## **CONTENTS**

Alexander F. Kennedy	7
Partner, Jones Waldo Holbrook & McDonough PC	
WHAT I WISH I HAD KNOWN ABOUT M&A	
NEGOTIATIONS IN THE BEGINNING	
Philip T. Colton	43
Partner, Winthrop & Weinstine PA	
GETTING THE DEAL DONE: FOCUSING ON	
KEY ISSUES IN M&A TRANSACTION NEGOTIATIONS	
Eva Hill	59
Partner, Whiteford, Taylor & Preston LLP	
M&A NEGOTIATIONS WITH HIGH-TECH	
GOVERNMENT CONTRACTORS	
John Cromie	69
Partner, Connell Foley LLP	
CLOSING M&A DEALS IN A	
CHALLENGING ENVIRONMENT	
Christopher Scotti and Phillip Martin	87
Partners, Oppenheimer Wolff & Donnelly LLP	
KEY ISSUES IN PRIVATE AND PUBLIC	
M&A TRANSACTIONS	
Bart Harris	103
Shareholder, Munsch Hardt Kopf & Harr PC	
KEYS TO SUCCESSFUL M&A NEGOTIATIONS	
Jeffrey Wolters	113
Partner, Morris, Nichols, Arsht & Tunnell LLP	
THE STATE OF M&A DEALS IN 2010	

M&A TRENDS: A PERSPECTIVE FROM OUTSIDE THE MAJOR METROPOLITAN CENTERS	
Asher J. Friend	131
Partner,	
Ionas Wallzar Waschton Doitoront Carrons & Donage	no II D

Member Attorney, Paul Frank + Collins PC

121

Frank V. Petrosino

Jones, Walker, Waechter, Poitevent, Carrère & Denègre LLP DEVELOPING YOUR NEGOTIATING EMBOUCHURE: PRACTICAL CONSIDERATIONS FOR SUCCESS IN M&A TRANSACTIONS

Appendices 153

## **APPENDICES**

Appendix A: Example of Covenant Ensuring Seller's Ability to Conduct	
Business during Period in Which Earn-out May Be Achieved	154
Appendix B: Covenant Intended to Ensure No Material Changes in Employment Conditions Following Acquisition	156
Appendix C: Due Diligence Checklist for Acquisition	157
Appendix D: Purchase and Sale Closing Agenda	174
Appendix E: Short Form of Asset Purchase Agreement	178
Appendix F: Sample Issues List—Privately Held Target	197
Appendix G: Sample Issues List—Public Target	201
Appendix H: Mutual Confidentiality Agreement	208
Appendix I: Sample Due Diligence Checklist	214
Appendix J: Sample Disclosure Schedule Matrix	228