



PROFESSIONAL LIABILITY UNDERWRITING SOCIETY

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

June 1, 2016

Presented by PLUS Diamond Sponsors





PLUS Transactional Risk Webinar Series

- 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



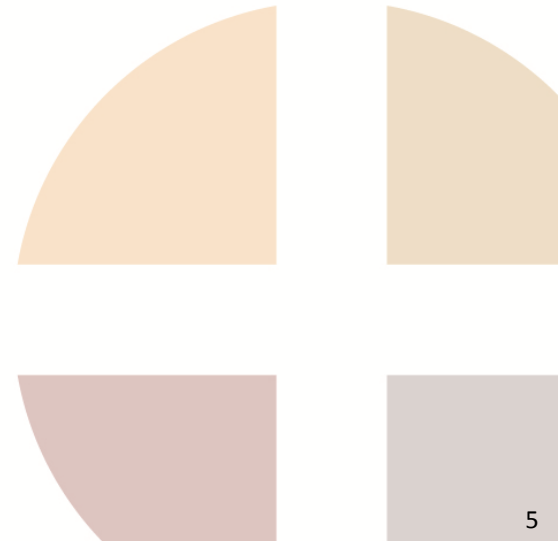
Diminution in Value

Multiple Based Damages

Special Damages

Direct

Consequential



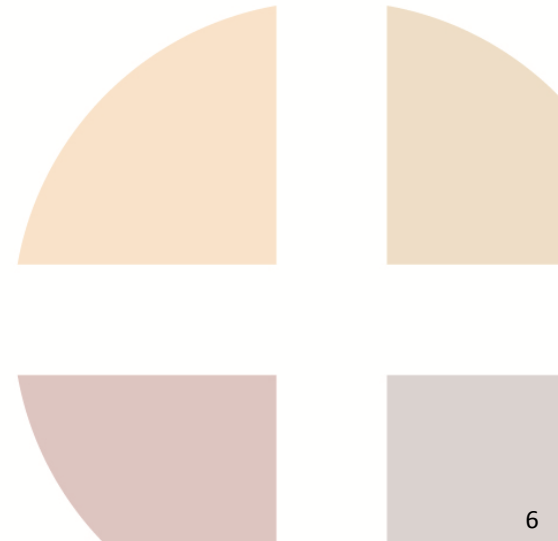


Scope of Representations and Warranties

Materiality Qualifiers

Knowledge Qualifiers

Time Qualifiers



PLUS Remedies / Indemnification

General v. Fundamental Representations

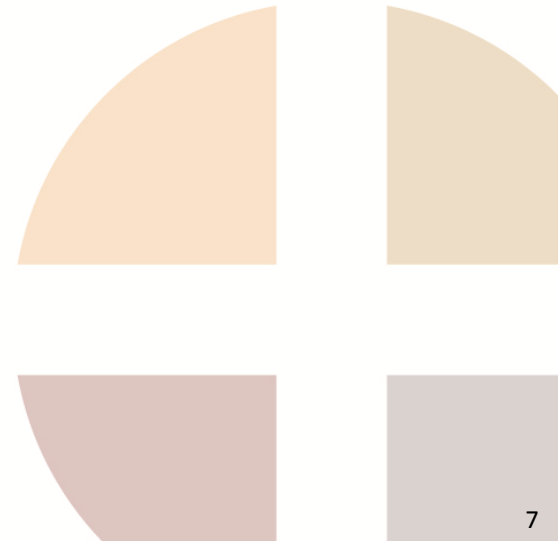
Survivability Periods

Buyer Mini-Basket / Buyer Basket

Materiality Scrape

Escrow / Indemnity Cap

Special Indemnities

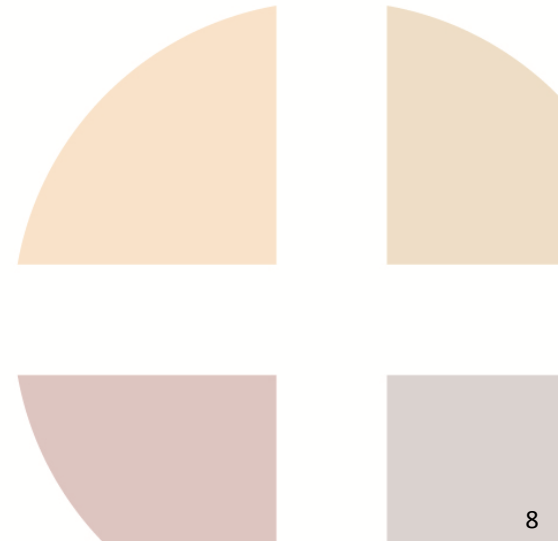


Purchase Price Adjustment

Special Indemnity

Earn-Out Provision

Transactional Risk Insurance



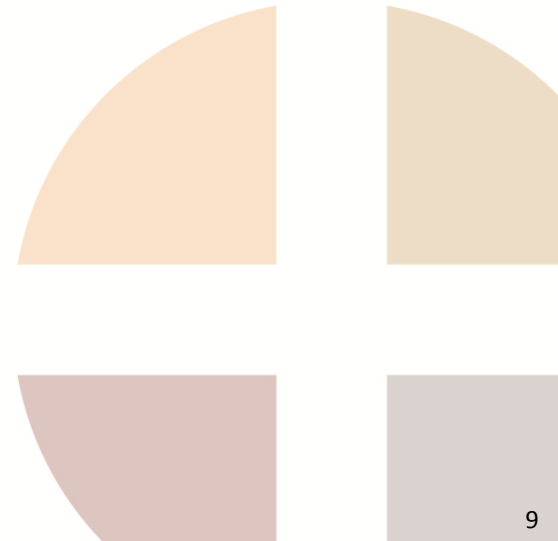


PLUS

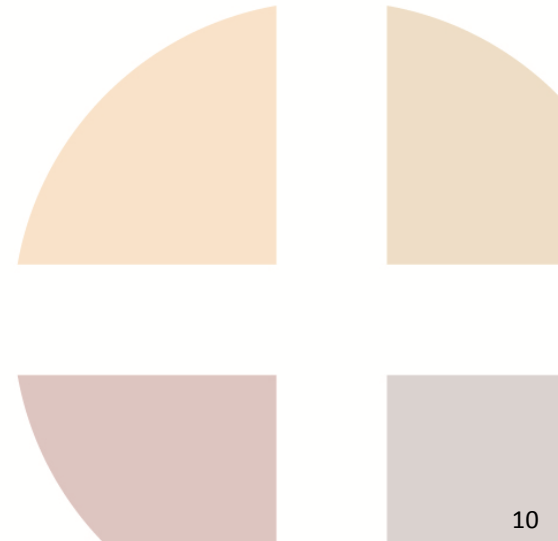
Important Other Concepts

Disclosure Schedules

Dispute Resolution



Questions





MODERATOR:

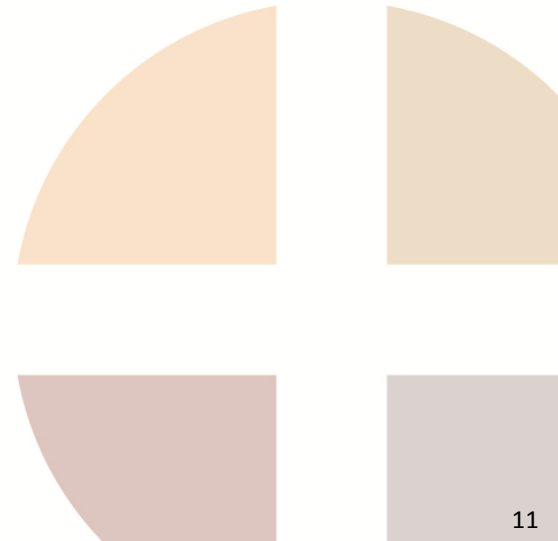
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Thank you, PLUS Diamond Sponsors





Thank you for your time.

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

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