



Invites You to a
Breakfast Seminar

Using Agreements to Prevent Disputes Among Business Owners

Doubletree Guest Suites Mt. Laurel
515 Fellowship Road North
Mt. Laurel, NJ 08054
Tel: (856) 778-8999

April 28, 2009

Registration: 8:30 a.m.
Program 9:00 a.m. - 11:30 a.m.

Program Agenda

8:30 - 9:00 a.m. **Registration & Continental Breakfast**

9:00 - 11:15 a.m.

Speakers: Yasmeen S. Khaleel, Esq.
Helene R. Leone, Esq.
Betsy G. Ramos, Esq.
Capehart Scatchard

What Agreements Are A Must?

- For a corporation - Shareholder Agreement
- For an LLC - Operating Agreement
- For either - Noncompete and Confidentiality Agreement

Why Are These Agreements Important?

- Shareholder and Operating Agreements
 - ♦ Restrict the ability to sell or transfer ownership interests in the company
 - ♦ Establish events which will trigger an ownership buy-out
 - ❖ Rights of one or more owners to buy out another owner; or
 - ❖ Rights of one owner to force the company or other owners to buy out his interest
 - ♦ Provide method to value the interest being purchased
 - ♦ Make provisions for payment of the purchase price for the buy-out
 - ♦ Additional considerations in context of Operating Agreements -- provide management structure for the company
- Noncompete and Confidentiality Agreement
 - ♦ Prevent fellow shareholder/member from leaving company and competing with company
 - ♦ Protect company proprietary and trade secret information
 - ♦ Prohibit departing shareholder/member from taking co-employees to new business
 - ♦ Protect technology through invention clause

11:15 - 11:30 a.m. **Questions & Answers**

Seminar Registration Information

Please remit registration form and payment by
April 27, 2009 to:

Marketing Department
Capehart Scatchard
8000 Midlantic Drive, Suite 300 S
Mt. Laurel, NJ 08054
(856) 234-6800 ext. 2143
(856) 235-2786 - fax
response@capehart.com

Checks should be made payable to Capehart & Scatchard, P.A.

Registration: **\$25 per person**

Seminar: 9:00 a.m. - 11:30 a.m.

Registration: 8:30 a.m.

Attendee name (*Please print or type*):

1. Name _____

Company _____

Title _____

Email _____

Phone No. _____

2. Name _____

Company _____

Title _____

Email _____

Phone No. _____

3. Name _____

Company _____

Title _____

Email _____

Phone No. _____

Address _____

City/State/Zip _____

Fax _____

Who Should Attend

This breakfast seminar is designed for owners of closely held businesses to learn how to prevent lawsuits with their fellow owners by using properly drafted agreements.

Seminar Facility Information

Doubletree Guest Suites Mt. Laurel

515 Fellowship Road North, Mt. Laurel, NJ 08054

Tel: (856) 778-8999

DIRECTIONS

From NJ Turnpike: Take exit 4. Follow Route 73 North, 100 yards to first traffic light at Fellowship Road. Turn right onto Fellowship Rd. Proceed 1/4 mile to hotel on the left.

From 295 North: Follow 295 North to Exit 36A. Through 1st light (Fellowship Road) take right turn onto Fellowship Road North, and cross over Route 73 onto Fellowship Road. At 1st light (.25 miles) turn left.

From 295 South: Follow 295 South to Exit 40, Route 38, toward Moorestown. Merge onto Route 38 West. Turn Left onto Fellowship Road. Proceed one mile to hotel on right.

Speaker Information

Betsy G. Ramos is a Shareholder and Chair of Capehart Scatchard's Litigation Department. Ms. Ramos has over 25 years experience handling and litigating diverse matters. Her practice areas include business litigation, employment litigation, construction litigation, insurance coverage, tort defense, and general litigation. Ms. Ramos has developed extensive experience in handling noncompete agreements and trade secret law by counseling clients in these issues as well as litigating numerous noncompete and trade secret cases. Ms. Ramos is Certified by the Supreme Court of New Jersey as a Civil Trial Attorney and was recently recognized as one of South Jersey's Top Attorneys as published by *SJ Magazine*.

Helene R. Leone is a Shareholder in Capehart Scatchard's Business and Tax; Commercial; and Real Estate and Land Use Groups. Ms. Leone is a certified public accountant who concentrates her practice in the areas of corporate, commercial and general business representations. Her practice primarily focuses on counseling small and emerging businesses and entrepreneurs in matters of formation, acquisition, and ongoing operation, as well as commercial real estate. Ms. Leone is an Instructor/Consultant for the Rutgers Small Business Development Center where she conducts seminars, workshop presentations, and legal consultation with clients of the Center.

Yasmeen S. Khaleel is a member of Capehart Scatchard's Wills, Estates and Trusts Group. Ms. Khaleel concentrates her practice in the areas of estate and trust planning and administration, elder law, business succession planning, and tax planning. She also has experience in estate and trust litigation and guardianship actions. Ms. Khaleel's additional areas of practice include transactions related to business succession planning, including entity formation and transactional matters. Ms. Khaleel is currently Secretary to Asian Indian Professionals, Inc.

Hold The Date

June 11, 2009

Capehart Scatchard will be hosting a breakfast seminar entitled "From Hiring to Record Keeping: Business and Employment Law Issues" at the Doubletree Guest Suites Mt. Laurel. Registration begins at 8:30 a.m. with the seminar concluding at 11:30 a.m. Speakers to include Carol Jennings, Esq. and Stephen Alexander, Esq., members of Capehart Scatchard's Litigation and Labor & Employment Groups.

The cost of the seminar is \$25.00. For additional information, please contact Beth Hopkins or Carol Wright at 856-234-6800 or visit our website at www.capehart.com.