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NACVA and the IBA's 2010 Annual Consultants' Conference *Session Summary*

June 2—5, 2010 The Fontainebleau Miami Beach Miami Beach, FL USA

Track: Mergers & Acquisitions

Session Date / Time: Thursday, June 3, 2010 / 2:05pm – 3:45pm

Session Title: *A Lawyer's View*

Session Summary: "M&A: A Lawyers View" will focus on the legal aspects of successful M&A transactions. Mr. Sherman is an acknowledged leader in this technical discipline and will share insights on the attributes and practices that get transactions closed. There are many preventable ways to help insure that candidate transactions do not unravel. Taking the appropriate legal steps is a time honored practice of helping to insure satisfactory M&A results. It will also enhance a professional's reputation as one who gets things accomplished, a very valuable attribute for career development.

Session Title: *Using Post Merger Integration to Guide Pre-merger Success*

Session Summary: "Using Post Merger Integration to Guide Pre-merger Success" will provide insights into completing transactions that are winners for the buyer. Many transactions eventually fail to achieve intended results for the buyer because of inadequate planning and experience. One essential key to merger success is knowing the intended destination and implementing appropriate steps during the planning and due diligence phases to help insure a desirable outcome. Attend this session and take away strategies to help make you an invaluable advisor that accomplishes buyer goals for the longer term.

CPE Hours / Fields of Study: Two (2) hours / 1 hour Finance (FN), 1 hour Specialized Knowledge and Applications (SK&A)

Presenter Bio:

Andrew J Sherman, JD, **i**s a Partner in the Washington, D.C. office of Jones Day, a global law firm with over 2,400 attorneys worldwide. Mr. Sherman is a corporate and transactional attorney and is a recognized international authority on the legal and strategic aspects of business growth with a focus on mergers and acquisitions, joint ventures, strategic alliances, capital formation, franchising, and other types of intellectual property leveraging and growth strategies.

Mr. Sherman serves as a legal and strategic advisor to both Fortune 500 and emerging growth companies as well as athletes, celebrities and high net-worth families and individuals in the areas of business planning, public and private capital formation, mergers and acquisitions, intellectual asset management and harvesting, joint ventures and strategic alliances. He has worked on a wide variety of public and private securities offerings, acquisitions and related business transactions, channel partner building and general corporate counsel and strategic support to clients.

Mr. Sherman has extensive experience in general corporate matters, complex commercial transactions and capital formation. He has served as a legal and strategic advisor in connection with a wide range of mergers, acquisitions, spin-offs, leveraged buy-outs, acquisitions of Chapter 11 companies (and development of the plans of reorganization) and management buy-outs. He has negotiated on behalf of borrowers in large commercial loan transactions and assisted in the preparation and review of loan proposals. He has represented both investors and entrepreneurs in scores of venture capital and private equity transactions and has assisted dozens of companies at various stages of growth in diversified industries in the preparation of business and strategic development plans. He leads a team which routinely prepare and negotiates general corporate and business agreements such as shareholders agreements, executive employment contracts, distribution and sales agency agreements, joint venture agreements, technology transfer agreements and related corporate documentation.

One of Mr. Sherman's areas of expertise is in the strategic management of business growth as well as in the design and analysis of efficient and profitable distribution channels, the structuring of interdependent and synergistic business relationships and in the development of brand-leveraging and licensing strategies and marketing systems to meet a company's domestic and international growth objectives. Mr. Sherman has formulated the agenda and has lead strategic planning retreats and business growth meetings for a wide variety of companies including Wal-Mart, Owens Corning, Bell+Howell, Panasonic, Dwyer Group, State Farm, Caterpillar, Berkshire Hathaway, Wavecrest Industries, Gould & Lamb, Marketing Informatics, Hoberman Industries, Value-Tek, The Liberty Foundation and The Edison Foundation. His goals are to always develop pragmatic and capital-efficient strategies and solutions to the challenges facing established and high-growth companies. His passion for business growth, creative problem-solving and a total commitment to his clients have been recognized by various business groups, the media Fortune 500 companies, and hundreds of growing businesses both in the United States and abroad.

Mr. Sherman is the author of eighteen (18) books on the legal and strategic aspects of business growth, mergers and acquisitions, capital formation, and the leveraging and licensing of intellectual property including the recent three-part Kaplan business growth series, <u>Grow Fast Grow Right</u>, <u>Build Fast Build Right</u> and <u>Start Fast Start Right</u>. Other recent titles include the best-selling <u>Mergers and Acquisitions from A to Z</u>, which was published by AMACOM in April of 1998 and has received a wide variety of industry praise and positive reviews, the second edition was published in November 2005 and the third edition will be published in 2009. <u>One Step Ahead: The Legal Aspects of Business Growth</u>, published by

AMACOM Books, a division of the American Management Association, in November of 1989 and Franchising & Licensing: Two Ways to Build Your Business, one of the top-selling books on franchising and business growth, was originally published by AMACOM Books in April of 1991, an updated second edition was published January of 1999, the third edition was released in December of 2003 and the fourth edition will be published in early 2010, as well as The Complete Guide to Running and Growing Your Business, published by Random House in November of 1997, and which was selected as a recommended business book by Amazon.com and by Netscape's Netcenter for Small Business. Parting Company, was published by Kiplinger's Books in October of 1999, Raising Capital, was originally published by Kiplinger's Books in Spring of 2000 and the second edition was published by AMACOM in February of 2005. One of his most popular books, Fast Track Business Growth, was published by Kiplinger's in January of 2002. He is also the author of the 2nd edition of Due Diligence Strategies and Tactics, which is due for publication in the Fall of 2009. His eighteenth (18th) book, Road Rules Be the Truck. Not the Squirrel. is an inspirational book about life and was published in the Fall of 2008 (www.bethetruck.com).

Mr. Sherman is regularly interviewed and has been quoted as an authority on legal and strategic issues affecting business growth, capital formation, mergers and acquisitions, technology development, licensing and the leveraging of intellectual property by The Wall Street Journal, USA Today, Investor's Business Daily, The New York Times, Business Week, Fortune, to name a few.

Mr. Sherman has served as a top-rated *Adjunct Professor* in the *Masters of Business Administration (MBA)* and *Executive MBA (EMBA)* programs for twenty-two (22) years at the *University of Maryland* since 1988. Mr. Sherman is also one of the nations' leading speakers on the legal, strategic and structural aspects of mergers and acquisitions, franchising and licensing, capital formation, joint ventures, alliances and related growth strategies. He has addressed many of the most widely recognized business and trade groups in the areas of mergers and acquisitions and business growth.

Presenter Bio:

Scott Whitaker is President and CEO of Whitaker & Company, an Atlanta based consulting and project management firm specializing in helping companies develop, execute and implement merger integrations, and business strategies designed to achieve growth.

Since 2005, Whitaker and Company has been involved in merger integration and strategy & operations projects totaling over $60 billion for both domestic and international companies.

Whitaker & Company helps companies realize the goals of their M&A strategy by creating customized, flexible and scalable integration playbooks, and detailed operational and functional integration plans with tools, templates and reports to support flawless execution.

Whitaker & Company helps train, staff and operationalize Integration Management Offices, and past and present clients include Sprint, ING, Itochu International, MGM Mirage, Fiserv and Ameriprise Financial.

Prior to starting Whitaker & Company, Scott help senior level marketing, sales and operations positions with several Fortune 500 companies. Scott Whitaker also holds the Certified Management Consultant (CMC) credential. The CMC designation is awarded only to a select group of consultants (only 10,000 worldwide) who have demonstrated that they produce substantive results, adhere to the Institute of Management Consultants (IMC) canon of ethics, and manage their practices professionally.

Scott Whitaker lives in Atlanta with his wife Eve, and their 3 children Wyatt (15), Holland (14) and Madeline (7).