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2019 Mergers & Acquisitions Seminar

THE LIFECYCLE OF A TRANSACTION: AN INTERDISCIPLINARY APPROACH

PLANNING COMMITTEE:

Katrina H. Welch
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*Chair, TEI's U.S. International Tax
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Eli J. Dicker
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Watson M. McLeish
Tax Counsel, TEI

Benjamin R. Shreck
Tax Counsel, TEI

TEI's **2019 Mergers & Acquisitions Seminar** is designed to educate in-house tax professionals on cutting-edge M&A transactions. Using an interdisciplinary approach, seminar attendees will explore the range of business, tax, and operational issues involved in planning for and implementing a successful M&A transaction. How has U.S. tax reform impacted in-house tax professionals' approaches to transaction planning and implementation? What practical and legal strategies should corporate tax departments pursue to minimize risk—and maximize opportunity—in the face of uncertain regulatory guidance? These and other questions will frame our program, an integrated two-day seminar to explore the U.S. federal, international, and state tax dimensions of planning for, structuring, documenting, and defending M&A transactions. The seminar will feature a wealth of substantive content presented in a variety of instructional formats (*e.g.*, plenary and breakout sessions, roundtable discussions), allowing attendees to customize their curricula.

Program highlights include:

- ▶ Understanding the Current M&A Landscape: Tax and Non-Tax Concerns
- ▶ Tax Due Diligence & Documenting the Deal – Key Post-TCJA Considerations
- ▶ Choice of Entity and Structuring Considerations, Post-TCJA
- ▶ Post-Merger Integration: Putting the Pieces Together After Tax Reform
- ▶ Cross-Border M&A, Post-TCJA: Select Inbound and Outbound Issues
- ▶ Income Tax Accounting & Financial Reporting Considerations
- ▶ Acquisitions of Troubled Companies
- ▶ SALT Developments and Trends Affecting M&A Transactions
- ▶ Employee Benefits & Executive Compensation Issues in Post-TCJA Transaction Planning
- ▶ Attorney-Client Privilege, Ethical Standards, and Related Considerations in M&A Transactions
- ▶ Federal Tax Reporting and Compliance Considerations in Post-TCJA Transactions

Our speaker cadre will feature an impressive array of the nation's leading tax and deal professionals, selected for their abilities to both educate and engage. Please take a moment to review the enclosed program; I'm confident you'll agree that TEI's Federal Tax and U.S. International Tax committees have designed an outstanding seminar.

I look forward to seeing you in Las Vegas.

Katrina H. Welch
International President, TEI



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MONDAY, NOVEMBER 18

8:00 - 8:15 am

Welcome & Introductions

8:15 - 9:45 am

The M&A Landscape – A Roundtable Discussion

Devon M. Bodoh, Moderator | *Weil, Gotshal & Manges LLP*

Michael J. Aiello | *Weil, Gotshal & Manges LLP*

Benjamin Berinstein | *JP Morgan Chase & Co.*

David M. Rievman | *Skadden, Arps, Slate, Meagher & Flom LLP*

9:45 - 10:00 am

Break

10:00 - 12:00 pm

Tax Due Diligence & Documenting the Deal – Key Post-TCJA Considerations

Emily T. Whittenburg, Moderator | *Shell Oil Company*

Cheresh Casinelli | *KPMG LLP*

Andrew M. Eisenberg | *Jones Day*

Sam Kamyans | *Akin Gump Strauss Hauer & Feld LLP*

Sarah-Jane Morin | *Morgan, Lewis & Bockius LLP*

12:00 pm - 1:30 pm

Lunch

David N. Fagan, Keynote Speaker | *Covington & Burling LLP*

1:30 - 3:15 pm

Choice of Entity and Structuring Considerations Post-TCJA

Wayne G. Monfries, Moderator | *TransUnion LLC*

John R. Lehrer II | *Baker & Hostetler LLP*

Kevin Zaragoza | *Covington & Burling LLP*

3:15 - 3:30 pm

Break

3:30 - 5:00 pm

Post-Merger Integration: Putting the Pieces Together After Tax Reform

Jennifer K. Bowers, Moderator | *Fortive Corporation*

Kirsten R. Malm | *Ernst & Young LLP*

Joseph M. Pari | *Weil, Gotshal & Manges LLP*

Jeffrey B. Samuels | *Paul, Weiss, Rifkind, Wharton & Garrison LLP*

5:00 - 6:30 pm

Cocktail & Networking Reception

TUESDAY, NOVEMBER 19

8:15 - 9:15 am

Income Tax Accounting & Financial Reporting Considerations

Katrina H. Welch, Moderator | *Texas Instruments Incorporated*

Jennifer Cobb, David A. Northcut | *Ernst & Young LLP*

8:15 - 9:15 am

Acquisitions of Troubled Companies

Betty Mak, Moderator | *Maxar Technologies Inc.*

Anthony Vincenzo Sexton | *Kirkland & Ellis LLP*

Lisa M. Zarlenga | *Steptoe & Johnson LLP*

9:15 - 10:30 am

Cross-Border M&A, Post TCJA: Select Outbound Issues and Considerations

Jason Weinstein, Moderator | *Amazon.com, Inc.*

Matthew C. Dewitz | *Latham & Watkins LLP*

Joshua M. Holmes | *Wachtell, Lipton, Rosen & Katz*

9:15 - 10:30 am

SALT Developments and Trends Affecting M&A Transactions

James A. Kennedy, Moderator | *OppenheimerFunds, Inc.*

Maria P. Eberle | *Baker & McKenzie LLP*

Alysse McLoughlin | *McDermott Will & Emery LLP*



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TUESDAY, NOVEMBER 19

CONTINUED...

10:30 - 10:45 am	Break
10:45 - 11:45 am	<p>Cross-Border M&A, Post-TCJA: Select Inbound Issues and Considerations</p> <p>Bruce R. Maggin, Moderator <i>Medidata Solutions, Inc.</i> Kevin Glenn <i>DLA Piper LLP (US)</i> Rachel D. Kleinberg <i>Davis Polk & Wardwell LLP</i></p>
10:45 - 11:45 am	<p>Employee Benefits & Executive Compensation Issues in Post-TCJA Transaction Planning</p> <p>Sandhya K. Edupuganty, Moderator <i>Texas Instruments Incorporated</i> Randall C. McGeorge <i>Morgan, Lewis & Bockius LLP</i> Paul J. Wessel <i>Weil, Gotshal & Manges LLP</i></p>
11:45 am - 12:45 pm	Lunch
12:45 - 1:45 pm	<p>The Attorney-Client Privilege and Related Considerations in M&A Transactions</p> <p>Bradley Pees, Moderator <i>Nestlé USA, Inc.</i> Jeffrey E. Moeller, James E. Brown <i>Ivins, Phillips & Barker, Chartered</i></p>
12:45 - 1:45 pm	<p>Recent Administrative and Judicial Developments Affecting M&A Transactions – Beyond Tax Reform</p> <p>Marc Davidson, Moderator <i>Starbucks Coffee Company</i> Derek E. Cain <i>PricewaterhouseCoopers LLP</i> John K. Sweet <i>King & Spalding LLP</i></p>
1:45 - 2:00 pm	Break
2:00 - 3:00 pm	<p>Financing the Deal: Effects of the New Section 163(j) Limitation on M&A Transactions</p> <p>Jason R. Factor <i>Cleary Gottlieb Steen & Hamilton LLP</i> Russell Pinilis <i>Wilkie Farr & Gallagher LLP</i> Sara B. Zablotney <i>Kirkland & Ellis LLP</i></p>
2:00 - 3:00 pm	<p>Consolidated Return Issues and Considerations in M&A Transactions After Tax Reform</p> <p>Trang Hoang, Moderator <i>Fortive Corporation</i> Joshua Brady <i>Grant Thornton LLP</i> Graham Magill <i>Weil, Gotshal & Manges LLP</i> Julie Hogan Rodgers <i>Wilmer Cutler Pickering Hale and Dorr LLP</i></p>
3:00 - 3:15 pm	Break
3:15 - 4:15 pm	<p>Key Federal Tax Reporting and Compliance Considerations in Post-TCJA Transactions</p> <p>John P. Orr, Jr., Moderator <i>Equinox</i> Margie Dhunjishah, Chris N. Kontaridis, Justin Denworth <i>PricewaterhouseCoopers LLP</i></p>
3:15 - 4:15 pm	<p>Basis and Other Tax Attributes in M&A Transactions: Domestic & International Considerations</p> <p>Matthew Shaw, Moderator <i>Nestlé USA, Inc.</i> Mark R. Hoffenberg <i>KPMG LLP</i> Shane J. Kiggen <i>Ernst & Young LLP</i></p>
4:15 pm	Adjourn





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Registrations

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 member rate. All others are required to pay at the listed nonmember rate. For membership information, visit the "Membership" section of www.tei.org. A registration will not be processed unless it is accompanied by payment, and no registrations will be taken over the telephone.



By web:

www.tei.org. You must login before registering.



By mail:

Tax Executives Institute, Lockbox 9407 PO Box 70280, Philadelphia, PA 19176-0280. Send registration form with check or credit card information.



By fax:

202.638.5607. Credit card registrations only. VISA, MasterCard, American Express, and Discover only. To ensure confidentiality, please fax between 9 a.m. and 4 p.m. ET.



By email:

meetings@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.

Applications should be completed in full. The requested information will be used to comply with continuing education requirements established by state CPA and bar associations as well as federal antidiscrimination rules.

Cancellation and Substitution Policy

All cancellations must be made **in writing** by 4:00 pm ET on October 21, 2019, and will be subject to an administrative service charge of \$75 (U.S.); for cancellations after October 21, 2019 (the date handout materials become available) and before October 28, 2019, the charge will be \$200 (U.S.). No refunds will be made for cancellations received after October 28, and for no-shows. To cancel, please send an email to meetings@tei.org. In the event of cancellation or oversubscription of the conference, TEI's liability is limited to the return of the registration fee. There will be a \$50 substitution fee assessed if you would like to change registrants. Email substitutions to meetings@tei.org.

Handout Materials

Materials will be posted in a searchable format on a secure website. Beginning two weeks before the seminar, 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, and no onsite printing facilities will be available.** TEI encourages you to download or print documents of interest in advance. (Wi-Fi will be available in the meeting rooms but we strongly suggest downloading the materials in advance.) Materials will remain accessible by registrants for one month after the seminar.

Facilities

TEI has secured a discounted block of rooms at the Renaissance Las Vegas Hotel for seminar registrants at the rate of \$149 + tax per night and \$20 mandatory resort fee. To make your reservation, please call 888-627-8561 and say you are with the "TEI M&A Seminar". For online reservations, a link will be posted on our website as soon as it becomes available, and you will receive one in your confirmation email. TEI's discounted room block is limited and will likely sell out prior to our October 29, cutoff date when remaining rooms will be released back to the hotel for resale and prevailing rates will apply. Make your reservations today.

Renaissance Las Vegas Hotel, 3400 Paradise Road, Las Vegas, NV 89169.

Recording Devices

The use of recording devices is prohibited. Please silence all electronic devices upon entering the meeting room.

Financial Aid for Illinois Licensed Attorneys

Scholarships to defray tuition expense for this program are available for in-house tax professionals (both TEI members and nonmembers) who are temporarily unemployed and who are Illinois licensed attorneys with a demonstrated financial hardship. Scholarships will be reviewed and provided upon application on a case-by-case basis. Attorneys who qualify will receive at least a 50% reduction in the conference fee (which does not include any reduction or reimbursement for meals, lodging, or travel costs associated with the seminar). To request information on whether you might qualify, please contact us at meetings@tei.org.

Questions?

Call TEI at 202.638.5601, email to meetings@tei.org or visit www.tei.org. Click on "Continuing Education."

CPE CREDIT INFORMATION



Tax Executives Institute is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Avenue North, Suite 700, Nashville, TN 37219-2417. Website: www.nasba.org.

For more information regarding administrative policies such as complaint or refund, please contact TEI directly at 202.638.5601.

Date	November 18-19, 2019
Delivery Method	Group Live
Program Level	Basic
Field of Study	Taxes
Learning Objective	Designed to explore the U.S. federal, international, and state tax dimensions of planning for, structuring, documenting, and defending M&A transactions.
Prerequisite	No prerequisites.
Advanced Preparation	No advanced preparation required.
CPE Credit	18.5 Maximum credits for two-day program (based on a 50-minute hour).
CLE Credit	15.5 Maximum credits for two-day program (based on a 60-minute hour).

Disclaimers

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.



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REGISTRATION FORM

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



Fee covers course materials and other items specified in seminar announcement. Applications will be accepted on a first-come, first-served basis. Applicants are encouraged to register via www.tei.org. Credit card registrations may be faxed to 202.638.5607 or scanned and emailed to: meetings@tei.org. If registering by check, make checks payable to Tax Executives Institute and mail to Tax Executives Institute, Lockbox 9407 PO Box 70280, Philadelphia, PA 19176-0280. **Do not mail applications to TEI's street address.** Questions? Call 202.638.5601 or email: meetings@tei.org.

ELIGIBILITY

TEI events are open to members of TEI and other in-house tax professionals. Individuals engaged in private law, accounting, or other consulting practice, as well as government employees, are ineligible to attend.

Name _____

Nickname for Badge _____

Company _____

Mailing Address _____

City _____

State/Province _____ Zip/Zone _____

Telephone _____ Fax _____

Email _____

FEES

Amount (U.S. Funds)

\$950 Member Fee

\$1,150 Non-Member Fee

Charge to: VISA MasterCard American Express Discover

Card Number _____

Exp. Date _____ CVV _____

Cardholder Name (print) _____

Signature _____

If faxing your registration using a credit card, please do so between 9:00 am and 4:00 pm ET to ensure confidentiality. Fax number for registrations and cancellations is 202.638.5607. This form can be scanned and emailed to meetings@tei.org.

All cancellations must be made **in writing** by 4:00 pm ET on October 21, 2019, and will be subject to an administrative service charge of \$75 (U.S.); for cancellations after October 21, 2019 (the date handout materials become available) and before October 28, 2019, the charge will be \$200 (U.S.) No refunds will be made for cancellations received after October 28, 2019, 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, registrants are notified that that the portion of the course registration fee attributable to food and beverage is \$400 (U.S.).