

2ND ANNUAL

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September 7-8, 2006
Fairmont Hotel • Dallas, Texas

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THURSDAY MORNING—SEPT. 7, 2006

Presiding Officer: Wilson Chu, Dallas

8:00 a.m. Registration Opens

Includes continental breakfast.

8:50 a.m. Welcoming Remarks

9:00 a.m. 1.00 hr

Corporate Deal-Maker Roundtable

Leading corporate deal-makers discuss what they look for, what they avoid, and how they do deals in today's competitive environment.

Moderator: Michael E. Rogers, Dallas
M. Brett Biggs, Bentonville, AR
Susan Ward, Houston
DeWayne R. Youngberg, Austin

10:00 a.m. .75 hr

Smartest-Guys-in-the-Room or Lemmings? The Economic Drivers and Risks of Hedge Fund Activity in M&A

A tsunami of liquidity is flooding into the M&A arena from hedge funds and other non-traditional players. With purchase multiples skyrocketing, do these guys know something the rest of us don't? Or are they just playing follow the leader? How is their behavior explained by different financial incentives?

Leon V. Komkov, Austin
Jay H. Krasoff, Houston

10:45 a.m. Break

11:00 a.m. 1.00 hr

Hedge Fund Activism: State-of-the-Art Tactics and Defenses

Hedge funds and other activist investors employ a sophisticated array of tactics to coerce change at public companies. This session will examine these tactics and explore the tools and methods available to public companies when they confront the challenges posed by this new form of investor activism.

Joshua R. Cammaker, New York, NY
Mark Gordon, New York, NY
Mark A. Morton, Wilmington, DE
Craig Wadler, Los Angeles, CA

LUNCHEON PRESENTATION

12:00 p.m. Pick Up Buffet Luncheon

Included in conference registration fee.

12:30 p.m. .75 hr

Endowment and Pension Fund Investments in Private Equity Deals

Bob Boldt—President, CFO, and Chief Investment Officer of UTIMCO—discusses pension fund investments in private equity transactions, hedge funds, and the current investment climate for private deals.

Bob L. Boldt, Austin

THURSDAY AFTERNOON

Presiding Officer: Lawrence E. Glasgow, Dallas

1:30 p.m. .75 hr ethics

Ethical Issues Involving M&A Transactions

This segment is designed to assist the M&A lawyer in identifying and dealing with some of the ethical issues that might arise in a deal, including the conduct of negotiations, the multi-jurisdictional aspects of M&A practice, and sorting through conflict issues in representing various deal constituencies.

Nathaniel L. Doliner, Tampa, FL

2:15 p.m. .75 hr

Current Issues Affecting Investment Banking Engagements and Fairness Opinions— Conflicts and Solutions

This session will review stapled finance, contingent fees, and other potential conflicts, as well as examining the use of second opinions.

Rick Lacher, Dallas
Kevin Miller, New York, NY
Stuart C. Rogers, New York, NY

3:00 p.m. Break

3:15 p.m. .75 hr

Inbound Investments: Special Considerations in US Acquisitions by Foreign Entities

Learn about the current CFIUS review process, how proposed changes may affect transactions in your sector, and how to avoid your deal being caught up

in an unfriendly web. Other issues that arise when foreign companies acquire or divest assets and companies in the United States will also be reviewed.

Stephen D. Davis, Houston
Mélida N. Hodgson, Washington, D.C.

4:00 p.m. .50 hr

M&A Media Relations: From Announcement to Close

The presentation will discuss media and investor relations strategies and tactics utilized in successful mergers and acquisitions for both acquiring and target companies in negotiated and unsolicited transactions.

Daniel E. Katcher, New York, NY

4:30 p.m. 1.00 hr

In-House M&A Counsel Roundtable

A panel of in-house M&A attorneys discusses success stories and lessons learned in teaming with outside counsel to carry out large complicated acquisitions, divestitures, and mergers.

Moderator: Cliff W. Vrielink, Houston
Peter O. Broussard, Dallas
David Hollander, Plano
Brandon N. Satterwhite, San Antonio
Wayne Wiesen, Houston

5:30 p.m. Adjourn to Sponsored Reception

FRIDAY MORNING—SEPT. 8, 2006

Presiding Officer: Charles Szalkowski, Houston

9:00 a.m. 1.50 hr including .50 hr ethics

State-of-the-Art Deal Protection

Deal-jumping and other competing bidder pressures make deal protection measures even more critical in today's active M&A market. This session will cover various types of deal protection (including "no-shop/no-talk" provisions, board recommendation covenants, break-up fees and stockholder support agreements), and will also address the fiduciary duties imposed on a target company's directors when they consider these arrangements.

Richard E. Climan, Palo Alto, CA
Keith A. Flaum, Palo Alto, CA

10:30 a.m.

Break

10:45 a.m.

.75 hr including .25 hr ethics

Avoiding Fraud and Other Extra-Contractual Claims: There May be More to the Deal than the Contract

This topic will explore the interplay between the law of contract—which holds parties to the bargain they make in the written agreement they sign—and the law of tort—which regulates parties conduct generally. Can a contract ever completely define the whole deal?

Glenn D. West, Dallas

11:30 a.m.

.75 hr ethics

Resolving Disputes from M&A Deals

Settling the all-too-frequent post-closing disputes spawned by M&A deals is too important to be left to the litigators! Transactional lawyers should step up to the plate to achieve commercially sound solutions through negotiation or mediation.

James C. Freund, New York, NY

12:15 p.m.

Lunch on Your Own

FRIDAY AFTERNOON

Presiding Officer: Nicholas V. Beare, Dallas

1:30 p.m.

1.50 hr

Negotiating Trends and Practices in Private Target, Public Target, and LBO Deals

Based on the framework of groundbreaking benchmark studies, this session will compare and contrast market practices in negotiating common yet often distinct forms of acquisitions. The panelists are the respective project leaders of the Private Target and Public Target Deal Points Studies published by the ABA's Negotiated Acquisitions Committee and the LBO Legal Issues Study published by Kaye Scholer.

Wilson Chu, Dallas

Keith A. Flaum, Palo Alto, CA

Lawrence E. Glasgow, Dallas

Joel I. Greenberg, New York, NY

3:00 p.m.

Adjourn



ABOUT THE COVER

"2004 Green Abstract 1 of 3 series," mixed media, is by Julie Freedman.

For more information, visit

www.juliefreedmanart.com

or email jlfreed_brazil@yahoo.com

About the 2006 Mergers and Acquisitions Institute

Hear the latest trends, in-depth analysis, and strategies for success at the Southwest's leading conference for private equity investors and their legal and financial advisors. Don't miss presentations on hedge funds; pension fund investments in private equity transactions; deal protection; contracts and conduct; settling frequent post-closing disputes with negotiation or mediation; current issues affecting investment banking engagements and fairness opinions; and much more!

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Mail this registration form to: The University of Texas School of Law, Attn. MA06 P.O. Box 7759, Austin, TX 78713-7759 **or fax a copy to: (512) 475-6876**

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REGISTRATION – Includes Course Binder, Thursday Buffet Lunch, and Sponsored Thursday Reception

- ☐ Early Registration Fee due by Wed., August 30, 2006..... \$495.00
☐ Registration Fee after Wed., August 30, 2006 \$545.00

CONFERENCE PUBLICATIONS AND MEDIA

Allow 2–4 weeks from conference date for delivery.

- ☐ Course Binder \$200.00

Note: Conference registration includes Course Binder.

- ☐ Audio CD Set \$175.00

- ☐ eBinder on CD (PDF format) \$200.00/\$50.00

(\$200 purchased alone, \$50 with registration or purchase of Course Binder or Audio CD Set)

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SPECIAL RATE \$139

(subject to availability)
 good through August 4, 2006

Parking: \$18 valet only
 Several self-parking lots are
 available in the surrounding
 downtown area.

KEY DATES

Registration & Cancellation

Aug. 30, 2006-5 p.m.

last day for early registration

add \$50 for registrations

received after this time

Sept. 1, 2006-5 p.m.

last day for full refund

Sept. 5, 2006-5 p.m.

last day for partial refunds

\$50 processing fee applied

Sept. 7, 2006-9:00 a.m.

conference begins

**M
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E**

This course has been approved
 for Minimum Continuing Legal Edu-
 cation credit by the State Bar of
 Texas Committee on MCLE in the
 amount of 11.75 hours, of which
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