Thursday, March 19, 2015

7:30 a.m. – 8:00 a.m.  Registration

8:00 a.m. – 8:15 a.m.  Welcoming Remarks
  Eileen T. Nugent, Skadden, Arps, Slate, Meagher & Flom LLP
  Dean David D. Meyer, Tulane University Law School

8:15 a.m. – 9:15 a.m.  Global M&A Deal-making – Will All the Activity Continue?
  An experienced international investment banker addresses trends in the global M&A deal
  Greg Weinberger, Credit Suisse

9:15 a.m. – 10:30 a.m.  Current Trends in M&A in 2015
  This panel will review recent trends in M&A including the increasing number of hostile
  deals and the effect of recent Delaware decisions on deal-making structures and
  processes.
  Moderator: Eileen T. Nugent, Skadden, Arps, Slate, Meagher & Flom LLP
  Chief Justice Leo E. Strine, Jr., Delaware Supreme Court
  Michele M. Anderson, Securities and Exchange Commission
  George R. Bason, Jr., Davis Polk Wardwell
  Faiza J. Saeed, Cravath, Swaine & Moore LLP
  Robert E. Spatt, Simpson Thacher & Bartlett LLP
  Greg Weinberger, Credit Suisse

10:30 a.m. – 10:45 a.m.  Break

10:45 a.m. – 11:45 a.m.  Developments in Deal Financing Techniques
  More creative and sophisticated methods of financing acquisitions that have come to the
  forefront in the last year will be outlined and discussed by this panel.
  Moderator: Creighton Condon, Shearman & Sterling LLP
  Jim Bonetti, Morgan Stanley
  Thomas Brady, Jefferies Finance LLC
  Eric Goodison, Paul, Weiss, Rifkind, Wharton and Garrison LLP
  Jay J. Kim, Ropes & Gray

11:45 a.m. – 12:15 p.m.  Keynote Address
  Mary Jo White, Securities and Exchange Commission

12:15 p.m. – 1:45 p.m.  Lunch (on your own)

1:45 p.m. – 3:00 p.m.  The Current State of Shareholder Activism
  These panelists who represent various constituencies involved in the activist arena will
  discuss the continuing significant impact of shareholder activism on boards of directors,
  corporate governance, capital allocation and M&A.
  Moderator: David A. Katz, Wachtell, Lipton, Rosen & Katz
Michele M. Anderson, Securities and Exchange Commission
Daniel H. Burch, MacKenzie Partners, Inc.
Joele Frank, Joele Frank, Wilkinson Brimmer Katcher
Vincent Intrieri, Icahn Enterprises
Paul D. Tosetti, Latham & Watkins

3:00 p.m. – 3:15 p.m.

Break

3:15 p.m. – 4:15 p.m.

Delaware Corporate Law Reform
The panel will discuss Corporate Law Reform issues, including the pros and cons of Fee-Shifting Bylaws and Charter Provisions, Forum Selection Bylaws and Charter Provisions, and Appraisal Arbitrage, and what, if anything, might be done legislatively or judicially to address these issues.

Moderator: Bruce L. Silverstein, Young Conaway Stargatt & Taylor, LLP
Vice Chancellor Donald F. Parsons, Jr., Delaware Court of Chancery
Kevin Abrams, Abrams & Bayliss LLP
Jack Balagia, Exxon Mobil Corporation
Mark Morton, Potter Anderson Corroon LLP
William Savitt, Wachtell, Lipton, Rosen & Katz

4:15 p.m. – 5:30 p.m.

Delaware Developments
This panel will review and comment upon significant Delaware case law developments in the past year.

Moderator: Kevin R. Shannon, Potter Anderson Corroon LLP
Chancellor Andre G. Bouchard, Delaware Court of Chancery
Joel Friedlander, Friedlander & Gorris, P.A.
William M. Lafferty, Morris, Nichols, Arsh & Tunnell
Theodore N. Mirvis, Wachtell, Lipton, Rosen & Katz
Gregory P. Williams, Richards, Layton & Finger, P.A.

5:30 p.m. – 7:00 p.m.

Cocktail Reception
Sponsored by the Office of the Delaware Secretary of State

Friday, March 20, 2015

8:00 a.m. – 9:00 a.m.

M&A Deal-making and the Media: What Lawyers Should Know

Moderator: Robert A. Kindler, Morgan Stanley
Dennis Berman, Wall Street Journal
Jeffrey McCracken, Bloomberg
Andrew Ross Sorkin, CNBC

9:00 a.m. – 10:30 a.m.

What's "Market" in Merger Agreements?
This panel will focus on the issues that arise in negotiating the key provisions of public company merger agreements and differing ways of resolving those issues as well as discussing their views of what is "market".

Co-moderators: Christopher Austin, Cleary Gottlieb Steen & Hamilton LLP and
Peter D. Lyons, Freshfields Bruckhaus Deringer LLP
Ross Fieldston, Paul, Weiss, Rifkind, Wharton and Garrison LLP
10:30 a.m. – 10:45 a.m.  Break

10:45 a.m. – 12:00 p.m.  Getting to Closing

This panel will review the several deals - large and small - that "broke" during the last year due to interlopers, changes in law, activist activity or other reasons and lessons learned from the closings that failed to occur.

Moderator: Scott Freeman, Sidley Austin LLP
Mark J. Gentile, Richards, Layton & Finger, P.A.
Robert S. Rachofsky, Willkie Farr & Gallagher
David Schwartzbaum, Greenberg Traurig, LLP
Myron T. Steele, Potter Anderson Corroon LLP

12:00 p.m. – 12:15 p.m.  Break (pick-up box lunches)

12:15 p.m. – 2:15 p.m.  Ethics & Professionalism

This panel will explore a number of the ethical and professionalism issues facing corporate practitioners and litigators today.

Moderator: Kenneth Nachbar, Morris, Nichols, Arsh & Tunnell
Vice Chancellor Donald F. Parsons, Jr., Delaware Court of Chancery
James Brown, Liskow & Lewis
John K. Villa, Williams & Connolly, LLP