

June 28-29, 2016 | The Carlton Hotel on Madison Avenue | New York, NY

American Conference Institute's National Forum on

TRANSACTIONAL INSURANCE

AN ESSENTIAL TOOL FOR BRIDGING THE GAP IN M&A DEALS

Key Issues and Strategic Considerations for Carriers, Brokers, Counsel, and Insureds Relating to Reps and Warranties, Tax Liability, Contingent Liability, and Other Insurance Policies that Facilitate M&A Transactions

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-  Hon. Sean W. McPartland
Sixth Judicial District of Iowa
-  Hon. Mildred E. Methvin (Ret.)
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Obtain valuable strategies and key insights from:

- | | |
|---|---|
| <ul style="list-style-type: none"> Jay Rittberg
AIG Craig Schioppo
Marsh Gary Blitz
Aon Brad West
Pritzker Group
Private Capital Jeff Anderson
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Company Bill Monat
Willis Towers
Watson Steve Goldman
Chubb Rowan Bamford
Ironshore Jeff Cowhey
Ambridge Partners Joe Ehrlich
Owens Group | <ul style="list-style-type: none"> Dennis Kearns
QBE North America Jon Legge
Vanbridge John McNally
JLT Specialty USA Philip Stevenson
Maple Point
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ANV Global Services Joshua Halpern
Aon Navine Aggarwal
Ironshore Rachael Dugan
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Sessions include:

MARKET OUTLOOK FOR TRANSACTIONAL INSURANCE:

How Transactional Insurance Has Evolved into What it is Today and Where it is Headed, Including Growth Opportunities and Challenges Relating to Healthcare, Real Estate, Distressed Debt, Bankruptcy Asset Sales, and Other Key Markets

VIEWS FROM INSURED AND THEIR COUNSEL:

Policyholder Perspectives on Expectations of Coverage, Questions and Concerns, Experiences to Date, the Claims Process, and More

DISSECTING A TYPICAL REPS AND WARRANTIES

INSURANCE POLICY: Negotiation Strategies, Scope of Coverage, and Key Terms and Provisions

UNDERWRITING REPS AND WARRANTIES INSURANCE:

Carriers' Fees, Due Diligence, Attorney/Client Privilege Concerns, and More

ASSESSING THE REPS AND WARRANTIES INSURANCE

CLAIMS PROCESS: Key Claims (With a Focus on Financial Misrepresentation Claims), Arbitration Considerations, and Claims Resolution

STATE OF THE M&A MARKET:

An Update from the Front Lines

INSURING CROSS-BORDER M&A TRANSACTIONS:

Assessing the Dynamics of Insuring Global M&A Risk, With a Focus on Market Outlook, Complications, and Key Considerations

BEYOND REPS AND WARRANTIES INSURANCE:

A Deeper Dive into Other Transactional Insurance Products, Including Tax Liability, Contingent Liability, and Environmental Policies, How They Facilitate M&A Deals, and Issues that are Unique to These Products

Enhance your attendance by registering for the
pre-conference Boot Camp

Transactional Insurance Boot Camp:
A Primer for Carriers, Brokers, Counsel, and Insureds

THIS IS THE EVENT THAT THE ENTIRE INDUSTRY WILL BE TALKING ABOUT FOR MONTHS AFTERWARD — MAKE SURE THAT YOU DO NOT MISS OUT!

ACI's **Transactional Insurance: An Essential Tool for Bridging the Gap in M&A Deals** will bring together key industry participants, including carriers, brokers, outside counsel, and insureds, and provide them with a forum in which to network with and learn from each other.

In addition to unparalleled networking opportunities, attendees will obtain key insights and expert advice on:

- **MARKET OUTLOOK FOR TRANSACTIONAL INSURANCE:** How Transactional Insurance Has Evolved into What it is Today and Where it is Headed, Including Growth Opportunities and Challenges Relating to Healthcare, Real Estate, Distressed Debt, Bankruptcy Asset Sales, and Other Key Markets
- **VIEWS FROM INSURED'S AND THEIR COUNSEL:** Policyholder Perspectives on Expectations of Coverage, Questions and Concerns, Experiences to Date, the Claims Process, and More
- **DISSECTING A TYPICAL REPS AND WARRANTIES INSURANCE POLICY:** Negotiation Strategies, Scope of Coverage, and Key Terms and Provisions
- **UNDERWRITING REPS AND WARRANTIES INSURANCE:** Carriers' Fees, Due Diligence, Attorney/Client Privilege Concerns, and More
- **ASSESSING THE REPS AND WARRANTIES INSURANCE CLAIMS PROCESS:** Key Claims (With a Focus on Financial Misrepresentation Claims), Arbitration Considerations, and Claims Resolution
- **STATE OF THE M&A MARKET:** An Update from the Front Lines
- **VIEWS FROM THE BENCH:** Judicial Perspectives on M&A Litigation
- **INSURING CROSS-BORDER M&A TRANSACTIONS:** Assessing the Dynamics of Insuring Global M&A Risk, With a Focus on Market Outlook, Complications, and Key Considerations
- **BEYOND REPS AND WARRANTIES INSURANCE:** A Deeper Dive into Other Transactional Insurance Products, Including Tax Liability, Contingent Liability, and Environmental Policies, How They Facilitate M&A Deals, and Issues that are Unique to These Products

PLUS, add even more value to your attendance by also registering for the pre-conference Boot Camp:

Transactional Insurance Boot Camp: A Primer for Carriers, Brokers, Counsel, and Insureds

June 28 | 9:00 a.m.-12:00 p.m.

Space is limited and this event will fill up quickly! Register now by calling **1-888-224-2480** or faxing your registration form to **1-877-927-1563**. You can also register online at **AmericanConference.com/TransactionalIns**

WHO YOU WILL MEET

- Transactional insurance professionals from brokers and carriers, including:
 - EVPs
 - SVPs
 - Practice Leaders
 - Directors
 - Managing Partners
 - Underwriting Counsel
 - Claims Counsel
 - Claims Managers
- Risk management professionals and counsel from insureds, including:
 - Private Equity
 - Healthcare
 - Real Estate
- Outside counsel specializing in:
 - Transactional Insurance
 - Insurance Coverage
 - M&A Transactions
 - M&A Litigation

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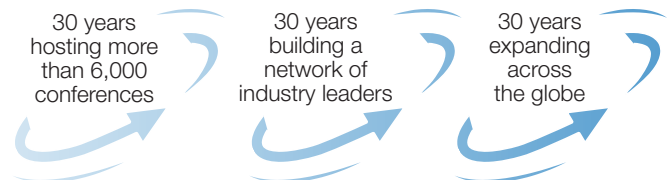
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It is time for a brand, logo and language in keeping with the dynamic strides we have made as a company. It is time for a brand that will take us forward for the next 30 years.

C5 Group, comprising American Conference Institute, The Canadian Institute and C5 in Europe, will unite under one central brand image, appropriately a globe. See how bringing together the power of people and the power of information can accelerate your growth and success.

Our new brand look and language will be fully revealed soon. Stay tuned for more exciting changes.



PRE-CONFERENCE BOOT CAMP

TUESDAY, JUNE 28, 2016

9:00 a.m. – 12:00 p.m. (registration opens at 8:30 a.m.,
Separate Registration Required)

Transactional Insurance Boot Camp: A Primer for Carriers, Brokers, Counsel, and Insureds



Jeffrey Cowhey
President
Ambridge Partners LLC



Philip Stevenson
Senior Vice President
Maple Point Insurance Solutions



Nancy Adams
Member
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.



Howard T. Spilko
Partner, Co-Chair of Corporate Department
Kramer Levin Naftalis & Frankel LLP

Geared towards those who are relatively new to or unfamiliar with transactional insurance, this nuts and bolts interactive workshop will bring participants up-to-speed on the key aspects of transactional insurance and how these products are becoming essentials tools for bridging the gap in M&A deals.

Topics to be addressed include:

- Assessing the different types of transactional insurance and how the products have evolved into their current forms
 - Reps and warranties (R&W) insurance
 - Tax liability insurance
 - Contingent liability insurance
 - Other policy options
- Benefits of transactional insurance
 - Cash management; reducing escrow amounts
 - Facilitating M&A deals
- Strategic uses for transactional insurance
- Defensive uses for transactional insurance
- Who uses these products, and why and when?
 - Buyers
 - Sellers
- Differences between buy-side and sell-side policies
- Determining which policy type, buy-side or sell-side, is better for your particular circumstances
- How do outside counsel facilitate the use of transactional insurance?
- Underwriter's fee for due diligence
- Attorney/client privilege issues
 - Impact of carriers having access to deal documents
- How deductibles work for R&W insurance
- What the policies cover
 - Key exclusions
- Key policy terms and provisions
- What to negotiate for
- How to put together a complete submission
 - Key documents
- Understanding the claims process

12:00 Lunch for Boot Camp Participants

DAY ONE: TUESDAY, JUNE 28, 2016

12:40

Main Conference Registration

1:10

Co-Chairs' Opening Remarks



Jay J. Rittberg
Senior Vice President and Americas M&A Manager
AIG



William M. Monat
Executive Vice President - Transactional Solutions Leader
Mergers & Acquisition Group
Willis Towers Watson

1:15

Market Outlook: How Transactional Insurance Has Evolved into What it is Today and Where it is Headed, Including Growth Opportunities and Challenges Relating to Healthcare, Real Estate, Distressed Debt, Bankruptcy Asset Sales, and Other Key Markets



Jay J. Rittberg
Senior Vice President and Americas M&A Manager
AIG



Craig A. Schioppo
Transactional Risk Practice Leader
Marsh USA Inc.



Joshua Halpern
Managing Director
Aon Transaction Solutions



Jeffrey Cowhey
President
Ambridge Partners LLC



Jonathan S. Legge
Managing Principal
Vanbridge LLC



Howard T. Spilko
Partner, Co-Chair of Corporate Department
Kramer Levin Naftalis & Frankel LLP

- Assessing key metrics and trends relating to the transactional insurance market (e.g. how many policies are being sold, for how much, in which markets)
- New and emerging trends, innovations, and developments
- Pricing trends
- Can the market continue its high growth rate for the foreseeable future?
- Key opportunities
- Key challenges
- New carrier and broker entrants into the market
 - How have new market entrants differentiated themselves?
- Challenges facing new and potential entrants into the market
 - How have other carriers and brokers overcome these challenges?
 - Pitfalls to avoid and lessons learned

- Assessing the current state of the market and how and by whom transactional insurance is used today
 - Strategic uses
 - Defensive uses
- Are there deals that are too big or too small for the current transactional insurance market?
 - Upper and lower limits of coverage available now
 - Is this likely to change going forward?
- Utility of transactional insurance products for distressed deals and bankruptcy asset sales
- How is transactional insurance marketed?
- New products and product enhancements being offered
- Breadth of coverage offered; coverage options
 - What is typically covered?
 - What can be covered?
 - Emerging trends in coverage
- Where the market is headed in the short- and long-term
- New and emerging market opportunities, including the healthcare and real estate sectors
 - How do companies in these sectors use transactional insurance?
 - Transactional insurance issues unique to these sectors
 - Overcoming hurdles that have thus far prevented transactional insurance from being widely used in these sectors
 - Innovations and product enhancements/modifications that have worked

2:45

Underwriting Reps and Warranties Insurance: Carriers' Fees, Due Diligence, Attorney/Client Privilege Concerns, and More



Jeffrey Anderson
SVP, Allied World North American M&A Group Lead
Allied World Insurance Company



Dennis Kearns
Senior Vice President, Underwriting Leader
QBE North America



Philip Stevenson
Senior Vice President
Maple Point Insurance Solutions



Nancy Adams
Member
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.



Vikram Sidhu
Partner
Clyde & Co US LLP

- Underwriter's fee for due diligence
 - Impact on the decision whether to consider reps and warranties (R&W) insurance
- Level of due diligence in which carriers engage
 - Hiring outside counsel
- Timing concerns – will the timing of the underwriter's due diligence hold up the deal?
- Which documents underwriters should and shouldn't have access to, and why
- How attorney/client privilege may be impacted by giving third parties (i.e. carriers) access to certain deal documents

- What are carriers' chief concerns?
- How parties to an M&A transaction can perform due diligence in a way that will facilitate obtaining R&W insurance
 - What do the carriers want to see happen?
- Trends in underwriting
- Underwriting best practices for R&W insurance

4:00

Networking and Refreshment Break

4:10

Dissecting a Typical Reqs and Warranties Insurance Policy: Negotiation Strategies, Scope of Coverage, and Key Terms and Provisions



Navine Aggarwal
SVP and Head of Americas M&A
Ironshore



Joseph T. Verdesca
Partner
Weil, Gotshal & Manges LLP



Steven R. DeLott
Senior Insurance Counsel
Simpson Thacher & Bartlett LLP



Cecelia A. Lockner
Counsel
Ropes & Gray LLP

- How have these policies evolved over time?
- Current state of R&W policies
- What are the key terms and provisions?
- What should insureds and their counsel try to negotiate for in the policy?
 - Choice of counsel in the event of a claim
- What are underwriters' key concerns and where are they willing to negotiate and not willing to negotiate?
- Scope of coverage
 - What is typically covered?
 - What can be covered?
 - Coverage considerations and potential pitfalls
- Trends in coverage and policy language
- Modifying coverage in order to account for sign and close deals
 - Addressing the interim period when dealing with separate sign and close dates
- Potential pitfalls, ambiguities, and gaps of which to be aware

5:10

State of the M&A Market: An Update from the Front Lines



Rachael Dugan
Chief M&A Counsel
Marsh & McLennan Companies



Walter S. Holzer
Partner
Kirkland & Ellis LLP

Additional speakers to be announced
Visit **AmericanConference.com/Transactionallns** for updates

- Case law developments
- Trends in deals and deal terms
- Assessing the key issues in the M&A market now and in the near-term
- Where the market is headed: outlook for M&A transactions in the short- and long-term
- Challenges to closing deals
- Use of transactional insurance
- Is there a risk that using transactional insurance will lead to less rigorous due diligence processes on the part of buyers and sellers in M&A transactions?
- Under what circumstances might transactional insurance benefit a deal, or even serve as the catalyst allowing a deal to be completed?
 - Cash management; reductions in escrow
- “No seller indemnity” deals
- Materiality scrapes

5:55

Conference Adjourns

DAY TWO: WEDNESDAY, JUNE 29, 2016

8:30

Continental Breakfast

9:00

Views from the Bench: Judicial Perspectives on M&A Litigation



Hon. Ruben Castillo
U.S. Dist. Ct., N.D. Ill.



Hon. Tonianne J. Bongiovanni
U.S. Dist. Ct., D.N.J.



Hon. Lee Yeakel
U.S. Dist. Ct., W.D. Tex.



Hon. Paul M. Warner
U.S. Dist. Ct., D. Utah



Hon. Dave Waxse
U.S. Dist. Ct., D. Kan.



Hon. Richard S. Schmidt
U.S. Bankr. Ct., S.D. Tex.



Hon. Sean W. McPartland
Sixth Judicial District of Iowa



Hon. Mildred E. Methvin (Ret.)
U.S. Dist. Ct., W.D. La.

10:30

Networking and Refreshment Break

10:40

Views from Insureds and Their Counsel: Policyholder Perspectives on Expectations of Coverage, Questions and Concerns, Experiences to Date, the Claims Process, and More



Brad West
Vice President - Legal
Pritzker Group Private Capital



Peter K. Rosen
Partner, Global Chair of the firm's Insurance Coverage Litigation Practice
Latham & Watkins LLP



Carl E. Metzger
Partner
Goodwin Procter LLP

Additional speakers to be announced

Visit **AmericanConference.com/TransactionalIns** for updates

- Expectations of coverage as compared with what the policies actually cover, and where there may be misunderstandings or misinterpretations
- How do insureds and potential insureds view transactional insurance?
- What are their chief concerns and questions?
- Why they opt to (or opt not to) purchase transactional insurance
 - How do insureds intend on using transaction insurance?
- Assessing their experiences with transactional insurance products
- Is there a risk that using transactional insurance will lead to less rigorous due diligence processes on the part of buyers and sellers in M&A transactions?
- Repeat buyers of transactional insurance versus infrequent buyers
- How have claims been handled and resolved?
- Are claims being paid by carriers?
 - How many?
 - Which types of claims?

11:50

Networking Luncheon for Speakers and Attendees

1:00

Assessing the Reps and Warranties Insurance Claims Process: Key Claims (With a Focus on Financial Misrepresentation Claims), Arbitration Considerations, and Claims Resolution



Diane M. Parker
Vice President, North American Claims Group
Allied World Insurance Company



John E. Failla
Partner
Proskauer Rose LLP



Seth P. Joseph
Shareholder
Carlton Fields Jordan Burt, P.A.



Ronald P. Schiller
Shareholder
Hangley Aronchick Segal Pudlin & Schiller

- Overview of the claims handling process
- What do carriers do when a claim is made?
- Arbitration issues
- How does R&W insurance claims arbitration differ from arbitration of other insurance claims?
- Claims trends and statistics
 - Frequency of claims
 - Types of claims
- What constitutes a claim and what types of claims can be brought?
 - Clearing up misunderstandings between what is thought to be covered and what is actually covered
- Most common representations under which claims are made
- Key claims
- Financial misrepresentation claims
 - How does the claim get investigated?
 - What issues arise?
 - Carriers' perspectives
 - Insureds' perspectives
- Differences between first party and third party claims
- Subrogation
 - How do carriers' subrogation rights work in this context?
- How are claims typically resolved?
- Have carriers paid out on claims? How much?
- Which claims have been paid? Which have not?
- Assessing how R&W insurance interacts with and overlaps other types of insurance
 - What happens when another insurance policy is (or other insurance policies are) implicated in a claim?
 - Can R&W insurance serve as gap filler coverage or a type of excess insurance?
- Speculative losses
 - How are these claims handled?
- Lessons learned from claims brought to date

2:00

Networking and Refreshment Break

2:10

Beyond Reps and Warranties Insurance: A Deeper Dive into Other Transactional Insurance Products, Including Tax Liability, Contingent Liability, and Environmental Policies, How They Facilitate M&A Deals, and Issues that are Unique to These Products



Gary P. Blitz
Senior Managing Director
Aon Transaction Solutions



Joseph Ehrlich
Executive Vice President
Owens Group

Steven F. Goldman
Executive Vice President - Financial Lines
Financial Institutions/Transactional Risk
Chubb



David R. Taubenfeld
Partner
Haynes and Boone, LLP

- What is tax liability insurance and when should it be considered?
- Who uses this product?

- Underwriting, due diligence, and claims issues unique to tax liability insurance
- What is contingent liability insurance and when should it be considered?
- Who uses this product?
- Underwriting, due diligence, and claims issues unique to contingent liability insurance
- Environmental risks that can arise from M&A transactions
 - Will a reps and warranties policy cover these risks?
 - What other options are there?
- When is environmental insurance warranted?
- How underwriters deal with the challenges related to environmental issues

3:10

Insuring Cross-Border M&A Transactions: Assessing the Dynamics of Insuring Global M&A Risk, With a Focus on Market Outlook, Complications, and Key Considerations



Rowan Bamford
Global Head Mergers and Acquisitions and Tax Insurance
Ironshore



Thomas M. Mannsdorfer
Director, M&A Insurance
ANV Global Services Ltd., Spanish Branch



William M. Monat
Executive Vice President - Transactional Solutions Leader
Mergers & Acquisition Group
Willis Towers Watson



John McNally
Senior Vice President, Transaction Advisory Practice
JLT Specialty USA

- Assessing the evolution of cross-border M&A deals involving R&W insurance and its foreign counterparts
- Where are the new growth markets?
 - Emerging markets
- Key jurisdictions for cross-border M&A deals, and issues unique to those jurisdictions
 - Europe
 - APAC
 - The Middle East
- Best practices for underwriting international risk
- Considerations when insuring cross-border M&A deals
 - Complications and potential pitfalls
 - Cross-border deal friction
- Complications that arise from cross-border deals that involve a mix of U.S. R&W insurance and overseas warranty and indemnity (W&I) insurance
- Determining which transactional insurance product, or products, to use when engaging in a cross-border deal
 - Can you use a mix of R&W and W&I insurance?
 - If you use a R&W policy, will it cover breaches of warranties and indemnities? If you use a W&I policy, will it cover breaches of reps and warranties?
- Discrepancies between pricing structures for R&W policies and W&I policies
- How does due diligence in the U.S. compare to due diligence in other jurisdictions?

4:10

Conference Ends

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Director of Sales, American Conference Institute

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