



20th Annual Mergers and Acquisitions Institute
October 10-11, 2024 • The Ritz-Carlton • Dallas, TX
October 10-11, 2024 • Live Webcast

Thursday Morning, Oct. 10, 2024

<p>8:00 am In Dallas Only</p>	<p>Continental Breakfast and Registration Opens</p> <p>Thank You to Our Thursday Breakfast Sponsor</p>  <p>Thank You to Our Thursday Espresso Bar Sponsor</p> 
<p>8:30 am</p>	<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>
<p>8:45 am 1.00 hr</p>	<p>Hot Topics in Private Equity M&A</p> <p>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.</p> <p>Moderator: Rita-Anne O'Neill, Sullivan & Cromwell LLP - Los Angeles, CA</p> <p>Panelists: Kevin A. Jones, Jackson Walker LLP - Dallas, TX Brittany A. Sakowitz, Kirkland & Ellis LLP - Houston, TX Matthew B. Wiener, Aon - Houston, TX</p>
<p>9:45 am 1.00 hr</p>	<p>The Human's Guide to Acquiring/Selling AI Companies: So What's So Different?</p> <p>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 key today's and around-the-corner issues in buying or selling an AI company.</p> <p>Moderator: Michael G. O'Bryan, Morrison & Foerster LLP - San Francisco, CA</p> <p>Panelists: Shawn C. Helms, McDermott Will & Emery LLP - Dallas, TX Zac Padgett, Orrick, Herrington & Sutcliffe LLP - Austin, TX Jenifer Smith, Latham & Watkins LLP - Austin, TX</p>
<p>10:45 am</p>	<p>15-Minute Break</p>

11:00 am
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 pm

Break for Lunch (30 Minutes)

Thursday Afternoon, Oct. 10, 2024

LUNCHEON PRESENTATION

Signature Ritz-Carlton Lunch

Included in registration. Please proceed to luncheon presentation.

Thank You to Our Luncheon Sponsor

Jackson Walker

12:30 pm
0.75 hr ethics

AI in M&A Practice: The Next Chapter in Advancing Legal Work

Join us for an advanced exploration of the growing role of artificial intelligence in mergers and acquisitions, including ethical and professional lessons learned over the past 12 months. This session discusses the latest market developments and cutting-edge tools, showcasing practical applications and real-world impact for legal professionals to continue the conversation of how these tools can create new opportunities for legal work.

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

1:15 pm

15-Minute Break

1:30 pm
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

<p>2:30 pm 1.00 hr</p>	<p>Special Situation Dealmaking: How to Catch a Falling Knife without Bleeding Out</p> <p>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.</p> <p>Moderator: Jeff Jones, Stephens Inc. - Dallas, TX</p> <p>Panelists: Andrew Masotta, Stout - Dallas, TX Mark S. Solomon, Katten Muchin Rosenman LLP - Dallas, TX</p>
<p>3:30 pm In Dallas Only</p>	<p>13th Annual Byron Egan Whiskey Tasting & Coffee Break</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 SULLIVAN & CROMWELL</p>
<p>4:00 pm 1.25 hrs</p>	<p>Mock Negotiation of Earnouts and Contingent Consideration</p> <p>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.</p> <p>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</p>
<p>5:15 pm</p>	<p>Adjourn</p>
<p>In Dallas Only</p>	<p>Cocktail Reception (in Dallas from 5:15 p.m. - 6:15 p.m.)</p> <p>Join us for adult beverages and hors d'oeuvres with Institute faculty and attendees.</p> <p>Thank You to Our Cocktail Reception Sponsor LATHAM & WATKINS^{LLP}</p>

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Friday Morning, Oct. 11, 2024

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



8:30 am
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

Andrew Zimmerman, WTW - New York, NY

9:30 am
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 am
1.00 hr

Pop Quiz with Glenn West

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

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

11:30 am

Adjourn