Three-Part Telephone & E-mail Seminar:

EB5 for Experts

Speakers: Sophia Zneimer

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Seminar Outline

FIRST Phone Session on December 30: Due Diligence & Care

Guidance in helping clients select an appropriate investment

With an onslaught of EB-5 Regional Center applications filed recently and the expected number of Centers expected to top 200 in the near future, how can immigration attorneys expect to counsel their client on which investment to select and what should they do to protect themselves in the event that the project fails to achieve the removal of the I-829 or fails to return the capital invested?

- The role of the immigration attorney and care for client
- Due Diligence lists, how relevant are they?
- What factors should be considered
- Scope of representation
- Liability, disclaimers and waivers
- The role of the immigration attorney as advisor, professional insurance
- The roles of other professionals to assist the investor client

SECOND Phone Session on January 13: Securities law: Avoiding Litigation and Rescission

With so many EB-5 Regional Centers marketing to a relatively few, the pressure is on to deliver investor clients and the tactics and techniques employed by some of the Center's, their agents and "finders", both in the U.S. and overseas may cause increased scrutiny by the Securities & Exchange Commission and attorneys who specialize on malpractice and litigation on behalf of their investor clients. How can EB-5 practitioners and Regional Centers who have offerings in the market stay safe and avoid potential litigation and rescission?

- Reg. D & Reg. S offerings (definition of exemption)
- Solicitation and 502(c) rule
- Internet advertising: Lamp & IPO.net
- Seminars: overseas and domestic, rules and practices
- Compensation and fees: definition of Agents & Finders
- Marketing material v. operating documents
- Project failure and investor litigation

THIRD Phone Session on February 3: Valuation & Risk

What factors improve the chance of success in an EB-5 investment, the roles of capital, debt and equity, cash flow and what other factors are critical to making an informed decision in assessing the strength and weakness of the offering.

- Standards of value – define, compare, contrast, and discuss importance.
- Valuation process and how it differs for business val, M&A, and audit work.
- The critical nature of the management interview in performing good valuations and making good investment decisions in non-public companies.

- Further "privately-held v. publicly-held company" valuation issues.
- Risk and return (Sources for each and the need to remember both risk and return when valuing companies; Qualitative assessments; Quantitative methods; Company-specific risk, its nature, sources, and effects on value [Company size; Role of management, competition, the market])
- Capital structure and its effects on value.
- How international investors price/perceive value of U.S. companies v. how U.S. investors price/perceive value of the same U.S. companies.

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[ ] Audio for December 30 [ ]Audio for January 13 [ ] Audio for February 3 2.00pm to 3.00pm ET (11.00am to 12.00pm PT)

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Michael Gibson (Discussion Leader) is the Managing Director of USAdvisors. He has a degree in Economics from Virginia Tech. His previous work experience was with Citicorp where he worked in the Capital Markets and Investment Banking divisions as a broker-dealer, securities, foreign exchange, derivatives, money market, credit & debt analyst and portfolio risk manager. His duties involved overseeing Citi's financial operations, structuring financial instruments and hedging bank and client risk and investments in emerging markets in Latin America, Africa and the Middle East. In 2007 he established USAdvisors.org as an organization to assist foreign nationals with their EB-5 investment decisions and runs the EB5info.com information portal.

Robert C. Divine has 24 years immigration law experience, served as Chief Counsel and Acting Director of USCIS, authors the well-respected 1600-page practical treatise Immigration Practice, serves as Vice President of IIUSA, serves on the EB-5 Committee of the American Immigration Lawyers Association, and regularly represents clients in immigration investment matters.

Robert Gaffney, with nearly 20 years of experience in the EB5 field, has developed significant expertise and a strong practice focus representing alien entrepreneurs under the EB-5 visa program. Bob received his law degree from University of California, Hastings College of the Law in 1980. He is a California State Bar Certified Specialist in Immigration and Nationality Law. Through his private law practice in San Francisco, Bob provides counsel to a wide range of corporate and individual clients in areas of investment, trade, employment and family- based visa and immigration matters. Bob is fluent in Mandarin Chinese, having attended the University of Michigan, Center for Chinese Studies as a National Defense Foreign Language Fellow between 1973 and 1976. He is the author of "Country Specific Issues and Challenges in Representing EB-5 Petitioners from the People's Republic of China", a leading source of information on this rapidly evolving topic published in Immigration Options for Investors & Entrepreneurs, (American Immigration Lawyers Association, Edited by L Stone, et al. 2006, 2010).

J. Bennett Grocock serves as managing partner of The Business Law Group (an AV rated firm by Martindale-Hubbell Law Directory), a securities and corporate law boutique based in Orlando, Florida, and was formerly a senior corporate attorney with Holland Knight, a major international law firm. Mr. Grocock's professional career has been focused entirely on corporate finance and venture capital transactions; strategic and business planning; public and private securities offerings; mergers and acquisitions; and international transactions. Mr. Grocock has been involved in many large, sophisticated commercial transactions and has represented both start-up and mature organizations in their search for capital and in their development of business and strategic plans. For the last 10 years, Mr. Grocock has focused his efforts on counseling and advising small companies on strategic and business strategies and on securing capital financing, whether equity or debt, and in many public offerings and other creative methods of growth strategies. Mr. Grocock received his BA in Economics from Brown University and his JD from the University of Florida College of Law.

Michael G. Homeier practices in the area of general business, corporate, securities, transactional, and business financing law. With roughly 27 years' experience in the corporate and business transactional field, both as in-house corporate counsel and with private law firms, Michael brings a deep level of legal knowledge and expertise to the EB-5 industry. Michael represents a number of regional centers in the EB-5 program, and assists them with the structuring of their projects as well as the negotiation and drafting of corporate and securities documents relevant to the EB-5 program, such as investor questionnaires, operating agreements, limited liability agreements, loan agreements, subscription agreements, private placement memoranda (PPMs), and escrow agreements. In addition to numerous engagements as a university law professor, Michael also actively participates in public speaking engagements, both in the EB-5, business financing, and business law arenas, and as an inspirational speaker to teenaged and young adult cancer survivors on post-treatment life success. Michael received his J.D. from University of Southern California and his B.A. from The University of California, Los Angeles. Michael is a member of the State Bar of California.

Elizabeth (Beth) Hurst is a business valuation expert who has 25 years of corporate banking, investment banking and valuation experience, providing services to companies of various sizes and in multiple industries, including oil and gas, mining, technology, retail, food services, manufacturing, restaurants and bars, services, physician practices and other health care providers. She has worked in China, Hong Kong and Taiwan and speaks Chinese. Beth was Managing Director and Senior Vice President at ABN AMRO in Houston and Vice President at the Bank of America in San Francisco. Ms. Hurst received a bachelor's degree in Asian Studies at Middlebury College in Vermont, an MBA in Finance from the University of Texas at Austin, and studied at the Yale China Program at the Chinese University of Hong Kong and at Taiwan Normal University, Stanford Center. She is a member of the American Society of Appraisers as an Accredited Senior Appraiser and the American Institute of Certified Public Accountants, Forensic and Valuation Services Division.

John Patrick Pratt is a Partner at Kurzban, Kurzban, Weinger, Tetzeli & Pratt, P.A., in Miami, Florida. Kurzban, Kurzban, Weinger, Tetzeli & Pratt, P.A, litigated Chang v. U.S., 327 F.3d 911, 927 (9th Cir. 2003) (holding that the I-829 adjudication process is not meant to be a readjudication of the investment plan, source of funds or any other matters covered by the Form I-526 process). The firm is also currently representing numerous EB-5 investors in federal court and/or removal proceedings to seek approval of their I-829 petitions. Mr. Pratt received his Bachelors of Arts degree from Florida State University with honors in 1994. He graduated from Tulane University School of Law, receiving his juris doctor degree in 1997. Mr. Pratt is admitted to the bar of the State of Florida, District of Columbia, United States District Court for the Southern District of Florida, United States Court of Appeals for the Eleventh Circuit, United States Court of Appeals for the Ninth Circuit, and United States Supreme Court. He is a member of the American Immigration Lawyers Association (AILA) and the American Bar Association (ABA). Mr. Pratt currently serves as President or Chapter Chair of AILA, South Florida Chapter. Mr. Pratt is AV Rated by Martindale-Hubbell, and he is Florida Bar Board Certified in Immigration & Nationality Law. He served in the Florida Bar Immigration and Nationality Law Certification Committee 2006-2009.

Sarah (Nelson) von Helfenstein, MBA, AVA has served the business valuation profession in a variety of roles for over fifteen years. Currently a practicing professional, she began her career in business valuation as an educator and champion, providing turnaround management for the first AICPA CEA program in Business Valuation and founding the Center for Advanced Valuation Studies on behalf of the American Society of Appraisers. Her work provided the foundation for the AICPA ABV designation. Subsequently, she performed seminal research for the Department of Defense Office of Force Transformation in the valuation of information technology/systems and human capital. Sarah has written, published and presented papers on traditional valuation topics as well as real options analysis, developed valuation curricula, exams and conferences, and edited a number of key valuation books.During her career, Sarah has also consulted for a broad cross-section of industries, with a specialty in high tech. She began her career as Vice President and CFO of a boutique financial strategies and wealth management consulting firm. Sarah holds an MBA from Kellstadt Graduate School of Business, DePaul University, and a Bachelor of Arts from Randolph-Macon Women's College.

Richard Weiss with 15 years of experience in business valuation field performed valuation of Companies in the U.S., Central Asia, Middle East, and Europe. Richard provides valuation opinions in connection with mergers and acquisitions, tax and regulatory compliance, equitable distribution, business continuation, intangible assets, goodwill impairment, incentive stock options, corporate reorganizations, and corporate planning. He has been involved in such diverse industries as oil and gas, mining, retail, manufacturing, banking, pharmaceutical, energy, chemical, technology, transportation, real estate, construction, distribution, and leisure. Richard held senior positions in the valuation groups of regional, national and international accounting and financial firms in the U.S. and Central Asia. Richard also worked in a USAID project as a financial markets development consultant and involved in establishment of the investment unit for a countrywide pension system in the Middle East. Richard holds master degrees in Accounting, Business Administration with finance concentration, and an Engineering field. He is Accredited Senior Appraiser (ASA) in business valuation from American Society of Appraisers.