BUSINESS DIVORCE, PART 1 & PART 2
First Run Broadcast: December 5 & 6, 2018
1:00 p.m. E.T./12:00 p.m. C.T./11:00 a.m. M.T./10:00 a.m. P.T. (60 minutes each day)

Business divorce can be as complicated, costly and dramatic as traditional divorce. When owners of a closely-held company decide they cannot or will not work together anymore, there are several alternatives for achieving the separation – a division of assets among the owners, a buyout of one owner or several owners by a third party or by the company itself, or a complete or partial sale of the company. But these and other transactional forms come with risk – the risk that dividing the assets of an operating business will cause substantial destruction of value to the company or that strife will take its toll on operations and employees. This program will provide you with a real-world guide to the alternatives for achieving a business divorce, planning the process, containing the risk of strife and costly litigation, and counseling clients about ensuring value in the process.

Day 1 – December 5, 2018:

- Business divorce in closely companies – business law, tax law, and practical process and consequences
- Overview of techniques to accomplish a divorce – buy-sell arrangements, redemptions, compensation, employment separation and retirement plan techniques
- Special considerations when the divorce involves LLCs, S Corps or partnerships
- Valuation methods and disputes in a business divorce
- Techniques for financing a buyout as part of a business divorce
- Minimizing adverse tax consequences in a business divorce

Day 2 – December 6, 2018:

- Compensation and retirement plan-based techniques for accomplishing a business divorce
- Special issues when a business divorce involves a distressed business
- Role of confidentiality, non-competition, and non-solicitation agreements as part of the divorce
- Important intellectual property issues, including customer lists, goodwill and trade secrets
- Preservation of valuable tax attributes

Speakers:

Frank Ciatto is a partner in the Washington, D.C. office of Venable, LLP, where he has 20 years’ experience advising clients on mergers and acquisitions, limited liability companies, tax and accounting issues, and corporate finance transactions. He is a leader of his firm’s private equity and hedge fund groups and a member of the Mergers & Acquisitions Subcommittee of the ABA Business Law Section. He is a Certified Public Accountant and earlier in his career worked at what is now PricewaterhouseCoopers in New York. Mr. Ciatto earned his B.A., cum laude, at Georgetown University and his J.D. from Georgetown University Law Center.

Norman Lencz is a partner in the Baltimore, Maryland office of Venable, LLP, where his practice focuses on a broad range of federal, state, local and international tax matters. He advises clients on tax issues relating to corporations, partnerships, LLCs, joint ventures and real estate transactions. He also has extensive experience with compensation planning in closely held businesses. Mr. Lencz earned his B.S. from the University of Maryland and his J.D. from Columbia University School of Law.
VT Bar Association Continuing Legal Education Registration Form

Please complete all requested information, print this application, and fax with credit info or mail it with payment to: Vermont Bar Association, PO Box 100, Montpelier, VT 05601-0100. Fax: (802) 223-1573 PLEASE USE ONE REGISTRATION FORM PER PERSON.

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Business Divorce, Part 1
Teleseminar
December 5, 2018
1:00PM - 2:00PM
1.0 MCLE GENERAL CREDITS

VBA Members $75
Non-VBA Members $115

NO REFUNDS AFTER NOVEMBER 28, 2018

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Business Divorce, Part 2
Teleseminar
December 6, 2018
1:00PM - 2:00PM
1.0 MCLE GENERAL CREDITS

VBA Members $75
Non-VBA Members $115

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Sponsor: Vermont Bar Association

Date: December 5, 2018

Seminar Title: Business Divorce, Part 1

Location: Teleseminar - LIVE

Credits: 1.0 MCLE General Credit

Program Minutes: 60 General

Luncheon addresses, business meetings, receptions are not to be included in the computation of credit. This form denotes full attendance. If you arrive late or leave prior to the program ending time, it is your responsibility to adjust CLE hours accordingly.
CERTIFICATE OF ATTENDANCE

Please note: This form is for your records in the event you are audited

Sponsor: Vermont Bar Association

Date: December 6, 2018

Seminar Title: Business Divorce, Part 2

Location: Teleseminar - LIVE

Credits: 1.0 MCLE General Credit

Program Minutes: 60 General

Luncheon addresses, business meetings, receptions are not to be included in the computation of credit. This form denotes full attendance. If you arrive late or leave prior to the program ending time, it is your responsibility to adjust CLE hours accordingly.