

5TH ANNUAL DISTRESSED DEBT INVESTING FORUM

Total market value of distressed debt stands at \$940 billion. Are you maximizing your profits in this growing marketplace?

November 13 - 14, 2003 - The Flamingo - Las Vegas, NV

At this must attend forum, you will gain valuable insight into:

- ▶ How are Successful Investors Getting the Most Out of Distressed Debt?
- ▶ Effective Restructuring and Turnaround Management Solutions
- ▶ Out of the Box Financing Alternatives for Distressed Companies
- ▶ Implications for Post Reorg Capital Structures
- ▶ Corporate Turnarounds and Restructuring in the Middle-Market Arena
- ▶ Current Developments in Asbestos Bankruptcies

PLUS!

A Closer Look at These Distressed Opportunities:

▶ Energy

▶ Consumer Debt

▶ Automotive

▶ Airline Industry

Learn from these participating companies:

- ANDERSON KILL & OLICK, P.C.
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- ASLAN CAPITAL MANAGEMENT. LP
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- BOND STREET CAPITAL, L.L.C.
- CAVALRY PORTFOLIO SERVICES, LLC
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- CITADEL INVESTMENT GROUP
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 - MUNGER, TOLLES & OLSON LLP
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 - TURNAROUND CAPITAL PARTNERS LP

 - WACHOVIA SECURITIES INC.
 - WATER TOWER CAPITAL, LLC











DISTRESSED DEBT INVESTING 2003



8:00 Registration and Continental Breakfast

8:45

Chairman's Welcome and Opening Remarks

F. John Stark III, Principal, Chief Executive Officer

WATER TOWER CAPITAL, LLC

9.00

Getting the Most Out of Distressed Debt: An Investment Strategy Powwow

▶ What are the current risks?

▶ How have return expectations changed?

▶ What criteria should funds look for when purchasing a deal?

▶ Importance of an active portfolio management

Maximizing recovery values

▶ How active in restructuring process should an investor be?

▶ What hindsight has taught about investing strategies, rewards, and trade-offs

MODERATOR: F. John Stark III, Principal, Chief Executive Officer WATER TOWER CAPITAL, LLC

Sharon Manewitz, Managing Director PANELISTS:

TIAA-CREF

Kevin P. Genda, Managing Director

CERBERUS CAPITAL MANAGEMENT, L.P.

Eric Beckman, Managing Director ARES MANAGEMENT LP

Jim Ford, Managing Director

OAKTREE CAPITAL MANAGEMENT LLC

10:00

Buyers Beware! Purchasing Distressed Companies

▶ How to identify opportunities, structure and consummate deals

▶ How to obtain meaningful and true financial information in order to value a company

▶ How to use your company management to your advantage when bargaining companies

▶ How to eliminate fraudulent transfer risks

▶ Techniques for structuring the transaction in or out of court

SPEAKERS: Bassem A. Monsour, Managing Partner RESILIENCE CAPITAL PARTNERS LLC

Michael J. Epstein, Principal

TRG

10:45 Mid-Morning Networking and Refreshments

11:15

How to Sell a Distressed Company

▶ Definitions and assumptions

▶ Status and plan

▶ Definition of best fit purchasers

▶ Valuation and alternatives

▶ Pricing strategy...increasing the price

Debt and structure funding

▶ Packaging, warranties and finding buyers

Negotiating and managing

▶ How to effectuate the sale?

▶ Asset sales ▶ 363 sales

▶ UCC Article 9

▶ Some war stories/case studies

Moderator: J. Scott Victor, Managing Director SSG CAPITAL ADVISORS, L.P.

Robert A. Morris, Managing Director PANFLISTS:

MORRIS-ANDERSON AND ASSOCIATES, LTD.

Robert J. Dehney, Partner

MORRIS, NICHOLS, ARSH & TUNNELL

M. Steven Liff. Principal

SUN CAPITAL PARTNERS, INC.

12:00

Coming Attractions:

An Overview of the Next Wave of Bankruptcies

So if you got crushed in the market in 2003, then why would you consider investing in distressed debt in 2004? What can you expect as an investor in the current distressed debt market? What are the next sectors to hit the skids? This session presents an overview of sectors beginning to show signs of distress, which offer the next wave of potential opportunities for investors, as well as bankruptcy and reorganization professionals. This discussion will include an outlook for select sectors that may (or may not) include telecom, hospitality, real estate, retail, and technology, among others.

▶ Analyzing the key macro variables

▶ Best / worst sectors - past and future

▶ Reorganizations, trends, and the implications for value

Michael P. Murphy, Partner, Financial Advisory Services SPEAKERS:

DELOITTE & TOUCHE LLP

David McReynolds, Director of Acquisitions - Special Assets

REPUBLIC FINANCIAL CORPORATION

12:45 Luncheon for Speakers and Delegates

2:00

What Trends are Driving the Automotive Industry?

▶ Forecast for new car sales

▶ Is there life after 0% financing?

Legacy Liabilities: Paying for retiree benefits & pension liabilities

▶ Financing OEM Suppliers

Vicky Balmot, Executive Vice President SPEAKERS:

CONGRESS FINANCIAL CORPORATION

Jon Rogers, Senior Analyst - Equity Research

WACHOVIA SECURITIES INC.

2:30

Distressed Consumer Debt: What Happened to this \$60+ Billion Opportunity?

▶ Recent market trends and legislative developments

▶ Growth in size and type of different sectors

▶ Risks, rewards, process for direct participation

▶ Corporate bond and ABS approaches to indirect participation

▶ An analysis of the performance of some of the public companies

▶ Example: Portfolio Recovery Associates

A Presentation By: Al Brothers, Executive Vice President **CAVALRY PORTFOLIO SERVICES, LLC**

3:00 Coffee Break

Navigating Through the Aviation Industry

▶ What is the present state of the industry?

▶ What is the present state of troubled players in the industry?

▶ What is seen as the future of the industry?

▶ Distressed debt and asset purchase opportunities in the aviation sector

▶ Typical airline debt structures and their differences



DISTRESSED DEBT INVESTING 2003



8:00 Continental Breakfast

Chairman's Recap of Day One and Intro to Day Two

8:4

8:30

First Fix the Business – Then Execute the Financial Strategies: Effective Restructuring and Turnaround Management Solutions

- Master debt negotiations and implementing methods for healthier portfolio companies.
- ▶ Strategies to complete an effective restructuring for key participants in the capital structure
- ▶ What is "sufficient capital" and where does it come from to successfully execute turnaround and restructuring plan?
- ▶ Role of distressed debt buying owning "fulcrum securities" in a turnaround and restructuring process
- ▶ Role of turnaround management to provide the operational and strategic process necessary to execute a restructuring plan

SPEAKERS: Marv Davis, Managing Partner

GRISANTI, GALEF AND GOLDRESS I, LLC

J. Gregg Pritchard, President — Bankruptcy Trustee/Interim CEO/ Crisis Restructuring Officer

ELITE FINANCIAL

9:45

Crisis Management: Maximizing Enterprise Value

- Is there really something there to maximize?
- ▶ Rolling up your sleeves to get the company's real value via managerial/operational re-engineering
- ▶ The roll of convertible, subordinated, hydrogenated, polyunsaturated debentures
- ▶ Change is good particularly when properly sold to stakeholders and the press
- Surprises are bad fix lousy accounting and MIS systems before going to market
- Roll of crisis managers in selling the company's story to stakeholders and Wall Street

A LIVELY PRESENTATION BY: Steven R. Gerbsman, Principal GERBSMAN PARTNERS

Peter J. Otto, Managing Director
MALVERN HILL ASSOCIATES LLC

10:15 Mid-Morning Refreshments

10:30

Out of the Box Financing Alternatives for Distressed Companies

- Senior lending
- ▶ DIP lending

PANELISTS:

- Cash flow (they're back!)
- ▶ Equity and mezzanine vs. tranche B in the current environment
- ▶ Account sale-leaseback financing for distressed credits

Moderator: **Jeffrey P. Lupoff,** Managing Director - Special Situations Group

GE STRUCTURED FINANCE

John Brignola, Director, Marketing - Special Situations

CITADEL INVESTMENT GROUP

Jeffrey L. Hayden, Director
CROWN CAPITAL PARTNERS

Andrew A. Boemi, Managing Director TURNAROUND CAPITAL PARTNERS LP

Timothy P. O'Connor, Recapitalization & Restructuring

JEFFERIES & COMPANY, INC

SPEAKERS: Jonathan Rosenthal, Partner SAYBROOK CAPITAL, LLC

Jon Yard Arnason, Partner

VEDDER, PRICE, KAUFMAN & KAMMHOLZ

J. Robert Peart, Managing Director

RESIDCO

4:00

Opportunities and Pitfalls in Energy Restructurings

It took a full-scale market rout to do it, but energy restructurings are now here in force and multiplying. Opportunities exist for investors, but pitfalls unique to energy deals await the unwary. This group of seasoned professionals will discuss what you need to know and what to focus on in energy restructurings - both in Chapter 11 and outside.

SPEAKERS:

Ronald Silverman, Partner BINGHAM MCCUTCHEN LLP Thomas Walper, Partner

MUNGER, TOLLES & OLSON LLP

4:30

Rights Offering: Pay To Play?

Is the right to participate in a rights offering a distribution on account of a claim bankruptcy?

- If the plan requires you to put in new money to share in the equity can you fight it?
- If you can't put the money in through the fund that has the investment, can you put it in through another fund?
- Can you force them to give you cash instead of the right to invest?

SPEAKERS:

Glenn E. Siegel, Partner DECHERT LLP

Joel Levitin, Partner DECHERT, LLP

5:00

Bad Behavior: A Source for Returns?

Poor corporate governance, fraud, material misstatements and omissions, less than arm's length transactions - you name it, it's happened. What's a note holder to do? The speakers will discuss:

- Non monetary defaults
- ▶ PR strategy
- ► Committee dynamics
- ▶ Recovering value

SPEAKERS:

Bruce Ferguson, Managing Director, Special Situations Investments SUMMIT INVESTMENT PARTNERS

J. Andrew Rahl, Jr., Partner ANDERSON KILL & OLICK, P.C.

5:30

Cocktail Reception and Networking

SPONSORSHIP & EXHIBITION 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 - Offer 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 X 282 or abaker@srinstitute.com.



DISTRESSED DEBT INVESTING 2003



Back End Equities Get Hot: Implications for Post Reorg Capital Structures

- ▶ Recent trends in Back End Equity performance
- ▶ Post-emergence acquisition activity
- ▶ Strategic considerations for controlling debt holders
- ▶ Opportunities for small-cap value investors

Stephen G. Moyer, CFA, Director of Research Moderator:

IMPERIAL CAPITAL, LLC

Nicholas J. Capuano, Managing Director/Equity Portfolio Manager PANELISTS:

TRUST COMPANY OF THE WEST **Bruce W. Gregory,** *Managing Director* **ASLAN CAPITAL MANAGEMENT, LP**

Sam S. Kim, Managing Member & President

BOND STREET CAPITAL, L.L.C.

12:15 Luncheon for Speakers and Delegates

1:30

Rebuild it and They Will Come: Corporate Turnarounds and **Restructuring in the Middle-Market Arena**

- ▶ What industries should investors pay attention to?
- ▶ Acquisition tactics
- ▶ Restructuring and reorganization methods
- ▶ The art of M&A

SPEAKERS: Richard Latto, Managing Director

LONGROAD ASSET MANAGEMENT

Edward C. Story, *Managing Partner* **IRONWOOD ADVISORY, LLC**

2:30

To Sue or Not to Sue: Litigation Strategies and Issues

- ▶ A Distressed Debt Litigation Primer: Who, When and Where to Sue?
- ▶ How litigation claims affect creditors in the bankruptcy context
- Litigation strategies for debtors and creditors to increase the recovery pie
- ▶ Survey of significant litigation developments in the distressed debt and bankruptcy fields
- ▶ Distressed Debt Litigation Case Studies: Adelphia, Enron, etc.

Howard B. Levi. Partner SPEAKER:

LEVI LUBARSKY & FEIGENBAUM LLP

3:00

Current Developments in Asbestos Bankruptcies

There are a number of large companies that have been forced into chapter 11 as a result of the asbestos litigation crisis, particularly since 2001. Many of these companies are now in the chapter 11 plan process stage, which means that prospective investors may want to consider which of them, if any, are worth considering for investment potential. If this topic were adopted, I would review the status of the leading cases, and discuss the legal issues that each cases faces prior to confirmation. I will also address the current status of the proposed federal legislation intended to deal with the asbestos crisis.

SPEAKER: Stephen B. Selbst, Partner **MCDERMOTT, WILL & EMERY**

3:30

Forum Concludes

THANK YOU TO OUR SUPPORTING ORGANIZATIONS:



Dechert, LLP represents clients in all aspects of Dechert distressed situations, including representation of distressed businesses, the purchasers and sellers

of distressed debt, and acquirers of distressed businesses. We assist clients in realizing value on their distressed investments both domestically and internationally, through litigation and negotiation inside and outside of the bankruptcy and insolvency process.



Cavalry is among the largest buyers of distressed debt in the U.S., according to Thompson Financial. Founded in 1991, Cavalry has purchased over 2.2 million

accounts with current balances in excess of \$8 billion. With 12 years of expertise in distressed debt across multiple industries, Cavalry has developed proprietary analytical tools for competitive pricing of nonperforming portfolios. Cavalry purchases national portfolios including: Credit Card Receivables, Auto Ioans, Medical Receivables, Installment Loans, Unsecured Revolving Loans, Utilities, and Telecom and Receivables. Cavalry purchases pre-charge off receivables, point-of-charge off receivables, warehouse portfolios and accounts that have been through one, two, or three agency placements. The company has over 400 employees in four offices: Hawthorne, NY, Phoenix, AZ, Tulsa, OK and St. Paul, MN.



Gerbsman Partners expanded its "Board of Intellectual Capital" as a resource to rapidly identify business and marketing strategies, strategic alliance candidates and financing for these companies and their Intellectual Property. This distinguished group includes nationally and internationally recognized

financial, communications, media, advertising, public relations and technology operating executives.

















HUNDREDS HAVE BENEFITED FROM OUR DISTRESSED DEBT INVESTING CONFERENCES, VIEW WWW.SRINSTITUTE.COM/DEBT FOR A LIST OF ATTENDEES.

5th Annual

DISTRESSED DEBT INVESTING 2003

Who Should Attend:

Investment Managers from:

- **▶ Private Equity Funds**
- **▶ Pension Funds**
- ▶ Hedge Funds
- **▶** Fund of Funds
- **▶** Offshore Funds
- **▶ Vulture Funds**

Restructuring Advisory / Investment Groups including:

- **▶ Loan or Workout Specialists**
- **▶ Investment Banks**
- Merchant and Commercial Banks
- ▶ M&A Specialists
- Loan Originators & Lending Officers
- **▶ Insurance Companies**

Also of Strategic Interest to:

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

easy

Dear Investor.

As of this writing, we have seen a tremendous run up in distressed debt prices, due in large part to the flood of money in the high yield bond market. This is very good news for those who have current exposure to the asset class, but is it bad news for those who are considering exposure to this asset class? We think not. Witness the following:

- ▶ The flood of money to the high yield market has resulted in the phenomenon of using high yield debt to postpone the inevitability of an issuer default.
- The rise in long term rates has stifled the mortgage refinancing market, which had been a mainstay of the slight economic recovery, to date.
- The perceived increase in corporate spending, notwithstanding the fact that there has not been any demonstrable recovery in corporate profits, may actually be the result of deflation.
- ▶ The tri-fecta of low interest rates, the tax cut, and the weak dollar have not stimulated, and likely will not stimulate, a sustainable economic recovery in the US. According to an article on the front page of the Wall Street Journal on August 18, 2003, the economy may not have enough momentum once the "adrenaline rush of lower interest rates and big tax cuts ebbs. "The article notes that "if growth does fade, watch out: Economic policy makers already have used up much of their monetary and fiscal ammunition."

These factors suggest that enthusiasm for an economic recovery should be reserved. Rather, we think that great opportunities abound in the distressed asset class and will only increase in the near future. Based upon information in the most recent Altman High Yield Bond Default and Return Report, the supply of distressed investments is still well above historic averages and increasing. Consider the following:

- ▶ The trailing 4-quarter default rate is 9.79%, down from 11.36% at the end of the first quarter, but still well above the historic average of 5.5%.
- "...the enormous amount of low-rated new issues presents some concern for escalating default rates in two to four years."
- "...combined with an increase in the second-quarter default rate, this unimpressive aggregate activity [sluggish post-recession performance of the economy and the highest unemployment level in nine years] does not bode well for a continued diminution in the trailing four-quarter default rate."
- ▶ Approximately 31% of total high yield plus defaulted debt outstanding is distressed or defaulted.

We have structured the agenda for the 5th Annual Distressed Debt Investing Forum to respond to the investors' concerns, whether the investors plan to be direct or indirect participants in the distressed debt market. I hope that you will be able to join us on November 13 - 14, 2003 at The Flamingo in Las Vegas, NV.

To participate in this exceptional forum, simply complete the registration form or register online at www.srinstitute.com/DEBT. 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.

I look forward to seeing you in Las Vegas this November.

Sincerely,

F. John Stark III, Chief Executive Officer WATER TOWER CAPITAL, LLC

The Alumni Registr

ways to register

PHONE 888-666-8514

646-336-7030 8:30 - 5:30, Eastern Time Monday - Friday

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Payments: The Standard Registration Fee for this conference is \$1595. The Alumni Registration Fee for this conference is \$1495

Payments may be made by company check, American Express, Visa, MasterCard or Diner's Club. Please make checks payable to: Strategic Research Institute LP and be sure to write the registrant's name(s) on the face of the check along with the conference code CX441. Payments are required fifteen (15) business days (OCTOBER 22, 2003) prior to attendance at the conference. If registering AFTER OCTOBER 22, 2003, a credit card payment will be required.

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) no later than OCTOBER 29, 2003. 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 substitution in your place, you must please notify us as soon as possible so that material and 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 the registrants.

Suggested Dress: Business Casual

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

Venue: Flamingo Las Vegas

3555 Las Vegas Blvd South • Las Vegas, Nevada 89109 1-888-308-8899

Special Needs: If you have special needs as addressed by the Americans with Disabilities Act, please notify Katherine Jimenez at (310) 284-5939 at least two weeks prior to the conference.

Continuing Legal Education Credits (CLE): This program may qualify for credits upon approval from the State Bar Associations. Please note, applying for CLE credits is the sole responsibility of the conference attendee. If requested, a certificate of attendance will be sent to you upon your successful completion of the program. For more information, please contact Katherine Jimenez at (310) 284-5939 or kjimenez@srinstitute.com.

Program Level: Overview

CPE Credits: 14

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Frequency Program: If you personally attend three Strategic Research Institute conferences in 2003 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.

Alumni Rate: Delegate must have attended a Distressed Debt Conference within the past 5 years.

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



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→ Airline Industry

Distressed Debt Investment Forum

REGISTRATION FORM

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