

Business Contracts from A to Z: What Paralegals Need to Know

Video Webcast

OCTOBER 23, 2012
10:00 am - 5:30 pm EST

Faculty

Kevin O. Fogle
S. Leigh King
Cheryl W. Thompson
Gregg R. Zegarelli

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PROGRAM OUTLINE

I. ESSENTIAL LEGAL ELEMENTS

10:00 - 11:00, *S. Leigh King*

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

II. DRAFTING BUSINESS CONTRACTS (WITH CHECKLISTS) – PART 1

11:15 - 12:30, *S. Leigh King*

- A. Defined Terms and Conditions
- B. Rights and Liabilities of Parties
- C. Dispute Resolution Provisions
- D. Forum Selection Provisions
- E. Non-Compete Clauses
- F. Boilerplate Provisions

III. DRAFTING BUSINESS CONTRACTS (WITH CHECKLISTS) – PART 2

12:45 - 2:00, *Cheryl W. Thompson*

- A. Drafting a Basic Purchase and Sale Agreement
- B. Drafting a Basic Service Contract
- C. Drafting Shareholder and Operating Agreements (with an emphasis on Limited Liability Companies and other small business organizations)
- D. How to Handle Confidential Information
- E. Intellectual Property (including Patents, Copyrights, and Trade Secrets)

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

IV. COMMON ISSUES AND PROBLEMATIC WORDS AND PHRASES

2:30 - 3:30, *S. Leigh King*

- A. Defined Terms
- B. Integration Clauses
- C. Shall vs. Must vs. May
- D. Exhibits and Schedules

V. ETHICS AND THE ROLE OF THE PARALEGAL IN NEGOTIATING CONTRACTS

3:45 - 4:15, *Gregg R. Zegarelli*

- A. Paralegal to Paralegal Communication – What's Okay, and What is Not
- B. Paralegal to Boss Communication – How to Avoid a Slippery Slope
- C. Paralegal to Opposing Counsel Communication – What You Can and Cannot Say or Promise or Negotiate
- D. Paralegal to Client Communication – the Role of the Paralegal as a Counselor and Effective Communicator

VI. REVIEWING A CONTRACT/ CONTRACT MAINTENANCE

4:30 - 5:30, *Kevin O. Fogle*

- A. The Importance of a Thorough Document Review Process
- B. Grammatical and Substantive Review Guidelines
- C. Establishing a Template
- D. Understanding the Goal
- E. Material Terms and Conditions
- F. Organization and Scheduling
- G. Procedures and Best Practices
- H. Setting up Alert Systems

WHO SHOULD ATTEND

This **intermediate level course** will allow attendees to effectively handle business contracts. Those who should attend include:

- Paralegals
- Legal Technicians
- Legal Assistants
- Legal Support Staff

WHAT IS A VIDEO WEBCAST?

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PROGRAM OVERVIEW

Strengthen Your Contract Knowledge and Skills

This course is designed to provide you with everything you need to know to confidently handle business contracts. Beginning with contract law basics and terminology, faculty will then build upon that foundation to walk you through effective drafting, reviewing and maintenance techniques. Recognize the weaknesses of boilerplate provisions: a solid contract can be the key to minimizing future disputes. Be a knowledgeable resource for your firm - *register today!*

BENEFITS OF ATTENDING

- Build your contract drafting skills as well as the ability to effectively review a contract and conduct maintenance procedures.
- Review key contract terminology and definitions of essential legal elements.
- Identify the inadequacies of certain boilerplate provisions that leave the door open to future litigation.
- Learn how to critically interpret contract language to effectively safeguard your clients.
- Protect intellectual property and trade secrets to avoid theft of confidential information.

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from watching this webcast?**

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in your office and to your fellow colleagues.

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- Sept. 26** The Paralegal's Guide to Probate (61175)
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By: Alan M. Anderson.

The Paralegal's Guide to Solving Everyday Law Office Management Problems © June 2011 (FP56094)

No matter what kind of firm you work in, there are common issues that everyone encounters. These issues do not have to be 'show stoppers' if you proactively create a plan for dealing with them. Explore strategies used by an experienced administrator that you can utilize to create your own procedures that will keep you one step ahead of problems!

By: Rhonda L. Corn.

KEVIN O. FOGLE is a senior paralegal and paralegal coordinator in the Atlanta office of Nelson Mullins Riley & Scarborough, LLP, where he assists in providing legal services to multinational companies transacting business in the U.S. and abroad. Mr. Fogle works closely with attorneys in complex merger and acquisition transactions by assisting in due diligence review and handling all of the organizational aspects of deal closings from start to finish. Other areas of experience include entity formation; including setting up U.S. subsidiaries for foreign companies, assisting companies in complying with corporate maintenance and annual reporting requirements, and qualifying companies to transact business in jurisdictions other than those in which they are organized. He also has experience in secured transactions, structured finance, estate planning and probate, public finance, commercial real estate, land use, healthcare, franchise registrations, and securities. Mr. Fogle is an active member of the National Federation of Paralegal Association, the Georgia Association of Paralegals (board advisor and past president), an affiliate member of the Atlanta Bar Association and a member of the American Alliance of Paralegals. He also serves on the advisory boards of local paralegal studies programs, has been a guest lecturer at the Georgia State University College of Law and is a published author. Mr. Fogle is an American Alliance certified paralegal (AACCP) and a graduate of an American Bar Association approved paralegal studies program at the National Center for Paralegal Training. He is a graduate of Clayton State University and the New York Institute of Technology, where he earned his A.A, B.S and M.B.A. degrees.

S. LEIGH KING is primarily devoted to general civil litigation; including breach of contract cases, consumer rights, deceptive trade practices, consumer fraud, family law and estate planning. In addition to her private practice, she is a law professor at Concordia University and Sullivan University, as well a consultant for firms in the Dallas, Fort Worth, and Houston areas. Ms. King is the author of the *Law Review* article, "While You Were Sleeping," 11 *SMU Sci. & Tech. L. Rev.* 291 (2008), which will be incorporated in its entirety by permission by Prof. Thomas K. Clancy, in his casebook, *Cyber Crime and Digital Evidence: Materials and Cases*. She earned her J.D. degree from Texas Wesleyan University, where she worked as a federal and state appellate clerk in addition to serving as a senior editor on the *Texas Wesleyan Law Review*, and her LL.M. degree from Southern Methodist University.

CHERYL W. THOMPSON is a member of the corporate group at the law firm of Holland & Hart LLP, where she focuses her practice in the area of mergers and acquisitions. Ms. Thompson has a broad range of experience in various corporate transactions, including private and public company mergers and acquisitions; loan workouts and restructuring; private equity financings; securities; and investment fund evaluation. She also represents clients in general business matters, such as commercial contracts and transactions; employment matters; entity formation and structure matters; and the legal aspects of day-to-day business issues. Ms. Thompson is a member of the American Bar Association, the State Bar of California and the Idaho State Bar, and also serves on the Board of Directors for Movies for a Cause, Inc., a local nonprofit organization. She earned her B.A. degree from Tufts University and her J.D. degree from Santa Clara University School of Law.

GREGG R. ZEGARELLI is managing shareholder of the Technology & Entrepreneurial Ventures Law Group, P.C., where he concentrates in corporate and business transactions, as well as intellectual property. His representation includes a dynamic mix of public and privately-held companies; advising on formation and growth strategies; venture capital; mergers and acquisitions; and licensing of technology and intellectual property. Mr. Zegarelli has personally negotiated significant deals with well-known companies including Coca-Cola, Disney, General Electric, Intel, Mattel, MGM, Microsoft, Sony and Xerox. He has given multiple accredited seminars on business and technology-related issues. Mr. Zegarelli has been interviewed by local and national media regarding a variety of legal issues, and his works have been cited in the Pennsylvania Consolidated Statutes and reprinted in the *MacMillan Encyclopedia* (Gale Group). He is a member of The District of Columbia Bar, and the Illinois State and Pennsylvania bar associations. Mr. Zegarelli has presided for more than 100 American Arbitration Association arbitration proceedings, and regularly practices in the federal court. He earned his B.A. degree from Duquesne University and his J.D. degree from Duquesne University School of Law. Mr. Zegarelli is qualified to sit for the C.P.A. examination in Pennsylvania.

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