



Hot Topics in Buying or Selling a Business

Program dates start March 23. Register today!

6 CLE
1 EPR

Hot Topics in Buying or Selling a Business

Tell them you mean business

The purchase or sale of a business is inevitably fraught with potential risks for the buyer and the seller. Savvy business clients will seek out a lawyer who is comfortable with the transaction, skilled at negotiation, and prepared to protect their financial interests. Be ready to help your clients succeed with the guidance you'll receive at *Hot Topics in Buying or Selling a Business*.

You'll be able to evaluate and structure the best deal for your clients while protecting their financial interests with help from *Hot Topics in Buying or Selling a Business*.

How you'll benefit:

- Learn to navigate purchases and sales between business partners
- Obtain editable sample forms that you can use in your practice
- Determine whether to sell a business entity or sell the assets
- Assess the tax implications of each approach
- Examine the potential exposure to liability with each approach
- Decide whether it's best to fund with cash or earn-out
- Review ethical considerations that arise in business transactions

Who should attend:

- Business lawyers
- Tax attorneys
- Commercial real estate lawyers
- Real property, probate, and trust lawyers
- General practitioners

Register now!

Schedule

8:30 AM Purchases and Sales Between Business Partners

- The mechanics of buy/sell agreements
- Valuations
- One owner buying out another
- Employees buying out the owner... yes, employees are your business partners
- Exhibit: A sample Buy/Sell agreement

9:30 AM Entity Ownership Purchase: The Offer and Its Operation

- The basic logistics of a stock/LLC membership/partnership offer
- Due diligence
- Contingencies
- Financing
- Exhibit: Stock/LLC membership/partnership purchase agreement

10:30 AM Break

10:45 AM Asset Purchase: The Offer and Its Operation

- The basic logistics of an asset purchase
- Due diligence
- Contingencies
- Financing
- Exhibit: Asset purchase agreement

11:45 AM Lunch Break

12:45 PM A Plain English Translation of: 26 U.S. Code § 338 – Certain Stock Purchases Treated as Asset Acquisitions

- The reasons for an asset versus an entity sale/purchase:
 - Tax
 - Liability
 - Operating logistics
- Why make a Code § 338 election?
- The mechanics of and election and post-closing operating logistics
- Exhibit: Code § 338 election form

1:45 PM Break

2:00 PM Ethics of Representation

- Wisconsin Supreme Court Rules
- American Bar Association Commentary
- Who does a lawyer represent? The entity, the owners, the buyers, the employees, the financiers
- Unrepresented parties
- Conflicts of interest

3:00 PM Program Concludes

Following program start time, schedule will vary slightly from above listed times.

Faculty

Presenters

Luke J. Chiarelli

Mawicke & Goisman, S.C.
Milwaukee

William J. Morris

Mawicke & Goisman, S.C.
Milwaukee

Dates

Live Webcast

Wednesday, March 23, 2022

Webcast Replay

Tuesday, March 29, 2022

Thursday, April 7, 2022

Monday, April 11, 2022

Tuesday, April 19, 2022

Wednesday, April 27, 2022

Friday, May 6, 2022

Tuesday May 24, 2022

Monday, June 13, 2022

Credits

This program will be submitted to the Wisconsin Board of Bar Examiners for **6 CLE credits including 1 Ethics and Professional Responsibility credit.**

Registration

Online: www.wisbar.org/seminars

Phone: (800) 728-7788

Fax: (608) 257-5502

Mail: State Bar PINNACLE
Registrations
P.O. Box 7158
Madison, WI 53707-7158

State Bar CLE/PINNACLE Passbook Registrations

Passbook Certificates must be received by the State Bar at least one business day prior to the event.

Registration Cancellations

Please visit wisbar.org/cancellations for information on PINNACLE registration cancellation policies.

Course materials for those attending the seminar

Course materials are provided in PDF format and are downloadable from *myStateBar* on wisbar.org up to two days prior to and 90 days after your seminar.

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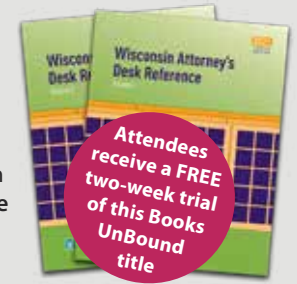
Print Book: #AK0003E21; 1,256+pp.; 2021 (updated annually)

Member: ~~\$175~~ \$140 | Nonmember: ~~\$219~~ \$175.20

Books UnBound Subscription: #AE0003_SUB

Member: ~~\$189~~ \$151.20 | Nonmember: ~~\$236.25~~ \$189

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Additional Learning Opportunities

6th Annual Family Business Update 2021

Delve into the range of issues today's family businesses are facing and explore the advantages of forming a family office to manage collective wealth. Understand what factors banks consider when determining credit and understand the impact of potential changing interest rates. **6.5 CLE**

CLE OnDemand Seminar: #CA3146D; Member: \$269 | Nonmember: \$349

Securities, Mergers, and Acquisitions in Wisconsin

Whether your business clients want to expand their enterprises through acquisitions, mergers, or stock sales, you'll be prepared to advise them with help from this handy resource. It's packed with relevant case law, checklists, cautions, caveats, sample language, and practice tips (includes 2018-19 and 2020-21 supplements).

Print Book: #AK0243; 328 pp.; 3rd ed. 2016; Member: \$175 | Nonmember: \$219

Books UnBound Subscription: #AE0243_SUB; Member: \$189 | Nonmember: \$236.25

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Priority Code: S 4 0 7 3 B

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<input type="checkbox"/> State Bar Member	<input type="checkbox"/> \$269
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