FLASTER GREENBERG
Attorneys at Law | A Professional Corporation

M & A Seminar Series

September 10, 2008
Flaster Greenberg

Please join us for Flaster Greenberg's Fall 2008 seminar series on legal and tax strategies for successfully closing your M&A deals.

September 10 October 15 November 19

Presentations by a multi-disciplinary team of Flaster Greenberg attorneys will help you navigate toward successful outcomes and increase value for your clients' M&A deals.

These programs focus on issues in the lower middle market that are relevant to accountancy advisors in helping guide clients to successful M & A outcomes.

Buying & Selling a Privately-Held Business: Legal and Tax Aspects

2.0 NJ and PA CPE Credits

Wednesday, September 10, 2008

4:30 p.m. - 5 p.m. **Registration**
5 p.m. - 7 p.m. **Seminar**
7 p.m. - 8 p.m. **Wine & Hors d'oeuvre Reception**

The program will cover:

- Confidentiality Agreements
- Letter of Intent/Term Sheet
- Due Diligence
- Structuring the Deal: Asset v. Stock Acquisition and Tax Planning (*e.g.*, valuation, price allocations, Section 338 elections, sale of personal goodwill, etc.)
- Definitive Agreements

Presenters:

Richard J. Flaster, Esq ., shareholder
Stephen M. Greenberg , Esq., shareholder
Alan H. Zuckerman , Esq., CPA, shareholder

Location: Flaster Greenberg P.C.
1810 Chapel Avenue West
Cherry Hill, NJ 08002

Investments in Private Companies: A Primer for Companies and Investors

2.0 NJ and PA CPE Credits

Wednesday, October 15, 2008

4:30 p.m. - 5 p.m. **Registration**
5 p.m. - 7 p.m. **Seminar**
7 p.m. - 8 p.m. **Wine & Hors d'oeuvre Reception**

The program will cover:

- Where companies find capital
- Where investors find investment opportunities
- The use and limitations of confidentiality agreements
- Securities laws, including Rules 504, 505, and 506 of Reg D
- Valuation of private companies
- Protecting yourself as an investor
- Economic rights of investors
- Management rights of investors
- Desire for liquidity
- Negotiations between company and investor

Presenters:

Markley S. Roderick , Esq., shareholder
Peter R. Spirgel , Esq., shareholder

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Cherry Hill, NJ 08002

IP Issues in Mergers and Acquisitions

2.0 NJ and PA CPE Credits

Wednesday, November 19, 2008

4:30 p.m. - 5 p.m. **Registration**
5 p.m. - 7 p.m. **Seminar**
7 p.m. - 8 p.m. **Wine & Hors d'oeuvre Reception**

The program will cover:

- Intellectual Property as a core asset in corporate transactions
- What to review and assess with regard to intellectual property in mergers and acquisitions
- Assessing the enforceability and strength of patents, trademarks, copyrights and trade secrets
- Assessing potential infringement liability and ongoing intellectual property litigation
- Intellectual Property representations and warranties

Presenters:

Lynda C. Calderone , Esq., shareholder
Jordan A. LaVine , Esq., shareholder

Location: Flaster Greenberg P.C.
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Cherry Hill, NJ 08002

About the Presenters

Lynda L. Calderone is a shareholder in the Intellectual Property Practice Group. Lynda has extensive experience in the preparation and prosecution of U.S. patent applications as well as intellectual property litigation. She serves a wide range of clients and has experience in advising and guiding both buyers and sellers of businesses, which include patent assets in their portfolio through the IP due diligence process.

Richard J. Flaster, founding shareholder and president of Flaster Greenberg, has handled hundreds of purchases and sales of businesses. He provides legal counsel primarily to closely-held businesses and their owners on matters involving taxation, pensions, estate planning, corporations, partnerships and limited liability companies, negotiation and documentation of commercial contracts. He has also provided counsel to public companies.

Stephen M. Greenberg, chair of Flaster Greenberg's Corporate and Health Care Practice Groups, concentrates his practice in health care law, tax, and corporate legal services, including all types of business transactions, mergers and acquisitions. He has particular expertise in: mergers and acquisitions of health care provider and physician practice groups; tax structuring of business transactions and corporate reorganization; tax planning for individuals, estates and trusts; and employee benefits.

Jordan A. LaVine, chair of Flaster Greenberg's Intellectual Property Practice Group and head of the Trademark and Copyright section, concentrates his practice on trademark, copyright and unfair competition strategic counseling, litigation, licensing, and prosecution matters. He handles matters involving trademarks, trade dress, product configuration, unfair competition, trade secrets, copyrights, false advertising, and Internet related intellectual property issues.

Markley S. Roderick, chair of Flaster Greenberg's Merger & Acquisition Practice Group, represents closely-held and emerging growth companies in industries that include technology, real estate, and health care. His extensive experience in representing businesses and their owners in a wide variety of business transactions includes: buying, selling, and merging businesses; raising money through private placements and venture capital; development and structuring of business joint ventures, and assisting investors in private equity financings

Peter R. Spirgel, managing shareholder of Flaster Greenberg, has a general business practice with special emphasis on taxation, corporate mergers and acquisitions, and estate planning. He has represented numerous companies in capital raising transactions including investments with angel investors, venture capital funds, and private offerings. Peter counsels numerous privately held companies on succession planning, strategic acquisitions or sales, joint ventures and tax planning.

Alan H. Zuckerman, member of Flaster Greenberg's Executive Committee. An attorney and certified public accountant, Alan practices business law with a concentration in federal and state taxation, business and corporate transactions, mergers and acquisitions (involving both public and privately held companies), trusts and estates and health care law.

ATTORNEYS MENTIONED

Stephen Greenberg

Jordan LaVine

Alan Zuckerman