



TICA®

TENANT-IN-COMMON ASSOCIATION

**TICA's Fifth Spring Symposium
Grand America Hotel, Salt Lake City, Utah
March 11-13, 2008
Agenda**

Tuesday, March 11, 2008

2:30 pm – 4:30 pm
Audubon (3rd floor)

Targeted Training Sessions

A. New Sponsor Session

The New Sponsor Session at the TICA Symposium is aimed primarily at new sponsors or real estate companies considering becoming sponsors, but will also be of interest to more established sponsors and the various third parties who work with them, including managing broker dealers, lenders, legal counsel and consultants. Moderated by attorney Stephen Burr of Foley & Lardner LLP, this session will provide practical advice, materials and the benefit of experience from a wide variety of TIC industry professionals and service providers.

Subjects are expected to include: forming a sponsor and developing a business strategy, building a brand and a selling group, and compliance and due diligence responsibilities.

You will hear from other sponsors who have lived through these experiences, as well as managing broker-dealers, registered representatives, financial analysts, tax and securities attorneys, lenders and other industry professionals on these and other related subjects. All the information you need to know to succeed as a sponsor presented in an informal, interactive format. If you are a sponsor or considering becoming one, or if you provide services or advice to sponsors you do not want to miss this!

Panelists: Current TIC Market Conditions: Brandon Balkman, Orchard Securities; Forming a Sponsor and Developing a Business Strategy: Aaron Cook, CORE Realty Holdings LLC; Daniel Oschin, AFA Financial Group, LLC; Louis Rogers, Spectrum Realty Services LLC; Dan Shaeffer, Cottonwood Capital LLC; Tony Thompson, Thompson National Properties; Building a Brand and Developing a Selling Group: Ian Filippini, Filippini Financial Group, Inc.; Merriah Harkins, DBSI Securities; Jeff Jerrier, Meridian Capital Partners; Michael Kudlik, Orchard Securities; Logan Lee, Moody National: Compliance and Due Diligence- Avoiding Liability: Cameron Hellewell, Orchard Securities; Tom Jahnke, Passco Companies LLC; Mark Levinson, Greenberg Traurig; Richard Lipton, Baker & McKenzie LLP, Tanya Muro, Spectrum Title Co.;

Savoy (1st floor)

B. Registered Rep Training – Compliance/Regulatory

Whether you are a brand new rep or advisor, an established financial services professional looking to add TIC investing to your financial services practice or a seasoned TIC rep or advisor, this educational program is a must attend. As an associated person, there are a substantial amount of regulatory guidelines and rules that you must follow in your daily practice along with additional rules and regulations surrounding offering private placements and TIC investments. This program will discuss how to effectively market and sell private placements and specifically TICs. The regulatory issues surrounding the sale of private placements and TIC investments will be examined. We will also take a close

look at marketing TIC interests in compliance with Regulation D, completing a suitability analysis and address how to convert prospects into a customer or client under recent guidance from FINRA. Learn from experienced professionals who have been successful in navigating and advising investors and professionals in the TIC industry.

Panelists: Rocco Cortese, Presidio Exchange Advisors; Meridee Olsen, 1031 America; Bill Swayne, WMS Financial Planners Inc.
Moderator: Deborah Froling, Arent Fox LLP
Coordinator: Jeremy Brown, OMNI Brokerage Inc.

Riviera (3rd Floor)

C. CPA & Attorney Continuing Education Session - TIC Investment Overview: Specialized Legal, Tax, Financial and Other Issues Raised by TIC Investments

This course will focus on the unique issues raised by TIC investments and how these issues are addressed by, and impact, various participants in the TIC industry. The course will include a review of the following:

- Tax issues presented by TICs, including a review of Revenue Procedure 2002-22 and the various factors that can influence whether a TIC is viewed as an interest in real estate or an interest in partnership for tax purposes, the repercussions associated therewith, and how different TIC sponsors address these issues. An overview of the impact of tax considerations on the operative documents of a TIC transaction will also be presented;
- The securities law regime and the status of TIC offerings therein, including discussion on Regulation D, disclosure requirements, and the debate between sponsors of “real estate” TICs and “securities” TICs. The impact of securities laws from sponsors’, broker-dealers’, and investors’ perspectives will also be examined;
- A comparison of the similarities and differences between structural documents in various TIC transactions as well as non-TIC transactions, and their potential impact on sponsors, broker-dealers, and investors, will be presented
- A case study of hypothetical TIC transactions in order to illustrate the financial engineering techniques used by some TIC investment sponsors; and
- Key factors in comparing and evaluating different TIC sponsors.

Presenters: Todd Keator, Thompson & Knight; Matt Malone, Snyder Kearney LLC; Mackay Reid, Omni Brokerage Inc.; Jon Stern, Bryan Cave LLP
Coordinator: Todd Snyder, Snyder Kearney LLC

Murano Garden Salon

D. Real Estate Fundamentals – Advanced

Take your knowledge of real estate fundamentals to a higher level with this fast-paced session designed for professionals who are looking to expand their real estate knowledge. We have looked beyond the TIC community to locate one of the real estate industry’s top experts who will share his expertise concerning real estate investment analysis, real estate underwriting and due diligence. Dig into actual evaluation of various types of investment real estate (i.e. office, apartments and net-leased properties). This session will examine the major underwriting factors that go into the analysis (i.e. gross rent, effective rent, operating expenses, net operating income, capital expenses, and cash flow) in order to see how they contribute to or detract from value. Learn how to apply market factors into the analysis (i.e. market rents, vacancies and growth rates) and how ‘stress testing’ can alter the results. Learn how debt can impact cash flow and examine some of the pros and cons of financial engineering. This session will also discuss how to determine which form of analysis is appropriate for different property types (market comparison, direct capitalization, discounted

cash flow) and examine the strengths and weaknesses of each form. It will conclude by discussing the basic metrics used to calculate value (i.e. capitalization rates, gross rent multipliers, discount rates, internal rates of return) for various property types. This session will challenge you, so be prepared to challenge us with your participation in this interactive session. Pen, paper and calculators are strongly encouraged.

Instructor: Jay Leupp, Alesco Global Advisors, LLC
Coordinator: Jim Shaw, Cap Harbor, LLC

Wednesday, March 12, 2008

1:30 pm- 2:45 pm
Imperial Ballroom

General Session: NAR Exemption Panel "Light At The Other End Of The Tunnel?"

On November 26th the SEC published an exemption requested by the National Association of Realtors (NAR) that would permit experienced commercial real estate professionals to provide real estate services to their clients interested in TIC securities. Suzanne Rothwell, outside counsel for the NAR and the author of the proposed NAR Exemption Request, will lead a discussion with our friends from the SEC, FINRA, NASAA and ARELLO regarding the regulatory context of the Exemption's key components. The major themes arising from the thousands of letters received during the public comment process will be examined as part of an overall progress report. Our panel of experts will try to shed some light on what is at the end of the tunnel. This session is prerequisite to the Symposium's final General Session where the practical industry repercussions of exemptive relief, if issued, will be the focus of the discussion.

Panelists: Brian Bussey, SEC; Denise Crawford, NASAA; Joseph Price, FINRA; Blaine Walker, ARELLO, NAR & Utah DRE
Moderator: Suzanne Rothwell, Skadden, Arps, Slate, Meagher & Flom LLP
Coordinator: Greg Paul, OMNI Brokerage Inc.

3:00 pm – 4:00 pm
Savoy

Breakout Sessions

A. Analyzing Asset Class: Office

Join several prominent members of the real estate acquisitions, registered rep and commercial property management communities for an in-depth analysis on underwriting commercial office. The discussion will include:

- The sponsor perspective on underwriting and acquisition
- Analyzing the TIC offering
- The numbers
- Making client recommendations from the reps' view point
- The challenges in operating and managing commercial office
- What can go wrong

This is a must attend for anyone involved in or making client recommendations in commercial office in order to clearly understand all the nuances and risks for this asset type.

Panelists: Paul Aiesi, TIC Properties, LLC; Nels Billsten, CORE Realty Holdings LLC; David Waal, Presidio Exchange Advisors
Moderator: Aaron Cook, CORE Realty Holdings LLC
Coordinator: Aaron Cook, CORE Realty Holdings LLC

Murano Garden Salon

B. Broker-Dealer Due Diligence for Reg D Offerings

Why do broker-dealers perform due diligence? We will lead discussion of the benefits to broker-dealers, investors, and even sponsors of performing due diligence in the context of Regulation D offerings. The discussion will include a review of the basis for due diligence in relevant securities laws and FINRA

regulations. Also included will be a discussion of real life examples of how due diligence has impacted individual TIC offerings and the industry as a whole.

Panelists: Joe Miller, Independent Financial Group LLC; Mary Beth Skarsgard, Orchard Securities; Angela Strauss, AFA Financial Group
 Moderator: Rick Murphy, Berthel Fisher & Company Financial Services Inc.
 Coordinator: Todd Snyder, Snyder Kearney LLC

Imperial Ballroom

C. The Ladder to Success in Troublesome TIC Times

As the commercial real estate market undergoes shifts and adjustments as it enters another phase of the real estate cycle, TIC sponsors, lenders, investors and their financial advisors should expect to encounter more and more challenges. We are pleased to present H. Michael Schwartz, President, U.S. Commercial LLC (subsidiary of U.S. Advisor LLC), as the moderator of this all important panel. Michael will share his journey with the Le Nature property where the tenant allegedly committed fraud. Workout solutions that require the cooperation of all the parties to TIC transactions will be explored and discussed, including partnering with the special loan servicers.

Panelists: Ken Bolton, National Securities; Arnold Harrison, Jenner & Block LLP;
 Moderator: H. Michael Schwartz, U.S. Commercial LLC
 Coordinator: Patricia DelRosso, Inland Real Estate Exchange Corp.

Grand Salon

D. The TIC Escrow: Going In and Going Out

This session is designed to prepare the registered rep for TIC closing challenges that occur both during an initial TIC purchase and on a TIC reinvestment. The first section, *Going In*, is especially timely in light of our increasingly volatile lender-escrow 2008 closing environment.

In the *Going In* section, registered reps will gain insight into how to more effectively manage the world of escrow agents, QI's and sponsor staff to maximum advantage. Topics will include: preparing your investor for TIC closing complexities; what documents you should absolutely demand from your sponsor (and when); how to conduct a stress-free sign-off; setting up the investor's LLC bank account; the closing statement- when should you get it and what should you look for; settlement statements and IRC 1031 compliance with title and closing costs.

The second section, *Going Out*, is for registered reps that anticipate investors exiting from an existing TIC in the near future, into a new TIC. The panel will advise on how to combat significant areas of concern and liability that reinvesting may open for the investor.

Going Out topics will include: how to deal with LTV disparities as a result of the current credit crunch and interest only loans; how to mitigate closing costs and back end fees on the lower ROI TIC; lingering LLC status and liability issues; QI set-up essentials; entity challenges; demystifying TIC settlement statements; handling accredited investor status changes at time of the rollover; making the sale proceeds transparent for the investor; insuring settlement accuracy for your investor and more. The panel will develop a set of standard closing protocols so that the registered rep can provide the very best service and protection for an investor during the critical close of escrow phase, with a minimum of distraction from often daunting closing issues.

Panelists: John Balboni, Sullivan & Worcester; Randy Beckman, Grubb & Ellis; William Sours Jr., The 1031 Group – K-One Investment Company
 Moderator: David Hartness, 1031 Exchange Strategies, Inc.;

Coordinators: David Hartness, 1031 Exchange Strategies, Inc.; William Sours Jr., The 1031 Group – K-One Investment Company

4:15 pm – 5:15 pm
Murano Garden Salon

Breakout Sessions

A. Analyzing Asset Class: Multi-family

Learn how multi-family assets are performing regionally and nationally and how to evaluate the suitability for a TIC investment. Topics include how multi-family assets are projected to perform nationally and in major markets from real estate experts, how to evaluate “value added” and “stabilized” assets and the real estate underwriting and tenant-in-common structuring used for each type. Understand the metrics used to determine the risk profile of the asset, including the local market, physical condition, operating expenses, financing and operating reserves. Also discussed are appropriate financial assumptions and which assumptions should be questioned (rent growth, physical vacancy, rent concessions, lost to lease, credit loss, model units and terminal capitalization rate). Leave with a solid understanding of A-B-C class stabilized and value added multi-family properties and how this information can be used to educate investment advisors and potential investors.

Panelists: Jay Grooters, Eliason 1031 Properties Corp.; Jeffrey Hawks, Apartment Realty Advisors; Stacy Hunt, Greystar South; Dan Shaeffer, Cottonwood Capital LLC

Moderator: Larry Sullivan, Passco Companies LLC

Coordinator: Bill Winn, Passco Companies LLC

Grand Salon

B. Keeping TICs Competitive

This session will begin with an overview of current trends in the economy and cap rate compression. Because of this compression, the performance of TICs may not be as great as in the past. So how do we keep them competitive? What makes performance difficult on TIC deals versus traditional real estate deals? Panelists will discuss up front load and how we can decrease the load on TIC transactions to provide higher returns and maximize asset performance. The advantages of a potential shift in structure and fees will be debated.

Panelists: Carlton Cabot, Cabot Investment Properties; Dan Cullen, Bryan Cave LLP; Curt Smiley, TIC Investments Inc.

Moderator: Chris Melling, Cabot Investment Properties

Coordinator: Chris Melling, Cabot Investment Properties

Imperial Ballroom

C. More Changes on the Horizon: Enough Already!

Outside of the much discussed NAR Exemption Request there is plenty of regulatory activity that has had, will have, and may have an impact on the TIC industry and the REG D private placement world in general. Industry experts and representatives from FINRA and NASAA will discuss proposed changes to REG D rules that will impact filing requirements, accreditation and suitability standards, general solicitation ground rules and advertising restrictions. For anyone who likes to prepare for the future, this session is for you.

Panelists: Kevin Bradburn, Orchard Securities.; Denise Crawford, NASAA; Eric Perkins, Hirschler Fleischer PC; Joseph Price, FINRA

Moderator: Deborah Froling, Arent Fox LLP

Coordinator: Greg Paul, OMNI Brokerage Inc.

Savoy

D. Reps Training the Sponsors/Wholesalers

Are you a sponsor or a wholesaler seeking growth or a means of solidifying your existing business in a crowded field? Welcome to the Registered Reps’

Wholesaler Forum. This panel of Top TIC Producers will reveal field-tested secrets that keep them coming back to key sponsors deal after deal.

Who knows better than a successful registered rep, what a rep needs from a sponsor to earn their business? This panel will tell you that while top quality product is key, if a wholesaler can also provide timely, essential and persuasive one-on-one marketing protocols and vital rep support systems, they will earn new business and long term loyalty.

Gain insight from suggestions on how to attract, support and gain traction with registered representatives. Business-building topics will include how to: open the door to a new rep; determine what form of contact really works (and what doesn't); win back a rep after a deal underperforms; eliminate roadblocks that keep top producers from considering your deals; compel a rep to focus on a foreign product type (or region) that they would not otherwise consider; break into the top producer's once exclusive sponsor arena; and how to win the rep and his/her client's equity on a sponsor site or property tour.

The sales community is your lifeblood. This is your opportunity to flesh out what are often differing opinions on what sponsors and wholesalers are doing to raise equity efficiently and economically.

Panelists: Jim Nagle, Empire Securities; Clifford Price, Private Asset Group; William Swayne II, WMS Financial Planners Inc.; John Tyler, CapWest Securities

Moderator: Alan Shorr, AFA Financial Group LLC

Coordinators: Daniel Oschin, AFA Financial Group LLC; William Sours Jr., The 1031 Group – K-One Investment Company

Thursday, March 13, 2008

11:15 am – 12:15 pm
Savoy

Breakout Sessions

A. Unraveling the Mysteries of Retail Real Estate

This session will instruct you on how to properly and thoroughly analyze retail real estate so that your clients receive the best advice possible. Our team of experts will provide insights on acquisition and financing underwriting and decipher the elements of a “good” versus “bad” deal.

Panelists: Michael Sarkozi, Bear Stearns and Co.; Andrew Van Tuyle, SCI Capital Group; Mark Zalatoris, Inland Real Estate Corp.

Moderator: Renee Brown, Wildwood Wealth Management

Coordinator: Patricia DelRosso, Inland Real Estate Exchange Corp.

Imperial Ballroom

B. Finding Debt

Placing debt is a crucial part of most TIC Offerings, and the capital markets conditions have never been more difficult. Is there light at the end of the tunnel? Where do you find alternatives until the debt market comes back. This panel of lenders will provide some answers.

Panelists: Keith Braddish, CB Richard Ellis – Melody; Kim Diamond, Standard and Poors; David Pike, Wachovia; Jeffrey Weissman, Citigroup Global Capital Markets; Seth Wolkov, Madison Capital Management

Moderator: Darryl Steinhouse, Luce Forward Hamilton & Scripps

Coordinator: Stephen Burr, Foley & Lardner LLP

Murano Garden Salon

C. Due Diligence Experts Share How They Do Things

Get an inside view as to the inner workings of the due diligence professionals who assist broker-dealers within the tenant-in-common industry. This presentation will include a diverse panel that will discuss their different approaches to the due diligence process. We will discuss how to conduct a due diligence review, including the relevant materials, analysis and timing as well as highlight key issues in the industry.

Panelists: Tony Chereso, FactRight LLC; Bryan Mick, Mick & Associates PC LLO; Todd Snyder, Snyder Kearney LLC; Nathanael Webster, Point Loma Investment Management Inc.

Moderator: Shanon Ford, Pacific West Securities

Coordinator: Todd Snyder, Snyder Kearney LLC

Grand Salon

D. Investing in TICs with non-1031 Funds: Why Investors are Putting New Money into TICs versus Other Investment Vehicles

There are many investment vehicles to consider when investing new money, but it is a common misperception that TICs are only good for exchange funds. To date, advisors negate the idea of putting new money into TICs because of the load or lack of liquidity. In response to these concerns, we will compare TIC returns to other investments, show the after tax effects of these returns, and discuss why TICs are attractive to new money investors.

Panelists: Hasmig Derderian, Alexander Partners; Robert Horning, Private Equity Group LLC; Brett Moody, Moody National Companies; Kevin Shields, Griffin Capital

Moderator: Chris Melling, Cabot Investment Properties

Coordinators: Hasmig Derderian, Alexander Partners; Chris Melling, Cabot Investment Properties

3:45 pm – 5:00 pm
Imperial Ballroom**Final General Session: The NAR Exemption in the Real World: Changes and Potential Opportunities for the TIC Industry**

This session will be an honest and open discussion by industry leaders representing the groups that would be most impacted by a NAR Exemption. If the Exemption request is issued the TIC world will enter into a new and expanded world for sponsors, broker-dealers, registered reps and commercial real estate brokers. This session will discuss how the pending Exemption would merge the real estate and securitized TIC businesses. Although the last session of the symposium, this will be the first of a series of TICA educational workshops to help TICA members understand, adjust to and take advantage of the NAR Exemption Request if it is issued.

Panelists: Shanon Ford, Pacific West Securities Inc.; Kevin Hull, Grubb & Ellis Securities, Inc; Mark Kosanke, Professional Asset Management; Marc Paul, SCI Real Estate Investments LLC; Todd Snyder, Snyder Kearney LLC

Moderator: Tim Snodgrass, Argus Realty Investors LP

Coordinator: Greg Paul, OMNI Brokerage Inc.