



Oregon Law Institute
of Lewis & Clark Law School

Representing Family and Closely Held Businesses

Unique issues are at the heart of every small business. Representing them requires a broad understanding of many practice areas. Our experienced faculty from diverse areas of practice will help you manage the intersection of business strategies, family dynamics, taxes, and estate planning.

Friday, March 5, 2010

**Oregon Convention Center
777 NE Martin Luther King Jr. Blvd.
Portland, Oregon**

6.5 General MCLE Credits

SCHEDULE

- 8:00 a.m. LATE REGISTRATION AND DISTRIBUTION OF MATERIALS
- 8:25 WELCOME AND INTRODUCTION
- 8:30–9:15 **Choosing the Right Business Entity**
- Liability, formation, management, and tax considerations when choosing between limited liability companies, corporations, partnerships, and sole proprietorships.
– *Jeneé L. Gifford*
– *Merril A. Keane*
- 9:15–10:00 **Tax Planning for Closely Held Businesses**
- Tax strategies in entity formation
 - Planning for business expansion
 - Employee incentives
 - Planning for the sale of the business
– *Mark F. LeRoux*
– *Michael J. Millender*
- 10:00–10:15 BREAK
- 10:15–10:45 **Securities Offerings for Closely Held Businesses: Practical Tips for the Non-Securities Lawyer**
- Best federal/state exemptions and legislative changes
 - Dealing with investors outside of Oregon
 - Navigating the SEC's electronic filing requirements
 - Issues with using third parties to help raise capital
 - Handling resales, gifts, and other transfer issues
– *Joshua M. Barrett*
- 10:45–11:15 **Intellectual Property in Service Industries**
- IP basics in creating patents, copyrights, trademarks, and trade secrets
 - What IP does a service company have?
 - Licensing checklists and deal points
 - IP acquisition checklist
– *Martin F. Medeiros II*
- 11:15–12:00 **Deferred Compensation—Learning to Live with the Final Regulations Under 409A**
- A brief overview of the impact of final regulations issued by the IRS under Section 409A. The focus will be on identifying issues relating to Section 409A rather than exploring the technical provisions of the voluminous final regulations.
– *David C. Culpepper*
- 12:00–1:15 LUNCH (on your own)
- 1:15–2:15 **Mergers, Acquisitions, and Sales of Closely or Family Held Businesses**
- Evaluating exit strategy options
 - Management, voting control, and deadlock provisions
 - Valuation/pricing formulas, methods, and earn-outs
 - Employment, termination, nondisclosure, and non-competition aspects
 - Managing the family business dynamic
– *Adam D. Rose*

SCHEDULE (cont.)

2:15–3:00

What the Business Attorney Can Do to Assist with Dissolution of Marriage

- Privacy protection
- Discovery issues
- Valuation issues concerning divorce
- Corporate agreements (buy/sell agreements) in divorce valuations
- Stock redemptions, money awards, and other taxation issues
- Prenuptial and postnuptial agreements
- Litigation support and drafting documentation
– *David C. Gearing*

3:00–3:15

BREAK

3:15–4:15

Estate Planning for Owners of Closely Held Businesses

- Succession planning and transfers
- Estate and gift tax issues
- Valuation
– *Emily V. Karr*

4:15 p.m.

ADJOURN

Program Faculty

Joshua M. Barrett
Black Helterline LLP

David C. Culpepper
*Thede Culpepper Moore
Munro & Silliman LLP*

David C. Gearing
Gearing, Rackner & Engel, LLP

Jeneé L. Gifford
Miller Nash LLP

Emily V. Karr
Stoel Rives LLP

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LIVE PRESENTATION

Portland – 3/5/10
Oregon Convention Center
777 NE MLK Jr. Blvd.

MCLE CREDIT

*Representing Family and Closely
Held Businesses* will receive **6.5**
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PROGRAM PRODUCTS

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QUESTIONS?

Please call OLI at (503) 768-6580 in Portland or toll-free in Oregon at (800) 222-8213, e-mail us at oli@lclark.edu, or visit our website at www.lclark.edu/org/oli.

VIDEO REPLAYS

Please register at least one week prior to the replay date.

Bend – 3/19/10
Replay 8:30 a.m.
Bryant Lovlien & Jarvis
591 Mill View Way

Eugene – 3/12/10
Replay 8:30 a.m.
Harrang Long Gary & Rudnick PC
360 East 10th Avenue, Ste. 300

Medford – 3/12/10
Replay 8:30 a.m.
Kellington Krack Richmond
Blackhurst & Glatte LLP
23 Newtown Street

Portland – 3/24/10
Replay 9:00 a.m.
Oregon Law Institute
Gus J. Solomon Courthouse
620 SW Main Street, Ste. 706

Representing Family and Closely Held Businesses

Friday, March 5, 2010

Name

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Please "✓" appropriate box below:

☐ Live presentation

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TUITION

(Prices apply to live and video replays.)

- ☐ **\$179** Early registration tuition (*received by March 1, 2010*)
- ☐ **\$139** Early registration tuition for new attorneys (admitted 2008–2009), paralegals, or secretaries (*received by March 1, 2010*)
- ☐ **\$90** Legal aid attorneys (*received by March 1, 2010*)
- ☐ **\$15** OLI Annual Passholder (OLI Pass No. _____)
- ☐ **\$20** Add to above tuition if registration received *after March 1, 2010*

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Check out our website at www.lclark.edu/org/oli
or e-mail us at oli@lclark.edu.

CONFIRMATION: Confirmation will be sent via e-mail.

CANCELLATION POLICY: Tuition minus a \$20 handling charge will be refunded if the cancellation request is *written and received* by Monday, March 1, 2010.

NEED ASSISTANCE: If you are a person with a disability, please let OLI know in time to make any necessary accommodations for you.

TUITION ASSISTANCE: A limited number of scholarships are available based on financial need. Contact OLI.