

PRIVATE COMPANIES

Tools to Make Them Thrive

A guide for attorneys, financial advisors and management

Earn up to 10.75 Hours of Credit Including .5 Hour of Ethics Credit
CPE Credit Available for Accountants



January 13–14, 2005

Four Seasons Hotel

Austin, Texas

Conference Bonus—Register a Client for \$200

PRIVATE COMPANIES:

Tools to Make Them Thrive

January 13–14, 2005 • Four Seasons Hotel • Austin, Texas

Earn up to 10.75 Hours of Credit Including .5 Hour of Ethics Credit • CPE Credit Available for Accountants

THURSDAY MORNING, JAN. 13, 2005

Presiding Officer:
Denise Voigt Crawford, Austin

9:00 a.m. Registration Opens
Includes continental breakfast.

9:50 a.m. Welcoming Remarks

10:00 a.m. .50 hr

Interpersonal Dynamics of Private Companies

Private companies come in a variety of shapes and sizes; frequently family relations pervade the organization. What are the most effective organizational structures for companies of various sizes? Internal controls? The most effective leadership or management strategies? Implications for particular contracts they enter? What are the best strategies for an organization to grow from a small group to a much larger one? What are the particular problems and potential solutions when organizations are growing rapidly?

J. William Boyar, Houston

10:30 a.m. 1.00 hr

Anatomy of a Contract

The contract is the vehicle through which most of business gets done, whether it is a purchase order or invoice, an end user license agreement or a more specific and tailored document. What are the key provisions in any contract? What does all that standard language about indemnification, insurance obligations, representations and warranties, choice of law, arbitration, etc. mean in Texas contracts? Do you recognize strategies to insure enforceable contracts or deliberately make an unenforceable one? War stories about why a good, clear writing style, deliberate choice of words, and use of specific language matters. The session closes with a discussion of contracts from a litigation perspective.

Carol Bavousett Mattick, San Antonio
David S. Sokolow, Austin (invited)

11:30 a.m. .50 hr

Why the Form of Business Matters

A quick primer for lawyers, accountants, and business people, comparing and contrasting the features of different entities organized in both Texas and Delaware. A discussion of why and when to change the form of entity of an ongoing business, such as creation of tax benefits or in preparation for an acquisition.

Daniel G. Baucum, Dallas

12:00 p.m. Lunch on your own

THURSDAY AFTERNOON

Presiding Officer:
Carol Bavousett Mattick, San Antonio

1:15 p.m. 1.00 hr

Smart Borrowing from Banks

This session provides practical strategies for establishing and enhancing banking relationships, including discussion of currently available loan instruments and financing sources. This session also covers the role of bank financing as part of the company's overall financial management, including optimizing debt structures, dealing with lending covenants, managing personal guarantees by equity holders, and emerging trends in financing.

Roy C. Snodgrass III, Austin
Frank Goldberg, Houston
Merriman Morton, Austin

2:15 p.m. 1.25 hr

Raising Private Equity

Private companies often need equity capital to grow or to meet particular market opportunities. This segment will discuss what kind of deals qualify as equity financing, how to prepare a private placement offering, including preparation of the private placement memorandum and related disclosure issues, and technical securities compliance issues. The session also covers the economics of such financings from the investor and company perspective, including methods to returns to investors absent a public offering.

Adrienne Randle Bond, Houston
Denise Voigt Crawford, Austin

3:30 p.m. Break

3:45 p.m. 1.50 hr

Employer-Employee Relationships: A Primer on Employee Compensation, Covenants and Benefits

An organization's long-term success is accomplished through its employees. The quid pro quo between employer and employee is established by compensation programs and the legal agreements that support them. The warning signs of inadequate compensation programs and agreements often include an inability to attract the right people, missed bonus objectives, miscommunication and mistrust due to a lack of documentation and high turnover. *(continued)*

Using a case study approach, a compensation consultant and a tax attorney will discuss developing a company's compensation program including incentive programs and employee benefit plans as retention devices.

The presentation will include a discussion of handbooks and their coordination with HR policies and procedures; hiring practices ("at-will employment" in Texas); employee agreements (confidentiality, non-compete and employment agreements); and protecting intellectual property and employee work products.

Linda A. Wilkins, Dallas
Constance G. Mullen, MBA, Austin

5:15 p.m. Adjourn

FRIDAY MORNING, JAN. 14, 2005

Presiding Officer:
Bill Swanstrom, Houston

8:30 am Conference Room Opens

Continental breakfast provided.

9:00 a.m. .75 hr including .25 hr of ethics

Governance and Control Strategies for Private Companies

How do you develop the best governance model for your company and insure that control is in the right hands? What are the respective powers and duties of owners, directors, officers and employees, how are they set, and when can they be modified? What are the basic documents required? What ethical issues arise? Written materials include a practice guide checklist.

Bruce M. Mitchell, San Antonio

9:45 a.m. .50 hr

Minority Shareholder Issues

What rights do minority shareholders have in closely held companies, i.e., can minority shareholders protect themselves from freeze outs, squeeze outs, and other "economic oppression"? What role does the business judgment rule play in this area? Can small companies prevent their business from being held hostage to a vocal, disgruntled minority shareholder? Litigation of these issues is increasing as this area of the law continues to develop in Texas. Learn about the relevant statutory provisions, the Texas cases that address these issues, and the emerging trends in minority shareholder litigation.

Ladd A. Hirsch, Dallas

10:15 a.m. Break

10:30 a.m. .75 hr

Business Valuation 101

A valuation expert will take you through an overview and methodology of putting value to your company and give you a list of 10 things you can do to increase the value of your company.

Lawrence (Larry) Schumann, CBI, BCB, Austin

11:15 a.m. .75 hr including .25 hr of ethics

Implementation and Documentation of the Family Business Succession Plan

A discussion of various family business succession plan options including the effective use of the family business mission statement, non-competition agreement, entity choices, IRC 355 actions, employment agreement (including non-family employee deferred benefit agreement), as well as the ethical issues facing the lawyer who works with the family in the succession process.

Michael V. Bourland, Fort Worth

12:00 p.m. Lunch on your own

FRIDAY AFTERNOON

Presiding Officer:

Edward A. Cavazos, Austin

1:15 p.m. 1.00 hr

Planning to Sell the Company: Doing It Right and Getting the Best Value

This segment will discuss how to put your company into play, including the effective use of brokers as well as strategies such as courting competitors and potential strategic partners. What are the dynamics of the sale process? What are useful negotiation strategies and tactics, including how to get the best price and whether and how to use a letter of intent. What are useful due diligence strategies? What are the key provisions of the sales documents that provide protection of the seller in the sale process?

Bill Swanstrom, Houston

Lawrence (Larry) Schumann, CBI, BCB, Austin

2:15 p.m. .50 hr

Hate Mail for Non-Lawyers and Non-Litigators

The smoking "demand letter" arrives certified mail.... what should you do? This session provides examples of effective, ineffective and even counterproductive demand letters, and strategies for dealing with them.

Christopher T. Brown, Austin

2:45 p.m. .75 hr

Running on Empty: Managing and Dealing with Distressed Companies

Business lawyers, financial advisors and managers need to be alert for signs of financial distress. This topic will discuss the early warning signals for financial problems, what can be done to avert financial melt-down, how to distinguish fixable problems from fatal death blows, and what can be done in the crisis.

Thomas S. Henderson, Houston

William Snyder, Dallas

3:30 p.m. Adjourn

Mail this registration form or fax a copy to: (512) 475-6876

REGISTRATION FOR PRO5

The University of Texas School of Law • Office of Continuing Legal Education
Attn: PRO5 • Post Office Box 7759 • Austin TX 78713-7759

PLEASE PRINT CLEARLY

Bar Card# _____ ☐ TX ☐ Other State: _____ ☐ N/A

CPA # _____ ☐ TX ☐ Other State: _____ ☐ N/A

Name [Mr. / Ms.] _____

Firm _____

Address _____

City _____ State _____ Zip _____

Telephone _____ Fax _____

E-mail Address _____

REGISTRATION:

Includes Course Binder

☐ Early Registration Fee due by Wed., January 5, 2005 \$375.00

☐ Registration Fee after Wed., January 5, 2005 \$425.00

CONFERENCE PUBLICATIONS AND MEDIA

Allow 2-3 weeks from the conference date for delivery.

☐ Course Binder \$200.00

Note: Conference registration includes Course Binder.

☐ Audio CD Set \$175.00

☐ eBinder on CD (PDF format) \$200.00/\$50.00
(\$200 purchased alone, \$50 with registration or purchase of Course Binder or Audio CD Set)

REGISTER A CLIENT!

Add a client registration with purchase of your registration.

CLIENT INFORMATION:

Bar Card# _____ ☐ TX ☐ Other State: _____ ☐ N/A

CPA # _____ ☐ TX ☐ Other State: _____ ☐ N/A

Name [Mr. / Ms.] _____

Firm _____

Address _____

City _____ State _____ Zip _____

Telephone _____ Fax _____

E-mail Address _____

☐ Early Client Registration Fee due by Wed., Jan. 5, 2005 \$200.00

☐ Client Registration Fee after Wed., Jan. 5, 2005 \$250.00

TOTAL ENCLOSED \$ _____

METHOD OF PAYMENT

☐ Check (make checks payable to: The University of Texas at Austin)

☐ VISA or ☐ Mastercard (sorry, no AMEX or Discover)

Card # - - -

X _____ /
Authorized Signature Exp. Date (mm/yy)

AUSTIN

January 13–14, 2005

CONFERENCE LOCATION



Four Seasons Hotel

98 San Jacinto
Austin, TX 78701
(512) 685-8100

SPECIAL RATE \$195 single or double
(subject to availability) good
through December 17, 2004

Parking: \$5 self-parking; \$10 valet

KEY DATES

Registration and Cancellation

January 5, 2005, 5 p.m.

•last day for early registration
add \$50 for registrations
received after this time

January 7, 2005, 5 p.m.

•last day for full refund

January 10, 2005, 5 p.m.

•last day for partial refunds
\$50 processing fee applied

January 13, 2005, 10 a.m.

•conference begins

M
C
L
E

This course has been approved
for Minimum Continuing Legal
Education credit by the State
Bar of Texas Committee on
MCLE in the amount of 10.75
hours, of which .5 credit hour
will apply to legal ethics/pro-
fessional responsibility credit.

CONFERENCE FACULTY

DANIEL G. BAUCUM
Baucum, Starr, & Brown LLP
Dallas

ADRIENNE RANDLE BOND
Attorney-at-Law
Houston

MICHAEL V. BOURLAND
Bourland, Wall & Wenzel, P.C.
Fort Worth

J. WILLIAM BOYAR
Boyar & Miller
Houston

CHRISTOPHER T. BROWN
Baker Botts L.L.P.
Austin

DENISE VOIGT CRAWFORD
Texas State Securities Board
Austin

FRANK GOLDBERG
Briar Capital
Houston

THOMAS S. HENDERSON
Munsch Hardt Kopf & Harr, P.C.
Houston

LADD A. HIRSCH
Clouse Dunn Hirsch LLP
Dallas

CAROL BAVOUESETT MATTICK
Carol Bavousett Mattick, P.C.
San Antonio

BRUCE M. MITCHELL
Oppenheimer, Blend, Harrison & Tate, Inc.
San Antonio

MERRIMAN MORTON
Texas Capital Bank - Austin Region
Austin

CONSTANCE G. MULLEN, MBA
Compensation & Organizational
Solutions, Inc.
Austin

LAWRENCE (LARRY) SCHUMANN, CBI, BCB
Corporate Investment
Austin

ROY C. SNODGRASS III
Graves, Dougherty, Hearon & Moody, P.C.
Austin

WILLIAM SNYDER
Corporate Revitalization Partners, L.L.C.
Dallas

DAVID S. SOKOLOW (INVITED)
The University of Texas School of Law
Austin

BILL SWANSTROM
Locke Liddell & Sapp LLP
Houston

LINDA A. WILKINS
Locke Liddell & Sapp LLP
Dallas

PLANNING COMMITTEE

ADRIENNE RANDLE BOND
Attorney-at-Law
Houston

CHRISTOPHER T. BROWN
Baker Botts L.L.P.
Austin

EDWARD A. CAVAZOS
Andrews Kurth LLP
Austin

DENISE VOIGT CRAWFORD
Texas State Securities Board
Austin

CAROL BAVOUESETT MATTICK
Carol Bavousett Mattick, P.C.
San Antonio

BRUCE M. MITCHELL
Oppenheimer, Blend, Harrison & Tate, Inc.
San Antonio

LAWRENCE (LARRY) SCHUMANN, CBI, BCB
Corporate Investment
Austin

BILL SWANSTROM
Locke Liddell & Sapp LLP
Houston

MICHAEL J. ESPOSITO
The University of Texas School of Law
Austin

About the Conference

There are many more privately held companies than publicly traded companies in the U.S. Not all private companies are "small"; many have annual revenues in excess of \$50 million. Not all private companies are "new" or "emerging." In fact, many have been in business profitably for ten years or longer. Not all private companies are on, or even want to be on, a growth track designed to culminate in a liquidity event. However, acquisition and liquidity events often come up in the context of succession planning and estate planning for a founder CEO. Private companies have unique cultures, often defined by the philosophies and skills of their equity holders.

If you advise private companies, or are a decision-maker at a private company—this program is for you. Key legal and financial issues—contracts, banking, financings, employee issues, majority-minority shareholder disputes, valuations, succession planning—are presented in a practical manner, with checklists, forms, strategies, and resources you can immediately put to use.

UTCLE

THE UNIVERSITY OF TEXAS AT AUSTIN
THE UNIVERSITY OF TEXAS SCHOOL OF LAW
P.O. Box 7759 • Austin, TX 78713-7759

This program is not printed or mailed at state expense.

PRIVATE COMPANIES:

Tools to Make Them Thrive

January 13–14, 2005 • Four Seasons Hotel • Austin, Texas

NON-PROFIT-ORG

U.S. Postage Paid
The University of
Texas
School of Law

E-mail us at

utcle@mail.law.utexas.edu

or call us at

512-475-6700

for more information