

**SPECIAL
EDITION**

Thursday & Friday, May 5 & 6, 2011 | Hyatt Regency Minneapolis | 1300 Nicollet Mall

The 2011 Business Law

INSTITUTE



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

Extraordinary Guest Speakers:

Chief Justice Lorie S. Gildea

Minnesota Supreme Court

"Minnesota's Courts and Budget Crisis"

Toni Halleen

The General Counsel, Ltd. Minneapolis and
Fun with Law, Minneapolis

"Hiring, Firing and Discipline of Non-Union Employees"

Jessica L. McDonald

HB Global Advisors Corp., Vancouver, British Columbia

"Carrying on Business in Canada"

Nina Meierding

Negotiation and Mediation Training Services
Bainbridge Island, Washington

"Working with the Difficult Client" and
"Multi-Party Negotiations"

Fred H. Miller

Of Counsel at Gray Plant Mooty PA

*"What Are Uniform Laws and Why Are They Beneficial
to Minnesota?"*

Secretary of State Mark Ritchie

"Update from the Minnesota Secretary of State"

Other Plenary Sessions

- Minnesota Caselaw and Statutory Update
- The Delaware Update
- The M & A Market: What We Can Expect in 2011 and Beyond

Breakout Sessions Including

- So You Want to Be Our Lawyer? Here's How
- 5 Bankruptcy Trends that Affect the Business Group
- Dodd-Frank's Effect on Private Placements, Private Equity, Hedge Funds and Venture Capital
- Drafting Enforceable Commercial Contracts in Indian Country
- Mortgage and Loan Issues in Minnesota
- 10 Tips and Takeaways for Buying or Selling an Environmentally "Dirty" Business
- Global Mobility in Today's Dynamic International Employment Marketplace
- Equity Compensation in a Pass-Through World
- And much more inside!

PLUS don't miss your chance to win an *iPad*, a *Kindle* and other great prizes at the Institute Reception!

Minnesota CLE has applied for 12.75 total credits, and you will have the opportunity to earn up to 1.0 ethics credits and 2.0 elimination of bias credits.

Materials
available on a
fully searchable
CD-ROM!

Lynn Anderson

Holiday Companies
Minneapolis

● **C. Robert Beattie**

Oppenheimer Wolff &
Donnelly LLP
Minneapolis

Joan Bibelhausen

Lawyers Concerned for Lawyers
Saint Paul

● **Mary Bierkamp**

FCS Commercial Finance Group
Minneapolis

● **Jennifer Reedstrom Bishop**

Gray Plant Mooty PA
Minneapolis

● **Bert Black**

Office of the Secretary of State
Saint Paul

David D. Brauer

Lurie Besikof Lapidus &
Company LLP
Minneapolis

● **John E. Brower**

Gray Plant Mooty PA
Minneapolis

● **Jennie A. Clarke**

Henson & Efron PA
Minneapolis

Thomas J. DiPasquale

3M
Saint Paul

Skip Durocher

Dorsey & Whitney LLP
Minneapolis

● **Bruce M. Engler**

Faegre & Benson LLP
Minneapolis

Michael C. Flom

Gray Plant Mooty PA
Minneapolis

James M. Frommelt

Lazard Middle Market LLC
Minneapolis

Randy L. Gogelman

Faegre & Benson LLP
Minneapolis

Honorable Lorie S. Gildea

Chief Justice Minnesota
Supreme Court
Saint Paul

Allison J. Gonzalez

Hamre Schumann Mueller &
Larson PC
Minneapolis

R. Hunt Greene

Greene Holcomb & Fisher LLC
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Scott M. Hagel

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Toni Halleen

The General Counsel Ltd. and
Fun with Law
Minneapolis

William J. Haubert

Richard Layton & Finger PA
Wilmington, DE

Rochelle Hauser

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● **Joseph J. Humke**

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● **George Ingebrand**

Leonard O'Brien Spencer
Gale & Sayre
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Peter S. Janzen

Land O'Lakes Inc.
Arden Hills

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Smiths Medical
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New Ulm

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Louwagie PA
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● **Jeffrey B. Oberman**

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Daniel P. O'Keefe

Aon Benfeld
Bloomington

● **Jann L. Olsten**

The Center for Law
and Business
William Mitchell College of Law
Saint Paul

Bryan K. Phillips

SurModics
Eden Prairie

● **Spiwe Pierce**

Smiths Medical
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Briggs and Morgan PA
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● **Steven H. Silton**

Hinshaw & Culbertson LLP
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Henningson & Snoxell Ltd.
Maple Grove

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● **David M. Vander Haar**

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● **Thuy Vo**

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● **Wade R. Wacholz**

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Wilda A. Wahpepah

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● **Member of Institute
Planning Committee**

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The 2011 Business Law Institute

Thursday & Friday
May 5 & 6, 2011

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Minnesota's Courts and the Budget Crisis



Lorie S. Gildea was appointed Chief Justice of the Minnesota Supreme Court on May 13, 2010. Prior to being appointed as an Associate Justice in 2006, she served as a judge in the Fourth Judicial District, Hennepin County. Before being appointed to the bench in September 2005, she was a prosecutor in the Hennepin County Attorney's Office (2004–2005), Associate General Counsel at the University of Minnesota (1993–2004) and in private practice at Arent Fox in Washington, D.C. (1986–1993).

Hiring, Firing and Discipline of Non-Union Employees



Toni Halleen is an employment law attorney with The General Counsel, Ltd. (the GCL), a unique law firm which provides outsourced, in-house counsel services to business clients. Prior to joining GCL, Toni was the Principal Employment Law Attorney for ADC Telecommunications, and for several years she also practiced employment law with the Twin Cities law firm of Briggs and Morgan. Toni has been teaching and training professionals since 1989, during which time she has also been an improvisation performer. Toni is also the President and Founder of Fun with Law. Toni's "Think on the Spot" seminars are presented across the country, and are designed to build listening, thinking, communication and presentation skills for professionals.

Carrying on Business in Canada



Jessica L. McDonald is Executive Vice-President, Western and International Development, HB Global Advisors Corp., where she advises on sensitive negotiation of business transactions, multilateral negotiations, relationships between the business and aboriginal communities, and dispute resolutions. She also has extensive experience in public sector governance, administrative reform and land use planning. Previously, Ms. McDonald served for four and a half years as Deputy Minister to the Premier, Cabinet Secretary and Head of BC Public Service. She has been recognized nationally for her leadership in innovation and employee engagement and was appointed to Canada's Top 100 Most Powerful Women Hall of Fame. She is a Board Director and Chair of International Programs at the Institute of Public Administration of Canada and is a regular speaker and panelist on leadership. Ms. McDonald joined HB Global Advisors Corp., Heenan Blaikie's consulting arm, in January of 2010.

Plenary Session on "Working with the Difficult Client" and Breakout Session on "Multi-Party Negotiations"



Nina Meierding, a national leader in the field of conflict resolution, has been providing training and mediation services for over twenty five years and is now a full-time trainer (Negotiation and Mediation Training Services) and a professor. She teaches at Pepperdine University, Southern Methodist

University and Lipscomb University and is the mediation consultant and trainer for the Wisconsin Special Education Mediation System. Nina provides customized training to businesses, courts, school districts, city, county, and federal governmental agencies, medical centers, corporations, nonprofit groups and universities in the United States and abroad.

Luncheon Address on "What Are Uniform Laws and Why Are They Beneficial to Minnesota?"



Fred H. Miller is the George L. Cross Research Professor Emeritus at the University of Oklahoma College of Law and Of Counsel to Gray Plant Mooty PA in Minneapolis. He is a member of the American Law Institute and serves on the Permanent Editorial Board of the Uniform Commercial Code. Professor Miller is a Commissioner from Oklahoma to the National Conference of Commissioners on Uniform State Laws (NCCUSL), and formerly was its Executive Director and chair of its Executive Committee. Professor Miller is a past President of the Conference. He has authored or co-authored over 100 law review articles or related works and over 10 books or book chapters on issues relating to all aspects of commercial and consumer law. Professor Miller has taught at the University of Iowa, Oklahoma City University, University of Alabama and William Mitchell College of Law, and served as Associate Dean of the University of Oklahoma College of Law.

"Update from the Minnesota Secretary of State"



Minnesota Secretary of State Mark Ritchie partners with township, city, and county officials to organize elections on behalf of Minnesota's 3.7 million eligible voters. Mr. Ritchie also oversees a wide range of services for Minnesota businesses provided by the Office of the Secretary of State, including the archiving of official documents. He is also responsible for administering Safe at Home, Minnesota's address confidentiality program. Mr. Ritchie serves on the State Executive Council, the State Board of Investment, and on the Board of the Minnesota Historical Society. He is currently president of the National Association of Secretaries of State. As a result of his non-partisan leadership of the 2008 U.S. Senate recount, Mr. Ritchie was named the 2008 Politician of the Year by *Politics in Minnesota*, the state's largest political news journal.

FEATURES

PLENARY SESSIONS

Minnesota Caselaw and Statutory Update
The Delaware Update (with special guest William J. Haubert, Richard Layton & Finger PA, Wilmington, Delaware)
The M & A Market: What We Can Expect in 2011 and Beyond

CHOICES, CHOICES

BREAKOUTS

Ask the Experts: The UCC Roundtable
So You Want to Be Our Lawyer? Here's How
Attorney Client Privilege and Other Ethical Dilemmas
5 Bankruptcy Trends that Affect the Business Group
Dodd-Frank's Effect on Private Placements, Private Equity Hedge Funds and Venture Capital
Independent Contractor Agreements: Are They Worth the Risks?
Drafting Enforceable Commercial Contracts in Indian Country
A Primer on the Interest Rate Protection Devices Required by Lenders
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LIGHTNING ROUND

MINI-BREAKOUTS

The Google Book Settlement and Antitrust Preparation of Minutes
Using Business Entities in Estate Planning
Annual Meetings for Closely Held Entities

Enjoy terrific plenary sessions and choose from 23 breakouts – including ethics and elimination of bias topics.

SCHEDULE

Thursday May 5, 2011

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

8:45 – 9:00 a.m.
INTRODUCTIONS & WELCOME
Jennifer Reedstrom Bishop
Chair, MSBA Business Law Section

9:00 – 10:00 a.m. **Featured Speaker**

Working with the Difficult Client – Understanding Sources of Resistance to Settlement

This session will focus on understanding various reasons that clients may create obstacles to settlement (including endowment effect, optimistic overconfidence, Boulewarism, reactive devaluation, mismanagement of expectations, and more.) We will then explore both proactive and reactive strategies to overcome impasse that are customized to the source of resistance; including interest-based questioning, anchoring, reframing, engagement, unilateral concessions, timing, empathetic listening, and face saving techniques.

Nina Meierding

10:00 – 10:15 a.m.
BREAK

10:15 – 10:45 a.m. **Featured Speaker**

Update from the Minnesota Secretary of State

Minnesota Secretary of State Mark Ritchie will report on the challenges presented to the Office of the Secretary of State by Minnesota's budget situation and other matters affecting the Office.

Mark Ritchie

10:45 – 11:45 a.m. **Featured Speaker**

Carrying on Business in Canada – A View from a New Multi-Disciplinary Practice on Canada's West Coast

This session will offer insights into carrying on business in Canada from a former top public servant now leading a business consulting group out of one of Canada's largest law firms. It will profile the advantages and challenges of operating a multi-disciplinary practice and how best to approach business in Canada. Hand out materials will include an overview of the Canadian legal and business landscape for investing, starting and operating a business in Canada.

Jessica L. McDonald

11:45 a.m. – 1:00 p.m. **Featured Speaker**

INSTITUTE LUNCHEON
Hyatt Regency Minneapolis
(provided to all attendees)

12:00 – 12:45 p.m.
LUNCHEON ADDRESS

What Are Uniform Laws and Why Are They Beneficial to Minnesota?

Uniform and model laws are researched by the Uniform Law Commission, an organization created in 1892 to preserve viable state law within the federal system. These statutes are created by Commissioners from each state who serve without pay and who are appointed by the governments of their states. When enacted by the states, these laws facilitate interstate travel and business and reduce transaction and litigation costs. Illustrative examples include business association statutes and the Uniform Commercial Code.

Fred H. Miller

1:00 – 2:00 p.m.
BREAKOUT SESSION A

1) **Multi-Party Negotiations: Expanding the Table** **Featured Speaker**

This interactive session will explore what happens to negotiations when multiple parties have a stake in the outcome. We will focus on the procedural complexity of

shifting alliances, formation of teams and internal team bargaining, principal-agent roles, timing, and rules of decision making. The presenter has mediated over 4,000 cases and we will examine the communication dynamics both from a negotiation and mediation/arbitration perspective.

Nina Meierding

2) Ask the Experts – The UCC Roundtable

Join our panel of experts to review and discuss the "hot topics" in UCC practice – including the pending revision to Article 9 that may be adopted here in Minnesota in the current legislative session – other developments, and what you need to know to work within your practice.

C. Robert Beattie, Gene H. Hennig, Thomas O. Kelly, III & Phillip L. Kunkel

3) So You Want to Be Our Lawyer? Here's How

A panel of in-house counsel and business executives representing start-up, family owned and multinational businesses will share their insights on hiring outside counsel.

Lynn Anderson (Holiday Companies), Thomas J. DiPasquale (3M), Daniel P. O'Keefe (Aon Benfield), Jann L. Olsten (co-founder, Archiver's) Thuy Vo, moderator (The Center for Law and Business at William Mitchell College of Law)

4) The Attorney-Client Privilege and Other Ethical Dilemmas in the Business Setting

1.0 ethics credit (applied for)

The attorney-client privilege extends to business as well as individual clients, but defining the scope and application of the privilege in the business setting poses special ethical and practical challenges. Defining the privilege, who holds the privilege, limitations and waiver of the privilege, heightened scrutiny of in-house attorneys, and work product immunity are some of the issues that confront and should be considered by both inside and outside counsel.

Michael C. Flom

2:00 – 2:15 p.m.
BREAK

2:15 – 3:10 p.m.
BREAKOUT SESSION B

5) **5 Bankruptcy Trends that Affect the Business Group**

This breakout session will address the five main trends in bankruptcy law and the commercial bankruptcy market that are most relevant to the business group, including the current state of DIP financing, the mortgage foreclosure mess, fallout from the Ponzi schemes, 363 sales and municipal bankruptcies.

Steven H. Silton

6) **Dodd-Frank's Effect on Private Placements, Private Equity, Hedge Funds and Venture Capital**

The effect of the new law on Regulation D offerings and Investment Adviser Act matters applicable to private equity groups, hedge funds and venture capital funds.

Stephen M. Quinlivan & Jill R. Radloff

7) **Independent Contractor Agreements: Are They Worth The Risks?**

Jeff Oberman, a Minnesota employment lawyer and litigator, will address recent and developing practices and issues regarding the use—and misuse—of independent contractor agreements, including the legal risks they create, civil and governmental challenges of them, and suggestions on how to help your clients minimize those risks.

Jeffrey B. Oberman

8) **Drafting Enforceable Commercial Contracts in Indian Country**

In the years since the U.S. Supreme Court decision *C & L Enterprises, Inc. v. Citizen Bank Potawatomi Tribe of Oklahoma* and *Kiowa Tribe of Oklahoma v. Mfg. Technologies Inc.*, non-tribal parties entering into commercial contracts with tribal parties have absorbed the lesson that a tribe possesses sovereign immunity and have negotiated dispute resolution provisions with these cases in mind. As tribes have increasingly developed their court systems and often prefer to resolve disputes in their own courts, negotiating dispute resolution provisions and parsing the finer points of state, federal, tribal, and concurrent jurisdiction have become more complex. While some legal aspects of contract enforceability in the tribal transaction remain untested, certain principles and strategies have emerged. This segment provides an overview of the principles of sovereign immunity, the limitations and enforceability of tribal waivers of sovereign immunity, and the current dispute resolution options commonly used by both tribal and non-tribal parties.

Skip Durocher & Wilda A. Wahpepah

3:10 – 3:25 p.m.
BREAK

3:25 – 4:20 p.m.
BREAKOUT SESSION C

9) **Hedges, Swaps, Collars and Caps – A Primer on the Wonderful World of Interest Rate Protection Devices Required by Lenders**

Two seasoned derivatives experts examine interest rate protection devices that lenders may require in connection with commercial loans, highlighting the differences between the various types of rate protection instruments, economic and risk diversification considerations, ISDA procedures and standard documentation, common issues that arise among the parties, tax considerations, key regulatory developments after Dodd-Frank and more!

Kevin W. Kaiser & Peter J. Rue

10) **Aftermath of *Jackson v. Mortgage Electronic Registration System (MERS)* and Mortgage and Loan Issues in Minnesota**

General assessment of Minnesota mortgage foreclosure laws in light of the prevailing practices adopted through MERS and the hindsight legal issues and problems in conjunction with the ability to duly foreclose mortgages under Minnesota law. Discussion includes the holding and rationale adopted by the Minnesota Supreme court in *Jackson v. MERS* in conjunction with non-judicial foreclosure of a mortgage held by MERS under Minn. Stat. Ch. 580, followed by contradicting conclusions made by courts in other jurisdictions in conjunction with judicial foreclosure of MERS held mortgages; reevaluation of Minnesota mortgage law as to the requirement, if any, of the commonality of the mortgage lien and its underlying debt and the legal effect of lack of such commonality; common practice of MERS in relation to trading mortgages and underlying loans, documentation process for loan/mortgage assignments, and resulting deviation of loan versus mortgage; standing issues in judicial foreclosure proceeding; mortgage registration tax issues; reassessment of any potential issues as to securitization of mortgage backed loans; and application of these developing principles to practices in Minnesota regarding mortgage/loan assignments.

David C. Kim

11) **10 Tips and Takeaways for Buying or Selling an Environmentally “Dirty” Business**

For many M & A dealmakers, especially those playing in industries subject to comprehensive environmental regulations, the success or failure of a given transaction – and in some cases, whether or not the deal even happens in the first place – hinges on the identification, management and allocation of environmental risk and liability. This

session will provide valuable practical tips for navigating the waters of buying and selling so-called “dirty” businesses.

Joseph J. Humke & Katherine A. Roek

12) **Multinational Commercial Contracts**

Our clients are increasingly engaging in multinational transactions, both on the sourcing and selling side. This session will give an overview of the issues you can encounter when working on a commercial contract with one or more parties outside the United States, including enforcement and dispute resolutions; Incoterms, including Incoterms 2010; UN Convention on the Sale of Goods; IP protection; security, including bonds and guarantees; drafting issues; and specific jurisdictional issues, including distributor laws in various regions.

Scott M. Hagel & Rochelle Hauser

4:20 – 4:30 p.m.
BREAK

4:30 – 5:10 p.m.
Minnesota Court's and the Budget Crisis

The 2011 Business Law Institute is pleased to welcome Chief Justice Lori S. Gildea as she addresses the impact of the state's looming budget crisis on the court system.

Chief Justice Lorie S. Gildea

5:10 p.m.
Institute Reception

All attendees are invited to join friends and colleagues at the Hyatt Regency Minneapolis for complimentary food, drinks, and **great PRIZES including an iPad and a Kindle!** The prize drawing will be held at approximately 5:30 p.m. You must be present to win.

Friday
May 6, 2011

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

8:30 – 9:30 a.m.
“Hiring, Firing and Discipline of Non-Union Employees”

Toni Halleen will provide a lively commentary and practical tips on such key topics as the importance of good hiring practices; the critical points in the hiring process; progressive discipline; investigating a problem; deciding and communicating on a course of action; discharge issues; performance appraisal guidelines; and employment law as it relates to discrimination, retaliation and common law claims.

Toni Halleen

Featured Speaker

Featured Speaker

9:30 – 10:15 a.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 & David C. Jensen

10:15 – 10:30 a.m.

BUSINESS LAW SECTION MEETING

10:30 – 10:45 a.m.

BREAK

10:45 – 11:30 a.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.

11:30 a.m. – 12:30 p.m.

The M & A Market: What We Can Expect in 2011 and Beyond

Valuable insights into today's M & A Market. Learn what has changed, and what you can expect in the near future. Comments from a panel of investment bankers and principals at private equity groups.

James M. Frommelt (Lazard Middle Market), R. Hunt Greene (Green Holcomb & Fisher), Charles B. Lannin (Stone Arch Capital), & Art Monaghan (Granite Equity Partners)

John E. Brower, moderator

12:30 – 1:30 p.m.

LUNCH (ON YOUR OWN)

1:30 – 2:30 p.m.

BREAKOUT SESSION D

13) Elimination of Bias: Mental Health and Addiction Issues in the Legal Profession

2-hour session
2.0 elimination of bias credits (applied for)

This presentation covers the incidence and prevalence of these conditions in the legal profession, as well as addressing how lawyers may encounter clients who suffer from addiction or mental health conditions. Learns the signs, symptoms and implications and what resources are available, including the services of the Minnesota Lawyer Assistance Program.

Joan Bibelhausen, Allison J. Gonzalez & Charles E. Steffey

14) International M & A Transactions

Successfully completing international M & A transactions requires analyzing and addressing significant issues in addition to those addressed in typical domestic transactions. This session provides an overview of many of these issues, including transaction structure, timing considerations, tips on working with clients and counsel from other jurisdictions, and foreign laws that might impact the proposed transaction,

such as merger control laws. The session also includes a more detailed review of international compliance considerations, including the Foreign Corrupt Practices Act and the 2010 UK Bribery Act.

George D. Martin, Jonathan L.H. Nygren, Kathleen Smith Ruhland & Michael A. Stanchfield

15) What We Know About Clawback Litigation after Madoff and Petters

This session will be a panel discussion regarding the status of clawback litigation in light of the Madoff and Petters cases. The session will focus on what has been learned from the ongoing cases, the status of the clawback actions, defenses that have been asserted, etc. The panel will further discuss how the result of these cases will impact state and federal court fraudulent conveyance and preference actions.

Vincent D. Louwagie, Stephen M. Mertz & Thomas G. Wallrich

Steven H. Siltan, moderator

16) Equity Compensation in a Pass-Through World

Businesses want to motivate and reward their employees. This session will examine the recent trends in LLC and partnership equity based compensation strategies, discuss various challenges inherent in working with the LLC legal form, and discuss the evolving tax issues such as "carried interests" that have recently attracted considerable attention.

David D. Brauer & Kevin W. Kaiser

2:30 – 2:45 p.m.

BREAK

2:45 – 3:45 p.m.

BREAKOUT SESSION E

Elimination of Bias: Mental Health and Chemical Dependency Issues in the Legal Profession (continued)

17) Global Mobility in Today's Dynamic International Employment Marketplace

Companies sending employees abroad or rotating them to the United States, regardless of the length and type of assignment, must manage strategically multiple interrelated issues concerning immigration, corporate and employee tax issues, visas and employment law, and employee compensation and benefits. The development and the implementation of a comprehensive expatriate program that strategically addresses these areas will reduce costs, increase efficiencies, and minimize exposure to risks for both the company and the employee. Companies and employees also need to consider country departure/exit requirements, terminations, and repatriation issues. This panel will address these various matters and take audience questions.

Randy L. Geggelman, Elaine M. Kumpala, Kenneth S. Levinson & Alissa Raddatz

18) General Counsel on E-Discovery and Management of Risk

Join us for a panel discussion with three General Counsel—Peter Janzen (SVP & General Counsel at Land O'Lakes, Inc.), Adam Jones (Divisional General Counsel of Smiths Medical) and Bryan K. Phillips (Senior Vice President, General Counsel and Secretary of Surmodics, Inc.)—as they share their views and internal company efforts to improve e-Discovery preparedness and records management in order to mitigate litigation risk. Also gain valuable insights as to how outside counsel can best further these internal e-Discovery initiatives.

Peter S. Janzen, Adam Jones & Bryan K. Phillips

Spiwe Pierce, moderator (Associate General Counsel – Litigation, Smiths Medical)

19) 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.

David M. Vander Haar & TBD

3:45 – 4:00 p.m.

BREAK

4:00 – 4:30 p.m.
BREAKOUT SESSION F

LIGHTNING ROUND

20) The Google Book Settlement and Antitrust

How Google plans to digitize millions of books and put them on the internet, and the legal obstacle course it will have to run to get there.

Daniel R. Shulman

21) Preparation of Minutes

Preparing minutes of board of director and shareholder meetings – best practices.

Mark D. Williamson

22) Using Business Entities in Estate Planning

This program will give an overview of some of the principal ways limited liability companies, limited partnerships, and other legal entities are used in estate planning, including an overview of the possible uses, and potential problems associated with, Family Cabin LLCs.

James E. Snoxell

23) Annual Meetings for Closely Held Entities

A look at the basics and the nuances of planning and conducting annual meetings for closely held corporations, LLCs or partnerships. What business is required to be done? What business may be done? What information must be given? Who may attend? How should the meeting be organized and run?

Wade R. Wacholz

COURSE INFORMATION

DATE & LOCATION

Thursday & Friday, May 5 & 6, 2011
 Hyatt Regency Minneapolis
 1300 Nicollet Mall, Minneapolis
 612-370-1234

CREDITS

Minnesota CLE is applying to the Minnesota State Board of CLE for **12.75 total credits**. We anticipate that breakout session #4 will qualify for **1.0 ethics credit**. We also anticipate that breakout session #13 (a two-hour session) will qualify for **2.0 elimination of bias credits**. If you attend breakout session #4 or #13, you must deduct those credits from the 12.75 hours of "standard" credit. For example, if you attend breakout session #4, you would claim 1.0 ethics credit and 11.75 standard credits for a total of 12.75 credits. **In no case may you claim more than 12.75 total credits for the 2011 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.

QUESTIONS?


Please call Minnesota CLE at **651-227-8266** or **800-759-8840**. Or, visit us on the web at www.minncle.org.

HOW TO REGISTER

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 2550 University Avenue West
 Suite 160-S
 St. Paul, MN 55114

 **FAX TO:**
 Minnesota CLE at
 651-227-6262

 **GO ONLINE:**
www.minncle.org

 **OR CALL:**
 Minnesota CLE at
 651-227-8266 or 800-759-8840

REGISTRATION FORM / ORDER FORM

Thursday & Friday
 May 5 & 6, 2011
 Hyatt Regency
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The 2011 BUSINESS Law Institute

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Chief Justice Lorie S. Gildea
Minnesota Supreme Court
"Minnesota's Courts and Budget Crisis"

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"Hiring, Firing and Discipline of Non-Union Employees"

Jessica L. McDonald
HB Global Advisors Corp., Vancouver, British Columbia
"Carrying on Business in Canada"

Nina Meierding
Negotiation and Mediation Training Services
Bainbridge Island, Washington
*"Working with the Difficult Client" and
"Multi-Party Negotiations"*

Fred H. Miller
Of Counsel at Gray Plant Mooty PA
*"What Are Uniform Laws and Why Are They Beneficial
to Minnesota?"*

Secretary of State Mark Ritchie
"Update from the Minnesota Secretary of State"

Other Plenary Sessions

- Minnesota Caselaw and Statutory Update
- The Delaware Update
- The M & A Market: What We Can Expect in 2011 and Beyond

Breakout Sessions Including

- So You Want to Be Our Lawyer? Here's How
- 5 Bankruptcy Trends that Affect the Business Group
- Dodd-Frank's Effect on Private Placements, Private Equity, Hedge Funds and Venture Capital
- Drafting Enforceable Commercial Contracts in Indian Country
- Mortgage and Loan Issues in Minnesota
- 10 Tips and Takeaways for Buying or Selling an Environmentally "Dirty" Business
- Global Mobility in Today's Dynamic International Employment Marketplace
- Equity Compensation in a Pass-Through World
- And much more inside!

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