

EXERCISE

UNDERWRITING AGREEMENTS

Background

You've been assigned to a deal team representing the issuer in an IPO. The client is a company that transports hazardous waste materials by truck from hospitals to landfills across the US.

The client wants to understand the Underwriting Agreement that it will enter into with the underwriting syndicate, and has asked your team to explain it to them on a call. Since you'll be taking the lead on drafting this agreement, the senior associate has asked you to also lead the conversation with the client.

The senior associate would like you to cover the following issues on the client call:

- Why is there an Underwriting Agreement and what are its main purposes?
- What do the key business terms include?
- What are the main provisions in the agreement (other than the key business terms) and what do they accomplish?
- What types of issues should the reps and warranties cover, including both standard Underwriting Agreement reps and warranties and additional ones specific to the client's business?

Before the call, you're meeting with the senior associate to review what you plan to say on the client call.

Instructions

Come prepared to discuss with the senior associate your plans for the client call.