

IMPORTANT DETAILS

WILMINGTON (Hotel located in Newark)
DECEMBER 18

Embassy Suites Newark-Wilmington South
654 S. College Avenue, Newark DE 19713
Phone: 302-368-8000

SCHEDULE

Registration 8:30 - 9:00 am
Seminar 9:00 am - 4:30 pm

TUITION

\$369 for the first registrant
\$359 for each additional registrant

Complimentary snacks and refreshments are provided.
Lunch is on your own.

DIRECTIONS & PARKING

To obtain directions and parking information, please contact the facility listed.

FREE REFERENCE BOOK

Business Contracts A to Z

Receive a comprehensive course book, included with your tuition, which you can take back to your office and use as a reference.

AUDIO RECORDINGS

This seminar will be recorded in its entirety. If you can't attend, you can still obtain the benefits of the information provided by purchasing the manual and CD. See the registration form to order.

CANCELLATION

Has your schedule changed? Visit us on the web or call one of our customer service representatives to learn more about your cancellation options.

THE NBI GUARANTEE

Your satisfaction is our guarantee! If you aren't satisfied with a seminar or training resource, call or write us and we'll make it right. For shippable product orders, please return the product within 60 days of the product receipt and we are happy to refund the product price minus shipping costs.



REGISTRATION

MAIL

use registration form on back of brochure

PHONE

800-930-6182 (7:00 am - 5:30 pm Central Time)

FAX

715-835-1405

ONLINE

www.nbi-sems.com

Pre-registration is encouraged. If you need to register at the door, you may wish to call us first to confirm availability and to receive information regarding schedule or location changes.

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Choose accredited topics at times that work for you!

OUR DISTINGUISHED FACULTY

DOUGLAS N. CANDEUB is an attorney with Morris James LLP. He has more than 20 years of experience working to achieve effective outcomes for his clients in matters pertaining to bankruptcy, insolvency, corporate restructuring and creditors' rights. As a litigator, Mr. Candeub has represented business clients in both state and federal court, at the trial and appellate level. As a business lawyer, he provides advice and representation to clients on business issues and disputes. In bankruptcy matters, Mr. Candeub has represented a wide array of parties. He has represented corporate and individual debtors, creditors' committees, lenders, purchasers of debtor assets, and creditors. Creditor representations have included trade creditors, landlords, homeowners associations, tort plaintiffs, construction contractors, equipment lessors, health care providers, private equity funds, predecessor business entities, insurers, directors and officers, and lawyers and accountants. In those representations, Mr. Candeub is regularly involved in litigating and negotiating the range of disputes arising in bankruptcy cases. He has also successfully argued appeals in the Third Circuit Court of Appeals. Mr. Candeub is a member of the American Bar Association (Business Bankruptcy Committee in the Business Law Section), the American Bankruptcy Institute, the Delaware Bankruptcy Inns of Court, the Delaware State Bar Association, and the Philadelphia Bar Association. He earned his B.A. degree from Cornell University and his J.D. degree, cum laude, from the University of Pennsylvania Law School.

DAVID A. FELICE is an associate in the litigation department and a member of the commercial litigation, securities litigation, and labor and employment groups with Ballard Spahr LLP. He focuses his practice in corporate and commercial litigation matters. Mr. Felice is a Delaware litigator who has extensive corporate and commercial litigation experience. He represents clients in the Delaware Court of Chancery, primarily in connection with enforceability of non-competition and non-solicitation agreements, breach of fiduciary duty actions, change in control disputes, statutory demands for inspection of corporate books and records, petitions for advancement and indemnification, and other matters governed by Delaware's General Corporation Law. Mr. Felice also represents clients in general commercial and employment litigation matters in the Delaware Superior Court and the District of Delaware, as well as before arbitration panels. He is a certified mediator for the Delaware Superior Court and neutral arbitrator with the American Arbitration Association. Mr. Felice is a member of the Delaware State Bar Association (secretary, Executive Committee 2012-present; member at large and chair, Litigation Section). He co-authored articles in *Class Action Compendium* and *Executive Counsel*. Mr. Felice earned his B.A. degree from Villanova University and his J.D. degree from the University of Alabama School of Law.

ALISA E. MOEN is a partner with Blank Rome LLP. She focuses her practice in the areas of complex commercial, corporate, business and fiduciary disputes. Ms. Moen regularly advises clients with respect to transactional matters involving corporate governance, formation of special purpose entities, and complex commercial transactions. She has successfully tried corporate and commercial cases to conclusion in both federal and state courts, and has focused her practice on matters pending before the Delaware Court of Chancery. Ms. Moen is a member of the Delaware State, Pennsylvania, Federal and American bar associations. She earned her B.A. degree, cum laude, from the University of Delaware and her J.D. degree from Temple University Beasley School of Law.

Know others who could benefit from attending this seminar?

Feel free to pass this brochure along to others in your office and to your fellow colleagues.

MARLA HIRSHMAN NORTON is a shareholder and director of The Bayard Firm, PA, where she focuses her practice on alternative business entities, corporate governance, and third party legal opinions. She has more than 20 years of experience in a variety of corporate and commercial transactions, including securitization transactions, corporate formation and governance, mergers and acquisitions, contract negotiation and drafting, and secured lending. Ms. Norton has spoken for the Delaware State Bar Association on alternative business entities; for the American Bar Association Panel on secured interests in unincorporated entities; and has frequently lectured for National Business Institute on choice of business entity. She earned her B.A. degree from the University of Delaware and her J.D. degree, with honors, from George Washington University. Ms. Norton is a member of the Delaware State Bar Association (Commercial Law, Corporation Law and Intellectual Property sections) and serves on the DSBA committee that considers annual legislative updates to the Delaware limited liability company and partnership laws, and the committee that periodically updates the Delaware statutory trust laws. As a member of the American Bar Association, she participates in the Business Law Section, serves on the LLC, Partnership and Unincorporated Entities Committee, the Legal Opinions Committee, the Middle Market and Small Business Committee, and is a member of the Forum on Franchising. Ms. Norton is the chair the ABA Subcommittee on Business Trusts and is active on the drafting task force for the ABA Model Shareholders Agreement. She was recently appointed as an ABA adviser to the Uniform Law Commission (formerly NCCUSL) Task Force to determine whether series provisions should be added to the uniform laws for business organizations, such as LLCs and partnerships. Ms. Norton serves on the legislative committee of the Delaware Captive Insurance Association and is a member of the American Securitization Forum, the Forum of Executive Women (Delaware Chapter) and a member and former board member/officer of the Delaware Chapter of the National Association of Women Business Owners. She has been recognized as a leading lawyer in the Corporate/M&A practice area by *Chambers USA* since 2008 and in the Corporate/M&A & Alternative Entities practice area from 2009 through 2012, earning a Band 3 ranking.

BRIAN C. RALSTON is an attorney with Potter Anderson & Corroon LLP. He practices primarily in the areas of corporate and commercial litigation, including extensive experience in stockholder class and derivative actions relating to mergers, acquisitions, tender offers and proxy contests, statutory proceedings pursuant to the Delaware General Corporation Law, and proceedings involving the internal corporate governance of Delaware corporations. Mr. Ralston has been involved in the representation of defendants in a number of significant corporate law cases, including *Oracle v. PeopleSoft*; *In re Cysive, Inc. Shareholders Litigation*; *In re Pure Resources Shareholders Litigation*; *In re Aquila, Inc.*; and *In Re Siliconix Inc. Shareholders Litigation*. He is a member of the Delaware State and American bar associations. Mr. Ralston earned his B.A. degree from Villanova University and his J.D. degree from Dickinson School of Law of the Pennsylvania State University.

GLEN P. TRUDEL is a partner at Connolly Bove Lodge & Hutz LLP. He has provided counsel, opinions and documentation in connection with general corporate and alternative entity business transactions, acquisitions and other agreements, as well as corporate and alternative entity formation and advice on governance issues. Mr. Trudel also represents financial institutions and companies dealing with them in connection with consumer and commercial lending and deposit products, compliance and regulatory due diligence, new product development, financial institution operational regulatory matters, policy and procedure drafting/review, transactional banking, account processing and other outsourcing agreements, bank formation and payment systems. He is a member of the Delaware State Bar Association (past member, Corporate Counsel Committee; founding member, International Law Committee), and the American Bar Association (Business Law Section and Consumer Financial Services Committee). Mr. Trudel earned his B.A. and B.S. degrees, summa cum laude, from Providence College and his J.D. degree from Georgetown University.

SEMINAR OUTLINE

I. ESSENTIAL LEGAL ELEMENTS

9:00 - 9:45, Brian C. Ralston

- A. Common Terminology and Definitions
- B. Master Agreements
 - 1. How Subsequent Agreements Affect Master Agreements
- C. Choice of Forum and Law
- D. Statute of Limitations

II. DRAFTING BUSINESS CONTRACTS (WITH CHECKLISTS)

9:45 - 10:45, Marla Hirshman Norton

- A. Terms and Conditions
- B. Representations, Warranties and Indemnification
- C. Dispute Resolution Provisions
- D. Boilerplate Provisions
- E. Drafting Shareholder and Operating Agreements
- F. Drafting Purchase and Sale Agreements

III. COMPETITION ISSUES

11:00 - 11:45, Alisa E. Moen

- A. Non-Compete Clauses:
 - Drafting and Enforcement
- B. Confidential Information
- C. Trade Secrets and Intellectual Property

IV. NEGOTIATION STRATEGIES

12:45 - 1:45, Glen P. Trudel

- A. Steps to Ensure Good Deals
- B. Tips to Avoid Bad Deals
- C. Letters of Intent

V. BREACH OF CONTRACT

1:45 - 2:30, David A. Felice

- A. Enforceability Issues
- B. Addressing Disputes
- C. Calculating Damages
- D. Successful Remedies

VI. BANKRUPTCY'S EFFECT ON CONTRACTS

2:45 - 3:30, Douglas N. Candeb

- A. Requirements for, and Timing of, Assumption or Rejection of Executory Contracts
- B. Administrative Expense or Prepetition Claim

VII. CONTRACT ETHICS

3:30 - 4:30, Marla Hirshman Norton

- A. Rules of Professional Conduct
- B. Confidential Information of a Client
- C. Scope of Representation
- D. Conflicts of Interest

*If needed, the above agenda may be changed to best accommodate all of our attendees.

Register Today!

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SEMINAR OVERVIEW

Update Your Contract Law Knowledge

Reviewing, drafting and negotiating contracts can be one of the most important and tedious aspects of a business attorney's practice. Are you confident in your abilities to draft and negotiate legally sound contracts in your client's favor? This seminar will review the latest tips and techniques for writing contracts so you can remain up to date. Don't miss this opportunity to advance your contract negotiation and drafting skills. *Register today!*

BENEFITS OF ATTENDING

- Review key contract terminology and definitions of essential legal elements.
- Know how master agreements can be affected by subsequent agreements.
- Understand how operating agreements are different based on the business entity.
- Learn how to protect intellectual property and trade secrets to avoid theft of confidential information.
- Utilize effective negotiation strategies that ensure good deals and avoid bad deals.
- Identify and employ remedies for breach of contract issues.
- Recognize how bankruptcy can affect contracts and specifically the assumption or rejection of terms.
- Review ethical issues such as rules of professional conduct.

WHO SHOULD ATTEND

This **basic to intermediate level seminar** is designed for attorneys. It may also benefit paralegals.

CREDIT INFORMATION

The specific continuing education credit(s) listed are for attending the live seminar. For additional questions regarding continuing education credits, please contact us at **866-240-1890**.

CLE - 6.0 (pending) - NBI, Inc. is an accredited sponsor of the Delaware Commission on Continuing Legal Education. This program has been submitted for continuing legal education credit.

NALA - 6.0 - This seminar meets the requirements of the Certifying Board for Legal Assistants of the National Association of Legal Assistants, Inc., for 6.0 hours, including 1.0 ethics, of continuing legal assistant education credit required to maintain the CLA (Certified Legal Assistant) credential.

Self Study credit is available for the recording + manual.

NFPA - 6.0 - This seminar has been approved by The National Federation of Paralegal Associations, Inc. (NFPA) for 6.0 hours of Continuing Legal Education, including 1.0 hour of ethics.

Self Study credit is available for the recording + manual.

Register Today! 800-930-6182 OR www.nbi-sems.com

Business Contracts A to Z

60956

December 18
Wilmington, DE (60956)

Seminar Tuition
\$369 — first registrant
\$359 — each add'l registrant

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Registration Form Please photocopy for multiple registrants.

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