



Conference Coordinator:
IRA MEISLIK, ESQ.

Workshop Coordinators:
MICHAEL J. DUNNE, ESQ.
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PHILIP D. FORLENZA, ESQ.
BRETT R. HARRIS, ESQ.
BRUCE E. MANTELL, ESQ.

Luncheon Presentation by:

- ★ MARCIE D. KNITTEL
Managing Director, PNC Capital Markets
- ★ STEPHEN S. PAPPATERRA, ESQ.
*Senior Vice President, Wealth Planning Group,
PNC Advisors*

Speakers include:

JITEN APTE
DARRIN J. BEHR, ESQ.
BARRY J. BENDES, ESQ.
MARJORIE F. CHERTOK, ESQ.
SCOTT S. CHRISTIE, ESQ.
ALAN W. CLARK, ESQ.
MARIE T. DeFALCO, ESQ.
JEFFREY S. DICKEY, ESQ.
PETER H. EHRENBERG, ESQ.
JAMES B. EVANS, JR., ESQ.
RANDI D. FRIEDMAN, ESQ.
JAMES FRUSCIONE
DONNA DuBETH GARDINER, ESQ.
LEONARD M. GOLDBERG, ESQ.
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GARY L. LEMBO, CPA
PERRY MANDARINO, CPA
RUSSELL J. McEWAN, ESQ.
SUSAN M. MELLO, ESQ.
JACK F. MEOLA, ESQ., CPA
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GIANFRANCO A. PIETRAFESA, ESQ.
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PAUL H. SHUR, ESQ.
TINA L. STARK, ESQ.
RICHARD H. STEEN, ESQ.
STEVEN W. SUFLAS, ESQ.
STEPHEN M. VAJTAY, JR., ESQ.
ILANA VOLKOV, ESQ.
BARBARA WEISMAN, ESQ.
ALAN WOVSANIKER, ESQ.
SCOTT A. ZUBER, ESQ.

Fifth Annual BUSINESS LAW SYMPOSIUM

Friday, October 22, 2004

Registration/Continental Breakfast - 8:00 AM

Program - 9:15 AM to 5:15 PM

Sheraton at Woodbridge Place



WHY ATTEND

This fifth annual conference is designed especially for attorneys and other professionals who provide counsel to start-up and mature businesses. You'll be able to choose four 1½ hour workshops from a selection of more than twenty offerings – each presented by panels of experienced attorneys, accountants, investment bankers, lenders, and other professionals. You'll also have a unique opportunity to network with other professionals who focus on counseling businesses and structuring business transactions. Here's a great opportunity to explore cutting-edge business-related issues, network with your peers, and earn CLE credit!

Presented by ICLE in cooperation with:

- NJSBA Banking Law Section
- NJSBA Business Law Section
- NJSBA Intellectual Property Section
- NJSBA Internet & Computer Law Committee
- NJSBA Taxation Law Section
- New Jersey Corporate Counsel Association

New Jersey Institute for Continuing Legal Education

One Constitution Square, New Brunswick, NJ 08901

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YOUR CHOICE OF INFORMATION-PACKED WORKSHOPS SPANNING BASIC TO ADVANCED TOPICS INCLUDING...

NEW

General Business Track - General practitioners and new lawyers can select from workshops in a new "General Business" track featuring more basic programs

SESSION A: 9:15AM to 10:45AM

8:00-9:15 - Registration/Continental Break

A1. Everything You Wanted to Know About Intellectual Property But Were Afraid to Ask - *Stephen F. Roth, Esq.; Jeffrey S. Dickey, Esq.; Richard L. Ravin, Esq.* - Patents, trademarks and copyrights have become valuable business properties that often represent the core assets of many companies. At this workshop, you'll learn how to procure these rights, and pick up tools and tips for recognizing and protecting these important assets. You'll also hear about intellectual property issues in business transactions and licensing, and find out how to protect these rights, as well as defend against assertions of rights against your client. Internet, website development, and domain name issues will also be addressed.



A2. What Every Non-Tax Lawyer Should Know About LLCs: Knowing the Right Questions to Ask - *Marie T. DeFalco, Esq.; Peter H. Ehrenberg, Esq.* - Don't forget that there is a lot more to structuring an LLC than consulting with tax counsel. There are LLC issues and traps that confront every business lawyer. At this workshop, you'll hear the answer to questions such as: Do LLCs really have limited liability? Can you have a stock option-like plan with incentive options? What are the real differences between LLCs and close corporations? How much of the tax language must a business lawyer understand? What is perfectly clear is that LLCs are fast becoming the organizational structure of choice. Don't be left behind!

A3. Dealing With the Division of Commercial Recording - *James Fruscione* - This is the place where all of your UCC, corporate, and other entity documents are filed, and where you can find them when you need them. You'll hear from the man who knows - James Fruscione, the Division's Assistant Director. He's the answer man, and he'll be taking questions.

A4. Asset-Based Lending: The How & Why - *Paul H. Shur, Esq.; Gary L. Lembo, CPA* - This primer on the structure of asset-based lending will focus on revolving credit facilities based upon the fluctuating value of specific types of personal property and other collateral. Panelists will also discuss particular provisions of loan documentation and why those provisions are necessary and appropriate given the specific nature of the asset-based lending facility.

A5. Drafting ADR Clauses That Work - *Bonnie Blume Goldsamt, Esq.; Richard H. Steen, Esq.; Barbara Weisman, Esq.* - Even in the best of deals, conflicts can arise between the parties in a business transaction. Attorneys often insert ADR clauses in agreements, but what should be stated in those clauses? The panel will discuss several concerns, including what process fits the situation, who picks the neutral, how and where will the process take place, who pays, and more.

10:45AM-11:00AM - Networking/Refreshment Break



NEW! GENERAL BUSINESS TRACK

General practitioners and new lawyers can select from workshops in a new "General Business" track featuring basic programs for those who do not concentrate in business law.

SESSION B: 11:00AM to 12:30PM

B1. 20+ Basic Employment Law Issues That Keep General Counsel & Business Leaders Awake at Night! - *Donna DuBeth Gardiner, Esq.; Steven W. Sufias, Esq.* - A review of basic employment law issues that frequently arise and how to handle them. These are the issues that should be of greatest concern to corporate and business lawyers and the employers you represent.



B2. Internet Law Basics - *Darrin J. Behr, Esq.; Vanessa A. Ignacio, Esq.* - Fundamental information you need to know to counsel your clients regarding their online activities, from website development agreements and domain name registration strategies, to implementing website terms of use, issues of spam, Internet jurisdiction, and privacy issues implicated by online businesses.

B3. Your Client is Losing Money & Running Out of Cash! What are the Options? - *Kenneth A. Rosen, Esq.; Perry Mandarino, CPA* - Your client tells you that payables are stretching out, business is bad, and its lender is hounding it to be paid off. What are the alternatives? An assignment proceeding? Bulk sale? "363" sale in Bankruptcy Court? Out of court workout? Peaceful possession? Prepackaged Chapter 11 reorganization? Traditional Chapter 11 de-leveraging? At this practical program, you'll learn the pros, cons, and risks of each strategy.

B4. Real Property Leasing for the Business Lawyer - *Edward S. Radzely, Esq.* - Your business client wants you to "handle" the new lease, and you're not a leasing attorney. What do you do? This workshop will take you on a step-by-step tour through licenses, ground leases, net leases, base year leases, and everything else you never wanted to know about commercial leasing!

B5. Income and Transfer Tax Issues in Doing Business in LLC Form - *Leonard M. Goldberg, Esq.; Richard H. Greenberg, Esq.; Jack F. Meola, Esq., CPA* - An examination of the income tax and transfer tax issues attendant upon actively conducting a trade or business in LLC form, including issues in connection with formation, entry of new members, retirement of members, operation and sale, or liquidity of entity or business.

B6. Effective Ethics & Compliance Programs: Helping Your Clients To Protect Themselves - *Barry J. Bendes, Esq.; Scott L. Mitchell, Esq.* - Practical advice on how to market to clients and help them implement effective Ethics and Compliance Programs under the Amendments to the Sentencing Guidelines. The new Amendments are effective November 1, 2004 and cover large, medium and small businesses, their directors, officers and shareholders.

12:30PM-2:00PM - An elegant networking luncheon with special presentation by

Marcie D. Knittel, Managing Director, PNC Capital Markets and Stephen S. Pappaterra, Esq., Senior Vice President, Wealth Planning Group, PNC Advisors on "Legal Issues Relating to Generational Transfer and Managing Wealth"

SESSION C: 2:00PM to 3:30PM

C1. Fundamentals of Bankruptcy Law & Procedure for Business Lawyers - *James N. Lawlor, Esq.; Ilana Volkov, Esq.; Scott A. Zuber, Esq.* - An overview of Chapters 7 and 11 of the Bankruptcy Code, with a focus on issues that business lawyers may face when dealing with entities in, or contemplating bankruptcy. Topics include bankruptcy procedure and litigation, the bankrupt estate, the automatic stay and obtaining relief from the stay, discharge and dischargeability issues, treatment of executory contracts and unexpired leases in bankruptcy, preferences and fraudulent conveyances, disclosure statements, plans of reorganization/ orderly liquidation, the plan confirmation process, and asset sales.



C2. The Business Lawyer's Guide to Tax Provisions in M&A Agreements - *Susan M. Mello, Esq.; Stephen M. Vajtay, Jr., Esq.* - A review of the issues associated with the tax provisions found in taxable stock and asset purchase agreements, geared to the transactional lawyer. In addition to customary areas of concern (tax representations and warranties, covenants and indemnification terms), the discussion will include issues associated with earn-out provisions, purchase price adjustment mechanisms, and escrow arrangements.

C3. Those Boilerplate Provisions at the End of the Contract - *Fine Print, BIG DEAL!* - *Gianfranco A. Pietrafesa, Esq.; Tina L. Stark, Esq.* - Danger lurks in the boilerplate provisions at the end of your contracts! Lawyers often take these provisions for granted, forgetting that significant business and legal issues lie hidden within them. Learn how to tailor boilerplate contract provisions so that they work in your deals.

C4. Real Estate Loans & The Business Lawyer - *Roger R. Gottilla, Esq.* - So, you're not a real estate lawyer and your client is seeking a commercial mortgage loan. What are the issues? What do you need to know? Learn what a lender is looking for when considering a loan application, how the loan process works, and what is required to get approved. Once approved, you'll learn about the items to be alert for in the commitment letter, and what you have to do, through the post-closing issues. Attending this program will help you counsel your client and add value to the transaction.

C5. Foreign Outsourcing Issue - *Jiten Apte; Marjorie F. Chertok, Esq.; Peter H. Greenbaum, Esq.* - U.S. businesses are increasingly building strategic relationships with companies in India via M&A, investments, and outsourcing, particularly to address information technology and data processing needs. What role can external advisors play in helping to convert challenges in this process into opportunities? Learn about this growing trend, with a discussion of how such arrangements are structured and the legal issues involved.

C6. Computer Contracting Negotiation Issues - *Randi D. Friedman, Esq.; Brett R. Harris, Esq.* - A workshop for general practitioners experienced in contract drafting and negotiation who occasionally are asked to draft a license agreement, software development agreement or other computer contract. You'll learn about the contract clauses particular to the context of technology-related agreements, such as scope of the license grant, acceptance testing concepts, intellectual property infringement indemnification, and more.

3:30PM-3:45PM - Networking/Refreshment Break

grams for those who do not concentrate in business law.

SESSION D: 3:45PM to 5:15PM

D1. Purchase & Sale of a Small Business



Stephen H. Knee, Esq.; Alan Wovsaniker, Esq.
Learn the basics of buying or selling a small to medium size business, including handling confidentiality agreements, due diligence investigations, letters of intent, forms of consideration, the legal structure of the acquisition, and key contractual provisions. This program is designed for business lawyers with limited experience in such transactions.

D2. Why Employers Should Be Afraid of What's in Their Employees' Computers

Scott S. Christie, Esq.; Russell J. McEwan, Esq.; Rachel J. Schulman, Esq. - Find out about employers' potential liabilities for the activities of their employees, and what can be done to minimize risks. Speakers will discuss issues arising from music piracy, downloading of copyrighted materials, and viewing and disseminating pornographic materials. They will provide guidance to employers about monitoring Internet use, and implementing and enforcing policies of acceptable Internet usage.

D3. Planning for Shareholders & Closely Held Corporations in Light of the 15% Dividend Tax Rate

Bruce E. Mantell, Esq.; James B. Evans, Jr., Esq.
How the reduced tax rate on dividends has changed tax planning for actual and deemed dividend distributions, corporate redemptions, the C corporation vs. an S corporation decision, distributions of current and accumulated earnings from S corporations, excessive shareholder compensation, and personal holding companies.

D4. ESOPs: The Overlooked Alternative for Selling a Closely Held Business

Steven B. Greenapple, Esq.
ESOPs allow business owners to sell a business without recognizing taxable income, sell just as much of the business as they choose to, and use the business' pre-tax income to finance the transaction. They also can help your client facilitate ownership and management succession without immediately losing control, keep ownership of the business local and private, and improve productivity and performance by giving key managers and employees an ownership interest in the company. ESOPs even operate a profitable business tax free. This is not a loophole, but an express provision of ERISA and the tax code. Misconceptions regarding ESOPs abound. Learn the facts. Don't let your clients overlook this powerful alternative for selling a closely held business!

Presented with support from

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To register, please return this form to: **ICLE, One Constitution Square, New Brunswick, New Jersey 08901**. You may FAX this form by dialing (732) 249-0383 or visit our website at www.njicle.com. If you cannot attend, please call (732) 214-8500 up to 24 hours before the program, to be eligible for a refund (less \$20 processing fee) or, you can use your payment as credit towards another purchase within the next 3 years.

CREDITS

- PA CLE:** 6.0 substantive and 1.0 ethics credits pending (\$28 fee – separate check payable to ICLE must be submitted at the end of the program)
- NY CLE:** 7.0 professional practice and 1.0 ethics credits
- CPE:** 8 credits
- NJAPM:** 7 credits

SEMINAR FEES - Tuition includes continental breakfast, luncheon, refreshments and seminar materials.

ADVANCE REGISTRATION: *ICLE Season Tickets: 2 tickets/STX; MEMBERS, CO-SPONSORING SECTIONS/ORGANIZATIONS: \$259/COS*; MEMBERS, NJSBA: \$279/NJB*; MEMBERS, NJSBA YLD: \$259/YLD**; Non-members licensed before 7-1-02: \$349/REG; Non-attorneys: \$349/NAT; Recent admittees licensed after 7-1-02: \$299/YL; Paralegals: \$199/PAR; Two or more paralegals: \$195/DIS; Paralegal registering with attorney: \$189/DSX; Current Law Students (with Student ID): \$50/STU; Full Time Judges: \$50/JUD. **DOOR REGISTRATIONS:** \$359



Can't Attend?

- Handbook/Audio cassettes (selected programs) - Item No. CP112904: \$369/\$295*
- Handbook/Audio CD (selected programs) - Item No. CDP112904: \$369/\$295*

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\$76 - \$150 add \$14.00 More than \$150 add \$17.00

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To qualify for this reduced price, you must provide your NJSBA Member# at the time you place your order. If you place your order without providing your NJSBA Member#, you will be charged the regular price.*

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Rave Reviews!

"One of the best continuing education programs I've attended this year!"

Heather G. Suarez, Esq.
(Walder, Hayden & Brogan, PA, Roseland)

"Excellent survey of cutting-edge business issues for a general practitioner who concentrates in bankruptcy and litigation."

William S. Wolfson, Esq. (Flemington)

"The speakers and programs were excellent. I look forward to next year."

Peter R. Herman, Esq.
(Wilentz, Goldman & Spitzer, Woodbridge)

"This Symposium gets better every year! It is a must for anyone who practices any form of business law. The individual workshops were presented in an interesting fashion by highly respected experts in the business law field. The choice of topics related to every day corporate concerns that affect every corporate attorney. This program was definitely worth the time and money!"

Denise T. O'Donnell, Esq.
(Nowell, Amoroso, Klein Bierman, PC, Hackensack)



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WHO SHOULD ATTEND

- General Business Lawyers
- Banking Law Attorneys and Lenders
- Attorneys representing both creditors and debtors
- Attorneys handling matters involving intellectual property and technology
- Attorneys representing corporations of all sizes
- In-house Counsel
- Tax Attorneys, Estate Planners and Accountants
- Business Professionals
- Financial Executives

FIVE BENEFITS OF ATTENDING...

1. Choose the topics of greatest interest to you from more than 20 workshops scheduled during four sessions.
2. Network with your colleagues during an elegant luncheon featuring a luncheon presentation on "Legal Issues Relating to Generational Transfer and Managing Wealth."
3. Earn PA CLE credits, NY CLE credits, and CPE credits – including ethics credits.
4. Take home a comprehensive handbook packed with materials from all programs.
5. Visit the "Mini-Business Expo" and chat with the conference sponsors regarding products and services of interest to your practice.

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