

Presented by financial services information leaders:

AMERICAN BANKER[®] | BANK DIRECTOR[®]
MAGAZINE



2nd ANNUAL

AMERICA'S BANK BOARD SYMPOSIUM

SEPTEMBER 28-29, 2010 | WESTIN GALLERIA | DALLAS, TX

➤ The single source for board education,
discussing critical issues for bank boards today:

- Strategic Planning
- Risk Oversight
- Increased Transparency
- Regulatory Updates
- Management Succession
- Shareholder Activism
- Increasing Profitability

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➤ The Single Source for Board Education

These are some of the most challenging times the U.S. banking industry has ever faced. High unemployment, poor loan demand, continued bank failures, and unprecedented demands for capital have challenged the leadership capabilities of bank CEOs and their boards of directors all across the country. And the strong likelihood that the U.S. Congress will pass the most sweeping financial reform legislation since the 1930s will only make the job of guiding a financial institution even tougher.

As the two leading education and content providers for the financial services industry, *Bank Director* magazine and SourceMedia's banking flagship publication, *American Banker*, have again joined forces to present the **2nd Annual America's Bank Board Symposium**.

The topics on this year's agenda — strategic planning, risk oversight, increased transparency, regulatory upheaval, management succession, shareholder activism, increasing profitability — span the range of critical issues bank boards face. The symposium's mix of panels, breakouts, and peer groups are tailored to provide you the knowledge you need to develop, implement, and monitor sound strategies for your institution.

Don't miss the chance to hear from experienced bank CEOs and board members, leaders who are guiding some of the industry's strongest institutions. Now is the time to excel and become a more effective director to lead your bank. Make your reservations to join us September 28-29 at the Westin Galleria in Dallas, Texas. Your community and shareholders will thank you!



TK Kerstetter
President & CEO
BOARD MEMBER INC./
BANK DIRECTOR MAGAZINE



Richard Melville
Group Editorial Director
SOURCEMEDIA/
AMERICAN BANKER

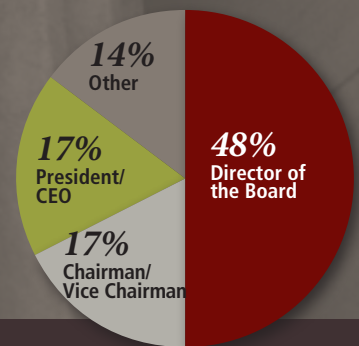
REASONS YOU MUST ATTEND:

- 1. LEARN** the keys to a successful strategic planning process and what makes an effective board member.
- 2. GET AN UPDATE ON** your fiduciary responsibilities to your bank shareholders and stakeholders.
- 3. IMPROVE** the effectiveness of your board in an increased regulatory environment.
- 4. SURVEY** the current landscape and examine future opportunities from a top-line growth perspective with some of the industry's most respected advisers.
- 5. TEAM UP** with bank directors and executives from across the nation facing similar challenges and learn from their experiences.
- 6. DEVELOP** actionable solutions through peer-to-peer discussions and collaborations.

WHO SHOULD ATTEND:

- Chairmen of the Board
- Board Members
- Chief Executive Officers
- Senior Management who work closely with the board

2009 ATTENDEE PROFILE



**“Quality of speakers was excellent.
Subject matters were all excellent.”**

Jim Tamburro, Director, LIBERTY BELL BANK



SEPTEMBER 28-29, 2010 | WESTIN GALLERIA | DALLAS, TX

HEAR FROM INFLUENTIAL AND SUCCESSFUL BANK CEOs AND BOARD MEMBERS:

KEYNOTE SPEAKER



Raymond P. Davis
President, Chief Executive Officer
UMPQUA HOLDINGS CORPORATION

Ray Davis has been instrumental in Umpqua Bank's rapid growth. Under Davis' leadership, Umpqua has deployed a new approach to financial services that emphasizes cutting edge delivery systems and technologies, in addition to innovative store designs that engage and excite customers. Davis and his teams have reinvented Umpqua Bank's image, building avant-garde mini-banks that are more "bank store" than branch, featuring merchandising, eye catching displays, and computer cafés.

The vitality and success of Umpqua's culture has been instrumental in Umpqua's inclusion on FORTUNE Magazine's "100 Best Companies to Work For" list for the last four years. National publications including the *Wall Street Journal*, the *New York Times*, *Fast Company*, *Business Week*, *Business 2.0*, *The Economist*, CNBC and *Newsweek* have acknowledged the bank's strategy, innovation and growth.

Davis joined Umpqua Bank in 1994 and has grown the bank from six banking locations and \$150 million in assets to 174 stores with \$10.5 billion in assets and more than 2,200 associates today. He chronicled this path to expansion and originality in his book, *Leading for Growth: How Umpqua Bank Got Cool and Created a Culture of Greatness*.

FEATURED SPEAKERS



Gil Barker
District Deputy Comptroller
OFFICE OF THE COMPTROLLER
OF THE CURRENCY



Wes Hoskins
President & CEO
FIRST COMMUNITY BANK



Guillermo Kopp
Chairman
GUAU CORPORATION



James D. MacPhee
Chairman
INDEPENDENT COMMUNITY BANKERS
OF AMERICA (ICBA)
CEO
KALAMAZOO STATE BANK



Gary Scott
Regional Deputy Director,
Western Region
OFFICE OF THRIFT SUPERVISION



Luz L. Urrutia
CEO/President
EL BANCO DE NUESTRA COMUNIDAD,
A DIVISION OF THE PEOPLES BANK

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CONFERENCE AGENDA

TUESDAY, SEPTEMBER 28

11:30 AM - 12:30 PM

Conference Registration and Buffet Lunch

Sponsored by:  Crowe Horwath.

12:30 PM - 12:40 PM

Welcome Remarks

Richard Melville, *Group Editorial Director, SOURCEMEDIA/ AMERICAN BANKER*

TK Kerstetter, *President & CEO, BOARD MEMBER INC. /BANK DIRECTOR*

12:40 PM - 1:05 PM

Industry Update

One of the industry's most respected advisers reviews the strategic challenges and operating conditions for banks across the country.

John Duffy, *Chairman & CEO, KEEFE, BRUYETTE & WOODS INC.*

Critical Issues for Today's Bank Boards

3-PART SESSION

1:05 PM - 1:50 PM

PART A: Views from Bank CEOs

W. Wesley Hoskins, *President & CEO, FIRST COMMUNITY BANK (CORPUS CHRISTI, TX)*

James D. MacPhee, *Chairman, INDEPENDENT COMMUNITY BANKERS OF AMERICA; CEO, KALAMAZOO STATE BANK*

Luz Urrutia, *CEO, EL BANCO DE NUESTRA COMUNIDAD*

Moderated by: TK Kerstetter, *President, BOARD MEMBER INC./ BANK DIRECTOR MAGAZINE*

1:50 PM - 2:35 PM

PART B: Views from the Regulators

Gil Barker, *Southern District Deputy, OFFICE OF THE COMPTROLLER OF THE CURRENCY (OCC)*

Gary Scott, *Regional Deputy Director, Western Region, OFFICE OF THRIFT SUPERVISION (OTS)*

Moderated by: Jack Milligan, *Associate Publisher and Group Head, BANK DIRECTOR MAGAZINE*

2:35 PM - 3:20 PM

PART C: Views from Industry Advisers

John Freechack, *Partner, BARACK FERRAZZANO*

Al Laufenberg, *Managing Director, STIFEL NICOLAUS & COMPANY*

Moderated by: Rich Melville, *Group Editorial Director, SOURCEMEDIA/ AMERICAN BANKER*

3:20 PM - 3:35 PM

Networking and Refreshment Break

Sponsored by: 

BREAKOUT SESSIONS

(SELECT ONE OF 3)

3:35 PM - 4:25 PM

(A) Selecting Your Next CEO: Critical Questions about Succession

Where will your next CEO come from? Inside or outside? Focusing on the governance role of the board in succession planning, this workshop will help directors provide better oversight on processes and dashboard metrics. What questions should you ask the CEO?

P.S. - Regulators and activist shareholders are already asking these questions.

John Szold, *Chief Executive Officer, PLANNING FOR SUCCESSION*

(B) Beyond Reported Financials: Promoting Increased Transparency Between the Board and Management Team

How well does your board understand the key financial and strategic risks facing your bank? And are you independently verifying management's performance, beyond CAMELS ratings?

This session will discuss how independent, comprehensive and forward-looking financial strength ratings can be powerful tools to promote transparency between the board and the management team, build confidence, and help frame discussions around a bank's financial and strategic risk profile.

Khanh Vuong, *Vice President Bank Rating Group, A.M. BEST COMPANY*
Michelle Young, *Business Development Manager, A.M. BEST COMPANY*

(C) FDIC-assisted Bank Transactions

While there are many benefits, FDIC-assisted bank transactions also create significant complexities in valuation, accounting, and operational processes. Because the bid process is short, potential acquirers must be prepared to move quickly. This session will arm you with knowledge on the pre- and post-bid process and the FDIC's expectations of acquirers.

Rick Childs, *Director, Assurance and Financial Advisory Services for Financial Institutions, CROWE HORWATH*

4:30 PM - 5:30 PM

Peer Collaboration

Don't miss a unique opportunity to brainstorm, network, and share insights in small peer groups. Attendees will be divided based on their institution's asset size to discuss a short list of relevant topics.

5:30 PM - 6:30 PM

Networking Reception

“The program/ speakers provided useful perspectives on issues facing bank boards and CEOs – a well rounded agenda.” Jack H. Webb, *Chairman and CEO, ALLIANCE BANK NA*



SEPTEMBER 28-29, 2010 | WESTIN GALLERIA | DALLAS, TX

WEDNESDAY, SEPTEMBER 29

7:00 AM – 8:00 AM

Continental Breakfast

Sponsored by: 

8:00 AM – 8:05 AM

Day 2 Welcome and Announcements

8:05 AM – 9:05 AM

KEYNOTE ADDRESS

Ray Davis, *CEO, UMPQUA BANK*

9:05 AM – 9:55 AM

Strategies to Increase Profitability

As banking business models, customer preferences, and regulations undergo a new wave of change, boards will be challenged to set strategic directions for sustainable profitability and soundness. This session will explore:

- What developments will challenge the profitability, competitiveness, and soundness of banks?
- What will be the key strategies to successfully evolve the bank's capabilities, resources, and structure in order to sustain profitability?
- How will the Boards of Directors work in concert with the leadership team to envision, formulate, and execute such strategies?

Guillermo Kopp, *Chairman, GUAU CORPORATION*

9:55 AM – 10:15 AM

Networking and Refreshment Break

Sponsored by: 

BREAKOUT SESSIONS | (SELECT ONE OF 4)

SET OF 4 BREAKOUT SESSIONS REPEAT AT THE FOLLOWING TIMES:

10:15 AM – 11:05 AM | 11:10 AM – 12:00 PM

(A) Newly Required Executive Compensation and Governance Practices

The world as we know it is changed. In June, banking regulators (FRB, OCC, OTS, FDIC) announced new guidance for incentive compensation practices. In July, President Obama signed (expected) the Financial Reform Bill mandating new governance and executive compensation practices. What are the requirements and what is your bank doing to ensure compliance? Are you ready for the new compensation committee independence standards, say on pay, disclosure requirements? This session will review the impact of legislation and regulation on governance and executive compensation practices, discuss emerging best practices and provide tools to help your board maneuver through the new requirements.

Susan O'Donnell, *Managing Director, PEARL MEYER & PARTNERS*

(B) Unwinding Criticized Assets

As the percentage of non-performing loans on bank balances sheets continues to rise, institutions of all sizes are struggling with options for unwinding criticized assets across a variety of sectors. In this challenging market, dynamics have changed with the FDIC filling a bigger role as the market maker.

This session will review:

- The challenges of valuing a diverse mix of assets on the balance sheet in today's market
- The criteria for valuating and selling criticized assets
- The process of selling a loan portfolio and the options for negotiated and competitive sale

Seth Cohen, *Managing Director, CARVAL INVESTORS*

(C) How Directors & Officers Liability Policies React to Increased Regulatory Risks

This breakout will address important top-of-mind liability questions and issues such as:

- What are the regulatory concerns and exposures from the D&O underwriters perspective?
- At what stage is a bank considered a D&O Liability regulatory risk?
- What is the "Regulatory Exclusion" and what coverage is actually carved back with such an exclusion?
- Top 10 coverage enhancements most often requested on Community Bank D&O policies.

Dennis Gustafson, *Senior Vice President, AH&T INSURANCE*

(D) A Basic Primer on Surviving the New Shareholder Activism: What Should Directors Do?

Over the past two years there has been significant proxy and governance change. These changes are raising the stakes for company managements and boards as they seek to secure and maintain shareholder support. The focus – now more than ever – is squarely on the board of directors, whose election/re-election can no longer be considered "routine."

This session will discuss how these changes are impacting boards and what they must do in this new era.

John Siemann, *Managing Director and Partner, LAUREL HILL ADVISORY GROUP*

12:00 PM – 1:15 PM

Luncheon

Sponsored by:  KEEFE, BRUYETTE & WOODS

For the most up-to-date agenda, please visit www.americanbanker.comabbs10/

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CONFERENCE AGENDA | CONTINUED

1:15 PM - 2:15 PM

Peer Collaboration

2:15 PM - 3:00 PM

RISK – How Bank Boards Should Be Handling It in Today's Environment

Regulatory guidance directs banks to establish risk management programs appropriate to the size, complexity, and risk tolerance of the institution. This session will discuss how bank boards and management should work together to implement an effective risk management program that identifies, measures, monitors, and controls risk in today's ever-changing financial and regulatory environment.

Jennifer Burke, Partner, Risk Consulting, CROWE HORWATH

3:00 PM

Conference Concludes

SPONSORSHIP OPPORTUNITIES

Bank Director magazine and SourceMedia's American Banker have joined forces to present a unique event that will arm directors of banks with the knowledge they need to develop, implement, and monitor sound strategies for their institutions, and provide them the tools they need to fulfill their fiduciary duties to their bank shareholders.

By participating in this event as an event sponsor you will get:

THOUGHT-LEADERSHIP OPPORTUNITIES

- Provide suggestions to the conference agenda
- Demonstrate your industry knowledge by participating in a breakout or panel, reinforcing your message to clients
- Nominate clients and prospects to participate as panelists or attendees at the event

GREAT VISIBILITY

- Reach leading decision-makers
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GREAT BUSINESS DEVELOPMENT OPPORTUNITIES

- Network with key clients and prospects
- Follow up with key targets after the event

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Adam Dadich 212.803.6089
Jack Milligan 434.971.1787

adam.dadich@sourcemedia.com
jmilligan@boardmember.com

“ Good balance between broad industry information and more specific Board issues. ”

Donald H. Dew, Director, ALLIANCE BANK NA



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REGISTRATION INFORMATION

	BEFORE AUG 6	BEFORE AUG 20	BEFORE SEPT 28	ONSITE
BANK DIRECTORS	\$995	\$1,195	\$1,395	\$1,595
SERVICE/SOLUTION PROVIDERS	\$2,195	\$2,395	\$2,595	\$2,795
SPOUSE RATE	\$149	\$149	\$149	\$149

2 EASY WAYS TO REGISTER:

 www.americanbanker.com/abbs10/

 Glen Van Dusen at 212.803.6072

Payments:

Please make checks payable to SourceMedia and include the name(s) of the attendee(s) on the face of the check. We accept American Express, Diners Club, Discover, Visa, and MasterCard. Registration fees include all meals, refreshment breaks, receptions and a copy of the conference workbook. In order to receive early bird discounts, special rates or promotions, full payment must be made prior to the offer expiration date. Any registration not paid in full at that time of offer expiration date will be subject to the current rate. Full Payment must be received 14 days prior to the event or your registration will automatically be cancelled. Registrations with declined or invalid credit cards will not be processed.

Substitutions and Cancellations:

Substitutions may be sent at any time. All cancellations must be submitted in writing within 90 days prior to the Cut Off Date of the event and will be subject to a cancellation fee equal to 50% off the registration fee or a Letter of Credit which will cause forfeiture of the entire registration fee but allow one admittance to a future SourceMedia event to be used in the same year. No refunds or letters of credit are available later than the event Cut Off Date (14 Days prior to start date).

Discounts:

All discounts are for new registrations only and cannot be applied to registrations submitted prior to receiving a discount offer. No refunds will be made. Discount offers cannot be combined.

ACCOMMODATIONS

The Westin Galleria Dallas

13340 Dallas Parkway
Dallas, Texas 75240

Phone: 972.934.9494

Room Rate: \$149 single/double

Attire: Business Casual

SourceMedia has secured a block of rooms at a special discounted rate. Be sure to mention that you are a SourceMedia event participant. Rooms will be on available a first come first serve basis. Please make your reservations by **September 3, 2010.**

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