THE SUMMIT FOR MIDDLE MARKET DEBT FINANCE®

23RD ANNUAL Atlantic Conferences Symposium

ON MEZZANINE & MIDDLE MARKET FINANCE

MAY 17–18, 2016, THE ROOSEVELT HOTEL, NYC

Finding Opportunity in a Challenging Market

68 HIGH-LEVEL SPEAKERS

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MARK GATTO Co-President & Co-CEO, CION Investment Corp.
DAVE GEZON Senior Managing Director, Midwest Mezzanine Funds
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KEN KENCEL President and CEO, Churchill Asset Management LLC
TED KOENIG President & CEO, Monroe Capital LLC
CARL KOPFINGER Senior Vice President & Managing Director, TD Bank, N.A.
IRA KREFT Senior Vice President–Central Region Marketing Manager, Bank of America Merrill Lynch
TIM MACKENZIE Managing Director, Merit Capital Partners
DAVID MAGDOL Vice Chairman & Chief Investment Officer, Main Street Capital Corporation
LARRY MAKEL Partner, Schiff Hardin LLP
BRENDAN MCGOVERN CEO and President, Goldman Sachs BDC, Inc.
ADAM MILAKOFSKY Principal, Pritzker Group Private Capital
PETE MONACO Director, Cigna Investment Management
KEVIN MURRAY Managing Director, Head of Acquisition & Strategic Finance, Natixis
NEDIM MUSIC Senior Vice President, Deloitte Corporate Finance LLC
STEVE MYERS Vice President, Head of Private Debt & Equity, Reinsurance Group of America
STEPHEN L. NESBITT CEO, Cliffwater LLC
BRETT PALMER President, Small Business Investor Alliance
GRETCHEN PERKINS Partner, Huron Capital Partners
MIKE PIZETTE Chief Credit Officer, Crystal Financial LLC
VERNON C. PLACK, CFA Director of Research, BB&T Capital Markets
JEFFREY RABEL Managing Director, Intermediate Capital Group
TIM RAFALOVICH Senior Vice President, Institutional LP Investor, Manager of Alternative Equity Group (Private Equity), Wells Fargo Bank
CHARLIE RICEMAN Partner, Varagon Capital Partners
ALAN ROTH Partner, Jenner & Block
SARAH SANDSTROM Partner, Campbell Lutyens
ROB SCARAMELLA General Partner, The Hudson + East Partnership
JOHN SCHNABEL Partner, Falcon Investment Advisors
BEN SCHNAKENBERG Partner, High Road Capital Partners
CHARLIE SCHROEDER Managing Partner, Northstar Capital
RANDY SCHWIMMER Senior Managing Director, Head of Originations & Capital Markets, Churchill Asset Management LLC
CHRIS SULLIVAN Founder and Managing Partner, Landon Capital Partners, LLC
PHILIP TSENG Managing Partner, Tennenbaum Capital Partners
VICTOR VESCOVO COO & Managing Partner, Insight Equity
DAVID M. WALKER Senior Strategic Advisor, PwC
MARK WALSH Associate Administrator, Office of investment and Innovation, U.S. Small Business Administration
PRESTON WALSH Partner, PNC Mezzanine Capital
MICHAEL ZUGAY Head of Investments, BlackRock Private Capital

"An extraordinary networking event."
– JIM HUNT, *Managing Partner & CEO Middle Market Credit, Kayne Anderson Capital Advisors, L.P.*

Finding Opportunity in a Challenging Market

ADVISORY PANEL:

JASON BLOCK Partner, Freedom III Capital
JONATHAN BOCK Director, Wells Fargo Securities, LLC
MEL CHEZ Managing Director, Parcours Private Capital
TIM COSTELLO Managing Director, Newstone Capital Partners
RICK DOWD Chairman, Middle Market Group, Wells Fargo Securities, LLC
STEVE ETTER Partner, Greyrock Capital Group
ANDREW FRAWLEY Managing Director, KeyBanc Capital Markets Inc.
DAVE GEZON Senior Managing Director, Midwest Mezzanine Funds
ERIC GREEN Co-Head, Middle Market Capital, Muzinich & Co.
JERI HARMAN Managing Partner & CEO, Avante Mezzanine Partners
BOB HORAK Managing Director, Lincoln International
JIM HUNT Managing Partner & CEO Middle Market Credit, Kayne Anderson Capital Advisors, L.P.
DOUG LADDEN Principal, QS Capital Strategies, L.P.
ED LEWIS Senior Managing Director, Head of Alternative Assets, Cigna Investment Management
TIM MACKENZIE Managing Director, Merit Capital Partners
CHARLIE SCHROEDER Managing Director, Northstar Capital, L.L.C.
TOM STROMBERG Partner, Jenner & Block
JIM UPCHURCH President and CEO, Caltius Capital
VICTOR VESCOVO COO & Managing Partner, Insight Equity

"Informative and highly useful. It's one of the key events for middle market finance professionals. We always attend."

– KEN KENCEL
President and CEO, Churchill Asset Management, LLC

"The Symposium offers a broad array of active lenders to meet, speak with, and get first-hand information on where the debt markets really are. Not a month or two ago, but right now."

– VICTOR VESCOVO
COO and Managing Partner, Insight Equity

"As an active mezzanine investor in the lower middle market, this conference is a must attend for me. There is no better forum for keeping up to date on where the mezzanine market is, where it is heading, and who the current players are."

– JERI HARMAN
Managing Partner & CEO, Avante Mezzanine Partners

The 23rd Annual Symposium is sponsored by:

COCKTAIL RECEPTION:

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LUNCHEON AT THE ROOSEVELT:

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MID-CAREER MANAGERS' NETWORKING RECEPTION:

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7:45 A.M. – 8:15 A.M.

REGISTRATION & CONTINENTAL BREAKFAST

8:15 A.M. – 8:30 A.M.

Chairman's Welcome & Opening Remarks

John Deering
Managing Director, Deloitte Corporate Finance

8:30 A.M. – 9:15 A.M.

The State of the Middle Market

On pace with 2014's $288 billion, private equity firms continued to raise historic levels of capital in 2015. At the same time, traditional banks began pulling back after years of aggressive lending but are being replaced by non-traditional lenders. With both the unemployment rate and the labor force participation rate hovering around record lows, economic growth in the fourth quarter of 2015 was .7% and the economy seems to be grinding to a halt. Private equity owned companies haven't stopped focusing on cost containment since the Great Recession began and most are pursuing acquisitions as the only way to deliver significant year-over-year growth. Mergers & Acquisitions' December 2015 survey revealed deal flow was at a recent low and intensifying. Join this panel of industry leaders as they kick off Symposium 2016 and explore the challenges facing middle market financiers as we enter our 7th year of economic expansion.

MODERATOR:

John Deering
Managing Director, Deloitte Corporate Finance

SPEAKERS:

DEBT:

Randy Schwimmer
Senior Managing Director,
Head of Origination & Capital Markets,
Churchill Asset Management LLC

EQUITY:

Victor Vescovo
COO & Managing Partner, Insight Equity

M & A:

Josh Benn
Managing Director, Head of New York Corporate Finance; Global Head of Consumer, Retail, Food and Restaurants,
Duff & Phelps

9:15 A.M. - 9:30 A.M.

The State of the Senior Lending Market

PART I: The Regulatory Update

Coming under increasing regulatory pressure, traditional banks serving the middle market continue to lose share to their non-regulated competitors. 2015 has seen several cash flow lenders exit the market while standards for highly leveraged loans have some under increasing scrutiny. Setting the stage for our traditional lenders' panel, Elliot Ganz from The Loan Syndications and Trading Association will present an update on critical developments regarding leverage, capital requirements and risk management that banks are facing today and will influence their ability to compete into the future.

SPEAKERS:

Elliot Ganz
General Counsel, Co-Head of Regulatory,
The Loan Syndications and Trading Association

9:30 A.M. - 10:15 A.M.

The State of the Senior Lending Market

PART II: Senior Lenders Reinvent Themselves

While traditional bank lenders are heeding regulatory guidance and displaying a new conservatism in middle market lending, non-traditional lenders are filling in the void and expanding their reach up and down the balance sheet. The overall lending market is poised to benefit from the Federal Reserve's ongoing plans to raise rates. In spite of or because of changes in lending practices, the overall market expects volumes to rise in 2016.

Advisory firm Lincoln International reports increasing shifts from non-traditional lenders into uni-tranche, second lien and junior capital. Thirty-five percent of respondents to the firm's 2016 Annual Financing Markets Survey indicated they expected to expand into non-traditional products for competitive reasons. The survey also reflected the growing conservatism with 55% forecasting leverage to decline and more than 60% indicating pricing will increase across all debt categories. With favorable changes in leverage and pricing, 59% of respondents indicated 2016 will follow 2015's year-over-year trend with continued growth in load volume. But credit preferences changed quickly during the last cycle, and today's volatility and macroeconomic factors could have an impact on lending practices real time.

Listen as our panel of veteran traditional and non-traditional senior lenders discuss what's going on and why; where the senior debt markets are headed; and what impact regulation and the economy are expected to have on lending practices for the next twelve months.

MODERATOR:

Bob Horak
Managing Director, Lincoln International

SPEAKERS:

Ira Kreft
Senior Vice President–
Central Region Marketing Manager,
Bank of America/Merrill Lynch

Charlie Riceman
Partner, Varagon Capital Partners

Andrew Frawley
Managing Director, Loan Syndicate,
Sales & Research, KeyBanc Capital Markets Inc.

Ken Kencel
President and CEO,
Churchill Asset Management LLC

10:15 A.M. – 10:45 A.M.

NETWORKING & REFRESHMENT BREAK

HOSTED BY NEWSTONE CAPITAL PARTNERS

10:45 A.M. - 11:00 A.M.

Traditional Mezzanine Market Update

PART I: Atlantic Conferences 22nd Annual Mezzanine Market Survey

The informal, high-level survey of traditional mezzanine markets explores the current trends in leverage, pricing and terms.

Preston Walsh
Partner, PNC Mezzanine Capital

11:00 A.M. – 11:45 A.M.

Traditional Mezzanine Market Update

PART II: Traditional Mezzanine: Favorable Winds?

Traditional thinking would say when senior lenders are moving up the balance sheet and charging more and the economic outlook is clouded with uncertainty, a financing gap is opening up for mezzanine providers willing to go down the balance sheet, offering the stability of fixed rate, long term, subordinated debt. Private equity firms raised a near record level of capital in 2015 and it has to be deployed. In 2008 euphoria struck the mezzanine market as senior lenders lowered leverage levels and raised rates. It seemed as though it was once again a terrific time to be a mezzanine lender. But as the year progressed, the senior lending market shut down, the inexpensive "L" in LBO was gone and the deal flow dried up.

There is a balance between too much and too little senior debt which makes the time right for mezzanine providers and the buyout market. Where are we today in that balance? What could push us one way or the other? Mezzanine has been described as "flexible financing" with mezzanine lenders moving up or down the balance sheet depending on financing gaps, fund management strategies, capital availability and opportunity.

This panel represents a cross section of the traditional mezzanine market by size and debt-to-equity risk orientation. Hear how these veterans see the current environment and the strategies they are deploying for long term success.

MODERATOR:

Larry Makel
Partner, Schiff Hardin

SPEAKERS:

Grant Johnson
Managing Director,
Newstone Capital Partners, LLC

David Blair
Partner, PNC Mezzanine Capital

Charlie Schroeder
Managing Partner, Northstar Capital

Jeri Harman
Founder & Partner, Avante Mezzanine Partners

11:45 A.M. – 12:45 P.M.

SBIC Seminar Session: The Story Keeps Getting Better

SBIC SPONSOR: JENNER & BLOCK

In recent years, the SBIC industry has enjoyed record licensing levels and capital inflows. In the five years since the Volcker provisions of Dodd-Frank eliminated regulated bank investments in traditional mezzanine and private equity funds, an increasing number of regulated banks have discovered a way back into this higher return asset class through the exception to Volcker provided to SBICs. And for managers coming out of the funding drought of the Great Recession, access to inexpensive capital through the Small Business Administration's SBIC borrowing program helped leverage the equity capital they were able to raise. More recently, BDCs found drop-down SBICs a helpful addition to their financing vehicles in terms of capital and regulatory exceptions.

When compared to 2011, the numbers of licensees is up 43% to 205 while the total capital under management is up 47% to $25.3 billion, with increases of 9.4% and 11.5% over 2014 levels, respectively.

The success of the SBIC program can be attributed to a healthy balance between the SBA, as the governing body, the SBIA (and its predecessor NASBIC), as the industry's trade association, in terms of regulation and advocacy, and the performance of SBICs as an investment class. By all accounts, the SBIC program continues to fulfill its mission to "facilitate the flow of long-term capital to America's small businesses." There is record capital under the program's management, and a continued fine-tuning of the rules for licensing and investing bode will for a healthy future.

MODERATOR:

Alan Roth
Partner, Jenner & Block LLP

SPEAKERS:

Tom Gorman
Partner, Seacoast Capital

Brett Hickey
Founder & CEO, Star Mountain Capital, LLC

Carl Kopfinger
Senior Vice President & Managing Director, TD Bank, N.A.

Brett Palmer
President, Small Business Investor Alliance

Tim Rafalovich
Senior Vice President, Institutional LP Investor, Manager of Alternative Equity Group (Private Equity), Wells Fargo Bank

David Magdol
Vice Chairman & Chief Investment Officer, Main Street Capital Corporation

Mark Walsh
Associate Administrator,
Office of investment and Innovation,
U.S. Small Business Administration

12:45 P.M. – 2:30 P.M.

LUNCHEON AT THE ROOSEVELT

HOSTED BY SCHIFF HARDIN

A full-service law firm with offices in Chicago, Lake Forest, New York, Washington, D.C., Atlanta, San Francisco, Dallas and Ann Arbor, Schiff Hardin specializes in corporate finance, M&A, and securities law, and advises clients in all phases of the investment cycle and all levels of the capital structure, including private equity fund and mezzanine investors, venture capital investors, and clients in fund formation, M&A, management buyouts, spin-offs, going private transactions, dispositions and financings. Transactions range in size from $1MM to >$1B. www.schiffhardin.com

Luncheon Address: The U.S. Economic Outlook

SPEAKER:

Patricia Buckley
Director, Economic Policy and Analysis, Deloitte

Patricia Buckley is the Director of Economics at Deloitte where she regularly briefs members of Deloitte's executive leadership team on changes to the U.S economic outlook and is a frequent contributor to Deloitte's eminence practice on topics of economic policy. Prior to joining Deloitte in 2012, she was the Senior Economic Policy Adviser to four Secretaries of Commerce.

2:30 P.M.. – 3:15 P.M.

Preparing for a Workout

The seventh year of this economic expansion is best characterized as anemic, the outlook for growth is uncertain, the Fed is still considering rate hikes and the senior debt market is showing signs of weakening. Most private equity professionals have remained laser-focused on cost containment since the start of the Great Recession. At the same time, they've pushed their management teams to expand or acquire revenue wherever possible. But is vigilance enough? While companies are lean and deal sponsors cautious, what happens if the economy falters and the lenders withdraw? Benjamin Franklin said: "By failing to prepare, you are preparing to fail!" Listen as this panel of buyout veterans discusses the importance of preparation and strategies for successful workouts, assessing the borrower's competitive position, the pitfalls of unsponsored transactions, picking the right advisors, and more.

MODERATOR:

Stephen A. Boyko
Partner, Co-Head Finance Group, PROSKAUER

SPEAKERS:

Dev Gopalan
Head of US Private Credit, KKR

Mike Pizette
Chief Credit Officer, Crystal Financial

Michael Zugay
Head of Investments, BlackRock Private Capital

Craig Hamrah
Managing Director,
TPG Opportunities Partners, L.P.

3:15 P.M. - 5:30 P.M.

Symposium 2016 Four-Part Spotlight Session: The Changing Face of Equity

With $192 billion in institutional equity raised in 2015 for buyouts and acquisitions, it is clear private equity funds have the confidence of the investor community and ongoing capital that will allow them to thrive. At the same time, there has been a growing inflow of non-traditional participants competing for their transactions. While not brand new to 2016, having found their following among investment bankers and sellers, three alternatives to traditional buyout firms are becoming prevalent in the middle market. Who are these competitors, what do they offer and how do they compare to traditional private equity funds? In this five-part Spotlight Session, Symposium 2016 contrasts these three alternatives to the traditional equity fund in terms of how deals get done, what situations are appropriate, what skills are required and what impact they have on the M&A and financing markets.

3:15 P.M. - 3:45 P.M.

PART I: Structured Equity

Driven by competition in the traditional mezzanine space, mezzanine fund managers have moved down the balance sheet and are leading buyouts and recapitalizations by deploying a combination of junior securities in what's being referred to as "Structured Equity." Minority owners with an option to buy control, owner-operators with passive partners in need of an exit, an existing platform with acquisition opportunities–all are scenarios that may require careful planning and external capital but don't always warrant a change of control.

The same stability offered to a sponsor's buyout structure by a mezzanine investor may be combined with additional capital in the form of preferred or common stock to provide liquidity to repurchase shares, acquire a competitor or support growth. Owners not in need of personal liquidity can use their existing equity as the basis for a partial refinancing transaction.

Structured correctly, equity-oriented mezzanine managers can minimize the risk associated with a leveraged balance sheet by controlling the institutional junior capital while positioning their securities above the common equity of the owners and enhanced with a sizable minority ownership. Not the domain of passive investors or lenders, junior capital providers of structured equity must be prepared to invest the time and attention traditional sponsors bring to their portfolios without the control that typically comes with a buyout.

- Who is providing structured equity?
- What does it look like?
- When is it appropriate?
- What is required of both provider and receiver?
- How does it compare to traditional private equity?

MODERATOR:

Robin Engelson
Managing Partner,
Sapphire Financial Group, LLC

SPEAKERS:

Dave Gezon
Senior Managing Director,
Midwest Mezzanine Funds

Tim MacKenzie
Managing Director, Merit Capital Partners

John Schnabel
Partner, Falcon Investment Advisors

3:45 P.M. - 4:15 P.M.

PART II: Independent Sponsors

In response to the uncertainties surrounding fundraising, the increasing oversight required of registered investment advisors and, sometimes, entrenched senior partners, former private equity fund managers, along with operating partners, are leaving the more institutional setting as general partners managing capital for pension funds, insurance companies, endowments, high net worth individuals and other limited partners are bringing their buyout skills to bear on a one-off basis as "fundless" or "independent" deal sponsors.

Choosing not to pursue the highly selective and often lengthy fundraising process and the rigors of reporting to limited partners and RIA regulators, independent sponsors accept the risk of running a business without the certainty that comes with capital under management, including a management fee to cover expenses and ready access to equity for each deal, in exchange for the opportunity to generate returns on each individual investment and the latitude to pursue deals at their own pace.

Some practitioners build careers as successful independents while others view it as a bridge to a track record that leads to a dedicated fund. Either way, these independents are faced with the traditional tasks of raising debt, conducting diligence, getting to the close and then managing a portfolio company, throughout the investment cycle, while sourcing and funding the equity in deals without a "checkbook."

- What are the biggest challenges facing an independent sponsor?
- How do sellers and investment bankers view them?
- Do lenders view them as true sponsors?
- Who are their equity sources and what do they expect?
- What do independents get in return for sponsoring a deal?

MODERATOR:

Robin Engelson
Managing Partner,
Sapphire Financial Group, LLC

SPEAKERS:

Steve Altman
Partner, Cornerstone Capital Partners

Alexander A. Friend
Managing Director, Friend Skoler & Co.

Adam Godfrey
Managing Partner, Stella Point Capital

4:15 P.M. – 4:30 P.M.

NETWORKING & REFRESHMENT BREAK

4:30 P.M. – 5:00 P.M.

PART III: The Family Office

According to the Family Office Association, there are over 3,000 single-family offices around the world investing in a variety of assets classes, including private equity. In general, SFOs hold a long-term investment outlook intended to meet the needs of a multi-generational family where the immediate family wants to play an active role in overseeing investment management. Whether it's the wealth created from the sale of a long held family-owned business or the desire to diversify existing family holdings, high net worth families are combining operating experience and lessons learned from time as passive private equity limited partners or co-investors and taking the lead on their own transactions.

With either internally developed talent or hires from the private equity world, Family Offices offer sellers a long term partner not limited by a fund life and, often, sector expertise developed from the historical family business. Direct investing saves the family fees and carry paid to traditional GPs while offering the enhanced returns that private equity provides relative to public alternatives. According to a survey by McNally Capital cited in the February 2016 Mergers & Acquisitions, 77% of respondents said they preferred direct deals over going through private equity funds and 84% indicated that they expected to make a direct investment in a private company within 24 months.

- How does a family office enter the world of private equity?
- What resources do they need?
- Are certain opportunities more appropriate than others?
- How are family offices seen by sellers and their investment bankers?
- How do family office expectations compare to traditional private?

MODERATOR:

Jason Block
Partner, Freedom 3 Capital

SPEAKERS:

Chris Sullivan
Founder and Managing Partner,
Landon Capital Partners, LLC

Rob Scaramella
General Partner, The Hudson + East Partnership

Adam Milakofsky
Principal, Pritzker Group Private Capital

5:00 P.M. - 5:30 P.M.

PART IV: Traditional Sponsors

"Last year was a turning point," or so said *PitchBook* in their 2015 Annual U.S. PE Breakdown, as they reported on a 5% decline in deal flow and an 8% decline in transaction value for the U.S. buyout markets. Add-ons represented a record 62% of total transaction volume, while non-add-on activity lingered at the five year average and 28% below its 2007 peak. *PitchBook* further characterized 2015 as marking a shift into the "later stage of the most recent buyout cycle" after six years of growth. The report cites the global economy, rate hikes, the strength of the U.S. dollar, low unemployment, concerns regarding accessing debt, inflated transaction multiples and the quality of available deals as factors. At the same time, more than 1,100 exits were reported representing an aggregate $321 billion. Ample distributions to limited partners kept the fundraising market moving forward, with 278 funds receiving commitments of $181 billion.

When combined with the dry powder remaining from the $760 billion reportedly raised between 2010 and 2014, the private equity market remains both poised and committed to put capital to work. If *PitchBook* is correct, and the buyout market is at a point of inflection at a time of economic uncertainty and broader capital market changes, is this not a time when the experience and discipline represented by a well-funded sponsor should be at a premium? Strategies that require discriminating buyers, well-crafted structures and aggressive acquisition activities, all supported by deep lending relationships, bode well for established fund managers with direct access to capital.

- What do traditional sponsors think about the current deal environment?
- How are they preparing for changes in the investment and economic cycles?
- What do traditional sponsors bring to the deal the alternative sponsors don't?
- Are the deals that are more appropriate for traditional sponsors vs. those that are more appropriate for the alternatives, or are all deals created equal?

MODERATOR:

Jason Block
Partner, Freedom 3 Capital

SPEAKERS:

Gretchen Perkins
Partner, Huron Capital Partners

Ben Schnakenberg
Partner, High Road Capital Partners

Daphne Dufresne
Managing Director, RLJ Equity Partners

5:30 P.M. – 7:00 P.M.

ANNUAL INDUSTRY COCKTAIL RECEPTION

HOSTED BY PROSKAUER

PROSKAUER'S Multi-Tranche Finance Group is comprised of seasoned attorneys experienced and active in all aspects of finance in the middle market. With 40+ dedicated attorneys in the US and London, Proskauer's MTF Group is able to provide unparalleled depth and experience to asset managers, BDCs, funds and other alternative sources of financing. We are proud to have been selected as Private Debt Investors' 2014 Law Firm of the Year (Americas). For more information, please go to www. proskauer.com.

7:00 P.M. - 8:00 P.M.

MID-CAREER MANAGERS' NETWORKING RECEPTION

**HOSTED BY
CORPORATE CAPITAL TRUST AND W.P. CAREY**

The Symposium is known for being awash with senior level financiers. We've been asked to create a separate Symposium event where mid-career people can focus on getting to know their peers. If you'll be at the Symposium and plan to attend, please contact the Atlantic Conferences office and RSVP.

7:45 A.M. – 9:00 A.M.

THE WORKING BREAKFAST

Breakfast Address with Q&A:

A Government Financial Update and the Presidential Election

SPEAKER:

The Hon. David M. Walker

- Senior Strategic Advisor, PwC
- Comptroller General of the United States, 1998-2008
- Founder, Comeback America, 2010
- President & CEO, the Peter G. Peterson Foundation, 2008-2010

Public Trustee for Social Security and Medicare, 1990-1995; Assistant Secretary of Labor for Pension and Welfare Benefit Programs, 1980s; Chairman of the United Nations Independent Audit Advisory Committee, 2007-2011; Former Partner & Global Managing Director, Arthur Andersen; Recipient of the American Institute of Certified Public Accountants' highest award, the Gold Medal Award of Distinction; Author, national bestseller *Comeback America: Turning the Country Around and Restoring Fiscal Responsibility*

This is but a sampling of Dave Walker's credits. To see more, Google his name and settle back for a long read.

9:00 A.M. - 9:15 A.M.

BDCs Settle in for the Long Term

PART I: An Analyst's Point of View

SPEAKER:

Vernon C. Plack, CFA
Director of Research, BB&T Capital Markets

- What does this debt load mean for our economy?
- How will it define the "climate" for middle market debt finance and what actions can be taken to mitigate its impact?

9:15 A.M. - 10:00 A.M.

BDCs Settle in for the Long Term

PART II: BDCs, Perspective from the Inside

It's been a long year for the BDC industry. During the first quarter of 2016, according to the Raymond James *BDCIndustry* report, only 5 out of 46 BDCs they follow posted a positive LTM Total Return, and only 5 were trading at a Price/Net Asset Value (P/NAV) of close to 1.0x or better. As a whole, the 46 firms posted average returns of -14.4% and P/NAV of .74x, continuing trends begun the last year. Market sources pointed to interest rates and credit cycle concerns, oil prices and general market volatility as contributing factors, along with declining public markets that all but cut off new capital to the industry. There was only one new BDC taken public in 2015 and only 12 secondary offerings. Secondaries, so critical to on-going financing activities, accounted for a total of $714 million vs. $2.1 billion in 2014, and included only three offerings in the second half of the year.

Last year, Symposium 2015 asked: "Are BDCs at a cross road?", noting that the market seemed to be separating out the high performers from the rest. Symposium 2016 returns with a panel of leading BDC managers to examine where the industry is and where it is headed. In spite of some declining performance measures, the average BDC dividend yield in the Raymond James group was 12.9%, an attractive return in this continued low yield environment. Twelve month returns for 12 of those 46 BDCs met or exceeded the S&P 500's of -6.9% for the same period, with five posting positive returns over the year. Given how far off the broader public markets are, an article on Seeking Alpha's website suggested that it may be time to buy select BDCs based on their P/NAV, condition of their balance sheets, credit quality and strength of management teams: "Many BDC investors may not be looking at the fundamentals and fears of profit taking, tax loss selling, weak technical indicators or misplaced fears of macroeconomic conditions could cause a self-fulfilling prophecy where selling begets selling...and an opportunity for potential purchases."

With $62 billion in assets under management, BDCs are still significant players in middle market finance.

- Does the public market response bring the model into question, or is the market over-reacting?
- Is the private BDC model an alternative?
- Are there near-term consolidations among BDCs head?
- What strategy shifts should be considered as the economic expansion moves toward its later stages?
- Where is the BDC industry headed?

MODERATOR:

Stephen L. Nesbitt
CEO, Cliffwater LLC

SPEAKERS:

Ted Koenig
President & CEO, Monroe Capital LLC

Mitchell Goldstein
Partner, Ares Management

Brendan McGovern
CEO and President, Goldman Sachs BDC, Inc.

Mark Gatto
Co-President & Co-CEO,
CION Investment Corp.

10:00 A.M. - 10:15 A.M.

NETWORKING & REFRESHMENT BREAK

10:15 A.M. – 10:20 A.M.

Fundraising

PART I: CEPRES Research Report

Overview and access to CEPRES' latest proprietary report on risk, return and value of private debt funds directs for LPs.

SPEAKER:

Chris Godfrey
Partner, CEPRES GmbH

10:20 A.M. – 11:00 A.M.

Fundraising

PART II: Limited Partners: End of a Cycle?

As quoted in the January 2016 *Private Equity Analyst,* Frank Morgan, Partner, Coller Capital, described the recent fund raising environment as "The world of haves and have-nots." The same PEA article reported that the total $257 billion in private equity raised into December 2015 went to 682 funds, 146 fewer than the prior year, including 10 that accounted for 30% of the total, as investors focused on a smaller number of core general partner relationships. Consistent with their "end of cycle" thesis, *PitchBook* reported in their 2015 Annual PE Breakdown an upswing in distressed and restructuring funds as well as niche industry funds, such as energy, targeted to take advantage of specific disruptions in industries and valuations. The robustness in continued fundraising appears evident when one considers *PitchBook's* findings that the average fundraising period was only 15 months, a record low not seen since 2008, and that 88% of GPs hit their target, the highest level since before 2005.

- Where does that position the market today?
- Prior year fundraising and a slowing deal market have combined with the 2015 fundraising successes leaving the broader private equity market with significant dry powder for 2016 and beyond. What are investors thinking?
- Where do they see capital going?
- Are strategies shifting?
- What are LP expectations and concerns?
- Are we really nearing the end of the cycle?

MODERATOR:

Sarah Sandstrom
Partner, Campbell Lutyens

SPEAKERS:

Derek Fricke
Director, Private Equity & Junior Debt,
TIAA Global Asset Management

Steve Myers
Vice President, Head of Private Debt & Equity,
Reinsurance Group of America

Pete Monaco
Director, Cigna Investment Management

Scott Higbee
Senior Managing Principal, GoldPoint Partners

11:00 A.M. - 11:45 A.M.

Trends in Middle Market Finance: As if the U.S. Debt Markets Weren't Crowded Enough, the Europeans are Arriving!

European lenders and private equity investors are increasingly looking at the U.S. market for new opportunities. European companies and PE firms are now having access to more attractive financing sources with European debt markets being hit by a perfect storm of new debt fund liquidity entering the market, banks competing to maintain market share, a lack of primary deal flow and aggressive quantitative easing from the European Central Bank.

At the same time, a major challenge for European financiers has been the ability to deploy capital in their local market. Slow recovery of the European economy and the lack of primary deals have driven European firms to consider alternatives. Competition from foreign investors eyeing European assets and corporates with record cash balances and access to almost zero interest money have made things worse.

The first wave found private equity firms considering the U.S. market for bolt-on acquisitions for existing companies. Recently, European private equity firms without U.S. offices began buying U.S. platforms. Now, European firms are building a strong presence across the Atlantic, and they are being joined by their senior and subordinated debt lending colleagues. This panel of financial managers active in U.S. and European markets will shed light on their strategies and the impact they anticipate having on their U.S. counterparts.

- What opportunities will this trend create to U.S. market participants?
- Are expectations for returns and lending parameters similar to existing U.S. practices?
- Will the European lenders fill in the void created by a contracting U.S. lending market?
- Is there enough deal flow to meet the needs of both the existing and new equity arrivals or will the inflow of capital drive up purchase multiples further?
- How long will it take before the two markets converge again?

MODERATOR:

Nedim Music
Senior Vice President,
Deloitte Corporate Finance LLC

SPEAKERS:

Kevin Murray
Managing Director, Natixis

Stephen Hipp
Managing Director,
Goldman Sachs Specialty Lending Group

Riddhi Barman
Managing Director,
Deutsche Bank AG New York Branch

Matthew Harvey
Vice President, Prudential Capital Partners

Jeffrey Rabel
Managing Director, Intermediate Capital Group

11:45 A.M. - 12:30 P.M.

THE ROUNDTABLE DISCUSSION

Ron Kahn leads a round table discussion on financing in the middle market. Join us as we close out Symposium 2016 with this popular interactive session in which industry leaders are challenged by our moderator as well as each other regarding current lending and investment practices, risks and opportunities, the outlook for the remainder of 2016 and beyond and lessons from the past.

DISCUSSION LEADER:

Ron Kahn
Managing Director, Lincoln International

SPEAKERS:

Mike Chirillo
Senior Managing Director, Antares Capital

Jim Hunt
Managing Partner & CEO Middle Market Credit,
Kayne Anderson Capital Advisors, L.P.

Philip Tseng
Managing Partner, Tennenbaum Capital Partners

Lawrence Golub
Chief Executive Officer, Golub Capital

12:30 P.M.

CHAIRMAN'S CLOSING REMARKS

"It would take you months of phone calls, travel, rescheduling, email texts, to get to the quality of dialogue that you can get in two days with the Symposium."

– STEVE ETTER, *Partner, Greyrock Capital*

"This is one of the best networking events for a BDC."

– CAROLYN BENTZIEN, *Managing Director, Valuation Research Corp.*

"The best forum for professional development and market intelligence. We send all our new analysts."

– CHARLIE SCHROEDER, *Managing Partner, Northstar Capital*

"It's a great place to hear from a panel of limited partners what their organization is looking for in an asset manager. Unlike many other conferences, the investors actually attend the conference and are accessible."

– DAVE GEZON, *Senior Managing Director, Midwest Mezzanine Funds*

"This conference is worth rescheduling your vacation for."

– RANDY SCHWIMMER, *Senior Managing Director, Head of Origination & Capital Markets, Churchill Asset Management LLC*

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REGISTRATION FEE: $2095 for the first registration and $1995, second registration; three or more registrations, $1895 each, from the same organization (same name) received at the same time. The fee includes lunch, refreshments and all documentation supplied by speakers.

DISCOUNTED REGISTRATION FEE THROUGH APRIL 22: $2095

Please make checks (in US funds drawn on a US bank) payable to Atlantic Conferences Inc. and attach to the registration form. Confirmation will be sent.

CONFERENCE LOCATION:
The Roosevelt Hotel
Madison Avenue at 45th Street
New York, NY 10017
Reservations: 888-833-3969

DISCOUNT ACCOMMODATIONS: The hotel has allocated a block of rooms at a special reduced rate. Contact the hotel directly, mention Atlantic Conferences Symposium, request the discounted rate.

SUBSTITUTIONS/CANCELLATIONS: In order to receive a prompt refund, your notice of cancellation must be received in writing 10 working days before the conference. We regret cancellations cannot be accepted after that date. However, your registration can be transferred to another member of your company at any time prior to 8:30 am on May 17th. Please notify us in advance so that materials can be prepared. All cancellations are subject to a $395 processing fee. If Atlantic Conferences Inc. cancels an event, it is not responsible for any airfare, hotel or other costs incurred by registrants.

"There is no better place for networking with leading players in the mid-market and having off-the-record discussions on what really matters."

– MATTHIAS UNSER, *Managing Partner, YIELCO Investments GmbH*

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Cocktail Reception:
PROSKAUER

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Schiff Hardin

Mid-Career Managers' Networking Reception:
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