

**American Bar Association  
Section of Business Law  
Spring Meeting  
March 31-April 3, 2005  
Nashville, TN**

**PROGRAM SCHEDULE OF EVENTS  
(As of 3/3/2005)**

**Thursday, March 31, 2005**

**8:00 AM - 10:00 AM**

Program: Guidelines for Operating Minority and Women Owned Businesses--When, Why and How to Become a MBE or WBE

**Small Business**

Chair - Frances Gauthier

Renaissance Hotel

Belmont Room One, 3rd Floor

Committee on Diversity

**8:00 AM - 10:00 AM**

Program: The Director's Duty of Candor: Easy to Say, Sometimes Hard to Comply

**Corporate Laws**

Cochairs - Justice Jack B. Jacobs and Stanley Keller

Hilton Hotel

Armstrong Ballroom Two, 2nd Floor

Cosponsored by: Committee on Corporate Governance

**8:30 AM - 10:30 AM**

Program: Non-Federal Question Class Actions: Recent Developments and Strategies

**Business and Corporate Litigation**

Chair - Patrick T. Clendenen

Renaissance Hotel

East Ballroom, 1st Floor

**10:30 AM - 12:15 PM**

Program: Putting "Business" Back Into the Education of Business Lawyers

**Business Law Education**

Chair - Dennis Honabach

Convention Center

Room 201, 2nd Floor

**10:30 AM - 12:30 PM**

Program: The Irresistible Attractions of State Courts: Tactics, Strategies, and Ethics of Forum Selection

**Consumer Financial Services**

Cochairs - Therese G. Franzén and Nina F. Simon

Convention Center

Room 206, 2nd Floor

\* Ticket Required

\*\* Closed Meeting

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**Thursday, March 31, 2005**

**10:30 AM - 12:30 PM**

Committee Forum: Roadmap to Power: How to Become the General Counsel

**Ad Hoc Committee on Career Forums**

**Cochairs - Annie Clement and Lynn A. Howell**

Convention Center

Rooms 211 & 212, 2nd Floor

Cosponsored by: Committee on Corporate Counsel and Committee on Diversity

**10:30 AM - 12:30 PM**

Program: Why (or why not) Delaware as the State of Formation of Companies Financed by Venture Capitalists?

**Venture Capital and Private Equity**

**Chair - Paul L. Lion**

Convention Center

Room 209, 2nd Floor

**11:00 AM - 12:30 PM**

Program: Executive Compensation: Ten New Developments You Need to Learn

**Employee Benefits and Executive Compensation**

**Chair - Joni L. Andrioff**

Hilton Hotel

Crockett Ballroom, 2nd Floor

Cosponsored by: Committee on Federal Regulation of Securities

**11:30 AM - 12:30 PM**

Committee Forum: New Tax Laws Affecting Business Entities

**Small Business**

**Chair - Rick Riebesell**

Renaissance Hotel

Belmont Room Three, 3rd Floor

**2:00 PM - 5:00 PM**

Program: Annual Review of Developments in Business and Corporate Litigation

**Business and Corporate Litigation**

**Chair - Rick Lambert**

Convention Center

Room 210, 2nd Floor

**2:30 PM - 4:30 PM**

Committee Forum: Recent Developments in Banking Law

**Banking Law**

**Chair - Eugene M. Katz**

Convention Center

Room 205, 2nd Floor

**2:30 PM - 4:30 PM**

Program: Successful Strategies for Implementing Part-Time and Other Alternative Work

**Diversity**

**Cochairs - Anne Dewey-Balzhiser and Vicki Tucker**

Convention Center

Room 211 & 212, 2nd Floor

Cosponsored by: Ad Hoc Committee on Career Forums

\* Ticket Required

\*\* Closed Meeting

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**Thursday, March 31, 2005**

**2:30 PM - 4:30 PM**

Program: Bankruptcy Alternatives: Federal Receivership and State Law Remedies

**Business Bankruptcy**

Chair - Kay Standridge Kress

Hilton Hotel

Crockett Ballroom, 2nd Floor

**2:30 PM - 4:30 PM**

Program: What's All the Uproar About 404? Do Lawyers Have a Role?

**Small Business**

Chair - Mary M. Sjoquist

Renaissance Hotel

Belmont Room Three, 3rd Floor

Cosponsored by: Committee on Federal Regulation of Securities and Committee on Law and Accounting

**2:30 PM - 4:30 PM**

Program: The Buzz About the Blend: Defining and Evaluating Blended Learning Options for Compliance Training

**Corporate Compliance**

Chair - Stephen M. Paskoff

Convention Center

Room 201, 2nd Floor

**2:30 PM - 4:30 PM**

Program: The Well Adjusted M&A Deal: Post-Closing Purchase Price Adjustments

**Negotiated Acquisitions**

Chair - Murray J. Perelman

Renaissance Hotel

Center Ballroom, 1st Floor

**2:30 PM - 4:30 PM**

Program: Pitfalls of Indemnification Clauses

**Uniform Commercial Code**

Chair - Christina L. Kunz

Convention Center

Room 209, 2nd Floor

**2:30 PM - 4:30 PM**

Program: Closing the Gap--Convergence of International Standards: A Critical Review of the EU Prospectus Directive and International Financial Reporting Standards

**Federal Regulation of Securities**

Cochairs - Jeffrey W. Rubin and Barbara A. Jones

Renaissance Hotel

Music City Ballroom, 2nd Floor

Cosponsored by: Committee on Law and Accounting

**2:30 PM - 4:30 PM**

Program: The SEC Tackles Securitization: The New ABS Rules & the Offering Reform Proposal

**Developments in Business Financing**

Cochairs - Martin Fingerhut

Hilton Hotel

Armstrong Ballroom Two, 2nd Floor

Committee on Federal Regulation of Securities; Committee on Partnerships and Unincorporated Business Organizations and Committee on Commercial Financial Services

\* Ticket Required

\*\* Closed Meeting

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**Thursday, March 31, 2005**

**2:30 PM - 4:30 PM**

Program: Practical Experiences in Patent Arbitration

**Dispute Resolution**

Chair - M. Scott Donahey

Renaissance Hotel

Belmont Room One, 3rd Floor

Cosponsored by: Committee on Intellectual Property

**2:45 PM - 4:30 PM**

Committee Forum: Consumer Debt Elimination Schemes and Scams

**Consumer Financial Services**

Chair - Eric J. Mogilnicki and Marjorie A. Corwin

Convention Center

Room 206, 2nd Floor

**Friday, April 01, 2005**

**8:00 AM - 9:00 AM**

Committee Forum: Protecting Company Trade Secrets

**Intellectual Property**

Chair - Patrick J. Whalen

Renaissance Hotel

Ryman Room Two, 3rd Floor

**8:00 AM - 9:30 AM**

Committee Forum: Distinguishing Between Direct and Derivative Claims in a Closely Held LLC: How to Do It and Why It Matters

**Partnerships & Unincorporated Business Organizations**

Chair - Scott E. Ludwig

Hilton Hotel

Ryman Room Two, 2nd Floor

**8:00 AM - 10:00 AM**

Program: Zone of Insolvency: Lender Liability in the New Millennium

**Commercial Financial Services**

Chair - Gerald L. Blanchard

Convention Center

Room 201, 2nd Floor

**8:00 AM - 10:00 AM**

Program: A Primer on the Use of Special Committees in an M & A Setting

**Negotiated Acquisitions**

Cochairs - Mark A. Morton and Vincent F. Garrity,

Renaissance Hotel

East Ballroom, 1st Floor

**8:15 AM - 9:00 AM**

Committee Forum: A Survey of Developing International Corporate Governance Standards

**Corporate Governance**

Cochairs - John F. Olson and Carol Hansell

Renaissance Hotel

Belmont Room Two, 3rd Floor

**8:15 AM - 10:00 AM**

Committee Forum: Arbitration--the Good, the Bad and the Ugly

**Business and Corporate Litigation**

Cochairs - Paul J. Masinter & Abigail Pessen

Renaissance Hotel

Ryman Room One, 3rd Floor

**9:00 AM - 10:00 AM**

Committee Forum: EU Commission Corporate Law Reform Initiatives

**International Business Law**

Chair - Reid Feldman

Convention Center

Room 212, 2nd Floor

\* Ticket Required

\*\* Closed Meeting

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**Friday, April 01, 2005**

**10:00 AM - 12:00 PM**

Committee Forum: The Life Story of a Prepaid Card Program

**Cyberspace Law**

Chair - Robert H. Ledig

Convention Center

Room 204, 2nd Floor

Co-sponsored by: Committee on Consumer Financial Services

**10:30 AM - 11:30 AM**

Committee Forum: Gaming Issues (Regional Update and Internet Implications)

**Gaming Law**

Chair - Sean M. McGuinness

Renaissance Hotel

Ryman Room Two, 3rd Floor

**10:30 AM - 12:30 PM**

Program: Securities Offerings After Reform-Change is Coming

**Federal Regulation of Securities**

Chair - John T. Bostelman

Convention Center

Room 205, 2nd Floor

**10:30 AM - 12:30 PM**

Program: Preference Actions--Abuse of the Bankruptcy Process or Proper Exercise of Fiduciary Duties?

**Business Bankruptcy**

Chair - Thomas D. Goldberg

Hilton Hotel

Boone Ballroom, 2nd Floor

**10:30 AM - 12:30 PM**

Program: From the Little League to the Country Club: New Liability Challenges in Nonprofit Sports Organizations and Private Clubs

**Nonprofit Corporations**

Chair - Alan S. Goldberger

Hilton Hotel

McKissack Room Three, 2nd Floor

**10:30 AM - 12:30 PM**

Program: The New Era of Enforcement & Compliance-Bank Secrecy Act, Anti-Money-Laundering and More

**Banking Law**

Chair - Martin E. Lybecker and Ronald R. Glancz

Convention Center

Room 201, 2nd Floor

**10:45 AM - 12:30 PM**

Committee Forum: Meet the Managing Partner, the Hiring Partner and the General Counsel

**Diversity**

Cochairs - Jacqueline Lewis Parker & Timothy M. Lupinacci

Renaissance Hotel

Belmont Room Two, 3rd Floor

\* Ticket Required

\*\* Closed Meeting

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**Friday, April 01, 2005**

**11:00 AM - 12:00 PM**

Committee Forum: Tackling the Publicity Nightmare: Effective Strategies for Managing Communication during Times of Crisis

**Corporate Counsel**

Cochairs - Jolene A. Yee

Renaissance Hotel

Fisk Room Two, 2nd Floor

**2:30 PM - 3:30 PM**

Committee Forum: Compensating Directors: The New Playing Field

**Employee Benefits and Executive Compensation**

Chair - Joni L. Andrioff

Hilton Hotel

Armstrong Ballroom Two, 2nd Floor

**2:30 PM - 4:30 PM**

Program: In-House Counsels' Participation in Pro Bono and Model Rule 6.1 of Professional Conduct

**Pro Bono**

Cochairs - S. Kendall Butterworth, Jennifer A. Rymell and Dale M. Weppner

Renaissance Hotel

Ryman Room Two, 3rd Floor

Cosponsored by: Committee on Business & Corporate Litigation

**2:30 PM - 4:30 PM**

Program: Community Economic Development in Indian Country

**Community Economic Development**

Cochairs - Marni H. Wright and Russell Brien

Renaissance Hotel

Ryman Room One, 3rd Floor

Cosponsored by: Committee on Gaming Law

**2:30 PM - 4:30 PM**

Program: Strategies For Modifying Electronic Agreements and Policies

**Cyberspace Law**

Cochairs - Kathleen M. Porter and Christina L. Kunz

Convention Center

Room 204, 2nd Floor

**2:30 PM - 4:30 PM**

Program: Making the World Safe for Banks and Commercial Real Estate Developers

**Environmental, Energy and Natural Resources Law**

Chair - Lawrence P. Schnapf

Convention Center

Room 205, 2nd Floor

\* Ticket Required

\*\* Closed Meeting

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**Friday, April 01, 2005**

**2:30 PM - 4:30 PM**

Program: Frederick Fisher Memorial Program:  
Banking on the Unbanked--The Last Consumer  
Financial Services Frontier?

**Consumer Financial Services**

Chair - Gilbert L. Rudolph

Convention Center

Room 206, 2nd Floor

Cosponsored by: Conference on Consumer Finance Law

**2:30 PM - 4:30 PM**

Program: Corporate Governance Ratings: No  
Public Company Left Behind?

**Corporate Governance**

Cochairs - Carol Hansell and Margaret A. Foran

Renaissance Hotel

Fisk Room One, 2nd Floor

Cosponsored by: Committee on Corporate Laws and Committee on  
Federal Regulation of Securities

**2:30 PM - 4:30 PM**

Program: Now that the SEC has Tackled  
Securitization, How do we Tackle the New  
Rules?

**Partnerships & Unincorporated Business  
Organizations**

Cochairs - Ellisa Opstbaum Habbart and Amy  
McDaniel Williams

Hilton Hotel

Boone Ballroom, 2nd Floor

Cosponsored by: Committee on Developments in Business Financing

**2:30 PM - 4:30 PM**

Program: Hottest Topics Facing Corporate  
Counsel Today-Part III

**Corporate Counsel**

Chair - Jolene A. Yee

Renaissance Hotel

Fisk Room Two, 2nd Floor

**3:00 PM - 4:30 PM**

Committee Forum: Arbitration and the Death of  
UCC Article 2

**Uniform Commercial Code**

Cochairs - William J. Woodward, Jr and Edward J.  
Janger

Convention Center

Room 201, 2nd Floor

**3:00 PM - 5:00 PM**

Committee Forum: When Godzilla Meets Bambi:  
Securities Law Issues for Finance Lawyers

**Commercial Financial Services**

Chair - Lynn A. Soukup

Convention Center

Room 210, 2nd Floor

Cosponsored by: Committee on Federal Regulation of Securities

\* Ticket Required

\*\* Closed Meeting

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**Saturday, April 02, 2005**

**8:00 AM - 9:00 AM**

Committee Forum: Current Developments in the Federal and State Tax Law Affecting

**Taxation**

Cochairs - Warren P. Kean and Bruce P. Ely

Hilton Hotel

Ryman Room Two, 2nd Floor

**8:00 AM - 10:00 AM**

Program: Spam-Fighting Technologies and Their Legal Implications

**Cyberspace Law**

Chair - L. Elizabeth Bowles

Convention Center

Room 209, 2nd Floor

**8:00 AM - 10:00 AM**

Program: Antitrust For The Transaction Lawyer:

From Negotiating of Merger Documents to Gun-Jumping: What the Transaction Lawyer Needs to Know

**Antitrust Law**

Chair - John F. Clifford

Renaissance Hotel

Fisk Room One, 2nd Floor

Cosponsored by: Committee on Negotiated Acquisitions

**8:30 AM - 10:30 AM**

Program: So Your CEO Wants a Raise - Developing Standards for Setting Executive Compensation

**Corporate Governance**

Cochairs - Amy L. Goodman and Mark A. Morton

Renaissance Hotel

Belmont Room Three, 3rd Floor

Cosponsored by: Committee on Corporate Laws and Committee on Federal Regulation of Securities

**9:00 AM - 11:00 AM**

Committee Forum: Annual Review of Hot Topics in Environment and Energy Law for Business Lawyers

**Environmental, Energy and Natural Resources Law**

Chair - Stephen J. Humes

Convention Center

Room 212, 2nd Floor

**9:30 AM - 10:30 AM**

Committee Forum: The New Rules for Applying for 501 ©(3) Status: How to Work with the IRS's New Form 1023

**Nonprofit Corporations**

Chair - Jeannie Carmedelle Frey

Hilton Hotel

Crockett Ballroom, 2nd Floor

\* Ticket Required

\*\* Closed Meeting

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**Saturday, April 02, 2005**

**10:30 AM - 12:00 PM**

Program: Drowning in data? Electronic Document Retention as an Essential Component of an Overall Compliance

**Corporate Compliance**

Chair - Jean K. FitzSimon

Convention Center

Room 209, 2nd Floor

**10:30 AM - 12:30 PM**

Program: Commercial Law Developments

**Commercial Financial Services**

Cochairs - Steven O. Weise and Teresa Wilton Harmon

Renaissance Hotel

Fisk Room Two, 2nd Floor

Cosponsored by: Committee on Uniform Commercial Code

**10:30 AM - 12:30 PM**

Program: Cooperation or Collusion? Managing Antitrust Risk in Joint Ventures

**Antitrust Law**

Chair - Rebecca P. Dick

Renaissance Hotel

Fisk Room One, 2nd Floor

**10:30 AM - 12:30 PM**

Program: Collateral Careers that Collide into Greatness: The Business Lawyer as an Entrepreneur

**Ad Hoc Committee on Career Forums**

Cochairs - Annie Clement and Lynn A. Howell

Renaissance Hotel

Country Room, 4th Floor

**10:30 AM - 12:30 PM**

Program: Regulation B: SEC's Broker-Dealer Rules for Banks

**Banking Law**

Cochairs - Sarah A. Miller and Michael Watkins

Convention Center

Room 201, 2nd Floor

Cosponsored by: Committee on Federal Regulation of Securities

**10:30 AM - 12:30 PM**

Program: How to Avoid Conflicts in Business Law Practice: Seven Deadly Sins

**Professional Conduct**

Cochairs - M. Peter Moser and Lucian T. Pera

Convention Center

Room 206, 2nd Floor

**10:30 AM - 12:30 PM**

Program: IP Reps and Warranties Gone Wrong: Avoid Potholes in the Business Transaction

**Intellectual Property**

Chair - David Pamenter

Renaissance Hotel

Belmont Room One, 3rd Floor

Cosponsored by: Committee on Negotiated Acquisitions, Committee on International Business Law and Committee on Business and Corporate Litigation

\* Ticket Required

\*\* Closed Meeting

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**Saturday, April 02, 2005**

**10:30 AM - 12:30 PM**

Program: Crash Course in Check 21 for Business Lawyers: Answering Your Bank, Consumer and Corporate Client Questions

**Uniform Commercial Code**

Chair - Stephanie A. Heller

Renaissance Hotel

Music City Ballroom, 2nd Floor

Cosponsored by: Committee on Banking Law, Committee on Consumer Financial Services, Committee on Corporate Counsel and Committee on Credit Unions

**10:30 AM - 12:30 PM**

Program: LLC Potpourri: Pitfalls and Problems Encountered in Limited Liability Company Operating Agreements and Statutes

**Partnerships & Unincorporated Business Organizations**

Cochairs - J. Nelson Irvine and Scott E. Ludwig

Hilton Hotel

Crockett Ballroom, 2nd Floor

**10:30 AM - 12:30 PM**

Program: 23rd Annual Review of Developments in Business Financing

**Developments in Business Financing**

Chair - Denis T. Rice

Hilton Hotel

Armstrong Ballroom Two, 2nd Floor

**11:30 AM - 1:30 PM**

Committee Forum: Recharacterization of Leases: United Airlines and Other Recent Decisions

**Business Bankruptcy**

Chair - Sidney P. Levinson

Hilton Hotel

Boone Ballroom, 2nd Floor

**2:00 PM - 4:00 PM**

Program: SURVIVOR: How to Outwit, Outlast and Outplay in the Legal World

**Diversity**

Cochairs - Jacqueline Lewis Parker, Sharon Zemel Weiss & Timothy M. Lupinacci

Convention Center

Room 212, 2nd Floor

**2:00 PM - 4:00 PM**

Program: Deferred Compensation: Playing in a Whole New Ball Game

**Employee Benefits and Executive Compensation**

Chair - Joni L. Andrioff

Hilton Hotel

Armstrong Ballroom Two, 2nd Floor

\* Ticket Required

\*\* Closed Meeting

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**Saturday, April 02, 2005**

**2:00 PM - 4:00 PM**

Program: Not Another Survey?!? A Fresh and Current Look at Ethics and the World of Corporate Compliance

**Corporate Counsel**

Cochairs - Michael R. Clarke and Steven A. Lauer

Renaissance Hotel

Fisk Room One, 2nd Floor

Cosponsored by: Committee on Corporate Compliance

**2:30 PM - 4:30 PM**

Program: Federal and State Tax Issues Routinely Confronted by Business Lawyers-Part 2: Operations, Distributions, Divisions and Liquidations

**Taxation**

Chair - Warren P. Kean

Renaissance Hotel

Belmont Room One, 3rd Floor

**2:30 PM - 4:30 PM**

Program: Sarbanes-Oxley: Are Public Company "Best Practices" Altering the Standards for Not-For-Profit Directors?

**Nonprofit Corporations**

Chair - Paul Gilbert

Hilton Hotel

Crockett Ballroom, 2nd Floor

Committee on Corporate Governance

**3:30 PM - 4:30 PM**

Committee Forum: Who Invited You? Third Party Beneficiary Issues in M&A Transactions

**Negotiated Acquisitions**

Chair - Jon T. Hirschhoff and Scott T. Whittaker

Renaissance Hotel

East Ballroom, 1st Floor