



Minnesota State Bar Association
Continuing Legal Education

Your State Bar at Work For You

The Purchase and Sale of a Business – *Asset Transactions*

- How to Structure the Transaction
- How to Draft Documents More Easily
- How to Avoid Common Mistakes

FORMS, FORMS, FORMS!

Your materials will include a sample:

- Timeline
- Confidentiality agreement
- Letter of intent
- Asset purchase agreement
- Employment agreement
- Consulting agreement
- Non-competition agreement
- Promissory note
- Pledge agreement

Thursday, January 21, 2010
Minnesota CLE Conference Center
Seventh Street & Nicollet Mall
Third Floor City Center, Minneapolis

Video replay details inside.

Structuring the Deal

This seminar emphasizes practical advice for structuring the purchase or sale of a business. Our experienced faculty will focus on an asset purchase, but will also address the differences between asset purchases and other types of transactions.

Pre-Agreement Process

Learn what to include in letters of intent and confidentiality agreements. Discussion will also include conducting due diligence and other pre-agreement activities.

Drafting the Purchase Agreement and Ancillary Documents

Discover practical drafting tips and strategies for drafting the stock purchase agreement and ancillary documents such as non-compete agreements, employment agreements, and consulting agreements.

Schedule

8:30 – 9:00 A.M.

CHECK-IN &
CONTINENTAL BREAKFAST

9:00 – 10:00 A.M.

Overview of the Purchase and Sale of a Business – Asset Transactions

An overview of the deal process, including the timeline, locating buyers/sellers, due diligence, types of deals, key agreements, and key items in the mergers and acquisitions area. Your materials will include a sample “Timeline”.

– *Mark D. Williamson*
Course Chair

10:00 – 11:00 A.M.

The Pre-Agreement Process

Drafting a confidentiality agreement, using a letter of intent, conducting due diligence, and creating the “deal team”. Your materials will include a sample “Confidentiality Agreement” and “Letter of Intent”.

– *Keith P. Radtke*

11:00 – 11:15 A.M.

BREAK

11:15 – 12:15 P.M.

How to Structure the Deal

The purchase price, type of consideration, tax considerations, and other structure issues.

– *John E. Brower*

12:15 – 1:15 P.M.

LUNCH (ON YOUR OWN)

1:15 – 2:15 P.M.

Special Issues When Acquiring a Distressed Business

How to structure the transaction to protect a buyer from the risks of the seller’s insolvency, including a discussion of the bankruptcy sale process.

– *Lynn M. Anderson*

– *Dennis M. Ryan*

Faculty

Mark D. Williamson

Course Chair
Gray Plant Mooty PA; Minneapolis

Lynn M. Anderson

Holiday Companies; Minneapolis

John E. Brower

Gray Plant Mooty PA; Minneapolis

Jennie A. Clarke

Henson & Efron PA; Minneapolis

2:15 – 2:30 P.M.

BREAK

2:30 – 3:30 P.M.

Drafting the Asset Purchase Agreement

How to draft an asset purchase agreement and key provisions in the asset purchase agreement. Your materials will include a sample “Asset Purchase Agreement”.

– *Jennie A. Clarke*

3:30 – 4:30 P.M.

Ancillary Documents

How to use related documents to protect your client (and yourself). Your materials will include a sample “Consulting Agreement”, “Employment Agreement”, “Non-Competition Agreement”, “Promissory Note” and “Pledge Agreement”.

– *Kimberly A. Lowe*

Kimberly A. Lowe

Fredrikson & Byron PA; Minneapolis

Keith P. Radtke

Faegre & Benson LLP; Minneapolis

Dennis M. Ryan

Faegre & Benson LLP; Minneapolis

LIVE PRESENTATION

Minneapolis

Thursday, January 21, 2010

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Seventh Street & Nicollet Mall
Third Floor City Center

VIDEO REPLAYS

Schedule times for replays are subject to change due to abbreviated lunch and break periods. Start times are as indicated below. Please register at least one week in advance to secure your copy of the course materials on the day of the seminar.

Minneapolis – 2/9/10

Minneapolis – 2/25/10

Registration 8:30; Replay 9:00

Minnesota CLE Conference Center
Seventh Street & Nicollet Mall
Third Floor City Center

Mankato – 3/2/10

Registration 8:15; Replay 8:30

Farrish Johnson Law Office
Eastwood Industrial Centre, 1907 Excel Drive

Marshall – 4/9/10

Registration 8:30; Replay 9:00

Lyon County Government Center
607 West Main Street

Moorhead – 3/12/10

Registration 9:00; Replay 9:15

Moorhead City Hall
City Mall, Basement Room East

Saint Cloud – 2/23/10

Registration 8:45; Replay 9:00

Kelly Inn
Highway 23 & Fourth Avenue South

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Minnesota CLE is applying to the State Board of CLE for **6.0 CLE credits**.

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Paid registrants who cancel their registration at least 72 hours before the program will receive a full credit on their account; if fewer than 72 hours, a \$25 administrative fee will be deducted. Paid registrants who fail to attend will receive the written materials. Passholders may purchase the course materials at 50% of the full retail price.

ACCOMMODATION

If you have a disability and need an accommodation in order to attend this seminar, please contact Minnesota CLE as soon as possible at 2550 University Avenue West, Suite 160-S, Saint Paul, MN 55114 or call 651-227-8266 or 800-759-8840.

QUESTIONS?

Please call Minnesota CLE at **651-227-8266** or **800-759-8840** or visit us online at **www.minncle.org**.

Registration/ Order Form

The Purchase and Sale of a Business – Asset Transactions

Thursday, January 21, 2010
Minnesota CLE Conference Center

512-10 | ldo

PLEASE "✓" APPROPRIATE BOX BELOW:

LIVE – 1/21/10

\$245 MSBA \$245 paralegal \$295 standard rate

VIDEO

\$215 MSBA \$215 paralegal \$265 standard rate

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PROGRAM MATERIALS:

I cannot attend. Please send me the following:

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