

Winning Strategies for Restructuring, Turnaround Management, and Valuation of Distressed Companies

DISTRESSED DEBT INVESTING 2002

Presentations from the leaders driving this market:

- Bingham Dana LLP
- Cerberus Capital Management, L.P.
- Congress Financial Corporation
- Decision Strategies
- Deloitte & Touche LLP
- Evercore Partners Inc
- Fitzmaurice & Company
- GE Capital
- Gerbsman Partners
- Houlihan Lokey Howard & Zukin
- Imperial Capital LLC
- Ironwood Advisory, LLC
- Jones Day Reaves & Pogue
- Lazard LLC
- Legg Mason Wood Walker, Incorporated
- Loeb Partners Corporation
- Mayer, Brown, Rowe & Maw
- McDermott, Will & Emery
- M.D. Sass Municipal Finance Partners
- Recognition Group
- River Capital Advisors
- Siguler, Guff & Company
- SSG Capital Advisors
- Swidler Berlin Shereff Friedman, LLP
- The Blackstone Group
- The Debt Exchange, Inc.
- Water Tower Capital, LLC
- White and Williams
- WL Ross & Co., LLC
- World Steel Dynamics

**Total market value of distressed debt stands at \$600 billion.
Are you maximizing your potential in this growing marketplace?**

Benefits of Attending:

- ▶ Knowing when to hold and when to fold and what to do in between
- ▶ Understanding the factors analysts consider when evaluating distressed debt
- ▶ Being aware of the risks, rewards and trade-offs of investing in distressed debt
- ▶ Avoiding problems through effective due diligence and risk assessment
- ▶ Managing a distressed debt portfolio company to create value
- ▶ Maximizing stakeholder value and intellectual property

PLUS!

**NEW OPPORTUNITIES IN TELECOM, REAL ESTATE,
AND INTELLECTUAL PROPERTY**

Supported By:



June 25-26, 2002
Hilton New York
New York City

Presented By: Strategic Research Institute's Private Equity Group

To Register Call 1-888-666-8514 / 646-336-7030 or Visit www.srinstitute.com/cx351

8:00 Registration & Continental Breakfast

8:45

Welcome and Opening Remarks

9:00

Analysts' Roundtable: Factors Considered When Evaluating Distressed Debt

- ▶ Going concern value, enterprise value, break-up value, bogus value
- ▶ Industry outlook, industry segment, industry niche, industrial waste
- ▶ Strong buy, buy, hold...
- ▶ EBIT, EBITA, EBITDAR, EBITDAR, EBITDAR, EBITDAR, EBITDAR

Richard Nejame, *Restructuring Director*
LAZARD LLC

Stephen G. Moyer, *Director of Research*
IMPERIAL CAPITAL LLC

Ronald Silverman, *Partner*, *Financial Restructuring Group*
BINGHAM DANA LLP



10:00

Sell Side Perspective: Knowing When to Hold, Draw or Fold

- ▶ Liquidation vs. reorganization
- ▶ Who are the major players?
- ▶ What is the typical size and structure?
- ▶ What's the outlook?

Mitchell A. Harwood, *Managing Director*
EVERCORE PARTNERS INC.

Thomas J. Donnelly, *Senior Vice President*
GE CAPITAL

10:45 Mid-Morning Refreshment & Networking Break

11:15

Raising Capital for Distressed Funds

- ▶ Valuation expectations
- ▶ Execution and legal risks
- ▶ Timing and feasibility
- ▶ Structuring issues

George Siguler, *Managing Director*
SIGULER, GUFF & COMPANY

11:45

Technology, Telecom, and Towers: The Perfect Storm

As of the first quarter of 2002, nearly \$50 billion of technology, telecom, and tower paper has entered the impaired or distressed price point – lots of bank debt, lots of bonds, and lots of unhappy vendors. Much of the innovative and complex technology driving the original investment thesis is still valid and viable, but conventional wisdom of the distressed investor is that it is hard to invest in when a situation that still requires new cash. The panel will address:

- ▶ Default trends
- ▶ How to find and evaluate opportunities
- ▶ Review current trends supporting the reorganization of these companies

Jeffrey R. Manning, *Managing Director*
LEGG MASON WOOD WALKER, INCORPORATED

Roger Frankel Esq., *Partner*
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

Leon A. LaRosa Jr., *Director, Reorganization and Forensic Services*
DELOITTE & TOUCHE LLP

12:30 Luncheon for Speakers & Delegates

1:45

FOR SALE: Distressed Real Estate Opportunities

- ▶ How to take control through tax liens
- ▶ How to take control through purchasing debt
- ▶ What are the steps required to enhance value?

Hugh R. Lamle, *President*

M.D. SASS MUNICIPAL FINANCE PARTNERS

Thomas R. Goodwin, *Co-Founder and Executive Vice President*
THE DEBT EXCHANGE, INC.

2:30

Investors' Strategy Session: The Risks, Rewards, and Trade-Offs of Investing in Distressed Debt

- ▶ How have return expectations changed?
- ▶ What industry segments are hot and why?
- ▶ What criteria are funds looking at when purchasing a deal?
- ▶ How active in restructuring process should an investor be?
- ▶ What global opportunities are available today?
- ▶ How do you deal with unforeseen obstacles?

F. John Stark, III, *Principal*

WATER TOWER CAPITAL, LLC

Kevin P. Genda, *Managing Director*

CERBERUS CAPITAL MANAGEMENT, L.P.

3:30 Mid-Afternoon Refreshments & Networking Break

3:45

How to Sell an Ugly Duckling: Defining and Selling a Distressed Company

- ▶ Definitions and assumptions
- ▶ Status and plan
- ▶ Defining best fit purchasers
- ▶ Valuation and alternatives
- ▶ Pricing strategy...increasing the price
- ▶ Debt and structure funding
- ▶ Packaging, warranties and finding buyers
- ▶ Negotiating and managing
- ▶ Some war stories/case studies

Edward A. Story, *Managing Partner*

IRONWOOD ADVISORY, LLC

Vicky Balmot, *Executive Vice President*

CONGRESS FINANCIAL CORPORATION

4:30

What You Should Know About Restructuring

- ▶ What's happened over the last 3 years in the bankruptcy arena?
- ▶ Bankruptcy as part of the normal business cycle
- ▶ Recent trends of stress and distress
- ▶ What are the causes and obvious flaws of companies facing difficulty today?
- ▶ How can we avoid these flaws?
- ▶ Q&A: What can you do to help your troubled company?

Harvey Tepner, *Managing Director*

LOEB PARTNERS CORPORATION

Leonard P. Goldberger, Esquire, *Partner*

WHITE AND WILLIAMS

5:15 – 7:00

Networking Cocktail Reception



8:00 Continental Breakfast

8:30
Intro to Day Two

8:35
The Resurrection of Steel Companies

Hear the stories and lessons learned from a few of the largest public restructurings/bankruptcies, such as the LTV Corporation and Bethlehem Steel deals.

MODERATOR:

Wilbur Ross, *Chairman*
WL ROSS & CO., LLC



PANELISTS:

Peter Marcus, *Managing Partner*
WORLD STEEL DYNAMICS

David Hyman Esq., *Partner*
JONES DAY REAVES & POGUE

Raffiq Nathoo, *Sr. Managing Director*
THE BLACKSTONE GROUP

9:30
Navigating the Perils of Private Bank Debt Trading

- ▶ Status of debt: distressed vs. par; assignments vs. participations; performing vs. non-performing
- ▶ Nature of documentation: trade confirmations; assignment agreements; consents and approvals
- ▶ Impact of bankruptcy: balloting, voting and claim transfers; timing and payment of distributions; limitations on trading
- ▶ Role of the Loan Syndications Trading Association (LSTA)

Nazim Zilkha, *Partner*
MAYER, BROWN, ROWE & MAW

10:00
Costs, Risks and Benefits of Control Investing

- ▶ Restructuring process
- ▶ Bankruptcy process
- ▶ Time line
- ▶ Pro-forma capital structure
- ▶ The exit

Kaleil Isaza Tuzman, *Managing Partner*
RECOGNITION GROUP

10:30 Mid-Morning Refreshment & Networking Break

10:45
A How To Guide: Managing a Distressed Portfolio Company to Create Value

- ▶ Environment at time of engagement
- ▶ Initial steps to create value
- ▶ Examples through case studies
- ▶ Lessons learned: Suggestions to avoid distressed investments

J. Scott Victor, *Managing Director*
SSG CAPITAL ADVISORS

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11:15

Maximizing Stakeholder Value in Highly Leveraged, Under-Performing and Under-Valued Technology Companies & Their Intellectual Property

- ▶ Maximizing value for under-performing, undercapitalized technology companies
- ▶ Unique issues in working with and reorganizing high technology debtors
- ▶ The worth of intellectual property in distressed companies
- ▶ Creating new IP-driven revenue streams and distribution channels to maximize shareholder value/strengthen ability to repay
- ▶ Uncover the hidden IP value to position the distressed borrower for sale

Steven R. Gerbsman, *Principal*
GERBSMAN PARTNERS

Andrew J. Sherman, Esq., *Capital Partner*
MCDERMOTT, WILL & EMERY

12:00

How to Avoid Problems: Due Diligence and Risk Assessment

- ▶ Prospect of prepackaged, pre-negotiated or freefall bankruptcy proceedings
- ▶ Timing of projected resolution or payout
- ▶ Preference, fraudulent transfer and substantive consolidation risks
- ▶ Adequate protection and priority risks
- ▶ Risks involving lack of good faith

Sam McNeil, *Managing Director*
RIVER CAPITAL ADVISORS

Peter S. Fishman, *Senior Vice President*
HOULIHAN LOKEY HOWARD & ZUKIN

Robert J. Strang, *Executive Vice President*
DECISION STRATEGIES

Steve Lewis, *VP, Sales & Marketing*
FITZMAURICE & COMPANY



1:00 Conference Concludes

Hold the dates for two premiere alternative investment forums in one location!

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Announcing:

2002 Private Equity Roundup East

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&

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Dear Executive,

In recent months, maintaining a successful business with the rapid changes in the economy has proven much more difficult and challenging. And in the face of an uncertain market, it is quite unlikely to forecast when the economic downturn will shift, leaving companies with the realization that they may be facing bankruptcy. High tech and industrial sectors alike are facing similar obstacles in these testing times. In just three years, distressed debt has increased from **\$77 billion to \$600 billion!**

At Strategic Research Institute's timely event on Distressed Debt Investing at the Hilton New York this June 25-26, 2002, learn winning strategies for restructuring, turnaround management, and valuation of distressed companies. Gain the knowledge needed to thrive in the distressed debt arena through panel discussions, presentations, and case studies, which address these sectors: Telecom & Towers, Real Estate, Industrial, and Intellectual Property in Technology Companies. And hear experienced investors and investment advisors discuss:

- ▶ The factors analysts consider when **evaluating distressed debt**
- ▶ Knowing when to hold and when to fold and what to do in between
- ▶ The **risks, rewards and trade-offs** of investing in distressed debt
- ▶ How to avoid problems through **due diligence and risk assessment**
- ▶ Managing a distressed debt portfolio company to **create value**
- ▶ Examine the new opportunities in **telecom, real estate debt and intellectual property**

To participate in this exclusive event, simply complete the registration form or register online at www.srinstitute.com/cx351. You may also register by phone at 1-888-666-8514, via fax at 646-336-5891 or by e-mail at info@srinstitute.com. For sponsorship information please call Amy Baker at (212) 967-0095.

I look forward to seeing you in New York in June.

Sincerely,



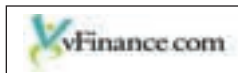
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placements, mergers and acquisitions, leveraged buyouts, venture capital and tax and accounting issues. CFW, the industry's best weekly source of news for over two decades.



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Sponsorship and Exhibit Opportunities

Sponsorship - Sponsoring a reception, luncheon or breakfast will maximize your company's recognition and provide you the opportunity to network with targeted senior level executives.

Tabletop Exhibits - Offers you the perfect opportunity to show your target market what your product or services can do for their business. A limited number of exhibit tables are available and are strategically positioned to guarantee optimum exposure.

To maximize your company presence to this target market, please contact Amy Baker at (212) 967-0095 or abaker@srinstitute.com.

PREVIOUS ATTENDEES OF OUR DISTRESSED DEBT INVESTING CONFERENCE INCLUDE DECISION MAKERS FROM:

American Banker
 American Cash Flow Journal
 American Lawyer Media
 AMP, Henderson Global Investors
 APS Financial Corp.
 Associated Trade Press
 Bain Capital, Inc.
 Banc of America Securities LLC
 Bank Loan Report
 Benesch, Friedlander, Coplan & Aronoff
 Berenson Minella & Company
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 Lighthouse Partners
 LeBoeuf, Lamb, Greene & MacRae
 Legg Mason Wood Walker, Incorporated
 Links Capital Group
 Links Point, Inc.
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 The Daily Deal
 The Fuji Bank, Ltd., Syndication
 The Industrial Bank of Japan
 The Private Investment Banking Company
 Thompson Financial
 Tinicum Capital Partners
 Tyler & Company
 W.R. Huff Asset Management
 Wellington Management Company
 Working Ventures Canadian Fund

Who Should Attend:

Investment Managers from:

- Private Equity Funds
- Pension Funds
- Hedge Funds
- Funds of Funds
- Offshore Funds
- Vulture Funds
- Mutual Funds

Restructuring Advisory/Investment Groups including:

- Loan or Workout Specialists
- Investment Banks
- Merchant & Commercial Banks
- M&A Specialists
- Loan Originators & Lending Officers
- Real Estate Lenders & Investors
- Insurance Companies

Also of strategic interest to:

- Traders, Loan and Bond Portfolio Managers
- General Counsel
- Bankruptcy Attorneys
- Private Placement Specialists
- Tax & Accounting Specialists

DISTRESSED DEBT INVESTING 2002

June 25-26, 2002

Hilton New York • New York City

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easy ways to register

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8:30 - 5:30, Eastern Time

Monday - Friday

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Strategic Research Institute

236 West 27th Street, 8th Floor

New York, NY 10001

EMAIL info@srinstitute.com

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Payments: The registration fee for this conference is **\$1495**. TMA members: **\$1295**. This includes all breakfasts, lunches, refreshments, receptions and the conference documentation workbook. Payments may be made by company check, American Express, Visa, MasterCard or Diner's Club. Please make checks payable to Strategic Research Institute L.P. and be sure to write the registrant's name on the face of the check along with the conference code CX351. Payments must be received (10) ten days prior to the conference.

Hotel Accomodations: We have reserved a limited block of rooms with the hotel at a special discounted rate for attendees. To secure your accommodation, please contact the hotel at least 4 weeks in advance and be sure to mention that you are a Strategic Research Institute delegate.

Suggested Dress: Business Casual

Discounts

Group Discounts Available: If you send two delegates to this conference at the full registration fee, the third and subsequent delegates receive a \$200 discount off the conference registration fee.

Frequency Program: If you personally attend three Strategic Research Institute conferences in 2002 as a fee paying delegate, you will be credited 50% off the full registration fee of the third event. Please be sure to indicate that it is your third event when registering so that your invoice may be adjusted accordingly. Discounts cannot be combined.

Venue: **Hilton New York**
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Cancellations: All cancellations will be subject to a \$227 administration fee. In order to receive a refund, your notice of cancellation must be received in writing (by letter or fax) 10 DAYS BEFORE. We regret that refunds will not be issued after this date. The registration fee may be transferred to you or another member of your organization for any Strategic Research Institute conference during the next 12 months. If you plan on sending a substitute in your place, you must notify us as soon as possible so that the necessary preparations can be made. In the event of a conference cancellation, Strategic Research Institute assumes no liability for non-refundable transportation costs, hotel accommodations or additional costs incurred by registrants.

CLE Credits: This conference will qualify for CLE credits with most State Bar Associations. For more information, please call Katherine Jimenez at (310) 284-5935; or email kjimenez@srinstitute.com prior to the conference..

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