

16th Annual Mergers and Acquisitions Institute

October 7-9, 2020 • Live Webcast

Wednesday Morning

Presiding Officer:

In Live Webcast: **Cookie F. Munson**, SAM Holding Company, Inc. & Subsidiaries (SAM) - Austin, TX

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| 8:30 am | <p>Virtual Exhibit Hall Open Please take time to visit our sponsors and exhibitors in the Virtual Exhibit Hall.</p> |
| 9:00 am | <p>Welcoming Remarks by Institute Co-Chairs</p> <p>Wilson Chu, McDermott Will & Emery LLP - Dallas, TX Larry E. Glasgow, Jackson Walker LLP - Dallas, TX</p> |
| 9:15 am 1.00 hr | <p>Lessons Learned from COVID-19...So Far</p> <p>COVID-19 has prompted dealmakers to shake-up their approaches to doing deals and fine-tune their transaction agreements. Hear from seasoned practitioners on how deals are getting done, important issues to spot and key clauses to include in deal documents to avoid pitfalls and give clients the edge.</p> <p>Moderator: Igor Kirman, Wachtell, Lipton, Rosen & Katz - New York, NY Panelists: Samantha Hale Crispin, Baker Botts L.L.P. - Dallas, TX Jenny Hochenberg, Cravath, Swaine & Moore LLP - New York, NY Robert B. Little, Gibson, Dunn & Crutcher LLP - Dallas, TX</p> |
| 10:15 am | <p>Panel Transition</p> |
| 10:30 am 1.00 hr | <p>Opportunistic M&A: Key Considerations For Today's Distressed Deal</p> <p>With the fallout from the COVID-19 pandemic, the gyrating stock market, and unprecedented amounts of dry powder for financial sponsors, there is a unique opportunity for distressed M&A. Hear insights into dealmaking in the current environment, including an overview of types of distressed opportunities and practical tips for advising your sell-side and buy-side clients from both a legal and financial advisor perspective.</p> <p>Moderator: Rita-Anne O'Neill, Sullivan & Cromwell LLP - Los Angeles, CA Panelists: Christina Carroll, Stout - Los Angeles, CA Diego E. Gomez-Cornejo, McDermott Will & Emery - Dallas, TX Michael A. Saslaw, Vinson & Elkins LLP - Dallas, TX</p> |
| 11:30 am | <p>Adjourn Attendees can visit live with Sponsors in our Virtual Exhibitor Hall (11:30 a.m. - 1:30 p.m.) or join one of two Networking Breakout Discussions (12:00 p.m. - 1:00 p.m.)</p> <p>Please take time to visit our sponsors and exhibitors in the Virtual Exhibit Hall. You have the opportunity to meet with sponsors and exhibitors in our Zoom room to hear about their products and services.</p> |

CONCURRENT BREAKOUTS

Optional Breakout Discussions

Join fellow registrants and faculty for informal networking and discussions in key areas of M&A practice. Please select a Discussion Topic on the registration form to attend.

Discussion Breakout A: Technology M&A

12:00 pm

Technology M&A

Moderator:

Scott C. Craig, Wilson Sonsini Goodrich & Rosati, P.C. - Austin, TX

Discussion Breakout B: European M&A

12:00 pm

European M&A

Moderator:

Patrick Spicer, Matheson - Dublin, Ireland

1:00 pm

Discussion Groups Adjourn

Thursday Morning, Oct. 8, 2020

Presiding Officer:

John Clifford, McMillan LLP - Toronto, ON

8:30 am

[Virtual Exhibit Hall Open](#)

Please take time to visit our sponsors and exhibitors in the [Virtual Exhibit Hall](#).

9:00 am
1.00 hr

How Transactional Insurances Continue to Change the M&A Game

RWI and other transactional insurances continue to re-define transaction risk allocation. Get an overview and the market terms for these insurances as well as how practitioners are using them to solve sticky transaction issues.

Moderator:

David Rex, Prophet Equity - Southlake, TX

Panelists:

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

Christina A. Tate, Winston & Strawn LLP - Dallas, TX

Andrew Zimmerman, Willis Towers Watson - New York, NY

10:00 am

Panel Transition

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| <p>10:15 am 1.00 hr</p> | <p>Dealmaking in a Distressed Energy Market, aka "It's Déjà Vu All Over Again"</p> <p>The commodity cycle has turned again, and viciously this time. Bankruptcies and restructurings are plentiful, and transacting in this environment is challenging. Explore issues facing sellers in a distressed market, landmines for buyers to avoid and alternative structures that have emerged as a result of the stress & distress in energy markets.</p> <p>Moderator: J. Holt Foster III, Thompson & Knight LLP - Dallas, TX</p> <p>Panelists: Robert Teigman, Houlihan Lokey - Houston, TX Cliff W. Vrielink, Sidley Austin LLP - Houston, TX Sean T. Wheeler, Kirkland Ellis LLP - Houston, TX</p> |
| <p>11:15 am</p> | <p>Panel Transition</p> |
| <p>11:30 am 1.25 hrs</p> | <p>M&A Cartoon Showcase</p> <p>With the aid of a humorous series of animated M&A negotiating cartoons, the panelists illustrate and comment on the often contentious battles between buyers and sellers in the negotiation of several key provisions in the definitive acquisition agreement. Among the controversial provisions highlighted are the "10b-5" representation, the "consequential damages" waiver and the "accuracy of representations" condition.</p> <p>Richard E. Climan, Hogan Lovells US LLP - Menlo Park, CA Joel I. Greenberg, Arnold & Porter Kaye Scholer LLP - New York, NY</p> |
| <p>12:45 pm</p> | <p>Adjourn Attendees can visit live with Sponsors in our Virtual Exhibitor Hall (12:45 p.m. - 2:45 p.m.) or join one of two Networking Breakout Discussions (1:15 p.m. - 2:15 p.m.)</p> <p>Please take time to visit our sponsors and exhibitors in the Virtual Exhibit Hall. You have the opportunity to meet with sponsors and exhibitors in our Zoom room to hear about their products and services.</p> |

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Discussion Breakout C: Women in M&A

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| <p>1:15 pm</p> | <p>Women in M&A</p> <p>Moderators: Joanna Lin, McDermott Will & Emery - Dallas, TX Rita-Anne O'Neill, Sullivan & Cromwell LLP - Los Angeles, CA</p> |
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Discussion Breakout D: Healthcare M&A

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| <p>1:15 pm</p> | <p>Healthcare M&A</p> <p>Moderator: Alden S. Crow, Jackson Walker LLP - Dallas, TX</p> |
| <p>2:15 pm</p> | <p>Discussion Groups Adjourn</p> |

Friday Morning, Oct. 9, 2020

Presiding Officer:

In Live Webcast: **Geoff Belsher**, Blake, Cassels & Graydon LLP - New York, NY

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| 8:30 am | Virtual Exhibit Hall Open Please take time to visit our sponsors and exhibitors in the Virtual Exhibit Hall. |
| 9:00 am 1.00 hr | Trending Topics in Indemnification in Uninsured M&A Risk allocation continues to be one of the most important and nuanced subjects in structuring private target M&A transactions. With a focus on uninsured deals, review recent trends and developments in the indemnification arena and learn what practitioners need to know today and tomorrow. Moderator: Mark S. Solomon, Katten Muchin Rosenman LLP - Dallas, TX Panelists: Craig Menden, Willkie Farr & Gallagher LLP - Palo Alto, CA Michael G. O'Bryan, Morrison & Foerster LLP - San Francisco, CA Jennifer T. Wisinski, Haynes and Boone, LLP - Dallas, TX |
| 10:00 am | Panel Transition |
| 10:15 am 1.00 hr | Fraud Carveouts and Other Traps for the Conventional Thinker: A Conversation with Glenn West Moderator: Jessica C. Pearlman, K&L Gates LLP - Seattle, WA Panelist: Glenn D. West, Weil, Gotshal & Manges LLP - Dallas, TX |
| 11:15 am | Adjourn Visit live with Sponsors in our Virtual Exhibitor Hall (11:15 a.m. - 1:15 p.m.) You have the opportunity to meet with sponsors and exhibitors in our Zoom room to hear about their products and services. |