

2013 VALCON 2013
February 20-22, 2013 • Four Seasons Hotel • Las Vegas, NV, NV

Wednesday Afternoon, Feb. 20, 2013

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| 12:15 pm | Registration Opens |
| <hr/> Fundamentals of Valuation Analysis Presiding Officer: Greg F. Hallman , The University of Texas at Austin, McCombs School of Business - Austin, TX | |
| 12:50 pm 0.00 hr ethics | Welcoming Remarks |
| 1:00 pm 1.25 hrs | Fundamentals of Valuation Analysis, Part I: The Application of Basic Valuation Concepts and Models to Recent Bankruptcy Cases A "basics" valuation session, demonstrating the use of basic models in actual bankruptcy cases as well as litigation, and showing how basic models are in many ways superior to more complicated models sometimes used by academics and specialized practitioners. Greg F. Hallman, The University of Texas at Austin, McCombs School of Business - Austin, TX |
| 2:15 pm 0.00 hr ethics | Break |
| 2:30 pm 1.25 hrs | Fundamentals of Valuation Analysis, Part II: Applying the Models to Restructuring and Reorganization Stages Valuation models are applied to the stages of restructuring, pre-bankruptcy, DIP and cash collateral, automatic stay, post-petition interest and fees, avoidance actions, plan confirmation, fee enhancements and more. Moderator: William L. Wallander, Vinson & Elkins LLP - Dallas, TX Panelists: R. Seth Bullock, Conway MacKenzie, Inc. - Houston, TX Panelists: Brian Cejka, Alvarez & Marsal - Dallas, TX Panelists: Adam Dunayer, Houlihan Lokey - Dallas, TX Panelists: Tonya Moffat Ramsey, Vinson & Elkins LLP - Dallas, TX |
| 3:45 pm 0.00 hr ethics | Break |

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| <p>4:00 pm 1.25 hrs</p> | <p>Fundamentals of Valuation Analysis, Part III: Testing the Models in Case Decisions and Other Scenarios</p> <p>An update on key valuation case law, with a detailed discussion of how valuation models were implemented, examples of strategic and tactical decision making and a few war stories from hands-on experienced practitioners.</p> <p>Moderator: Greg F. Hallman, The University of Texas at Austin, McCombs School of Business - Austin, TX</p> <p>Panelists: Albert S. Conly, FTI Consulting - Dallas, TX</p> <p>Panelists: Peter M. Gilhuly, Latham & Watkins LLP - Los Angeles, CA</p> <p>Panelists: James R. Latimer, Blackhill Partners - Dallas, TX</p> <p>Panelists: Frank A. Merola, Stroock & Stroock & Lavan, LLP - Los Angeles, CA</p> <p>Panelists: William L. Wallander, Vinson & Elkins LLP - Dallas, TX</p> |
| <p>5:15 pm 0.00 hr ethics</p> | <p>Adjourn</p> |

Technical Valuation Workshop

Presiding Officer:

Grant W. Newton, Pepperdine University and AIRA - Medford, OR

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| <p>12:50 pm 0.00 hr ethics</p> | <p>Welcoming Remarks</p> |
| <p>1:00 pm 1.25 hrs</p> | <p>The Benefits and Costs of Bankruptcy: Update on the Scholarly Research</p> <p>An update on the sometimes-exciting academic research now being conducted on corporate restructurings and bankruptcy. Topics include advances in our understanding of the benefits and costs of bankruptcy, trends in the accuracy of confirmation values, private equity firms and financial distress, and the impact of distress debt trading.</p> <p>Moderator: R. Brandon Aebersold, Lazard Frères & Co. LLC - New York, NY</p> <p>Panelists: Edith Hotchkiss, Boston College, Carroll School of Management - Boston, MA</p> <p>Panelists: David C. Smith, University of Virginia, McIntire School of Commerce - Charlottesville, VA</p> |
| <p>2:15 pm 0.00 hr ethics</p> | <p>Break</p> |

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| <p>2:30 pm 1.25 hrs</p> | <p>Valuation of Contingent and Disputed Liability</p> <p>An integral part of any solvency opinion is the valuation of items such as contingent liabilities including pending litigation, guarantees, and other claims that may impact the solvency opinion. The valuation of these items is not always obvious and in some cases is at odds with GAAP. The approach to valuing these items is a blending of corporate and bankruptcy law, accounting standards, economic analysis and valuation theory. The panel examines these issues, the instructive case law in the area, and discusses the care that is required when mixing such elements with the facts and circumstances of the matter at hand.</p> <p>Moderator: Massimo Messina, Grant Thornton LLP - Chicago, IL Panelists: Ian Ratner, GlassRatner Advisory & Capital Group LLC - Atlanta, GA Panelists: Jeremy L. Wallison, Foley & Lardner LLP - New York, NY Panelists: John C. Weitnauer, Alston & Bird LLP - Atlanta, GA</p> |
| <p>3:45 pm 0.00 hr ethics</p> | <p>Break</p> |
| <p>4:00 pm 1.25 hrs</p> | <p>Report Preparation in the Context of Daubert</p> <p>How are an expert's qualifications and the relevance and reliability of the expert's opinions assessed by courts? What do attorneys expect from experts and what do experts expect from attorneys? A panel of attorneys and valuation experts discuss the criteria for expert qualification, the methodological components of reliability and offer guidance on avoiding pitfalls and bad opinions when working with experts. The panel also provides recent statistics on Daubert challenges.</p> <p>Moderator: R. Brian Calvert, Development Specialists, Inc. - Los Angeles, CA Panelists: R. Todd Neilson, Berkeley Research Group, LLC - Los Angeles, CA Panelists: Seymour Preston Jr., Goldin Associates, LLC - New York, NY Panelists: John P. Reitman, Landau Gottfried & Berger LLP - Los Angeles, CA Panelists: Steven T. Waterman, Dorsey & Whitney LLP - Salt Lake City, UT</p> |
| <p>5:15 pm 0.00 hr ethics</p> | <p>Adjourn</p> |

Wednesday Evening, Feb. 20, 2013

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| <p>5:15 pm</p> | <p>VALCON Opening Networking Reception (5:15 p.m. -6:30 p.m.)</p> <p>Join us for drinks and hors d'oeuvres with faculty and participants.</p> |
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Thursday Morning, Feb. 21, 2013

Presiding Officer:

Jay M. Goffman, Skadden, Arps, Slate, Meagher & Flom, LLP - New York, NY

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| 8:00 am | Registration Opens Includes continental breakfast. |
| 8:50 am | Welcoming Remarks |
| 9:00 am 1.50 hrs | Inside Look at Distressed Investing An in-depth discussion from the front lines of distressed investing, with multiple perspectives on how deals and decisions are made. The issues and outcomes for real companies are addressed from the perspectives of judge, financial advisor, debtor and distressed investor. Moderator: Gerard Uzzi, Millbank, Tweed, Hadley & McCloy LLP - New York, NY Panelists: Hon. Robert D. Drain, U.S. Bankruptcy Court, Southern District of New York - White Plains, NY Panelists: Gary T. Holtzer, Weil, Gotshal & Manges LLP - New York, NY Panelists: Daniel B. Kamensky, Paulson & Co. Inc. - New York, NY Panelists: Eric Siegert, Houlihan Lokey - Minneapolis, MN Panelists: Thomas A. Tormey, Goldman, Sachs & Co. - New York, NY |
| 10:30 am | Break |
| 10:45 am 0.75 hr | Standard of Value The federal code (and similarly state law) define "insolvent" as a "financial condition such that the sum of [the] entity's debts is greater than all of [the] entity's property, at a fair valuation..." 11 U.S.C. § 101(32)(A). Fair valuation is not defined in the bankruptcy code. How does fair valuation for solvency differ from fair market value which is used for valuation for income tax purposes? Or fair value which is used in shareholder oppression matters? What are the implications of using trading prices for the assets versus assuming continuity of operating within the existing legal entity? What are the differences it could create in measuring the cost of capital? Or contingent liabilities? Roger J. Grabowski ASA, Duff & Phelps LLC - Chicago, IL |
| 11:30 am 1.00 hr | Misconceptions in Valuation: Collateral Value, Enterprise Value and Reorganization Value A review of collateral, enterprise and reorganization valuation methods and how they differ, despite apparent similarities, and which methods are appropriate for particular situations. Moderator: Peter S. Kaufman, Gordian Group, LLC - New York, NY Panelists: Elizabeth Abrams, Millstein & Co. - New York, NY Panelists: Michael H. Goldstein, Stutman, Treister & Glatt - Los Angeles, CA Panelists: Michael C. Sullivan, Deloitte CRG - New York, NY |

12:30 pm

Adjourn to Keynote Luncheon Presentation

Thursday Afternoon, Feb. 21, 2013

Presiding Officer:

J. Robert Medlin, FTI Consulting - Dallas, TX

KEYNOTE LUNCHEON PRESENTATION

1:00 pm
0.75 hr

Gallatin's Revenge: Sovereign Debt Sustainability and Valuation in the Modern Era

Albert Gallatin was the longest serving U.S. Secretary of the Treasury (1801-1814) and came into the office a professed anti-Federalist, ardent proponent of fiscal responsibility, and vocal opponent of Alexander Hamilton's financial policies. However, Gallatin failed to accomplish the Jeffersonian objectives of shrinking the national debt and eliminating taxes, as he was forced to finance a war with Great Britain and the purchase of the Louisiana territory. Gallatin also supported the First Bank of the United States and proposed federally-financed infrastructure projects. Consolidation, it seems, is complicated. A discussion of the early history of sovereign debt in the US, in particular the rollup of the obligations of the colonies into the newly-constituted Federal Government, the role of the First Bank of the United States, and the political challenges of managing the debt. Sovereign debt sustainability and valuation in the modern era, focusing on governments' ability and willingness to pay, the role of central banks, and a potential resolution to the euro area crisis will be addressed.

James E. Millstein, Millstein & Co., L.P. - Washington, DC

1:45 pm

Break

2:00 pm
1.50 hrs

Multi-National Restructurings: A Comparative View of Select Jurisdictions

The core of restructuring in the United States is the value of the entity at various points in time. The valuation of the post-restructured business plan is one of the most contentious yet essential components of restructuring. In the U.S. valuation takes on a strategic and tactical significance. It impacts the form of restructure, sale v. reorganization, and going concern v. liquidation. This panel contrasts approaches used by other jurisdictions around the world.

Moderator:

Paul C. Du Vair, Mesirow Financial Consulting, LLC - Chicago, IL

Panelists:

Cory Lipoff, Hilco Merchant Resources, LLC - Northbrook, IL

Panelists:

Dominic McCahill, Skadden, Arps, Slate, Meagher & Flom LLP & Affiliates - London, United Kingdom

Panelists:

Thomas A. Morrow, AlixPartners - Southfield, MI

3:30 pm

Break

3:45 pm
1.00 hr

Valuation, Restructuring, and Taxes—The Good, the Bad, and the Ugly

A bankruptcy reorganization or out-of-court restructuring can significantly impact tax attributes such as NOLs and basis. The existence of and ability to use such attributes after a reorganization or restructuring often affects value. Two common issues must be considered with regard to a transaction's impact on such items: the reduction of tax attributes and limitations on the ability to use tax attributes. The topics address absorption of tax attributes include discharge of indebtedness income, attribute reduction, stock-for-debt exchanges, debt modifications, and elections. The loss limitation overview includes a look at section 382, special bankruptcy section 382 rules, and trading restrictions.

Moderator:

Robert Liquerman, KPMG LLP - Washington, DC

Panelists:

Steven J. Joffe, FTI Consulting, Inc. - New York, NY

Panelists:

Hon. Mark S. Wallace, U.S. Bankruptcy Court (C.D. Cal.) - Santa Ana, CA

4:45 pm
1.00 hr

Judicial Panel

Viewing valuation from the bench—what matters most to judges.

Moderator:

Jay M. Goffman, Skadden, Arps, Slate, Meagher & Flom, LLP - New York, NY

Panelists:

Hon. Kevin J. Carey, U.S. Bankruptcy Court, District of Delaware - Wilmington, DE

Panelists:

Hon. Geoffrey B. Morawetz, Ontario Superior Court of Justice, Commercial List - Toronto, ON

Hon. James M. Peck, U.S. Bankruptcy Court, Southern District of New York - New York, NY

Hon. Gregg W. Zive, U.S. Bankruptcy Court, District of Nevada - Reno, NV

5:45 pm

Networking Reception (5:45 p.m. - 7:00 p.m.)

Join us for drinks and hors d'oeuvres with faculty and participants.

Friday Morning, Feb. 22, 2013

Presiding Officer:

Kaaran E. Thomas, McDonald Carano Wilson, LLP - Reno, NV

Conference Room Opens

Includes continental breakfast.

8:30 am
1.25 hrs

Implications of Valuations from the Board of Directors' Perspective

Valuation can be a squishy thing. This panel examines how valuation analyses and disputes can be shaped and impacted based on the shifting positions and perspectives of directors and their advisors. Minority investors may push back on management's projections; special and independent committees may change board dynamics and influence views regarding valuation inputs; interested parties without a direct line to the board may attempt to influence valuation through litigation or posturing. These and other scenarios can greatly impact how directors view and utilize the valuation process. Such scenarios can also have a significant impact on professionals advising regarding valuation. To whom does the professional owe fiduciary duties? How should the shifting board landscape impact the professional's advice? Must the professional seek direction from parties outside the board?

Moderator:

Corinne Ball, Jones Day - New York, NY

Panelists:

Daniel Beaulne, Duff & Phelps LLC - Dallas, TX

Panelists:

Robert J. Dehney, Morris, Nichols, Arsht & Tunnell LLP - Wilmington, DE

Panelists:

Edwin N. Ordway, Jr., Capstone Advisory Group, LLC - Saddle Brook, NJ

Panelists:

Chancellor Leo E. Strine Jr., Court of Chancery, State of Delaware - Wilmington, DE

Panelists:

Bettina M. Whyte, Alvarez & Marsal - New York, NY

9:45 am

Break

10:00 am
0.75 hr

Primer on Financing Issues for Municipalities

An overview of the Chapter 9 process, why municipalities file, or do not file, for Chapter 9 protection, and the financial liabilities municipalities face, including bond debt, budget shortfalls, unfunded pension liabilities and costly union contracts. The discussion includes methods for restructuring bond debt under a plan of adjustment, issues related to general obligation bonds and special revenue bonds, how such claims are treated under Chapter 9, and related plan confirmation and valuation issues.

Moderator:

Theodore Orson, Orson and Brusini Ltd. - Providence, RI

Panelists:

Brian Feit, Ambac Assurance Corporation - New York, NY

Panelists:

Karen S. D. Grande, Edwards Wildman Palmer LLP - Providence, RI

Panelists:

Juan Santambrogio, Ernst & Young LLP - Atlanta, GA

10:45 am
1.00 hr ethics

Ethics Tales from the Front (and Side)

A judge and law professor discuss important areas that raise ethical issues, including the selection, usefulness and credibility of witnesses such as valuation experts; the ethics of advocacy and the role of zealotry; and stories about the surprising mistakes that people make.

Nancy B. Rapoport, Boyd Schl Of Law, University of Nevada - Las Vegas, NV

Hon. Barry Russell, U.S. Bankruptcy Court, Central District of California - Los Angeles, CA

11:45 am

Adjourn