

19TH ANNUAL MERGERS AND ACQUISITIONS INSTITUTE

America's Preeminent Private M&A Conference



October 5–6, 2023

The Ritz-Carlton ▪ Dallas, Texas

 Live Webcast October 5–6

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19TH ANNUAL
MERGERS AND ACQUISITIONS INSTITUTE

America's Preeminent Private M&A Conference

October 5–6, 2023 ■ The Ritz-Carlton ■ Dallas, Texas

Earn up to 10.25 Hours of Credit, Including 2.00 Hours of Ethics Credit

MCLE Credit Approved in TX, CA, NJ, NY, OH, OK and PA (Hours Vary by Jurisdiction); Earn up to 12.50 Hours of TX Accounting CPE Credit

Times listed are in Central Time

THURSDAY MORNING, OCT. 5, 2023

Presiding Officers:

Ramesh Maharaj, Mourant, Grand Cayman, Cayman Islands

J.A. Glaccum, Hunton Andrews Kurth LLP, Houston, TX

8:00 a.m. Continental Breakfast and Registration Opens

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THANK YOU TO OUR THURSDAY ESPRESSO BAR SPONSOR



8:30 a.m.

Welcoming Remarks by Institute Co-Chairs

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

8:45 a.m. 1.00 hr

Carveouts: The Right Slice of the Pie

An in-depth discussion of current trends and issues facing buyers and sellers in carveout transactions today, including special considerations for navigating multi-jurisdictional carveouts.

Moderator:

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

Panelists:

Deirdre Harding, TPG Capital, San Francisco, CA
Julia Papastavridis, Aon, New York, NY
Brittany A. Sakowitz, Kirkland & Ellis LLP, Houston, TX
Brandon Satterwhite, AT&T, Dallas, TX

9:45 a.m. 1.00 hr

WTF Does ESG Really Mean for M&A?

Gain insight on what ESG really is and how it intersects with M&A. In addition to a discussion of the latest trends and considerations, the panel offers practical guidance for M&A practitioners on how to address ESG considerations in their transactions.

Moderator:

Chauncey Lane, Holland & Knight LLP, Dallas, TX

Panelists:

Diego E. Gomez-Cornejo, McDermott Will & Emery LLP, Dallas, TX
Johnjerica Hodge, Katten Muchin Rosenman LLP, Washington, DC
David A. Katz, Wachtell, Lipton, Rosen & Katz, New York, NY
Robert B. Little, Gibson, Dunn & Crutcher LLP, Dallas, TX

10:45 a.m. 15-Minute Break

11:00 a.m. 1.00 hr

Shifting Sands or Quicksand? Negotiating Antitrust Risk in Today's Climate

In a world of increasing antitrust enforcement risk and uncertainty, our speakers discuss the latest trends in negotiating risk allocation provisions between buyers and sellers. With regulators pursuing new theories of harm and aggressively seeking to block mergers, hear how antitrust risk tolerance has changed for both parties to a transaction and what tools they are deploying to address antitrust risk. Explore the proposed new HRS rules and the implications they will have for deal timelines and deal structures.

Moderator:

Jenny Hochenberg, Freshfields Bruckhaus Deringer LLP, New York, NY

Panelists:

Scott B. Crofton, Sullivan & Cromwell LLP, New York, NY
Kimberly Spoerri, Cleary Gottlieb Steen & Hamilton LLP, New York, NY
Steven M. Tyndall, Morrison & Foerster LLP, Austin, TX

12:00 p.m. Break for Lunch

THURSDAY AFTERNOON

Presiding Officers:

TJ Hope, Stout, Dallas, TX

Andrew Lahey, Blake, Cassels & Graydon LLP (Canada), Toronto, Ontario

Philip Theodore, McGriff Transactional Risk Insurance Practice, Atlanta, GA

12:00 p.m. Signature Ritz-Carlton Lunch

Included in registration. Please proceed to luncheon presentations.

THANK YOU TO OUR LUNCHEON SPONSOR



LUNCHEON PRESENTATIONS

12:30 p.m. .50 hr ethics

Texas Business Courts: The Dawn of a New Era

With the aim of expediting proceedings and delivering more informed outcomes, the State of Texas has recently enacted legislation that provides for the creation of "Business Courts" with judges to be appointed by the Governor. For actions commenced on or after September 1, 2024, these Business Courts may handle a range of business disputes, including M&A and other large contract disputes, fiduciary duty claims, and other entity governance issues. Understand the opportunities and challenges occasioned by this new Texas judicial frontier.

Byron F. Egan, Jackson Walker LLP, Dallas, TX
Jason Villalba, Frost Brown Todd LLP, Dallas, TX

1:00 p.m. .50 hr ethics

Practical Uses of AI in M&A: Large Language Models to Create New Realities

What if you could review thousands of contracts, determine the potential risk of anti-assignment clauses, and have a first draft of a memo in under 15 minutes? Over the past year, the legal profession has seen incredible advances in the use of artificial intelligence that are making these possibilities a reality. Large Language Models, such as those fueling ChatGPT, have introduced incredible transformational potential for M&A work. Learn more about what is possible, including ethical considerations, in this new reality.

Kenton S. Brice, University of Oklahoma College of Law, Norman, OK

1:30 p.m. 15-Minute Break

1:45 p.m. 1.00 hr

Distressed M&A - Current State of the Art?

The panelists review, by topic and by actual transactions, the current issues facing buyers and sellers of businesses in various degrees and types of distress.

Moderator:

Jeff Jones, Stephens Inc., Dallas, TX

Panelists:

Chad E. Coben, FTI Consulting, Dallas, TX
Samantha Hale Crispin, Baker Botts L.L.P., Dallas, TX
Ian T. Peck, Haynes Boone, LLP, Dallas, TX

2:45 p.m. 1.00 hr

Stepping Into the Void: Current Energy Dealmaking Considerations

In the wake of the exodus of certain institutional investors and traditional lenders from the oil and gas sector—due to ESG and other regulatory and political headwinds—newer sources of capital, including family offices, see this as an opportunity to take advantage of perceived outsized returns. Often, however, the goals and dynamics of these new capital sources conflict with those of traditional energy investors and management. Hear how to navigate these issues and other considerations, regardless of on which side of the negotiation table you sit.

Moderator:

J. Holt Foster III, Sidley Austin LLP, Dallas, TX

Panelists:

Doug Fordyce, Lazard Freres & Co. LLC, Houston, TX
Jessica W. Hammons, Akin Gump Strauss Hauer & Feld LLP, Dallas, TX
David Levinson, Pearl Energy Investments, Dallas, TX
Rodney L. Moore, Winston & Strawn LLP, Dallas, TX

3:45 p.m. 30-Minute Break



UT Law CLE is committed to helping attorneys meet their annual Texas MCLE requirements. Following the event, registrants will receive a free, on-demand eSupplement that will bring their total available hours to 15.00, including 3.00 hours of ethics.

12TH ANNUAL BYRON EGAN WHISKEY TASTING & COFFEE BREAK

Join us for a tasting of Byron Egan's favorite Irish and Scotch whiskeys

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4:15 p.m. 1.25 hr

Illustrative Negotiation of Controversial M&A Deal Terms

With their signature mastery of mock negotiation, the panelists illustrate the give-and-take of a contentious negotiation between the parties' outside counsel regarding some of today's most controversial provisions in a strategic acquisition of a privately held target company.

Richard E. Climan, Hogan Lovells US LLP, Menlo Park, CA

Joel I. Greenberg, Arnold & Porter Kaye Scholer LLP, New York, NY

5:30 p.m. Adjourn

COCKTAIL RECEPTION

5:30 p.m. – 6:30 p.m.

Join us for adult beverages and hors d'oeuvres with Institute faculty and attendees.

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FRIDAY MORNING, OCT. 6, 2023

Presiding Officer:

Chin Yu, Calvetti Ferguson, Dallas, TX

8:00 a.m. Continental Breakfast and Registration Opens

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8:30 a.m. 1.00 hr

Getting the Piper Paid: Successfully Navigating the RWI Claims Process

In addition to an update on the current terms of RWI policies, this panel focuses on the claims process with war-story driven insights of experienced counsel to answer the burning RWI question: are legitimate claims getting timely paid?

Moderator:

David Rex, Prophet Equity, Southlake, TX

Panelists:

Abigail Davis (Sheehan), Skadden, Arps, Slate, Meagher & Flom LLP, New York, NY
S. Drew Levin, Latham & Watkins LLP, Los Angeles, CA
William M. Monat, Mosaic Insurance, Chicago, IL
Andrew Zimmerman, WTW, New York, NY

9:30 a.m. 1.00 hr ethics

Deal Ethics

A discussion on a number of ethical issues that come up in an M&A practice, 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.

David I. Albin, Finn Dixon & Herling LLP, Stamford, CT
Nathaniel L. Doliner, Carlton Fields, Tampa, FL
Robert R. Kibby, Munsch Hardt Kopf & Harr, P.C., Dallas, TX

10:30 a.m. 1.00 hr

Pop Quiz with Glenn West

Do you know enough transactional law to draft transactional documents effectively? Glenn West quizzes you to find out.

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

11:30 a.m. Adjourn

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Fax:

512.475.6876

Questions? 512.475.6700

If you have dietary requirements or would like to request accommodations under the ADA, please contact Customer Service at 512.475.6700 or service@utcle.org at least 10 days prior to the conference.

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Comprehensive Course Materials: Access course materials in "Your Briefcase" approximately 48 hours before the live event, and enjoy unlimited access to the final, complete course materials – downloadable PDFs of papers and slides.

Accredited eConference: Complimentary access to the eConference – with papers, slides, and video – accredited for one year in both TX and CA are available in "Your Briefcase" 6–8 weeks after the event.

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MA23

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Includes Electronic Course Binder Download (PDF) in "Your Briefcase." Special group registration rates available. Call 512.475.6700.

Please select location type:

- Live, In-Person Event Registration
 Live Webcast Registration

Please select registration type:

- Individual Registration \$995 | \$1,095 after September 20
 In-House Counsel Registration \$595 | \$695 after September 20

Printed and Shipped Binder with Registration (Shipping Included) – Available for order through Friday, October 6, 2023

Please note that the printed binder will arrive 2–3 weeks after the scheduled webcast. Delivery to P.O. boxes is not permitted. Binders will not be distributed on-site.

- Printed and Shipped Course Binder \$81.19 (\$75+)

Webcast Add-on

Register for the in-person conference and add on the webcast format for attendance flexibility.

- Webcast Add-on \$75

TOTAL EVENT REGISTRATION \$ _____

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Includes Electronic Course Binder Download (PDF) and program video/audio. Available 6–8 weeks after live event. Hours may vary depending on actual event runtime.

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Comprehensive binder with papers and slides, available for delivery 4–6 weeks after live event.

- Electronic Post-Course Download (PDF) \$297.69 (\$275+)
 Printed Post-Course Binder \$351.81 (\$325+)

TOTAL POST-CONFERENCE PRODUCTS \$ _____

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October 5–6, 2023

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 Dallas, Texas

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Room Reservations:

Call 800.960.7082

Reserve online at ritzcarlton.com
 (subject to availability)

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KEY DATES

September 20, 2023

Last day for early registration rates

September 29, 2023

Last day for full refund cancellation

October 2, 2023

Last day for partial refund cancellation

\$50 processing fee applied

October 5, 2023 8:30 a.m., CT

Institute begins

October 6, 2023

Last day to order a printed and shipped course binder with in-person or webcast conference registration.

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