

**17<sup>th</sup> Annual Mergers and Acquisitions Institute**  
**October 7-8, 2021 • The Ritz-Carlton • Dallas, TX**  
**October 7-8, 2021 • Live Webcast**

**Thursday Morning, Oct. 7, 2021**

**Presiding Officer:**

**Chin Yu**, Calvetti Ferguson - Houston, TX

8:00 am  
In Dallas Only

**Continental Breakfast and Registration Opens**

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8:30 am

**Welcoming Remarks by Institute Co-Chairs**

Wilson Chu, McDermott Will & Emery LLP - Dallas, TX  
Larry E. Glasgow, Jackson Walker LLP - Dallas, TX

8:45 am  
1.00 hr

**SPAC-tacular...or Not?**

What are the hot topics lawyers are facing today on de-SPAC mergers? And how have those issues changed over time? What are regulators focusing on? Where does the SPAC market go from here? The SPAC world is currently a series of question marks. Hear a group of seasoned practitioners discuss some of the key SPAC questions of the day.

**Moderator:**

Rita-Anne O'Neill, Sullivan & Cromwell LLP - Los Angeles, CA

**Panelists:**

Jenny Hochenberg, Cravath, Swaine & Moore LLP - New York, NY

Jim Morrone, Latham & Watkins LLP - San Francisco, CA

Michael A. Saslaw, Vinson & Elkins LLP - Dallas, TX

Sean T. Wheeler, Kirkland Ellis LLP - Houston, TX

9:45 am  
1.00 hr

### **Games People Play: Purchase Price Adjustments, Earnouts and Other Valuation Drivers**

How to ensure that post-closing valuation matters, from purchase price adjustments to contingent additional consideration, are structured as a fair and equitable true-up of, or increase in, agreed value and not a back door re-negotiation of the purchase price.

Moderator:

Alain Dermarkar, Shearman & Sterling LLP - Dallas, TX

Panelists:

A. Vincent Biemans, Berkeley Research Group, LLC - Dallas, TX

Peter Bogdanow, Katten Muchin Rosenman LLP - Dallas, TX

Charles M. Jones II, Haynes and Boone, LLP - Dallas, TX

John Lahti, Stout Capital, LLC - Dallas, TX

10:45 am

### **15-Minute Break**

11:00 am  
1.25 hrs

### **RWI and Other Transactional Insurances: M&A Risk Allocation Opportunities**

Transactional insurances continue to provide planning opportunities for M&A practitioners in allocating indemnification risk and resolving deal sticking points in transactions. Hear an in-depth discussion of the various types and current terms of these insurances, their effect on due diligence, how insurance companies view these insurances (including what to expect during the underwriting call) and purchase agreement drafting traps for the unwary.

Moderator:

David Rex, Prophet Equity - Southlake, TX

Panelists:

David C. Cole, Vinson & Elkins LLP - Houston, TX

Scarlet McNellie, Norton Rose Fulbright US LLP - Dallas, TX

William M. Monat, Mosaic Insurance - Chicago, IL

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

Andrew Zimmerman, Willis Towers Watson - New York, NY

## **Thursday Afternoon, Oct. 7, 2021**

### **Presiding Officer:**

**Joseph Walsh**, Selman Munson & Lerner, P.C. - Austin, TX

In Dallas Only

### **Signature Ritz-Carlton Buffet Lunch (in Dallas)**

Included in registration. Please proceed to luncheon presentation.

### **Thank You to Our Luncheon Sponsor**

# **Akin Gump**

**STRAUSS HAUER & FELD LLP**

<p>12:45 pm 1.00 hr</p>	<p><b>Blockchain Business Opportunities and Regulatory Pitfalls</b></p> <p>Hear the latest blockchain use cases across industries together with the legal and regulatory issues in-house counsel need to consider in M&amp;A, strategic investments, or new product development. This presentation includes understanding how blockchain is being used for things like user incentive plans, payment systems, digital collectibles (NFTs), and tokenizing anything from physical goods to equity securities; examining how peer-to-peer digital asset transactions are powering decentralized finance (DeFi) products and services such as decentralized exchanges, lending platforms, and decentralized insurance; navigating blockchain due diligence considerations from a regulatory, operational, and commercial perspective; and evaluating digital assets in corporate governance matters or on a company's financial statements, including public company disclosure obligations.</p> <p>Lilya Tessler, Sidley Austin LLP - Dallas, TX</p>
<p>1:45 pm</p>	<p><b>10-Minute Break</b></p>
<p>1:55 pm 1.00 hr</p>	<p><b>Energy Investments - A Strange New World: Teaching Old Tricks to New Dogs and New Tricks to Old Dogs</b></p> <p>As the need for capital lures family offices and other non-traditional investors into the oil patch, there are nuanced deal terms of which such investors should be wary. Similarly, ESG and renewables opportunities surrounding the energy sector present some traps of which even the most sophisticated oil &amp; gas investor should be wary. This panel provides an overview of these tricky issues as well as nuts-and-bolts drafting tips.</p> <p>Moderator: J. Holt Foster III, Sidley Austin LLP - Dallas, TX</p> <p>Panelists: Keith Behrens, Stephens Inc. - Dallas, TX David Levinson, Pearl Energy Investments - Dallas, TX Jeremiah Mayfield, Holland &amp; Knight LLP - Dallas, TX David H. Sweeney, Akin Gump Strauss Hauer &amp; Feld LLP - Houston, TX</p>
<p>2:55 pm 1.00 hr</p>	<p><b>Lessons Learned from the Most Heavily Litigated Provisions</b></p> <p>Wanna fight? Some acquisition agreement terms seem to cause more post-closing disputes than others. A group of experienced deal lawyers and litigators, with a RWI provider, will identify those terms and provide tips on what to do in the acquisition agreement to minimize the potential for disputes and the impact of any dispute.</p> <p>Moderator: Michael G. O'Bryan, Morrison &amp; Foerster LLP - San Francisco, CA</p> <p>Panelists: Stephen Davidson, Aon Risk Solutions - New York, NY Marcie Lape, Skadden, Arps, Slate, Meagher &amp; Flom LLP - Chicago, IL Joanna Lin, McDermott Will &amp; Emery - Dallas, TX Craig Menden, Willkie Farr &amp; Gallagher LLP - Palo Alto, CA</p>
<p>In Dallas Only</p>	<p><b>10th Annual Byron Egan Whiskey Tasting &amp; Coffee Break</b></p> <p>Join us for a tasting of Byron Egan's favorite Irish and Scotch whiskeys.</p> <p><b>Thank You to Our Whiskey Tasting Sponsor</b></p> <p><b>SULLIVAN &amp; CROMWELL</b></p>

<p>4:25 pm 1.25 hrs</p>	<p><b>Cultural Divide: Mock Negotiation of a Strategic Acquisition of a Private-Equity-Backed Company</b></p> <p>“Why the hell would I do that?” said the headscratching corporate buyer faced with a PE seller... and <i>vice versa</i>. Miles's Law (Where You Stand Depends On Where You Sit) is never truer than when corporate and PE players are facing off. With their trademark brand of mock negotiation, our panelists will highlight key differences in what matters or doesn't depending on the nature of the party...as well as practical tips to bridge very real cultural divides that could make or break a deal.</p> <p>Richard E. Climan, Hogan Lovells US LLP - Silicon Valley, CA Joel I. Greenberg, Arnold &amp; Porter Kaye Scholer LLP - New York, NY</p>
<p>5:40 pm</p>	<p><b>Adjourn</b></p>
<p>In Dallas Only</p>	<p><b>Cocktail Reception (in Dallas from 5:40 p.m. - 6:40 p.m.)</b></p> <p>Join us for adult beverages and hors d'oeuvres with program faculty and attendees.</p> <p><b>Thank You to Our Cocktail Reception Sponsor</b></p> <p><b>LATHAM</b> <b>LATHAM &amp; WATKINS</b></p>

**Friday Morning, Oct. 8, 2021**

**Presiding Officer:**

**Steven R. Tredennick**, White & Case LLP - Houston, TX

<p>8:00 am In Dallas Only</p>	<p><b>Continental Breakfast and Conference Room Opens</b></p> <p><b>Thank You to Our Breakfast Sponsor</b></p> <p><b>HAYNES BOONE</b></p> <p><b>Thank You to Our Morning Beverage Bar Sponsor</b></p> <p><b>KIRKLAND &amp; ELLIS</b></p>
<p>8:30 am 1.00 hr</p>	<p><b>Indemnification in Uninsured M&amp;A Deals</b></p> <p>A panel of M&amp;A and litigation veterans unpacks critical issues arising under regular-way indemnification clauses in technically and structurally challenging situations.</p> <p>Moderator: Samantha Hale Crispin, Baker Botts L.L.P. - Dallas, TX Panelists: Robert R. Kibby, Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX Robert B. Little, Gibson, Dunn &amp; Crutcher LLP - Dallas, TX Brian C. Mitchell, Reed Smith LLP - Dallas, TX</p>

9:30 am  
1.00 hr ethics

**Deal Ethics**

Explore some of the less talked about but thornier ethical issues facing law firms representing multiple clients who regularly buy and sell companies, including how far a firm can proceed in representing more than one potential buyer engaged in bidding on a company being auctioned off, as well as how a law firm protects itself from inadvertently representing a potential buyer of a company when it is also representing the seller.

Moderator:

David I. Albin, Finn Dixon & Herling LLP - Stamford, CT

Panelists:

Scott B. Crofton, Sullivan & Cromwell LLP - New York, NY

Byron F. Egan, Jackson Walker LLP - Dallas, TX

10:30 am  
1.00 hr

**Traps for the Conventional M&A Thinker - More Conversation With Glenn West**

Simply stated: anyone that thinks they know more than enough law to practice transactional work is probably wrong and should attend this presentation.

Moderator:

Jessica C. Pearlman, K&L Gates LLP - Seattle, WA

Panelist:

Glenn D. West, Weil, Gotshal & Manges LLP - Dallas, TX

11:30 am

**Adjourn**