



CORPORATE FINANCE PARTNERS

**M & A and Financing
of Companies
in Restructuring and Insolvency**

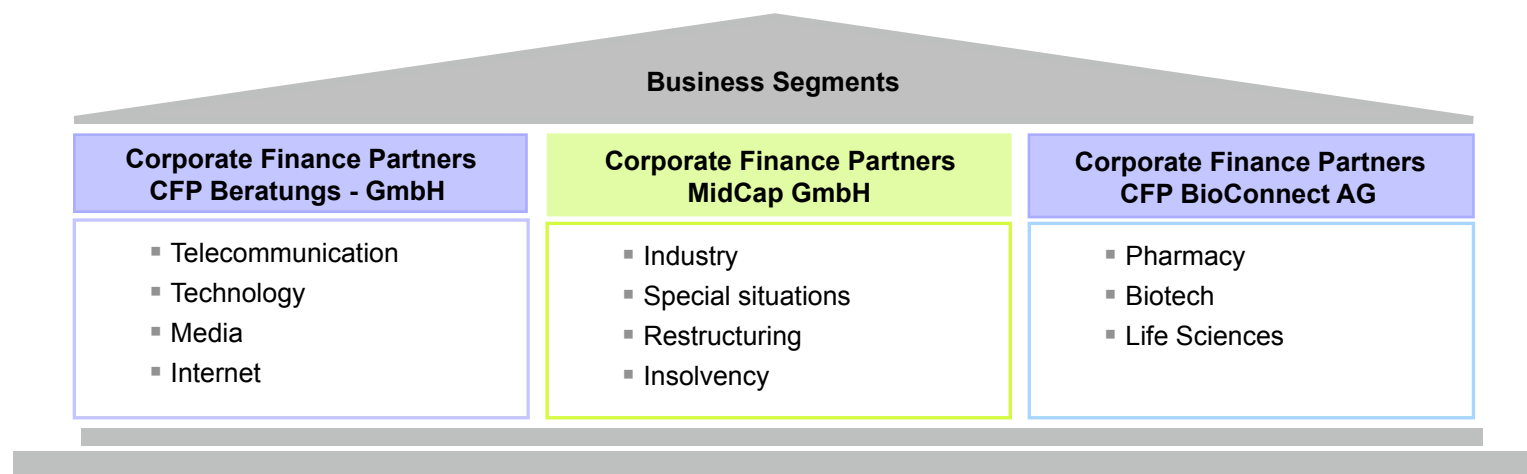
Corporate Finance Partners MidCap

Independent corporate finance specialist for companies in special situations
with revenues of EUR 10 - 500 million

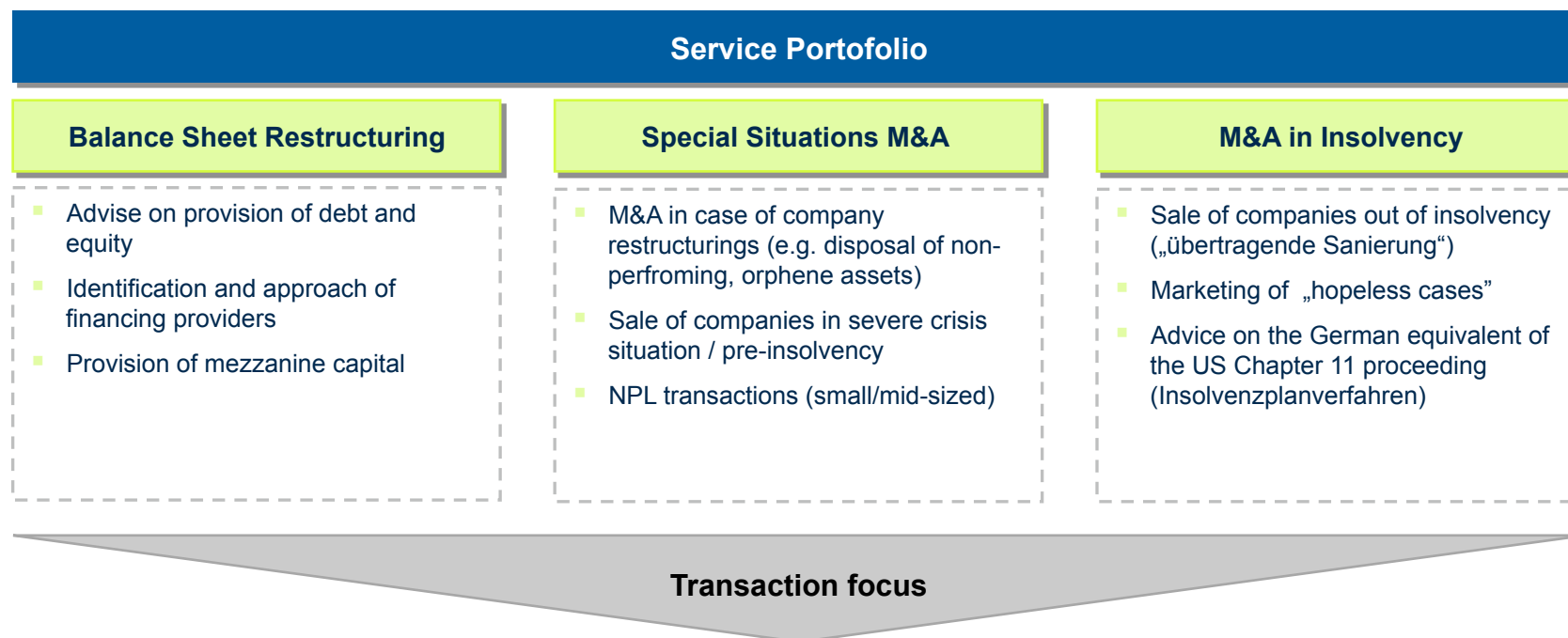
50 professionals in eight locations in Europe, USA and Asia
Frankfurt · Berlin · Wien · Budapest · Tallinn · Miami · Los Gatos · Tokyo



Part 1:	Introduction of Corporate Finance Partners MidCap GmbH
Part 2:	CFP MidCap - Specialist for M&A in Crisis / Insolvency
Part 3:	The CFP Team
Part 4:	References
Part 5:	Contact details



- Corporate Finance Partners MidCap GmbH is an independent M&A advisory service, specialized in sale and financing of companies in special situations such as restructurings und insolvency.
- Founded in 2006 by a team of experienced investment banking & restructuring professionals (already active since 2001 in the field of special situations)
- Special Situations Team consisting of 15 professionals.
- Network of Corporate Finance Partners with more than 50 bankers in Berlin, Budapest, Frankfurt/Main, Miami, Mountain View, Tallin, Tokyo, Vienna.
- Focused on German speaking and Eastern European (CEE) markets.
- Expertise in various business sectors.
- Sale of companies in special situations with revenues of EUR 10 - 500 million.
- Most recent special situation mandates: Schieder Möbel Gruppe (furniture; largest insolvency in Germany in 2007), Campa Biodiesel (biodiesel), Wemhöner (machinery), Hertie (retail), Geiger technologies (automotive)



**Companies in special situations
with revenues of EUR 10 - 500 million**



CFP Special Situations - Our Services

Sell-Side

- Deal structuring & M&A Process management
 - Company evaluation
 - Preparation of Transaction Marketing Materials and Documentation
 - Global identification and approach of potential investors (strategic / financial)
 - Preparation of Management Presentation & Investment Case (e.g. Exit scenario out of insolvency)
 - Organisation and management of Due Diligence (data room, Q&A etc)
 - Support in Purchase Price and Contract negotiations
- Swift assessment of potential deal and fast-mover project kickoff
 - Individual strategy tailored to the complexity and status of the company
 - Pro-Active Investor Marketing of the Target / hand-on approach to the assignment
 - Creation of a competitive dynamic bidding environment

Buy-Side

- Deal structuring
 - Restructuring advice / Investment Case (e.g. exit scenario out of insolvency)
 - Organisation of qualified management (if required)
 - Support in financing
 - Management of various deal constituencies (e.g. insolvency administrator, Seller, etc)
- Navigate the client through the complexity of special situations / insolvencies
 - Establish a "sound" business to be acquired
 - Help the Client to succeed the buy-side

CFP's professional M&A know-how and deal execution ability coupled with its pro-active ("hands-on") investor marketing approach ensures a swift transfer of the Company's shares or assets and result in superior valuations



MORE than 90% of assigned transactions successfully closed

Unique Selling Proposition

Independency

- Independent M&A advisory service highly specialized in M&A special situations
- No conflict of interest; intermediary role between all parties
- Transparent and success-oriented fee structure

Global Marketing Approach

- Fast identification of potential investors both domestically and abroad
- Network of established contacts to relevant investors (especially distressed / turnaround investors)
- Access to unconventional investor groups (MBI investors, Family Offices)

Track Record

- The CFP MidCap Team's track record consists of more than 30 successfully closed transactions in the field of special situations
- Vast M&A expertise in various industries/ business sectors.

Specialized M&A Know-How

- Target-oriented structuring and completion of transactions against the backdrop of temporal restrictions and juridical parameters
- Specialized expertise in German insolvency code

As an advisory service firm specializing in M&A, CFP MidCap is the ideal partner for fast and efficient sales processes of medium-sized companies in special situations

CFP MidCap Key Team



CORPORATE FINANCE PARTNERS

Felix Schauerte
Managing Director

- 16 years investment banking / M&A expertise with more than 90 closed transactions
- Leading positions at Morgan Stanley in London, Frankfurt and USA as well as at UBS Warburg (Director)
- Formerly active at Lincoln International (Managing Director and co-founder)

Daniel Schenk
Managing Director

- More than 12 years investment banking / M&A and restructuring expertise with top rated Midcap-investment banks in Europe and USA
- More than 40 closed transactions
- Formerly active as Senior Vice President at Lincoln International

Artur Gulpe
Associate Director

- More than 5 years experience in M&A and strategy advice
- Vast expertise of Eastern European market
- Formerly active at Lincoln International

Johannes Lindinger
Associate Director

- More than 5 years expertise in banking / M&A
- Expertise in the field of automotive and engineering
- Formerly active at Lincoln International

Selected References



Selection of Closed Transactions



<i>Year</i>	<i>Target / Insolvency Proceedings</i>	<i>Type of Transaction</i>	<i>Insolvency Administrator</i>	<i>Investor / Purchaser</i>
2009	Fuhrparkprofis	Asset Deal	Dr. Carlos Mack (White & Case)	Buchbinder Group
2009	ID Export (Schieder Group)	Asset Deal	Dr. Sven-Holger Undritz (White & Case)	Calligaris S.p.A.
2009	Standard Sarajevo (Schieder Group)	Share Deal	Dr. Sven-Holger Undritz (White & Case)	Delta Holding
2008	Campa - Süd	Transferred reorganization ¹⁾	Bruno Fraas (BFP)	Archer Daniels Midland Company (ADM)
2008	Kolbe-Coloco	Sale		Equita
2008	Proline Tische GmbH & Co. KG	Sale of 50.1 %	Dr. Sven-Holger Undritz (White & Case)	MBO (3people)
2008	Wemhöner System Technologies GmbH Co. KG	Transferred reorganization	Dr. Norbert Westhoff	FCP Frankfurt Capital Partners AG
2007	Schieder Möbel / IMS	Sale	Dr. Sven-Holger Undritz (White & Case)	Berggruen Holdings
2007	Luitpold Kliniken Bad Kissingen	Transferred reorganization	Bruno Fraas (BFP)	Fachklinik Heiligenfeld
2007	pes diagnose Systeme GmbH	Insolvency Plan Procedure	Rainer M. Bähr (HERMANN)	DiaSys Diagnostic Systems GmbH
2007	Bristol Hotel Bad Kissingen	Transferred reorganization	Frank Hanselmann (BFP)	SINN Hotels
2007	Consens Transportsysteme GmbH	Transferred reorganization	Frank Hanselmann (BFP)	KCI Konecranes Plc

1) The transferred reorganization is an enterprise sale via an asset-deal, i.e. functional units of the company will be sold to the purchaser.

Selection of Closed Transactions



<i>Year</i>	<i>Target / Insolvency Proceedings</i>	<i>Type of Transaction</i>	<i>Insolvency Administrator</i>	<i>Investor / Purchaser</i>
2006	daGama Business Travel GmbH	Transferred reorganization	Dr. Biner Bähr (White & Case)	
2006	TeGenero AG	Transferred reorganization	Frank Hanselmann (BFP)	International group of investors
2006	Brüggmann TraumGarten GmbH	Take-over by international group of investors		Flexkapital GmbH
2006	Nier GmbH	Transferred reorganization	Dr. Klaus Pannen (White & Case)	Vollmann-Gruppe
2006	Globo GmbH & Co. KG	Transferred reorganization	Bruno Fraas (BFP)	Investoren-Gruppe
2006	FVG Fleisch- und Viehzentrale Gelsenkirchen GmbH	Transferred reorganization	Dr. Biner Bähr (White & Case)	Konsortium strategischer Investoren
2005	Kaelble Baumaschinen GmbH	Transferred reorganization	Dr. Volker Viniol	Terex
2005	Heller + Köster Stahl und Industriebedarf GmbH & Co. KG	Sale out of restructuring phase		Arcelor Stahlhandel GmbH
2005	Georgii Kobold August Heine GmbH & Co. KG	Transferred reorganization	Dr. Hendrik Hefermehl	Graessner
2005	Krülland GmbH & Co KG	Transferred reorganization	Dr. Biner Bähr (White & Case)	Hella
2005	PrimaCom AG	Mezzanine Capital Financing		Och-Ziff Capital Management Group
2005	TEMCO Textilmaschinen -Komponenten GmbH	Transferred reorganization	Fraas-Hanselmann	Neumag GmbH (Saurer AG)

Selection of Closed Transactions



<i>Year</i>	<i>Target / Insolvency Proceedings</i>	<i>Type of Transaction</i>	<i>Insolvency Administrator</i>	<i>Investor /Purchaser</i>
2005	Multikabel (PrimaCom)	Sale		Warburg Pincus
2005	Conet Solutions GmbH	Transferred reorganization	Dr. Biner Bähr (White & Case)	RG Beteiligung AG
2004	Triton-Format	Transferred reorganization	Dr. Sven-Holger Undritz (White & Case)	Corvus
2004	MERO GmbH & Co. KG	Transferred reorganization	Bruno Fraas	TSK-Gruppe
2004	GeniaTec AG	Strategic Asset Sale	Helge Wachsmuth	VBH / Zechbau
2004	AMS Großhandel-GmbH	Strategic Asset Sale	Dr. Biner Bähr (White & Case)	Welt Records
2004	GENOVAC	Transferred reorganization	Reinhard Blumenthal	Aldevron
2004	SDZ Druck und Medien	Restructuring / Sale Participation Radio 7		Süd-West-Presse, Ulm
2004	ZANOX.de AG	Capital Increase		The Dawood Group
2003	MediaLario International S.A.	Restructuring of financing		Tlcom, Intel Capital, Vision Capital
2003	Jamba! AG	Private equity placement		Summit Partners
2003	International Consulting Group Munich AG	Sale	Axel W. Bierbach	MBO, Awardis

Selection of Closed Transactions



<i>Year</i>	<i>Target / Insolvency Proceedings</i>	<i>Type of Transaction</i>	<i>Insolvency Administrator</i>	<i>Investor /Purchaser</i>
2003	RENA Informationstechnik GmbH	Transferred reorganization	Axel W. Bierbach	MBI, Forum
2003	Hein Gericke-Holding GmbH / Polo GmbH & Co. KG	Transferred reorganization /Sale	Dr. Biner Bähr (White & Case)	Fairchild Textil GmbH
2003	Bäurer AG	Sale	Dr. Volker Grub	MBO, Ad Astra
2003	EINSTEINet Systemhaus GmbH	Transferred reorganization	Barbara Beutler	ECS
2003	BEW-Umformtechnik Westheim GmbH	Transferred reorganization	Dr. Tibor Braun	Scholz Edelstahl
2002	KKFnet (KKR)	Sale		Broadnet Mediascape
2002	DataDesign AG	Strategic investment		Omikron Systemhaus
2002	Brain International AG	Transferred reorganization	Reinhard Blumenthal	Agilisys (now : Infor Global Solutions)
2002	Gremmer direct	Management Buy-In	Dr. Biner Bähr (White & Case)	MBI
2002	RMB Deutschland	Transferred reorganization	White & Case, Feddersen	WOLF, Ancora, RoWo Holding GmbH & Co. KG



Corporate Finance Partners MidCap GmbH

Address: Torstr. 35
D-10119 Berlin, Germany

Tel.: +49 (30) 497 99 99 – 60
Fax: +49 (30) 497 99 99 – 67

E-Mail: midcap@cfpartners.com

Web: www.cfpartners.com