ESOP BEST PRACTICES
2017 Webinar Series

Tuesday, September 26th • Wednesday, September 27th • Thursday, September 28th

Learn the secrets of ESOP best practices and procedures.

Register for one or all of these 3-hour webinars presented by the expert staff of Menke & Associates, Inc., the nation's premier firm in the structuring, installation, and administration of ESOPs.

Topics covered include:

- ESOP basics
- ESOP feasibility studies
- Plan design considerations
- ESOP appraisal procedures
- Advanced transaction structures
- S corporation pros and cons
- Corporate governance issues
- Key employee incentive plans
- Annual administration best practices
- ESOP repurchase obligations
- Accounting issues

MENKE & ASSOCIATES, INC.

ESOP ADVISORS AND INVESTMENT BANKERS

Over 3,500 ESOP Plans Designed and Installed Since 1974

ESOP Best Practices
Live Webinar Series

Three Live Webinars cover these important topics.

MENKE & ASSOCIATES, INC.
ESOP ADVISORS AND INVESTMENT BANKERS

This is a series of three webinars, each three hours in length, on ESOP best practices and procedures. Presented by the expert legal and administration staff of Menke & Associates, Inc., these webinars focus on best practices and procedures for determining the feasibility of an ESOP, for designing the best Plan provisions for operating an ESOP, for obtaining ESOP appraisals that will be immune from IRS and DOL challenge, for structuring and closing ESOP transactions so as to obtain the best tax and financial results, and for administering an ESOP so as to provide employees with the best possible incentives and retirement benefits.

Day 1 Tuesday, September 26th:

The first day is designed to provide company officials and professional advisors who are not already familiar with ESOPs with an understanding of ESOP basics, and is primarily oriented towards companies that do not already have an ESOP.

Day 2 Wednesday, September 27th:

The second day is designed to provide attendees with an understanding of advanced ESOP transaction, valuation, and operational issues, and to provide them with practical tips on ESOP best practices and procedures regarding these matters

Day 3 Thursday, September 28th:

The third day is designed to provide attendees with an understanding of administration, recordkeeping, and accounting issues, and provide them with practical tips on ESOP best practices and procedures regarding these matters.

The webinars on days two and three assume the participant already has a basic knowledge of ESOPs, and are primarily oriented towards company officials and their professional advisors who are responsible for managing an existing ESOP.

Tuesday, September 26th
10:00 AM (Pacific Time)

WEBINAR AGENDA
10:00 AM-1:00 PM (PT)

DAY 1

Session 1 — Introduction
- What is an ESOP?
- History of ESOPs
- ESOP vs Other Alternatives

Session 2 — Retirement Plan Basics
- Qualified vs. Nonqualified plans
- Types of Qualified Plans

Session 3 — Basic ESOP Transactions
- Prefunding
- Stock Contributions
- Partial ESOP Buyouts
- 100% ESOP of Buyouts
- Section 1042 Transactions
- S Corporation Buyouts

Session 4 — S Corporation ESOPs
- Advantages
- Pitfalls
- IRC 409(p) Anti-Abuse Provisions

Session 5 — Plan Operation Features: The 4 Hurdles
- Eligibility Requirements
- Participation/Benefit Allocations
- Vesting
- Distributions

R.S.V.P. Today!

These Webinars are free of charge.
To register please call Jeanie Kluga at (800) 347-8357
or register online at www.menke.com

Wednesday, September 27th
10:00 AM (Pacific Time)

WEBINAR AGENDA
10:00 AM-1:00 PM (PT)

DAY 2

Session 6 **Advanced ESOP Transactions**
- Combination Redemption / ESOP Buyout
- Stock Warrants
- Convertible Preferred Stock Transactions
- Refinancing ESOP Loans
- Multi-Stage Transactions
- Combination ESOP & Safe Harbor 401(k) Plans

Session 7 **Valuation Issues**
- DOL Process Requirements
- ESOP Valuation Methodologies
- Majority Premium
- Minority Discount
- Marketability Discount
- S Corporation Valuation Issues

Session 8 **Corporate Governance**
- Control Issues
- Fiduciary Issues
- Pass-Through Issues

Session 9 **Key Employee Incentive Plans**
- Management Stock Bonus Plans
- Stock Option Plans
- Phantom Stock Plans
- SARS Plans
- Purchase Warrants
- Supplemental Executive Retirement Plans

Thursday, September 28th
10:00 AM (Pacific Time)

WEBINAR AGENDA
10:00 AM-1:00 PM (PT)

DAY 3

Session 10 **Administration/Recordkeeping**
- Disclosure Requirements
- Administration Procedures
- Administration Pitfalls

Session 11 **Special Problem Areas of Administration**
- Contributions in Excess of 415 Limits
- Excess 401(k) Deferrals
- Lost Participants
- Lost Beneficiaries
- Correcting Errors
- UBIT Accounts

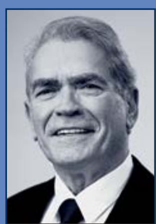
Session 12 **Online Administration**
- Features
- Advantages
- Procedures

Session 13 **Repurchase Obligation**
- Repurchase Liability Studies
- Funding the Repurchase Obligation
- Recycle vs Redeem
- Valuation Impact

Session 14 **Accounting Issues**
- Balance Sheet Impact
- Income Statement Impact
- Internal Loan vs External Loan
- Accounting Entries

Meet the Experts at Menke & Associates, Inc.

SEMINAR PRESENTERS



RICHARD ACHESON is both an attorney and a CPA licensed in California. Prior to joining BSI as a principal in 1976, he was a revenue agent with the Internal Revenue Service and a tax manager with Arthur Young & Company. Mr. Acheson majored in accounting at Arizona State University and received his law degree from Loyola School of Law in Los Angeles. He is a member of the California, Federal and American Bar Association and the American Institute of Certified Public Accountants. Mr. Acheson has been involved in ESOPs both as a consultant and recordkeeper for over 30 years, and he writes and speaks on the subject frequently.

VICTOR ALVARO came to Menke & Associates, Inc. with 15 years of experience in Employee Benefit Plan administration. He has extensive knowledge in the design and technical aspects of Profit Sharing, Money Purchase, 401(k), Defined Benefit and Employee Stock Ownership Plans. Prior to coming to Menke & Associates, Inc., Mr. Alvaro managed Retirement Systems Inc., a local Employee Benefit Plan consulting firm, where he was responsible for the design and administration of several hundred retirement plans. Mr. Alvaro received his Accounting degree from San Francisco State University.

CHUCK BACHMAN is a business attorney specializing in taxation and employee benefits law. In addition to being a licensed attorney, Mr. Bachman is a C.P.A. Mr. Bachman received a B.A. degree from UCLA. He received his J.D. Degree from Santa Clara University School of Law.

TOM ESCHBACH joined Menke & Associates, Inc. to head up the Chicago office of the firm. Prior to opening the Chicago office, Mr. Eschbach was a Senior Staff Accountant for the Protection Mutual Insurance Company where he was in charge of the management of the accounting staff. Prior to that, Mr. Eschbach was employed as a CPA by a Chicago-based public accounting firm. Mr. Eschbach has over 18 years of experience in financial reporting, investment accounting and tax return preparation. Mr. Eschbach received his B.B.A. degree from Valparaiso University in 1982 and became a Certified Public Accountant in 1993.

JOHN D. MENKE is a tax attorney and an experienced professional in the field of employee benefits. Prior to founding Menke & Associates, Inc., in 1974, he was associated with the law firm of Kelso, Cotton, Seligman & Ray, where he practiced in the fields of tax planning and deferred compensation. Mr. Menke has authored over 20 articles regarding qualified plans and estate planning techniques, as well as a leading book on Employee Stock Ownership Plans. Mr. Menke received his B.A. degree from the University of Texas and his LL.B. degree from Yale Law School.

MICHAEL PASAHOW is a business attorney specializing in employee benefits law and ESOP transactions. Mr. Pasahow is responsible for assisting the Menke & Associates, Inc. legal department with plan design, drafting, and submission to the Internal Revenue Service as transactions and ongoing ESOP management.

MENKE & ASSOCIATES, INC.

ESOP ADVISORS AND INVESTMENT BANKERS

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ESOP Best Practices
2017 Webinar Seminars
Series of Three
September 26th, 27th, 28th
Take 1 or all 3

ESOP

Employee Stock Ownership Plans
Best Practices Live Webinar Series

Three Live Webinars to help you make better ESOP decisions.

Three Live Webinars cover this important topic for ESOP Best Practices and Procedures. Find the information, ideas, and advice you need to make better ESOP decisions. Be better informed and better prepared to evaluate and implement the next steps for your company.

R.S.V.P. Today!

These Webinars are free of charge.

It's easy to register...

Simply call Jeanie Kluga at (800) 347-8357
or register online at www.menke.com

Menke & Associates, Inc.

The Nation's Premier ESOP Provider for the last 40 years.
We have successfully structured more ESOP's than any other provider.

Menke & Associates, Inc. was founded in 1974 by John Menke who co-authored the landmark ESOP legislation which subsequently spawned the industry. Today, the firm is one of the leading firms in the United States in structuring Employee Stock Ownership Plan transactions. We have designed and installed ESOPs in all 50 states.

Single Source Provider for All ESOP Services

- We provide all the services needed to design and install an ESOP, including Structuring, Legal & Tax Compliance, Valuation, Documentation, Debt Capital Raising (if required), Employee Communication, and Administration.

Most ESOPs Created

- Since 1974, Menke has structured over 3,500 ESOPs, the most by any single organization.
- We design and install ESOPs for companies with as few as 10 employees and as many as 10,000 employees.

Largest Number of Administrations

- Menke administers 1,000 ESOPs, more than any other firm.

Nationwide Presence

- Menke has 8 regional offices throughout the U.S.