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October 18–19, 2012 ▪ The Ritz-Carlton ▪ Dallas, Texas

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October 18–19, 2012 • The Ritz-Carlton • Dallas, Texas

Earn up to 11.25 Hours of Credit Including 1.00 Hour of Ethics Credit



THURSDAY MORNING, OCT. 18, 2012

8:00 a.m. Registration Opens

Includes continental breakfast.

8:50 a.m.

Welcoming Remarks by Institute Co-Chairs

Wilson Chu, K&L Gates LLP, Dallas, TX
Larry Glasgow, Gardere Wynne Sewell LLP, Dallas, TX

Presiding Officer:

M. Jorge Yáñez V., Barrera, Siqueiros y Torres Landa, SC (Mexico), Monterrey NL

9:00 a.m. .83 hr

Corporate Dealmakers' Roundtable

With large stockpiles of cash, relatively strong stock valuations and the availability of credit at low rates, U.S. companies are expected to turn to the M&A market for growth, especially in our sputtering global economy. Leading corporate development officers discuss M&A trends and leading practices to drive profitable growth. In addition, the panel addresses the factors underpinning an increased volume of joint ventures and strategic alliances across industries, the impact of activist investors on M&A and the relationship between executive management and the board in M&A.

Moderator:

Chris Ruggeri, Deloitte Financial Advisory Services LLP, New York, NY

Panelists:

Kevin Boston, Pason Systems Corp, Houston, TX
John Rexford, Xerox Corporation, Dallas, TX
Marcel Van Amerongen, Celanese Corporation, Irving, TX

9:50 a.m. .75 hr

Developments in Distressed M&A

Financial distress creates a buying opportunity. This opportunity, however, does not come without risk. A discussion of the relative merits of out-of-court and in-court distressed asset acquisitions, with a focus on how conventional thinking in the M&A process needs to be adjusted when the target is a distressed company.

Moderator:

Leon V. Komkov, Longroad Asset Management, LLC, Austin, TX

Panelists:

Robert D. Albergotti, Haynes and Boone, LLP, Dallas, TX
Jeffrey A. Jones, Blackhill Partners, LLC, Dallas, TX
Conner Searcy, Trive Capital, Dallas, TX

10:35 a.m. Break

10:50 a.m. .75 hr

Developments in Private Equity M&A

Private equity funds are still actively competing and executing for deals, although the market has changed dramatically over the past few years. Private equity dealmakers discuss the challenges and opportunities they face in executing deals in today's climate.

Moderator:

Hendrik F. Jordaan, Morrison & Foerster LLP, Denver, CO

Panelists:

Brent P. Karasiuk, Paige Sports Entertainment, Columbia, MO
Suzanne Kriscunas, Riverside Company, Dallas, TX
Andy Rabin, J.P. Morgan Securities LLC, Dallas, TX

11:35 a.m. .83 hr including .50 hr ethics

Developments in Seller Liability in M&A

Highlights of recent case law along with perspectives on how to limit contractual and extra-contractual liabilities in M&A and other transactions. A focus on sources of extra-contractual liabilities, how to protect parties and their affiliates through the auction and negotiating processes and through exclusive remedy and extra-contractual representation waiver provisions, how such processes and provisions play out post-closing, and related ethical issues in the contracting process.

Moderator:

Byron F. Egan, Jackson Walker L.L.P., Dallas, TX

Panelists:

Paul Koenig, Shareholder Representative Services LLC, Denver, CO
Patricia O. Vella, Morris, Nichols, Arsht & Tunnell LLP, Wilmington, DE
Glenn D. West, Weil, Gotshal & Manges LLP, Dallas, TX

THURSDAY AFTERNOON

Presiding Officer:

Greg Hidalgo, K&L Gates LLP, Dallas, TX

12:25 p.m. Break for Buffet Lunch

Included in conference registration.

LUNCHEON PRESENTATION

12:40 p.m. .33 hr

Recent Trends in M&A Litigation

A fast-paced look at what the data tells us about the changing nature of M&A litigation in recent years, punctuated with highlights and key points from some of the most interesting cases.

James Spindler, The University of Texas School of Law and McCombs School of Business, Austin, TX

1:00 p.m. Networking Break

1:30 p.m. .83 hr

Special Issues in Energy M&A

A discussion of how buying and selling energy assets differs from transacting in other industries. Topics covered include how indemnity terms differ, how terms are affected by industry trends and whether financial and strategic buyers approach the energy industry differently.

Moderator:

Cliff W. Vrielink, Sidley Austin LLP, Houston, TX

Panelists:

Michael D. Fertitta, Hilcorp Energy Company, Houston, TX
Christine B. LaFollette, Akin Gump Strauss Hauer & Feld LLP, Houston, TX
David S. Peterman, Fulbright & Jaworski L.L.P., Houston, TX

2:20 p.m. .83 hr

Developments in Public Company M&A

As the public company deal landscape continues to evolve, experienced public company M&A practitioners discuss the latest public company deal trends as well as the hot-button issues currently being negotiated in acquisitions of public companies.

Moderator:

Wilson Chu, K&L Gates LLP, Dallas, TX

Panelists:

Mark A. Morton, Potter Anderson & Corroon LLP, Wilmington, DE
Damien R. Zoubek, Cravath, Swaine & Moore LLP, New York, NY

3:10 p.m.

2nd Annual Byron Egan Irish Whiskey Tasting and Coffee Break

3:40 p.m. .83 hr

Say What?

A Litigator's Look at Deal Provisions

Shareholder suits in the wake of a merger announcement have become the rule rather than the exception. A look at how these transactions are being challenged in litigation and how courts are addressing those claims in Texas, Delaware and other jurisdictions, with a focus on how M&A attorneys can minimize litigation risk.

Moderator:

Noelle M. Reed, Skadden, Arps, Slate, Meagher & Flom LLP, Houston, TX

Panelists:

Michael P. Lynn, Lynn Tillotson Pinker and Cox LLP, Dallas, TX
William Savitt, Wachtell, Lipton, Rosen & Katz, New York, NY

4:30 p.m. 1.00 hr including .25 hr ethics

In-House M&A Counsel Roundup

In-house M&A attorneys share their strategies and approaches in teaming with outside counsel to plan, execute and integrate strategic acquisitions and divestitures.

Moderator:

Larry E. Glasgow, Gardere Wynne Sewell LLP, Dallas, TX

Panelists:

David C. Rex, Prophet Equity LP, Southlake, TX
Anu Seam, AT&T Services, Inc., Atlanta, GA
Isabella Wezdecki, Johnson & Johnson, New Brunswick, NJ

5:30 p.m. Adjourn to Reception

FRIDAY MORNING, OCT. 19, 2012

Presiding Officer:

Richard A. Tulli, Gardere Wynne Sewell LLP, Dallas, TX

8:00 a.m. Networking Continental Breakfast

Included in conference registration.

8:30 a.m. 1.00 hr

The Dynamics of Disclosure Claims: The Growing Debate on Delaware Law

In recent years M&A lawyers have increasingly struggled with inconsistencies in decisions of the Delaware Court of Chancery addressing the materiality of various types of disclosures—particularly disclosures relating to projections and summaries of the financial analyses underlying fairness opinions. Some of those apparent inconsistencies may be explained by the posture of the proceeding but many reflect actual inconsistencies in the views expressed by different members of the Court of Chancery as to the meaning of materiality as amongst themselves and as previously expressed by the Delaware Supreme Court.

Moderator:

Kevin Miller, Alston + Bird LLP, New York, NY

Panelists:

Steven M. Haas, Hunton & Williams LLP, Richmond, VA
Blake Rohrbacher, Richards Layton & Finger, Wilmington, DE

9:30 a.m. 1.00 hr including .25 hr ethics

Mock Negotiation of Key Deal Terms

Highlighting developing issues being negotiated in today's M&A climate, an interactive mock negotiation is staged to illustrate the "give and take" between the parties in an acquisition of a publicly traded or privately held company.

Richard E. Climan, Weil, Gotshal & Manges LLP, Redwood Shores, CA
Keith A. Flaum, Weil, Gotshal & Manges LLP, Redwood Shores, CA

10:30 a.m. .75 hr

IP For Dummies: What Every M&A Lawyer Needs to Know

An examination of intellectual property issues in M&A transactions, with a focus on practical tips and nuggets involving many facets of the IP elements of a deal, including IP due diligence, IP considerations that may impact deal structure (asset, stock, license, combo), negotiation insights, purchase agreement drafting considerations and lessons learned.

Moderator:

Gemma Lynne Descoteaux, Akin Gump Strauss Hauer & Feld LLP, Dallas, TX

Panelists:

Hal Hearst, Black Duck Software, Burlington, MA
David Mace Roberts, Samsung Telecommunications America, LLC, Richardson, TX
Mark A. Valetti, Texas Instruments Incorporated, Dallas, TX

11:15 a.m. Break

11:30 a.m. .75 hr

Tax Structuring: Not Just for the Insomniac M&A Lawyer

How a good deal lawyer can use a basic knowledge of tax ramifications of M&A transactions to save clients money and keep them out of harm's way.

Moderator:

Robert R. Kibby, Munsch Hardt Kopf & Harr, Dallas, TX

Panelists:

J. Dean Hinderliter, Locke Lord LLP, Dallas, TX
Paul M. Howell, Grant Thornton LLP, Dallas, TX

12:15 p.m. .75 hr

Antitrust Complexities: It's Not Just for the Big Boys!

Current and former U.S. antitrust enforcers discuss how government antitrust review can affect the timing and success of mergers and acquisitions. Recent U.S. developments show more large and small transactions are being caught, but there are opportunities to create flexible remedies to save even deals with competitive issues. Merger review by other countries is also playing a larger role even in U.S.-centered M&A. The panelists cover planning steps and strategies from the perspective of government enforcement and outside counsel.

Norman Armstrong Jr., Federal Trade Commission, Washington, DC
J. Bruce McDonald, Jones Day, Houston, TX

1:00 p.m. Adjourn

COMMENTS ABOUT MERGERS AND ACQUISITIONS INSTITUTE

“ I am a small-firm lawyer working with owners of closely held businesses as sellers or buyers. This annual conference is invaluable and has been, for me, a must-go event for the last 4 years. It has made me money and added solid sophistication to my deal negotiations—made me look like a genius on a deal last year.

The information was very timely and up to date. The speakers are exceptionally knowledgeable.

Timely content and highly credentialed speakers.

Great mix of industry professionals and lawyers.

An excellent seminar overall—especially for the price and the location. Generally have to go to New York or California for similar quality.



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GREEN REGISTRATION—Includes Electronic Materials on USB Key ONLY, Thursday Networking Luncheon and Thursday Evening Cocktail Reception

- Early Registration Fee due by Wednesday, October 10 \$690
- Registration Fee after Wednesday, October 10 \$770

STANDARD REGISTRATION—Includes Printed Course Binder ONLY, Thursday Networking Luncheon and Thursday Evening Cocktail Reception

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- ACG Member Early Registration Fee due by Wednesday, October 10 \$650
- ACG Member Registration Fee after Wednesday, October 10 \$730

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Allow 3–5 weeks from the conference date for delivery.

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KEY DATES

October 10, 2012

last day for early registration
add \$80 for registrations
received after this time

October 3, 2012

last day for full refund

October 5, 2012

last day for partial refund
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October 18, 2012, 8:50 a.m.

Institute begins

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