

Tulane University Law School
30th Annual Corporate Law Institute
March 15-16, 2018
Roosevelt Waldorf Astoria Hotel
New Orleans, Louisiana

March 15

8:20 - 8:30 - Welcoming Remarks

Dean David Meyer, Tulane Law School

8:30 - 9:15 - Global M&A Deal-making - Will the Boom Continue?

After looking uncertain early in 2017, deal-making continued at an intense pace during the year, certainly in the United States. An experienced global M&A investment banker will review the year and provide his outlook for 2018 on both a US and a global basis. Michael Carr

9:15 - 10:45 - M&A Practice: 2018

This panel of experienced deal makers will discuss the state of M&A deal-making, including current trends in negotiating merger agreements, the effect of Corwin on board decision-making and deal process, continued issues in making sure announced deals close and dealing with disputes that may arise in terminated deals. The panel will also discuss their views of the impact of US tax law changes on M&A and will hear from the Chief of the Office of M&A on current “hot topics” at the SEC. Eileen Nugent (moderator), Chief Justice Leo Strine, Michael Carr, Victor Lewkow and Ted Yu

10:45 - 11:00 - Break

11:00 - 12:30 - Practice After Corwin

A panel of Delaware and New York litigators from both plaintiff and defense side will discuss the state of deal litigation following the Corwin decision from their differing perspectives, with deal lawyers discussing how it has changed deals and advice given in boardrooms to the board of directors of the target and the buyer. Mark Morton (moderator), Justice Collins Seitz, Mike Hanrahan, Ted Mirvis and Patricia Vella

12:30 - 2:00 - Lunch

2:00 - 2:30 - Keynote Address: SEC Commissioner-Robert J. Jackson, Jr.

This will be Commissioner Jackson's first significant speech as he was sworn in on January 11, 2018. Commissioner Jackson comes to the SEC from NYU School of Law, where he was a professor of law. He previously was professor of law and director of the Program on Corporate Law and Policy at Columbia Law School. He also has served as an adviser at the Treasury Department and in the Office of the Special Master for TARP Executive Compensation.

2:30 - 3:45 - The Continuing Impact of Appraisal Rights

2017 continued to reflect the surprisingly important role played by appraisal rights actions on M&A law and practice. A significant number of appraisal actions arising from M&A deals were pursued in Delaware in the last year and this panel will discuss the implications of those developments on deal provisions as well as on litigating appraisal cases. Bill Lafferty (moderator), Chancellor Andre Bouchard, Patricia Enerio, John Hendershot, Jennifer Muller, Jeff Rosen and Rob Saunders

3:45 - 4:00 - Break

4:00 - 5:15 - Current Best Practices in Considering and Approving Transactions in Target and Buyer Company Board Rooms

Over the last decade and earlier, best practices have been developed in connection with substantive and practical matters associated with the target board approval process, including the examination of potential conflicts of interests of directors and financial advisors, the roles of directors in negotiations, the number and content of board meetings and other matters. This panel will review those practices and discuss the state of the art in the area. Gar Bason and Keith Pagnani (co-moderators), Richard Hall, Bill Mills and Eric Swedenburg

March 16

8:15 - 9:00 - M&A Media Issues - What Lawyers Should Know

Well-known journalists and other media participants will discuss various issues for lawyers in dealing with shareholder communications and other issues in complying with deal disclosure regulations and practices. Rob Kindler (moderator), Liana Baker, David Benoit, Michael de la Merced, Steve Lipin and Leslie Picker

9:00 - 10:30 - The "Ins" and "Outs" of Dealing with Activists

This panel will examine how activists approach public companies and best practices for managements and boards to effectively engage with activists as well as other shareholders. The panel will address situations where it makes sense to fight as well as situations where it makes sense to settle. Lessons from recent proxy fights such as Procter & Gamble and ADP will also be discussed as well as guidance for dealing with a dissident director on a board. The importance of ESG activism will also be addressed. Panel perspectives will include counsel to activists, a proxy solicitor, counsel to companies, a public relations expert, an institutional investor, and the head of the special situations group of a leading proxy advisory firm. David A. Katz (moderator), Joele Frank, Cristiano Guerra, Jim Rossman, Bonnie Saynay, Scott Winter and Steve Wolosky

10:30 - 10:45 - Break

10:45 - 11:45 - All this Confusion around Fraud Claims!

This panel will address practice issues surrounding the elimination of or continued application of fraud claims in deals. Cases focused on waivers, non-reliance clauses and which parties retain

liability for fraud in private and public deals continue to confuse practitioners - these panelists will share their views on how to get the result your client wants. Peter Lyons (moderator), Justice Collins Seitz, Adel Aslani-Far, Paul Choi, Creighton Condon and David Hennes

11:45 - 1:00 - Delaware Developments

Practitioners expert in Delaware corporate law will analyze decisions of significance from the Court of Chancery and Supreme Court of Delaware in the past year, including among other topics, the recent decision of the Delaware Supreme Court in Wal-Mart and its effect on both the distinction between class and derivative actions, and the collateral estoppel effect of dismissal pursuant to Rule 23.1, the enforceability and effectiveness of exclusive forum provisions, and the standard of judicial review applicable to director compensation plans as addressed in cases such as Citrix and Investors Bancorp. Gregory Williams (moderator), Vice Chancellor Joseph Slights, Kenneth Nachbar, David Ross and Kevin Shannon

1:00 - 1:15 - Lunch Break (box lunch available)

1:15 - 3:15 - Ethics and Professionalism

This panel will focus on recent developments involving ethics and privilege that have practical implications for corporate practitioners and litigators. John Villa (moderator), Stephanie Gill, Joseph Green and Elisha King