



The Thomson Reuters Institute

*proudly presents*

## **The 6<sup>th</sup> Annual Midwest M&A/Private Equity Forum** *Strategy and Execution in a Shifting Market*

December 7, 2023

Hilton Columbus Downtown  
402 North High Street  
Columbus, Ohio

Chair: **Frank C. Zonars**, *Partner*, Vorys, Sater, Seymour and Pease LLP

### PROGRAM (all times local)

**8:00am – 9:00am**      **Networking Breakfast**

**9:00am – 9:15am**      **Opening Remarks**

**9:15am – 10:30am**      **Promise & Possibility: The State of the M&A Market**  
Amid the gradual decline of M&A activity from its 2021 frenetic pace, early returns for 2023 imply muted but no less lucrative possibilities for impactful middle market transactions. For all the concern over macroeconomic uncertainty and geopolitical tumult, robust private equity dry powder and renewed interest in key sectors such as automobiles, manufacturing, and technology augur a selective and more strategic path forward for savvy deals professionals. This opening conversation explores the shifting realities of the US middle market amid protracted change. How content are corporate development and deals professionals to wait out the economic downturn? What regulatory developments bear scrutiny under the newly installed 118th United States Congress? Will an elevated risk environment yield more creative and complex provisions or earnouts? Please join us as a distinguished panel of deals professionals addresses these and other key topics.

Moderator:  
**Steve Brady**, *Partner*, Withum

Panelists:  
**Mike Giannantonio**, *Executive Vice President, Corporate Development*, FST Logistics  
**Andrew Zimmerman**, *Senior Vice President*, Willis Towers Watson  
**Frank C. Zonars**, *Partner*, Vorys, Sater, Seymour and Pease LLP

**10:30am – 10:50am**      **Break**

**10:50am – 12:05pm**      **Bold Endeavors: Considerations & Opportunity in Distressed M&A**  
With market volatility still abound, opportunities for dealmakers within distressed M&A are poised to rebound in 2023. Aided in large part by recessionary fears, many companies have turned toward preserving cash and liquidity and engaging in exploratory divestitures throughout the COVID-19

recovery phase. Leading a distressed M&A process is a unique experience—and one where limited time, bandwidth, or requisite business intelligence may result in unforeseen liabilities or missed revenue opportunity for even the most experienced dealmaker. This discussion offers an informed perspective on managing the distressed M&A sales process from valuation to consummation in large and mid-market deals.

Moderator:

**Andrea Anderson**, *Senior Vice President, Real Estate Expert & Transactional Liability*, Lockton Companies

Panelists:

**Greg Bickett**, *Managing Director*, Footprint Capital, LLC

**Parker Sinclair**, *Director, Corporate Law*, Greif, Inc.

**Lindsay Karas Stencel**, *Partner*, Thompson Hine LLP

**12:05pm – 1:15pm**

**Networking Lunch**

**1:15pm – 2:30pm**

**Indispensable Assets: Understanding Issues of Human Capital in a Deal**

Effective due diligence should include an in-depth analysis of a company's human capital. However, understanding how to create synergies between a seller's existing HR policies and compensation plans and any predetermined, buyer mandated human capital requests can be complex, especially given the mercurial nature of employment and labor regulations today. This session explores how to address key issues and considerations in HR due diligence. Our faculty will explore areas such as salary structures, executive compensation, equity audits, and unwritten buyer practices throughout the deal process.

Moderator:

**William R. Snow**, *Managing Director*, FOCUS Investment Banking, Inc.

Panelists:

**Hugh Cathey**, *Principal*, Columbus Partners

**Jeff Cox**, *Managing Partner, People & Productivity*, West Monroe

**Mark Dangelo**, *Chief Innovation Officer*, M&A 2.0

**2:30pm – 2:50pm**

**Break**

**2:50pm – 4:05pm**

**Paved by Good Intentions: Dispute Pains and Resolutions in Dealmaking**

Deal disputes can arise for any reason. And in an era of seismic economic shifts, the fertile deals ground is ripe for conflict. Whether as a result of financial risk, deal pricing, or operational concerns, savvy dealmakers should keep abreast of all applicable solutions at their disposal. Our expert faculty will explore potential trouble spots, including working capital issues, tax covenants, disputes under representations and warranties insurance, and more for today's revitalizing albeit cautious deals environment.

Moderator:

**Neil Johnson**, *Managing Partner*, Lawrence, Evans & Co., LLC

Panelists:

**Larry Collis**, *Consulting Partner, CIO Advisory, M&A Integration Services*, Wipro

**Ely Friedman**, *Director of M&A*, VonLehman and Company, Inc.

**Kurtis Roush**, *M&A Director*, CREO Inc.

**4:05pm – 4:10pm**

**Conclusion**

**4:10pm – 5:10pm**

**Networking Reception**