

# ACQUIRE OR BE ACQUIRED

**EXPLORING YOUR GROWTH OPTIONS**



**January 30 - February 1, 2011**

**Hyatt Regency Scottsdale Resort at Gainey Ranch  
Scottsdale, Arizona**

## CONFERENCE HIGHLIGHTS

- What Banks Should Be Doing Today
- Strategies for Growth: From Within or Through Acquisition
- Candid Advice from Fellow Bankers and Respected Advisers

## KEYNOTE SPEAKERS



**Steve Bartlett**  
*President & CEO*  
The Financial Services Roundtable



**John C. Dugan**  
*Former Comptroller of the Currency*  
OCC



**Carl J. Chaney**  
*President & CEO*  
Hancock Holding Company

# Why You Should Attend the Acquire

## **The Premier Growth Conference for Community Banks**

For the past 16 years, bankers have attended Acquire or Be Acquired to gain the knowledge they need to make the right strategic decisions for their institutions! Beyond just M&A, obtain timely, practical insight on capital formation, deposit growth, dealing with criticized assets, alternatives for liquidity, and more!



## **Candid Advice from Experienced Bankers & Advisers**

The 2011 conference offers you MORE opportunities to hear success stories from fellow bankers. And an unparalleled line-up of respected industry advisers promises valuable guidance on industry trends and important information you won't find anywhere else!

## **FREE Bank Valuation**

Receive a **FREE** report estimating your bank's worth in today's market, courtesy of Sheshunoff & Co. Investment Banking. All attendees registered before January 15 will receive a customized report for their institution based upon recent activity in the industry.



## **Networking with Peers from Across the Country**

Take advantage of unique networking opportunities throughout the event. Peer interaction is an important part of the conference learning experience. And, on Tuesday, enjoy a round of golf with fellow attendees. But hurry, while the golf is free for paid attendees, it is limited to 85 golfers.

## **Guest Program**

We want you and your guest to have a memorable trip. Your guest will have plenty of time to explore Scottsdale and is invited to join you for the Sunday lunch, receptions each evening, and the Monday gala dinner featuring special entertainment from The Second City.

# or Be Acquired Conference in 2011!

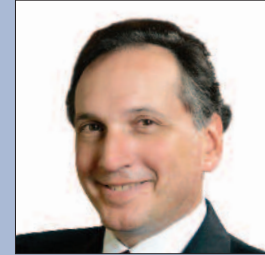
## Hear Firsthand Advice From Other “Movers and Shakers”



**KEYNOTE:**  
**Steve Bartlett**  
*President & CEO*  
The Financial Services Roundtable



**KEYNOTE:**  
**Carl J. Chaney**  
*President & CEO*  
Hancock Holding Company  
(Gulfport, MS)



**KEYNOTE:**  
**John C. Dugan**  
*Former Comptroller of the*  
*Currency (2005 -2010), OCC*



**DeVan D. Ard Jr.**  
*President & CEO*  
Reliant Bank (Nashville, TN)



**David Bilker**  
*Senior Asset Management Specialist*  
Federal Deposit Insurance Corp.



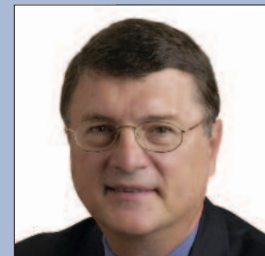
**Daniel M. Healy**  
*Chief Executive Officer*  
Premier American Bank, N.A. (Miami, FL)



**Mark Hoppe**  
*President & CEO*  
Cole Taylor Bank (Chicago, IL)



**Andrew Samuel**  
*Chairman & CEO*  
Tower Bancorp Inc. (Enola, PA)



**Jack Schultz**  
*Chairman of the Board*  
Midland States Bancorp (Effingham, IL)

**“Great opportunity to spend 3 days thinking strategically about where to lead your bank.”**

— Bill Yoder, Chief Executive Officer, The Bank of Tullahoma, and 2010 Acquire or Be Acquired attendee

# Sunday, January 30, 2011

Agenda subject to change with market circumstances.

7:30 a.m. - 1:00 p.m.

## REGISTRATION

7:30 a.m. - 8:30 a.m.

## BREAKFAST

Sponsored by:



STIFEL  
NICOLAUS  
WEISEL



8:30 a.m. - 10:30 a.m.

## WORKSHOPS (select one)

### M&A SIMULATION

**Kumi Baruffi**, Partner, *Graham & Dunn P.C.*

**Stephen M. Klein**, Partner, *Graham & Dunn P.C.*

**Casey Nault**, Partner, *Graham & Dunn P.C.*

**Brian D. Branson**, Senior Vice President,  
*Sterne Agee & Leach, Inc.*

**Robert P. Hutchinson**, Managing Director,  
*Sterne Agee & Leach, Inc.*

**Robert J. Toma**, Vice President, *Sterne Agee  
& Leach, Inc.*

To successfully negotiate a merger transaction, buyers and sellers must bridge the gap between a number of financial, legal, accounting, and social challenges. Work side-by-side with industry experts in this interactive exercise where participants role-play as buyers and sellers in an attempt to negotiate a mutually beneficial merger transaction. The simulation replicates challenges that boards must overcome to facilitate a transaction in today's tough environment. This session will be limited to 42 participants.

### CAPITAL PLANNING STRATEGIES FOR ACQUIRERS AND SURVIVORS

**Craig J. Mancinotti**, Managing Director & Principal, *Austin Associates LLC*

**Richard F. Maroney Jr.**, Managing Director & Principal, *Austin Associates LLC*

**C. Robert Monroe**, Chairman, Financial Services Division, *Stinson Morrison Hecker LLP*

OR

The ever-changing regulatory environment is forcing banks to support their strategic plans with more detailed capital strategies. Shareholders and investors are currently attracted to fortress balance sheets and strong capital positions, but will ultimately require an appropriate return on their capital. These perspectives must be balanced in order to effectively take advantage of market opportunities. This session will focus on practical solutions for raising capital, the differences between regulatory driven and shareholder friendly capital plans, and capital strategies for growth-oriented companies.

OR

### BUILDING SIZE AND SCALE WITHOUT "SELLING" THE BANK: MARRIAGES OF EQUALS AND OTHER GROWTH ALTERNATIVES

**Joseph M. Harenza**, CEO & Senior Managing Director, *Griffin Financial Group*

**Mark R. McCollom**, Senior Managing Director, *Griffin Financial Group*

**Samuel A. McCullough**, Chairman, President & CEO, *Griffin Holdings Group*

After Dodd-Frank, size, scale, and capital are more important than ever. Outside of organic growth or growth by acquisition of other banks (with all of the many issues we are familiar with), are there other ways a community bank can get to the "right size?" This workshop will cover the points and counterpoints of "marriages of equals," acquisitions of specialty lenders, and the diversification of revenue stream away from the capital intensive spread business via the acquisition of fee income producing businesses.

10:30 a.m. - 10:45 a.m.

## REFRESHMENT BREAK

Sponsored by:

GRAHAM & DUNN PC

10:45 a.m. - 11:55 a.m.

## SPEAKING OUT: ANSWERS TO YOUR GROWTH QUESTIONS

**Collyn Gilbert**, Managing Director, *Stifel Nicolaus & Company, Inc.*

**Ben A. Plotkin**, Executive Vice President, *Stifel Nicolaus Weisel*

This highly interactive session will feature questions straight from bank CEOs. An accomplished investment banker and a research analyst will join forces to provide insight on strategies to grow revenues and improve profitability in a highly challenging market.

Noon - 1:00 p.m.

## LUNCH

Sponsored by:

SANDLER O'NEILL + PARTNERS

1:00 p.m. - 1:10 p.m.

## WELCOME

**Jack Milligan**, Editor, *Bank Director magazine*

1:10 p.m. - 2:05 p.m.

## YOUR BANK'S WORTH—TODAY AND TOMORROW

**Curtis Carpenter**, Managing Director, *Sheshunoff & Co. Investment Banking*

Attendees will gain a better understanding of how the market has changed, major value drivers, transaction trends, and where their bank fits into the mix.

2:05 p.m. - 3:00 p.m.

## BANKERS PANEL: GROWING IN A CHALLENGING ENVIRONMENT

**DeVan D. Ard Jr.**, President & CEO, *Reliant Bank*  
**Andrew Samuel**, Chairman & CEO, *Tower Bancorp Inc.*

Hear from two CEOs who have achieved strong results for their respective institutions despite challenging times for the financial services industry. They will share their philosophies and methods for profitably growing their institutions in competitive environments.

3:00 p.m. - 3:20 p.m.

## REFRESHMENT BREAK *Sponsored by:* **BARACK FERRAZZANO** Financial Institutions Group

3:20 p.m. - 4:10 p.m.

## KEYNOTE ADDRESS: THE ROAD AHEAD

**Steve Bartlett**, President & CEO, *The Financial Services Roundtable*

A Washington insider explains how the landmark Dodd-Frank Act will dramatically change the banking and financial services industry.

4:15 p.m. - 5:05 p.m.

## BREAKOUTS (select one)

### THE PATH TO FULL PROFITABILITY BY 2013

**Walt Moeling**, Partner, *Bryan Cave LLP*

This session will help bank management and boards navigate the hurdles of consolidation, regulation, compliance, and the economy. Is it easier to wrestle alligators? For those not faint of heart, participants will look at the obstacles and opportunities involved in a return to full profitability and a return to an era of supportive, if not happy, shareholders. Find out what "community banking" will look like in 2013 ... and it won't look like 2005!

OR

### REGULATORY REFORM: THE IMPACT ON BANK M&A AND THE BANKING INDUSTRY GOING FORWARD

**Randolph A. Moore III**, Partner, *Alston & Bird LLP*

What impact will the Dodd-Frank Act have on bank M&A activity? Will regulatory burdens on smaller institutions drive market consolidation? What do banks that want to expand into new states need to consider? This session will address how regulatory reform may drive bank strategies in the coming year.

OR

### IMPLICATIONS OF FINANCIAL REGULATORY REFORM FROM A CAPITAL MARKETS AND STRATEGIC PERSPECTIVE

**Matt Hazelett**, Vice President, Financial Institutions, *BMO Capital Markets*  
**Erik van Nispen**, Managing Director, Financial Institutions, *BMO Capital Markets*

Financial reform and revised capital standards will have a profound impact on banks of all sizes. This session will assess the impact of these reforms on capital structure, valuation, and strategic activity.

5:30 p.m. - 6:30 p.m.

## WELCOMING RECEPTION *Sponsored by:*



**“The best overall program I attend.”**

— *Thomas A. Borner, Chairman & CEO, Putnam Bank, and three-time Acquire or Be Acquired attendee*

# Monday, January 31, 2011

7:00 a.m. - 8:00 a.m.

**BREAKFAST** Sponsored by: **RAYMOND JAMES®**

8:00 a.m. - 8:05 a.m.

## OPENING REMARKS

**Jack Milligan**, Editor, *Bank Director magazine*

8:05 a.m. - 8:55 a.m.

## RESPONDING TO CURRENT BANKING TRENDS

**John G. Duffy**, Chairman & CEO, *Keefe, Bruyette & Woods Inc.*

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

8:55 a.m. - 9:45 a.m.

## PREPARING YOUR BANK FOR THE COMING WAVE IN M&A

**William F. Hickey**, Principal, *Sandler O'Neill + Partners, L.P.*

This interactive session will review what steps potential acquirers should be taking now to prepare for a revived mergers and acquisition market.

9:45 a.m. - 10:00 a.m.

**AUDIENCE RESPONSE SURVEY** Sponsored by:

**BMO**  **Capital Markets**

An audience favorite! We once again ask attendees to sort out the emerging trends in the banking industry. Don't miss the chance to express your opinions through individual automated response keypads.

10:00 a.m. - 10:20 a.m.

**REFRESHMENT BREAK** Sponsored by:



**Promontory Financial Group, LLC**

10:20 a.m. - 11:10 a.m.

## BREAKOUTS I (select one)

### WHAT BANK MANAGEMENT AND BOARDS NEED TO KNOW IN 2011

**John E. Freechack**, Chair, *Barack Ferrazzano Financial Institutions Group*

**Allen G. Laufenberg**, Managing Director, *Stifel Nicolaus Weisel*

This breakout continues the "Need to Know" series that has been a popular highlight at this conference the past few years. Gain practical insight from two experienced bank advisers on what CEOs and directors will need to know to succeed in 2011 and beyond. From regulatory and legal matters to M&A and capital market trends, learn how to best position your organization to take advantage of changes.

OR

### TRANSFORMATIONAL BANKING: RURAL GROWTH STRATEGIES

**Geri Forehand**, Director of Strategic Services, *Sheshunoff Consulting + Solutions*

**Jack Schultz**, Chairman of the Board, *Midland States Bancorp*

Community banks in rural areas face a unique set of growth challenges. Hear how one 130-year-old rural bank has successfully transformed itself from a \$383 million asset bank in 2007 to a \$1.7 billion asset institution in 2010.

11:15 a.m. - 12:05 p.m.

## BREAKOUTS II (select one)

### EMPLOYEE STOCK OWNERSHIP PLANS: ALTERNATIVES FOR LIQUIDITY & CAPITAL WHILE MAINTAINING INDEPENDENCE

**Andrew K. Gibbs**, SVP & Financial Institutions Group Leader, *Mercer Capital*

**Jay D. Wilson Jr.**, Senior Financial Analyst, *Mercer Capital*

ESOPs can provide a solution for banks seeking to raise capital, provide liquidity to shareholders, and/or maintain independence. This session will provide an in-depth examination of ESOPs, highlighting different structures and their respective advantages and disadvantages to various stakeholders (including the bank, employee participants, and shareholders).

OR

### MANAGEMENT AND BOARD RESPONSIBILITIES IN THE M&A PROCESS

**John Gorman**, Partner, *Luse Gorman Pomerenk & Schick, P.C.*

**Eric Luse**, Partner, *Luse Gorman Pomerenk & Schick, P.C.*

What conversations should management and the board have before, during, and after a deal? Learn how to best position your bank for the M&A process and how to respond to common issues that arise before and after the deal closes in order to minimize disruption for everyone involved.

OR

### HOW TO FACTOR RISK IN THE STRATEGIC PLANNING PROCESS

**Barak J. Sanford**, Managing Director, *Promontory Financial Group, LLC*

In the past, many regulators avoided second-guessing bank management's strategic judgment. But in the present environment, banks seeking approval from regulators on M&A deals will need to address business, supervisory, and compliance issues more proactively and comprehensively. Gain valuable tips to help ensure your bank's risk management practices and strategic plans meet regulators' approval.

12:10 p.m. - 1:25 p.m.

**LUNCH** *Sponsored by:*



1:25 p.m. - 2:15 p.m.

**WHAT BUYERS WANT FROM AN ACQUISITION TODAY**

**Michael R. McClintock**, Managing Director, Investment Banking, *FBR Capital Markets*

As the traditional M&A market begins to improve and buyers start looking for strategic acquisitions, what are the key attributes they look for in takeover targets?


2:15 p.m. - 3:05 p.m.

**KEYNOTE ADDRESS: VIEW FROM THE TRENCHES**

**Carl J. Chaney**, President & CEO, *Hancock Holding Company*

A bank M&A attorney turned bank CEO will share war stories from 25+ years in the industry. Gain his thoughts on the industry's changing landscape and hear how he works with his board to identify expansion strategies to grow the institution in good times and in bad.

3:05 p.m. - 3:25 p.m.

**REFRESHMENT BREAK** *Sponsored by:* 

3:25 p.m. - 4:15 p.m.

**POINT / COUNTERPOINT DEBATE**

**Ronald H. Janis, Esq.**, Partner, *Day Pitney LLP*  
**James M. Kane**, Chair, Financial Institutions Group, *Vedder Price P.C.*  
**Michael T. Mayes**, Managing Director, *Raymond James & Associates Inc.*  
**Jean-Luc Servat**, Managing Director, *RBC Capital Markets*

One of the most popular highlights of past conferences! Top investment bankers square off against attorneys to debate the merits of recent banking trends.


4:15 p.m. - 5:05 p.m.

**L. WILLIAM SEIDMAN LECTURE SERIES** *Sponsored by:* 

**John C. Dugan**, Former Comptroller of the Currency, *OCC*  
**Moderator: Frank M. Conner III**, Partner, *DLA Piper*

This panel honors *Bank Director's* late publisher L. William Seidman who was always an audience favorite. The second annual series will look at the state of bank regulation and how community banks should respond.

5:45 p.m. - 7:00 p.m.

**COCKTAILS** *Sponsored by:* 

7:00 p.m. - 8:30 p.m.

**DINNER** *Sponsored by:*  **KEEFE, BRUYETTE & WOODS**

8:30 p.m. - 9:30 p.m.

**SPECIAL PRESENTATION**



Prepare to laugh! Straight from the Windy City, the famous improv comedy team will provide the evening's entertainment.



# Tuesday, February 1, 2011

7:00 a.m. - 8:00 a.m.

**BREAKFAST** Sponsored by: **Sheshunoff**  
CONSULTING + SOLUTIONS

7:00 a.m. - 8:25 a.m.

## DISCUSSION GROUPS

Rise early for interactive discussion groups with banking experts and your banking peers. The discussion groups will be repeated two times so attendees can select two topics of interest. Participants will receive a full list of discussion group options at conference registration.

8:30 a.m. - 9:20 a.m.

## M&A OVERVIEW AND INTEGRATION CHALLENGES

**Rick Bennett**, Managing Partner, Bank Integration Practice, *PricewaterhouseCoopers LLP*

**Phil Weaver**, Partner, Banking & Capital Markets Transaction Services Group, *PricewaterhouseCoopers LLP*

This session will provide an overview of the 2011 bank deal market and discuss challenges associated with both FDIC-assisted and traditional bank deals. Obtain solutions and ideas to deal with integration challenges to ensure your next deal is a success.

9:20 a.m. - 10:10 a.m.

## BREAKOUTS I (select one)

### BANKERS PANEL: SURVIVAL OF THE FITTEST

**Daniel M. Healy**, Chief Executive Officer, *Premier American Bank, N.A.*

**Mark Hoppe**, President & CEO, *Cole Taylor Bank*

**Steve Kent**, Managing Director, *Keefe, Bruyette & Woods Inc.*

Banks face one of the most difficult regulatory and business environments in years. This session will focus on the key strategic decisions facing CEOs and boards in order to survive and thrive in the year ahead.

### MANAGING THE FDIC SHARED-LOSS TRANSACTION

**David Bilker**, Senior Asset Management Specialist, *Federal Deposit Insurance Corporation*

**Kurt Weise**, Chairman of the Board, *Central Bank of Minnesota*

**Charles Wendel**, President, *Financial Institutions Consulting, Inc.*

Share-loss transactions provide acquirers with a great opportunity to increase revenues and market share. However, once the deal closes, managing these transactions presents multiple challenges. This session will focus on the key areas that acquirers need to address, such as managing the loan submission process, evaluating technology options for submission certificate generation, creating backup files for loans submitted to the FDIC, and preparing for both supervisory and DRR audits related to the shared-loss transaction. Gain firsthand insight on some of the best practice approaches being used by leading shared-loss acquirers.

OR

10:10 a.m. - 10:30 a.m.

**REFRESHMENT BREAK** Sponsored by: **VEDDERPRICE**

10:30 a.m. - 11:20 a.m.

## BREAKOUTS II (select one)

### DIRECTORS & OFFICERS LIABILITY: UNDERSTANDING YOUR INSTITUTION'S PERCEIVED RISK PROFILE

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

This breakout will explore how changes at your institution can impact its risk profile—as perceived by underwriters. Participants will discuss a variety of activities that can impact the underwriter's risk assessment process, including M&A deals, workforce reductions, additions of fee-based services, potential of receivership, and an increase in non-performing assets.

### SHAREHOLDER ACTIVISM: WHAT'S NEXT?

**John Siemann**, Partner, *Phoenix Advisory Partners*

This session will offer a brief look at the new proxy and corporate governance arena and provide answers to such questions as:

- What does the Dodd–Frank Act mean for me?
- How can companies survive the new activism?
- What can directors do to protect their boards?

OR

### POST-DEAL: VALUATING AND CONSOLIDATING YOUR PORTFOLIO

**Nichole Jordan**, National Banking & Securities Industry Leader, *Grant Thornton LLP*

**George Mark**, Partner and New York Banking Industry Leader, *Grant Thornton LLP*

This breakout will explore valuation and consolidation issues and risks that bank CEOs and their boards need to consider after the deal is done. Gain insight on the questions you should address related to pooling and fair value of the acquired portfolio and potential implications on entities that place foreclosed assets into subsidiaries.

OR



**11:25 a.m. - 12:15 p.m. BREAKOUTS III (select one)**

### THE ROLE OF PRIVATE EQUITY IN M&A

**Brett Barragate**, Partner, *Jones Day*

**Chip MacDonald**, Partner, Financial Institutions Litigation & Regulation, *Jones Day*

This breakout will address financing sources for M&A, including private equity, contingent capital, and other capital raising for "offensive" purposes, especially open bank and FDIC-assisted acquisitions. Participants will discuss how banks can meet Basel II and Dodd-Frank Act capital requirements using private equity as a resource, and how capital plans will affect M&A strategies for institutions in the future.

### SOLUTIONS FOR VALUATING AND SELLING CRITICIZED ASSETS

**Seth Cohen**, Managing Director, *CarVal Investors*

As the percentage of non-performing loans on bank balance sheets continues to rise, institutions of all sizes are struggling with options for unwinding criticized assets. This session will review the outlook for whole loan sales in today's market, as well as review the challenges in valuing a diverse mix of assets across a variety of sectors.

### NEW CHECKING STRATEGIES TO GROW YOUR RETAIL BANKING FRANCHISE

**Mike Branton**, Managing Partner, *StrategyCorps LLC*

Your bank can no longer financially support the thousands of checking account relationships that are unprofitable (typically 40%-50% of all your accounts). Learn how your bank can identify these unprofitable relationships, and fix and grow them with solutions that will generate \$100 more customer-friendly, non-overdraft fee income per account annually. Understand how this approach will add significant dollars to your bottom line and create value for your retail banking franchise.

**12:15 p.m.**

### BOXED LUNCHES

Sponsored by:



**Grant Thornton**

**1:00 p.m.**

### GOLF TOURNAMENT

Enjoy the afternoon playing golf on one of the top courses in America.

Remember, the golf tournament is limited to the first 85 registered players, so sign up early to reserve your spot!

**5:30 p.m. - 7:00 p.m.**

### CLOSING RECEPTION

#### GOLF TOURNAMENT & CLOSING RECEPTION

Sponsored by:



**PRICEWATERHOUSECOOPERS**

**“The most concise and worthwhile conference I have attended as a bank executive over the past 30 years.”**

— *John A. Fanciullo, Executive Vice President, Leader Bank N.A., and 2010 Acquire or Be Acquired attendee*



# Conference Sponsors



**AHT Insurance** is an insurance brokerage, risk management, employee benefits, surety bond and retirement planning services organization dedicated to providing innovative solutions globally for businesses and individuals. AHT is employee-owned and one of the largest independent insurance brokerages in the nation, with offices in Virginia, D.C., Newark, New Jersey and Seattle, Washington. AHT is a partner of the RiskProNet and TechAssure global broker networks.

## ALSTON+BIRD LLP

**Alston & Bird** is a national law firm with more than 800 attorneys providing a full range of services to domestic and international clients conducting business around the world. The industry knowledge and regulatory capacity of its 250 corporate, regulatory and policy attorneys bring critical value to client relationships. The BTI "Masters of the Deal" list, a survey of law firms' corporate relationships, ranked Alston & Bird 5th among U.S. law firms. Alston & Bird has been ranked on FORTUNE's "100 Best Companies to Work For" list for eleven consecutive years, including placement in the top 25 for seven consecutive years. The recognition speaks to the culture of the firm and the environment in which the firm practices law.



**Austin Associates, LLC** is a leading provider of investment banking, financial management and consulting services to community banks. Austin Associates has consistently ranked among the top investment banking firms to community banks. According to SNL Securities, from 2005-2010, Austin Associates ranked 6th in whole-bank M&A transactions. Austin Associates provides advisory services for both buy-side and sell-side transactions, branch acquisitions/divestitures and FDIC-assisted transactions. Austin Associates also consults with financial institutions in strategic planning, capital planning, asset/liability management, profitability analysis systems, loan pricing models, executive compensation programs, insurance and financial services, risk management, compliance and EDP/technology solutions.

## BARACK FERRAZZANO Financial Institutions Group

**Barack Ferrazzano** is a law firm with a business oriented approach to handling client needs, including complex, time sensitive or high stakes matters. One of the firm's primary areas of practice is the financial services industry, encompassing the entire spectrum of issues confronted by a financial institution. The firm has represented over 250 financial institutions across the country in recent years and has ranked in the top 5 law firms in the nation in number of bank merger and acquisition transactions announced during the past five years. The Financial Institutions Group has national experience in regulatory and troubled bank issues, debt and equity financings, de novo banks, financial products and services, as well as an extensive executive compensation and employee benefits practice with a focus on the unique needs of financial institutions.

## BMO Capital Markets

**BMO Capital Markets** is a leading, full-service North American financial services provider, with over 2,200 employees operating in 15 North American offices and 27 worldwide, offering corporate, institutional and government clients access to a complete range of investment and corporate banking products and services. BMO Capital Markets is a member of BMO Financial Group (NYSE, TSX: BMO), one of the largest diversified financial services providers in North America with US\$384 billion total assets and 37,000 employees as at April 30, 2010.



In a world of rapid change, **Bryan Cave** is strategically positioned to provide its clients with the legal capabilities needed not only to react to change, but to anticipate and benefit from it. The firm's more than 1,100 lawyers and other professionals practice in a wide range of disciplines from 26 offices around the world. Bryan Cave lawyers practice in client service groups which are either specific to an area of law or are directed towards industry groups. Members of these groups are drawn from various disciplines and offices located around the globe. Bryan Cave's practice is built on more than 135 years of performance at the highest level of the profession and dedication to its many clients—a wide array of businesses, financial institutions, not-for-profit organizations, government entities and individual clients.



**CarVal Investors** is a global leader in managing opportunistic value investments. Founded in 1987, CarVal Investors has managed the acquisition of more than \$37 billion in assets in 3,900 transactions across 54 countries. Today, CarVal Investors has nearly \$10 billion in assets under management and directs investments in credit-intensive assets and market inefficiencies across four primary asset classes: Loan Portfolios, Corporate Securities, Real Estate and Special Opportunities.



**Day Pitney LLP** has approximately 350 attorneys located in nine offices in New Jersey, New York, Connecticut, Boston and Washington, D.C. The firm represents banks and bank holding companies in bank regulatory matters, capital raising, FDIC-assisted transactions and mergers and acquisitions. Day Pitney assists clients in M&A due diligence, including regulatory compliance and BSA/AML issues; employee benefits and executive compensation; intellectual property; real estate and environmental issues; securities law; and corporate fiduciary issues. The firm serves as SEC and regulatory compliance counsel to both banks and bank holding companies. It also serves as counsel to audit committees and compensation committees.



**DLA Piper** is a global law firm with over 3,700 lawyers in 25 countries and 65 offices throughout the United States, the United Kingdom, Continental Europe, Asia, and the Middle East. The firm practices in commercial, corporate, finance, human resources, litigation, real estate, regulatory and legislative, tax and technology, media and communications law. The firm's unmatched global presence enables it to meet the ongoing needs of its clients in the world's key economic, technology and governmental centers.



**FBR Capital Markets Corporation** (NASDAQ: FBCM) provides investment banking, merger and acquisition advisory, institutional brokerage, prime brokerage and research services through its subsidiary FBR Capital Markets & Co. FBR Capital Markets focuses capital and financial expertise on the following industry sectors: consumer; diversified industrials; energy & natural resources; financial institutions; insurance; real estate; and technology, media & telecom. FBR Fund Advisors, Inc., a subsidiary of FBR Capital Markets Corporation, provides clients with a range of investment choices through The FBR Funds, a family of mutual funds. FBR Capital Markets is headquartered in the Washington, D.C. metropolitan area with offices throughout the United States and in London.



**Financial Institutions Consulting, Inc. (FIC)** provides consulting services and advice to senior management in areas including optimizing performance with small and middle market customers and shared-loss transactions.

## GRAHAM & DUNN PC

**Graham & Dunn PC** is an industry-focused law firm based in Seattle, with a primary focus on the financial services industry. With a client list of more than 50 financial institutions in the West, the Graham & Dunn team offers breadth and depth of industry knowledge, and a proven track record representing financial institutions. From operations to acquisitions, regulatory enforcement and compliance, SEC compliance and corporate governance, lending to litigation, and formation to financing, Graham & Dunn puts their knowledge, innovation, and credibility to work to ensure that your business makes the most of its money.



**Grant Thornton LLP** is the U.S. member firm of Grant Thornton International, one of the six global accounting, tax and business advisory organizations. Through its 52 offices in the United States, its partners provide personalized attention and the highest quality service to public and private clients, including more than 1,400 clients in the Financial Services industry. Each spring, the firm publishes the *Bank Executive Survey*. Its other Financial Services industry publications include *Currency, Corporate-Governor, Financial Bulletin, Securities Adviser* and *Regulatory Update*.



**Griffin Financial Group** is an investment bank which assists financial institutions in understanding their strategic and financial alternatives in a rapidly changing environment, raising capital and in buying and selling banks and related businesses. Griffin understands a financial institution's needs from the perspective of bank executives and board members. Many of the firm's professionals are former senior executive officers of both large and small depository institutions with hands-on governance, operating and transactional experience. In addition, the firm's in-house financial accounting and tax capabilities are unique among investment banks specializing in the financial institutions sector.



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## KEEFE, BRUYETTE & WOODS

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