

10th ANNUAL S CORPORATION ESOP SEMINAR

Preliminary Agenda

February 21 & 22, 2008
Buena Vista Palace Hotel, Lake Buena Vista, Florida

Program Chair, Riva T. Johnson, Morgan, Lewis & Bockius LLP; and Chair of The ESOP Association's Legislative & Regulatory Advisory Committee

<u>TIME</u>	<u>TOPIC</u>	<u>SPEAKER</u>
7:30 AM – 8:45 AM	Breakfast & Registration	
8:45 AM – 9:00 AM	Introduction	
9:00 AM – 10:00 AM	Analysis of H.R. 3970	Laurence A. Goldberg, <i>Sheppard, Mullin, Richter & Hampton</i>
	Break	
10:30 AM – 11:30 AM	Legislative, Regulatory and Case Update	David R. Johanson, <i>Johanson Berenson LLP</i> Riva T. Johnson, <i>Morgan, Lewis & Bockius LLP</i>
11:30 AM – 12:30 PM	Designing Executive Compensation for S Corps	Ronald J. Gilbert, <i>ESOP Services, Inc.</i> Daniel L. Hogans, <i>Morgan, Lewis & Bockius LLP</i>
	Using An ESOP to Acquire Another Company	Erin K. Turley, <i>Morgan, Lewis & Bockius LLP</i> Terry Treemarki, <i>Houlihan Lokey Howard & Zuckin</i>
12:30 PM – 1:45 PM	Lunch – Speaker; J. Michael Keeling, CAE President, <i>The ESOP Association</i>	

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<u>TIME</u>	<u>TOPIC</u>	<u>SPEAKER</u>
1:50 PM – 2:50 PM	Corporate Governance In An S Corporation ESOP Company	Tim Jochim, <i>Kepler, Brown, Hill & Ritter</i>
		Joseph V. Rafferty. <i>Private Capital Corporation</i>
	Fiduciary Review of ESOP Valuations	Stephen D. Smith, <i>Krieg DeVault LLP</i>
		Theodore M. Becker, <i>Morgan, Lewis & Bockius LLP</i>
	Break	
3:10 PM – 4:10 PM	How to Prevent Section 409(p) Problems	Richard M. Acheson, <i>BSI</i>
		Louis H. Diamond, <i>Paley Rothman Goldstein Rosenberg Eig & Cooper, Chtd.</i>
	Repurchase Obligation Issues in S Corporation ESOPs	Kim S. Abello, <i>Duff & Phelps, LLC</i>
		Judith L. Kornfeld, <i>ESOP Economics, Inc.</i>

FRIDAY FEBRUARY 22, 2008

<u>TIME</u>	<u>TOPIC</u>	<u>SPEAKER</u>
8:00 AM -9:00 AM	Continental Breakfast	
9:00 AM – 10:00 AM	Acquisition for S. Corporation ESOP	Scott E. Adamson, <i>Morgan, Lewis & Bockius LLP</i>
	S Corporation Administrative and Compliance Issues (Other Than 409 (p))	Michael J. Harden, <i>BCC Capital Partners LLC</i> Bradley E. Henschen, <i>Principal Financial Group</i>
	Break	Michael C. Wieber, <i>Marshall & Ilsley Trust Company</i>
10:15 AM – 11:15 AM	Selling your S Corporation ESOP Company	Steven B. Greenapple, <i>Steiker Fisher Edwards & Greenapple, P.C.</i>
	Tax Traps for ESOP S Corp	Edwin G. Schuck, <i>Holme Roberts & Owen LLP</i> Paul F. Lindmann, <i>Krieg DeVault LLP</i> Robert F. Schatz, <i>Schatz Law Offices</i>
11:20 AM – 12:20 PM	The Changing Dynamics of Financing S Corp ESOP Transactions	Kim S. Abello, <i>Duff & Phelps, LLC</i>
	Correcting Allocation and Other Administrative Errors	John Eckbert, <i>PCE</i> Dawn Hafner, <i>RSM McGladrey, Inc.</i> Mychelle Holloway, <i>SES Advisors, Inc.</i>

FRIDAY FEBRUARY 22, 2008

<u>TIME</u>	<u>TOPIC</u>	<u>SPEAKER</u>
12:25 PM-1:40 PM	Lunch	
1:45 PM – 2:45 PM	Fiduciary Issues in S Corporation ESOP Companies	Merri E. Ash, <i>First Bankers Trust Services, Inc.</i>
		James G. Steiker, <i>SES Advisors, Inc.</i>
	Getting 100% ESOP S Corp Ownership	Michael R. Holzman, <i>Morgan, Lewis & Bockius LLP</i>
		John L. Miscione, <i>Duff & Phelps, LLC</i>
	Break	
3:00 PM – 4:00 PM	Communication and Administration Issues When Selling Your Company or Acquiring Another Company	Mark Bowers, <i>BSI</i>
		Sharon B. Hearn, <i>Krieg DeVault LLP</i>