

## Delaware Law Developments 2012: *What All Business Lawyers Need to Know*

- **New York City:** June 12, 2012
- **Live Webcast:** June 12, 2012 @ [www.pli.edu](http://www.pli.edu)



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- Discussion of recent opinions of the Delaware Supreme Court and Court of Chancery and their implications, including *Southern Peru* and lessons for special committees and their advisors
- Update on recent developments with LLCs and Limited Partnerships
- What does academic research have to say about selling a public company, and what does it mean to your practice?
- Deal lawyers roundtable: learn strategies and receive best practices from a panel of top transactional lawyers
- Ethical issues in representing representative clients (Earn one hour of Ethics credit)

**Keynote Address:**

Hon. Jack B. Jacobs, Justice, Delaware Supreme Court

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## What's on the Agenda?

### Recent Developments in Delaware Law

- *Southern Peru* and lessons for special committees and their advisors
- The re-emergence of quasi-appraisal claims in disclosure cases outside the core area of appraisal rights
- Update on Section 220 books and records cases: *VeriFone Holdings*; *Hewlett Packard Co.* and *Dell, Inc.*
- Multi-district litigation in M&A matters: managing and settling cases
- Reverse triangular mergers, and anti-assignment and change of control clauses

### Recent Developments with LLCs and Limited Partnerships

- Statutory amendments and case law developments regarding LLCs, LLPs and Delaware business trusts
- Conflicts committees: what they are and how they work
- Interpretation of governing agreements
- The entity of choice: which alternative should you use?

### What Does Academic Research Have to Say About Selling a Public Company?

- How bid mechanics work when examined across a wide sample of deals
- How termination fees, match rights, and other defenses affect sale outcomes
- How single-bidder strategies compare with multi-bidder processes
- Evidence on the current state of merger litigation from a recent data set

### Deal Lawyers Roundtable

- Top transactional lawyers discuss:
  - How they advise their clients with respect to pre-signing market checks, post-signing checks and deal protection
  - How the possibility of stockholder litigation affects the way in which they structure deals
  - Corporate governance issues in the context of M&A

### He Did What?! She Said What?! Ethical Issues in Representing Representative Clients *(Earn one hour of Ethics credit)*

- This panel will discuss:
  - The challenges counsel face when representing or opposing representative clients
  - Issues that arise in depositions, whether or not the witness is a representative plaintiff

New York City, #35183; Program Fee: \$1,695

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### Keynote Address

**Hon. Jack B. Jacobs**

Justice, Delaware Supreme Court, Wilmington, Delaware

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