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Practical Strategies for M&A Dealmakers

Co-Sponsored by the CBA M&A Subsection and the Association of Corporate Counsel

LIVE PROGRAM	VIDEO REPLAYS
APRIL 15, 2005 CBA-CLE Classroom 1900 Grant St., Suite 300 Denver, Colorado	May 5, 2005 Denver, Colorado Springs, Grand Junction, Pueblo and Cortez

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Back by Popular Demand!
National Speakers
Michael B. Tumas and
Mark A. Morton

LIVE PROGRAM	VIDEO REPLAYS	PROGRAM HIGHLIGHTS:
APRIL 15, 2005 CBA-CLE Classroom 1900 Grant St., Suite 300 Denver, Colorado	May 5, 2005 Denver, Colorado Springs, Grand Junction, Pueblo and Cortez	<ul style="list-style-type: none"> ■ <i>Trends in the Current M&A Market Place</i> ■ <i>Advising Directors in M&A Transactions</i> ■ <i>Impact of Recent Deferred Compensation Changes</i> ■ <i>M&A Tax Fundamentals</i> ■ <i>Effective Partnering Between Inside and Outside Counsel</i> ■ <i>Practical Do's and Don'ts in Negotiated Acquisitions</i>
SUBMITTED FOR 7 GENERAL CREDITS, INCLUDING 1.2 ETHICS		



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Practical Strategies for M&A Dealmakers

"Practical Strategies for M&A Dealmakers" brings together an all-star cast of faculty to discuss the hottest trends in the M&A world while providing practical advice to all levels of practitioners to use the next time you structure or negotiate a deal.

Our day begins with overview of the latest trends in the current M&A market place. Don't miss this opportunity to hear not only the legal perspective, but also the views from the accounting, investment banking and private equity sectors. The next segment focuses on how you should be advising directors in M&A transactions. Our experts discuss critical issues such as board liability and governance, fairness opinions and Delaware corporate law developments that may impact the structuring of the deal. The morning concludes with a review of how recent deferred compensation changes also effect how deals are being consummated.

The afternoon segment begins with the accountant's and tax lawyer's perspectives on tax fundamentals that every deal lawyer should know. After tax, you will hear from a panel of attorneys who have been involved in cutting edge transactions – the in-house counsel and outside private practitioners. Learn how they worked together to most effectively close transactions. The program concludes with a practical look at the do's and don'ts in negotiated acquisitions. Our experts provide tips to assist you in your next deal. After this incredible day of information sharing, it's time to relax and join the faculty and your colleagues in a networking reception.

WHEN & WHERE:

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CLE Classroom
1900 Grant Street,
Suite 300
Denver, Colorado

Video Replays:.....MAY 5, 2005
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ABOUT OUR NATIONAL SPEAKERS:

Mark A. Morton is a partner with the Delaware law firm of Potter Anderson & Corroon in Wilmington. Mr. Morton's practice involves corporate counseling, governance and opinion work. He regularly advises clients regarding all aspects of the Delaware General Corporation Law in transactions such as mergers, recapitalizations, reorganizations, asset sales, dividends, stock repurchases, charter and bylaw amendments, preferred stock designations, and dissolutions. Mr. Morton has published numerous articles appearing in journals such as *The Corporate Governance Advisor*, *The Daily Deal* and *The University of Miami Law Review*. He also participates in the Negotiated Acquisitions Committee of the ABA's Business Law Section and its Task Force on Public Companies.

Michael B. Tumas is also a partner in Potter Anderson & Corroon. Mr. Tumas practices corporate law and the law governing alternative business entities, with specific emphasis on mergers and acquisitions, issues of internal governance, structured finance and commercial transactions involving Delaware corporations, partnerships, limited liability companies and business trusts. Mr. Tumas' practice often involves counseling boards of directors, special committees of boards of directors, general partners, managers and trustees regarding their duties, fiduciary and otherwise.

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PRACTICAL STRATEGIES FOR M&A DEALMAKERS - PROGRAM AGENDA

8:15 - 8:45 a.m.	Registration
8:45 - 9:00 a.m.	Introduction and Overview by Program Chair Hendrik Jordaan
9:00 - 10:00 a.m.	<p>Trends in the Current Market Place</p> <ul style="list-style-type: none"> ■ Overview of Latest Trends in Deal Structuring and Due Diligence ■ Financing the Deals ■ Hottest Industry Sectors ■ Implications of Recent Mega-Deals <p><i>Panel: Betty Arkell, Gary N. Fowler, Ronald R. Levine, II and Alan L. Mayer</i></p>
10:00 - 10:15 a.m.	Break
10:15 - 11:15 a.m.	<p>Advising Directors in M&A Transactions</p> <ul style="list-style-type: none"> ■ Board Liability and Governance ■ Delaware Corporate Law Developments ■ Fairness Opinions ■ Special Committees <p><i>Presented by Mark A. Morton and Christopher J. Walsh</i></p>
11:15 a.m. - 12:05 p.m.	<p>Impact of Recent Deferred Compensation Changes on Structuring and Negotiating M&A Transactions</p> <p><i>Presented by Arlen L. Brammer, Peter M. Miterko and John K. Schultz</i></p>
12:05 - 1:15 p.m.	Lunch
1:15 - 2:05 p.m.	<p>M&A Tax Fundamentals Every Deal Lawyer Should Know</p> <p><i>Presented by R.J. McArthur and James R. Walker</i></p>
2:05 - 3:05 p.m.	<p>Effective Partnering Between Inside and Outside Counsel: Ethics and Other Considerations</p> <ul style="list-style-type: none"> ■ Assembling the Optimal Team ■ The No-Contact Rule and Other Ethical Considerations ■ Effective Communication Amongst Team Members ■ Working with Local Counsel <p><i>Presented by: Charles D. Maguire, S. Lee Terry, Michael B. Tumas, Louise Turilli and Mark L. Zoeller</i></p>
3:05 - 3:20 p.m.	Break
3:20 - 4:10 p.m.	<p>Tips from the Trenches: Practical Do's and Don'ts in Negotiated Acquisitions</p> <p><i>Presented by Mark A. Morton, E. Lee Reichert and Christopher J. Walsh</i></p>
4:10 p.m.	Adjourn to Networking Reception

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