

JCEB ABA Joint Committee
on Employee Benefits

The Sections of:

Business Law

Health Law

Labor and

Employment Law

Real Property, Probate
and Trust Law

Taxation

Tort Trial and Insurance Practice

The American College of
Employee Benefits Counsel

and

The Society of Actuaries

The 18th Annual National Institute on

Employee Benefits In Mergers and Acquisitions

April 22-23, 2004

The Plaza Hotel, New York, NY

Early Bird Registration March 24th

Hotel Registration March 24th

www.abanet.org/JCEB

(202) 662-8641

The JCEB thanks



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EMPLOYEE BENEFITS IN MERGERS & ACQUISITIONS AGENDA

Thursday, April 22, 2004

- 8:00 **Registration and Networking Continental Breakfast**
Sponsored by LexisNexis
- 9:00 **Introduction**
Susan P. Serota, Pillsbury Winthrop LLP, New York, NY
- 9:05 **Employee Plans - Hidden Assets and Hidden Liabilities**
Thomas A. Jorgensen, Calfee, Halter & Griswold LLP, Cleveland, OH
- 9:55 **Navigating Through the Internal Revenue Code - Spotting The Hazards for Qualified Plan Design and Administration**
Taina Edlund, Deloitte & Touche LLP, Washington, DC
Alan Tawshunsky, Assistant Chief Counsel for Employee Benefits, Internal Revenue Service, Washington, DC
- 10:45 **Morning Break**
- 11:00 **What To Do About Defined Benefit Plans**
Nell Hennessy, Fiduciary Counselors Inc., Washington, DC
Joel Rich, FSA, The Segal Company, New York, NY
- 12:15 **Questions and Answers**
- 12:25 **Luncheon Address**
Recent Treasury Guidance Impacting on Mergers and Acquisitions Transactions
William F. Sweetnam, Jr., Benefits Tax Counsel, Department of Treasury, Washington, DC
- 1:40 **Qualified Plan Problems After the Transaction**
T. David Cowart, Jenkins & Gilchrist, Dallas, TX
- 2:30 **Qualified Plans and Corporate Transactions: A Case Study**
T. David Cowart, Jenkins & Gilchrist, Dallas, TX
Taina Edlund, Deloitte & Touche LLP, Washington, DC
Nell Hennessy, Fiduciary Counselors Inc., Washington, DC
Susan Katz Hoffman, Pepper Hamilton LLP, Philadelphia, PA
- 3:00 **Globalization of Employee Benefits and International Transactions**
James P. Klein, Deloitte & Touche LLP, New York, NY
- 3:30 **Afternoon Break**
- 3:40 **Compensating and Protecting the Executive**
Marc R. Trevino, Sullivan & Cromwell LLP, New York, NY
- 4:30 **Accounting Issues**
Alan A. Nadel, Ernst & Young LLP, New York, NY
- 4:55 **Executive Compensation: A Case Study**
Alan A. Nadel, Ernst & Young LLP, New York, NY
Susan P. Serota, Pillsbury Winthrop LLP, New York, NY
Roger C. Siske, Sonnenschein Nath & Rosenthal LLP, Chicago, IL
Marc R. Trevino, Sullivan & Cromwell LLP, New York, NY
- 5:25 **Questions and Answers**
- 5:30 **Adjourn**

EMPLOYEE BENEFITS IN MERGERS & ACQUISITIONS AGENDA

Friday, April 23, 2004

- 8:00 **Networking Continental Breakfast**
- 8:30 **Introduction**
Thomas A. Jorgensen, Calfee, Halter & Griswold LLP, Cleveland, OH
- 8:35 **Shrinking the Workforce - Window, Severance and Outsourcing Programs**
Priscilla E. Ryan, Sidley Austin Brown & Wood LLP, Chicago, IL
- 9:25 **Retiree Medical and HIPAA Issues**
Greta E. Cowart, Haynes and Boone, LLP, Dallas, TX
- 9:55 **Morning Break**
- 10:05 **COBRA and Other Welfare Plan Issues**
Diane J. Fuchs, Womble Carlyle Sandridge & Rice, PLLC, Washington, DC
- 10:35 **Union Negotiated Plans – Pitfalls and Opportunities**
Susan Katz Hoffman, Pepper Hamilton LLP, Philadelphia, PA
- 11:05 **Fiduciary, Misrepresentation and ESOP Issues in Transaction**
Roger C. Siske, Sonnenschein Nath & Rosenthal LLP, Chicago, IL
- 12:20 **Questions and Answers**
- 12:30 **Lunch (on your own)**
- 1:50 **Representations, Warranties and Covenants - Protecting Buyers and Sellers**
John Utz, Shook, Hardy & Bacon, LLP, Overland Park, KS
- 2:20 **Negotiating the Acquisition Agreement: A Panel Discussion**
Moderator: *Susan Katz Hoffman, Pepper Hamilton LLP, Philadelphia, PA*
Priscilla E. Ryan, Sidley Austin Brown & Wood LLP, Chicago, IL
John Utz, Shook, Hardy & Bacon, LLP, Overland Park, KS
- 2:50 **Afternoon Break**
- 3:00 **Structuring the Benefit Plans of a Joint Venture: Qualified Plans and Executive Compensation in the LLC Context**
Susan P. Serota, Pillsbury Winthrop LLP, New York, NY
- 3:50 **Walking Through the Maze of a Joint Venture: A Panel Discussion**
Moderator: *Susan P. Serota, Pillsbury Winthrop LLP, New York, NY*
Thomas A. Jorgensen, Calfee, Halter & Griswold LLP, Cleveland, OH
James P. Klein, Deloitte & Touche LLP, New York, NY
Alan Tawshunsky, Assistant Chief Counsel for Employee Benefits, Internal Revenue Service, Washington, DC
- 4:40 **Questions and Answers**
- 4:50 **Adjourn**

This National Institute brings together a rich, multi-disciplinary faculty and participant group to examine employee benefits issues and concerns in corporate takeovers, sales, bankruptcies and major reorganizations.

HIGHLIGHTS OF EMPLOYEE BENEFITS IN MERGERS & ACQUISITIONS

Who Should Attend?

- **In-house Counsel** making key decisions regarding employee benefits issues.
- **Benefits Specialists** wanting to improve their knowledge of the current law and practices in corporate acquisitions and dispositions.
- **Private Practitioners** who advise their corporate clients on employment matters.
- **Consultants, Accountants** and **Corporate Executives** seeking a more comprehensive understanding of employee benefit issues in corporate mergers and acquisitions.

What Unique Features Does This National Institute Offer?

- More than a “theory” seminar, you will hear from experienced lawyers who handle the biggest deals and how they incorporate innovative concepts into their successful practices.
- Receive immediate feedback to your questions.
- Learn the stories from behind the scenes.
- Pick up the finer points on handling a deal.
- Meet and network with government officials: find out why they take the positions they do on the latest controversial issues.
- A program format that goes well beyond lectures with informational panel discussions and case studies.

What Past Participants Have Said ...

“This program gave practical solutions to real-life problems in my practice.”

- **Michael J. Duane**, *Pitney Hardin Kipp & Szuch*

“I liked the diverse experience presented by the speakers: good perspective from buyer/seller; union/non-union; and government regulatory oversight.”

- **Mark B. Peabody**, *Peco Energy Company*

“This seminar had uniformly excellent and knowledgeable speakers with useful outlines. I intend to attend this seminar again in the future. Excellent program.”

- **Richard A. Naegele**, *Wickens, Herzer & Panza*

“Quickly moved from relevant topic to relevant topic. I also liked the case studies and panel discussions.”

- **Elizabeth A. Nedrow**, *Holland & Hart LLP*

National Institute Faculty

Thomas A. Jorgensen
Program Co-Chair
Calfee, Halter & Griswold LLP
Cleveland, OH

Susan P. Serota
Program Co-Chair
Pillsbury Winthrop LLP
New York, NY

Greta E. Cowart
Haynes and Boone, LLP
Dallas, TX

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U.S. Department of Treasury
Washington, DC

Alan Tawshunsky
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Employee Benefits
Internal Revenue Service
Washington, DC

Marc R. Trevino
Sullivan & Cromwell, LLP
New York, NY

John Utz
Shook, Hardy & Bacon, LLP
Overland Park, KS

EMPLOYEE BENEFITS IN MERGERS & ACQUISITIONS INFORMATION

ABA TUITION

Attend the entire two-day program, the luncheon, each breakfast and network with other registrants and faculty. Registrations must be postmarked, e-mailed or faxed by **Wednesday, March 24** to receive the discount.

Early Bird Registration - Before March 24

\$995 General Public

\$945 ABA Member (*\$50 Savings - join a Section, and save even more!*)

\$895 Sponsoring Section Member (*\$100 Savings*)

Full Tuition - After March 24

\$1045 General Public

\$995 ABA Member (*\$50 Savings - join a Section, and save even more!*)

\$945 Sponsoring Section Member (*\$100 Savings*)

On-Site Tuition

\$1095 General Public

\$1045 ABA Member (*\$50 Savings - join a Section, and save even more!*)

\$995 Sponsoring Section Member (*\$100 Savings*)

ADDITIONAL SAVINGS

If three or more people register from the same firm, one registrant will receive a \$50 reduction in program tuition! Every registrant will receive a copy of the informative course materials book which can be used as a comprehensive resource long after the program is held. Each registrant will also be eligible for MCLE accreditation within those states that require continuing legal education.

SCHOLARSHIPS

A limited number of scholarships to defray tuition expenses for full-time LL.B. candidates are available for this program. To request an application or receive additional information, contact Karen Case at 202.662.8641. Scholarship applications must be received in the ABA offices no later than thirty days prior to the program presentation.

MCLE

Required sponsor documentation has been forwarded to and credit requested from MCLE states with general requirements for all lawyers. 12.75 hours of credit have been requested from states that recognize a 60-minute credit hour and 15.3 hours from those states granting credit hours on a 50-minute basis (14.5 hours in NY). Lawyers seeking credit in Pennsylvania must pay a fee of \$1.50 per credit hour directly to the PA CLE Board. The ABA pays applicable fees in other states where the sponsor is required to do so. In states where a late fee may become applicable, the ABA pays this fee as well. Please be aware that each state has its own rules and regulations including its definition of CLE as well as "Ethics". Therefore, certain programs may not receive credit in some states. Please check with your state agency for confirmation of general as well as ethics approval for any program. You may contact the ABA Service Center at (800) 285-2221 or the Center for CLE at (312) 988-6217 for confirmation of the number of credits approved by any particular state. This transitional CLE program has been approved for all New York licensed attorneys in accordance with the requirements of the New York CLE Board for NYMCLE.

QUESTIONS?

If you have a specific question that you want answered, you can fax it up to the day before the program to Karen Case (FAX # (202) 662-8682), or ask the speakers directly during the program presentation.

SERVICES FOR PERSONS WITH DISABILITIES

If special arrangements are required, please contact Karen Case at (202) 662-8641. Reasonable advance notice is requested.

CANCELLATIONS

Refunds will be made only if requests are received in writing by **Wednesday, March 24**, and a \$50 administrative fee will be charged. **No refunds will be made for requests received after Wednesday, March 24.** Substitute registrants for the Employee Benefits in Mergers and Acquisitions National Institute are welcome.

PROGRAM CONFIRMATION

Written confirmation of your registration will be e-mailed to you upon receipt. Please bring it with you to the National Institute as proof of registration. If you do not receive the confirmation notice prior to the presentation, please call the ABA at (202) 662-8641 at least 24 hours in advance to confirm that your registration was received and the program is being held as scheduled.

EMPLOYEE BENEFITS IN MERGERS & ACQUISITIONS INFORMATION

HOTEL INFORMATION

DEADLINE FOR HOTEL RESERVATIONS: WEDNESDAY, MARCH 24

You may make hotel reservations at **The Plaza Hotel**, Fifth Avenue at Central Park South, New York, NY 10019. A limited number of rooms have been set aside for National Institute registrants at \$285 for a single or \$310 for a double room. All room rates are subject to city occupancy and sales tax, and unclaimed rooms will be released on March 24, 2004, after which the hotel will accept reservations on a space-available basis only. All reservations must be guaranteed with a major credit card. A one night's deposit is required to hold a reservation. The deposit is refundable if the reservation is cancelled 24 hours prior to arrival. *To register at the hotel, call the hotel directly at (212) 759-3000 and be sure to mention the ABA – Employee Benefits in Mergers and Acquisitions National Institute – to receive the special discounted rate.*

AIRLINE INFORMATION

The American Bar Association has secured discounted rates with American, Delta, and US Air for all National Institute participants. To make reservations, or for more information call:

American Airlines (800) 433-1790
ABA Account 16666

Delta Airlines (800) 241-6760
ABA Account 189419A

US Air (877) 874-7687
ABA Account 36632473

ABA SPONSORING SECTIONS

Join one of these dynamic Sections, and become active in one of their employee benefits committees. Join one or more when registering for this program, and save up to \$200 on this program tuition.

- I am interested in becoming a member of the American Bar Association.
Please send me information and membership forms
- I am an ABA member, but want a further reduction on my tuition for this program.
Please enroll me into the Section(s) listed below; I've enclosed a separate check.
- Section of Business Law, \$55
- Section of Health Law, \$40
- Section of Labor and Employment Law, \$40
- Section of Real Property, Probate and Trust Law, \$50
- Section of Taxation, \$50
- Section of Tort Trial and Insurance Practice, \$50

For more information, call (202) 662-8641 or fax your request to (202) 662-8682.

ENROLLED ACTUARY CREDIT

This National Institute is recommended to satisfy 50 minutes of core and 580 minutes of noncore continuing Enrolled Actuary credit requirements; however, the final decision rests with the Joint Board for the Enrollment of Actuaries.

PROFESSIONAL DEVELOPMENT CREDIT

This National Institute program has been approved for 8.75 units of Professional Development (PD) credit. Please visit the www.soa.org for further information.

MEETING SPONSORS

The JCEB thanks  for their support.

MARK YOUR CALENDAR AND CHECK OUR WEBSITE FOR UPDATES

www.abanet.org/jceb

October, 2004
15th Annual
National Institute on
Health and Welfare Benefit
Plans: The Pressure is On
Washington, DC

November 11-13, 2004
14th Annual
National Institute on
ERISA Litigation
Chicago, IL

November 4-5, 2004
19th Annual
National Institute on
Compensation for
Executives And Directors
New York, NY

REGISTRATION AND ORDER FORM

Employee Benefits in Mergers & Acquisitions

April 22-23, 2004 at the Plaza Hotel, New York, NY
www.abanet.org/jceb (202) 662-8641

EARLY BIRD REGISTRATION - Before March 24

- \$995** General Public
- \$945** ABA Member
(*\$50 Savings - join a Section, and save even more!*)
ABA # _____
- \$895** Sponsoring Section Member (*\$100 Savings*)
ABA # _____

FULL TUITION - After March 24

- \$1045** General Public
- \$995** ABA Member
(*\$50 Savings - join a Section, and save even more!*)
ABA # _____
- \$945** Sponsoring Section Member (*\$100 Savings*)
ABA # _____

ON-SITE TUITION

- \$1095** General Public
- \$1045** ABA Member
(*\$50 Savings - join a Section, and save even more!*)
ABA # _____
- \$995** Sponsoring Section Member (*\$100 Savings*)
ABA # _____
- Two or more people have registered with me; please apply the \$50 tuition reduction to the tuition rate indicated above.

- Send me the **Employee Benefits in Mergers & Acquisitions Audiotape Package, PC5470551P**, (tapes and course materials) available three weeks following the presentation, at the special price of \$649.95 including postage and handling*.
- Send me the **Employee Benefits in Mergers & Acquisitions Course Materials, PC5470551** at the special prepublication price of \$267.95 including postage and handling*.
- Send me the JCEB calendar for upcoming Employee Benefits Membership Events

TO REGISTER

Mail: American Bar Association
JCEB Registrar
740 15th Street, NW, 10th Floor
Washington, DC 20005-1022

Fax: 202.662.8682 (*credit card only*)

PAYMENT (*must include one of the following*)

- Check *made payable to American Bar Association - JCEB*
- MasterCard
- VISA
- American Express

PLEASE CHECK HERE IF YOU NEED CLE CREDIT IN ONE OF THE FOLLOWING STATES NY PA TX DE

Name _____ Organization _____

Address _____

City _____ State _____ Zip _____ E-mail _____

Phone _____ Fax _____

Credit Card No. _____ Expiration Date _____

Cardholder Signature (Required) _____

*District of Columbia residents add 6% use tax, Illinois residents add 8.75% sales tax, and Maryland residents add 5% sales tax, before including domestic postage and handling charges. Price is subject to change after 4/26/04.

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