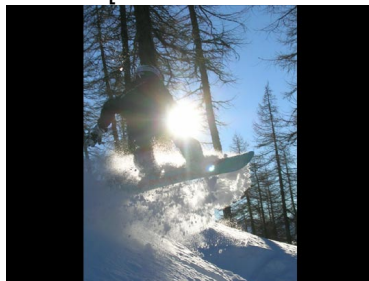


**UNION INTERNATIONALE DES AVOCATS
INTERNATIONAL ASSOCIATION OF LAWYERS
UNIÓN INTERNACIONAL DE ABOGADOS**

[DRAFT PROGRAM WITH SPEAKERS, STATUS: OCTOBER 13, 2006 15:00 H, TO BE CONFIRMED]



**Representations, Warranties and
Indemnifications in M&As -
Pitfalls and Best Practices for Structuring as well as
Litigating and Arbitrating them**



**2nd Winter Seminar
February 17 - 24, 2007**

*Seminar co-sponsored by the
ABA, Section of Litigation, International Litigation Committee and the
ABA, Section of International Law, International M&A Joint Venture Committee*



Sestriere, Italy

(Place of the Olympic Winter Games 2006)



Introduction

Sestriere is a famous winter resort in Italy at 2035 m a.s.l. with a huge number of tracks for both cross-country and alpine skiing. It was the place for the down-hill races of the Olympic Winter Games in 2006. Sestriere is located on the hill with the same name that links the upper Val Chisone with the upper Valle di Susa, and can accommodate nearly 9,250 spectators. The giant slalom **slope at Sises** is one of the most technical in the world.

Sestriere includes 4 villages: Sestriere Colle, Sestriere Borgata, Champlas du Col e Champlas Janvier It is 105 km from Torino and it boasts approx. 866 inhabitants on a mountain surface of 2580 Ha.

Saturday, February 17, 2007

7:30 p.m. Informal Get-Together

Sunday, February 18, 2007

7:00 p.m. Opening Reception
Opening Remarks

Delos N. LUTTON, President of UIA 2005/2006

Louis F. BURKE, President of the UIA Litigation Commission and Co-Chair of the International Litigation Committee of ABA, Section of Litigation, Member of the Organizing Committee

Winfried F. SCHMITZ, Chairman of the Organising Committee

Monday, February 19, 2007

am Welcome
Representations & Warranties
The Law in the Absence of any Agreed Rules
Legal Meaning of Notions

Marla BOJORGE, Asesoría Jurídica de Epresas, Valencia, Spain

Lutz HARTMANN, HEIDE Rechtsanwälte, Frankfurt, Germany

Ann Beth STEBBINS, Skadden, Arps, Slate, Meagher & Flom, LLP, New York, NY, USA¹⁾

Mauro RUBINO-SAMMARTANO, Rubino-Sammartano e Associati, Milano, Italy¹⁾

pm Representations & Warranties and Due Diligence
Impact of Due Diligence on Representations & Warranties

Brad RICHARDS, Haynes and Boone, LLP, Houston, Texas, USA

Avimukt DAR, G & D Law Chambers, New Delhi, India

Winfried F. SCHMITZ, SCHMITZ Rechtsanwälte, Düsseldorf, Germany

Robert B. STEBBINS, Willkie Farr & Gallagher LLP, New York, NY, USA¹⁾

Julie B. STEAMER, Goodwin Procter LLP, New York, NY, USA¹⁾

Tuesday, February 20, 2007

am Structuring Representations & Warranties in the Share Purchase Agreement
and Best Practices

Prof. Avv. Lucio COLANTUONI, Colantuoni, Allegri & Coll. – Studio Legale Associato, Genova, Italy

Carlo PAVESIO, Allen & Overy, Turin, Italy

Patrick L. FERRIERE, Fox Horan & Camerini LLP, New York, NY, USA

Ann Beth STEBBINS, Skadden, Arps, Slate, Meagher & Flom, LLP New York, NY, USA¹⁾

pm Representations & Warranties on Environmental Risks

John KAHLKE, Koch Christensen Advokatfirma, Copenhagen, Denmark

Christopher B. KENDE, Cozen O'Connor, New York, NY, USA

Aly Mahfouz FARHAN, Tanta, Egypt²⁾

¹⁾ speaker form not yet received

²⁾ subject to removal

Wednesday, February 21, 2007

am Structuring Limitations and Indemnifications (including price adjustments, retention of purchase price or bank guarantees) and Best Practices

Mark C. HILGARD, *Mayer Brown Rowe & Maw LLP, Frankfurt, Germany*
Armando AMBROSIO, *NCTM - Studio Legale Associato Negri-Clementi, Toffoletto, Montironi & Soci, Milano, Italy,*

pm General Welcome to Participants of Litigation Part of the Seminar
Discovery Process in Disputes Regarding Breach of Representations & Warranties

Julianne FARNSWORTH, *FARNSWORTH LAW FIRM LLC, Columbia, SC, USA¹⁾*

Thursday, February 22, 2007

am Litigating or Arbitrating Representations & Warranties and Indemnifications
General Issues and Current Trends

Martin WIEBECKE, *Anwaltsbüro Wiebecke, Küsnacht/Zürich, Switzerland (moderator)*
Louis B. BUCHMAN, *Dubarry Le Douarin Veil, Paris, France (Litigation/Mediation)*

pm Discussion of Specific Cases Involving the Breach of Representations & Warranties and other M&A issues

Enrica SENINI, *Studio Legale Senini, Brescia, Italy*
Louis DEGOS, *Eversheds, Paris, France*
Silvestre TANDEAU DE MARSAC, *Fischer, Tandeau de Marsac, Sur & Associés, Paris, France*
Christian FRANZ, *Velten Franz Jakoby, Düsseldorf, Germany¹⁾*

Friday, February 23, 2007

am Recognition and Enforcement of Judgements or Awards in M&A Litigation

Luis Miguel NOVAIS, *Novais Advogados, Porto, Portugal¹⁾*
Xavier FAVRE-BULLE, *Lenz & Staehelin, Geneva, Switzerland*

Review of the Seminar, Concluding Remarks

Louis F. BURKE, *Louis F. Burke PC, New York, NY, USA*
Winfried F. SCHMITZ, *SCHMITZ Rechtsanwälte, Düsseldorf, Germany*

7:30 p.m. Closing Dinner

Saturday, February 24, 2007

Informal interaction on the slopes

Organising Committee

Louis F. BURKE, Esq. President of the UIA Litigation Commission and Co-Chair of the International Litigation Committee of ABA, Section of Litigation Louis F. Burke PC 460 Park Avenue USA-New York, NY 10004 Tel: +1 212 682 1700, Fax: +1 212 808 4280 Email: lburke@fbllaw.com	Marco GAY, Esq. Studio Legale Gay Via Vavalli 28 bis I - Torino Tel: +39 011 433 2466 E-Mail: marco.gay@studiolegalegay.it
Brad RICHARDS, Esq. Former National Vice-President of UIA for the USA Haynes and Boone LLP 1221 McKinney Street - Suite 2100 USA-Houston, TX 77010-2007 Tel: +1 713 547 2028, Fax: +1 713 236 5568 Email: brad.richards@haynesboone.com	Enrica SENINI, Esq. Studio Legale Senini Via Solferino 55 I - 25121 Brescia Tel: +39 030 5030820 Fax: +39 030 3758200 E-Mail: e.senini@senini.biz
Winfried F. SCHMITZ, Esq. SCHMITZ Rechtsanwälte Bismarckstrasse 43 D-40210 Düsseldorf Tel: +49 211 30131 200, Fax: +49 211 30131 199 Email: Winfried.schmitz@schmitzlaw.de	

¹⁾ speaker form not yet received

General Information

[Draft, October 13, 2006, to be confirmed]

This planned seminar, organised by the UIA, with the support of the ABA, Section of Litigation, International Litigation Committee, (collectively, the "Organizers") is open to all lawyers, whether or not they are members of the UIA or ABA –to be confirmed-. Accompanying persons, children and friends are most welcome to join as well. The Organizers will try to arrange attractive rates with respect to ski passes.

Dress Code: Extremely casual (jeans and even cowboy boots, ski suits etc. allowed). Closing dinner: Coat & tie, evening dress.

EXCLUSION OF LIABILITY, RELEASE AND ASSUMPTION OF RISK

The Organizers may at any time, with or without giving notice, in their absolute discretion and without giving any reason, cancel or postpone the training session, change its venue or any other published details. The Organizers are not responsible for information, pricing, and related data furnished by the Hotel Principi di Piemonte. Accommodation is to be booked directly with the Hotel Principi di Piemonte; the Organizers are not a tour operator or agent. Note that skiing is a dangerous sport, and accidents causing serious harm or death may happen. The Organizers, their respective officers, representatives and agents are not responsible for death, personal injury, psychological trauma, loss or damage (including property damage) howsoever arising from the participation in or attendance at the event, except to the extent prohibited by law. All participants attend at their own risk and expressly release the Organizers, their respective officers, representatives and agents from any liability.

SEMINAR VENUE

Principi di Piemonte Grand Hotel, Via Sauze 3/B, 10058 Sestriere, Italy, phone: +39-0122-7941, fax: +39-0122-755411, e-mail: info@gh-principipiemonte.it, website: www.gh-principipiemonte.com

SEMINAR REGISTRATION FEES

[proposed, to be confirmed]

	€ (euros)		\$ (US dollars)*	
	Early Bird before 15/12/2006	Standard from 16/12/2006	Early Bird before 15/12/2006	Standard from 16/12/2006
Full Course	€ 690	€ 740	\$ 845	\$ 905
Young Lawyers (under 35)**	€ 590	€ 640	\$ 725	\$ 785
Accompanying Person***	€ 190	€ 210	\$ 230	\$ 255
Monday to Wednesday	€ 505	€ 545	\$ 620	\$ 665
Young Lawyers (under 35)**	€ 405	€ 445	\$ 495	\$ 545
Accompanying Person**	€ 80	€ 90	\$ 115	\$ 125
Wednesday to Friday	€ 605	€ 645	\$ 745	\$ 785
Young Lawyers (under 35)**	€ 505	€ 545	\$ 620	\$ 665
Accompanying Person***	€ 170	€ 180	\$ 210	\$ 220

Registration fees include the participation to the seminar, seminar papers on CD Rom, morning breakfast, fruits, juice and coffee in the morning and refreshments in the evening, as well as an opening reception on February 18 and a closing dinner on February 23, 2007.

It is intended that the seminar sessions take place in the morning from 8:00 to 9:30, and in the evening from 6:00 to 8:00.

* Payment in US dollars can be made by bank transfer only.

** Please attach proof of age to the registration form.

*** Children under 18 are free of charge (excluding closing dinner).

LANGUAGES

The seminar will be in English. There will be no simultaneous translation.

HOTEL ROOM RESERVATION

A limited number of rooms have been pre-booked, at a preferential rate (per room), at the Grand Hotel Principi di Piemonte. Reservations should be made directly **as soon as possible** through the hotel, quoting the reference: "UIA Seminar". Credit card details must be given to the hotel in order to secure your reservation. Please bear in mind that room numbers are limited. If you do not book as soon as possible, you may not obtain a preferential rate or a room at all at the seminar venue. In any case, reservation should not be made later than **January 15, 2007**. Cancellations can be made without charge until 14 days before arrival, thereafter until 48 hours before arrival one night and thereafter 28% of the complete reservation, at least one night.

The room rate is € 130.00 per person/day (single or double room) breakfast not included. The breakfast rate is € 20.00 per person. It is included Monday through Friday for seminar participants.

Principi di Piemonte Grand Hotel, Via Sauze 3/B, 10058 Sestriere, Italy, phone: +39-0122-7941, fax: +39-0122-755411, e-mail: info@gh-principipiemonte.it, website: www.gh-principipiemonte.com

INFORMATION

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TEL: +33 1 44 88 55 66 - FAX: +33 1 44 88 55 77

EMAIL: uiacentre@uianet.org - WEB: www.uianet.org

draft version B as of October 13, 2006

UIA

(Union Internationale des Avocats -
International Association of Lawyers)

Representations, Warranties and Indemnifications in M&As - Pitfalls and Best Practices for Structuring as well as Litigating and Arbitrating them

2nd Winter Seminar, Sestriere, Italy, February 17 - 24, 2007

Overview of Topics and Allocation of Speakers

(Proposal to be confirmed, status: October 13, 2006)

Saturday, February 17, 2007

Evening: Get Together

Sunday, February 18, 2007

Evening: Opening Reception

Monday, February 19, 2007

am Representations & Warranties
The Law in the Absence of any Agreed Rules
Legal Meaning of Notions

Bojorge, Marla, Asesoría Jurídica de Epresas, Valencia, Spain

Hartmann, Lutz, HEIDE Rechtsanwälte, Frankfurt, Germany

Stebbins, Ann Beth, Skadden, Arps, Slate, Meagher & Flom, LLP, New York, NY, USA

Rubino-Sammartano, Mauro, Rubino-Sammartano e Associati, Milano, Italy

pm Representations & Warranties and Due Diligence
Impact of Due Diligence on Representations & Warranties

Richards, Brad, Haynes and Boone, LLP, Houston, Texas, USA

Dar, Avimukt, G & D Law Chambers, New Delhi, India

Schmitz, Winfried, SCHMITZ Rechtsanwälte, Düsseldorf, Germany

Stebbins, Robert, Willkie Farr & Gallagher LLP, New York, NY, USA

Steamer, Julie B, Goodwin Procter LLP, New York, NY, USA

Tuesday, February 20, 2007

am Structuring Representations & Warranties in the Share Purchase Agreement
and Best Practices

Colantuoni, Prof. Avv. Lucio, Colantuoni, Allegri & Coll. – Studio Legale Associato, Genova, Italy

Pavesio, Carlo, Allen & Overy, Turin, Italy

Ferriere, Patrick L., Fox Horan & Camerini LLP, New York, NY, USA

Stebbins, Ann Beth, Skadden, Arps, Slate, Meagher & Flom, LLP New York, NY, USA

pm Representations & Warranties on Environmental Risks

Kahlke, John, Koch Christensen Advokatfirma, Copenhagen, Denmark

Kende, Christopher, Cozen O'Connor, New York, NY, USA

Farhan, Aly, Mahfouz, Tanta, Egypt, to be confirmed

Wednesday, February 21, 2007

am Structuring Limitations and Indemnifications (including price adjustments, retention of purchase price or bank guarantees) and Best Practices

*Hilgard, Mark C., Mayer Brown Rowe & Maw LLP, Frankfurt, Germany
Ambrosio, Armando, NCTM - Studio Legale Associato Negri-Clementi, Toffoletto, Montironi & Soci, Milano, Italy,*

pm General Welcome to Participants of Litigation Part of the Seminar
Discovery Process in Disputes Regarding Breach of Representations & Warranties

Farnsworth, Julianne, FARNSWORTH LAW FIRM LLC, Columbia, SC, USA

Thursday, February 22, 2007

am Litigating or Arbitrating Representations & Warranties and Indemnifications

*Wiebecke, Martin, Anwaltsbüro Wiebecke, Küssnacht/Zürich, Switzerland (moderator)
Buchman, Louis B., Dubarry Le Douarin Veil, Paris, France (Litigation/Mediation)*

pm Discussion of Specific Cases Involving the Breach of Representations & Warranties and other M&A issues

*Senini, Enrica, Studio Legale Senini, Brescia, Italy
Degos, Louis, Eversheds, Paris, France
Tandeau de Marsac, Silvestre, Fischer, Tandeau de Marsac, Sur & Associés, Paris, France
Franz, Christian, Velten Franz Jakoby, Düsseldorf, Germany*

Friday, February 23, 2007

am Recognition and Enforcement of Judgements or Awards in M&A Litigation

*Novais, Luis Miguel, Novais Advogados, Porto, Portugal
Favre-Bulle, Xavier, Lenz & Staehelin, Geneva, Switzerland*

Review of the Seminar, Concluding Remarks

Evening: Closing Dinner

Saturday, February 24, 2007

Informal interaction on the slopes

Speakers to be allocated

Nuno Pena, Rui Pena, Arnaut & Associados, Lisboa, Portugal (?)
Katrina Jackiewicz, Goldman, Sachs & Co, New York, USA (Corporate) (?)
Female lawyer from Dubai of Malaysian origin (Corporate) (?)
David Katz, Wachtell, Lipton, Rosen & Katz, New York, USA (Corporate) (?)
Hugues Langlais, Joli-Coeur Lacasse, Montréal, Québec, Canada, (Litigation) (?)