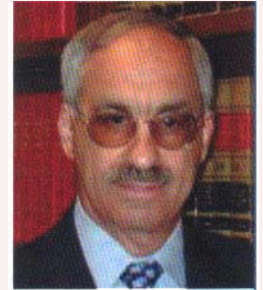


Legal Aspects of Buying or Selling a Rep Firm

Part two of a two part series

By **Gerald M. Newman, Esq.**

Schoenberg Finkel Newman & Rosenberg, LLC



This second part of a two part series is intended to provide a summary roadmap of the issues, steps, and mechanics involved in the purchase and sale of a sales representative agency. In the first segment we discussed the letter of intent, confidentiality, due diligence, structuring a transaction and valuing the business.

This second segment of the article will deal with preparing written agreements, covenants not to compete, consulting arrangements, third party consents, the closing, and some final tips.

Preparing Written Agreements. Once the business deal has been made, someone has to put it in writing. The sophisticated buyer will usually insist that his lawyer do this, since the larger part of the agreement is for the buyer's benefit. The seller's lawyer, of course, will then have his turn to comment on whatever the buyer's lawyer has prepared. Two issues which the lawyers will typically negotiate heavily are the seller's representations and warranties about the business and the scope of the seller's indemnification of the buyer for the breach of those representations and warranties. Here again, due diligence plays a major role in how these negotiations proceed.

In some cases, a prudent seller will also do his own due diligence about the buyer. For example, if all or a part of the purchase price is to be paid in the form of the buyer's stock, the seller should conduct substantial due diligence -- after all, by agreeing to take some of the buyer's stock, the seller is purchasing a piece of the buyer's business. Similarly, if the buyer is giving the seller a promissory note as part of the purchase price, the seller should assure himself of the buyer's creditworthiness and may also seek personal guarantees or other security.

Continued on page 2

Keystone 08 . . . A great learning experience . . . time & money well spent!

By **David Silberstein**, *Silberstein Associates*, **IHRA Chairman of the Board**

I attended Keystone 08, "**Agents of Change**," April 9-11 in Baltimore. This all-rep conference was sponsored by: **MAFSI** (Food Service Reps), **MANA** (World's Largest Rep Association), **MRERF** (Our Education and Research Foundation) and **NEMRA** (Electrical Industry Reps). I am happy to report that it was one of the most educational and worthwhile events that I have attended in the last couple of years. **IHRA** is a sister agency of the sponsoring associations as well as with 25 others. All offer a full resource of information, education and camaraderie for manufacturers' representatives.

This year's theme was "Agents of Change." Here are some of the session themes and speakers:

Trends In U.S. Manufacturing - Dr. Martin Regalia, presenter

Technology And Its Future Impact on You - Terry Brock, presenter

What is The Biggest Challenge Facing Your Rep Firm Today? Panel Discussion

Continued on page 3

May 2008

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Ten (10) Lines Available Listings this Month.....	Page 6-7
Industry Show Calendar	Page 9

IHRA INTERNATIONAL HOUSEWARES REPRESENTATIVES ASSOCIATION

Field Sales Professionals Serving the Home • Housewares • Gourmet • Hardware Industries

Newman (continued from page 1)

Covenants Not to Compete. Every buyer who buys or sells a business should expect that the owners of the business will give the buyer a covenant not to compete. The purpose is to protect the good will being acquired by the buyer by preventing the owners from competing against their old company. Although covenants not to compete are often difficult to enforce, particularly in the employment context, restrictive covenants signed in conjunction with the purchase and sale of a business are routinely upheld by courts.

Unfortunately, the tax treatment of these covenants is still not very favorable. Any amounts paid to a selling individual in exchange for his covenant not to compete is ordinary income rather than a capital gain, while a buyer cannot deduct such payments for tax purposes, but must amortize them over 15 years, even though the covenant not to compete will always have a much shorter life.

Consulting Arrangements. In order for a buyer to get the benefit of the goodwill for which it is paying, it is often crucial for one or more of the seller's key people to remain after the sale. This is especially true in a personal service business such as a rep firm, where so much of the goodwill lies in relationships with principals and customers.

Sometimes, a substantial portion of the overall price being paid for a business will be allocated to one or more consulting agreements. Amounts paid for consulting services are ordinary income to the recipient and deductible by the buyer. The tax advantages and disadvantages to each party to the transaction, however, will depend upon whether the deal is structured as an asset sale or stock sale, and whether the seller is a C corp. or S corp. Consequently, structuring the transaction, including whether to do an asset or a stock transaction, and how much to allocate to a consulting agreement, requires the input of skilled legal and tax advisors, who should be consulted by a seller before negotiations get underway with a potential buyer.

Third Party Consents. Often there is a period of several weeks to a few months separating the time when the final agreement is signed and the time it is actually closed. In the case of the purchase and sale of a rep firm, it is during this period that the seller will obtain his principals' consent to the transaction. Other third parties that typically will have a right to consent to the transaction are the seller's landlord and equipment lessors.

The prudent seller, however, will not wait until after an agreement is signed with the buyer to prepare his principals for the sale. Needless to say, this can sometimes be a rather delicate matter, but there is little point in the buyer and the seller spending time and money negotiating a deal that the seller's principals are unwilling to go along with.

The Closing. The parties have successfully negotiated and entered into a letter of intent (and perhaps a separate Confidentiality Agreement), have completed their due diligence, and have negotiated, drafted and are ready to sign a definitive agreement for the purchase and sale of the business.

But it is only at the closing that the business will finally be transferred to the buyer and the purchase price will be paid to the seller. The complexity of the closing will vary. If the transaction has been structured as an asset sale, each of the assets being sold must be conveyed at the closing. For a larger business, with many different types of assets, this can become quite a task. On the other hand, if a stock sale is contemplated, then the complexity may depend on the number of shareholders. Nonetheless, despite all the differences the parties may have had during their negotiations and due diligence, closings usually go smoothly.

Some Final Tips. Buying or selling a business can be a stressful event. It is definitely not something that business owners should attempt without professional help from well qualified advisors. The key to making any transaction a success on both sides of the table is to involve skilled legal and financial advisors early in the process. Finally, buying and selling a business takes time. Don't expect to have it done in a week or two. The typical transaction will usually take anywhere from two to six months from beginning to end.

Gerald M. Newman is a partner in the Chicago law firm of Schoenberg, Finkel, Newman & Rosenberg, Ltd. They serve as general counsel to IHRA and they, and other SFNR associates are regular contributors to The REPorter®. They participate in Expert Access, the program that offers telephone consultations to IHRA members. You can call Gerry at 312-648-2300, send a fax to 312-648-1212, or send e-mails to: Gerald.Newman@sfnr.com.

Silberstein (continued from page 1)

Creating A Team of Sales Superstars - Nicki Weiss, presenter
Effective Negotiation Strategies - Barry Wright, presenter
Tax Strategies that Save Time & Money - Scott Brenner, presenter
Recruiting Hiring & Retaining Salespeople - Mike Norton, presenter

To learn more about MANA and the Keystone 08 go to:
<http://www.keystone08.com/info.html>

So here is my message: Continual Education is a must to retain and increase your business. We must teach ourselves to learn rapidly and connect better. Success is all up to you. Up your aspirations. All this and more is available from IHRA, working with its sister representative associations.

More good news: In addition to our educational program at the 2009

International Housewares Show in Chicago, MANA will be holding their convention in May of 2009 in Las Vegas which we will be attending. More information on both will be sent out later in the year. And if you haven't yet read MANA's **Agency Sales Magazine**, I highly recommend it. And check out our web site as well. By the way, 80% of the attendees at this year's Keystone Conference were first time attendees; all were manufacturers' representatives.

We need to be proactive and optimistic about the industry. I urge all to get more involved with our association, IHRA, and connect with your fellow members. Your board of directors is available to you. Please feel free to contact us, and have faith & good selling.

WELCOME to IHRA - New members since the 2008 Locator was issued

Contacts	Manufacturers		Sponsor (if any)
Judson Hartlage	Avina Brands LLC	Elizabethtown KY 42701	Kent Kulovitz
Kevin G. Parent	Centoco Manufacturing Corp.	Detroit MI 48232-0872	
Greg Skipper	Fat Daddio's	Spokane WA 99201	
Grace King	Global Connection Co. of America, Inc.	Whitestone NY 11357	
Brent McCord	Interactive Toy Concepts	Toronto ON M9W 5M9 Canada	
Michael Loughnane	iSi North America, Inc.	Fairfield NJ 07004	
Ivy Chuang	Knoend LLC	San Francisco CA 94107	
Alexander Ruiz de Aguirre	Magefesa, USA	Miami FL 33054-4525	
D. Scott Hinckley	Pragotrade USA, Inc.	Strongsville OH 44149	
Brad Emerman	The RPI Group	Solon OH 44139	
Mark S. Adkison	Smith Abrasives, Inc.	Hot Springs AR 71901	
	Representatives		
John Q. Adams	Adams Brokerage Co.	Denver CO 80216	Harlie Calvin
Ron Buff	Buff Sales	Northville MI 48167	
Adam Dienstman	S. Diestman Associates, Inc.	Newtown PA 18940	David Silberstein
Eric Gilman	Eric Gilman Sales Group	Ardmore PA 19003	
G. James (Jim) Bolinger	G. B. Sales	Shelbyville IL 62565-0350	
Meli Solomon	Global Homegoods LLC	Seattle WA 98117	
Brad Niehaus	Power Haus Marketing	Phoenix AZ 85022	
Harold Settler	H. Settler & Associates	Washington DC 20002	
Nancy Travers	The Travers Group	Menlo Park CA 94025	

If you haven't already done so, please respond to last week's member survey. The results will help us in our future planning to satisfy the needs and wants of our members. Just check off the boxes and fax back to: (312) 240-1005.

Thanks!

Benefit / Service	No	Maybe	Yes	Yes Yes	Yes Yes Yes	N/A
• HOT Lines / Lines Available Services that help you get new lines to represent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Educational Programming: Seminars, workshops, conferences	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Your company listing in the IHRA Locator	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Prior to the Housewares, Gourmet & Hardware Shows, lists of manufacturers seeking representatives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Our monthly newsletter - The REPorter®	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• NETWORKING, Networking, networking! Our member benefit/service that allows members to seek and receive information from their peers on subjects of interest, as well as providing opportunities for mutual profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Your company listing on The International Housewares Association's website, www.housewares.org	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Access to, and use of, the IHRA Hospitality Room & Resource Center during the International Home & Housewares Show	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Refreshments in the Room	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• "Wind-Down" following the soft-closing of Housewares Show on 1st and 2nd days . . . beverages and snacks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Member services, including Expert Access to professional consultants . . . (legal, financial, sales, marketing, employee benefits, human resources) at no charge or reduced rates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• FREE Admittance to IHRA's Annual Breakfast & Program (2nd morning of Housewares Show)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• FEDEX discount shipping program:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments: _____

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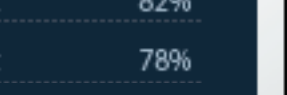
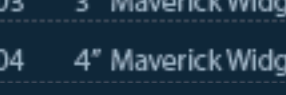


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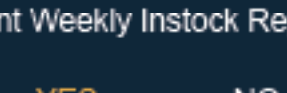


promo

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JDC



promo

AD

POP POP

part	desc	instock %
MVC-1001	1" Maverick Widget	79%
MVC-1002	2" Maverick Widget	83%
MVC-1003	3" Maverick Widget	82%
MVC-1004	4" Maverick Widget	78%
MVC-1005	5" Maverick Widget	82%
MVC-1006	6" Maverick Widget	

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525 N. International Parkway, Suite 605
Richardson, TX 75081
(972) 644-5553 Fax: (972) 644-4201

Contact: Greg Broom, President
greg@cookschoice.com

Territories: USA and Canada; by account specific

Commission Rate: 5% **Years in Business:** 15

Currently doing business: Through reps with Bed, Bath & Beyond, Linens 'N Things, Dillards, Kitchen Collection, Tractor Supply, and more.

Products: Manual and Electric Pasta Machines, Sauce Makers and Food Strainers, Silicone Baking Mats, Oven Liners, and many more products. Looking to partner with major retailers to develop/source new high velocity consumer products. Open to Private Labeling.

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STRONGSVILLE OH 44149
(440) 638-3131 FAX: (440) 638-3127

Contact: Scott Hinckley, Director of Sales & Marketing
Office: (440) 638-3131 x223 Cell: (440)554-7433
eMail: dshinckley@pragotrade.com

Territories: AK, AL, S.CAL, CT, FL, GA, HI, IA, ID, IL, IN, KS, KY, MA, ME, MI, MN, MO, MS, MT, NC, ND, NE, NH, N.NJ, NY, OH, OR, RI, SC, SD, TN, VT, WY, WA, WI, WV.

Commission Rate: 3-5% **Nat'l Sales:** \$10,000,000+

Years in Business: 10

Currently doing business: Through reps to Housewares, retailers, catalogs, websites

Seeking Sales Through: Big Box, all prospective specialty/gourmet retailers, catalogs, websites, cooking schools, etc.

Products: THE DOOR GENIE - The Automatic Sliding Glass & Screen Door Closure System

INTERACTIVE TOY CONCEPTS

1192 Martin Grove
Toronto, Ontario, CANADA M9W 5M9
(416) 686-4995 • Fax: (416) 444-6879
<http://thedoorgenie.com/>

Contact: Brent McCord, VP Sales
eMail: bmccord@interactivetoy.com

Territories: USA, Canada, Mexico and All International Markets (currently, not using representatives in any of these markets)

Commission Rate: 5%

Years in Business: 10

Gross Sales: \$10,000,000

Seeking Sales Through: All, including Mass Retail: National Chains, Food, Discount, Specialty; Drugstore, Hardware, Housewares

Products: Cookware Sets, Flatware Sets, Pressure Cookers, Open Stock, Skillets

MAGEFESA USA

12800 NW 38th Ave
Miami FL 33054
(786) 594-3781 Fax: (786) 594-8782
www.magefesausa.com

Contact: Alexander Ruiz de Aguirre, General Manager
eMail: arag@magefesausa.com

Territories: All U.S.A.

Commission Rate: 5 - 10% **Sales:** \$1,000,000

Years in Business: 50

Channels Currently Sold: Through reps to Catalogs and Websites

Seeking Sales Through: Department Stores, Discount Stores, Distributors, Drug Stores, Gourmet Stores, Specialty Stores, Wholesalers Groceries/ Supermarkets, TV and E-Commerce

Products: Lite 2 Go Lamp, Bean Rockers Rocking Seats

KNOEND LLC

427 Bryant Street
San Francisco CA 94107
(415) 252-7662 Fax: (415) 252-7348
www.knoend.com

Contact: Ivy Chuang, Founder & Design Director
eMail: ivy@knoend.com

Territories: U.S.A.

Nat'l Sales: \$50,000

Commission Rate: Starts at 10%

Years in Business: 1.5 Years

Channels currently sold: Through direct sales to Specialty and Web

Seeking Sales Through: Department Store, Chain, Multi-Store

Products: Chrome & Porcelain Drip Pans, Non-Stick Oven Liners, Spill Guard, Burner Covers, Stove Knobs and Burner Elements. Entering Bake-ware Business

STANCO METAL PRODUCTS, INC.

2101 168th Ave
Grand Haven MI 49417
(800) 530-9655 Fax: (616) 842-9080
www.stancometal.com

Contact: Warren Stansberry III, Sales Manager
eMail: wstansberry@stancometal.com

Territories: U.S.A.

Nat'l Sales: \$85,000,000

Commission Rate: 5% **Years in Business:** 91

Channels currently sold: Through representatives in Florida and Illinois to Discount Stores, Hardware Stores, Appliance Stores

Seeking Sales Through: Grocery

Manufacturers Seeking IHRA Field Sales Professionals

Products: Toilet seats - full line

CENTOCO MANUFACTURING CORP.

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 Detroit MI 48232-0872
 (800) 265-3666 • Fax: (519) 945-7281
 www.centoco.com

Contact: Kevin G. Parent, Global Manager
eMail: kevin.parent@centoco.com

Territories: Retail in U.S.A., Canada, Mexico

Nat'l Sales: \$60,000,000

Commission Rate: 3 - 7%

Years in Business: 25 years

Channels currently sold: Through reps, wholesale

Seeking Sales Through: Retail

Products: Clean Cuts Reusable, Yet Disposable Cutting Boards & Counter Cover Food Preparation Area Protection & Wrap

Looking for reps to sell these two products to Restaurant Depot

SAMPLE AMERICA CORPORATION

Coolodge Corner
 251 Harvard St.
 Brookline, MA 02446
 (800) 979-1469

Contact: Dale Friedman, VP Sales & Marketing
eMail: Dale Friedman <signalboston@gmail.com>

Territories: See above

Commission Rate: 10% **Years in Business:** 2

Gross Sales: \$5,000,000 - \$7,000,000 this year

Currently doing business: Business to Business

Seeking Sales to: Restaurant Depot

Products: Professional Bakeware and Baking Tools

FAT DADDIO'S

1212 N. Washington - Ste 116
 Spokane WA 99201
 (866) 418-9001 Fax: (509) 252-9002
 http://www.fatdaddios.com/

Contact: Greg Skipper, General Manager
eMail: gskipper@fatdaddios.com

Territories: All USA - except: ND, SD, MN, IA, WI, IL, IN, KY, WV, OH, MI

Commission Rate: 10% **Years in Business:** 2
Gross Sales: \$3,000,000

Currently Doing Business: Through reps into retailers, wholesalers, chains

Channels into which want to sell: Same + Club Stores, Restaurant Supply

Products: "Smith's" Branded Knives and Scissors Sharpeners

SMITH ABRASIVES

1700 Sleepy Valley Road
 Hot Springs AR 71901
 (800) 221-4156 x605
 http://www.smithabrasives.com

Contact: Mark S. Adkison, VP - Global Sales
eMail: madkison@smithabrasives.com

Territories: All U.S.A.

Commission Rate: 7% **Years in Business:** 122

Channels Currently Sold: Through reps, direct, internet, specialty, mass merchants

Seeking Sales Through: Specialty, Mass Merchants, Grocery, etc. . . .

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Italian liaison office:

Mario Albini - CEO
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Sales Promotion & Development
Via G. Prati 17-B-2, I-37124 Verona
Phone: (01139-045) 913-281
Fax: (01139-045) 485-1188

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pbang-knudsen@bang-knudsen.com



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2008 CALENDAR OF EVENTS

May

3 - 7
SCAA Show
Minneapolis, MN

6 - 8
Gourmet Housewares Show
Las Vegas, NV

6 - 8
National Hardware Show
Las Vegas, NV

17 - 20
NRA Restaurant, Hotel-Motel Show
Chicago, IL

30 - June 1
World Tea Expo
Las Vegas, NV

June

18 - 23
Dallas Int'l Gift & Home Accessories Market
Dallas, TX

June (cont.)

20 - 22
Dallas National Gourmet Food Show
Dallas, TX

29 - 30
Summer Fancy Food Show
New York, NY

July

18 - 19
California Gift Show
Los Angeles, CA

26 - 29
San Francisco Intl Gift Fair
San Francisco, CA

August

16 - 20
NY International Gift Fair
New York, NY

September

6 - 8
Boston Gift Show
Boston, MA

7 - 8
Philadelphia Candy Show
Philadelphia, PA

13 - 14
Atlanta Fall Gourmet Show
& Fall Gift & Accessories Market
Atlanta, GA

October

19 - 23
SIAL Paris
Paris, France



May 6 - 8, 2008
Sands Expo & Convention Center
Las Vegas, Nevada



May 6 - 8, 2008
Las Vegas Convention Center
Las Vegas, Nevada

international
home  housewares
show 2009
Sunday - Tuesday March 22 - 24
McCormick Place, Chicago, Illinois

IHRA MEMBERS:

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California	Minnesota	North Dakota	Washington
Idaho	Missouri	Oklahoma	Wisconsin
Illinois	Montana	Oregon	Wyoming
Iowa	Nebraska	South Dakota	

Call JOHN DOYLE at 888-243-0174 if your business is in:

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Colorado	Maryland	New York	Virginia
Delaware	Massachusetts	North Carolina	Vermont
Florida	Michigan	Ohio	West Virginia
Georgia	Mississippi	Pennsylvania	
Indiana	Missouri	Rhode Island	

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Fiscal: Jim Doane

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Directors

Robert Bachner

Catherine Hazen

Linda Krol

Peter Zacher

Past Chairs

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