

ALI-ABA Webinar: Contractual Limitations on Seller Liability in M&A and Other Transactions

01.20.2011

Patricia Vella will serve as a faculty panelist in an American Law Institute - American Bar Association (ALI-ABA) Seminar national webcast on Jan. 20, 2011.

The 90-minute program, "Contractual Limitations on Seller Liability in M&A and Other Transactions," will include a live Q&A session and covered recent case law and practitioner perspectives on how to limit sellers' contractual and extra-contractual liabilities in M&A transactions, including: how to protect the seller through the auction and negotiating processes, the intersection of fiduciary duties and deal protections, and exclusive remedy and extra-contractual representation waiver provisions.

Among the specific program topics:

- Types of contractual liabilities in mergers and acquisitions and other transactions (representations, warranties and covenants, and indemnification for breaches thereof);
- Types of extra-contractual liabilities (tort based fraud and negligent misrepresentation; risks that affiliates of contracting parties can be held liable on tort theories for breaches by contracting parties);
- Auction processes (effect of auction procedures on claims by disappointed bidders);
- Claims for breach of no-shop provisions in letters of intent and purchase agreements; and
- Entire agreement and non-reliance provisions (model provisions and recent cases).

Tricia will be joined by Glenn West of Weil, Gotshal & Manges LLP and Byron Egan of Jackson Walker L.L.P.

PRACTICE AREAS

Corporate Counseling