The Impact of Converging Business Legal Issues in the World's Two Largest Markets: Greater Europe and the United States

Practical Resources for the Business Lawyer

ABA Section of BUSINESS LAW

Join us on June 24 for Doing Business with the U.S.: A Practical Primer on U.S. Law, Commercial Negotiation, and Cross-Border Asset Sales

An In-depth Review of Corporate Governance, Insolvency Business Reorganization, and Competition Law Issues

June 25, 2004
Maison du Barreau
Paris, France

MCLE CREDIT APPROVED!
Dear Colleague:

On behalf of the ABA Section of Business Law and the Paris Bar, we invite you to take part in an exciting day of discussion on “The Impact of Converging Business Legal Issues in the World’s Two Largest Markets: Greater Europe and the United States.” This conference will be held at The Maison du Barreau in Paris, France on June 25, 2004.

With the significant change impacting the international business community in the aftermath of Enron, WorldCom, Tyco, and Parmalat, it is vital to maintain a working knowledge of the latest business law developments. This will provide an in-depth review and analysis of high-profile corporate failures as well as a comprehensive survey of crucial regulatory developments in the areas of corporate governance, insolvency business reorganization, and competition law.

International experts and key regulators from both the United States and Europe will convene to provide the complete perspective on these issues. English to French translation will be provided.

In addition, plan on joining us for another discussion on “Doing Business with the U.S: A Practical Primer on U.S. Law, Commercial Negotiation, and Cross-Border Asset Sales.” This will take place on Thursday, June 24, and will consist of five programs on the transactions and steps a non-U.S. lawyer needs to know to effectively do business with the U.S. Learn about the laws and regulations as well as negotiation styles that play a big role in cross-border asset sales. For additional information, go to page 4 and visit the website at www.abanet.org/buslaw.

Please join us for this exceptional conference. We look forward to seeing you there!

Sincerely,

Steven O. Weise
Chair, ABA Section of Business Law

Jean-Marie Burguburu
Bâtonnier du Barreau de Paris
Corporate scandals in the United States and Europe, such as Enron, WorldCom, Tyco, and Parmalat, have shaken the confidence of investors throughout the world. This has led to the passage of new legislation and action plans in the United States and the European Union.

**Join us in this program to learn about:**

- The Sarbanes-Oxley Act of 2002 and heightened awareness of legal liabilities in the United States
- The European Union’s action plan on "Modernizing Company Law and Enhancing Corporate Governance in the EU"
- The “brave new world” of corporate governance in the United States and Europe, from regulatory, legal liability, and corporate advising perspectives
- Lessons to be learned from Enron, WorldCom, Tyco, and Parmalat

**Moderators:** Philippe Nouel, Partner, Gide Loyrette Nouel, Paris, France

Nathaniel L. Doliner, Shareholder, Carlton Fields, P.A., Tampa, FL, and Immediate Past Chair of the Committee on Negotiated Acquisitions, ABA Section of Business Law

**Panelists:** Meyer Eisenberg, Deputy General Counsel, United States Securities and Exchange Commission, Washington, DC

Jean-François Prat, Partner, Bredin Prat & Associés, Paris, France

Harrison J. Goldin, Senior Managing Director, Goldin Associates, LLC, New York, NY

Hendrik Haag, Partner, Hengeler Mueller, Frankfurt, Germany

Dixie L. Johnson, Partner, Fried Frank Harris Shriver & Jacobson, Washington, DC, and Chair, Committee on Federal Regulation of Securities, ABA Section of Business Law

Marc Vienot, Honorary President, Société Générale, Paris, France, and former Chair, Committee on Corporate Governance in France

12:30 – 2:00 pm **Lunch**
Corporate governance failures, national and international economic cycles, industry-wide problems, burdensome governmental regulation, business operation failures, and over-leveraging can all lead to financial distress of business enterprises. When these problems occur, states can respond with public sector or private sector solutions. Reorganization under insolvency laws is at the core of the private sector solution in the United States and is being experimented with in Europe.

**Topics covered in this program will be:**

- Major business reorganizations under Chapter 11 of the U.S. Bankruptcy Code
- An analysis of the new provisions of the French insolvency law for business reorganizations and projections of how reorganizations will proceed in the EU

**Moderators:** Isabelle Didier, Judiciary Administrator, Cabinet Didier, and Chairman, GRIP 21, Paris, France

Mike Sigal, Partner, Simpson Thacher & Bartlett, New York, NY, and Former Chair, Committee on Business Bankruptcy, ABA Section of Business Law; U.S. Representative to U.N. Commission on International Trade Law Insolvency Working Group

**Panelists:** Judge Burton R. Lifland, Former Chief Judge, U.S. Bankruptcy Court for the Southern District of New York, and U.S. Representative to U.N. Commission on International Trade Law Insolvency Working Group

Judge Perrette-Rey, President, Tribunal de Commerce, Paris, France

Christopher Redmond, Partner, Husch & Eppenberger, Kansas City, MO, and ABA Representative to U.N. Commission on International Trade Law Insolvency Working Group

Gabriel Sonier, Partner, Sonier et Associés, Paris, France
Experts will discuss how EU competition laws affect business operations of U.S. and non-U.S. companies at both the EU and member state levels. This program will be of special interest not only to European practitioners but also to U.S. practitioners who wish to learn more about competition laws in the EU.

**Topics will include:**

- Merger control reform
- The harmonization of EU competition law
- Technology transfer block exemption regulation

**Moderators:**  
David A. Katz, Partner, Wachtell, Lipton, Rosen & Katz, New York, NY

**Panelists:**  
Frédéric Jenny, Vice President, Conseil de la Concurrence, Paris, France, and Chairman of the Working Group on Trade and Competition Policy of the World Trade Organization  
Izzet M. Sinan, Partner, Morgan Lewis, Brussels, Belgium  
Debra Valentine, Vice President, Secretary and Associate General Counsel, United Technologies Corp., Hartford, CT, and former General Counsel of the U.S. Federal Trade Commission
9:15 am – 4:15 pm Doing Business With the U.S.
A Practical Primer on U.S. Law, Commercial Negotiation, and Cross-Border Asset Sales

Topics to include:

The U.S. Legal System
Transactional lawyers know that local business can mean cross border business. When dealing with a counterparty in the United States, a non-U.S. lawyer needs to have a basic understanding of U.S laws and regulations, how lawyers practice in the U.S., negotiation style, and types of legal entities permissible under U.S. law.

The Sales Process
Using a case study of a U.S.-based multi-national corporation in dissolution, panelists will discuss the manner of sale, initial documentation used as an expression or intent to purchase assets, the conduct of due diligence, regulatory issues, and the extensive closing procedure and documentation to consider.

Local Issues
The case study moves to the issuers of the non-U.S. purchasers who wrestle with local issues of antitrust, taxation, environmental, and other unique local issues.

Special Issues
Panelists will discuss unique issues affecting the case study, such as intellectual property issues, labor and employment law, and choice of law and venue.

The Purchase Agreement
U.S. and non-U.S. counsel draft the purchase agreement for the sale of the U.S. assets. Negotiations over pricing, representations and warranties, contingent liabilities and limitations on such liabilities, indemnification clauses, and dispute resolution mechanisms will be discussed.
REGISTRATION FEE
We are pleased to offer you three registration options for this program.

1. June 25 Access Pass - $385*
   Allows registrants to attend the Conference on Converging Business Legal Issues on Friday, June 25 only.

2. June 24 Access Pass - $150*
   Allows registrants to attend the Primer on Doing Business with the U.S. on Thursday, June 24 only.

3. All Access Pass - $500*
   Allows registrants to attend the Primer on Doing Business with the U.S. on Thursday, June 24, AND the Conference on Converging Business Legal Issues on Friday, June 25.

* Lunch Included

The advance registration deadline is June 4, 2004.
For information regarding registration, please contact Sarah Bolm, at (312) 988-5635 or sbolm@staff.abanet.org.

PROGRAM LOCATION
All programs and on-site registration will take place at the Maison du Barreau, located on the Ile de la Cité. The Maison du Barreau is easily accessible from the M° Point-Neuf, M° Chatelet or M° Cité Metro Stop.

Maison du Barreau
2–4 rue de Harlay
75001 Paris

Phone: 33 1 44 32 49 49
Fax: 33 1 44 32 49 98

HOTEL RESERVATIONS
The ABA has reserved a small block of rooms in Paris at the Hotel Scribe, a Sofitel Hotel. The ABA negotiated rate at the Hotel Scribe is 300 Euros, including breakfast. To reserve a room at the Hotel Scribe, please return the attached hotel reservation form, via fax, to the hotel no later than May 10, 2004. The Hotel Scribe requires all reservations to be guaranteed by a credit card, and will only accept room reservations via fax. You will receive a confirmation of your reservation directly from the hotel.

We urge you to make your reservations soon, as June is peak season in Paris and accommodations may be difficult to locate after the ABA’s room block expires on May 10.
HOTEL INFORMATION

Hotel Scribe Paris, 1, rue Scribe, 75009 Paris, France

Phone: 33 1 44 71 24 24
Fax: 33 1 42 65 39 97

Just a few steps from the Opera Garnier, in the heart of Paris, The Hotel Scribe cultivates the tradition of refinement and elegance. For more information, visit the Sofitel website at www.sofitel.com. The Hotel Scribe is approximately two kilometers from the Maison du Barreau—not walking distance, but a short taxi or Metro ride away.

AIRLINE INFORMATION

Discounts on international airfares from a variety of carriers are available from Travel Professionals by calling 800-761-8107. Be sure to mention that you are going to the ABA meeting in Paris. If you prefer to book online, Travel Professionals’ site, known as planeair, can be reached by visiting www.abanet.org. From “Member Tool” select “ABA Online Travel.” If you have not already established an account on ABA Online Travel, follow the instructions at the top of the Home page. If you have an account on ABA Online Travel, simply login. Once you have reached the “Begin Search,” page you will see a table at the top of the page. Select “International Airfares – Great Discounts,” which will take you to planeair for reservations. There is a support number for planeair on the site, if you need assistance. For help establishing your account on ABA Online Travel, call the ABA Travel Desk at 312-988-5862.

MCLE CREDIT

Accreditation has been requested for this conference from every state with mandatory continuing legal education requirements for lawyers. Please be aware that each state has its own rules and regulations, including its definition of “CLE.” Certificates of attendance will be available at the conclusion of each program for both attendees and speakers. Please call 312-988-6217 for questions pertaining to the number of credit hours granted by each state 2-3 weeks prior to the conference.

REACH US THROUGH THE WEB

For more information on the Section of Business Law, or to register online, go to the website at www.abanet.org/buslaw.

CANCELLATION POLICIES

Meeting Registrations

Requests for refunds must be sent to Sarah Bolm at 312-988-5578 (fax) or sbolm@staff.abanet.org by June 4, 2004. Cancellations received after June 4, 2004 will not be accepted; however, the Section will gladly accept substitutions for those unable to attend.

Hotel Reservations

• Hotel reservations may be cancelled without penalty before May 9, 2004.

• Hotel reservations cancelled between May 10th and May 24th will be assessed a charge equal to 50% of the guest’s total stay.

• Hotel reservations cancelled after May 25th will be assessed a charge equal to 100% of the guest’s total stay.
Name: ________________________________________   ABA Membership ID #: _________________________

Firm/Company: _________________________________________________________________________________

Address: _______________________________________________________________________________________

City: _______________________________  State: _________________________  Zip: _______________________

Telephone/Fax: _________________________________________________________________________________

E-mail: _________________________________________________________________________________________

REGISTRATION FEES

June 25 Access Pass $385 USD* ___
   or June 24 Access Pass $150 USD* ___
   or All Access Pass $500 USD* ___
   *Lunch Included

TOTAL ___

METHOD OF PAYMENT

❑ American Express  ❑ Visa  ❑ MasterCard

Card #: ____________________________________________________________  Exp. Date: _________________

Signature:  X

Please return registration form by June 4, 2004.

Mail:  Section of Business Law Meeting Registrar
       ABA Section of Business Law
       750 North Lake Shore Drive
       Chicago, Illinois 60611

Fax:   (312) 988-5578

Online Registration:  www.abanet.org/buslaw
Guest Name: ___________________________________________________________________________________
Address: _______________________________________________________________________________________
__________________________________________________________________________________________
Phone: __________________________________________ Fax: _________________________________________
Arrival Date & Time: ________________ Departure Date: ________________ Number of Persons: _______
**Double superior room: 300 euros including buffet breakfast per night**
   (All taxes and service charges included)
Credit Card #: ____________________________________________________________ Exp. Date: ___________
Credit Card number required to guarantee room reservation.
Signature: ______________________________________________________________________________________

Please kindly note our check-in time is 2:00 p.m. and check-out time is 12:00 p.m.

RETURN TO RESERVATIONS BY FAX TO: 33 1 44 71 24 42

Completed by Hotel:  We are pleased to confirm your reservation.

Confirmation number: ___________________________________________________________________________
Confirmed by: ____________________________________________ Date: _______________________
Cancellation policy:  • From May 10th to May 24th: 50% of the total stay will be charged
   • From May 25th to Arrival date: 100% of the total stay will be charged

Hotel contact: Valérie Mathieu, Assistant Reservation Manager
   Telephone: 33 1 44 71 24 25  Fax: 33 1 44 71 24 42  Email: H0663-re2@accor-hotels.com

Do not hesitate to contact me for further assistance. We look forward to welcoming you to the Hotel Scribe.
Chers Confrères,

Le Barreau de Paris et la Section Droit des Affaires de l’American Bar Association vous invitent à participer à une conférence intitulée “L’IMPACT DE LA CONVERGENCE DES DROITS DES AFFAIRES SUR LES 2 PLUS GRANDS MARCHÉS MONDIAUX : EUROPE ÉLARGIE - ETATS-UNIS - Aspects de gouvernance d’entreprise, de procédures collectives et de droit de la concurrence.”

Cette conférence se tiendra le 25 juin 2004 à la Maison du Barreau.

Des changements importants émanent des affaires cinématographiques et auraient pu affecter la régulation des marchés de l’audiovisuel et de l’informatique au niveau européen. Élaguez-vous donc et revêpez-vous les dernières actualités dans le domaine du droit des marchés publics !

Vous aurez l’opportunité d’écouter des experts internationaux et des membres d’autorités de régulation venant tant des États-Unis que de l’Europe.

Vous pourrez participer à une autre conférence intitulée “FAIRE DES AFFAIRES AUX U.S.A. – Un ABC pratique du droit américain, de la négociation commerciale et de la vente transfrontalière.”

La conférence a lieu le 24 juin et portera sur les thèmes suivants :

- La gouvernance d’entreprise
- La réglementation des marchés publics
- La négociation commerciale
- La vente transfrontalière


Nous espérons avoir le plaisir de vous rencontrer prochainement à l’occasion de cette conférence exceptionnelle.

Steven O. Weise
Chair, ABA Section of Business Law

Jean-Marie Burguburu
Bâtonnier du Barreau de Paris

Aspects de gouvernance d’entreprise, de procédures collectives et de droit de la concurrence
de la Convergence des Droits des Affaires sur les 2 Plus Grands Marchés Mondiaux :
Europe Élargie - États-Unis
Limite de la Convergence des Droits des Affaires

25 juin 2004
Maison du Barreau
Paris, France