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LLCS AND ESSENTIAL SKILLS FOR DRAFTING LLC AGREEMENTS

June 26 - PITTSBURGH

Tuition:

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Seminar Number
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reading and reference (see inside for detailed descriptions). Please use registration form for payment information.

FP15207 Limited Liability Company Update . . . CD and Manual \$199 Manual \$99 \$ _____

FP13347 Drafting LLP & LLC Agreements . . . CD and Manual \$199 Manual \$99 \$ _____

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LLCS AND ESSENTIAL SKILLS FOR DRAFTING LLC AGREEMENTS

Pittsburgh, Pennsylvania
June 26, 2006

Get the foundational skills you need to knowledgeably draft these agreements!

Presented by William M. Axman,
Renée Cavalovich and Gregg R. Zegarelli

Continuing Education:

• CLE - 6.0

See inside for details!



Your Satisfaction is Guaranteed! Enroll today!
1-800-930-6182 www.nbi-sems.com

Establish Solid Guidelines to Ensure Member Interests are Protected

Why You Need to Attend

In recent years, LLCs have fast become the entity of choice for many types of business ventures across the country. As an attorney, you're often called upon to assist your clients in the preparation of documents for these entities. Correctly drafting the specific details of the agreement can be the key to the venture's success. Are you prepared to help your clients by creating the instrument best suited for their purpose?

This name and bold seminar will help you craft all the necessary standard documents—and tailor them to fit each LLC's unique needs. Pave the way for a smooth drafting process by identifying the necessary information you'll need before you begin. Cover all the essential drafting elements from initial definitions all the way through winding up a dissolution. Learn insider's secrets for creating clear documents that avoid redundancy and include all the important details. Your clients' ventures deserve to start off on the right foot - make sure you have the knowledge and skills to give them the essential foundations they need.

- Create all the required forms, letters and other crucial documentation.
- Use hypothetical situations faced by a sample company to prepare for the drafting challenges you may face.
- Create solid operating agreements that provide clear guidelines for all crucial operations during the life cycle of the business.
- Address important financial considerations including allocations and distributions.
- Help your clients navigate membership transfers and dissolution smoothly by incorporating the correct language into the agreement.
- Get tips for avoiding redundancy, keeping your documents concise and covering important details.

Important Details

June 26 - 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. Pre-Registration is encouraged.

Mail: Registration form on back of this brochure

Phone: (800) 930-6182

Fax: (715) 835-1405

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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.

Tuition: \$309 for the first registrant, \$299 for each additional registrant — a savings of \$10, \$289 for new professionals — a savings of \$20!*

*A new professional is anyone with three or less years of professional work experience. Accommodations: To obtain directions and parking information please contact the hotel listed above.

FREE Reference Manual: *LLCs and Essential Skills for Drafting LLC Agreements* - 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!

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. If you wish to receive the cassette tape instead of the CD, please contact us at (800) 930-6182.

Cancellations: Register today at no risk! If your plans change later and you can't attend the program just call and let us know.

Your Satisfaction is 100% Guaranteed. We're so confident that this seminar will provide you with practical, valuable information that we back it up with an unconditional guarantee. If you're not completely satisfied, let us know and you'll receive a full refund.

Who Will Teach You

WILLIAM M. AXTMAN is a senior corporate associate of the Pittsburgh office of the law firm Kirkpatrick & Lockhart Nicholson Graham, LLP. He practices in the firm's corporate, mergers and acquisitions, and securities groups. His transactional experience includes, among other things, mergers and acquisitions, private equity and venture capital investments, and equity and debt securities offerings for both publicly and privately held companies. Mr. Axtman provides general business advice to clients on a broad range of issues, including entity formation, strategic planning, corporate governance, regulatory compliance, and securities litigation matters. He is a member of the American, Pennsylvania and Allegheny County bar associations. Mr. Axtman received his J.D. degree from Northwestern University and his B.A. degree, magna cum laude and Phi Beta Kappa, from the University of Rochester.

RENÉE CAVALOVITCH is an attorney at the law firm of Kirkpatrick & Lockhart Nicholson Graham, LLP, where she practices corporate law. Prior to attending law school, Ms. Cavalovitch was corporate compliance officer and manager of information services for a local long-term care organization. She is a member of the Allegheny County Bar Association, the American Bar Association, the Pennsylvania Bar Association, and serves on the Board of Directors of Baptist Homes of Western Pennsylvania. Ms. Cavalovitch earned a B.S. degree, summa cum laude, from Robert Morris College and a J.D. degree, magna cum laude, from the University of Pittsburgh School of Law.

GREGG R. ZEGARELLI is managing shareholder of the Zegarelli Law Group, P.C., where he concentrates in corporate and business transactions and intellectual property. His representation includes a dynamic mix of public and privately-held companies and 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, Metrol, MGM, Microsoft, Sony and Xerox. Mr. Zegarelli has given multiple accredited seminars on business and technology-related issues. 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 Statutes and reprinted in the *MacMillan Encyclopedia* (Cale Group). 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 court. He received 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.

Enroll today! 1-800-930-6182

Why National Business Institute

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Limited Liability Company Update in Pennsylvania
 Limited liability companies are the entity of choice for many transactions, ventures and estate plans due to the LLC's combination of favorable tax treatment and limited liability. Because of the ever-changing nature of this alternative form of operation, it is important for you to stay current on this evolving field. How does your knowledge stack up?
 In this definitive manual, you'll examine and highlight the tax, securities and special use issues surrounding limited liability companies. Learn how to form and operate a limited liability company from drafting the articles of organization to dissolution and liquidation. Dig into state laws pertaining to LLCs and leave with a wealth of practical information you can use immediately as you handle transactions involving LLCs.
 By: Kevin B. Adkin, David H. Eitnerweith and Richard R. Taramine. 224 Pages © June 2004
FP15207 CD & Manual - \$199 Manual - \$99

Drafting LLC and LLP Agreements in Pennsylvania
 In recent years, LLCs and LLPs have fast become the entities of choice for many types of business ventures across the country. As a lawyer, accountant or other professional, you're often called upon to assist your clients in the preparation of agreements for these entities. Correctly drafting the specific details of the agreement can be the key to the ventures' success. Are you prepared to help your clients deal with these arrangements?
 This nuts and bolts manual will help you save significant amounts of time and effort when working on these contracts. Identify essential concepts you need to know when beginning the drafting process. Understand the economic rights and obligations of the entity and discover the fiduciary and related duties your client will need to consider. Come away with answers about how to help your client set up an effective management structure and create a practical plan for transfers of member interest.
 By: Kevin B. Adkin and Mark C. Larson. 146 Pages © December 2004
FP13347 CD & Manual - \$199 Manual - \$99

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What You Will Learn

- I. INTRODUCTION TO LLCs
 9:00-12:00 (break 10:30-10:45)
 A. Choice of Entity: the LLC and Other Legal Entities
 B. Advantages and Disadvantages of the LLC (Tax and Other Issues)
 C. Legal Climate for LLCs
 D. Required Forms and Other Documentation
 E. Steps to LLC Organization/Formation
 F. Introduction to Drafting Hypothetical and Sample Company
 G. Defining Roles and Responsibilities

II. DRAFTING THE OPERATING/LLC AGREEMENT

- 1:00-3:00 (break 2:30-2:45)
- A. Definitions
 - B. Certificate of Organization
 - C. Financial Matters
 - D. Allocations and Distributions
 - E. Management
 - F. Accounts and Records
 - G. Members and Voting
 - H. Resolving Disputes
 - I. Transfer of Membership Interests
 - J. Transfer Upon Death of a Member
 - K. Dissolution and Winding Up
 - L. General Provisions

Who'll be there...
 This basic-to-intermediate level seminar will provide attorneys with practical, hands-on skills necessary to effectively draft LLC agreements.

III. CONCLUSION - PRACTICAL TIPS FOR SUCCESSFUL DRAFTING
 3:00-4:30

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

Credit Information

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

CLE - 6.0 This program has been approved by the Pennsylvania Continuing Legal Education Board for a total of 6 hours, including 6 hours of substantive law, practice and procedure CLE credit.

The 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.

For additional questions regarding continuing education credits please contact us at (866) 246-1890.