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(12 hours of  
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hours of DUAL)

2018

# Tennessee Business Law Conference

THURSDAY- FRIDAY, MAY 3-4 | NASHVILLE



## YOUR DISTINGUISHED FACULTY

### Terry Adams

The Adams Law Firm, Knoxville

### Charles Blatteis

Blatteis Law Firm, Memphis

### Gary Brown

Nelson Mullins Riley &  
Scarborough LLP, Nashville

### Dalen Farmer

Dalen Farmer Law Firm, PLLC, Murfreesboro

### Charles G. (Chuck) Fisher, VI

Grant, Konvalinka & Harrison, P.C.,  
Chattanooga

### Kelly Frey

Nelson Mullins Riley &  
Scarborough LLP, Nashville

### Matthew Gallagher

Little Mendelson P.C., Memphis

### Michael Goode

Stites & Harbison, PLLC, Nashville

### Joshua Hedrick

KraftCPAs, Nashville

### Justin Joy

Lewis, Thomason, King, Krieg & Waldrop, P.C.,  
Memphis

### Tracy Kane

LeanKit Inc., Franklin

### Ralph Levy

Dickinson Wright PLLC, Nashville

### Matthew Lyon

Lincoln Memorial University, Duncan School of  
Law, Knoxville

### Andrew Pulliam

Wyatt Tarrant & Combs LLP, Nashville

### Thomas Ritter

Thompson Burton PLLC, Nashville

### Richard Spore, III

Bass, Berry & Sims, PLC, Memphis

## HIGHLIGHTS:

- Choosing the right business entity to match your client's needs
- Drafting and negotiating business contracts, including indemnification
- Changes to Tennessee's LLC Law
- Mergers, conversions, and reorganizations of privately held companies
- Cyberthreat preparation and response essentials for Tennessee business attorneys
- Indemnification provision best practices
- **DUAL CLE:** Corporate compliance and ethics – identifying and managing common business risks, scope of representation and conflicts of interest in contracts

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# 2018 Tennessee Business Law Conference

The **Tennessee Business Law Conference** packs two days with leading authorities delivering critical law practice guidance on the hottest topics and some of the most complex issues you'll face.

## Highlights include:

- **Series LLCs.** Michael Goode outlines the steps to follow when organizing a Series LLC, including the major benefits.
- **Cybersecurity.** Justin Joy and Thomas Ritter will give you an overview of the cyberthreat landscape for businesses and will discuss data breach litigation trends.
- **Business contracts.** Tracy Kane gives you tips on drafting and negotiating business contracts.
- **Contract breach.** Chuck Fisher will discuss how to address disputes, calculate damages, and come up with successful remedies.
- **Valuation.** Joshua Hedrick, MBA and Certified Valuation Analyst, will explain the best ways to value businesses and business assets in Tennessee.
- **Indemnification.** Matthew Lyon will provide an overview of indemnification while Andrew Pulliam will discuss negotiation of indemnification provisions and agreements.
- **Ethics.** Kelly Frey and Gary Brown will discuss corporate compliance and ethics and will walk you through identifying and managing common business risks. Terry Adams will provide guidance on ethical practices when issues of your scope of representation and conflicts of interest arise.

## Agenda

FOR FULL AGENDA DETAILS, VISIT [MLEESMITH.COM/TBLC](http://MLEESMITH.COM/TBLC)

### THURSDAY, MAY 3

#### **Preliminary Business Contract Negotiation, Necessities, Tips and Tricks**

8:00 A.M. TO 9:00 A.M.

How do contract law decisions apply to your pending cases? What pre-contract negotiation strategies are working to drive better client outcomes? In this opening session, you'll gain valuable ideas for getting to win-win when working out the details on business contracts. Topics include a state, federal and UCC contract law update, choice of forum and law, time of performance, E-Contracting and E-Signatures, precontract negotiation strategies, and multi-party negotiation considerations.

#### **Cybersecurity Cases and Trends: Help Clients Comply and Control Risk**

9:00 A.M. TO 10:30 A.M.

So much is at risk from cyberthreats – a client's tangible assets, legal liability, operational disruption, intellectual property theft, loss of reputation, and the trust of customers, vendors, and employees. Are your clients at risk? Are you giving them the best counsel? Learn how to help them respond to a cyberattack or data breach. We'll cover Tennessee's breach notification law, recent FTC enforcement activity, data breach litigation, cyberrisk management including vendor management and insurance, and incident response preparedness.

#### **Business Entity Laws: What Every Litigator Should Know**

10:45 A.M. TO 11:30 A.M.

Noted attorney Richard Spore will address Tennessee business entity laws in litigation, including how to determine the correct entity to sue, referring to the correct business entity act, organization documents required for different kinds of business entities, provisions of the business entity acts that can't be waived by agreement, when a party to litigation dissolves, personal liability of business owners, and more.



### **Competition, Confidentiality, and Covenant Conundrums**

11:30 A.M. TO 12:30 P.M.

Employers often have legitimate concerns about former employees soliciting their customers or using confidential information in a competing business. Learn how to draft and negotiate rock solid non-compete agreements that comply with Tennessee law. This session includes clauses gone wrong and a case law review.

**LUNCH 12:30 P.M. TO 1:30 P.M.**

(INCLUDED WITH REGISTRATION)

### **Series LLCs and Uniform Law: How to Take Advantage of New Opportunities**

1:30 P.M. TO 2:30 P.M.

The main attraction of a Series LLC is the separation of liability using only one entity and paying only one annual fee. With the recent Uniform Law on Series LLC, states such as Tennessee are beginning the process of changing their laws. Learn the main attractions of a Series LLC, how to dissolve a Series LLC, changes to Tennessee's LLC Law, and more.

### **Corporate Compliance and Ethics: Where the Traps Await for Business Law Practitioners**

2:30 P.M. to 4:15 P.M. (15 minute networking break included)

Earn valuable DUAL CLE as you learn how to spot and avoid ethics pitfalls in your business law practice in 2018 and beyond. We'll cover the trust deficit, corporate culture and cult, and the illegalities of certain unethical acts.

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CREDIT

### **Breach of Contract**

4:15 P.M. TO 5:00 P.M.

A client wants to sue for breach of contract – or is facing a threat of suit. What are the first steps? How can you help your client resolve the claim expeditiously and with the best possible outcome? In this session, you'll learn what's working in contract breach settlements, negotiations, and litigation.

**FRIDAY, MAY 4**

### **Overview of Indemnification**

8:00 A.M. TO 9:00 A.M.

Indemnification provisions can be a great way to shield your client from the losses that may arise out of future litigation. In this session, learn the benefits and risks of indemnification in business contracts and the key principles behind their effectiveness. We'll dive deep into why and when to include specific indemnification protections, the benefits of indemnification, the appropriate parties to it, and how to negotiate specific provisions.

### **Negotiating Indemnification Provisions and Agreements**

9:00 A.M. TO 10:00 A.M.

Indemnification provisions in business contract negotiations can be contentious, as they create the potential for substantial liability should the unexpected happen. If you are representing the indemnifying party, what should you demand? How can you ensure that the indemnification clause you draft will be enforceable? In this session, you'll learn limits of indemnification, the difference between indemnity, indemnify, indemnification and "Hold Harmless", ensuring enforceability, interplay of insurance, limitation of liability, and indemnity, controlling push-back through liability and risk allocation, insurance, waiver and subrogation, indemnifying 3rd parties, and more.

### **Contract Ethics: New Rules for Doing It Right**

10:15 A.M. TO 11:45 A.M.

When you're deep in a contract negotiation or dispute, are you prepared to spot and dodge the ethical missteps that can suddenly appear? Earn DUAL CLE credit as we cover rules of professional conduct, confidential information of a client, scope of representation, and conflicts of interest.

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**LUNCH: 11:45 A.M. TO 12:45 P.M.**

(INCLUDED WITH REGISTRATION)





### **Legal Due Diligence: Insight from a Business Contract Attorney**

12:45 P.M. TO 1:45 P.M.

Due diligence in business contracting is critical, involving multiple steps and huge risks. This session addresses the due diligence request and review process, corporate and LLC document red flags, how to uncover hidden liabilities (disputes, lawsuits, regulatory issues), employment, non-disclosure and non-compete agreements, intellectual property, permits and licenses, contracts, real estate transfers and leases, and avoiding UCC/security interest mistakes.

### **Clarifying Procedures in Mergers and Acquisitions of Privately Held Companies**

1:45 P.M. TO 2:45 P.M.

Get valuable guidance on negotiations, drafting the letter of intent, covenants and conditions, indemnification and adjustments to price, licensing requirements and management service agreements, strategic provisions in stock and asset purchase agreements, representations and warranties, pre-closing, closing, and post-closing checklists, and privacy security matters.

### **LLC Mergers, Conversions, and Reorganizations**

3:00 P.M. TO 4:00 P.M.

Tennessee law makes the establishment of an LLC the best option in many situations. But what happens when a client needs to merge, convert, or reorganize an LLC? Get new insights into LLC client issues when we go over LLC changes and their associate tax implications.

### **Business Valuation Essentials: How to Find and Prove the Price**

4:00 P.M. TO 5:00 P.M.

Attaching a number to a business or a business asset is key to executing any transaction or negotiation. So what's the best way to arrive at figures everyone can agree on? Certified Valuation Analyst Joshua Hedrick will explain best practices in valuation of closely held companies, standards and premises of value, asset, income, and market valuation approaches, normalizing financial statements, and valuation discounts.

## **WHEN AND WHERE:**

**Thursday and Friday | May 3-4, 2018**

### **Nashville School of Law**

4013 Armory Oaks Dr., Nashville, TN

Convenient access to I-65 and I-440.

For directions, visit: [www.mleesmith.com/TBLC](http://www.mleesmith.com/TBLC)

**FREE PARKING and WiFi**

### **CLE: 15 hours of CLE**

(12 hours of general and 3 hours of DUAL)

Registration begins at 7:30 a.m.

The conference begins at 8:00 a.m. & concludes at 5:00 p.m.

(There will be morning and afternoon breaks, and 1 hour for lunch. Lunch is included with registration)

### **CONFERENCE FEES**

\$497 for entire program

(\$70 off for additional attendees from same firm)

\$347 for 1 day only

\$247 for materials only

\$50 early bird discount until March 23



**Learn more and register at**  
**[www.mleesmith.com/TBLC](http://www.mleesmith.com/TBLC)**

# YOUR DISTINGUISHED FACULTY



**Terry G. Adams** focuses his practice on negotiations and contracts. Mr. Adams is also a certified sports agent. Currently he sits on the Tennessee Bar Association's Executive Committee for Sports and Entertainment.



**Charles S. Blatteis** is the managing member at Blatteis Law Firm, PLLC, in Memphis where he provides legal services to both U.S. individuals and entities doing business and investing in the United States and abroad through corporate and transactional legal work. He is past director and past chairman of the board of the Federal Reserve Bank of St. Louis, Memphis Branch.



**Gary Brown** is a partner in the Nashville office of Nelson Mullins Riley & Scarborough LLP, where he practices in the areas of securities compliance and corporate governance. He was involved in the U.S Senate investigations into the 2002 collapse of Enron Corp. and the role of investment banks in the 2008 financial crisis as well as the resulting legislation – the Sarbanes-Oxley Act, Dodd-Frank, and Consumer Protection Act.



**Dalen Farmer** practices law in Murfreesboro, Tennessee. His areas of expertise include corporate administration and transactions, comprehensive estate planning, trust and probate services, as well as general business consulting. Mr. Farmer's clients are typically business owners, professionals, executives and retirees in Middle and East Tennessee.



**Charles G. (Chuck) Fisher, VI**, with Grant, Konvalinka & Harrison, P.C., in Chattanooga, has a general business and litigation practice, with a focus on finance, real estate, business transactions and business litigation. Mr. Fisher handles debt and equity financing, business acquisitions and real estate sales, leasing and development, commercial collections, contractual and shareholder disputes and matters involving real estate and title insurance.



**Kelly Frey** is a member of the Nashville office of Nelson Mullins Riley & Scarborough LLP. Mr. Frey is General Counsel to the Ethics and Compliance Officer Association (the trade association for Chief Compliance/Ethics Officers for the Global 1000) and focuses his practice on corporate and technology transactions. Mr. Frey has been selected numerous times as Nashville's "Attorney of the Year" for Information Technology and Technology Transactions.



**Matthew G. Gallagher** is an attorney with Littler Mendelson P.C., where he represents employers in federal and state courts, as well as in proceedings before the EEOC and NLRB, in a broad range of labor and employment law matters. Mr. Gallagher has significant experience representing management clients in the healthcare, hospitality, manufacturing and transportation industries.



**Michael Goode** is an attorney at Stites & Harbison, PLLC in the Nashville office where he helps businesses and families with their tax, business and estate planning needs. He has become a trusted advisor on taxation issues for governmental agencies and large and small companies.



**Joshua Hedrick** is a senior manager with Kraft Analytics, LLC, an affiliate of KraftCPAs. Mr. Hedrick's valuation experience includes business valuations, equity interests, debt instruments, intellectual property and other intangible assets for investment, lending, managerial planning, compliance, accounting, tax, marital dissolution, restructuring and litigation purposes. His forensic experience includes valuation issues, transactional disputes, economic damages, intellectual property, corporate investigations, employee fraud and insurance coverage.



**Justin Joy** is a shareholder in the Memphis office of Lewis, Thomason, King, Krieg & Waldrop, P.C. where he heads up the cybersecurity practice group. He counsels clients on incident investigation and breach response management, regulatory compliance, privacy and security policy review and drafting, and cyber risk management.



**Tracy D. Kane** is General Counsel with LeanKit, Inc. Ms. Kane focuses her practice on business law; helping entrepreneurs, companies, and non-profit entities develop, operate, and grow their organizations. As a Tennessee Supreme Court Rule 31 listed mediator, she assists companies and individuals with early-intervention dispute resolution.



**Ralph Levy, Jr.**, Of Counsel with Dickinson Wright PLLC in Nashville, concentrates his practice in the areas of corporate law, corporate governance, emerging business, estate planning and administration, healthcare, mergers and acquisitions, and taxation.



**Matthew Lyon** is Professor of Law at the Lincoln Memorial University, Duncan School of Law in Knoxville. Mr. Lyon teaches Business Organizations, Contracts, Civil Procedure, and Payment Systems. His scholarship is focused on business law and civil litigation, particularly variations among the states and between the state and federal systems in those areas.



**Andrew J. Pulliam** is a partner with the law firm of Wyatt Tarrant & Combs LLP, where he practices in the areas of commercial litigation, insurance, trusts and estates, probate, and health care. Mr. Pulliam earned his B.S. degree from the U.S. Naval Academy and his J.D. degree from Vanderbilt Law School.



**Thomas Ritter** is an attorney at Thompson Burton PLLC. His practice area primarily focuses on cybersecurity and multi-level marketing law. Mr. Ritter advises diverse clients on cybersecurity matters ranging from regulatory compliance, cyber insurance, the legal responsibilities in lieu of an incident, and comprehensive mitigation techniques.



**Richard R. Spore, III**, with Bass, Berry & Sims, PLC in Memphis, in 25 years of practice, has advised hundreds of clients on how to best reach business objectives through three primary areas: commercial real estate and lending, business and transaction planning, and business divorce. He also chaired the committees that adopted Tennessee's current laws in the areas of limited liability companies and general partnership entities.

## REGISTRATION IS EASY!

 Web: [MLEESMITH.COM/TBLC](http://MLEESMITH.COM/TBLC)

 Phone: 800-727-5257

 Email: [Eventsales@blr.com](mailto:Eventsales@blr.com)

Offer code: MLXX86

Get up-to-date information on the latest and most significant developments affecting your clients and practice. Reserve your seat at the **2018 Tennessee Business Law Conference**. Your registration includes the two-day conference, pages of valuable course materials, lunch both days, morning and afternoon snacks, and up to 15 hours of CLE credit, including 3 hours of DUAL.

Guarantee: If you are not completely satisfied, we will refund 100% of your registration fee-no questions asked.

### 10 reasons to attend the Tennessee Business Law Conference:

1. **Quality presenters.** You'll hear from business law attorneys from across the state.
2. **Practical information.** You'll get the very latest on negotiating business contracts, how to handle your client's sensitive data, and negotiating indemnification provisions and agreements.
3. **Timely information.** You'll get the latest on the Uniform Limited Partnership Act of 2017.
4. **Dynamic interaction.** You'll be encouraged to ask questions and present your own situations for discussion.
5. **Business Valuation.** You'll learn about the process of assessing a business.
6. **Comprehensive.** You'll get in-depth coverage of tax issues involving mergers, conversions and competition, confidentiality, and covenant conundrums.
7. **Useful materials.** You'll receive a notebook of materials and will be able to download the materials after the seminar.
8. **Convenient location.** The Nashville School of Law is located just off I-65 and I-440, near downtown Nashville.
9. **Internet access.** Free WiFi makes it easy to stay in touch with your office.
10. **CLE.** Earn all of your annual CLE credit, including 3 dual hours.

Here's what your colleagues said about last year's **Tennessee Business Law Conference**:

*"This seminar gave me information that was applicable to my practice in real time with real issues related to real clients."*

*"Straightforward presentations, with materials that are easily understandable."*

*"I appreciate the depth of topics presented in the time provided!"*

*Well done with excellent speakers."*

*"Very entertaining and informative speakers and topics! Also, appreciated box lunches and snacks being included."*

**When: May 3-4, 2018**  
**Where: Nashville**

For registration assistance or to register additional attendees, call 800-727-5257 or visit us online at [MLEESMITH.COM/TBLC](http://MLEESMITH.COM/TBLC)