




MAYER | BROWN

Transactional Liability Insurance Roundtable

NEW YORK

A photograph of the New York City skyline at sunset, with the Freedom Tower as the central focus. The sky is filled with dramatic, orange and pink clouds, and the city's lights are visible. The skyline is reflected in the water in the foreground, creating a symmetrical effect.

Agenda

2:30 p.m. – 3:00 p.m.	Registration
3:00 p.m. – 3:30 p.m.	Welcome & Opening Remarks
	Panel I: Underwriting – Insights from the Trenches on Key Process and Substantive Issues
	Co-leaders of Mayer Brown’s Transactional Liability Insurance practice, Bill Kucera, Joe Castelluccio and Mike Serafini will lead a deep dive discussion into key issues in the underwriting process and certain substantive areas of representations coverage.
3:30 p.m. – 4:00 p.m.	Panel II: Hold the SALT – Hot Topics in State/Local Taxes
	This panel will provide a unique perspective on hot topics for insurers in state and local taxes. The discussion will be led by Michael Kerman; moderated by Bill Kucera.
4:00 p.m. – 4:20 p.m.	Refreshment Break
4:20 p.m. – 4:50 p.m.	Panel III: Industry Focus – Private Equity and FIG
	This panel will discuss RWI coverage for private equity deals and FIG M&A. The first half of the discussion will be led by Marc Harrison and George Rudy and moderated by Bill Kucera; the latter led by Lauren Pryor and moderated by Joe Castelluccio.
4:50 p.m. – 5:20 p.m.	Panel IV: Claims Handling – Perspectives from Outside Counsel
	Panelists will discuss issues that frequently give rise to coverage “debate,” illustrative examples of non-covered losses, and US legal developments. The discussion will be led by Michelle Annunziata and Gary Johnson; moderated by Bob Harrell.
5:20 p.m.	Drinks Reception

Speaker Bios



BILL KUCERA

Partner, Chicago

William ("Bill") Kucera is co-chair of Mayer Brown's M&A practice. He concentrates his practice on mergers and acquisitions. He represents buyers and sellers in connection with stock and asset acquisitions and divestitures, public and private mergers, tender and exchange offers, joint ventures and venture capital and other private equity investments. He represents companies in connection with corporate governance and defensive measures, including shareholder rights plans and related matters. Drawing on his experience as active M&A practitioner, Bill also co-leads Mayer Brown's practice representing underwriters in issuing representation and warranty insurance and other types of transactional insurance in connection with M&A deals and has emerged as a leading expert in this rapidly growing area.



JOE CASTELLUCCIO

Partner, New York

Joseph ("Joe") Castelluccio is a partner and member of the Firm's Corporate & Securities practice. He focuses his practice on complex, cross-border M&A transactions, joint ventures, equity financings and other corporate matters for US and multinational companies. As a former investment banker and finance professional, Joe helps clients balance risks and opportunities in a broad array of business transactions with a combination of legal acumen and business experience. Joe's M&A, joint venture and other corporate work includes deep experience on cross-border transactions for companies in a diverse group of industries, including technology, asset management, insurance, transportation and infrastructure, among others. In addition, Joe is the co-leader of Mayer Brown's transactional liability insurance practice. In this capacity, he draws on his M&A experience in representing underwriters in issuing representations and warranties insurance and other types of transactional insurance in connection with M&A deals.



MICHELLE ANNUNZIATA

Partner, New York

Michelle Annunziata is a partner in Mayer Brown's New York office whose practice focuses on complex commercial and financial services litigation. She is a member of the Firm's insurance industry litigation group, with experience representing insurers and underwriters in connection with claims investigations and disputes relating to representation and warranty insurance policies. She has extensive experience with federal securities litigation, shareholder derivative actions, and commercial contract matters, having represented national and multinational corporations in federal and state courts throughout the country. She has also represented financial institutions in connection with cross-border internal and government investigations, including DOJ, CFTC, SEC and IRS investigations. Michelle was named a 2014 "New York Metro Rising Star" in Business Litigation by Super Lawyers.



BOB HARRELL

Partner, Houston

Robert ("Bob") Harrell is a partner and member of the Litigation & Dispute Resolution practice. He has a broad business litigation practice, having handled shareholder and other corporate disputes; class actions; complex insurance coverage issues; RICO claims; technology litigation; breaches of contract; violations of fiduciary and other professional duties; and other types of commercial disputes. Among these are claims arising under Transactional Liability Insurance Policies. He has been ranked in *The Legal 500 US*, and is currently designated in Benchmark Litigation, Super Lawyers and Best Lawyers in America. Bob has tried more than 50 cases to verdict or judgment in federal and state courts and before arbitration panels, gaining him entrance into the American Board of Trial Advocates.



MARC HARRISON

Partner, Chicago

Marc Harrison is a partner in Mayer Brown's Chicago office and a member of the Corporate & Securities practice. He focuses his practice on structuring and negotiating complex business transactions, particularly leveraged acquisitions and sales of portfolio companies for private equity funds. Marc advises private equity funds and their portfolio companies, family offices, independent sponsors, and public companies in a broad variety of industries on corporate, securities and transactional-related matters. Marc's practice regularly includes stock and asset acquisitions and divestitures, mergers, co-investment arrangements, equity financings, joint ventures, strategic alliances, incentive equity and other management incentive arrangements and corporate governance. Marc structures and negotiates representation and warranty insurance policies. Additionally, Marc has extensive experience in intellectual property focused joint ventures and related licensing and technology development arrangements.



LAUREN PRYOR

Partner, Washington DC and New York

Lauren Pryor is a Financial Services Regulatory & Enforcement partner and co-head of the Financial Institutions M&A group. Lauren focuses on M&A in the financial services industry, including complex stock and asset-based transactions, full equity deals, PE investments, JV arrangements and transfers of assets including residential mortgage loans, consumer loans, business purpose loans, mortgage servicing rights and credit card receivables. Lauren frequently represents depository institutions, financial sponsors, mortgage companies and investment funds in such matters.



GARY JOHNSON

Counsel, Houston

Gary Johnson is counsel in Mayer Brown's Houston office and a member of the Litigation & Dispute Resolution practice. Gary has a broad commercial litigation practice representing clients in state and federal courts and arbitration, as well as internal and government investigations. He represents clients in the energy, construction, financial services, real estate and insurance industries. Gary represents both plaintiffs and defendants in business disputes involving breach of contract, breach of warranty, breach of fiduciary duty, fraud and other business torts. In addition, he assists in counseling clients on transactions and contract drafting, including in mergers and acquisitions.



MICHAEL KERMAN

Counsel, Washington DC

Michael Kerman is counsel in Mayer Brown's Washington DC office and a member of the State & Local Tax group. Michael regularly advises on a wide variety of state and local tax issues, including apportionment, combined reporting, net operating losses, and sales and use tax issues. Michael has represented companies in audits and administrative appeals in several states, as well as in trial courts, appellate courts and state supreme courts.



GEORGE RUDY

Counsel, New York

George Rudy is counsel in Mayer Brown's New York office and is a member of its Corporate & Securities practice. He focuses his practice on mergers and acquisitions, capital markets and general corporate counseling and representation. George represents purchasers and sellers of domestic and international businesses in complex public and private mergers, stock and asset acquisitions, divestitures, joint ventures, strategic alliances and similar transactions. He also represents issuers and underwriters in connection with public and private offerings of equity and debt securities, and represents companies in connection with SEC compliance and reporting and corporate governance matters.



MIKE SERAFINI

Counsel, Chicago

Michael ("Mike") Serafini concentrates his practice on mergers and acquisitions and general corporate counseling and representation. He represents purchasers and sellers in connection with stock and asset acquisitions and divestitures, mergers, joint ventures, minority equity investments and similar transactions. Leveraging his experience as an active M&A practitioner, he is also a co-leader of Mayer Brown's transactional liability insurance practice, with significant experience representing underwriters in issuing representation and warranty insurance. Mike also represents a variety of clients in connection with complex public-private partnerships in the infrastructure sector. His experience spans a number of industries, including financial services, manufacturing, aerospace, food, real estate and affordable housing.

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