



Mergers & Acquisitions Run Down

How the Deal Gets Done

This seminar emphasizes practical advice for structuring and negotiating the purchase or sale of a business. Our experienced faculty will walk you through the M & A minefield as they focus on:

- understanding the transaction process
- pre-agreement matters, including confidentiality agreements and letters of intent
- structuring the deal and tax considerations
- tips and strategies for drafting the purchase agreement
- representations and warranties, indemnification and disclosure issues
- financing the transaction
- and more!

Thursday, September 6, 2012
Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370 | Minneapolis
Video replay details inside.

Faculty

Mark D. Williamson

Course Chairperson
Gray Plant Mooty PA
Minneapolis

John E. Brower

Gray Plant Mooty PA
Minneapolis

Jennie A. Clarke

Henson & Efron PA
Minneapolis

Thomas W. Garton

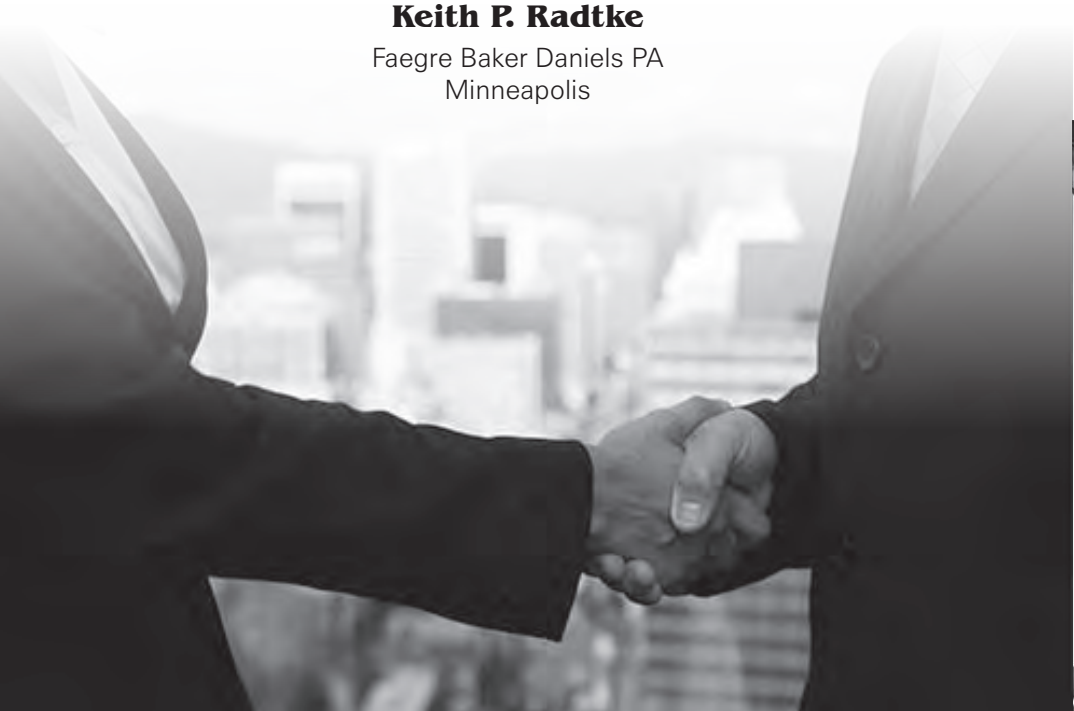
Fredrikson & Byron PA
Minneapolis

Sjur Midness

Fredrikson & Byron PA
Minneapolis

Keith P. Radtke

Faegre Baker Daniels PA
Minneapolis



Schedule

8:30 – 9:00 a.m.

CHECK-IN & CONTINENTAL BREAKFAST

9:00 – 10:00 a.m.

Overview of the Purchase and Sale of a Business – Understanding the Transaction and Avoiding Critical Mistakes

- Transaction Overview
- Creating the Deal Team
- Summary of Key Documents
- Timelines
- And More

– *Mark D. Williamson, Program Chairperson*

10:00 – 11:00 a.m.

The Pre-Agreement Process – Taking the First Steps

- Confidentiality Agreements
- Letters of Intent
- Due Diligence
- And More

– *Keith P. Radtke*

11:00 – 11:15 a.m.

BREAK

11:15 a.m. – 12:15 p.m.

How to Structure the Deal – Helping Your Client Make Important Choices Including Tax Related Decisions

- Stock vs. Asset Purchase
- Taxable vs. Tax-Free Transaction
- Tax Basis in Assets Acquired
- Tax Aspects of Deferred Consideration
- Imputed Interest Rules
- Other Structural Issues
- And More

– *Thomas W. Garton*

12:15 – 1:15 p.m.

LUNCH (ON YOUR OWN)

1:15 – 2:15 p.m.

Drafting the Purchase Agreement – Key Provisions and Practical Drafting Tips

- Key Difference Between Stock and Asset Purchase Agreements
- Standard and Non-Standard Clauses
- Potential Liability Hotspots
- Conditions Precedent to Closing
- And More

– *Jennie A. Clarke*

2:15 – 2:30 p.m.

BREAK

2:30 – 3:30 p.m.

Buyer's Protection and Seller's Exposure: Representations and Warranties, Disclosure and Indemnification

- How They Are Interrelated
- Provisions That Are Important to the Buyer
- Limitations That Protect Sellers
- Evolving Concepts of What Is Standard
- And More

– *John E. Brower*

3:30 – 4:30 p.m.

Financing the Transaction

- Third-Party Financing, Including Bank Debt
- Seller Financing
- Guarantees and Other Security
- And More

– *Sjur Midness*

COURSE INFORMATION

LIVE PRESENTATION

Thursday, September 6, 2012

Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370
Minneapolis

VIDEO REPLAYS

Schedule times may vary due to abbreviated break and lunch periods. Start times are as indicated below:

Minneapolis – 9/24/12 & 10/9/12
(Registration 8:30; Replay 9:00)

Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370

Mankato – 11/2/12

(Registration 8:45; Replay 9:00)

Farrish Johnson Law Office
Eastwood Industrial Centre
1907 Excel Drive

Moorhead – 10/10/12

(Registration 9:00; Replay 9:15)

Moorhead Public Library
118 Fifth Street South

Saint Cloud Area – 1/18/13

(Registration 8:30; Replay 9:00)

Minnesota School of Business
1201 Second Street South, Waite Park

CREDITS

Minnesota CLE has applied to the Minnesota State Board of CLE for **6.0 CLE credits**.

NEW LAWYER SCHOLARSHIP PROGRAM

In recognition of the challenges facing lawyers entering the profession, Minnesota Continuing Legal Education has established a scholarship program for unemployed and underemployed lawyers admitted less than three years. Those wishing to apply for such assistance should contact Grant at **651-254-2111** or gdavies@minncle.org for details.

CANCELLATION/NO-SHOW POLICY

Paid registrants who cancel their registration at least 3 business days before the program will receive a full credit on their account; if fewer than 3 business days, a \$25 administrative fee will be deducted. Paid registrants who fail to attend will receive the written materials. Passholders may purchase the course materials at 50% of the full retail price.

ACCOMMODATION

If you have a disability and need an accommodation in order to attend this seminar, please contact us as soon as possible or at least one week in advance of the program. Contact Minnesota CLE at 2550 University Avenue West, Suite 160-S, Saint Paul, MN 55114 or call us at 651-227-8266 or 800-759-8840.

QUESTIONS?

Please call Minnesota CLE at **651-227-8266** or **800-759-8840** or visit us online at www.minncle.org.

REGISTRATION/ ORDER FORM

Mergers & Acquisitions Run Down

Thursday, September 6, 2012
Minnesota CLE Conference Center

013-13 / ldo

PLEASE "✓" APPROPRIATE BOX BELOW:

LIVE – 9/6/12:

\$245 MSBA member \$245 paralegal \$295 standard rate

VIDEO REPLAY:

\$215 MSBA member \$215 paralegal \$265 standard rate

Location: _____ Date _____

NEW LAWYER DISCOUNT!

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PROGRAM MATERIALS:

I cannot attend. Please send me the following:

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