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Who Should Attend:

- Attorneys & Legal Staff
- In-house Counsel
- Investors
- Lenders
- CEOs & CFOs
- Financial Planners
- Accountants
- Anyone Involved in
Public and Private
Investments in Today's
Market

Private Equity

MAY 18, 2011 ♦ CITYPLACE CONFERENCE & EVENT CENTER ♦ DALLAS, TX

Don't Miss This Conference!

Please join Program Co-Chairs Rick Lacher of Houlihan Lokey, and I. Bobby Majumder of K&L Gates LLP, along with the rest of our outstanding faculty, as they cover these topics:

- **Keynote Presentation by Ed H. Bowman, CPA, President/CEO/Director, SOURCECORP**
- *Market Update*
- *Anatomy of a Private Equity Deal – 2011*
- *Private Equity Investor's Perspective*
- *Terms and Forms Update*
- *Accounting Developments Affecting Private Equity*
- *Legal and Regulatory Updates*

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**CONFERENCE
SCHEDULE
INSIDE**





9:00 Introduction and Overview

Rick Lacher, Program Co-Chair
Houlihan Lokey

I. Bobby Majumder, Program Co-Chair
K&L Gates LLP

9:10 Market Update

Current State of Middle Market Private Equity; Positioning for Sale; Where are We Relative to 2010, and Where are We Headed?

Rick Lacher, Managing Dir.
Houlihan Lokey

9:45 Anatomy of a Private Equity Deal – 2011

How Do Middle Market Deals Work; Latest Developments in Deal Terms and Structures; Key Issues for Buyers and Sellers

Harlan P. Cohen
Gibson Dunn

James R. Hanna
Vinson & Elkins LLP

Glenn D. West
Weil Gotshal & Manges LLP

11:00 Break

11:15 Keynote Presentation

CEO's Perspective on the Relationship between Management and the Fund Sponsor, Governance, Economics, Incentive Compensation, and Managing through the Exit

Ed H. Bowman, CPA,
President/CEO/Dir. (*Invited*)
SOURCECORP

12:00 Lunch (on your own)

1:00 Private Equity Investor's Perspective

Fund Sponsor Perspective on Deal Flow, Valuations, Exits and Dealing with Lenders to Troubled Companies; The Emergence of Growth Equity Minority, Equity Investing

Jay "Bud" I. Applebaum, Principal
Wingate Partners

Jeff S. Fronterhouse,
Co-CEO, Co-Founder/LLC Ptr.
Brazos Private Equity Partners LLC

Robert A. Poletti, Principal
Levine Leichtman Capital Partners

2:00 Terms and Forms Update

Market Check; Changes and Differences in Docs in 2011; Target and Sponsors; The View from Corporate Counsel; The View from Lender Counsel; The State of Risk Assumption; 3rd Party Issues; How are Lenders Getting Deals Done?

Matthew H. Hildreth, President/CEO,
Dallas-Fort Worth Region
Amegy Bank of Texas

Randall M. Kob, Managing Dir.
Prudential Capital Group

Charles P. Miller
Patton Boggs LLP

2:45 Break

3:00 Accounting Developments Affecting Private Equity

Update on New Accounting Developments and Their Impact on Private Equity Deals; Unique Tax Considerations

Michael Capilouto, CPA,
Partner, Private Equity Acctg. Advisory Ctr.
Ernst & Young LLP, New York, NY

Peter F. Riley, CPA
K&L Gates LLP

3:45 Legal and Regulatory Updates

Delaware M&A and Corporate Law Developments

Wilson Chu
K&L Gates LLP

James P. Smith, III
Dewey & LeBoeuf LLP

Gregory V. Varallo
Richards Layton & Finger

4:45 Adjourn

UPCOMING SEMINAR SCHEDULE:

5th Annual Best Practices for Owning & Operating a Winery

Mar. 10-11, 2011 ~ Sonoma County, CA

Green Building: Legal & Regulatory Realities

Mar. 18, 2011 ~ Santa Monica, CA

Insurance in the Construction Industry

Apr. 7, 2011 ~ Portland, OR

12th Annual Venture Capital Financing

Apr. 29, 2011 ~ Seattle, WA



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Private Equity

Rick Lacher, Program Co-Chair, is a Managing Director with Houlihan Lokey, where he co-heads the firm's investment banking efforts in the Southwest, co-heads the firm's M&A group and is a co-director of its national Fairness Opinion Committee. He has nearly 30 years experience advising public and private clients on mergers, acquisitions, dispositions, leveraged buyouts, capital-raising activities and assessing strategic alternatives.

I. Bobby Majumder, Program Co-Chair, is a partner with K&L Gates LLP. His practice is focused on corporate and securities transactions, including advising on mergers and acquisitions; public company representation, PIPE transactions, representation of private equity funds, hedge funds and venture capital funds in connection with formation, investments and representation of companies receiving venture capital and private equity.

Ed H. Bowman, CPA, Keynote Speaker, is President, CEO, and a Director of SOURCECORP, a business process outsourcing and consulting company. He established the company's initial operations, transitioned the company from a startup, through an IPO, to a \$330 million company that operates from approximately 37 locations in the U.S., the Philippines, Mexico and India.

Jay "Bud" I. Applebaum, a principal with Wingate Partners, joined the firm in 1989. Prior to that, he participated in forming Plexus Financial Services, Inc., a holding company for businesses with combined annual revenues of \$225 million. He joined Plexus from Salomon Brothers, Inc. where he was with the firm's Merger and Acquisition Group in New York.

Michael Capilouto, CPA, a partner with the Private Equity Accounting Advisory Center at Ernst & Young LLP, leads a group of experienced transactions executives who provide SEC reporting and financial accounting advisory services covering SEC reporting, business combinations, stock compensation, financial instruments and revenue recognition.

Wilson Chu, a partner with K&L Gates LLP, focuses on mergers, acquisitions, distressed M&A, joint ventures, venture capital/private equity investments, and other strategic transactions in a broad range of industries. He has significant experience in cross-border investments with the Asia-Pacific region.

Harlan P. Cohen is a partner with Gibson Dunn and a member of the firm's Corporate and Global Finance Practice Groups. He represents private equity firms, corporations and other clients in acquisitions and sales of companies, private equity investments and joint venture arrangements, and general corporate matters and financings.

Jeff S. Fronterhouse is Co-CEO, Co-founder and partner in Brazos Private Equity Partners LLC. Prior to co-founding Brazos, he was a senior investment professional at Hicks Muse, a private equity firm, and before that, he specialized in mergers and acquisitions for The First

Boston Corporation in New York and San Francisco.

James R. Hanna is an M&A/Private Equity partner with Vinson & Elkins LLP. He practices corporate law with an emphasis on mergers and acquisitions. He has extensive experience in the representation of private equity sponsors and corporations in public and private mergers and acquisitions.

Matthew H. Hildreth, President and CEO of Amegy Bank of Texas (Dallas-Fort Worth region), previously served as Senior Vice President and a Division Manager at J.P. Morgan Chase. Throughout his career, he has specialized in serving the investment and commercial banking needs of middle market companies throughout the Southwest.

Randall M. Kob is a Managing Director of Prudential Capital Group in the firm's Dallas Energy and Corporate Finance office. He is responsible for managing an \$8.3 billion portfolio of private placements with over 130 clients, and oversees the private placement activity in the firm's U.S. Southwestern territory and energy investing activities worldwide.

Charles P. Miller is the Deputy Managing Partner firm-wide with Patton Boggs LLP and a member of the firm's Management Committee, as well as an ex-officio member of the firm's Executive Committee. He counsels financial institutions, private equity funds, hedge funds, mezzanine and equity funds, and other institutional investors.

Robert A. Poletti is a partner with Levine Leichtman Capital Partners. He joined the firm in 1996 and heads its Originations Group. He is responsible for the Firm's origination activities and structuring of investment opportunities and serves on the Investment Committee of the Partnership.

Peter F. Riley, a partner with K&L Gates LLP, works with corporate, partnership and international taxation and in the tax aspects of mergers and acquisitions, leveraged buyouts and investment funds. He has advised clients on tax issues related to asset securitization, structured finance, cross-border transactions, workouts and bankruptcy.

James P. Smith III, a partner with Dewey & LeBoeuf LLP, is a member of the firm's Executive Committee, serves as U.S. Litigation Department co-chair, and is co-chair of the firm's Securities, M&A and Corporate Governance Litigation Practice Group.

Gregory V. Varallo, a Director of Richards Layton & Finger and Vice Chair of the firm's Corporate Department, focuses his practice on complex corporate and business litigation, corporate governance and corporate transactions.

Glenn D. West is Managing Partner of the Dallas office of Weil Gotshal & Manges LLP and a member of the firm's Management Committee. His practice concentrates on private equity mergers & acquisitions and corporate finance for domestic and international clients.

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