

**20<sup>th</sup> 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**

**Presiding Officers:**

**Kelsey Baldwin**, Texas Municipal Retirement System - Austin, TX

**John Leopold**, Stikeman Elliott LLP - Montréal, QC

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

**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

<p>9:45 am 1.00 hr</p>	<p><b>The Human’s Guide to Acquiring/Selling AI Companies: So What’s So Different?</b></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 today’s and around-the-corner key issues in buying or selling an AI company.</p> <p>Moderator: Michael G. O'Bryan, Morrison &amp; Foerster LLP - San Francisco, CA</p> <p>Panelists: Shawn C. Helms, McDermott Will &amp; Emery LLP - Dallas, TX Zac Padgett, Orrick, Herrington &amp; Sutcliffe LLP - Austin, TX Jenifer Smith, Latham &amp; Watkins LLP - Austin, TX</p>
<p>10:45 am</p>	<p><b>15-Minute Break</b></p>
<p>11:00 am 1.00 hr</p>	<p><b>Modern Family: The Latest on Structuring and Negotiating Joint Ventures</b></p> <p>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.</p> <p>Moderator: Kimberly Spoerri, Cleary Gottlieb Steen &amp; Hamilton LLP - New York, NY</p> <p>Panelists: Scott B. Crofton, Sullivan &amp; Cromwell LLP - New York, NY Robert R. Kibby, Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX Robert B. Little, Gibson, Dunn &amp; Crutcher LLP - Dallas, TX</p>
<p>12:00 pm</p>	<p><b>Break for Lunch (30 Minutes)</b></p>

## Thursday Afternoon, Oct. 10, 2024

### Presiding Officer:

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

### LUNCHEON PRESENTATION

	<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</p> <p><b>Jackson Walker</b></p>
<p>12:30 pm 0.75 hr ethics</p>	<p><b>Texas Business Courts</b></p> <p>Moderator: Byron F. Egan, Jackson Walker LLP - Dallas, TX</p> <p>Panelist: Hon. William G. Whitehill, First Division Texas Business Court - Dallas, TX</p>

1:15 pm	<b>15-Minute Break</b>
1:30 pm 1.00 hr ethics	<p><b>Deal Ethics</b></p> <p>In the high-stakes world of M&amp;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.</p> <p>David I. Albin, Finn Dixon &amp; Herling LLP - Stamford, CT Lindsey Reighard, McDermott Will &amp; Emery - Dallas, TX</p>
2:30 pm 1.00 hr	<p><b>Special Situation Dealmaking: How to Catch a Falling Knife Without Hurting Yourself</b></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 Panelists: Julie Cohen, Skadden, Arps, Slate, Meagher &amp; 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</p>
3:30 pm In Dallas Only	<p><b>13th 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 <b>SULLIVAN &amp; CROMWELL</b></p>
4:00 pm 1.25 hrs	<p><b>Mock Negotiation of Earnouts and Contingent Consideration</b></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 &amp; Porter - New York, NY Jessica C. Pearlman, K&amp;L Gates LLP - Seattle, WA</p>
5:15 pm	<b>Adjourn</b>
In Dallas Only	<p><b>Cocktail Reception (in Dallas from 5:15 p.m. - 6:15 p.m.)</b></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 <b>LATHAM &amp; WATKINS</b> <small>LLP</small></p>

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**Friday Morning, Oct. 11, 2024**

**Presiding Officer:**

**William M. Monat**, Mosaic Insurance - Chicago, IL

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

Chad D. Striker, Greenberg Traurig, LLP - Chicago, IL

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

Jeremy Pettit, Sidley Austin LLP - Dallas, TX

Jon Platt, Baker Botts L.L.P. - Dallas, TX

10:30 am  
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 am

### **Adjourn**