



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: Gregory E. Ostling**, *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

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## Bringing together the world's lawyers

[www.uianet.org](http://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.

Today, the UIA brings together several thousand members – lawyers or law professionals – and hundreds of bars, federations and associations.

### Join the UIA and become a member of the world's strongest network of lawyers

- You will participate in the work of the UIA Commissions in Business Law, Human Rights and General Practice and share your experience with that of professionals from over 110 countries.
- You will also be able to join forces with the UIA, which, each year, provides its support to lawyers who cannot freely practise their profession. Everywhere in the world where rights of defence are threatened or the proper administration of justice is hindered, the UIA will make your voice heard.

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

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# 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 41<sup>st</sup> St, New York, NY 10036 – .1 miles away from New York Times Building, 8<sup>th</sup> Avenue

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

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

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

**Four Points by Sheraton Midtown – Times Square** – 326 W 40<sup>th</sup> Street, New York, NY 10018 – .1 miles away from New York Times Building, 8<sup>th</sup> 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? \_\_\_\_\_

## II. REGISTRATION FEES

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

	<b>UIA/NYSBA/ ABA-SIL Member</b>	<b>Non Member</b>
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

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

## IV. EMERGENCY CONTACT

Name \_\_\_\_\_

Phone \_\_\_\_\_ Email \_\_\_\_\_

## 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](http://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](mailto:tbardwell@nysba.org)

## 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: \_\_\_\_\_

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Authorized Signature

Cardholder \_\_\_\_\_

## VI. DIETARY RESTRICTIONS

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NEW YORK STATE BAR ASSOCIATION  
**INTERNATIONAL SECTION**

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Seasonal Meeting 2017

**GUATEMALA**

September 12 - 14, 2017

Hotel Casa Santo Domingo  
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[www.nysba.org/guatemala2017](http://www.nysba.org/guatemala2017)