Surviving Our Spotty Recovery: How You Can Be Proactive on the “Wild Ride” Ahead

The 2010 Business Law Institute

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

Materials available on a fully searchable CD-ROM!

Co-Sponsored by Minnesota CLE and the MSBA Business Law Section
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Member of Institute Planning Committee
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.
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

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

and

10:15 – 10:30 a.m.
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. Snodell

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

Keynote Address
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

Enjoy terrific plenary sessions and choose from 25 breakouts.
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.

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.
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. Plau

17

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

16

The Life Cycle of a Distressed Business

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. Lesbweit, CPA, JD
Steven W. Meyer, Mark Sheffert & Thomas G. Walrich
Steven H. Silton, moderator

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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 session 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

13

BREAK

2:45 – 3:00 p.m.

BREAKOUT SESSION E

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

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 Dunaway

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 for 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

3:00 – 4:00 p.m.

BREAKOUT SESSION F

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INSTITUTE ADJOURNS

4:15 – 4:45 p.m.

BREAK

LUNCH (on your own)

12:45 – 1:45 p.m.

BREAK

4:45 p.m.

4:00 – 4:15 p.m.

Tips and traps in dealing with supply contracts.

Jennie A. Clarke & Scott M. Hagel

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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.

CANCELLATION/NO-SHOW POLICY
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.

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The 2010 Business Law Institute

REGISTRATION FORM / ORDER FORM

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

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NEW LAWYER DISCOUNT!
I was first admitted to the bar after May 10, 2007, and have deducted $60 from the fee marked above.

PLEASE “✓” BREAKOUT CHOICES:

SESSION A SESSION B SESSION C SESSION D SESSION E SESSION F
#1 #5 #10 #14 (2-hour session) #22
#2 #6 #11 #15 (2-hour session) #23
#3 #7 #12 #16 #18 #24
#4 #8 #13 #17 #19 #25
#9 #14

PROGRAM MATERIALS

Can’t attend? You can still get the materials!

Available after May 18, 2010.

I cannot attend. Please send me the following:

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