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INTERNATIONAL MERGERS & ACQUISITIONS™

NEW YORK, NY | MARCH 31-APRIL 1, 2010

DISCOVERING NEW
OPPORTUNITIES IN
A CHANGING
ENVIRONMENT

ATTEND THE PREMIER INTERNATIONAL M&A EVENT TO LEARN ABOUT:

- The **latest financial and legal developments** in international M&A
- The **countries and the sectors where the deals are being made—and the hot deals for 2010**
- A **focus on the opportunities in four countries:** the United States, Canada, China and India
- **Innovative alternative financing techniques**
- The **newest opportunities** in obtaining bank and private equity financing
- The **newest dangers in due diligence**—including the increasingly strong enforcement of the FCPA, creating potential minefields for corporations and their executives.
- **How to effectively acquire distressed businesses**—or bargain effectively if you are one

HEAR CUTTING-EDGE M&A STRATEGY FROM:

Marc Brown
Managing Director,
Corporate Development
MICROSOFT

Duncan O'Brien
General Manager of
Corporate Development
GENERAL ELECTRIC

Gregg Walker
Senior Vice President of
Corporate Development
**SONY CORPORATION OF
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IN A CHANGING ENVIRONMENT

NEW YORK, NY
MARCH 31-APRIL 1, 2010

M&A is Coming Back. How Can You Benefit From It?

Dear Colleague,

If it appears that mergers and acquisitions are making a comeback, they clearly are.

According to Mergermarket, the buying and selling of companies by other companies has grown for the first time for quite a while. About \$575 billion worth of deals have been announced in the fourth quarter—and the smart thinking says that number will only increase in 2010. There are deals to be had—if you know where to look and find innovative ways in which to finance the transactions in today's economic climate.

If you have even the slightest thought about engaging in a merger or acquisition this year, you need to get as much information as you can. It can pay off handsomely.

And that is why IQPC is presenting its International Mergers and Acquisitions 2010: Discovering New Opportunity in a Changing Environment in New York on March 31-April 1, 2010. Designed to give you the most up-to-date information on the current international M&A landscape, leading M&A experts from Canada and the United States will provide you with:

- **The latest financial and legal developments in international M&A**
- The countries and the sectors where the deals are being made—and the hot deals for 2010
- **A focus on the opportunities in four countries: the United States, Canada, China and India**
- Innovative financing techniques
- **The newest opportunities in obtaining bank and private equity financing**
- The newest dangers in due diligence—including the increasingly strong enforcement of the FCPA, creating potential minefields for corporations and their executives.
- **How to effectively acquire distressed businesses—or bargain effectively if you are one**

This conference is worth its weight in gold. With the enormous amount of money—and risk—that's involved in all of these deals, every single tip can pay off handsomely. So why not get them from some of the best people in the field? This conference will give you that opportunity!

This is an outstanding learning experience—and I look forward to seeing you in New York!

Kindest regards,



Fred Sagel, M.A., LL.M
Conference Director

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- Leveraged finance
- Corporate Finance

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- Corporate Finance
- M&A

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**HOULIHAN
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Philip Brown
Managing Partner,
New York and
Co-Head of M&A
TORYS



Michael G.
O'Bryan
Co-Chair, Mergers
& Acquisitions
Group
**MORRISON
FOERSTER**

8:00 **Registration and Continental Breakfast**

8:45 **Opening Remarks from the Co-Chair**

9:00 **M&A Forecast 2010: Which Countries and Sectors Offer the Greatest Opportunities?**

As the fallout from the great recession settles, which industries are poised for shake-ups, and which sectors in what countries will present the greatest M&A opportunities in the next year? This panel will give you the prognosis on national and international M&A activity for the coming year. You will learn:

- The countries and regions likely to see significant M&A activity
- Sectors offering the greatest acquisition opportunities in 2010
- How—and why—the tech industry is ready for takeover this year
- The ins and outs of M&A in the health care sector—who's ripe for takeover and why
- The deals that will dominate the year
- Why defense and consumer products will be hot industries
- The industries that will scare away dealmakers
- Outlook for large scale industry consolidation
- Where weaker companies will likely be forced to merge

Andre L. Hidi

Executive Managing Director and Head of M&A, Global
BMO CAPITAL MARKETS (Toronto, ON)

Robert Kindler

Vice Chairman, Global Head of M&A
MORGAN STANLEY (New York, NY)

10:00 **Networking Refreshment Break**

10:45 **Innovative Alternative Financing Options for M&As in 2010**

Experts contend that credit markets have been tighter in the last 12 months than at any time since the last great depression, but all indications are that markets may be starting to open up. This panel will examine the current state of bank and non-bank credit markets, alternative options for financing M&A transactions, deal terms and fees and how buyers can protect themselves from the downside risks of deal non-completion. This fascinating forum features both national and international experts.

Jonathan Malkin

Vice President
CERBERUS CAPITAL MANAGEMENT (New York, NY)

Joseph Stein III

Managing Partner, Head of the Financing Group
PETER J. SOLOMON COMPANY (New York, NY)

11:45 **Networking Luncheon for Speakers and Delegates**

Special Luncheon Speaker

John Lonski

Chief Economist

MOODY'S CAPITAL MARKETS

1:00 **Dealmakers' Power Panel**

Legends of Wall Street and the business community will convene to chart the course of the future of transaction finance, private equity and legal deal making issues. With an uncertain economy that brings significant risks and targeted opportunities, these dealmakers will share their vision and strategy of the types of transactions that they are seeing in their business. This is an invaluable opportunity to hear from the best in a not-to-be-missed session.

Marc Brown

Managing Director, Corporate Development

MICROSOFT

Philip Brown

Managing Partner, New York and Co-Head of M&A

TORYS (New York, NY)

Duncan O'Brien

General Manager of Corporate Development

GENERAL ELECTRIC COMPANY (Fairfield, CT)

Gary W. Parr

Deputy Chairman

LAZARD (New York, NY)

Gregg Walker

Senior Vice President of Corporate Development

SONY CORPORATION OF AMERICA (New York, NY)

2:30 **Shareholder Activism in the Wake of the Economic Crisis: Building Trust**

Recent events have reduced the level of trust between companies and their many stakeholders. Investors, employees, customers, regulations, and the general public, are far more skeptical than before. A rise in shareholder activism and the adoption of "say on pay" provisions and proposed changes to corporate governance regulations will require greater shareholder collaboration in the future. And how will that affect governance? Find out from this expert panel, which will examine how changing stakeholder expectations will affect governance in 2010, including:

- Implementing "say on pay" resolutions effectively
- How executive compensation evolved and shareholder engagement began—and where it sits today
- The new power of the emerging shareholders—and how to build their trust
- Majority voting and the elimination of slate director elections
- The role of independent directors
- Directors' liability: new threats
- How directors should respond to potential shareholder activism
- Increased transparency in financial and social responsibility reporting
- How to build the trust required for successful M&A

William D. Anderson Jr.

Managing Director

GOLDMAN SACHS & CO. (New York, NY)

Gary Hawton

Chief Executive Officer

MERITAS MUTUAL FUNDS (Toronto, ON)

Patrick McGurn

Special Counsel, RiskMetrics Group

ISS GOVERNANCE SERVICES

3:30 **Refreshment Break**

4:00 **The Very Latest on the Acquisition of a Troubled Business**

Timing is everything, and bargain-hunting investors are indicating that now could be a good time to acquire troubled assets. Certainly, the mergers and acquisitions market is not crowded right now. U.S. deal volume in the third quarter was the slowest period by dollar value since the third quarter of 2004, according to The Wall Street Journal.

Meanwhile, there is no shortage of potential acquisition targets. With large declines in the global markets, stock prices are at below-average levels, based on a 10-year price-to-earnings average. And the number of troubled assets available for sale continues to rise. Opportunistic companies with healthy balance sheets and access to cheap sources of financing may be in a good position to execute on long-term growth strategies. Timing the market is a notoriously difficult task, however, especially in today's volatile environment. Corporate buyers face additional complexities when trying to identify the right moment to purchase a distressed asset.

Peter Fishman
Director, Financial Restructuring
HOULIHAN LOKEY (San Francisco, CA)

Charles C. Reardon
Partner
CARL MARKS & COMPANY (Vienna, VA)

J. Scott Victor
Managing Director
SSG CAPITAL ADVISORS (West Conshohocken, PA)

4:50 **Danger Alert: M&A Surge Means Greater Cutting-Edge Due Diligence—from Cultural Integration to FCPA Exposure**

With the economic uncertainty and the need of some acquirers to do deals beyond their recent purview will make it more important than ever to make corporate development best practices more important than ever. Due diligence has never become more important. And one of the greatest dangers that can expose companies and directors to great corporate and personal liability—

is the FCPA. In this session, you will hear due diligence and FCPA experts discuss what measures successful organizations are using to be certain that they are maximizing the success of the deals they will be making. You will learn:

- Proper due diligence—and lessons to be learned
- The important steps that need to be take during target selection
 - The newest due diligence measures—and the specific areas that require a special focus
 - The due diligence required for culture, key talent and HR delivery systems—factors that have been historically downplayed
 - What is absolutely necessary in the integration process—and how do you discover it
 - Methods to ensure that the post-acquisition workforce is optimized
 - The experience of a highly successful acquirer in completing over 36 successful acquisitions

- How to Avoid FCPA Liability with Due Diligence
- The ever-increasing liability and damages for FCPA violations—both personal and corporate
 - The FCPA dangers lurking for any company contemplating a merger
 - Lessons learned from the costly Siemens case—and others
 - Taking the right steps to avoid FCPA liability
 - Using the right due diligence to detect FCPA violations
 - How corporate executives can avoid personal liability—which is increasing dramatically

Mona Pearl
Founder & CEO
www.BEYONDASTRATEGY.com

Gerri King
President
HUMAN DYNAMICS ASSOCIATES (Concord, NH)

Anne Caputo
Executive Director
DOW JONES & COMPANY (Washington, D.C.)

5:50 **Conference Adjourns**

7:45 **Registration and Continental Breakfast**

8:00-10:00
An Intricate Guide to Conducting Due Diligence for M&A in Foreign Countries An Invaluable Guide for Every American Corporation

Recent experiences in enforcement have clearly shown that any company which does international business will face serious civil and criminal consequences as well as severe financial penalties if the foreign third parties they deal with commit bribery or other corrupt moves. Continual compliance becomes a strong imperative. But the exact nature of that compliance is often not understood by officials in U.S. companies.

You will learn:

- The most cutting-edge strategies every U.S. company requires for M&A compliance
- How to investigate your potential business partners
- Establishing the proper policies for due diligence
- The exact requirements you are expected to know about your foreign partners or intermediaries

What We Will Cover:

- The types of due diligence that are required depending upon the nature of the services of the vendor
- The exact degree of effort required to scrutinize a potential intermediary or partner
- How to gather information about the officers and directors of the foreign partners or intermediaries while still honoring privacy laws
- The steps required to monitor intermediaries once you establish your relationship with them
- The steps you should perform for in-house due diligence
- Using cost-effective measures to carry on your due diligence

Workshop Leaders
Larry V. Buel, *Director, International and Domestic Agreements, Compliance,*
RAYTHEON COMPANY (Washington, D.C.)

Anne Caputo, *Executive Director*
DOW JONES & COMPANY (Washington, D.C.)

Mona Pearl, *Founder & CEO*
www.BEYONDASTRATEGY.com

9:30 **Registration and Continental Breakfast**

10:10 **Opening Remarks from the Co-Chair**

10:20 **Solving the Critical Issues in Cross-Border Deals**

Deal activity is increasingly global. Multinational corporations continue to look for opportunities in emerging markets to expand their customer base and maximize operations, with India and China being a prime draw of late. Buyers from countries with strong currencies relative to the U.S. dollar are on a shopping spree for American and Canadian targets and foreign direct investment is also on the upswing in the U.S., at a rate outpacing most other nations. Beyond a discussion of these trends, this panel will also distill the complexities of transacting abroad, the primary legal obstacles and the risk-reward trade-offs of working in the international deal community. You will learn:

- The latest important factors in negotiating a cross-border deal
- Conditionality
- Deal protections and executive compensation issues
- Regulatory impediments
- Dealing with the differences in Delaware law and Canadian law in a Canadian-U.S. transaction
 - the new developments in poison pills
 - overcoming regulatory hurdles
 - making the transaction work easier

Cory Fraiberg
Managing Director
RBC CAPITAL MARKETS (New York, NY)

Hon. J. Travis Laster
Vice Chancellor
DELAWARE COURT OF CHANCERY

Kevin J. Thomson
Partner
DAVIES WARD PHILLIPS & VINEBERG (Toronto, ON)

11:10 **Refreshment Break**

11:30 **The Exciting New Opportunities for Canadian M&A**

There is new excitement in Canada about M&A, where whole new opportunities abound. Pension funds and private equity are eagerly eyeing income trusts, a lucrative investment vehicle, before they are phased out in 2011—or are acquired. Canadian companies came out of the economic downturn quite strong, so many are better positioned as buyers than their counterparts in the United States and elsewhere as countries emerge from the recession. In this fascinating discussion, learn about:

- The new opportunities in Canadian M&A
- Where international buyers will find attractive investments
- New developments: what you are seeing now that you weren't seeing a year ago
- Where the deals are likely to take place
- Recent developments in Canadian M&A law
- How to deal with the 200 income trusts that have not yet converted to a corporation—and how they could be an attractive acquisition target
- The opportunities for foreign M&A in Canada
- How private equity players are moving into the market

Geoffrey Belsher
Global Head of Investment Banking
CIBC WORLD MARKETS INC. (Toronto, ON)

Dougal Macdonald
President and Managing Director
MORGAN STANLEY LTD. (Toronto, ON)

12:45 **Networking Luncheon for Speakers and Delegates**

1:45 **Opportunity Knocks: Taking Advantage of the Latest Chinese M&A Activity**

Most financial experts agree that the global financial trend is shifting to Asia, most notably China. China's robust economic growth has fueled a number of mergers and acquisitions that are facing new challenges and opportunities during the downturn. Its legal environment has become more transparent and the regulatory framework is relatively complete. As well, many Chinese companies have been cashing in on a weak U.S. dollar and stepping up their presence in the North American M&A market. In this session, learn about:

- The critical sectors for M&A: while investment in manufacturing continues to grow, a significant number of foreign Chinese investors have invested in areas such as:
 - service
 - high-tech
 - new resources
 - consumer related activities
- How China will increase overseas M&A by 40% in 2010—with a deal volume of \$30-\$35 billion
- The major challenge for foreign companies doing M&A in China
- Understanding China's new regulations in the context of its investment policies and overall development goals
- Why it is so important for foreign companies to be sensitive to delicate issues with respect to law, culture and public relations
- How to properly allocate management resources to attend to companies' strategic issues on China
- What the Chinese companies are looking for when they invest in Canada and the U.S.
- The challenges involved in the Chinese lack of experience in international deals

Michael D. Amm
Partner
TORYS (Toronto, ON)



Norwood P. Beveridge
Jr., Partner, Mergers and Acquisitions Practice Group
LOEB & LOEB

John L. Rogers
President
MIDWEST US-CHINA ASSOCIATION (Chicago, IL)

Andrew M. Ross
Partner and Chair, Mergers and Acquisitions Practice Group
LOEB & LOEB

3:00 **Refreshment Break**

3:15 **India: Interesting Opportunities Beyond Outsourcing**

In the last 10 years, India has become a leading global force that offers business opportunities in a number of sectors. Within 30 years, it will become the most populous nation on earth and, as such, presents enormous opportunities for M&A. In this section, hear about both in bound and outbound business opportunities in India—and the potential they hold for North American business. You will hear leading experts discuss the opportunities in India, including:

- M&A opportunities in the market
- How the global financial markets impact M&A financing—and to best deal with it
- Private equity and public M&A in India
- The most important sectors to keep an eye on
- The outbound activity: how the Indian brand is being taken global
- Dealing effectively with the changing legal landscape

Radhika Rajan
Principal
THE CHATTERJEE GROUP (New York, NY)

4:15 **Conference Concludes**

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