

December 4, 2004

1. Next Scheduled Meeting of the Committee

Tania E. (Dee Dee) Fuller, Daniel H. Minkus Mark W. Peters and Stephen C. Waterbury (John R. Cook could not make the meeting) last met in person at the Tango Restaurant in the Southfield Weston Hotel on Thursday, September 23, 2004 to work on planning the program for our 2005 meeting. We subsequently met by conference call to review the draft program and to work on finalizing the planning for the 2005 program. We will meet again in conjunction with the next meeting at Soaring Eagle Casino & Resort scheduled for June 4, 2005 in Mount Pleasant, but we have not set a time and place for that meeting.

2. Council Approval

None.

3. Membership

Those participating in program planning include council members John R. Cook of Miller Canfield Paddock & Stone, PLC and Tania E. (Dee Dee) Fuller of Fuller Law and Counseling PC., Stephen C. Waterbury of Warner Norcross & Judd LLP, ex-officio council member Daniel H. Minkus of Clark Hill, PLC as well as Mark W. Peters of Dykema Gossett PLLC.

Council member Mark R. High of Dickinson Wright, PLLC, who played a leading role in initiating sponsorships for Business Law Section programs, continues to be in charge of program sponsorships.

4. Accomplishments Toward Committee Objectives

Except for finalization of sponsorships and the confirmation of one speaker (Michael Cartier of Stryker Corporation), the Section's program for the June 4, 2005 program to be held at Soaring Eagle Casino & Resort in Mount Pleasant has been completed. A copy of the nearly finalized program is attached. The program is expected to be finalized in the next few days.

5. Meetings and Programs

As noted above, our next Meeting after the December 4, 2004 Business Law Section Council Meeting will be held on June 3 or June 4 at Soaring Eagle Resort in Mt. Pleasant, Michigan.

6. Publications

Finalization of the brochure for the 2005 meeting is awaiting a decision on the name (Shel Stark recommends the "17th Annual Business Law Institute", followed by an indication that the institute is "Co-Sponsored by the Business Law Section of the State Bar of Michigan and the Institute for Continuing Legal Education).

7. Legislative/Judicial/Administrative Developments – Not applicable.

8. Miscellaneous – None

Report submitted by: Steve Waterbury

EXHIBIT TO PROGRAMS DIRECTORSHIP REPORT

(11/17/04)

17th Annual Business Law Institute and Mid-Year Meeting

Friday, June 3 – Saturday, June 4, 2005
Soaring Eagle Casino & Resort, Mount Pleasant

Cosponsored by the Business Law Section, State Bar of Michigan

Course Schedule

Moderators

Tania E. "Dee Dee" Fuller
Fuller Law and Counseling PC
Grand Rapids

Mark W. Peters
Dykema Gossett PLLC
Detroit

David Foltyn
Honigman Miller Schwartz & Cohn LLP
Detroit

DAY ONE

Friday Afternoon Session:

1:00 p.m. – 5:30 p.m.

1:00 p.m. – 1:15 p.m.

Welcome and Introduction to Section Activities

David Foltyn, Chair
Business Law Section, State Bar of Michigan

1:15 p.m. – 1:45 p.m.

Business Law Legislative Update

Jeffrey S. Ammon
Miller Johnson Snell & Cumiskey PLC
Grand Rapids

1:45 p.m. – 2:15 p.m.

Corporate and Commercial Case Law Update

Tania E. "Dee Dee" Fuller
Fuller Law & Counseling PC
Grand Rapids

2:15 p.m. – 3:00 p.m.

Strategic Considerations in "Standard" License Agreements

- *to indemnify or not to indemnify – that is the question
- *a fair and balanced warranty
- *the business impact of non-competes as a part of a license
- *license rights that grow with the company

*reasons to walk away from a license

Susan Kornfield
Bodman LLP
Ann Arbor

2:15 p.m.

3:00 p.m. – 3:15 p.m.

Break-

2:45 p.m.

3:15 p.m. – 3:45 p.m.

Valuing the Business and the Buy/Sell Agreement

*defining value
*structuring the number
*practical concerns
*perils and pitfalls

Jeffrey M. Risius
Stout Risius Ross Inc.
Farmington Hills

3:30 p.m.

3:45 p.m. – 4:30 p.m.

Facilitative Mediation of Business Disputes – Finding Business Solutions and Repairing Ongoing Business Relationships

*the facilitative model
*interest v position negotiating
*party participation
*plenary/joint sessions
*win-win solutions

Asher N. Tilchin
Tilchin Hall & Reynolds PC
Farmington Hills

4:15 p.m.

4:30 p.m. – 5:15 p.m.

Improving the Culture of Your Firm or Business: How to Become EXCITED About Going to Work Every Day

Gerry “Clarke” Clark
Human Synergistics
Plymouth

5:30 p.m.

5:15 p.m. - 5:30 p.m.

Questions and Answers

6:30 p.m.

6:30 p.m. – 7:30 p.m.

Reception – Sponsored by _____

Your opportunity to meet and mix with the seminar faculty, and network with fellow registrants and guests.

7:30 p.m.

7:30 p.m. – 9:30 p.m.

**Annual Business Law Section Banquet
Sponsored by _____**

Program:
A (Habeas) Chorus Line

11:00 p.m.

9:30 p.m. – 11:00 p.m.

Afterglow –Water Lily Lounge

DAY TWO

Saturday Morning Session

9:00 a.m. – 12:30 p.m.

9:45 a.m.

9:00 a.m. – 9:45 a.m. **Michigan's Timely Application and Permit Service (MiTAPS) and the Climate for Business in Michigan**

Henry L. Green
Program Director, MiTAPS
Lansing

9:45 a.m. – 10:30 a.m. **Electronic Discovery in Federal Court**
*impact on email and record retention policies
*Zumelki
*abuse and sanctions

Magistrate Judge Virginia Morgan
U.S. District Court Eastern District of Michigan
Detroit

11:15 a.m.

10:30 a.m. – 10:45 a.m. **Break**

10:45 a.m. – 11:15 a.m. **New Developments in Raising Private Capital for Early Stage Companies**

Michael T. Raymond
Dickinson Wright PLLC
Ann Arbor

Break Out Sessions

11:55 a.m.

11:15 a.m. – 11:55 a.m. *In House Counsel Track*

Best Practices

The Art of Supervising and Managing Litigation by Outside Counsel – 10

Dirk P. Tischer
Assistant General Counsel
Lear Corporation
Southfield

Terri L. Renshaw
Comerica, Inc.
Detroit

(Michael Cartier)
Stryker Corporation
Kalamazoo

Family Business Track

Exit Strategies and Succession Planning

- * when the family is dysfunctional
- *ESOPs
- *dealing with minority share holders
- *finding a buyer

Moderator: Cynthia L. Della Torre
Kemp Klein Umphrey Endelman & May PC
Troy

Philip C. Gilbert
P & M Corporate Finance LLC
Southfield

Stephen M. Conway
The Rehmann Group
Grand Rapids

Transactional Track

Baskets, Caps, Claw Backs and Other Traps for the Unwary – A Panel

Moderator: Jin-Kyu Koh
Dykema Gossett PLLC
Detroit

Brad B. Arbuckle
Miller Canfield Paddock and Stone PLC
Kalamazoo

Eric I. Lark
Kerr Russell & Weber PLC
Detroit

12:30 p.m.

11:45 a.m. – 12:30 p.m. *In House Counsel Track*

What We Do to Satisfy In House Counsel and Keep the Business: An Outside Lawyer Reveals All

- *measuring and improving responsiveness
- *performing quality work
- *clear reporting
- *fostering a teamwork approach
- *crediting in house counsel
- *doing the “little” things
- *budgets

Diane L. Akers
Bodman LLP
Detroit

Family Business Track

Exit Strategies and Succession Planning Continued

Moderator: Cynthia L. Della Torre

Philip C. Gilbert

Steven Conway

Transactional Track

Outsourcing or Moving Business Offshore - Benefits and Pitfalls

*understanding the process

*legal considerations

*business issues

*advantages and disadvantages

*perils and pitfalls

Karl A. Hochkammer

Foley & Lardner

Detroit

Adjourn