

AM&AA

ALLIANCE OF MERGER & ACQUISITION ADVISORS®

COLLABORATING FOR SUCCESS:



WINTER CONFERENCE
**CAESARS
PALACE®**

JANUARY 17-19, 2012
LAS VEGAS

PREMIERE SPONSOR:



Grant Thornton

REGISTER NOW AT
AMAAONLINE.ORG OR CALL 877.844.2535

EARLY BIRD RATE AVAILABLE
UNTIL DECEMBER 19TH

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 Winter Conference in Las Vegas, Jan. 17-19, 2012, and offer 10 reasons that you won't miss it:



- **It's Vegas!** Collaborating for Success at Caesar's Palace is going to be a winning — not to mention entertaining — bet.
- **In-Depth Discussions** - New this year, we're holding two 4-hour CPE sessions on valuation and optimizing deal structure.
- **Case Study** - Also new, we'll have a seller and his deal team on hand detailing a deal sourced at an AM&AA conference.
- **Winning Tools to Help You Close Deals in 2012**- New tools, books, resources and strategies to help you close more deals in 2012, including thought leaders on hand to discuss the new *AM&AA Middle Market M&A Handbook* based on 'Body of Knowledge' of the CM&AA.
- **Market Update** - Hear from marketplace leaders on what sectors are hot, who's paying what, and leverage ratios on closed transactions.
- **Power Networking** - Some 400 intermediaries, private equity, strategic and mezzanine investors, attorneys, CPA's, and other M&A professionals will convene to explore today's market conditions, collaborate on industry best practices, and foster deal making in the middle market.
- **Private Equity Expo** - Meet with the middle market PE firms and find new leads for your deals.
- **Deal Bash** - Always a hit, join us for three hours of networking tabled by screened middle market intermediaries/investment bankers, all bearing deals and transaction opportunities.
- **First-Class Sponsors** - Real-time access to the highest-quality resources and services for successful transactions.
- **A Top-Notch Conference Experience** - 95 percent of past conference attendees concur that the AM&AA conferences met their expectations, and 92 percent said they'd absolutely attend again.

We hope you'll join us, and look forward to seeing you in January!

Kind Regards,

Steven Silverman

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

COLLABORATING FOR SUCCESS: A WINNING BET IN 2012



Tuesday, January 17th

8:00am-1:30pm

ADVISORY BOARD MEETING WITH WORKING LUNCH

8:00am-12:00pm

IDD SESSION 1:

Quality of Earnings: Beauty or Beast?

"Earnings" is one of those words used very loosely on both sides of a transaction until it's time to "pay the piper"...then negotiations often get "heated up". Explore with us what exactly makes up "Quality Earnings" and understand what must be analyzed and understood before developing a consensus. This session provides the foundation for developing a comprehensive due diligence check list relating to the quality of earnings. In addition, with audience participation you get enhanced tools and techniques for use in your business on the next deal!

**Moderator: Steve Egna, Teal Becker & Chiaramonte
Dana Williams, RSM McGladrey**

\$150 (no additional cost for conference attendees)

4 CPE Hours

12:00pm-1:00pm

LUNCH ON YOUR OWN

1:00pm-5:00pm

IDD SESSION 2:

Anatomy of a Deal

Watch as CM&AA instructors David Cohn and Chris Blees carefully dissect a recent Middle Market transaction, exposing best practices and practical techniques used by the Buyer, Seller and the Advisors to get the deal done.

**David Cohn, Diamond Capital Partners
Chris Blees, BiggsKofford Capital**

\$150 (no additional cost for conference attendees)

4 CPE Hours

5:00pm-6:00pm

COMMITTEE MEETINGS

6:00pm-7:30pm

WELCOME RECEPTION

COLLABORATING FOR SUCCESS: A WINNING BET IN 2012



Wednesday, January 18th

7:00am-8:00am

8:00am-8:10am

8:10am-9:10am

BREAKFAST & REGISTRATION OPENS

OPENING REMARKS

Keynote Speaker—M&A at the Speed of Trust: How Trust Drives the Collaboration and Cultural Alignment

Ultimately the desired outcome of a merger or acquisition is to achieve expected results. However, creating the right deal on paper is not enough! Tension, resistance, or outright conflict during the deal -this is a "trust tax" - a tangible cost to the organization that decreases speed and increases cost. As Peter Drucker so succinctly points out "Culture eats strategy for breakfast".

Stephen Covey Jr., Speed of Trust

BREAK

Middle Market Update: Valuation and Leverage Trends in M&A

Listen to the experts as they share current insights on the middle market, and give their expert opinions on what's coming in 2012 as we place our bets on the future of M&A. The panel consists of senior professionals in the investment banking, private equity and market research.

Moderator: Graeme Frazler, GF Data

Steve Brady, Grant Thornton; Charlie Welsh, Mergermarket Limited; Steve Carver, Pitchbook Data, Inc

BREAK

10:15am-10:30am

10:30am-11:20am

New Value-Growth Solutions for "Parked Deals"

A sharing of proven current solutions for advisors, private equity investors, and business owners. Fees are often lost, value is not realized and big chunks of time can be wasted. This session will focus on the antidotes for toxic "Value Gap" issues that "gum-up the gears" and cause many M&A transactions to "stall out" or simply never get out of the investment banker's "parking lot"!

Mark Rittmanic, ForteONE

Alistair Stewart, Galapagos Advisors

11:30am-1:00pm

1:00pm-2:15pm

AM&A AWARDS LUNCHEON

Thought Leader Award Presented by Grant Thornton

SPONSORED BY: WESTSHORE
CREDIT PARTNERS

A Deal Sourced at the AM&A: A Best Practices Case Study

Case Study: Compare your value assessment/maximization to an actual closed transaction! Our Deal Team discusses a closed deal from cradle to grave. Understand client fears and pre-market valuation concerns. Learn how a private equity group perceives the value or lack thereof in running a process. Hear from the Deal Team on how the deal was kept on track and successfully negotiated.

Moderators: Steve Silverman, TR Moore & Company and Matt Thibeau, AM&A

John Nies, JMH Capital

Jeff Dinerstein, Haynes and Boone

2:30pm-3:15pm

Venturing Across Borders in 2012 and Beyond

The M&A experiences of Corporations and Private Equity Firms that have crossed their borders or are considering going across borders overseas have unique challenges. The panelists will share their views, experiences and thoughts with the audience on the particular complexities and key learning in the areas of sourcing, due diligence, negotiations, structuring, and overall risk management.

Moderator: Ashok Noah, MergCo

Annette Mason, BAE Systems Intelligence

Kevin Pottmeyer, Kleinfelder

Mona Pearl, Beyond a Strategy

3:30pm-4:15pm

Getting it Right: Due Diligence and Integration

Getting deal makers to the table is tough enough. Yet, it's more than crunching the numbers. When motivation for closing trumps examining feasibility, leverage and culture, the trauma and drama can get ugly but quick. Here's what to know and why.

Carl Sheeler, Business Valuations

Nitin Kumar

Brett Axelrod, Fox Rothchild

4:30pm-5:15pm

Managing the clash of buyer-seller cultures

Corporate and Private Equity owners acquire businesses taking risk calculated based on a series of strategic assumptions. The interactive, media-based discussion explores those deals where there is a big disconnect between the culture of the buyer and that of the seller. I learn best-practice methods to successfully navigate around the many post-acquisition culture-related challenges leading to a better outcome for all!

Moderator: Steve Ross, MCM Capital

Jim Hill, Benesch, Friedlander, Coplan & Aronoff

Jim Jeffries, M&A Leadership Council

5:15pm-7:00pm

NETWORKING COCKTAILS RECEPTION

COLLABORATING FOR SUCCESS: A WINNING BET IN 2012



Thursday, January 19th

7:00am-8:00am

NETWORKING BREAKFAST

8:00am-9:00am

9:00am-10:00am

10:00am-10:30am

10:30am-11:00am

11:00am-11:30am

PE EXPO
4 HOUR NETWORKING
8am-12pm

Chapter Meetings Minnesota, New York, Midwest, Southern California, Dallas

BREAK

New AM&AA Tools and Solutions for More Deals in 2012

Based on our founding and growth as a sharing community of M&A pros, learn about the many new ways we are moving forward "to learn and earn more together".

Mike Nall, AM&AA Mike Adhikari, Illinois Corporate Investments

M&A Handbook Overview Outline of the CM&AA Body of Knowledge for Mid Market M&A Professionals

Industry leaders highlight published solutions for more or successful transactions.

Mike Nall, AM&AA Kenneth Marks, High Rock Capital Partners,
Chris Blees, BiggsKofford Capital

11:30am-12:45pm

NETWORKING LUNCH

DODD-FRANK READINESS: AN INVESTMENT ADVISERS ACT READINESS ASSESSMENT DISCUSSION-DURING LUNCH

1:00pm-4:00pm

DEAL BASH

Connections with Investment Bankers & Intermediaries

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

Don't Miss Out on:

3 hours of networking, tabled by screened middle market Intermediaries/Investment Bankers, all bearing deals & transaction opportunities.

** No appointments necessary*

COLLABORATING FOR SUCCESS: A WINNING BET IN 2012



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 Dec. 19, \$895 after Dec. 19
- Non-Member:** \$995 on or before Dec. 19, \$1095 after Dec. 19
- 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"/> Equity Investor |
| <input type="checkbox"/> Asset Manager/Financial Advisor | <input type="checkbox"/> Investment Banker/Intermediary |
| <input type="checkbox"/> Attorney | <input type="checkbox"/> Lender |
| <input type="checkbox"/> Business Valuator | <input type="checkbox"/> Technology Specialist |
| <input type="checkbox"/> Consultant | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Corporate Development | |

Total Amount Due \$ _____

Signature _____

Payment:

- Check Enclosed (make payable to AM&AA)
- Credit Card # _____ Exp Date ____/____

SPONSORSHIP AND EXHIBIT OPPORTUNITIES 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
- 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
Friday, Dec. 23, 2011 to
receive the discounted rate of \$199
Call Caesar's Palace at 866-227-5944**

COLLABORATING FOR SUCCESS:
A WINNING BET IN 2012



CONFERENCE SPONSOR



FLASHDRIVE SPONSOR



LUNCHEON AND LANYARD SPONSOR



MEDIA SPONSORS



Now you know.

ONE DAY EXHIBITOR



TWO DAY EXHIBITOR





ALLIANCE OF MERGER & ACQUISITION ADVISORS®

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

AM&AA Members

On or before Dec. 23rd: \$795

Additional registrant from same firm: \$695

After Dec 23rd: \$895

Additional registrant from same firm \$795

One day: \$495

Non-Members

On or before Dec. 23rd: \$995

Additional registrant from same firm \$895

After Dec. 23rd: \$1095

Additional registrant from same firm \$995

One Day: \$545



ALLIANCE OF MERGER & ACQUISITION ADVISORS®

AM&AA Winter Conference
January 17th-19th, 2012 | Caesar's Palace

COLLABORATING FOR SUCCESS:
A WINNING BET IN 2012

Premiere Sponsor:  **Grant Thornton**

Reserve your hotel room before December 19th, 2011 to receive the discounted rate of \$199. Call Caesar's Palace at 866-227-5944. 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 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 addresses 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 312-729-8900 or postmarked by Friday, December 23, 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 December 23, 2011.

Alliance of Merger & Acquisition Advisors®
200 E. Randolph St. 24th Floor
Chicago, IL 60601