



Synopsis

So You Want to Go Public?

Going public is often perceived as an enviable mark of great success — an acknowledgment from the most skeptical of judges — Wall Street. However, it is just one ingredient in a company's continued or ultimate success. The best option for you and your company is the one that will give you the sharpest edge in today's competitive environment. To judge if the going public option is right for you, join us for a realistic look at the going public process, including a view of the costs, benefits and risks.

This workshop will be highly interactive and you will learn "real world" techniques including selecting underwriters, negotiating strategies and valuing your company using Wall Street methods.

In summary:

- Learn what really happens in the going public process
- Understand the cost, benefits and risks
- Hear from and interact with underwriters and newly public CEOs

The Folks You will be Hearing From Professionally Speaking

Dale Cox, Tax Partner, PricewaterhouseCoopers

has over 11 years experience especially with mergers & acquisitions, corporate reorganizations, R&E tax credits studies, SFAS 109 accruals & disclosure, and representation of clients before the IRS. He serves as the firm's Austin Office Tax Site Leader.

Joseph H. Estes, Managing Dir. of Investment Banking, Chase H&Q joined Hambrecht & Quist as a Managing Director and a senior member of the East Coast Technology Group in 1999; responsible for coordinating the firm's investment banking practice in the Southeastern and Southwestern US. Prior, he was the Managing Director for coordinating the Technology and Communications practice of an investment banking subsidiary of Citigroup.

Martin Fiscus, Audit Partner, PricewaterhouseCoopers

has 17 years of public accounting experience. Has served clients ranging from entrepreneurial to large public enterprises. Experience includes revenue recognition, stock-based compensation plans, equity instruments and mergers & acquisitions. He has assisted his clients in numerous public offerings of equity and debt securities.

Dave Henkel, COO & CFO, Agillion Inc.

served as a Board Member and the CFO of Prodigy Communications Corporation prior to joining Agillion. He helped take Prodigy public in February of 1999, in the largest Internet IPO then to date, raising \$168 million. Prior, he founded AFX Tratech, Inc. a wireless data company focused on traffic control and other wireless data

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applications. He was a founding board member of 7th Level, Inc., which he eventually joined as CFO and later served as COO. He helped 7th Level raise \$30 million in its IPO and \$40 million in its second offering.

Paul Hurdlow, Managing Partner, Gray Cary Ware & Freidenrich's

is a member of the firm's Austin Corporate & Securities and Intellectual Property & Technology Practice Groups representing Austin's high-technology start-up and emerging growth companies. Works with both companies and underwriters in public offerings, initial public offerings, and mergers & acquisitions. In addition, he assists in structuring and negotiating venture investments and strategic partnerships.

Jeff Johanns, Audit Partner, PricewaterhouseCoopers

has 22 years of experience in public accounting and private industry. He currently serves as the Austin Office Audit Site Leader specializing in high technology, software and retail industries, and has extensive IPO and SEC reporting experience. His clients range from start-up enterprises to large publicly held corporations. Prior, he was CFO for a computer software development and marketing company.

Don Keller, Managing Partner, PricewaterhouseCoopers

is the Austin Managing Partner and Global Software Industry Leader for the firm. He is the lead audit partner for Dell Computer and has served multinationals such as Storage Technology and J.D. Edwards, as well as emerging technology-based clients. He has expertise in income tax accounting and pooling of interests transactions.

Thom Singer, Rep/Coordinator, RR Donnelley Financial

is the local Austin Sales Representative/Business Development Coordinator for RR Donnelley Financial, a division of RR Donnelley & Sons Company. He was with the American Electronics Association before being joining RR Donnelley to open its Austin office in January 2000.

Randy Stone, Audit Partner, PricewaterhouseCoopers

has 13 years experience assisting clients with mergers & acquisitions, initial & follow-on offerings, debt filings, and issues facing emerging growth companies.

Elaine Wetmore, CEO, Austin Entrepreneurs Foundation

previously had been President and COO of Knowledge Discovery One, Inc. which was acquired by Net Perceptions, Inc. She also served as CFO and Vice President of Tivoli Systems, Inc., a wholly owned subsidiary of IBM. Prior to Tivoli, she worked for IBM for 13 years in various financial management positions supporting software and hardware business units in Texas, New York and Vermont.

Peter Zandan, Chairman of the Board, Zilliant

is a business and civic entrepreneur as well as a university teacher. Dr. Zandan was the founder, CEO and Chairman of IntelliQuest, a leading provider of marketing information to the technology industry. In 1996, he led IntelliQuest through a successful IPO. He is also the CEO of Pazzaz, a firm that invests and provides strategic counsel to emerging enterprises including iBooks, CarioNow, Journee Software, Samba, and Seedstage. He is one of the co-founders of Austin 360 Summit.

Details Conference Specs

Date: Tuesday, October 24, 2000

Location: The Renaissance Austin Hotel
9721 Arboretum Boulevard
Austin, Texas 78759

Time: 7:30 AM Registration

Program: 8:15 AM to 12:00 PM

Register On-line at: www.pwcglobal.com/tfevents

or by Phone: 512-867-8777

Agenda Play by Play

7:30 Registration & Continental Breakfast

8:15 Welcome
Martin Fiscus
Partner, PricewaterhouseCoopers

8:20 Planning, Timing & Expense
of a Successful IPO
Randy Stone
Partner, PricewaterhouseCoopers

8:45 Legal Aspects
Paul Hurdlow
Managing Partner, Gray Cary

9:15 Ensuring a Smooth Ride with the SEC
Jeff Johanns
Partner, PricewaterhouseCoopers

9:45 Break

10:00 IPO Execution Issues
Joe Estes, Managing Director, Chase H&Q

10:30 Effective Tax Strategies for Company
& Senior Management
Dale Cox, Partner, PricewaterhouseCoopers

10:55 Executive Panel
Don Keller
Managing Partner, PricewaterhouseCoopers

Dave Henkel, COO, Agillion
Peter Zandan, COB, Zilliant
Elaine Wetmore
CEO, Austin Entrepreneurs Foundation

11:55 Thanks & Adjournment
Thom Singer
Austin Rep, RR Donnelley Financial

Join Us!
Registration Form

\$65.00 Conference Fee

*Checks should be made payable to:
PricewaterhouseCoopers*

Please RSVP by: October 17, 2000

Mail to: Linda Scott
600 Congress Avenue, Suite 2000
Austin, Texas 78701

Or register through our web site at:
www.pwcglobal.com/tfevents

Tel: 512-867-8777
Fax: 512-867-8791
Email: linda.j.scott@us.pwcglobal.com

Name: _____

Title: _____

Company: _____

Address: _____

City: _____ Zip: _____

Phone: _____

Email: _____



PRICEWATERHOUSECOOPERS
600 Congress Avenue, Suite 2000
Austin, Texas 78701


Roadmap for an IPO

An Executive Forum

Tuesday, October 24, 2000

RR DONNELLEY FINANCIAL
Capital Markets

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