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CORPORATE GOVERNANCE AND INTERNAL CONTROLS: WHAT SARBANES-OXLEY MEANS FOR BUSINESSES

November 28 - PITTSBURGH

Seminar Number
30709

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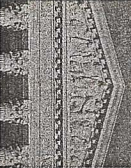
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CORPORATE GOVERNANCE AND INTERNAL CONTROLS: WHAT SARBANES-OXLEY MEANS FOR BUSINESSES

**Pittsburgh, Pennsylvania
November 28, 2005**

**Protect yourself and your company
with proactive compliance strategies.**

Presented by Warren J. Archer,
David G. Guenther and Gregg R. Zegarelli!



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Minimize Your Risk of Non-Compliance

In order to prevent a repeat of recent corporate scandals, the Sarbanes-Oxley Act was put in place to establish firmer administrative accountability and keep businesses operating honestly. Although the reaction was prompt, the speed with which the act passed left many with legitimate questions about the specifics of compliance. Now that the first cases are coming back with verdicts, everyone wants to know what the interpretations will mean for them. Will the recent findings bear out your compliance efforts, or will they be seen as coming up short? Don't waste time and money finding out the hard way whether you're safe - Get the answers at our pivotal seminar.

At this convenient program, our knowledgeable faculty members will share the relevant information you need to ensure your company's operations are beyond reproach. Protect against potential wrongdoing with a thorough knowledge of the reasoning behind the provisions of the act. Know exactly what CEOs, CFOs and upper management are accountable for when it comes to financial reports. Build a solid internal control foundation and put together monitoring procedures that safeguard your company for the long run. Learn about cutting-edge technology and available compliance solutions. Keep your company in compliance with a deeper understanding of the laws - so you can avoid the penalties for fraudulent and criminal activities.

- Control the cost of compliance with a proactive approach to internal controls.
- Oversee the establishment and maintenance of solid financial reporting methods.
- Correct reporting deficiencies so you can avoid potential penalties.
- Take advantage of the benefits of internal audit committees to proactively plan for a possible audit.
- Lessen your risk for liability and ensure your practices won't provoke allegations of criminal activity.

This intermediate level program will provide crucial compliance information to CEOs and CFOs, controllers, financial managers, presidents and vice presidents, CPAs, business owners and bankers. In-house counsel and attorneys who need to stay current on business practices and legal implications will also find this program beneficial.

National Business Institute — Training Solutions for Your Success

National Business Institute (NBI) has been providing legal education to attorneys, accountants, human resource and insurance professionals, real estate agents and all other corporate and legal professionals for over 20 years. We have trained on every legal topic relevant to the workplace and have access to the most comprehensive library of training tools in the industry. We currently hold seminars in major metropolitan areas in all 50 states and Puerto Rico, serving over 100,000 professionals each year.

Our commitment to your success is what drives our daily activities. When you train with National Business Institute, you not only make an investment in your career, but you also make an investment in yourself. We look forward to helping you gain the knowledge you desire while showing you all the ways NBI provides more choices for your success! Our satisfied customers agree that we are innovative, established and practical. With each NBI seminar you are guaranteed to receive:

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By focusing on a specific content area, our seminars offer a great opportunity to get together with other professionals who have the same concerns and challenges you experience every day.

FREE Reference Manual: Corporate Governance and Internal Controls: What Sarbanes-Oxley Means for Businesses

— Your learning doesn't end with the conclusion of the seminar presentation. With our comprehensive course manual, written specifically to accompany each program, you'll have all the information you need right at your fingertips. This manual, included with your tuition, allows you to take the seminar back to the office with you!

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unsealing the Startup Business Client in Pennsylvania
an attorney representing small businesses, you encounter clients with a broad variety of needs it address increasingly complex issues. In order to best serve your clients, you need to keep reast of the crucial legal developments that are going to affect them. How does your small siness law knowledge stack up? Get the update you need to succeed at advising small siness clients. Drawing on their extensive experience, our authors will show you practical onions to common small business problems. Understand the procedures required to set up and nce small business ventures. Get the essentials on employment law and employee benefits urgings you'll run into when dealing with family businesses. By Laurie Dunataleu, ivy Kerr Parker and Jeffrey J. Ludkowskii. 133 Pages © May 2005

26149 CD & Manual - \$199 Manual - \$99

Deals and Acquisitions in Pennsylvania: The Art of Doing Deals

one of the rich history of business have these been so many mergers, reorganizations are occurring the strategic alliances, spin-offs and a host of other business transactions are occurring a furious pace. In order to help your client successfully close the deal, you need specific echniques to optimize your side's advantages. Negotiating a favorable transaction is an art. Find hich preliminary issues need to be dealt with at the outset. Learn proven strategies for lding effective acquisition agreements. Take a closer look at tax and accounting issues acing merger and acquisition transactions. Get insider's tips for handling mergers and usitions for specific entity types. Understand common ethical dilemmas and how to solve m. Come away with a plan for making post-closing issues smoother for all parties involved. Gregory S. Chelap and Katherine P. Granbois. 101 Pages © October 2004

6736 CD & Manual - \$199 Manual - \$99

Understanding Transactional Concerns in Selling the Small or Family Owned Business

Pennsylvania
ere is seemingly no end to the challenges when it comes to owning a small business. One of most critical situations your clients will end up having to deal with is what to do if they decide to move on. During these transactions, they need knowledgeable guidance every step of the way. ower how you can play an invaluable role in the process and ensure a successful transition, r than an unfavorable situation with consequences that can linger for years. In this rnative manual, you'll learn how to work with your clients to prepare a company for sale. sages ways you can help your clients make the most advantageous decisions when it comes to elling their business. Deal with the negotiation techniques and powerful strategies for structuring - Stuart R. Kaplan and Donald Lutzke. 83 Pages © January 2005

25414 CD & Manual - \$149 Manual - \$69

Continuing Education

is seminar is a valuable opportunity to get the continuing education that's so crucial to keeping up to date in your ssession. Not only was this program carefully designed to meet its educational objectives, but you can also take e credit of specific continuing education credits we've arranged with appropriate accrediting organizations.

CLE - 6.00

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National Business Institute is an accredited sponsor of the Delaware Commission on Continuing Legal Education and recommends this program for 6.0 hours of CLE credit.

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This program is designed to qualify for 7.0 hours (based on 50 minute credit hour) of continuing professional education credit for accountants. For more information, including administrative policies such as complaint and refund, please contact our offices at: (800) 930-6182.

Accountants should have a basic understanding of general accounting and recording issues for corporations. No advanced preparation or prerequisites are required. Field of study - Accounting and Auditing.

Field of specific continuing education credit(s) listed above are for attending the live seminar. The credits may or may not apply for the audio version of this seminar. Please check with your credit board for details.

What You Will Learn

- I. KEY ISSUES RELATED TO THE SARBANES-OXLEY ACT
 - A. Defining the Objective of the Act
 - B. A Brief History of the Development of Sarbanes-Oxley
 - C. Why Every Business Attorney Needs to Know the Act
 - D. Overall Impact on Corporate Governance
 - E. Reducing the Cost of Compliance Going Forward
- II. CORPORATE RESPONSIBILITIES (SECTION 302)
 - A. Review and Certification of Quarterly and Annual Reports
 - B. Internal Control Reporting
 - C. Responsibilities
 - 1. Reporting Deficiencies in Internal Controls
 - 2. Reporting Fraudulent Activity
 - D. Impact on Privately Held Companies and Not-for-Profit Companies
 - E. Impact on IPOs and Private Placements of Securities
- III. ESTABLISHING, MAINTAINING AND ASSESSING INTERNAL CONTROL OVER FINANCIAL REPORTING (SECTION 404)
 - A. Management's Responsibilities Under Section 404
 - B. What is Internal Control?
 - C. Management's Assessment of Internal Control
 - 1. Entry Level Controls
 - 2. Activity Level Controls
 - D. Remediation Activities and Evaluation of Deficiencies
 - E. Auditor's Evaluation of Management's Report
- IV. AUDIT OF PUBLIC COMPANIES
 - A. Role of the Public Company Accounting Oversight Board
 - B. Audit Program Requirements
 - C. Internal Control Report
 - D. The Role of Audit Committee
 - E. Auditing Considerations for the Small Business Environment
- V. LIABILITY FOR FRAUD AND CRIMINAL ACTIONS
 - A. Non-Compliance Penalties Generally
 - B. Fraudulently Influencing an Audit
 - C. Loans to Directors and Officers
 - D. Insider Trading During Backout Periods
 - E. Attorney Reporting Requirements
 - F. Criminal Liability
 - 1. Complying With Recordkeeping Requirements
 - 2. Impeding an Investigation
 - G. "Whistleblower" Rights, Remedies and Protections
 - H. Forfeiture of Certain Bonuses or Profits
- VI. TECHNOLOGY AND AVAILABLE COMPLIANCE SOLUTIONS
 - A. The Role of Technology in the Compliance Process
 - B. How Technology Interacts With the Liability and Compliance
 - C. Approaches to Compliance Relative to Implementation Cost
 - D. Special Needs for Technology-Related Companies and Clients
 - E. Specific Review of Available Technology Solutions

Important Details

November 28 - PITTSBURGH - Pittsburgh Marriott City Center
112 Washington Place, Pittsburgh PA 15219 412-471-4000

Time: Registration is from 8:30-9:00 a.m. The program will begin at 9:00 a.m. and end at 4:30 p.m. Complimentary snacks and refreshments are provided. Lunch is on your own from 12:00-1:00 p.m.

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WARREN J. ARCHER is a shareholder with the Pittsburgh office of Kletz Kooney Lieber & Schorling, where his main areas of practice are with the firm's corporate department. His practice concentrates in the areas of securities law, mergers and acquisitions, complex business transactions and general corporate and business matters. Mr. Archer's experience includes public offerings representing issuers and underwriters, compliance with the Securities Act, periodic reports and other compliance issues under the Securities Exchange Act, advising broker-dealers, investment companies and investment advisors, private placements, international transactions, joint ventures and representation of businesses ranging in size from start-ups to Fortune 100 companies. He graduated, summa cum laude, from the University of Pittsburgh with a B.A. degree, in political science, and is a member of Phi Beta Kappa. He received his J.D. degree from the University of Chicago, where he was a member of the law review. Mr. Archer is a member of the American Bar Association (member, The Federal Regulation of Securities Committee) and the Allegheny County Bar Association. He is an adjunct professor at Duquesne University teaching in the history department. Mr. Archer is involved in various civic organizations and is a board member of the South Hills Interfaith Ministries, a charitable organization.

DAVID G. QUENTHER is a senior manager in the Comprehensive Risk Services Group at Algeri Rosenblatt. He has more than 19 years of audit and accounting experience as an internal audit manager, a controller and a manager at an international public accounting firm. Mr. Quenther has significant experience managing and performing risk assessment and internal control evaluation projects. He has managed and advised on Sarbanes-Oxley assessment projects for companies in the manufacturing, retail and hospitality industries, managed and performed SAS 70 internal control reviews, directed and performed Federal Deposit Insurance Corporation Improvement Act (FDICIA) internal control documentation and compliance reviews and managed internal control audits of all major corporate, operational and retail functions. Mr. Quenther also has managed and performed annual financial statement audits of publicly traded companies with annual revenues from \$200 million to \$2 billion. He received his B.S. degree in Business Administration, from Duquesne University.

GREGOR R. ZEGARELLI is managing shareholder of the Zegarelli Law Group, P.C., where he practices in all transactional areas of law, with a concentration in corporate and business transactions. His representation includes a dynamic mix of public and privately-held companies and advising on business operations, legal compliance, growth strategies, capital acquisition, mergers and acquisitions, technology licensing and implementation, intellectual property and commercial and corporate litigation. Mr. Zegarelli has given multiple accredited seminars on issues regarding the interplay of the law with business and corporate operations. He has been interviewed by local and national media regarding a variety of legal issues, and his works have been cited in the Pennsylvania Consolidated States and reprinted in the *Machillion (Gale Group) Encyclopedia*. Mr. Zegarelli received his B.A. degree from Duquesne University and his J.D. degree from Duquesne University School of Law. He is qualified to sit for the C.P.A. examination in Pennsylvania. He is a member of The District of Columbia Bar, Illinois State and Pennsylvania bar associations. Mr. Zegarelli has presided for more than 100 American Arbitration Association arbitration proceedings, and he regularly practices in the federal and state courts.

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