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3rd Annual Conference!

Private Equity & Mezzanine Finance

November 8-9, 2004 • Hilton Charlotte & Towers

Who Should Attend

- Attorneys
- Investment Bankers
- Investors
- Accountants
- Entrepreneurs
- Corporate Officers and Directors
- Lenders and Financing Specialists

...anyone involved in private equity and mezzanine finance!

Featuring Speakers From—

- Allied Capital
 - Aurora Funds
 - Banc of America Capital Investors
 - Banc of America Securities
 - BIA Digital Partners
 - Blue Point Capital Partners
 - Brookwood Associates
 - CapitalSouth Partners
 - The Carlyle Group
 - Carousel Capital
 - Copeley Capital Partners
 - Edgeview Partners
 - Equitek Capital
 - Grant Thornton
 - Hospital Partners of America
 - McColl Partners
 - Noro-Moseley Partners
 - PricewaterhouseCoopers
 - Wachovia Capital Partners
 - Wachovia Securities
 - Wakefield Group
- ...and North Carolina's top practitioners!



Visit our website at [cle.com](http://www.cle.com) for a complete listing of MCLE requirements in all states. You will also find a schedule of our upcoming conferences and a listing of available homestudy courses.

Register Online at www.cle.com or Call (800) 873-7130
Conference Schedule and Speaker Biographies Inside



Monday, November 8

8:00 Registration

8:30 Introduction**T. Richard Giovannelli, Esq., Program Co-Chair**
Kennedy Covington Lobdell & Hickman, Charlotte**8:45 State of the Private Equity/Buyout Market**

A Panel Presentation

Brian D. Bailey, Managing Partner
Carousel Capital, Charlotte**Robert L. Edwards, Jr., Partner**
Banc of America Capital Investors, Charlotte**Lane E. Faison, Co-Founder and Principal**
Copeley Capital Partners, Charlotte**Frederic H. "Ted" Garner, Partner**
Edgeview Partners, Charlotte**Shannon Smith, Managing Partner**
Blue Point Capital Partners, Charlotte**A. Wellford Tabor, Partner**
Wachovia Capital Partners, Charlotte

10:00 Morning Break

10:15 Economic Outlook for 2005

Are We out of the Woods?

Mark P. Vitner, Vice President, Economist
Wachovia Securities, Small Business, Charlotte**11:00 View from the Balcony**

State of the Mezzanine Debt Market

Joseph B. Alala, III, Esq., President and CEO
CapitalSouth Partners, Charlotte**Dean A. D'Angelo, Principal**
Allied Capital, Washington, DC**Lloyd Sams, Principal**
BIA Digital Partners, Chantilly

12:00 Lunch Break

INDUSTRY AND SEGMENT WORKSHOPS**1:15 State of the Early Stage Market**

A Workshop

Michael F. Elliott, Partner
Wakefield Group, Charlotte**Kathy Harris, Senior Vice President**
Noro-Moseley Partners, Atlanta**J. Paul Reilly Grim, Founding Managing Director**
Equitek Capital, Charlotte**Rich Brown, General Partner**
Aurora Funds, Durham**2:00 Healthcare**

A Vertical Industry Panel

D. Neal Morrison, Partner
Wachovia Capital Partners, Charlotte**Walker L. Poole, Partner**
Banc of America Capital Investors, Charlotte**Fred Fink, President and CEO**
Hospital Partners of America, Charlotte**Pamela R. Levy, Managing Director**
Banc of America Securities, Charlotte**Scott Smith, Managing Director**
Wachovia Securities, Charlotte

3:00 Afternoon Break

3:15 Media and Telecom

A Vertical Industry Panel

Craig A. Elson, Partner

Banc of America Capital Investors, Charlotte

Jeff M. Graci, Director

Wachovia Securities, Charlotte

Walker L. Simmons, Partner

Wachovia Capital Partners, Charlotte

4:15 Corporate Divestitures

A Panel Presentation

Lorin DeMordaunt, Principal

McColl Partners, Charlotte

Jason C. Schmidly, Partner

Carousel Capital, Charlotte

Thomas L. Temple, Managing Director

Brookwood Associates, Charlotte

Claudius E. "Bud" Watts, IV, Managing Director

The Carlyle Group, Charlotte

5:30 Adjourn

Tuesday, November 9**9:00 Introduction****Kevin P. Stichter, Esq., Program Co-Chair**

Kennedy Covington Lobdell & Hickman, Charlotte

WORKSHOPS ON PRE-DEAL DOCUMENTS AND ISSUES**9:15 Negotiating the Investment Term Sheet**

What You Need to Know

Peter C. Buck, Esq.

Robinson Bradshaw & Hinson, Charlotte

10:00 Morning Break

10:15 Negotiating and Documenting Letters of Intent

Avoiding Pitfalls

John Nurkin, Esq.

Moore & Van Allen, Charlotte

John Yorke, Esq.

Helms Mullis Wicker, Charlotte

11:15 Accounting Due Diligence

Issues for Non-CPAs

Robert Long, Director

PricewaterhouseCoopers, Charlotte

Michael J. Ryan, Partner

Grant Thornton, Charlotte

12:00 Lunch Break

WORKSHOP ON ADVANCED ISSUES**1:30 Issues Relating to Investing in LLCs**

Advanced Analysis

Warren P. Kean, Esq.

Kennedy Covington Lobdell & Hickman, Charlotte

2:15 Structuring Your Fund's Management Company**Nick Purrington, Esq.**

Purrington Moody, Greensboro

David Moody, Esq.

Purrington Moody, New York

3:00 Adjourn

<p>Program Co-Chairs</p> <p>T. Richard Giovannelli is a partner in and a co-chair of his firm's Private Equity & Mezzanine Finance Group. He represents investors and companies.</p> <p>Kevin P. Stichter focuses primarily on private equity, mergers and acquisitions, and other corporate transactions.</p>	<p>Lane E. Faison co-founded his firm. He was previously a Vice President with Blue Point Capital Partners, a private equity investment firm.</p> <p>Fred Fink has over 30 years' experience in the health care industry, working with hospitals, medical groups and medical device companies.</p> <p>Frederic H. "Ted" Garner advises on exclusive sale assignments, buy-side transactions, private placements and strategic advisory engagements.</p>	<p>Walker L. Poole focuses on growth and buyout financings for healthcare companies.</p> <p>Nick Purrington emphasizes investment fund formation and representation.</p> <p>Michael J. Ryan has extensive experience in M&A, recaps and other financing transactions.</p>
<p>Joseph B. Alala, III, is the CEO and founder of his company. He previously served as a director of Centura Bank.</p> <p>Brian D. Bailey is a Managing Partner at Carousel Capital. He previously worked with Forstmann Little & Co. and The Carlyle Group.</p> <p>Rich Brown focuses on new investment opportunities in the information technology sector.</p> <p>Peter C. Buck practices M&A, corporate law, banking and finance, and energy law.</p> <p>Dean A. D'Angelo focuses on energy services and infrastructure investments. He was previously a Principal at Duke Capital Partners.</p> <p>Lorin DeMordaunt is a Principal and co-founding Partner of McColl Partners. Previously, she served as a Vice President with Bowles Hollowell Conner.</p> <p>Robert L. Edwards, Jr., focuses on growth and buyout financings for the industrial, consumer products, and financial services industries.</p> <p>Michael F. Elliott has extensive experience in early-stage investing, late-stage private equity, and mergers and acquisitions.</p> <p>Craig A. Elson focuses on growth and buyout financings in the media and communications sectors.</p>	<p>Jeff M. Graci oversees the origination, structuring and distribution of syndicated loan facilities, and has completed many lead syndicated financings.</p> <p>J. Paul Reilly Grim is an industry expert in telecom and media, and is a contributor to interviews on CNN, BBC World and Reuters News.</p> <p>Kathy Harris has more than 20 years of financial and private equity experience. She focuses on identifying and evaluating attractive growth stage companies.</p> <p>Warren P. Kean focuses on taxation and limited liability companies, partnerships, and other unincorporated entities.</p> <p>Pamela R. Levy specializes in the healthcare sector. She was previously Managing Director and Senior Client Manager with BAS' Corporate Finance Group.</p> <p>Robert Long is a Director with PricewaterhouseCoopers in Charlotte.</p> <p>D. Neal Morrison focuses on the healthcare industry. He currently serves on the Board of Directors of several companies.</p> <p>David Moody joined his firm in April 2003. Previously, he was General Counsel for Ziff Brothers Investments.</p> <p>John Nurkin focuses on mergers and acquisitions and corporate finance.</p>	<p>Lloyd Sams co-manages all activities of his firm. He joined BIA with the express purpose of launching BIA Digital Partners.</p> <p>Jason C. Schmidly was named a partner with his firm in 2002. He was previously in the mergers and acquisitions group of Morgan Stanley & Co.</p> <p>Walker L. Simmons has been a partner since 2002. He was previously a Vice President Bruckman, Rosser, Sherrill & Co.</p> <p>Scott Smith heads the healthcare M&A effort at Wachovia Securities.</p> <p>Shannon Smith has more than 16 years of investing experience, including eight years with Bowles Hollowell Conner & Co.</p> <p>A. Wellford Tabor focuses in the energy and financial services industries, and currently serves on the board of directors of several companies.</p> <p>Thomas L. Temple has more than 18 years of experience advising clients on a variety of financing transactions.</p> <p>Mark P. Vitner is responsible for tracking U.S. and regional economic trends.</p> <p>Claudius E. "Bud" Watts, IV, focuses on U.S. buyout opportunities in the aerospace, defense, and information technology industries.</p> <p>John Yorke focuses on business law with an emphasis on public and privately held corporations.</p>

conference **information**

<p>Continuing Education Credit</p> <p>MCLE: This course has been approved by the Board of Continuing Legal Education of the North Carolina State Bar for continuing legal credit in the amount of 11 hours. The Board does not sponsor this course.</p> <p>Accountants: This course meets the requirements for 11 hours of credit from the National Registry of CPE Sponsors, NASBA Sponsor #106965.</p> <p>For accreditation in other jurisdictions or disciplines, please call CLE INTERNATIONAL at (303) 377-6600. CLE INTERNATIONAL is an approved sponsor in all jurisdictions with mandatory continuing legal education requirements.</p> <p>Registration</p> <p>Advance registration is recommended, and you are encouraged to mail in your registration early. Or simply call in your registration or homestudy order to (800) 873-7130, fax the Registration/Order Form to (303) 321-6320, e-mail your registration to registrar@cle.com, or register online at www.cle.com. Full payment is due at time of registration. Walk-in registrations will be subject to space availability. Please call CLE INTERNATIONAL at (303) 377-6600 if you require any special accommodations.</p>	<p>Conference Location and Accommodations</p> <p>The Conference will be held at the Hilton Charlotte & Towers, 222 East Third Street, Charlotte, NC 28202. For room reservations and special rates, please call Community World Travel at (888) 724-0500, or visit www.worldcommunitytravel.com.</p> <p>Tuition</p> <p>The tuition fee of \$695 per person includes attendance at all sessions, course materials, continental breakfasts and coffee breaks. CLE INTERNATIONAL offers special rates for 501(c)(3) organizations, full-time judges and law students.</p> <p>Save When Two or More Register</p> <p>Save \$200 or more with our multiple registrant discount! Tuition is only \$595 per person for two or more from the same firm.</p> <p>Sponsorship</p> <p>Sponsorship and exhibition opportunities are still available. For more information, please contact Sarah Neenan, Marketing Coordinator, at (303) 377-6600 or sarah@cle.com.</p> <p>CLE International Program Attorney: Heidi A. Ray, heidi@cle.com</p>	<p>Course Materials</p> <p>Each registrant will receive a set of materials prepared by the speakers specifically for this Conference, which will serve as a valuable future reference. The course materials alone are available for \$95 plus \$10 shipping and handling.</p> <p>Homestudy Package</p> <p>CLE INTERNATIONAL also offers a complete audio transcript of the Conference (including all course materials) for \$695 plus \$10 shipping and handling. This course may qualify for homestudy credit.</p> <p>Cancellation Policy</p> <p>Full tuition refunds (less a \$50 administrative charge) will be given only if notice of cancellation is received by 5:00 p.m. MST on the Monday preceding the Conference. Substitutions may be made at any time.</p> <p>About CLE International</p> <p>CLE INTERNATIONAL, a leading provider of continuing education, has been presenting high-quality professional education programs nationwide since 1983.</p>
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Accounting Due Diligence • Investing in LLCs



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