

Tulane University Law School
28th Annual Corporate Law Institute
March 17-18, 2016
Roosevelt Waldorf-Astoria Hotel
New Orleans, Louisiana

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: **Robert Spatt**, Simpson, Thacher & Bartlett LLP
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.