

Index

ADR

Alternative Dispute Resolution (this index)

AGE DISCRIMINATION

Severance agreements, release of claims, **15:5 to 15:11**

AJCA (AMERICAN JOBS CREATION ACT OF 2004)

Generally, **7:23**

ALLOWANCES

Change of control agreements, tax gross-up allowances, **14:45**

ALTERNATIVE DISPUTE RESOLUTION

Generally, **1:33**

Arbitration (this index)

AMERICAN JOBS CREATION ACT OF 2004 (AJCA)

Enforcement provisions, **7:23**

ANNUITIES

Springing, in nonqualified deferred compensation plans, **7:37**

ANTITRUST ISSUES

Employee raiding, **11:21, 11:22**

APPLICATIONS FOR EMPLOYMENT

Implied contracts, **9:16**

ARBITRATION

Generally, **1:33**

Class actions, **6:8**

Consideration, **6:3**

Drafting considerations, **6:11**

Enforceability, generally, **6:7**

Federal Arbitration Act § 1, **6:2**

Mandatory, generally, **6:1 to 6:8**

NLRB's decision in D.R. Horton and Michael Cuda, **6:10**

Notice, **6:4**

Scope of agreement, **6:6**

Supreme court's Concepcion decision, **6:9**

Unconscionability, **6:5**

ASSIGNMENTS

No clauses, **1:38**

Restrictive clauses, **3:51**

Severance agreements, **15:28**

ATTORNEY/ LEGAL FEES

- Change of control agreements, **14:19**
- Clauses in employment contracts, legal fees, generally, **1:42**
- Restrictive covenants, **3:56**
- Terminated employment contracts, **5:16**

AT-WILL EMPLOYEES

- Terminated employee contracts, **5:7**

AUTOMATIC RENEWAL

- Contract clauses, **1:5**

BACKGROUND CHECKS

- Government contract workers, **1:54**

BANKRUPTCY CLAIM LIMITATIONS

- Generally, **5:1 to 5:23**
- Attorneys' fees, **5:16**
- At-will employees, **5:7**
- Bankruptcy Code § 502(b)(7), generally, **5:2**
- Calculation of cap, **5:18 to 5:22**
- Consultants, **5:8**
- Damages, **5:14 to 5:17**
- Existence of employment contract, **5:5 to 5:8**
- Guaranty, **5:12**
- Judgment, **5:10**
- Nexus between bankruptcy and termination, **5:3, 5:4**
- Notice damages, **5:17**
- Payments on behalf of employee, **5:19**
- Prepetition payments, **5:21**
- Resignation, **5:11**
- Retirement, **5:13**
- Setoff, **5:20**
- Shareholders, **5:6**
- Third party payments, **5:22**
- Vested accounts, **5:15**

BARGAINING POWER

- Invention, ownership of, **4:14**

BENEFIT PROTECTION TRUSTS

- Nonqualified deferred compensation plans, **7:28**

BENEFITS

- Change of control agreements, **14:9**
- Continuation of, under severance agreements, **15:21**
- General, **1:15**
- Perquisites, **1:16**

BLUE-PENCIL RULE

- Generally, **1:37, 3:45**

INDEX

BOARD OF TRUSTEES

Resignation after termination, **1:52**

BONDS

Surety, in nonqualified compensation plans, **7:33**

BONUSES

Signing bonus, **1:49**

BUSINESS JUDGMENT RULE

Change of control agreements, **14:13 to 14:15**

CALCULATION OF TAX

Change of Control (this index)

CAPITALIZATION OF PAYMENTS

Change of control agreements, **14:36**

CAPTIONS

Generally, **1:43**

CHANGE OF CONTROL

Generally, **1:19, 14:1 to 14:46**

Agreement provisions

generally, **14:41 to 14:45**

allowances, tax gross-up allowances, **14:45**

excess parachute payment cap, **14:42**

gross-ups, tax gross-up allowances, **14:45**

parachutes, excess parachute payment cap, **14:42**

payment of highest amount with or without cap, **14:44**

safe harbor cap, **14:43**

tax gross-up allowances, **14:45**

Allowances, tax gross-up allowances, **14:45**

Amount of future payments, **14:40**

Attorneys' fees, **14:19**

Benefits, **14:9**

Business judgment rule, **14:13 to 14:15**

Calculation of tax

generally, **14:32 to 14:40**

amount of future payments, **14:40**

capitalization of payments, **14:36**

determining present value of payments, **14:34**

future payments, **14:40**

golden parachute insurance, **14:39**

parachute insurance, **14:39**

parachute tax withholding requirements, **14:38**

payments at least equal to safe harbor, **14:33**

payments in violation of securities laws, **14:37**

payments less than safe harbor, **14:32**

present value of payments, determining, **14:34**

reasonable compensation, **14:35**

CHANGE OF CONTROL—Cont'd

Calculation of tax—Cont'd

- safe harbor, payments at least equal to, **14:33**
- safe harbor, payments less than, **14:32**
- securities laws, payments in violation, **14:37**
- value of payments, determining present, **14:34**
- withholding requirements, parachute tax, **14:38**

Capitalization of payments, **14:36**

Determining present value of payments, **14:34**

ERISA, **14:17**

Excess parachute payment cap, **14:42**

Executive compensation, new considerations, **14:46**

Executive retention, **14:5**

Fraud, **14:18**

Future payments, **14:40**

Golden parachutes. Parachute payments, below

Gross-ups, tax gross-up allowances, **14:45**

Length of coverage, **14:11**

Parachute payments

- generally, **14:21**
- excess parachute payment cap, **14:42**
- insurance, **14:39**

Internal Revenue Code § 162, **14:23**

Internal Revenue Code § 280G, **14:24 to 14:31**

tax withholding requirements, **14:38**

Payment of highest amount with or without cap, **14:44**

Payments at least equal to safe harbor, **14:33**

Payments in violation of securities laws, **14:37**

Payments less than safe harbor, **14:32**

Present value of payments, determining, **14:34**

Reasonable compensation, **14:35**

Retention of executives, **14:3**

Safe harbor

- cap, **14:43**
- payments at least equal to, **14:33**
- payments less than, **14:32**

Securities laws, payments in violation, **14:37**

Shareholder approval, **14:31**

Takeovers, defense against, **14:5**

Tax calculations. Calculation of tax, above

Tax considerations, **14:22 to 14:40**

Tax gross-up allowances, **14:45**

Termination, **14:8**

Triggering event, **14:20**

Validity of, **14:12**

Value of payments, determining present, **14:34**

Withholding requirements, parachute payments, **14:38**

INDEX

CHECKLISTS

- Generally, **2:1 to 2:4**
- Implied contracts, ensuring handbook is not a contract, **9:14**
- Nonqualified deferred compensation plans, **7:39**
- Severance agreements, **App. 15-A**

CHOICE OF LAW

- Generally, **1:44, 12:1 to 12:7**
- Absence of effective choice, **12:5**
- Public policy, **12:4**
- Restrictive covenants, **3:6**
- Sales representatives protection laws, **13:6**
- Severance Agreements** (this index)
- Substantial relationship, **12:3**

CLASS ACTIONS

- Arbitration, **6:8**

COMMISSIONS

- Deductibility of executive compensation, **8:8**
- Sales representatives, **13:7**

COMPENSATION

- Attorney/Legal Fees** (this index)
- Commissions** (this index)
- Direct, **1:13**
- Executive
 - change of control agreements, **14:46**
 - deductibility. **Executive Compensation Deductibility** (this index)
- Incentive, **1:14**
- Nonqualified Deferred Compensation Plans** (this index)
- Reasonable, **14:35**
- Restrictive covenants, payment of salary as consideration, **3:27**
- Unemployment compensation, severance agreements, **15:19**

COMPLIANCE

- Severance agreements, **15:25**

CONSIDERATION

- Arbitration, **6:3**
- Invention, ownership of, **4:13**
- Restrictive covenants, **3:25 to 3:27**
- Severance agreements, **15:16**

CONSTRUCTION AND INTERPRETATION

- Generally, **1:26**
- Severance agreements, **15:29**

CONSTRUCTIVE RECEIPT

- Nonqualified deferred compensation plans, **7:16, 7:19**

CONSULTANTS

Terminated employment contracts, **5:8**

CONTINGENCIES

Generally, **1:40**

CONTROL OF COMPANY

Change of Control (this index)

COPYRIGHT LAW

Employment status, determination of, **4:4**

Independent contractors, **4:5, 4:6**

Joint works, **4:7**

Ownership of invention, generally, **4:3 to 4:7**

COUNTERPARTS

Generally, **1:41**

COVENANT OF GOOD FAITH

Implied contracts, **9:10**

CUSTOMER SERVICE

Restrictive covenants, **3:38**

CUSTOMERS

Restrictive Covenants (this index)

DAMAGES

Restrictive covenants, **3:53**

Terminated employment contracts, **5:14 to 5:17**

DEFENSES

Statute of frauds, implied employment contracts, **9:9**

DEFERRED COMPENSATION PLANS

Nonqualified deferred compensation plans (this index)

DEFINITIONS

Employees, **8:6**

Employers, **8:3 to 8:5**

Sales representatives, **13:4**

DETERMINATION OF VALUE

Change of control agreements, **14:34**

DISABILITY

Clauses, **1:20**

DISCIPLINARY PROCEDURES

Implied employment contracts, **9:4**

DISCRIMINATION

Age, **15:5 to 15:11**

Gender, **15:12**

INDEX

DISPARAGEMENT

Severance agreements, nondisparagement provision in, **15:17**
Termination of employment, disparagement after, **1:48**

DISTRIBUTORSHIPS

Employee raiding, **11:5, 11:9**

DURATION OF CONTRACT

Generally, **1:10**

DUTIES OF EMPLOYMENT

Contract clauses, **1:11**

DUTY OF LOYALTY

Employee raiding, **11:16 to 11:18**

DUTY TO MITIGATE

Generally, **1:30**

EMAIL

Restrictive covenants, accessing employees email, **3:50**

EMPLOYEE RAIDING

Generally, **11:1 to 11:23**
Antiraiding contract clauses, generally, **1:23**
Antitrust issues, **11:21, 11:22**
Competitors, **11:4, 11:6, 11:10**
Distributorships, **11:5, 11:9**
Duty of loyalty, **11:16 to 11:18**
Human resources professionals, antitrust guidance, **11:22**
Interference with another employment contract, **11:19**
New companies, **11:4, 11:8**
Restrictive agreements, **3:4, 11:20**
Size of company, **11:7**
Trade secrets, misappropriation of, **11:15**

EMPLOYEE RETIREMENT INCOME SECURITY ACT (ERISA)

Change of control agreements, **14:17**
Nonqualified Deferred Compensation Plans (this index)
Severance agreements, **15:36**

“ENTIRE AGREEMENT” LANGUAGE

Generally, **1:45**

ESCROWS

Nonqualified deferred compensation plans, **7:35**

EXCESS BENEFIT PLANS

Nonqualified deferred compensation, **7:14**

EXCESS PARACHUTE PAYMENT CAP

Change of control agreements, **14:42**

EXCISE TAXES

Gross-ups, **1:31**

EXECUTIVE COMPENSATION

Change of control agreements, **14:46**

Deductibility. **Executive Compensation Deductibility** (this index)

EXECUTIVE COMPENSATION DEDUCTIBILITY

Generally, **8:1 to 8:19**

Certification, **8:13**

Changes to the Tax Code, **8:19**

Commissions, **8:8**

Directors, outside, **8:11**

Employee benefit plans, **8:15**

Employees, defined, **8:6**

Employers, defined, **8:3 to 8:5**

Exceptions, **8:7**

Federal compensation limitations

generally, **8:18**

changes to the Tax Code, **8:19**

Internal Revenue Code § 162(m), **App. 8-A**

Parachute payments, golden, **8:17**

Performance-based, **8:9 to 8:13**

Private employers, **8:5**

Public employers, **8:4**

Reasonableness of compensation, **8:2**

Shareholder approval, **8:13**

Stocks, **8:16**

Tax Code changes, **8:19**

EXEMPLARY DAMAGES

Restrictive covenants, **3:55**

EXPENSES

Clauses, **1:17**

FAIR DEALING

Implied covenant of, **9:10**

FAMILY AND MEDICAL LEAVE ACT

Severance agreements, **15:40**

FEDERAL COMPENSATION LIMITATIONS

Executive Compensation Deductibility (this index)

FEES

Attorney/Legal Fees (this index)

FRAUD

Change of control agreements, **14:18**

Hiring, **10:2**

INDEX

FRAUDS, STATUTE OF

Implied contracts, **9:9**

FUTURE PAYMENTS

Change of control agreements, **14:40**

GOLDEN PARACHUTE

Change of Control (this index)

Deductibility, **8:17**

Nonqualified deferred compensation plans, **7:25**

Parachute payments. **Change of Control** (this index)

GOOD FAITH

Implied covenant of, **9:10**

Restrictive covenants, **3:10**

GOVERNING LAW

Choice of Law (this index)

GOVERNMENT CONTRACT WORKERS

Background checks, **1:54**

GROSS-UPS

Change of control agreements, tax gross-up allowances, **14:45**

GUARANTEES

Generally, **1:25**

Nonqualified deferred compensation plans, **7:34**

HEADINGS

Generally, **1:43**

HIRING, TRUTH IN

Truth in Hiring (this index)

HUMAN RESOURCES PROFESSIONALS

Antitrust guidance, **11:22**

IMPLIED CONTRACTS

Generally, **9:1 to 9:20**

Application forms, **9:16**

Checklist ensuring handbook is not a contract, **9:14**

Disciplinary procedures, **9:4**

Disclaimers, **9:13**

Disclaimers in handbooks and other documents, **9:13**

Good faith, covenant of, **9:10**

Handbooks

checklist ensuring handbook is not a contract, **9:14**

disclaimers in, **9:13**

personnel policy, **9:20**

Interviews, **9:17**

Job security, **9:6**

Life-long employment, **9:8**

IMPLIED CONTRACTS—Cont'd

- Medical leave, **9:7**
- Modification of express employment contracts, **9:11**
- Notice, **9:5**
- Offer letter, **9:18**
- Oral statements, **9:6 to 9:9**
- Patent law, assignment, **4:9**
- Permanent employment, **9:8**
- Probationary status, **9:19**
- Public policy, **9:12**
- Reliance, **9:5**
- Statute of frauds defense, **9:9**

INCENTIVES

- Compensation, **1:14**

INDEMNIFICATION

- Generally, **1:32**

INDEPENDENT CONTRACTORS

- Copyright law, **4:5, 4:6**

INEVITABLE DISCLOSURE DOCTRINE

- Restrictive covenants, **3:52**

INFLATION

- Nonqualified deferred compensation, **7:4**

INJUNCTIVE RELIEF

- Generally, **1:24**
- Restrictive covenants, **3:54**

INSURANCE

- Golden parachute insurance, **14:39**
- Life Insurance** (this index)

INTELLECTUAL PROPERTY

- Copyright Law** (this index)
- Patent Law** (this index)
- Trade Secrets** (this index)

INTENTION OF PARTIES

- Generally, **1:34**
- Truth in hiring, **10:5**

INTERFERENCE WITH CONTRACT

- Employee raiding, **11:19**

INTERNAL REVENUE CODE

- Constructive receipt, **7:19**
- Employer's tax consequences, nonqualified deferred compensation plans, **7:21**
- Executive compensation § 162(m) requirements, **App. 8-A**

INDEX

INTERNAL REVENUE CODE—Cont'd

- Nonqualified deferred compensation plans
 - constructive receipt, **7:16**
 - under § 409A, **7:17**
- Parachute payments under § 162, **14:23**
- Parachute payments under § 280G, **14:24 to 14:31**
- Withholding rules, nonqualified deferred compensation plans, **7:22**

INTERNAL REVENUE SERVICE (IRS)

- Rulings on deferred compensation programs, **7:18**

INTERPRETATION

- Construction and Interpretation** (this index)

INTERVIEWS FOR EMPLOYMENT

- Implied contracts, **9:17**

INVENTIONS

- Copyright law . **Copyright Law** (this index)
- Ownership, **4:1 to 4:17**
- Patent law. **Patent Law** (this index)

IRS RULINGS

- Deferred compensation programs, **7:18**

JOB APPLICATIONS

- Implied contracts, **9:16**

JOB INTERVIEWS

- Implied contracts, **9:17**

JOB OFFERS

- Implied contracts, **9:18**

JOB SECURITY

- Implied contracts, **9:6**

“KISS AND TELL”

- No, **1:47**

LAWSUITS

- Restrictive covenant under severance agreements, **15:24**

LEAVE OF ABSENCE

- Medical Leave** (this index)

LEGAL FEES

- Attorney/Legal Fees** (this index)

LIFE INSURANCE

- Corporate owned, **7:31**
- Employee-owned, **7:33**
- Split-dollar, **7:32**

LIFE-LONG EMPLOYMENT

Implied contract, **9:8**

LIMITATIONS ON SEVERANCE PAYMENTS

Severance agreements, **15:39**

LOYALTY DUTY

Employee raiding, **11:16 to 11:18**

MEDICAL LEAVE

Implied contracts, **9:7**

Severance agreements, Family and Medical Leave Act, **15:40**

MITIGATION

Generally, **1:30**

MOONLIGHTING

Generally, **1:27**

NAME OF EMPLOYEE

Termination of employment, use of name after, **1:50**

NEGLIGENCE

Hiring, **10:8**

NEGOTIATION

Contract clauses, **1:4**

NONCOMPETITION AGREEMENTS

Restrictive Covenants (this index)

NONDISCLOSURE AGREEMENTS

Restrictive covenants (this index)

NONQUALIFIED DEFERRED COMPENSATION PLANS

Generally, **7:1 to 7:40**

Accounting concerns, **7:8**

Benefit protection trusts, **7:28**

Checklist, **7:39**

ERISA

generally, **7:10 to 7:15**

excess benefit plans, **7:14**

exemptions from, **7:12 to 7:15**

funding considerations, **7:11**

scope of ERISA, **7:10**

top hat plans, **7:15**

types of welfare benefit plans, **7:13**

Escrows, **7:35**

Excess benefit plans, **7:14**

Golden parachutes, **7:25**

Guarantees, **7:34**

Inflation, **7:4**

Life insurance. **Life Insurance** (this index)

INDEX

NONQUALIFIED DEFERRED COMPENSATION PLANS—Cont'd

- Phantom stock plans, **7:30**
- Rabbi trusts, **7:26**
- Reinvestment of funds by employer, **7:7**
- Reserve accounts, internal, **7:36**
- Restricted stocks, **7:29**
- Sarbanes-Oxley Act, **7:38**
- Secular trusts, **7:27**
- Stocks, **7:29, 7:30**
- Tax rates, **7:3**
- Top hat plans, **7:15**
- Trusts, **7:26 to 7:28**

NOTICE

- Generally, **1:35**
- Arbitration, **6:4**
- Implied contracts, **9:5**
- Worker Adjustment and Retraining Notification Act, severance agreements, **15:41**

OFFER LETTER

- Implied contracts, **9:18**

OWNERSHIP OF INVENTIONS

- Generally, **4:1 to 4:17**
- Copyright Law** (this index)
- Patent Law** (this index)

PARACHUTES

- Golden Parachutes** (this index)

PATENT LAW

- Generally, **4:8 to 4:16**
- Assignment
 - by confidential relationship, **4:11**
 - by express contract, **4:12 to 4:15**
 - by fiduciary relationship, **4:11**
 - implied contract of employment, **4:9**
- Ownership of invention, generally, **4:8 to 4:16**
- Shop rights, **4:10**

PAYMENT LIMITATIONS

- Severance agreements, **15:39**

PAYMENT OF HIGHEST AMOUNT

- Change of control agreements, **14:44**

PAYMENTS AT LEAST EQUAL TO SAFE HARBOR

- Change of control agreements, **14:33**

PAYMENTS IN VIOLATION OF SECURITIES LAWS

- Change of control agreements, **14:37**

PAYMENTS LESS THAN SAFE HARBOR

Change of control agreements, **14:32**

PERFORMANCE

Executive compensation deductibility, performance-based, **8:9 to 8:13**

Standards in contract clause, **1:12**

PERMANENT EMPLOYMENT

Implied contracts, **9:8**

PERQUISITES

Benefits, **1:16**

PERSONNEL FILES

Access under severance agreements, **15:20**

PHANTOM STOCK PLANS

Nonqualified deferred compensation, **7:30**

POACHING

Employee Raiding (this index)

PREPETITION PAYMENTS

Terminated employment contracts, **5:21**

PRESENT VALUE OF PAYMENTS

Change of control agreements, **14:34**

PRIVATE EMPLOYERS

Defined, **8:5**

PROBATIONARY STATUS

Implied contracts, **9:19**

PUBLIC EMPLOYERS

Defined, **8:4**

PUBLIC POLICY

Choice of law, **12:4**

Implied contracts, **9:12**

Severance agreements, choice of law, **15:32**

PUNITIVE DAMAGES

Restrictive covenants, **3:55**

RABBI TRUSTS

Nonqualified deferred compensation, **7:26**

RAIDING EMPLOYEES

Employee Raiding (this index)

REASONABLE COMPENSATION

Change of control agreements, **14:35**

RECORD KEEPING

Rules, **1:53**

INDEX

REFERENCES

Job references, under severance agreements, **15:18**

REINSTATEMENT

Severance agreements, **15:15**

REPORTING, CHAIN OF

Generally, **1:28**

RESERVE ACCOUNTS

Nonqualified deferred compensation, **7:36**

RESIGNATION

Bankruptcy claims for terminated employment contracts, limitation of, **5:11**

Board, resignation from after termination, **1:52**

RESTRICTED STOCKS

Deductibility of executive compensation, **8:16**

Nonqualified deferred compensation, **7:29**

RESTRICTIVE COVENANTS

Generally, **3:1 to 3:58**

Accessing employees' Web-based email, enforcement, **3:50**

Activities restricted, **3:39 to 3:41**

Ancillary contracts, **3:9**

Anti-poaching, **3:4**

Assignability, **3:51**

Attorneys' fees, **3:56**

Blue-pencil rule, **3:45**

Choice of law, **3:6**

Computer-related employment, **3:37**

Consideration, **3:25 to 3:27**

Constitutionally protected rights, enforcement, **3:49**

Continued employment as consideration, **3:26**

Customer service positions, **3:38**

Customers

employee's affiliation, effect on customers, **3:23**

geographic limitations, **3:20**

lists of, **3:13 to 3:15**

near-permanent customers, **3:22**

time restrictions, **3:21**

unfair competition, generally, **3:19**

Damages, **3:53, 3:55**

Email, accessing employees' Web-based email, **3:50**

Employer's breach of, **3:43**

Enforcement, **3:7 to 3:51**

Exemplary damages, **3:55**

Formation of contract, **3:8-3:10**

Geography

generally, **3:29 to 3:35**

RESTRICTIVE COVENANTS—Cont'd

Geography—Cont'd
customer relations, **3:20**
international restrictions, **3:31**
national restrictions, **3:32**
sales territory restriction, **3:34**
state, county, city restrictions, **3:33**
Good faith and fair dealing, **3:10**
Inevitable disclosure doctrine, **3:52**
Injunctive relief, **3:54**
Invention assignment, **1:22**
Knowledge, **3:16 to 3:22**
Lawsuits, under severance agreements, **15:24**
Meeting of the minds, **3:8**
Noncompetition agreements, generally, **1:21, 3:3**
Nondisclosure agreements, generally, **3:2**
Partial enforcement, **3:45 to 3:47**
Raiding of employees, **3:4, 11:20**
Reasonableness, **3:28, 3:42, 3:46**
Refusal to sign, **3:57**
Remedies, **3:53 to 3:56**
Salary, payment of, **3:27**
Sales, **3:35, 3:38**
Scope of interest, **3:12**
Severance agreements, **15:23**
Skills, **3:16 to 3:18**
State laws, **3:5, 3:6, App. 3-A**
Time restrictions, **3:36 to 3:38**
Trade secrets, **1:22, 3:14, 3:15**
Waiver of noncompetition agreements, **3:48**
Web-based email, accessing employees email, **3:50**

RETIREMENT

Terminated employment contracts, **5:13**

REVIEW PERIODS

Severance agreements, **15:34**

REVOCABLE TRUSTS

Nonqualified deferred compensation plans, **7:36**

REVOCATION PERIODS

Severance agreements, **15:34**

SAFE HARBOR

Change of Control (this index)

SALES REPRESENTATIVES

Generally, **1:29**
Antisales provisions, **3:35**
Choice of forum and law clauses, **13:6**

INDEX

SALES REPRESENTATIVES—Cont'd

- Commissions due, **13:7**
- Defined, **13:4**
- Products, **13:5**
- Services, **13:5**
- Solicitation provisions, **3:35**
- State protection laws, **13:1 to 13:8**
- Territory restrictions, **3:34**
- Time restrictions, **3:38**

SARBANES-OXLEY ACT

- Nonqualified deferred compensation plans, **7:38**

SECULAR TRUSTS

- Nonqualified deferred compensation plans, **7:27**

SECURITIES

- Change of control agreements, payments in violation of securities laws, **14:37**
- Contract clauses, **1:6**
- Severance agreements, **15:38**

SETOFF

- Bankruptcy claim limitations, **5:20**

SEVERABILITY OF CLAUSES

- Generally, **1:37, 3:45**
- Severance agreements, **15:29**

SEVERANCE AGREEMENTS

- Generally, **15:1 to 15:43**
- Absence of effective choice, choice of law, **15:33**
- Age discrimination claims, **15:5 to 15:11**
- Assignment, **15:28**
- Benefits, continuation of, **15:21**
- Checklist, **App. 15-A**
- Choice of law
 - generally, **15:30 to 15:33**
 - absence of effective choice, **15:33**
 - effective choice, absence of, **15:33**
 - public policy, **15:32**
 - substantial relationship, **15:31**
- Compliance, **15:25**
- Construction and severability clause, **15:29**
- Corporate issues, **15:35**
- Effective choice, absence of, choice of law, **15:33**
- Employee Retirement Income Security Act, **15:36**
- Exit incentives, **15:7**
- Family and Medical Leave Act, **15:40**
- Integration clause, **15:27**
- Job references, **15:18**
- Limitations on severance payments, **15:39**

SEVERANCE AGREEMENTS—Cont'd

- Nondisparagement, **15:17**
- Outplacement, **15:22**
- Payment limitations, **15:39**
- Personnel file access, **15:20**
- Public policy, choice of law, **15:32**
- Purpose of agreement, **15:13**
- Recital of consideration, **15:16**
- Reinstatement, no right to, **15:15**
- Release of claims, **15:3 to 15:11, 15:14**
- Restrictive covenants, **15:23, 15:24**
- Review periods, **15:34**
- Revocation periods, **15:34**
- Securities considerations, **15:38**
- Severability clause, **15:29**
- Sex discrimination or harassment, **15:12**
- State law, **15:37**
- Substantial relationship, choice of law, **15:31**
- Tax considerations, **15:42**
- Title VII considerations, **15:6, 15:12**
- Unemployment compensation, **15:19**
- Voluntariness, acknowledgment of, **15:26**
- Worker Adjustment and Retraining Notification, **15:41**

SEX DISCRIMINATION OR HARASSMENT

- Severance agreements, **15:12**

SHAREHOLDERS

- See also **Stocks** (this index)
- Change of control agreements, **14:31**
- Executive compensation, approval of, **8:12**
- Terminated employment contracts, **5:6**

SHOP RIGHTS

- Patent law, **4:10**

SIGNING BONUS

- Generally, **1:49**

SOLICITATION

- Sales, restrictive covenants, **3:35**

STANDARDS OF PERFORMANCE

- Contract clause, **1:12**

STATE LAW

- Invention ownership, **4:16, App. 4-A**
- Restrictive covenants, **3:5, 3:6, App. 3-A**
- Sales representative protection, **13:1 to 13:8**
- Severance agreements, **15:37**

INDEX

STATUTE OF FRAUDS

Implied contracts, **9:9**

STOCKS

See also **Shareholders** (this index)

Executive compensation, **8:16**

Phantom stock plans, **7:30**

Restricted Stocks (this index)

SUBSTANTIAL RELATIONSHIP

Severance agreements, choice of law, **15:31**

SURETY BONDS

Nonqualified deferred compensation plans, **7:33**

TAKEOVERS

Change of control agreements, **14:15**

TAX GROSS-UP ALLOWANCES

Change of control agreements, **14:45**

TAXES

Change of Control (this index)

Excise, **1:31**

Executive compensation. **Executive Compensation Deductibility** (this index)

Severance agreements, tax considerations, **15:42**

TERM (DURATION) OF CONTRACT

Generally, **1:10**

TERMINATION OF EMPLOYMENT

Generally, **1:18**

Bankruptcy Claim Limitations (this index)

Board of trustees, resignation after termination, **1:52**

Disparagement after termination, **1:48**

Name of employee, use of after termination, **1:50**

Severance Agreements (this index)

TIME RESTRICTIONS

Restrictive covenants, **3:36 to 3:38**

TITLE VII CONSIDERATIONS

Severance agreements, **15:6, 15:12**

TOP HAT PLANS

Nonqualified deferred compensation, **7:15**

TRADE SECRETS

Employee raiding, **11:15**

Nondisclosure provisions, **1:22, 3:14, 3:15**

TRUSTS

Benefit protection trusts, **7:28**

Rabbi trusts, **7:26**

TRUSTS—Cont'd

Revocable, **7:36**

Secular trusts, **7:27**

TRUTH IN HIRING

Generally, **10:1 to 10:9**

False representation of material fact, **10:3**

Fraud, **10:2**

Intent, **10:5**

Justifiable reliance, **10:6**

Negligence, **10:8**

Reckless representations, **10:4**

UNCONSCIONABILITY

Arbitration, mandatory, **6:5**

UNDUE INFLUENCE

Generally, **1:51**

UNEMPLOYMENT COMPENSATION

Severance agreements, **15:19**

VALUATION OF PAYMENTS

Change of control agreements, **14:34**

VESTED ACCOUNTS

Terminated employment contracts, **5:15**

WAIVERS

Generally, **1:36**

WEB-BASED EMAIL

Restrictive covenants, accessing employees email, **3:50**

WHEREAS CLAUSES

Generally, **1:8**

WITHHOLDING

Change of control agreements, parachute tax, **14:38**

Contract clauses, **1:39**

WORKER ADJUSTMENT AND RETRAINING NOTIFICATION ACT

Severance agreements, **15:41**

WORK-MADE-FOR-HIRE DOCTRINE

Copyright law, **4:3 to 4:7**