



*10th Annual*

# **COLORADO BUSINESS LAW INSTITUTE**

*Co-sponsored by the Business Law Section of the Colorado Bar Association*

**New 2-day  
Format!**

**More Variety: 20 Breakout  
Sessions to Choose From!**

**Ethics  
Credits!**

#### **PROGRAM HIGHLIGHTS:**

- Case Law and Legislative Update
- Securities Litigation Update
- LLC and Partnership Law Update
- Corporate Governance: Emerging Issues for Boards of Private and Public Companies
- Hot Issues for Creditors and Unincorporated Business Organizations
- Recent Developments in Executive Compensation
- Preventing Trade Secrets from Leaving with Departing Employees
- Ethics for In-house Counsel
- Government Investigations - Trends and Developments
- Acquiring a Distressed Business Both In and Out Bankruptcy
- And Much, Much More!

#### **WHO SHOULD ATTEND:**

- All Business Lawyers
- In-House Counsel
- Litigators
- Corporate Management
- Lawyers Who Need to Know the Most Important Emerging Issues in the World of Business Law!



**NOVEMBER 5-6, 2009**

**At The Denver Marriott City Center Hotel**

**Submitted for 14 General CLE credits, including 3 Ethics\***

*(\*You may only claim ethics credits if you attend a session that offers ethics credits)*

10<sup>th</sup> Annual  
**COLORADO BUSINESS LAW INSTITUTE**

*Co-sponsored by the Business Law Section of the Colorado Bar Association*

**T**he Colorado Business Law Institute, Colorado's premier CLE experience for business law attorneys, is better than ever as it returns for its 10th consecutive year!

If your practice includes business law transactional or litigation matters, you owe it to yourself to attend the Institute. The Institute's experienced faculty will provide you with practical information you can put to use right away in your practice!

As always, you will receive updates in a wide variety of business law areas, including case law, new legislation, securities law, LLC and partnership law, and franchise law.

In addition, this year's Institute will get you up to speed on how the recession is affecting the practice of business law in Colorado. How are commercial transactions changing in response to the economic downturn? Are there key

bankruptcy and insolvency issues you need to know? What are the current trends, issues, and players in the world of commercial litigation? How is corporate governance changing because of the recession? What about employment law issues in a down economy? Attend the 2009 Colorado Business Law Institute and learn the answers to these and many other important questions!

The Institute's faculty includes distinguished practitioners, law professors, and government officials drawn from a wide variety of business law areas. The faculty includes both outside and in-house counsel.

Generous amounts of ethics credit, a new 2-day format, more breakout session choices, and a convenient new location in Denver make this an Institute you can't afford to miss... **REGISTER TODAY!**

**INSTITUTE FACULTY:**

**FACULTY:**

**Honorable Bernie Buescher**

Colorado Secretary of State  
Denver, CO

**Donald D. Allen, Esq.**

Markus Williams Young &  
Zimmermann, LLC  
Denver, CO

**Duncan E. Barber, Esq.**

Biegging Shapiro &  
Burrus, LLP  
Denver, CO

**Bill C. Berger, Esq.**

Stettner Miller, PC  
Denver, CO

**Susan Bernhardt, Esq.**

Sherman & Howard, LLC  
Denver, CO

**Scott R. Bialecki, Esq.**

Holme Roberts & Owen, LLP  
Denver, CO

**Jeffrey A. Brimer, Esq.**

Faegre & Benson, LLP  
Denver, CO

**Charles B. (Charlie)**

**Bruce, Jr., Esq.**

Holme Roberts & Owen, LLP  
Denver, CO

**J. William (Bill) Callison, Esq.**

Faegre & Benson, LLP  
Denver, CO

**Nancy L. Cohen, Esq.**

Deputy Regulation Counsel  
Colorado Supreme Court  
Denver, CO

**Ann E. Conaway**

Professor of Law  
Widener University School of Law  
Wilmington, DE

**Randi Grassgreen, Esq.**

Crestone Capital  
Advisors, LLC  
Boulder, CO

**Paul Hilton, Esq.**

Hogan & Hartson, LLP  
Denver, CO

**Eric E. Johnson, Esq.**

Holme Roberts & Owen, LLP  
Denver, CO

**Robert R. Keatinge, Esq.**

Holland & Hart, LLP  
Denver, CO

**Peter G. Koclanes, Esq.**

Sherman & Howard, LLC  
Denver, CO

**Cathy S. Krendl, Esq.**

Krendl Krendl Sachnoff & Way, PC  
Denver, CO

**William J. (Bill) Leone, Esq.**

Faegre & Benson, LLP  
Denver, CO

**Herrick K. Lidstone, Jr., Esq.**

Burns Figa & Will, PC  
Greenwood Village, CO

**Mark J. Loewenstein**

Professor of Law  
University of Colorado Law  
School  
Boulder, CO

**Charles F. Luce, Jr., Esq.**

Moye White, LLP  
Denver, CO

**Michael MacPhail, Esq.**

Holme Roberts & Owen, LLP  
Denver, CO

**Rex O'Neal, Esq.**

Faegre & Benson, LLP  
Boulder, CO

**Michael A. Sabian, Esq.**

Polsinelli Shughart, PC  
Denver, CO

**Jill B. Sisson, Esq.**

Einstein Noah Restaurant  
Group, Inc.  
Lakewood, CO

**Allen Sparkman, Esq.**

Sparkman Shaffer Perlick, LLP  
Boulder/Denver, CO

**Sarah Steinbeck, Esq.**

Senior Legislative and Legal  
Analyst  
Business Division  
Colorado Department of State  
Denver, CO

**John M. (Jack) Tanner, Esq.**

Fairfield & Woods, PC  
Denver, CO

**S. Lee Terry, Jr., Esq.**

Davis Graham & Stubbs, LLP  
Denver, CO

**Keith Whitelaw, Esq.**

Director, Business Division  
Colorado Department of State  
Denver, CO

**Jennifer Wisniewski, Esq.**

TAB Boards International, Inc.  
Westminster, CO

**Mark L. Yaskanin, Esq.**

Holme Roberts & Owen, LLP  
Denver, CO

**PROGRAM CO-CHAIRS:**

**Carolyn J. Hariton, Esq.**

Centennial, CO

**Deanna L. Westfall, Esq.**

Castle Meinhold &  
Stawiariski, LLC  
Denver, CO

# INSTITUTE AGENDA • DAY 1 • THURSDAY, NOVEMBER 5, 2009

8:00 - 9:00 am	<b>Registration</b>
9:00 - 9:05 am	<b>Welcome and Introduction</b> <i>Extended by Carolyn J. Hariton, Esq. and Deanna L. Westfall, Esq., Program Co-chairs</i>
9:05 - 9:55 am	<b>Case Law and Legislative Update</b> <i>Presented by Professor Mark J. Loewenstein</i>
10:00 - 10:30 am	<b>Secretary of State Update</b> <i>Presented by the Honorable Bernie Buescher, Colorado Secretary of State</i>
10:30 - 10:45 am	<b>Break (15 minutes)</b>
10:45 am - 12:00 pm	<b>Corporate Governance Update: Governance in Tough Times and Emerging Issues for Boards of Private and Public Companies</b> <i>Presented by Cathy S. Krendl, Esq. and Jill B. Sisson, Esq.</i>
12:00 - 1:10 pm	<b>Lunch* at the Hotel</b> (*You MUST indicate if you plan to attend or lunch will NOT be ordered for you.) <b>Luncheon Presentation (12:10 - 1:00 pm): Ethics Issues for Business Law Attorneys During Tough Times</b> <ul style="list-style-type: none"> <li>• Alternative Fee Arrangements</li> <li>• Collecting Fees</li> <li>• Taking an Interest in the Client</li> </ul> <i>Presented by Susan Bernhardt, Esq. and Nancy L. Cohen, Esq.</i>

**1 Ethics Credit!**

## BREAKOUT SESSIONS BEGIN *(Note: please make your selections on the registration page)*

	TRACK 1	TRACK 2
1:10 - 2:00 pm	<b>SESSION A: Creditors and Unincorporated Business Organizations</b> <ul style="list-style-type: none"> <li>• Veil Piercing</li> <li>• Reverse Piercing</li> <li>• Fiduciary Claims</li> <li>• UCC and Foreclosure</li> <li>• Charging Orders - Rights as Assignee Only</li> </ul> <i>Presented by J. William (Bill) Callison, Esq.</i>	<b>SESSION A: Hot Intellectual Property Issues for the Business Law Attorney</b> <i>Presented by Charles F. Luce, Jr., Esq.</i>
2:05 - 2:55 pm	<b>SESSION B: Executive Compensation on the Hot Seat: Recent Developments Concerning Executives and Compensation Committees</b> <i>Presented by Paul Hilton, Esq.</i>	<b>SESSION B: Evaluating Intellectual Property in Transactions Involving Alternative Energy Industry Companies</b> <i>Presented by Scott R. Bialecki, Esq., Charles B. (Charlie) Bruce, Jr., Esq. and Mark L. Yaskanin, Esq.</i>
2:55 - 3:10 pm	<b>Break (15 minutes)</b>	<b>Break (15 minutes)</b>
3:10 - 4:00 pm	<b>SESSION C: Securities Litigation Update</b> <i>Presented by Michael MacPhail, Esq.</i>	<b>SESSION C: Changes in the Practice of Corporate Law in Light of the Recession - for both In-house and Outside Counsel</b> <ul style="list-style-type: none"> <li>• Automation of Document Drafting</li> <li>• Venture Capital Firm Funding of Contingent Litigation</li> <li>• And More!</li> </ul> <i>Presented by Michael A. Sabian, Esq. and In-house Counsel Guest Speaker</i>
4:05 - 4:55 pm	<b>SESSION D: Ethics for In-house Counsel</b> <i>Presented by Jack Tanner, Esq.</i>	<b>SESSION D: Employment Law: Preventing Trade Secrets from Leaving with Departing Employees and Retaining Key Employees Without Breaking the Bank</b> <i>Presented by Bill C. Berger, Esq.</i>
5:00 - 6:00 pm	<b>Reception at the Hotel</b> - Enjoy Light Appetizers, Complimentary Beer and Wine, and the Opportunity to Network with Your Colleagues!	
6:00 pm	<b>Adjourn Day 1</b>	

**1 Ethics Credit!**

# INSTITUTE AGENDA • DAY 2 • FRIDAY, NOVEMBER 6, 2009

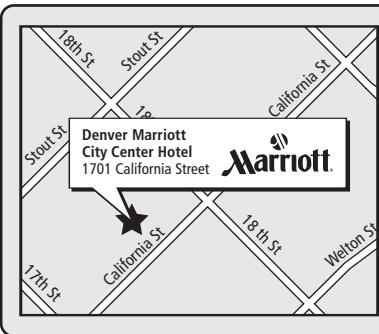
8:00 - 9:00 am	Registration	
<b>BREAKOUT SESSIONS BEGIN</b> (Note: please make your selections on the registration page)		
	<b>TRACK 1</b>	<b>TRACK 2</b>
9:00 - 9:55 am	<b>SESSION A: The Recession's Effect on Real Estate Development: Bankruptcy and Workout Issues You Need to Know</b> <i>Presented by Donald D. Allen, Esq.</i>	<b>SESSION A: Litigation Issues for the Business Law Attorney</b> <i>Presented by Peter G. Koclanes, Esq.</i>
10:00 - 10:50 am	<b>SESSION B: Hot Tax Issues for the Business Law Attorney</b> <i>Presented by Randi Grassgreen, Esq.</i>	<b>SESSION B: LLC and Partnership Law Update</b> <i>Presented by Robert R. Keatinge, Esq. and Professor Ann E. Conaway</i>
10:50 - 11:05 am	Break (15 minutes)	
11:05 - 11:55 am	<b>SESSION C: Challenges, Ethical and Otherwise, that Transactional Lawyers Face from the Push to Reveal Beneficial Ownership</b> <i>Presented by Allen Sparkman, Esq. and Robert R. Keatinge, Esq.</i>	<b>SESSION C: M&amp;A, Private Placements, Business Incubators and Raising Capital for Small to Medium Size Businesses During Tough Times</b> <i>Presented by S. Lee Terry, Jr., Esq.</i>
11:55 am - 1:15 pm	Lunch (On Your Own)	
1:15 - 2:05 pm	<b>SESSION D: Secretary of State Update II: Filing Changes and More</b> <i>Presented by Sarah Steinbeck, Esq. and Keith Whitelaw, Esq.</i>	<b>SESSION D: Acquiring a Distressed Business Both In and Out of Bankruptcy</b> <ul style="list-style-type: none"> <li>• Legal Risks: Fraudulent Transfers and Fiduciary Duties</li> <li>• Section 363 Sales in Bankruptcy</li> <li>• "Loan to Own" Scenarios In and Out of Bankruptcy</li> <li>• Receivership Strategies</li> <li>• Real and Personal Property Foreclosures</li> </ul> <i>Presented by Duncan E. Barber, Esq. and Eric E. Johnson, Esq.</i>
2:10 - 3:00 pm	<b>SESSION E: Anatomy of an Opinion Letter</b> <i>Presented by Herrick K. Lidstone, Jr., Esq.</i>	<b>SESSION E: Franchise Law Update</b> <i>Presented by Jennifer Wisniewski, Esq. and Jeffrey A. Brimer, Esq.</i>
3:00 - 3:15 pm	Break (15 minutes)	
3:15 - 4:05 am	<b>SESSION F: Corporate Compliance: What's New in Government Investigations</b> <i>Presented by William J. (Bill) Leone, Esq.</i>	<b>SESSION F: The Law of "Green" and Other Government Incentives</b> <i>Presented by Rex O'Neal, Esq.</i>
4:05 pm	Adjourn Day 2	

1 Ethics Credit!

**CLE CREDITS:**

***The 10th Annual Colorado Business Law Institute is Submitted for 14 General CLE credits, including 3 Ethics\****

*(\*You may only claim ethics credits if you attend a session that offers ethics credits)*



**INSTITUTE HEADQUARTERS:**

**Denver Marriott City Center Hotel**  
 1701 California Street  
 Denver, CO 80202

# COLORADO BUSINESS LAW INSTITUTE

## LIVE SEMINAR OPTIONS

### TUITION ENCLOSED

Before Oct. 23    After Oct. 23

- Non-member: .....  \$425 .....  \$475
- CBA Member: .....  \$369 .....  \$409
- CBA Business Law Section Member: .....  \$349 .....  \$389
- New Lawyer (in practice 2 years or less): ....  \$299 .....  \$359

### THURSDAY RECEPTION:

- YES, I will be attending                       NO, I will not be attending

### THURSDAY LUNCHEON:

- YES, I will be attending the THURSDAY Luncheon  
I require a:  Vegetarian selection     Gluten-free selection

### THURSDAY BREAKOUT SESSIONS: *Indicate breakout choices (1 for each time slot)*

TRACK 1                      TRACK 2

- 1:10 - 2:00 pm .....  Session A .....  Session A
- 2:05 - 2:55 pm .....  Session B .....  Session B
- 3:10 - 4:00 pm .....  Session C .....  Session C
- 4:05 - 4:55 pm .....  Session D .....  Session D

### FRIDAY BREAKOUT SESSIONS: *Indicate breakout choices (1 for each time slot)*

TRACK 1                      TRACK 2

- 9:00 - 9:55 am .....  Session A .....  Session A
- 10:00 - 10:50 am .....  Session B .....  Session B
- 11:05 - 11:55 am .....  Session C .....  Session C
- 1:15 - 2:05 pm .....  Session D .....  Session D
- 2:10 - 3:00 pm .....  Session E .....  Session E
- 3:15 - 4:05 pm .....  Session F .....  Session F

### COURSE MATERIALS - CHOOSE YOUR FORMAT:

PLEASE NOTE: CBA-CLE is going GREEN! This year's course materials will be provided on CD-ROM as a PDF for all attendees.

**IF YOU DO NOT SELECT A FORMAT, THE DEFAULT FORMAT WILL BE CD-ROM.**

You may request both the paper materials and the CD-Rom for an additional \$25.

- I want the CD-ROM
- I want the CLE Book
- I want BOTH the CLE Book and the CD-Rom  
(Add \$25 to your registration fee) .....\$25

LIVE SEMINAR TOTAL \$ \_\_\_\_\_

## HOMESTUDY ORDER FORM

*Course manual is included in registration fee. To receive full CLE credit, you must purchase both the course materials AND the recorded seminar (CD format).*

### COURSE MATERIALS ONLY:

- CBA Member: \$159                       Non-Member: \$199


### COURSE MATERIALS AND RECORDED SEMINAR (CD):

- CBA Member: \$459                       Non-Member: \$499

Price \$ \_\_\_\_\_  
Shipping & Handling \$ 10.00  
Subtotal \$ \_\_\_\_\_  
Applicable Sales Tax \$ \_\_\_\_\_  
(7.72% Denver, 4.1% RTD and 2.9% rest of Colo.)

HOMESTUDY TOTAL \$ \_\_\_\_\_

**1**  **Register by PHONE...** *when using VISA or MasterCard.*  
In Denver: (303) 860-0608  
Toll-Free: (888) 860-2531

**2**  **Or FAX form to...** *when using VISA or MasterCard.*  
FAX to: (303) 860-0624

**3**  **Or MAIL form to...**  
CLE in Colorado  
1900 Grant St, Suite 300  
Denver, CO 80203-4303

**4**  **Or register ONLINE...** *when using VISA or MasterCard.*  
@ [www.cobar.org/cle](http://www.cobar.org/cle)

Name(s) \_\_\_\_\_

Attorney Reg. No. \_\_\_\_\_

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

E-Mail Address \_\_\_\_\_

Street Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone (        ) \_\_\_\_\_

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Credit Card # \_\_\_\_\_

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*Required for credit card orders*

*ALL REGISTRATIONS MUST INCLUDE A CHECK OR CHARGE CARD INFORMATION.*

**CANCELLATIONS:** If you are unable to attend, please notify CBA-CLE by October 23, 2009 and we will gladly refund your tuition in full. Automatic transfers to the audio home study are NOT available for this program. Cancellations after October 23, 2009 will be refunded less a \$100 cancellation fee.

**CLE Use Only:**    Source Code: BL091809L

Check #: \_\_\_\_\_ Approval #: \_\_\_\_\_



**Colorado Bar Association CLE**

In Colorado, Inc.

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