



**18<sup>th</sup> Annual Mergers and Acquisitions Institute**  
**October 6-7, 2022 • The Ritz-Carlton • Dallas, TX**  
**October 6-7, 2022 • Live Webcast**

**Thursday Morning, Oct. 6, 2022**

**Presiding Officer:**

**Chad C. Schneider**, Blake, Cassels & Graydon LLP - Calgary, Alberta, Canada

8:00 am In Dallas Only	<p><b>Continental Breakfast and Registration Opens</b></p> <p>Thank You to Our Thursday Breakfast Sponsor</p>  <p>Thank You to Our Thursday Espresso Bar Sponsor</p> 
8:30 am	<p><b>Welcoming Remarks by Institute Co-Chairs</b></p> <p>Wilson Chu, McDermott Will &amp; Emery LLP - Dallas, TX Larry E. Glasgow, Jackson Walker LLP - Dallas, TX</p>
8:45 am 1.00 hr	<p><b>Hot Topics in Private Equity M&amp;A</b></p> <p>All eyes are on Private Equity in 2022 to see how funds can deploy their continued unprecedented levels of dry powder in the current economic climate. Join top firm and in house M&amp;A practitioners for a discussion on trends in PE M&amp;A, including traditional whole company leveraged buy-outs, partial stake investments and acquisitions of public companies.</p> <p>Moderator: Rita-Anne O'Neill, Sullivan &amp; Cromwell LLP - Los Angeles, CA</p> <p>Panelists: Deirdre Harding, TPG Capital - San Francisco, CA Katherine M. Krause, Simpson Thacher &amp; Bartlett LLP - New York, NY Julia Papastavridis, Aon - New York, NY Christina A. Tate, Winston &amp; Strawn LLP - Dallas, TX</p>

9:45 am 1.25 hrs	<p><b>Texas Twists in M&amp;A: The Latest and Greatest</b></p> <p>Texas has become a top relocation destination for growing and dynamic companies in all industries. Experienced M&amp;A practitioners address some of the key differences in Texas law that companies should know when navigating Texas M&amp;A transactions.</p> <p>Moderator: Samantha Hale Crispin, Baker Botts L.L.P. - Dallas, TX</p> <p>Panelists: Byron F. Egan, Jackson Walker LLP - Dallas, TX Robert R. Kibby, Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX Chauncey Lane, Holland &amp; Knight LLP - Dallas, TX Mark S. Solomon, Katten Muchin Rosenman LLP - Dallas, TX</p>
11:00 am	<b>15-Minute Break</b>
11:15 am 1.00 hr	<p><b>More New Kids on the Block: State-of-the-Art M&amp;A Clauses That You Need to Know</b></p> <p>Explore state-of-the-art architecture and risk allocation features of the regulatory provisions in merger agreements in light of the current environment. Examine how top tier deals in healthcare and technology—which are facing the highest regulatory scrutiny—handle the “regulatory package”, including efforts covenants, specific structural or conduct undertakings, FTC “prior approval” requirements, commitments to litigate, control over regulatory strategy, reverse termination fees, and outside date extension mechanisms.</p> <p>Moderator: Jenny Hochenberg, Freshfields - New York, NY</p> <p>Panelists: Scott B. Crofton, Sullivan &amp; Cromwell LLP - New York, NY Robert B. Little, Gibson, Dunn &amp; Crutcher LLP - Dallas, TX Kimberly Spoerri, Cleary Gottlieb Steen &amp; Hamilton LLP - New York, NY</p>

## Thursday Afternoon, Oct. 6, 2022

### Presiding Officer:

**John F. Clifford**, McMillan LLP - Toronto, Ontario, Canada

### LUNCHEON PRESENTATION

In Dallas Only	<p><b>Signature Ritz-Carlton Lunch</b></p> <p>Included in registration. Please proceed to luncheon presentation.</p> <p>Thank You to Our Luncheon Sponsor  <b>Akin Gump</b>            STRAUSS HAUER &amp; FELD LLP</p>
12:45 pm 0.75 hr	<p><b>Twitter's Lawsuit Against Elon Musk: A Lesson on the Limits of Boilerplate M&amp;A Agreements</b></p> <p>Is specific performance a sensible remedy for breach of a merger agreement, and thus a provision that should be included in the typical deal? Certainty can be important and efficient, but forcing a deal against the will of a party is not without cost. What are the alternatives to specific performance terms, and why do Delaware courts seem increasingly willing to enforce specific performance?</p> <p>M. Todd Henderson, The University of Chicago Law School - Chicago, IL</p>

1:30 pm	<b>15-Minute Break</b>
1:45 pm 1.00 hr	<p><b>It's Not Easy Being Green: Energy Dealmaking in a Decarbonizing Future</b></p> <p>As ESG regulatory and public pressures mount, dealmakers in the energy industry have been forced to reevaluate how they approach M&amp;A transactions. Be it sourcing deals and capital, structuring and diligizing transactions, or broadening investment mandates, the rules have changed for doing deals in a decarbonizing environment.</p> <p>Moderator: J. Holt Foster III, Sidley Austin LLP - Dallas, TX</p> <p>Panelists: Jesse E. Betts, Akin Gump Strauss Hauer &amp; Feld LLP - Dallas, TX Kevin T. Crews, Kirkland &amp; Ellis LLP - Dallas, TX Chris McCabe, Cowen Inc. - San Francisco, CA Christina Sanders, NGP Energy Capital Management - Dallas, TX</p>
2:45 pm 1.00 hr	<p><b>Traps for the Conventional M&amp;A Thinker: More From Glenn West</b></p> <p>Simply stated: anyone who thinks they know enough law to practice transactional work is probably wrong and should attend this presentation.</p> <p>Glenn D. West, Weil, Gotshal &amp; Manges LLP - Dallas, TX</p>
3:45 pm In Dallas Only	<p><b>11th 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>Thank You to Our Whiskey Tasting Sponsor</p> <p><b>SULLIVAN &amp; CROMWELL</b></p>
4:15 pm 1.25 hrs	<p><b>What's So Different About Tech M&amp;A?</b></p> <p>Think tech M&amp;A is a piece of cake? Do you know what a "re-vest" structure is? How about the latest in risk allocation for infringement of unknown patents? NFTs? The Metaverse? Phase II Study? Why is the payout spreadsheet for VC-backed company acquisitions so complicated? This panel outlines what is different about tech M&amp;A and discusses the major topics you need to understand to play in this space.</p> <p>Moderator: Craig Menden, Willkie Farr &amp; Gallagher LLP - Palo Alto, CA</p> <p>Panelists: Richard E. Climan, Hogan Lovells US LLP - Silicon Valley, CA Joanna Lin, McDermott Will &amp; Emery - Dallas, TX Michael G. O'Bryan, Morrison &amp; Foerster LLP - San Francisco, CA Jenifer Smith, Latham &amp; Watkins LLP - Austin, TX</p>
5:30 pm	<b>Adjourn</b>
In Dallas Only	<p><b>Cocktail Reception (in Dallas from 5:30 p.m. - 6:30 p.m.)</b></p> <p>Join us for adult beverages and hors d'oeuvres with program faculty and attendees.</p> <p>Thank You to Our Cocktail Reception Sponsor</p> <p><b>LATHAM LATHAM &amp; WATKINS</b></p>

## Thank You to Our Additional Platinum and Gold Sponsors

Speakers' Dinner Sponsor



Wireless Sponsor



Lanyard Sponsor



Webcast Underwriter



Hand Sanitizer Sponsor



Tote Bag Sponsor



Hotel Key Card Sponsor



## Friday Morning, Oct. 7, 2022

### Presiding Officer:

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

8:00 am  
In Dallas Only

### Continental Breakfast and Conference Room Opens

Thank You to Our Friday Breakfast Sponsor



Thank You to Our Friday Beverage Bar Sponsor



8:25 am

### Morning Announcements

8:30 am 1.00 hr	<p><b>RWI Update and the Due Diligence and Underwriting Process</b></p> <p>As RWI continues to dominate deal indemnification structures, hear an update on current terms of RWI policies and an in-depth discussion on the expected due diligence process and underwriting call for an RWI policy from experienced counsel as well as from the underwriter's perspective.</p> <p>Moderator: David Rex, Prophet Equity - Southlake, TX</p> <p>Panelists: Chris Graham, QBE North America - New York, NY Henry Stark, Norton Rose Fulbright US LLP - Dallas, TX Andrew Zimmerman, WTW - New York, NY</p>
9:30 am 1.00 hr ethics	<p><b>Deal Ethics</b></p> <p>A discussion on a number of ethical issues that come up in the practice of mergers and acquisitions, including whether the same firm can represent two bidders for the same target, other conflicts of interest, the no-contact rule, managing the lawyer's duty for truthfulness and protecting the client's privilege.</p> <p>David I. Albin, Finn Dixon &amp; Herling LLP - Stamford, CT Nathaniel L. Doliner, Carlton Fields - Tampa, FL</p>
10:30 am 1.25 hrs	<p><b>Cultural Divide: More Mock Negotiation of a Strategic Acquisition of a Private-Equity-Backed Company</b></p> <p>With their signature brand of mock negotiation, the panelists illuminate even more culture clashes that can emerge when a strategic buyer squares off against a private equity sponsor seeking to sell one of its portfolio companies. With the aid of an expert in the area of rep &amp; warranty insurance (RWI), the panelists explore the challenges of using RWI to bridge the parties' disparate negotiating positions.</p> <p>Richard E. Climan, Hogan Lovells US LLP - Silicon Valley, CA Joel I. Greenberg, Arnold &amp; Porter Kaye Scholer LLP - New York, NY William M. Monat, Mosaic Insurance - Chicago, IL</p>
11:45 am	<p><b>Adjourn</b></p>