



7<sup>th</sup> ANNUAL INSTITUTE

# Corporate, Securities, and Related Aspects of Mergers and Acquisitions

*Be Ready for the M&A Resurgence*

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**October 7 and 8, 2010**

New York City Bar  
42 West 44th Street  
New York, NY

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SAMUEL C. THOMPSON JR.  
Professor of Law and Director, Center for the Study of Mergers and Acquisitions  
Penn State University Dickinson School of Law  
University Park, PA

# PROGRAM AGENDA

## DAY ONE: Thursday, October 7, 2010

- 8:00 am - 8:50 am **Registration and Continental Breakfast**  
*Sponsored by: Okapi Partners LLC*
- 8:50 am - 9:00 am **Welcome and Introduction**  
*H. Rodgin Cohen, John A. Marzulli Jr., and Samuel C. Thompson Jr.*  
Morning Moderator: Daniel S. Sternberg
- 9:00 am - 10:00 am **Discussion with M&A Investment Bankers and Reporters of Recent Business and Economic Developments**  
*Dennis K. Berman, Steven M. Davidoff, Jane R. Gladstone, and Robert A. Kindler*
- 10:00 am - 11:15 am **Discussion by California, New York, and London M&A Deal Lawyers of Recent Domestic and International M&A Developments**  
*Richard E. Climan, Frances Murphy, and Daniel A. Neff*
- 11:15 am - 11:30 am **Break**
- 11:30 am - 12:30 pm **Acquisitions in the Financial Services Industry**  
*Nicholas G. Demmo, Mitchell S. Eitel, Lee A. Meyerson, and William J. Sweet Jr.*
- 12:30 pm - 1:45 pm **Luncheon Speaker: TBA**  
*Sponsored by: Georgeson*  
Afternoon Moderator: Howard L. Shecter
- 1:45 pm - 3:00 pm **Deal Lawyers' Guide to Major Issues in Drafting Public Company Acquisition Agreements**  
*Martin W. Korman, Peter D. Lyons, Faiza J. Saeed, and Leigh Walton*
- 3:00 pm - 3:15 pm **Break**
- 3:15 pm - 4:30 pm **SEC Developments Regarding M&As**  
*Michele M. Anderson, James Cole Jr., Dennis O. Garris, James C. Morphy, and John W. White*
- 4:30 pm - 6:00 pm **Delaware Law Issues in M&A and Related Transactions**  
*William M. Lafferty, Stephen P. Lamb, Norman M. Monhait, Gregory P. Williams, and Donald J. Wolfe Jr.*
- 6:00 pm - 8:00 pm **Reception**  
*Sponsored by: Jones Day*

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## DAY TWO: Friday, October 8, 2010

- 8:00 am - 8:30 am **Breakfast**  
*Sponsored by: Blake, Cassels & Graydon LLP*  
Morning Moderator: Lisa A. Schmidt
- 8:30 am - 9:45 am **Non-Delaware Law Corporate Governance Issues in M&A and Related Transactions with a Canadian and UK Perspective**  
*Creighton O'M. Condon, Bruce H. Goldfarb, James J. Hanks Jr., J. David A. Jackson, David A. Katz, and John F. Olson*
- 9:45 am - 10:30 am **Bankruptcy M&A**  
*Corinne Ball, Craig H. Millet, and Paul H. Zumbro*
- 10:30 am - 10:45 am **Break**  
*Sponsored by: Gibson, Dunn & Crutcher LLP*
- 10:45 am - 12:15 pm **Public Company Acquisition: A Mock Negotiation**  
*George R. Bason Jr., Richard E. Climan, Frederick S. Green, Joel I. Greenberg, Tom Johnson, and Rachel Posner*
- 12:15 pm - 1:15 pm **Lunch: On Your Own**  
Afternoon Moderator: Rashida K. LaLande
- 1:15 pm - 3:00 pm **Private Company Acquisition: A Mock Negotiation with a European Perspective**  
*Richard De Rose, Byron F. Egan, Robert T. Harper, Frances Murphy, H. Lawrence Tafe III, and Donald J. Wolfe Jr.*
- 3:00 pm - 3:45 pm **Representing Investment Banking Firms in M&A and Related Transactions**  
*Stephen M. Kotran and Kevin Miller*
- 3:45 pm - 4:00 pm **Break**  
*Sponsored by: Houlihan Lokey*
- 4:00 pm - 5:00 pm **Health Care and M&A**  
*Francis J. Aquila, Mark Francis, Denise E. Hanna, Robert T. Harper, Samuel C. Thompson Jr., and Leigh Walton*
- 5:00 pm - 6:00 pm **Ethical Issues Facing Attorneys in M&A and Related Transactions**  
*Barry S. Alberts, Nathaniel L. Doliner, Richard M. Humes, and Simon M. Lorne*

**REGISTRATION AND TUITION**

To Register: Call 814-867-2239; complete form and fax to 814-867-0405 or mail completed form to Penn State Dickinson School of Law, Attn: Center for the Study of Mergers and Acquisitions, 207E Lewis Katz Building, University Park, PA 16802.

**CLE CREDITS**

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

New York and California CLE				
	Professional Practice	Skills	Ethics	Total CLE
October 7 only	7.0	1.5		8.5
October 8 only	4.0	5.0	1.0	10.0
Attendance at both days	11.0	6.5	1.0	18.5
Illinois CLE				
	General	Ethics	Total CLE	
October 7 only	7.25	0	7.25	
October 8 only	7.75	1.0 (pending)	8.75	
Attendance at both days	15.0	1.0 (pending)	16.0	

The Pennsylvania Continuing Legal Education Board has approved this program for 14.0 hours of substantive law, practice and procedure CLE credit and 1.0 hour of ethics, substance abuse and professionalism CLE credit. Penn State Dickinson School of Law will report CLE credits earned to the Pennsylvania CLE Board.

If you would like CLE credits for any states other than NY, PA, CA, or IL, please sign in at the registration desk when you arrive and indicate the state for which you would like credit and then report the total hours attended at the end of the program.

Penn State Dickinson School of Law will send you a Uniform Certificate of Attendance for you to report the CLE credits to your jurisdiction.

**CITY BAR CENTER FOR CLE**



**Sponsoring New York City Bar Committee:**

Mergers, Acquisitions, and Corporate Control Contests, John A. Marzulli, Chair



## CANCELLATIONS AND REFUNDS

Refunds are available, provided that cancellation is made in writing and received by the Penn State Dickinson School of Law by Friday, October 1. A \$50 administrative fee will be charged for all refunds. The cancellation fee will be deducted directly from the refund. Cancellations must be in writing and faxed to the Penn State Dickinson School of Law, Attn: Rachel Arnold, at 814-867-0405.

Advance registration is advised. An additional fee of \$25 will be charged for “walk-in” registrations—those received later than 3:00 p.m. one business day prior to the first date of the program.

## HOTEL INFORMATION

### City Club Hotel, 55 West 44th Street

<http://www.cityclubhotel.com/>

Subject to availability, City Club is pleased to offer a rate of \$350/night for a queen room and \$375/night for a king room for the Institute for the nights of October 6 and 7. To be eligible for this special rate, please contact Lauren Reynor directly at [lreynor@cityclubhotel.com](mailto: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 September 10, in order to avoid a cancellation penalty of one night’s room and taxes.

*All information is subject to change.*

## ADDITIONAL INFORMATION

For information regarding scholarships and special requirements, please contact the Center for the Study of Mergers and Acquisitions, Penn State Dickinson School of Law, at 814-867-2239 or e-mail the Institute at [centerma@psu.edu](mailto:centerma@psu.edu).

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**This publication is available in alternative media.**

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# REGISTRATION FORM

7th Annual Institute on

Corporate, Securities, and Related Aspects of Mergers and Acquisitions

October 7 and 8, 2010

New York City Bar, 42 West 44th Street, New York, NY

## PROGRAM FEES

*Early bird special (includes one set of institute materials) valid until September 10*

NYC Bar Member or Penn State Alum* .....	\$595
Nonmember.....	\$795
Faculty and government attendees .....	\$350
Students .....	\$200

*October 7 and 8 Live Program (includes one set of institute materials)*

NYC Bar Member or Penn State Alum * .....	\$695
Nonmember .....	\$895
Faculty and government attendees .....	\$400
Students.....	\$225

*Materials Only (no CLE credit)*

NYC Bar Member or Penn State Alum * .....	\$175
Nonmember .....	\$225

*For those attending only one full day of the program, October 7 or 8, the price will be 50 percent off the full price that is applicable.*

*This program is exempt from the Passport Series; however, Passport members will receive a 20 percent discount off applicable member prices.*

\* Penn State Alum: Year of graduation \_\_\_\_\_

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## Corporate, Securities, and Related Aspects of Mergers and Acquisitions

### October 7 and 8, 2010

- ▶ Discuss the latest information in M&A with leading M&A attorneys, investment bankers, M&A reporters, and members of the government;
- ▶ Gain domestic and international perspectives from M&A deal lawyers;
- ▶ Listen to two expert panels engage in mock negotiations in a public company acquisition and a private company acquisition;
- ▶ Get up-to-date information on SEC developments;
- ▶ Obtain an in-depth look at recent Delaware case law developments in M&A;
- ▶ Hear about the impact of 2010 health care and financial reform legislation on M&A.