

YES, please register me for the **Negotiating and Structuring Joint Ventures & Strategic Alliances** seminar on June 11 & 12, 2001, the New York Marriott Marquis Hotel, New York City, #315A1.

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O L N M

Negotiating and Structuring Joint Ventures & Strategic Alliances

June 11 & 12, 2001

The New York Marriott Marquis Hotel

New York City

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CLE Credit*

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Beginning its ninth season, this program details the latest strategies and techniques used in these complex deals. Special sections include:

- Strategic Partner Equity Investments
- Marketing and Distribution Alliances
- Lessons from Winners
- Case Study and Mock Negotiation

Negotiating and Structuring Joint Ventures & Strategic Alliances

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Marriott Marquis Hotel

New York City

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Professional audio and video cassette recordings of this seminar will be available shortly after the program. The cost of the audio cassettes is \$395 and the cost of the video cassettes is \$495. Both sets include the seminar course materials and all postage and handling charges. Please see the registration form for ordering details. All orders must be pre-paid. All cassettes are sold with a money back guarantee if returned within 10 days of delivery.

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More and more joint ventures and strategic alliances are being formed because of their flexibility, favorable tax attributes and benefits that can be tailored to the participants. In addition, these arrangements can help a growing company acquire a cash infusion or obtain marketing, distribution and manufacturing partners.

The **Negotiating and Structuring Joint Ventures & Strategic Alliances** seminar focuses on the most important elements of these complex deals. After an important preliminary

discussion of structural considerations, the expert faculty will identify and explain the key elements involved in drafting joint venture agreements. Special sections on intellectual property and marketing & distribution alliances are also included.

The strategic alliances section of the program will include a case study and mock negotiation to help put the complex information into practice. The program will conclude with a session on current legislative developments and recent case law.

Faculty

Co-Chairs:

Richard D. Harroch
Orrick, Herrington & Sutcliffe LLP
San Francisco, CA

Stephen I. Glover
Gibson, Dunn & Crutcher LLP
Washington, DC

Francis J. Aquila
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Ruthanne Kurtyka
Kaye, Scholer, Fierman, Hays & Handler, LLP
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Craig M. Wasserman
Wachtell, Lipton, Rosen & Katz
New York City

Nancy A. Lieberman
Skadden, Arps, Slate, Meagher & Flom LLP
New York City

Program Schedule

June 11 & 12, 2001, The New York Marriott Marquis Hotel

First Day:

- I. 9:30 - 9:45 **Introduction** (Harroch)
- II. 9:45 - 10:45 **Structural Considerations** (Lieberman • Pelster)
- A. Choice of entity—limited partnership, joint venture, corporation, limited liability company
- B. Liability considerations
- C. Antitrust issues
- D. Confidentiality agreements
- 10:45 - 11:00 **Coffee Break**
- III. 11:00 - 11:15 **Letters of Intent and Term Sheets** (Harroch)
- IV. 11:15 - 12:15 **Drafting Joint Venture Agreements** (Glover • Wasserman)
- A. Scope of the venture
- B. Initial capital contributions
- C. Follow-up capital requirements
- D. Veto rights
- E. Management
- F. Dispute resolution
- G. Buy-outs
- H. Termination of the venture
- I. Special issues for LLC agreements
- 12:15 - 1:30 **Lunch on your own**
- V. 1:30 - 2:30 **Special Issues Related to Intellectual Property** (Epstein • Jenett)
- A. Co-ownership issues
- B. Infringement analysis
- C. IP due diligence
- D. Special issues in license agreements
- Scope
 - Exclusivity
 - Term
 - Royalty payments
 - Termination
- E. Patent and copyright issues

- VI. 2:30 - 3:15 **Special Issues in Strategic Alliances Involving Technology Related Companies** (Harroch • Raysman)
- A. Structure of recent deals
- B. Scope of alliance/impact on other alliances
- C. Exclusivity
- D. Payments
- E. Custom ownership
- F. Term
- G. Affiliate deals
- 3:15 - 3:30 **Coffee Break**
- VII. 3:30 - 4:15 **Strategic Partner Equity Investments** (Olton • Prague • Roth)
- A. Structure
- B. Goals of strategic partnership
- C. Preferred stock terms
- D. Marketing and distribution agreements
- E. Special rights as a shareholder
- VIII. 4:15 - 5:00 **Marketing and Distribution Alliances** (Kurtyka)
- A. Online affiliate agreements
- B. Obligations of parties
- C. Commitments of resources
- D. Dedicated resources
- E. Advertising
- F. Compensation

Second Day:

- IX. 9:00 - 10:00 **Lessons from Winners: Addressing Business Issues in Structuring Alliances** (Harper)
- X. 10:00 - 11:15 **Case Study and Mock Negotiation: Strategic Alliance** (Aquila • Buffone)
- 11:15 - 11:30 **Coffee Break**
- XI. 11:30 - 12:30 **Current Case Law and Legislative Developments Affecting Joint Ventures and Strategic Alliances** (Hering • Tuthill)

Information

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E-mail: seminars@amlaw.com **Web Site:** www.lawjournalseminars.com
Mail: 345 Park Avenue South, New York, NY 10010

When you register by phone, fax, or e-mail, please give the following information: the name of the seminar; the dates and location; the seminar number; and the code above your name on the mailing label.

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Registration fee including course materials: \$795

Additional registrant from same firm/company: \$695

All fees are payable upon receipt of invoice unless payment accompanies registration application.

Continuing Legal Education Credit

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