

The 2010

# BUSINESS

Law Institute

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Co-Sponsored by Minnesota CLE and the MSBA Business Law Section

## The Economists Panel:

**Scott A. Anderson**

Wells Fargo Economics

**Terry Fitzgerald**

Federal Reserve Bank of Minneapolis

State Economist

**Tom Stinson**

## Update from Mark Ritchie

Minnesota Secretary of State

## Advice from Amy Rotenberg

Veteran Media Specialist and Communications Expert



# Surviving Our Spotty Recovery:

How You Can Be Proactive on the "Wild Ride" Ahead

NEW LOCATION!

Monday & Tuesday, May 10 & 11, 2010 | Hyatt Regency Minneapolis | 1300 Nicollet Mall

**Scott A. Anderson**  
Wells Fargo Economics  
Minneapolis

**Thomas C. Atmore**  
Leonard O'Brien Spence  
Gale & Sayre  
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Gray Plant Mooty PA  
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- **Jeffrey L. Cotter**  
G & K Services  
Minnetonka

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Minnesota Court of  
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Minnesota Court of Appeals  
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Lurie Beiskof Lapidus & Co  
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**Mark Ritchie**  
Minnesota Secretary of State  
Office of the Secretary of State  
Saint Paul

**Amy K. Rotenberg**  
Rotenberg Associates LLC  
Minneapolis

**David A. Schultz**  
Hamline University  
School of Business  
Saint Paul

**Mark Schwartz**  
Minnesota Department of  
Employment and  
Economic Development  
Saint Paul

**Mark Sheffert**  
Manchester Companies Inc.  
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**Christine Steffen**  
Minnesota Department of  
Employment and  
Economic Development  
Saint Paul

**Robert A. Stein**  
University of Minnesota  
Law School  
Minneapolis

**Thomas F. Stinson**  
Minnesota State Economist  
Professor at  
University of Minnesota  
Applied Economics  
Saint Paul

- **Violet Struss**  
Target  
Minneapolis

**Michael P. Sullivan, Jr.**  
Gray Plant Mooty PA  
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**Robert J. Tennessen**  
Tennessen Law PLC  
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- **Mark D. Williamson**  
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- **James L. Young**  
Westman Champlin & Kelly PA  
Minneapolis

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The 2010  
Business Law  
Institute

Monday & Tuesday  
May 10 & 11, 2010

## IN THIS ISSUE

### The Economists Panel



**Scott A. Anderson** is a vice president and senior economist at Wells Fargo with more than 15 years of experience in the field of economics. Based in Minneapolis, he is responsible for the analysis and forecasting of international, national and regional economic trends. Scott recently was named one of the Top Ten Economic Forecasters in the Country by *USA Today*.



**Terry J. Fitzgerald** is a senior economist and assistant vice president at the Federal Reserve Bank of Minneapolis. He conducts research on national and regional economic issues, advises the bank president and board of directors on economic policy and current macroeconomic conditions, and contributes articles to *The Region* and *fedgazette*.



**Tom Stinson** serves as the State Economist for the State of Minnesota. He also is a Professor in the Department of Applied Economics at the University of Minnesota where his current research includes evaluations of alternative strategies for nonmetropolitan development and estimates the impact of taxes on individual decisions. Mr. Stinson has a Ph.D. from the University of Minnesota.

### Update From the Minnesota Secretary of State



**Mark Ritchie** serves as Minnesota's Secretary of State, overseeing a wide range of services including business filings, the archiving of official documents, and appointments to public commissions. Mr. Ritchie serves on the State Executive Council, the State Board of Investment, and on the board of the Minnesota Historical Society

### When You or Your Client Are the Story



**Amy Rotenberg** is principal of Rotenberg Associates LLC. She provides strategic communications counsel to clients facing adverse publicity in connection with federal and state litigation, government investigations, product recalls, employee malfeasance, media probes and other reputational crises. She specializes in helping clients who find themselves at the intersection of legal claims, regulatory attacks, and media scrutiny.

## DEPARTMENTS

- The Minnesota Caselaw and Statutory Update
- The Delaware Update
- The 5 Most Common Questions the Bankruptcy Group Gets from the Business Group
- Uniform Business Laws in Minnesota
- 1.0 Hour Ethics Credit
- Up to 2.0 Hours Elimination of Bias Credit
- The Business Audit "Checklist"
- Legal Hotspots in Mergers and Acquisitions
- Buying and Selling Assets In and Out of Bankruptcy
- Non-Compete Agreements
- An Update on Green Markets
- Current Developments in U.S. Tax Treaties
- Defending Directors and Officers
- The Legal Points of Filing Online
- Intellectual Property Issues
- Antitrust and Refusals to Deal
- The Lifecycle of the Distressed Business
- The Minnesota Tax Update
- The UCC Roundtable
- Hot Issues for Nonprofits
- Dissolving the Defunct Entity and Resolving Outstanding Claims
- Dealing with Supply Contracts
- Unemployment Appeal Hearings
- And More!

Enjoy  
terrific plenary  
sessions and  
choose from  
25 breakouts.

# SCHEDULE

## Monday May 10, 2010

7:30 – 8:45 a.m.  
REGISTRATION &  
CONTINENTAL BREAKFAST

8:45 – 9:00 a.m.  
INTRODUCTIONS & WELCOME  
*C. Robert Beattie*  
*Chair, MSBA Business Law Section*

9:00 – 10:00 a.m.

### The Economists Panel

Hear from some of Minnesota's top economists as they offer their perspective on the regional and U.S. economies and our "spotty" recovery.

*Scott A. Anderson, Terry J. Fitzgerald & Thomas F. Stinson*  
*Frank B. Bennett, moderator*

Keynote  
Address

10:00 – 10:15 a.m.  
BUSINESS LAW SECTION MEETING

and

### An Update on Pro Bono Opportunities for Business Lawyers

Join us for a panel discussion that will acquaint you with ways in which you can provide pro bono services to qualified clients.

*Rebecca J. Bernhard*

10:30 – 10:45 a.m.  
BREAK

10:45 – 11:15 a.m.

### Update from the Minnesota Secretary of State

Secretary of State Mark Ritchie will report on the technological and legislative changes that will streamline the online business filings process.

*Mark Ritchie*

11:15 – 11:30 a.m.

### Update on S. 569: Incorporation Transparency and Law Enforcement Assistance Act (ITLEAA)

A brief update on Federal legislation now in Senator Lieberman's Homeland Security and Governmental Affairs Committee that will make attorneys responsible for providing information on clients forming new business entities.

*Bert Black*

11:30 – 12:15 p.m.

### Minnesota Caselaw and Statutory Update

Review and synopsis of key decisions that affect business and corporate attorneys as well as new law.

*Thomas A. Jensen & Stephen M. Quinlivan*

12:15 – 1:30 p.m.

INSTITUTE LUNCHEON

*At the Hyatt Regency Minneapolis.*  
*Provided to all attendees.*

1:30 – 2:30 p.m.  
BREAKOUT SESSION A

#### 1) Think Before You Hit "Send": The Ethical "Potholes" You Need to Avoid on the Information Super-Highway

**1.0 ethics credit applied for**

While technology allows us to work fast and efficiently, there are potholes on the information super-highway that you need to avoid. The law and ethics rules require us to understand how technology works. Case law and ethics rules have evolved to protect our clients' information and require us to guard against the inadvertent disclosure of confidential and privileged information. What you need to know to keep secrets, secret and privileges, privileged. Includes a discussion of LPRB proposed Opinion 22 regarding the handling of metadata in word processing documents.

*Thomas C. Atmore*

#### 2) Business Audit Checklist

How can you help business clients identify potential sources of liability that are embedded in their way of doing business and help them reduce their risk of having to deal with significant problems? This program will help you assemble a systematic approach to working with businesses to identify and address weaknesses in how they operate and by doing so help them avoid various difficulties and better respond to the problems that arise.

*James E. Snoxell*

#### 3) Legal Hotspots in Mergers and Acquisitions: Things You Should Know in Today's M & A Practice

Listen to two experienced M & A practitioners discuss important legal trends and issues in the current M & A market.

*Bruce M. Engler & David M. Vander Haar*

#### 4) Purchase and Sale of Assets In and Out of Bankruptcy

This session will discuss the sale and purchase of assets in and out of bankruptcy, particularly examining Chapter 11 sales and out-of-court alternatives.

*William J. Fisher & George H. Singer*

2:30 – 2:45 p.m.  
BREAK

**2:45 – 3:45 p.m.**  
**BREAKOUT SESSION B**

5) **Non-Compete Agreements: Recent and Developing Trends, Traps and Strategies**

One of Minnesota's top non-compete lawyers will address recent and developing issues, practices and trends regarding non-compete agreements, including: forfeiture clauses, claw-back provisions, under-water stock options and other "mid-stream" consideration issues; the impact of the tough economy on TRO, injunction, damage and other enforcement strategies; jurisdictional battles, choice of law disputes and other multi-state issues; and other new and developing claims and defenses in the non-compete world.

*Jeffrey B. Oberman*

6) **Green Markets: Ramifications of Copenhagen Accord and EPA Findings on Greenhouse Gases Under the Clean Air Act**

General overview of the Copenhagen Accord and its meaning and aftermath overshadowing emissions regulations and trading systems. Discussions include the U.S. domestic developments of carbon regulations following the EPA's Endangerment and Cause or Contribute Findings for Greenhouse Gases under Section 202(a) of the Clean Air Act, challenges to EPA's enforcement power, and the introduction of cap-and-trade bills in the U.S. House and Senate.

*David C. Kim & Violet Struss*

7) **Current Developments in U.S. Tax Treaties and Other Hot Topics in International Tax**

When expanding abroad, U.S. businesses and private equity investors need to anticipate various U.S. and foreign tax issues in their contracts and structure to avoid unexpected tax liabilities. This session will be geared to non-tax lawyers and will provide an overview of such topics as: U.S. tax rules that affect foreign expansion; whether and how to utilize entities that qualify for "flow through" treatment for U.S. tax purposes; investment structures and contract provisions that reduce exposure to inadvertent tax; governance and decision-making provisions that can trigger adverse U.S. tax impacts; key developments in tax treaties and the "permanent establishment" concept; impact of FBAR reporting obligations and enforcement on individuals and companies; and prospects for expanded reporting of financial transfers and accounts abroad under pending U.S. legislation.

*Kenneth S. Levinson*

8) **Defending Directors and Officers**

Two experienced commercial litigation attorneys will discuss the tools available for defending Directors and Officers including D & O insurance, indemnification rights under Minnesota statutes and company articles and bylaws, limitation of liability as provided in articles and the business judgment rule, and the use of a Special Litigation Committee (SLC) to resolve derivative claims. The United Health Care case will be used to illustrate the impact of these tools.

*Janel M. Dressen & Vincent D. Louwagie*

9) **What to Expect in an Unemployment Appeal Hearing**

Each week approximately 700 unemployment benefit appeal hearings are conducted by the Unemployment Law Judges of the Minnesota Department of Employment and Economic Development. While in most case, the parties are not represented, a number of parties do need representation. This session will provide participants with an overview of the unemployment appeal process, the relevant law and procedures regarding hearings, and tips on how to prepare for an unemployment benefit appeal hearing and most effectively represent clients.

*Mark Schwartz & Christine Steffen*

3:45 – 4:00 p.m.  
BREAK

**4:00 – 4:30 p.m.**  
**BREAKOUT SESSION C**



10) **Legal Issues for Online Filers in the New Minnesota Business and Lien System: Understanding the Default Rules**

When online business entity filing comes to Minnesota, there are a number of assumptions built into the filing system. Learn about those assumptions and what to do if you want a different outcome in this overview session.

*Bert Black*

11) **Intellectual Property Basics for Business**

Patents – Trademarks – Copyrights – Trade Secrets: All you care to absorb in 30 minutes. A Rapid IP Primer – just enough to make you dangerous!

*James L. Young*

12) **Antitrust and Refusals to Deal**

Mr. Shulman will speak on the current state of refusals to deal under the antitrust laws.

*Daniel R. Shulman*

13) **Working Capital Adjustments and Other Money Points in M&A Transactions**

*John E. Brower*

4:30 p.m.

*Institute Reception*

*Sponsored by the MSBA Business Law Section*



All attendees – **and all members of the MSBA Business Law Section, whether you are registered for the Institute or not** – are invited to join friends and colleagues at the Hyatt Regency Minneapolis for complimentary appetizers and beverages. Chat, relax, and network!

# Tuesday May 11, 2010

8:30 – 9:00 a.m.  
CONTINENTAL BREAKFAST

9:00 – 10:00 a.m.

**When You or Your Client Are the Story**

Veteran media lawyer and crisis communications specialist Amy Rotenberg will provide participants with an understanding of the U.S. media, and how to handle media inquiries and interviews concerning legal or crisis matters. Amy will also discuss effective strategic communications planning, how lawyers can control the message and flow of information to the media and other stakeholders, and how to effectively protect communications and strategies from discovery.

*Amy K. Rotenberg*

10:00 – 10:30 a.m.

**The 5 Most Common Questions the Bankruptcy Group Gets from the Business Group**

*Steven W. Meyer & Steven H. Silton*

10:30 – 10:45 a.m.

BREAK

10:45 – 11:30 a.m.

**Uniform Business Laws in Minnesota**

A report on the work of the National Conference of Commissioners on Uniform State Laws (NCCUSL), and the impact of uniform legislation on Minnesota business lawyers.

*Hon. Jack Davies, Harry J. Haynsworth, Gene H. Hennig, Hon. Harriet Lansing, Robert A. Stein, Robert J. Tennessen & Harry M. Walsh*

11:30 – 12:00 p.m.

**LLCs and Good Faith Under the Law of Delaware**

For better or worse, Delaware LLCs are a fundamental part of a sophisticated practice, and good faith is a fundamental part of Delaware LLC law. But what does "good faith" mean in the Delaware courts?

*Daniel S. Kleinberger*

12:00 – 12:45 p.m.

**The Delaware Update**

Review the most recent statutory updates and most important legal decisions out of Delaware.

*William J. Haubert & Michael P. Sullivan, Jr.*

Keynote  
Address

12:45 – 1:45 p.m.  
LUNCH (on your own)

**1:45 – 2:45 p.m.**  
**BREAKOUT SESSION D**

14) **Practicing Tax Law in an Ethically Diverse World – Addressing Bias In and Outside of the Courtroom and in Your Everyday Practice**

**2-hour session**  
**2.0 elimination of bias credits applied for**

Think everyone holds the same moral beliefs as you? Think again! This segment examines the role that ethical diversity plays in law and how it affects what you do as a lawyer. Emphasis will be upon discussing what ethical diversity is and how confronting it is critical to addressing bias in and outside the courtroom and in your everyday practice.

*David A. Schultz*

15) **The Life Cycle of a Distressed Business**

**2-hour session**

A panel discussion, including two bankruptcy attorneys, a CPA and a workout specialist, will cover the representation of a business in financial distress, including pre-bankruptcy counseling and planning, ethical issues, deepening insolvency issues, the bankruptcy process and tax ramifications and opportunities.

*Joel A. Lebewitz, CPA, JD,  
Steven W. Meyer, Mark Sheffert &  
Thomas G. Wallrich*

*Steven H. Siltan, moderator*

16) **What's Cooking in Minnesota – Hot Tax Topics**

Designed for the generalist who wants a summary on Minnesota taxes; an update on recently passed Minnesota legislation; a review of Legislative proposals; and administrative and case law developments.

*Thomas Hesse & William Lunka*

17) **The UCC Roundtable**

Join our panel of experts to review and discuss the “hot topics” in UCC practice, developments, and what you need to know to work within your practice.

*C. Robert Beattie, Gene H. Hennig,  
Phillip L. Kunkel & James M. Pfau*

2:45 – 3:00 p.m.  
BREAK

**3:00 – 4:00 p.m.**  
**BREAKOUT SESSION E**

**Practicing Tax Law in an Ethically Diverse World**  
(continued)

**The Life Cycle of a Distressed Business**  
(continued)

18) **Update on Considerations When Obtaining, Perfecting and Enforcing Collateral Assignments of LLC and Partnership Interests**

What lawyers need to know about obtaining, perfecting and enforcing security interests in LLC and Partnership Interests as collateral. Opt into this breakout session and explore the germane issues with analysis, tips, checklists and forms while learning the lessons of the leading enforcement decision.

*George Ingebrand*

19) **Nonprofit Law for the For-Profit Attorney (or, How to Sit on a Nonprofit Board)**

The issues facing nonprofit organizations can feel foreign to even seasoned business attorneys. This session will highlight basic considerations of entity structure, governance, maintenance of tax-exempt status, and reporting that are unique to nonprofit organizations. The topic should be helpful to you if your practice brings you into contact with nonprofit organizations, or if you want to better understand how to discharge your duties as a member of a nonprofit board.

*Jennifer Reedstrom Bishop &  
Heidi Neff Christianson*

20) **Earnouts**

An overview of earnout provisions in M & A transactions and a discussion of specific issues sellers and buyers should consider in drafting and negotiating earnouts.

*Mark D. Williamson*

21) **M & A for the Non-M & A Lawyer**

A basic-level session for the general practitioner or non-M & A attorney who wants information on the key parts of the M & A process and to build a working foundation for understanding M & A transactions.

*Dennis M. O'Malley*

4:00 – 4:15 p.m.  
BREAK

**4:15 – 4:45 p.m.**  
**BREAKOUT SESSION F**



22) **End of the Road: The Defunct Entity**

A discussion of the mechanics and strategies surrounding the termination, dissolution and winding up of a defunct business corporation, partnership or limited liability company, including resolution of creditor claims.

*Wade R. Wacholz*

23) **Cause-Related Marketing: When Helping Others Helps Your Bottom Line**

For-profit businesses can reap substantial benefits from association with and support of various charitable causes. This session will address several forms of cause-related marketing (think corporate sponsorships of benefit events, donations of a portion of receipts on designated “charity days,” and other promotions) and help you identify the numerous issues raised by such activities, including tax considerations, regulatory oversight of charitable solicitations and “professional fundraisers,” and general contracting concerns.

*Sarah Duniway*

24) **Patents! What Are They Good For Anyway?**

An overview of patent procurement and protection, with an emphasis on evaluating the “value” that a patent can provide its owner.

*James L. Young*

25) **Supply Contracts: The Devil's in the Details**

Tips and traps in dealing with supply contracts.

*Jennie A. Clarke & Scott M. Hagel*

4:45 p.m.  
INSTITUTE ADJOURNS

# COURSE INFORMATION

## DATE & LOCATION

Monday & Tuesday, May 10 & 11, 2010  
Hyatt Regency Minneapolis  
1300 Nicollet Mall  
612-370-1234

## CREDITS

Minnesota CLE is applying to the Minnesota State Board of CLE for **11.25 total credits**. We anticipate that breakout session #1 will qualify for **1.0 ethics credit**. We also anticipate that breakout session #14 (a two-hour session) will qualify for **2.0 elimination of bias credits**. If you attend breakout session #1 or #14, you must deduct those credits from the 11.25 hours of "standard" credit. For example, if you attend breakout session #1, you would claim 1.0 ethics credit and 10.25 standard credits for a total of 11.25 credits. **In no case may you claim more than 11.25 total credits for the 2010 Business Law Institute.**

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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 course materials. Passholders may purchase the materials at 50% of the full retail price.

## ACCOMMODATION

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

## QUESTIONS?

Please call Minnesota CLE at **651-227-8266** or **800-759-8840**. Or, visit us on the web at [www.minncle.org](http://www.minncle.org).

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## The 2010

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Hyatt Regency  
Minneapolis  
1300 Nicollet Mall

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Please send me the following:

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**The 2010 BUSINESS Law Institute**

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**The Economists Panel:**  
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**Surviving Our Spotty Recovery:**  
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**Don't miss your opportunity to network with your colleagues and get the latest information on your business law practice.**

**Register today!**  
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