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4th Annual Conference!

Private Equity and Mezzanine Finance

Managing Complex Transactions at Every Stage of the Investment Cycle

November 17-18, 2005 • Omni Hotel • Charlotte

Who Should Attend:

- Attorneys
- Legal Staff
- Investors
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- Underwriters
- Placement Agents
- Entrepreneurs
- Board of Director Members
- Business Angels
- Leveraged Buy-out Funds
- Gatekeepers
- Private Equity Funds
- Investment Bankers
- Economists
- Insurance Companies
- Venture Capitalists
- Business Owners
- Accountants

... and anyone interested in private equity and mezzanine financing!

Featuring Speakers From:

- Banc of America Capital Investors
 - BIA Digital Partners
 - Brookwood Associates
 - The Carlyle Group
 - Carousel Capital Partners
 - Edgeview Partners
 - Grant Thornton
 - Gulf Stream Asset Management
 - McColl Partners
 - PricewaterhouseCoopers
 - Wachovia Capital Partners
 - Wachovia Securities
- ... and some of the region's top practitioners!

Join the Breakfast Reception!
Sponsored by the Association for Corporate Growth,
Carolinas Chapter

ACG Carolinas



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



Thursday, November 17

- 7:30 **Registration and Breakfast Reception**
Sponsored by the Association for Corporate Growth, Carolinas Chapter
- 8:30 **Introduction and Welcome**
T. Richard Giovannelli, Esq., Program Co-Chair
Kennedy Covington, Charlotte
- 8:35 **Private Equity Roundtable**
Brian D. Bailey, Managing Partner
Carousel Capital Partners, Charlotte
Travis Hain, Founding and Managing Partner
Banc of America Capital Investors, Charlotte
A. Wellford Tabor, Partner
Wachovia Capital Partners, Charlotte
Claudius "Bud" E. Watts, IV, Managing Director
The Carlyle Group, Charlotte
- 9:30 **Economic Outlook for 2006**
The Year Ahead
Mark P. Vitner, Vice President, Economist
Wachovia Securities, Small Business, Charlotte
- 10:15 Morning Break
- 10:30 **The Sale Process**
Preparing for It and Managing It
C. Russell Bryan, Managing Director
Brookwood Associates, Charlotte
Philip C. Colaco, Principal
McColl Partners, Charlotte
Frederic "Ted" H. Garner, Partner
Edgeview Partners, Charlotte
John W. Pollock, Managing Director
Wachovia Securities, Charlotte
- 11:30 **Negotiated M&A Deal Points**
Trends and Developments
Wilson Chu, Esq.
Haynes and Boone, Dallas
Lawrence E. Glasgow, Esq.
Gardere Wynn Sewell, Dallas
- 12:15 Lunch Break
- 1:30 **Purchase Price Adjustment Mechanisms**
Avoiding Disputes and Resolving Those You Didn't Avoid
Michael J. Ryan, Partner
Grant Thornton, Charlotte
- 2:30 Afternoon Break
- 2:45 **Lending and Mezzanine Debt**
The State of the Markets
Scott E. Chappell, Director
BIA Digital Partners, Reston
Steve Riddell, Senior Analyst
Gulf Stream Asset Management, Charlotte
- 3:45 **Intercreditor Issues in Second Lien Transactions**
Successful Documentation and Negotiation Techniques
Christopher S. Nesbit, Esq., and
W. Kent Walker, Jr., Esq.
Helms Mulliss and Wicker, Charlotte
- 4:45 Q&A Panel
Members of the Faculty
- 5:00 Adjourn

Friday, November 18

- 9:00 **Overview of Day One and Introduction of Day Two**
Kevin P. Stichter, Esq., Program Co-Chair
- 9:15 **Current Investment Terms**
An Overview
Peter C. Buck, Esq.
Robinson Bradshaw & Hinson, Charlotte
- 10:15 Morning Break
- 10:30 **Private Equity Fund Terms**
An Update
Nick Purrington, Esq.
Purrington Moody, Greensboro
David Moody, Esq.
Purrington Moody, New York
- 11:30 **Going Public and Other Securities Issues**
Facing Private Equity Investors
Sean M. Jones, Esq.
Kennedy Covington, Charlotte
- 12:15 Lunch Break
- 1:30 **Equity Incentives for Management Teams**
Henry H. Miyares, Partner
PricewaterhouseCoopers, Atlanta
- 2:15 **Deal Protection Measures**
Recent Developments
John Nurkin, Esq.
Moore & Van Allen, Charlotte
- 3:00 Evaluations and Adjourn

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These
Dates!

Commercial Leases
October 17-18, Atlanta

Eminent Domain SuperConference
October 27-28, Tampa

Presentation Skills for Lawyers
October 28, Tampa

Creative Writing for Lawyers
November 1, Miami
November 14, Seattle

Land Use Law
November 3-4, Princeton

The Business of Winemaking
November 14, San Francisco

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Private Equity

meet your faculty

Program Co-Chairs

T. Richard Giovannelli is a co-chair of his firm's Private Equity and Mezzanine Finance Practice. He represents both investors and companies, and is a frequent speaker on financing and corporate matters.

Kevin P. Stichter is a co-chair of his firm's Private Equity and Mezzanine Finance Practice. He focuses primarily on private equity, mergers and acquisitions, and other corporate transactions.

Brian D. Bailey is a Managing Partner at Carousel Capital. Prior to joining Carousel, he worked with Forstmann Little & Co. in New York, and The Carlyle Group in Washington, DC.

C. Russell Bryan has more than 16 years of experience advising senior management teams, boards of directors and business owners in a variety of strategic and financial transactions.

Peter C. Buck has been with his firm since 1976, with a brief intermission while he served as deputy general counsel of Duke Energy. He practices mergers and acquisitions, corporate law, banking and finance and energy law.

Scott E. Chappell joined his firm in 2001. He was previously a member of the Media and Telecommunications Corporate Finance team at Thomas Weisel Partners, a San Francisco-based merchant bank with over \$2 billion in capital.

Wilson Chu focuses on mergers & acquisitions, private equity, and other strategic transactions, particularly involving Asian interests. He co-founded and co-chairs the M&A Market Trends Subcommittee of the ABA's Committee on Negotiated Acquisitions.

Philip C. Colaco has experience that includes buy-side and sell-side assignments in a wide range of industries, including aerospace, automotive, diversified manufacturing and media.

Frederic "Ted" H. Garner advises on exclusive sale assignments, buy-side transactions, private placements and strategic advisory engagements.

Lawrence E. Glasgow has a comprehensive corporate practice with particular emphasis in mergers and acquisitions, venture capital, corporate governance issues, financings, joint ventures, start-up counseling and day-to-day operational legal matters.

Travis Hain has been with Banc of America and its predecessor for more than 15 years, and has almost 20 years of experience. He focuses on opportunities in industrial companies, service businesses and energy related companies.

Sean M. Jones is a partner in the business law department and is co-chair of the securities practice group. He focuses on securities, mergers and acquisitions, and corporate law.

Henry H. Miyares specializes in tax and structuring for private equity and other transactions.

David Moody joined his firm in April 2003. Previously, he was General Counsel for Ziff Brothers Investments, a family investment firm with several billion dollars under management and 220 employees.

Christopher S. Nesbit focuses his practice on business law with an emphasis on mergers and acquisitions, private equity, mezzanine finance, venture capital financings, and private placements.

John Nurkin focuses his practice on mergers and acquisitions and corporate finance. He has been involved in structuring, negotiating and documenting transactions of all sizes for both buyers and sellers, including several private equity clients.

John W. Pollock is a Managing Director in the M&A Group of Wachovia Securities.

Nick Purrington focuses on investment fund formation and representation, including the structuring of fund managers.

Steve Riddell is a Senior Research Analyst and Portfolio Management Committee Member. His research coverage includes the healthcare, energy and utility sectors.

Michael J. Ryan is a partner in the Transaction Support Services practice of Grant Thornton, a large international accounting firm. He has extensive experience in mergers and acquisitions, recaps and other financing transactions.

A. Wellford Tabor focuses in the energy and financial services industries, and currently serves on the board of directors of Concho Oil & Gas Corporation and James River Specialty.

Mark P. Vitner is responsible for tracking U.S. and regional economic trends. He also writes the monthly economic newsletter, Regional Economic Review and the Weekly Commentary on Money, Credit and Exchange Rates.

W. Kent Walker, Jr., focuses primarily on the firm's debt finance practice, including syndicated lending and related capital raising transactions.

Claudius "Bud" E. Watts, IV, focuses on U.S. buyout opportunities in the aerospace, defense, and information technology industries. He is on the board of directors of CPU Technology, Firth Rixson, Jazz Semiconductor, Inc. and Sippican, Inc.

conference information

Conference Information

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. **CLE INTERNATIONAL** is an approved sponsor in all jurisdictions with mandatory continuing legal education requirements.

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For accreditation in other jurisdictions or disciplines, please contact Brian Fineberg, Accreditation Manager at (800) 873-7130 or brian@cle.com.

Registration

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, email 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 (800) 321-6320 if you require any special accommodations.

Reserve Your Room Early

The Conference will be held at the Omni Hotel, 132 E. Trade Street, Charlotte, North Carolina 28202. To secure your space and get the best rate, please call Community World Travel at (888) 724-0500, or visit www.communityworldtravel.com.

Tuition

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.

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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 Friday preceding the Conference. Substitutions may be made at any time.

CLE International Program Attorney:
Doug Palmer, doug@cle.com.

Course Materials

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.

Homestudy Package

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.

Sponsorship

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The Complete Guide to Setting up Successful Structures

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Economic Outlook for 2006

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The State of the Lending and Mezzanine Markets



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