

# **2006 Private Companies: Tools to Make Them Thrive**

## **January 19-20, 2006 • InterContinental Stephen F. Austin Hotel • Austin, TX**

### **Thursday Morning, Jan. 19, 2006**

#### **Presiding Officer:**

**Carol Bavousett Mattick**, Carol Bavousett Mattick, PC - San Antonio, TX

9:00 am 1.00 hr	<p><b>Contracts as Legal and Business Tools: Opportunities and Pitfalls</b></p> <p>A guide and review of key features, opportunities and pitfalls of contracts from the perspective of legal advisor, financial advisor and business owner.</p> <p>Carol Bavousett Mattick, Carol Bavousett Mattick, PC - San Antonio, TX</p>
10:00 am 0.75 hr	<p><b>Avoiding Labor Pains</b></p> <p>How to insulate the company from employment law claims and how to strengthen the company's defenses if a lawsuit is inevitable.</p> <p>Connie Cornell, Cornell Smith &amp; Mierl, LLP - Austin, TX</p>
11:00 am 0.75 hr	<p><b>Special Tax and Governance Issues Faced by Pass-Through Entities</b></p> <p>The majority of private businesses are held in some form of pass-through entity, such as an LLC or LLP, in order to avoid double taxation at the corporate level. LLPs and LLCs offer many advantages over corporations, in terms of tax treatment, allocations of profit and loss, and innovative control structures. This session covers special tax and governance issues faced by pass-through entities.</p> <p>Adrienne Randle Bond, Bond &amp; Smyser LLP - Houston, TX</p>

### **Thursday Afternoon, Jan. 19, 2006**

#### **Presiding Officer:**

**Randy G. Finch**, Westlake Securities - Austin, TX

12:00 pm 0.75 hr	<p><b>Lunch Presentation: Effective Compensation Strategies: Options, Equity, and Bonuses—What Works in Various Types of Companies</b></p> <p>Compensation tools and strategies that best incentivize management and employees may differ substantially depending on the goals and growth paths of the company. A panel of experienced business, legal and compensation advisors debate and discuss the role and structure of stock options, deferred comp and bonus plans, in light of corporate growth and liquidity event goals. Sample compensation documents will be included as written materials for this presentation (but will not be discussed).</p> <p>Christopher S. Crawford, Longnecker &amp; Associates - Spring, TX Richard R. Ertel, Attorney at Law - Mabank, TX Randy G. Finch, Westlake Securities - Austin, TX</p>
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1:15 pm 1.25 hrs	<p><b>Raising Capital: Options, Process, Pitfalls</b></p> <p>This session highlights options for raising capital, including a discussion of process and pitfalls: business, financial and legal issues will be covered and sample deal forms provided for financing from angel investors, venture capitalists, private equity groups, and senior lenders.</p> <p>Adrienne Randle Bond, Bond &amp; Smyser LLP - Houston, TX Denise Voigt Crawford, Texas State Securities Board - Austin, TX Randy G. Finch, Westlake Securities - Austin, TX</p>
2:30 pm 1.00 hr	<p><b>Liquidity Events: How to Help Your Client Plan for and Choose the Right Alternative</b></p> <p>Explore the differences between an outright sale of the company vs. a recapitalization—and other equity financings—in order to counsel clients who are considering how to realize value from their business. The speakers will also discuss recent examples of how to structure and negotiate these types of deals.</p> <p>Randy G. Finch, Westlake Securities - Austin, TX Robert R. Kibby, Munsch Hardt Kopf &amp; Harr - Dallas, TX</p>
3:45 pm 0.50 hr	<p><b>Business Valuation 101</b></p> <p>Using a “rule of thumb” to value a private company may be easy, but most likely not accurate. This session will provide an overview of the accepted business valuation approaches and methodologies used by professionals.</p> <p>Lawrence Schumann, Corporate Investment - Austin, TX</p>
4:15 pm 0.75 hr	<p><b>Disputes Arising Among Business Owners of Privately Held Companies: My Brother—He Ain’t Heavy, but I Wish I Had a Buy/Sell Agreement</b></p> <p>This topic focuses on the duties owed by business owners to the private entities they own and manage, and to other owners of the business. The discussion includes strategies for avoiding litigation by and among business owners in the formation, operation and dissolution of private companies and partnerships.</p> <p>Leonard A. Hirsch, Diamond McCarthy, LLP - Dallas, TX</p>
5:00 pm 0.75 hr	<p><b>Counseling the Business Client to be Litigation Savvy</b></p> <p>From document retention to director’s resignation—a nuts-and-bolts discussion of key litigation issues facing most private companies.</p> <p>Robert O’Boyle, Strasburger &amp; Price, L.L.P. - Austin, TX</p>

## Friday Morning, Jan. 20, 2006

### Presiding Officer:

**Denise Voigt Crawford**, Texas State Securities Board - Austin, TX

9:00 am 0.50 hr	<p><b>Growth and Demographics of the Hispanic Market</b></p> <p>An overview and analysis of the growth and demographic characterization of Hispanics in the U.S. with particular emphasis on Texas and the Southwest.</p> <p>Kristine Hopkins Ph.D., Population Research Center</p>
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9:30 am 0.75 hr	<b>Reaching Hispanic Markets: Myths, Pitfalls and Opportunities</b>  How to de-mystify (and de-mythicize) the Latino consumer in the U.S.  Jerry Hough, Primera Latino Marketing - San Antonio, TX
10:15 am 0.50 hr	<b>The Entrepreneur's Perspective</b>  Strategies for success and views on growth and succession. What the entrepreneur looks for in legal and financial service providers.  Russell Molina, Houston, TX
11:00 am 1.50 hrs	<b>Effective Negotiating Strategies Workshop</b>  What kinds of behaviors and thought patterns contribute to good negotiated outcomes? In this session, we'll briefly explore some best practices, and some frequent pitfalls, evident in common business negotiations.  Gaylen D. Paulson, UT McCombs School of Business - Austin, TX

## Friday Afternoon, Jan. 20, 2006

### Presiding Officer:

**Carol Bavousett Mattick**, Carol Bavousett Mattick, PC - San Antonio, TX

1:30 pm 0.50 hr	<b>Innovative Strategies to Take Money Out of the Closely-Held Business</b>  This presentation will outline alternate planning methods available to particular business entities and their owners to use at year end and during the taxable year to take money out of the company while incurring the minimum federal income tax liability.  Darold Maxwell, Coats Rose Yale Ryman & Lee PC - Houston, TX
2:00 pm 0.00 hr 0.25 hr ethics	<b>Planning for Succession: Special Tools and Considerations</b>  A review of planning, implementation and documentation of various options to pass on the family business. The discussion covers effective use of the family business mission statement, non-competition agreements, entity choices, IRC 355 actions, employment agreements (including non-family employee deferred benefit agreements), and the ethical issues facing the lawyer who works with the family in the succession process.  Michael V. Bourland, Bourland Wall & Wenzel - Fort Worth, TX Carol Bavousett Mattick, Carol Bavousett Mattick, PC - San Antonio, TX