



A Conference presented by the Taxes
Committee (N) of the International Bar
Association Section on Business Law and the
Section of Taxation, American Bar Association

Up to
6 CPD/CLE hours
available

Important International Tax Developments

- Mergers and Acquisitions between the USA and Europe
- Structured Finance

7 June 2001

ABN AMRO Bank NV, Amsterdam, Netherlands

WHO SHOULD ATTEND

This important Conference is designed to address issues for a wide range of practitioners, professionals and in-house international tax personnel. The level of the discussion will be both a survey of the basic issues for those with little experience in the area and an in-depth discussion of the latest developments for those with more experience. Also, the survey of the foreign country laws will be particularly useful to those US tax professionals who want to obtain a better insight into local law planning issues that may arise.

Programme

Conference Co-Chairs

Robert Boonacker *Wilnis, Netherlands*

Elinore J Richardson *Co-Chair, IBA Taxes Committee (N); ABA Section of Taxation Council Director; Stikeman Elliott, Montreal, Canada*

The ABA Section of Taxation and IBA thank ABN AMRO Bank NV for their support towards this Conference

Thursday 7 June 2001

0830–1730

Registration

0900–1030 **SESSION 1**

Cross-Border Structured Finance Transactions

Convertibles/Bond-Warrant Investment Units

- Impact of New Legislation

Zero Coupon Convertibles – recent innovations

- Nextel's Zero Coupon preferred
- Dupont Photomasks' Zero Yield Convertible Note

Mandatorily Exchangeable Instruments

- Debt Exchangeable into Common Stock (DECS)

Equity Linked Debt Instruments

- Comcast issuance of Participating Hybrid Option Note Exchangeable Securities (PHONES) linked to the value of ATT stock
- Cox Communications' issuance of premium PHONES linked to the value of sprint PCS stock

Perpetuals and Other Equity Resembling Investments

- ABN Amro/Aegon perpetual

Speakers

Dick Hofland *Freshfields Bruckhaus Deringer, Amsterdam*

Kevin Keyes *Fried Frank Harris Shriver & Jacobson, Washington DC*

Sara Luder *Slaughter and May, London*

1030–1100 TEA/COFFEE BREAK

1100–1300 **SESSION 2**

Transatlantic Acquisitions

European acquisitions into the US

Specific cases

- Vodafone/AirTouch Communications
- Daimler/Chrysler
- Vivendi/Seagram
- Aegon/Transamerica

Generic issues

- Tax free reorganisation
- Section 367

US acquisitions into Europe and intra-European acquisitions

- Use of hybrid entities

Specific cases

- Seagram/Polygram
- Vodafone/Mannesman

Alternative structures

- Dual headed companies
- Access and exchangeable shares

Speakers

John Brouwer *Allen & Overy, Amsterdam*
Mark Kingstone *Linklaters & Alliance, London*

Lew Steinberg *Cravath Swaine & Moore, New York*

Willard Taylor *Sullivan & Cromwell, Paris*

Pierre-Sebastien Thill *Bureau Francis Lefebvre, Paris*

Ewout van Asbeck *Nauta Dutilh, New York*

1300–1400 LUNCH

The role of international banks especially ABN AMRO NV, in transatlantic M&A and in the capital markets

Keynote Speaker

Ton de Swaan *Chief Financial Officer and Member of the Managing Board of ABN AMRO NV*

1400–1530 *Session 2 continued*

1530–1600 TEA/COFFEE BREAK

1600–1730 **SESSION 3**

Financing the Transatlantic Acquisition

- Offshore/onshore financing
- Parent guarantees
- Debt pushdown
- Other

Primary Issues

- Interest deductibility
- Debt-equity/thin capital
- Withholding tax
- Exemptions/treaties

Speakers

Maarten de Bruin *Stibbe, Amsterdam*
Martin Klein *Hengeler Mueller Weitzel Wirtz, Frankfurt*

John Paton *Davis Polk & Wardwell, London*

1730–1830

Cocktail Reception