

8th Annual SuperConference!

Private Equity and Mezzanine Finance

Doing Deals in a Challenging Economy

November 5-6, 2009 • Hilton Center City • Charlotte

Featuring Speakers From:

American Enterprise Institute

Brookwood Associates

CapitalSouth Partners

Carousel Capital

D.E. Shaw & Co.

Falfurrias Capital Partners

FTI Consulting

Plexus Capital

PricewaterhouseCoopers

Wachovia

... and the region's leading law firms!

PLUS

Join Us for a Breakfast Reception!

Sponsored by Association for Corporate Growth—Charlotte Chapter

ACG Charlotte

Dear Colleague:

Please join us for the 8th year of the Southeast's leading Private Equity and Mezzanine Finance Conference, which will once again be held in one of the nation's financial centers — Charlotte. Don't miss this chance to learn from and meet distinguished speakers who are leaders in the deal community.

During these turbulent times of constricted credit markets, new governmental regulation, and a challenging economy, you need to have the best and most up-to-date information on private equity and finance. This Conference features speakers from more than a dozen highly respected private equity and finance groups and professional firms that serve those markets. Among the many important topics to be addressed are:

- Where is the U.S. economy heading? Gain insights from one of the country's top economists on the direction of the economy and financial markets and the outlook for 2010.
- What is the current state of the private equity, M&A and related financing markets? Listen to panel discussions comprised of experienced deal makers. Learn about one of the most active M&A sectors—distressed investments.
- What are the latest legal developments in areas affecting private equity? Gain perspectives from leading attorneys in the areas of private equity, M&A, financing, fund formation and ethics.
- How is the Obama Administration impacting the private equity market? Hear from a Washington insider about legislation affecting private equity and the industry winners and losers.
- How are private equity firms adding value to their portfolio companies? Learn from one of the leading scholars on middle market buyouts.

Take advantage of this industry opportunity, enjoy the downtown hotel setting and fine restaurants, and connect with other attendees involved in the deal community.

We look forward to seeing you in November!



T. Richard Giovannelli, Esq.
Program Co-Chair
K&L Gates, Charlotte



Kevin P. Stichter, Esq.
Program Co-Chair
K&L Gates, Charlotte

Hilton Center City

222 E. Third Street
Charlotte, NC 28202

Hotel Reservations

Community World Travel
(888) 724-0500 • www.cletravelinfo.com

Schedule and Instructor Bios Inside 

REGISTER NOW!
www.cle.com/charlotte or 800-873-7130

THURSDAY, NOVEMBER 5

- 8:00 Registration and Networking Breakfast Reception
Sponsored by ACG—Charlotte Chapter
- 8:30 **Welcome and Introduction**
Overview of Day One
T. Richard Giovannelli, Esq., Program Co-Chair, and Kevin P. Stichter, Esq., Program Co-Chair
K&L Gates, Charlotte
- 8:45 **Featured Presentation: Economic Outlook**
Analysis of Key Metrics; 2010 Forecast
Mark P. Vitner, Director and Senior Economist
Wachovia, Charlotte
- 9:45 Morning Break
- 10:00 **Featured Panel: State of the Private Equity Market**
M&A Update; Financing Challenges; Outlook for 2010
W. Edwin "Ed" McMahan Jr., Principal
Falfurrias Capital Partners, Charlotte
Jason C. Schmidly, Managing Partner
Carousel Capital, Charlotte
Sean M. Smith, Partner
Wachovia Capital Partners, Charlotte
Thomas L. Temple, Managing Director
Brookwood Associates, Charlotte
- 11:30 **Private Equity Funds: Negotiations Between General Partners and Limited Partners**
Latest Trends; The Shifting Balance of Power
Margaret A. Niles, Esq.
K&L Gates, Seattle
- 12:15 Lunch Break
- 1:30 **Boosting Private Equity Returns**
Tax Issues Encountered in Navigating Through a Troubled Economy
Carrie S. Parker, CPA, Partner
Mergers & Acquisitions Tax Services
PricewaterhouseCoopers, Atlanta
- 2:30 Afternoon Break
- 2:45 **State of the Debt Financing Market**
A Panel Presentation: Who's Lending? What's Current Pricing?
Joseph B. Alala III, President and CEO
CapitalSouth Partners, Charlotte
Bob Anders, Managing Partner
Plexus Capital, Charlotte
Dean D'Angelo, Director
D.E. Shaw & Co., Washington, DC
Scott Yarbrough, Director
Wachovia Capital Markets, Charlotte
- 4:00 **M&A Deal Study**
The Latest from the Comprehensive ABA Analysis of M&A
Chris Scheurer, Esq.
McGuireWoods, Charlotte
- 5:00 Q&A Panel
Members of the Faculty
- 5:15 Adjourn

FRIDAY, NOVEMBER 6

- 8:00 Continental Breakfast
- 8:30 **Welcome Back**
Overview of Day Two
T. Richard Giovannelli, Esq., Program Co-Chair
Kevin P. Stichter, Esq., Program Co-Chair
- 8:45 **Corporate Law Update**
Protecting Directors; Competing Loyalties; Delaware Developments
Peter C. Buck, Esq.
Robinson Bradshaw & Hinson, Charlotte
- 9:30 **The Obama Administration's Impact on Private Equity**
Industry Winners and Losers; PE Legislation
Daniel F. C. Crowley, Esq.
K&L Gates, Washington, DC
- 10:15 Morning Break
- 10:30 **Value Creation in Middle Market Buyouts**
The Acclaimed Research Study; How Are PE Firms Adding Value?
John L. Chapman, PhD, Adjunct Scholar
American Enterprise Institute, Washington, DC, and
Economist, Hill & Cutler, Atlanta
- 11:30 **The Latest Trends in Debt Financing Terms**
Self-Help Strategies in an Illiquid Market
David L. Batty, Esq.
Winston & Strawn, Charlotte
- 12:15 Lunch Break
- 1:30 **Buying and Selling Distressed Companies**
The Hottest M&A Area in 2009
William J. Nolan, Senior Managing Director
FTI Consulting, Charlotte
- 2:15 **Ethics: Recurring Transactional Issues**
How to Avoid Common Pitfalls
W.H. "Kip" Johnson III, Esq.
Womble Carlyle Sandridge & Rice, Durham
- 3:15 Q&A Panel
Members of the Faculty
- 3:30 Evaluations and Adjourn

Save These Dates!

Private Equity SuperConference	Denver, September 24-25
Visual Arts & The Law	San Francisco, October 1-2
Eminent Domain	Tampa, October 5-6
Wine, Beer & Spirits Law	Charlottesville, VA, October 15-16
Distressed Real Estate	Phoenix, November 16-17
Telecommunications Law	Denver, December 7-8
Negotiating Leases	Houston, January 25-26

TELL US WHAT YOU WANT!

Do you have specific questions or topics you hope to see covered in this program? Would you like to see a Conference on another topic? Would you like to learn about sponsorship and exhibit opportunities?
Contact **CLE INTERNATIONAL** Program Attorney Barbara Hollingsworth, barbara@cle.com.

PROGRAM CO-CHAIRS

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

Kevin P. Stichter is a partner in his firm's Private Equity and Venture Capital Group. He focuses on private equity, mergers and acquisitions, financing and other corporate transactions.

FEATURED PANELISTS

W. Edwin "Ed" McMahan Jr. joined his firm in 2006 after serving as a principal at Chicago Growth Partners and its predecessor firm, Wm. Blair Capital Partners. Current and former directorships include UC/Synergetic, The Plastics Group, TimePlus Payroll Services and Union Corrugating Company.

Jason C. Schmidly joined Carousel Capital in 1998 and has led investments in multiple sectors including franchising, consumer services, business services, distribution, niche manufacturing, and building products.

Sean M. Smith joined his firm in 2000 and focuses his investing efforts on business and technology services, consumer and industrial, and the media and communications industries.

Thomas L. Temple opened the Charlotte office of his firm and has over 20 years of experience advising senior management teams, boards and owners on a variety of exclusive sale, divestiture, acquisition, recapitalization, financing and restructuring transactions in numerous industries.

FEATURED PRESENTER

Mark P. Vitner is responsible for tracking U.S. and regional economic trends. He writes his firm's economic newsletter and also contributes to its weekly commentary. He is a frequent guest on CNBC, CNN, NPR and the NewsHour with Jim Lehrer.

FACULTY MEMBERS

Joseph B. Alala III founded his company to provide private equity and mezzanine capital to lower middle-market companies with strong competitive advantages and proven, successful management. It focuses on growth financings, management/control/leveraged buyouts, acquisitions and recapitalizations.

Bob Anders is a founding partner of his firm, which provides growth capital to middle market companies through investments in subordinated debt and equity securities. He has been in the financial services industry for more than 30 years.

David L. Batty is a partner in his firm's finance practice group and has extensive experience with the financing of private equity acquisitions and representing financial institutions in syndicated credit facilities ranging in size from \$100 million to over \$1 billion.

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 M&A, corporate, banking and finance, and energy law and is a frequent speaker at state and national legal educational conferences.

John L. Chapman is currently finishing the research and writing of a book on the history and impact of private equity investment on the U.S. economy. He has worked or consulted for companies such as IBM, Hewlett-Packard, Kraft Foods and PepsiCo, and has an ongoing affiliation with Global Capital Markets for financial advisory work.

Daniel F. C. Crowley has a public policy background focusing on financial services, capital markets and retirement security issues. Prior to joining his firm he served in governmental affairs positions with the Investment Company Institute, NASDAQ and NASD and in senior staff positions with the U.S. House of Representatives.

Dean D'Angelo and his firm focus on providing capital solutions in all levels of capital structure (senior debt, mezzanine capital and equity) across all industry sectors. He was previously with Allied Capital.

W.H. "Kip" Johnson III co-founded his firm's Research Triangle Park office in 1997 and focuses on representing software, internet and wireless clients while also representing angel and capital investors. Since 2005, he has represented clients in raising more than \$365 million of venture capital financing.

Margaret A. Niles has a domestic and international business transactions practice centering on investments, acquisitions and joint ventures. She guides her firm's alternative investments practice and focuses on representing institutional investors.

William J. Nolan has worked in all areas of corporate recovery, including working with senior management in business turnarounds and corporate bankruptcy and reorganizing subprime lenders.

Carrie S. Parker provides tax consulting advice to both strategic and financial buyers and sellers, including transaction structuring, due diligence considerations, and debt workouts.

Chris Scheurer emphasizes M&A, private equity and venture capital investments, leveraged buyouts, recapitalizations, joint ventures, and related general corporate counseling. He has led transactions ranging from a few million dollars to over \$1 billion in a variety of industries.

Scott Yarbrough joined his firm in April 2007 and has significant experience in structuring and arranging complex bank amendments, executing bond tenders and exchanges as well as negotiating exit financings, DIPs and other complex capital structure modifications across Leveraged Finance.

4 Easy Ways to Register

1 www.cle.com/charlotte

2 FAX (303) 321-6320

3 PHONE (800) 873-7130

4 MAIL
CLE INTERNATIONAL
1620 Gaylord Street
Denver, CO 80206

YES! Please register the following:

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State: _____ Zip+4: _____

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Cancellation

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 prior to the Conference. Substitutions may be made at any time.

Tuition

- \$895 per person
- \$795 each for two or more
- \$795 each for government, 501(c)(3) organizations, full-time judges, law students and paralegals
- \$695 each for two or more government, 501(c)(3) organizations, full-time judges, law students and paralegals

Home Study

- Audio transcript and course materials
- \$895 plus \$10 shipping and handling

Course Materials Only

- \$150 plus \$10 shipping and handling

Course materials available in: CD Binder Both (Extra cost: \$50/set)

Payment

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Including One Hour of Ethics

Earn up to 14 Hours CPE Credit

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