

Business Valuation for Lawyers

With the dramatic changes in the economy during the last year, business valuations have changed, too. This is a great opportunity to learn the latest about:

- ◆ The current market
- ◆ Why and when appraisals are needed
- ◆ Terms and methods of determining value
- ◆ Key value factors

This presentation will be of interest to those whose practices focus on:

- ◆ Mergers and acquisitions
- ◆ Estate planning
- ◆ Business law and litigation

Thursday, February 11, 2010
9 a.m.–11:45 a.m.

Oregon State Bar Center
Tigard, Oregon

2.5 General CLE credits



Business Valuation for Lawyers

Video Replays

Thursday, February 11, 2010

2.5 General CLE credits

Oregon State Bar Center
16037 S.W. Upper Boones Ferry Rd.
Tigard, Oregon

AS WE TRANSITION INTO A NEW YEAR, A NEW ADMINISTRATION, AND A new economic paradigm, we see very clearly the rules have changed—and business valuations are no exception. This seminar will explain how today's businesses are valued using conventional methodologies, as well as those adapted to address today's changing economic environment.

The discussion will include which valuation approaches are best suited for different situations:

- ◆ Going concern values, e.g., business sales and buy/sell agreements
- ◆ Situational valuations, e.g., corporate/marital/partnership disputes
- ◆ Non-going concern values, e.g., bankruptcy/reorganizations and inheritance tax issues

Included in each of these valuation approaches will be the need to understand the reality of the business's operations, financial accuracy, and market position—both qualitative and quantitative. Additional topics will include pitfalls of value, court interpretations on valuation, how to properly build tangible value for your clients, and more.

This seminar is also available as a live webcast—click here to register

Register online at www.osbar.org, by using this form, or by calling the OSB CLE Service Center at (503) 431-6413, toll-free in Oregon at 1-800-452-8260, ext. 413. For a full listing of OSB CLE seminars, please visit www.osbarcle.org.

A video of this seminar will be shown at the following locations if a minimum of three viewers register at least seven days prior to the replay date. You can check the status of the replay at the OSB CLE Seminars website, www.osbarcle.org. Select the seminar date and title from the “CLE Calendar” tab. A color-coded system will indicate if the replay is taking place; all locations will be updated by the Tuesday preceding the replay date.

- ◆ **Astoria**
Friday, May 7
Di Bartolomeo Law Office
1139 Exchange St.
- ◆ **Bend**
Friday, April 30
Miller Nash LLP
1567 S.W. Chandler Ave.
Suite 204
- ◆ **Coos Bay**
Friday, April 30
Daniel M. Hinrichs PC
590 Commercial Ave.
- ◆ **Eugene**
Friday, May 7
Gaydos Churnside & Balthrop PC
440 E. Broadway, Suite 300
- ◆ **Grants Pass**
Thursday, April 29
Josephine County Courthouse
Room 222
N.W. 6th and “C” Streets
- ◆ **Hood River**
Friday, April 30
Wyers Haskell Davies & Dunn PC
216 Columbia
- ◆ **Klamath Falls**
Friday, April 30
Boivin Uerlings & Dilaconi PC
803 Main St., Suite 201
- ◆ **LaGrande**
Friday, April 30
Mautz Baum & O'Hanlon LLP
1902 Fourth St.
- ◆ **Medford**
Friday, May 7
Frohnmayr Deatherage
2592 E. Barnett Rd.
- ◆ **Newport**
Friday, May 7
Macpherson Gintner & Diaz
423 North Coast Highway
- ◆ **Pendleton**
Friday, May 7
Mautz Baum & O'Hanlon LLP
101 S.E. Byers Ave.
- ◆ **Redmond**
Friday, May 7
Bryant Emerson & Fitch
888 W. Evergreen
- ◆ **Roseburg**
Thursday, April 29
Douglas County Counsel's Office
Law Library, Room 319
1036 S.E. Douglas
- ◆ **Salem**
Friday, April 30
The Vandermay Law Firm
2085 Commercial Street NE
- ◆ **Tigard**
Wednesday, May 12
Oregon State Bar Center
16037 S.W. Upper Boones Ferry Rd.
- ◆ **Vale**
Friday, April 30
Butler & Looney PC
292 Main St. S.

Business Valuation for Lawyers—Thursday, February 11, 2010

8:00 Registration

9:00 Market Overview

- ◆ 2010 mergers and acquisitions market outlook
 - ◆ Common valuation methods
 - ◆ The “baby boomer” phenomenon and the impact on attorney involvement
-

Building Value

- ◆ “Value”—where is it?
 - ◆ The impact of size on value
 - ◆ Stages of value migration
 - ◆ Platform vs. non-platform companies
-

Why and When Are Valuation Appraisals Needed?

- ◆ Selling, buying, merging, or divesting of businesses
 - ◆ Buy/sell agreements
 - ◆ Corporate, marital, or partnership disputes
 - ◆ Bankruptcy or reorganization
 - ◆ Inheritance tax issues
 - ◆ Employee stock ownership plan (ESOP)
-

Terms and Methods of Determining Value

- ◆ Court interpretations
 - ◆ Valuation theories describing the notion of value
-

Key Value Factors

- ◆ Going-concern basis
 - ◆ Non-operational value basis
 - ◆ Book value, insurable value, and impaired goodwill value
-

Professional Standards

- ◆ Corporate records
 - ◆ Financial statements
 - ◆ Tax returns
-

Pitfalls of Value

- ◆ Mechanical or process issues
 - ◆ Valuation approach decisions
 - ◆ Expert witness credibility
 - ◆ Court interpretations and examples
-

Valuation Examples

- ◆ Rule of thumb
 - ◆ Formal valuation methods
 - ◆ Certified valuation
-

11:45 Adjourn

One 15-minute break will be taken during the session.

Your Presenters

Mark Van Heuvel, *Leiden Capital Group LLC, Lake Oswego*. Mr. Van Heuvel is managing director of Leiden Capital Group, a West Coast mergers and acquisitions and business sales firm. He is a distinguished speaker in the M&A field and a recognized resource within the privately held business community. As an avid advocate for transitioning business owners, he has focused his efforts on helping shareholders properly position their companies for maximum value at time of exit. Mr. Van Heuvel’s educational background includes an MBA from Willamette University, and he currently serves part-time as an adjunct faculty member teaching various business topics. He has also served as a guest speaker for the International Conference on Technology and Management, Project World Conference, and other noteworthy forums. Mr. Van Heuvel has written or coauthored several publications and presentations, including *Your Winning Project*, *Before You Buy a Business*, and *How to Optimize the Value of Your Business*.

William Ruddick, *Leiden Capital Group LLC, Lake Oswego*. Mr. Ruddick specializes in business reality checks, systems diagnostics, business valuations, quantitative methods, financial structuring, and controls. He is an experienced executive manager, strategist, and planner, and he advises a wide range of client types. His clients are primarily small to mid-sized corporations but have included Fortune 500 companies, international corporations, and government agencies, both domestic and foreign. Mr. Ruddick has worked for many years assisting business, mergers and acquisition companies, and venture capital firms in reviewing operations both for value determination and performance potential and capability.

OSB CLE Seminars Planner:

- ◆ Kes Joerg, kjoerg@osbar.org, (503) 431-6326

Business Valuation for Lawyers—Thursday, February 11, 2010

SEMINAR REGISTRATION

TIGARD

- \$115 OSB Member—Early registration (received before noon, Monday, 2/8/10)..... \$ _____
- \$135 OSB Member—Regular registration (received after noon, Monday, 2/8/10) \$ _____
- \$145 Non-OSB Member \$ _____
- \$0 **2009–2010 Season Ticket** (Please register by noon, Monday, 2/8/10, to guarantee a seat and course materials. Season Ticket registrations received after this time are welcome and will be accommodated on a space-available basis.)..... \$ _____
- \$0 50-year OSB members may attend free of charge \$ _____
- \$0 Oregon judges and their lawyer staff (see below) \$ _____
- Registrant is a judge
- Registrant is a lawyer staff member for the following judge

Judge (please print)

Signature of Judge (required)

TOTAL REGISTRATION FEES (BV10) (726) \$ _____
B

VIDEO REPLAY

(Please see video replay schedule on previous page.)

Location: _____

- \$115 Registration \$ _____
- \$0 2009–2010 Season Ticket \$ _____
- \$0 50-year OSB members may attend free of charge \$ _____
- \$0 Oregon judges and their lawyer staff (see below) \$ _____
- Registrant is a judge
- Registrant is a lawyer staff member for the following judge

Judge (please print)

Signature of Judge (required)

TOTAL REGISTRATION FEES (BV10) (726) \$ _____
B

WEBCAST REGISTRATION

To register for the live webcast of this seminar, please [click here](#), or visit www.osbarcle.org and click on “Webcasts.” Use your Season Ticket for a 50% discount!

SEMINAR PRODUCT ORDERS

Seminar products will be available approximately two weeks after the live program.

- \$135 Audio CDs and course materials (BV10.KCD) \$ _____
- \$195 DVDs and course materials (BV10.KDV) \$ _____
- \$35 Course materials (BV10.HB) \$ _____
- 2009–2010 Season Ticket No. _____
discount—subtract 20% - _____
- Subtotal.....\$ _____
- Shipping and handling fee.....\$ 7.00
- TOTAL ORDER.....\$ _____
B

For audiocassette and VHS formats, please call the CLE Service Center at 503-431-6413, or toll-free in Oregon at 1-800-452-8260, ext. 413.

DVD RENTALS

For additional viewers, please call 503-431-6351, or toll-free in Oregon at 1-800-452-8260, ext. 351.

- \$135 DVD rental and course materials (BV10.KDR) \$ _____
- Subtotal.....\$ _____
- 2009–2010 Season Ticket No. _____
DVD rental discount—subtract 30% - _____
- Subtotal.....\$ _____
- Shipping and handling fee.....\$ 7.00
- TOTAL ORDER.....\$ _____
B

GENERAL INFORMATION

QUESTIONS? Call the CLE Service Center at 503-431-6413, or toll-free in Oregon at 1-800-452-8260, ext. 413. For information about upcoming seminars, please visit the CLE Calendar at www.osbarcle.org.

CANCELLATIONS: Cancellation requests must be received at least 48 hours prior to the start of the seminar to qualify for a refund. Requests are accepted via phone, fax, or mail; please see “Four Ways to Register” for contact information. All cancellations are subject to a \$20 cancellation fee.

TUITION ASSISTANCE: Tuition assistance is available on the basis of financial need. Fax a request stating your financial situation to 503-968-4456 no later than one week before the seminar.

DIETARY RESTRICTIONS OR SPECIAL ACCOMMODATIONS: Call 503-431-6351, or toll-free in Oregon, 1-800-452-8260, ext. 351.

© 2010 Oregon State Bar *Unauthorized recording of CLE seminars is prohibited.*

Bar # Name

Firm Name

Email Phone Fax

Address

City State Zip Code

PAYMENT OPTIONS

- Check Enclosed: Payable to Oregon State Bar
- Credit Card (VISA or MasterCard only)

All information below required when paying by credit card.

Credit Card Number Expiration Date

Name on Credit Card (please print)

Credit Card Billing Address

City State Zip Code

Authorized Signature

FOUR WAYS TO REGISTER OR ORDER

Registrations and orders will not be processed without payment.

- ONLINE** at www.osbar.org.
- PHONE:** 503-431-6413, or toll-free in Oregon at 1-800-452-8260, ext. 413
- FAX with VISA or MasterCard number:** 503-968-4456
- MAIL with check:** Oregon State Bar, CLE Registration, P.O. Box 231935, Tigard, OR 97281-1935