

FINANCIAL POISE WEBINAR SERIES PRIVATE COMPANY M&A BOOTCAMP 2016

SERIES OVERVIEW

Corporate transactions (or “deals”) include many types of transactions. One of the most significant type of transactions a company can enter into is a deal to buy another company or to sell itself. This type of deal, an M&A (merger and acquisition) deal, typically requires more work from accountants and attorneys than go many other deals. This webinar series features leading M&A attorneys and other “deal” professionals speaking at a fairly basic level about transaction structures; tax planning issues; shareholder and board of directors approval; representations and warranties and indemnifications; earn-out provisions; antitrust issues; intellectual property issues; employment issues; financing issues; confidentiality agreements; letters of intent and term sheets; due diligence and preparation of disclosure schedules; closing; and post-closing tasks. All of these issues are discussed in plain English, and while the series is valuable for seasoned professionals in many fields (law, accounting, investment banking, etc.) who practice in this area, it is also be easily understandable for business owners who have not previously been through this process.

As with all Financial Poise webinars, each episode in the series is designed to be viewed independently of the other episodes, and listeners will enhance their knowledge of this area whether they attend one, some, or all of the programs.

EPISODE SUMMARIES

EPISODE #1

Structuring and Planning the M&A Transaction

January 27, 2016, 11am CST

Much like an excellent chess player anticipates strategy many moves in advance, it is critical for the buyer and seller in a M&A transaction to envision and plan the route to get a deal done, including anticipated detours, at the onset of the transaction. This webinar discusses the similarities and

differences between basic M&A transaction structures, tax planning issues; board and shareholder approval; representations and warranties; and indemnification. Also discussed will be earn-out provisions; antitrust issues; intellectual property issues; employment issues; and financing issues. This program will, in summary form, cover many of the issues discussed in greater depth in subsequent episodes.

EPISODE #2

Key Provisions in M&A Agreements

February 24, 2016, 11am CST

Although every deal is different, understanding any purchase/sale agreement will help you understand other purchase sale agreements. Stated another way, most M&A documents include a similar set of sections and use a similar vocabulary. This webinar explains what provisions are commonly included in M&A documents and discusses how buyers and sellers approach these provisions differently. It also highlights how M&A agreements differ depending on whether the assets being bought and sold is equity of a company or the assets of a company.

EPISODE #3

The M&A Process

March 23, 2016, 11am CST

Buying, selling, or merging a company typically follows a similar set of steps from deal to deal. The amount of time each step takes varies from deal to deal but the order of the steps is also fairly uniform because they follow a certain logic: before a potential “target” or seller of a target will share meaningful information with a potential buyer, it usually requires a confidentiality agreement (a/k/a “non-disclosure agreement,” or “NDA”); once a base-line amount of information is known by the would-be buyer then it can present a letter of intent or term sheet to the target or its owner, which serves as an outline for a deal but does not bind the parties to consummate one; additional due diligence and the negotiation and drafting of definitive documents comes next; followed by closing; and finally by post-closing tasks. This webinar will discuss all these steps so that you can see the forest from the trees.

EPISODE #4

Special Issues in M&A Deals

April 27, 2016, 11am CST

Transactions involving the purchase and sale of a business, by their nature, tend to be more complicated than many other transactions. They become more complicated when there are “special issues” involved; special issues can mean a variety of things. For example, the purchase of a company by an employee stock ownership plan (ESOP), (b) the purchase of a distressed company, and (c) the sale of a company to a private equity fund. Transactions involving each of these circumstances adds its own special lawyer of complexity. This webinar provides a solid overview of how these circumstances change the dynamics of a deal.

EPISODE #5

Negotiating an M&A Deal

June 1, 2016, 11am CST

Negotiating over the terms of a buy/sell (i.e. an M&A) deal requires both knowledge of the law and of the “market.” This webinar involve the panelists engaging in mini negotiations over a variety of deal terms that commonly are negotiated heavily. Listen in buyer and seller haggle over reps, warranties, indemn

ifications, hold-backs, and host of other contract provisions.

EPISODE #6

M&A Litigation

June 22, 2016, 11am CST

In a perfect deal world, the buyer buys, the seller sells, and all the shareholders of both buyer and seller live happily ever after. But the world is not perfect and sometimes things do not go as planned. Perhaps the seller failed to disclose some material liability or some other breach of a rep or warranty. This webinar explores the issues most likely to lead to litigation, offers tips to avoid them, and gives a window into what such litigation may look like.