

New York Lawyers' Practical Skills Series



Includes Forms
on CD

Business/Corporate and Banking Law Practice

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* Some of the forms contained in this section are omitted from the forms CD accompanying this publication because they are available from government agencies. These forms are obtainable from the following government agencies: Internal Revenue Service (1-800-829-1040; <www.irs.gov>) and the New York State Department of Taxation and Finance (518-457-5431; <www.tax.ny.gov>).

PROFESSOR LEONA BEANE

Leona Beane is Professor Emeritus of Law at Baruch College (City University) in New York City, where she taught for 21 years. Professor Beane received her B.B.A. and M.B.A. from the City College of New York, M.S. from Columbia University and J.D. from New York Law School. She has been a practicing attorney involved in the closely held business, estates and guardians, and is an active member of several bar associations. She has chaired and/or lectured at several programs over the years for the New York State Bar Association: “Drafting Corporate Documents for the Close Corporation,” “Forming and Advising Businesses” and others. She chaired and lectured at programs on guardians and Article 81 of the Mental Hygiene Law, having lectured in different parts of the state for the several different Bar Associations. In 1998 and 1999, Ms. Beane lectured at several judicial seminars on guardianship topics. She has also lectured at the Judicial Institute in April 2003 and the Guardianship Roundtable in May 2011. She serves on the Board of Advisors to the Vera Guardianship Project and assisted in the initial training of its staff.

She is a past president of both the National Association of Women Lawyers and the Association of Small Claim Arbitrators, and she is an arbitrator and mediator for the U.S. District Court, Eastern and Southern Districts. She is also an arbitrator for the Financial Industry Regulatory Agency (FINRA). She is a mediator in the Commercial Division of the Supreme Court, New York County; the Bankruptcy Court, Eastern and Southern Districts; the EEOC and Safe Horizon, in addition to several other forums. She is also a Mediator/Special Master in the Appellate Division. She had been Chair of the Arbitration and ADR Committee of the New York County Lawyers’ Association for four years. She was Vice-Chair of the Dispute Resolution Section of the New York State Bar Association for two years, is currently Website Chair of the Section and continues to serve on its Executive Committee. She is a member of the New York chapter of the National Academy of Distinguished Neutrals.

She has published several articles on various legal topics, including partnership law, contracts, guardians, guardians *ad litem* and mediation relating to estate matters and guardianship. She also is a chapter author and an Associate Editor of *Guardianship Practice in New York State* (NYSBA 1998).

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PROFESSOR RONALD DAVID GREENBERG

Ronald David Greenberg has been a professor at Columbia University for over 25 years, as a member of the full-time faculty until 1982 and as an adjunct full professor from 1983 to 1997, dividing his time between academia and the practice of law. He was a Visiting Professor at Stanford University in 1978 and at Harvard University in 1981. He attended Harvard University, earning both an M.B.A. and a J.D. degree. He was counsel to Delson & Gordon from 1973 to 1987. His practice focuses on business law and taxation, and has included working with close corporations, large multinationals and limited liability companies. He is completing a textbook on international business law and taxation. He has been a lecturer and consultant in training programs for commercial banks, investment banks and other organizations. He is a member of the American, New York State and New York City bar associations, and has served as Chair of various committees for the ABA and NYSBA. Professor Greenberg has published articles and other materials in such journals as the *Business Lawyer*, *California Law Review* and *Urban Lawyer*.

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Thomas O. Rice is a member of the Garden City, New York, law firm of Albanese & Albanese. He has served as an Adjunct Professor of Law at St. John's University School of Law. Mr. Rice also served as President of the New York State Bar Association from 1999 to 2000. He received his undergraduate degree from Fordham University and his law degree from St. John's University School of Law. In 1977 he earned a Master of Laws degree from New York University. Active in the organized bar for more than three decades, he has served as a trustee of the Brooklyn Bar Association and as a member of the Grievance Committee for the Second and Eleventh Judicial Districts. He lectures frequently before the organized bar, and business, civic and other professional organizations.

Mr. Rice chaired the New York State Bar Association's Ad Hoc Committee on Fiduciary Compensation, which was responsible for drafting legislation that addresses a client's informed consent when naming an attorney who serves as an executor of the client's estate. His other NYSBA activities have included service as a district Vice President and as a member of the Executive and Judicial Selection committees and the Trusts and Estates and Business Law Sections. He chaired NYSBA's Finance Committee for two years and served as the Association's Treasurer from 1993 to 1998.

MICHELE A. SANTUCCI, ESQ.

Michele A. Santucci is considered one of the leading business and corporate attorneys in New York State. Ms. Santucci has more than 25 years experience in the private practice area of business, partnership and corporate law and more than 18 years experience in the legal practice of business and professional immigration law. In her corporate practice, Ms. Santucci provides counsel in the formation and operation of business organizations and limited liability companies, drafting organizational agreements and business contracts, corporate dissolution matters and taxation, among other areas.

Ms. Santucci has authored more than 30 publications in the area of business and limited liability law, distributed by such legal publishers as the New York State Bar Association, West Publications and Matthew Bender/Lexis Nexis. Aside from her work on NYSBA's *Deskbook*, *Formbook* and *New York Practice Monograph* series, she is a contributing author to West's New York Practice Series *General Practice in New York*, and currently serves as an editor and revision author for *White's New York Corporations*, Volume 5 (Matthew Bender-LexisNexis).

As a frequent lecturer in the area of business law, Ms. Santucci has served in the various capacities of overall state planning chair, program chair, moderator and speaker for more than 20 Continuing Legal Education programs. In 2008, she presented the CLE Section on “Limited Liability Companies” for the New York Attorney General/New York State Legislature, and served as program chair and moderator for the NYSBA CLE program titled “Preparing and Drafting Organizational Documents for LLCs and Corporations.” In June 2001, Ms. Santucci was appointed to the 25-member Statewide New York State Bar Association Committee on Continuing Legal Education.

Ms. Santucci is admitted to practice in the District of Columbia, New York State, the U.S. District Court Northern District and the United States Tax Court and is a member of the American Immigration Lawyers Association and the Business Law Section of the NYSBA. She received her B.A. in political science from Manhattanville College in Purchase, New York, and her J.D. from George Mason University School of Law in Arlington, Virginia. Since 1997, Ms. Santucci has served as Immigration Legal Counsel to Rensselaer Polytechnic Institute. Formerly, she was a partner of the Troy law firm of Pattison Sampson Ginsberg and Griffin, P.C., and is currently of counsel to that firm.