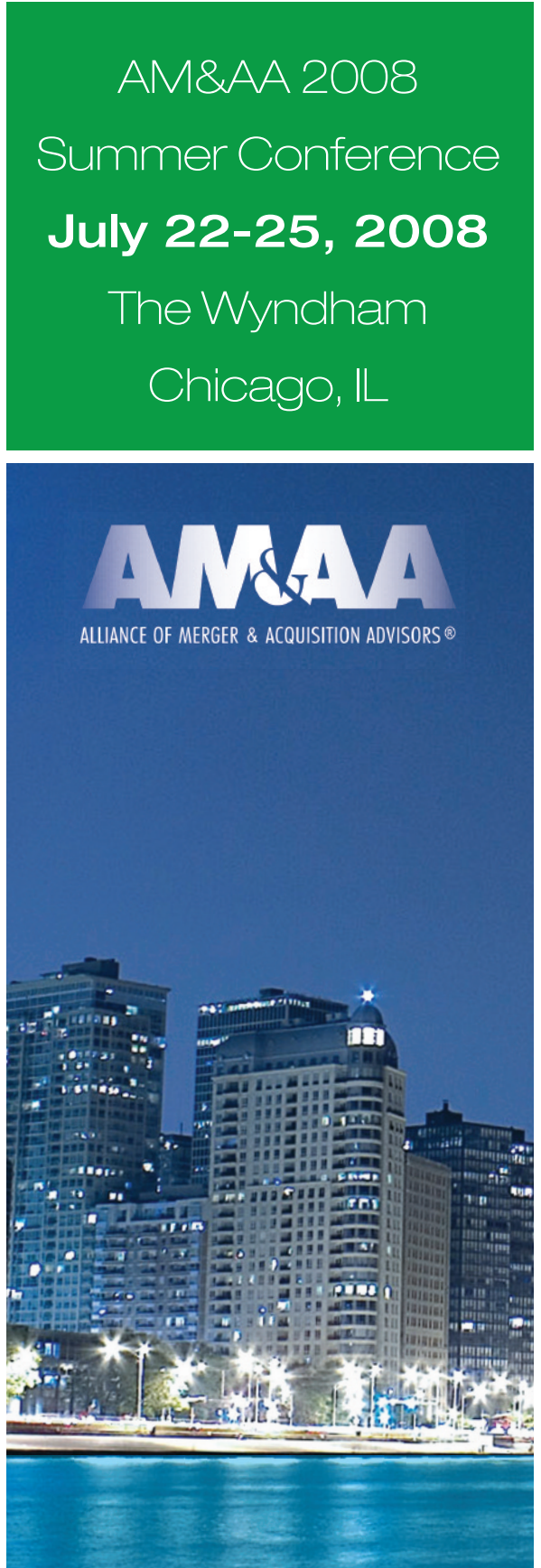


# *THE WINDS OF CHANGE*

AM&AA 2008  
Summer Conference  
**July 22-25, 2008**

The Wyndham  
Chicago, IL

**AM&AA**  
ALLIANCE OF MERGER & ACQUISITION ADVISORS®





Dear Friends & Colleagues,

On behalf of the conference committee & the advisory board of the Alliance of Merger & Acquisition Advisors, I would like to invite you to join us to celebrate our 10th Anniversary at our annual AM&AA Summer Conference.

With today's rapidly changing market conditions, learn how to navigate the private capital markets & make the best decisions. This conference is a must for CPAs – Intermediaries – Investment Bankers – Attorneys – Private Equity Groups – Personal Financial Planners – Business Advisory Firms. If you have access and influence with private business owners, this is an educational and networking event you'll not want to miss.

Hope to see you there!

Best Regards,



Graeme Frazier, Private Capital Research, LLC  
Conference Chairman

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Barry Worth, Brown Smith & Wallace, LLC



# AM&AA 2008 Summer Conference Agenda July 22-25, 2008

## Tuesday, July 22, 2008

Time	Session
1:00 PM to 5:00 PM	Board Meeting
5:00 PM to 6:00 PM	Committee Meetings
6:00 PM to 7:30 PM	Welcome Reception

## Wednesday, July 23, 2008

Time	Session
6:30 AM to 8:00 AM	<b>Registration Opens and Continental Breakfast</b>
7:00 AM to 8:00 AM	<b>Early Bird Session (Optional/Free)</b> <b>"Come See What AM&amp;AA Has To Offer"</b> The newest tools & benefits available to AM&AA members will be highlighted.
8:00 AM to 8:15 AM	<b>Welcome and Opening Remarks!</b> Graeme Frazier, Conference Committee Chairman Mike Adhikari, AM&AA Advisory Board Chairman
8:15 AM to 9:30 AM	<b>A Mid Year Reality Check - Valuation Trends in M&amp;A</b> When it comes to mergers and acquisitions, "risk management" is the new catchphrase, both for acquiring companies and the banks backing them with their checkbooks. <b>Speaker:</b> Andy Greenberg, GF Data Resources
9:30 AM to 10:30 AM	<b>A Mid Year Reality Check - Due Diligence in a Difficult Market</b> The best questions to ask before you acquire or partner with a company at this time! <b>Speaker:</b> Bill Spizman, RSM McGladrey
10:30 AM to 11:00 AM	<b>Break</b>
11:00 AM to 12:00 PM	<b>A Mid Year Reality Check - Financing Trends in M&amp;A</b> While some financial analysts are forecasting that global financial markets will become more liquid, the reality is that the risk-averse perspective embedded in the financing of merger and acquisition (M&A) transactions will continue to guide M&A activity for the foreseeable future. <b>Speaker:</b> Scott Lutzke, Centerfield Capital Partners
Noon to 1:30 PM	<b>Lunch</b> <b>Speaker:</b> An Economic Advisor from the 2008 Presidential Campaign will address the US & global economic impact with political commentary
1:30 PM to 2:30 PM	<b>Using New Web 2.0 Networking Tools to Save Time and Advance Your Business</b> <b>Speaker:</b> Chris Rollyson, Christopher S. Rollyson and Associates
2:30 PM to 3:45 PM	<b>Private Equity Panel</b> Learn and build new relationships with these experienced representatives from well capitalized private equity funds. Get the insider's perspective on market trends and conditions for 2008 from this highly interactive panel presentation. <b>Panelists:</b> Michael Pfeffer, Post Capital Chip Grace, Wynnchurch Capital, Ltd. John Higgins, Huron Capital Partners, LLC <b>Moderator –</b> Jim Hill, Benesch Friedlander, Coplan & Aronoff LLP
3:45 PM to 5:00 PM	<b>Sponsor Showcase &amp; Networking Opportunity</b>
5:45 PM to 7:45 PM	<b>Networking Boat Cruise - Enjoy breathtaking views of the magnificent Chicago Skyline, a buffet dinner, open bar and a great networking opportunity! \$50/person</b>

To register visit  
[www.amaaonline.org](http://www.amaaonline.org) or  
 call 877-844-2535

Thursday, July 24, 2008

Time	Session
6:30 AM to 8:00 AM	<b>Registration Opens and Continental Breakfast</b>
7:00 AM to 8:00 AM	<b>Early Bird Session (Optional/Free)</b> <b>Licensure Update</b>
8:00 AM to 8:15 AM	<b>Opening Remarks</b> Graeme Frazier, CM&AA, Conference Committee Chairman Mike Adhikari, CM&AA, AM&AA Advisory Board Chairman
8:15 AM to 9:30 AM	<b>Deal Expo – Sellers, Buyers, and Sourcing Capital</b> <b>Members &amp; Attendees are invited to share information on their current deals to other members, attendees &amp; private equity groups</b> (Each participating group will have a pre-determined amount of time to showcase your deal (sell-side or buy-side). Please send in a brief summary of the deal to <a href="mailto:info@amaaonline.org">info@amaaonline.org</a> by Wednesday, July 9, so that it can be included in the handouts. <b>Facilitator:</b> Graeme Frazier, Private Capital Research, LLC
9:30 AM to 10:30 AM	<b>Private Equity Opportunities in Troubled Companies</b> With the national economy in the midst of slowdown, this discussion will focus on the role private equity takes in turning around distressed companies and the types of opportunities that will keep m&a going in 2008. <b>Speaker:</b> Bassem Mansour, Resilience Capital Partners
10:30 AM to 11:00 AM	<b>Break</b>
11:00 AM to 12:00 PM	<b>Working Capital or Capital Punishment, <i>The Choice is Yours</i></b> <b>Structuring the Working Capital Component of a Successful Transaction</b> Through discussion and case studies – both successful and disasters, you will learn how to define, analyze, structure, and allow for Working Capital, in a transaction. You might learn how to take advantage of the other party, ill-define, obfuscate, obliterate and eventually, arbitrate and litigate – all because of Working Capital; or you just might learn how to do it all right and avoid the pitfalls. <b>Panelists:</b> Robert G. Hogan, Code Hennessy & Simmons LLC Luke A. Phenicie, Hammond Kennedy Whitney & Company, Inc. Mike Conaton, Key Principal Partners, LLC <b>Moderator:</b> Tim Rhine, Corporate Capital, Inc.
Noon to 1:15 PM	<b>Lunch</b>
1:15 PM to 2:15 PM	<b>Facilitating the Due Diligence Process</b> <i>The Why, What &amp; How of Virtual Data Rooms</i> <b>Speakers:</b> Dan Bradbary, V-Rooms Virtual Deal Rooms, Joe Rippe, Rippe & Kingston CO PSC
2:15 PM to 3:15 PM	<b>“Madness” Where is the Standard in NDA’s and Other Agreements?</b> Time is to be spent in dissecting NDA’s, CA’s, and Engagement Agreements. (We expect to seek approval for the first Industry-wide Standardized NDA Agreement.) Participate as an Attorney and Intermediary review and comment on the various agreements and their impacts. <b>Speakers:</b> Roger Wilen, Sidley Austin LLP; Michael Weiss, Alliance Equity
3:15 PM to 3:45 PM	<b>Break</b>
3:45 PM to 4:45 PM	<b>“Chuck Holes in Highways” Gaining Speed in Moving Deals Forward.</b> Review “IOI’s” Indications of Interest and “LOI’s” Letters of Intent, to understand better what is essential in moving a deal forward for the benefit of our clients. Also what to watch out for in keeping the momentum going in a transaction. <b>Speakers:</b> Roger Wilen, Sidley Austin LLP; Michael Weiss, Alliance Equity
4:45 PM to 5:00 PM	<b>Closing Remarks</b>



## Friday, July 25, 2008 - Post Conference Sessions

\$250 – Earn Extra CPE!



Time

Session

7:00 AM to 8:00 AM

### Registration Opens and Continental Breakfast

8:00 AM to 12:00 PM

### The Deal's Closed, Now What? The Opportunity & Value of Acquisition Integration

Most buy side transactions are defined by the closing of the legal and financial transaction. However, as every buyer quickly finds out, this is only the beginning. Now, the enterprise value of the acquired company must be unleashed! With over half of acquisition integration efforts failing to meet objectives and only a fraction of companies growing more quickly than they had before, are you leaving your buyer hanging? Are they getting the value from the deal? Learn how the value of having a pre-defined integration approach before closing can provide higher odds of success in achieving deal objectives.

**Speakers:** Doug Banton & Dave Vandever, Sterling Commerce

OR

### The Private Capital Marketplace

Robert Slee presents a very insightful summary of his highly acclaimed work, *Private Capital Markets: Valuation, Capitalization, and Transfer of Private Business Interests* (John Wiley & Sons, 2004). The textbook describes the private markets holistically, and presents structures by which business owners can make good financing and investment decisions. Attractive valuation, growth, and transfer alternatives available for those who know where to look.

This session covers all the important fundamentals of the last major uncharted financial markets and the full spectrum of business transfer alternatives sometimes called “the bizarre bazaar”. The objective of this presentation gives business owners and their trusted advisors an extraordinary frame of reference for success in the global private capital marketplace.

**Speaker:** Rob Slee, Robertson & Foley

12:00 PM to 1:00 PM

### Buffet Lunch

1:00 PM TO 4:00 PM

### A Whole New Way to Maximize Value in the Private Capital Marketplace

With an understanding of the private capital marketplace, learn how to identify and measure all the personal needs while also evaluating overall business performance and potential. Because the needs of business owner's and the company are inextricably intertwined, learn about best practices for integrated advisory and transaction solutions. This educational workshop is presented for middle market private business leaders by the independent members of Mid Marketplace.com offering learning and performance solutions to maximize business value and personal wealth.

# midmarketplace.com

bringing together **people**  
**ideas** to maximize value  
**capital** for private business owners

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## Four Ways to Register Now!

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- Phone - Call (877) 844-2535
- Mail - Fill out this page and mail to:  
AM&AA  
150 N. Michigan Ave.  
Suite 2700  
Chicago, IL 60601
- Fax - Fill out this page and fax to: (312) 729-9800

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### Check one:

- AM&AA Member: \$795 before June 27, \$895 after June 27
- Non-Member: \$895 before June 27, \$995 after June 27

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"/> M&A Intermediary           |
| <input type="checkbox"/> Attorney              | <input type="checkbox"/> Management Consultant      |
| <input type="checkbox"/> Business Valuator     | <input type="checkbox"/> Personal Estate Planner    |
| <input type="checkbox"/> Buyer                 | <input type="checkbox"/> Personal Financial Planner |
| <input type="checkbox"/> Corporate Development | <input type="checkbox"/> Private Equity             |
| <input type="checkbox"/> Investment Banker     | <input type="checkbox"/> Technology Specialist      |
| <input type="checkbox"/> Lender                | <input type="checkbox"/> Other _____                |

### Additional Fees:

- Networking Boat Cruise: \$50/person
- Post-Conference Session 1- The Private Capital Marketplace: \$250
- Post-Conference Session 2 - The Deal's Closed, Now What?: \$250

Total Amount Due: \$ \_\_\_\_\_

Payment:  Check Enclosed (make payable to AM&AA)

Credit Card # \_\_\_\_\_ Exp Date \_\_\_\_/\_\_\_\_

Signature \_\_\_\_\_

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## Don't forget to Sign Up for the Boat Cruise!

Join us on the evening of Wednesday, July 23 aboard the Wendella for a networking boat cruise from 5:45 to 7:45 pm! Enjoy breathtaking views of the magnificent Chicago skyline, a buffet dinner, open bar and a great networking opportunity for only \$50 per person. We encourage and welcome you to bring your guests & companions.



## 2008 Conference Pricing:

### AM&AA Members

Before June 27 \$795  
Additional registrant  
from same firm: \$695

After June 27 \$895  
Additional registrant  
from same firm: \$795

### Non-Members

Before June 27 \$995  
Additional registrant  
from same firm: \$895

After June 27 \$995  
Additional registrant  
from same firm: \$895

Reserve your hotel room before July 1 to receive the discounted rate of \$229.  
Call the Wyndham Hotel at 800-996-3426 to make reservations.

Rates are subject to state and local taxes in effect at the time of check-in.

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

### Certified Professional Education

The AM&AA will recommend up to 18 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 of 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](http://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 11, 2008 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 11, 2008.