



WSBA-CLE Presents
**Company Dissolution
& LLC Member Disputes**

Thursday, July 26, 2012

Join us for this program at

WSBA-CLE Conference Center
at Century Square
1501 4th Ave., Suite 308
Seattle, WA 98101

✦ And Via Simultaneous Webcast ✦



Tuition: \$139

Approved for 3.75 General CLE Credits
for Washington Attorneys

Program

**7:30 a.m. Check-in • Walk-in Registration •
Distribution of Coursebooks • Coffee & Pastry Service**

8:25 a.m. Welcome and Introduction by Program Chair
Naoko Inoue Shatz — Shatz Law Group PLLC, Seattle

8:30 a.m. Basic Review of LLC Formation
Understand the necessary steps for forming an LLC as well as practical considerations to keep in mind at formation with respect to potential future dissolution and dispute matters.
Mel Wheaton — Perkins Coie LLP, Seattle

8:45 a.m. Acts of Dissociation-Member Withdrawal
Learn the differences between the following types of dissociation:

- Agreement
- Death
- Assignment
- Involuntary: insolvency / bankruptcy / marriage dissolution
- Deadlock

David Tingstad — Beresford Booth PLLC, Edmonds

9:15 a.m. Final Capital Account Adjustments and Distributions
An overview of how final capital account adjustments and distributions are supposed to work and tips for avoiding disputes.
Mel Wheaton — Perkins Coie LLP, Seattle

9:30 a.m. Non-Judicial Dissolution
Dissolution and Winding Up: The Washington Limited Liability Company Act

- Statutory changes
- Acts constituting dissolution under RCW 25.15.270
- Duties of managers and members after dissolution
- Managing the post-dissolution business where the members/managers are fighting

Robert S. Klein — Short Cressman & Burgess PLLC, Seattle

10:00 a.m. Break

10:15 a.m. Judicial Dissolution

- The implication of “not reasonably practicable to carry on the LLC’s business in conformity with the LLC’s operating agreement”
- The standards of review

Douglas Batey — Stoel Rives LLP, Seattle
Naoko Inoue Shatz — Shatz Law Group PLLC, Seattle

11:15 a.m. LLC Member Disputes
An opportunity to learn practical tips from our faculty panel in advising your clients in LLC member disputes.

MODERATOR: *Naoko Inoue Shatz — Shatz Law Group PLLC, Seattle*
Robert S. Klein — Short Cressman & Burgess PLLC, Seattle
David Tingstad — Beresford Booth PLLC, Edmonds
Douglas Batey — Stoel Rives LLP, Seattle
Mel Wheaton — Perkins Coie LLP, Seattle

12:30 p.m. Completion of Evaluation Forms • Adjourn

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Please fill out the enclosed registration form and mail or fax to WSBA

First Name _____ M.I. _____ Last Name _____

WSBA No. _____ Firm/Company Name: _____

Street Address _____

City _____ State _____ Zip _____

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**We encourage early registration. On-site registration is on a space-available basis.
Coursebook included with price of tuition.**

To register online, go to www.wsba.org/seminars and enter seminar # 12207SEA or # 12207WEB

Company Dissolution & LLC Member Disputes

- Attend in Seattle, #12207SEA, 7/26/12 • \$139 Tuition**
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If special accommodations are needed, please contact Heather Kistner at 206-727-8258 or e-mail: heatherk@wsba.org or call toll-free at 1-800-945-WSBA.

Can't join us in Seattle for this program? You can still attend – and get live CLE credit – via the simultaneous webcast, broadcast LIVE over the Internet on Thursday, July 26, 2012, starting at 8:25 a.m. Pacific Daylight Time. You may access this event from anywhere with an established Internet connection. The webcast will include video and audio of the speakers and seminar handout materials – all on your computer! Select the “attend online” option (#12207WEB) on the registration panel of this brochure or go to www.wsba.org/seminars and enter #12207WEB in the search box. You will receive a confirmation with instructions for logging onto the webcast prior to July 26.

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 - **Phone:** 800-945-WSBA or 206-443-WSBA with credit card and Registration/Order Form in hand.
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