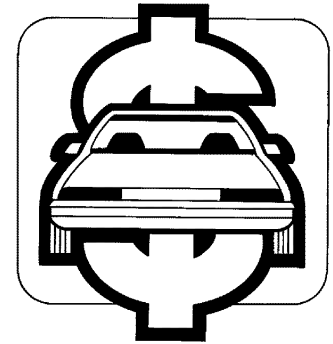


**HEART OF AMERICA CHAPTER
THE ESOP ASSOCIATION
15TH Annual Fall ESOP Conference**

**DRIVING COMPANY SUCCESS
WITH EMPLOYEE OWNERSHIP**

**Thursday, September 4, 2014
8:15 a.m. - 3:30 p.m.
(Registration begins at 7:45 a.m.)**

**DoubleTree by Hilton Hotel
10100 College Boulevard
Overland Park, KS 66210**



CONFERENCE SPONSORS



FALL CONFERENCE PROGRAM

7:45 a.m. REGISTRATION / CONTINENTAL BREAKFAST

8:15 a.m. WELCOME / ANNOUNCEMENTS / RECOGNITION OF SPONSORS,
CHAPTER OFFICERS AND EXECUTIVE COMMITTEE MEMBERS
Paul Faletti, NCM Associates, Inc., Overland Park, KS (HOA Chapter President)

8:35 a.m. NO FINAL VICTORIES: ESOPs AND TAX REFORM
J. Michael Keeling, CAE, President, The ESOP Association, Washington, DC

9:05 a.m. BREAK

9:15 a.m. - 10:30 a.m. CONCURRENT BREAKOUT SESSIONS

Session A ESOP BASICS ~ LEGAL / ADMINISTRATION / VALUATION
Theodore M. Mitchell, Haynes Benefits PC, Lee's Summit, MO
Pete Shuler, Crowe Horwath LLP, Columbus, OH
Steven L. York, Stern Brothers Valuation Advisors, Kansas City, MO

This session will provide individuals who are new to employee ownership, or are looking at establishing an ESOP, with a BASIC understanding of the general legal, administration and valuation aspects involved in an ESOP. Topics being covered include: 1) compare and contrast ESOPs with other retirement plans; 2) describe the legal framework within which ESOPs exist; 3) examine the tax benefits offered by ESOPs to selling shareholders, the sponsoring company and employees; 4) explain eligibility, contributions, allocations, Section 1042 elections, leveraged ESOPs, release of shares, distribution rules and ESOP participant statements; and, 5) discuss the importance of the annual valuation report, what it contains, and how stock value is determined.

Session B COMMUNICATING VALUE DRIVERS AND
CREATING AN EFFECTIVE OWNERSHIP CULTURE
Franco Silva, Prairie Capital Advisors, Inc., Oakbrook Terrace, IL

Employees need to know about key valuation drivers and how their day-to-day decisions impact the valuation trajectory of their company. Learn best practices for communicating value drivers to employees and constructing an effective ownership plan.

Session C ESOP TRENDS
Jamie Zveitel Kwiatek, Polsinelli PC, St. Louis, MO (Moderator)
Anthony Brunsvold, Blue Ridge ESOP Associates, St. Peters, MO
William Magee, BMO Retirement Services, Kansas City, MO

During this session, our panel of experts will discuss current trends in the ESOP world with respect to transactions, lending and plan administration. Join our panel as they discuss transaction trends such as first stage versus successive transactions, what percentage ownership is being sold to the ESOP, how long are loans being initiated for, and what's occurring regarding 1042, as well as current DOL enforcement trends. Learn more about the current banking climate and sources of funding.

Session D CORPORATE GOVERNANCE TRANSITIONS
Douglas S. Neville, Greensfelder, Hemker & Gale, P.C., St. Louis, MO (Moderator)
Paul Faletti, NCM Associates, Inc., Overland Park, KS
Jerry Lau, First Trust of MidAmerica, Pleasant Hill, MO

This interactive session will begin with a review of what corporate governance means and why it is of particular importance in an ESOP company. The focus of the session will then shift to a discussion of changes in corporate governance that occur as ESOP companies pass through various stages of their existence. The panel will offer (and elicit) real-world examples of how governance can, and should, work in companies at different stages. Our experts will also discuss the important roles that succession planning and leadership development play in an overall corporate governance structure. Bring your questions and examples and be ready to participate in a lively discussion.

10:30 a.m. - 10:45 a.m. ~ BREAK

10:45 a.m. - 12:00 p.m.

CONCURRENT BREAKOUT SESSIONS

Session A

ESOP ~ START TO FINISH

Thomas H. Mug, Greensfelder, Hemker & Gale, P.C., St. Louis, MO (Moderator)
John C. Korschof, Stern Brothers Valuation Advisors, Kansas City, MO
Rick Matejka, Pace Properties, Inc., St. Louis, MO
Michael New, Evolve Bank & Trust, Memphis, TN

This session will provide a complete case study of an initial ESOP transaction. The panel includes ESOP counsel, the company representative and counsel, the valuation advisor, and the independent trustee. The discussion will begin with the feasibility analysis and the assembly of the transactional team. Valuation issues, trustee due diligence and deal structuring will be covered by the panel. All aspects of the transaction through closing and implementation will be discussed.

Session B

COMMUNICATING THE ESOP VISION WITH NEW PARTICIPANTS

Tracy E. Woolsey, Horizon Trust & Investment Management, Michigan City, IN (Moderator)
John Walter and Polly Whitaker, Burns & McDonnell, Kansas City, MO
Andrea Clinkscales and Shannon Ellenberger, Eagle Communications, Inc., Hays, KS

Adding new employees can be a challenge for many companies, and when you introduce them, or any new participant, to your company's ESOP plan, it can seem daunting. This session will provide you with information on how other companies have actually done it. Attendees will share different methods and events they have used to communicate the meaning of being an employee-owned company and how to communicate the special opportunity each ESOP participant is being offered. This session is designed for anyone in your organization that is responsible for communicating your company's ESOP to new participants.

Session C

LIFE CYCLE OF AN ESOP

Cindy Dwyer, Mayer Hoffman McCann, P.C., Leawood, KS
Margo C. Soule, Dentons US LLP, Kansas City, MO

The concerns and objectives of a newly formed ESOP are very different than those of a more mature ESOP. This session will explore the various "needs and solutions" of an ESOP company during its life cycle, how changes in plan design and distribution policies can assist in achieving corporate goals and how these changes impact employees.

Session D

DOL AND IRS AUDITS

Vicki Graft, ESOP Partners LLC, Kansas City, MO
Mark Underwood, Department of Labor, Employee Benefits Security Administration, Kansas City, MO

What should you expect from a DOL or IRS audit? What information is the DOL and IRS requesting when an ESOP Plan is selected for audit? In addition to answering these questions, the presenters will: 1) give an overview of the Employee Benefits Security Administration; 2) discuss the fiduciary's duties; 3) provide insight regarding the common errors / deficiencies found during ESOP audits; and, 4) explain the electronic filing / Form 5500 revisions and the Voluntary Fiduciary Compliance Program (VFCP).

12:00 p.m. - 1:10 p.m. ~ LUNCHEON

Presentation by MMC Corp, Overland Park, KS
2014 Heart of America Chapter ESOP Company of the Year

Presentation of 2015 Heart of America Chapter Awards for
Employee Owner of the Year and ESOP Company of the Year

1:10 p.m. - 1:20 p.m. ~ BREAK

1:20 p.m. - 2:35 p.m.

CONCURRENT BREAKOUT SESSIONS

Session A

**FORECASTING THE REPURCHASE OBLIGATION AND
INTEGRATING INTO CORPORATE FINANCIAL PLANNING**

Tina M. DiCroce, ESOP Economics, Inc., Philadelphia, PA (Moderator)
Melissa Goetz, KC&G Business Appraisal Associates, Inc., Salina, KS
Debra Williams, Bankers Trust of South Dakota, BTC ESOP Services, Des Moines, IA

All privately-held ESOP companies have a repurchase obligation. Many companies manage the obligation by routinely having formal repurchase obligation studies prepared. But, the best ESOP companies go further and integrate the repurchase obligation projection into their overall corporate financial planning. In this session, a trustee, an appraiser and a repurchase obligation expert will discuss how you can integrate your projected repurchase obligation into your corporate financial planning.

Session B

GENERATION "E" ~ STANDARD OPERATING PROCEDURE

Gary Shorman, Eagle Communications, Inc., Hays, KS

This interactive presentation will allow participants to discuss and identify generational challenges in their organization and then learn methods on how to communicate across generational lines.

Session C

ACQUISITION STRATEGIES FOR ESOP COMPANIES

Mark D. Welker, Husch Blackwell, Kansas City, MO (Moderator)
Pamela T. Hill, Commerce Bank, N.A., Kansas City, MO
David Lake, Butcher Joseph & Co., Clayton, MO
Greg Wiemers, Performance Contracting Group, Inc., Lenexa, KS

The speakers will discuss the unique advantages an ESOP company has in pursuing acquisitions, alternatives for raising capital, the impact on appraisals and alternative ways to involve acquired employees in the ESOP. Case studies will be used to illustrate possible structures.

Session D

LEGAL AND REGULATORY UPDATE

Robert D. Grossman, Lathrop & Gage LLP, Kansas City, MO
John Utz, Utz & Lattan, LLC, Overland Park, KS

This session will focus on significant recent court decisions involving ESOPs, including most notably, the U.S. Supreme Court's decision in *Fifth Third Bancorp v Dudenhoeffer*, and various recent regulatory developments, including the DOL's announced settlement with GreatBanc Trust Company arising out of the *Sierra Aluminum* case. The session will be interactive and will be geared toward seasoned ESOP company employees and advisors.

2:35 p.m. - 2:45 p.m. ~ BREAK

2:45 p.m. - 3:30 p.m.

GENERAL SESSION ~ SPECIAL GUEST SPEAKER
(This is a memorable speaker who you will not forget.)



REGISTRATION FORM - Registration Deadline is August 27, 2014

List each attendee's name **as it should be printed on their name tag**. Beside each attendee's name, state their position within the company, *i.e.*, CEO, President (P), VP, CFO, HR Generalist (HR), ESOP Committee Member (ECM), etc., beside their name.

Name(s) _____	Company _____
_____	Address _____
_____	City _____ State _____ Zip _____
_____	Tel (_____) _____
_____	Fax (_____) _____
_____	E-Mail _____
(Please type or print all information.)	(REQUIRED for Registration Confirmation)

Registration Fees

Indicate the number of persons registering in each category. Registrations **MUST be received by August 22, 2014, in order to qualify for discounted pricing**. You can e-mail, fax or mail in your registration. If you mail your registration, allow a minimum of 3 days for postal service processing.

	On or before Aug. 22	After Aug. 22 & Walk-ins
ESOP Association Member - First Attendee	_____ \$125.00	_____ \$150.00
ESOP Association Member - Each Additional Attendee	_____ \$ 95.00	_____ \$120.00
Non-Member (Each Attendee)	_____ \$250.00	_____ \$275.00

If you are a **non-member** of The ESOP Association, do you have an ESOP? _____ Yes _____ No
 If you are a **non-member** of The ESOP Association, are you an ESOP service provider? _____ Yes _____ No

Payment Method

Check enclosed, made payable to **The ESOP Association - HOA Chapter**, in the amount of \$ _____.

Charge my: Visa MasterCard Amex for \$ _____.

Card # _____ Exp. Date _____ / _____

 (Cardholder's Name - Please Print)

 (Authorized Signature)

**Return completed form with payment by
 August 27, 2014, to:**

The ESOP Association HOA Chapter
 P.O. Box 407
 Amherst, OH 44001-0407

Fax: 440.989.1553 (*The blue page does not fax well. Make a copy, then fax copy.*)

E-mail: karrie@esopchapters.com

**(Please DO NOT mail registration and payment
 to National Office in Washington, DC)**



**CANCELLATION POLICY: NO REFUNDS
 will be given AFTER August 22, 2014. Substitutions will be accepted. (Non-member fees apply if a non-member professional replaces a member professional.)**

Questions? Contact:

Karrie Imbrogno
 HOA Chapter Administrator
 Tel: 440.989.1552

E-mail: karrie@esopchapters.com