

Drafting Confidentiality Provisions & Non-Disclosure Agreements

Monday, April 29, 2013 / 1:00 p.m. to 3:45 p.m.

Co-sponsored with: ALI-CLE (formerly ALI-ABA)

Program Instructor

Marvin Garfinkel, *Of Counsel at Drinker Biddle & Reath LLP* in Philadelphia, is an experienced transactional lawyer, who has lectured and chaired courses for ALI-ABA and numerous other organizations. His areas of expertise include real estate law, including financing, defaults and workouts, common interest properties (condominiums, home owner associations, etc.), shopping center and other commercial development and commercial leasing, and business transactions. His intellectual property subspecialties include distribution and licensing relationships and trademarks.



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Description

Confidentiality provisions are ubiquitous. They can appear as the subject of free-standing confidentiality agreements, or as material terms or "boilerplate" in such common contracts as employment agreements, merger and acquisition documents, partnership, LLC, and shareholder agreements, contracts for real estate and personal property, sales and service agreements, and licensing, distribution, and franchise agreements. Indeed, the confidentiality agreement is often the very first document to be negotiated in a significant transaction. Attorneys who draft or fail to correct problematic confidentiality provisions may, if representing the disclosing party, risk exposing their client's confidential information to the dangers of public disclosure or, if representing the receiving party, risk causing their client to incur unnecessary and often disabling restrictions and lost opportunities. This practical program will show you how to draft effective and enforceable confidentiality provisions, as well as how to prepare and review stand-alone non-disclosure agreements.

Attend this program and "How to Draft & Use Indemnification Provisions to Protect Your Client's Interests," also on April 29th, and receive a \$50 discount off of this program.

For Sponsorship Opportunities, please contact:

Michelle Schwartz-Clement, Director,
City Bar Center for CLE
212-382-6606 | MSchwartz-Clement@nycbar.org

Topics To Be Covered

- Use of confidentiality provisions in various situations
- Survey of the law absent an applicable confidentiality agreement or provision
- Structure of confidentiality agreements and provisions in various contracts
- Description of protected information; defining "confidential information" in a contract
- Limitations on applying confidentiality provisions
- Strategies for using confidentiality provisions
- Issues in preparing or reviewing confidentiality provisions, including oral disclosures, forms of permissible disclosure, approaches to avoiding unanticipated adverse disclosure, impact of confidentiality provisions upon recipients of confidential information, use of second-level agreements, supervision by a receiver, ownership of confidential information, limitations on reproduction and distribution, time limitations
- Remedies for breach of confidentiality
- First Amendment issues
- Data room procedures
- Dispute resolution

Relevant issues and alternative language used in confidentiality agreements will be considered against the background of applicable cases and statutes.

New York Credit: 3.0 skills

This program has been approved for MCLE credit in other MCLE jurisdictions. Credit breakdown for other jurisdictions will be available at the program.

In accordance with the New York CLE Board's Regulations and Guidelines, if you attended this program in the past you may not be permitted to apply the CLE credit for this program to fulfill your current CLE requirements.

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- \$215 Member
 \$325 Nonmember

Walk-in Registration - (includes materials):

- \$240 Member
 \$350 Nonmember

*** Both Programs on 4/29:**

- \$380 Member
 \$600 Nonmember

*** Walk in Registration for both programs on 4/29:**

- \$405 Member
 \$625 Nonmember

SOURCE CODE: EFL-DCP042913

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Program Location:

All programs & video replays are held at:
 New York City Bar
 42 West 44th Street, New York, NY 10036

Registration: Call 212.382.6663, fax 212.869.4451, mail registration form with payment to the City Bar Center for CLE, 42 West 44th Street, New York, NY 10036, or register online at www.nycbar.org.

Advance registration is advised. An additional fee of \$25 will be charged for "walk-in" registrations—those received later than 3:00 p.m. one business day prior to the program.

Please allow 3–5 weeks for delivery of CDs, DVDs and course materials. International orders will be sent by traceable means, and an additional charge for shipping will be named by the recipient.

Scholarships & Discounts: Financial scholarships are available; please call 212.382.6663 for an application. All applications must be submitted three weeks prior to the program. *50% discounts off of member and nonmember prices are available for government and public interest attorneys, students, and full time academics.* A 20% discount off of member and nonmember prices is available for firms and corporations that register four or more people for a combination of programs or video replays.

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All information is subject to change.

