



Oregon Law Institute  
of Lewis & Clark Law School

# Representing Family and Closely Held Businesses

**L**awyers who advise family and closely held businesses and their owners face unique challenges in providing the highest quality representation for clients. They must handle a variety of legal—and nonlegal—problems, be knowledgeable about a wide range of issues, and provide legal, business, and practical expertise—all while tactfully handling sensitive personal conflicts between clients. Our expert faculty will provide timely updates on, among other topics, employment law issues, dealing with distressed customers and suppliers, and new developments affecting tax and estate planning.

**Friday, March 1, 2013**

**Ambridge Event Center**

**1333 NE Martin Luther King Jr. Blvd.  
Portland, Oregon**

**6.25 General MCLE Credits**

# SCHEDULE

- 8:15 a.m. LATE REGISTRATION AND DISTRIBUTION OF MATERIALS
- 8:40 WELCOME AND INTRODUCTORY REMARKS
- 8:45–9:30 **Employment Law Concerns for Small Businesses**
- Potential company liability under employment laws
  - Wage and hour traps
  - Preventing workplace harassment
  - Substance abuse issues
  - Making and maintaining records of employment matters  
– *Richard F. Liebman*
- 9:30–10:15 **Crowdfunding and the JOBS Act**
- Securities law refresh
  - General solicitation under amended Rule 506
  - Raising capital through crowdfunding portals or brokers under Section 4(6) of the Securities Act  
– *Neil Nathanson*
- 10:15–10:30 BREAK
- 10:30–11:15 **Divorce and the Role of the Business Lawyer**
- Divorce, legal separation, and dissolution of a domestic partnership
  - The role of the trusted advisor
  - Discovery, depositions, and protective orders
  - Business valuations
  - Minority discounts and marketability discounts
  - Stock redemptions, money awards, and tax issues
  - Document drafting: stock pledge agreements and security instruments
  - Estate planning and premarital agreements  
– *Laurel Parrish Hook*
- 11:15–12:00 **Dealing with Distressed Customers and Suppliers: Bankruptcy Primer for the Non-Bankruptcy Lawyer**
- Negotiating tactics, liens and security, risks of dealing with a potential bankrupt
  - Continuing business with a debtor: cash collateral, relief from stay, priority of claims
  - Giving back what you've gained: preference and avoidance actions
  - Getting paid: proofs of claim  
– *Christopher N. Coyle*
- 12:00–1:15 LUNCH (on your own)

# SCHEDULE (cont.)

- 1:15–2:15    **Tax Planning for Closely Held Businesses**
- Tax strategies in entity formation
  - Planning for business expansion
  - Employee incentives
  - Planning for the sale of the business
  - Update on tax law changes affecting closely held businesses
    - *Mark F. LeRoux*
    - *Michael J. Millender*
- 2:15–2:30    BREAK
- 2:30–3:15    **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*
- 3:15–4:15    **Estate Planning for Owners of Closely Held Businesses**
- Succession planning and transfers—different approaches in transferring the family business to the next generation
  - Payment of and current developments in estate tax
  - Valuation issues in a buy-sell agreement or other lifetime transfer agreement and when a business is being transferred by gift or a death
    - *Emily V. Karr*
- 4:15 p.m.    ADJOURN

# Program Faculty

**Christopher N. Coyle**

*Vanden Bos & Chapman LLP*

**Laurel Parrish Hook**

*Stahancyk Kent & Hook PC*

**Emily V. Karr**

*Stoel Rives LLP*

**Mark F. LeRoux**

*Tonkon Torp LLP*

**Richard F. Liebman**

*Barran Liebman LLP*

**Martin F. Medeiros, II**

*Program Co-Planner*

*Swider Medeiros Haver LLP*

**Michael J. Millender**

*Tonkon Torp LLP*

**Neil Nathanson**

*Perkins Coie LLP*

**Adam D. Rose**

*Rose Law Firm*

**Jere M. Webb**

*Program Co-Planner*

*Stoel Rives LLP*

## LIVE PRESENTATION

**Portland – 3/1/13**

Ambridge Event Center

1333 NE MLK Jr. Blvd.

## MCLE CREDIT

*Representing Family and Closely*

*Held Businesses* will receive **6.25**

General MCLE credits.

## PROGRAM PRODUCTS

Even if you cannot attend, you can still get the program on CDs or DVDs. Use the order form in this brochure to order your set today! OLI Annual Passholders may purchase OLI program products at 50% off the full retail price.

## QUESTIONS?

Call (503) 768-6580 or (800) 222-8213.

Check out our website at [www.lclark.edu/org/oli](http://www.lclark.edu/org/oli)

or e-mail us at [oli@lclark.edu](mailto:oli@lclark.edu).

REGISTRATION / ORDER FORM

# Representing Family and Closely Held Businesses

Friday, March 1, 2013

Name \_\_\_\_\_ OSB No. or Profession \_\_\_\_\_

Firm/Organization \_\_\_\_\_

Street Address \_\_\_\_\_ City/State/Zip \_\_\_\_\_

Phone \_\_\_\_\_ E-Mail \_\_\_\_\_

Please "✓" appropriate box:

## TUITION

- \$189 Early registration (received by February 25, 2013)
- \$139 New attorneys (admitted 2011–2013) and legal staff (received by February 25, 2013)
- \$95 Legal aid attorneys (received by February 25, 2013)
- \$15 OLI Passholder (OLI Pass No. \_\_\_\_\_) and Oregon judges and their lawyer staff (received by February 25, 2013)
- \$20 Add to above tuition if registration received after February 25, 2013

**COURSE MATERIALS** Included with registration. Please select one:

- Electronic course book (a link to a PDF of the materials will be emailed no later than 48 hours prior to the seminar date)
- Print version

## LIVE WEBCAST REGISTRATION

This program will be broadcast LIVE over the internet on Friday, March 1, 2013, starting 8:45 a.m. Pacific Time. You may access this event from anywhere with an established internet connection. The webcast will include video and audio of the speakers and seminar handout materials — all on your computer! To register for the live webcast, please click [here](#) or go to our website at <http://go.lclark.edu/oli> and click on "Webcasts."

**PRODUCT ORDER** I am unable to attend. Please send me:

- \$209 Audio CDs and print course book
- \$309 DVDs and print course book
- \$59 Print course book only
- Deduct 50% from product order if you are an OLI Passholder (OLI Pass No. \_\_\_\_\_)
- \$7.00 Note: Add \$7.00 shipping & handling fee to above product orders.**

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620 SW Main Street, Ste. 706  
Portland, OR 97205-3037

...or fax (503-768-6585) or e-mail  
(oli@lclark.edu) this registration form to  
OLI, including credit card information.

**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, February 25, 2013.

**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.

**QUESTIONS?** Call (503) 768-6580 or (800) 222-8213. Check out our website at <http://go.lclark.edu/oli> or e-mail us at [oli@lclark.edu](mailto:oli@lclark.edu).