

Structuring and Negotiating Win/Win

BRAND INTEGRATION DEALS

- Get the Deal Done • Minimize Legal Risks •
- Maximize Marketing and Financial Benefits •



Including speakers
from:

Mark Burnett Productions

J. Walter Thompson

Vivendi Universal Games

Lucasfilm Ltd.

McCann Erickson USA

The Endeavor Agency

Miller Brewing Company

Massive Incorporated

Banjo Strategic
Entertainment

Centra Marketing &
Communications

Mforma

Motricity

Xingtone

Leading legal, business and marketing professionals will give you practical strategies for structuring and negotiating **BRANDED ENTERTAINMENT, PRODUCT PLACEMENT, SPONSORSHIP** and **TIE-IN** deals in:

FILM • TELEVISION • VIDEO GAMES • MOBILE & WIRELESS • MUSIC

WITH EXPERT INSIGHTS ON HOW TO:

- **IMPLEMENT** a successful brand integration strategy through managing your in-house team and aligning your interests with optimal partners
- **AVOID** legal challenges through accurate application of traditional advertising rules to a non-traditional form of advertising
- **MAXIMIZE** deal benefits when negotiating key terms in both one-offs and package deals
- **OVERCOME** differences in industry cultures when dealing with multiple parties
- **ENSURE** you accurately value potential deals and determine ROI on current campaigns
- **MAINTAIN** maximum control over IP involved in branded entertainment
- **NAVIGATE** negotiations with talent and complex talent union issues

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ENSURE YOU HAVE THE INFORMATION YOU NEED TO STRUCTURE, NEGOTIATE, AND MANAGE SUCCESSFUL BRAND INTEGRATION DEALS IN THE NEW ADVERTISING LANDSCAPE

The business of advertising is changing. Increasing audience fragmentation, emerging technologies which allow consumers to easily avoid commercial messages, and other factors have forced advertisers to find new ways to reach their potential customers. The decreasing effectiveness of the 30-second spot and other traditional advertising avenues have caused more advertisers to shift increasing amounts of their advertising budgets to partnering with entertainment and media companies to integrate their brand or product into films, television shows, video games, and other forms of entertainment.

Branded entertainment, product placements, sponsorships, tie-ins and other forms of product integration, by whatever name you call it, is a multi-billion dollar a year industry. It is quickly turning from an optional additional way to reach out to consumers to a necessary part of any company's advertising plan if it wants to effectively compete and reach consumers in the new advertising landscape.

These evolving advertising methods, however, provide new challenges for legal, business and marketing professionals involved in structuring, negotiating and managing these deals – whether for the brands, the media and entertainment companies, or the agencies. Because each deal provides its own unique challenges, and because there is no “standard” model for these deals, there are very few clear cut answers to the many questions these deals raise.

To help you overcome these challenges, *American Conference Institute* has created this conference on **Structuring and Negotiating Win/Win Brand Integration Deals** to give you the information you need to get the most out of your brand integration campaigns while protecting your legal, business and financial interests. A preeminent faculty of leading industry players on all sides of these deals will provide you with case studies, best practices, lessons learned from successes and failures, and expert insights on:

- Handling key issues that must be addressed in every content integration deal
- Recognizing and addressing issues unique to each media including film, TV, video games, mobile and wireless, and music
- Ensuring smooth and effective communication among your team members and with other parties
- Avoiding legal challenges by understanding how advertising law principles apply to integration deals
- Managing the relationships among brand, media company, and agency both before and during the campaign

This is your chance to get answers to your questions from those involved in some of the most innovative brand integration deals. You will also get first-hand reports from the FTC and FCC as well as opportunities to network with your peers and colleagues from around the country.

Don't miss this comprehensive and information-packed event. Register now to ensure your place by calling (888) 224-2480, faxing your registration form to (877) 927-1563, or registering online at www.americanconference.com/brand.

WHO SHOULD ATTEND

Business, marketing and legal professionals who are responsible for planning, developing, negotiating, reviewing or managing their content/brand integration strategies and transactions for:

- | | | | |
|--|---|--|--|
| <ul style="list-style-type: none">• Advertisers• Entertainment companies<ul style="list-style-type: none">- film- television- video games- mobile and wireless | <ul style="list-style-type: none">- live entertainment and sporting events- Internet• Branded entertainment, integrated marketing and product placement agencies• Advertising agencies | Including: <ul style="list-style-type: none">• In-house or outside counsel• Business & legal affairs executives• Marketing directors and managers | <ul style="list-style-type: none">• Brand managers• Promotions and sponsorship• Media directors• Alliance managers• Business development |
|--|---|--|--|

CONTINUING EDUCATION CREDITS

Accreditation will be sought in those jurisdictions requested by registrants which have continuing legal education requirements. To request credit, please check the appropriate box on the Registration Form.

This course has been approved in accordance with the requirements of the New York State Continuing Legal Education Board in the amount of 12.0 hours.

ACI certifies that this activity has been approved for CLE credit by the State Bar of California in the amount of 10.0 hours.



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Monday, January 30, 2006

8:00 Registration and Continental Breakfast 

9:00 Co-Chairs' Opening Remarks

Rick Kurnit

Partner

Frankfurt Kurnit Klein & Selz LLP

James D. Taylor

Partner

Loeb & Loeb LLP

9:15 Implementing a Brand Integration Strategy and Forging Mutually Beneficial Relationships

Ronald R. Urbach

Partner

Davis & Gilbert LLP

Robert A. Bell

Chief Operating Officer

Centra Marketing & Communications

Patrick Madden

Partner

Banjo Strategic Entertainment

- Applying lessons from recent trends and developments to your company's strategy
- Assembling your team and managing the interaction among different departments
- Evaluating different integration options and determining the best fit
- Finding the right partners for your brand or integration opportunity
 - determining who you should approach
 - options for how to approach them
- Learning each other's language: overcoming differences in industry cultures
- Aligning the objectives of all parties
- Maximizing the benefits when using agencies
 - choosing the right agency for your brand or product
 - determining how much to handle in-house and how much to turn over to an agency
 - managing the ongoing relationship
- Streamlining your partnerships

10:30 Refreshment Break

Hosted By:

FRANKFURT KURNIT KLEIN & SELZ PC

10:45 REGULATION OF BRAND INTEGRATION CAMPAIGNS

The continuing explosion in number and types of brand integrations, and the more active role by marketers in how their products appear and are portrayed, have caused government regulators to pay much more attention to these campaigns than in the past. Avoiding unnecessary risk through a careful review of your integrations is more important than ever. However, the nature of many integrations often makes it difficult to determine how traditional rules should apply.

This segment will provide guidance on how to adapt and apply the traditional advertising rules when structuring or reviewing branded entertainment deals. The speakers will provide their unique perspective as to what we can expect from the regulators as branded content continues to become more pervasive.

Managing the Risks of Regulatory Uncertainty When Applying Traditional Advertising Rules to Branded Content

Rick Kurnit

Partner

Frankfurt Kurnit Klein & Selz LLP

- When does your branded content cross the line from entertainment to advertising?
 - what are the implications when it does?
- How do standard substantiation and other advertising law rules apply to branded content?
- Applying the traditional rules in traditional and non-traditional media

- Recognizing the "claim" in your integrations and the resulting potential legal exposure
- Anticipating scrutiny when an integration could be interpreted as implying a traditionally highly scrutinized type of claim
- Who's regulating branded content claims? (And who should be?)
- Directing branded content to children
 - determining what constitutes advertising to children
 - applying the general rules on advertising to children
 - complying with COPPA/CARU

FTC and FCC Regulation of Branded Content

Lesley Fair

Senior Attorney, Bureau of Consumer Protection

Federal Trade Commission

William D. Freedman (invited)

Deputy Chief, Investigations and Hearings Division

Federal Communications Commission

- What can we expect in terms of regulation of branded content from the FTC and FCC?
 - regulator reactions to calls for increased scrutiny of product placements
 - practical implications of recent enforcement trends

- Examining the triggers that could invite regulator review and focus
- Outlook on future priority enforcement areas by regulators
- What remedies could apply with respect to claims in branded content?
- The role of outside factors in determining the future regulation of brand integration

12:00 Networking Luncheon for Speakers and Delegates



Anatomy of Branded Entertainment Deals in Different Media *Creating a "Win/Win" Agreement*

Each of the sessions on Monday afternoon and Tuesday morning will focus on providing an in-depth look at what it takes to plan, structure and negotiate content integration deals in different media. Rather than merely providing "war stories" of their previous deals, these expert business, legal and advertising professionals will show you how to:

- analyze and handle key issues that you must consider in every brand integration deal;
- understand and overcome challenges unique to a particular medium; and
- apply lessons learned from deals in one medium to another.

These panels, featuring experienced faculty who have negotiated these deals on behalf of brands, media companies, and agencies, will provide you practical strategies for maximizing your benefit through "win/win" integrations.

Topics to be addressed in each of the following six panels include:

- Working effectively with the multiple parties involved in the deal
 - who are the necessary parties for this form of deal?
- Industry segments, job titles, outside advisors and agencies
 - when and to what extent should each be involved in the process?
 - understanding the specific interests of the various industries
 - how the corporate culture of the medium affects the deal
 - crafting strategies to allow all parties to meet their goals
- Negotiating the details of the placement or integration
 - reconciling business and creative tensions among the parties
 - approval rights – who will have what level of control?
 - differences between structuring one-offs and larger deals
 - ensuring brand guidelines are followed
- Structuring the financial terms
 - who pays for what in developing the promotion?
- determining an appropriate valuation of a particular placement or integration
- dividing revenue among multiple parties
- examining recent trends in structuring fees and other consideration for branding deals
- using integrations as leverage for larger media buys or additional promotion
- Allocating ownership and control of intellectual property
 - who will own IP created in connection with the placement?
 - what rights will each party have to use created IP or IP of another party to further the promotion?
 - to what extent will parties have after-market or merchandising rights?
- Who bears responsibility if things do not go as planned?
- Learning lessons from recent trends and developments
 - case studies of successful (or failed) collaborations
 - applying or adapting business strategies used in other media
 - what can we expect down the road?

1:15 **Film**



Craig Emmanuel
Partner
Loeb & Loeb LLP

David C. Carroll
Senior Counsel, Marketing & Advertising
Motorola, Inc.

Mark Dowley
Partner
The Endeavor Agency

Eric Baum (invited)
Associate General Counsel
Sony Pictures Entertainment

2:30 Refreshment Break

2:45 **Television**



Shawn C. Clark
Partner
Sheppard, Mullin, Richter & Hampton, LLP

Jordan K. Yospe
Head of Business & Legal Affairs
Mark Burnett Productions, Inc.

David J. Anderman
Director of Corporate Business Affairs
Lucasfilm Ltd.

Stuart McLean

Co-President, JWTwo Entertainment
Head of Branded Programming, J. Walter Thompson

Marc Chamlin
Partner
Loeb & Loeb LLP

4:30 **Conference Adjourns to Day Two**

Tuesday, January 31, 2006

8:30 Continental Breakfast

9:00 **Co-Chairs' Opening Remarks**

Anatomy of Branded Entertainment Deals in Different Media – Continued

9:15 **Video Games**



Lisa Rovinsky
Partner
Manatt, Phelps & Phillips, LLP

Tomas Melian
Vice President, Integrated Marketing
Vivendi Universal Games

Nicholas Longano
Chief Marketing Officer
Massive Incorporated

Robert Tercek
Strategic Advisor
Mforma

10:15 Coffee Break ☕

10:30 Mobile and Wireless



Alex Bloom
Vice President, Content Developer Services
Motricity

Richard Eisert
Partner
Davis & Gilbert LLP

Jonathan Schreiber
CEO
Xingtone

11:30 Music



Peter Laatz
Manager, Entertainment Marketing
Miller Brewing Company

Kenneth Lombard (invited)
Senior Vice President, Starbucks
President, Starbucks Entertainment

12:30 Networking Luncheon for
Speakers and Delegates



1:45 Working with Talent and the Talent Unions

Alan Brunswick
Partner
Manatt, Phelps & Phillips, LLP

Brian Murphy
Partner
Frankfurt Kurnit Klein & Selz LLP

Danielle Korn
Executive Vice President
McCann Erickson USA, Inc.

Talent and Endorsement Contracts

- Understanding the nuts and bolts of talent and endorsement contracts
- Evaluating the best method for negotiating business terms of the deal
- Ensuring you are negotiating with the right party
- Choosing the proper form of agreement
 - non-binding deal memo, binding deal memo, or formal contract
 - what are the benefits and drawbacks to each?
- Anticipating and minimizing the consequences of common problems
 - death or incapacity of talent
 - morals clause issues
- Negotiating approval rights
- Protecting your exclusivity
- Giving and getting pass-through rights

Complying with Talent Union Obligations

- Determining which union agreements govern your production
 - who is subject to the union's jurisdiction?
 - advertiser obligations arising from agreements with agencies and other union signatories
- Incorporating third-party materials and licensed rights into your commercial
 - using sound recordings in commercials (understanding Section 28 of the SAG Commercials Contract)

- incorporating footage from motion pictures, television programs or videos into commercials
- what issues arise when your commercial is incorporated into motion pictures, television programs or videos?
- Celebrity multi-service contracts – understanding potential problems and finding solutions
 - allocating compensation between broadcast and non-broadcast services – the 50% allocation problem
 - crediting issues
 - pension and health allocations and payments
 - dealing with nontraditional compensation structures (e.g., stock options, royalty payments on products, etc.)
 - structuring and drafting agreements with celebrity talent
- Negotiating with the union
 - what happens when you or your advertising agency is audited by the union?
 - what can you anticipate in the event of a dispute with the union?
 - resolving disputes with the union

3:15 Conference Concludes

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Benjamin Greenzweig,
Director of Business Development, U.S.
(212) 352-3220 ext. 238 or
B.Greenzweig@AmericanConference.com

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THE BEVERLY HILTON, LOS ANGELES, CA



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A limited number of rooms has been set aside until December 27, 2005 for conference registrants at the The Beverly Hilton. For reservations, please call (310) 274-7777 and ask for the **American Conference Institute** group rate.

Registration Fee

The fee includes the conference, all program materials, continental breakfasts, lunches and refreshments.

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