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Thursday, March 21, 2013

8:20 - 8:30
Welcoming Remarks
James Morphy, Eileen Nugent and David Katz

8:30 - 9:30
Banker’s View of M&A Landscape
An experienced M&A investment banker will review deal activity in 2012, outline expectations for the domestic and international M&A landscape going forward and discuss the various economic and other factors that may affect deal making in 2013. Mark Shafir, Global Co-Head of M&A, Citigroup

9:30 - 10:30
M&A and the Delaware Courts: 25 Years
A panel of esteemed current and former members of the Delaware judiciary will discuss their views of various milestones in Delaware jurisprudence and their effect on M&A practice over the past 25 years. Donald Wolfe, moderator, Chief Justice Myron Steele, Justice Jack Jacobs, William Allen, Norman Veasey

10:30 - 10:45 Break

10:45 - 12:30
M&A in 2013
A panel of experienced practitioners will discuss the latest M&A deal developments in the context of recent case law, including issues surrounding NDAs and standstill agreements and continuing disclosure issues regarding projections, as well as the state of the art in deal protection devices. A senior SEC official will discuss current rulemaking initiatives and staff practice concerns. Eileen Nugent, moderator, Justice Henry duPont Ridgely, Michele Anderson, Peter Lyons, Lawrence Rand, Mark Shafir, Robert Spatt

12:30 - 2:00 Lunch (on your own)

2:00 - 2:30
Keynote Address by Chief Justice Myron T. Steele

Delaware and M&A: Looking Forward
Chief Justice Myron Steele of the Supreme Court of the State of Delaware will discuss his expectations for the continuing relationship between Delaware and M&A deal activity in 2013 and beyond.

2:30 - 4:00
Delaware Developments
This panel will review and comment upon significant Delaware M&A case law developments in the past year, including the treatment of different classes of stock in a merger, termination rights, recommendation provisions and disclosure obligations. Frederick Alexander, moderator, Vice Chancellor Donald Parsons, M. Adel Aslani-Far, Danielle Gibbs, Scott Luftglass

4:00 - 4:15 Break

4:15 - 5:45
Activism and Engagement
With shareholder activism continuing to play an important role in both corporate practice and deal activity, this panel will focus on lessons learned during the last proxy season as well as various approaches from the point-of-view of company management, institutional shareholders, activists and a proxy contest professional. David Katz, moderator, Joele Frank, Arthur Golden, Peter Harkins, Victor Lewkow

5:45 - 6:45
Cocktail Reception at Roosevelt Hotel, Blue Room
Sponsored by the Delaware Office of the Secretary of State
M&A and the Media

M&A lawyers need to understand how media works in order to advise their clients in dealing with the ever-important role played by financial journalists. Journalists from CNBC, The New York Times, The Wall Street Journal and Bloomberg News join a media communications expert and a leading M&A attorney to address the role played by financial journalism in M&A activity today.

*Michael Boublik, moderator, Dennis Berman, Steve Lipin, Jeffery McCracken, Faiza Saeed, Andrew Ross Sorkin*

Creating Special Committees

This panel will focus on issues relating to creation and formation of special committees, including determining need and the authority of the committee, selecting advisors and navigating issues related to a controller’s influence.

*Faiza Saeed, moderator, Justice Henry duPont Ridgely, Albert Garner, Frederick Lowinger, Keith Pagnani, David Schwartzbaum*

Issues in Delaware Deal Litigation

This panel will analyze current issues in litigation and how they affect deal practice with a focus on PI practice and (lack of) probability of success, officer breach of duty claims, controlling stockholder litigation, and multi-jurisdiction litigation.

*Bruce Silverstein, moderator, Chancellor Leo Strine, Andre Bouchard, A. Gilchrist Sparks, Marc Wolinsky*

Enhanced Ethics and Professionalism

(one hour Ethics/one hour Professionalism)

This panel will explore a variety of ethics and professionalism issues prevalent in the current M&A environment facing corporate practitioners and litigators, including issues arising under the prospects of multi-jurisdiction litigation.

*Mark Gentile, moderator, Vice Chancellor Sam Glasscock, III, Seth Schwartz, John Villa, Patricia Villareal*
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General Information

Registration
On-line registration is available at www.law.tulane.edu/corporate. The Standard Registration Fee is $895 for the first person from a firm or organization. A reduced fee of $750 is offered for additional people from the same firm or organization, government employees, and non-profit organizations. Fee includes course material on CD, refreshment breaks and cocktail reception on Thursday evening. ALL registrations received after March 13 will be charged the Late Registration Fee of $925.

Tulane CLE accepts checks, cash, VISA and MasterCard. If you require special needs, meals or services, please contact our office.

Cancellation and Refund
Tulane CLE offers a $650 refund through March 13. All cancellations must be submitted in writing either by fax at (504) 866-1583 or by email to Pat R. Smith at patsmith@tulane.edu no later than March 13.

Course Material
The Institute faculty always provides excellent course material covering the program topics. The extensive course material will be on a convenient flash drive. You may wish to bring your laptop to easily access the material at the conference; however hardcopies will be available to download before the program at www.law.tulane.edu/corporate.

If you are unable to attend the Institute, you may order the course material using the registration form. Please include payment of $125 with your order.

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Tulane CLE will assist in your reporting process.

This program is being presented in Louisiana, a mandatory CLE state. Attorneys licensed in 60-minute states will receive a maximum of 12.9 hours for attending the Institute. Attorneys licensed in 50-minute states will receive a maximum of 15.5 hours of credit. The Institute includes one hour of ethics and one hour of professionalism.

Program Location and Accommodations
The newly renovated, historic Roosevelt Waldorf-Astoria Hotel is the Institute Hotel. A limited block of rooms has been reserved at the Roosevelt at a discounted rate until February 27 and on a space available basis after this date. This space fills up quickly so please make your hotel reservations as soon as possible. Registrants are responsible for their own reservations. The Roosevelt reservation telephone number is 504-648-1200 or 1-800-WALDORF. Be sure to mention that you are with the Tulane Law School Corporate Law Institute.
25th Corporate Law Institute • March 21 – 22, 2013

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Please register me for the Institute at:

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