



## 2016 Business Law Institute

**LIVE**

Thursday, February 18, 2016

**CLE CREDIT: 3.75 Hours**

## 2016 Business Law and International Law & Practice Sections Joint Annual Meeting

**LIVE**

Friday, February 19, 2016

**CLE CREDIT: 7.5 Hours**

Includes 1.0 Hour Ethics/ Professional Responsibility and 1.0 Hour Substance Abuse/Mental Health



## Best of the Best 2016: Best of Business Law

**OPTIONAL VIDEO REPLAY**

Thursday, February 18, 2016

**CLE CREDIT: 3.0 Hours**

Includes 1.0 Hour Ethics/ Professional Responsibility

**Planned by the NCBA Business Law and International Law & Practice Sections**

## Program Summary and Highlights

Join top business lawyers and international law practitioners at this annual event at Pinehurst Resort. **With 16 sessions, including four breakout sessions and an update from the NC Secretary of State, there is something for everyone.** Topics on the agenda include:

- **Practice-oriented programs**
  - Recruitment and expansion incentives for businesses
  - Guide to international transactions
  - ABA's 2015 Private Target M&A Deal Points Study
  - Real estate and environmental considerations in M&A deals
  - Protecting client intellectual property
  - Closely held businesses—asset protection strategies and dispute resolution solutions
- **Updates** on business law, tax law, international trade sanctions, crowdfunding and data security breaches
- **February favorites**—programs on ethics in a digital world and attorney wellness

The North Carolina Bar Association Foundation is accredited by the North Carolina State Bar as a provider of continuing legal education.

**NORTH CAROLINA  
FOUNDATION  
BAR ASSOCIATION**



## Best of the Best 2016: Best of Business Law (Optional Video Replay) Thursday, February 18, 2016, 8:00–11:30a

(3.0 Hours includes 1.0 Hour Ethics/Professional Responsibility)

- 8:00a **Registration and Continental Breakfast**
- 8:30 **Raising the Bar for Email Security: Confidentiality and Privacy Standards that Lawyers Should Follow**  
(from The Art of the e-Deal: Harnessing Technology in the Modern Real Estate Law Practice (2015 Real Property Hot Topics), February 2015)
- 9:30 **View from the Business Court Bench**  
(from Litigating Complex Business Disputes in the Business Court and Beyond (2015 Antitrust & Complex Business Disputes Section Annual Meeting), February 2015)
- 10:30 **Ten Ways to Make You Better at What You Do\***  
(from NCBA 2015 Annual Review, October 2015)
- 11:30 **Adjourn**

## 2016 Business Law Institute

### Thursday, February 18, 2016, 12:30–5:00p

(3.75 Hours)

- 12:30p **Registration**
- 12:55 **Welcome and Introductions**
- 1:00 **Real Estate and Environmental Considerations in M&A Transactions** |  
**David A. Franchina and Michael J. Ovsievsky**  
This program provides a primer on real estate and environmental matters that routinely arise in M&A transactions, with a focus on regulatory frameworks that impact decision making, tips when dealing with representations and warranties (and supporting indemnities) and how practitioners typically document the manner in which issues are addressed.
- 1:45 **IP Issue Spotting for the Business Attorney: A Panel Discussion on Identifying, Protecting and Managing Your Client's Intellectual Property** |  
**Moderator: Kathleen M. Lynch** | **Panelists: Darrell A. Fruth and Jayne C. Hunter**  
This panel discussion focuses on differentiating the various types of intellectual property (IP), the advantages and limitations of different IP protections, and the ways in which an organization can leverage its IP assets to the best extent possible.
- 2:30 **Don't Leave Money on the Table: Recruitment and Expansion Incentives for Businesses** | **Ernest C. Pearson**  
An overview of North Carolina state and local incentives available to support companies' new facility site selection and expansion projects. Practical advice is offered to help assure that your clients are aware of significant financial assistance which may be available, and how to take advantage of these programs.
- 3:15 **Break** | Sponsored by Davis Forensic Group LLC
- 3:30 **Asset Protection for Owners of Closely-Held Businesses** | **David T. Lewis**  
In some cases, the "how" can be as important as the "what" for the owner of a closely-held business. Explore the options of how to structure your clients' ownership interest to limit exposure to intended and unintended creditors.

4:15 **Tax Law Update** | Ryan W. Coffield  
This presentation provides attendees with key, recent and upcoming developments in federal and state tax law relevant to their business practices. Attendees can expect to learn about important cases and legislative initiatives directly applicable to their clients.

5:00 **Adjourn/Networking Reception**

## 2016 Business Law and International Law & Practice Sections Joint Annual Meeting

**Friday, February 19, 2016, 7:30a–5:05p**

(7.5 Hours, includes 1.0 Hour Ethics/Professional Responsibility and  
1.0 Hour Substance Abuse/Mental Health)

7:30a **Registration and Continental Breakfast**

8:10 **Welcome and Introductions**

8:15 **Annual Business Law Update** | Thomas P. Molony

The Business Law Section's annual update on the most recent North Carolina legal developments affecting business law practitioners.

9:00 **Lessons Learned from Famous Security Breaches** | Theodore F. "Ted"  
Claypoole and Lisa M. Sheppard

We have all heard about data losses at Sony, Target, Home Depot, government offices and many others. This panel demonstrates how your business can improve its security by studying the mistakes and successes of these famous cases.

9:45 **Break** | Sponsored by Niki's Int'l Ltd.

9:55 **Emerging Ethics: Regulating the 2.0 Frontier\*** | Warren T. Savage and Camille Stell

New technology and digital communication are pushing the limits of the Rules of Professional Conduct. Can we apply the rules designed for old school law practice to the internet, email, blogging and social media? This presentation provides an update on social media ethics opinions, discusses how ethics opinions are issued from the North Carolina State Bar and reviews new and pending North Carolina State Bar ethics opinions.

10:55 **2015 ABA Private Target M&A Deal Points Study** | Claudia K. Simon

The M&A Market Trends Subcommittee of the ABA has recently completed its work on the 2015 Private Target Mergers & Acquisitions Deal Points Study. A member of the Subcommittee provides insight into emerging trends in recent acquisition activity for private businesses and facilitates an interactive discussion regarding certain heavily negotiated deal terms.

11:55 **Networking Lunch and Annual Meetings**

**Business Law Section** | Anna S. Mills, The Van Winkle Law Firm, Charlotte,  
2015-2016 Section Chair, Presiding

**International Law & Practice Section** | Mark T. Thomas, Williams Mullen,  
Raleigh, 2015-2016 Section Chair, Presiding

12:55p **North Carolina Secretary of State Update: Doing More Than Ever For Our  
State's Economy** | Elaine F. Marshall

North Carolina Secretary of State Elaine Marshall provides an update on developments at the North Carolina Department of the Secretary of State, speaks to "hot" topics and answers audience questions about the Department and its work.

1:40 **Adventures in a Foreign Field: A Guide to International Transactions** |  
Robert C. Dewar

This presentation focuses on several common issues encountered by counsel in connection with foreign corporate transactions. The discussion covers items related to structuring and negotiating international transactions, documentation issues and the enlistment of local expertise. The presenter suggests approaches for counsel to successfully negotiate such transactions and reviews laws that regularly need to be addressed in these circumstances.

2:25 **Transition Break**

## Breakout Session—Please choose one to attend.

2:30 **Intellectual Property in a Global Business** | John M. Conley

Business is global, which means that intellectual property—including its development, protection, licensing and use—is too. This session introduces common cross-border intellectual property considerations and pitfalls that businesses face.

OR

**Anticipating Closely-Held Entity Owner Disputes: A Discussion from a Drafter's and Litigator's Perspective** | Jeremy M. Falcone and Jonathan L. Jenkins

Closely-held entities are ripe for internal disputes that are difficult to solve when they arise. This presentation identifies common problems that occur in closely-held entities and provides practical solutions in governing documents that can prevent or mitigate such problems.

## Breakout Session—Please choose one to attend.

3:15 **Recent Developments in U.S. Sanctions** | Les P. Carnegie

Iran, Cuba, Syria, Cyber Attacks. The past 18 months have seen considerable change in the geopolitical—and hence sanctions—landscape. Against this backdrop, this session provides an update on current U.S. sanctions and, most importantly, the business impact of the state of play, whether challenge or opportunity.

OR

**Busting the Myths of Equity Crowdfunding** | Benji T. Jones

“Crowdfunding” may be the latest hot topic in the world of alternative finance, but is it for real? Ms. Jones leads a discussion debunking the top myths and rumors surrounding equity crowdfunding and highlights the latest regulatory developments on the local and national level.

4:00 **Transition Break**

4:05 **Attorney Wellness: Achieving Health Physically and Professionally<sup>†</sup>** | Sarah E. Nagae

This session helps attorneys understand why they are vulnerable to certain physical and mental health issues, identify their own health behaviors that may be contributing to less-than-optimal job performance, pinpoint skills they need to learn or adjustments they need to make to change these behaviors, develop realistic wellness goals and formulate a plan for achieving these goals.

5:05 **Adjourn**

\*Indicates portion providing Ethics/ Responsibility credit

†Indicates portion providing Substance Abuse/Mental Health credit



Program materials are  
**100% DIGITAL**

### Step-By-Step Download Instructions

1. Go to [www.ncbar.org/CLE](http://www.ncbar.org/CLE).
2. Click on “Your Course Materials.” (on right-side navigation)
3. Log in. (For assistance, call 800.228.3402.)
4. Click on the CLE program title.
5. Download and save.

## Hotel Information

Contact hotel directly for reservations at the special NCBA room rate. Rates are based on availability and may sell out.

### Pinehurst Resort, 80 Carolina Vista Drive, Pinehurst

**Rate:** Modified American Plan (MAP) | \$228 single occupancy; \$165 double occupancy. The MAP rate is per person, per night and includes lodging, breakfast and dinner.

**Reservations:** 855.235.8507

**Group Code:** 43664

**Cutoff Date:** January 18, 2016

Please enjoy the **COMPLIMENTARY VALET PARKING** available during your stay.



## PROGRAM REGISTRATION: PLEASE COMPLETE BOTH SIDES

### FOUR WAYS TO REGISTER

ONLINE\* [www.ncbar.org/CLE](http://www.ncbar.org/CLE) | PHONE\* 800.228.3402 | FAX\* 919.677.1774

MAIL\*\* | Attn: Accounting, NCBA Foundation, P.O. Box 3688, Cary NC 27519

\*Credit cards only. \*\*Please make checks payable to the NCBA Foundation.

## Best of the Best 2016: Best of Business Law

#487PIN | February 18, 2016 | 8:00–11:30a

TUITION | OPTIONAL VIDEO REPLAY (VR) | Select tuition rate below.

REGISTRANT TYPE	EARLY BIRD TUITION Received one week prior to live program date.	REGULAR TUITION Received less than one week prior to live program date.
NCBA Member	<input type="checkbox"/> \$130 (VR)	<input type="checkbox"/> \$170 (VR)
NCBA Paralegal Division Member	<input type="checkbox"/> \$90 (VR)	<input type="checkbox"/> \$130 (VR)
Non-member	<input type="checkbox"/> \$170 (VR)	<input type="checkbox"/> \$210 (VR)
Full-time LANC Attorney (NCBA member)	These categories do not qualify for Early Bird tuition.	<input type="checkbox"/> \$90 (VR)
CLE Passport Holder		<input type="checkbox"/> 3 Tokens (VR)
<b>SELECT ONE</b> <input type="checkbox"/> Judge (NCBA Member) <input type="checkbox"/> Clerk of Court (NCBA Member) <input type="checkbox"/> Law Professor (NCBA Member) <input type="checkbox"/> Law Student Division Member <input type="checkbox"/> Paralegal Student Member	These categories do not qualify for Early Bird tuition or include any MCLE fees.	<input type="checkbox"/> \$25 (VR)

## 2016 Business Law Institute

#478BLI | February 18, 2016 | 12:30–5:00p

TUITION | LIVE | Select tuition rate below.

REGISTRANT TYPE	EARLY BIRD TUITION Received one week prior to live program date.	REGULAR TUITION Received less than one week prior to live program date.
NCBA Business Law Section Member	<input type="checkbox"/> \$165 (Live)	<input type="checkbox"/> \$215 (Live)
NCBA Member	<input type="checkbox"/> \$185 (Live)	<input type="checkbox"/> \$235 (Live)
NCBA Paralegal Division Member	<input type="checkbox"/> \$125 (Live)	<input type="checkbox"/> \$175 (Live)
Non-member	<input type="checkbox"/> \$235 (Live)	<input type="checkbox"/> \$285 (Live)
Full-time LANC Attorney (NCBA member)	These categories do not qualify for Early Bird tuition.	<input type="checkbox"/> \$125 (Live)
1st Year Licensed in NC (NCBA Member)		<input type="checkbox"/> \$99 (Live)
CLE Passport Holder		<input type="checkbox"/> 3 Tokens (Live)
<b>SELECT ONE</b> <input type="checkbox"/> Judge (NCBA Member) <input type="checkbox"/> Clerk of Court (NCBA Member) <input type="checkbox"/> Law Professor (NCBA Member) <input type="checkbox"/> Law Student Division Member <input type="checkbox"/> Paralegal Student Member	These categories do not qualify for Early Bird tuition or include any MCLE fees.	<input type="checkbox"/> \$25 (Live)

# 2016 Business Law and International Law & Practice Sections Joint Annual Meeting

#479BLM | February 19, 2016 | 7:30a–5:05p

**TUITION | LIVE** | Select format and tuition rate below.

REGISTRANT TYPE	EARLY BIRD TUITION Received one week prior to live program date.	REGULAR TUITION Received less than one week prior to live program date.
NCBA Business Law or International Law & Practice Section Member	<input type="checkbox"/> \$350 (Live)	<input type="checkbox"/> \$420 (Live)
NCBA Member	<input type="checkbox"/> \$370 (Live)	<input type="checkbox"/> \$440 (Live)
NCBA Paralegal Division Member	<input type="checkbox"/> \$230 (Live)	<input type="checkbox"/> \$300 (Live)
Non-member	<input type="checkbox"/> \$440 (Live)	<input type="checkbox"/> \$510 (Live)
Full-time LANC Attorney (NCBA member)	These categories do not qualify for Early Bird tuition.	<input type="checkbox"/> \$230 (Live)
CLE Passport Holder		<input type="checkbox"/> 7 Tokens (Live)
<b>SELECT ONE</b> <input type="checkbox"/> Judge (NCBA Member) <input type="checkbox"/> Clerk of Court (NCBA Member) <input type="checkbox"/> Law Professor (NCBA Member) <input type="checkbox"/> Law Student Division Member <input type="checkbox"/> Paralegal Student Member	These categories do not qualify for Early Bird tuition or include any MCLE fees.	<input type="checkbox"/> \$25 (Live)

## REGISTRANT INFORMATION | Please fill in the blanks.

Print Full Name: \_\_\_\_\_

Firm/Organization Name: \_\_\_\_\_

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

City, State and ZIP: \_\_\_\_\_

Daytime Phone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

NC State Bar No. (Required for MCLE Credit): \_\_\_\_\_

## PAYMENT | Registration is processed only after payment is received. Please print clearly.

Enclosed payment is the registration fee for the following program(s):

- Best of Business Law—Optional Video Replay (#487PIN)
- 2016 Business Law Institute (#478BLI)
- 2016 Business Law and International Law & Practice Sections Joint Annual Meeting (#479BLM)
- Enclosed is a check, payable to the NCBA Foundation.     Please charge my credit card.

Card Number: \_\_\_\_\_ Expiration Date: \_\_\_\_\_

Total Amount: \_\_\_\_\_ Signature: \_\_\_\_\_

**FINE PRINT • REGISTRATION** Registrations are limited by space, and may include a live video broadcast overflow room. **TRANSFERS** Registrants may transfer from a Live program, Video Replay, Webcast, Webinar or Phone/Audio Streaming Program without penalty within three business days after the program date. **CANCELLATIONS** Cancellations must be received by 9:00 a.m. the third business day prior to the program to qualify for a refund (less \$75 administrative fee). Those not attending will receive the digital program materials in full consideration of tuition paid. **MCLE CREDIT** The North Carolina Bar Association Foundation is an accredited CLE sponsor under the MCLE Regulations promulgated by the NC State Bar Board of Continuing Legal Education. This program is approved (but not sponsored) by the Board for the designated number of CLE hours. Each attorney must maintain a record of his/her attendance for the NC State Bar annual report. MCLE credit is reported by NCBA Foundation only if a NC State Bar number is provided. Your CLE tuition includes mandatory State Bar fees used to support the State Bar’s Mandatory Continuing Legal Education program, the Chief Justice’s Commission on Professionalism and the Chief Justice’s Equal Access to Justice Commission. Your tuition also includes digital access to all program materials. **DIGITAL PROGRAM MATERIALS** You will receive a notification email when digital materials are available to download. To retrieve digital materials, log in and select “My Course Materials” on the CLE website. All of the materials for this program will be available for download in advance of the program. A limited number of printed books will be available for purchase at the Live program. **VIDEO REPLAYS** To qualify for the Early Bird tuition, registration must be received one week prior to program date. NC State Bar rules require a minimum number of pre-registered active State Bar members. The NCBA Foundation reserves the right to cancel any video program prior to the program date if registrations do not meet the NC State Bar requirement. Some sites require additional registration or evaluation forms. . CLE credit hours at Video Replays are subject to change. Video replay program attendees may purchase the printed manuscript at cost. Due to printing and shipping lead times we are unable to accommodate requests for print materials made fewer than seven (7) days prior to any video replay program. **INCLEMENT WEATHER** We make every effort to notify registrants when a program is canceled or delayed due to weather. If inclement weather is forecast, please check your local news listings or contact event venue. NCBA programs will follow the work schedule of the hosting institutions, to include delayed openings. **CLE SCHOLARSHIPS** A limited number of scholarships are available to members in financial need. Contact Membership Services at 1.800.662.7407 or email [akemple@ncbar.org](mailto:akemple@ncbar.org). **EVENT SPONSOR AND EXHIBITOR OPPORTUNITIES** Interested in meeting the attendees of this program? Become an exhibitor or sponsor! Contact Jennifer Shapiro at [jshapiro@ncbar.org](mailto:jshapiro@ncbar.org) for detailed information about these opportunities and their benefits. **FOR MORE INFORMATION, VISIT [WWW.NCBAR.ORG/CLE](http://WWW.NCBAR.ORG/CLE).**



## 2016 Business Law Institute

### Planners

- Abbie G. Baynes, Abbie G. Baynes PLLC, Charlotte
- David P. Broughton, Womble Carlyle Sandridge & Rice LLP, Winston-Salem

### Planning Committee

- Phil Carlton, Pinetops
- Kathy Lynch, Kathleen Lynch PLLC, Cary
- April Kight, Schell Bray PLLC, Greensboro
- David A. Shuford, Robinson Bradshaw & Hinson, PA, Charlotte

### Speakers

- Ryan W. Coffield, The Van Winkle Law Firm, Asheville
- David A. Franchina, K&L Gates LLP, Charlotte
- Darrell A. Fruth, Brooks Pierce McLendon Humprey & Leonard LLP, Raleigh
- Jayne C. Hunter, Hunter Law Firm PLLC, Charlotte
- David T. Lewis, Johnston Allison & Hord PA, Charlotte
- Michael J. Ovsievsky, Morningstar Law Group, Morrisville
- Ernest C. Pearson, Nexsen Pruet, Raleigh

### Silver Sponsor

Davis Forensic Group LLC

## 2016 Business Law and International Law & Practice Sections Joint Annual Meeting

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- Abbie G. Baynes, Abbie G. Baynes PLLC, Charlotte
- David P. Broughton, Womble Carlyle Sandridge & Rice LLP, Winston-Salem
- David A. Shuford, Robinson Bradshaw & Hinson PA, Charlotte

### Planning Committee

- Phil Carlton, Pinetops
- Kathy Lynch, Kathleen Lynch PLLC, Cary
- April Kight, Schell Bray PLLC, Greensboro

### Speakers

- Les P. Carnegie, Latham & Watkins LLP, Washington, DC
- John M. Conley, University of North Carolina School of Law, Chapel Hill
- Theodore F. "Ted" Claypoole, Womble Carlyle Sandridge & Rice LLP, Charlotte
- Robert C. Dewar, Williams Mullen, Richmond, VA
- Jeremy M. Falcone, Ellis & Winters LLP, Raleigh
- Johathan L. Jenkins, Schell Bray PLLC, Greensboro
- Benji T. Jones, Smith Anderson Blount Dorsett Mitchell & Jernigan LLP, Raleigh
- Elaine F. Marshall, North Carolina Secretary of State, Raleigh
- Thomas P. Molony, Elon School of Law, Greensboro
- Sarah E. Nagae, Triangle Trademarks, Raleigh
- Warren T. Savage, Lawyers Mutual Liability Insurance Company of NC, Cary
- Lisa M. Sheppard, Bank of America, Charlotte
- Claudia K. Simon, Paul Hastings LLP, Los Angeles, CA
- Camille Stell, Lawyers Mutual Liability Insurance Company of NC, Cary

### Silver Sponsor

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Business Law and International Law & Practice

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### IN OUR BOOKSTORE:

#### ***North Carolina General Practitioner's Guide to Business Law***

This is a must-have for every general practitioner who wants to gain a basic knowledge of business law. Whether you are brushing up on the foundational elements for an upcoming case or planning to expand your existing general practice, the updated legislation and fillable forms contained within this invaluable resource can help. Topics include: North Carolina landlord-tenant overview, like-kind/1031 exchanges, collections, bankruptcy, labor and employment law, wrongful discharge, and more!

#### **Managing Editor:**

Jason B. Sparrow, Sparrow Wolf & Dennis

#### **Assistant Editor:**

W. Kirk Sanders, Sanders Law Firm PLLC

For more information or to order, call the Bookstore at 800.228.3402, or visit [www.ncbar.org/CLE](http://www.ncbar.org/CLE) and click on *Publications*.