



PROFESSIONAL LIABILITY UNDERWRITING SOCIETY

PLUS Transactional Risk Webinar Series Basic M&A Concepts – Part I

May 25, 2016

Presented by PLUS Diamond Sponsors



- May 11* The Rise Of Transactional Risk Insurance
- May 25 Basic M&A Concepts I
- June 1 Basic M&A Concepts II
- June 15 Underwriting Reps & Warranties I
- June 22 Underwriting Reps & Warranties II
- July 13 Reps & Warranties: Claims, Trends and Process
- July 27 Tax Opinion Insurance
- August 10 Market Standards, Unique and Hard to Place Risks and Exposures

- Archived and available for viewing on the PLUS Website Multimedia Page



The information and opinions expressed by our panelists today are their own, and do not necessarily represent the views of their employers or of PLUS. The contents of these materials may not be relied upon as legal advice.

A copy of the presentation slides will be available following this webinar, on the PLUS website at: www.plusweb.org



Meet the Presenters

MODERATOR:

Carl Metzger, Partner, Goodwin Procter

PANELISTS:

Sean Crnkovich, Senior Vice President, Marsh & McLennan Companies

Lisa Haddad, Partner, Goodwin Procter

Gaurav Sud, Managing Director, Aon

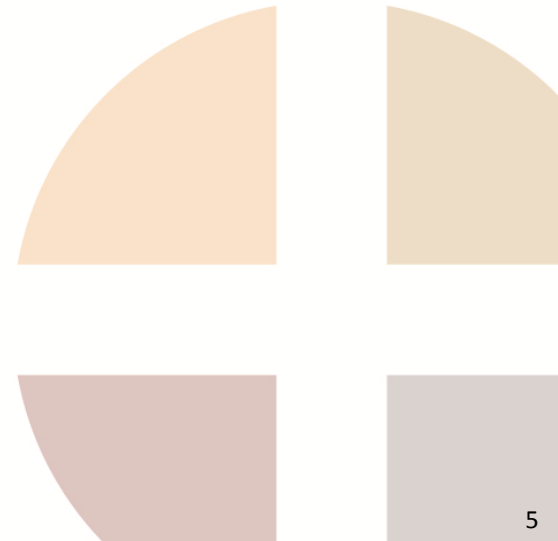


Stock Acquisition

Stock Purchase

Merger

Asset Acquisition

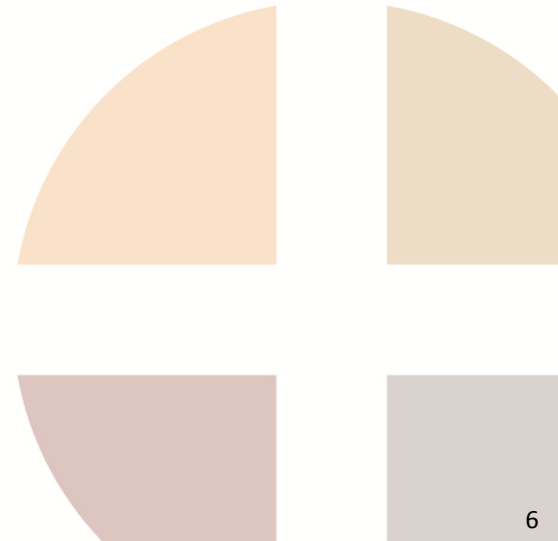


Private Equity Buyers

Buy to Resell / Valuation Based on EBITDA Multiple

Strategic Buyers

Buy to Keep / Valuation Based on Expected Organizational Increase in EBITDA



Confidential Information Memorandum / Auction

Letter of Intent / Buyer Exclusivity

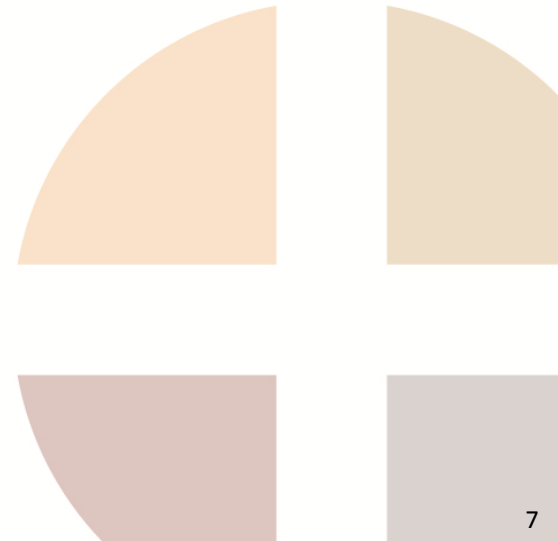
Buyer Due Diligence (Typical Categories)

Data Room

Negotiating the Purchase Agreement

Negotiating the Disclosure Schedules

Signing and Closing



Definitions

Purchase and Sale Mechanics

R&W of the Sellers / R&W of the Company

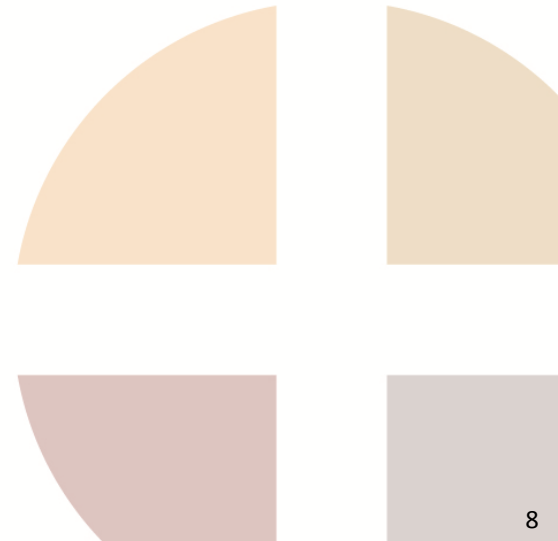
R&W of the Buyer

Covenants

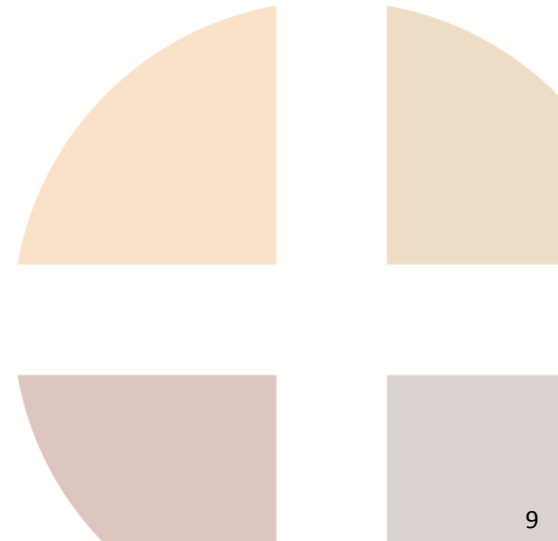
Closing Conditions / Deliveries

Termination

Remedies / Indemnification



Questions





MODERATOR:

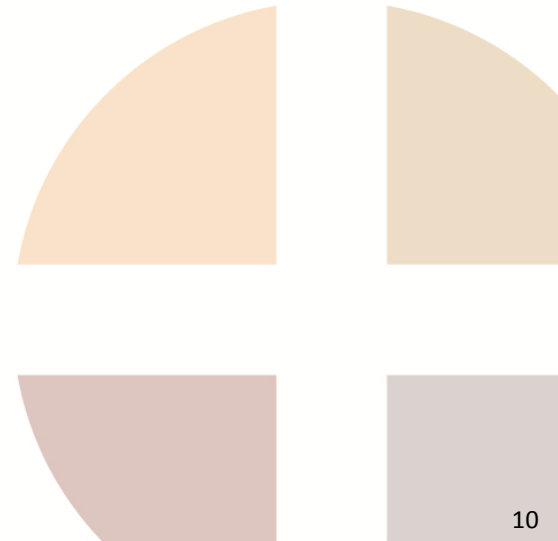
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Thank you, PLUS Diamond Sponsors





Thank you for your time.

**A replay of this webinar will be
available to PLUS Members at:**

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