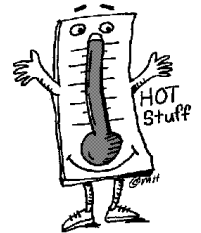




**THE NEW SOUTH CHAPTER
OF THE ESOP ASSOCIATION
FALL CONFERENCE
October 21 – 22, 2009
Marriott Perimeter Center Hotel
Atlanta, Georgia**



Hot Topics for Today's ESOPs



Sponsors:



Gray Robinson, P.A.
Independence Trust Company
KPMG Corporate Finance, LLC
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Stevenson & Palmer Engineering, Inc.
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White Electrical Construction Company
Willamette Management Associates

Wednesday, October 21, 2009

Celebrate Employee Ownership Month Reception

In honor of Employee Ownership Month, we invite you to be our guest at an opening reception. Meet, greet, network and celebrate!

*"Proud **employee owners are successful employee owners!**"*

6:00 - 7:30 p.m.

Thursday, October 22, 2009

8:00 – 8:30 am **Registration & Continental Breakfast**

8:30 am **Welcome, New South Chapter News, Conference Overview**
Gale Alexander – Chapter President

9:00- 9:50 am **ESOP Distributions and Understanding Diversification**
Connie Woodmansee, Swerdlin & Company
Jay Van Heyde, Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.
ESOPs are allowed to change policies regarding diversification and distributions. Understand the rules, explore the options your ESOP has for change and analyze the impact of those changes.

10:00 – 10:50 am **Selling an ESOP Company**
Mike Hartman, Willamette Management Associates
Steve Smith, Krieg DeVault LLP
Michael Pretiger, Medical Doctor Associates
Someone's interested in buying your company. What do you do? This session will discuss the process of selling an ESOP Company, relating particularly to the sale of Medical Doctor Associates to a public company in September, 2008. Also we will explore the concept of "sustainability" of ESOP firms.

11:00 – 11:50 am **Easy and Effective Communication Tools**
Cindy Prodoehl, Principal Financial Group
Sayward Masselter, Atlanta West Carpets, Inc.
John Jaskot, Web Industries
Marshall Combs, White Electrical Construction Company
Pick up tips on how to keep employee owners informed and enthused, actively engaged in strengthening your ownership culture. Panel members will share how they communicate with and motivate employee-owners, especially in the current economic environment. Audience participation is encouraged!

12:00 – 1:00 pm **Lunch**
Economic Outlook and Bond Market Overview
William E. Ehling, Vice President and Client Portfolio Manager,
Federated Investors, Inc.
Mr. Ehling's extensive background in global markets brings a unique perspective to his role as a fixed income client portfolio manager. Having earned an MBA in finance and international business and a CFA, Bill focuses on global fixed income markets and economic trends. His professional background includes time on the sell-side domestically and in Japan. His experience in Tokyo makes his outlook uniquely applicable to current U.S. market conditions and arguably provides him with a distinct advantage in a time of unprecedented economic turmoil.

1:00 – 1:50 pm

ESOPs When the Employer Is In Financial Trouble

David H. Williams, Schiff Hardin LLP

Stephen A. Martin, Reliance Trust Company

Discussion to include: practical advice based upon experiences the speakers have recently had with employers facing financial troubles. Topics addressed will include director responsibilities, trustee (directed v. discretionary) responsibilities, bank negotiations, searches for new debt and equity, preparation for corporate bankruptcy, partial plan terminations, stock valuations used in making distributions to terminated participants, repurchase liability study updates and participant involvement.

2:00 - 2:50 pm

Acquisitions by ESOP Companies, Structures and Financing Options

Will Stewart, PCE Investment Bankers

Marc Hansberger, KPMG Corporate Finance, LLC

The tax advantages provided to companies owned by ESOPs make them superior acquirers of other businesses, particularly in times of financial distress. The panelists will discuss different ways these transactions are financed, how to raise the capital, affects on the ESOP and affects on the Company.

3:00 – 3:50 pm

ESOP Company War Stories and Case Histories

Carla Neal Klingler, Paragon Pension Services, Pyrastar Pension Group

David H. Williams, Schiff Hardin LLP

John Jaskot, Web Industries

Bill White, Stevenson & Palmer Engineering, Inc.

Following an introduction of overall management challenges, you will have the opportunity to share "war stories in progress". Panel members will share their stories and what they've done that has worked AND not worked. Discussion will include: identifying common causes of problems, related issues, and what to do to solve problems. Hear the perspectives of others facing similar situations, and share your ideas. Audience participation is encouraged!

3:50 – 4:00 pm

Conference Wrap Up

Thank You Sponsors

Conference Sponsors

Bennett Thrasher PC, Atlanta, GA

Evolve Bank & Trust, Memphis, TN

Krieg DeVault LLP, Atlanta, GA

PCE Investment Bankers, Winter Park, FL

Swerdlin & Company, Atlanta, GA

The PrivateBank, Atlanta, GA

Lunch Sponsors

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**THE ESOP ASSOCIATION – NEW SOUTH CHAPTER
FALL CONFERENCE REGISTRATION FORM
MARRIOTT PERIMETER CENTER HOTEL
246 Perimeter Center Parkway • 770-394-6500
www.atlantamarriottperimeter.com
OCTOBER 21- 22, 2009**

	<u>On or Before October 9, 2009</u>	<u>After October 9, 2009</u>
Members:	\$110 per person (1st person per company) \$100 per person (2nd + per company)	\$135 per person (1st person per company) \$125 per person (2nd+ per company)
Non-Members:	\$140 per person	\$160 per person
At the Door:	\$175 per person	
See Below for Marriott Room Reservation Information		

Cancellation Policy: No refunds will be given after October 9, 2009. You may send a substitute from your company at no additional cost.

Name(s): _____

Company: _____

Phone: _____ FAX: _____

Email: _____

Amount Enclosed: \$ _____ (check made payable to **THE ESOP ASSOCIATION**)

Mail to: Donna Walseth • 906 97th Lane NE • Blaine, MN • 55434
FAX or email Credit Card Information to: dmwalseth@msn.com • FAX 763-785-4168

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THANK YOU!

Marriott Room Reservations

Call 1-800-MARRIOTT & request ESOP ASSOCIATION, or click on the reservation link:
<http://www.marriott.com/hotels/travel/atlpc?groupCode=esoeso&app=resvlink&fromDate=10/21/09&toDate=10/22/09>

Special rate: \$94 Standard Room for the evening of 10/21/09 and 10/22/09
 Reserve by: Wednesday, October 7, 2009
 Maps, transportation and driving directions are also available at the link above.