

Class 1: Strategic and Opportunity Analysis – Sourcing Deals

Speaker Bios

Christopher Helmraath - Managing Director, SC&H

Chris is the founder of SC&H Capital, and currently leads all aspects of the practice. With more than 30 years of investment banking experience, Chris specializes in assisting public and privately held companies with:

- Corporate divestitures and acquisitions
- Debt and equity financing
- Strategic and operational planning
- Business valuations
- Financial and transactional advisory

Besides his current experience in investment banking with SC&H Capital and his past experience with several national accounting firms, Chris has served as a corporate strategy professor in two graduate schools of business; Loyola University Maryland's Sellinger School of Business and the Johns Hopkins Carey Business School, where he served as the Director of the Capstone Program for 10 years.

Proven Results

Chris has a track record of helping boards of directors and management teams to increase shareholder value. He has advised organizations on the best methods for achieving goals, provided real-world tools for measuring and evaluating progress, and led sell-side, buy-side, and capital raising transactions.

With experience spanning various industries—including healthcare, real estate, federal government contracting, IT, manufacturing, distribution, consumer products, and business services—Chris' transactional and advisory service engagements have involved over \$5 billion, in aggregate.

Awards and Presentations

Chris was named a "Top Advisor" by *SmartCEO Magazine*, and he received the Johns Hopkins University Alumni Association Excellence in Teaching Award for his work as a professor at the university's business school.

Further, Chris was recognized on the *Baltimore Business Journal* "40 Under 40" list. He is a regular contributor to the *Baltimore Business Journal* and *Washington Business Journal*, as well as several national publications. Chris is also a speaker to national and regional industry groups on issues affecting corporate finance, strategic planning, mergers and acquisitions, capital markets, and business valuation.

Sam DiPaola - President (Maryland Region), SunTrust Bank

Summary

Commercial Banking Operations, Mergers & Acquisitions, Corporate Development, Corporate Finance, Investor Relations, Public Equity, Private Equity, Syndications, Client Management, Operational Leadership, Sales and Sales Management.

Specialties: Professional Licenses: Series 7, 63, 24

Experience

President, Maryland Region at SunTrust Bank

September 2006 - Present

Market lead and commercial lead for Maryland region.

Washington DC office lead for SunTrust Robinson Humphrey 2006-2013. Investment banking professional focusing on technology, telecommunications and Aerospace/Defense.

Investment Banker

April 2005 - September 2006 (1 year 6 months)

Aerospace and Government Services investment banking professional focused on IPO, capital raise and M/A transaction development and execution.

Corporate Development Executive at BAE Systems

February 2002 - April 2005 (3 years 3 months)

Strategy development to include sourcing and negotiating M/A transactions for the \$1B TSS division.

CFO, VP Finance/Corporate Development

2000 - 2002 (3 years)

Led the mergers and acquisitions efforts eventually assuming the role of CFO for public company.

Investment Banker

1998 - 2000 (3 years)

Managing Director focusing on technology, telecommunications and IT services M&A transactions. Lead teams to source, initiate and execute multiple M/A transactions.

Sales Consultant at TTC (then Acterna and JDSU)

September 1993 - October 1998 (5 years 2 months)

Sales management and direct sales for networking and telecommunications test solutions.

Captain at United States Marine Corps

May 1988 - October 1993 (5 years 6 months)

Served in leadership positions worldwide. 9th MEB, 2nd LAI, 22d MEU

Education

University of Maryland - Robert H. Smith School of Business

MBA, Finance, 1994 - 1997

United States Naval Academy

BS, Mathematics (Operations Analysis), 1984 - 1988

Activities and Societies: 150 Football

Class 2: Valuation and Due Diligence

Speaker Bios

Michael Weber – Managing Director, Lincoln International

Michael is a Managing Director of Lincoln International and a senior member of the firm's Healthcare Group. Michael develops and manages key client relationships, leads transaction teams and actively markets the firm's capabilities and services on a global basis.

Advisory Experience:

Michael has over 25 years of investment banking and securities industry experience, of which 22 years have been devoted to healthcare. He has served as a strategic financial advisor to clients in various healthcare services and medical products sector for nearly 15 years. During the 1990s, Michael developed deep healthcare industry knowledge and insights by serving as a healthcare equity research analyst for eight years. In his long-standing role as a senior, middle-market investment banker, Michael has advised clients in a broad range of transaction types. These include sell-side and buy-side merger and acquisition advisory, corporate divestitures, private placements of equity and debt, bankruptcy and restructuring advisory and fairness opinions. He has also periodically served as a strategic buy-side advisor in the deep-dive evaluation of the operational, management and financial aspects of acquisition targets and their future strategic growth opportunities. His clients include leading private companies, private-equity backed companies, private equity groups and public companies.

Industry Experience:

Michael understands value drivers of healthcare companies and how to position these companies in a differentiated, customized manner to prospective buyers or investors. Since his healthcare equity research years, Michael has developed specialized, deep knowledge of various alternate site, distribution and products sectors in the healthcare industry. This differentiation has helped Michael to become a trusted, long-term strategic advisor to company leaders and financial sponsor professionals, providing strategic guidance, growth and positioning improvement ideas to them along the way. While focused broadly on healthcare services and medical products, Michael is particularly known for his advisory and research work in such segments as home and community based healthcare services, clinic and outpatient center based services, and home, ambulatory care and chronic care medical products. By type of patient served, he has been particularly involved with companies active in providing non-institutional healthcare to elderly patients, chronically afflicted clients of any age and medically and behaviorally complex children and youths.

Past Affiliations:

Prior to joining Lincoln International in 2012, Michael co-led the healthcare group at BB&T Capital Markets, starting the bank's healthcare investment banking practice in 2005. From 2000 to 2005, he was a Partner and Managing Director of Ewing Bemiss & Co., where he started the first industry group (healthcare) at a boutique, generalist M&A advisory firm. Between 1993 and 2000, Michael was a senior healthcare equity research analyst with Vector Securities International, a healthcare-only boutique firm, and Wheat First Union Securities. Michael started his investment banking and securities industry career with Shearson Lehman Brothers' investment banking group in New York, continuing his early investment banking career with Wheat, First Securities.

Academic Credentials:

Michael earned a Master of Arts in Economics degree from the University of Virginia. He also holds a Bachelor of Arts in Economics, summa cum laude, from the University of California at Los Angeles. He has been a regular speaker at healthcare related conferences and in academic settings.

Class 3: Arranging Financing

Speaker Bios

Ron Kerdasha - Group President, Northeast Region, MB Business Capital

Ronald W. Kerdasha, Jr. is group president, Northeast Region, for MB Business Capital and manages business development in the Mid-Atlantic and Northeast regions. Kerdasha has 28 years of broad-based experience in asset based lending, including field auditing, portfolio management, underwriting, and business development, focused on the Mid-Atlantic region. From 2008 until the merger with MB in 2014, Kerdasha was group senior vice president, region executive for Cole Taylor Business Capital, where he opened the Baltimore office.

Prior to that, Kerdasha spent thirteen years with LaSalle Business Credit, where he focused on business development. He has also served as a senior underwriter with Congress Financial Corporation and as a relationship manager for Perpetual Savings Bank and Midlantic National Bank.

Kerdasha is a long-time member of Commercial Finance Association (CFA) and Association for Corporate Growth (ACG). He has served on ACG's Global Board of Directors, is past president of ACG's Maryland chapter, and was chairman of ACG's InterGrowth conference in 2004.

He holds a B.S. in Accounting from University of Delaware and an MBA in Corporate Finance from Fordham University.

John Robinson – Senior Vice President, MB Business Capital

John Robinson is a Senior Vice President/Business Development Officer for the northeast U.S. region.

Robinson brings over 30 years of banking experience to MB. John was most recently with Fifth Third Bank's Structured Finance Group. He started his career at Maryland National Bank with roles in credit and portfolio management. After his years at Maryland National, which was eventually purchased by NationsBank, John has had career stops at McShane Group, a turnaround advisory firm, and as Director at Parkway Capital, a mezzanine lender. John holds an MBA, from Lehigh University, Bethlehem, PA and a B.S., Economics, Pennsylvania State University, State College, PA. John is currently serving on the Board of Directors, ACG Maryland & Baltimore Community Toolbank. He is a past President and Board Member of the Chesapeake Chapter of the Turnaround Management Assoc., and he is credentialed as a Certified Turnaround Professional. He is also a past Director of the National Turnaround Management Association, past Chairman and Board Member of the Board of Directors for the Hoffberger Center for Professional Ethics, at the University of Baltimore, Baltimore, MD. John will be based in the Hunt Valley, Maryland office covering the Northeast and Mid-Atlantic regions

Adam Kelly – Vice President, Patriot Capital

Adam Kelly joined Patriot Capital in November 2012. Adam has held several underwriting roles with M&T Bank, most recently working with the Sponsor, Asset Based and Commercial Equipment Finance groups to provide cash flow modeling and risk assessment. Adam graduated from the State University of New York at Geneseo with a B.S. in Business Administration, and holds the Chartered Financial Analyst designation

Class 4: Negotiating Purchase Agreement/Legal Documents & Closing

Speaker Bios

James Eder – Director, Clearview Group

James Elder is a Director in Clearview's Accounting and Finance Practice. He has over 20 years of leadership experience building organizations for sustainable growth as well as leading turnaround and restructuring initiatives. As a former CFO, James prides himself on creating clarity around the core cause of the business challenges impacting Clearview clients, and then delivering a plan and solution set that allows them to move forward quickly and effectively in the pursuit of their goals. James specializes in CFO services, mergers and acquisitions, due diligence, organizational alignment, banking, strategic planning, high growth, private equity, sales operations and metrics, policy development, process improvement, financial analysis and financial modeling.

James works with a wide range of companies, from start-ups to Multi-National organizations, and enjoys being able to play a part in their success and helping executives and shareholders realize their financial and organizational goals.

Education

James attended Towson University, where he graduated with a Bachelor of Science in Accounting

Joal Barbehenn - Senior Vice President, SparkPost

Joal Barbehenn is Senior Vice President of Business Development and General Counsel at SparkPost, where he leads the company's legal and business development teams. Joal represents SparkPost in its worldwide operations through all aspects of intellectual property development and licensing, human relations, facilities management and business relationships of all kinds. He is committed to balancing the company's need for prudent business practices with its goals of delivering outstanding client service and superior value.

Joal brings a broad range of experience on various legal matters to the SparkPost team, including cross-border licensing and reseller arrangements, mergers and acquisitions, investor relations, employment practices and corporate governance. He's played a key role in the company's global expansion, heading a legal team that includes several law firms in the U.S., Europe and Asia. Joal also oversees the company's human resources, recruiting and administration operations, and he works closely with the company's finance department to solve finance, banking and revenue-recognition issues.

Prior to joining SparkPost, Joal worked in the Business Transactions Group of Venable LLP where he represented several software, technology and bioscience businesses, as well as entertainers and wealthy individuals. Before joining Venable LLP, Joal served as a judicial law clerk to Maryland Court of Special Appeals Judge, Lawrence F. Rodowsky.

Class 5: Post Closing Integration and Why Deals Fail?

Speaker Bios

Greg Barger – General Partner, NewSpring Capital

Greg Barger is a General Partner of NewSpring and is a General Partner of the Firm's dedicated mezzanine funds. Greg joined NewSpring in 2009 and has more than 30 years of experience in the financing of middle-market and growth-stage business.

From 2006-2009, Greg was a Managing Director with Calvert Street Capital Partners, Inc. ("CSCP"), a private equity and mezzanine capital fund, where he helped to complete the investment of their \$130 million mezzanine fund.

Prior to joining CSCP, from 1996 to 2006 he was a Senior Vice-President at Mercantile Bank and launched its in-house private equity group. In this capacity, Greg grew the bank's portfolio of fund and direct investments to nearly \$70 million. Before Mercantile, he was Director of Equity Research at Wilen Management Co. Inc., an investment advisory company. He also worked at MNC Financial Corporation, a predecessor of Bank of America, from 1987 to 1995 where he held positions in credit, structured finance, workout, and private banking.

Greg received a BS in Finance from the University of Connecticut and an MBA from Loyola College. He also earned a Chartered Financial Analyst (CFA) credential (non-active).

John Hlywak - SVP and CFO, Center for Vein Restoration

Summary

I operate at the intersection of healthcare and "disruptive technologies", improving processes, people and products, so the medical community can provide the patient with the most efficient, quality healthcare services faster.

Colleagues portray me as a highly accomplished CFO, who functions as a strong, responsive business partner to the CEO, Board and investors. In this role, I have an impressive record of driving growth - both organically and through acquisitions - improving results in the operational areas of the business.

I offer leadership a clear picture of where we have been and where we are now - as well as what alternatives are available to achieve the desired goals. Serving as the trusted advisor, leadership gets concrete answers to the question "How do we get to where we want to be?" Providing such information for executive decision-making continues to drive me every day of my business life.

I bring significant expertise in directing process improvement initiatives and growing profitability. My success comes from experience in acquisition identification, valuation and integration, managing working capital, accessing capital markets to finance internal and external growth opportunities and developing human capital.

Currently, I seek to help companies achieve goals and liquidity events - gathering the resources needed to improve the capital base, revenue streams, processes and people. Then, manage those investments, thereby freeing the CEO to focus externally knowing the details internally are solid, thereby ensuring the company is poised to achieve its growth goals.

Specialties: Change Management, Physician Practice Management, Healthcare Reform, Private Equity, Business transactions with integrity, ethics and values, Commercial mentality that makes money, Challenging the "status quo", Strategic Planning, Focus on the end result, Mergers and Acquisitions, Capital Raising, Risk Management, Due Diligence, Accounting, finance, financial modeling, building and mentoring teams for growth.

Experience

SVP & CFO at Center for Vein Restoration
December 2011 - Present

Principal

September 1995 - December 2011 (16 years 4 months)

As Founding Principal of this finance, merger, acquisition and capital advisory firm, work directly with Private Equity investors, business owners/principals to evaluate business plans and develop a road map for getting to the next level. Lead practice in helping companies find, evaluate, structure, close and plan integrations (with dozens of deals to date).

Exec VP and CFO at Integramed America

1999 - January 2011 (12 years 1 month)

Publicly-held Corporation that operates highly specialized outpatient centers in technology-based medical sectors, with \$250MM in annual revenues.

Key Contributions:

- Successful capital management/equity sales (25% of market cap in 2005 and 2009), buybacks (50% of market cap in 2001) and debt raises (\$65MM in 2009).
- Architect of acquisition approach (13 acquisitions adding over \$100 million in revenue), due diligence and integration of acquired entities.
- Led fivefold increase in shareholder value over 10 year period.
- Cut accounts receivable days outstanding by half (from 79 days to 35, now at 23).
- Led inorganic growth (\$100MM) and enabled organic growth.
- Created captive insurance company which resulted in professional liability savings of more than \$1 million.

Education

Widener University

BS, Accounting, Economics, 1965 - 1969

Activities and Societies: Kappa Sigma Fraternity