UT LAW CLE Continuing Legal Education

## eConference
# 2023 Mergers and Acquisitions eConference

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| Session 1<br>1.00 hr | **Carveouts: The Right Slice of the Pie**<br><br>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.<br><br>**Deirdre Harding,** TPG Capital - San Francisco, CA<br>**Elissa Etheridge,** Aon - New York, NY<br>**Brittany A. Sakowitz,** Kirkland & Ellis LLP - Houston, TX<br>**Brandon Satterwhite,** AT&T - Dallas, TX |
| Session 2<br>0.50 hr | **WTF Does ESG Really Mean for M&A?**<br><br>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.<br><br>**Chauncey Lane,** Holland & Knight LLP - Dallas, TX<br>**Diego E. Gomez-Cornejo,** McDermott Will & Emery LLP - Dallas, TX<br>**Johnjerica Hodge,** Katten Muchin Rosenman LLP - Washington, DC<br>**David A. Katz,** Wachtell, Lipton, Rosen & Katz - New York, NY<br>**Robert B. Little,** Gibson, Dunn & Crutcher LLP - Dallas, TX |
| Session 3<br>1.00 hr | **Shifting Sands or Quicksand? Negotiating Antitrust Risk in Today's Climate**<br><br>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.<br><br>**Jenny Hochenberg,** Freshfields Bruckhaus Deringer LLP - New York, NY<br>**Scott B. Crofton,** Sullivan & Cromwell LLP - New York, NY<br>**Meghan Rissmiller,** Freshfields Bruckhaus Deringer LLP - New York, NY<br>**Steven M. Tyndall,** Morrison & Foerster LLP - Austin, TX |
| Session 4<br>0.50 hr \| 0.50 Ethics | **Texas Business Courts: The Dawn of a New Era**<br><br>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.<br><br>**Byron F. Egan,** Jackson Walker LLP - Dallas, TX<br>**Jason Villalba,** Frost Brown Todd LLP - Dallas, TX |
| Session 5<br>0.50 hr \| 0.50 Ethics | **Practical Uses of AI in M&A: Large Language Models to Create New Realities**<br><br>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 |

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| | 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.<br><br>**Kenton S. Brice,** University of Oklahoma College of Law - Norman, OK |
| Session 6<br>1.00 hr | **Distressed M&A - Current State of the Art**<br><br>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.<br><br>**Jeff Jones,** Stephens Inc. - Dallas, TX<br>**Chad E. Coben,** FTI Consulting - Dallas, TX<br>**Samantha Hale Crispin,** Baker Botts L.L.P. - Dallas, TX<br>**Ian T. Peck,** Haynes Boone, LLP - Dallas, TX |
| Session 7<br>1.00 hr | **Stepping Into the Void: Current Energy Dealmaking Considerations**<br><br>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.<br><br>**J. Holt Foster III,** Sidley Austin LLP - Dallas, TX<br>**Doug Fordyce,** Lazard - Houston, TX<br>**Jessica W. Hammons,** Akin Gump Strauss Hauer & Feld LLP - Dallas, TX<br>**David Levinson,** Pearl Energy Investments - Dallas, TX<br>**Rodney L. Moore,** Winston & Strawn LLP - Dallas, TX |
| Session 8<br>1.25 hrs | **Illustrative Negotiation of Controversial M&A Deal Terms**<br><br>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.<br><br>**Richard E. Climan,** Hogan Lovells US LLP - Silicon Valley, CA<br>**Joel I. Greenberg,** Arnold & Porter Kaye Scholer LLP - New York, NY |
| Session 9<br>1.00 hr | **Getting the Piper Paid: Successfully Navigating the RWI Claims Process**<br><br>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?<br><br>**David Rex,** Prophet Equity - Southlake, TX<br>**Abby Davis,** Skadden, Arps, Slate, Meagher & Flom LLP - New York, NY<br>**S. Drew Levin,** Latham & Watkins LLP - Los Angeles, CA<br>**William M. Monat,** Mosaic Insurance - Chicago, IL<br>**Andrew Zimmerman,** WTW - New York, NY |
| Session 10<br>1.00 hr \| 1.00 Ethics | **Deal Ethics**<br><br>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.<br><br>**David I. Albin,** Finn Dixon & Herling LLP - Stamford, CT<br>**Nathaniel L. Doliner,** Carlton Fields - Tampa, FL<br>**Robert R. Kibby,** Munsch Hardt Kopf & Harr, P.C. - Dallas, TX |

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| Session 11<br>1.00 hr | **Pop Quiz with Glenn West**<br><br>Do you know enough transactional law to draft transactional documents effectively? Glenn West quizzes you to find out.<br><br>**David I. Albin,** Finn Dixon & Herling LLP - Stamford, CT<br>**Glenn D. West,** Weil, Gotshal & Manges LLP - Dallas, TX |