Featuring Industry Experts:

Andrea Rattner, Proskauer Rose LLP Corraddo Cardarelli, Torys LLP Dan Knappenberger, Deloitte & Touche LLP David Bussius, Tofias PC Debbie Richards, Fisher Lynch Capital Dennis W. Wagner, Key Principal Partners Corp Eric N. Roose, White & Case LLP (Japan) Frederick Sroka, PricewaterhouseCoopers LLP Gary B Mandel, Simpson Thacher & Bartlett LLP Glen Stevenson. Nautic Partners Harold Adrion, Eisner LLP Harpreet Anand, Apax Partners, L.P. Ivan Taback, Proskauer Rose LLP

Jamiel E. Poindexter, Proskauer Rose LLP

Joan Arnold, Pepper Hamilton LLP

John Haag, CMEA Ventures

Joseph A. (Tony) Hugg, DLA Piper US LLP

Joseph Newburg, Weil Gotshal & Manges LLP

Kathleen Ziga, Dechert LLP

Kent J. Schreiner, Ernst & Young LLP

Kevin Keyes, Fried, Frank, Harris, Shriver & **Jacobson LLP**

Lawrence Zeff, Eisner LLP

Len Schneidman, Pepper Hamilton LLP

Lodewijk (Lou) Berger, Loyens & Loeff (Luxembourg Desk)

Lon Smith, Internal Revenue Service (IRS) (tbc)

Mark Christopher, Edwards Angell Palmer & Dodge LLP

Mary Kuusisto, Proskauer Rose LLP

Michael Frank, Morrison & Foerster LLP

Michael J. Oates, Rothstein, Kass and Company, P.C.

Nishith Desai, Nishith Desai Associates

Peter Maher, A & L Goodbody (Dublin)

Ravi Vish, WestLB Mellon Asset Management (USA) LLC

Reza Hakimian, Deloitte & Touche LLP

Robert Burke, Wilmer Cutler Pickering Hale and Dorr LLP

Rom Watson, Ropes & Gray LLP

Sam Kaywood, Alson & Bird LLP

Scott S. Jones, Proskauer Rose LLP

Scott Wragg, Tofias PC

Stephen Shay, Ropes and Gray LLP

Steven Bortnick, Pepper Hamilton LLP

Steven Franklin, Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

Susan Camillo, Dechert LLP

Michael Ho, PriceWaterhouse Coopers LLP



rivate Equity Tax ractices 2008 The Premier Forum for Maximizing

Private Equity Tax Benefits

June 23-25, 2008 • Hilton Boston Back Bay, Boston

Essential Sessions

Master Tax Complexities: Featuring More New Topics

- Protect your fund from new laws on Establishing Global Permanent **Establishment Exposure**
- Extended Experts and Insiders CFO Panel
- Exclusive State Tax Workshop: Overcome conflicting and emerging laws on withholding and reporting
- Ask the Audit Insider: Get exclusive advice to ensure fund compliance

Unrivaled Expert Speakers



Pepper Hamilton

Nishith Desai

Nishith Desai

Associates

Partner

Partner



Partne

I I P

Partnei



PricewaterhouseCoopers Pepper Hamilton



Mary Kuusisto Partner Proskauer Rose LLP



Joseph Newberg Partner Weil Gotshal & Manges LLP

Chaired by: Scott S. Jones, Partner, Proskauer Rose LLP

Jamiel E. Poindexter, Partner, Proskauer Rose LLP

Dennis Wagner, Chief Administrative Officer, **Key Principal Partners**

Senior Industry Executives

Sam Kaywood

Alson & Bird LLP

Partner

Network with Leading Firms



C

a

Welcome to

Private Equity Tax Practices 2008





Scott S. Jones, Partner, Proskauer Rose LLP



Poindexter, Partner,

Proskauer Rose LLP



Dennis Wagner, Chief Administrative Officer, Proskauer Rose LLP

Dear Private Equity Professional,

Private equity has evolved radically over the past 7 years, yet **IIR's Private Equity Tax Practices** remains the industry's unrivaled choice for the latest tax, regulatory and compliance issues and updates affecting PE firms. This year we've raised the bar once again to deliver exclusive insider tips and tax advice from the world's top experts.

Whether you attend every year, or haven't attended yet – **this is one year you can't afford to miss**. The tax requirements and implications surrounding private equity deals has exploded, and only the firms able to quickly and effectively adapt to the changing environment will survive.

Designed to conquer the greatest tax challenges and tackle the most essential issues facing your fund.

PLUS: Don't miss these new and expanded sessions for 2008

- Mastering **cross-border** challenges and **global** complexities in our expanded and enhanced International Tax Day
- Capitalizing on opportunity in Asia (with special focus on China, Japan and India)
- Overcoming conflicting and increasingly complex state tax rules, laws and consequences
- Enhancing profits with fee waiver techniques and PE tax essentials
- Key insights from the source: An invited **IRS representative** and expert **auditing insider** report exclusive tips to prepare you for what lies ahead

The Most Respected Forum for PETax Professionals, Fund Managers and Investors

Known for cultivating a carefully selected, high-quality speaker faculty, IIR's Private Equity Tax Practices will enhance your knowledge and expertise on the complex tax challenges in this highly specialized field. Attracting more than 150 participants, you won't want to miss this premier event.

Investment opportunities are greater than ever, but fierce competition and regulatory threats on the horizon require flawless operations in order to succeed.

Register today by calling 888-670-8200, faxing 941-365-2507, emailing register@iirusa.com or visit our website at www.iirusa.com/petax.

Plus, 2 New Post-Conference Workshops:

A. State Tax Workshop: Conquering Conflicting and Complex Regulations Across the US

B. Bootcamp: Mastering PE Tax Essentials

avery Venigen

Lauren Weiniger Conference Director IIR

"The conference was outstanding... the content was timely, well presented and thorough. I felt the speakers were outstanding, truly experts and leaders in the field" – Jay Russell, *CFO*, **DOJ Capital Management**



Monday, June 23rd, 2008: MAIN CONFERENCE DAY 1

INTERNATIONAL

8:00 Conference Registration

8:30 Conference Chairpersons Opening Remarks

Focus on Inbound Investments

8:35 Minimizing and Managing UBTI and ECI in Private Equity Funds

- Identifying and avoiding Unrelated Business Taxable Income (UBTI) to protect your tax exempt investors
- Characterizing fees and guarantees that potentially count as UBTI
- Pinpointing Effectively Connected Income (ECI) for foreign investors
- Evaluating techniques and structures to avoid UBTI and ECI:
 - Blockers

UBTI/ECI

- Group Trusts
- Excuse Provisions
- Convertible Debt/Warrants
- REITS

Rom Watson, Partner ROPES & GRAY LLP

9:05 Advanced Considerations When Funds Invest (Or Are Being Designed to Invest) in LLCs

- Discovering the range of benefits and motivations for investing in LLCs
- Avoiding ECI and UBTI through advanced structuring techniques
 - Current and emerging blocker strategies
 - Other techniques
- Complexities upon exit
- Structuring for likely exits
 - Achieving basis recovery
- Interim distributions
- Partial exits
- Examining special structuring issues when the target investment is operating as an S Corporation

Joseph Newberg, Partner WEIL GOTSHAL & MANGES LLP

9:55 Ensuring Accurate Withholdings and Regulatory Compliance with your Inbound Foreign Investors

- Mitigating currency risks and other considerations
- Focusing on operating issues:
 - Withholding Tax
- Debt
- Dividends
- Distributions
- SpeakerTBC

10:25 Networking Break

Breaking Development!

10:45 Avoiding Taxable Presence and Permanent Establishment Risk in Foreign Jurisdictions

- Evaluating new considerations of fund's taxable presence in foreign jurisdictions
- Focusing on the taxation risk to the fund, not just its investment
- Minimizing fund's permanent establishment risk
- Examination of specific tax treaties
- Strategies to cope with the effects of FIN 48
- Protecting fund profitability by avoiding tax reserve requirements

Joan Arnold, *Partner* **PEPPER HAMILTON LLP**

Len Schneidman, Partner

PEPPER HAMILTON LLP

11:35 Conquering Complex Obstacles and Adverse Tax Consequences Associated with Cross Border Investments

- · Building outbound and inbound investments
- Choosing the ideal jurisdiction based on investor's and investment's goals and requirements
- Achieving More Favorable Tax Treatment by Conquering Structuring Challenges with Offshore Funds
- Ensuring regulatory compliance with your inbound foreign investors
- Maximizing tax benefits by evaluating specific tax treaties for each investment Utilizing hybrid instruments
- Currency Exchange considerations
- Operating Issues: Withholding Tax, Debt, Dividends and Distributions
- Exit Strategies: Commonly overlooked considerations for minimizing tax when selling the investment

Harold Adrion, *Senior International Tax Partner* **EISNER LLP**

Frederick Sroka, Partner PRICEWATERHOUSECOOPERS, LLP

12:25 Networking Lunch

Capitalizing on Outbound Investment Strategies and Exposing the Greatest Potential for Global Growth

1:35 Enhancing Profits When Structuring Outbound Foreign Investments

 Maximizing return after foreign AND US taxes with non-US target companies

Monday, June 23rd, 2008: MAIN CONFERENCE DAY 1

INTERNATIONAL

- Overcoming complications with funds that mix investor categories
- US vs. Non-US
- Tax exempts and taxable entities
- Transfer pricing within the fund management group
- Planning ahead to prepare for the impact of new rules and developments
- Overcoming complexities associated with AIVs
- Avoiding potential consequences of Subpart F and PFIC income

Stephen Shay, Partner ROPES AND GRAY LLP

Kent J. Schreiner, *Partner* **ERNST & YOUNG**

EXTENDED SESSION: OPPORTUNITY EXPLOSION IN ASIA

- Understanding emerging trends and laws impacting the taxation of funds, fund managers and investors
- Evaluating new investment vehicles to minimize taxable presence
- Exiting the investment: What to consider during initial structure and when divesting in Asian countries

2:25 A. CHINA

Optimizing opportunities while minimizing risk in a growing economy

- China's new enterprise tax act how will it affect your fund?
- Avoiding being caught in a larger net by structuring around new provisions
- Using Hong Kong to house fund managers: Evaluating individual legal, tax and financial legislature
- Updated advice on choosing holding structures for investing different asset classes
- Exit considerations and China-related financing structures

Sam Kaywood, *Partner* ALSTON & BIRD LLP

Michael Ho, Partner, China Tax Desk PRICEWATERHOUSE COOPERS

2:55 **B. INDIA**

۲

- Demystifying and interpreting ambiguous and inconsistent tax policies
- Enhancing after tax returns by minimizing taxable presence through better management and increased monitoring of local activities
- Examining operational needs in a new environment
- Capturing growth opportunities and understanding tax implications involved

- Demystifying and interpreting ambiguous and inconsistent tax policies
- Enhancing after tax returns by minimizing taxable presence through better management and increased monitoring of local activities
- Revealing how new developments will impact your fund

Nishith Desai, *Partner* NISHITH DESAI ASSOCIATES

Ravi Vish, Chief Executive Officer WESTLB MELLON ASSET MANAGEMENT (USA) LLC

3:25 Networking Break

3:45 C. JAPAN

- Maximizing returns by structuring fund
 investments around Japan's high tax environment
- Examining new tax law provisions affecting private equity investment in Japan
- Taking advantage of Japan's new independent agent exception
- Capital gain exit tax planning techniques, traps for the unwary and solutions
- Managing permanent establishment tax risk
- Effective use of tax treaties
- Eric N. Roose, *Partner* WHITE & CASE LLP (JAPAN)

4:15 EUROPEAN GROWTH:

Seizing Opportunity by Enhancing Your European Strategy

- Uncovering new structures and strategies to maximize benefits when making an acquisition in Europe
- Setting up a (Benelux) Holding company below a fund to invest into Europe
- Forming Luxemburg SIF and Netherland Funds
- Fund formation: offshore or onshore?
- Onshore European fund regimes
- Ensuring regulatory compliance with in-bound European investors
- Maximizing deductible leverage in portfolio companies through use of shareholders loans
- Comparison of widely used holding vehicles in the Netherlands, Luxembourg and Belgium
- Taxation of carried interest and dividends in Europe
- Capitalizing on European tax advantages, credit systems and currency opportunities

Lodewijk (Lou) Berger, Partner

LOYENS & LOEFF (NETHERLANDS/LUXEMBOURG DESK)

Peter Maher, *Partner* A & L GOODBODY (DUBLIN)

Monday, June 23rd, 2008: MAIN CONFERENCE DAY 1

INTERNATIONAL

5:00 CANADIAN UPDATE:

The new Canadian-US Tax protocol's impact on private equity firm investment.

- Examining new and complex rules effecting tax treatment of:
- Hybrid entities

NFW

- Limitation on benefits
- Consequences for existing cross-border structures and proposed M&A transactions
- Taking advantage of the latest way to take a US business public in Canada using hybrid entities
- Capitalizing on "repo" structures to circumvent treaty laws and gain valuable deductions

Corraddo Cardarelli, *Partner* TORYS LLP

William J. Corcoran, Partner OSLER, HOSKIN & HARCOURT LLP

5:40 End of Conference, Day 1

Tuesday, June 24th, 2008: MAIN CONFERENCE DAY 2

PRIVATE EQUITY TAX CHALLENGES

8:30 Morning Registration and Coffee

9:00 Conference Chairperson's Day Two Remarks

BREAKING NEWS

9:05 Tax and Regulatory Updates: Staying ahead of the legislative horizon

> What's new now, and what haven't you heard yet? Make more informed decisions for tomorrow by gaining exclusive insight into potential new tax updates and decisions

- Maximize financial stability in uncertain times and stay in control of tax requirements
- Examining potential new laws and congressional statutes
- Understanding how the increased rate of regulator change will impact future PE business
- Enforcement efforts regarding partnerships
- Withholdings for foreign partners
- Undertakings at the IRS
- Understanding potential impacts and issues with debt restructuring

Lon Smith Associate Chief Counsel IRS (TBC)

Scott Jones Partner PROSKAUER ROSE LLP

Jamiel E. Poindexter Partner PROSKAUER ROSE LLP

10:05 Accounting Update 2008: Revealing potential developments and impacts on PE firms

 Implementing changes based on recent IRS Issuances:

- The Impact of IRS Code Section 6694 and the Tax Return Preparer Disclosure
- Applying IRS guidance in Notices 2008-11, 12 and 13
- Revenue Procedure 2008-14
- Shielding from potential impact of new proposed treasury standards
- Fin 48: Evaluating the impact of recent updates
- Highlighting FASB, GAAP and PEIGG updates
- Ensuring accurate internal accounting when marking to market
- Clarifying audit Issues

Lawrence Zeff Tax Partner EISNER LLP

Fred Sroka *Partner*

PRICEWATERHOUSE COOPERS LLP

11:00 Networking Break

STATE TAX

- 11:20 Conquering Complex and Conflicting State Taxes: Reporting and Complying with Multiple State Tax Laws
 - Exposing state issues
 - Examining mandatory withholdings for nonresidents
 - Keeping track of multiple or conflicting state requirements
 - Allocations, Appropriations and Composite Returns
 - Potential tax liabilities when filing state returns
 - · Understanding where you need to file and how
 - Getting tax returns done when you invest in pass through entities

Michael J. Oates Principal ROTHSTEIN KASS AND COMPANY, P.C.

Tuesday, June 24th, 2008: MAIN CONFERENCE DAY 2

TRACKS

12:00 Best Practice Roundtable: Non-Tax Issues Facing Private Equity Funds

- Tackling accounting and financial issues affecting tax treatment of your fund
- CFOs Debate: Ideal techniques to conquer recent challenges
- Sharpening practices to enhance fund operations and performance

TRACK A: Fund Valuation and Investment

2:00 CASE STUDY: FASB 157 in 2008 and beyond

- Highlighting required disclosures
- Levels 1,2 and 3
- Rollforward of realized/unrealized gains and losses
- Understanding valuation drivers
- Improving your valuation with post-implementation ideas and best practice advice
- Implementing and demonstrating a formal valuation methodology
- Compliance with AICPA practice aid for alternative investment vehicles

Debbie Richards, CFO

Fisher Lynch Capital

Dan Knappenberger, CFA, ASA, Principal –Valuation Services

Deloitte Financial/Advisory Services LLP Reza Hakimian, *Director* Deloitte Financial/Advisory Services LLP

Delotte Financial/Advisory Services LLF

Fin 48: Impacts, Implementation and Compliance

- Understanding the scope of FIN48
- Uncertain tax positions, Recognition, Measurement
- Impact on Private Equity Funds
- Offshore funds/international tax considerations
- State and local income tax considerations
- Portfolio company considerations
- Withholding taxes and transaction structuring
- Non-filing risks (nexus/permanent establishment)
- Blockers and other taxable entities
- Recent guidance
- <u>FSP FIN 48-1</u>—Definition of *Settlement* in FASB Interpretation No. 48
- <u>FSP FIN 48-2</u>—Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises

David Bussius, *Shareholder* Tofias PC

Scott Wragg, *Shareholder* Tofias PC

3:45

 Sourcing and Financing: Issues and strategies to excel Sam Kaywood,

Partner ALSTON & BIRD LLP

Additional Panelists TBC

1:00 Networking Lunch

TRACK B: Fund Structure and Administration

Fund Formation: Enhancing Tax Benefits When Structuring PE Funds

- Examining the impact of various fund structures on both GPs and LPs
- Comparing benefits of LLCs and LPs to determine the most tax efficient entity
- Negotiating particular acquisition events
- Adding value by aligning fund structure and deal structure
- Structuring for UBTI sensitive investors
- Determining the optimal fund jurisdiction and evaluating considerations and complications
 Steven Franklin

Partner

FUND FORMATION

Gunderson Dettmer Stough Villeneuve Franklin & Hachigian LLP

Fund Administration, Allocation and Distribution

- Techniques for offsetting management fees
- Avoiding common pitfalls and minimizing risks when administering fee waivers
- Transfer pricing agreements between US and non-US entites
- Fund allocation and distribution issues
- Examining items of income on K1

Robert Burke *Partner* Wilmer Cutler Pickering Hale and Dorr LLP

Networking Break



FIN 48

NEW!

FASB 157

Tuesday, June 24th, 2008: MAIN CONFERENCE DAY 2

TRACKS

EXIT

TRACK A: Fund Valuation and Investment

4:05 Exit Only: Alternative Strategies for Exiting PE Investments

- Examining new compliance issues for withholding
- · Avoiding potential tax liabilities for the fund
- Executing complex transactions when exiting the investment
- Determining the optimal strategy by evaluating the pros and cons of new investment vehicles
- Understanding key considerations when operating domestically and/or internationally

Kevin Keyes *Partner* Fried, Frank, Harris, Shriver & Jacobson LLP Steven Bortnick *Partner* Pepper Hamilton LLP

4:55 Examining Tax Consequences and Considerations for M&A

- The impact of the debt market
- Considering financing issues for PE firms
- Achieving tax flexibility through hybrid (barnesandnoble.com) structures
- Analyzing new and emerging structures:
 Sponsored Spin off transactions
- PIPEs
- UPREIT structures
- Back leverage and Internal leverage

Gary B Mandel *Partner* Simpson Thacher & Bartlett LLP

TRACK B: Fund Structure and Administration

ERISA: moving forward, what you need to know now

- Ensuring ERISA and plan asset compliance
- Qualifying as VCOC (Venture Capital Operating Company)
- Special ERISA issues for Funds of Funds
- Investments in funds by IRAs and similar entities
- 25% withholding

ERISA

Underpaid retirement benefits

Joseph A. (Tony) Hugg *Counsel* **DLA Piper US LLP** Susan Camillo *Partner* **Dechert LLP** Kathleen Ziga *Partner* **Dechert LLP**

Estate Planning: Evaluating new strategies for our current economy and planning for the road ahead

- The Estate Tax Repeal
- Enhancing total wealth by transferring carried interest
- Estate Freezes: Avoiding Section 2701 of the Internal Revenue Code by gifting a "vertical slice" of a GP's interest in the fund
- Vesting and valuation of carried interest and its effect on estate plans
- Interest Rate Implications: Strategies for a lowinterest-rate economy and understanding what needs to change when rates increase

7

Mark Christopher Partner Edwards Angell Palmer & Dodge LLP Ivan Taback Partner Proskauer Rose LLP

End of Conference, Day 2

ESTATE

PRIVATE EQUITY TAX CHALLENGES

9:00 Chairpersons Recap of Day 2 and Introduction to Day 3

9:05 CFO Panel: Extended Q&A to address your unanswered questions

Taking advantage of the last opportunity to utilize the transition rule: Actions that must be taken by year end to comply with 409A

John Haag Chief Financial Officer/Chief Operating Officer CMEA VENTURES

Dennis W. Wagner Chief Administrative Officer KEY PRINCIPAL PARTNERS CORP

Debbie Richards CFO FISHER LYNCH CAPITAL

Moderated by: Scott Jones Partner PROSKAUER ROSE LLP

10:30 Ask the Audit Expert: Compliance Tips and Tricks from Behind the Scenes

- Disclosing which forms are most highly scrutinized and when to file
- Discovering which elections are being advised going forward
- Key considerations when forming blockers
- Evaluating overwithholding and underwithholding to determine the best tactic in each situation
- The impact and current standing of the tax return preparers disclosure rule
- Withholding for non-withholding partnerships
- Non-qualifying intermediaries
- Alleviating the burden of dealing with 3rd and 2nd tiers
- Separating items and fund activity

Speaker TBC

NEW!

AUDIT

Conquering Compensation Complexities: New Rules, Impending Legislation, and Essential Strategies for PE Firms

11:00 Carried Interest: Planning today to protect against tomorrow's profits

- UPDATE on the fee waiver: Understanding where the burden impact will fall and the likelihood that it will come into effect in the near future
 - Protecting against potential rulings with techniques to minimize impact and hedge the risk
 - Evaluating how to administer and what we can learn from recent implementation
 - Avoiding pitfalls associated with taxing carried interest
 - Understanding the tax implications of management fees
 - Structuring the carried interest in the most favorable way

Mary Kuusisto Partner PROSKAUER ROSE LLP

CARRIED INTEREST

409A

11:30 Optimizing Compensation Structure and Overcoming Potential Threats For GPs, LPs and Staff

- New takes on deferred management strategies
- Protecting the GPs by including the right language in partnership agreements
- Realizing how revised 409A deferred compensation rules impact investments in your portfolio
- Taking advantage of the last opportunity to utilize the transition rule: Actions that must be taken by year end to comply with 409A

Andrea Rattner *Partner*

PROSKAUER ROSE

Michael Frank Partner MORRISON & FOERSTER LLP

12:15 Lunch for Workshop Participants

POSTCONFERENCE WORKSHOPS

WORKSHOP A: 1:00 - 3:00

Conquering Conflicts and Complexities of State Taxes: Expert advice on knowing where, what and how to report, no matter where you are operating

- Avoid surprises by revealing the most common oversights
- · In depth into the most aggressive state regimes
- Tackling intricacies of specific states, with focus on New York, Massachusetts, New Jersey, California, Pennsylvania
- Demystifying the many rules, laws and consequences of state withholding requirements

Glen Stevenson CFO Nautic Partners Jon Muroff Pricewaterhouse Coopers LLC (invited) Scott Gilefsky Ernst & Young (invited)

WORSHOP B: 1:00 - 3:00

Bootcamp: Mastering PETax Essentials

The essential intensive training course for those new to PE tax, or looking for more comprehensive understanding of the more advanced issues covered in the main conference.

Workshop will be interactive and case-study driven to deliver key takeaways to immediately benefit your fund, Including:

Minimizing and Managing UBTI/ECI

- M&ATax Issues
- Taxable and tax-free transactions: Reasons, impacts and limitations
- · Limits on the use of debt
- The 338 election: Why we use it and what you need to know

Steven Bortnick Partner Pepper Hamilton Harpreet Anand Tax Manager Apax Partners, L.P.

b Reasons You Can't Afford to Miss Private Equity Tax Practices

- "The presenters are leaders in their field and have a great capacity to impart their knowledge for practical application"
- Bob Davenport, Partner, NND, LLP
- "Get an update on industry issues...an outstanding display of industry know-how" – Austin David, Tax Manager, KRG Capital Partners
- "Learn more about the tax implications of management fees, acquiring/exiting portfolio companies, and valuation"
- Doreen Finn, Director-Tax, American Capital Strategies
- "Very practical, outstanding presenters... demonstrated in depth knowledge of industry"
- Renee Knilus, Partner, KPMG LLP
- "Helpful FAS 157 info"
- Katie Brennan, Accounting Manager, Thoma Cressey Bravo
- "Very good technical sessions with practical examples"
- Evelyn Pellicone, CFO, Crestview

Who Will Attend and Who Will You Meet?

Limited Partners:	General Part	ners and Advisors:
 Foundations and Endowments Not for Profit Organizations Family Offices Investors Taft-Hartley Plans Health Care Organizations Insurance Companies Fund of Funds Directors of Alternative Investments Chief Investment Officers Trustees and Board Members Directors of Private Equity CFOs, CIOs and Portfolio Managers 	 Private Equity Firms Venture Capital Firms Mezzanine Funds Investment Banks Commercial Banks Investment Boutiques Consultants Fund of Funds/GPs Gatekeepers Attorneys Accountants Technology firms Chairs and Founders 	Presidents, CFOs and CEOs COOs and CIOs Fundraising and Marketing Executives Managing Directors and SVPs Board Members Merchant Banking Groups Distressed/Buyout Groups Pure Banking Groups M&A and Corporate Finance Officers

Sponsors: -

PROSKAUER ROSE LLP[®] Proskauer Rose's Tax Department is comprised a team of experienced lawyers that advise clients in all aspects of their US and international private equity activities.

They also advise on mergers and acquisitions, asset securitization transactions, bankruptcy restructurings, structured finance, new financial products, tax exemption issues, tax controversy resolution, cross border transactions, employee benefits and executive compensation matters. Founded in New York in 1875, the Firm has offices in Boston, Los Angeles, Washington D.C., Boca Raton, Newark, New Orleans and Paris. www.proskauer.com

Edwards Angell ALMER& ODGELLP

With more than 520 lawyers and nine offices, the national law firm of Edwards Angell Palmer & Dodge LLP offers a full array of legal services to clients worldwide with a special industry-based focus in the Private Equity & Venture Capital, Tax and Financial Services sectors. To learn more, visit us at www.eapdlaw.com.

Sponsorship - Achieve more -

For your Marketing strategy to be effective it has to generate sales. To do that you need to broaden your competitive advantage by increasing your credibility, image and prestige. To create heightened visibility of products/services and generate a response you need effective decision maker focused marketing.

Sponsoring Private Equity Tax Practices will give you access to our marketing expertise. This is your opportunity to let us raise your profile with thousands within the prepaid marketplace.

With one cost-effective investment, Private Equity Tax Practices 2008 will:

• Build your brand with the decision-makers via the preconference brochure, website, banners, posters, set panels and conference documentation

PEWFFK

- Give you the best global coverage of any marketing channel
- Target your message to your precise audience
- Give you the opportunity to demonstrate your products, network with attendees, hold informal meetings or just give more exposure to your brand via an exhibition stand
- Complimentary and reduced conference passes ensure key members of staff or even key clients or prospects attend the event

For more information on customized sponsorship opportunities, please contact: Sarene Yablonsky, 646-895-7474 or SYablonsky@iirusa.com.

For information on exhibiting only please contact: Ashley Chiplock, 646-895-7481 or achiplock@iirusa.com.

Mergers Acquisitions

Media Partners: -



10

Registration & Administrative (Details

5 Easy Ways to Register

 FAX:
 (941) 365-2507

 CALL:
 (888) 670-8200 or (941) 951-7885

 MAIL:
 IIR NY, P.O. Box 3685, Boston, MA 02241-3685

 EMAIL:
 register@iirusa.com

 WEB:
 http://www.iirusa.com/petax

Group Discounts Available

Please contact Aloycia Bellillie at (646) 895-7410 for details. No two discounts can be combined.

REGISTRATIONS: Please complete and return the registration

	Before April 11	Before May 9	After May 9
Conference	\$3095	\$3195	\$3295
Conference and workshop (Choose one): Workshop A Workshop B	\$3495	\$3595	\$3695

form to Customer Service Manager:

Yes! Please register the following individual(s) for Private Equity Tax Practices

(1) Name				
Title	Departme	ent		
(2) Name				
Title	Department			
	Title			
Company				
Address				
City	State	Zip		
Tel: ()	Fax: ()		
□ YES! Please keep me informed about future IIR events via fax				
Signature				
E-Mail:				
D Vaal Kaan ma infam	and about future ave	nte vie e meil		

Yes! Keep me informed about future events via e-mail Signature ______

METHOD OF PAYMENT

I have enclosed my payment
 I will register now and pay later**

Please charge my credit card:

· · · · · · · · · · · · · · · · · · ·	
□Visa □ MasterCard	American Express
Diner's Club	ver
Credit Card No	Exp. Date
Signature	

**Payment must be received within 30 days of the event

EXHIBITIONS/SPONSORSHIPS:

Fee

Please send me more information on how to:

INCORRECT MAILING INFORMATION: If you are receiving multiple mailings, have updated information or would like to be removed from our database, please call (212) 661-3876 or fax this page to (419) 781-6036. Please keep in mind that amendments can take up to 6 weeks.

U2072

The standard fee for attending IIR's Private EquityTax Practices is outlined on the registration form. This includes the luncheon and refreshments, and the conference documentation and materials submitted by the speakers. You may enclose payment with your registration or we will send an invoice. Payment is due within 30 days

of registering. If registering within 30 days of the event, payment is due immediately. Payments may be made by check, Visa, MasterCard, Discover,

Diners Club or American Express. Please make all checks payable to the "Institute for International Research, Inc." and write the name of the delegate(s) on the face of the check, as well as our reference code: U2072. If payment has not been received prior to registration the morning of the conference, a credit card hold will be required.

Dates and Venue June 23-25, 2008

Hilton Boston Back Bay Hotel 40 Dalton Street Boston, MA 02115-3123

Accommodations

A block of rooms will be held for a limited period of time at the Hilton Boston Back Bay. All hotel bookings must be made through The Global Executive's Internet booking site. Please visit www.globalexec.com/iir to make your reservation. If you do not have web access, or need additional assistance, please call The Global Executive at (800) 516-4265 or (203) 431-8950. You can also send them an email at conf@globalexec.com or fax them at (203) 431-9305. The hotel will not accept individual calls for room reservations at the IIR negotiated group rate.

Substitutions and Cancellations

Should you be unable to attend for any reason, please inform IIR IN WRITING prior to June 10, 2008 and a credit voucher for the full amount will be issued which must be used within one year of issuance. If you prefer, a full refund less a \$395 nonrefundable deposit will be issued. No refunds or credits will be given for cancellations received on or after June 10, 2008. Substitutions of enrolled delegates may be made at any time. Please indicate upon registration whether you are eligible for a discount. No two discounts can be combined. If, for any reason, IIR decides to cancel this conference, IIR does not accept responsibility for covering airfare, hotel or other costs incurred by registrants including delegates, speakers, sponsors and guests. Program content subject to change without notice. Press permission must be obtained prior to the event and is dependant upon speakers' approval. The press may not quote speakers or delegates unless they have obtained their approval in writing. Press passes do not include admittance to break-out sessions.

Documentation Order

If you are unable to attend the program, or would simply like to order additional sets of documentation for your colleagues, they are available for \$395 per set, including

taxes, postage and shipping in the U.S. Please fill out the order form on the back of the brochure. The documentation is available for shipment two weeks after the conference takes place.

CREDIT CARD PAYMENT ONLY.

Any disabled individual desiring an auxiliary aid for this conference should notify IIR at least 3 weeks prior to the conference in writing by faxing (212) 661-6045.

CLE Credits

Upon conclusion, this program will be submitted for review and approval to the NY State Board of CLE. Approval decision timeframe from NY State CLE Board is approx 24-36 weeks. Certificates will be sent out via email upon receipt of approval. A certificate of attendance will be issued individually that you can use to apply for CLE credit in another state.



Institute for International Research is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education

on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Avenue North, Nashville, TN 37219-2417. Web site : www.nasba.org

Complaint Resolution Policy

For more information regarding administrative policies such as complaint and refund, please contact our offices at (888) 670-8200 or (941) 951-7885.

Reasons You Can't Afford to Miss Private Equity Tax Practices

- "The presenters are leaders in their field and have a great capacity to impart their knowledge for practical application"
- Bob Davenport, Partner, NND, LLP

h

- "Get an update on industry issues...an outstanding display of industry know-how" – Austin David, Tax Manager, KRG Capital Partners
- 3 "Learn more about the tax implications of management fees, acquiring/exiting portfolio companies, and valuation"
 - Doreen Finn, Director-Tax, American Capital Strategies
 - "Very practical, outstanding presenters... demonstrated in depth knowledge of industry" – Renee Knilus, Partner, KPMG LLP
- "Helpful FAS 157 info"
 - Katie Brennan, Accounting Manager, Thoma Cressey Bravo
- "Very good technical sessions with practical examples"
- Evelyn Pellicone, CFO, Crestview

Plus, Earn up to **21 CPE Credits, and CLE** credits available through application!



PRESORTED FIRST CLASS MAIL U.S. Postage **PAID** Plattsburgh, N.Y. 12901 Permit No. 44

Institute for International Research 708 Third Avenue New York, NY 10017-4103

7th Annual Find the premier Forum for Maximizing Private Equity Tax Benefits

June 23-25, 2008 • Hilton Boston Back Bay, Boston

[] [] [] [] these new and expanded sessions for 2008

- State Taxation
- PETax Essentials
- Avoiding permanent establishment exposure
- Management fee issues and fee waiver techniques
- · Fair valuation: practical strategies for the years ahead
- Audit Challenges: Protect your firm from unnecessary consequences
- IRS updates: Including an invited IRS representative delivering key insights from the source