



NEW YORK STATE BAR ASSOCIATION
INTERNATIONAL SECTION



UNION INTERNATIONALE DES AVOCATS
INTERNATIONAL ASSOCIATION OF LAWYERS
UNIÓN INTERNACIONAL DE ABOGADOS

New York City

Monday, September 13 - Tuesday, September 14, 2010

USA



**Cross-Border Transactions, Business Formations and Investments:
Legal Aspects, Business Trends and How Lawyers Can Add Value**

Joint seminar organized by the UIA Mergers & Acquisitions, Corporate Law and Foreign Investment Commissions and the New York State Bar Association's International Section

INTRODUCTION

The global economic crisis has put an emphasis, like never before, on exports to lead recovery. As businesses look to seize opportunities in countries other than their home jurisdiction and as businesses of many different sizes become increasingly involved in the "global economy", attorneys need to be prepared to provide support and assistance so that clients can realize their business goals. This program is particularly helpful for attorneys looking to assist clients find the most effective and efficient way to do business on an international scale and will bring together U.S. lawyers experienced in international projects with business lawyers from various foreign jurisdictions to help tackle the main issues.

The seminar is focused on cross-border transactions and investments and will cover a broad range of subtopics, including forming subsidiaries of foreign business entities to expand into new markets; fundamental considerations for cross-border mergers and acquisitions (i.e., stock versus asset-based acquisitions and regulatory approvals); trends in view of regulatory and legislative reform; establishing operating businesses or cross-border investment funds to take advantage of new business opportunities on the horizon; all while navigating the laws of multiple jurisdictions. Certain panels will also discuss how to achieve optimum tax structures for the various kinds of cross-border activities.

This program represents a unique opportunity to learn about the key features of international investments, deals and transactions in an era of increased cross-border activity that one can only expect will continue to grow as the world becomes a smaller place, as well as provide an opportunity for attorneys who practice or wish to learn more about this area of law to network and continue the discussion points raised.



Monday, September 13, 2010

08:30-09:00 **REGISTRATION AND CONTINENTAL BREAKFAST**

09:00-09:15

Welcome and Opening of the Seminar; Introduction

Corrado DE MARTINI, UIA President, Studio Legale De Martini, Rome, Italy

Carl-Olof BOUVENG, NYSBA International Section Chair, Advokatfirman Lindahl, Stockholm, Sweden

09:15 - 09:45

Keynote Speaker

Presentation by **Michael C. MILLER**, **Executive Vice President, General Counsel & Secretary of Monster.com** outlining Monster's key considerations and experience of cross-border investments & establishments.

09:45 – 11:00

Establishing Businesses/Investments in the US: Inward investment to the US: key issues surrounding the green-field formation of business entities (and financing arrangements relating thereto), subsidiaries, and joint ventures in the U.S. (including tax aspects, differences between states, employment laws, liabilities issues, licensing and permitting, etc.)

Eberhard H. RÖHM, *Panel Chair*, Duane Morris LLP, New York, NY

Richard E. ANDERSEN, Patton Boggs LLP, New York, NY

Johannes K. GABEL, Fulbright & Jaworski LLP, New York, NY

Leslie R. KELLOGG, Hodgson Russ LLP, Buffalo, NY

11:00 – 11:15 **COFFEE BREAK**

11:15 -12:30

Establishing Businesses/Investments Offshore: Investment in countries outside the US: key issues around the formation of business entities and joint ventures abroad (illustrated by examples and also to cover tax developments).

Pedro PAIS DE ALMEIDA, Panel Chair, Abreu Advogados, Lisbon, Portugal

Antonio M. PRIDA PEÓN DEL VALLE, Curtis Mallet-Prevost, Colt & Mosle LLP, Mexico City, Mexico

Michal BARLOWSKI, Wardynski & Partners, Warsaw, Poland

Lourdes PÉREZ-LUQUE, Salans, Madrid, Spain

12:30 – 02:00 PM **LUNCH**

02:00 – 03:15 PM

Fundamental Considerations for Cross-Border Transactions - Part I: A practical guide to cross-border transactions designed to help to identify the appropriate questions and issues to be addressed including major substantive legal and business considerations for cross-border mergers, acquisitions and similar transactions, navigating different legal systems and avoiding pitfalls and planning strategies for optimum tax efficiency.

James GRENNAN, Panel Chair, A & L Goodbody, Dublin, Ireland

Ariel J. DECKELBAUM, Paul, Weiss, Rifkind, Wharton & Garrison LLP, New York, NY

Dr. Daniel LEHMANN, Bar & Karrer AG, Zurich, Switzerland

Patricia LOPEZ AUFRANC, Marval, O'Farrell & Mairal, Buenos Aires, Argentina

Jeffrey TRINKLEIN, Gibson, Dunn & Crutcher LLP, New York, NY

Maurizio LEVI-MINZI, Debevoise & Plimpton LLP, New York, NY

03:15 - 03:30 PM **COFFEE BREAK**

03:30 – 04:45 PM

Fundamental Considerations for Cross-Border Transactions - Part II: This panel will continue the discussion from Part I, with an emphasis on drivers for cross-border projects (including recent developments), deal trends in the current economic environment (and the new challenges these present for legal advisors), and the impact of recent and contemplated regulatory, enforcement and political developments on cross-border projects.

James GRENNAN, Panel Chair, A & L Goodbody, Dublin, Ireland

Ariel J. DECKELBAUM, Paul, Weiss, Rifkind, Wharton & Garrison LLP, New York, NY

James KELLY, Pillsbury Winthrop Shaw Pittman LLP, New York, NY

Dr. Daniel LEHMANN, Bar & Karrer AG, Zurich, Switzerland

Patricia LOPEZ AUFRANC, Marval, O'Farrell & Mairal, Buenos Aires, Argentina

Maurizio LEVI-MINZI, Debevoise & Plimpton LLP, New York, NY

04:45 – 05:35 PM

Private Investment Funds and Other Cross-Border Investment Vehicles: Brief introduction and discussion of the impact of current or contemplated regulatory changes on fund structures, transactions and investment activity.

Alyssa A. GRIKSCHIT, Panel Chair, Goodwin Procter LLP, New York, NY

Ricardo W. DAVIDOVICH, Tannenbaum Helpert Syracuse & Hirschtritt LLP, New York, NY

Jorge MARTI MORENO, Uría Menéndez, Valencia, Spain

Silvestre TANDEAU DE MARSAC, Fischer, Tandeau de Marsac, Sur & Associés, Paris, France

05:35 – 05:45 PM

Closing Remarks

Christopher J. KULA, NYSBA International Section Meeting Co-Chair, Phillips Nizer LLP, New York, NY

06:00 PM

COCKTAIL RECEPTION & DINNER (Ticketed Event)

The Penn Club, 30 West 44th St. New York, NY (within a 2 block walking distance of the Yale Club)



Tuesday, September 14, 2010

08:00 - 09:00 **REGISTRATION AND CONTINENTAL BREAKFAST**

09:00 - 09:15

CASE STUDY INTRODUCTION

Steven A. HAMMOND, UIA Meeting Co-Chair, Hughes Hubbard & Reed, New York, NY

09:15 – 10:00

Case Study: Description of the objectives of the transactions or deals concerned, description of the issues and possible solutions. Discussion of alternative approaches to those actually taken. Presentation to include banking, tax, corporate and securities issues.

Gregory E. OSTLING, Wachtell, Lipton, Rosen & Katz, New York, NY

Stephan KOENIG, Oppenhoff & Partner, Cologne, Germany

10:00 – 11:15

Case Study: Comparative Law Issues: Panel discussion arising from the complex case study, with particular emphasis on comparative law issues e.g. if the transaction were to have occurred in different countries, what would the issues have been, would the solutions have been different, would a different outcome have been possible?

Gregory E. OSTLING, Panel Co-Chair, Wachtell, Lipton, Rosen & Katz, New York, NY

Stephan KOENIG, Panel Co-Chair, Oppenhoff & Partner, Cologne, Germany

Christoph R. RAMSTEIN, Pestalozzi Lachenal Patry Zurich AG, Zurich, Switzerland

Judit BUDAI, Szecskay Attorneys at Law, Budapest, Hungary

Fernando HERNANDEZ GOMEZ, Hernandez, Barbosa & Huerga, Guadalajara, Mexico

Miguel TORRES, Ebame & Associats, Barcelona, Spain

11:15 – 11:30 **COFFEE BREAK**

11:30 -12:45 PM

Cross-Border Deal Trends: Concluding presentation on likely trends in foreign investment/M&A activity from a financial perspective in view of the current economic conditions and financial reform in the U.S. and abroad.

Eric J. ROTH, Moderator, Lazard Middle Market, New York, NY

Brian MCDONALD, Managing Director, Houlihan Lokey, New York, NY

Richard CASE, Director, Centerview Partners New York, NY

12:45-01:00 PM

Closing Remarks

Steven A. HAMMOND, UIA Meeting Co-Chair, Hughes Hubbard & Reed, New York, NY

Organizing Committee

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General Information

VENUE OF THE SEMINAR

THE YALE CLUB OF NEW YORK CITY

Trumbull Room

50 Vanderbilt Avenue at the Corner of 44th St.
across from the Western entrance to Grand Central Station
New York, NY 10017
Telephone: +1 212-716-2100

VENUE DIRECTIONS

From La Guardia Airport

Take the Grand Central Parkway towards the Triboro Bridge.
Approaching the Triboro Bridge follow signs to Manhattan / FDR Drive South.
Take the FDR Drive South to the 49th St. Exit.
Take 49th St across town to Lexington Ave. and turn left.
Take Lexington Ave. to 45th St. and turn right.
Take 45th St. one block to Vanderbilt Ave. and turn left.
The Yale Club of New York City is located at 50 Vanderbilt Ave. bet. 44th and 45th Sts. on the right.

From JFK Airport

Take the Van Wyck Expwy (678) to the Grand Central Pkwy towards the Triboro Bridge.

Take the Grand Central Pkwy. to the Long Island Expwy West (495) towards the Midtown Tunnel.

After exiting the tunnel turn left onto 37th St. and take it to 3rd Ave.

Turn right on to 3rd Ave and head uptown to 45th St.

Turn left and follow 45th St. one block to Vanderbilt Ave.

Turn left on to Vanderbilt Ave.

The Yale Club of New York City is located at 50 Vanderbilt Ave. bet. 44th and 45th Sts.

From Newark Airport

Take the I 95 North and follow the signs to the Lincoln Tunnel.

Exiting the tunnel bear to your left.

At the first traffic light (40th St.) turn right.

Take 40th St across town to Madison Ave. and turn left.

Take Madison Ave. to 44th St. and turn right.

Take 44th St. one block to Vanderbilt Ave. and turn left.

The Yale Club of New York City is located at 50 Vanderbilt Ave. bet. 44th and 45th Sts. on the left

Important Information

NOTICE FOR FOREIGNERS TRAVELLING TO THE USA

As of January 12, 2009, all citizens of VWP (Visa Waiver Programme) countries who plan to travel to the United States for business or tourism using the VWP must pre-register with the Electronic System for Travel Authorization ("ESTA") programme and receive an electronic travel authorization **prior to boarding a U.S.-bound airplane or cruise ship**. (The requirement will not affect U.S. citizens travelling overseas.) ESTA applications may be submitted at any time prior to travel, although it is recommended that the VWP traveller apply for ESTA travel authorization at least 72 hours before departing for the United States. VWP travellers may apply for ESTA authorization at <https://esta.cbp.dhs.gov>. Once approved, ESTA travel authorizations will be valid for multiple entries for up to two years or until the applicant's passport expires, whichever occurs first. Please take note of this new requirement, as failure to register with ESTA will result in travel delays.

LANGUAGE

The working language will be English. There will be no simultaneous translation.

CONTINUING LEGAL EDUCATION

The New York State Bar Association's Meetings Department has been certified by the NYS Continuing Legal Education Board as an accredited provider of continuing legal education in the State of New York. **Under New York's MCLE rule, this program has been approved for a total of 9.0 credit hours in professional practice for attorneys admitted in New York State.** This is **NOT** a transitional program and is **NOT** suitable for MCLE credit for newly-admitted attorneys. Continuing Legal Education Certificates of Participation will be issued to attorneys admitted in NY within 4 weeks following the program.

Continuing Professional Development Certificates of Participation for UIA members will be issued by the UIA within 4 weeks following the program depending on national rules. **For more information, please contact the UIA Paris office.**

DISCOUNTS AND SCHOLARSHIPS:

New York State Bar Association (NYSBA) members and non-members may receive financial aid to attend this program. Under this policy, anyone who requires financial aid may apply in writing, no later than seven working days prior to the program, explaining the basis of his/her hardship, and if approved, may receive a discount or scholarship. Scholarships apply to the educational portion of the program only. For more details, please contact: cteeter@nysba.org or Catheryn Teeter, New York State Bar Association, One Elk Street, Albany, New York 12207. Phone: 518-487-5573.

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

NYSBA will make reasonable modifications/accommodations to allow participation in its services, programs, or activities by persons with disabilities. NYSBA will provide auxiliary aids and services upon request. NYSBA will remove architectural barriers and communication barriers that are structural in nature where readily achievable. To request auxiliary aids or services or if you have any questions regarding accessibility, please contact Catheryn Teeter at New York State Bar Association, One Elk Street, Albany, New York 12207 or cteeter@nysba.org.

HOTEL ROOM RESERVATIONS

Due to the large number of hotel options available in New York City, we have not blocked rooms at a particular hotel. Hotel reservations should be made by attendees at the hotel of their choice. (The Yale Club is located in Midtown across from the western entrance to Grand Central Station.)

NOTE

The organizers may at any time, with or without giving notice, in their absolute discretion and without giving any reason, cancel or postpone the seminar, change its venue or any other published details.

Sponsors

MONDAY COCKTAIL RECEPTION



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IDA Ireland is the Irish Government agency with responsibility for securing new investment from global companies in the Life Sciences, ICT and International Services Sector. It also encourages existing investors to expand and develop their business in Ireland. At present, IDA manages a total portfolio of more than 900 companies employing over 130,000 people.

The International Financial Services Division (IFSD) is responsible for the marketing of the international financial services sector in Ireland and is the primary point of contact for companies wishing to establish a financial services operation in Ireland. The current portfolio includes more than 200 companies undertaking a range of front, middle and back office activities.

The division has three main business lines – Global Banking, Global Investment Management & Global Insurance.

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IDA Ireland Headquarters are in Dublin, Ireland with International offices in:

London – Paris – Frankfurt – New York – Boston – Chicago – Atlanta – California – Tokyo – Sydney – Shanghai – Mumbai – Seoul – Taipei – Sao Paulo – Moscow

MONDAY LUNCHEON

A&L Goodbody



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