

NEGOTIATED CORPORATE ACQUISITIONS

6 CLE HOURS INCLUDING | 1 ETHICS HOUR | 1 PROFESSIONALISM HOUR | 1 TRIAL PRACTICE HOUR

AGENDA

PRESIDING:

William C. "Cal" Smith, Program Co-Chair; King & Spalding LLP, Atlanta, GA
David G. Thunhorst, Program Co-Chair; Rogers & Hardin LLP, Atlanta, GA

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|-------|---|-------|---|
| 8:15 | WELCOME AND PROGRAM OVERVIEW
<i>William C. "Cal" Smith</i>
<i>David G. Thunhorst</i> | 11:05 | BRIDGING THE VALUATION GAP: Earnouts, Seller Notes and Other Mechanisms
<i>Tyler B. Dempsey</i> , Troutman Sanders LLP, Atlanta, GA |
| 8:30 | ACQUISITION OF THE PRIVATELY HELD COMPANY – NEGOTIATING AND DRAFTING THE LETTER OF INTENT AND THE STOCK PURCHASE AGREEMENT: Representations and Warranties; Covenants; Conditions; Indemnification; Termination; Ancillary Documents
<i>B. Scott Burton</i> , Sutherland Asbill & Brennan LLP, Atlanta, GA
<i>David A. Zimmerman</i> , Sutherland Asbill & Brennan LLP, Atlanta, GA | 11:55 | BREAK (Excluded from Webcast) |
| 9:20 | SPECIAL CONSIDERATIONS IN USING STOCK AS ACQUISITION CONSIDERATION: Liquidity; Securities Law Alternatives; Registration Rights; Form S-4 and Rule 145; Shareholder Approval; Proxy Rules; Shareholders' Agreements; Seller's Due Diligence; Other Issues
<i>Justin R. Howard</i> , Alston & Bird LLP, Atlanta, GA | 12:20 | FEDERAL INCOME TAX CONSIDERATIONS: Basic Income Tax Consequences; Tax Goals of Buyer and Seller; Differences Between Stock and Asset Deals; Taxable v. "Tax-Free" Transactions; Reporting Requirements; Recent Developments
<i>Peter J. Genz</i> , King & Spalding LLP, Atlanta, GA |
| 10:05 | BREAK (Excluded from Webcast) | 1:10 | AN OUNCE OF PREVENTION: Managing the Increased Threat of Appraisal Proceedings
<i>Erik L. Belenky</i> , Jones Day, Atlanta, GA
<i>Walter W. Davis</i> , Jones Day, Atlanta, GA |
| 10:15 | SPECIAL ISSUES WHEN ACQUIRING ASSETS AND DIVISIONS: Identification and Analysis of Assets Acquired and Liabilities Assumed; Financial Statement Issues; Intellectual Property Issues; Shared Assets and Corporate Services; Transition Services Agreements; Employee Issues; Customer and Vendor Issues; Shareholder Approval
<i>Thomas O. Kesler</i> , Kilpatrick Townsend & Stockton LLP, Atlanta, GA | 2:00 | BREAK (Excluded from Webcast) |
| | | 2:10 | DEVELOPMENTS IN DELAWARE MERGERS AND ACQUISITIONS LAW: Discussion of recent developments in Delaware law regarding corporate sale transactions
<i>Eric Klinger-Wilensky</i> , Morris, Nichols, Arsht & Tunnell LLP, Wilmington, DE |
| | | 3:00 | ADJOURN |



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