

WAIVING THE ATTORNEY-CLIENT PRIVILEGE BY PLACING ADVICE OF COUNSEL IN ISSUE

You have been the very picture of prudence. You run every important decision by your primo outside counsel so that, if anything goes wrong, you have a chip shot "advice of counsel" defense. Well, something has gone wrong. Your tax shelter goes awry. Your securities filings are attacked. Your internal investigation is challenged. Your interpretation of a contract is held in bad faith. Your lawyers send in the A-team litigators for your defense. So far, so good. But wait! The plaintiff has subpoenaed your trial lawyers' firm? What's this business about implied waiver?

By John K. Villa

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Most lawyers know or should know that expressly invoking advice of counsel as an element of their client's defense will be deemed at least a partial waiver of the attorney-client privilege.¹ The jurisprudential principle on which this rule is

based, however, has been applied more broadly and inconsistently to situations in which the client has merely asserted an innocent state of mind. For example, the implied waiver theory has been applied in cases in which the client's position in practical effect relies upon the lawyer's advice even if the client expressly disavows reliance on counsel. Well-counseled corporations who run major matters by their lawyers and expect to rely upon the lawyers' advice must therefore consider the effect that this reliance may have on their ultimate ability to protect their lawyers' advice from prying eyes in the event of litigation over the propriety of the underlying corporate decision and the limitations that it may impose on their selection of trial counsel.

Any informed treatment of the general topic of waiver of privilege in the corporate context must also identify several other related risks that we will raise here but leave to another day for a more extensive analysis: the *Garner* doctrine, which can permit a shareholder in a derivative action, upon a showing of "good cause," to discover communications between a corporation's management and its counsel (both inside and outside); the new Department of Justice ("DOJ") guideline that may condition favorable treatment of the corporate client upon waiver of the attorney-client privilege;² and the prohibition in Model Rule 3.7 of a lawyer appearing as an advocate in a case in which the lawyer is likely to be a necessary witness.

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(Jr.), Daniel List Warner, 1915 **Availability of Information from Federal Departments and Agencies** United States. Congress. House. Committee on Government Operations. Special Subcommittee on Government Information, 1956

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Table of Contents By Advice Of Counsel

1. Understanding the eBook By Advice Of Counsel
 - The Rise of Digital Reading By Advice Of Counsel
 - Advantages of eBooks Over Traditional Books
2. Identifying By Advice Of Counsel
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an By Advice Of Counsel
 - User-Friendly Interface
4. Exploring eBook Recommendations from By Advice Of Counsel
 - Personalized Recommendations
 - By Advice Of Counsel User Reviews and Ratings
 - By Advice Of Counsel and Bestseller Lists
5. Accessing By Advice Of Counsel Free and Paid eBooks
 - By Advice Of Counsel Public Domain eBooks
 - By Advice Of Counsel eBook Subscription Services

- By Advice Of Counsel Budget-Friendly Options
- 6. Navigating By Advice Of Counsel eBook Formats
 - ePub, PDF, MOBI, and More
 - By Advice Of Counsel Compatibility with Devices
 - By Advice Of Counsel Enhanced eBook Features
- 7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of By Advice Of Counsel
 - Highlighting and Note-Taking By Advice Of Counsel
 - Interactive Elements By Advice Of Counsel
- 8. Staying Engaged with By Advice Of Counsel
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers By Advice Of Counsel
- 9. Balancing eBooks and Physical Books By Advice Of Counsel
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection By Advice Of Counsel
- 10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
- 11. Cultivating a Reading Routine By Advice Of Counsel
 - Setting Reading Goals By Advice Of Counsel
 - Carving Out Dedicated Reading Time
- 12. Sourcing Reliable Information of By Advice Of Counsel
 - Fact-Checking eBook Content of By Advice Of Counsel
 - Distinguishing Credible Sources
- 13. Promoting Lifelong Learning
 - Utilizing eBooks for Skill Development
 - Exploring Educational eBooks
- 14. Embracing eBook Trends

- Integration of Multimedia Elements
- Interactive and Gamified eBooks

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