



Fellow of INSOL International

International Association of Restructuring, Insolvency & Bankruptcy Professionals

**GLOBAL INSOLVENCY PRACTICE COURSE
BROCHURE 2010-2011**

leading to an Award with the designation

FELLOW INSOL INTERNATIONAL



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- Statement form
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INSOL INTERNATIONAL

INSOL International is a worldwide federation of national associations of accountants, lawyers and other professionals who specialise in turnaround and insolvency. There are currently over 40 Member Associations with over 9,500 professionals participating as members of INSOL International.

INSOL also has ancillary groups that represent the judiciary, regulators, lenders and academics. These groups play an invaluable role within INSOL and provide important forums for discussions of mutual problems.

INSOL was formed in 1982 and has grown in stature to become the foremost insolvency association in the world. It is an important source of professional knowledge, which is being put to use around the world on diverse projects to the benefit of the business and financial communities.

INSOL'S Mission

INSOL with its Member Associations will take the leadership role in international turnaround, insolvency and related credit issues; facilitate the exchange of information and ideas; encourage greater international co-operation and communication amongst the insolvency profession, credit community and related constituencies.

Our Goals:

To work with and involve our Member Associations in our activities;

To implement research into international and comparative turnaround and insolvency issues;

To participate in Government, NGO and intergovernmental advisory groups and to liaise with these institutions on relevant issues;

To assist in developing cross-border insolvency policies, international codes and best practice guidelines;

To provide a leadership role in international educational matters relating to turnaround and insolvency topics;

To facilitate the exchange of knowledge amongst our Member Associations through our conferences and publications.

Through these goals INSOL International aims to assist its members with vital research, by developing internationally accepted legislation and guidelines, and providing through conferences, our web site and publications, a forum to exchange knowledge and learn from the experiences of other countries.



Welcome to the Fellowship course “Global Insolvency Practice”, offered by INSOL International in conjunction with professors and lecturers from leading universities, institutions and firms from around the world. Globalisation has fundamentally altered insolvency practice, creating new challenges for lawyers, accountants and turnaround professionals. It is accompanied by the development and enactment of new legislative instruments, such as the EU Insolvency Regulation in 2002 and the UNCITRAL Model Law, which has been adopted in Japan, Mexico, the USA, the UK and other jurisdictions. Firms and individuals are increasingly aware that it is essential to prepare for the future by enhancing their knowledge of the cross-border aspects of legal and financial problems of businesses in distress. A participant signing up for the Global Insolvency Practice Course will considerably broaden and deepen his or her knowledge and skills in international and transnational insolvency law and practice.

The 2010-2011 course contents are largely based on LL.M and international insolvency law programmes offered by senior lecturers associated with the INSOL Academics Group. The course builds on the experience of the highly successful previous courses. INSOL International is once again in the unique position to work together with the most qualified and reputed practitioners and scholars in the field to provide a third offering of the course on the legal and financial elements of insolvency and restructuring. This brochure provides the essential information about the contents and requirements of the programme. A very competent and dedicated team, based at INSOL’s Office in London, will be in charge of the administration of this programme. The class size is purposefully small, no more than 20 participants, to create an informal atmosphere in which the participants and teaching staff are encouraged to share their knowledge and experience.

We are certain that all these features will combine to make your participation in the course a very rewarding investment towards a successful future. The course combines high level professional development with the experience of engaging with fellow professionals from around the globe to provide a unique learning experience, enhancing and enriching your career development. If you have any questions regarding the course please do not hesitate to contact the INSOL Office in London.

On behalf of the Course Advisory Committee

Janis Sarra	Course Leader Professor, Faculty of Law, University of British Columbia, Canada
Stephen Adamson	INSOL Past President, UK
Scott Atkins	Henry Davis York, Australia
Sumant Batra	Kesar Dass B. & Associates, India
Charles Booth	Professor, University of Hawaii
André Boraine	Professor, University of Pretoria, South Africa
Ian Fletcher	Professor, University College London, UK
Peter Gothard	Ferrier Hodgson, Australia
Adam Harris	Bowman Gilfillan, South Africa
Detlef Hass	Lovells LLP, Germany
Li Shuguang	Professor, China University of Politics & Law, PRC
David Lovett	AlixPartners LLP
Rosalind Mason	Professor and Head, School of Law, Queensland University of Technology, Australia
Paul Omar	Assistant Professor, University of Sussex, UK
Sijmen de Ranitz	De Brauw Blackstone Westbroek, The Netherlands
Bob Wessels	Professor, University of Leiden, The Netherlands.
Jay Westbrook	Professor, University of Texas, Austin, USA



The Global Insolvency Practice Course focuses on the concepts of reorganisation, work-out, insolvency, winding-up, bankruptcy and the means by which the problems of multi-national companies in financial difficulty can be addressed including approaches to preventing liquidation and insolvency. It also examines how the insolvency process is regulated by either legislation or other means.

Emphasis is placed on management, accounting and finance in relation to internationally active companies; on insolvency law in the corporate context; and on the effectiveness of mechanisms for dealing with cross-border insolvency. Recent results of research, best practices and cross-border collaboration will be dealt with in detail, with practical case studies and several interim tests. The course focuses on:

1. Management issues including causes of business failure, early warning signs, stages of the turnaround process, and the implementation of an out-of-court reorganisation.
2. Accounting & Finance, specifically understanding financial statements, cost of capital, capital structure and valuation of business.
3. The United Nations Commission on International Trade Law (UNCITRAL) Model Law on Cross-Border Insolvency of 1997, its enactment in several countries around the world, including Chapter 15 US Bankruptcy Code, in force since October 2005, court cases, and the Cross-Border Insolvency Regulations 2006 in Great Britain in force since April 2006.
4. The EU Regulation on Insolvency Proceedings, which came into force in 2002, applicable in 26 European countries, including leading court cases applying this Regulation, from Austria, England, France, Germany, Ireland, Italy, and the Netherlands, as well as the European Court of Justice.

The Global Insolvency Practice Course offers both the theoretical framework and the practical applications thereof within the international or cross-border environment, with the objective of preventing liquidation or administering an insolvency of corporations. It will also provide information on the most recent developments and relevant sources of supporting material.

The specific goals of the course are:

- (i) to introduce and to appraise basic elements and requirements of turnaround management, including relevant accounting and financial topics;
- (ii) to introduce legal concepts and reasoning in the subject area, including the introduction to primary and secondary source materials;
- (iii) to appraise international legislative initiatives and chosen approaches to cross-border issues and the roles of parties involved;
- (iv) to recognise specific roles and tasks in given international insolvency proceedings, e.g. the aim of the proceedings, the role of office holders and courts, and the position of (secured and unsecured) creditors;
- (v) to understand, interpret and apply recent legislation and regulation dealing with cross-border insolvency to given cases;
- (vi) to transfer skills that are necessary to the conduct of international insolvency cases and to show how best to apply the aforementioned legislation and regulation to make international insolvency law work in practice to optimum effect; and

(vii) to develop a future generation network through the Fellowship Alumni who will meet regularly and be able to draw on each other's experiences through face to face meetings and their own dedicated website section.

By the end of the programme, the successful participant will have

- a thorough insight into the major issues, debates, and theories in legal and financial topics in international insolvency;
- the analytical and practical skills to apply to international insolvency rules in practice;
- the professional skills to anticipate, prevent, analyse and solve legal problems arising in practice;
- the skills to take a critical and independent view when confronted with legal or financial issues in international insolvency ; and
- the skills to reach his or her own conclusions as to the appropriate course of action.

Case studies will be used and practical examples, participants will be able to divide into different working groups from time to time throughout the course to solve certain hypothetical challenges, and interactive lectures are encouraged. The combination of world-renowned lecturers and expert practitioners as lecturers will afford an excellent mix of both practical and academic knowledge. During residential course sessions and the stay at the venue, participants are invited to contribute personal perspectives. The programme attracts a particularly diverse group of professionals with a variety of cultures and backgrounds, providing a unique learning opportunity that is stimulated by group debate.



The materials for the course include applicable legislation (EU Regulation, Model Law, EU Directives), guides or explanations to these, protocols, best practices or recommendations provided by formulating agencies and bodies like the World Bank, United Nations Commission on International Trade Law (UNCITRAL), and INSOL International, and written materials on specific subjects, copies of parts of books and articles. Course material will be described per separate parts of the modules to be taken (see the Programme Handbook, which will be available to the participants).

The majority of course materials will be available through INSOL International website, with password protection. Some publications will need to be purchased or participants need to have ready access to copies for reference purposes.



Core Committee

Janis Sarra	Course Leader Professor, Faculty of Law, University of British Columbia, Canada
André Boraine	Professor, University of Pretoria, South Africa
Ian Fletcher	Professor, University College London, UK
Adam Harris	Bowman Gilfillan, Board Director INSOL International

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Peter Gothard	Ferrier Hodgson, Australia
Detlef Hass	Lovells LLP, Germany
Li Shuguang	Professor, China University of Politics & Law, PRC
David Lovett	AlixPartners LLP
Rosalind Mason	Professor and Head, School of Law, Queensland University of Technology, Australia
Paul Omar	Assistant Professor, University of Sussex, UK
Sijmen de Ranitz	De Brauw Blackstone Westbroek, The Netherlands
Janis Sarra	Associate Professor and Associate Dean, Faculty of Law, University of British Columbia, Canada
Bob Wessels	Professor, University of Leiden, The Netherlands.
Jay Westbrook	Professor, University of Texas, Austin, USA



In addition to the members of the Course Committee, the programme utilises a pool of some 25 lecturers (accountants, lawyers, economists), mainly from universities from 15 jurisdictions. The faculty including examiners, will be taken from the Course Advisory Committee and said pool. Additional lecturers may be drawn from a large group of outstanding individuals in disciplines including Management Studies, Economics, Law and Finance.

The following are some of the faculty that have been engaged to act as lecturers and/or examiners. Lecturers may be subject to change without notice.

Current Lecturers' details:

Dr. Jan Adriaanse, Leiden University, The Netherlands

Jan Adriaanse, who was born in The Netherlands on 23 October 1972, studied Business Administration at Nyenrode University (Bachelor of Business Administration programme). He then went on to study Tax Law at Leiden University. From mid-2000, he has been employed as a (senior) lecturer at the department for Business Economics and Forensic Accountancy of the Faculty of Law at Leiden University. Since April 2007 he is also serving as operational director of the Centre for Business Studies of this department.

He is among others things engaged in the coordination of the 'Law and Business Studies' programme and arranges training – both academic and professional - as well as research projects in the field of strategic entrepreneurship, bankruptcy and turnaround management. He is a regular speaker on these subjects at (international) conferences.

As associate senior consultant of WissemaGroup, Business and Policy Consultants, The Hague, The Netherlands, he is providing corporate strategy, turnaround and restructuring advice to a wide range of companies (including banks). He is also connected to NIVRA-Nyenrode, the accountants training of the Royal Dutch Institute of Chartered Accountants (NIVRA) and is a member of the study programme of the Dutch trade organisation for credit management (VVCM).

Furthermore, he holds a seat on the Kuratorium of the German Verein für Credit Management e.V. Jan Adriaanse is trained as a business mediator at the Dutch Mediation Institute (2005) and participated in an Entrepreneurship Colloquium at Harvard Business School (2007). In December 2005 he defended his thesis called: 'Restructuring in the Shadow of the Law. Informal Reorganisation in the Netherlands'.

André Boraine, Professor, University of Pretoria, South-Africa

André Boraine is a fulltime professor and currently the Head of the Department of Procedural Law at the University of Pretoria. He is also a qualified attorney and conveyancer. Over the years he has taught a variety of law subjects at undergraduate and postgraduate level – in particular insolvency law. He is also involved in the practical legal training of candidate attorneys and insolvency practitioners. At present he is an active member of the Academics Committee of INSOL International and he was the INSOL Scholar for the Europe, Middle East and Africa region during 2007/ 2008. He is also an honorary member of the Association of Insolvency Practitioners of South Africa.

As regards his research outputs, he has published widely and is also the co-author of a leading handbook on insolvency law. He regularly presents papers at national and international conferences. During 2001–2002 he conducted a research project relating to debt relief measures for consumer debtors – in particular with regard to the wide-spread abuse regarding the administration order – on behalf of the South African Department of Justice.

The Hon. Mr. Justice Samuel L. Bufford, US Bankruptcy Court, USA

Judge Samuel L. Bufford has served since 1985 as a bankruptcy judge in Los Angeles, in the Central District of California, one of the busiest bankruptcy courts in the United States. During this time he has overseen approximately 100,000 bankruptcy cases, including more than 2500 cases involving the reorganization of business under Chapter 11. His most famous case was the Anna Nicole Smith case, in which the United States Supreme Court recently affirmed his decision that the dispute with her husband's rich relatives belonged in a bankruptcy court and did not have to be litigated in a Texas state court.

Judge Bufford is the author of one book, numerous law review articles and more than 80 published opinions. He is presently writing a book on Chapter 15 of the U.S. bankruptcy law, which is the U.S. version of the UNCITRAL Model Law on Cross-Border Insolvency. In addition, he is a frequent lecturer throughout the United States and abroad on

issues of bankruptcy law and legal ethics. Judge Bufford served as editor in chief of the America Bankruptcy Law Journal from 1990 to 1994.

Judge Bufford has taught some 25 seminars for judges and other professionals abroad since 1991. He has taught and consulted recently in Mexico, Oman, Egypt, Jordan, Tunisia, Albania, Algeria, Ecuador, Romania, Serbia, Montenegro and Morocco. He has also conducted seminars in Los Angeles and consulted with visiting judges and government officials from numerous countries including Russia, Serbia, China, Thailand, Romania and Montenegro.

Judge Bufford was Nomura Lecturer on Law at Harvard Law School for the winter, 2004 term, where he taught a course in international and comparative insolvency law. He also taught this course at Harvard in 2003, and at the University of Southern California in 2006. He has also been a law professor at Ohio State University. He earned his law degree from the University of Michigan, where he was an editor of the Michigan Law Review and of the Journal of Law Reform. In addition, he holds a Ph.D. in philosophy from the University of Texas and was a philosophy professor for nearly ten years.

Judge Bufford is active in numerous bar association activities. He is chair-elect of the American Bar Association's National Conference of Federal Trial Judges, and will become chair of the Conference in August, 2008.

David Burdette, Professor, Nottingham Trent University, UK

David Burdette is a graduate of the University of South Africa (BIuris, LLB) and the University of Pretoria (LLD), South Africa. He joined Nottingham Trent University in Nottingham, England, in September 2007 (where he is a Professor of Law) from the Faculty of Law at the University of Pretoria. He is co-author of the leading insolvency text book in South Africa, Meskin, *Insolvency Law and its operation in winding-up* (Butterworths LexisNexis, loose-leaf edition). The proposals made in his LLD thesis have been included in draft legislation for the introduction of a unified Insolvency Act in South Africa. He was recently appointed to the King III Committee on Corporate Governance in South Africa as convener of the subcommittee on business rescue, and at the World Bank as an external peer reviewer for insolvency ROSC's (Reports on Standards and Codes). David was the INSOL Scholar for the Europe, Middle East and Africa region during 2006 / 2007.

Ian Fletcher, Professor, University College London, UK

Ian Fletcher is the Professor of International Commercial Law at University College London. Previously, he was Professor of Commercial Law at Queen Mary, University of London and Director of the Centre for Commercial Law Studies from 1994 -2000. A graduate of Cambridge University, he undertook postgraduate studies at Tulane University, U.S.A. He was called to the Bar by Lincoln's Inn in 1971, of which he was elected a Bencher in 2003, and currently practices from 3/4 South Square, Gray's Inn.

Professor Fletcher's principal scholarly interests are in the fields of Bankruptcy and Insolvency Law, Commercial Law, European Community Law, Conflict of Laws and Comparative Law. He is the author of numerous books and articles including *The Law of Insolvency* (1990; 4th edition 2009); and *Insolvency in Private International Law* (1999, 2nd edition 2005). He is a member of the American Law Institute and of the Insolvency Lawyers' Association, and is an International Fellow of the American College of Bankruptcy. He has been the Editor in Chief of the INSOL International Insolvency Review since 1992, and a Specialist Editor of *Palmer's Company Law* since 1987. He is one of the joint authors and editors of *The EC Regulation on Insolvency Proceedings, A Commentary and Annotated Guide* (Oxford University Press, 2002).

Rosalind Mason, Professor, School of Law, Queensland University of Technology, Australia

Dr Rosalind Mason is Professor and Head of School at Queensland University of Technology, Brisbane, Queensland, Australia. Over many years, she has taught undergraduate and postgraduate advanced insolvency law & practice courses through flexible delivery mode to accountants, lawyers, bankers and others from around Australia and the Asia-Pacific region.

Rosalind has presented at national and international conferences as well as published articles and chapters in her areas of major research interest, cross-border insolvency and consumer bankruptcy. Rosalind has close links with members of both the legal and accounting professions engaged in insolvency practice. In 2006, she was appointed a member of the Insolvency Law Advisory Group established by Treasury to advise on corporate insolvency law reform. She is a

member of the Editorial Board of the Insolvency Law Journal, the leading academic journal specialising in insolvency in Australia and New Zealand.

Maurice Moses, Ernst & Young, UK

Maurice co-leads the London Mid Market Restructuring Team. His experience includes advising company Boards, their lenders and stakeholders during periods of uncertainty and crisis. He has more than 25 years of UK and international experience.

EXPERIENCE

Turnaround

- Interim CEO and CFO of private equity backed technology business
- Interim CFO of private equity backed international apparel group
- Lead UK advisor in the operational restructuring of a global manufacturer of cathode ray televisions

Business Reviews

- Professional services – international property consultants
- Engineering services –turbine jet engines

Administrator

- UK Retail: luggage – 300 units
- UK Retail: Ladies apparel – 40 units
- Various other sectors including employment agencies hotels and leisure, construction

SKILLS

- Bringing a commercial and practical perspective to complex restructuring situations
 - Broad sector experience
 - Leadership and direction in times of change
 - Appointed to Boards as CEO/CFO/CRO to lead turnarounds
 - Chartered Accountant and licensed Insolvency Practitioner
 - Wide experience in insolvency practice
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Paul Omar, Assistant Professor, University of Sussex, UK

Paul J. Omar was educated in Malaysia and the United Kingdom. He obtained his LLB at the University of Exeter in 1989 and was called to the Bar of England and Wales at Gray's Inn in October 1990. He spent his first six months in chambers at 1 Crown Office Row (Rodger Bell QC), followed by a recognised stage with Gide Loyrette Nouel in Paris. He was admitted as an Advocate and Solicitor of the High Court of Malaya in December 1991 following a period of recognised pupillage at Azman Davidson and Co, a firm of advocates and solicitors in Kuala Lumpur, Malaysia. After a further period of practice with Gide Loyrette Nouel as an avocat étranger, he returned to academic life and completed two degrees at Sussex University. A masters degree in International Commercial Law was obtained in 1996 with a dissertation focusing on a comparison of French and British insolvency laws. A later DPhil on the topic of the European Insolvency Convention (later Regulation) was obtained in 2002. While reading for the doctorate, he also spent time in France on a stage with Borloo Saigne et Associés, specialists in corporate insolvency law. Following this, he began tutoring at Sussex University and later obtained a lectureship at the University of Wales Swansea. He has now returned to a position at the University of Sussex. His research interests are in the corporate field, particularly insolvency law, especially in its comparative and international dimensions.

Bob Rajan, Alvarez & Marsal, UK

Bob Rajan, a Director with Alvarez & Marsal, brings more than nine years of cross-border advisory and transactional experience in a number of high profile global restructurings. Mr. Rajan has assisted and advised corporates, large creditor syndicates, customer groups and boards. He has experience working for clients located in North America, Europe, Latin America and Australia.

For the past year, Mr. Rajan has been part of the A&M team advising Visiocorp plc (formerly Schefenacker), a €800 million revenue tier one automotive supplier of mirror and electrical components, with operations in Europe, North and Latin America, Asia, and Australia. At Visiocorp, Mr. Rajan initially performed a variety of activities including the development and implementation of a plan for the solvent liquidation of a manufacturing plant as well as assisting in the negotiation and completion of a refinancing and unwinding several business separation issues/contracts to enable the previously-owned lighting components division to be split from the core mirror components business.

Currently, Mr. Rajan is in an interim finance role at Visiocorp and is also heading up a number of special projects involving the divestiture of certain non-core assets, consolidation of manufacturing facilities and developing and negotiating social plans with respective worker unions.

Prior to joining A&M, Mr. Rajan was a Director with PricewaterhouseCoopers in New York and Toronto. Most recently, he was part of a team that assisted in the rebuilding of the US restructuring business of PwC, based in New York.

Over the past few years, Mr. Rajan has concentrated his efforts in the automotive and manufacturing industries, but brings experience across a range of industry sectors. Some of his notable recent assignments include: advising a global tier one supplier preparing and advising on the restructuring of its troubled supply base; advising the board of a large tier one supplier to perform a financial, operational and forensic investigation of its Mexican subsidiary; performing due diligence services for a large hedge fund on a potential acquisition of a US automotive manufacturer; advising a southern regional transit authority system on developing its restructuring plan following a natural disaster; providing restructuring advice, valuation and option analysis for the secured lender of 23 printing companies; advising a global technology company that filed bankruptcy / insolvency in more than 15 countries and reorganization plans concurrently in the US and Belgium; assisting management in developing a comprehensive turnaround business plan for a 168 retail pharmacy store chain in the US; and acting as receiver and receiver-manager to operate and sell several construction and manufacturing businesses, which typically included forensic investigations.

Mr. Rajan received a bachelor's degree, with distinction, in biophysics from the University of Western Ontario. He holds a master's degree in business administration (MBA), with concentrations in accounting and finance, from the University of Toronto. Mr. Rajan is a Chartered Financial Analyst (CFA), Certified Public Accountant (CPA) and Certified Insolvency Restructuring Advisory (CIRA).

A Canadian national, Mr. Rajan is conversational in French and Spanish.

Janis Sarra, Professor, Faculty of Law, University of British Columbia, Canada

Dr. Sarra is Professor of Law, University of British Columbia Faculty of Law, Vancouver British Columbia, founding Director of the National Centre for Business Law and former Associate Dean of the Faculty. In 2004, she was awarded title of Distinguished University Scholar for her work in corporate and securities law. Dr. Sarra is one of two INSOL Scholars for 2006-2007. She holds the Honourable Lloyd Houlden Fellowship in Insolvency Law for 2008-2009.

Dr. Sarra teaches commercial insolvency law, corporate and securities law, contract law and law and economics at the UBC Faculty of Law. She was a commercial and labour arbitrator prior to joining the Faculty of Law in 2000, and is a member of the Bar in Ontario. Dr. Sarra previously taught advanced corporate law at the Faculty of Law University of Toronto and taught at the Faculty of Business Ryerson University. She is a Senator of the University of British Columbia. Dr. Sarra is a member of the European Corporate Governance Institute, The Insolvency Institute of Canada, the American Bankruptcy Institute, INSOL Academics Forum, the International Insolvency Institute, the Canadian Bar Association and the Canadian and American Law and Economics Associations, and researches and writes in the areas of corporate, securities law and commercial insolvency law. She previously sat on the Board of Directors for the Canadian Association of Insolvency and Restructuring Professionals as an outside director and was a director of the Canadian Insolvency Foundation. She has published extensively in the area of commercial insolvency law.

Peter Spratt, PricewaterhouseCoopers LLP, UK

Peter Spratt is the Global Leader of PricewaterhouseCoopers Crisis Management practice. Peter has worked in restructuring for over 25 years. He is a partner in PricewaterhouseCoopers' Business Recovery Services practice in London, although he has spent time working in many countries, including four years in the US where he led the PwC Corporate Advisory and Restructuring LLC practice.

Throughout his career, Peter's primary focus has been assessing and restructuring under-performing businesses for their shareholders. He has led a number of high profile strategic and business reviews of companies in varying stages of difficulty, as well as acting as receiver or administrator in corporate insolvencies. Peter has specific expertise in dealing with cross-border insolvency and he has worked in Europe, Asia, UK, North and South America. Most of the work Peter has undertaken has involved business analytics, options assessment and implementation. A selection of the restructurings he has led/worked on include Parmalat Group of Companies, Marconi PLC, Daewoo and RSL Communications.

Peter is an Associate of the Institute of Chartered Accountants in England and Wales, Fellow of the Association of Business Recovery Professionals, Freeman of the Worshipful Company of Shipwrights, and Freeman of the City of London.

Michael Veder, Professor, Utrecht School of Law, The Netherlands

Michael Veder is Professor of Law at the Molengraaff Institute of Private Law (Utrecht School of Law, the Netherlands). He specialises in (international) property law, (international) insolvency law and security rights, fields in which he also gained extensive practical experience as an attorney in the Amsterdam office of De Brauw Blackstone Westbroek. He holds a doctorate in law from the University of Nijmegen and is author of *Cross-Border Insolvency Proceedings and Security Rights* (2004). Michael is secretary of the Government Committee on Insolvency Law (*Commissie Insolventierecht*) that advises the Dutch government on the future reform of insolvency law and a Fellow of the Business & Law Research Centre (University of Nijmegen). He regularly publishes and lectures on matters of property law, insolvency law and private international law.

Bob Wessels, Professor, University of Leiden, The Netherlands

Bob Wessels is Professor of International Insolvency at the University of Leiden, The Netherlands and Distinguished Adjunct Professor of International and Comparative Law, St. John's University, New York, USA. In the field of insolvency law his affiliations include being the founder and first chief-editor (1995-1997) of *Tijdschrift voor Insolventierecht* (Dutch Insolvency Law Review), Member of the Netherlands Royal Committee to advise on the renewal of the Netherlands Bankruptcy Act, Member of the Core Group of the Academic Wing of Insol Europe, Director of the Board of the International Insolvency Institute (III), International Fellow of the American College of Bankruptcy and member of the American Law Institute.

In recent years he was Visiting Professor at Universities in Frankfurt (Germany) and Liège (Belgium). He published hundreds of articles and twenty-five books (in Dutch) on all topics of civil and commercial law and he is co-editor and author of *Tekst & Commentaar Insolventierecht* (Text and Commentaries Insolvency Law, 5th ed., 2006) and of Wessels *Insolventierecht* (Insolvency Law) (10 Volumes) (1999 – 2003). In the second edition of this series, to appear as of 2006, Vol. X on International Insolvency Law (670 pp., written in English; was published.

Since 1987 Bob Wessels is Deputy Justice at the Court of Appeal, The Hague. He acted as Special Technical Consultant to the IMF, the World Bank and the European Commission (TAIEX) advising in Indonesia (Jakarta), Georgia (Tbilisi) and Estonia (Tallinn) on implementing their new insolvency laws. He is an advisor in matters of contract law, corporate law, financial law, (international) insolvency law. His clients included Arcadis, Rabo Bank Netherlands, Royal Aircraft Fokker, United Pan-Europe Communications (UPC), Yukos Oil, KPNQuest and BenQ Mobile.

Glenn Wight, Ernst & Young, UK

Glenn is an Assistant Director in Ernst & Young's London Restructuring practice. He has worked for over 10 years in the transaction advisory market, and has experience providing independent reviews to corporates, private equity investors and lenders. He has led many multi-disciplinary and international buy-side, sell-side and restructuring assignments. He is currently on a 12-month secondment to a UK clearing bank, managing a portfolio of distressed loans.

Lecturers are subject to change.



Application Process

As part of the entry application process, the participant must complete a test of 7 multiple choice questions, and in some cases, a telephone interview. The multiple choice questionnaire can be found at the end of this brochure. This must be completed and returned with your application form.

Prior to Module A

A case study for submission by the 6 September 2010 (10 Units)

Module A

London	3-6 October 2010	
3 Oct	Welcome Dinner	Guest speaker
4 Oct	Prior to Session 1	Introduction to course
4 Oct	Session 1	Nature and Sources of International Insolvency Law
4 Oct	Session 2	Management and Business Failure
4 Oct	Dinner	Guest speaker
5 Oct	Session 3	European Union Regulation on Insolvency Proceedings
5 Oct	Session 4	European Union Regulation on Insolvency Proceedings (cont'd)
	Free evening	
6 Oct	Session 5	Accounting & Finance
6 Oct	Session 6	Work Out Clinic

Interval between Module A & B

Complete a case study on Sessions 1-6 (20 units)

Write short paper (topic to be approved) (20 units)

Module B

Singapore	10-13 March 2011	
10 March	Welcome Dinner	Guest speaker
11 March	Session 7	Discussion of Take-home Case Study
11 March	Session 8	UNCITRAL Model Law on Cross-Border Insolvency (1997)
12 March	Session 9	US Bankruptcy Code Chapter 15
12 March	Session 10	Cross-Border Insolvency Regulations 2006 in UK
13 March	Session 11	Latest Developments
13 March	Following Session 11	Oral exams
13-16 March	INSOL Singapore Conference	

Module B Oral Examination

Individual oral exam, based on materials from Modules A and B and the individuals short paper. (20 units). Candidates are allowed to use and consult all their course materials ('open book').

Module C

9-13 May 2011

Practical Section: This section accounts for 30 course units. This section represents a minimum of 36 hours preparation and contact time. In actual practice, however, the intensive nature of the exercise may require more of this time (20-25 hours) to be spent on-line in contact with fellow participants.

This section of the course is scheduled to take place over an intensive one-week period, time must be set aside from your regular office activities to fully take part in this module. Participation of Module C is dependent on successful completion of Module A and B. Participants must be sufficiently computer literate to complete Module C. At the time of registering, participants are required to commit the time to undertake Module C. Participants require access to a high speed broadband connection. Out of office hours accessibility to such a computer will be required to complete Module C as well as access to a video conference facility for the live court hearing.

Literature

Every module session prescribes required reading and additional literature. Participants are advised to study the required reading well before the start of a module. Additional literature is provided as background reading to the course.

Required reading will be available on the INSOL website. Additional literature will be available on the website or be made available before or during sessions. It is intended to add these additional materials to the website, unless copyrights will not allow us to do so. In such a case hardcopies will be distributed only to be used in the context of the programme for your own use and study.

Additional literature per session will be available no later than 14 days before the start of a module. In general it will consist of recent cases or articles or examples of best practice. The aim of additional literature is to capture the most relevant latest developments and the most recent experiences of the lecturer that has been invited for the specific session.

All materials are intended for study. The information and opinions they contain are not intended to be a comprehensive study or to provide legal advice. Before taking action based on these materials legal advice should always be sought. Neither INSOL International, the Course Advisory Committee nor the lecturers in the programme bear responsibility for any errors or omissions contained in the materials.

Web based Learning

To access the course website, a password will be issued as soon as registration in the programme has been confirmed, which is after an application has been approved by the Core Committee and after receipt of full payment of the tuition fee. Between the residential modules, participants will use a web-based learning space designed for the programme. Participants require access to a high speed broadband connection. Out of office hours accessibility to such a computer will be required to complete Module C as well as access to a video conference facility for the live court hearing. It is essential that participants have access to video conference facilities for the live court hearing at the beginning of Module C on Monday 9th May. **Please note that whilst INSOL will give every assistance possible, it remains the responsibility of the participant to source and (if necessary) to fund the provision of such facilities.**

Session overview

Below follows a brief description of each session's topics. A detailed overview, including literature to be studied, is provided in the Programme Handbook for participants.

Module A London	3-6 Oct 2010	
3 Oct 2010	Welcome Dinner	Guest speaker
4 Oct 2010	Prior to Session 1	Introduction to Course
4 Oct 2010	Session 1	Nature and sources of international insolvency law
		Variety in nature and sources of international regulation
		Current debate regarding approaches to models and solutions for an effective international insolvency law regime
		Regional regulation: Latin America / NAFTA / Africa (OHADA) / Asia (ADB)
		UNCITRAL Legislative Guide
		Best practice examples, including INSOL International's Statement of Principles for A Global Approach To Multi-Creditor Workouts.
4 Oct 2010	Session 2	Management
		Causes of business failure
		Early warning signs of decline/failure
		Stages of the turnaround process
		Management change
		Situation analysis
		Design and selection of a turnaround strategy
		Emergency action
		Business restructuring
		Return to normal
4 Oct 2010	Dinner	Guest speaker
5 Oct 2010	Session 3	European Union
		The system of the European Union Regulation on Insolvency Proceedings and the Directives, entered into force 31 May 2002, including the main characteristics of Directive 2001/17/EC and Directive 2001/24/EC on the reorganization and winding-up of insurance undertakings and of credit institutions.
		Detailed treatment of the EU Insolvency Regulation, including court cases
		Jurisdiction
		Recognition
		Cross-border communication and co-operation
5 Oct 2010	Session 4	European Union (cont'd)
		Detailed treatment of the EU Insolvency Regulation, including court cases (continued):
		Conflict of Law rules, especially:
		Rights in rem
		Set-off
		Contract of employment
		Detrimental acts
5 Oct 2010	Free evening	

6 Oct 2010	Session 5	Accounting & finance
		Understanding financial statements
		Cost of capital
		Valuation of business
		Capital structure
		Sources of capital
		Shareholder value
		Cost analysis
		Profit planning and budgetary control
		Performance measurement
		Tax awareness
6 Oct 2010	Session 6	Work Out Clinic
		In depth case study concerning a loan work out, including a debt for equity swap. The case study provides an overview of the company's activities and the causes of its financial problems.
		During the Clinic:
		- key elements of the corporate restructuring plan are highlighted
		- issues involved in restructuring the company's debt are examined
		- sources and arrangement for new finance are debated
		- an overview of the debt for equity swap component of the transaction is provided

Module B Singapore	10-13 March 2011	
10 Mar 2011	Welcome Dinner	Guest Speaker
11 Mar 2011	Session 7	Discussion of take home case study II
11 Mar 2011	Session 8	UNCITRAL Model Law on Cross-Border Insolvency (1997)
		Model Law as legislative instrument
		Guide to Enactment Key points of the UNCITRAL Model Law on Cross-Border Insolvency Its adoption by several countries (e.g. Mexico, South Africa, Japan, Poland, Romania) American Law Institute's Guidelines for Court-to-Court Communication Using Protocols, including examples
11 Mar 2011	Dinner	Guest speaker
12 Mar 2011	Session 9	Chapter 15 US Bankruptcy Code
		Key points of Chapter 15, including court cases
12 Mar 2011	Session 10	Cross-Border Insolvency Regulations 2006
		United Kingdom: layered regime on international insolvency provisions
		Key points of the Regulations 2006, including court cases
12 Mar 2011		Evening Preparatory work on Module C
13 Mar 2011	Session 11	Latest developments in international and comparative law, recent court cases, sharing of experiences
13 Mar 2011		Oral examinations in the afternoon
13 Mar 2011	Welcome reception	INSOL Conference Welcome Reception
13-16 Mar 2011	INSOL Singapore	INSOL Conference

Module C	9-13 May 2011	
9-13 May 2011	Practical Section	This module accounts 30 units the course .
9 May 2011		Video conference call or appearance in London or New York court
9-13 May 2011		This section represents a minimum of 36 hours preparation and contact time. In actual practice, however, the intensive nature of the exercise may require more of this time (20-25 hours) to be spent on-line in contact with fellow participants.
		This part of the course is scheduled to take place over an intensive one-week period. It only can be followed after successful completion of Module A and B.
		Participants must be able to commit to this time when registering to undertake Section C. Participants will be trained to gain familiarity and facility with the e-learning platform in advance of the simulation.
		Rationale of this section is to teach “Workout Simulation in Global Comparative and International Insolvency Law”. The course will concentrate on how to successfully negotiate and receive court approval of an insolvency workout for a debtor corporation that has assets and operations in at least five countries.
		Building on the information and skills acquired during Modules A and B of the course, participants will use their familiarity with the UNCITRAL Model Law as well as the statutory requirements regarding restructuring of several key jurisdictions, together with relevant case-law on corporate rescue and liquidation, to represent and negotiate on behalf of interested parties in the simulation.
		The simulation involves one video conference motion before a court and one week of asynchronous e-learning platform based negotiations and court proceedings.
		Assessment of course participants is by successful participation in and completion of the exercise. Assessment criteria will be provided at the outset of simulation and are measured on the basis of an understanding of relevant law, an understanding of complexity of cross-border proceedings and the demonstration of negotiation skills and team skills.
		Learning Outcome: by the end of this section, the course participant should be able to: - Acquire and apply an understanding of the dynamics of cross-border workouts; - Consolidate and apply learning (regulatory, accountancy, etc.) to that point in the course; - Enhance skills in team work in terms of aligned interests in the workout; - Understand the financing and control issues raised by cross-border proceedings.



The Global Insolvency Practice Course is a postgraduate certification programme with a duration of approximately nine months. The Global Insolvency Practice programme is the result of INSOL International's strong relationships with a community of academics, specialised in international and comparative insolvency law. These academics work, like the members of INSOL International, in all continents of the world. To allow participants to enjoy a stimulating learning environment, the programme will be held in one of the cities where the universities are located. The other module will be organised in conjunction with one of INSOL's yearly conferences. In addition to following the sessions of the programme, the participants will be able to attend the INSOL Annual Conference that takes place during their course to learn from practical experiences and exchange views with practitioners, academics, judges and lenders from all over the world.

The Global Insolvency Practice Programme for 2010-2011 starts with enrolment by 30 July 2010. Course preparatory work will commence in August 2010 and the course will conclude in May 2011. The course is divided into three parts. The duration of the first two modules, A & B, are two three day meetings. Module C, which will take place over (parts of) five days and is conducted on line. Module A will allow participants to get to know one another.

Module A: Three day face to face meeting
Date: 3-6 October 2010
Venue: London, London University

Module A contains 6 sessions of 4 hours. Preparation time: 4 hours per session

Module B: Three day face to face meeting
Date: 10-13 March 2011 (followed by INSOL Conference 13-16 March 2011)
Venue: Singapore prior to the INSOL Singapore Conference. Delegates of the Global Insolvency Practice Course are extended an invitation to attend the conference to further their studies. No additional fee to attend the conference is required. Accommodation is not provided for the Fellowship Course or Conference.

Module B has 5 sessions of 4 hours. Preparation time: 4 hours per session. The venue also serves as the location for the oral exams.

Module C: Five days on line sessions (part time, given different time zones)
Date: 9-13 May 2011
(In association with and organised by the National Centre of Business Law University of British Columbia, Vancouver, Canada).

Module C represents a minimum of 36 hours preparation and contact time.

Prior to Module A, each participant is to answer a short Case Study and submit it by the 6 September 2010.

The break between modules A and B will be around 4 months. In this period, one case study and a short paper must be submitted.

Module C is an on-line training and will take place in May after finalising Part B. Course descriptions are given in the Programme Handbook.

Work to be produced by Participant during the course

- A take home short case study prior to Module A to submit by 6 September 2010
- Proposed short research paper topics to submit by 25 October 2010 for approval by 5 November 2010
- The writing of a short research paper prior to Module B to submit by 10 January 2011
- A take home case study prior to Module B to submit by 14 February 2011
- An oral exam at the end of Module B
- Hypothetical case involving video and e-learning platform – Module C

Practical arrangements

Participants need to make a number of practical arrangements before or after arriving at the location in London and Singapore. The INSOL Office is able to assist them individually in these matters.

Checklist

Before travelling you must have:

- a valid passport;
- a visa or Authorisation for Temporary Stay (MVV), if applicable;
- a letter of acceptance confirming that you are taking part in the programme;
- a medical insurance & travel policy.

Module C video conference hearing and e-learning platform

It is essential that participants have access to video conference facilities for the live court hearing at the beginning of Module C on Monday 9th May. Please note that whilst INSOL will give every assistance possible, it remains the responsibility of the participant to source and (if necessary) to fund the provision of such facilities.



Qualification of the course will be calculated after taking into account the results of a variety of examinations.

The following examinations will take place.

Case Study 1

To be completed by the 6 September 2010 prior to Module A 10 Units

Examination after Module A

Take home case study II (on Sessions 1-6) 20 units
 (to be discussed during Session 7)
 To be completed by 14 February 2011

Short paper (topic to be approved by 5 November 2010) 20 units
 To be completed by 10 January 2011

Examination during Module B

Oral exam (of max. 30 minutes) 20 units
 13 March 2011

Module C:

9-13 May 2011 inclusive
 Hypothetical case involving one video conference motion before
 a court and one week of asynchronous e-learning
 platform based negotiations and court proceedings. Assessment
 based on successful participation in and completion of the exercise 30 units

Total 100 units

In all 100 units, reflecting 174 hours of study, over a period of nine months:

Prior to Module A		Case Study 1	6 Hours	Total 6 hours
Module A	6 sessions 3-6 Oct 2010	24 hours face to face	6 x 4 = 24 hours preparation	Total 48 hours
		1 Take home case study	12 Hours	Total 12 hours
Module B	5 sessions 10-13 March 2011	20 hours face to face	5 x 4 = 20 hours preparation	Total 40 hours
		Short Paper 16 hours		Total 16 hours
		Preparation for oral exam 16 hours	Exam appr. 30 minutes	Total 16 hours
Module C	Video conference (or court appearance in New York or London if you are located there) and e-learning platform. You must have 9 May 2011 available to participate. 9-13 May 2011	36 hours		Total 36 hours

The final grade shall be calculated as the sum of the individual grades given for each of the five blocks of units. This calculation shall be made to the first decimal place, and any further decimal places shall be disregarded without rounding.

The participant will be assessed on the results of the two case studies, short paper, oral exam and Module C, each of which is separately scored. Participants must pass all five examinations. Prior to Module C participants are able to retake

- Case study I & II
- Short paper
- Oral exam

Each of these retake sections of the exam will be charged a £250 retake fee per section, to be paid in advance.

Retakes can be addressed as follows as a guide to be decided by the Core Committee.

- Case study I to be resubmitted addressing specific issues
- Case study II in the form of an extended research paper (topic to be agreed)
- Short paper, either by an improved paper or a paper on a different topic (topic to be agreed)

An oral exam will be retaken at the earliest mutually convenient time but within three weeks of the original oral exam. With the written approval of the Core Committee, the retake of an oral exam can take place via conference call in a setting in which the participant will be accompanied by a person, to be selected by the Core Committee, in the country of the participant's residence.

Grading

For the grading of tests or examinations, the following grades and values shall be used: 1 to 10 out of 10. The examination is comprised of these five blocks of units, each of which is separately scored, according to the following schedule:

Case Study 1 prior to Module A	10 units
Take home Case study II (on Session 1-6) (to be discussed during Session 7)	20 units
Write short paper (topic to be approved)	20 units
Oral exam	20 units
Module C: Hypothetical case. Assessment by successful participation in and completion of the exercise	30 units

Participants must pass all five exams. The Core Committee shall decide whether a participant has passed all five exams. A 50% pass mark for each exam is required. If the participant does not achieve the pass rate retakes will be arranged as described above.

Oral examination

The oral exam is conducted by two examiners and is taken individually. The oral examination should last 30 minutes.

If more than one examiner grades an examination, the grade shall be calculated as the average of the individual grades given by each examiner. This calculation shall be made to the first decimal place, and any further decimal places shall be disregarded without rounding.

Short Paper

The subject of the paper shall be agreed upon with the Core Committee. The Core Committee assigns a faculty member to supervise the paper. One original word formatted paper must be submitted no later than the 10 January 2011 on to the website for marking.

The deadline for submission may be extended upon written request submitted no later than 1 January 2011 (e-mail is acceptable). The Core Committee shall decide on any requests for an extension. If the paper is submitted after the final deadline, it shall be deemed to be rejected.

The paper shall be organised and written according to the Paper Guidelines (included in the Programme Handbook available to participants) and accompanied by a declaration attesting that the candidate has prepared it independently (author form declaration can be found in Appendix A of the Handbook).

Paper evaluation

The paper shall be evaluated by the assigned faculty member and one further examiner, who the Core Committee shall appoint from among the course faculty lecturers and other examiners. With regard to the grade, each examiner has the right to request the participant to address criticisms through improvements or additions to the paper. If the participant declines to, or fails to, meet the request within a period to be set by the Core Committee, the examiner must grade the paper. Otherwise, following consultation between examiner and candidate, the paper may be returned to the participant candidate for revision within an agreed period. Like for the grading of other tests or examinations, the following grades and values shall be used for evaluation of a paper: 1 to 10 out of 10.

Procedural Regulations

The Core Committee can cancel the procedure of the programme at any stage or decline to award the Fellowship if, before the award of the Fellowship, it is established that:

- a) the participant has engaged in an unfair practice (i.e. cheating, including plagiarism) in relation to the procedure, or
- b) the requirements for admission to the programme have not been met.

In these circumstances no refund shall be given.



The course is open to all individuals seeking a continuing education opportunity both lawyers, accountants, insolvency practitioners and turnaround managers. Professionals within financial institutions, banks or professional services firms will benefit from this course.

References

References to people, degrees and functions in these Regulations shall apply equally to women and men. Women are requested to read the references made in these Regulations as written in the feminine form.

Minimum criteria

A candidate:

- must hold a degree or a certificate of qualification from an accredited college or faculty of law, university or professional education institute;
- possess a minimum of five years of relevant experience in the field of their work, three of which have to be in restructuring and insolvency;

To apply applicants must submit the following:

- a document reflecting a degree or a certificate of qualification from an accredited college of law, university or professional education institute;
- a statement that the candidate possesses a minimum of five years of consulting experience, three of which have been in restructuring and insolvency (see application form);
- a C.V., also describing said experience;
- a statement form from the current candidates' employer;
- completed application form.
- submit the application test questionnaire; and
- in some cases, take part in a short conference call interview with members of the Core Committee.

A candidate will go through an approval for admission process by the Course Committee.

The admission is limited to 20 candidates in order to ensure academic excellence and direct, personal contact between students and faculty.

Application

All decisions regarding admissions to INSOL International's Global Insolvency Practice Programme, including its organisation and its exams, are made by the Core Committee. The courses and examinations shall be held in English.



Tuition Fees

The tuition fee of the Global Insolvency Practice programme is set at £7,750. This fee covers tuition, teaching materials, the exams, membership of INSOL for the duration of the course, a copy of all printed INSOL publications, a delegate place at the INSOL Annual Conference held during the year of the course, complimentary INSOL membership for the duration of the course, the conferment of the Fellowship upon the successful completion of the programme requirements, password access for participants section of the INSOL Website and for Module C and availability of materials, certificate on successful completion and INSOL press releases, lunches as well as refreshments at both learning locations, as well as selected extracurricular activities. The tuition fee does not cover the costs of living (i.e. hotel accommodation, dinners), health insurance, materials or computer consumables. The fee also includes the delegate registration fee for the specified annual regional conference. The programme will be charged by INSOL International, which is not subject to VAT.

Collection of Fees

The claim for payment of the tuition fee shall arise on delivery of the participant's written declaration of acceptance. The tuition fee cannot be paid in instalments. Registration in the programme shall take place only after receipt of the full payment. A right to participate in the programme shall arise only on timely payment of the full payment. Payment by bankers draft or cheque only.

The INSOL Office shall specify in the billing notice, in particular:

- amount due
- date by which payment must be made; and
- account into which payment is to be transferred.

Application Deadline

Admissions will be conducted on a "rolling" basis, meaning that applications will be considered by the Course Advisory Committee as soon as they are received. Admissions will be given on a "first come first served" basis. No application fee is required.

How to apply to INSOL

Applicants, who fulfil the requirements set may submit an application form any time before the deadline of 30 July 2010. INSOL accepts applications sent by regular mail, fax or courier and e-mail. Phone registration is not accepted.

Original documents may be sent in pdf form. Once the admissions process has been completed, the applicant receives a written confirmation of registration from INSOL. It is the policy of INSOL not to return any application materials of applicants. These will be destroyed in compliance with English data protection legislation.

Cancellation by an applicant

Notification of cancellation must be received in writing (e-mail is acceptable, but is only effective if receipt has been confirmed by INSOL). Phone cancellation is not accepted. If a written notification of programme cancellation is received up to thirty business days prior to the start of the programme, a participant will be issued a credit, less a processing fee of £250, to be used for registration for the Global Insolvency Practice programme in the next 24-month period. Cancellations received within thirty business days of the start of the programme will not be refunded. **Deferrals will not be permitted once the course has started.**

Substitution Policy

Substitution is permitted up to thirty days before the start of the programme. Individual modules, tests or exams can not be substituted. Notification of substitution must be submitted in writing (e-mail is acceptable). Phone substitution is not accepted. The substitute must fulfil like requirements, including required information, as the original registrant. The same policy applies to participants on an invitation only basis approved by the Course Committee. Substitution is only valid after receiving the written consent of the Course Committee.



Cancellation by INSOL International

If a minimum number of participants is not reached, the course will be postponed, full refunds of course fee will be paid in full or held if postponement is less than six months.

Website

Written confirmation of your registration and a password and user ID to gain access to appropriate course materials will be sent on acceptance as a participant. The confirmation notice will contain complete details about the course/exam venue(s), hotel options, etc.

The course materials are an integral part of the programme and/or the preparation for tests, case studies or exam. To ensure that a participant is adequately prepared for the course modules and/or exam(s), INSOL International encourages you to register within a timeframe that ensures adequate time to receive and review the materials.

If you do not receive your confirmation notice and password and user ID within fifteen business days of receiving notification of being accepted as a participant, please contact Penny Robertson at pennyr@insol.ision.co.uk, Tel: 44 (0) 20 7248 3333.

Examinations

INSOL International shall be responsible for the organisation and administration of the examinations. The Course Committee with additional representatives will carry out the examinations. The lecturers conducting tests or exams shall be selected by the Core Committee. Unless tests must be retaken, the costs of all tests and exams is included in the tuition fee.

Outcome of Participation



The outcome of the participation in the Global Insolvency Practice Programme 2011 is a certification honouring the candidate with the designation Fellow INSOL International.

Other outcomes are:

- Listing the candidate's name on INSOL International's website as a Fellow;
- Press release of the results of the course, to be sent to a selected group of reviews and magazines on turnaround and insolvency, two of which may be chosen by the candidate;
- Press release of the results of the course, to be sent to two professional organisations.
- Participants that are awarded the Fellowship have an awareness of the mechanics of how international insolvency issues in a large part of the world are solved. They will have an increased understanding of the complexity of related questions and the principles underlying possible solutions, allowing them to make continuing and useful contributions to the improvement of the services to clients and other interested parties.
- A participant's credibility as an expert in matters of international insolvency will be recognised.
- Fellows will receive a 30% discount on all future INSOL Seminars/Conferences/Quadrennial delegate fees.
- The participant who is first in class will be allocated a free delegate's place at the 2012 INSOL Annual Conference as a prize for being first in class.
- The top three Fellows will be recognised as passing with honours.
- An awards ceremony where certificates will be awarded will take place at the INSOL 2012 Annual Conference.
- Successful candidates after completing the programme will be able to use the title Fellow INSOL International in all their professional publicity.
- Participants who successfully complete the programme automatically become members of the INSOL International Fellowship Alumni Association, which includes membership of INSOL International.

Completion of the course is the only way to obtain an INSOL Fellowship.



INSOL Conferences

All Fellows will receive a 30% discount off future INSOL conferences delegate fees.

Fellowship Alumni Website

A secure separate site on INSOL web site to include contact details and bios of Fellows. The site will also have an area for Fellows to post details of any cases they have worked on or other developments in their region that might be of interest to others. It will also include a section for forthcoming events/meetings.

Networking events

Existing fellows will be invited to dinner with new intake of fellows at each module.

There will be a Fellowship table at INSOL conference dinners.

INSOL will arrange a reception or dinner, where possible, for fellows in the region where INSOL may be hosting either conference/seminar/training course/board meeting or other.

Fellows will be invited to participate in younger/new members reception prior to each conference as ambassadors of INSOL.

INSOL will look to arrange specific formal educational or social programmes at INSOL Conferences for the benefit of Fellows. Exact details to be decided by the Alumni Committee.

As the number of Fellows increases INSOL will look to host more dedicated events.

INSOL Directory

Fellows will have a specific page in the INSOL annual directory listing their contact details. The directory is sent to all 9,500 INSOL members world-wide.

INSOL World, the quarterly journal of INSOL International

Fellows are requested to submit articles for younger members section in INSOL World.

E mail group

The Fellowship round robin e mail group will be available for requests for advice, contacts, feedback.



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INSOL International is not responsible for any changes in the information provided in this brochure that might occur after the printing. Possible candidates should always refer to the INSOL Office for the latest update available.

Provided literature may refer to links to other websites. INSOL International makes no representation whatsoever regarding the content of any other websites, which you may access whilst participating in this programme, as INSOL International has no control over the content of these websites and cannot guarantee the reliability or accuracy of any external information to which is linked.



Fellow of INSOL International

International Association of Restructuring, Insolvency & Bankruptcy Professionals

APPLICATION FORM CLASS 2010-2011

This form may be completed electronically on the INSOL Website or downloaded and posted or faxed to INSOL International. www.insol.org INSOL International, 6-7 Queen Street, London EC4N 1SP, Tel: 44(0) 20 7248 3333, Fax: 44(0) 20 7248 3384.

Please answer each question clearly. If completing the form by hand please write clearly in blue or black ink. Please include any required additional documentation with your application by the 30 July 2010. Class size is limited to 20 participants so applicants are encouraged to submit their application as soon as possible.

All applications will be reviewed by the Core Committee, as it is important to the course to have an international mix of delegates in order to achieve maximum benefit from the educational and networking opportunity.

Computer skills – All participants must be skilled in the use of computers as all materials will be made available on the INSOL website and participant papers will be stored in dedicated folders for marking and return to participants.

1. Personal Information

Name: First _____ Middle _____ Last _____

Date of birth: ____/____/____ Sex: Female Male Place of birth: _____

Nationality: _____ E-mail: _____ Telephone: _____

First spoken language: _____ Other languages: _____

If English is not your first language are you proficient conversing and writing in English. Yes: No:

Home Address: _____

Person to be notified in case of emergency. Name, address, telephone, relation to participant.

2. Work Experience

Present Employer: _____

Address of Employer: _____

Type of organisation: Accountants Law firm Government Regulatory Other _____

Position: _____ Start date: _____

Description of work: _____

Previous Employer: _____

Address of Employer: _____

Type of organisation: Accountants Law firm Government Regulatory Other _____

Position: _____ Start date: _____

Description of work: _____

3. Educational Record

Please list each professional qualification and the year and grade achieved:

Qualification: _____ Year: _____

Qualification: _____ Year: _____

Qualification: _____ Year: _____

Qualification: _____ Year: _____

Please list each degree separately:

Degree: _____ Year earned: _____ Grade: _____

College or University: _____ Field of Study: _____

Degree: _____ Year earned: _____ Grade: _____

College or University: _____ Field of Study: _____

Degree: _____ Year earned: _____ Grade: _____

College or University: _____ Field of Study: _____

Degree: _____ Year earned: _____ Grade: _____

College or University: _____ Field of Study: _____

Publication books or articles:

Publisher	Title	Date
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Attach appendix if required.

Please state the number of years you have worked in the field of insolvency & turnaround: _____

Please state in the past year how many hours have been dedicated to insolvency and turnaround: _____

4. References:

Two professional references are required. Referees must be familiar with your work or your previous studies.

Name: _____

Address: _____

Telephone: _____ Fax: _____ E-mail: _____

Name: _____

Address: _____

Telephone: _____ Fax: _____ E-mail: _____

5. Finances:

Please indicate how you intend to finance the course fee and additional travel & accommodation expenses:

6. Insurance Cover:

Please confirm that you have travel and health insurance in place as Module A and B will take place in London and Singapore. Yes: No:

7. Please state why you would like to be considered for a place on this course:

8. Please state what you are expecting out of the course:

9. Please ensure the Statement form is signed and returned with your application form.

Signature of Participant

I confirm that the information given is complete, true and accurate.

Name: _____ Date: _____

Statement Form of current employer

I confirm that _____ who is applying for a place on the Global Insolvency

Practice Course is known to me and that the information contained within this

form is true and accurate.

Name: _____

Firm: _____

Position: _____

Date: _____

Confirmation will be sent of receipt of the application.

Please contact the INSOL office if you do not receive confirmation within 48 hours.

Contact Information:

Penny Robertson
Course Administrator
INSOL International
6-7 Queen Street
London
EC4N 1SP

Tel: 00 (44) (0) 20 7248 3333
Fax: 00 (44) (0) 20 7248 3384
E-mail: penny@insol.ision.co.uk

Disclaimer

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Travel & Health Insurance

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Millstone Automotive Holdings Inc

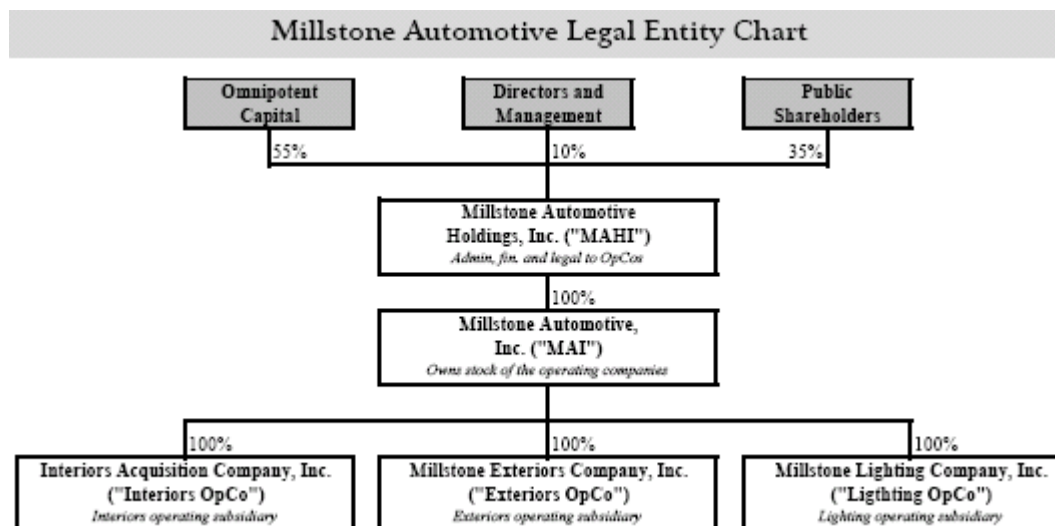
Case Study

INSOL Fellowship 2008

"This is an adaption of a case problem prepared by Houlihan Lokey Howard & Zukin and is reprinted with the permission of the American Bankruptcy Institute, Corporate Restructuring Competition"

Dominelli, the chief executive, received his second call in as many days with bad news. General Motors (“GM”) was alerting him that it decided to dramatically cut vehicle production over the next two years to compensate for declining sales and increasing inventories. The previous day, Dominelli received a similar call from Daimlerchrysler AG (“DCX”) in which he learned of its plans to dramatically cut back production levels for the next 18 to 24 months. Although Dominelli hadn’t yet heard from Ford Motor Company (“Ford”), he was confident of a similar call, as the dynamics of declining market share, shrinking overall sales and increasing inventories were problems for each of GM, DCX and Ford (collectively the “Big Three”). As a result of the announced and anticipated production cuts, Dominelli and Betty Graham, Millstones’ Chief Financial Officer, have concluded that Millstone will no longer be able to achieve the projected financial performance as laid out in the former business plan and would most likely be in default of their covenants in 3 months time. Graham’s analysis of the impact of the Big Three production cuts also shortened the estimated period of time under which Millstone’s existing liquidity will be sufficient for continuing operations. Under the revised cash flow projections, the existing liquidity will be exhausted at the same time, assuming that no large trade creditors demand early payment based on concerns regarding Millstone’s financial health.

Millstone is a Tier 1 supplier to the North American automotive industry. The Company’s stock is traded publicly on the American Stock Exchange and 55% of the stock is owned by Omnipotent Capital (“OC”), a private equity fund based in Valhalla, NY. The Company’s legal entity structure is comprised of a parent and subsidiary holding company with operations contained in three subsidiary entities as presented below.



The Company’s operations and products are broken down into three groups:

- (i) exterior steel body panels (“Exteriors”);
- (ii) lighting assemblies (“Lighting”); and
- (iii) interior components (“Interiors”).

For the fiscal year ended December 31, 2005, the Company generated \$1.7 billion of revenue and \$115 million of EBITDA (defined as operating income plus depreciation and amortization expenses). Based on preliminary results for December 2006, Graham has estimated that Millstone will generate \$1.6 billion in revenue and \$75 million of EBITDA for fiscal year 2006. A significant decline in margin between 2005 and 2006 is related to price concessions demanded by both GM and Daimler-Chrysler and overall declines in production which have negatively impacted unit costs. In addition operating cash flow will be adversely affected by the termination of the accelerated payment programs operated by the “Big Three” automotive suppliers at the end of 2005. This will increase average receivables balances by 15 days.

The Company spent nearly \$68 million in annual debt service obligations (approximately \$56m in cash interest payments and \$12 million in principal reduction) in 2005 and historically has incurred approximately \$80 million in annual capital expenditures / tooling costs. Capital expenditures in 2006 are abnormally high as a result of the acquisition of US land and building (\$25m) acquired to expand the Lighting Group manufacturing capacity in 2008.

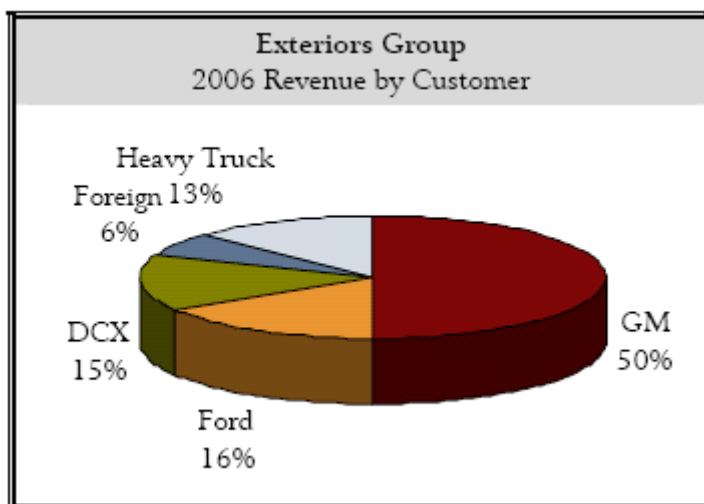
Millstone is headquartered in Flint, Michigan and has eight domestic manufacturing locations across plus Mexico. The Company operates through the following three groups:

Millstone Segment Summary

	<u>Exteriors</u>	<u>Lighting</u>	<u>Interiors</u>
2006 Sales:	55% of Sales	22% of Sales	23% of Sales
Product Offerings:	Door Panels; Body Side Panels; Roofs; Hoods; Trunks; Tailgates	HID Lighting; LED Lighting	Overhead Consoles; Dashboard; Glove Box; Interior Trim Panels; Interior Door Panels
Outlook:	Declining sales following production cuts and weaker margins given GM's recent price-down demands. Longer term, uncertain new platform opportunities as products gradually transition to alternative materials.	Growing sales and margins with numerous expansion opportunities due to technology leadership. Expectation of a new domestic production facility coming on line in the next several years.	Diminishing sales and weakening margins as a result of over-capacity in the industry.

Exteriors Group

Millstone's Exteriors Group focuses on the design, engineering and manufacturing of exterior steel body panels (e.g., doors, tailgates, hoods and roofs). Millstone is a leading producer of these products and has the greatest capacity for large steel stampings used for doors and tailgates in North America.



Exteriors Group
Historical and Projected Financial Performance
(*\$ in millions*)

	Actual 2003	Actual 2004	Actual 2005	Actual 2006	Projected 2007	Projected 2008	Projected 2009	Projected 2010	Projected 2011	Projected 2012
Revenue	\$ 879	\$ 961	\$ 922	\$ 858	\$ 752	\$ 767	\$ 805	\$ 837	\$ 871	\$ 906
Sales Growth %		9.9%	-4.0%	-7.0%	-12.9%	2.0%	5.0%	4.0%	-1.0%	4.0%
Cost of Goods Sold	782	865	830	785	692	706	733	758	788	820
Gross Profit	97	96	92	73	60	61	72	80	83	86
Gross Margin %	11.0%	10.0%	10.0%	8.5%	8.0%	8.0%	9.0%	9.5%	9.5%	9.5%
Selling, General & Administrative	52	57	55	62	61	59	61	62	63	63
Operating Income (Loss)	45	39	33	11	(1)	2	12	18	20	23
Operating Margin %	5.1%	4.1%	3.6%	1.3%	-0.1%	0.3%	1.5%	2.2%	2.3%	2.5%
Depreciation & Amortization	37	37	38	39	39	40	41	42	42	43
EBITDA	\$ 82	\$ 77	\$ 71	\$ 50	\$ 38	\$ 42	\$ 53	\$ 60	\$ 62	\$ 66
EBITDA Margin %	9.3%	8.0%	7.7%	5.8%	5.1%	5.5%	6.6%	7.2%	7.1%	7.3%
Capital Expenditures	42	44	43	43	44	48	42	44	43	40

Notes:

- Financials are pro-forma and have been adjusted to reflect acquisitions.
- All projected values are based on Millstone management's projections after consideration of the current Big Three production cuts.
- Divisional financial information excludes corporate and restructuring related expenses.

Historically, the group was very profitable. The size and weight of these products requires very large capacity press operations as well as paint facilities. Millstone and only one competitor, BK Industries (“BK”), have the facilities that are able to fabricate these parts. Two years ago, a significant portion of BK’s large exterior business was transitioned to an aluminum fabricator, causing BK’s steel fabrication utilization to decline. Consequently, BK put together a proposal for GM relating to some “take-away” business from Millstone at a very competitive price. After a considerable number of meetings, GM agreed to maintain the production of the targeted parts with Millstone however, GM used this opportunity to demand a substantial reduction. This has caused the Exteriors Group to experience a substantial drop in unit margins in 2006 in comparison to 2005.

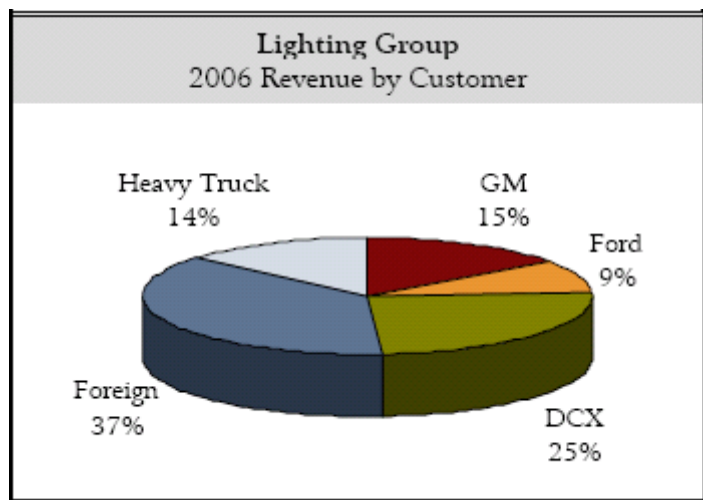
OEM production cuts are likely to have a significant negative impact on 2007 revenues, the use of automotive steel body panels is declining in favour of lighter-weight metals (e.g., aluminum) and composite materials which reduce vehicle weight, yielding improved fuel efficiency. The production cuts alongside recent raw material price rises have had a significant adverse impact on unit costs. The Company has considered various strategic alternatives relating to the Exteriors Group, including merger alternatives with other steel body panel suppliers, investing new capital to provide the Company with the capabilities to manufacture panels fabricated from the new composite materials (the fast growing segment) and investigating nonautomotive steel product opportunities (e.g., large appliances). These investigations are relatively immature and are therefore not included in the Company’s projections. The closure of the Ann Arbor, MI plant and the transfer of production and necessary equipment to the Flint, MI facility has been evaluated. A summary of the closure analysis forecasts that closure / moving expenditures would total approximately \$3.1million and annual cash savings would be \$0.1 million (including continued lease payments but excluding any consideration of potential proceeds from a sub-lease of the property).

Lighting Group

The Lighting Group designs, engineers and manufactures a wide variety of exterior front and rear lighting assemblies for various vehicles and trailers. Millstone’s Lighting Group utilizes advanced HID and LED lighting technology and production techniques that it developed in-house. Millstone’s success with HID headlamps and LED lighting assemblies is a result of a significant investment in research and development that was led by Millstone’s R&D Director, Dr. Johannes Tesla. Millstone has numerous patents relating to each of these products and is well known in the automotive industry for superior products at competitive prices.

HID headlamps are also referred to as “xenon headlamps”. Initially offered exclusively by high-end foreign OEMs , domestic OEMs are now making HID’s either standard or optional equipment on an increasing number of vehicles. Millstone’s LED lighting assemblies, branded as “LaserLight”, are also experiencing significant year-over-year growth in various automotive and other applications. The recent demand for Millstone’s advanced X-Light and LaserLight lighting assemblies has been overwhelming from the automotive OEMs (especially Toyota and Volkswagen) and heavy truck manufacturers Freightliner and Volvo Truck. Millstone has now secured long-term supply contracts with Toyota and Volkswagen, keeping the Company one step ahead of its competitors.

The forecast revenue growth of the Lighting Group, as outlined in the table below, is assumed to remain constrained by the Company’s overall distressed financial situation.



Lighting Group
Historical and Projected Financial Performance
(\$ in millions)

	Actual 2003	Actual 2004	Actual 2005	Actual 2006	Projected 2007	Projected 2008	Projected 2009	Projected 2010	Projected 2011	Projected 2012
Revenue	\$ 279	\$ 310	\$ 341	\$ 347	\$ 368	\$ 387	\$ 410	\$ 439	\$ 474	\$ 516
Sales Growth %		11.0%	10.0%	2.0%	6.0%	5.0%	6.0%	7.0%	8.0%	8.0%
Cost of Goods Sold	262	282	305	313	330	344	357	373	403	434
Gross Profit	17	28	36	35	39	45	53	66	71	83
Gross Margin %	6.0%	9.0%	10.5%	10.0%	10.5%	11.0%	13.0%	15.0%	15.0%	16.0%
Selling, General & Administrative	16	22	21	21	23	23	24	25	27	27
Operating Income (Loss)	1	6	14	14	16	20	29	40	44	55
Operating Margin %	0.3%	2.0%	4.2%	4.0%	4.4%	5.1%	7.1%	9.2%	9.4%	10.7%
Depreciation & Amortization	17	17	19	20	20	21	21	22	23	24
EBITDA	\$ 18	\$ 23	\$ 33	\$ 33	\$ 36	\$ 40	\$ 50	\$ 62	\$ 67	\$ 79
EBITDA Margin %	6.3%	7.5%	9.8%	9.8%	9.8%	10.4%	12.3%	14.2%	14.1%	15.4%
Capital Expenditures	23	19	21	43	22	32	32	25	25	25

Notes:

- Financials are pro-forma and have been adjusted to reflect acquisitions.
- All projected values are based on Millstone management's projections after consideration of the current Big Three production cuts.
- Divisional financial information excludes corporate and restructuring related expenses.

The Company's R&D department continues to investigate various new concepts for future generation products including lights that sense the amount of ambient light and modulate intensity accordingly. Over the past few months, Graham and the head of the Lighting Group have conducted additional diligence and analysis on the expansion of Millstone's lighting business into Europe through the creation of a foreign subsidiary and the development of a new production facility. Graham's analysis shows that by 2011, expanding the Lighting Group's operations into Europe would not only be more profitable than a licensing transaction, but it would give Millstone the ability to protect and control its patented lighting technology. Such expansion, however, would require a significant upfront investment in facilities and marketing not to mention the demands placed on the existing management team. However last Tuesday, Tesla appeared in Dominelli' office frustrated by Millstone's failure to expand the reach of the Lighting Group beyond North America. At this meeting Tesla presented Dominelli with an ultimatum for one of the following courses of action:

- (a) Agree to a deal with a company in Linz, Austria which would adopt Millstone's patented technology and production methodologies and have exclusive international production and naming rights for Millstone's products (excluding the US, Canada and Mexico operations). As consideration, Millstone would receive a 3% royalty on all foreign sales from which Tesla would then be paid a finder's fee equal to 5% of all royalty payments collected;
- (b) Agree to a \$750,000 spot bonus for Tesla to retain him as Millstone's R&D Director; or
- (c) Accept Tesla's resignation.

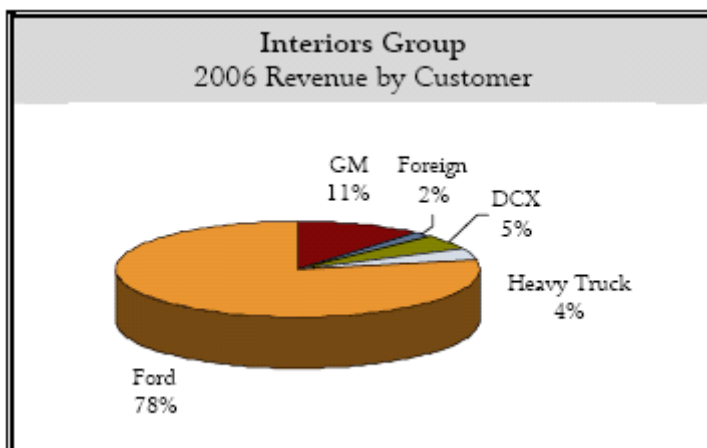
Based on Tesla's analysis of the sales projections under the proposed licensing agreement (which are accepted to be reasonably conservative), it is estimated that the annual royalty payments that would be paid to Millstone under such a licensing deal could total \$8 million by 2012 and even more thereafter.

Interiors Group

Millstone's Interiors Group focuses on the design, engineering and manufacturing of interior components used in cars, SUVs and pickup trucks. The Group was formed through the acquisition of the interiors division of another Tier I supplier in late 2002 plus a number of "bolt-on" smaller acquisitions. The hoped for integration synergies of these acquisitions has yet to materialise. The Interiors' products sold by the Group are primarily manufactured out of plastic and often include the assembly of various components (as supplied by Tier II suppliers) into a finished sub-assembly. By mid-2006, nearly 40% of Interiors' revenue was from the manufacturing and assembly of door panels and other interior components for Ford (an OEM that Millstone had previously had little exposure)

The Ford contract was awarded shortly before Millstone completed the acquisition of the Interiors Group. When Millstone acquired the Interiors Group, it was known from due diligence that the piece pricing of the new contract was low and possibly below cost. This issue allowed Millstone's to negotiate a lower acquisition price for the group and management was confident in its ability to redesign and re-engineer components, relocate production to a facility in Mexico and negotiate better terms for raw material supply that would collectively enable them to make a reasonable amount of profit. Management has since concluded that they are unable to make sufficient operational improvements to offset the poor pricing of the parts and declining margins. Management have had numerous meetings with Ford to discuss potential design changes and the need for price increases. While recognising the impact raw material price rises have had on profitability, they

would be able to resource production to another supplier (without financial penalty to Millstone if it cooperated fully). They were not prepared to reduce the price. This was not surprising as the automotive plastics industry has significantly overcapacity.



**Interiors Group
Historical and Projected Financial Performance
(\$ in millions)**

	Actual 2003	Actual 2004	Actual 2005	Actual 2006	Projected 2007	Projected 2008	Projected 2009	Projected 2010	Projected 2011	Projected 2012
Revenue	\$ 355	\$ 384	\$ 394	\$ 365	\$ 314	\$ 295	\$ 301	\$ 313	\$ 329	\$ 352
Sales Growth %		8.9%	2.6%	-7.4%	-14.0%	-6.0%	2.0%	4.0%	5.0%	7.0%
Cost of Goods Sold	320	352	369	358	322	290	292	299	309	331
Gross Profit	36	33	26	7	(8)	6	9	14	20	21
Gross Margin %	10.0%	8.5%	6.5%	2.0%	-2.5%	2.0%	3.0%	4.5%	6.0%	6.0%
Selling, General & Administrative	21	27	28	26	28	25	25	26	26	26
Operating Income (Loss)	14	6	(2)	(19)	(36)	(19)	(16)	(11)	(6)	(5)
Operating Margin %	4.0%	1.5%	-0.5%	-5.2%	-11.4%	-6.5%	-5.3%	-3.6%	-1.9%	-1.4%
Depreciation & Amortization	18	18	18	19	19	20	20	21	22	23
EBITDA	\$ 32	\$ 24	\$ 16	\$ (0)	\$ (17)	\$ 1	\$ 4	\$ 10	\$ 16	\$ 18
EBITDA Margin %	8.9%	6.2%	4.1%	-0.1%	-5.3%	0.2%	1.4%	3.0%	4.9%	5.0%
Capital Expenditures	18	16	20	16	18	19	20	20	20	20

Notes:

- Financials are pro-forma and have been adjusted to reflect acquisitions.
- All projected values are based on Millstone management's projections after consideration of the current Big Three production cuts.
- Divisional financial information excludes corporate and restructuring related expenses.

The company has received expressions of interest to purchase the division:

1. Financial buyer Solar Funding - the acquisition of the assets of the Interiors Group without the assumption of any liabilities or contracts with the exception of any customer related agreements and the facility lease in Mexico.

Pursuant to this proposal, Millstone would be responsible for terminating all of the Company's employees with the purchaser rehiring only those employees that it felt were required for continued operations. The purchase price included in this proposal was \$40 million in cash.

2. The Second proposal was from competitor Falcon-Catcher and included a purchase of the Interiors Group, which included all of the assets, the assumption of a normalized amount of working capital and the assumption of the union contract for continuing employees. Falcon-Catcher's proposal has a cash purchase price of \$65 million.

Management is split - on the one hand the Falcon-Catcher offer provides a fast exit from a poorly performing and highly competitive segment of the automotive supply industry. On the other hand retaining the Interiors business allows frequent interaction with the purchasing department of Ford where more profitable products from Millstone's other operating groups can be sold. Although the first choice is to maintain the Interiors business, there is recognition of the merits of a quick sale and the fact that such a sale would cause no interruption of product supply to Ford (an extremely critical consideration for an automotive supplier). A final alternative put forward by the Finance Director is the liquidation of the Interior Group, to stem the negative operating cash flow.

The current debt structure is as follows:

Current Capital Structure Summary
(*\$ in millions*)

	First Lien		Second Lien	Subordinated MAHI Notes
	Revolver (a)	Term Loan		
Facility Size	\$125 million	\$250 million	\$175 million	\$75 million
Outstanding Amount <i>(as of December 31, 2006)</i>	\$120 million	\$238 million	\$175 million	\$75 million
Interest Rate	L + 3.25% (cash)	L + 3.25% (cash)	L + 6.00% (cash)	14.00% (cash)
Maturity	Jan-2008	Jan-2008	Jan-2009	Dec-2015
Amortization	Not Applicable	\$4 million / Quarter	None	None
Obligor	MAI	MAI	MAI	MAHI
Guarantor(s)	Interiors OpCo Exteriors OpCo Lighting OpCo	Interiors OpCo Exteriors OpCo Lighting OpCo	Interiors OpCo Exteriors OpCo Lighting OpCo	None
Collateral	Secured by a first lien on substantially all of the Company's assets, with the exception of the land and vacant building purchased in 2006, scheduled to be converted into a future Lighting facility.		Second lien on the same collateral granted to the First Lien Credit Facility.	None

Note: "L" = London Interbank Offered Rate (Libor), "PIK" = Paid in Kind

(a) The \$125 million first lien revolving credit facility was withdrawn on the recapitalization date.

Session 1 Questions – Management and Business Failure

Indicate which statement or statements is/are correct in each case, except where other instructions are given in a particular question. Multiple answers may apply.

1, Which of the following contributed to the current liquidity crisis?

- (a) Inadequate investment in developing the lighting business
- (b) Failure to fully realise cost saving synergies from acquisitions
- (c) Higher raw material costs increasing cost per unit
- (d) Reduced demand leading to higher unit costs
- (e) Higher levels of trade creditors
- (f) Increased working capital requirements
- (g) Operational improvements failing to overcome declining margins

Answer:.....

2, Which of the following makes you believe the company is viable and capable of recovery?

- (a) There are bids for the loss making interiors division
- (b) Customer relationships are strong across all divisions
- (c) Exteriors continues to be profitable despite reduction in margin
- (d) The move to lightweight materials/composites in the industry would provide Millstone with a competitive advantage
- (e) The proposed European lighting plant will substantially increase the profitability of the company
- (f) There appears substantial value in the lighting intellectual property patents

Answer:.....

3, During the crisis stabilisation period which of the following controls would you **not** be surprised to find in the company?

- (a) Capital expenditure must provide a 15% internal rate of return over a 3 year period
- (b) Customers queries acknowledged within 24 hours and resolved within 72 hours
- (c) Raise queries/disputes with suppliers for larger invoices that have passed their settlement date
- (d) Discounts provided for early settlement of debtor balances
- (e) Purchase excess stock to find future production under a possible insolvency
- (f) Prompt application of supplier rebates to customers

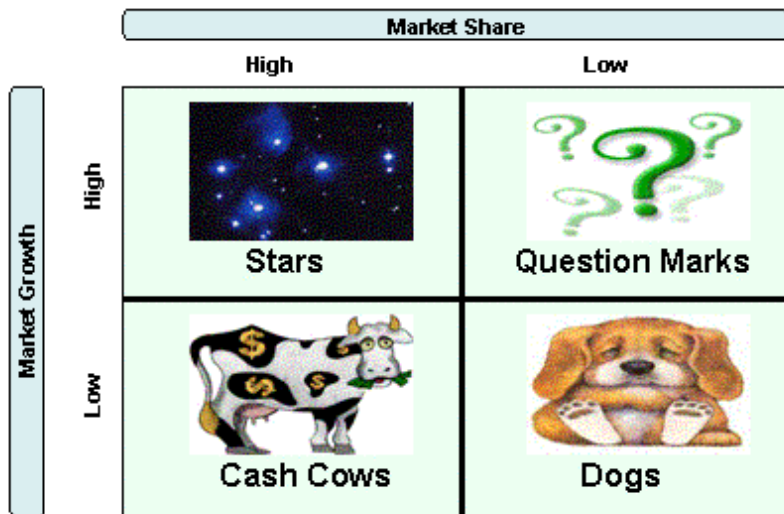
4, During the initial stages of stabilising the crisis which four stakeholders are most critical to ensure a successful turnaround?

- (a) 1st lien debt
- (b) 2nd lien debt
- (c) Customers
- (d) Suppliers
- (e) Subordinated MAHI notes
- (f) Tesla
- (g) Management
- (h) Unions

5, During the turnaround Tesla (the R&D Director) approached the chief executive, Dominelli and threatened to resign unless there was some progress in developing the overseas lighting business. Which of the following options would Dominelli most likely choose:

- (a) Commit the investment to a new plant in Europe
- (b) Enter into a licensing contract with the Austrian company
- (c) Pay a \$750k retainer to keep him and invest later
- (d) Allow him to resign

6, Based on your analysis of current performance and future prospects how would you assess each division against the Boston Consulting Group Matrix.



Please mark your answer with a cross in the relevant box

	Star	Question Mark	Cash Cow	Dog
Exteriors Division				
Lighting Division				
Interiors Division				

7, Under which of Slatter’s generic strategies might the following actions be categorised?

Please mark your answer with a cross in the relevant box/boxes

Action	Refocusing the business	Process improvement	Organisational change
Sale of Interiors division			
Closure of Ann Arbor, MI plant			
Increased cross selling of products to existing accounts			
Replacement of Finance Director and introduction of new IT system			