

LIMITED LIABILITY COMPANIES

April 17
Pittsburgh, PA

Seminar Number: 42726

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LIMITED LIABILITY COMPANIES

Pittsburgh, Pennsylvania
April 17, 2008

Use LLCs as a framework for success.

Presented by
James W. Forsyth, Albert N. Peterlin,
Paul Welk and Gregg R. Zegarelli

Continuing Education:

CLE - 6.5 PACE - 8.0
IACET - 0.7 NASBA - 8.0
Enrolled Agent - 7.0
See inside for details!

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Explore the Advantageous Uses and Benefits of LLCs

Why You Need to Attend

- Limited liability company's can be an advantageous route for business owners, but do you have the knowledge you need to stay in compliance with current legislation and make them work for you? Join us for a comprehensive program where you'll gain the information you need to make informed decisions on taking advantage of LLCs and putting them to work for you. Enroll today!
- Do you know if an LLC is the best entry option for you or your client? Explore and compare the various entry options so you can select the best option.
 - Utilize tax benefits with an understanding of how LLCs are taxed as pass-through entities.
 - Prevent future disagreements by preparing articles of organization that cover all your bases.
 - Stay in compliance with current securities laws when transferring membership interests.
 - Know how to use the LLC advantageously to hold property, for venture capital projects and estate planning.
 - Learn how to create a comprehensive operating plan using our sample document as your guide.
 - Don't put your business at risk: stay in compliance with current state and federal legislation.

Important Details

April 17 - PITTSBURGH - Pittsburgh Marriott City Center
112 Washington Place, Pittsburgh PA 15219 412-471-4000

Time: Registration is from 8:00 - 8:30 a.m. The program will begin at 8:30 a.m. and end at 4:40 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

Online: www.nbi-sems.com

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: \$399 for the first registrant, \$349 for each additional registrant.

Directions & Parking: To obtain directions and parking information, please contact the facility listed above.

FREE Reference Manual: *Limited Liability Companies* - 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.

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Your Satisfaction is Our Guarantee. If you aren't satisfied with a seminar or training resource, call or write us and we'll make it right.

LIMITED LIABILITY COMPANIES

Who Will Teach You

JAMES W. FORSYTH is a shareholder in the Pittsburgh law firm of Buckham, Russell & Rooney PC, where his main areas of practice are tax and business planning. Mr. Forsyth is a certified public accountant and is a former adjunct lecturer at West Virginia University College of Law. He received his B.S. degree, magna cum laude, from West Liberty State College; his J.D. degree from West Virginia University where he was a member of the Order of the Coif and his L.M. degree from the University of Florida. Mr. Forsyth is a member of the Allegheny County and American (member, Tax Section) bar associations, the West Virginia Society of Certified Public Accountants and the American Institute of Certified Public Accountants.

ALBERT N. PETERLIN is a senior associate in the commercial litigation practice group of Pietragallo Bosick & Gordon, LLP. Mr. Peterlin concentrates his practice in the areas of securities, international trade, business torts and contract and intellectual property litigation. He also has experience in the areas of bankruptcy law, commercial litigation, business law, public investor's litigation and arbitration, construction and surety defense litigation. Mr. Peterlin serves as an arbitrator for the National Futures Association (NFA) and the New York Board of Trade (NYBOT). He is also a member of the board of directors of the Slovenian Genealogy Society. Mr. Peterlin received his B.S. degree from the University of Stranton, J.D. degree from the Widener University School of Law and LL.M. in trial advocacy from Temple University Beasley School of Law.

PAUL WELK is an attorney with the law firm of Tucker Arensberg, P.C., where he practices in the areas of business and corporate law. He is a certified physical therapist. Mr. Welk is a guest lecturer at various universities and professional groups on business and corporate legal issues. He received his B.S. degree from Duquesne University, his J.D. degree from the University of Pittsburgh School of Law and a Master of Physical Therapy from Duquesne University. Mr. Welk is a member of the Pennsylvania and Allegheny County bar associations.

JERROGR ZEGARELLI is managing shareholder of the Zegarrelli 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. Zegarrelli has personally negotiated significant deals with well-known companies including Coca-Cola, Disney, General Electric, Intel, Marel, MGM, Microsoft, Sony and Xerox. Mr. Zegarrelli 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 printed in the *MacMillan Encyclopedia* (Gale Group). He is a member of The District of Columbia Bar, Illinois State and Pennsylvania bar associations. Mr. Zegarrelli 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. Zegarrelli is qualified to sit for the C.P.A. examination in Pennsylvania.

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April 17 - Pittsburgh

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Advanced LLC Issues

As the popularity of LLCs has grown, so has the need for savvy, informed practitioners who can handle the increasingly sophisticated questions of their clients. While a surface knowledge of these entities would have been enough, years ago, to help clients establish an LLC, these days they're being used in many different ways. It's up to you to stay on top of the most recent trends and more advanced uses for these entities. How does your knowledge stack up? Don't be left behind when getting the knowledge you need is so easy. With NBI's comprehensive reference materials, you can boost your LLC know-how and tackle some of the more complex issues that your clients may be dealing with. From the convenience of your desk, you can gain an advanced understanding of current updates and legislation, advanced tax handling, minority rights and fiduciary obligations and estate planning with LLCs. Your clients rely on you for top-notch, informed advice. Make sure you can offer them the level of service they deserve.

By: Frank B. Sauton III, Jack Kearns III, Gary A. Miller, Alison T. Smith and Richard R. Trantane
151 Manual © December 2006
PP35382 CD & Manual - \$199 Manual - \$99

LLC Trends and Developments

As one of today's hottest entity choices, LLCs have become increasingly popular due to their tax advantages combined with their flexibility. Your clients need you to be on top of the latest LLC developments so you can give them the current advice they require to keep their businesses running smoothly - and getting the update you need has never been easier. NBI's comprehensive reference materials will put all the most recent developments right at your fingertips. From the convenience of your office, you can get up to speed on emerging recent trends in LLC establishment and operation. Review updates on formation and operation, today's state law updates, current tax laws, crucial securities laws and the latest uses for the LLC entity structure. Make sure you can keep your clients informed on relevant developments in LLCs. Order today!

By: Michael Cherevka, Katherine P. Granbos and Albert N. Peterlin. 94 Pages © September 2007
PP39147 CD & Manual - \$199 Manual - \$99

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- Opportunities to network with fellow professionals from your area.
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What You Will Learn

I. WHY LIMITED LIABILITY COMPANIES?

- 6:30 - 9:45 Greg R. Zegarrelli
- A. History and Types of LLCs
- B. The State Senate
- C. Comparison to Other Entities
- 1. C Corporations
- 2. S Corporations
- 3. General and Limited Partnerships
- 4. Other Entities
- D. How to Use LLC's?

II. FULLY USING TAX ADVANTAGES

- 10:00 - 11:30 James W. Forsyth
- A. Taxation as a Partnership or Corporation
- B. Tax Advantages Over Other Entities
- C. Election Out of Partnership Status
- D. Flexibility in Allocations
- E. How Self-Employment Taxes
- F. "Check the Box" Income Tax Regulations

III. HOW TO COMPLY UNDER STATE LAW

- 12:30 - 2:00 Greg R. Zegarrelli
- A. Avoiding Trouble with Concise Articles of Organization
- B. How Much Protection From Liability
- C. How LLCs Handle and Conversions
- D. Proper Property Transfers
- E. Protecting Clients Through Dissolution
- F. Practical Uses for One-Person LLC's
- G. Why Foreign LLC's?
- H. Special Rules for Regulated Professions
- I. Exceptions to Limited Liability

IV. OPERATING PRACTICAL OPERATING PROCEDURES

- 2:00 - 3:15 Paul Welk
- A. How Internal Management and Regulation Choices Affect the Entry
- B. Important Powers and Duties of Members

Enrolled Agent - 70

CLL - 6.3

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This program has been approved by the Pennsylvania Continuing Legal Education Board for a total of 6.5 hours, including 6.5 hours of substantive law, practice and procedure CLE credit and 0.0 hours of ethics, professionalism or substance abuse CLE credit. We have entered into an agreement with the Office of Director of Practice, Internal Revenue Service, to meet the requirements of 31 Code of Federal Regulations, section 101.6(a), covering maintenance of attendance records, retention of program outlines, qualifications of continuing education providers, and the quality of the program or its contribution to the professional competence of the enrolled individual. Sponsor #60.

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This program is designed to qualify for 8.0 hours (based on 30 minute credit hour) of continuing professional education credit for accountants. For more information regarding administrative policies such as complaint and refund, please contact our office at (800) 930-6182.

This seminar qualifies for 8.0 PACE (Professional Achievement in Continuing Education) credit hours for CHRC.

Accountants: This is an intermediate level program. Accountants should have a basic understanding of corporate and partnership income tax matters. No advanced preparation or prerequisites are required. Field#0 of Study - Taxation. 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 recording. Please check with your credit board for details.

For additional questions regarding continuing education credits please contact us at (666) 240-1890.

C. Complete Records, Returns and Reports

- D. The Comprehensive Operating Agreement - Sample Review
- E. Securities Law Issues Related to Issuance or Transfer of Membership Interests in LLCs

V. ADVANTAGEOUS USES OF LLC

- 3:30 - 4:40 Albert N. Peterlin
- A. Using an LLC To Hold Real Property
- B. How You Can Hold Tangible Personal Property or Intangible Assets
- C. As a Valuation Partner
- D. Estate Planning Options
- E. Holding Life Insurance Policies in an LLC
- F. Holding Life Insurance Policies and Corporate Joint Ventures
- G. LLCs in Law of Corporate Subsidiaries

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

Who'll be there...

This intermediate level seminar will provide attendees the knowledge and skills they need to expand their understanding of Limited Liability Companies. Those who should attend include:

- Attorneys
- CPAs and Accountants
- Enrolled Agents
- Presidents and Vice Presidents
- Owners and Managers
- CFOs
- Controllers
- Paralegals



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