

CORPORATE, SECURITIES & RELATED ASPECTS OF MERGERS & ACQUISITIONS

September 20 & September 21, 2012

Stay current on...

- M&A developments with leading attorneys, investment bankers, reporters, and members of the government and judiciary;
- Domestic and international perspectives from M&A deal lawyers;
- Negotiating skills as expert panels engage in a mock public and a private company acquisition;
- Information on SEC developments; and
- Recent Delaware case law developments.



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CORPORATE, SECURITIES & RELATED ASPECTS of MERGERS & ACQUISITIONS

September 20 & September 21, 2012



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The 9th Annual Institute on
Corporate, Securities & Related Aspects of Mergers & Acquisitions
September 20 and 21, 2012
New York City Bar, 42 West 44th Street, New York, NY

PROGRAM FEES

Early Bird-
Valid until August 17, 2012
September 20 and 21 Live Program
(includes one set of institute materials)

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September 20 and 21 Live Program
(includes one set of institute materials)
For those attending only one day of the
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PROGRAM AGENDA

Day One: Thursday, September 20, 2012

- 8:00 - 8:50 a.m. **Registration & Continental Breakfast**
Sponsored by Okapi Partners LLC
- 8:50 - 9:00 a.m. **Welcome & Introduction**
H. Rodgin Cohen & Mitchell S. Eitel
- Morning Moderator: William A. Groll*
- 9:00 - 10:00 a.m. **Bankers & Reporters Discuss Recent Developments in Business, M&A & the Economy**
Dennis K. Berman, Steven M. Davidoff, Robert A. Kindler & David Marcus
- 10:00 - 11:00 a.m. **California, New York, & London M&A Deal Lawyers Discuss Recent Domestic & International M&A Developments**
Richard E. Climan, Daniel A. Neff, Robin Ogle & Melissa Sawyer
- 11:00 - 11:15 a.m. **Break**
Sponsored by Blake, Cassels & Graydon LLP
- 11:15 - 12:30 p.m. **Acquisitions in the Financial Services Industry**
Nicholas G. Demmo, Mitchell S. Eitel, Steve Frankel, Lee A. Meyerson & William J. Sweet Jr.
- 12:30 - 1:30 p.m. **Networking Lunch**
Sponsored by Georgeson
- Afternoon Moderator: Howard L. Shacter*
- 1:30 - 2:30 p.m. **Deal Lawyers' Guide to Major Issues in Drafting Public Company Acquisition Agreements**
Christa A. D'Alimonte, Warren deWied, Raiza J. Saeed & Leigh Walton
- 2:30 - 3:30 p.m. **Developments in Executive Compensation & Employee Benefits**
Jeanmarie O'Brien, Linda Rapaport & Marc R. Trevino
- 3:30 - 3:45 p.m. **Break**
Sponsored by Houlihan Lokey
- 3:45 - 5:00 p.m. **Delaware Law Issues in M&A**
Justice Jack B. Jacobs, William M. Lufferty, Stephen P. Lamb, Lisa A. Schmidt, Kevin R. Shannon & Jessica Zeldin
- 5:00 - 6:00 p.m. **SEC Developments Regarding M&A including Perspectives on Activist Shareholders**
Michele M. Anderson, Dennis O. Garris, Mark I. Greene & George Sampas
- 6:00 - 7:00 p.m. **Reception**

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Day Two: Friday, September 21, 2012

- 8:00 - 8:30 a.m. **Breakfast**
Sponsored by Morris, Nichols, Arsht & Tunnell LLP
- Morning Moderator: Lisa A. Schmidt*
- 8:30 - 9:30 a.m. **Navigating Investment Banker Issues in M&A Transactions**
Stephen M. Kotran, Stephen C. Bigler, David Friedland, Kevin Miller, Jennifer Muller & Honorable Myron T. Steele
- 9:30 - 10:30 a.m. **Dealing with Shareholders in a Hostile Environment**
William D. Anderson, Abe M. Friedman, Bruce H. Goldfarb & Scott Ostfeld
- 10:30 - 10:45 a.m. **Break**
Sponsored by Sullivan & Cromwell LLP
- 10:45 - 12:15 p.m. **Public Company Acquisition: A Mock Negotiation, including Perspectives on Delaware Corporate Law, Antitrust, Proxy Solicitations & Public Relations**
David Drake, Richard E. Climan, George R. Bason Jr., Frederick S. Green, Joel I. Greenberg, Thomas B. Johnson & Lisa A. Schmidt
- 12:15 - 1:15 p.m. **Lunch: On Your Own**
- 1:15 - 2:15 p.m. **Non-Delaware Law Corporate Governance Issues in M&A**
James J. Hanks Jr., David A. Katz & John F. Olson
- 2:15 - 3:45 p.m. **Private Company Acquisition: A Mock Negotiation, including Perspectives on Investment Banking, Tax, Financing & European Issues**
Richard De Rose, Byron F. Egan, John G. Finley, Ronald Janis, Rashida K. La Lande, Michael L. Schler & Donald J. Wolfe Jr.
- 3:45 - 4:00 p.m. **Break**
- 4:00 - 5:00 p.m. **Key Deal Lawyer Issues in Outbound M&A - Canada, UK & the E.U.**
J. David A. Jackson, Robin Ogle, Anthony Pullinger & Samuel C. Thompson, Jr.
- 5:00 - 6:00 p.m. **Ethical Issues Facing Attorneys in M&A**
Barry S. Alberts, Nathaniel L. Doliner, Simon M. Lorne & Donna S. McCaffrey

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Please allow 3-5 weeks for delivery of CDs, DVDs and course materials. International orders will be sent by traceable means, and an additional charge for shipping will be incurred by the recipient. Course materials will be provided at live programs and video replays, and will accompany DVD & CD purchases. Materials for most programs are available for purchase as stand-alones; however, CLE credit is not awarded.

Advance Registration

A \$25.00 walk-in fee will be charged if registration and payment are received by our office later than 3:00 p.m. on the previous business day of the program. Payment must accompany registration; reservations are not accepted.

CLE Credits

This program will be accredited in states with mandatory CLE credit. Below is a sample of CLE credit that will be awarded.

The NYC Bar is an accredited CLE provider in California, Illinois, New Jersey, New York & Pennsylvania. This program provides transitional/non-transitional credits. For those seeking CLE credit in California, New Jersey, or New York (Please Note: Illinois & Pennsylvania credit differs as it is based on a 60 minute credit hour), the breakdown of CLE credit is as follows:

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	Professional Practice	Skills	Ethics	Total CLE
September 20 only	7.5	1.0	-	8.5
September 21 only	2.0	6.0	1.0	9.0
Attendance to both days	9.5	7.0	1.0	17.5

Illinois and Pennsylvania CLE			
	General	Ethics	Total CLE
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September 21 only	7.0	1.0 (pending)	8.0
Attendance to both days	14.5	1.0 (pending)	15.5

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Additional Information

If you need special accommodations please contact Madeline Montalvo 382-6657 at least 3 days prior to the program.

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City Club Hotel, 55 West 44th Street
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Subject to availability, City Club is pleased to offer a rate of \$449/night for a queen room and \$489/night for a king room for the Institute for the nights of September 19 and 20. To be eligible for this special rate, please contact Lauren Reynor directly at lreynor@cityclubhotel.com or call her at 212-391-0223. Please reference the group name, Corporate Institute, and detail your arrival and departure dates. **All reservations are based on availability; please reserve soon.** Room rate does not include applicable taxes. Cancellations must be made by August 20 in order to avoid a cancellation penalty of full stay's room and taxes.

All information is subject to change.

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