

M & A Litigation 2012



June 28, 2012, 1:30 p.m. – 5:00 p.m. EDT

- New York City
- Live Webcast, www.pli.edu

Register Now!

Call (800) 260-4PLI or visit www.pli.edu
for more details or to register.

PRIORITY CODE: LD02

Satisfy Your CLE and CPD Requirements!

M & A Litigation 2012



New York City, June 28, 2012, 1:30 p.m. – 5:00 p.m. EDT
Live Webcast, June 28, 2012 — www.pli.edu



- Assessing the advantages of special committees after *Southern Peru*
- Predicting, awarding, timing and allocating corporate benefit fee awards
- Valuing derivative claims in connection with M & A transactions
- Invoking the reliance on counsel defense in deal litigation
- Pursuing appraisal and quasi appraisal in the Court of Chancery
- Litigating in the wake of *Del Monte*
- Mastering the motion to expedite in the Court of Chancery

Call (800) 260-4PLI or visit www.pli.edu
for more details or to register.

Satisfy Your CLE and CPD Requirements!

M & A Litigation 2012

New York City, June 28, 2012, 1:30 p.m. – 5:00 p.m. EDT
Live Webcast, June 28, 2012 — www.pli.edu

What better way to learn about M & A litigation than from the attorneys that litigate the nation's most important M & A disputes and the judges who preside over them? Whether you are just embarking on a litigation career or are a veteran of fast-paced, high-stakes merger disputes, this course will give you unique insights into M & A litigation. This program is directed towards litigators and deal attorneys at all levels of experience, as well as in-house counsel at companies that face M & A litigation.

What's on the Agenda?

Tackling Procedure: Corporate Benefit Fee Awards and the Motion to Expedite

- Predicting, Awarding, Timing and Allocating Corporate Benefit Fee Awards
 - Can fee awards be predicted?
 - What is the right methodology for valuing corporate benefits?
 - Should the courts enter interim fee awards?
 - Who deserves the fee when multiple sets of plaintiffs claim to have achieved the results?
- Mastering the Motion to Expedite in the Court of Chancery
 - Why the first hurdle can be the most important
 - Conflicting notions of irreparable harm
 - The impact of motion to expedite practice on multi-forum litigation

Unique Challenges of Delaware Court of Chancery Practice

- Pursuing Appraisal and Quasi Appraisal in the Court of Chancery
 - The pros and cons of pursuing appraisal
 - Why quasi appraisal is more dangerous than fiduciary litigation
 - The role of the follow-on fiduciary suit in appraisal litigation
- Invoking the Reliance on Counsel Defense in Deal Litigation
 - When does reliance on counsel become an essential factor?
 - Evaluating the pros and cons of the reliance on counsel defense
 - Managing the scope of the privilege waiver

Litigating Over Alleged Process Flaws in M & A Deals

- Assessing the Advantages of Special Committees After *Southern Peru*
 - What went wrong and why it mattered
 - What sort of authority does a special committee need?
 - Do the litigation advantages outweigh the transactional costs?
- Litigating in the Wake of *Del Monte*
 - Appropriate remedies at the preliminary injunction phase
 - The interplay between process flaws and aiding and abetting liability
 - Supervisory obligations in *Revlon* mode
- Valuing Derivative Claims in Connection with M & A Transactions
 - The impact of *Lambrecht v. O'Neal and Massey Energy*
 - Derivative claims as assets and their importance in *Revlon* mode
 - Target board conflicts raised by pending derivative claims

New York City, #34504; Program Fee: \$895

Call (800) 260-4PLI or visit www.pli.edu for more details or to register.



FACULTY

Chair:



David R. Marriott
Cravath, Swaine & Moore LLP
New York City

Stuart J. Baskin

Shearman & Sterling LLP
New York City

A. Thompson Bayliss

Abrams & Bayliss LLP
Wilmington, Delaware

Gary A. Bornstein

Cravath, Swaine &
Moore LLP
New York City

Anne C. Foster

Richards, Layton & Finger
Wilmington, Delaware

Peter E. Kazanoff

Simpson Thacher &
Bartlett LLP
New York City

William M. Lafferty

Morris, Nichols, Arsh &
Tunnell LLP
Wilmington, Delaware

Hon. J. Travis Laster

Vice Chancellor
Delaware Court of Chancery
Wilmington, Delaware

Edward B. Micheletti

Skadden, Arps, Slate,
Meagher & Flom LLP
Wilmington, Delaware

Theodore N. Mirvis

Wachtell, Lipton,
Rosen & Katz
New York City

Hon. John W. Noble

Vice Chancellor
Delaware Court of Chancery
Dover, Delaware

Hon. Henry duPont Ridgely

Justice
Delaware Supreme Court
Dover, Delaware

Pamela S. Tikellis

Chimicles & Tikellis LLP
Wilmington, Delaware

Program Attorney: Laurie Gilbertson