services in a cost-effective and time-efficient manner.

Provider Counseling and Representation

Individual and institutional providers are the backbone of our nation's health care delivery system. Serving these providers has been a major focus of Crowell & Moring's Health Care Group. Whether offering counseling or advocacy for hospital systems, medical groups or individual providers, our Health Care Group has the experience and expertise necessary to meet our clients' legal needs.

One of the essential functions we perform for our provider clients is serving as general counsel to hospitals and provider groups. In this role, we deal on a daily basis with the many business and professional concerns faced by our clients. The ability to understand our clients' operations, the environment in which they operate and the governmental requirements with which they must comply sets our practice apart. Whether offering counsel on a quick telephone call or providing more complex representation through protracted investigations or litigation, we give daily value to our clients.

Representative matters handled by our lawyers include:

- Corporate governance matters
- Medical staff relationships, credentialing, and fair hearings and appeals
- Physician contracting
- Antitrust compliance and litigation
- Reimbursement issues, including billing and coding compliance
- Risk management
- Human resources issues

- Managed care contracting and relationships
- Fraud and abuse and Stark law compliance, investigation and litigation
- Medical ethics issues
- HIPAA, privacy and medical records compliance
- Certificate of need approvals
- State Board of Medicine investigations, disciplinary actions and licensing concerns
- Transactional representation in connection with establishment, operation and contractual relationships of free-standing ambulatory surgery, nephrology and other medical service centers

Managed Care

Crowell & Moring's managed care lawyers have represented managed care organizations and integrated delivery systems nationwide for over 20 years. Recognized as leaders in managed care law by the *National Law Journal*, *Managed Care Weekly*, the American Bar Association and the American Health Lawyers Association, we offer a full spectrum of legal services for our clients in the managed care industry, from litigation and transactional services to federal and state licensing, regulation and government contract compliance.

Our managed care client base includes leading national and regional managed care companies, numerous Blue Cross Blue Shield™ plans, specialty service managed care organizations, provider-sponsored managed care ventures and managed care and health plan associations. The breadth of our experience enables us to provide expert and cost-effective advice across the full-range of the managed care industry.

Representative matters handled by our lawyers include:

- Acquisitions of HMO, mail service pharmacy, and prescription benefit management companies
- Representing managed care companies in the Federal Employees Health Benefits Program, Medicare + Choice, TriCare and other government health benefit programs, including contract awards, audit disputes, and compliance matters
- Protecting managed care clients from illegal market restraints and conspiracies, providing antitrust compliance counsel, and defending clients from antitrust charges in litigation and government investigations
- Representing health plans in federal and state court litigation
- Counseling on compliance with HIPAA and other privacy initiatives
- Representing HMOs, PPOs, and other health plans on market conduct audits and other state and federal compliance matters
- Advocacy before government agencies, including testimony before regulatory bodies and comments on proposed rules
- Counseling and defending health plans in provider credentialing and contracting disputes
- Conducting internal investigations, managing government disclosures and defending fraud and False Claims Act investigations
- Drafting and negotiating provider, vendor, reinsurance, group purchasing and group enrollment contracts
- Counseling on ERISA, labor and employment issues

Health Care Government Contracts

When government agencies contract with the private sector for the administration and delivery of health care, a complex layer of statutory and regulatory requirements—and increased risk—is introduced. Crowell & Moring's nationally predominant government contracts practice works seamlessly with our Health Care Group to offer unparalleled expertise in the contracting rules and regulations that govern each of the federal health care programs and many state programs as well.

Our health care government contracts team is comprised of lawyers who specialize in health care government contracts, many of whom have years of experience working for and with the Centers for Medicare and Medicaid Services and other federal and state agencies. We provide the full-range of legal services, from counseling and transactional work to litigation, for contractors involved in all of the major federal health care programs and many state programs.

Representative matters handled by our lawyers include:

- Medicare fiscal intermediary and carrier contracting, accounting and compliance issues
- Criminal and civil False Claims Act investigations of Medicare contractor reporting and performance
- Establishing precedent of contractor immunity from False Claims Act liability
- Formation of a non-traditional insurance company Medicare subsidiary and attendant novation of Medicare contracts

- Medicare + Choice and demonstration project contractor operations and compliance
- Quality Improvement Organization issues
- Medicare Integrity Program contract formation and bidding, and conflict of interest abatement programs
- Medicaid Fiscal Agent protests and disputes
- Medicaid managed care contract qualification, procurement and compliance
- Medicare contract reform legislation and implementation
- Federal Employees Health Benefits Program (“FEHBP”) experience-rated and community-rated carrier compliance
- Defending FEHBP defective pricing audits and investigations
- Counseling FEHBP contractors on accounting, audit and coordination of benefits issues
- Litigating FEHBP audit disputes before the Armed Services Board of Contract Appeals, the Court of Federal Claims, and the Federal Circuit Court of Appeals
- Representing TRICARE contractors in bid protests and claims for contract adjustments
- Representing pharmaceutical and medical device manufacturers in Department of Veterans Affairs schedule contract matters
- Assisting clients with state health care program participation bids
- Counseling clients on state health care program compliance issues

Reimbursement

Crowell & Moring’s health care reimbursement practice is broad and deep, drawing on our lawyers’ previous

government experience and our experience with third-party payors. We counsel and represent in litigation providers, physicians, suppliers, plans, and payors relating to reimbursement under Medicare, Medicaid, and third-party payor programs at both the federal and state levels, including the reimbursement effects of contemplated transactions and advise on coverage for new technology or procedures. We also represent clients before Congress and state and federal agencies on payment matters.

Our group has particular expertise in the areas of coordination of benefits, including the Medicare Secondary Payer, Medicaid Third Party Liability, and Medigap provisions, with special expertise in coordination between managed care plans and its providers and other payors. Our reimbursement expertise has also enabled us to provide assistance with sampling and other issues that arise in the context of overpayment refunds and voluntary disclosures.

With respect to reimbursement litigation, we represent a broad array of providers before Medicare’s Provider Reimbursement Review Board (PRRB) and other tribunals, before hearing officers and administrative law judges, and in federal and state courts, addressing such diverse issues as:

- Wage index and reclassification of medical education
- Related party issues
- “Incident to” billing
- Securitization of Medicare and Medicaid receivables
- Outliers
- Coverage and payment under Medicare Parts B and C

Among our litigation successes is the invalidation by the United States Court of Appeals for the District of Columbia Circuit of the prohibition barring collective reopening of cost reports to include all Medicaid eligible days when computing the Medicare disproportionate share of hospital payments.

Privacy and Confidentiality/HIPAA

Crowell & Moring has a long history of expertise with health information compliance, including the Health Insurance Portability and Accountability Act of 1996 (HIPAA). For over a decade, our lawyers have advised those in the health care industry on a wide variety of state-specific confidentiality requirements. Even before passage of the HIPAA Privacy Rule, Crowell & Moring provided counsel on pending Congressional legislation and drafted comments for clients on the proposed HIPAA regulations.

Today, as the impact of HIPAA and related laws continues to grow, Crowell & Moring is able to assist clients achieve legal compliance in a variety of ways:

- Comprehensive privacy and security compliance reviews and gap analyses for health care providers, health insurers, and employer-sponsored health plans
- On-site privacy and security training sessions
- Ongoing compliance review and counseling
- Business associate contract analysis and reviews
- State preemption analyses
- Model policies, privacy notices, and authorization forms

- Authoring electronic bulletin board materials

In the course of these efforts, Crowell & Moring lawyers have shared their expertise in a variety of forums, including publication of articles and compliance manuals, training seminars, and speaking engagements before national and local organizations.

Health Care Antitrust and Trade Regulation

Our health care antitrust and trade regulation practice is one of foremost in the country, comprised of recognized national leaders in the fields of health care and antitrust. We offer a full-range of antitrust litigation, transactional and counseling services for our health care clients, including leading national and regional managed care organizations, hospital systems and academic medical centers, medical groups, trade and professional associations, and medical information and data interchange companies.

Many years of specialized health care antitrust experience and extensive background in government health care antitrust and unfair trade practice law enforcement has given our lawyers an intimate understanding of the workings of health care markets and the implications of state and federal regulation and benefit programs.

Representative matters handled by our lawyers include:

- Representing clients at the Federal Trade Commission and the United States Department of Justice Antitrust Division and in state attorney general inquiries

- Structuring joint ventures for health care providers and payors
- Successful defense of managed care organizations against provider network exclusion, boycott and class action claims in federal court
- Protecting clients from unfair trade practices, exclusionary conduct and anti-competitive actions by others, including successful interaction with government enforcement officials to secure needed enforcement
- Handling hospital and HMO mergers and acquisitions, including the Hart-Scott-Rodino pre-merger notification process
- Representation on pharmaceutical pricing, transactions, and Robinson-Patman Act compliance matters
- Representing health care organizations in state and federal investigations of unfair and deceptive trade practice allegations, including false advertising and breach of fiduciary duty
- Counseling on most-favored nations clauses and exclusivity provisions
- Resolving issues affecting health care providers' formation and operation of managed care network organizations
- Resolving physician credentialing and privileges antitrust disputes
- Advising trade and professional associations on antitrust compliance
- Counseling on antitrust implications of patent and intellectual property transactions
- Live and web-based antitrust compliance programs and training and development of antitrust compliance policies

Fraud and Abuse

Fraud and abuse concerns affect every health care provider, payor or government contractor on a daily basis. New theories of False Claims Act liability, the continued threat of whistleblower lawsuits, and the confusing nature of complex legal requirements such as federal and state anti-kickback statutes and the Stark Law require the assistance of experienced and careful counsel who can deal effectively with these threats while guiding clients toward achieving legitimate business goals. Crowell & Moring's health care fraud and abuse specialists are nationally recognized experts in their field, and have served as chair to the American Health Lawyers Association Fraud and Abuse Practice Group, edited the American Health Lawyers Association Guide to The Stark Law's Phase I "Stark II", participated in numerous nationally-sponsored teleconferences on timely fraud and abuse topics, and written and spoken extensively at professional healthcare conferences.

Preventing vexatious and potentially damaging issues from arising in the first place is crucial. Our attorneys specialize in assisting clients preventative efforts through:

- Conducting legal audits to identify emerging legal risk areas
- Assisting in the development and ongoing implementation of effective compliance plans tailored to meet individual clients' needs
- Providing education and training programs as indicated by compliance plan requirements

- Helping clients to develop commercial ventures, establish financial relationships and enter into contractual agreements in compliance with applicable law and otherwise advising clients as to the fraud and abuse implications of their business plans

Despite every effort to avoid disputes with the government, dealing with fraud and abuse investigations and prosecutions has become an anticipated cost of doing business in today's health care marketplace. The initiation of a civil, criminal or administrative fraud investigation understandably causes extensive corporate and individual anxiety. Crowell & Moring's fraud and abuse experts are seasoned veterans in dealing with these intense, high stakes situations, where oftentimes our clients' very existence is at stake. In these circumstances, our attorneys:

- Oversee and organize initial responses to subpoenas, search warrants and audits
- Represent clients in dealings with applicable law enforcement entities, including the United States Department of Justice, the United States Department of Health and Human Services Office of the Inspector General, local United States Attorneys' Offices, State Medicaid Fraud Control Units, and state Attorneys General
- Devise, direct and perform internal audits and investigations as a means of measuring potential civil, criminal and administrative liabilities
- Negotiate dispute resolutions or, when necessary, defend clients' interests in various administrative, civil and criminal settings

Our fraud and abuse experts know the investigative and prosecutorial processes and policies of those governmental agencies charged with healthcare fraud and abuse investigation and enforcement, including the various and complex "parallel consequences" that must be considered in working toward the resolution of a fraud and abuse dispute with the federal government. We can place investigations in their proper perspective, properly balance risks associated with alternative strategies and guide our clients through the adversary process. Because we understand the business of health care, the substance of health care fraud and abuse law, and the litigation process, we deal with investigative and prosecutorial agencies from a position of confidence and experience.

Litigation

Crowell & Moring's health care litigators have substantial experience in a wide and varied array of civil and criminal litigation matters. We offer excellent service to clients whose litigation needs arise in the complex world of health care economics and regulation. Our health care litigation attorneys combine the deep and extensive expertise of the firm's highly regarded litigation practice including Crowell & Moring's False Claims Act defense and complex civil litigation practice with our own command of health care regulation and policy. The False Claims Act and the Racketeering Influenced and Corrupt Organizations ("RICO") law have become the weapons of choice for plaintiffs' lawyers and the United States Department of Justice in the health care realm. Crowell & Moring has

represented clients in many key False Claims Act and RICO cases and the Health Care Group enjoys the benefits of that expertise.

Representative matters handled by our lawyers include:

- Defense of managed care organizations and Medicare carriers and fiscal intermediaries in qui tam False Claims Act cases
- Defense of a national hospital corporation against allegations that it violated the Federal Health Care Program Anti-Kickback Act and Stark self-referral law
- Defense of health care plans in national class action RICO litigation alleging intentional underpayment of providers
- Defense of providers against allegations of Medicare and Medicaid billing fraud
- Defense of managed care companies, pharmaceutical companies and provider sponsored networks against restraint of trade and antitrust challenges.
- Defense of managed care organizations against allegations that they violated the False Claims Act by overcharging the Federal Employees Health Benefit Program for health care coverage
- Defense of health care insurers from allegations that they failed to provide benefits in accordance with their contractual obligations
- Defense of pharmaceutical supply companies from allegations that they violated state and federal anti-kickback and self-referral laws
- Management of large grand jury investigation defenses
- Defense of providers against administrative

sanctions such as exclusion from continued participation in federal health care programs and from suspension of Medicare payments

- Defense of an association client in a series of national class action cases alleging fraud and conspiracy in the fabrication of a childhood mental disorder and the marketing of Ritalin

Professional and Trade Association Representation

Crowell & Moring has a wealth of experience serving as legal counsel to many national professional and trade associations, including medical specialty and other professional societies, pharmacist organizations, and managed care industry organizations. For many of our association clients, we serve in a general counsel capacity, assisting with a wide range of matters. Because our association practice is multidisciplinary, we have the knowledge and skills to provide expert legal advice on virtually any issue that our clients face.

Representative matters handled by our lawyers include:

- Corporate governance and compliance matters
- Corporation formation and reorganization
- Membership issues
- Professional ethics issues, including providing guidance for compliance with ethics procedures and applicable law, drafting associations' ethics procedures, and representing associations in litigation in connection with ethics matters
- Peer review and accreditation issues

- Antitrust issues
- Group purchasing programs
- Contracts and grants
- Fraud and abuse and anti-kickback issues
- Reimbursement issues
- Legislative and regulatory developments
- Employee benefits and labor issues
- Tax matters

In addition, we have been successful in defending our association clients and their members in litigation, or threats of litigation, of all sizes, ranging from suits initiated by one individual to large, national class action litigation. Our long history with our clients has provided us with an understanding of the professional association world and a great depth of experience, enabling us to provide effective, invaluable legal service in this arena.

Corporate Transactions and Business Counseling

Crowell & Moring's health care corporate and transactional lawyers are experienced in a wide variety of transactional, corporate governance, and financing matters for providers, insurers, managed care organizations, and other entities in the health care sector. Our experience includes corporate counseling, complex financing, transactional, corporate governance, and contracting matters for non-profit and for-profit entities including hospitals and hospital systems, HMOs and others.

Our corporate and transactional lawyers work closely with our health care regulatory and antitrust lawyers to achieve successful results.

Representative matters handled by our lawyers include:

- Sale of a health maintenance organization organized by a major university
- Acquisition of a mail service pharmacy business for a major national insurer
- Representation of hospitals and hospital systems in corporate governance and transactional matters including the sale and acquisition of business units, employment, and leasing matters
- Drafting group purchasing agreements
- Organization and financing of a variety of outpatient surgery, imaging, and dialysis centers
- Representation of associations and non-profit entities in business and corporate governance matters including the development of policies and procedures to address Sarbanes-Oxley concerns
- Complex contracting engagements for national managed care organizations
- Counseling physician group practices on business and organizational issues

Provider Licensure and Certification

As participants in the health care marketplace, our clients face a myriad of regulatory requirements. We routinely represent providers at all stages of the regulatory approval process. We assist at the initial stages of our client's business development by securing necessary state approvals, including licensure and certificate of need approvals where applicable. Thereafter, we work with clients in filing and obtaining necessary state and federal reimbursement program approvals, including

Medicare and Medicaid certification, and TRICARE and other program participation approvals. This is especially important in the acquisition of new facilities or services, where we have served as national regulatory counsel for several national and multi-state chain organizations.

In their day-to-day business operations, our clients often face difficult billing and reimbursement issues. We assist clients in recognizing and meeting federal billing and coding requirements; thereby, assuring that reimbursement is appropriately optimized for our client's services. Where challenges are brought to their credentials—whether the threat comes from a Medicare certification survey or audit, licensure inspection, or otherwise—we provide our clients the legal counsel necessary to avoid the potential harm such actions may bring.

Representative matters handled by our lawyers include:

- obtaining certificate of need approval for new or expanded health care facilities
- advising facilities regarding regulatory requirements for licensing inspections
- facilitating the receipt of regulatory approvals in multi-state health care facility acquisitions
- preparing corrective action plans following licensing or Medicare certification surveys
- responding to third party payor inquiries and audits

International Transactions and Business Regulation

Crowell & Moring's international health care practice includes advising and assisting

clients with cross-border transactions and international business regulation. Managing multinational production and transactions often means reconciling multiple sets of regulations that are not always compatible. Through our offices in London, Brussels, Washington, DC and California, we provide our international health care clients with comprehensive counseling on such matters as tax policy, privacy law, export controls, import regulations and customs law.

For example, we advise pharmaceutical companies based in the United States, Japan and Europe on customs valuation issues for imports of pharmaceutical intermediates, including coordinated approaches to inter-company pricing to address the tension between customs and tax law. We also provide assistance with product reclassification and duty reduction/tariff engineering projects, and counsel clients regarding the status of license and royalty fees under domestic and European customs law.

Our international lawyers also assist pharmaceutical and biotech companies with gray market or re-import issues, including monitoring and interpreting complex legislative and regulatory provisions. In developing legal strategies with practical business applications, we often team with Crowell & Moring International, LTD, our affiliated consulting and trade policy specialists, whose decades of experience in the industry, in government, and in the halls of Congress bring an insider's perspective to our team.

Despite best efforts, our clients occasionally make mistakes. When this happens, our lawyers assist in limiting the impact of errors while securing every

available protection under the law for our clients. This includes representing companies faced with customs audits and investigations and negligence or commercial fraud penalty proceedings, and assisting with prior disclosures in cases of self-discovered violations.

The United States system of export controls is among the most complex and restrictive in the world. Whether they are engaged in contract manufacturing, licensing of certain compounds, or evaluation of joint ventures, companies with significant United States operations must deal with these controls every day. Our international lawyers advise companies on the intricacies of these rules, including advice under the Chemical Weapons Convention for certain weapon precursor substances, and help companies develop meaningful and effective compliance programs to avoid future problems.

Life Sciences Practice

Crowell & Moring serves the life sciences industry through an integrated team of lawyers with established expertise and reputation in the field. Our attorneys provide the full-range of legal services essential to the success of emerging and established life science companies, from product conception and strategic partnering to product launch and beyond.

Distinguished by industry-specific expertise in the transactional, intellectual property and regulatory arenas, the life sciences team complements the firm's broader health care practice, as well as Crowell & Moring's capabilities in litigation, government contracts, antitrust, international trade and corporate law.

Our lawyers work collaboratively, involving various areas of expertise, to provide effective and efficient representation to life sciences clients worldwide, ranging from biotechnology, pharmaceutical, medical device and cosmetic companies to research institutes and universities. We help clients anticipate and address regulatory issues in their day-to-day business operations and long-range decision-making, and represent them in administrative and judicial enforcement proceedings and competitor challenges.

We represent life sciences companies, from large public companies with mature product portfolios to start-ups that have yet to bring a product to market, in connection with all transactional and regulatory aspects of their business, including complex technology licensing arrangements and research and commercial collaborations. We counsel both domestic and foreign clients on general corporate and commercial matters and are experienced in structuring mergers and acquisitions and business transactions. We also advise clients on compliance with securities laws and regulations, and advise companies, trade associations, and individuals on matters of regulatory compliance, strategic planning and public policy, and advocate on their behalf before the United States Food and Drug Administration, the Federal Trade Commission, the United States Customs Service and other federal agencies, and in court.

We also provide intellectual property counseling based on the fundamental importance of understanding both the technology and the client's business

objectives. To that end, our team includes patent lawyers with substantial knowledge of a wide array of relevant technologies.

Representative matters handled by our lawyers include:

- Development of global patent portfolios
- Due diligence analyses and evaluations
- Intellectual property counseling on Hatch-Waxman infringement issues
- Prosecution and defense of patents
- Infringement/non-infringement and validity/invalidity opinions
- Complex patent interference and litigation proceedings

ERISA

Crowell & Moring's lawyers have extensive experience advising group health plans and other clients on both the tax and labor aspects of the Employee Retirement Income Security Act (ERISA). Our lawyers have a wealth of experience in the design, plan drafting, implementation and compliance aspects of group health plans. In the representation of such plans and the companies that maintain them in proceedings before the Internal Revenue Service and the United States Department of Labor, and in litigation on ERISA issues.

Representative matters handled by our lawyers include:

- ERISA litigation involving group health plans, including ERISA preemption and benefit claims issues
- Advising group health plan fiduciaries with respect to their obligations under ERISA

- Advising employers on a wide variety of health plan issues in the context of collective bargaining and multiple and multi-employer health plans, including Taft-Hartley plans
- Counseling clients on the operation of health plans through Code Section 125 cafeteria plans, such as health flexible spending accounts and Voluntary Employee Beneficiary Associations (VEBAs)
- Assisting clients in achieving and maintaining HIPAA and Consolidated Omnibus Budget Reconciliation Act (COBRA) compliance
- Counseling clients in matters concerning health care claims and appeals processes

Labor and Employment

Crowell & Moring's labor and employment lawyers regularly advise health care industry clients, including medical associations, hospitals, pharmaceutical firms, managed care organizations, and physicians and physician groups, concerning the full spectrum of labor and employment issues. A cornerstone of our practice is counseling clients on their obligations under federal and state employment laws, and developing policies to ensure compliance. We also provide training for managers and employees in diversity, sexual harassment and other Equal Employment Opportunity (EEO) issues. Our team of lawyers has extensive experience drafting employment agreements, covenants not to compete, and severance agreements, and assisting employers in corporate restructuring efforts, including reductions in force, mergers, acquisitions, joint ventures and other types of corporate transactions.

Our lawyers regularly represent employers in both individual and class action discrimination litigation in the federal trial and appellate courts, state courts, and before the Equal Employment Opportunity Commission (EEOC), and related federal, state and local governmental agencies. Though litigation and trial work are specialties, our primary objective is to keep our clients out of court. To that end, we regularly advise clients—from Fortune 100 companies to small physician practice groups—on how to minimize the risk of workplace discrimination claims through proactive planning. We often perform EEO assessments and Office of Federal Contracts Compliance Program (OFCCP) mock audits, which include compensation and data analyses to identify hidden statistical vulnerabilities and concrete recommendations to address areas of vulnerability.

We offer clients a unique depth and breadth of experience in traditional labor law, representing clients in the full range of matters arising under the National Labor Relations Act. We have a national reputation for expertise in representing employers in union organizing campaigns, complex labor disputes, National Labor Relations Board (NLRB) litigation, and collective bargaining negotiations and contract administration. Our lawyers are active in the labor and employment section of the American Health Lawyers Association and are frequent contributors to health industry publications.

We also represent companies in both counseling and litigation of issues concerning the design and administration of employee welfare benefit plans, including health insurance and severance plans. We have extensive experience in handling disputes

concerning retiree medical benefit plans. In conjunction with Crowell & Moring's tax and employee benefits lawyers, we draft qualified pension, profit-sharing, thrift, stock, 401(k) and employee stock ownership plans (ESOPs), as well as non-qualified executive deferred compensation and supplemental benefit programs.

With our base in Washington, we have a premier regulatory practice and routinely represent clients in dealings with federal agencies, such as the United States Department of Labor, the EEOC, the Occupational Health & Safety Administration (OHSa), and OFCCP. We zealously monitor regulatory developments that may impact our clients, send informational bulletins and news updates, and help design strategies for responding appropriately.

Representative matters handled by our lawyers include:

- Service as outside general counsel on labor and employment matters for a large hospital
- Service as outside general counsel on labor and employment matters for national association representing member blood banks and related entities
- Defense of assisted living facility against sex and age discrimination claims
- Representation of hospital in connection with disability discrimination claim asserted by former executive
- Defense of medical association in disability discrimination cases
- Counseling physician group regarding claims against departing physician for breach of non-compete agreement

- Advising national medical association regarding termination of senior executive and negotiated departure agreement
- Preparation of affirmative action plans for major national association of health insurance providers and individual member plans
- Defense of medical insurance providers in OFCCP audits, and conducted mock audits and EEO assessments for others

Intellectual Property Practice

Crowell & Moring's intellectual property lawyers assist our clients in their efforts to procure, protect, maintain, manage, and enforce their intellectual property rights. We offer skill and experience across the full range of intellectual property disciplines, including patents; trademarks and trade secrets; copyrights; intellectual property portfolio management; and acquisitions, licensing and technology transfer.

We have one of the most active procurement practices in the country. Our patent lawyers are versed in all areas of technology, including: pharmaceuticals, chemistry, biotechnology, material arts, and engineering. Our specialized intellectual property litigators provide substantial jury and non-jury expertise in complex litigation, as well as international arbitration.

Crowell & Moring lawyers possess a keen understanding of the important role trademarks play in the international marketplace and on the internet. We work closely with our clients to design and establish in-house programs and procedures to facilitate the cost-effective prosecution and enforcement of trademarks. We also

assist clients in trade secret protection, including drafting of secrecy policies and confidentiality agreements.

Our lawyers are experienced in copyright maintenance and enforcement. Our transactional experience includes software licensing agreements, collaborative author agreements, and publishing agreements. Our lawyers also specialize in database protection, website "look and feel" protection, and customs enforcement.

We frequently assist our clients in implementing and managing their intellectual property portfolios. We strive to help clients control the substantial exposure that can result from violation of third-party intellectual property rights. Our counseling expertise includes providing opinions on issues of patent validity, enforceability, and infringement, as well as due diligence assessments of new technologies.

Our lawyers are highly skilled in intellectual property transactions. Our experience includes collaborative research agreements involving private parties, the federal government, universities, and research institutions; acquisitions and out-licensing of intellectual property; technology and know-how transfers; technical assistance agreements; and joint venture agreements.

Representative Clients and References

We would be happy to provide you with a list of representative Crowell & Moring healthcare clients, or to refer you to clients who can attest to our service, at your request. For more information about Crowell & Moring's Health Care practice, please visit us online at www.crowell.com/healthcare

