Dear Colleague:

This seminar has been designed to enable in-house tax professionals to better understand the modern-day M&A transaction. By utilizing an interdisciplinary approach, in-house tax professionals will examine the range of business, tax and operational issues involved in planning for and implementing a successful M&A transaction. Tax matters addressed will cut across multiple disciplines, including federal, state and local, partnership and international tax (both direct and indirect), as well as critical non-tax compliance regimes (e.g., financial reporting, State Aid, etc.)

Program highlights include:
- Strategic Business Considerations: Tax and Non-Tax Issues
- Due Diligence
- Documenting the Deal – Tax Contractual Provisions and Other Drafting Considerations
- Post-Merger Integration – Best & Worst Practices
- Boxes, Triangles & Other Shapes: Structural Choices & Challenges
- Selected Inbound & Outbound Issues
- Tax Accounting & Financial Reporting Issues
- State & Local Tax Issues and Considerations
- Foreign Law Considerations
- Non-Tax Compliance Regimes
- Unique Entities – RICs, REITs, MLPs, etc.
- Privilege & Work Product
- Employee Benefits & Compensation
- Above-the-Fold: Your Deal, Ethics, Conflicts of Interests and More

We are again delighted to welcome a best-in-class faculty of tax and non-tax professionals to lead our discussions, engage with you and share their insights and experience. Seminar details are provided in the accompanying brochure. Please take a few moments to review the program. I am confident you will agree that TEI’s U.S. International Tax, State and Local Tax and Federal Tax committees have designed an outstanding seminar.

Please register early to ensure your participation in this timely and important seminar.

Robert L. Howren
TEI International President
MON., NOV. 6 | The Framework

8:00 – 8:10 am  Welcome, Introductions & Objectives  
Sandhya K. Edupuganty  
Texas Instruments, Inc.  
Chair, TEI’s Federal Tax Committee  
Peter Waterstreet  
Synopsys, Inc.  
Chair, TEI’s U.S. International Tax Committee  
Marji L. Gordon-Brown  
MacAndrews & Forbes, Incorporated  
Chair, TEI’s State & Local Tax Committee  

8:10 – 9:45 am  Strategic Business Considerations: Tax & Non-Tax  
Daniel Luchsinger (Moderator)  
Covington & Burling LLP  
Michael J. Riella  
Covington & Burling LLP  
Claudia K. Simon  
Schulte Roth & Zabel LLP  
Gary Voccio  
United Technologies Corporation  

9:45 – 10:00 am  Coffee Break  

10:00 – 11:00 am  Due Diligence  
James A. Kennedy (Moderator)  
OppenheimerFunds, Inc.  
Adam Benson  
Alvarez & Marsal Taxand, LLC  
Dianne P. Mimmo  
PricewaterhouseCoopers LLP  

11:00 am – Noon  Documenting the Deal – Tax Contractual Provisions & Other Drafting Considerations  
David Gillman (Moderator)  
TDS Corporations  
Laurence J. Stein  
Latham & Watkins LLP  
Jonathan A. Stevens  
Baker & McKenzie LLP  

Noon – 1:15 pm  Luncheon  
Trends and Trajectories in the M&A Marketplace  
Mark D. Gerstein  
Latham & Watkins LLP  

1:30 – 2:45 pm  Post-Merger Integration – Best & Worst Practices  
Agnieszka Samoc (Moderator)  
Danaher Corporation  
Andrew M. Eisenberg  
Jones Day  
Kirsten R. Malm  
Baker McKenzie LLP  
Moshe Spinowitz  
Skadden, Arps, Slate, Meagher & Flom LLP  

2:45 – 3:00 pm  Coffee Break  

3:00 – 5:00 pm  Boxes, Triangles & Other Shapes: Structural Choices and Challenges  
Jennifer K. Bowers (Moderator)  
Fortive Corporation  
Michael J. Caballero  
Covington & Burling LLP  
Timothy S. Shuman  
McDermott Will & Emery LLP  
Gary B. Wilcox  
Mayer Brown LLP  

TUES., NOV. 7 | Selected Issues & Challenges

8:15 – 9:30 am  BREAKOUT SESSIONS  

Selected Inbound and Outbound Issues  
Anthony O’Donnell (Moderator)  
EMD Serono, Inc.  
James R. Barry  
Mayer Brown LLP  
Diana S. Doyle  
Latham & Watkins LLP  
Jeffrey P. Maydew  
Baker McKenzie LLP  

Tax Accounting & Financial Reporting in M&A  
Barbara Young (Moderator)  
Marriott International, Inc.  
Angela L. Evans  
Ernst & Young LLP  
David Northcut  
Ernst & Young LLP  

November 6-7, 2017  
Aloft Boston Seaport Hotel • Boston, MA
9:30 – 9:45 am  Coffee Break
9:45 – 11:00 am  BREAKOUT SESSIONS

State and Local Tax Issues and Considerations
Marji Gordon-Brown (Moderator)
MacAndrews & Forbes Incorporated
Eric J. Coffill
Eversheds Sutherland (US) LLP
Maria P. Eberle
Baker McKenzie LLP
Richard A. Leavy
Sidley Austin LLP

Foreign Law Considerations (e.g., Mandatory JV’s, VAT)
Jason Weinstein (Moderator)
Amazon.com
Alan Connell
Eversheds Sutherland LLP
Prabhu Narasimhan
White & Case LLP
Emma Parr
White & Case LLP

11:00 am – 12:15 pm  BREAKOUT SESSIONS

Non-Tax Compliance Regimes
Tim Wigon (Moderator)
Duck Creek Technologies, LLC
Arco Verhulst
KPMG LLP
Brett A. Weaver
KPMG LLP

Unique Entities – RICs, REITS, MLP’s, S Corps, etc.
Joe Trank (Moderator)
Stryker Corporation
Dave F. Levy
Skadden, Arps, Slate, Meagher & Flom LLP
Jonathan Talansky
King & Spalding LLP

12:30 – 1:30 pm  Lunch
1:30 – 2:45 pm  BREAKOUT SESSIONS

Privilege & Work Product – Where it Fits, Where it Doesn’t?
Maryanne Knott (Moderator)
Dunkin’ Brands
Nathan E. Clukey
King & Spalding LLP
Brian C. McManus
Latham & Watkins LLP

Employee Benefits & Compensation
David D. Gillman (Moderator)
TDS Corporation
Regina Olshan
Skadden, Arps, Slate, Meagher & Flom LLP
Patrick Rehfield
Morgan, Lewis & Bockius LLP

2:45 – 3:00 pm  Coffee Break
3:00 – 4:15 pm  Above the Fold: Your Deal, Ethics, Conflicts of Interest and More
Ben Johnson (Moderator)
Envision Healthcare Corporation
Christopher S. Rizek
Caplin & Drysdale Chartered
Karen Sowell
Ernst & Young LLP

4:15 pm  Adjourn
REGISTRATION

The registration fee is $800 for TEI members, and $1,150 for nonmembers. All payments must be in U.S. funds. There are three ways to register:

- **WEB:** Go to www.tei.org.
- **MAIL:** Send registration form with check or credit card information.
- **EMAIL:** Scan and send registration form with credit card information to meetings@tei.org.
- **FAX:** 202.638.5607. Credit card registrations only.

VISA, MasterCard, American Express, Diners Club, and Discover accepted.

**Registration** is limited to members of TEI and other in-house tax professionals. (Individuals engaged in private law, accounting, or other consulting practice are ineligible to attend). No partial or split registrations are permitted. Registration forms without payment will not be processed by TEI. Please note: Membership in Tax Executives Institute is on an individual basis; there are no “company” or “corporate” memberships. Only members of the Institute — or individuals whose membership applications are pending at TEI — are entitled to the $800 member rate. All others are required to pay at the $1,150 nonmember rate. For membership information, visit the “Membership” section of www.tei.org.

**Enrollment is limited** and registrations will be accepted on a first-come, first-served basis. Should maximum enrollment be reached prior to the seminar and TEI cannot accept your registration, you will be notified immediately. You will receive a confirmation by email; no other confirmation will be sent.

**Conference Handout Materials.** Conference materials will be posted in a searchable form on a secure website as they are received from the speakers. Beginning two weeks before the conference, registrants will be able to access the handouts via a secure link (requiring a password), so they can download or print them out. No paper copies will be provided in your registration materials onsite, and onsite printing facilities will be extremely limited. TEI encourages you to print documents of interest in advance. (Wi-Fi will be available in the meeting rooms.) Materials will remain accessible by conference registrants for one month after the conference.

HOTEL RESERVATIONS

A block of rooms is being held at Aloft Boston Seaport Hotel. Registrants are responsible for making their own reservations. Please telephone the hotel at 877.462.5638 (U.S. & Canada) and identify yourself as a member of the Tax Executives Institute group. The room rate is $239 per night single/double occupancy, plus tax. TEI's block of rooms will be released for sale to the public on October 20, 2017. Requests for accommodations after that date, or if the block sells out prior to October 20, 2017, cannot be ensured.

**Hotel Information**

Aloft Boston Seaport Hotel  
401-403 D Street  
Boston, MA 02210

Across from the Boston Convention & Exhibition Center, this trendy, modern hotel is also 2 miles from the New England Aquarium and 3 miles from Boston Logan International Airport.

PLANNING COMMITTEE

**Robert L. Howren**  
Bluelinx Corporation  
**TEI International President**

**James P. Silvestri**  
PCS Wireless  
**Chair, TEI’s Continuing Education Committee**

**Sandhya K. Edupuganty**  
Texas Instruments, Inc.  
**Chair, TEI’s Federal Tax Committee**

**Marji L. Gordon-Brown**  
MacAndrews & Forbes, Incorporated  
**Chair, TEI’s State & Local Tax Committee**

**Peter Waterstreet**  
Synopsys, Inc.w  
**Chair, TEI’s U.S. International Tax Committee**

**Elie Dicker**  
Executive Director, TEI  
**Patrick Evans**  
Chief Tax Counsel, TEI  
**Pilar Mata**  
TEI Tax Counsel  
**Watson McLeish**  
TEI Tax Counsel  
**Benjamin Shreck**  
TEI Tax Counsel

November 6-7, 2017  
Aloft Boston Seaport Hotel • Boston, MA
2017 Mergers & Acquisitions | Registration Form

The Lifecycle of a Transaction: An Interdisciplinary Approach

Use this form for mailing or faxing your registration. Mail to: TEI, P.O. Box 9407, Uniondale, NY 11555-9407, Fax: 202.638.5607

Name ____________________________
Nickname for Badge ____________________________
Your Title ____________________________
Company ____________________________
Mailing Address ____________________________
City ____________________________ State/Province __________________ Zip/Zone __________________ Country __________________
Phone/Fax ____________________________ Email __________________

☐ Please check here if you require special accessibility or assistance at this function. We will contact you.

TEI Member Registrant
☐ $800 Member Registrant

TEI Nonmember Registrant
☐ $1,150 Nonmember Registrant

Note: Membership in TEI is on an individual not company-wide basis. Amount (U.S. Funds).

Charge to: ☐ VISA ☐ MasterCard ☐ American Express ☐ Discover ☐ Diners Club

Amount of Charge ____________________________
Card Number ____________________________ Exp. Date __________________
Signature ____________________________
Cardholder Name (print) __________________

If faxing your registration using a credit card, please do so between 9:00 a.m. and 4:00 p.m. ET to ensure confidentiality. Fax number for registrations and cancellations is 202.638.5607.

All cancellations must be made in writing by 4:00 pm ET on October 16, 2017, and will be subject to an administrative service charge of $75 (U.S.); for cancellations after October 16, 2017 (the date handout materials become available) and before October 23, the charge will be $200 (U.S.).

No refunds will be made for cancellations received after October 23 and for no-shows. Cancellations must be received in writing to meetings@tei.org. Refunds of credit card registrations, less administrative charge, will be made to credit card account. TEI’s Federal Taxpayer ID Number is 52-0239291.

In accordance with section 274(n) of the Internal Revenue Code, the portion of the seminar registration fee attributable to food and beverage is $250 (U.S.).

Date: November 6-7, 2017
Delivery Method: Group Live
Program Level: Update
Field of Study: Taxes
Learning Objectives: To examine the range of business, tax and operational issues involved in planning for and implementing a successful M&A transaction.

Prerequisite: No prerequisites
Advanced Preparation: No advance preparation required
CPE Credit: 16 (based on a 50-minute hour)
CLE Credit: 13.5 (based on a 60-minute hour)
Accounting Credit: 1.0 (based on a 50-minute hour)
Ethics Credit: 1.0 (based on a 50-minute hour)

Tax Executives Institute and TEI Education Fund accord to participants of any race, color, creed, sex or national ethnic origin all the rights, privileges, programs, and activities generally accorded or made available to participants at its program, courses, and other activities.

CPE/CLE requirements vary from jurisdiction to jurisdiction. TEI’s education programs are designed to meet NASBA standards, and are generally accepted by CPE/CLE agencies across the United States. Registrants should check the rules in their own jurisdictions to ensure eligibility.