



International Mergers & Acquisitions - Strategies and Trends

ANNUAL SYMPOSIUM

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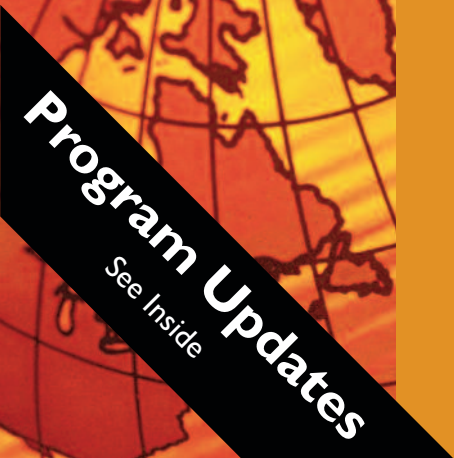
Tozzini Freire Advogados, São Paulo, Brazil

June 17-18, 2008

**The Center for American
and International Law
Plano, Texas USA**

Program Highlights

- ▶ A Case Study of a Cross-Border M&A
- ▶ Practical Problems and Guidance for a Cross Border M&A
- ▶ Best Practices and Worst Mistakes Made by Foreigners in Brazil, India, Russia, U.S. and Venezuela
- ▶ Secrets of a Successful "Day After"
- ▶ General Counsels' Roundtable on M&A Issues



Program Updates
See Inside

12 hours of MCLE credit.

ANNUAL SYMPOSIUM

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Plano, Texas USA - June 17-18, 2008

JUNE 17

9:00 WELCOME AND OPENING REMARKS

9:15 IMPLEMENTING CROSS-BORDER M&A TRANSACTIONS - A SNAPSHOT INTRODUCTION

What is the most important role you play as a lawyer in a M&A deal? What are the key issues management should be aware of when a merger or acquisition is going on? Why are these issues important and what consequences do they have?

SPEAKER: Robert L. Kimball, Vinson & Elkins LLP, Dallas, TX

10:00 RUNNING A CROSS-BORDER M&A - CASE STUDY

This panel will demonstrate how a cross-border M&A transaction is structured and how it is handled by the legal advisers of the seller and potential buyers. It will provide you with valuable information on how you should articulate your negotiation strategy and how you should counsel clients with regard to M&A deals when the buyer is a Private Equity Fund, a Venture Capital Fund, a Hedge Fund or a Strategic Investor.

MODERATOR: Luigi Macchi di Cellere, Macchi di Cellere Gangemi, Rome, Italy

PANELISTS:

- **Byron F. Egan, Jackson Walker LLP, Dallas, TX** (Seller)
- **Rajiv Luthra, Luthra & Luthra, New Delhi, India** (Strategic Investor)
- **Sarah A. W. Fitts, Debevoise & Plimpton LLP, New York, NY** (Buyer - Financial Investor)
- **Kevin McFarlane, Managing Director, Deloitte & Touche Corporate Finance LLC, Los Angeles, CA** (*invited*) (Investment Banker)

PART I

- Explanation of a Bidding Process
- Role of lead attorney and investment banker
- Forming your working team
- Use of local counsel
- Confidentiality Agreement
- Preparation of the Data Room
- Invitation to participants and applicable rules
- Structuring the acquisition agreement
- Asset Deal / Share Deal

10:45 COFFEE BREAK

11:00 RUNNING A CROSS-BORDER M&A - CASE STUDY

PART II

- Foreign investment considerations
Dana G. Nahlen, Senior International Counsel, EDS, Plano, TX (*invited*)
- Tax considerations, and how to protect the buyer from seller's tax liability
Jorge R. Postiglione, Brons & Salas Abogados, Buenos Aires, Argentina
- Multi-jurisdictional due diligence
Eduardo Benavides, Berninzon, Loret de Mola, Benavides & Fernandez, Abogados, Lima, Peru

- Corporate finance - Structure of payment
Carlos E. Alfaro, Alfaro Abogados, Buenos Aires, Argentina/New York, NY
- Antitrust clearance: USA, Europe, Brazil, China, India
Dr. Harald Kahlenberg, CMS Hasche Sigle, Stuttgart, Germany
- Partnering in Acquisitions - The pitfalls and benefits in finding a local partner and not going in alone
Sarah A. W. Fitts, Debevoise & Plimpton, LLP, New York, NY

12:30 PRESENTATION OF THE STOREY AWARD

2:00 RUNNING A CROSS-BORDER M&A - CASE STUDY

PART III

- Labor and employment law and rules regarding the involvement of employee representatives/works council/etc.
Luigi Macchi di Cellere, Macchi di Cellere Gangemi, Rome, Italy
Jordan W. Cowman, Akin Gump Strauss Hauer & Feld, Dallas, TX
- Corrupt Practices in some of the subsidiaries and effects on the transaction (FCPA, OECD Convention, EU, China, Brazil, India)
Homer E. Moyer, Jr., and Kathryn Atkinson, Miller & Chevalier Chartered, Washington, DC
- Hart-Scott-Rodino Act CFIUS, similar laws in other jurisdictions, and other government approvals
Homer E. Moyer, Jr., and Kathryn Atkinson, Miller & Chevalier Chartered, Washington, DC
- Intellectual Property
Antonio Paula Varela, BCS Advogados, Lisbon, Portugal
- Representations and warranties, indemnities, signing and closing procedures
Carlos Velazquez de Leon, Basham Ringe & Correa, Monterrey, Mexico
- Dispute Resolution, including Arbitration Clause
Manuel Barrocas, Barrocas Sarmento Neves, Lisbon, Portugal

3:30 COFFEE BREAK

3:45 SECRETS OF A SUCCESSFUL “DAY AFTER”

Waterproofing the deal; protecting value; systems synergy; integration of cultural gaps; retention of intellectual capital; compliance issues.

PANELISTS:

- **Richard G. Goetz, Dykema, Detroit, MI**
(former Assistant General Counsel, Ford Motor Company)
- **Robert J. Miller, Jones Day, Columbus, OH**
(former General Counsel, Procter & Gamble)

4:15 GENERAL COUNSELS’ ROUNDTABLE ON M&A ISSUES:

What could law firms do better, and how should law firms improve their services.

MODERATOR: Dr. Anton Maurer, CMS Hasche Sigle, Stuttgart, Germany

PANELISTS:

- **Storrow Gordon, Executive Vice President, General Counsel & Secretary, EDS, Plano, TX** (*invited*)
- **Charles W. Matthews, Vice President & General Counsel, Exxon Mobil, Irving, TX** (*invited*)
- **William F. Schwind, Vice President & General Counsel, Marathon Oil Corp., Houston, TX**
- **Brian D. Walters, General Counsel, Matthews International Corporation, Pittsburgh, PA**

5:45 RECEPTION/DINNER

HOW TO FORM A TEAM

JUNE 18

9:00 PRIVATE AND PUBLIC TAKEOVERS

What distinguishes an acquisition by takeover from a basic M&A transaction? Takeover of a private company and a public listed company; squeeze out of minority shareholders.

PANEL LEADER: Jose Luis de Salles Freire, Tozzini Freire Advogados, Sao Paulo, Brazil

SPEAKERS:

- Patricia Menendez Cambo, Greenberg Traurig, Miami, FL
- Francesco Gianni, Gianni Origoni Grippo & Partners, Rome, Italy
- N. N., Tokyo, Japan

10:30 COFFEE BREAK

10:45 HAS M&A BECOME A SELLER'S MARKET?

Looking beyond valuation to other elements of a deal; the increasing importance of proposed contract terms in evaluating the overall bid packages. Emerging pro-seller deal terms such as no financing contingency, reverse break-up fees, hell-or-high-water clauses, limited indemnification, assumption of industry risk in material adverse change conditions.

SPEAKERS:

- Wilson Chu, Haynes & Boone LLP, Dallas, TX
- Rick A. Lacher, Managing Director, Houlihan Lokey Howard & Zukin, Dallas, TX

11:30 LEGAL OPINIONS: TITLE OPINIONS, RELIANCE LETTERS, OFFICER CERTIFICATES

What does it mean in the different countries involved? What is the liability if it would be incorrect?

SPEAKER: Donald W. Glazer, Advisory Counsel to Goodwin Procter LLP, Boston, MA

12:15 LUNCHEON PRESENTATION: Political Landscape prior the Presidential Election

KEYNOTE SPEAKER: Mark Curriden, Director of Communications Vinson & Elkins LLP, Dallas, TX (Former legal reporter for the Atlanta Constitution and the Dallas Morning News).

1:45 PITFALLS AND DISPUTES IN MULTI-JURISDICTIONAL M&A TRANSACTIONS

SPEAKER: Mark A. Kantor, Arbitrator and Mediator; Adjunct Professor, Georgetown University Law Center, Washington, DC

2:30 BEST PRACTICES AND WORST MISTAKES MADE BY FOREIGNERS IN M&A IN BRAZIL, INDIA, RUSSIA, U.S. AND VENEZUELA

SPEAKER (BRAZIL): Moira Huggard-Caine, Tozzini Freire Advogados, Sao Paulo, Brazil

SPEAKER (INDIA): Rajiv Luthra, Luthra & Luthra, New Delhi, India

SPEAKER (RUSSIA): Sergey Strembelev, Egorov, Puginsky, Afanasiev & Partners, St. Petersburg, Russia

SPEAKER (U.S.): Andrew B. Derman, Thompson & Knight, LLP, Dallas, TX

SPEAKER (VENEZUELA): Luis Lopez, Hoet Pelaez Castillo & Duque, Caracas, Venezuela

3:15 COFFEE BREAK

3:30 RFP'S – THE REQUEST AND THE RESPONSE – DIFFERENT PERSPECTIVES FROM THE IN-HOUSE COUNSEL AND THE OUTSIDE COUNSEL

MODERATOR: Moira Huggard-Caine, Tozzini Freire Advogados, Sao Paulo, Brazil

PANELISTS:

Allen Fuqua, Chief Marketing Officer, Winstead PC, Dallas, TX

Melissa Ruman Stewart, Marketing Shareholder, Winstead PC, Dallas, TX

Meredith Wargo, Proposal Manager, Fulbright & Jaworski, Houston, TX

5:00 CLOSING REMARKS

5:15 ADJOURN

FOUR WAYS TO REGISTER

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GENERAL INFORMATION

Confirmations will be MAILED to all registrants.

PAYMENT MUST
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CANCELLATION POLICY:

Tuition less a \$50 cancellation fee will be refunded upon receipt of written cancellation received by June 6, 2008. Email cburkel@cailaw.org. After these dates, no refunds, but substitution of attendees for this program will be permitted. Registrants not entitled to a refund will receive the course materials.

MCLE CREDIT: The Symposium has been approved by the State Bar of Texas for 12 hours, including 0 hours of ethics. Course ID Number: 900042919. Sign-in sheets and/or certificates of attendance will be available for ALL states.

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REGISTRATION

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Plano Texas, USA

June 17-18, 2008

Registration includes the program, course materials, continental breakfast, the hosted luncheons, dinner and the reception for conference registrants and faculty.

Tuition:

- \$645 for all classes and materials, plus lunches and dinner (\$695 after June 6, 2008)
- I am a member (or a designated representative of a member) of the Institute for International and Comparative law (no fee)
- \$320 Institute for Transnational Arbitration Advisory Board member
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HOUSING: For reduced rate hotel rooms, please contact the Embassy Suites, 7600 John Q Hammons, Frisco, TX 75034 at 972-712-7200 or 1-800-embassy and advise them that you are attending the CALL Symposium program. A reduced room rate of \$145 plus 13% occupancy tax is available. The last day to obtain this special rate is May 27, 2008.

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