

In the midst of the most challenging and volatile banking environment in decades, the 2009 Symposium focuses on ways to realize value in the near-term and to set a strategic course for the future.

Please join us as more than 25 leading industry executives, M&A advisors and regulators share their insight and guidance on the forces shaping bank consolidation and the role of M&A as a strategic tool in today's environment.

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Partner
Sullivan & Cromwell LLP

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2009 Bank M&A Symposium

Presented by SNL Center for Financial Education
in collaboration with
Sullivan & Cromwell LLP

October 6-7, 2009

The Union League Club

New York City

2009 SNL Bank M&A Symposium

SPEAKERS AND PANELISTS

AJAY ASIJA, *Managing Director*
Fox-Pitt Kelton Cochran Caronia Waller LLC

DEBORAH P. BAILEY, *Director,*
Governance, Regulatory and Risk Strategies
Deloitte

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EMMETT J. DALY, *Partner, Investment Banking*
Sandler O'Neill & Partners

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IBERIABANK Corporation

DAVID A. DENUNZIO, *Vice Chairman,*
Mergers and Acquisitions
Credit Suisse

TERRANCE R. DOLAN, *Executive Vice President*
and Controller, U.S. Bancorp

MITCHELL S. EITEL, *Partner*
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New York Community Bancorp

BRIAN GARDNER, *Senior Vice President of*
Washington Research
Keefe, Bruyette and Woods

JOSEPH JIAMPINETRO, *Senior Advisor for Markets,*
Office of the Chairman
Federal Deposit Insurance Corporation

JOHN A. KANAS, *Chairman, President and CEO*
BankUnited

TIMOTHY W. LONG, *Senior Deputy Comptroller, Bank*
Supervision and Policy and Chief National Bank Examiner
Office of the Comptroller of the Currency

JOHN A. MAHONEY, *Managing Director*
Goldman Sachs

TIM MAIN, *Managing Director, Co-Head of Global FIG*
J.P. Morgan Securities

RICK E. MAPLES, *Managing Director, Co-Head of*
Investment Banking, Head of FIG
Stifel Nicolaus & Co.

MARK J. MENTING, *Partner*
Sullivan & Cromwell LLP

HENRY L. MEYER III, *Chairman and CEO*
KeyCorp

JOHN J. OROS, *Managing Director*
J.C. Flowers & Co., LLC

JASON B. POLUN, *CFA, Equity Research Analyst*
US Large Cap Banks, T. Rowe Price

WILLIAM J. RUH, *Managing Principal*
Castle Creek Capital

MIGUEL SAGARNA, *Principal*
KPMG

ANDREW M. SENCHAK, *Vice Chairman and President*
Keefe, Bruyette and Woods

PHILIP R. SHERRINGHAM, *President and CEO*
People's United Bank

BRIAN STERLING, *Principal and Co-Head of*
Investment Banking
Sandler O'Neill & Partners

NATHAN STOVALL, *Senior Industry Editor*
SNL Financial

JAMES WIGAND, *Deputy Director, Division of*
Resolutions and Receiverships
Federal Deposit Insurance Corporation

CHRISTOPHER WOLKING, *Senior EVP and CFO*
Old National Bancorp

ELLEN ZIMILES, *Co-Founder and CEO*
Daylight Forensic & Advisory LLC

2009 SNL Bank M&A Symposium

Tuesday, October 6

7:30 Registration with
continental breakfast

8:30 Welcome Remarks

Gregory W. Gartland, Managing Director
SNL CENTER FOR FINANCIAL EDUCATION

8:40 Keynote Address

H. Rodgin Cohen, Chairman
SULLIVAN & CROMWELL LLP

9:20 Investment Bankers' Assessments
and Predictions

The current state of M&A in the bank industry. Recent valuation multiples and pricing drivers. What are the likely drivers of M&A in 2010 and beyond? How can M&A be used strategically in this environment? Capital considerations in deal making. Ways for management to maximize transaction value.

John A. Mahoney, Managing Director
GOLDMAN SACHS

Tim Main, Managing Director and Co-Head of Global FIG
J.P. MORGAN SECURITIES

Andrew M. Senchak, Vice Chairman and President
KEEFE, BRUYETTE AND WOODS

Brian Sterling, Principal and Co-Head of Investment Banking
SANDLER O'NEILL & PARTNERS

Mark J. Menting (moderator), Partner
SULLIVAN & CROMWELL LLP

10:40 Refreshment Break

McGuire
Performance Solutions

11:00 Regulation and Stimulus: The Role
of the Government in Bank M&A Today

What has been the net effect on bank M&A of the myriad stimulus programs? How do the lingering impacts of

TARP and other programs promote or impede future transactions? What are the benefits and risks of mergers from the regulator's perspective and what are the key hurdles banks need to overcome to gain regulatory approval? What will the administration's proposed changes in the regulatory landscape mean for different bank and thrift operators and their acquisition strategies?

Deborah P. Bailey, Director, Governance, Regulatory and Risk Strategies, **DELOITTE**

John Esposito, Managing Director, Head of Depository Institutions, **MORGAN STANLEY**

Brian Gardner, Senior Vice President of Washington Research
KEEFE, BRUYETTE AND WOODS

Joseph Jampietro, Senior Advisor for Markets, Office of the Chairman, **FEDERAL DEPOSIT INSURANCE CORPORATION**

Timothy W. Long, Senior Deputy Comptroller, Bank Supervision and Policy, Chief National Bank Examiner
OFFICE OF THE COMPTROLLER OF THE CURRENCY

Mitchell S. Eitel (moderator), Partner
SULLIVAN & CROMWELL LLP

12:30 Luncheon with Guest Speaker

A veteran research analyst long noted for the strength of her views on the banking industry, Nancy Bush will bring her candor to an independent analysis of how consolidation has affected the industry.

Nancy A. Bush, Managing Member
NAB RESEARCH

2:00 Views from the Top: M&A as a
Tool for Addressing Strategic Uncertainty

A discussion of the banking landscape and strategic rationales for deal-making. What should bank leadership be doing to navigate this difficult period? How to be an attractive target to an active buyer. What is the longer-term outlook for the bank sector? How should Boards of Directors approach deal-making?

Joseph R. Ficalora, Chairman, President and CEO
NEW YORK COMMUNITY BANCORP

Henry L. Meyer III, Chairman and CEO
KEYCORP

Philip R. Sherringham, President and CEO
PEOPLE'S UNITED BANK

H. Rodgin Cohen (moderator), Chairman
SULLIVAN & CROMWELL LLP

3:30 Refreshment Break

3:50 Capital Is King: The Role of
Private Equity in Bank Transactions

The state of private equity in banking. Key considerations

for identifying attractive targets. Changing regulatory requirements and the view on BHC status. The complexities of taking public entities private. After the transaction: operating a bank with PE owners. Lessons learned from key transactions.

Clifford V. Brokaw, Managing Director
CORSAIR CAPITAL, LLC

David A. DeNunzio, Vice Chairman, Mergers and Acquisitions
CREDIT SUISSE

John A. Kanas, Chairman, President and CEO
BANKUNITED

John J. Oros, Managing Director
J.C. FLOWERS & CO.

William J. Ruh, Managing Principal
CASTLE CREEK CAPITAL

Nathan Stovall (moderator), Senior Industry Editor
SNL FINANCIAL

5:30 **Cocktail Reception (sponsored by)**



Wednesday, October 7

7:30 **Continental Breakfast**

8:30 **Branch, Asset and FDIC-Assisted Transactions**

Capitalizing on opportunities for branch or asset acquisitions and dispositions. Valuing branch versus whole-company deals. Key considerations around distressed deals. Lessons from significant recent transactions. Loss-sharing agreements. Post-deal considerations: retaining customers and deposits.

John R. Davis, Senior Executive Vice President
IBERIABANK CORPORATION

Rick E. Maples, Managing Director, Co-Head of Investment Banking, Head of Financial Institutions Group
STIFEL NICOLAUS & CO.

James Wigand, Deputy Director, Division of Resolutions and Receiverships, **FEDERAL DEPOSIT INSURANCE CORPORATION**

Christopher Wolking, Senior EVP and CFO
OLD NATIONAL BANCORP

Mitchell S. Eitel (moderator), Partner
SULLIVAN & CROMWELL LLP

9:40 **Refreshment Break**

10:00 **Devil in the Details: Due Diligence and Accounting Considerations**

What is the appropriate level of due diligence and scrutiny in this environment? Where should the focus be and what are the leading indicators to identify? What is accurate valuation, how should we evaluate the quality and value of the loan portfolio? Key considerations in merger

accounting: fair value, impairment testing, intangibles, expensing advisory fees and other evolving twists and turns.

Daniel T. Bass, Managing Director
THE CARSON MEDLIN COMPANY

Terrance R. Dolan, Executive Vice President and Controller
U.S. BANCORP

Miguel Sagarna, Principal
KPMG

Ellen Zimiles, Co-Founder and CEO
DAYLIGHT FORENSIC & ADVISORY

Mark J. Menting (moderator), Partner
SULLIVAN & CROMWELL LLP

11:15 **Refreshment Break (sponsored by)**



11:30 **Lessons Learned**

Creative deal structuring and legal considerations. Considering minority vs. majority stakes and non-traditional buyers. What are the considerations related to disposing of distressed assets? Best practices for negotiation and tackling social issues. What is the role of the Board and how to best manage the Board? Post-merger-integration considerations during deal design and negotiation.

Ajay Asija, Managing Director
FOX-PITT KELTON COCHRAN CARONIA WALLER

Emmett J. Daly, Principal
SANDLER O'NEILL & PARTNERS

Richard E. Fowler, EVP, Mergers & Acquisitions
BRANCH BANKING & TRUST CO.

Jason B. Polun, CFA, Equity Research Analyst, US Large Cap Banks, **T. ROWE PRICE**

Nathan Stovall (moderator), Senior Industry Editor
SNL FINANCIAL

12:45 **Closing Remarks**

Buffet lunch follows

► To Register

Online: www.snlcenter.com/MandA

By Phone: (434) 951-7786

► Program Fees

\$1,495 – First registrant

\$1,195 – Each additional registrant from same organization at the same time

► Venue and Accommodations

The Symposium is being held at The Union League Club in New York City at 38 East 37th Street.

Overnight accommodations are not available at the Club. A list of nearby hotels can be found on the FAQ page of the program website: www.snlcenter.com/MandA.

Please note the dress code for the Union League Club is formal business attire.

Professional Development Credits



CFA Institute

Total qualified PD credits: 8.5 hours.

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National Association of State Boards of Accountancy

Total recommended CPE credits: 10 hours.

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Website: www.nasba.org. Learning Objective: Professional Growth. Method of Presentation: Group Live. Level of Learning: Overview/Update. Advance Preparation: None. Requisite Knowledge and Experience: None.

Cancellations

By Monday, 9/14/09: Full refund less \$150 administration fee.

By Wednesday, 9/30/09: Full credit, less \$150 administration fee, towards any CFE program with 13 months.

After Wednesday, 9/30/09: Not eligible for a refund or future conference credit.

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