

20TH ANNUAL MERGERS AND ACQUISITIONS INSTITUTE

America's Preeminent Private M&A Conference



October 10–11, 2024

The Ritz-Carlton ■ Dallas, Texas

 Live Webcast October 10–11

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20TH ANNUAL
MERGERS AND ACQUISITIONS INSTITUTE

America's Preeminent Private M&A Conference

October 10–11, 2024 ■ The Ritz-Carlton ■ Dallas, Texas

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THURSDAY MORNING, OCT. 10, 2024

Presiding Officer:

**Warren Silversmith, Stikeman Elliott LLP
(Canada), Montreal, Quebec**

8:00 a.m. Registration Opens

Includes continental breakfast.

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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

Hot Topics in Private Equity M&A

The latest trends and strategies shaping the dynamic world of private equity M&A from pros in the know, who will share insights on navigating the latest in complex deal structures, maximizing value, and staying ahead of the curve in PE's rapidly evolving market.

Moderator:

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

Panelists:

Mario Perez Dolan, Jackson Walker LLP, Dallas, TX
Rachel Masory, Golden Gate Capital,
San Francisco, CA
Brittany A. Sakowitz, Kirkland & Ellis LLP, Houston, TX
Matthew B. Wiener, Aon, Houston, TX

9:45 a.m. 1.00 hr

**The Human's Guide to Acquiring/Selling AI
Companies: So What's So Different?**

With AI all the rage, what are the need-to-know insights for deal lawyers navigating the complex and evolving landscape surrounding AI technology, especially AI-generated content and AI-powered decision-making? Speaking human, this panel explores today's and around-the-corner key issues in buying or selling an AI company.

Moderator:

Michael G. O'Bryan, Morrison & Foerster LLP,
San Francisco, CA

Panelists:

Shawn C. Helms, McDermott Will & Emery LLP,
Dallas, TX
Zac Padgett Orrick, Herrington & Sutcliffe LLP,
Austin, TX
Jennifer Smith, Latham & Watkins LLP, Austin, TX

10:45 a.m. 15-Minute Break

11:00 a.m. 1.00 hr

**Modern Family: The Latest on Structuring
and Negotiating Joint Ventures**

Joint ventures are emerging as an increasingly popular strategy for companies, including financial sponsors, seeking to leverage complementary strengths, share risks, and access new markets. Our experts explore the insights and strategies needed to navigate the complexities in structuring, negotiating, and drafting JVs, including, practical pro-tips to achieve strategic objectives while mitigating risks so the parties can remain honeymooners for life.

Moderator:

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

Panelists:

Scott B. Crofton, Sullivan & Cromwell LLP,
New York, NY
Robert R. Kibby, Munsch Hardt Kopf & Harr, P.C.,
Dallas, TX
Robert B. Little, Gibson, Dunn & Crutcher LLP,
Dallas, TX
Kimberly Spoerri, Cleary Gottlieb Steen & Hamilton
LLP, New York, NY

12:00 p.m. Break for Lunch

THURSDAY AFTERNOON

Presiding Officer:

**Matthew Cumming, McCarthy Tétrault
LLP (Canada), New York, NY**

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

Included in registration. Please proceed to luncheon presentation.

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LUNCHEON PRESENTATIONS

12:30 p.m. 0.75 hr ethics

Texas Business Courts

Moderator:

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

Panelist:

Hon. William G. Whitehill, First Division Texas
Business Court, Dallas, TX

1:15 p.m. 15-Minute Break

1:30 p.m. 1.00 hr ethics

Deal Ethics

In the high-stakes world of M&A, deal lawyers must balance the interests of their clients with the demands of professional conduct, navigating the maze that is confidentiality, conflicts of interest, and the ever-present temptation to push boundaries. Join us as we explore more real-world ethical challenges that can make or break a deal – all while keeping you from being the target of a disciplinary investigation.

David I. Albin, Finn Dixon & Herling LLP,
Stamford, CT
Nathaniel L. Doliner, Carlton Fields, Tampa, FL

2:30 p.m. 1.00 hr

Special Situation Dealmaking: How to Catch a Falling Knife Without Hurting Yourself

For the distressed company, creative dealmaking can often provide a lifeline and a path to recovery - without the need for a formal bankruptcy process. For the opportunistic buyer, the chance to buy on the cheap is irresistible. Our panel explores the challenges and opportunities of catching a falling knife.

Moderator:
Jeff Jones, Stephens Inc., Dallas, TX

Panelists:
Julie Cohen, Skadden, Arps, Slate, Meagher & Flom LLP, New York, NY
Andrew Masotta, Stout, Dallas, TX
Larry Shosid, Haynes Boone, LLP, Dallas, TX
Mark S. Solomon, Katten Muchin Rosenman LLP, Dallas, TX

3:30 p.m. 30-Minute Break

13TH 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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4:00 p.m. 1.25 hrs

Mock Negotiation of Earnouts and Contingent Consideration

In their thoughtfully entertaining style, Rick and Joel, with Jessica joining to stir the pot, will showcase strategies, tactics, and compromises that can make or break an earnout and other forms of contingent consideration.

Richard E. Climan, Hogan Lovells US LLP, Redwood City, CA
Joel I. Greenberg, Arnold & Porter, New York, NY
Jessica C. Pearlman, K&L Gates LLP, Seattle, WA

5:15 p.m. Adjourn

COCKTAIL RECEPTION

5:15 p.m. – 6:15 p.m.

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

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LATHAM & WATKINS LLP

FRIDAY MORNING, OCT. 11, 2024

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

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

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8:30 a.m. 1.00 hr

RWI Update and Negotiating an RWI Policy for Your Deal

RWI continues to be ubiquitous and ever evolving, with significant changes highlighted by decreasing rates, increased capacity, and new/hungrier underwriting approaches. In addition to an in-depth market trends update, this panel will drill down with the latest cutting edge thinking on how to effectively implement an RWI deal, including negotiating the RWI policy (what to look for and try to get best terms on) and resulting drafting considerations in the purchase agreement.

Moderator:
David Rex, Prophet Equity, Southlake, TX

Panelists:
William M. Monat, Mosaic Insurance, Chicago, IL
Henry Stark, Norton Rose Fulbright US LLP, Dallas, TX
Chad D. Striker, Greenberg Traurig, LLP, Chicago, IL
Andrew Zimmerman, WTW, New York, NY

9:30 a.m. 1.00 hr

Essential Guide to Structuring and Negotiating Today's Energy M&A Deals

Need direction on how to navigate the complex and ever-evolving energy landscape? This panel discusses the critical nuts-and-bolts for structuring and negotiating successful energy M&A deals in today's dynamic market. Our expert panel shares invaluable insights to help you stay ahead of the curve and capitalize on emerging opportunities.

Moderator:
J. Holt Foster III, Willkie Farr & Gallagher LLP, Dallas, TX

Panelists:
John M. Grand, Vinson & Elkins LLP, Dallas, TX
Jeremiah Mayfield, Holland & Knight LLP, Dallas, TX
Jon Platt, Baker Botts L.L.P., Dallas, TX
Cliff W. Vrielink, Sidley Austin LLP, Houston, TX

10:30 a.m. 1.00 hr

Pop Quiz With Glenn West

Glenn West brings back the sweaty palms and racing hearts of our 1L PTSD as he quizzes if we know enough transactional law to effectively draft today's transaction documents.

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

11:30 a.m. Adjourn

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The University of Texas
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ATTN: CLE
P.O. Box 12883
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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.

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Please select location type:

- Live, In-Person Event Registration
 Live Webcast Registration

Please select registration type:

- Individual Registration \$995 | \$1,095 after September 25
 In-House Counsel Registration \$595 | \$695 after September 25

Printed and Shipped Binder with Registration (Shipping Included) – Available for order through Friday, October 11, 2024

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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eConference – For Texas and California MCLE Credit

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.

- Individual eConference \$695

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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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Tax-deductible gift to principal of the endowment for The University of Texas School of Law - Mergers and Acquisitions Institute Endowment for Excellence in Law Scholarship. Please see our website for more information and, as with any decision involving your assets, we encourage you to seek the advice of professional counsel when considering a gift.

GIFT AMOUNT \$ _____

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DALLAS

October 10–11, 2024

CONFERENCE LOCATION



The Ritz-Carlton
 2121 McKinney Avenue
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 214.922.0200

Room Reservations:

Special room rate of \$489 good through September 9, 2024 (based on availability)
 Visit www.utcle.org/conferences/ma24#venue for booking link

Valet Parking Only:

\$15 Daily; \$60 Overnight

KEY DATES

September 25, 2024

Last day for early registration rates

October 4, 2024

Last day for full refund cancellation

October 7, 2024

Last day for partial refund cancellation

\$50 processing fee applied

October 10, 2024, 8:30 a.m., CT

Institute begins

October 11, 2024

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

THE UNIVERSITY OF TEXAS SCHOOL OF LAW - MERGERS AND ACQUISITIONS INSTITUTE ENDOWMENT FOR EXCELLENCE IN LAW SCHOLARSHIP

The University of Texas School of Law - Mergers and Acquisitions Institute Endowment for Excellence in Law Scholarship is a permanent endowment for the benefit of The University of Texas School of Law. Funds distributed from the endowment will be used to support students of high academic achievement who exhibit strong interest and potential in the field of mergers and acquisitions.

Gifts are now being accepted and will be applied to the principal of the endowment. Gifts to The University of Texas are tax deductible as allowed by law, and The University of Texas is defined by the IRS as a 170(c) organization, a government-supported non-profit. All donors will receive a receipt from the University Development Office for their contribution. As with any decision involving your assets, we encourage you to seek the advice of professional counsel when considering a gift.

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Gifts can be made when registering for the Institute online or by using the registration form above. Gifts will also be accepted at the Institute in October and at all times during the year. If you have any questions about the Scholarship, please contact us at service@utcle.org.

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