

ACC - ALFA International Law Conference 2006

BUSINESS WITHOUT BORDERS:

CHECKLISTS FOR YOUR GLOBAL BUSINESS EXPANSION

October 11, 2006

Mid-America Club

Chicago, Illinois

Today's in-house counsel play a critical, strategic role in the success of their companies' efforts to identify, expand and build new markets in countries across the globe. Understanding and effectively resolving complex international business and legal issues are key elements in helping senior management create a formula for successful overseas initiatives. To help corporate leadership increase top-line revenues and bottom-line profits, in-house legal staff must become familiar with the basics — and more — of these increasingly significant and wide-ranging concerns.

ALFA International, the global legal network, and the Association of Corporate Counsel- Chicago, are pleased to present a timely and important legal and business seminar: ACC-ALFA INTERNATIONAL LAW CONFERENCE 2006 - **BUSINESS WITHOUT BORDERS: CHECKLISTS FOR YOUR GLOBAL BUSINESS EXPANSION.**

This unique event will offer insights into many of the most significant legal concerns a business may confront as it expands operations and/or sales activities outside of the United States. Featuring nine focused, key-issue panel sessions presented by experienced business attorneys from more than 20 nations — and including moderated discussions between panelists and your in-house counsel counterparts — this seminar promises to provide an afternoon of real-world information, checklists and other tools that will assist you and your company as you explore global opportunities and business challenges.

PROGRAM SCHEDULE, Wednesday, October 11, 2006

REGISTRATION

11:30 a.m. – 12:00 p.m.

LUNCH

12:00 p.m. - 1:30 p.m.

Welcoming Remarks

Jenifer Robbins
*President, Association of Corporate
Counsel Chicago Chapter*

FPL ADVISORY GROUP

Chicago, Illinois

Richard Hetke

Chief Executive Officer
ALFA INTERNATIONAL
Chicago, Illinois

Harvey Jay Cohen

*Chair of ALFA International Law
Practice Group*
DINSMORE & SHOHL LLP
Cincinnati, Ohio

Allyson Bouldon

ACC Chicago - Program Lead
WM. WRIGLEY JR. COMPANY
Chicago, Illinois

Robert Loewer

ACC Chicago - Program Lead
**NATIONAL RAILWAY
EQUIPMENT CO.**
Dixmoor, Illinois

KEYNOTE SPEAKER

James Mendenhall

General Counsel
**OFFICE OF THE UNITED STATES
TRADE REPRESENTATIVE**
Washington, D.C.

James Mendenhall oversees the legal aspects of all U.S. trade negotiations and trade legislation, and supervises U.S. participation in dispute settlement proceedings under U.S. trade agreements.

BREAK

1:30 p.m. - 1:45 p.m.

PANEL SESSIONS

1:45 p.m. - 5:15 p.m.

PANEL SESSION 1 (see next page)

1:45 p.m. - 2:45 p.m.

BREAK

2:45 p.m. - 3:00 p.m.

PANEL SESSION 2 (see next page)

3:00 p.m. - 4:00 p.m.

BREAK

4:00 p.m. - 4:15 p.m.

PANEL SESSION 3 (see next page)

4:15 p.m. - 5:15 p.m.

COCKTAIL RECEPTION

5:15 p.m. – 6:30 p.m.

PANEL SESSION 1: 1:45 p.m. - 2:45 p.m.

PANEL 1
We are Buying a Company Where? - Checklist for Cross-Border M&A

- Due Diligence
- Ownership/Structuring
- Employment/Benefits
- Agreement T's & C's
- Regulatory Issues
- Strategy for Use of Foreign Counsel

Brett Cowell
COWELL CLARKE
Adelaide, Australia

Ignacio Lopez-Balcells
BUFETE B. BUIGAS ABOGADOS
ASOCIADOS
Barcelona, Spain

Vanky Mak
HAMPTON, WINTER AND GLYNN
Hong Kong

Bernard K. Hooper
Counsel - Global Strategic Initiatives
FORD MOTOR CREDIT COMPANY
Dearborn, Michigan

Christian McGrath
Chief Counsel
SARA LEE FOOD SERVICE
Downers Grove, Illinois

PANEL 2
International Litigation and the In-House Counsel: Checklist of Responsibilities-Liabilities

- The In-House Lawyer as Witness, Deponent or Whistleblower
- Preservation of Privilege
- Ethical Obligations
- Litigation vs. Arbitration, Pros and Cons
- Budget Management Strategies
- Outside Counsel Selection

Mario Di Stefano
DISTEFANO & SEDLO AVOCATS À LACOUR
Luxembourg

Andrew Bassak
STEEFEL, LEVITT & WEISS PC
San Francisco, California

Hiroyuki Kanae
NEW TOKYO INTERNATIONAL
ATTORNEYS AT LAW
Tokyo, Japan

Gerd Pleuhs
Senior Vice President & Deputy General Counsel
KRAFT FOODS INC.
Northfield, Chicago

Christine M. Castellano
Associate General International Counsel
CORN PRODUCTS INTERNATIONAL, INC.
Westchester, Illinois

PANEL 3
New to International Legal Affairs - Checklist For The First 90 Days

- Initiating an Assessment of Affiliates/ Affiliate Structure
- Identifying Affiliate Key Contracts and Provisions
- Identifying Affiliate Real Estate Issues
- Identifying Employees, Independent Contractors and Temporary Help Issues (agreements and governing documents)
- Identifying Affiliate Tax Issues (income, sales, VAT, withholding, tax credits, transfer pricing, dutiable values)
- Inter Company Agreements Among Affiliates

Douglas Scott
FASKEN MARTINEAU DUMOULIN LLP
Toronto, Ontario, Canada

Alistair Little
TRESSCOX LAWYERS
Sydney, Australia

Bala Balachandran
RAMDAS & WONG
Singapore

Cynthia Boeh
General Counsel
YANMARAMERICA CORP.
Buffalo Grove, Illinois

James Patton
National Director of Litigation Projects
ROBERT HALF INTERNATIONAL
Washington, D.C.

PANEL SESSION 2: 3:00 p.m. - 4:00 p.m.

PANEL 4
Employees for Life and a Mandatory Union - Now What? International Labor and Employment Law Checklist

- Hot Topics in Global Employment Law
- Visa/Immigration Issues
- Employment Agreement Terms and Conditions
- Restrictive Covenants
- Confidentiality and IP Ownership
- Employment Termination
- Independent Contractors and Temporary Personnel

David Green
CHARLES RUSSELL
London, England

Nicolas Sauvage
COURTOIS LEBEL
Paris, France

Javier Lizardi
VON WOBESER Y SIERRA, S.C.
Mexico City, Mexico

Allyson Bouldon
Global Counsel - Employment & Benefits
WM. WRIGLEY JR. COMPANY
Chicago, Illinois

Jill A. Goldy
Corporate V.P. - Law, Labor & Employment
MOTOROLA, INC.
Schaumburg, Illinois

PANEL 5
Somebody in Emerging Markets is Using My Intellectual Property - Now What?

- Strategy on Expending Company Resources on Registrations
- Enforcement Strategies
- Recent Developments
- Recommendations
- International IP Checklist

Duncan Sinclair
BELL DEWAR & HALL
Johannesburg, South Africa

Ramesh K.V.
KOCHHAR & CO.
Mumbai, India

Stan Abrams
LEHMAN, LEE & XU
Beijing, China

Jean Marie R. Pechette
Associate General Counsel
GEMEDICALSYSTEMS INFORMATION TECHNOLOGIES, INC.
Mount Prospect, Illinois

James Mendenhall
General Counsel
USTR
Washington, D.C.

PANEL 6
Selling and Sourcing Products and Services - International Sales and Supply Chain Terms and Conditions: Checklist

- Sample Agreements
- Key Terms
- Pitfalls
- New Developments

Dr. Friedrich Schwank
LAW OFFICES OF DR. F. SCHWANK
Vienna, Austria

Nuno Azevedo Neves
AZEVEDO NEVES, BENJAMIN MENDES & ASSOCIADOS
Lisbon, Portugal

John Hutchings
CORNWALL STODART LAWYERS
Melbourne, Australia

Sandra Muer
Senior Counsel
TELLABS, INC.
Naperville, Illinois

Mark S. Jaeger
Senior Vice President, General Counsel & Secretary
JOCKEY INTERNATIONAL, INC.
Kenosha, Wisconsin

PANEL SESSION 3: 4:15 p.m. - 5:15 p.m.

PANEL 7

International Incentives: In-House Counsel's Value Added Role by Procuring Governmental Incentives

Strategic use of consultants and law firms to interface with Local and Federal Government;

- Incentive General Categories: Employee Training, Tax Abatement, Customs Classifications, Raw Materials Supply
- Timing with Business Plan
- Pitfalls
- Negotiating Strategy
- Non-Compliance Penalties

Kristoffel Vermeersch
MARX VAN RANST VERMEERSCH & PARTNERS
Brussels, Belgium

Carlos Ernesto Gonzalez
MORGAN & MORGAN
Panama City, Panama

Raphael Alonso
REICHARD & ESCALERA
San Juan, Puerto Rico

Nicholas Rockefeller
Managing Director & Chief Legal Officer
ROCKVEST GROUP
Chicago, Illinois

PANEL 8

International Expansion: Agents, Distributors and Franchises Checklist

Distributor and Agency Agreements:

- Strategic Issues...Exclusivity and Geography...Pros and Cons...Key Terms...Local Regulation...Exit and Growth

Franchises:

- Strategic Issues...Pros and Cons...Key Terms...Local Regulation...Licensing

Thomas Kohl
TIEFENBACHER
Heidelberg, Germany

Markus Doerig
BADERTSCHER DÖRIG POLEDNA
Zurich, Switzerland

Stan Abrams
LEHMAN, LEE & XU
Beijing, China

Susan E. Bennett
*Vice President, General Counsel
& Secretary*
CULLIGAN INTERNATIONAL COMPANY
Northbrook, Illinois

Jake Dickens
Senior Attorney
ALBERTO-CULVER COMPANY
Melrose Park, Illinois

PANEL 9

Managing International Legal Staff and Outside Counsel

Audience Roundtable Format; Audience participation/input by table:

- Best Practices for Counsel Selection, Procedures and Reporting
- Evaluation Benchmarks
- Matching the Gravity of a Matter to the "On Site Law Firm" choice
- Fee Structures
- What gets Counsel Fired or Appreciated?

Harvey Jay Cohen
DINSMORE & SHOHL LLP
Cincinnati, Ohio

Murali Pasupulati
Trademark Attorney
JOHN DEERE & COMPANY
Moline, Illinois

Dawn Haghighi
Former Counsel
CHARTER ONE BANK
Chicago, Illinois

GENERAL MEETING INFORMATION

MEETING LOCATION:

The Mid-America Club
200 East Randolph Drive (Aon Center)
80th Floor
Chicago, Illinois 60601
Phone: (312) 861-1100
Fax: (312) 861-1780

A parking garage is available under the Aon Center with an entrance on the left side of Lake Street.

REGISTRATION:

For registration information please contact Matt Share at 312-642-2532 or mshare@alfainternational.com. To register online please click on the following link: <http://guest.event.com> and enter event code 6QN8YVJA88G (all in caps).

ATTENDANCE:

Attendance is open only to in-house counsel and invited guests. ***There is no cost to attend this event.*** Additional information about the event will be sent upon registration.

CLE CREDIT:

ALFA International certifies that this activity has been approved for general CLE credit in the amount of 3.5 hours.