

Ethical Considerations in M&A Transactions

Merger & Acquisition Professionals including but not limited to Attorneys, Accountants/ CPAs, and other M&A Professionals, seek to move the deal forward and get results for the client on terms that protect the client's interests. Your transaction may involve multiple stakeholders in the deal with differing interests. Deal dynamics move at a fast pace, with both (or more) sides of the deal looking for the next document turn and for the issues to be resolved. Each stakeholder may be seeking to maximize results for himself or herself. Instructions might be coming from more than one person of authority. It is these factors that drive an ever increasing need for professional awareness and the confidence to take a step back from the fast-paced-deal to ensure that ethics, fairness and other exposure issues are being managed throughout the course of the deal. No M&A Professional wants to close the deal and see money change hands, only to find themselves exposed after the closing. Beyond a mere understanding of rules, statutes and general transaction principles, the M&A professional must be able to quickly spot and act on new requests and new information that might create liability for the M&A professional and others, and might compromise the deal getting closed.

This continuing education presentation will focus on case-study-style hypotheticals developed from real-world M&A transactions and will apply legal and ethical principles, to provide professionals with tips, insights and analytical skills to help quickly spot, analyze and manage issues such as client conflicts of interest, duties to principals, ethical requirements, requirements involving outside counsel, and reliance on outside opinions. The M&A professional will gain from this continuing education presentation a better ability to recognize situations that present potential for exposure and will sharpen skills necessary to successfully manage them using best practices. This continuing education presentation is appropriate for all M&A Professionals including but not limited to legal and accounting professionals, investment bankers and other transaction intermediaries, valuation and fairness opinion professionals, and other professionals involved in M&A transactions.

Moderator



Art Mertes – As founding partner of Synergy Law Group, Arthur E. Mertes counsels companies, investors, business owners, boards and executives in the areas of Corporate Law, Mergers & Acquisitions, Securities & Finance, and Technology & Licensing Law, and acts as an outside general counsel for many of his clients. A classically-trained M&A, securities private placement and IP / IT licensing deal attorney, his experience is transactions-intensive and includes work with privately-held middle market and emerging growth companies, financial institutions, family offices and investors.



David Solomon – David Solomon is the chair of the Corporate & Securities Group of Levenfeld Pearlstein, LLC in Chicago, Illinois. David has extensive experience in structuring and consummating mergers and acquisition transactions and in representing banks, mezzanine lenders and private equity firms when they make investments in companies. Upon joining Levenfeld Pearlstein in 2009, David founded and currently serves as the chair of the firm's Employee Stock Ownership Plan (ESOP) practice which serves clients who are involved in various types of transactions involving ESOPs. David has lectured frequently on ESOPs and has published articles in various publications about how ESOPs are an effective business succession strategy. David also participates in governmental lobbying efforts on behalf of ESOP companies.



Ray Kolak – Ray counsels middle market business owners and their companies on their legal affairs. This might include starting a business, bringing in a partner, leasing or buying a factory, structuring a transaction to reduce federal income taxes, designing an executive incentive program, preparing product distribution agreements, or drafting a buy/sell agreement. Ray was Chair of the 400-member Corporation and Business Law Committee of the Chicago Bar Association, and Chair of its Mergers and Acquisitions Subcommittee. He was President and a member of the Board of Directors of the 300-member Midwest Business Brokers and Intermediaries Association.



Stephen Sleigh – Stephen Sleigh is a Managing Partner of The Peakstone Group, where he is responsible for deal origination and execution. Since co-founding Peakstone, Stephen has advised many family-owned and entrepreneur-owned businesses in a wide range of industries. Stephen has over 25 years of investment banking experience in the US and London at Lehman Brothers, Bank of America and Continental Bank. Prior to forming Peakstone, Stephen was Head of Midwest Middle Market Investment Banking at Lehman Brothers (and subsequently Barclays Capital). Prior to that, he was Lehman Brothers' Head of Midwest Leveraged Finance providing financing for leveraged buyouts and corporate acquisitions. Stephen spent several years at Lehman Brothers in London financing leveraged buyout transactions, telecommunication and cable TV network build-outs, and corporate acquisitions. Stephen started his career as a CPA at Price Waterhouse. He earned his MBA from Duke University School of Business and his BA from Grove City College.

June 6, 2018

7:30AM-10AM

Levenfeld Pearlstein, LLC
2 N La Salle St Ste 1300,
Chicago, IL 60602

MCLE Professional Responsibility/
Ethics credit and CPE credit is
available for this seminar.

Members & Non-members - \$45

MBBI is extending the member rate
to non-members for this timely event
in the M&A industry.

Sponsored by:



7:45-8:30AM: Continental Breakfast
& Networking

8:30-9:45 am – Course Presentation