

**Sharon B. Hearn****Partner**

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Sharon Hearn is a partner with the Indianapolis law firm of Krieg DeVault LLP. She dedicates her practice to advising clients on qualified defined contribution plans, executive compensation and employee stock ownership plan matters. She has worked on dozens of ESOP transactions which involved both public and private companies. She also has substantial experience working on ESOPs sponsored by S corporations. Ms. Hearn works with all issues surrounding ESOPs and their sponsors and fiduciaries, including designing and implementing equity and non-equity-based incentive plans, fiduciary issues and plan administration issues, including allocations, distributions and diversification.

In addition to her extensive work with ESOPs, Ms. Hearn's practice includes advising clients on all aspects of executive compensation, qualified and non-qualified retirement plans, including profit sharing plans, 401(k) plans, 403(b) and deferred compensation plans, including all issues arising under Code Section 409A and the many tax and ERISA issues associated with employee benefits and executive compensation. She has considerable experience in drafting plan and trust documents and in advising companies and fiduciaries on the many issues associated with establishing, administering and terminating benefit plans. Ms. Hearn has structured and carried out the disposition of benefit plans in connection with numerous acquisitions. Her practice involves frequent contacts with the National Office of the Internal Revenue Service and with the Department of Labor in connection with technical issues, corrections and plan audits. Ms. Hearn is a member of the NCEO and The ESOP Association and was Chair of The ESOP Association's Legislative and Regulatory Advisory Committee in 2015-2017. She speaks at the local, regional and national level on a variety of benefits issues, but with an emphasis on employee stock ownership plans and executive compensation.

She has served as a panelist in numerous seminars and has published articles on various aspects of employee benefit plans, including ESOPs, the IRS programs for voluntarily correcting errors in plan administration, and the rules under Code Section 409A applicable to various forms of deferred compensation and equity-based executive compensation programs. In light of her prior experience

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in the bank regulatory area, Ms. Hearn advises many financial institutions with respect to their employee benefit and executive compensation arrangements.

PRACTICE AND INDUSTRY TEAMS

- Business, Acquisitions & Securities
- Employee Benefits and Executive Compensation
- Employee Stock Ownership Plans - ESOPs
- Securities

EDUCATION

- Indiana University Robert H. McKinney School of Law, Indianapolis, Indiana (J.D., *cum laude*, 1984)
 - Indiana Law Review, Executive Editor, Order of the Coif
- Indiana State University, Terre Haute, Indiana (*magna cum laude*, 1978)

BAR & COURT ADMISSIONS

- Indiana, 1984

SEMINARS AND PRESENTATIONS

- "Communicating ESOP Valuation & Company Value," 5th Annual Great Lakes ESOP Conference, October 2019
- "Legislative, Regulatory, and Judicial Update," ESOP Association Las Vegas Conference, November 2018
- "Unique Issues Involved in Professional and Personal Service Companies with ESOPs," NCEO Employee Ownership Conference, April 2018
- "A Trustee's Perspective on Executive Compensation," NCEO Employee Ownership Conference, April 2017
- "Agency and ESOP Practitioners Forum," The ESOP Association Annual Conference, May 2017
- "Interdisciplinary Panel on Current ESOP Events," The ESOP Association Las Vegas Conference and Trade Show, November 2016
- "Life As An Inside Trustee," NCEO Employee Ownership Conference, April 2016
- "Legal and Regulatory Update for ESOPs," ESOP Association Las Vegas Conference, November 2015
- "Beauty or the Beast: Mature ESOPs and Sustainability," Great Lakes Regional ESOP Conference, October 2015
- "Terminating or Freezing Your ESOP," NCEO Employee Ownership Conference, April 2015
- "Now That I am a Trustee, What is Expected of Me? Duties and Responsibilities of Trustees, Including Successor Trustees," ESOP Association Las Vegas Conference, November 2014
- "Exiting with an ESOP: A Compelling Exit Strategy for a Privately-Held Business," ABA Business Law Section Annual Meeting, September 2014
- "Helpful Hints for Fiduciaries: Avoiding and Surviving Litigation," ESOP Association 13th Annual

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Tri-State Conference, August 2014

- “ESOP Valuation Issues: Case Studies,” NCEO Employee Ownership Conference, April 2014
- “We Messed Up! What Do We Do Now? IRS and DOL Correction Programs,” ESOP Association Las Vegas Conference, November 2013
- “Key Roles in Your ESOP – the Fiduciary Issues,” Ohio Employee Ownership Center Webinar, October 2013
- “Trustees’ Duties,” ESOP Association Annual Conference, May 2013
- “Issues and Solutions for Internal Fiduciaries in Employee-Owned Companies: What is the Responsibility of an Internal Trustee as Shareholder?,” April 2013: NCEO National Employee Ownership Conference
- Legislative and Regulatory Update - November 2012: ESOP Association 2012 Las Vegas Conference & Trade Show (Las Vegas, NV)
- Paying Plan Expenses from Plan Assets - October 2012: Michigan Chapter of the ESOP Association Annual Fall ESOP Conference (Lansing, MI)
- Paying Plan Expenses from Plan Assets - August 2012: Ohio/Kentucky and Indiana Chapters of the ESOP Association 11th Annual Tri-State ESOP Conference (Louisville, KY)
- Risk Management and Strategic Planning for Your ESOP panel - April 2012: Michigan Chapter of the ESOP Association Spring Conference (Grand Rapids, MI)
- Legislative and Regulatory Update, March 2012: NCEO Employee Ownership Conference (Minneapolis, MN)
- Legislative, Regulatory and Judicial Update - November 2011: ESOP Association 2011 Las Vegas Conference & Trade Show (Las Vegas, NV)
- S Corporation ESOPs: How To Take Advantage of the Benefits and Avoid the Risks - November 2011: SubChapter S ESOP Banking Association (San Antonio, TX)
- Legislative, Regulatory and Judicial Update - May 2011: 2011 Annual ESOP Association Conference (Washington, DC)
- Trustee Challenges in Light of the DOL's Increased Focus on Employee Stock Valuation - April 2011: NCEO Employee Ownership Conference (Denver, CO)
- The ESOP Opportunity: What You and Your Clients Should Know – February 2011: ICLEF Seminar
- Legislative, Regulatory and Judicial Update – February 2011: Indiana Chapter of the ESOP Association Round Tables & Round Ball ESOP Conference
- Legislative, Regulatory and Judicial Update - November 2010: ESOP Association 2010 Las Vegas Conference & Trade Show (Las Vegas, NV)
- ESOP Update – September and October 2010: 2010 Benefits in Brief (Indianapolis and Merrillville, IN)
- ESOP Determination Letter Issues and New Guidance - August 2010: 9th Annual Tri-State ESOP Conference (Louisville, KY)
- ESOP Administration Challenges and Guidelines - June 2010: OEOC ESOP Conference (Cincinnati, OH)
- S Corporation ESOPs: How To Take Advantage of the Benefits and Avoid the Risks - June 2010:

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SubChapter S ESOP Banking Association (Chicago, IL)

- Legislative, Regulatory and Judicial Update - May 2010: 2010 Annual ESOP Association Conference (Washington, DC)
- New ESOP Trustee Challenges in Light of Developing Indemnification Case Law: Impact of Decisions in *Couturier & K-M Holdings* - April 2010: NCEO Employee Ownership Conference (Minneapolis, MN)
- ESOP Sustainability - January 2010: Indiana Chapter of the ESOP Association Round Tables & Round Ball ESOP Conference
- Legislative, Regulatory and Judicial Update - November 2009: ESOP Association 2009 Las Vegas Conference & Trade Show (Las Vegas, NV)
- ESOP Fiduciary and Administration Forum - October 2009: OEOC ESOP Conference (Cincinnati, OH)
- ESOP Sustainability: Legal and Accounting Issues - October 2009: Michigan Chapter ESOP Association Fall Conference (Lansing, MI)
- Using Non-Qualified Plans to Provide Additional Retirement Benefits; Employee Free Choice Act: What It Is and Its Impact on Employers; Hot Topics in ESOP Administration and Corporate Governance Issues in ESOP Companies: Impact of *Couturier* and *K-M Holdings* Decisions - September and October 2009: 2009 Benefits in Brief (Indianapolis and Merrillville, IN)
- Hot Topics in ESOP Administration - May 2009: 2nd Annual Michiana ESOP Association Conference (Bristol, IN)
- What Your Clients Need to Know About Employee Stock Ownership Plans - March 2009: Meritas Webinar
- Conversion from C to S --Pros and Cons - February 2009: The ESOP Association Winter Technical and Operational Seminar (Phoenix, AZ)
- CPP Restrictions on Executive Compensation in the TARP Program - November 2008: Indiana Bankers Association
- Legal Issues Affecting S Corporation ESOPs - November 2008: NCEO Webinar Presentation
- ESOP Distributions - Part I - November 2008: The 2008 ESOP Association Vegas Conference and Trade Show (Las Vegas, NV)
- Recent Items of Interest to ESOP Companies - October 2008: Benefits in Brief (Merrillville, IN)
- Liquidating Company Stock Accounts of Terminated ESOP Participants September 2008: Benefits in Brief (Indianapolis, IN)
- ESOP Repurchase Obligation: What's Your Game Plan? - June 2008: Michiana ESOP Association Conference (South Bend, IN)
- Legal Issues Affecting S Corporation ESOPs - May 2008: NCEO Webinar
- Communication and Administration Issues When Selling Your Company or Acquiring Another Company - February 2008: 10th Annual S Corporation ESOP Seminar (Buena Vista, FL)
- Converting Former Employee Stock Accounts to Other Investments - February 2008: The Indiana State Chapter of the ESOP Association Round Table Event
- Converting Former Employee Company Stock Accounts to Other Investments - November 2007: The 2007 ESOP Association Vegas Conference and Trade Show (Las Vegas, NV)

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- ESOP Trips and Traps in Transactions and Plan Administration - November 2007: Benefits in Brief (Indianapolis, IN and Merrillville, IN)
- Legislative, Regulatory and Judicial Update - August 2007: 6th Annual Tri-State ESOP Conference
- Selling Your S Corporation ESOP Company - February 2007: The ESOP Association S-Corporation Conference (Lake Buena Vista, FL)
- Issues for ESOPs in Transition Years - February 2007: The Indiana State Chapter ESOP Association Round Table Event
- Traps for the Unwary, How to Avoid Penalties Under Code Section 409A - January 2007: Estate Planning Council of Indianapolis
- Fiduciary Issues in the Pension Protection Act of 2006 - December 2006: Plan Sponsor Magazine Seminar (Indianapolis)
- ESOP Plan Termination Issues - November 2006: The ESOP Association Vegas Conference and Trade Show (Las Vegas, NV)
- Pension Protection Act of 2006 Update - September 2006: Benefits in Brief
- Executive Compensation: Traps for the Unwary, How to Avoid Penalties Under Section Code 409A - September 2006: Community Bankers Association of Indiana's 34th Annual Convention & Trade Show
- Deferred Compensation and Code Section 409A Overview - May 2005: Indiana Business Conference
- ESOPs in Business Succession and Estate Planning - November 2004: The ESOP Association 2004 Two Day Conference (Las Vegas, NV)
- Current ERISA Fiduciary Issues - September 2004: Benefits in Brief
- Qualified Plan Design and Administration - May 2003: Midwest Pension Study Group
- Passing the Ball: ESOP Distribution Decisions; Recycling vs. Redemption; Timing; Form of Distribution - February 2003: Indiana State Chapter ESOP Association Round Table Event
- Economic Growth and Tax Relief Reconciliation Act of 2001 – February 2002: S-Corp ESOP Seminar of The ESOP Association
- Retirement Plans Regulatory, Legislative and Judicial Update - December 2000: Indiana Chapter of Certified Employee Benefits Specialists

PROFESSIONAL ASSOCIATIONS

- Indiana Canine Assistant Network (Board of Directors)
- Indiana Benefits Conference (Member)
- American Bar Association's Business Law Committee on Employee Benefits and Executive Compensation (Member)
- Indiana State Bar Association (Member)
- Indianapolis Bar Association (Member)
- American Bar Association (Member)
- The ESOP Association (Board of Governors); Legislative and Regulatory Advisory Committee (Chair)

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- Indiana Chapter of the ESOP Association (Treasurer)
- National Center for Employee Ownership (Member)
- Ohio Employee Ownership Council (Member)

AWARDS AND RECOGNITIONS

- 2011 Membership Recruitment Award from the ESOP Association
- Indiana Super Lawyers, 2004-2008, 2010-2016, 2018-2020
- Best Lawyers In America©, Employee Benefits Law, 2010-2020

PUBLICATIONS

- "ESOPs: A Tax Advantaged Exit Strategy for Business Owners," *Business Law Today*, March 2015
- "Why Are ESOPs So Popular?", BizVoice Magazine (2003)

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