

AM&A

ALLIANCE OF MERGER & ACQUISITION ADVISORS®

Summer Conference
July 19-21, 2011
Hilton, Chicago



Heating Up: M&A Activity on the Rise



June 20th – Deadline for Early Bird Rate

Register now at www.amaaonline.org or call 877-844-2535

Premier Conference Sponsor



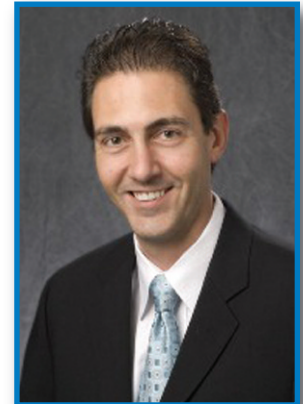
Grant Thornton

Fellow M&A Professionals,

On behalf of the Conference Committee and the AM&AA Advisory Board, I would like to personally invite you to join us at our upcoming Summer Conference in Chicago, July 19 - 21, 2011.

Our theme for the conference – **Heating Up: M&A Activity on the Rise** – accurately sums up today’s mergers and acquisitions environment:

- Half a trillion dollars of Private Equity capital currently awaiting deployment
- Debt markets more receptive to financing M&A transactions
- Strategic buyers shopping again, especially on the international front



We expect in excess of 400 attendees, including intermediaries, private equity sources, strategic and mezzanine investors, attorneys, CPAs, and other M&A professionals. We convene to explore today’s market conditions, collaborate on industry best practices, and foster dealmaking in the middle market.

Delivering an increased focus on transaction-related content to help you successfully close in 2011, we have created 12 content-rich panel discussions (12 hours of CPE credits available), and returned our highly successful Deal Bash, and Private Equity Expo, where we connect buyers and sellers. Be sure to join us for power networking at our opening cocktail reception and sign up early for our annual boat cruise around Lake Michigan, an annual sellout event.

Don’t miss out on what is quickly becoming **the place where deals happen!**

We sincerely hope you can join us.

Kind regards,

Steven Silverman
TR Moore & Company, A Doeren Mayhew Firm
AM&AA Conference Chairman

AGENDA

TUESDAY, JULY 19, 2011

TIME	EVENT
8:00 am – 1:30 pm 8:00 am – 12:00 pm	Advisory Board Meeting with Working Lunch CPE Session 1 - Internal Revenue Code Section 338(h)(10) Tax Aspects of Business Acquisitions Internal Revenue Code Section 338(h)(10) is a very complex, yet important, section of the tax law. A number of tax issues arise when a business is acquired through the purchase of stock. An acquirer may make a 338(g) election or the acquirer and seller can join in making a 338(h)(10) election. This results in the purchase price paid by the acquirer being allocated among the acquired assets based on a class system of assets. Acquisition costs, not yet matured liabilities, cost of obtaining debt financing, employee severance payments, start up expenses, and other miscellaneous yet related topics will also be addressed. Speakers: Timothy O'Brien, CPA, CM&AA Additional Participants T.B.A. \$150 (no additional cost for conference attendees)
12:00 pm – 1:00 pm 1:00 pm – 5:00 pm	Lunch CPE Session 2 - Valuation for M&A: Building Value in Private Companies Most business owners know the value of their investments, but often do not have a grasp on the value of their company. This session combines the tools and methodologies for valuing companies, along with accounting processes, strategies for value creation and exit planning advice into a 4 hour mini business course. Learn how to manage and enhance company value in daily operations, as well as at the time of an M&A transaction from these accomplished experts! Speakers: Chris Mellen, Delphi Valuation Advisors, CM&AA Steve Eгна, Teal Becker & Chiamonte CPAs, CM&AA \$150 (no additional cost for conference attendees)
5:00 pm – 6:00 pm 6:00 pm – 7:30 pm	Committee Meetings Welcome Reception

WEDNESDAY, JULY 20, 2011

TIME	EVENT
7:00 am – 8:00 am 8:00 am – 8:10 am 8:10 am – 9:00 am	Breakfast & Registration Opens Opening Remarks A Consolidation Strategy that Works Keynote Speaker: Jim Cohen, Consolidated Graphics
9:05 am – 9:55 am	Market Update Panel: Valuation and Leverage Trends in M&A This panel presentation will discuss the current state of the markets, and what's to come, as we feel the heat rising as market momentum increases. Industry Experts from Senior Lending, Mezzanine Debt, Private Equity and Investment Banking give their perspective, along with the latest market data. Panelists: Stephen Burt, Duff & Phelps David Magdol, Main Street Capital Moderator: Graeme Frazier, Private Capital Research LLC/ GF Data Resources LLC

AGENDA

WEDNESDAY, JULY 20, 2011 CONTINUED

TIME

EVENT

9:55 am – 10:15 am
 10:15 am – 11:05 am

Break

Manufacturing versus Business Services; The Dichotomy of Financial Buyers Today and Who Wins?

Panelists:

Greg L. Greenberg, Altus Capital Partners

Additional participants T.B.A

Moderator: Jim Hill, Benesch, Friedlander, Coplan & Aronoff LLP

11:10 am – 12:00 pm

Managing Through the Transaction: Private Equity, Banking, and the Executive Perspective on the Change of Control Deal

There are few decisions more difficult for a founder run organization than those regarding a change of control. This panel includes seasoned players from private equity, banking, and the executive suite offering up their perspective on the challenges in consummating a successful deal that is a win for all sides.

Panelists:

Jon Lemelman, Riverside Partners

Michelle Moreno, First Analysis Securities

Cathy Jaros, Amherst Partners, LLC

Moderator: Susan Pravda, Foley & Lardner, LLP

12:00 pm – 1:15 pm
 1:20 pm – 2:30 pm

Lunch

Best Practices Exchange

The Exchange is a business roundtable aimed at facilitating discussions between M&A professionals talking about best practices in their business and the deals that they affect!

Lead by Brent Rippe, Rippe & Kingston Capital Advisors

2:35 pm – 3:30 pm

SBIC Funds and Funding

SBIC's are growing in significance as an important source of equity and debt financing. The Small Business Investment Company (SBIC) Program is a unique public/private partnership that has provided almost \$60 billion of long-term debt and equity capital to more than 107,000 small U.S. companies since the program's creation in 1958. This panel will focus on the current state of this SBA sponsored program, SBIC formation and licensing, operational issues, and working with SBICs for debt and equity investments.

Panelists:

Mark Levine, Core-Capital

Brett Palmer, NASBIC

David Magdol, Main Street Capital

Moderator: Brent Solomon, Reznick Group

3:30 pm – 4:00 pm
 4:00 pm – 5:00 pm

Break

Horror Stories of M&A Transactions: And How to Save the DEAL!!!

Panelists:

Kyle Madden, KLH Capital

Tom Whipple, Falcon Advisors, LLC

Mark Hunter, KLH Capital

Steven D. Rinaldi, Esquire

Moderator: Ron Rudich, Gorfine, Schiller & Gardyn

5:00 pm – 6:00 pm

Networking Cocktails Reception

7:00 pm – 10:00 pm
 (6:30 pm boarding)

Networking Boat Cruise

Enjoy breathtaking views of the magnificent Chicago skyline, a buffet dinner, & an open bar aboard the Anita Dee II at Navy Pier!

Limited Seating: \$110 per person

Sponsored by: Huron Capital Partners



AGENDA

THURSDAY, JULY 21, 2011

TIME

EVENT

7:00 am – 8:00 am
 8:00 am – 9:00 am

Breakfast

Networking

A gathering of hundreds of PE investors, managers, and bankers together to network and talk shop while hearing from the best & brightest professionals in Private Equity.

9:00 am – 10:00 am

10:00 am – 11:00 am

11:00 am – 12:00 pm

12:00 pm – 1:00 pm

1:00 pm – 3:00 pm

Networking

Taxes and Legal Issues – The Gifts That Keep On Giving Tax issues impact cash flow for both buyer and seller. Often long after the deal is done. Collaboration and cooperation on these issues can help both sides. Subtle legal issues often become big deal problems. Identifying and addressing both tax and legal efficiencies can avoid deal potholes and help both sides end up with more ultimate cash. We will discuss preparing the business for sale, LOI's, pre-transaction opportunities, and key deal structure points--with examples.

Panelists:

Jeff Dinerstein, Haynes and Boone, LLP

Bruce Bulloch, Capital Consulting, LLC

Moderator: Carl Sheeler, Business Valuations, Ltd.

Keeping Deals On Track – A panel discussion involving multiple professional perspectives on good practices to keep a deal on track as well as discourse on how to anticipate, and resolve, some likely hurdles that may come between a buyer and seller prior to close.

Panelists:

Rocky Pontikes, Mesiraw Financial

Todd Lancioni, Bolder Capital

Jim McQuaid, MetroGroup Corp.

Gregg A. Eisenberg, Benesch, Friedlander, Coplan & Aronoff LLP

Moderator: Steve Ross, MCM Capital Partners

Market Approach Multiple Myths, Mayhem and Misery: Neglected and Misunderstood – When there is only one buyer or even a half-dozen, their motivations may influence the sale and asking price as well as terms. This may be fine for intrinsic value; however, it does not adequately capture the pool of buyers reflected in the Market Approach. When the board, buyer or seller need some external proof that the “price is right”, the Market Approach provides some sanity. Panelists delve into the various methodologies’ warts, strengths and applications as well as factors influencing their use and weighting. Gain a competitive edge and never look at comparable data the same again!

Panelists:

Mark Kucik, The Kucik Valuation Group, LLC

Carl Sheeler, Business Valuations, Ltd.

Moderator: Kyle Madden, KLH Capital

The State of the Middle Markets: Evidence from the Pepperdine Private Capital Markets Project
 Dr. John Paglia, Pepperdine University

Buffet Lunch

DEAL BASH

Connections with Investment Bankers & Intermediaries

(Investment Bankers & Intermediaries present & share their deals & opportunities)

Don't Miss Out on :

- 2 hours of networking, tabled by screened middle market Intermediaries/Investment Bankers, all bearing deals & transaction opportunities.
- We guarantee meaningful leads or your money back
- No appointments necessary

Special Post Conference Workshop (No additional cost for conference attendees)

FRIDAY, JULY 22, 2011

TIME

EVENT

8:00 am – 3:00 pm

MidMarket Alliance Workshop for
 “World-class” Business Growth Professionals
 (By Invitation Only)



MidMarket Alliance

FOUR WAYS TO REGISTER NOW!

- **Online** – Visit www.amaaonline.org
- **Phone** – Call (877) 844-2535
- **Fax** – Fill out this page and fax to: (312) 729-9800

- **Mail** – Fill out this page and mail to:
AM&AA • 200 E. Randolph St.
24th Floor, Chicago, IL 60601

Check one:

- AM&AA Member:** \$795 on or before June 20th, \$895 after June 20th
- Non-Member:** \$995 on or before June 20th, \$1095 after June 20th
- One Day Only Members:** \$495 **One Day Only Non-Members:** \$545

Name _____ Title _____

Company _____

Address _____

City _____ State _____ Zip _____

Phone Number _____ Email _____

Type of Expert (Please check the ONE that best describes you)

- | | |
|--|---|
| <input type="checkbox"/> Accountant | <input type="checkbox"/> Corporate Development |
| <input type="checkbox"/> Asset Manager/Financial Advisor | <input type="checkbox"/> Equity Investor |
| <input type="checkbox"/> Attorney | <input type="checkbox"/> Investment Banker/Intermediary |
| <input type="checkbox"/> Business Valuator | <input type="checkbox"/> Lender |
| <input type="checkbox"/> Business Owner | <input type="checkbox"/> Technology Specialist |
| <input type="checkbox"/> Consultant | <input type="checkbox"/> Other _____ |

Total Amount Due: \$ _____

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Credit Card # _____ Exp Date ____/____/____

Signature _____

Sponsorship and Exhibit Opportunities are Still Available!

Benefits Include:

- Exhibit booth and logo on signage displayed throughout the event
- Logo on AM&AA sponsor webpage
- Post Conference Attendee Mailing List
- Logo & link to your website on AM&AA newsletter distributed to all 750+ members
- Complimentary conference registration(s)
- Increased awareness in the M&A industry
- Be recognized as a leader in the middle market M&A industry with a high level sponsorship

Reserve your hotel room before Monday, Jun. 27, 2011 to receive the discounted rate of \$220.
 Call the Hilton at 877-865-5320.

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Some of the 2-Day Exhibitors



Some of the 1-Day Exhibitors



Sponsorship/Exhibit Opportunities
Still Available

(Add Your Logo Here)



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Premier Sponsor  Grant Thornton

Reserve your hotel room before Monday, June 27th, 2011 to receive the discounted rate of \$220.00. Call the Hilton at 877-865-5320. Rates are subject to state and local taxes in effect at the time of check-in.

To register, go to: www.amaonline.org or call (877)844-2535.

Certified Professional Education

The AM&AA will recommend up to 20 hours of CPE credit. Please contact us for specific CPE Credit Information.



Alliance of Merger & Acquisition Advisors (AM&AA) is registered with the National Association of State Boards Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Avenue North, Suite 700, Nashville, TN 37219-2417. Website: www.nasba.org.

Cancellation Policy:

All cancellations must be submitted to AM&AA in writing and must be faxed to 312-729-9800 or postmarked by Friday, July 8th, 2011 in order to receive a refund of your registration fee (less a \$50.00 processing fee). All cancellations will be acknowledged in writing. AM&AA will not honor or issue refunds after July 8th, 2011.



**To register, go to:
www.amaonline.org
or call (877)844-2535.**

AM&AA Members

On or before June 20th: \$795

Additional registrant from same firm: \$695

After June 20th: \$895

Additional registrant from same firm: \$795

One Day: \$495

Non-Members

On or before June 20th: \$995

Additional registrant from same firm: \$895

After June 20th: \$1095

Additional registrant from same firm: \$995

One Day: \$545

Alliance of Merger & Acquisition Advisors®
200 E. Randolph St., 24th Floor
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