

COURSE INFORMATION

LIVE IN PERSON

Tuesday, January 24, 2023
Minnesota CLE Conference Center
600 Nicollet Mall, Suite 370
Third Floor City Center, Minneapolis

ONLINE REPLAY

Wednesday, February 22, 2023
View online at www.minncle.org
A moderator will be available to answer questions by email.

HOW TO REGISTER

Registration must be made online at www.minncle.org. For assistance, call Minnesota CLE at 800-759-8840 or email customerservice@minncle.org.

COURSE MATERIALS

In-Person Attendees

Course materials will be provided to in-person attendees in hard copy. In-person attendees also will have electronic access to the course materials via their Minnesota CLE website accounts.

Online Replay Attendees

Online replay attendees will have electronic access to the course materials via their Minnesota CLE website accounts.

CREDITS

Minnesota CLE is applying to the Minnesota State Board of CLE for **6.0 standard CLE credits**. The maximum number of total credits attendees may claim is 6.0 credits.

SCHOLARSHIPS AVAILABLE

Minnesota CLE maintains a scholarship program for those with a financial need. Contact Grant at gdavies@minncle.org or 651-254-2103 for further details or to obtain an application.

ACCOMMODATION

If you have a disability and need an accommodation in order to attend this seminar, contact Minnesota CLE as soon as possible at 800-759-8840 or customerservice@minncle.org.

CANCELLATION / NO-SHOW POLICY

Paid registrants who cancel before the seminar will receive a refund upon request. Paid registrants who do not cancel and are unable to attend will retain access to the seminar materials through their Minnesota CLE website account. Passholders may purchase the materials at 50% of the full retail price.

QUESTIONS?

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DATED MATERIAL – PLEASE EXPEDITE!



RECYCLABLE

View information
on your mobile device
or register online.



ADVANCED M&A

How to Manage Complex Issues to Get the Deal Done

Learn new strategies and practical tips for buyers and sellers to successfully close the deal in today's complex market.

Our expert faculty will discuss:

- The **Current State of the M&A Market**
- **Purchase Price Adjustments** – Key Provisions, Common Traps, and Typical Disputes (and How to Avoid Them)
- **Indemnity Provisions** – The One Clause You Can't Afford to Get Wrong
- **Advanced Tax Strategies** for M&A Deals
- **Bankruptcy Tools** for the M&A Lawyer
- Confronting the Latest Issues With **Representation and Warranty Insurance**
- *And Much More!*

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ALL-NEW
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MINNESOTA CONTINUING
LEGAL EDUCATION
Your Success Is Our Goal

ALL-NEW
SEMINAR

8:30 – 9:00 a.m. IN-PERSON CHECK-IN

9:00 – 9:05 a.m.

Welcome & Announcements

- Mark D. Williamson, Course Chair
Lathrop GPM LLP; Minneapolis

9:05 – 10:05 a.m.

The Current State of the M&A Market

A panel of investment bankers and private equity professionals will discuss their perspectives on the current M&A market. Learn the latest trends and best practices for collaborating with these professionals to effectively close the deal.

- Jamie M. Frommelt
Hennepin Partners LLC; Minneapolis
- Joel V. Grebenick
Northern Lakes Capital, LLC; Minneapolis
- Adam Webb
Quazar Business Brokerage; Minneapolis
- Mark D. Williamson (moderator)

10:05 – 10:10 a.m. BREAK

10:10 – 11:10 a.m.

Purchase Price Adjustments – Key Provisions, Common Traps, and Typical Disputes (and How to Avoid Them)

Purchase price adjustments are designed to account for, and protect against, changes in the target's financial condition that occur prior to the closing, and these adjustments continue to be commonplace. This session will explore the various types of purchase price adjustments, how to advise and prepare your client for them and common traps to avoid. We will also provide sample provisions. Learn advanced drafting strategies to close even the most complex deals.

- Peter C. Magnuson
Faegre Drinker Biddle & Reath LLP; Minneapolis
- John D. Potter
PricewaterhouseCoopers LLP; Minneapolis
- Keith P. Radtke
Faegre Drinker Biddle & Reath LLP; Minneapolis

11:10 – 11:20 a.m. BREAK

11:20 a.m. – 12:05 p.m.

Indemnity Provisions – The One Clause You Can't Afford to Get Wrong

This session will provide guidance on drafting and negotiating strong and robust indemnity provisions. Learn advanced drafting techniques, pre-drafting considerations, insights on costly mistakes and different approaches based on the agreement type.

- Terri Krivosha
Maslon LLP; Minneapolis
- Janel M. Dressen
Anthony Ostlund Louwagie Dressen & Boylan P.A.; Minneapolis

12:05 – 12:35 p.m.

Advanced Tax Strategies for M&A Deals

This session will provide an overview of the tax consequences presented by M&A transactions, including Section 338(h)(10) elections and Subsection F reorganizations.

- Susan J. Markey
Maslon LLP; Minneapolis

12:35 – 1:30 p.m. LUNCH BREAK (on your own)

1:30 – 2:00 p.m.

Confronting the Latest Issues With Representation and Warranty Insurance

This session will explore advanced topics and issues regarding representation and warranty insurance, its benefits, the scope of coverage and exclusions, and other key issues.

- David Haigh
Atlantic Global Risk LLC; New York, New York

2:00 – 2:45 p.m.

Bankruptcy Tools for the M&A Lawyer

This session will explore insights regarding the unique challenges and opportunities associated with acquiring distressed companies. Learn what tools are available in the Bankruptcy Code for buying a distressed business, how to navigate the unique procedures involved in bankruptcy sales, how to get protection from creditors and address successor liability, what indemnification terms might (or more likely, might not) be available and how representation and warranty insurance may offer a partial solution.

- Steven W. Meyer
Fox Rothschild LLP; Minneapolis

2:45 – 3:00 p.m. BREAK

3:00 – 3:45 p.m.

Tips and Best Practices for Finding and Navigating the Employment-Related Risks in an M&A Deal

Personnel issues are one of the primary culprits when an M&A deal fails to achieve its intended financial objectives. Don't let poor due diligence and lack of proper integration planning drag your client's business down. Learn how to uncover employment-related liabilities and avoid common mistakes in integration planning to ensure smooth business operations on day one and beyond.

- Rebecca J. Bernhard
Dorsey & Whitney LLP; Minneapolis

3:45 – 4:30 p.m.

A Toolkit for Handling Data Privacy and Cyber Security Issues in M&A Transactions

Merger and acquisitions raise many information technology, privacy and data security issues and considerations. This session will provide tips and best practices for deal attorneys to manage these risks throughout the life of the deal. Learn the processes that an organization might undertake as part of its due diligence to ensure enough time and thoroughness take place to evaluate the target company's privacy and data security standards and history.

- Sten-Erik Hoidal
Fredrikson & Byron P.A.; Minneapolis
- Asmah Tareen
Fredrikson & Byron P.A.; Minneapolis

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TUITION:

- \$295 MSBA member
- \$295 paralegal
- \$345 standard rate

SEASON PASSHOLDERS:

- **Super Passholders** may attend the in-person seminar or the online replay at no charge.
- **In-Person Passholders** may attend the in-person seminar at no charge or the online replay for 50% off.
- **Online Passholders** may attend the in-person seminar for 50% off or the online replay at no charge.

NEW LAWYER DISCOUNT!

New lawyers who have been admitted to the bar fewer than 3 years receive a 50% discount.

SCHOLARSHIPS AVAILABLE

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Can't Attend?

You can purchase the course materials for \$75 (plus tax and handling) by calling Minnesota CLE at 800-759-8840. Orders will be filled after the seminar.