Thursday, March 17, 2016

7:30am – 8:00am  Registration

8:00am – 8:15am  Welcome Remarks

8:15am – 9:00am  Global M&A Dealmaking – What's Ahead?
A well-known knowledgeable, international investment banker reviews 2015 deal activity and shares his outlook for M&A activity in 2016 both around the world and across industries.

Roger C. Altman, Evercore Partners

9:00am – 10:15am  Trends in M&A in 2016
A panel of experienced dealmakers will review recent trends in M&A including developments in deal structures and provisions and the continuing effect of deal litigation on the M&A process.

Moderator: Eileen Nugent, Skadden, Arps, Slate, Meagher & Flom LLP
Roger C. Altman, Evercore Partners
Michele Anderson, US Securities and Exchange Commission
Keith Pagnani, Sullivan & Cromwell LLP
Faiza Saeed, Cravath, Swaine & Moore LLP
Chief Justice Leo Strine, Delaware Court of Chancery

10:15am – 10:30am  Break

10:30am – 11:45am  Delaware Developments
This panel will review and comment on significant Delaware case law developments in the past year, among them the effect of shareholder approval on the applicable burden of proof, the status of aiding and abetting liability for corporate advisors, the continuing controversy regarding the efficacy and propriety of disclosure settlements, the renewed debate regarding the distinction between derivative and class action.

Moderator: Kenneth Nachbar, Morris, Nichols, Arsht & Tunnell, LLP
Chancellor Andre Bouchard, Delaware Court of Chancery
Mark Lebovitch, Bernstein, Litowitz, Berger & Grossman LLP
Ted Mirvis, Wachtell, Lipton, Rosen & Katz
Elena Norman, Young, Conaway, Stargatt & Taylor LLP
Kevin Shannon, Potter, Anderson & Corroon LLP
11:45am – 12:30pm  **A Delaware Conversation**  
*This panel will discuss the state of the corporate law in Delaware and where it is heading while taking selected questions from the audience. This will be a unique opportunity to hear from the two most influential Delaware jurists on the most important topics in corporate law today.*

**Delaware Chief Justice Leo Strine**, Delaware Court of Chancery  
**Delaware Chancellor Andre Bouchard**, Delaware Court of Chancery

12:30pm – 1:45pm  **Lunch on Your Own**

1:45pm – 2:45pm  **Dealmaking with Alternative Entities**  
*A panel of practitioners will discuss significant issues associated with using alternative entities in deals and important litigation developments in the area.*

Moderator: **Srinivas Raju**, Richards, Layton & Finger, P.A.  
**Vice Chancellor Sam Glasscock III**, Delaware Court of Chancery  
**Michael Holmes**, Vinson & Elkins LLP  
**Myron Steele**, Potter, Anderson & Corroon LLP

2:45pm – 3:00pm  **Break**

3:00pm – 4:15pm  **M&A Dealmaking and the Media: What Lawyers Should Know**  
*A perennial favorite with Tulane attendees, deal professionals involved with shareholder communications including leading journalists describe the continuing effects of the media on dealmaking and how lawyers should deal with the issues that arise.*

Moderator: **Robert Kindler**, Morgan Stanley  
**Dennis Berman**, The Wall Street Journal  
**Ed Hammond**, Bloomberg  
**Steve Lipin**, Brunswick Group LLP  
**Andrew Ross Sorkin**, The New York Times Company

4:15pm – 5:30pm  **Advising Boards of Directors on Dealing with Risk**  
*A sophisticated panel of corporate lawyers and litigators will discuss issues involved in advising directors in a variety of conflict and risk situations inherent in a company's business or with cybersecurity events or with governmental investigations as well as review certain "best in class" processes and procedures.*

Moderator: **Victor Lewkow**, Cleary Gottlieb Steen & Hamilton LLP  
**David Brodsky**, Cleary Gottlieb Steen & Hamilton LLP  
**Creighton Condon**, Shearman & Sterling LLP  
**Craig Newman**, Patterson, Belknap, Webb & Tyler, LLP
5:30pm – 7:00pm  Cocktail Reception
   Sponsored by the Office of the Delaware Secretary of State

Friday, March 18, 2016

8:00am – 9:30am  The Current State of Shareholder Activism
   Panelists’ expert in different aspects of activism and its effects will discuss the
   continuing impact of shareholder activism on companies, boards of directors and
   investors from both the corporate and activist perspective.

   Moderator:  **David Katz**, Wachtell, Lipton, Rosen & Katz
   **Dan Burch**, MacKenzie Partners
   **Chris Cernich**, ISS Governance
   **Joele Frank**, Joele Frank, Wilkinson Brimmer Katcher
   **Avi Mehrotra**, Goldman Sachs
   **Steve Wolosky**, Olshan Frome Wolosky LLP

9:30am – 10:45am  Addressing Regulatory Execution Risk in M and A Transactions
   This panel will examine the increasing effect that the need for obtaining
   regulatory approvals, such as US and global antitrust approvals, CFIUS and
   other regulatory matters has on the ability to close transactions and different
   techniques practitioners have employed to deal with them.

   Moderator:  **Gar Bason**, Davis, Polk & Wardwell
   **Rick Climan**, Weil, Gotshal & Manges LLP
   **Robert Kindler**, Morgan Stanley
   **Peter Thomas**, Simpson, Thacher & Bartlett LLP

10:30am – 10:45am  Break

10:45am – 12:00pm  Getting Deal Process Right from the Outset
   This panel of experienced practitioners will discuss the importance of analyzing
   conflict and other issues affecting directors, management, bankers, lawyers and
   other deal participants at the outset of consideration of a deal and outline
   processes and procedures that may help practitioners accomplish workable
   structures.

   Moderator:  **Peter Lyons**, Freshfields Bruckhaus Deringer LLP
   **Todd Baskin**, Bank of America Merrill Lynch
   **Paul Choi**, Sidley Austin LLP
   **Mark Gentile**, Richards, Layton & Finger, P.A.

12:00pm – 12:15pm  Break (pick up box lunches)
12:15 – 2:15

Ethics and Professionalism

This panel will focus on recent developments involving ethics and privilege that have practical implications for corporate practitioners and litigators.

Moderator: John Villa, Williams & Connolly LLP
Lucy Fato, McGraw Hill Financial, Inc.
Adam Fliss, TPG Capital L.P.
Dean Manson, EchoStar Corporation
Richard H. Walker, Bristol Technology Systems, Inc.