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the legal profession



THE ONLY GLOBAL ASSOCIATION OF YOUNG LAWYERS

UP TO 9 CPD
HOURS AVAILABLE

A conference presented jointly by the Association Internationale des Jeunes Avocats (AIJA) and the International Bar Association (IBA)

Sale mandates and auctions: Key skills for lawyers in getting the deal done

21-23 June 2007
Hotel Vier Jahreszeiten Kempinski
Munich, Germany

This interactive conference will be based on case studies facilitated by an experienced moderator working with panels of practitioners and representatives from the private equity industry, owner-managers and corporate finance advisors.

Up to 9 CPD hours available*

* As per the Law Society of England and Wales. The number of CPD points/hours available may vary for other bar associations and law societies depending on their criteria.

US CLE

Accreditation of this programme has been approved in New York and California.

Who should attend?

The conference will be of special interest to M&A lawyers, in particular younger colleagues as well as in-house counsel and more experienced M&A practitioners.

Programme

Thursday 21 June Friday 22 June

1700 – 1930 **Registration**
Hotel Vier Jahreszeiten Kempinski

1930 **Informal dinner**
Nürnberger Bratwurstglöckl
Frauenplatz 9
Munich

Conference Co-Chairs

Felix R Ehrat *Bär & Karrer, Zurich, Switzerland, Co-Chair, Business Organisations Committee, IBA Legal Practice Division*

Philip Martinus *Gibson Dunn & Crutcher LLP, Munich, Germany; President, Mergers & Acquisitions / Joint Ventures Commission, AIJA*

Conference Organising Committee

Mattia Dalla Costa *LCA avvocati e commercialisti d'impresa, Munich, Germany and Padua, Italy*

Felix R Ehrat *Bär & Karrer, Zurich, Switzerland, Co-Chair, Business Organisations Committee, IBA Legal Practice Division*

Orsolya Görgenyi *Szecskey Attorneys at Law, Budapest, Hungary*

Philip Martinus *Gibson Dunn & Crutcher LLP, Munich, Germany; President, Mergers & Acquisitions / Joint Ventures Commission, AIJA*

Matthias Nordmann *Schwarz Kelwing Wicke Westpfahl, Munich, Germany; Treasurer, Intellectual Property and Entertainment Law, IBA Legal Practice Division*

Chris Owen *Manches, London, England; Secretary, Closely Held and Growing Business Enterprises Committee, Legal Practice Division*

Christian Paul *Beiten Burkhardt, Munich, Germany*

Ines Pöschel *Kellerhals Hess, Zurich, Switzerland*

0830 – 1800 **Registration**
Hotel Vier Jahreszeiten Kempinski

0905 – 0930 **Opening remarks**
Christian Lundgren *Kromann Reumert, Copenhagen, Denmark; President, AIJA*
Fernando Pombo *Gomez-Acebo & Pombo, Madrid, Spain; President, IBA*

0930 – 1230

Project and client management skills

This workshop will cover:

- client relationship: getting to know the business, the transaction and the clients' objectives and talking costs;
- team building: allocating responsibilities and work break-down;
- scoping and project planning: agreeing the key steps in the sales transaction;
- panel feedback.

Facilitator

Christopher Stoakes *Sherwood PSF Consulting Limited, Ashby-de-la-Zouch, England*

Panellists

Orsolya Görgenyi *Szecskey Attorneys at Law, Budapest, Hungary*

Oliver Gosemann *CEO, Knürr AG, Amstorf, Germany*

Ernst Mannheimer *Wellington Partners Advisory AG, Zurich, Switzerland*

Toby Mansel-Pleydell *Concorde Corporate Finance, Budapest, Hungary*

Christopher Owen *Manches LLP, London, England*

Ines Pöschel *Kellerhals Hess, Zurich, Switzerland*

1230 – 1430 **LUNCH**
Hotel Vier Jahreszeiten Kempinski

1430 – 1730

Process and key legal issues

This workshop will focus on the process of a sale and will touch upon key legal issues from a seller's perspective:

- protecting the transaction: material adverse change (MAC) and other closing conditions;
- securing the purchase price: price adjustments and escrows;
- restricting the risk of liability: limiting the scope of representations and warranties and indemnifications;
- driving the sale: using the auction process; and
- panel feedback.

Facilitator

Christopher Stoakes

Panellists

Oliver Gosemann

Ernst Mannheimer

Toby Mansel-Pleydell

Philip Martinus *Gibson Dunn & Crutcher LLP, Munich, Germany*

Matthias Nordmann *Schwarz Kelwing Wicke, Munich, Germany*

NOTE: Tea and coffee will be available throughout the day.

1900 – 2000 **Cocktail reception**

BMW Pavillion
Lenbachplatz 7 a
Munich

2000 – 2300 **Conference dinner**

Restaurant Lenbach
Ottostr. 6
Munich

Supported by

PRACTICAL LAW COMPANY

Saturday 23 June

0830 – 1230 **Registration**
Hotel Vier Jahreszeiten Kempinski

0930 – 1215

Negotiation skills

This workshop will focus on:

- preparing for the negotiations;
- negotiating the key Share Purchase Agreement (SPA) points;
- mock negotiation by experienced practitioners in plenary; and
- panel feedback.

Facilitator

Christopher Stoakes

Panellists

Felix R Ehrat *Bär & Karrer, Zurich, Switzerland*

Martin Grablowitz *NautaDutilh, Rotterdam, the Netherlands*

Jean-Claude Rivalland *Allen & Overy LLP, Paris, France*

John Spillman *Smith Gambrell Russell LLP, Atlanta, Georgia, USA*

1215 – 1230 **Concluding remarks**

Felix R Ehrat

Philip Martinius

1230 – 1400 **LUNCH**

Hotel Vier Jahreszeiten Kempinski

1700 – 2200 **Excursion**

On Saturday afternoon you will have time to explore the city center before joining an optional cycling tour, if weather permits, through the historic centre of Munich and along the river Isar to a small *Biergarten* on the lakeside that will allow you to experience the 'Bavarian way of life'.

The bicycle tour will take approximately 40-60 minutes. Car transfer is also possible.

Gasthof Hinterbrühl am See
Hinterbrühl 2
Munich

The ticket price includes dinner at the traditional beer garden

Ticket: €55

Social programme

Tickets for the excursion to the Munich beer garden should be reserved by completing the relevant part of the registration form. Please note that spaces are limited and will be given on a first come, first served basis.

Continuing Professional Development / Continuing Legal Education

For delegates from countries where CPD / CLE is mandatory, the International Bar Association will be pleased to provide a Conference Certificate of Attendance which, subject to the exact CPD / CLE requirements, may be used to obtain the equivalent accreditation in your jurisdiction.

This conference has been accredited for CPD / CLE by the Law Society of England and Wales. Delegates should ask staff at the Registration Desk for information as to how to obtain the hours.

US CLE

Accreditation of this programme has been approved by New York and California. IBA certificates of attendance will be available for lawyers from self-reporting US states.

Participation in the bicycle tour is at the participant's risk who must assure that they are familiar and will comply with the relevant traffic rules, in particular drink and drive provisions. The organisers of the conference offer a pick-up of participants and their bicycles. Further, the organisers of the conference are only liable for intent (Vorsatz) and gross negligence (grobe Fahrlässigkeit) and for negligent breach of material contractual duties.

Exhibitors:



Information

Date 21 – 23 June 2007

Venue

Hotel Vier Jahreszeiten Kempinski
Maximilianstrasse 17
80539 Munich
Germany
Tel: +49 89 2125 2700
Fax: +49 89 2125 2000
www.kempinski-vierjahreszeiten.de

Language

All working sessions and conference materials will be in English.

How to register

Please complete the attached registration form and return it with payment to:
Fatima Chaoui
Association Internationale des Jeunes Avocats
avenue Louis Lepoutre 59/20
BE – 1050 Brussels – Belgium
Fax +32 (2) 347 55 22
Tel: +32 (2) 347 33 34
E-mail : fchaoui@aija.org

Alternatively register online at www.aija.org

You should receive written confirmation of your registration within 14 days; if you do not then please contact Fatima Chaoui.

Fees

Registration forms and fees received:

	On or before 4 May	After 4 May
IBA/ AIJA member	€525	€575
Non member	€550	€610
IBA/ AIJA member Young lawyers (under 35 years)	€495	€550
Accompanying guest	€145	€145

Full payment must be received in order to process your registration.

Fees include

- Attendance at all working sessions
- Conference materials, including any available speakers' papers submitted to the IBA before Friday 25 May
- Access to the above conference working materials from the IBA website (www.ibanet.org) approximately seven days prior to the conference.
- Invitation to the Cocktail reception on Friday 22 June
- Lunch on Friday 22 June and Saturday 23 June
- Dinner on Thursday 21 June and Friday 22 June
- Tea and coffee during breaks

Guest fee includes

- Invitation to the Cocktail reception on Friday 22 June
- Dinner on Thursday 21 June and Friday 22 June

Guests are not entitled to attend the working sessions or lunches.

List of participants

In order for your name and picture (optional) to appear in the list of participants, which will be distributed at the Conference, your registration form and picture must be received by 14 June at the latest.

Payment of registration fees

Payment should be made in euro, without bank transfer costs to the organisers, to the following
AIJA bank account:
IBAN LU25 0030-1029-7491-0000 – BIC BGLLLULL
Fortis Banque Luxembourg - Agence Royale Monterey, 27, avenue Monterey, L-2951 Luxembourg
Ref: AIJA/IBA Munich 2007

Please ensure that a copy of the bank transfer details is attached to your registration form.

Credit card payments: by Visa or MasterCard. No other cards are accepted.

Please be advised that €25 will be charged for credit card payments.

Cancellation of registration

In case of cancellation by a delegate no money can be refunded. A delegate who cannot attend may send a substitute.

Travel arrangements and visas

Participants are responsible for making their own travel arrangements. It is recommended that you check your visa requirements with your local Embassy or Consulate. We are unable to send out letters supporting visa applications to embassies prior to receipt of your registration form and full payment of registration fees.

Please apply for your visa in good time.

Hotel accommodation

A limited number of rooms have been reserved at the following hotels for the nights of 21 – 23 June:

Hotel Vier Jahreszeiten Kempinski
Maximilianstrasse 17
80539 Munich
Germany
Tel: +49 89 2125 2700
Fax: +49 89 2125 2000
www.kempinski-vierjahreszeiten.de

This hotel offers 5 star accommodation with health spa and indoor swimming pool. The following rates are per room, per night and inclusive of buffet breakfast and VAT.

	Single	Double
Standard	€180	€195
Superior	€260	€275
Deluxe	€300	€315

Cancellations, without charge, can be made up to 24 hours prior to your arrival. Within 24 hours of arrival, all cancellations or no-shows will be charged the entire period requested, to the credit card supplied.

Please note that any reservations made after 7 May will be subject to availability and cannot be guaranteed at the special conference rate.

Hotel Splendid-Dollmann
Thierschstraße 49
80538 Munich
Germany
Fax: + 44 89 2380 8365
E-mail: splendid-muc@t-online.de
www.hotel-splendid-dollmann.de

The following rates are per room, per night and inclusive of VAT but exclude breakfast which is charged at €12.50 per person.

Single	€120
Double	€150

Cancellations made after 27 April will be charged the entire period requested to the credit card supplied.

Please note that any reservations made after 27 April will be subject to availability and cannot be guaranteed at the special conference rate.

Domus Hotel
St. Anna Strasse 31
80538 Munich
Germany
Tel: +49 89 22 1704
Fax: +49 89 22 85359
E-mail: reservation@domus.hotel.de
www.domus-hotel.de

The following rates are per room, per night and inclusive of buffet breakfast and VAT.

Single	€98
Double	€135

Cancellation can be made up until 3 days prior to the arrival date after which the entire period requested will be charged to the credit card supplied.

All reservations will only be confirmed upon availability

To reserve your accommodation
Please complete the attached accommodation form for your chosen hotel and send it direct to the hotel to make your reservation. To secure your reservation a credit card number will be required.

Delegates are responsible for making accommodation reservations directly with their chosen hotel and enter into an agreement with the hotel regarding credit card guarantees, cancellation terms and conditions, and room rates (should these differ from the special AIJA/ IBA rate). The IBA and AIJA cannot accept responsibility for hotel accommodation disputes between a delegate and the hotel.

Promotional literature

Please note that no individual or organisation may display or distribute publicity material or other printed matter during the conference, unless by prior arrangement with the IBA and AIJA. Organisations and companies wishing to discuss promotional opportunities should contact Sara Furegard at the IBA sara.furegard@int-bar.org

The organisers may at any time, with or without giving notice, in their absolute discretion and without giving any reason, cancel or postpone the conference, change its venue or any of the other published particulars, or withdraw any invitation to attend. In any case, neither the organisers nor any of their officers, employees, agents, members or representatives shall be liable for any loss, liability, damage or expense suffered or incurred by any person, nor will they return any money paid to them in connection with the conference unless they are satisfied not only that the money in question remains under their control but also that the person who paid it has been unfairly prejudiced (as to which, decision shall be in their sole and unfettered discretion and, when announced, final and conclusive).

Registration Form

Sale mandates and auctions: key skills for lawyers in getting the deal done

21 – 23 June 2007, Munich, Germany

Please read the 'Information' section before completing this form and return it together with your payment, to Fatima Chaoui at the address overleaf.

Personal details *(Please attach your business card or write in block capitals)*

Name _____

Name as you wish it to appear on your badge *(if different from above)* _____

IBA and /or AIJA Membership number *(if applicable)* _____ Date of birth _____

Firm / Company / Organisation _____

Address _____

Tel _____ Fax _____

E-mail _____

Guest _____

I wish my picture to be published in the List of Participants (please send your picture to fchaoui@aija.org)

Special dietary requirements _____

Registration form and fees received:	On or before 4 May	After 4 May	Amount Payable
IBA / AIJA member	€525	€575	€
Non-member*	€550	€610	€
IBA / AIJA member – Young lawyer (under 35 years)	€495	€550	€
Accompanying Guest	€145	€145	€

Social Function	Number of tickets	Price	
*Nürnberger Bratwurstglöckl	_____	inclusive	
*Cocktail reception	_____	inclusive	
*Conference dinner	_____	inclusive	
Munich beer garden	_____	€55 each	€

* Only available to guests if paying the guest registration fee

Social function tickets cannot be guaranteed unless payment has been received before 2 June.

TOTAL AMOUNT PAYABLE €

Please note that registrations are not transferable

*** Join the IBA or AIJA today to book at the discount rate.**

Please find membership forms at www.ibanet.org and www.aija.org

Payment details

I have transferred to the AIJA bank account the total amount payable and have attached a copy of the bank transfer details (Bank transfer must be at no charge to AIJA).

Please charge the total amount due to my Visa/MasterCard. Other cards are not accepted. Please be advised that €20 will be charged for credit card payments.

Card number _____ Start date _____ Expiry date _____

Security code (last 3 digits a the back of your card) _____

Name of card holder _____

Signature _____ Date _____

Where did you first hear about this Conference?

- IBA CONFERENCE AIJA CONFERENCE DIRECT MAIL INTERNET ADVERTISEMENT
 E-MAIL EDITORIAL RECOMMENDATION OTHER

Please provide further details, quoting code (if applicable)

IBA listings are provided to third parties, are used for marketing purposes and are published on the internet and other internationally available networks and media. The IBA will treat your personal information with the utmost respect and in accordance with UK data privacy laws.

If you do not want your details to be passed on, please tick the box

Note: Your details will however be included in the final list of participants circulated at the conference and displayed within the Delegate search of the IBA website.

Please send the completed form to:

Fatima Chaoui

Association Internationale des Jeunes Avocats

avenue Louis Lepoutre 59/20

BE – 1050 Brussels – Belgium

Fax +32 (2) 347 55 22 Tel: +32 (2) 347 33 34

E-mail: fchaoui@aija.org

Or register online at www.aija.org

For office use only Payment _____ Banked _____ Processed _____

Accommodation Form

IBA/AIJA Conference

Hotel Vier Jahreszeiten Kempinski

Maximilianstrasse 17

80539 Munich, Germany

Tel: +49 89 2125 2700 Fax: +49 89 2125 2000

Personal details (please print clearly in BLOCK CAPITALS)

Last name _____ First name _____

Firm/company/organisation _____

Address _____

Tel _____ Fax _____

Arrival date: _____ Arrival time: _____

Departure date: _____ Departure time: _____

Accommodation requirements

Standard

Single occupancy €180

Double room €195

Superior

Single occupancy €260

Double occupancy €275

Deluxe

Single occupancy €300

Double occupancy €315

*** Room rates valid only for the group guests ***

* Breakfast included

* All rates above quoted are per room /night

Accommodation guarantee

To guarantee the reservation please fill in the following information.

Visa American Express Diners Club MasterCard

Card number _____ Expiry Date _____

Name on Card _____

Signature _____ Date _____

****All reservation received after 7 May 2007 will only be confirmed upon availability****

Cancellation policy:

Cancellations, without charge, can be made up to 24 hours prior to arrival, all cancellations or no-shows within 24 hours of arrival will be charged the entire period requested to the credit card supplied.

Please complete this form and fax or e-mail it to:
Hotel Vier Jahreszeiten Kempinski
Reservations.vierjahreszeiten@kempinski.com
Fax: +49 89 2125 2000
Tel: +49 89 2125 2700

For official use only

Date form recd _____ Date registration _____

Confirmation number _____ Comments _____

Accommodation Form

IBA/AIJA Conference

Hotel Splendid-Dollmann

Thierschstraße 49, 80538 Munich, Germany

Fax: +44 89 2380 8365

E-mail: splendid-muc@t-online.de

www.hotel-splendid-dollmann.de

Personal details (please print clearly in BLOCK CAPITALS)

Last name _____ First name _____

Firm/company/organisation _____

Address _____

Tel _____ Fax _____

Arrival date: _____ Arrival time: _____

Departure date: _____ Departure time: _____

Accommodation requirements

Single

€120

Double

€150

Breakfast €12.50 per person

* All rates above quoted are per room /night

Accommodation guarantee

To guarantee the reservation please fill in the following information.

Visa

American Express

Diners Club

MasterCard

Card number _____ Expiry Date _____

Name on Card _____

Signature _____ Date _____

****All reservation received after 27 April 2007 will only be confirmed upon availability****

Cancellation Policy:

All cancellations made after 27 April will be charged the full amount, for the entire period requested, to the credit card supplied.

Please complete this form and fax or e-mail it to:

Hotel Splendid-Dollmann

Fax: + 44 89 2380 8365

e-mail: splendid-muc@t-online.de

For official use only

Date form recd _____ Date registration _____

Confirmation number _____ Comments _____

Accommodation Form

IBA/AIJA Conference Domus Hotel

St. Anna Strasse 31, 80538 Munich, Germany

Tel: +49 89 22 1704

Fax: +49 89 22 85359

E-mail: reservation@domus.hotel.de

www.domus-hotel.de

Personal details (please print clearly in BLOCK CAPITALS)

Last name _____ First name _____

Firm/company/organisation _____

Address _____

Tel _____ Fax _____

Arrival date: _____ Arrival time: _____

Departure date: _____ Departure time: _____

Accommodation requirements

Single

€98

Double

€135

* All rates above quoted are per room /night and include breakfast and VAT

Accommodation guarantee

To guarantee the reservation please fill in the following information.

Visa

American Express

MasterCard

Card number _____ Expiry Date _____

Name on Card _____

Signature _____ Date _____

****All reservations will only be confirmed upon availability****

Cancellation Policy:

All cancellations made within 3 days of arrival will be charged the full amount, for the entire period requested, to the credit card supplied.

Please complete this form and fax or e-mail it to:

Domus Hotel

Fax: +49 89 22 85359

E-mail: reservation@domus.hotel.de

For official use only

Date form recd _____ Date registration _____

Confirmation number _____ Comments _____

International Bar Association

the global voice of the legal profession

The International Bar Association (IBA), established in 1947, is the world's leading organisation of international legal practitioners, bar associations and law societies. The IBA influences the development of international law reform and shapes the future of the legal profession throughout the world. It has a membership of 30,000 individual lawyers and more than 195 bar associations and law societies spanning all continents. It has considerable expertise in providing assistance to the global legal community as well as being a source of distinguished legal commentators for international news outlets.

Grouped into two divisions – the Legal Practice Division and the Public and Professional Interest Division – the IBA covers all practice areas and professional interests, providing members with access to leading experts and up-to-date information. Through the various committees of the divisions, the IBA enables an interchange of information and views among its members as to laws, practices and professional responsibilities relating to the practice of business law around the globe. Additionally, the IBA's high-quality publications and world-class conferences provide unrivalled professional development and network-building opportunities for international legal practitioners and professional associates.

The IBA's Bar Issues Commission provides an invaluable forum for IBA member organisations to discuss all matters relating to law at an international level.

The IBA's Human Rights Institute works across the Association, to promote, protect and enforce human rights under a just rule of law, and to preserve the independence of the judiciary and the legal profession worldwide. Other institutions established by the IBA include the Southern Africa Litigation Centre and the International Legal Assistance Consortium.



For further information please contact:

International Bar Association

10th Floor, 1 Stephen Street, London W1T 1AT, United Kingdom

tel: +44 (0) 20 7691 6868 fax: +44 (0)20 7691 6544 email: member@int-bar.org website: www.ibanet.org

International Association of Young Lawyers

Association Internationale des Jeunes Avocats

AIJA is the only global association devoted to lawyers and in-house counsel aged 45 and under.

AIJA, through a wide range of meetings, seminars, law courses and advocacy, promotes professional cooperation and friendship among young, career building legal professionals around the world.

Intrigued by issues on the cutting edge of international law? Interested to build an international practice? Eager not only to become part of a network of thousands of career building lawyers and in-house counsels from all over the world but also, with a little effort, to become their friends? Keen to go to seminars run by enthusiastic professionals who will share their ideas and involve you in discussions on the latest developments in law and business? Then AIJA is your association.

AIJA gives legal professionals an excellent opportunity to contribute to important topics concerning the profession in an international environment. Within AIJA, lawyers and in-house counsel can share views and experiences with other colleagues from around the world and enhance their professional skills. We focus not only on legal skills but equally importantly on contributing to the broader professional development of our members which is of paramount importance to the 21st century lawyer and includes negotiation and management skills and the ability to work in a multi-cultural environment. By joining AIJA you will benefit from the input of and discussions with colleagues on an equal footing. We do not "lecture" – we "share, learn and benefit". Defending those principles, which are intricate parts of the legal profession worldwide, AIJA is also committed to the defence of human rights and the social responsibility of legal professionals.



Association Internationale des Jeunes Avocats

avenue Louis Lepoutre 59/20, BE – 1050 Brussels, Belgium

tel: +32 (2) 347 33 34 fax: +32 (2) 347 55 22 website: www.aija.org

INTERNATIONAL LAW OFFICE

OFFICIAL ONLINE MEDIA PARTNER TO THE IBA
WWW.INTERNATIONALLAWOFFICE.COM