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—The M&A Journal
Thursday, March 8, 2012

8:20 - 8:25
**Welcoming Remarks**
James Morphy and Eileen Nugent

8:25 - 9:15
**Banker's View of M&A Landscape**
An experienced M&A investment banker will describe the M&A landscape for both global and domestic transactions, highlighting significant trends and providing an outlook for acquisitions and dispositions for the remainder of 2012.

Peter Weinberg, Perella Weinberg Partners

9:15 - 10:45
**Developments Affecting M&A Investment Bankers and Their Clients**
This panel will explore the evolving role of investment bankers in transactions, including potential conflicts of interest, stapled financing, conduct of auctions and disclosure issues, and how recent developments affect corporate clients and their Boards and inside and outside counsel.

Victor Lewkow, moderator, Vice Chancellor J. Travis Laster, Michael Aiello, Kevin Genirs and Stephen Lamb

10:45 - 11:00
**Break**

11:00 - 12:30
**Activism and Access: A View from All Sides**
With annual meeting season fast upon practitioners, this panel will discuss various aspects of shareholder activism and current related issues and approaches from the point-of-view of company management, institutional shareholders, activists and a proxy contest professional.

David Katz, moderator, Christopher Cernich, David Drake, Peter Lyons, Brian Schorr and Marc Weingarten

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

2:00 - 2:30
**Keynote Address by William A. Ackman**
The Corporate Law Institute is pleased to have as its keynote speaker William A. Ackman, CEO of Pershing Square Capital Management, L.P., an investor and activist shareholder well-known for his role in such high profile situations as Wendy’s and J.C. Penney.

2:30 - 4:00
**M&A in 2012**
This panel will identify trends in M&A practice and deal terms in 2012 including deal structure, spin-offs and split-offs. The panel will also discuss the effect of multi-jurisdictional deal litigation on the transaction process as well as provide an update of transactional antitrust matters and the latest SEC developments.

James Morphy and Eileen Nugent, moderators, Chancellor Leo E. Strine, Jr., Michele Anderson, George Bason, Theodore Mirvis and Christine Varney

4:00 - 4:15
**Break**

4:15 - 5:45
**Public Company Directors: A View from Inside the Boardroom**
In a first for the Corporate Law Institute, a corporate law professor will lead a discussion among the Chief Justice of the Delaware Supreme Court and several well respected and experienced directors of US public companies with respect to current transactional and corporate governance issues being faced in boardrooms today.

Professor Edward Rock, moderator, Chief Justice Myron Steele, Jenne Britell, Joseph Neubauer, David Wilson and John Wulff

5:45 - 6:45
**Cocktail Reception at Roosevelt Hotel**
Sponsored by Delaware Office of the Secretary of State
Friday, March 9, 2012

8:10 - 9:00

**M&A and the Media**

For lawyers advising their clients on how to deal with the media, it starts with understanding how the media works. Hear leading journalists from CNBC, The New York Times, The Wall Street Journal, Bloomberg News and Thomson Reuters share their views on the state of M&A and the role played by financial journalism in M&A activity.

*Robert Kindler, moderator, Dennis Berman, David Faber, Soyoung Kim, Jeffrey McCracken and Andrew Ross Sorkin*

9:00 - 10:30

**General Counsel: A View from Inside the Company**

Exploring topics ranging from hedge fund activism to ever increasing regulatory scrutiny, this panel will discuss what is on the radar of general counsel these days, including how general counsels are advising their boards of directors in a volatile climate and how they are dealing with shareholders and regulators.

*Faiza Saeed, moderator, Vice Chancellor Donald Parsons, Shelia Cheston, John Finley, Michael Fricklas, Stacey Goff and George Sard*

10:30 - 10:40  **Break**

10:40 - 11:30

**Delaware Developments**

This panel will review and comment upon significant Delaware case law developments in the past year, including Southern Peru, DelMonte and ThoughtWorks.

*Donald Wolfe, moderator, Justice Jack B. Jacobs, William Chandler, Mark Gentile, Fredrick Lowinger and Bruce Silverstein*

11:30 - 12:30

**Selling the Deal**

Deal professionals - an investment banker, M&A lawyers, representatives from proxy advisory, proxy soliciting and public relations firms and the media - will discuss what is involved in “selling” a deal to a company’s shareholders and the trading markets.

*Robert Spatt, moderator, M. Adel Aslani-Far, Christopher Cernich, Arthur Crozier, Steven Davidoff, George Sard and Peter Weinberg*

12:30 - 12:45  **Break** (Box Lunch Pick-up)

12:45 – 2:45

**Enhanced Ethics and Professionalism**

(one hour Ethics/one hour Professionalism)
This panel will explore a number of the ethical and professionalism issues facing corporate practitioners and litigators including the scope of advance waivers of conflicts of interest, the impact of Rule 502 of the Federal Rules of Evidence on waiver of privilege involving production of documents to federal or state authorities and the implications of litigation strategies of both plaintiff and defense counsel.

*Frederick Alexander, moderator, Justice Henry DuPont Ridgely, Deborah Birnbach and John Villa*

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**Institute Dates:** March 8 - 9, 2012

**Registration:** 7:45 am, March 8

**Program Time:** 8:25 – 5:45, March 8

8:10 – 2:45, March 9

**Location:** Roosevelt Waldorf-Astoria Hotel, 123 Baronne Street, New Orleans, LA

**CLE Credit:** 13.0 CLE credit hours (60 minute states) includes one hour of ethics and one hour of professionalism

**Fee:** $895; $750 for additional registrants from same firm

**Late Registration Fee:** $925 (after February 29)

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Managing Partner, Sullivan & Cromwell LLP

*Eileen T. Nugent*  
Managing Partner, Sullivan & Cromwell LLP

*Donald J. Wolfe, Jr.*  
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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 full refund, less a $100 administrative fee, through **Wednesday, February 29**. 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 February 29.

**Course Material**
The Institute faculty always provides excellent course material covering the program topics. The extensive course material will be on a convenient, searchable CD. You may wish to bring your laptop to easily access the material at the conference; however hardcopies of the material are not necessary to follow the presentations. Course material will also be available to download before the program at [www.law.tulane.edu/corporate](http://www.law.tulane.edu/corporate).

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**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 16** and on a space available basis after this date. 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 Tulane Law School Corporate Law Institute and remember to make your reservation as soon as possible because hotel space is limited.

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Our Planning Committee and Faculty are volunteers. Without their generous contributions of time, thought and energy, Tulane would not be able to bring you this “most important gathering of its kind.” We thank them for their gifts.

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