Chair’s Letter from Michael S. Khoury
This is my last newsletter as chair of the Business Law Section. It has been my honor and privilege to serve the Section in this capacity, and I look forward to seeing you at the Section Annual Meeting on September 25.

Supreme Court Issues Decision in Estes Case
On July 2, the Michigan Supreme Court issued its unanimous opinion in Estes v. Titus, a case of first impression, in which the Court held that the Uniform Fraudulent Transfer Act (UFTA) applies to property transfers made in divorce proceedings, other than transfers of property held as tenants by the entireties. In so doing, the Court adopted several arguments that the Business Law Section propounded in its amicus brief, including the views that a creditor should not have been permitted to intervene in the divorce case, and the failure to appeal the denial of the intervention motion had no preclusive effect on the claim for relief under the UFTA. Many thanks to the Section’s Debtor/Creditor Rights Committee and the primary drafter of the amicus brief, Lisa Gretchko.

Draft Merger Clauses Carefully to be Effective
In an unpublished opinion issued by the Michigan Court of Appeals, Stout v. Withrow WL 400695 (Mich. App.), the court considered claims by a real estate purchaser against the seller’s agent. Although many issues were raised on appeal, most interesting for business attorneys is the court’s finding that the merger clause contained in a closing statement was not sufficiently broad to merge prior “representations,” only “agreements” of the parties. The clause at issue said: “We further state that there are no other agreements, oral or otherwise, than those stated on the [purchase agreement].” The court stated that the plaintiff’s reliance on representations of the agent regarding the condition of the property were not unreasonable, even after signing the closing agreement with the merger clause. Another reminder to draft boilerplate language carefully.

Section Events
- September 11 & 25—First Session of Business Boot Camp (Grand Rapids and Plymouth)
- September 25—Section Annual Meeting (Sheraton Detroit Novi)
- October 2—Small Business Forum Event (Utica)
- October 16—Family and Closely Held Business Institute
- October 17—2008 Midwest Securities Law Institute (MSU School of Law)
- May 8-9—21st Annual Business Law Institute (Grand Rapids)

Other Events
- September 17-19—State Bar of Michigan Annual Meeting (Dearborn)
- September 17—Information Technology Section Annual Meeting and Program
- September 23—Health Care Law Section Annual Meeting To Err is Human—But at What Cost? (Detroit Institute of Arts)
- October 29—Information Technology Law Section What Every Lawyer Should Know
- February 7-14—Family Law Section Winter Seminar (Mexico)
MSU Hosts Securities Law Institute
The Securities and Exchange Commission (SEC) is coming to MSU College of Law for the 2008 Midwest Securities Law Institute on October 17. Staff from the SEC will address important issues facing both public and private companies as well as investors. Representatives from the new Financial Industry Regulatory Authority will also attend.