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- Santos Stokes LLP
- Udata Capital, Inc.
- webMethods, Inc.
- WWC Capital Group, LLC

**Who Should Attend:**

*In house and outside counsel  
and business executives  
involved with  
M&A transactions  
for technology companies*

*An Important One-Day Seminar on*

# New Developments in Technology M&A 2006

*Tips for gaining the best position in a merger or acquisition*

April 24, 2006

McLean, Virginia

Hilton McLean Tysons Corner

**Credits:** VA CLE 7.0 (call about others)

**Quick when/where:** 8:30 a.m., 7920 Jones Branch Drive

**Technology M&A Transactions Seminar**

April 24, 2006 | McLean, Virginia  
Hilton McLean Tysons Corner

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06MAVA WS



- 8:00 Registration & Continental Breakfast**
- 8:30 Introduction & Overview**  
**Thomas J. Knox, Esq., Program Co-Chair**  
 Morrison & Foerster LLP ~ McLean, VA  
**Thomas E. Repke, Esq., Program Co-Chair**  
 Hogan & Hartson LLP ~ McLean, VA
- 8:45 Projecting the Climate for Future Technology M&A Transactions**  
 Quant analysis: Market, stage, size, industry, and geography trends  
**Robert L. Eatroff, MBA**  
*Managing Director Investment Banking Division*  
 Morgan Stanley ~ New York, NY  
**Kevin A. McNerney, CPA, Partner**  
 Updata Capital, Inc. ~ Reston, VA  
**Jonathan R. Wallace, MBA, Partner**  
 WWC Capital Group, LLC ~ Reston, VA
- 10:00 Break**
- 10:15 New Developments and Traps for the Unwary for International Transactions**  
 Exxon-Florio and CFIUS processes; export control developments; emerging 'affiliated group' tax and accounting rules; China foreign investment rules and processes  
**Jose Antonio Santos, Esq.**  
 Santos Stokes LLP ~ Coral Gables, FL
- 11:00 The Latest Thinking on Structuring Technology M&A Transactions**  
 Stock option rollovers; Jobs Creation Act Issues; Falkowski v. Imation; when to maximize value by setting up Dual Track (IPO/M&A) Transactions: IPO climate  
**Kevin J. Lavin, Esq.**  
 Arnold & Porter LLP ~ McLean, VA  
 Asset deals: Federal & state successor liability developments (e.g. US v. General Battery; Peterson v. Titan; Ray v. Alad)  
**Dean A. Manson, Vice President**  
*General Counsel and Secretary*  
 Hughes Network Systems LLC ~ Germantown, MD
- 12:15 Lunch (on your own)**

- 1:30 Hot Topics in Technology Diligence**  
 Open source code: What the acquirer needs to do to get ready; effective software audit due diligence processes for acquirers; identifying and evaluating options after discovery of problematic code  
**Thomas J. Knox, Esq., Program Co-Chair**  
 Assessing integration risk: A checklist for ensuring that you identify and evaluate the diverse operational, technological, and cultural factors that can impair a corporate marriage  
**George P. McDonald, Esq., Associate General Counsel**  
 Curtiss-Wright Corporation ~ Roseland, NJ  
 Latest developments in patent law relating to M&A transactions: Ownership issues; scope of exclusivity; potential infringement liability tips for integrating portfolio management procedures and policies  
**Michael Bednarek, Esq.**  
 Pillsbury Winthrop Shaw Pittman LLP ~ McLean, VA
- 3:30 Break**
- 3:45 The Best Approaches to Tax Planning**  
 Potential impact of proposed cost-sharing regulations on effective tax planning for technology companies  
**Jill C. Weise, Vice President**  
 CRA International ~ Boston, MA
- 4:30 Strategies for Corporate and Outside Counsel in a Technology M&A Transaction**  
 Appraisal, fairness and breach of duty cases: Fair value awarded to dissenters to include consequence of breach of duty; sale below market price; sale to satisfy only creditors; buyback before liquidity event; director election and other control issues  
**Thomas J. Knox, Esq., Program Co-Chair**  
**Thomas E. Repke, Esq., Program Co-Chair**  
**Douglas W. McNitt, Esq.**  
*General Counsel, Executive Vice President, Secretary*  
 webMethods, Inc. ~ Fairfax, VA  
**Charles W. Katz, Esq.**  
 Morrison Foerster LLP ~ McLean, VA  
**Richard K.A. Becker, Esq.**  
 Hogan & Hartson LLP ~ McLean, VA
- 5:30 Evaluations & Adjourn**



About the Seminar

LAW SEMINARS INTERNATIONAL

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offer busy practitioners intensive up-to-date information in a one-day program. Registration is limited to facilitate discussion between faculty and attendees.

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Today's business climate is seeing more technology and e-business mergers and acquisitions. Some involve competitors joining forces, some involve a larger company acquiring a smaller one, and some involve new investors gaining control after infusing cash. Some transactions are of a friendly nature and others are not. Some assets will sell at a premium and others in distress. Whatever the case, all of the participants in the transaction must be familiar with the unique issues that can arise when core corporate assets include Intellectual Property. This conference assembles experts from the legal, business, investment, accounting, and start-up communities. They will provide critical and timely information for anyone desiring to best position their client or business for a merger or acquisition.

~ Program Co-Chairs: **Thomas J. Knox, Esq.** and **Thomas E. Repke, Esq.**



**Thomas J. Knox**, *Program Co-Chair*, is a partner at Morrison & Foerster LLP where he advises technology companies on corporate and finance matters and on strategic technology transactions. He serves as outside general counsel and corporate counsel to a number of companies, where he advises management teams and boards of directors on corporate governance issues, capital raising, mergers and acquisitions, purchases and sales of assets and lines of business, and other strategic transactions.

**Thomas E. Repke**, *Program Co-Chair*, is a partner at Hogan & Hartson LLP. He represents public and private companies in a wide-variety of corporate transactional matters, including mergers, acquisitions, venture capital, private equity and senior and subordinated debt transactions. Since 2000 alone, he has represented clients in over 25 M&A transactions, valued in excess of \$6.5 billion. *Virginia Business Magazine* named him as "Legal Elite" for Business Law in 2005.

**Richar K.A. Becker** is a partner at Hogan & Hartson LLP, practicing with an emphasis on corporate finance, mergers and acquisitions, and commercial transactions. He has been recognized by *Chambers USA: Americas Leading Lawyers for Business 2005* as a Leading Individual in Corporate/M&A practice in Virginia.

**Michael Bednarek** is managing partner of Pillsbury Winthrop Shaw Pittman LLP's Taipei office and is a leader of the Financial Institutions IP Practice Team. *Euromoney Publications* and the *Legal Media Group* have recognized him as one of the "World's Leading Patent Law Experts" and *Euromoney* also named him one of the "World's Leading Trademark Law Practitioners." He was named one of the best lawyers in the Commonwealth of Virginia, based on a poll of Virginia Bar Association members.

**Robert L. Eatroff** is a Managing Director of East Coast Technology which is within the Investment Banking Division at Morgan Stanley. He joined Morgan Stanley in the Mergers & Acquisitions Department and has been involved with the technology effort since 1994.

**Charles W. Katz** is a partner at Morrison & Foerster LLP, where he focuses on representing emerging growth and technology companies. He concentrates on transactional work, with an emphasis on mergers and acquisitions, private equity and venture capital transactions, divestitures, recapitalizations and restructurings, debt and equity financings and securities offerings. In 2005, he was named one of the area's top "Young Guns" in the *Washington Business Journal's* Top Washington Lawyers issue.

**Kevin J. Lavin** is a partner at Arnold & Porter LLP where his practice focuses on mergers and acquisitions, private equity, public securities offerings and venture capital. He was named by the *Washington Business Journal* as the "Top Washington Lawyer—Corporate Mergers & Acquisitions" in 2005. He has represented companies, private equity sponsors and venture capital funds in numerous public and private mergers and acquisitions and securities offering.

**Dean Manson** serves as Vice President, General Counsel and Secretary of Hughes Network Systems, LLC. He is responsible for all legal matters

at Hughes and its subsidiaries, including contract support, corporate and financing transactions, government advocacy, compliance programs, intellectual property and litigation. He also serves as Vice President, General Counsel and Secretary of Hughes' parent company, Hughes Communications, Inc.

**George P. McDonald** is Associate General Counsel at Curtiss-Wright Corporation. He serves as General Counsel to its Flow Control Group, a leading supplier of highly engineered, flow control products to the worldwide commercial power market and the U.S. government. He has extensive experience in mergers and acquisitions and all phases of integrating newly acquired entities.

**Kevin A. Mc Nerney** is a partner at Udata Capital, Inc., leading the firm's Software M&A practice. He has extensive senior leadership experience in the information technology and services markets. Previously, he served as Senior Managing Partner for Heidrick & Struggles, where he led the Global Technology and Professional Services Practice.

**Douglas W. McNitt** is General Counsel, Executive Vice President and Secretary at webMethods, Inc. He is responsible for worldwide legal and corporate development matters, manages the legal department and serves as secretary to the board of directors. He has managed the company's acquisition of IntelliFrame Corporation, The Dante Group, The Mind Electric and assets of DataChannel, Inc. Previously, he was assistant general counsel at America Online, Inc.

**Jose Antonio Santos** is a founding partner of Santos Stokes LLP, practicing in international commercial and financing transactions, assisting companies and financial institutions with financing, and establishing and acquiring operations in the Americas, as well as Europe and Asia. His experience covers mergers and acquisitions, cross-border transactions, joint ventures, distributorships, loans and structured finance, technology licensing and services consulting contracts and technology transfers.

**Jonathan R. Wallace** is a partner and the founder of WWC Capital Group, LLC. He focuses his efforts on business services and financial services and has been responsible for guiding growth-stage companies. He also has been involved with more than 30 mergers or acquisitions with values ranging from \$5 million to \$400 million. His extensive background in this area enables him to help companies plan exit and liquidity strategies and execute against those plans.

**Jill C. Weise** is a Vice President at CRA International and the leader of the Boston transfer pricing team. She has worked with clients to provide comprehensive transfer pricing services, including planning analyses, global studies, APAs, controversy, state transfer pricing, cost sharing, intangible asset migration, FAS 109 calculations, section 404 controls assessment, and FSLI calculations to estimate ETI benefit. Her industry experience includes high-tech, computer software, biotechnology, medical instrumentation, pharmaceuticals, chemicals, food and beverage, and automotive.



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**Seminar Location:** The workshop will be held at the Hilton McLean Tysons Corner at 7920 Jones Branch Drive in McLean, VA 22102. Call the hotel directly at (703) 847-5000 for reservations at the special negotiated rate of \$259

### Continuing Education Credits:

This program qualifies for 7.0 VA CLE credits. Upon request, we will apply for CLE credits in other states and other types of credits.

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## This Workshop Addresses:

- *M&A Market Trends*
- *New Developments and Traps for the Unwary for International Transactions*
- *The Latest Thinking on Structuring Technology M&A Transactions*
- *Hot Topics in Technology Due Diligence*
- *Tax Planning Issues*
- *Strategies for Corporate and Outside Counsel in a Technology M&A Transaction*

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- *Extraordinary! This seminar is opening so many doors! Outstanding speakers with practical addresses.*

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