

A practical three-day programme



Negotiating, drafting and understanding Commercial Contracts for the Telecoms Sector

PRACTICAL APPLIED TRAINING FOR LEGAL AND CONTRACTS PROFESSIONALS

A 3-day practical and interactive seminar focusing on current contract drafting, negotiating, best practice and related issues. Key topics include:

- New regulatory framework
- Content agreements
- Licensing agreements
- Code powers, wayleaves and infrastructure sharing
- Outsourcing and facilities management
- Access and interconnection agreements
- Consumer contracts
- Privacy rules
- Impact of convergence
- Patent vs competition law
- Managed service contracts

18

CPD Hours

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*'Good content, amazing presentations,
professional speakers'*

Alexander Gotsulenko, Head of Contract Work Unit,
KYIVSTAR GSM

Understand the challenges of negotiating and drafting watertight international contracts

The telecoms industry is a highly regulated and technical sector. Understanding the challenges of negotiating and drafting watertight contracts, on an international level is complex, to say the very least. These contracts can be difficult for even the most well equipped in-house lawyer and more often it is not the lawyers in the driving seat.

It is essential that both commercial executives and legal counsel possess the knowledge to ensure that agreements are both within the laws and regulations and protect the commercial interests of the organisation. This 3-day programme looks at the key skills needed from both the legal and commercial viewpoints and how they can be integrated.

Who should attend?

- Commercial and contract managers
- Business development managers
- Purchasing and procurement managers
- In-house counsel
- Heads of legal departments
- Legal advisors
- Patent, IP, trademarks or licensing counsel

The delivery style

The presenters will use examples from the telecoms sector to ensure you leave the programme with new skills and knowledge that can be put to effective use when developing the commercial interests of your organisation.

The key objectives of this seminar

By attending this seminar, you will:

- 1 **Familiarise** yourself with the regulatory framework and other developments
- 2 **Explore** the key terms of access and interconnection agreements
- 3 **Find out** about the contractual elements of building networks
- 4 **Examine** the legal framework for outsourcing communications and facilities management
- 5 **Analyse** the rights you need to license to exploit content on mobiles
- 6 **Get-to-grips** with consumer contracts and best practice
- 7 **Get up-to-date** with competition laws and understand the effect they have on your agreements
- 8 **Grasp** the impact of convergence
- 9 **Hear about** the legal issues surrounding managed service contracts
- 10 **Access** key tools and techniques to deal with disputes in telecoms contracts
- 11 **Understand** what it means to be an effective negotiator in telecoms
- 12 **Learn** the skills of an advanced negotiator and develop the tools needed for negotiation preparation

18 CPD Hours Continuing Professional Development

This course is accredited for 18 CPD hours by the Solicitors Regulation Authority (CPD reference CSC/FALI). After successfully completing the course you will receive a certificate stating the amount of hours and type of training you have completed.

THE PROGRAMME

Negotiating, Drafting

Day one: 4 October 2010

Module One – Contract negotiation skills

Workshop leader: Rob McGuire

0900 Registration and refreshments

0930 The rise and rise of the negotiator

Nothing exemplifies the modern telecoms company or contractor as much as the growth of joint ventures, sub-contracting and licensing. All of these require the executive to be able to negotiate and, often, to be able to lead others through the negotiation process.

- The increase in negotiated relationships
- Technical AND commercial skills
- Recognising a negotiation
- Great role models

PRACTICAL EXERCISE (including refreshments)

1015 Negotiate and succeed

Working in teams, delegates are asked to resolve a multi-variable, multi-party business problem. The output of the exercise will form the backdrop for the following sessions on structure and influencing.

Structure for control

The research tells us that negotiation success is not related to any single aspect of the complex interactions that take place in any negotiation. However, above all else the party that negotiates best gets the best result. The keys to negotiating well are controlling the negotiation and managing the process.

- Control for success: Key planning checklist to negotiate well
- Structure for success: Creating the space to agree
- Trading for success: Understanding relative values

1245 Lunch

1400 Personal style and negotiation

This session helps us hold a mirror up so that participants can reflect on their own style. We look at why other styles irritate us – and how we negotiate with those people we find difficult to deal with.

- Our lead style (and our fall back style)
- The A to E of negotiating styles
- Personal strengths and weaknesses

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and Understanding Commercial Contracts for the Telecoms Sector

1500 Refreshments

PRACTICAL EXERCISE

1515 Moving into engagement

Working in teams, delegates are asked to use their knowledge of their own style and those of others in their teams to agree strategies and tips for dealing with other styles and getting the most out of the negotiation.

Influencing and persuasion

It can be argued that the more we can influence someone to our position and the greater agreement we can build, the less we have to give away in our negotiations. This session looks at how people are persuaded and how the expert negotiator can use this knowledge to their benefit.

- Persuasion psychology
- The range of levers available
- Focusing your persuasion

1700 Close of day one

Day two: 5 October 2010

Module Two – Drafting and understanding agreements for the telecoms industry

0900 Coffee

0930 Introduction

0945 The 'New Regulatory Framework' and other developments

- Rights to supply networks, services and equipment
- General obligations and specific requirements
- Complaints and complaining
- Issues of enforcement

Professor Ian Walden, Professor of Information and Communications Law, Head, Institute of Computer and Communications Law, Centre for Commercial Law Studies, London

1045 Refreshments

1100 Content agreements in the mobile sector

- What rights do you need to license to exploit content on mobile?
- How do you define the technology?

- What are likely to be the contentious issues in negotiations?
- What are the new content models (e.g. apps and feeds) and what legal issues do they raise?
- What law, regulations and codes of practice apply to content when it is exploited on mobile?

Steve Holmes, Partner IT/Commercial Department, Baker & McKenzie LLP, London

1200 Building networks: Code powers, wayleaves and infrastructure sharing

- Obtaining and enforcing Code powers
- Issues of land law
- Obligations to facility share
- Negotiating LLU

Professor Ian Walden

1300 Lunch

1400 Outsourcing and facilities management in the communications field

- Defining the scope of services
- Penalties and incentives – encouraging the supplier to do better
- Resolving agreements to agree in the context of change control, technology refresh and other difficult areas
- Limiting liability – can consequential loss always be excluded?
- Mandatory injunctions – if a supplier refuses to perform, can the customer obtain an injunction compelling observance of the contract

Mark Taylor, Partner, Hogan Lovells, London

1500 Refreshments

1515 Access and interconnection agreements

- Why are access and interconnection important?
- The regulatory regime – key issues in today's markets
- How will the markets develop?

Rhys Williams, Partner, Bird & Bird, London

1615 Consumer contracts and best practice

- Consumer contracts: an overview of the basics
- Telecoms services: some specifics
- There are consumer terms and consumer terms – just what is best practice?
- Beyond terms and conditions – selling to consumers
- Regulatory reform, reforming consumer protection: just too much law?

Rob Bratby, Partner, Olswang, London

1715 Questions

1730 Close of day two

Can't make the date? See our website for alternative dates: www.falconbury.co.uk

'This course was just what a lawyer (in-house) needs to attend in order to have a general overview about contracting techniques in the Telecom Sector'

Jean Helou, Head of Legal Affairs Department, Faldete Telecommunications SAL

IN-HOUSE TRAINING

www.falconbury.co.uk/inhouse

NEED IT FOR YOUR WHOLE TEAM?

Falconbury can deliver this programme to you as an in-house tailored programme. In this format you will benefit from the intensive, practical and challenging programme that provides a solid grounding in the essential drafting techniques, negotiating skills and legal knowledge your team needs.

Falconbury in-house training delivers quality and measurable results that will make an impact on personal and commercial performance. For your FREE quote, please contact Caroline Glen on **+44 (0)20 7729 6677** or email inhouse@falconbury.co.uk

4-6 October 2010, London



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Day three: 6 October 2010

0930 Introduction

0945 Structuring telecom transactions to comply with privacy rules

- What is personal data in this context?
- Status of the parties – data controller or data processor?
- Security, confidentiality and protection against data breaches
- Retention and access
- Liabilities and risks
- Changes to the EU Directive on Privacy and Electronic Communication

Jon Fell, Partner, Pinsent Masons, London

1045 Refreshments

1100 Inherent tension between patent protection and competition law

- Background to protection afforded to patents
- Historical justification for IPR protection
- Anti-competitive effects of IPR protection
- Are patent trolls gaming the protection system?
- Time for an overhaul of the protection system?

Graham King, Senior Corporate Counsel, Liberty Global Europe BV

1200 The impact of convergence

- Definition of services supplied – how to define the relevant services?
- SLAs, performance, penalty issues – best efforts; time to start solving v time for resolving
- Multiple service providers – liability issues
- Scope of non-competes

Professor Ian Walden

1300 Lunch

1400 Licensing essential patents in the telecoms industry

- ETSI and other standardisation bodies IPR policies: An overview of the key principles
- FRAND rules
- Licensing obligations
- Determining royalties

Cyrille Amar, Partner, Lavoix Avocats, Paris

1500 Refreshments

1515 Managed services contracts

- What is managed service?
- Customers and the RFQ stage
- The challenge of the SLA
- Using a 'balanced scorecard' to monitor performance
- Ensuring flexibility in the contract
 - Change management
 - Price flexibility
 - Technology upgrades
- Determining an exit strategy
 - Termination rights
 - Redundancy
 - Liability

Mike Conradi, Partner, Kemp Little LLP, London

1615 Dealing with disputes in telecoms contracts

- Drafting arbitration clauses
- Drafting ADR clauses
- Arbitration v mediation
- Other methods of dispute resolution for disputes in telecoms agreements

Paul Oxnard, Partner, Hammonds LLP, London

1700 Close of seminar

Date and venue



4-6 October 2010

Grange White Hall Hotel

2-5 Montague Street

London WC1B 5BP, UK

Tel: +44 (0)20 7580 2224

Web: www.grangehotels.com

Timetable

Registration is at 9am on the first day. The programme consists of 3 full days of training. Refreshment breaks and 1 hour for lunch will be scheduled each day. You will benefit from the intensive, practical and challenging programme that provides a solid grounding in the essential skills and techniques all legal and commercial managers need when dealing with telecoms contracts.

Booking your place

To reserve your space on this programme please send your booking to:

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'Excellent content and speakers overall. I liked the academic as well as the practical aspects. This will definitely assist me for the future'

Brian Myrie, Legal Counsel, KeyTech Ltd

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Expert presenters

CYRILLE AMAR is a partner in Lavoix Avocats in Paris. He is a member of the Paris Bar. He spent nine years working as an in-house lawyer in the Philips group of companies (including as general counsel of the Philips group mobile telephony division). After a few years as a Partner in the US firm Oppenheimer Wolff & Donnelly LLP, in 2003 Cyrille founded IP boutique Binn & Associates with his partner, Serge Binn. The firm became Lavoix Avocats in 2008.

ROB BRATBY is a partner in the Media, Communications and Technology Group of Olswang in London. Rob specialises in advising on corporate, commercial and telecoms regulatory matters and in particular complex matters requiring the co-ordination of all three areas of law including advising on mergers, acquisitions, disposals, investments and joint ventures. Rob's commercial practice spans IT and BPO outsourcing transactions, procurement, interconnection, roaming, broadcast and transmission arrangements, policy development, compliance, complaints and disputes before regulators.

MIKE CONRADI is Commercial Technology Partner at Kemp Little LLP in London. He is the author of the Telecommunications chapter in the first edition of PLC's *E Commercial Practice Manual*, and the co-author of their practice note on audio-visual media services. He has also written many other articles on topics including submarine cables, telecoms regulation, click fraud, VoIP, data protection and IT service agreements. Mike joined Kemp Little in August 2006 having previously been head of the technology practice at Stephenson Harwood. Prior to this he worked for Baker & McKenzie both in London and Sydney.

JON FELL is a commercial IT and telecommunications partner at Pinsent Masons LLP where he heads up the firm's Telecoms team. Jon is one of the founders of OUT-LAW. He has written and lectured extensively on all aspects of internet, IT and telecoms law and regulation. Jon is a member of the External Advisory Panel for the School of Computer Science & Information Services of Birkbeck University of London and of the Supervisory Board of the Computer Learning Research Centre Royal Holloway University of London. Jon is a trustee of the Codesandciphers Heritage Trust, which runs the National Museum of Computing at Bletchley Park.

STEVE HOLMES is a partner in the IT/Com department at Baker & McKenzie in London. Recommended as an 'up and coming lawyer' in *Chambers and Partners*, Steve has extensive experience in advising companies operating using mobile and on-line platforms. He advises clients in this sector on a broad range of issues, including content procurement, e-commerce, broadcast, regulatory, intellectual property and technology advice. Steve advises a broad range of clients, which include rights holders, companies looking to exploit content or provide services on-line and those providing the infrastructure to enable the delivery of digital content.

GRAHAM KING is a solicitor and Senior Corporate Counsel at Liberty Global Europe BV. He heads up Liberty's commercial contracts legal team and is responsible for a broad range of strategic company and commercial agreements including those relating to IT, procurement, marketing and sales.

ROB MAGUIRE runs his own consultancy and his experience spans the full range of issues from developing an appropriate contract strategy and building a performance dashboard to negotiation and conflict resolution to deal with the inevitable management issues that arise in any long-term relationship. Through his consulting, coaching and mentoring and skills development interactions, he helps major organisations transform their approach to their commercial relationships.

PAUL OXNARD is a partner at Hammonds LLP and is the Head of the Commercial and Dispute Resolution practice and the Head of Hammonds' International Arbitration group. Paul has significant experience of dealing with high value commercial litigation, and international and domestic arbitration matters. He has also been instrumental in developing Hammonds' market-leading Alternative Dispute Resolution practice. Paul has particular experience in relation to white collar fraud, injunctive work and disputes in the telecoms sector.

MARK TAYLOR is a partner in Hogan Lovells' Intellectual Property, Media and Technology Group in London with particular expertise in outsourcing and technology matters, and on all aspects of the development, exploitation and implementation of IT and novel technologies. Prior to becoming a lawyer, Mark worked for IBM writing and developing image processing software and 'intelligent' call centre processing software. Mark is Chair of the London group of the Society for Computers and Law.

PROFESSOR IAN WALDEN is Head of the Institute of Computer and Communications Law and Associate Director of the Centre for Commercial Law Studies, Queen Mary, University of London. Ian has been involved in law reform projects for the World Bank, the European Commission, UNCTAD and the European Bank of Reconstruction and Development, as well as for a number of individual states. In 1995-96, Ian was seconded to the European Commission, as a National Expert in electronic commerce law, and he is a member of the Legal Advisory Board to the Information Society Directorate-General of the European Commission.

RHYS WILLIAMS is a partner within the Communications Group of Bird & Bird in London. He focuses on providing commercial advice to clients ranging from entrepreneurial start-ups to major multi-national corporations, fixed line and wireless network operators, service providers and resellers. He has particular experience in regulation and data protection and privacy.

'The course was useful for me personally. Content, presentation and speakers are very professional'

Natalia Kochneva, Senior Commercial Project Manager of Sales, Nokia SIEMENS Networks

'Great course! You're providing education in an area where good courses are really scarce'

Heikki Raappana, Contract Manager, TDC Oy



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6153/

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Negotiating, drafting and understanding COMMERCIAL CONTRACTS FOR THE TELECOMS SECTOR

Yes I wish to attend:

4-6 October 2010

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DATE AND LOCATION

4-6 October 2010

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FEE

The full fee for this programme includes all written material, lunch and refreshments.

HOW TO REGISTER AND PAY

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 - Cancellations – 100% fee
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- Cancellations – 100% fee
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