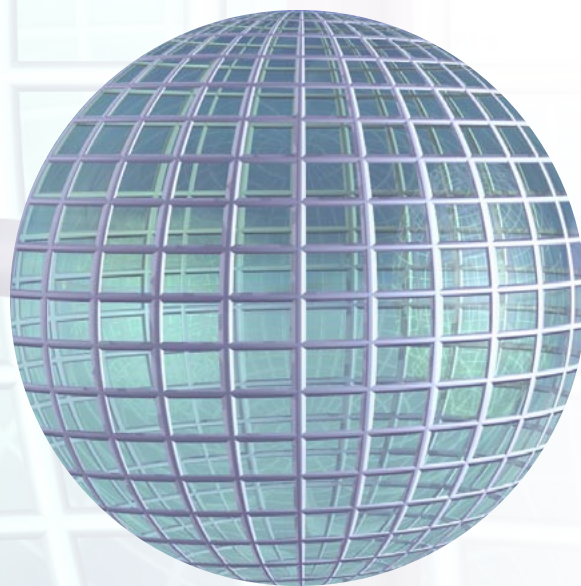


BS&K In-House Counsel CLE Series

2011 Program Calendar

Programs to be held at the firm offices in Albany, Buffalo, Garden City, New York City, Rochester and Syracuse.



BOND, SCHOENECK & KING, PLLC
ATTORNEYS AT LAW ■ NEW YORK FLORIDA KANSAS



AGENDA

Registration and Lunch

11:30 a.m. - Noon

Program

Noon - 1:15 p.m.

FACILITIES OVERVIEW

Each program is conducted live from one BS&K office and transmitted simultaneously via a videoconference network connecting our regional offices in Central, Eastern and Western New York, New York City and on Long Island. BS&K's technology allows real time interaction between the attendees in our offices and the speaker(s).

Please note that since these conferences take place in BS&K offices, seating is limited. Therefore, early registration is recommended.

Lunch is included and will be served from 11:30 a.m. to Noon. Programs begin at Noon.

CLE Credit: Bond, Schoeneck & King, PLLC has been certified by the New York State Continuing Legal Education Board as an Accredited Provider of Continuing Legal Education in the State of New York. Each program has been designated as providing the listed number of credits in accordance with the requirements of the New York State Continuing Legal Education Board.

UPCOMING PROGRAMS

May 11, 2011

Hot Button Issues That Can Cool Off Your M&A Deal

1.5 CLE Credits (Eligible for MCLE credit for newly-admitted attorneys)

This program is geared towards in-house counsel and business development professionals who negotiate M&A transactions. We will discuss current merger and acquisition trends and present options regarding the following essential elements of public and private M&A transactions:

- Director and officer duties and shareholder derivative actions
- Indemnification protections, including "sandbagging" clauses and escrow arrangements
- Contingent purchase pricing and earnout provisions
- The balance between full disclosure and anti-reliance provisions
- Deal protection and related provisions

FUTURE PROGRAMS

September 2011

Settlement Agreements

1.5 CLE Credits (Eligible for MCLE credit for newly-admitted attorneys)

November 2011

Ethics

1.5 CLE Credits (Eligible for MCLE credit for newly-admitted attorneys)

FACULTY

May 11, 2011

RONALD C. BERGER is a graduate of the State University of New York at Geneseo (B.A., *magna cum laude*, 1974) and State University of New York at Buffalo, School of Law (J.D., *cum laude*, 1977), where he served as Senior Editor of the Buffalo Law Review. Prior to joining the firm, Mr. Berger served as Law Clerk to the Judges of the New York Court of Appeals (1977-1980).



Mr. Berger is Chair of the firm's Mergers and Acquisitions Practice Group. He has been the lead lawyer on acquisition and divestiture transactions ranging from less than \$1 million to \$390 million. He has handled M&A transactions in a variety of industry sectors such as manufacturing, medical devices, natural resources, food service and distribution, life insurance and electronics. He has experience handling transactions involving companies or parties located in many jurisdictions, including New York, Pennsylvania, New Hampshire, Ohio, Kansas, Oklahoma, California, Illinois, Oregon, Canada and Japan. His joint venture experience includes joint venture projects located in the United States, France, Colombia and Australia within the manufacturing, distribution and financial services sectors.

Mr. Berger has lectured on a variety of M&A, corporate and commercial law subjects in programs sponsored by Bond, Schoeneck & King, Syracuse University, bar associations and local industry groups. He is listed in The Best Lawyers in America® 2011 and New York Super Lawyers 2009®.

DANIELLE M. McCANN is a graduate of the College of the Holy Cross (B.A., 1998) and Syracuse University College of Law (J.D., *cum laude*, 2001), where she served as Business Editor of the Syracuse Law Review (2000-2001). Ms. McCann is a member of the Justinian Honorary Law Society.



Ms. McCann concentrates her practice in mergers and acquisitions, securities law, banking law, commercial lending transactions, corporate, partnership and limited liability company matters and joint ventures, for both closely held and public companies. She regularly counsels clients on disclosure and reporting compliance with the regulations of the Securities and Exchange Commission and the New York Stock Exchange.

Ms. McCann has over nine years of experience in representing buyers, sellers, lenders and investors in complex acquisition, financing and disposition transactions.

COURTNEY ALAN WELLAR is a graduate of the State University of New York at Utica (B.S., *cum laude*, 1993) and Albany Law School of Union University (J.D., *cum laude*, 1997).



Mr. Wellar is a business and tax attorney concentrating in mergers and acquisitions and advises clients regarding governance, disclosure and fiduciary matters. He regularly counsels clients on structuring, negotiating and managing public and private mergers and acquisitions, private divestitures, and other complex transactions, including spin-offs, split-offs, recapitalizations and joint ventures for corporations, limited liability companies and partnerships.

BS&K In-House Counsel CLE Series 2011 Program Registration

Register online at www.bsk.com

or complete and return the registration form below.

Please RSVP 10 days prior to seminar.

Registration Fees

\$25 per program. Seating is Limited.

Dates and Locations

Please indicate choice(s) of date and location.

Albany

May 11, 2011

BS&K Albany Office
111 Washington Avenue
518-533-3000

Buffalo

May 11, 2011

BS&K Buffalo Office
Key Center, 40 Fountain Plaza
716-566-2800

Garden City

May 11, 2011

BS&K Garden City Office
1399 Franklin Avenue
516-267-6300

New York City

May 11, 2011

BS&K New York City Office
330 Madison Avenue
646-253-2300

Rochester

May 11, 2011

BS&K Rochester Office
350 Linden Oaks
585-362-4700

Syracuse

May 11, 2011

BS&K Syracuse Office
One Lincoln Center
315-218-8000

Name: _____ Title: _____

Organization: _____

Address: _____

City: _____ State: _____ Zip: _____

E-Mail: _____ Telephone: _____ Fax: _____

The following people will also attend:

Name: _____ Title: _____ E-Mail: _____

Name: _____ Title: _____ E-Mail: _____

*The registration fee will be waived for demonstrated cases of financial hardship.
Refunds will only be made for cancellations received no fewer than 5 business days before event.*

Register online at www.bsk.com or complete and return the registration form to:
Ms. Toko Moyo, Bond, Schoeneck & King, PLLC, One Lincoln Center, Syracuse, NY 13202
Fax: 315-218-8100 Questions: 1-800-339-8897 E-mail: tmoyo@bsk.com
Please make checks payable to Bond, Schoeneck & King, PLLC.

This seminar is intended for the invited guests of Bond, Schoeneck & King, PLLC, who reserves the right to deny admission to any applicant.