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Protecting Proprietary Rights through Secrecy: An Overview of the New Jersey Trade Secrets Act

By Jon Fallon

On January 9, Governor Chris Christie signed the New Jersey Trade Secrets Act ("NJTSA") into law, making New Jersey the 47th state to adopt a form of the Uniform Trade Secrets Act ("UTSA"). Like most uniform acts, the UTSA seeks to codify and harmonize standards and remedies amongst the states for matters involving the misappropriation of "trade secrets" and other proprietary information. As a result of the adoption of the UTSA, New Jersey corporations and business owners can now rely on a more delineated approach to protection of some of their business's most valuable assets – trade secrets.

What Is a Trade Secret?

A trade secret is precisely what its name implies; it is a secret of the trade that provides commercial benefit. By statute, however, "trade secrets" are defined as:

> *information, held by one or more people, without regard to form, including a formula, pattern, business data compilation, program, device, method, technique, design, diagram, drawing, invention, plan, procedure, prototype or process, that: (1) derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use; and (2) is the subject of efforts that are reasonable under the circumstances to maintain its secrecy.*

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Do You Know Where Your I-9s Are?

By Edwin Rubin

Twenty-five years after the Immigration Reform and Control Act (IRCA) was enacted, many employers are still ignoring the law's mandates, leading to heavy fines and potential criminal liability. In 2010 the Department of Homeland Security, the agency responsible for enforcing I-9 compliance, issued almost 3,000 Audit Notices and levied fines of nearly $7 million. Enforcement has been ramped up since then and the level of the average fine now exceeds $100,000, according to some sources.

Basically, the law requires every employer to verify the identity and legal authorization of every employee to work for that employer on Form I-9. This is best done after acceptance of an employment offer but before the actual start of work; Section 1 must be completed before the start of work and Section 2 must be completed within three days of the start.

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Thus, in order for a business to claim certain information as a "trade secret," such information must have some type of value and be subject to some reasonable efforts to maintain secrecy.

As nearly all substantive information could be argued valuable in some actual or potential way, most disputes involving whether or not a trade secret is valid stem from the reasonable efforts exerted by the business to maintain the secrecy of the information under the circumstances. For obvious reasons, the determination of reasonableness under the circumstances will vary from company to company, and from information to information, and courts have been reluctant to provide a bright line rule as to what constitutes reasonable efforts to maintain secrecy across the board. As such, business owners frequently ask what they can do to protect their information as a trade secret.

While an attorney versed in the NJTSA should be able to provide guidance based on the specific nature of the business and information, following are general rules to follow to provide, at a minimum, moderately reasonable efforts towards preserving secrecy:

- Providing notification to employees of a particular trade secret's existence, for example, by notifying employees, via an employee handbook, that customer lists, manufacturing processes and similar valuable information are considered trade secrets of the company;
- Ensuring all valuable electronic information is password protected, and access should be limited to those on a "need to know basis." This should include having certain files restricted to certain personnel, and highly sensitive information should not be downloadable or printable in any capacity; and
- Having a strict visitor policy at the company, particularly in areas of high sensitivity (i.e., labs, factory floors, testing facilities) whereby visitors must be clearly identified with name tags, and must have an employee guide the visitor through the facilities at all times.

As the efforts required to maintain secrecy are those "reasonable under the circumstances," courts typically do not require that extreme and unduly expensive procedures be taken to protect trade secrets against flagrant industrial espionage. Accordingly, reasonable use of a trade secret, including controlled disclosure to employees and licensees, is generally consistent with the requirement of relative secrecy.

> "NJTSA should provide business owners... comfort knowing that the courts of New Jersey will no longer rely upon general tort theories for determining whether a valuable business secret was effectively pilfered..."

Prohibited Actions under the NJTSA

Once trade secrets are established, the NJTSA protects such trade secrets from being unlawfully "misappropriated." Under the statute, "misappropriation" is defined as:

1. Acquisition of a trade secret of another by a person who knows or has reason to know that the trade secret was acquired by improper means; or

2. Disclosure or use of a trade secret of another without express or implied consent of the trade secret owner by a person who (a) used improper means to acquire knowledge of the trade secret; or (b) at the time of disclosure or use, knew or had reason to know that the knowledge of the trade secret was derived or acquired through improper means; or (c) before a material change of position, knew or had reason to know that it was a trade secret and that knowledge of it had been acquired through improper means.

The term "improper means," as used throughout this definition, is defined by the statute as "theft, bribery, misrepresentation, breach or inducement of a breach of an express or implied duty to maintain the secrecy of, or to limit the use or disclosure of, a trade secret, or espionage through electronic or other means, access that is unauthorized or exceeds the scope of authorization, or other means that violate a person's rights under the laws of this State."

Accordingly, nearly any unauthorized use of a trade secret may be argued as an unlawful misappropriation of that trade secret, if some level of impropriety exists. For example, if a causal connection exists between the source of the protected information and the discovered use thereof, an attorney versed in the NJTSA may readily be able to determine if, in fact, there is a likelihood that a court would find such unauthorized use of the information to be a misappropriation.

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Do You Know Where Your I-9s Are?

Civil penalties for paperwork omissions, even those that are unintentional and even for U.S. citizen employees, range from $110 to $1,100 for each affected employee for each of the two sections of the form. If the employee is, in fact, an undocumented worker, fines can range from $375 to $16,000 per employee. The law provides lists of documents acceptable to prove both identity and employability.

A complimentary provision of IRCA provides civil penalties of $375 to $3,200 for a first offense per employee for national origin or citizenship discrimination, most often triggered by the employer requesting specific or additional documents of identity and employability when completing Form I-9.

Audits by U.S. Immigration and Customs Enforcement

I-9s are typically viewed during Wage and Hour inspections and Federal Contract Compliance audits, but actual audits are conducted by U.S. Immigration and Customs Enforcement (ICE). ICE selects employers using various methods, including random audits and audits of employers identified when undocumented foreign nationals are arrested by ICE. Certain industries are more likely to be audited — construction, food service and other employers of lesser skilled individuals — but every employer is subject to audit. ICE must give 72 hours' notice, and extensions are increasingly difficult to arrange. A Notice of Audit will request all I-9s for a period of time, typically the two years before the date of audit, payroll records, and a list of employees during the relevant period with date of hire and termination (if any), their Social Security numbers, 941s and, often, other records.

Obviously, if the I-9s are not properly prepared, 72 hours' notice is insufficient to repair them. Corrections may mitigate the fines to some extent, but must be carefully made to demonstrate they were done after the initial date of completion. Using a different color ink and currently dating and initialing the correction is a best practice.

Issues to Consider

Many employers believe their I-9s are all properly done, but experience indicates that very few employers actually have all of their I-9s in good order. Issues to be considered are:

- whether to keep copies of the documents the employee used to show identity and employability,
- whether the employer is over-documenting,
- whether the documents accepted are allowable and proper for the purpose presented,
- how to store,
- when to update I-9s,
- when I-9s can be disposed of (the basic rule is that I-9s must be retained for at least three years or one year after termination, whichever is longer),
- what to do if the employer comes to know or has reason to know the employee is undocumented or has presented false documents (including how best to handle so-called Social Security "No-Match" letters), and
- how and when to advise employees of the I-9 requirements.

Competent immigration counsel experienced in I-9 practice and audits can run an internal audit and/or risk assessment, train staff in proper I-9 practices, advise employers whether to register for E-Verify and whether to consider an electronic I-9 system, and which vendor to utilize for electronic I-9s. This can be a full audit of all I-9s, a sample audit of random I-9s or an I-9 training program. Experienced immigration counsel can also assess patterns or practices that indicate issues of fraudulent documents or practices that raise questions about discriminatory practices.

"Even employers who think they have no exposure because they do not hire foreign nationals are subject to fines since the I-9 requirement applies to all employees and is not limited to foreign nationals."

With minor violations potentially accumulating to large numbers of paperwork violations leading to high fines, assuring proper compliance is essential. Even employers who think they have no exposure because they do not hire foreign nationals (by the way that may be a discriminatory violation subject to fine) are subject to fines since the I-9 requirement applies to all employees and is not limited to foreign nationals. With increased enforcement, failure to monitor and assure proper I-9 compliance in a timely manner is not a viable option.

Edwin Rubin heads the firm's Immigration practice. He can be reached at erubin@msgld.com

What Businesses Need To Know About The Dodd-Frank Act

By Sharon T. Jacobson

While the Dodd-Frank Wall Street and Consumer Protection Act of 2010 ("Dodd-Frank") significantly increases regulation for banking and financial institutions, if you are not a banker, you may not be aware that certain provisions of Dodd-Frank have the potential to affect the way you conduct your business. Dodd-Frank empowers the Federal Reserve Board ("Board"), the Bureau of Consumer Protection and other federal agencies to impose rules on non-banking and non-financial entities if they extend credit to consumers or the practices in which they engage have the potential to harm the economy. Because about half of the regulations have not been prepared yet, we will not realize the full impact of Dodd-Frank for the next couple of years and its implementation is likely to be affected by the presidential election.

> "...if you are not a banker, you may not be aware that certain provisions of Dodd-Frank have the potential to affect the way you conduct your business. "

Dodd-Frank consolidated power and authority within the Bureau of Consumer Financial Protection (the "Bureau") to modify and enforce certain laws that may affect your business operations, if you extend credit to your customers and charge interest. The breadth of the Bureau's mandate also allows it to regulate business practices that previously were not considered consumer fraud or misleading practices and dictate content to a greater extent than previously permitted.

If you extend credit for the purpose of enabling a "consumer" to acquire nonfinancial goods and services, Dodd-Frank purportedly does not regulate you as a merchant, retailer or other seller of such items. However the Bureau can enforce Dodd-Frank and the various consumer laws against a seller of nonfinancial goods or services who sells consumer debt in certain circumstances, including:

- the credit extended by the seller significantly exceeds the value of the nonfinancial good or service provided,
- the Bureau determines that the sale of the nonfinancial good or service is a subterfuge for avoiding the application of Dodd-Frank,
- the seller of nonfinancial goods or services regularly extends credit and the credit is subject to a finance charge.

For example, the Bureau does not have jurisdiction over state-licensed certified public accountants in their performance of usual and customary accounting activities. However, if the accountant extends credit to a consumer, charges a finance charge or the amount owed is payable in more than four installments under a written agreement, the Bureau does have jurisdiction. Accordingly, if you extend credit to your customers and you charge interest for bills paid over time, you may be subject to the federal consumer financial statutes regarding the extension of credit, your collection practices and other business operations.

In the non-banking context, Dodd-Frank preempts state law only if a federal statute other than Dodd-Frank requires it. Thus if you are a New Jersey business and New Jersey's consumer fraud statute or similar statute provides greater protection than the similar federal law, your compliance with federal standards, instead of stricter New Jersey standards (if NJ's standards are stricter) may not defeat New Jersey claims made against you. If you are a business customer of a bank, the new capital and reserve requirements of Dodd-Frank are likely to have a significant effect on your bank's lending process and underwriting practices. Don't be surprised if banks take longer to consent to business loans.

If you have questions about how you might be affected by Dodd-Frank, contact Sharon T. Jacobson, head of the firm's Financial Institutions Regulatory Practice at (973) 243-7943 or sjacobson@msgld.com.

Expungements: Do I Need One?

By Joseph Discenza

An expungement is the extraction and isolation of all records on file with any court, detention or correctional facility, law enforcement or criminal justice agency concerning a person's detention, apprehension, arrest, trial or disposition of an offense within the criminal justice system.

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Avoiding Environmental Liability When Purchasing Real Estate

By Gordon C. Duus

In New Jersey, when you buy real estate you are liable for the cost to clean up any pre-existing hazardous substances contamination on, or migrating from, the property that is discovered after closing. This liability arises under both the federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") and the New Jersey Spill Compensation and Control Act ("Spill Act"). It is possible to avoid liability for pre-existing contamination that is discovered after purchasing the property by doing what needs to be done before purchasing the property to obtain an Innocent Purchaser Defense to liability under CERCLA and the Spill Act.

To obtain the Innocent Purchaser Defense under CERCLA the purchaser needs to perform "all appropriate inquiry" prior to purchasing the property. If, after performing "all appropriate inquiry," pre-existing contamination is discovered on the property after closing, the landowner will have a defense to CERCLA liability for the cost to clean up that contamination, provided it meets the other criteria for the defense.

CERCLA did not define "all appropriate inquiry," nor did the United States Environmental Protection Agency define it by regulation. Rather than wait for court decisions to define "all appropriate inquiry," the American Society of Testing and Materials International, an international standards organization that develops and publishes voluntary consensus technical standards, developed ASTM E1527 - 05 Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process. This standard describes what work environmental consultants need to include in their Phase I environmental site assessments (e.g. – site inspection, governmental document review) to meet the "all appropriate inquiry" standard of CERCLA, so that their clients can obtain the Innocent Purchaser Defense to CERCLA liability.

In New Jersey, environmental liability for hazardous substances contamination also arises under the Spill Act. To obtain the Innocent Purchaser Defense to Spill Act liability a Phase I complying with the ASTM standard is insufficient because the Spill Act specifically provides a different standard. Under the Spill Act the purchaser must have performed, prior to purchasing the property, a Preliminary Assessment that complies with regulations promulgated by the New Jersey Department of Environmental Protection. While a Preliminary Assessment is similar to a Phase I under the ASTM standard, there are differences that must be met to obtain the Spill Act Innocent Purchaser Defense.

Many parties contracting to purchase commercial or industrial real estate retain an environmental consultant to do the Phase I environmental site assessment. Often they do that simply to get a handle on the environmental condition of the property, without focusing on the critical role of the Phase I in obtaining the Innocent Purchaser Defense. If no environmental attorney is involved, the environmental consultant will often propose to simply do a Phase I that complies with the ASTM standard. While that will help obtain the defense to CERCLA liability, it will expose the purchaser to Spill Act liability. For the purchaser to be protected from both CERCLA and Spill Act liability, it needs the consultant to meet the ASTM standard for Phase I environmental site assessments and the regulations governing Preliminary Assessments.

Gordon Duus, a partner and chairman of the firm's Environmental Law Department, has 30 years of experience with the environmental aspects of real estate and commercial transactions. He can be reached at gduus@msgld.com.

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Expungements: Do I Need One?

Expunged records include complaints, warrants, arrest, commitments, processing records, fingerprints, photographs, index cards, "rap sheets" and judicial docket records.

A criminal offense can range from the simplest petty disorderly person offense to indictable offenses. Indictable offenses in the State of New Jersey are commonly referred to as misdemeanors, and felonies in other jurisdictions.

In New Jersey, all municipal court matters involving disorderly persons, petty disorderly persons and violation of town ordinances, as well as many indictable offenses, are expungable.

There are a growing number of individuals who, for one reason or another, were arrested, and others who have actually been convicted of a disorderly persons offense or crime.

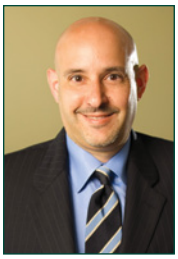
In many instances, the punishment was a fine, a probationary term and/or community service. In most instances, the "punishment" phase of the incident is resolved in a fairly short period of time. There remains, however, a record of the event. Even the simplest arrest (except for motor vehicles offenses) gives rise to a "record" wherein the incident would show up on a person's criminal history (rap sheet). This is a lifetime event, and unless action is taken to remove such an incident from a person's rap sheet, it will remain there until the person dies – and beyond.

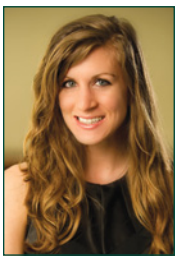
For many individuals, an expungement is appropriate. There is a complex set of laws involving expungements.

To ascertain whether or not you need an expungement and are eligible to receive one, contact Joseph Discenza in the Criminal Law Department at Mandelbaum Salsburg, at 973-736-4600, or jdiscenza@msgld.com.

Planning for Children with Special Needs

By Richard I. Miller and Constantina Koulosousas





It is important to plan ahead and be informed, especially for individuals with special needs and their families, since many of these individuals may or will need to rely on governmental programs for support. Decision-making, governmental benefits and planning for the future are three important areas to consider and discuss when planning for an individual with special needs.

How can I ensure that my adult child is adequately protected?

Once an individual reaches the age of 18, she is considered an adult in the eyes of the law and presumed to be competent, without regard to her physical or mental state. Healthcare providers are restricted from discussing your adult child's medical treatment and care with anyone without her consent. In the case of an individual whose special needs impair her mental capacity, effective consent may be compromised or impossible. To address this issue, you can have an adult child execute a Power of Attorney (in appropriate or moderate disability cases where she has the capacity to sign legal documents), or you can initiate a Guardianship proceeding on behalf of an adult child who lacks capacity.

Consider Jane, a 20-year-old with cerebral palsy and other developmental disabilities. Although Jane will never be able to live on her own, in the eyes of the law, she is an adult and capable of making decisions with regard to her personal, financial and medical well-being. Jane's conditions are severe enough to prevent her from having the capacity to execute a Power of Attorney. Jane's mom must initiate a guardianship proceeding in court to ensure that Jane is protected from those seeking to take advantage of her, and to ensure that she, as Jane's guardian, can legally make financial, legal and medical decisions on her behalf. Guardianship appointments can be comprehensive, or, depending on the child's level of functioning, can be tailored to allow the child certain rights and responsibilities (i.e., voting, driving and marriage). Guardianship should be considered and initiated as the child approaches 18 years old so an individual is in place when the child attains the age of legal majority.

How can I make sure that my child receives the governmental benefits to which she is entitled?

There are several governmental benefits designed to support individuals with special needs, including Medicaid, Medicare, Social Security Disability Insurance ("SSDI"), Supplemental Security Income ("SSI") and programs through the Division of Developmental Disabilities ("DDD"). Because the cost of care is expensive, these benefit programs are essential. Some of these programs are means tested, meaning they are only available to individuals who fall below certain income and resource requirements. The best way to provide for a child's care while maintaining her eligibility for governmental programs is to establish a special needs trust. There are different types of special needs trusts depending on the source of funding and on the individual creating the trust. Some trusts are established and funded immediately; others are established now and funded at the death of the parent(s).

> "A self-settled special needs trust is available to disabled individuals under the age of 65."

A self-settled special needs trust is available to disabled individuals under the age of 65. It must be funded with the assets of the disabled individual and must be created for his or her benefit by a court, parent, grandparent or legal guardian (example: a parent establishing a trust for his disabled child with the proceeds of the child's personal injury suit settlement). A self-settled special needs trust requires a "payback" provision to the state Medicaid agency upon the death of the disabled individual for the costs of Medicaid benefits received by the disabled individual over his or her lifetime. This means that any funds left in the trust upon the disabled individual's death will first be used to pay back the State of New Jersey before they can be distributed to other beneficiaries pursuant to a will or other legal document. This type of trust is usually recommended when a disabled individual on government benefits receives an unexpected inheritance or proceeds from a lawsuit.

A third-party supplemental needs trust is designed to supplement, rather than supplant, Medicaid benefits. This trust is funded with assets of a person other than the disabled individual (example: a parent funding a trust for his disabled child with proceeds of his 401(k)). There is

no Medicaid payback provision in a properly drafted third-party supplemental needs trust because the funds are not considered as assets available to the disabled individual (since the funds originated with a party other than the disabled individual). Upon the disabled individual's death, the funds remaining in the trust can be distributed to beneficiaries, in accordance with the third party's expressed wishes. This type of trust is essential for parents who intend to leave assets to a disabled child who receives or might receive government benefits in the future.

Who will take care of my child when I'm gone?

Children with special needs often rely on and are cared for by their parents throughout their lives. Parents, however, will not be around forever and considerations need to be made as to how the child will be cared for when her parents are deceased or aged. While it is impossible to completely chart out the future, a comprehensive and well thought out estate plan can relieve some of the anxiety by providing a road map. Implementing a special needs trust provides additional income for a child, while ensuring that she continues to receive governmental benefits to which she is entitled. Families should ensure that appropriate, responsible guardians are named in their will, and trusted individuals are named as trustees of any trust established for the disabled individual. Additionally, families should ensure that the disabled individual will not receive any inheritance outright, as this can disqualify her from governmental benefits. Instead, change beneficiary designations on life insurance policies, IRAs and 401(k)s to the name of the trust and make sure that any funds left to the disabled individual are held in the special needs trust.

"Parents, however, will not be around forever and considerations need to be made as to how the child will be cared for when her parents are deceased or aged."

There are many issues to consider with regard to care and estate planning for families with disabled children. As such, it is important to discuss these matters with qualified professionals so the best interests of a child with special needs can be achieved.

Richard Miller and Constantina Koulosousas are members of the Elder Law practice. They can be reached at rmiller@msgld.com and ckoulosousas@msgld.com, respectively.

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Injunctions, Damages and Costs under the NJTSA

One of the significant benefits under the NJTSA is the guidance from a remedy perspective for unlawful misappropriation. If a misappropriation claim exists, the owner of that trade secret has three primary remedies:

1. Injunctions – an injunction may be awarded for any actual misappropriation, or in certain circumstances, where only a threatened misappropriation exists. Such remedy may be useful, for example, where a former employee, upon termination, declares that she intends to take all her clients with her to a new business.

2. Damages – damages may be recovered for a misappropriated trade secret. Damages can include both the actual loss caused by misappropriation and the unjust enrichment caused by misappropriation. However, in lieu of damages measured by any other methods, the damages caused by misappropriation may be measured by imposition of liability for a reasonable royalty for a misappropriator's unauthorized disclosure or use of a trade secret. Punitive damages up to twice any damage amount also may be awarded in extraordinary circumstances.

3. Costs – a party successful with a misappropriation claim may also recover attorneys' fees, court costs and even expert witness fees, if certain conditions of bad faith exist.

The enactment of the NJTSA should provide business owners a bit of comfort knowing that the courts of New Jersey will no longer rely upon general tort theories for determining whether a valuable business secret was effectively pilfered from the company's virtual or physical vaults. However, to ensure a business is doing everything "reasonable under the circumstances," retention of an attorney versed in the NJTSA to establish and govern company policies for the handling of sensitive and/or protectable information is likely the most diligent step a business could take to ensure compliance with the new standards.

Jon Fallon heads the firm's Intellectual Property practice. He can be reached at jfallon@msgld.com.

Mandelbaum Salsburg News

With representatives of Environmental Waste Management Associates and environmental insurance broker AON Risk Services, **Gordon Duus**, head of the Environmental practice, presented "New Pathways for Contaminated Property Transactions: Meeting NJDEP May 7, 2012 Deadline" before the Union, Essex and Bergen County Bar Associations. Gordon also spoke at the National Association of Industrial and Office Properties (NAIOP) of New Jersey's "Mandatory LSRP Update & Roundtables with Industry Experts."

The firm has served for over seven years, and continues to serve, as outside general counsel for Tumi, Inc., located in South Plainfield, NJ. Tumi is a manufacturer of high-end luggage, executive accessories and other lifestyle products that are sold worldwide through Tumi's stores and other outlets, including Nordstrom, Bloomingdale's and high-end specialty luggage and bag stores. **Steven Holt**, Chair of the firm's Tax and T&E Departments and a member of its Corporate Department, has been associated with Tumi and its management team, including founder Charlie Clifford, as counsel for over twenty years. Steve and the firm have provided legal services to Tumi in a wide array of areas, including advising on corporate and tax matters, banking and financing matters, commercial arrangements with suppliers and distributors, executive compensation planning and e-commerce. On April 19, Tumi launched its initial public offering, where it and several existing shareholders offered more than 18 million shares of common stock for public sale at a per share price of $18. Tumi is listed on the NYSE, which opened trading on the stock at an opening price of $26, over 40% higher than the IPO price. The firm was deeply involved in this transaction, and was responsible for coordinating due diligence, advising securities counsel on various operational and governance matters, advising management in connection with the IPO process and managing existing shareholder communications. Steve was assisted by **Sharon Jacobson** as special securities counsel and **Casey Carhart**, an associate in the Tax and Corporate Departments.

Lance Olitt, a partner in the firm's Commercial Litigation Department, successfully defended a client in an appeal before the New Jersey Superior Court, Appellate Division. The client was sued by a former employee, who was discharged from his employment and then filed claims of discrimination, breach of contract and defamation. After Lance obtained a trial court's summary judgment dismissal of all claims, the former employee appealed that ruling. In a recent opinion issued after oral argument, the Appellate Division upheld the dismissal of all claims against our client.

William Barrett, Chair of the Corporate Practice Group, represented his client in the sale of a $1.3 million Midtown Manhattan dental practice. The closing involved the sale of assets, a commercial lease-back transaction and long-term seller employment agreements. Bill represented another client in the sale of a $1.7 million Manhattan dental practice. The transaction was rare in the dental industry as it involved complex employment law issues and a collective bargaining agreement with a labor union, as well as significant seller financing.

Richard Simon, Counsel in the firm's Commercial Litigation Department, spoke to a joint meeting of the New York Institute of Credit and the International Factoring Association on "Hot Topics in Legal Areas Affecting the Financing Industry."

Peter Tanella, a partner in the firm's Corporate and Transactional Practice Group, represented his client in the acquisition of a veterinary hospital in Mercer County, NJ. The transaction involved an asset acquisition of the existing practice, the acquisition of commercial real estate where the practice operates, commercial financing and the organization of several business entities. Peter spoke on "The Care and Feeding of a Veterinary Practice" in New York on May 1 in a presentation by the Veterinary Resource Alliance.

Peter Tanella was unanimously nominated by the Cedar Grove Township Council to serve as mayor. He will be sworn in on July 1. Peter currently serves as deputy mayor for the township, where he was recently re-elected to a four-year term.

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