

Opinion Leaders

September 2008

Editorial

Summer is over....

... and with it the return to “amendments”, “regulations”, “modernizations” and other regulatory changes.

There is also news about investment funds.

For the benefit of those management companies that may have eased up on their legal watch during the summer, we have included in this issue a summary of the main features of interest to them contained in the Act on the Modernization of the Economy (LME), which became law on August 6. The new legislation modifies the definition of “innovative” companies eligible for the calculation of FCPI fund ratios, extends the geographical area in which regional FIP funds may invest, relaxes regulations applicable to “simplified procedure” FCPR venture-capital funds, and more importantly provides for “contractual” FCPR funds.

For management companies contemplating starting new funds this fall, the AMF has spelled out, in a directive dated July 15, 2008 (no. 2008-04, with immediate effect), the rules of conduct applicable to the distribution of fund units or shares, adapted from the MiFID Directive. It sets forth, among other things, the rules for categorizing investors and the prior disclosures that must be made to them.

Key provisions

1/ Management companies must determine the categories to which investors belong before offering either of two services: (i) investment advice or (ii) the collection of subscription and redemption orders.

The management of a fund's assets is not, in and of itself, an "investment service" to which the Act applies. However, most if not all management companies also offer investment services to fund investors (in the form of either investment advice or the handling and transmission of orders) during the distribution stage of fund units or shares. In such instances, management companies are required determine to which categories investors belong **prior to** collecting subscriptions.

Management companies advising investors must comply with the rules of conduct applicable to investment consulting.

If they receive and handle subscription or redemption orders for fund units or shares they must comply with the rules of conduct applicable to the processing of third-party orders whenever they do this for funds managed by them, or with the rules applicable to the receipt and transmission of third-party orders if it concerns other funds.

Accordingly, management companies must ensure that each potential investor duly completes and signs a classification questionnaire. Questionnaires provide information used to determine whether investors can be considered investment professionals or not. They must also explain how investors may ask to change categories. Professionals may wish to be treated as non-professionals – in order to be afforded more protection – either for all transactions or in connection with certain specific financial instruments or investment services; likewise, individual investors may ask to be considered investment professionals – thereby reducing the protection to which they are entitled – provided that the management company finds that they have sufficient expertise, experience and knowledge.

2/ The purpose of the categorization of clients required by the MiFID Directive is to ensure that investors are adequately protected. Protection requires that **investors be known and that their needs and objectives be clearly understood, so as to ensure that their investments are suitable and appropriate.**

Management companies must therefore obtain certain information about potential subscribers, to assess their “financial qualifications”. In practice, this information can be collected using a specific questionnaire. Answers to this questionnaire will indicate to management companies a client’s familiarity with financial instruments (based on that client’s education, experience, business, past investment history, etc.), financial situation (income, nature of assets, ability to assume the risks concerned, etc.) and investing objectives (goals, time horizon, etc.).

Once they have this information, management companies can prove that they have duly assessed whether it is appropriate for a given subscriber to invest in the funds they distribute.

Legal and Tax Watch

1. Legal News

Legal and regulatory developments

The Act on the Modernization of the Economy ("LME") becomes law

The LME Act was published in the *Journal Officiel* of August 5, 2008 and became law on August 6 (with the exception of certain provisions scheduled to become effective at a later date or that require the publication of an implementing decree).

Concerning investment funds, the Act:

- Provides for the establishment of “contractual venture capital funds” (*FCPR contractuels*, in new article L. 214-38-1 of the CMF), for qualified investors. The funds may freely set their investment and commitment rules and are not subject to investment quotas, risk ratios or portfolio concentration restrictions, other than self-imposed ones. In addition, the contractual funds may invest in a wide range of assets (limited partnerships in non-OECD countries, debt securities, etc.) and their debt may exceed 10% of their assets. The funds can therefore make leveraged

investments, and it was indispensable to remove borrowing restrictions for them to engage in mezzanine and infrastructure financing. Also, in order to align a fund's life with its economic cycle, redemptions may be suspended at the funds' discretion in accordance with its own rules, even for periods well in excess of the usual ten-year limit. The provisions of the Act go into effect immediately (with the exception of the permission to invest in unlisted companies' debt, which will be the subject of an implementing decree).

- Reduces restrictions placed on “simplified venture capital funds” (*FCPR à procédure allégée*) by article L.214-37 of the CMF (art. 35 of the LME Act). Simplified FCPR funds may now extend shareholders advances to companies in which they hold any equity interest, instead of being permitted to do so only if they hold 5 percent or more of a company's shares. More importantly, simplified FCPR funds will henceforth be allowed to invest in investment entities based in non-OECD countries (including Jersey, Guernsey, etc.) and the assets concerned will still be eligible for the 50% investment ratio. The Act's provisions go into effect immediately.
- Makes shares or units of simplified FCPR funds eligible for ISF wealth-tax exemptions (art. 885 I(3) of the General Tax Code) and reductions (art. 885-0 Vbis of the Code) (art. 36), provided they satisfy the conditions of the so-called “TEPA” Act. The measure applies to investments made subsequent to the adoption of the LME.
- Expands from three to four regions the area in which FIP “local” funds may invest. The provision is immediately applicable to existing FIP funds, provided that they amend their rules and notify their holders accordingly (art. 35).
- Changes the definition of eligible “innovative” companies for the purpose of the investment ratio of FCPI “innovative” funds (art. 26). While the condition that target companies must have been certified as innovative by Oséo Innovation continues to apply, a new standard for research and development spending has been added. In order to be eligible, companies must now have spent on “research and development, as defined in paragraphs (a) to (g) of article 244 (4)B(II) of the General Tax Code, at least 15 percent of their total deductible expenses the previous year, or at least 10% in the case of manufacturing companies.”
- Provides for the creation of endowment funds (art. 140) for financing non-profit entities such as hospitals, universities and museums.

In the commercial area, invoices will be payable no more than 45 days from the invoicing month or 60 days from the invoice date (art. 21). The new rules apply to transactions entered into on or after January 1, 2009.

In the area of corporate law, the Act:

- Requires companies issuing audited annual financial statements to disclose information on the time it takes for it to pay its suppliers and collect payments from its customers (art. 24). The new provision applies to fiscal years starting on or after January 1, 2009.
- Relaxes rules applicable to new company stock warrants (BSPCE), which corporations may now issue if at least 75 percent of their shares are held by individuals (instead of the earlier 100 percent) or if their market capitalization exceeds 150 million euros. Shareholders' meetings may resolve to delegate to the board of directors or the management board authority to set the price at which warrants may be exercised for shares (art. 33). The new provisions apply to warrants issued between June 30, 2008 and June 30, 2011.
- Makes it possible for corporations to buy back their shares traded on a multilateral trading facility (art. 37). This right, which until now was restricted to shares traded on a regulated market, makes it possible for corporations to improve the liquidity of their stock by buying back up to 10 percent of their own shares.
- Updates the legal status of limited liability companies (*sociétés à responsabilité limitée* – SARL), and especially those with a sole owner (EURL) (art. 56), including by providing model articles of incorporation and bylaws and eliminating certain obligations in terms of public notice.
- Simplifies the rules governing corporations (*sociétés anonymes* – SA) (art. 57) and especially simplified corporations (*sociétés par actions simplifiées* – SAS) (art. 59) by making it easier to make in-kind capital contributions in the form of work and by eliminating the need to have a minimum of paid capital. Under certain conditions, corporations would no longer be required to appoint an independent auditor or to complete certain legal formalities. The new rules will go into effect on January 1, 2009.
- Amends regulations governing preferred stock by (i) providing that shares without voting rights and with limited financial rights are excluded from rights offerings and (ii) eliminating the appraisal requirement for special rights attached to newly-issued preferred stock of an existing class. The new rules will go into effect on January 1, 2009.

- Replaces the transfer duties of 1.1% on corporate stock and of 5% on shares of other companies with a single 3% duty. Transfer duties are also limited to 5,000 euros in the case of corporate stock and abatements are available for transfers of SARL shares (art. 64). The new rate applies to transfers on or after August 6, 2008.
- Decriminalizes certain offenses under corporate law (art 70).

Lastly, the Act authorizes the government to issue executive orders within six months of the publication of the LME Act, for the purpose of:

- Reforming **bankruptcy-protection law** (art. 74);
- Updating **competition law** by creating a single authority (art. 97);
- Revising **intellectual property law** (art. 134);
- **Modernizing the Paris financial marketplace** (art. 152) by reforming laws governing public offerings, preferred stock, share buybacks, mutual funds, real-estate investment funds (OPCI), SICAV open-end investment companies and closed-end funds, as well as regulatory and securities authorities, etc.

Resolution on Sovereign Funds Adopted by the National Assembly

A resolution on the European Union and sovereign funds adopted July 30 by the French National Assembly calls for:

- greater transparency;
- participation by Member States and the European Commission in the work of the IMF on the drafting of a code of good practice;
- the devising a framework by the European Union under which the EU or Member States could deal with investments affecting strategic or particularly sensitive enterprises or sectors;
- the creation by the European Union of the tools needed to channel and direct significant resources toward those investments.

PPP Contract Reform

Act no. 2008-735 of July 28, 2005 (JO of July 29, 2005) amends and refines the legal status of public-private partnerships, originally contained in a June 2004 government order.

Under PPP contracts, public authorities (national and local governments, government agencies) and private-sector firms providing public services can outsource to the private sector, for valuable consideration, the planning, management, operation and financing of equipment or of a public service, for the time required to amortize investments or under approved payment terms.

PPP contracts must comply with the principles of free access, equal opportunity between applicants and objectivity of procedures (competitive bidding, request for proposals or negotiated procedure) and may be awarded only after sufficient time has been allowed for the submission of competing bids.

For more details, see the article by Jean L’Homme, Partner, reviewing the bill on PPP contracts (“Présentation du projet de loi relatif aux contrats de partenariat”), attached to this newsletter.

Decree no. 2008-726 of July 22, 2008 amending the rules applicable to collective investment funds, closed-end investment companies and portfolio management companies

The Decree makes various changes in the regulatory sections of the Monetary and Financial Code applicable to mutual funds, real estate investment funds and closed-end investment companies, including those concerning eligible assets and contracts considered to be financial futures.

Reform of the French Financial Oversight System

Finance Minister Christine Lagarde has assembled a working party that will issue proposals, before the end of 2008, for improving the French financial oversight system. The decision is in keeping with one of the provisions of the LME Act, which authorizes the government to issue orders, within the next eighteen months, aimed at reforming the oversight system, including for the purpose of combining the Banking Commission with the Insurance and Mutual Societies Supervisory Authority (*Autorité de Contrôle des Assurances et des Mutuelles*).

The objective of the project is:

- to study the possible terms on which the prudential supervisory authorities for the banking and insurance sectors could be combined;
- to examine possible adjustments to the operation and legislative mandate of supervisory authorities in light of the Ecofin Council recommendations concerning European financial integration and with the aim of making the Paris financial marketplace more attractive;
- to suggest how to more effectively control the conditions on which securities and other financial products are sold, irrespective of who issues and distributes them;
- to propose ways of revising disciplinary proceedings, including to make sanctions and procedural guarantees more effective;
- to consider how changes in terms of employment could help open up the industry, make it more attractive and reward expertise and experience, as well as how hiring practices could help achieve these objectives.

AMF News

Management companies: remember to file your 2008 report on investment advisory services, due September 30.

Investment service providers (which include asset management companies) offering investment advisory services, defined as *“the making of individual recommendations to a third party, either at that party’s request or at the initiative of the consulting firm, concerning one or more transactions involving financial instruments”* (stocks, shares or units of funds or of limited partnerships, etc.) must file a specific report with the AMF on this line of business, no later than September 30 of this year.

Reports are intended to help the AMF ensure that firms duly comply with their professional obligations in terms of investment advice (recording and storage of data, assessment of the suitability and appropriateness of investments, information about clients, etc.)

The reports are in three parts, covering respectively:

- the nature of the investment consulting business;
- the management and oversight of the consulting activity (organization, training of consultants, etc.);
- the procedures followed by investment consultants (verification that the advice offered is appropriate, compensation, record-keeping).

Asset management companies licensed as providers of investment advice but that have not performed such services since November 1, 2007 should notify the AMF by letter and ask for confirmation that they are exempt from the specific reporting requirement.

The new contractual FCPR funds: You must first update the description of your services

Management companies licensed to operate venture capital funds and wishing to set up “contractual” FCPR funds are required to first update the list of services they provide.

AMF directive on the sale of mutual fund and real estate investment fund shares

On July 15, 2008, the AMF issued directive no. 2008-04, which deals with the application of rules of conduct for management companies distributing shares or units of mutual funds and real estate investment funds.

The directive sets forth the rules applicable to investment consulting services and to the handling of subscription and redemption orders, which are frequently associated with the distribution of fund shares, including:

- the obligation to be registered as a provider of such services;
- the applicable rules of conduct;
- the need to categorize investors before making offers.

AMF directive on employee investment funds

Following the publication of Act no. 2006-1770 of December 30, 2006 on the promotion of profit-sharing and employee stock ownership, and that of its implementing decree, the AMF has now updated its directive no. 2005-05 of January 25, 2005 on FCPE employee investment funds.

The principal changes include:

- simplified rules applicable to FCPE funds invested in the shares of an unlisted company, whenever a specific liquidity mechanism is in place;
- the addition of a new form of FCPE fund invested in the shares of an unlisted company, intended for companies in the process of being bought out by their employees (“takeover” FCPE fund);
- the introduction of valuation procedures for debt instruments held by FCPE funds invested in the shares of an unlisted company.

Changes in Books III and IV of the AMF General Regulations

The following changes were made to Books III and IV of the AMF General Regulations, pursuant to a decision of August 5, 2008 subsequently published in the *Journal Officiel* of August 27, 2008:

Rules applicable to investment service providers concerning inside information and the creation of information barriers (Chinese walls) have been changed in order to:

- clarify the distinction between “watch lists” and “prohibited lists”;
- aim the rules at “inside information” rather than “sensitive information”;
- make the rules governing the distribution of shares of real estate investment funds by management companies consistent with those applicable to the distribution of mutual fund shares.

Applicability of the MiFID’s “client’s best interest” or “best execution” obligation and the AMF “Octo Finances” ruling

A recent ruling by the AMF’s disciplinary commission concerned the delicate issue of the so-called “client’s best interest” obligation, as it applies to investment service providers.

For a more detailed treatment of this topic, we refer you to the article by Jean L’Homme, partner, under the title “La décision Octo Finances de la Commission des sanctions de l’AMF à l’épreuve de la Directive MiFID” (The AMF disciplinary commission’s Octo Finance decision in light of the MiFID Directive), in Revue Trimestrielle de Droit Financier (no. 2-2008, June 2008, p. 50).

Certification of financial market participants: the AMF invites comments on its draft report

The AMF has invited the public to submit comments by October 10, 2008 on its report concerning a system for issuing certifying financial industry professionals based on their knowledge of regulations.

The report compares practices in Europe and elsewhere and proposes:

- to create a system that would cause investment service providers to verify, in a uniform manner, that employees in certain key positions are sufficiently familiar with regulations. The firms themselves could test their employees, at their discretion but in accordance with a formal procedure, or else could ascertain that staff members pass an accredited outside examination consistent with international standards. Industry “passports” would then be issued to employees and could eventually be recognized in other countries;
- to draw up a list key positions for which a minimum knowledge of regulations should be required, which would include traders, sales agents, financial analysts, managers, clearing and settlement officers, internal control compliance officers (RCCI) and investment service compliance officers (RCSI);
- to set forth what the persons concerned should know in order to earn a certificate, based on their degree of familiarity with the rules generally required of industry professionals;
- to set up a highly flexible, low-cost administrative body, to be known as the “*Haut Conseil Certificateur de Place*” (Financial Market Certifying Authority), which would develop the content and oversee the practical implementation of employee certification measures applied by industry associations.

2. Tax news

Forthcoming bills

Parliament will hold an extraordinary session on September 22, 2008 to examine a **bill to favor earned income**, which addresses three issues:

- the promotion of voluntary profit-sharing plans and the availability of mandatory plans;

- the modernization of the procedure for setting the minimum wage;
- collective bargaining incentives in the form of conditional reductions in employer contributions.

In October, Parliament will start examining **the 2009 Finance Bill**, whose principal features have been disclosed by Finance Minister Christine Lagarde. As anticipated, the government has confirmed its intention to set ceilings on certain tax shelters (investments in overseas departments and territories and in rental property) as well as to reform the business tax and do away with the flat annual tax (IFA).

The government is also expected to propose an **additional tax of 1.1%** on income from property (real estate, etc.) and investment (dividends, annuities, capital gains, etc.) to finance its “active solidarity income” (*revenu de solidarité active*) program of subsidies for working welfare recipients, which the Council of Ministers examined on September 3. This additional tax would increase the combined social contributions on income from 11% to 12.2% starting in 2009. The new tax would most likely be included in taxes and contributions taken into account for calculating the maximum tax rate.

The government assesses the effectiveness of wealth tax abatements for investments in small and medium-size businesses

At the close of the Council of Ministers meeting of August 21, Christine Lagarde reported that the ISF wealth-tax exemption for investment in small and medium-size businesses had resulted in “more than de 930 million euros being invested in those firms” including “more than 50 million euros in public interest entities.”

Wealth tax abatements for investments in small and medium-size businesses: the government responds to abuses of the TEPA Act by certain “ISF holding entities” and to the risk of illegitimate tax avoidance (*abus de droit*).

Mr. Philippe Adnot questioned the Finance Minister about the use by certain financial professionals of tax relief measures that enable individuals investing in a holding entity to be entitled, under certain conditions, to wealth-tax deductions of 75 percent, subject to a ceiling of 50,000 euros.

“He noted that Parliament’s intent had been for such intermediaries to pool the funds of taxpayers subject to wealth tax and to invest them in eligible small businesses. The idea was to facilitate the investment of larger amounts, while enabling targeted companies to have a single new shareholder. He had found that, unfortunately, some persons had misused this option by setting up schemes that had nothing to do with the spirit of the law or with its intended impact on the French economy.

For example, instead a holding entity being used to invest in existing businesses or start-ups, the arrangement was used to raise funds from a large number of unrelated investors, in some cases by way of solicitations, and then to set up a string of ad-hoc limited liability companies in which all of the funds collected were invested. The business of those companies (which of course paid management fees to the holding entity) consisted of leasing property or intangible assets to small businesses. The investors were clearly told that the assets would be sold by the companies at the end of the period required to qualify for the tax abatement. The LLCs would then be bought out by the holding entity, which would subsequently be dissolved.

Under a similar scheme, the equity of companies formed by a holding entity had been used exclusively to purchase real estate, purely for investment purposes.

He pointed out that, in terms of the spirit of the law and its legislative history, these arrangements were almost tantamount to illegitimate tax avoidance, as they consisted of doing something for purely tax reasons, contrary to the law’s original objective. The reason why holding entities had been granted the same favorable treatment as direct investments was that lawmakers considered them to be among the riskiest investments and completely different from vehicles such as investment funds, which are subject to strict obligations.”

In her reply, published in the Senate official gazette of July 17, 2008, Christine Lagarde noted that *“in the specific instance of the schemes referred to by the author of the question, if appears that investments were structured solely for the purpose of enabling investors to take advantage of the tax relief provided for in the above-cited article 885-0 Vbis of the General Tax Code, including by exposing them to limited economic risks, comparable to those incurred by lenders, rather than to the actual risks of equity investments, as would inherently be the case when investing in unlisted small and medium-size businesses. Thus, these arrangements are likely to raise objections on the grounds that they amount to illegitimate tax avoidance and could result in the ultimate denial of the tax benefits extended to the investors.”* The Minister concluded that *“whenever several legal entities are formed as part of an arrangement to receive invested funds, and are presented as separate small enterprises even though they have identical purposes, for the sole objective of remaining under the ceiling of 1.5 million euros on investments in a company, the circumventing of ceiling regulations approved by the European Commission could also be considered illegitimate tax avoidance.”*

Latest tax directives:

- 13 A-1-08 no. 83 of August 26, 2008: Right to income tax refunds. Lowering of the maximum tax rate to 50% of income (*bouclier fiscal*). Inclusion of social contributions. Adjustment of procedures. Article 11 of Act no. 2007-1223 of August 21, 2007 on Work, Employment and Purchasing Power.
- 7 Q-1-08 no. 81 of August 7, 2008: Revision of articles 990 D to 990 H of the General Tax Code. Tax of 3% payable by certain legal entities owning real estate in France. Observations on the procedures in effect since January 1, 2008.
- 4 K-1-08 no. 80 of August 6, 2008: Taxation of businesses. Income from securities. Revision of the legal framework applicable to debt mutual funds. Establishment of securitization entities, including in the form of securitization funds. Tax treatment of debt mutual funds to apply to debt securitization funds.
- 5 I-7-08 no. 79 of August 5, 2008: Income from securities. Simplified filing of flat tax and social security contribution withholdings on dividends and on interest income from shareholder advances and frozen accounts (no. 2777 D). Electronically produced returns (article 117(4)(II) of the General Tax Code, article L. 136-7 V(2) of the Social Security Code.
- 5 I-6-08 no. 77 of August 1, 2008: Social contributions. Extension of the applicability of social contribution on investment income to certain distributed earnings paid by

a person based in France and subject to income tax at a progressive rate. Basis of securities income subject to social contributions on income from property.

Observations on sections III, IX, and XIII to XVII of article 10 of the 2008 Financial Act (no. 2007-1822 of December 24, 2007).

- 5 I-5-08 no. 77 of August 1, 2008: Securities income. Adjustment of the tax and social security treatment of interest and dividend income. Optional flat tax on certain distributed earnings. Observations on sections I, IV, V, VII, VIII, X to XII and XV to XVII of article 10 of the 2008 Financial Act (no. 2007-1822 of December 24, 2007).
- 7 F-1-08 no. 76 of July 25, 2008: Spin-offs and similar transactions. Revision of the legal framework applicable to debt mutual funds. Establishment of securitization entities, including in the form of securitization funds. Tax treatment of debt mutual funds to apply to debt securitization funds.
- 5 I-4-08 no. 76 of July 25, 2008: Personal income tax. Securities income. Revision of the legal framework applicable to debt mutual funds. Establishment of securitization entities, including in the form of securitization funds. Tax treatment of debt mutual funds to apply to debt securitization funds.
- 5 C-5-08 no. 76 of July 25, 2008: Personal income tax. Capital gains on sales of securities and ownership interests. Revision of the legal framework applicable to debt mutual funds. Establishment of securitization entities, including in the form of securitization funds. Tax treatment of debt mutual funds to apply to debt securitization funds.

3. European News

European Commission outlines draft UCITS Directive

The draft UCITS Directive seeks to facilitate cross-border operations by fund management companies and to enable them to achieve economies of scale, extend the range of investment funds that managers may handle and reduce management costs. The Directive would also provide more protection for the public by ensuring that investors have access to clear, easily understood and relevant information.

The draft Directive is expected to be submitted to the European Council of Ministers and Parliament for adoption during the second quarter of 2009, before going into effect around the middle of 2011.

Business News

Important dates:

- **September 15, 2008:** Deadline for taxpayers to file the individual statements and supporting documents, if any, required by articles 299(7) and 299(8) of the General Tax Code (wealth-tax exemption for investments in small businesses)
- **September 30 2008:** Deadline for investment service providers offering investment advisory services to file their special 2008 report on investment advisory services with the AMF.
- **“Super Investor 2008”** – Proskauer Rose sponsors of this conference, November 19 to 21 at the Paris Westin Hotel.

Latest Legal Advice and Deals -Upcoming conferences

Latest legal advice and deals:

- Consulting work concerning rules applicable to the distribution of foreign funds in France.
- Finalization of documents required pursuant to MiFID Directive obligations concerning the classification and knowledge of clients and the assessment of the appropriateness of investment products (FCPR, FCPI and FIP funds).
- Consulting work on the legal framework for the distribution of unlisted shares: public offerings, solicitations and financial investment advice.
- Legal advice on the structuring of a hedge-fund management business
- Legal advice on the best way for a French entity to secure (by means of financial guarantees) credit facilities extended by an English bank to a Luxembourg collective investment fund
- Legal advice on distribution conditions applicable to financial research

- Modification of the employment contract of a management board member and application of the procedure for regulated agreements
- Pledge and protective attachment of company shares: sale of shares not enforceable against grantee of a security interest in those shares
- Examination with accountants, auditors and tax lawyers of the conditions on which a company's financial statements should be restated subsequent to their publication, due to the enforcement of a price-adjustment clause in a stock purchase agreement
- Legal advice on the interpretation of the term "global supplier" used but not defined in a distribution agreement, at the pre-trial stage
- Consulting work on a Tunisian company's obligations to its minority shareholders
- Coordination in connection with the voluntary liquidation of the wholly-owned subsidiary of a French company.

Upcoming conferences:

- **41st Congress of the International Association for the Protection of Intellectual Property (AIPPI)** – Proskauer Rose is co-sponsoring this event, September 6 to 11 in Boston.
- **“Capital Creation 2008”** – Proskauer Rose sponsors this conference, September 15 to 17 in Monaco. Presentation by Mary Kuusisto, Partner, Proskauer Rose LLP.
- **Dow Jones Private Equity Analyst Conference** –Proskauer Rose sponsors this conference, September 16 and 17 at the Waldorf Astoria in New York.
- **“Employeurs et recours en reconnaissance de Faute Inexcusable : les meilleurs armes pour se défendre”** (*Action to establish employer recklessness: the best defense*) – breakfast seminar led by Valérie Lafarge-Sarkozy, Partner, and Rozenn Guillouzo, Attorney, Proskauer Rose LLP, September 23 at the offices of Proskauer Rose Paris.
- **Club RH** in partnership with AEF: breakfast seminar on the topic “La Loi sur la démocratie sociale et le temps de travail : la représentativité des syndicats, les 35 heures” (*The Act on Social Democracy and Working Hours: trade union representation and the 35-hour workweek*), led by Béatrice Pola, Partner, Proskauer Rose LLP, September 25 at the offices of Proskauer Rose Paris.
- **Sommet de l'Égalité” (Equality Summit)** – presentation by Yasmine Tarasewicz, Partner, Proskauer Rose LLP, at this Summit Meeting organized in

connection with France's presidency of the Council of the European Union and the European Commission, September 29 and 30 at Institut du Monde Arabe in Paris

- **"Private Placement"** - First Annual European Union Cross-Border Private Placement Conference, October 16 and 17, 2008, at the Kikuoka Golf Club, Luxembourg, with a presentation by Daniel Schmidt, Partner, Proskauer Rose LLP
- **"Super Investor 2008"** - Proskauer Rose sponsors of this conference, November 19 to 21 at the Paris Westin Hotel.