

**8<sup>th</sup> Annual Mergers and Acquisitions Institute**  
**October 18-19, 2012 • Ritz-Carlton • Dallas, TX**

**Thursday Morning, Oct. 18, 2012**

**Presiding Officer:**

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

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| 8:00 am            | <b>Registration Opens</b><br><br>Includes continental breakfast.   |
| 8:50 am            | <b>Welcoming Remarks by Institute Co-Chairs</b><br><br>Wilson Chu, K&L Gates LLP, Dallas, TX<br>Larry Glasgow, Gardere Wynne Sewell LLP, Dallas, TX  |
| 9:00 am<br>0.83 hr | <b>Corporate Dealmakers' Roundtable</b><br><br>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.<br><br>Moderator:<br>Chris Ruggeri, Deloitte Financial Advisory Services LLP - New York, NY<br>Panelists:<br>Kevin Boston, Pason Systems Corp - Houston, TX<br>Panelists:<br>Krista Myers Foley, Celanese Corporation - Dallas, TX<br>Panelists:<br>John Rexford, Xerox Corporation - Dallas, TX |
| 9:50 am<br>0.75 hr | <b>Developments in Distressed M&amp;A</b><br><br>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.<br><br>Moderator:<br>Leon V. Komkov, Longroad Asset Management, LLC - Austin, TX<br>Panelists:<br>Robert D. Albergotti, Haynes and Boone, LLP - Dallas, TX<br>Panelists:<br>Jeffrey A. Jones, Blackhill Partners, LLC - Dallas, TX   |
| 10:35 am           | <b>Break</b>   |

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| 10:50 am<br>0.75 hr                   | <p><b>Developments in Private Equity M&amp;A</b></p> <p>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.</p> <p>Moderator:<br/>Hendrik F. Jordaan, Morrison &amp; Foerster LLP - Denver, CO</p> <p>Panelists:<br/>Suzanne Kriscunas, Riverside Company - Dallas, TX</p> <p>Panelists:<br/>B. Andrew Rabin, J.P. Morgan Securities LLC - Dallas, TX</p>   |
| 11:35 am<br>0.83 hr<br>0.50 hr ethics | <p><b>Developments in Seller Liability in M&amp;A</b></p> <p>Highlights of recent case law along with perspectives on how to limit contractual and extra-contractual liabilities in mergers and acquisitions and other transactions, with 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.</p> <p>Moderator:<br/>Byron F. Egan, Jackson Walker L.L.P. - Dallas, TX</p> <p>Panelists:<br/>Paul Koenig, Shareholder Representative Services LLC - Denver, CO</p> <p>Panelists:<br/>Patricia O. Vella, Morris, Nichols, Arsht &amp; Tunnell LLP - Wilmington, DE</p> |
| 12:25 pm                              | <p><b>Break for Buffet Lunch</b></p> <p>Included in conference registration.</p>   |

## Thursday Afternoon, Oct. 18, 2012

### Presiding Officer:

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

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|                     | <b>Luncheon Presentation</b>   |
| 12:40 pm<br>0.33 hr | <p><b>Recent Trends in M&amp;A Litigation</b></p> <p>A fast-paced look at what the data tells us about the changing nature of M&amp;A litigation in recent years, punctuated with highlights and key points from some of the most interesting cases.</p> <p>James Spindler, The University of Texas School of Law - Austin, TX</p> |
| 1:00 pm             | <b>Networking Break</b>  |

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| 1:30 pm<br>0.83 hr                   | <p><b>Special Issues in Energy M&amp;A</b></p> <p>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.</p> <p>Moderator:<br/>James L. Rice III, Sidley Austin LLP - Houston, TX</p> <p>Panelists:<br/>Christine B. LaFollette, Akin Gump Strauss Hauer &amp; Feld LLP - Houston, TX</p> <p>Panelists:<br/>David S. Peterman, Fulbright &amp; Jaworski L.L.P. - Houston, TX</p>  |
| 2:20 pm<br>0.83 hr                   | <p><b>Developments in Public Company M&amp;A</b></p> <p>As the public company deal landscape continues to evolve, experienced public company M&amp;A practitioners discuss the latest public company deal trends as well as the hot-button issues currently being negotiated in acquisitions of public companies.</p> <p>Moderator:<br/>Wilson Chu, K&amp;L Gates LLP - Dallas, TX</p> <p>Panelists:<br/>Mark A. Morton, Potter Anderson &amp; Corroon LLP - Wilmington, DE</p> <p>Panelists:<br/>Mark E. Schwarz, Newcastle Partners, L.P. - Dallas, TX</p> <p>Panelists:<br/>Damien R. Zoubek, Cravath, Swaine &amp; Moore LLP - New York, NY</p>                                       |
| 3:10 pm                              | <p><b>2nd Annual Byron Egan Irish Whiskey Tasting and Coffee Break</b></p>  |
| 3:40 pm<br>0.83 hr                   | <p><b>Say What? A Litigator's Look at Deal Provisions</b></p> <p>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&amp;A attorneys can minimize litigation risk.</p> <p>Moderator:<br/>Noelle M. Reed, Skadden, Arps, Slate, Meagher &amp; Flom LLP - Houston, TX</p> <p>Panelists:<br/>Michael P. Lynn, Lynn Tillotson Pinker and Cox LLP - Dallas, TX</p> <p>Panelists:<br/>William Savitt, Wachtell, Lipton, Rosen &amp; Katz - New York, NY</p> |
| 4:30 pm<br>1.00 hr<br>0.25 hr ethics | <p><b>In-House M&amp;A Counsel Roundup</b></p> <p>In-house M&amp;A attorneys share their strategies and approaches in teaming with outside counsel to plan and execute strategic acquisitions and divestitures.</p> <p>Moderator:<br/>Larry E. Glasgow, Gardere Wynne Sewell LLP - Dallas, TX</p> <p>Panelists:<br/>David C. Rex, Prophet Equity LP - Southlake, TX</p> <p>Panelists:<br/>Anu Seam, AT&amp;T Services, Inc. - Atlanta, GA</p> <p>Panelists:<br/>Isabella Wezdecki, Johnson &amp; Johnson - New Brunswick, NJ</p>  |
| 5:30 pm                              | <p><b>Adjourn to Cocktail Reception</b></p>   |

## Friday Morning, Oct. 19, 2012

### Presiding Officer:

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

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| 8:00 am                              | <b>Networking Continental Breakfast</b><br><br>Included in conference registration.  |
| 8:30 am<br>1.00 hr                   | <b>The Dynamics of Disclosure Claims: The Growing Debate on Delaware Law</b><br><br>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.<br><br>Moderator:<br>Kevin Miller, Alston + Bird LLP - New York, NY<br>Panelists:<br>Steven M. Haas, Hunton & Williams LLP - Richmond, VA<br>Panelists:<br>Blake Rohrbacher, Richards Layton & Finger - Wilmington, DE |
| 9:30 am<br>1.00 hr<br>0.25 hr ethics | <b>Mock Negotiation of Key Deal Terms</b><br><br>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.<br><br>Richard E. Climan, Weil, Gotshal & Manges LLP - Redwood City, CA<br>Keith A. Flaum, Weil, Gotshal & Manges LLP - Redwood City, CA  |
| 10:30 am<br>0.75 hr                  | <b>IP For Dummies: What Every M&amp;A Lawyer Needs to Know</b><br><br>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.<br><br>Moderator:<br>Gemma Lynne Descoteaux, Akin Gump Strauss Hauer & Feld LLP - Dallas, TX<br>Panelists:<br>Hal Hearst, Black Duck Software - Burlington, MA<br>Panelists:<br>David Mace Roberts, Samsung Telecommunications America, LLC - Richardson, TX<br>Panelists:<br>Mark A. Valetti, Texas Instruments Incorporated - Dallas, TX   |
| 11:15 am                             | <b>Break</b>   |

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| 11:30 am<br>0.75 hr | <p><b>Tax Structuring: Not Just for the Insomniac M&amp;A Lawyer</b></p> <p>How a good deal lawyer can use a basic knowledge of tax ramifications of M&amp;A transactions to save clients money and keep them out of harm's way.</p> <p>Moderator:<br/>Robert R. Kibby, Munsch Hardt Kopf &amp; Harr, PC - Dallas, TX</p> <p>Panelists:<br/>J. Dean Hinderliter, Locke Lord LLP - Dallas, TX</p> <p>Panelists:<br/>Paul M. Howell, Grant Thornton LLP - Dallas, TX</p>  |
| 12:15 pm<br>0.75 hr | <p><b>Antitrust Complexities: It's Not Just for the Big Boys!</b></p> <p>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&amp;A. The panelists cover planning steps and strategies from the perspective of government enforcement and outside counsel.</p> <p>Norman Armstrong Jr., Federal Trade Commission - Washington, DC<br/>John Bruce McDonald, Jones Day - Houston, TX</p> |
| 1:00 pm             | <b>Adjourn</b>  |