

MICPEL and The Maryland State Bar Association Section of Business Law in cooperation with  
The University of Baltimore School of Law and The University of Maryland School of Law present:

# SMALL BUSINESS INSTITUTE

Wednesday, March 19, 2008  
Ecker Business Training Center  
6751 Columbia Gateway Drive  
Columbia, Maryland  
9:00 a.m. - 1:15 p.m.

4.0 HRS CLE

# BASIC COMMERCIAL DRAFTING

Thursday, April 3, 2008  
Ecker Business Training Center  
6751 Columbia Gateway Drive  
Columbia, Maryland  
9:00 a.m. - 4:30 p.m.

6.0 HRS CLE



# SMALL BUSINESS INSTITUTE

WEDNESDAY, MARCH 19, 2008

## *What you will learn & why you should attend...*

The **Small Business Institute** is a comprehensive program that gives practitioners the knowledge they need to represent small businesses from start-up through maturation. The program's faculty of experienced legal and business professionals will provide helpful insight into: organizing the business; commercial leasing issues, insurance considerations; human resources and employment issues; and general intellectual property matters. This half-day program promises to be intensive and fast pace and will include ample opportunity for participants to ask questions and seek advice from the experienced faculty.

## *Agenda...*

9:00 a.m. – 9:10 a.m.

### **Program Overview**

*Jason E. Balog, Esq.*

9:10 a.m. – 10:00 a.m.

### **Organizing the Company**

- Choice of Entity
- Buy/Sell Agreements
- Navigating the SDAT

*Daryl J. Sidle, Esq.*

*Jason E. Balog, Esq.*

*Aileen Collender*

10:00 a.m. – 10:45 a.m.

### **Commercial Leases**

- Locating Space
- Negotiating the Lease
- Lease “Hot Buttons”

*R. Stephen Carroll, Esq.*

10:45 a.m. – 11:00 a.m.

### **Break**

11:00 a.m. – 11:45 a.m.

### **Insurance Considerations for the Small Business**

- General Liability Insurance Considerations
- “Key Man” Life Policies
- Buy/Sell Planning

*Sean Kelly, CLU, ChFC*

*Jim Mauser, SVP*

11:45 a.m. – 12:30 p.m.

### **Human Resource and Employment Issues**

- Labor Issues
- Employment Agreements
- Employee Benefits
- Workers Compensation

*Justin Eller, Esq.*

12:30 p.m. – 1:15 p.m.

### **Crash Course on Intellectual Property**

- Confidentiality Agreements
- Nondisclosure Agreements
- Invention and Secrecy Agreements
- Trademarks, Patents and Copyrights

*R. Christopher Rueppell, Esq.*

## Faculty

### **Jason E. Balog, Esq.**

Miles & Stockbridge, P.C.

### **R. Stephen Carroll, Esq.**

Miles & Stockbridge, P.C.

### **Aileen Collender**

Miles & Stockbridge, P.C.

### **Justin C. Eller, Esq.**

Miles & Stockbridge, P.C.

### **Sean A. Kelly, CLU, ChFC**

Riggs, Counselman, Michaels & Downs Financial  
Services Group

### **James M. Mauser, SVP**

Riggs, Counselman, Michaels & Downs Healthcare  
Group

### **R. Christopher Rueppell, Esq.**

Whiteford, Taylor & Preston LLP

### **Daryl J. Sidle, Esq.**

Baxter, Baker, Sidle, Conn & Jones PA

# BASIC COMMERCIAL DRAFTING

THURSDAY, APRIL 3, 2008

## *What you will learn & why you should attend...*

**Basic Commercial Drafting** is a comprehensive course presenting the fundamentals and practical concepts of drafting commercial documents. In each session, you will learn the most important elements in representing your clients in those areas commonly faced by most businesses. This program is geared toward junior and mid-level attorneys as well as general practitioners who represent a wide variety of business interests.

## *Agenda...*

9:00 a.m. - 10:00 p.m.

### **Commercial Leases**

- The most important elements in commercial leases
- Key issues in representing both a landlord and a tenant
- Aspects subject to the most negotiation

*Seth M. Rotenberg, Esq.*

*Lisa S. Spitulnik, Esq.*

10:00 a.m. - 11:00 a.m.

### **Deeds of Trust**

- Basic information on Deeds of Trust and Indemnity Deeds of Trust
- Priority with respect to other instruments
- Borrower's issues and lender's issues

*Robert E. Scher, Esq.*

11:00 a.m. - 11:15 a.m. - **Break**

11:15 a.m. - 12:15 p.m.

### **LLC Agreements**

- Drafting for capital contributions
- Division of profits
- Management
- Buy-Sell Provisions
- Non-tax issues of joint venture arrangements

*Jeffrey A. Markowitz, Esq.*

12: 15 p.m. - 1:15 p.m. - **Lunch**

1:15 p.m. - 2:15 p.m.

### **Acquisition Agreements and Real Estate Contracts**

- Representations and warranties in sale of business agreements
- Scope of representations
- Materiality/Knowledge
- Provisions involving acquisitions of commercial real estate
- Feasibility studies

*Thomas C. Barbuti, Esq.*

2:15 p.m. - 3:15 p.m.

### **Acquisition Agreements - Purchase Price and Indemnity**

- Ways to calculate purchase price
- Adjustments based on closing balance sheets and earn-outs
- Indemnity provisions including floors, caps and baskets

*Michael T. Pedone, Esq.*

*W. Bryan Rakes, Esq.*

3:15 p.m. - 3:30 p.m. - **Break**

3:30 p.m. - 4:30 p.m.

### **Environmental Clauses**

- Environmental representations and warranties
- Environmental indemnifications
- Investigation and remediation agreements
- Environmental issues in leases

*Richard F. Waddington, Esq.*

## Faculty

**Jeffrey A. Markowitz, Esq.**

Miles & Stockbridge, P.C.

*Program Chair*

**Thomas C. Barbuti, Esq.**

Whiteford, Taylor & Preston LLP

**Michael T. Pedone, Esq.**

Venable LLP

**W. Bryan Rakes, Esq.**

Venable LLP

**Seth M. Rotenberg, Esq.**

Gordon, Feinblatt, Rothman, Hoffberger &

Hollander, LLC

**Robert E. Scher, Esq.**

Ober, Kaler, Grimes & Shriver

**Lisa S. Spitulnik, Esq.**

Gordon, Feinblatt, Rothman, Hoffberger &

Hollander, LLC

**Richard F. Waddington, Esq.**

Whiteford Taylor & Preston LLP

## Registration Form

- All registrations must be accompanied by payment.
- Registrations will not be confirmed until payment is received.

### Small Business Institute

#### Course #08-6078

##### Live Program:

- Wednesday, March 19, 2008  
Columbia, MD, 9:00 a.m. - 1:15 p.m.

##### Video Replays: 9:00 a.m. - 1:15 p.m. for both locations

- April 11, 2008 - Baltimore - MICPEL Offices
- April 24, 2008 - Baltimore - MICPEL Offices
- May 1, 2008 - Rockville - Circuit Court Law Library, Rm. 326
- May 8, 2008 - Rockville - Circuit Court Law Library, Rm. 326

##### Tuition

- MSBA Members - \$209
- MSBA Business Law Section Members - \$189
- MSBA Young Lawyers Section Members - \$189
- MICPEL Flex/Select Pass Holders - \$0
- All Others - \$239
- Video Replay - \$189
- PA Credits Fee - \$8
- PA ID#: \_\_\_\_\_

##### Can't Attend Small Business Institute?

Materials, Audio Tapes, CDs and DVDs are available for shipment within thirty (30) days after the course date.

- Materials Only Inventory #3120-08; \$80.64\*
- Audio Tapes and Materials Inventory #3121-08; \$154.84\*
- CDs and Materials Inventory #3122-08; \$154.84\*
- DVD and Materials Inventory #3123-08; \$197.24\*

\*Price includes tax and shipping charges

### Basic Commercial Drafting

#### Course #08-6037

##### Live Program:

- Thursday, April 3, 2008  
Columbia, MD, 9:00 a.m. - 4:30 p.m.

##### Video Replays: 9:00 a.m. - 4:30 p.m. for both locations

- May 15, 2008 - Baltimore - MICPEL Offices
- May 22, 2008 - Baltimore - MICPEL Offices
- May 30, 2008 - Rockville - Circuit Court Law Library, Rm. 326
- June 6, 2008 - Rockville - Circuit Court Law Library, Rm. 326

##### Tuition

- MSBA Members - \$259
- MSBA Business Law Section Members - \$239
- MSBA Young Lawyers Section Members - \$239
- MICPEL Flex/Select Pass Holders - \$0
- All Others - \$289
- Video Replay - \$239
- PA Credits Fee - \$12
- PA ID#: \_\_\_\_\_

##### Can't Attend Basic Commercial Drafting?

Materials, Audio Tapes, CDs and DVDs are available for shipment within thirty (30) days after the course date.

- Materials Only Inventory #2812-08; \$101.84\*
- Audio Tapes and Materials Inventory #2813-08; \$176.04\*
- CDs and Materials Inventory #2814-08; \$176.04\*
- DVD and Materials Inventory #2815-08; \$218.44\*

\*Price includes tax and shipping charges

## 4 Easy Ways to Register:

- FAX** your credit card registration to: (410) 659-0647
- Mail** your registration form with check or credit card info to 520 West Fayette Street, Suite 300, Baltimore, MD 21201
- Call** in your credit card registration to: (410) 659-6730, Monday-Friday, 8:00 am to 5:00 pm
- Register at the door.** Please call ahead to confirm date, time, location and space availability.

- This is a new address.

Customer ID Number (from right corner of mailing label): \_\_\_\_\_

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address: \_\_\_\_\_ Suite: \_\_\_\_\_

City/State: \_\_\_\_\_ Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

E-Mail: \_\_\_\_\_

Area of Practice: \_\_\_\_\_

Are you taking this course for credit?  Yes  No

**Payment Method:** \*Credit Card Required for Fax Registration

Flex/Select Pass No. \_\_\_\_\_

Check No. \_\_\_\_\_

Charge to:  Visa  MC  AMEX

Card Number: \_\_\_\_\_ Exp. Date: /

CVV #: \_\_\_\_\_ (VISA & MC last 3 digits on back of card, AMEX 4 digits on front)

Cardholder's Name: \_\_\_\_\_

Signature: \_\_\_\_\_

**Payment:** Amount Enclosed/Charged

Please make checks payable to MICPEL.

\$

### MICPEL

Maryland Bar Center,  
520 West Fayette Street  
Suite 300  
Baltimore, MD 21201-1756  
CALL: (410) 659-6730 or  
FAX: (410) 659-0647  
EMAIL: info@micpel.edu  
WEB: www.micpel.edu

## Other Important Information...

### REFUND AND CANCELLATION POLICY

Telephone, fax and e-mail registrations, accompanied by a credit card authorization, and regular mail registrations, accompanied by a check or credit card authorization, will be accepted until 5:00 p.m. two (2) days before all regular full-day and half-day programs. Registrations at the door will be accepted for regular full-day and half-day programs, but please call to verify availability, date, time, and location. MICPEL reserves the right to cancel or reschedule any program and will notify registrants at least 24 hours in advance of such cancellation or rescheduling. Full refunds, less \$20 for administrative expense, will be made for cancellations received by 5:00 p.m. the day before regular full-day and half-day programs. If you register for regular full-day and half-day programs, but do not attend or cancel, you will receive the course materials following the program in full consideration of tuition paid.

### ACCREDITATION

**For Live Programs:** MICPEL is an accredited sponsor in Pennsylvania, Delaware, and Virginia. MICPEL courses are also routinely approved for credit in every other MCLE jurisdiction in the United States. If you need credit from other states or organizations, you will be given a certificate of attendance for filing. Certificates of attendance will be issued at the end of the live program.

**For Video Replays:** Virginia MCLE guidelines require another attorney must be present to view the video and sign the certificate of attendance. MICPEL cannot guarantee more than one attorney will be present at a replay. Certificates of attendance will be issued at the end of the video replay.

### SCHOLARSHIPS & REDUCED FEE REGISTRATIONS

Scholarships and reduced fee registrations for pro bono volunteers and full-time public interest lawyers are available through the Pro Bono Resource Center (PBRC). Call 410.837.9379 for more details.

### NEED SPECIAL ACCOMMODATIONS?

If you need special accommodations, please contact MICPEL at least five (5) days prior to the start date of the course so we can make appropriate arrangements. Call 410.659.6730 to make these arrangements.