



Union Internationale des Avocats
International Association of Lawyers
Unión Internacional de Abogados



NEW YORK STATE BAR ASSOCIATION
INTERNATIONAL SECTION



Cross-Border Mergers and Acquisitions

New York, NY, USA | Thursday, June 8 and Friday, June 9, 2017

Joint seminar organized by the UIA and the New York State Bar Association's International Section, with the support of the American Bar Association Section of International Law (ABA-SIL) and LexisNexis



INTRODUCTION

The cross-border mergers and acquisitions (M&A) market is one of the most active areas for international lawyers. Affected by elements ranging from conflicting laws, traditions and cultures to restrictions on foreign investments, this critical area of international practice is a driving force for many lawyers and their clients. Like any relationship however, a typical international M&A transaction will progress through a series of stages before the parties arrive at a union. Explore the various aspects of cross-border acquisitions from term sheet to closing, and the occasional sudden divorce or cold feet, at this remarkable conference. With highly experienced practitioners leading each panel, you will hear from speakers with deep experience in the cross-border M&A field. Whether you have closed dozens of international M&A deals or none, this conference has something to offer you.

Thursday, June 8, 2017

8:30 – 9:00 am

REGISTRATION OF PARTICIPANTS

Pepper Hamilton LLP
The New York Times Building
620 Eighth Avenue, 37th Floor
New York, NY

9:00 – 9:10 am

WELCOME AND OPENING OF THE SEMINAR

Pedro Pais De Almeida, *UIA President Elect (International Association of Lawyers)*
Neil A. Quartaro, *Chair, International Section (New York State Bar Association)*

9:10 – 10:25 am 1.5 NY MCLE credits

Initial Negotiations and Documentation – Letter of Intent, Non-Disclosure Agreement

Moderator EU: Torsten Rosenboom, *Watson Farley & Williams LLP, Frankfurt, Germany*
Moderator US: Zachary Podolsky, *Wachtell, Lipton, Rosen & Katz, New York*

Speakers:

Nilson Lautenschlager, *Lautenschlager Romeiro Iwamizu, Sao Paulo, Brazil*
Fang He, *JunHe, Beijing, China*
Gordon Cameron, *Stikeman Elliott LLP, New York*

10:25 – 10:45 am

COFFEE BREAK

10:45 – 12:00 pm 1.5 NY MCLE credit

Due Diligence – What are the Trends and How to Adapt

Moderator EU: Anna Dabrowska, *Wardynski & Partners, Warsaw, Poland*
Moderator US: David R. Lallouz, *Tannenbaum Helpert Syracuse & Hirschtritt LLP, New York*

Speakers:

Zdravka Ugrinova, *Djingov, Gouginski, Kyutchukov & Velichkov, Sofia, Bulgaria*
Christine Blaise-Engel, *Fidal, Paris, France*
Javier Tortuero, *Uria Menéndez, New York*
Alex Hao, *JunHe, New York*

12:00 pm – 1:15 pm 1.5 MCLE credit

Transaction Structure and Tax Issues

Moderator EU: Pedro Pais De Almeida, *Abreu Advogados, Lisbon, Portugal*
Moderator US: James R. Shorter, Jr., *Shorter Law Offices, New York*

Speakers:

Pere M. Pons, *Uria Menendez, New York*
Christoph R. Ramstein, *Pestalozzi Attorneys at Law, Zürich, Switzerland*
Sandra Hazan, *Dentons, Paris, France*
Klas Holm, *Curtis Mallet-Prevost Colt & Mosle LLP, New York*

1:15 – 2:15 pm

BUFFET NETWORKING LUNCH

2:15 – 3:30 pm 1.5 MCLE credits

Share Purchase Agreement – Key Aspects and Contract Structure

Moderator EU: Carl-Olof Bouveng, Advokatfirman Lindahl, Stockholm, Sweden

Moderator US: Lawrence Goodman, Curtis, Mallet-Prevost, Colt & Mosle LLP, New York

Speakers:

James L. Kelly, Winston & Strawn LLP, New York

Otto Haberstock, Pöllath + Partners, Munich, Germany

Alberto De Orleans e Braganca, Veirano Advogados, Rio de Janeiro, Brazil

3:30 – 3:50 pm

COFFEE BREAK

3:50 – 5:05 pm 1.5 MCLE credits

Representations & Warranties Insurance

Moderator EU: Maria Antónia Cameira, Aidar Cameira Global, Lisbon, Portugal

Moderator US: James D. Rosener, Pepper Hamilton LLP, New York

Speakers:

Jay Rittberg, Euclid Transactional, LLC, New York

James Grennan, A&L Goodbody, Dublin, Ireland

Anders Moberg, Advokatfirman Lindahl, Stockholm, Sweden

6:00 pm

OPTIONAL NETWORKING DINNER

Morton's Steakhouse

551 5th Avenue

New York, NY 10017

Friday, June 9, 2017

8:30 – 9:00 am

REGISTRATION OF PARTICIPANTS

Pepper Hamilton LLP

The New York Times Building

620 Eighth Avenue, 37th Floor

New York, NY

9:00-9:15 am

Welcome and opening of the seminar

Pedro Pais de Almeida, UIA President Elect (International Association of Lawyers)

Neil A. Quartaro, Chair, International Section

9:15 – 10:30 am 1.5 MCLE credits

The Litigator's View on Warranty Claims

Moderator US: Neil Quartaro, Watson Farley & Williams LLP, New York

Moderator EU: Marc Fyon, Stibbe, Brussels, Belgium

Speakers:

Katy Forse, DTI Court Reporting, LLC, New York

Jay G. Safer, Wollmuth Maher & Deutsch, LLP, New York

10:30 – 10:50 am

COFFEE BREAK

10:50 – 12:05 pm 1.5 MCLE credits

Arbitrating Cross-Border M&A Disputes

Moderator US: Nancy M. Thevenin, *Thevenin Arbitration*, New York

Moderator US: Frederick R. Fucci, *Fucci Law & ADR, PLLC*, New York

Speakers:

James D. Rosener, *Pepper Hamilton, LLP*, New York

Edna Sussman, *SussmanADR*, New York

Alexander A. Yanos, *Hughes Hubbard & Reed*, New York

Benoît Le Bars, *Lazareff Le Bars*, Paris, France

12:05 pm

Program Adjourns

Bringing together the world's lawyers

www.uianet.org

For over 85 years, the Union Internationale des Avocats (UIA International Association of Lawyers) has been defending the legal profession and facilitating international contacts, cooperation and the exchange of knowledge among lawyers, while respecting their cultural and professional diversity.

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Join the UIA during the seminar and benefit from a 50% discount on your membership fee.

ORGANIZING COMMITTEE

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GENERAL INFORMATION

Pepper Hamilton LLP

The New York Times Building, 620 Eighth Avenue, 37th Floor, New York, NY

CONTINUING LEGAL EDUCATION

This program will satisfy up to 12 NY MCLE credit hours in the professional practice category. This program will not qualify for newly admitted attorneys because it is not a basic practical skills program.

LANGUAGE

The working language will be **English**.

HOTEL INFORMATION

We recommend the following nearby hotels for your stay in New York.

Hampton Inn Manhattan/Times Square Central – 220 West 41st St, New York, NY 10036 – .1 miles away from New York Times Building, 8th Avenue

Hilton Times Square – 234 W 42nd Street, New York, NY 10036 – .1 miles away from New York Times Building, 8th Avenue

Fairfield Inn by Marriott New York Manhattan/Times Square – 330 west 40th Street, New York, NY 10018 – .1 miles away from New York Times Building, 8th Avenue

Holiday Inn New York City – Times Square – 585 8th Avenue, New York, NY 10018 – .1 miles away from New York Times Building, 8th Avenue

Four Points by Sheraton Midtown – Times Square – 326 W 40th Street, New York, NY 10018 – .1 miles away from New York Times Building, 8th Avenue

DINNER INFORMATION

Morton's The Steakhouse – 551 5th Avenue, New York, NY (entrance on E 45th & Madison Ave)



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 Tiffany Bardwell at tbardwell@nysba.org or 518/487.5675.

SPONSORS



NEW YORK STATE BAR ASSOCIATION

I. REGISTRANT INFORMATION

Name _____

Company/Law Firm _____

Address _____

City _____ State _____

Zip _____ Country _____

Phone _____ Fax _____

E-mail address _____

First-time attendee _____ Are you a Speaker? _____

REGISTRATION FORM

International Section Cross-Border Mergers and Acquisitions

New York, NY

June 8–9, 2017

Registration fees include:

Programming and costs associated with programming on Thursday all day, coffee breaks, Thursday lunch, and NY MCLE credit.

Cancellation Notice:

Notice of cancellation must be received by May 30, 2017 in order to obtain a refund of fees.

Register ONLINE:

www.nysba.org/ilp

Mail or Fax this form to:

Tiffany Bardwell
New York State Bar Association
One Elk Street, Albany, New York 12207
Telephone: 1.518.487.5675
Fax: 1.518.463.5993
Email: tbardwell@nysba.org

II. REGISTRATION FEES

Fees are denoted in U.S. dollars. Select your choices.

	UIA/NYSBA/ ABA-SIL Member	Non Member
Standard registration	\$299 USD	\$349 USD
Newly Admitted Attorneys (> 3 years)*	\$249 USD	\$299 USD
Speakers	\$299 USD	\$299 USD

*Please attach proof of age to the registration form to benefit from young lawyers fee

These fees cover coffee breaks, lunch on Thursday, June 8, and NY MCLE credit. The dinner on Thursday night at Morton's The Steakhouse, is optional and at additional charge. Please note that space is limited. The organizers reserve the right to refuse registrations in the event of excess applications.

III. OPTIONAL NETWORKING DINNER

	UIA/NYSBA/ ABA-SIL Member	Non Member
Standard registration or Guest	\$150 USD	\$150 USD

IV. EMERGENCY CONTACT

Name _____

Phone _____ Email _____

V. PAYMENT INFORMATION

Payment for registration fees will be accepted by credit card only. Please include the name and address of the credit card holder if it is different from the registered attorney.

- Charge \$ _____ to:
 American Express MasterCard Visa

Expiration date _____

Card number: _____

Authorized Signature

Cardholder _____

VI. DIETARY RESTRICTIONS



NEW YORK STATE BAR ASSOCIATION
INTERNATIONAL SECTION

*Enhancing Compliance and Ethics While Growing
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Seasonal Meeting 2017
GUATEMALA

September 12 - 14, 2017

Hotel Casa Santo Domingo
Antigua, Guatemala

www.nysba.org/guatemala2017