



the global voice of
the legal profession

Presented by the Latin American Forum and
the Business Organisations Committee of the Legal Practice Division

International mergers and acquisitions in Latin America

8-9 March 2007

Hotel Unique, São Paulo, BRAZIL

Who should attend?

The Conference will be of particular interest to lawyers in private practice in the Latin American and Caribbean region and to all lawyers working with Latin American clients or advising clients investing in the region. Lawyers in private practice, in-house counsel, investment bankers, accountants and specialists from the mergers and acquisitions business.

Don't miss the opportunity to network with experts in your region and from across the globe!

Proposed Topics:

- Recent developments of private equity investments in Latin America
- Structuring an M&A transaction: from the selection of external lawyers and investment bankers to closing
- Antitrust clearance in Latin America
- Financing M&A transactions in Latin America: LBOs, MBOs, syndicated loans
- Negotiation of a cross-border M&A transaction

Conference Co-Chairs

Jaime Carey *Carey y Cia., Chile*
 Jose Luis Freire *Tozzini Freire Advogados, Brazil*

Host Committee

Moira V. Huggard-Caine - *Tozzini Freire Advogados*
 Gilberto Giusti - *Pinheiro Neto Advogados*
 Rogerio Lessa - *Demarest & Almeida Advogados*
 Regina Lynch - *Xavier Bernardes e Bragança Advogados*
 Eduardo Carvalho Tess - *Tess Advogados*
 Ricardo C. Veirano - *Veirano Advogados*
 Carlos José Santos da Silva - *Machado Meyer, Sendacz e Opice Advogados*
 Carlos Roberto Fornes Mateucci - *Yarshell Mateucci & Camargo Advogados*
 Paulo Weyland Vieira - *Vieira Rezende Barbosa e Guerreiro Advogados*
 Eduardo Boccuzzi - *Boccuzzi Advogados Associados*
 José Paulo Bueno - *Araújo e Policastro Advogados*
 José Antonio Miguel Neto - *Miguel Neto Advogados*
 Thomas Felsberg - *Felsberg e Associados*

0800 – 0900

Registration at Hotel Unique

0915 – 0930

Welcome and opening remarks

Jaime Carey
 Jose Luis Freire

0930 – 1100

Development of private equity in Latin America

This panel will address the development of the private equity market in Latin America, including technical, economical and legal difficulties, the growth of the private equity market and the emerging regulatory framework.

Session Co-Chairs

Ronaldo C. Veirano *Veirano Advogados, Brazil*
 Jaime Fernandez Madero *BFML & M Abogados, Argentina (invited)*

Speakers

Michael Gillespie *Debevoise & Plimpton, USA*
 Bruce Wolfson *Rohatyn Group, USA*
 Eduardo Centola *Goldman Sachs, USA*
 Javier Valle Zayas *Uria Menendez, Spain*

1100 – 1130 COFFEE BREAK

1130 – 1300

Structuring an M&A transaction, from the selection of external lawyers and investment bankers to closing

This panel will analyse the major steps in an M&A transaction, including the selection of external counsel and fee negotiations, the role of the investment banker, preparation of the data room, timetables, invitation to participants and applicable rules, preparation of information memorandum, possible vendor's due diligence, design and structure of the transaction to determine whether it will be an asset or share deal, tax considerations, foreign investment considerations, thin capitalisation rules and forms of payment of the purchase price.

Session Co-Chairs

Daniel Del Rio *Basham, Ringe & Correa, Mexico*
 Marcelo Barbosa *Vieira Rezende Barbosa e Guerreiro Advogados, Brazil*

Speakers

Mary Rose Bruswitz *Orrick Harrington & Sutcliffe, USA*
 Luis Lopez *Hoet Pelaez Castillo & Duque, Venezuela*
 Pablo Iacobelli *Carey y Cia., Chile*
 Jonathan Bisgaier *Skadden Arps Slate Meagher & Flom, USA*

1315 – 1500 LUNCH

Keynote speaker

Marcelo Fernandez Trindade *CVM (Brazilian Securities Exchange Commission) President, Brazil*

1500 – 1615

Antitrust clearance in Latin America

Session Co-Chairs

Bruno Ciufetelli *Hogan & Hartson, Venezuela*
 Jose Augusto Caleiro Regazzini *Tozzini Freire Advogados, Brazil*

Speakers

Julian Peña *Allende & Brea, Argentina*
 Gabriel Castañeda *Castañeda y Cia, Mexico*
 Gerardo Varela *Cariola Diez Perez-Cotapos & Cia. Ltda., Chile*
 Gesner de Oliveira *SABESP, Brazil*
 Carlos Umaña *Brigard Urrutia, Colombia*

1615 – 1645 COFFEE BREAK

1645 – 1815

Financing M&A transactions in Latin America: LBO's, MBO's, syndicated loans

Session Co-Chairs

Francisco Javier Illanes *Cariola Diez Perez-Cotapos & Cia. Ltda., Chile*
 Nicolas Herrera *Guyer y Regules, Uruguay*

Speakers

Renato Pasqualin *ABN AMRO Bank, Brazil*
 Miguel Tornovsky *Pinheiro Neto Advogados, Brazil*
 Juan Pablo Capello *Grinberg Taurig, USA*
 Luis Carlos Rodrigo *Rodrigo Elias & Medrano, Peru*

1930 Welcome cocktail

Sponsored by Host Committee

Friday 9 March

0930 – 1030

Negotiation of a cross border M&A transaction

This panel will focus on the various issues that arise in the preparation and negotiation of a cross border M&A transaction, including, negotiating tricks and tips, cultural issues, organisation and structure.

Session Co-Chairs

Jon Grouf *Kirkpatrick & Lockhart Preston
Gates Ellis LLP, USA*

Antonio Correa Meyer *Machado Meyer
Sendacz & Opice, Brazil*

Speakers

Pedro Aguiar de Freitas *General
Counsel CVRD, Brazil*

Felix R Ehrat *Baer & Karrer, Switzerland*

Juan Javier Negri *Negri & Teijeiro,
Argentina*

Jorge Muñiz *Muñiz Ramirez
Perez-Taiman & Luna-Victoria, Peru*

1030 – 1100 **COFFEE BREAK**

1100 – 1230

NEGOTIATION WORKSHOP

Moderators

Horacio Bernardes Neto *Xavier Bernardes
e Bragança, Brazil*

Alberto Lasheras *Estudio Beccar Varela,
Argentina*

Panelists

Arturo Alessandri *Alessandri y Compañía,
Chile*

José Antonio Olaechea *Estudio Olaechea,
Peru*

Fernando Bautista *Freshfields Bruckhaus,
Spain*

Alberto Luzurruga *Shearman and
Sterling, USA*

1230 – 1245

Concluding remarks

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).

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PRACTICAL LAW COMPANY

General Information

Date

8-9 March, 2007

Venue

Hotel Unique
Avenida Brigadeiro Luis Antonio, 4700
São Paulo
Tel: +55 (11) 3055-4710
Fax: +55 (11) 3889-8100
E-mail: reservas@hotelunique.com.br

Language

All working sessions and conference materials will be in English.

How to register

Please complete the attached registration form and return it to Flavia Alves at the IBA together with your payment.

Fees

Registration forms and fees received:

	On or before 16 February	after 16 February
IBA member	US\$ 560.00	US\$ 690.00
Non member	US\$ 690.00	US\$ 800.00
Young Lawyers (under 30)	US\$ 420.00	US\$ 800.00
Academic/Judges	US\$ 420.00	US\$ 800.00
Senior Lawyers*	US\$ 420.00	US\$ 800.00
Corporate Counsel	US\$ 510.00	US\$ 800.00

* Criteria: 65 years or over, and a member of the IBA for 20 years or more, and no longer engaged in private practice.

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

Fees include

- Attendance at all working sessions
- Conference materials, including any available speaker's papers submitted to the IBA before 16 February
- Access to the above conference working materials from the IBA website (www.ibanet.org) approximately seven days prior to the conference
- Lunch on 8 March
- Tea and coffee during breaks
- Invitation to hosted reception on 8 March

Please note that registrations are not transferable without notice.

List of participants

In order for your name to appear in the list of participants, which will be distributed at the conference, your registration form must be received by 16 February at the latest.

Payment of registration fees

US dollars: by bank transfer to the IBA account number: # 53236-6 at Banco Itau, # 0885 Cidade Vargas Branch, (SWIFT Code ITAUBRSP), Rua Nelson Fernandes, 171, São Paulo, SP, 04319-000, Brazil.

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

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

Cancellation of registration

If cancellation is received in writing at the IBA office by 16 February, fees will be refunded less a 25 per cent administration charge. We regret that no refunds can be made after this date.

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 Hotel Unique and at The Blue Tree Tours Hotel:

HOTEL UNIQUE

Avenida Brigadeiro Luis Antonio, 4700
São Paulo
Tel: +55 (11) 3055-4710
Fax: +55 (11) 3889-8100
E-mail: reservas@hotelunique.com.br
<http://www.hotelunique.com.br/splashpage/>

For the nights of 7, 8 and 9 March. The following rates are per room, per night and exclusive of buffet breakfast, service charges and local taxes.

Superior or deluxe/ Double or single room: US\$ 285.00

THE BLUE TREE TOWERS HOTEL

Avenida Brigadeiro Faria Lima, 3999
São Paulo
Tel: +55 (11) 38967544
Fax: +55 (11) 38967545
reservas.farialima@bluetree.com.br
www.bluetree.com.br

For the nights of 7, 8 and 9 March. The following rates are per room, per night and inclusive of buffet breakfast, exclusive of service charges and local taxes.

Deluxe/ Double or single room: R\$ 242.00

Please complete the attached accommodation form and send it direct to the hotel to make your reservation. The hotel requires a credit card number to secure your reservation (**reservation group: 'IBA conference'**).

Cancellation and no-show policy

Any cancellation made within 48 hours before arrival will incur a cancellation fee of one night charge.

Please note that any reservation made after 23 February will be subject to availability and cannot be guaranteed at the special IBA rate.

As a limited number of rooms have been blocked at the hotels, availability cannot be guaranteed once the room blocks are full.

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

Disabled access

The Hotel Unique and the Blue Tree Towers Hotel are wheelchair accessible. Please notify us if you require special assistance.

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. Organisations and companies wishing to discuss promotional opportunities should contact Andrew Webster-Dunn at the IBA andrew.webster-dunn@int-bar.org

INTERNATIONAL MERGERS AND ACQUISITIONS IN LATIN AMERICA CONFERENCE

8-9 March 2007, São Paulo, Brazil

Please read the 'General Information' section before completing this form and return it together with your payment to Flavia Alves at the address below.

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

Name _____

Membership number (if applicable) _____ Date of Birth _____

Firm/Company/Organisation _____

Address _____

Tel _____ fax _____ e-mail _____

Badge

Name and country to be shown on badge, if not as above _____

Special dietary requirements:

Registration forms and fees received:	On or before 16 February	after 16 February	Amount payable
IBA member	US\$ 560.00	US\$ 690.00	US\$
Non member*	US\$ 690.00	US\$ 800.00	US\$
Young Lawyers (under 30)	US\$ 420.00	US\$ 800.00	US\$
Academic/Judges	US\$ 420.00	US\$ 800.00	US\$
Senior Lawyers*	US\$ 420.00	US\$ 800.00	US\$
Corporate Counsel	US\$ 510.00	US\$ 800.00	US\$

* Criteria: 65 years or over, and a member of the IBA for 20 years or more, and no longer engaged in private practice.

TOTAL AMOUNT PAYABLE _____ US\$

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

Please note that registrations are not transferable without notice.

*** Join the IBA today and register for this conference at the IBA member rate.
Please find the IBA membership application form at www.ibanet.org**

continued overleaf

Payment Details

- I have transferred to the IBA bank account the total amount payable and have attached a copy of the bank transfer details.
[By bank transfer to the IBA account number: # 53236-6 at Banco Itau, # 0885 Cidade Vargas Branch, (SWIFT Code ITAUBRSP), Rua Nelson Fernandes, 171, São Paulo, SP, 04319-000, Brazil].
Please pay all bank charges so that the IBA receives the full invoiced amount.
Use an exchange rate of 1 US\$/R\$ 2.4

Please charge the total amount due to my:

- Visa
 MasterCard
 American Express

Card number _____ Expiry date _____

Name of card holder _____

Signature _____ Date _____

Where did you find out about this Conference?

- IBA Conference Other Conference Direct Mail Internet Advertisement
 E-Mail Editorial Recommendation Other

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

Please send the completed form to:

Flavia Alves

International Bar Association

Largo São Francisco, 34 – 13º Andar, 01005-010 São Paulo/SP - Brazil.

Tel: + 55 (11) 3101 2801 fax: + 55 (11) 3101 0282

e-mail: flavia.alves@int-bar.org website: www.ibanet.org

INTERNATIONAL MERGERS AND ACQUISITIONS IN LATIN AMERICA CONFERENCE

8-9 March 2007, São Paulo, Brazil

Please Select your chosen hotel

HOTEL UNIQUE SÃO PAULO BLUE TREE HOTELS FARIA LIMA

Name _____

Company _____

Address _____

Tel: _____ Fax: _____

e-mail: _____

HOTEL UNIQUE

Superior or deluxe/ Double or single room: US\$ 285.00

The rate is exclusive of breakfast, service charges and all local taxes.

Any reservations made after 23 February will be subject to availability and cannot be guaranteed at the above rates.

THE BLUE TREE TOWERS HOTEL

Deluxe/ Double or Single room: R\$ 242.00

The rate is inclusive of breakfast, exclusive of service charges and all local taxes. Any reservations made after 23 February will

be subject to availability and cannot be guaranteed at the above rates.

Reservation group code: 'IBA conference'

Please reserve: Double Room Single Room

Arrival date _____ Departure date _____

A credit card number is required to secure your reservation.

Cancellation and no-show policy

Any cancellation made within 48 hours before arrival will incur a cancellation fee of one night charge.

Payment Details Please charge my credit card: American Express Visa Mastercard Diners

- Accommodation will only be guaranteed if the reservation request is accompanied by a credit card number

Card number _____ Expiry date _____

Name of card holder _____

Signed _____ Date _____

Please return to:

Hotel Unique

Avenida Brigadeiro Luiz Antonio, 4700
São Paulo, Brazil

Tel: +55 (11) 30554710 Fax: +55 (11) 38898100

E-mail: reservas@hotelunique.com.br

website: www.hotelunique.com.br

The Blue Tree Towers Hotel

Avenida Brigadeiro Faria Lima, 3989
São Paulo, Brazil

Tel: +55 (11) 38967544 Fax: +55 (11) 38967545

E-mail: reservas.farialima@bluetree.com.br

Website: www.bluetree.com.br



International Bar Association

the global voice of the legal profession

In its role as a dual membership organisation, comprising 30,000 individual lawyers and over 195 bar associations and law societies, the International Bar Association (IBA) influences the development of international law reform and shapes the future of the legal profession. Its Member Organisations cover all continents and include the American Bar Association, the German Federal Bar, the Japan Federation of Bar Associations, the Law Society of Zimbabwe and the Mexican Bar Association.

Grouped into two Divisions – the Legal Practice Division and the Public and Professional Interest Division – the Association covers all practice areas and professional interests. It provides members with access to leading experts and up-to-date information as well as top-level professional development and network-building opportunities through high quality publications and world-class conferences.

The IBA's Bar Issues Commission provides its Member Organisations with substantive and social programmes in and between meetings and the IBA's Human Rights Institute works across the Association, helping 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.

Latin American Forum

The Latin American Forum has over 230 members. Established in 1984 by the Section on Business Law, the Forum provides a focus for all activities in the region. The Forum organises sessions at IBA and Section conferences and in particular has been instrumental in ensuring that a Latin American perspective is addressed during relevant special sessions. The group works closely with all Sections of the IBA, and participation in future activities, which include regional conferences and publication of a regular newsletter.

Business Organisations Committee

This is the Business Organisations Committee and the principal committee that covers issues relating to mergers and acquisitions.

The committee is responsible for reviewing developments relating to corporate governance, privatisation, joint ventures, as well as the whole range of issues affecting all forms of business organisation from multinationals to listed corporations to private family companies, to partnerships and business trusts. The committee is also following developments for new forms of business organisation such as SAS, LLC and LLP. The committee provides in-depth information and exchange of views on these developments and contributes actively to their implementation through publications and conferences.

Conference programmes are discussed in advance with members, who are encouraged to suggest topics for discussion and debates. Our members will also have the opportunity to participate as speakers. Developments in merger and acquisitions and business organisation occur almost daily. The committee's goal is that members will use the website to keep informed and to exchange views.

International Bar Association

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