



**Business Law Forum 2015:
Mergers, Acquisitions, and Other Business Combination Transactions
May 4, 2015
Tennessee Bar Center - Nashville, TN**

Program Description:

This program covers the various legal issues Tennessee business lawyers face through the life cycle of a business combination transaction, whether accomplished through a merger, an acquisition, a share exchange, or a combination of any of them. Panelists will provide a practical, nuts-and-bolts treatment of each phase of a business combination, covering determining whether and how to select a business broker, the drafting and executing letters of intent, conducting diligence, and negotiating the acquisition agreement.

Sessions will include a more in-depth examination of selected topics in merger and acquisition law and practice, including the significance and effects of transaction structure, tax planning issues for entities and individual equity holders, and rollover equity implications. The program will particularly emphasize legal and practical considerations associated with conducting business combination transactions in Tennessee. The sessions are designed to be useful for both transactional lawyers and litigators practicing in public and private practice settings.

Agenda

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| 8:00 – 8:30am | Registration |
| 8:30 – 9:30am | When and How to Select a Business Broker
<i>Presentation will focus on: (i) the role of the broker in an M&A transaction; (ii) the legal issues to consider in retaining a broker (primarily the risks of using an unregistered broker); and (iii) a discussion of the broker's engagement letter.</i>
Jonathan Stanley, Harwell, Howard, Hyne, Gabbert & Manner, PC
Adam Landa, Harpeth Capital, LLC |
| 9:30 – 10:30am | Letters of Intent
<i>This presentation will discuss the legal and practical considerations present in the negotiation and drafting of letters of intent from the buyer's and sellers' perspective.</i>
O.E. Schow, IV, Woolf, McClane, Bright, Allen & Carpenter, PLLC |
| 10:30 – 10:45am | Break |

- 10:45 – 11:45am **Deal Structure – Point and Counter-Point**
This part of the program simulates, in a moderated format, the conversations often had between business law and tax law practitioners in structuring a business combination transaction. The simulated conversation focuses most on two different transactions, but the points covered are transferable to many other M & A settings.
**Moderator: Joan Heminway, The University of Tennessee College of Law
Bradley Sagraves, Egerton, McAfee, Armistead & Davis, PC
Laurel Williams, Burch, Porter & Johnson, PLLC**
- 11:45 – 12:45pm **Lunch (Included)**
- 12:45 – 1:45pm **Acquisition Agreement Structure: Current Trend and New Approaches, Part 1**
Discussion of key provisions and negotiating points in asset purchase agreement.
**William Aiken, Chambliss, Bahner & Stophel, PC
Christopher Hennen, Chambliss, Bahner & Stophel, PC**
- 1:45 - 2:45 pm **Acquisition Agreement Structure: Current Trend and New Approaches, Part 2**
Discussion of key provisions and negotiating points in asset purchase agreement.
**William Aiken, Chambliss, Bahner & Stophel, PC
Christopher Hennen, Chambliss, Bahner & Stophel, PC**
- 2:45 - 3:00pm **Break**
- 3:00 - 4:00pm **Unique Issues in Private Equity**
We will cover various issues specific to business acquisitions involving a private equity acquirer. The session will include a discussion of differences between strategic and financial acquirers with respect to deal motivations, structure and negotiations, the implications of rollover equity, and issues surrounding management tie-ups.
**Moderator: R. Christopher Trump, Egerton, McAfee, Armistead & Davis, PC
William E. McClamroch, III, Egerton, McAfee, Armistead & Davis, PC
Michael Holley, Bass, Berry & Sims**