

October 21–22, 2010 | Union League | Philadelphia, PA

American Conference Institute's

5TH NATIONAL FORUM ON

REDUCING LEGAL COSTS

Alternative fee arrangements, convergence trends, qualitative approaches to selecting, retaining and managing outside counsel, and other strategies for minimizing in-house legal department costs and financial risk without compromising work product or quality of service

An essential cross-industry benchmarking forum on keeping legal department costs in check, led by experts from:

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Our unparalleled faculty of corporate and outside counsel will provide you with expert advice and key insights for:

- » **Alternative Fee Arrangements:** Understanding the various alternatives to the hourly rate, how they are now being utilized, and the scenarios that are appropriate for each
- » **Convergence:** Working with a select number of preferred law firms in order to build stronger relationships and reduce costs
- » **Selecting and retaining law firms** that are able to deliver quality at low cost
- » **Enhancing relationships with outside counsel** to ensure predictability and genuine cost control
- » **Establishing accurate and realistic legal budgets** and ensuring that you stay within budget
- » **Staffing:** Maximizing in-house capabilities and staffing efficiencies to reduce reliance on outside counsel
- » **Litigation and E-Discovery Costs:** Proven methods for spending less and controlling fees and expenses
- » **Obtaining value and reducing costs** through the use of formal requests for proposals
- » **LPO:** Where and how to obtain professional and cost-effective third-party services while maintaining quality and confidentiality

Distinguished Co-Chairs:



Scott T. Piering
Senior Attorney
Cargill Incorporated



Renee L. Jackson
General Counsel
The Dolan Company

Plus, don't miss the Post-Conference Master Class:

Negotiating and Drafting Effective Alternative Fee Arrangements
October 22, 2010 | 2:00 p.m. – 4:00 p.m.

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The essential cross-industry forum for corporate and outside counsel who are truly motivated to create value and reduce legal costs through innovative fee arrangements, enhanced relationships, and streamlined operations

Corporate legal departments are under the gun to reduce legal costs, and the pressure to do so will only mount as companies continue to trim budgets. And a tighter budget is just one of the hurdles facing in-house counsel. Add to that: the unpredictable nature of legal spending; uncertainty relating to alternative fee arrangements; selecting and retaining cost-effective outside counsel without compromising on quality; developing and carrying out requests for proposals; bringing more work in-house while also trimming legal staff. These are just some of the challenges facing corporate counsel as they grapple with the **pressures of spiraling legal costs and tightening budgets**.

The answer is ACI's **5th National Forum on Reducing Legal Costs**, which has been uniquely tailored to provide in-house counsel and legal sourcing managers, as well as private practice attorneys and law firm marketing/business development specialists who are serious about working with their clients to reduce legal costs, with the knowledge that they need to **successfully employ cost-reducing procedures both internally and externally**.

Come join senior corporate counsel and legal sourcing managers responsible for cost-reduction success stories, as well as leaders from law firms that have pioneered the use of alternative fee arrangements and other innovative cost-reduction initiatives, as they provide conference attendees with a **roadmap for navigating the complexities of keeping legal department costs in check**. Now in its fifth installment, this event offers unique networking opportunities with senior practitioners from around the nation, including in-house counsel from a wide range of companies and industries.

PLUS, add value to your attendance by also registering for the Post-Conference Master Class:
Negotiating and Drafting Effective Alternative Fee Arrangements | October 22, 2010 – 2:00 p.m.-4:00 p.m.

Register now by calling 1-888-224-2480 or by faxing your registration form to 1-877-927-1563. You can also register online at www.AmericanConference.com/LegalCosts

Who You Will Meet

- ✓ Corporate counsel and legal sourcing managers from all industries
- ✓ Private practice attorneys and law firm marketing and business development specialists interested in working with their clients to reduce legal costs
- ✓ Vendors and consultants that offer services aimed at reducing legal costs



About the Venue

The Union League, which occupies an entire city block in the center of Philadelphia's commercial and cultural district, is a shining jewel of history in a city defined by such treasure. Founded in 1862 as a patriotic society to support the policies of President Abraham Lincoln, The Union League has hosted U.S. presidents, heads of state, industrialists, entertainers and visiting dignitaries from around the globe. The classic French Renaissance-styled League House, with its brick and brownstone façade and dramatic twin circular staircases leading to the main entrance, is listed in the National Historic Register, and dates back to 1865, when the Broad Street building was completed. Adorning the walls and hallways is the League's distinguished art collection, artifacts imbued with the heritage and culture of its membership. The collection is a rich, historical chronicle of Philadelphia's unique imprint upon the American landscape from the nineteenth century to today.

Continuing Legal Education Credits

CLE Credits

Accreditation will be sought in those jurisdictions requested by the registrants which have continuing education requirements. This course is identified as nontransitional for the purposes of CLE accreditation.

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For more information about this program or our global portfolio of events, please contact:

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Head of Sales
American Conference Institute
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w.tyler@AmericanConference.com

7:00 Registration and Continental Breakfast

8:00 Co-Chairs' Opening Remarks

Renee L. Jackson
General Counsel
The Dolan Company (Minneapolis, MN)

Scott T. Piering
Senior Attorney
Cargill Incorporated (Wayzata, MN)

8:05 **The Corporate Counsel/Outside Counsel Roundtable: A No-Holds-Barred Conversation About Management of Legal Costs, Value Creation, Zero-Sum Games, and Paradigm Shifts Versus Short-Term Trends**

Kenneth G. Crowley
Executive Director & Deputy General Counsel
UBS Financial Services Inc. (New York, NY)

Matthew Lepore
Vice President and Chief Counsel, Corporate Governance
Pfizer Inc (New York, NY)

Gregory Mayes
Vice President, General Counsel
ImClone Systems Corporation (Branchburg, NJ)

Patrick Lamb
Founding Member
Valorem Law Group LLC (Chicago, IL)

J. Stephen Poor
Chair and Managing Partner
Seyfarth Shaw LLP (Chicago, IL)

Mark W. Ryan
Managing Partner of the DC Office
Mayer Brown LLP (Washington, DC)

Moderator:

Scott T. Piering
Senior Attorney
Cargill Incorporated (Wayzata, MN)

A candid roundtable discussion amongst corporate and outside counsel about cost reduction strategies, overcoming the challenges of implementing new fee structures, the future of the billable hour, working together to increase efficiency without reducing quality, and more, followed by a moderated question and answer session. You will not want to miss this unprecedented opportunity to have your most pressing questions and concerns addressed by our panel of experts on reducing legal costs.

9:30 Morning Coffee Break

9:40 **What Has and Has Not Worked with Alternative Fee Arrangements: Implementing Proven Alternatives to the Billable Hour While Avoiding Customary Growing Pains**

Mary Pape
Litigation Director
Dell Inc. (Austin, TX)

Nicholas "Mick" Sladic
Vice President & Senior Associate General Counsel
Head of Consumer Litigation
Capital One Services, Inc. (Richmond, VA)

Robert Hart
Senior Corporate Counsel
Harman International Industries, Inc. (Northridge, CA)

Richard A. Bowman
Founding Partner
Bowman and Brooke LLP (Minneapolis, MN)

Moderator:

Lindley J. Brenza
Partner
Bartlit Beck Herman Palenchar & Scott LLP
(Denver, CO)

- Lessons learned: How and why other companies made the switch, what factors they considered, and why they chose the arrangement they did
- Determining what metrics to use to measure the success (or lack thereof) of alternative fee arrangements (AFAs)
 - Median spend
 - Average spend
 - Life of the case
- Obtaining essential feedback from law firms in order to evaluate the relationship
- Assessing the use of alternative fee arrangements as a new and viable economic model rather than just as a means by which to reduce the expense of using outside counsel
- Examining AFA options that are currently being utilized
 - Discounted and modified rates
 - Monthly or yearly flat/fixed fees – managing the challenges of predicting a reasonable estimate of scope and level of legal services needed, avoiding “overpaying”, and ensuring that you receive the required level of service
 - Bracket fees
 - Blended rate
 - Incentive billing (e.g. holdback and bonus approach)
 - Capped fees
 - Phased arrangements based on stage of case and milestones reached
 - Hybrid approach – part hourly rate/fixed fee and part AFA
 - Pure contingency; task-based fees; success-based fees
 - Retainers
 - Determining the ideal length of time for a retainer agreement
 - Hiring a law firm on retainer - bidding out work, establishing a bid limit, and determining the period of the relationship
- Areas in which AFAs have worked well
- Implementing the AFA structure in new areas
 - Transactional work
 - ‘One-off’ situations
 - Can and should AFAs be used when costs are difficult to predict?
- Overcoming objections and getting “buy-in”, both internally and externally
 - Convincing key decision makers to explore AFAs
 - Demonstrating the feasibility and cost savings of AFAs

- Persuading outside counsel that AFAs can be more profitable than standard hourly billing
- Obtaining AFAs from firms outside of the U.S.
- How non-hourly fees solve many of the structural problems of legal services rendered under the hourly rate
- Understanding the intricacies and potential pitfalls of these new fee structures
- Reconsidering the types of costs that clients have traditionally paid

11:10 **Obtaining Value Through Formal Requests for Proposals: Increasing the Quality and Minimizing the Expense of Legal Services Provided by Outside Counsel**

H. Ward Classen

Deputy General Counsel, U.S. Commercial Businesses
CSC (Hanover, MD)

Deborah Hilke

Principal Litigation Counsel
Medtronic, Inc. (Minneapolis, MN)

Moderator:

Charles F. Johnson III

Co-Chair of the Pharmaceutical, Medical Device and Healthcare Industry Group
Butler, Snow, O'Mara, Stevens & Cannada, PLLC
(Jackson, MS)

- Selection criteria
- Developing a request for proposal (RFP)
 - Cross-segmenting the coordination and communication essential to project success
 - Analyzing spend data to select areas for the RFP process
 - Creating the RFP project plan
 - Selecting the key RFP team members
- Structuring the RFP to maximize relevant information
 - Service levels; proposed terms and conditions
 - Allowing for explanations
 - Forcing acceptance/rejection of terms at an early phase
- Data to be collected
 - Rates
 - Office locations
 - Attorneys per office
 - Associate turnover rate
 - Diversity statistics
 - Examples of creative lawyering
- Using term sheets and other written documents strategically
- Identifying the scope of work to include in the RFP
- Defining the scope of the deal
 - Term of relationship
 - Types of services
 - Exclusivity
 - Non-competition
 - Non-solicitation
- Lessons learned from the RFP process

12:25 **Networking Luncheon for Speakers and Delegates**

1:25 **Budgets: Establishing an Accurate and “Friction-Free” Legal Budget and then Obtaining Lower-Cost, High-Quality Legal Work that Stays Within Budget**

Dino Cieri

Senior Counsel
CSC (Philadelphia, PA)

Brian Benjet

Vice President and Deputy General Counsel
CIGNA Corp. (Philadelphia, PA)

William R. Thompson

Legal Counsel
Ally Financial Inc. (Fort Washington, PA)

Martin D. Beirne

Founding Partner
Beirne, Maynard & Parsons, L.L.P. (Houston, TX)

- What you need in order to prepare your legal budget
 - Factoring in both in-house costs and outside legal fees
 - Using historical data as a guide
 - Mapping anticipated costs to the company's goals and initiatives
 - Evaluating current risks and industry trends
 - Forecasting costs:
 - How long will the job take?
 - How many hours should a project average?
 - When will the litigation end?
 - Should you budget annually?
 - What techniques and software help you forecast?
 - Factoring in profit
- Presenting your legal budget and negotiating with the CFO
 - Utilizing metrics to support your budget
 - Where to cut first when the budget is too high
 - Techniques to implement from your procurement department to realize savings
- Implementing your budget and staying on track
 - Engaging and holding your team accountable for the budget
 - Reporting regularly on expense vs. budget and anticipating variances
- Tracking law firm compliance with the budget
- Reevaluating the underlying assumptions on which budgets are based
 - Analyzing the accuracy and predictive value of internal past data
 - Improving the mechanisms of internal data capturing
- Working with outside counsel to improve accuracy of information relating to hours and rates

2:40 **Afternoon Refreshment Break**

2:50 **A Focus on Litigation and E-Discovery Costs: Proven Methods for Spending Less and Controlling Fees and Expenses**

William P. Barnette

Counsel, Commercial Litigation
Home Depot U.S.A., Inc. (Atlanta, GA)

Scott M. Cohen

Director of e-Discovery Support Services
Winston & Strawn LLP (New York, NY)

Janet Heins

Director, Legal Business Information Management
Biogen Idec (Cambridge, MA)

Kathy J. Owen

Partner
DLA Piper LLP (US) (Dallas, TX)

Litigation as a Whole

- Spending less on litigating cases by increasing spend on efficient litigation management
- Grouping cases by similar risk and exposure to streamline the management of litigation
- Strategies for minimizing the exorbitant costs associated with class actions
- Assessing what the likely outcome of the case and your projected costs will be
- Reviewing existing litigation and determining whether to settle wherever possible to get cases off the books – is a settled case better than an unsettled case?
- Preparing early and accurate case assessments – playing out a case scenario on the front end
 - Evaluating the cost of defense versus chronic settlement of unmeritorious claims and the precedential value of a settlement
 - Controlling future litigation: identifying trends to ward off future lawsuits; knowing when to resolve a case for economic reasons and when to pay significantly more to defend a suit

E-Discovery Costs

- Proactive strategies for implementing cost-saving systems prior to litigation
- Projected savings of outsourcing your e-discovery work vs. performing it in-house
- Creating an in-house e-discovery team to reduce reliance on outside counsel
- Utilizing the cost-saving provisions of the Federal Rules of Civil Procedure
- Minimizing costs by consolidating e-discovery teams in cheaper markets
- Overcoming e-discovery hurdles unique to class actions
- Implementing new technologies to increase search efficiency
- Which programs allow you to more efficiently capture relevant documents?
- Consultants and vendors
 - Working out an action plan with consultants and vendors before work begins
 - Convergence applied to vendors: reducing the number of vendors used and negotiating volume discounts

4:00 Staffing: Maximizing In-House Capabilities and Staffing Efficiencies to Reduce Reliance on Outside Counsel

Renee L. Jackson

General Counsel
The Dolan Company (Minneapolis, MN)

Lucas G. Paglia

Associate General Counsel
American Eagle Outfitters, Inc. (Pittsburgh, PA)

Michael P. Panagrossi

Associate General Counsel
Purdue Pharma L.P. (Stamford, CT)

- Determining when to consider adding in-house counsel for cost savings
- Bringing more work in-house
 - Identifying what can be cost-effectively moved in-house
- Conducting a cost-benefit analysis of the necessary infrastructure enhancements that will be required to improve your in-house capabilities
- Alternative staffing options that can reduce expenses and ease the burden on in-house counsel
 - Reapportioning budgeted outside counsel expenses to hire additional in-house counsel
 - Determining whether to hire less costly junior attorneys or more expensive senior attorneys
 - Utilizing temp and consulting services
 - When should you bring them in and for what type of work?
 - Negotiating the best payment method; paying by hour vs. paying by project
 - Employing contract attorneys and realizing cost savings by using them
 - Training and monitoring considerations
 - Boosting a company's inherent value and helping with the bottom line by converting hires from contract to permanent status
 - Utilizing paraprofessionals and other administrative staff

5:00 **Conference Adjourns**

Day Two: Friday, October 22, 2010

7:30 **Continental Breakfast**

8:00 **Co-Chairs' Remarks**

8:05 **Creating the Relationship: Selecting and Retaining Firms That Are Able to Deliver High-Quality Services at a Lower Cost**

Miles R. Afsharnik

Vice President, Director
Wells Fargo Insurance Services USA, Inc. (New York, NY)

John G. Moon

Executive Director & Counsel
UBS Investment Bank (New York, NY)

Dale E. Skivington

Assistant General Counsel and Vice President
Eastman Kodak Company (Rochester, NY)

Alan Dabdoub

Special Counsel
Lynn Tillotson Pinker and Cox (Dallas, TX)

Moderator:

Charles J. Scibetta

Partner
Chaffetz Lindsey LLP (New York, NY)

Selecting Cost Effective Counsel

- Conducting due diligence before hiring outside counsel
 - Resources to use to screen and research prospective firms before they are contacted or selected
- What litigation functions can be effectively outsourced to outside counsel?
- Use of panel firms by insurance companies
- Structural models for outside counsel, pros and cons of each, and factors that enter into the decision
- The cost-benefit analysis of using partners versus associates
- The hourly rate trap – not allowing retention decisions to be guided principally by hourly rates
- Value-added services – Finding those firms that will offer non-billable training (including for the client's legal department), proactively write off excessive or non-productive billable time, and comply with budgetary mandates
- How to combat management's default preference to engage the 'best' firm by reputation
- Overcoming the instinct to hire the most recognizable – and, often, the most expensive – firm
- Challenging the grip of incumbency
- Extent to which counsel choice should be based upon a specific lawyer as opposed to a specific firm
- Setting up new counsel relations protocols

Local and Smaller-Market Counsel

- Engaging in strategic geographic selection of counsel as a means to obtain quality, lower-cost legal services
- The pros and cons of working with large law firms and small law firms
- Testing the market for smaller firm cost-saving replacements, and then how to move work to these firms to truly save your budget
- Types of work for which smaller-market firms may be equally/better suited than large-market firms
- Determining which smaller-market firms to work with
- Using "best of breed" local firms versus local offices of large, national firms

Convergence Trends and Utilizing National/Regional Counsel

- Regional firm initiatives – migrating work from high-cost/coastal firms to lower-cost/interior firms
- Convergence trends
 - Minimizing the risks of using fewer law firms
 - Overcoming conflicts as a result of convergence
- Weighing the cost-saving benefits of convergence against the increased risks of having fewer law firms, and thus fewer skill sets, at your disposal
- Determining which firms to maintain relationships with
- Allocating work that was previously handled by firms with which you no longer have a relationship
- Achieving the optimal balance of law firms in terms of size, diversity, and geography
- Ensuring that your pool of law firms is sufficiently large or diverse to avoid all of them being conflicted out

9:35

Enhancing Relationships With Outside Counsel to Ensure Predictability and Genuine Cost Control and What to Do When Your Expectations Are Not Being Met

Edward Lowenberg

Senior Counsel and Coordinator
Exxon Mobil Corporation (Houston, TX)

Ronald Perkowski

Senior Counsel
Halliburton (Houston, TX)

Lindley J. Brenza

Partner
Bartlit Beck Herman Palenchar & Scott LLP (Denver, CO)

Richard O. Faulk

Partner
Chair, Litigation Department
Gardere Wynne Sewell LLP (Houston, TX)

Enhancement

- Working with outside counsel to obtain greater value from the legal services that they provide
- Proactive measures in-house counsel should take with their outside counsel to prevent the unexpected, including out-of-control costs
- Developing and communicating cost-efficient expectations early and effectively
- Determining the points of contact between your company and your outside counsel to reduce miscommunications and redundancies
- Determining who covers costs when a case takes an unexpected turn
- Redefining the concept of "efficiency" from both an in-house and outside counsel perspective
- Increasing efficiency by familiarizing outside counsel with a company's operations and vice versa
- Monitoring outside counsel to ensure that your billing, staffing, and procedural guidelines are reasonably followed

Modification and/or Termination

- Strategies for maintaining/terminating law firm relationships in unanticipated circumstances
- Resolving budgetary issues when they arise
- Actions to take when outside counsel do not adhere to guidelines
- How to approach law firms when a bill does not appear fair
 - Techniques for increasing chances of an amicable resolution
- How to deal with a decline in quality of service when outside counsel exceed their fees
- When and how to terminate an agreement

10:50

Morning Coffee Break

11:00 **The View from Outside Counsel: Law Firm Managing and Founding Partners Speak Out on How to Control Costs, Increase Value, and Improve Satisfaction for Clients**

Vincent A. Cino

Partner, National Director of Litigation
Jackson Lewis LLP (Morristown, NJ)

Michael B. Ray

Managing Director
Sterne, Kessler, Goldstein & Fox P.L.L.C. (Washington, DC)

Mark L. Silow

Administrative Partner
Fox Rothschild LLP (Philadelphia, PA)

Stephen D. Susman

Founding Partner
Susman Godfrey LLP (New York, NY)

Moderator:

Wm. Scott Schulten

Managing Partner
Schulten Ward & Turner, LLP (Atlanta, GA)

- Understanding the cost components of the “product” clients are purchasing and what is needed to provide the greatest value to cost ratio
- The billable hour – is it still the “preferred method” of compensation?
- The client’s role in value-engineering legal costs
- Real-world examples of creative billing and fee arrangements
 - approaches from the law firm side of the aisle
- How is success measured?
- Adjustment of the fee based on efficiency, outcome, and importance of the matter to the client
- Managing the workload with fewer first- and second-year associates
- Taking on new business “at a discount”
- Strengthening the client/firm relationship

12:20 **Legal Process Outsourcing: Where and How to Obtain Professional and Cost-Effective Services While Maintaining Confidentiality**

Kimberly Newman

Partner
O’Melveny & Myers LLP (Washington, DC)

William D. Schultz

Merchant & Gould P.C. (Minneapolis, MN)

- “On-shoring”
 - Determining which lower-cost markets to use when outsourcing within the U.S.
 - Establishing document review teams in these new markets
- Using offshoring for substantial cost savings
- Setting up joint ventures or subsidiaries to retain more safeguards over data while benefiting from a lower-priced labor pool
- Off-shoring: the services that you should and should not offshore and considerations when outsourcing outside the U.S.

- Conducting a cost-benefit analysis of off-shoring legal processes
- Which countries are being utilized the most and why:
 - India; Israel; Philippines
- Selecting and monitoring an off-shore service provider
- Security, compliance, and training considerations
- Successful offshore experiments and savings

1:15 **Conference Ends –
Lunch for Master Class Participants**

**Post-Conference Master Class
Friday, October 22, 2010 | 2:00 p.m.–4:00 p.m.**

Negotiating and Drafting Effective Alternative Fee Arrangements

Robert A. Lipstein

Partner, Chairman of the Firm’s Finance and Contingent Fee Review Committees
Crowell & Moring LLP (Washington, DC)

Reed S. Oslan, P.C.

Partner, Chairman of the Firm’s Special Fee Committee
Kirkland & Ellis LLP (Chicago, IL)

As more and more companies look to alternative fee arrangements as a cost-saving measure, it has become increasingly important for in-house and outside counsel to understand the intricacies and potential pitfalls of these new fee structures. While alternative fee arrangements can play an integral part in efforts to reduce legal costs, in order to maximize their usefulness and minimize their risks it is imperative that the agreements underlying them be given careful consideration. Participants in this interactive Master Class will come away with the knowledge and strategies that they need to negotiate and draft effective alternative fee arrangements.

Topics to be addressed include:

- Identifying common ground to coordinate expectations
- Determining who should be involved in the fee arrangement negotiations
- Ensuring that both parties’ interests are aligned
- Negotiating a flat fee or bracket fee
 - Determining an appropriate fee:
 - Based on past data
 - When you lack comprehensive data
 - Achieving agreement on baseline assumptions
 - Negotiating flat fee arrangements with escape clauses for specific situations
- Effectively allocating risk between the company and outside counsel
- Key considerations for risk sharing agreements
 - Examples of risk sharing agreements
 - Allocating risk
 - Premiums and success fees
 - Adjusting for unexpected events?
- When and how to include success-based incentives
- Considerations when using contingency arrangements
 - Determining what the contingent events will be
 - Negotiating the fees associated with each event
- Determining the ideal length of time for a retainer agreement

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Learn from and network with experts from:

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| Dell | Purdue Pharma |
| The Dolan Company | UBS |
| Eastman Kodak | Wells Fargo |

Plus, don't miss the Post-Conference Master Class:
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 October 22, 2010 | 2:00 p.m.–4:00 p.m.

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 Address: 140 South Broad Street, Philadelphia, PA 19102
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