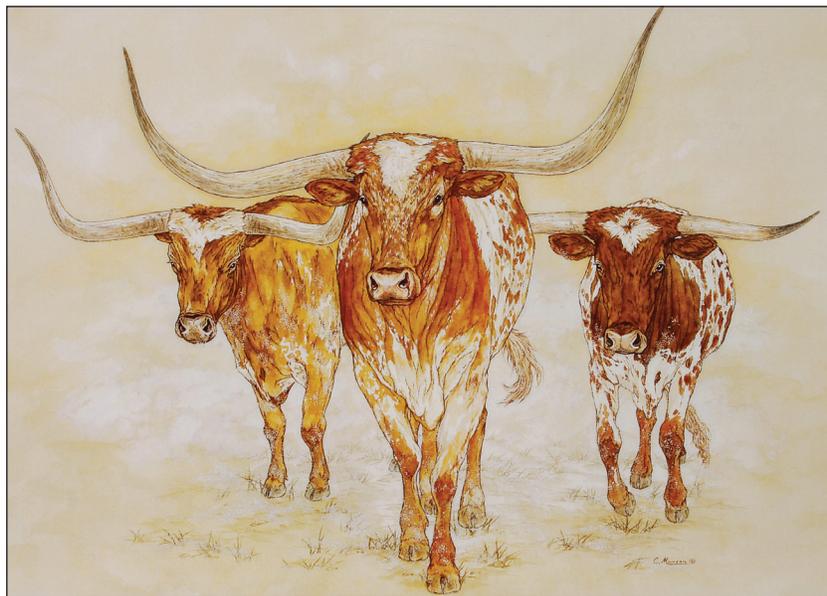


18TH ANNUAL MERGERS AND ACQUISITIONS INSTITUTE

America's Preeminent Private M&A Conference



October 6–7, 2022

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Times listed are in Central Time

THURSDAY MORNING, OCT. 6, 2022

Presiding Officer:

Chad C. Schneider, Blake, Cassels & Graydon LLP, Calgary, Alberta, Canada

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

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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

All eyes are on Private Equity in 2022 to see how funds can deploy their continued unprecedented levels of dry powder in the current economic climate. Join top firm and in house M&A practitioners for a discussion on trends in PE M&A, including traditional whole company leveraged buy-outs, partial stake investments and acquisitions of public companies.

Moderator:

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

Panelists:

Deirdre Harding, TPG Capital, San Francisco, CA
Katherine M. Krause, Simpson Thacher & Bartlett LLP, New York, NY
Julia Papastavridis, Aon, New York, NY
Christina A. Tate, Winston & Strawn LLP, Dallas, TX

9:45 a.m. 1.25 hrs

Texas Twists in M&A: The Latest and Greatest

Texas has become a top relocation destination for growing and dynamic companies in all industries. Experienced M&A practitioners address some of the key differences in Texas law that companies should know when navigating Texas M&A transactions.

Moderator:

Samantha Hale Crispin, Baker Botts L.L.P., Dallas, TX

Panelists:

Byron F. Egan, Jackson Walker LLP, Dallas, TX
Robert R. Kibby, Munsch Hardt Kopf & Harr, P.C., Dallas, TX
Chauncey Lane, Holland & Knight LLP, Dallas, TX
Mark S. Solomon, Katten Muchin Rosenman LLP, Dallas, TX

11:00 a.m. 15-Minute Break

11:15 a.m. 1.00 hr

More New Kids on the Block: State-of-the-Art M&A Clauses That You Need to Know

Explore state-of-the-art architecture and risk allocation features of the regulatory provisions in merger agreements in light of the current environment. Examine how top tier deals in healthcare and technology—which are facing the highest regulatory scrutiny—handle the “regulatory package”, including efforts covenants, specific structural or conduct undertakings, FTC “prior approval” requirements, commitments to litigate, control over regulatory strategy, reverse termination fees, and outside date extension mechanisms.

Moderator:

Jenny Hochenberg, Freshfields, New York, NY

Panelists:

Scott B. Crofton, Sullivan & Cromwell LLP, New York, NY
Robert B. Little, Gibson, Dunn & Crutcher LLP, Dallas, TX
Kimberly Spoerri, Cleary Gottlieb Steen & Hamilton LLP, New York, NY

THURSDAY AFTERNOON

Presiding Officer:

John F. Clifford, McMillan LLP, Toronto, Ontario, Canada

12:15 p.m. Signature Ritz-Carlton Lunch

Included in registration. Please proceed to luncheon presentation.

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LUNCHEON PRESENTATION

12:45 p.m. .75 hr

Twitter's Lawsuit Against Elon Musk: A Lesson on the Limits of Boilerplate M&A Agreements

Is specific performance a sensible remedy for breach of a merger agreement, and thus a provision that should be included in the typical deal? Certainty can be important and efficient, but forcing a deal against the will of a party is not without cost. What are the alternatives to specific performance terms, and why do Delaware courts seem increasingly willing to enforce specific performance?

M. Todd Henderson, The University of Chicago Law School, Chicago, IL

1:30 p.m. 15-Minute Break

ABOUT THE ARTWORK

Artwork by Cathy Sue Munson,
"Legacy of Champions"

www.cmunsonartstudio.com



1:45 p.m. 1.00 hr

It's Not Easy Being Green: Energy Dealmaking in a Decarbonizing Future

As ESG regulatory and public pressures mount, dealmakers in the energy industry have been forced to reevaluate how they approach M&A transactions. Be it sourcing deals and capital, structuring and diligizing transactions, or broadening investment mandates, the rules have changed for doing deals in a decarbonizing environment.

Moderator:

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

Panelists:

Jesse E. Betts, Akin Gump Strauss Hauer & Feld LLP, Dallas, TX
Chris McCabe, Cowen, Inc., San Francisco, CA
Christina Sanders, NGP Energy Capital Management, Dallas, TX
Sean T. Wheeler, Kirkland Ellis LLP, Houston, TX

2:45 p.m. 1.00 hr

Traps for the Conventional M&A Thinker: More From Glenn West

Simply stated: anyone who thinks they know enough law to practice transactional work is probably wrong and should attend this presentation.

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

3:45 p.m. 30-Minute Break

11TH 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 hrs

What's So Different About Tech M&A?

Think tech M&A is a piece of cake? Do you know what a "re-vest" structure is? How about the latest in risk allocation for infringement of unknown patents? NFTs? The Metaverse? Phase II Study? Why is the payout spreadsheet for VC-backed company acquisitions so complicated? This panel outlines what is different about tech M&A and discusses the major topics you need to understand to play in this space.

Moderator:

Craig Menden, Willkie Farr & Gallagher LLP, Palo Alto, CA

Panelists:

Richard E. Climan, Hogan Lovells US LLP, Silicon Valley, CA
Joanna Lin, McDermott Will & Emery, Dallas, TX
Michael G. O'Bryan, Morrison & Foerster LLP, San Francisco, CA
Jenifer Smith, Latham & Watkins LLP, Austin, TX

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 program faculty and attendees.

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FRIDAY MORNING, OCT. 7, 2022

Presiding Officer:

Steven R. Tredennick, White & Case LLP, Houston, TX

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

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8:30 a.m. 1.00 hr

RWI Update and the Due Diligence and Underwriting Process

As RWI continues to dominate deal indemnification structures, hear an update on current terms of RWI policies and an in-depth discussion on the expected due diligence process and underwriting call for an RWI policy from experienced counsel as well as from the underwriter's perspective.

Moderator:

David Rex, Prophet Equity, Southlake, TX

Panelists:

Chris Graham, QBE North America, New York, NY
Henry Stark, Norton Rose Fulbright US LLP, Dallas, TX
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 the practice of mergers and acquisitions, 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

10:30 a.m. 1.25 hr

Cultural Divide: More Mock Negotiation of a Strategic Acquisition of a Private-Equity-Backed Company

With their signature brand of mock negotiation, the panelists illuminate even more culture clashes that can emerge when a strategic buyer squares off against a private equity sponsor seeking to sell one of its portfolio companies. With the aid of an expert in the area of rep & warranty insurance (RWI), the panelists explore the challenges of using RWI to bridge the parties' disparate negotiating positions.

Richard E. Climan, Hogan Lovells US LLP, Silicon Valley, CA
Joel I. Greenberg, Arnold & Porter Kaye Scholer LLP, New York, NY
William M. Monat, Mosaic Insurance, Chicago, IL

11:45 a.m. Adjourn

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NEW JERSEY—12.50 hrs | 1.00 hr ethics

As The University of Texas School of Law is a State Bar of Texas approved MCLE provider (Sponsor #13), our courses are presumptively approved for MCLE credit based on a 50-minute credit hour, and in accordance with the Regulations of the Supreme Court of New Jersey Board on Continuing Legal Education.

NEW YORK—12.50 hrs | 1.00 hr ethics

As The University of Texas School of Law is a State Bar of California approved MCLE provider (#1944), our courses are presumptively approved for MCLE credit based on a 50-minute credit hour, and in accordance with the Program Rules and the Regulations and Guidelines of the New York State Bar Association.

OKLAHOMA—12.50 hrs | 1.00 hr ethics

The University of Texas School of Law is an Oklahoma Bar Association presumptively approved provider (#169).

PENNSYLVANIA—10.50 hrs | 1.00 hr ethics

This program will be submitted to the Pennsylvania Continuing Legal Education Board for 9.00 hours of substantive law, practice and procedure CLE credit.

TEXAS—10.50 hrs | 1.00 hr ethics

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 10.75 hours, of which 0.75 credit hours will apply to legal ethics/professional responsibility credit.

OTHER STATES

Many jurisdictions accept conferences offered by The University of Texas School of Law, and approved by the State Bar of Texas, for CLE credit. Please check with your jurisdiction's regulatory authority. A Certificate of Attendance and credit reporting documentation will be provided at the conference.

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Austin, TX 78713-7759

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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- Live Webcast Registration \$695 | \$795 after September 28

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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.

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

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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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October 6–7, 2022

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KEY DATES

September 28, 2022

Last day for early registration rates

September 30, 2022

Last day for full refund cancellation

October 3, 2022

Last day for partial refund cancellation

\$50 processing fee applied

October 6, 2022 8:30 a.m., CT

Institute begins

October 7, 2022

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

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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.

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