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Fifth Semi-Annual MasterClass™
On PE Dealmaking by Independent (aka "Fundless")
Sponsors & the Investors Who Back Them

How Independent Sponsors Can Prosper During the Recession-- Without an Institutional Safety Net

**Attendance Is Limited--
Register Now**

CHAIRD BY

Richard N. Baum, Managing Partner
Consumer Growth Partners LLC

**Featuring 20 Expert Speakers
Including --**

- Drew H. Adams, StoneCreek Capital Inc.
- Marc C. Bergschneider, Starboard Capital Partners
- Brent E. Brown, Madison Parker Capital
 - Howard Brod Brownstein, NachmanHaysBrowstein Inc.
- Carl C. Cordova III, Cordova Smart & Williams LLC
- Christopher M. Daley, Pilgrim Capital Partners LLC
- Dominick P. DeChiara, Nixon Peabody LLP
 - Brian A. Demkowicz, Huron Capital Partners LLC
- Laurens M. Goff, Goff Management Inc.
- Bennet Goldberg, Hunt Private Equity Group Inc.
- Stephen A. Greene, Eureka Capital Markets LLC
- Neil A. Marks, Praesidian Capital
 - Patrick S. Martin, Laurus Transaction Advisors LLC
 - **Dan Negrea, MTN Capital Partners LLC**
- Daniel E. Pansing, Merit Capital Partners LP
- J. P. Paquin, Brown Brothers Harriman & Co.
- George A. Pfeil III, G. L. Ohrstrom & Co. Inc.
- Drew T. Sawyer, 2SV Capital LLC



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Hamilton Investment
Lincoln International
MidMarket Capital
Midwest Mezzanine
Monument Group
Morgan Stanley
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Peninsula Capital
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Media Partners:

Durant D. Schwimmer, Churchill Financial LLC

• John P. Sheehan, Equis Capital Partners LLC

• William M. Smith, Global Reach Capital LLC .
Jeffrey L. Teeven, Consumer Growth Partners LLC

• David K. Wassong, Soros Fund Management LLC

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FULL-DAY MASTERCLASS

Thursday, April 30, 2009

8:00 am – 5:00 pm

New York City

FREE Pre-MasterClass "ToolBox" Workshop

For Independent Sponsors Only

Wednesday, April 29, 2009

12:15 pm – 5:00 pm

Cocktail Networking Reception

(For All Attendees)

Wednesday, April 29, 2009

5:00 pm to 6:30 pm

Designed to Meet the Needs of GPs, LPs, Managers of Buyout, Growth Equity, & Mezzanine Funds, As Well as Officers & Directors of Their Portfolio Companies, Independent Sponsors, and Investment Bankers, Lenders, Industry Executives, Lawyers, & Other Advisors Who Work With Them

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In the best of times, being an independent sponsor is very hard work.

Being "fundless" -- i.e., not having committed funds -- means having to hustle every time you find a deal. You don't have a steady management fee that pays the bills. And for all the legwork you do, there's no guarantee your deal will close.

Now is the worst of times—the recession—so you're up against what seems like a sure-fire recipe for failure.

But wait a moment.

There's no shortage of capital out there -- in fact, when you total up the uninvested committed capital raised by middle-market mezzanine and PE firms, you have tens of billions of dollars. What's more, there are lots of good companies out there, coming off bad years, that are looking for solutions to their performance and capital problems. And as EBITDAs plummet, so do valuations, providing attractive opportunities to potential investors.

One thing's for sure -- the independent sponsors who are going to prosper in 2009 are those who can adapt to the quickly changing environment.

Always a popular conference, The Capital Roundtable's **Fifth Semi-Annual MasterClass™ on "PE Dealmaking by Independent (aka "Fundless") Sponsors & the Investors Who Back Them"** is certain to be a record-breaker. With good reason. While less-savvy sponsors head for the side-lines and blame the recession, you can profit by executing the strategies, tactics, and survival skills you must have to overcome risks, spot deals, and seize rewards.

It's All About Deals, Do's, & Don'ts

The Deal

Buyouts

Dow Jones
Private Equity Analyst

**VC
experts**
Private Equity and Venture Capital Expertise

Capital IQ
A Division of Standard & Poor's

 HedgeCo.Net

Whether you're currently an independent sponsor, or considering the entrepreneurial plunge, this MasterClass offers the actionable help you need to go it alone without going broke. You'll discover ways to leverage the extraordinary amount of flexibility independent sponsors have. And you'll network with dozens of successful independent sponsors who will share their know-how on creative approaches for tough times.

What's more, if you provide services, capital, or opportunities for independent sponsors, this is the place to make contacts and set the stage for win-win transactions.

To make the agenda exceptionally relevant, this **full-day MasterClass on Thursday, April 30, 2009**, will be chaired by **Richard Baum**, Managing Partner of Consumer Growth Partners LLC. Richard is one of today's most successful independent sponsors, with an outstanding track record of investing in specialty retail and branded consumer products companies. He was previously one of Wall Street's top-ranked retail analysts at Credit Suisse, Goldman Sachs, and Sanford C. Bernstein, and previously was a retail operations executive. Most notably, amid the doom and gloom, Richard's firm has never been busier.

Bringing you the right information for the times is what The Capital Roundtable does best. We're America's leading conference organization for the private equity community, and while the economic climate may change, our mission to help you succeed never does.

Sign up now, and you can take advantage of a **\$400 Early Bird Discount!**

Up-To-The-Minute Insights from 20 Top Sponsors, Investors, & Lenders

Joining Richard will be 20 well-known industry leaders who are highly-qualified members of the independent sponsor field. You'll learn from people who are flourishing today, and who were able to succeed in past turbulent markets. And you'll hear what investors and lenders who do frequent business with independent sponsors are looking for.

By attending this MasterClass, you'll have the answers to what steps you should be taking to find deals, line up funding, and make all the pieces work in stressful situations.

- *How can you find proprietary opportunities before the large funds take notice?*
- *What opportunities can be found when large companies shed small divisions?*
- *How can you build credibility with the owner of a company who is ready to sell?*
- *Why can your domain expertise be a trump card when going against traditional GPs?*
- *How should you negotiate with owners not willing to sell all of a business?*
- *How can you educate funding partners about the added value you bring to the deal?*
- *Where are your likeliest sources for financing and what are the pros and cons of each?*
- *What are the considerations of raising equity through high net worth individual investors?*
- *Are mezzanine lenders still interested in working with independent sponsors?*
- *What are realistic expectations today on the value of a family-owned business?*
- *Can you profit in the future by providing short-term advisory services?*
- *And much, much more.*

This MasterClass is a Must-Attend Event — & Not Just for Independent Sponsors

We've designed this MasterClass to benefit a wide range of attendees eager to hear current trends and network with other professionals ... including --

- Current independent sponsors looking to survive and even outperform the recession.
- Prospective independent sponsors looking to succeed on their own.
- Private equity investors looking to meet independent sponsors with attractive deals.
- Mezzanine lenders who work with independent sponsors.
- Attorneys and advisors who work with independent sponsors.
- Investment bankers who have deals suited for independent sponsors.
- CEOs and CFOs of companies in search of private equity funding.
- Venture capitalists looking to exit a portfolio company.

Plus a Special FREE Pre-Conference "ToolBox" -- Exclusively For Independent Sponsors

If you're an independent sponsor, we also encourage you to attend our special afternoon **pre-MasterClass "ToolBox"** the day before, on Wednesday, April 29. This complimentary half-

day session features three consecutive hour-long workshops led by a dozen experienced independent sponsors who will share their wisdom with you and each other.

Because these workshop sessions are for independent sponsors only -- and behind closed doors -- they will be remarkably candid and free-wheeling. With no vendors or investors present, you can pose specific questions and name names in complete confidence. *Should you avoid doing business with Alpha law firm? Why is Bravo Capital's portfolio having such difficulties? Who's had good success working with Charlie's mezzanine fund?* Ask away!

After the ToolBox, on the evening before the MasterClass, we'll have a **Cocktail Networking Reception** for all attendees. So even if you have a conflict on Wednesday afternoon and can't attend the ToolBox, we know you'll find this reception ideal for building relationships.

Remember, register with our **Early Bird Discount by Friday, March 13, 2009**, and you'll save \$400 off the regular registration fee! So make your reservation now before our seats are all filled. We'll be looking forward to greeting you.

For more information, please feel free to contact Heather Sote at 212/832-7333 ext. 111 or hsote@capitalroundtable.com.

This MasterClass is being produced by The Capital Roundtable, America's leading conference organization focusing on "need-to-know" information for professionals in the middle-market private equity community. For more information about The Capital Roundtable's 25 annual MasterClasses and other events and programs, please visit www.capitalroundtable.com.

The Capital Roundtable thanks **Nixon Peabody** for partnering on this outstanding conference. It's due in great part to their support and collaboration that we have the resources to make this event so worthwhile for you.

[^ Back to Top ^](#)

Faculty

Chaired By

- **Richard N. Baum**, Managing Partner, Consumer Growth Partners LLC

Hosted By

- **Burt Alimansky**, Managing Partner, Alimansky & Bethell Group, and Chairman, The Capital Roundtable

Speakers

- **Drew H. Adams**, President, StoneCreek Capital Inc.
- **Marc C. Bergschneider**, Managing Member, Starboard Capital Partners LLC (*ToolBox*)
- **Brent E. Brown**, Managing Partner, Madison Parker Capital
- **Howard Brod Brownstein**, Principal, NachmanHaysBrownstein Inc.
- **Carl C. Cordova III**, Managing Partner, Cordova Smart & Williams LLC
- **Christopher M. Daley**, Partner, Pilgrim Capital Partners LLC (*ToolBox*)
- **Dominick P. DeChiara**, Partner, Nixon Peabody LLP
- **Brian A. Demkowicz**, Managing Partner, Huron Capital Partners LLC
- **Laurens M. Goff**, Principal, Goff Management Inc. (*ToolBox*)
- **Stephen A. Greene**, Senior Managing Director, Eureka Capital Markets LLC (*ToolBox*)
- **Bennet Goldberg**, Managing Director, Hunt Private Equity Group Inc.
- **Neil A. Marks**, Managing Partner, Praesidian Capital LLC
- **Patrick S. Martin**, Partner, Laurus Transaction Advisors LLC
- **Dan Negrea**, Managing Partner, MTN Capital Partners LLC
- **Daniel E. Pansing**, Managing Director, Merit Capital Partners LP
- **J. P. Paquin**, Managing Director, Brown Brothers Harriman & Co.
- **George A. Pfeil III**, Managing Director, G. L. Ohrstrom & Co. Inc. (*ToolBox*)
- **Drew T. Sawyer**, Managing Partner, 2SV Capital LLC (*ToolBox*)
- **Durant D. Schwimmer**, Senior Managing Director, Churchill Financial LLC
- **John P. Sheehan**, Managing Member, Equis Capital Partners LLC (*ToolBox*)
- **William M. Smith**, Managing Partner, Global Reach Capital LLC
- **Jeffrey L. Teeven**, Partner, Consumer Growth Partners LLC (*ToolBox*)
- **David K. Wassong**, Managing Director, Soros Fund Management LLC
- *Additional Speakers to be Announced...*

Schedule

ToolBox

Wednesday, April 29, 2009

The Independent Sponsor's ToolBox -- Exclusively for Independent Sponsors!!

12:15 - 01:30	Registration & Networking Luncheon
01:30 - 02:30	First Workshop -- "How to Attract Deal Flow & Conduct Meaningful Due Diligence"
02:30 - 02:45	Coffee & Networking Break
02:45 - 03:45	Second Workshop -- "How to Line Up the Right Equity & Debt"
03:45 - 04:00	Coffee & Networking Break
04:00 - 05:00	Third Workshop -- "How to Manage Companies in Your Portfolio & How to Plan & Choose Exit Strategies"
05:00 - 06:30	Cocktail Networking Reception -- for all attendees

MasterClass

Thursday, April 30, 2009

07:30 - 08:30	Registration, Networking, & Continental Breakfast
08:30 - 09:00	Welcoming Remarks & Audience Introductions
09:00 - 09:45	First Keynote Overview
09:45 - 10:30	Chairman's Keynote -- Richard N. Baum, Managing Director, Consumer Growth Partners LLC
10:30 - 11:00	Coffee & Networking Break
11:00 - 12:15	First Panel -- "Survival Strategies Used by Successful Independent Sponsors" <i>(This panel consists of four successful independent sponsors who do different types of deals.)</i>
12:15 - 01:15	Luncheon & Networking
01:15 - 02:15	Second Panel -- "Recommendations About Helping Portfolio Companies Cope with Shortfalls in Revenue, EBITDA, & Liquidity" <i>(This panel features a turnaround manager, an operating partner, & a transactions services provider.)</i>
02:15 - 03:15	Third Panel -- "Viewpoints from Private Equity Investors Who Like Backing Independent Sponsors" <i>(This panel consists of four private equity investors who do different sizes & types of deals.)</i>
03:15 - 03:30	Coffee & Networking Break
03:30 - 04:30	Fourth Panel -- "Viewpoints From Mezz Investors Who Like Backing Independent Sponsors" <i>(This panel consists of three Mezz investors & a lender who do different sizes & types of deals.)</i>
04:45	Adjournment

Registration

- **Early Bird Registration Fee -- and save \$400 off the regular fee!** Register by Friday, March 13, and the fee for the MasterClass and Cocktail Reception is \$1495.
- **Premiere Registration Fee -- and save \$200 off the regular fee!** Register by Friday, March 27, and the fee for the MasterClass and Cocktail Reception is \$1695.
- After that, the regular registration fee is \$1895 for the MasterClass and Cocktail Reception.
- At the door, if space is available, the fee is \$1995 for the MasterClass.
- Special group rates -- The Capital Roundtable offers a special rate for 3 or more people from your firm. For more info, please contact Samantha Feldman sfeldman@capitalroundtable.com or 212/832-7333 ext 112.

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If the program is oversubscribed, we will notify you immediately and not charge your credit card. (If you need to cancel, please do so by Thursday, April 23, at 5:00pm, and we will credit you for a future meeting.)

From time to time, for reasons beyond Capital Roundtable's control, program schedules and speakers become subject to change. We make every effort to announce substantive changes by email to registrants at least 48 hours in advance.

Have a special question? Please contact Samantha Feldman at 212/832-7333 ext. 112 or by email at sfeldman@capitalroundtable.com.

[^ Back to Top ^](#)

Location

Midtown Manhattan location in an exclusive private club.

[^ Back to Top ^](#)

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[^ Back to Top ^](#)

Marketing Partnership

The Capital Roundtable offers excellent marketing and business development opportunities to reach the middle-market private-equity community . For more details, please contact Arlene West at 212/832-0800 or by email at awest@capitalroundtable.com.

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