

December 13 - PITTSBURGH

Tuition:

\$349 first registrant
\$339 each additional registrant - Save \$10

Seminar Number
40619

Does this confirm a phone or fax registration? Yes No

Seminar Products (CD & Manual from live seminar):

Please provide street address and allow 2 weeks following seminar date for delivery.

\$349 + \$5.95 shipping (\$14 to AK, HI, or PR)

Shipments to CA, MN, NV, RI, SD and WI must also include sales tax.

Name _____ Title _____

Name _____ Title _____

Name _____ Title _____

Company Name _____ Co. Size _____

Address _____

City _____ State _____ Zip _____

Phone (_____) _____

E-Mail Address _____

Check enclosed payable to National Business Institute

MasterCard VISA American Express

Card No. _____ Exp. Date _____

Signature _____

Please bill me. (If your organization requires a purchase order, please provide it.)

© Copyright 2007

Visit NBI's online bookstore for an extensive list of reference manuals and seminar audio recordings to purchase. Formats for manuals include: downloadable manual, hard copy and CD-ROM.

Explore titles at: www.nbi-sems.com

Click on Bookstore and search by state, category or keyword.

Mail To: National Business Institute

P.O. Box 3067

Eau Claire, WI 54702

Phone: (800) 930-6182

Fax: (715) 835-1405

Online: www.nbi-sems.com

Non-Profit Org.
U.S. Postage
PAID
NBI, Inc.

NBI NATIONAL
BUSINESS
INSTITUTE

A Division of NBI, Inc.

VIP CODE: FAC

DRAFTING LLC AND LLP AGREEMENTS

**Pittsburgh, Pennsylvania
December 13, 2007**

Get the foundation you need to
effectively draft these agreements!

Presented by
James E. Abraham, Kevin B. Acklin
and Gregg R. Zegaralli

Continuing Education:

CLE - 6.5

PACE - 8.0

NASBA - 8.0

Enrolled Agent - 8.0

Financial Planners - 6.5

See inside for details!

NBI NATIONAL
BUSINESS
INSTITUTE

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

Strengthen Your Knowledge and Drafting Techniques

Why You Need to Attend

LLCs and LLPs have fast become the entities of choice for many types of business ventures. 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 venture's success. Enroll today to make sure your knowledge and skills meet your clients' expectations!

- Learn how to handle member compensation for services
- Find out how to take care of distributions upon liquidation or insolvency
- Learn the basic concepts behind action by written consent
- Find out the difference between member managed and manager managed LLCs
- Get bottom line answers about events that can cause the termination of member status
- Identify the difference between economic and membership interest and the impact it can have on the agreement

Important Details

December 13 - 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: \$349 for the first registrant, \$339 for each additional registrant — a savings of \$10! Directions & Parking: To obtain directions and parking information, please contact the facility listed above.

FREE Reference Manual: *Drafting LLC and LLP 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.

Cancellation: Has your schedule changed? Visit us on the web or call one of our Customer Service Representatives to learn more about your cancellation options.
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.

Who Will Teach You

AMES E. ABRAHAM is a sole practitioner in Pennsylvania. He was also one of the founders of the law firm of Doepleken Keevican & Weiss, also in Pittsburgh, where he served as Director, CFO and chair of the tax and employee benefit department. Additionally he serves as the "family lawyer" or several families where he oversees such diverse areas as asset acquisitions and diversities, asset protection, stock market investment and estate planning. He has held adjunct professorships in the MBA program at Point Park University and the Masters of Taxation program at Robert Morris University. In the latter position, which lasted 15 years, Mr. Abraham taught courses in employee and pension benefits and nonprofit organizations. He is former treasurer of the Allegheny County Bar Association and he recently completed a nine year term as Chair of the Board of its taxable subsidiary, A.C.B.A. Services, Inc. He also has been a member of the Pennsylvania Bar Association House of Delegates. Mr. Abraham also is a member of the American Bar Association where he serves on the employee benefits committee and the teaching taxation committee. He is a frequent lecturer for the Allegheny County Bar Association, the Pennsylvania Bar Association and the Pennsylvania Institute of Certified Public Accountants. He is a member of the Allegheny Tax Society and the Pittsburgh Tax Club. Mr. Abraham has been named a Pennsylvania Super Lawyer for several years.

EVYIN B. ACKLIN is an attorney with the Pittsburgh law firm of Morgan, Lewis & Bockius LLP where he practices in corporate law and securities. He has taught a class at Georgetown School of Law and has previously lectured on the subject of limited liability companies. Mr. Acklin is a member of the Massachusetts, Pennsylvania and American bar associations. He received his A.B. degree from Harvard University and his J.D. degree from Georgetown University.

EREGOR 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, MarTel, 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 *MackMillan Encyclopedia* (Gale 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

Why should you trust National Business Institute for your continuing education needs? Simply put, NBI is the best! Since 1983 we have been the largest provider of legal and professional education in the nation. Having trained over 2 million professionals, we know what you need, and we have the ability to help you obtain it. When you train with National Business Institute, you not only make an investment in your career, but you also make an investment in yourself.

Additional Resources and Seminar Formats Let You Customize Your Educational Experience
 Online: Many National Business Institute seminars can be found online at West LegalEcenter. When working online you'll be able to enjoy the same great quality as our live seminars all from the convenience of your office or home.
 In-House: Customizable, Convenient, Cost-Efficient and Current: Have any of our seminars brought to your facility on a schedule that works for you!
 CD and Manuals: Missed out on a live seminar? Trying to recede your own personal library? It's ready to hold NBI seminars are available for purchase in two convenient formats: audio CDs and reference manuals. Choose from our extensive list of titles to stay abreast of the most important information in your field.
 For more information on all additional resources and seminar formats from NBI, visit us on the web at www.nbi-sems.com today!

Reading and Reference Bookstore

Purchase Manuals and CDs Online at www.nbi-sems.com. Search by State, Topic or Keyword.
 Get comprehensive NBI seminar manuals and CDs at affordable prices. Choose from our extensive list of titles to stay current with the most important information in your field. These programs are prepared and delivered by experienced professionals in the subject area covered.
 To order any of the following items, please order online at www.nbi-sems.com. Materials usually ship within five business days.

Advanced LLC Issues
 As the popularity of LLCs has grown, so has the need for savvy, informed practitioners who can handle the increasingly sophisticated issues that their clients face. In just a few short days, these days they're being used in many different ways. It's up to you to stay on top of the latest trends and more advanced issues for these entities. How does your knowledge stack up? Don't be left behind when getting 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. Baldwin III, Jack Kearns III, Gary A. Miller, Alison T. Smith and Richard R. Taraniline.
 131 Pages © December 2006
FP35382 CD & Manual - \$199 Manual - \$99

Limited Liability Companies
 Due to their flexibility and advantageous tax treatment, LLCs continue to increase in popularity. People use them for anything from traditional business ventures to estate plans. In order to successfully select and operate these entities, you need to keep your knowledge of current practices up to date. Make sure have the information you need - especially since it's so easy.
 With NBI's informative reference materials right at your fingertips, you'll be prepared for questions on anything from formation to dissolution. Take advantage of the tax advantages that come along with using LLCs. Enroll in this course in compliance with state laws that guide LLC governance. Develop solid operating procedures. This information is so important to miss. Order today!
 By: Frank B. Baldwin III, Stephen H. Fishberg and Gary A. Miller.
 201 Pages © April 2007
FP36266 CD & Manual - \$199 Manual - \$99

Visit us on the web at www.nbi-sems.com

46191

What You Will Learn

- I. BASIC DRAFTING CONCEPTS
 - A. Drafting Rules and Mandatory Rules
 - B. Capital Accounts
- II. ECONOMIC RIGHTS AND OBLIGATIONS
 - A. Initial and Future Contributions
 - B. Treatment of Non-Cash Contributions
 - C. Member Consents
 - D. Compensation for Services
 - E. Member Expense Reimbursement
 - F. Income Distributions
 - G. Liquidation Distributions
 - H. Income and Loss Allocations
- III. EDUCATIONAL AND RELATED DUTIES
 - A. Standard of Care
 - B. Duty of Loyalty and Duty of Care
 - C. Derivative Duties
 - D. Derivative Duties
 - E. Indemnities
 - F. Derivative Actions
- IV. MANAGEMENT
 - A. *Oregg R. Zegarelli, 11/30 - 12/30*
 - B. Management Structure
 - C. Voting
 - D. Action by Written Consent
 - E. Member Managed LLC
 - F. For Consideration
- V. MEMBER STATUS
 - A. *Kevin R. Acklin, 9/30 - 9/30*
 - B. Expulsion of a Member
 - C. Financial Information
 - D. Voluntary Termination
 - E. Notice of Withdrawal
- VI. ETHICS
 - A. *Kevin R. Acklin, 2/30 - 3/30*
 - B. Conflicts
 - C. Waivers of Conflicts of Interest
 - D. Confidential Information
- VII. TRANSFERS OF MEMBER INTEREST
 - A. *James E. Abraham, 3/45 - 4/40*
 - B. Difference Between Economic Interest and Membership Interest
 - C. Transfers at Death
 - D. Judgment Creditors Rights

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

Who'll be there...
 This basic or intermediate level seminar is designed for professionals who help clients draft LLC and LLP agreements. Those who should attend include:

- Attorneys
- Financial Planners
- Members
- Enrolled Agents

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.
Financial Planners - 6.5
 This program has been accepted by the CFP Board and qualifies for 6.5 hours of CE credit for CFP® certificatees. CFP® CERTIFIED FINANCIAL PLANNER™ and CFP® candidates are encouraged to attend this program. The program includes the CFP Board's initial and ongoing certification requirements.
 This program has been approved by the Pennsylvania Continuing Legal Education Board for a total of 6.5 hours, including 5.5 hours of substantive law and 1.0 hour of ethics, professionalism or substance abuse CLE credit.

Enrolled Agent - 8.0
 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 106.6(a), covering maintenance of attendance records, retention of program outlines, qualifications of instructors, and length of class hours. This agreement does not require an endorsement by the Director of Practice as to the quality of the program or its contribution to the professional competence of the enrolled individual. Sponsor #60.
 National Business Institute is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education for the National Registry of CPAs. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPAs, 150 Fourth Avenue North, Nashville, TN 37139-2471. Web site: www.nasba.org
 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 continuing education policies such as complaints and refund, please contact our offices at (866) 930-0169.

PACE - 8.0
 This seminar qualifies for 8.0 PACE (Professional Achievement in Continuing Education) credit hours for CLU, ChFS, and/or ChFC.
Accountancy - This is a basic to intermediate level program. Accountants should have a basic understanding of the CPA exam. This course has an answer key. No answered preparation or prerequisites are required. Field(s) of Study - Regulatory Ethics.
 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) 240-1890.

