

**THE OHIO / KENTUCKY CHAPTER
OF THE ESOP ASSOCIATION**

PRESENTS ITS

**ANNUAL SPRING
ESOP CONFERENCE**



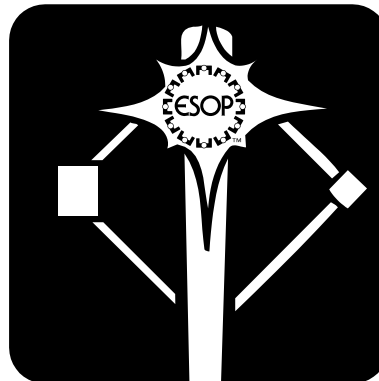
ESOPs ~ A RETIREMENT HOME RUN

**March 19, 2014
8:45 A.M. to 3:30 P.M.**

**This conference should qualify for
Ohio and Kentucky CPE credits for CPA's.**

**Bridgewater Banquet &
Conference Center
10561 Sawmill Parkway
Powell, OH 43065**

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CONFERENCE SPONSOR



Consulting

SPRING CONFERENCE PROGRAM

8:15 A.M.

Registration and Continental Breakfast

8:45 A.M.

Welcome, Announcements and Recognition of Sponsors
Robyn Pollina, Palmer-Donavin Manufacturing Company, Ohio / Kentucky Chapter President

9:00 A.M. ~ CONCURRENT BREAKOUT SESSIONS

Session I

WHAT IS AN ESOP?

Matthew A. Secrist, Squire Sanders (US) LLP, Cleveland, OH
Florence V. Zabarsky, Zabarsky & Associates, LLC, Strongsville, OH

The speakers will provide an overview of what is an ESOP, the advantages of an ESOP over other types of retirement plans, the general requirements of ESOPs, and general considerations between leveraged and non-leveraged ESOPs. These topics will be discussed from both a legal and administrative perspective and provide insights into the interactions between plan sponsors (employers), administrators, and attorneys.

Session II

ESOP COMMUNICATIONS: OWNERSHIP AND BEHAVIORS

Dan Marcue, The ESOP Association, Washington, DC

This session will look at both the definition and desired behaviors of an employee owner and will also illustrate how various communication methods can help achieve a positive ownership culture within your company.

Session III

ESOP COMPANIES MAKING ACQUISITIONS ~ A PANEL DISCUSSION

Brian D. Bornino, GBQ Consulting LLC, Columbus, OH (Moderator)
Gerry Kesselring, Contract Sweepers & Equipment, Columbus, OH
Robyn Pollina, Palmer-Donavin Manufacturing Company, Columbus, OH
Dave Tumbas, Hy-Tek Material Handling, Inc., Columbus, OH

ESOP companies are increasingly active in exploring growth opportunities through acquisitions. In this panel discussion, executives from three highly successful ESOP companies will share their experiences in making and considering acquisitions. Topics to be discussed include: 1) the transaction process; 2) how the ESOP impacted their decision-making; 3) how the business, financial, cultural, and tax advantages of ESOPs can be a competitive advantage for ESOP companies in acquisitions; 4) financial, valuation, and fairness considerations; 5) impact on existing ESOP employees and management; 6) maintaining a healthy ownership culture when integrating a new group of employees; and, 7) lessons learned and key takeaways.

10:15 A.M. ~ BREAK

10:30 A.M. ~ CONCURRENT BREAKOUT SESSIONS

Session I

WHAT ARE THE ROLE AND RESPONSIBILITIES OF THE EMPLOYEE OWNER IN THE ESOP?

Scott J. Stitt, James E. Arnold & Associates, LPA, Columbus, OH (Moderator)
William J. Leonard, Oswald Companies, Cleveland, OH
Dave Van Ness, Horizon Trust & Investment Management, Indianapolis, IN

As an employee owner, what decisions do you make or influence? What is the meaning of "shared ownership"? And how do ESOP companies strike the right balance regarding confidential company information? This session will briefly review the basic legal relationship between ESOP participants and the company, including disclosure, voting rights and governance roles that are required under the law.

Session II

DATA SECURITY AND RELATED LIABILITY ~ WHAT AN ESOP COMPANY NEEDS TO KNOW

James J. Giszczak, McDonald Hopkins LLC, Bloomington Hills, MI

A discussion of: 1) data security threats and the steps an ESOP can take to reduce them; 2) potential liability associated with a data breach; 3) responding to a data breach, including complying with state and federal statutes; and, 4) class action litigation related to data breaches, why you are a target and how you can reduce the likelihood of being sued. If you are responsible for risk management, human resources, IT, sit in the C suite, or protect your company's data, you need to attend this session.

Session III**BEST PRACTICES IN ESOP TRANSACTIONS ~ ADDRESSING THE DOL'S CONCERNS**

Peter E. Jones, ESOP Plus: Schatz Brown Glassman Kossow LLP, Columbus, OH
Debra Williams, Bankers Trust of South Dakota, BTC ESOP Services, Des Moines, IA

In light of recent case filings by the Department of Labor (DOL), the Legislative and Regulatory Affairs Committee (LRAC), along with the Finance Committee of The ESOP Association, have begun a dialogue with the DOL to address issues the DOL sees as problematic in ESOP transactions. This session will identify the issues that the DOL found problematic as illustrated by the various complaints filed by the DOL, update you on the dialogue between the LRAC and the DOL, and provide specific guidance to companies and fiduciaries who may be contemplating future ESOP transactions.

11:45 A.M. ~ 2014 AWARDS LUNCHEON

Legislative and Regulatory Update
Presentation of Awards for
Group Excellence, Employee Owner
of the Year and ESOP Company of the Year

12:45 P.M. ~ CONCURRENT BREAKOUT SESSIONS**Session I****HOW DOES THE EMPLOYEE OWNER AFFECT VALUE?**

Jeff Rosen, Star Leasing Company, Columbus, OH
Nickolas N. Sypniewski, ComStock Advisors, Newport, KY

One of the key components of an effective ownership culture is for employees to understand how they can contribute to the success of the company and affect the value of the company's stock. We will discuss six key drivers of value and how the employees' day-to-day activities affect those drivers and, thus, the value of the employees' ESOP accounts. We will eliminate all the technical jargon and discuss real world examples.

Session II**ENGAGING NEW EMPLOYEE OWNERS &
RE-ENGAGING MATURE EMPLOYEE OWNERS**

Cathy Ivancic, Workplace Development Inc., Akron, OH

The greatest success stories in ESOP ownership sustain an ownership culture over the long haul. This means they've found ways to engage the newest employee owners and keep the long-term employee owners connected to shared business goals. In this session, Cathy will share ESOP company strategies for engaging these two different categories of employee owners. The session will offer both practical examples and small group discussion about making the most of ESOP ownership.

Session III**ACCOUNTING AUDITS**

Peter Chudyk, Maloney + Novotny LLC, Cleveland, OH
Denise Tapp, Oswald Companies, Cleveland, OH
Christopher Villari, Maloney + Novotny LLC, Cleveland, OH

In this session, we will discuss the accounting treatment for recording the initial set-up and ongoing transactions of an ESOP and its employer sponsor as it relates to the company's and plan's financial statements ~ focusing particularly on issues that the outside auditors focus on, disclosure requirements, as well as current DOL "Hot Issues." This session is designed for the executives of ESOP companies (especially CFOs, CEOs, and Human Resources professionals), ESOP trustees, valuers, and other ESOP professionals, and will include examples of these issues along with a discussion of the potential impact they have on ESOPs from a company, accounting and audit perspective.

2:00 P.M. ~ BREAK**2:15 P.M. ~ CONCURRENT BREAKOUT SESSIONS****Session I****HOW DO I GET STOCK? HOW DO I GET MY MONEY?**

Kristy Britsch, Dinsmore & Shohl LLP, Columbus, OH
Pete Shuler, Crowe Horwath LLP, Columbus, OH

Employees accumulate stock in their ESOPs in many different ways ~ contributions, share releases, recycling, reallocated forfeitures, etc. ~ with the ultimate goal of receiving a sizeable payout at retirement. In this session, we will cover in detail both of these important components ~ share accumulation and benefit payouts. We will provide plenty of examples and keep the legalese to a minimum!

Session II

ESOP SHOW AND TELL

Tom Barmann, Allied Mineral Products, Inc., Columbus, OH (Moderator)
Mary Bing, Prentke Romich Company, Wooster, OH
Dave Didier, PERRY proTECH, Fort Wayne, IN
Maria Padilla, CTL Engineering, Inc., Columbus, OH

Come to this session to see examples of how some of the Chapter’s award winning ESOP companies are communicating the ESOP to their employee owners. This will be an interactive session and **ATTENDEES ARE ENCOURAGED TO BRING COMMUNICATION SAMPLES CREATED BY THEIR COMPANY TO SHOW AND DISCUSS DURING THE SESSION.** We learn best when we learn from each other!

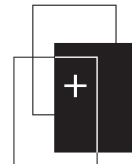
Session III

SUSTAINABILITY ~ WHAT ARE ALL THE MOVING PARTS?

Clifford G. Canavera, Canavera Financial Group, LLC, Louisville, KY
Cecilia A. Loftus, Prairie Capital Advisors, Inc., Philadelphia, PA

When the topic of “sustainability” in the employee-owned business comes up, it often is limited to discussion of ownership culture or the repurchase obligation. But, isn’t there more to sustainability than that? This presentation will explore a broad set of components within the company that make or break true long-term sustainability, as well as the critical interaction between all of those critical components that can lead to sustained growth and success of the employee-owned business.

BREAKFAST / LUNCHEON SPONSORS



maloney+novotny LLC

DIRECTIONS / LODGING

Please visit www.bridgewaterbanquetcenter.com for directions to the Bridgewater Banquet & Conference Center. Area lodging will be sent upon request.

REGISTRATION FORM – Deadline March 13, 2014

Provide 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 Resources Personnel (HR), ESOP Committee Member (ECM), New Employee Owner (NEO), etc.

Name(s): _____ _____ _____ _____ _____	Company _____ Address _____ City _____ State _____ Zip _____ Tel (_____) _____ Fax (_____) _____ E-mail _____ (Required for Registration Confirmation)
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Registration Fees

Indicate the number of persons registering in each category. Registrations **MUST be received by March 13, 2014, in order to qualify for discounted pricing**. You can e-mail, fax or mail in your registration. If you mail your registration, allow 3 days for postal service processing.

	On or before March 13	After March 13 & 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)	_____ \$195.00	_____ \$220.00

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

Enclosed is a check, made payable to: **The ESOP Association - Ohio/Kentucky 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 March 13, 2014, to:

Ohio / Kentucky Chapter The ESOP Association
 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

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



CANCELLATION POLICY: NO REFUNDS will be given after March 13, 2014. Substitutions will be accepted. (Non-member fees apply if a non-member professional replaces a member professional.)

Questions? Contact:

Karrie Imbrogno
 Ohio / Kentucky Chapter Administrator
 Tel: 440.989.1552
 E-mail: karrie@esopchapters.com