

MASI, LTD. IS...

A private investment banking firm

that provides strategic advisory and transaction services, divestitures, acquisitions, corporate development outsourcing, litigation support and related services.

ABOUT MASI

Experience, relationships, and execution

MASI blends vast transaction experience, immediate access to global buyers and deep domain expertise to provide clients with a range of investment banking services.

For over four decades MASI has helped guide the creation of an integrated global alliance of over 850 professionals.

MASI's referral driven practice serves manufacturing, distribution, and service companies, as well as the technology sector.



MASI Attributes

- Focused on Clients Needs
- Access to Broad Execution Resources
- Relationship-Oriented
- Referral-Driven
- Committed to Professional Excellence
- Staffed with Senior, Experienced Professionals who come with Deep Transaction Experience, having Executed some of the World's most Complex M&A and Financing Transactions, Delivering Unmatched Execution Capabilities to our Clients.

KNOWLEDGE

Large investment bank resources for middle market transactions

MASI Provides Large Investment Bank Resources for Middle Market Transactions and Financial Services.

Each MASI professional averages over 25 years related experiences with composite skills in investment banking, taxation, accounting, law, venture capital, money center banking, and manufacturing operations.

MASI's clients are served by senior-level professionals responsible for and directly executing the client engagement.

Experience, technical knowledge, and "deal skills" are not acquired in an academic setting. MASI clients do not sacrifice their money or their opportunities to train our staff.



MASI'S CORE SERVICES

How we serve clients



01

Acquisitions

Buy-side programs managed with discipline and dedicated resources.

02

Divestitures

Independent, confidential processes designed to maximize shareholder value.

03

Mergers

Strategic combinations supported by experienced negotiation leadership.

04

Valuations

Thorough analysis for transactions, tax, and shareholder matters.

05

Capital Funding

Privately negotiated debt and equity placements.

06

Strategic Alliances

Partnerships and structures that extend a client's reach.

- Extensive worldwide resources with local presence
- Proven track record of closings
- Broad industry and transaction experience
- Knowledgeable and trustworthy advice

DIVESTITURE SERVICES

Success = “Clients Well Served”

A common mistake corporate or individual shareholders make is charging ahead on “the mission” without the sources and advice of a qualified independent advisor. This commonly occurs when the managing executives who may have been considering a sale, are suddenly approached by an outsider. A hasty response can cause real trouble down the road and loss of enterprise value.



MASI’s divestiture process is designed to maximize clients’ shareholders’ returns on investment, maintain the integrity and confidentiality of the process and limit any impact on day-to-day operations.

The operative modifiers above are “independent” and “qualified”. To maximize enterprise values, you should use experienced professionals in the divestiture process who do not have any vested interest in the process other than maximizing shareholders’ values using the broadest and most powerful resources available. Therefore, the “independent advisor” should have significant transaction resources, relationships, experiences and be currently active in the market.

- Provides a detailed review of the business unit or units to be sold.
- Establishes a skilled and industry knowledgeable client divestiture team to organize, manage and control the process.
- Provides resources to properly value and package the divestiture opportunity for presentation to targeted parties.
- Prepares thoroughly descriptive materials that present your opportunity.
- Targets prospective domestic and international buyers or strategic partners through extensive primary research and proprietary data resources.
- Communicates continuously with clients.
- Creates rational tools to quickly evaluate offers and track the negotiation progress.
- Leads the negotiation team to successful completion of the transaction.

ACQUISITION SERVICES

A disciplined campaign

MASI knows that successful and effective acquisition programs will be resource “time sinks”. This means there will be focused and dedicated personnel to manage tasks for the process.

MASI works methodically and precisely to understand the strategy and goals of the buyer client. MASI formulates acquisition criteria, identifies acquisition candidates, initiates discussions, and assists in structuring and negotiations, and coordinates activities of the deal team.

Even with the right team, the acquisition process can only be as successful as the quality of opportunities targeted and successfully negotiated to become completed transactions.

Because an acquisition program can have multiple targets, MASI believes the process must be managed like a “military campaign”. Therefore, MASI will:

- Review Client’s Previous Acquisition and Divestiture Strategies and Results.
- Assist Management in Establishing an Internal Acquisition Review Team for Quick Action.
- Develop Guidelines for Identifying and Evaluating Prospective Targets.
- Provide Extensive Domestic and International “On The Ground” Contacts for Potential Targets.
- Access MASI’s Extensive Proprietary Data Sources and Relationship Contacts.
- Identify and Contact Target Companies.
- Create a Rational Method by which to Rank Acquisition Candidates.
- Determine Alternate Transaction Structures.
- Perform Preliminary Due Diligence Investigations.
- Develop Negotiation Strategies and Lead the Negotiation Team.
- Identify and Assist in Securing Financing as Necessary.
- Facilitate Negotiations to Achieve the Desired Result.

CORPORATE FINANCE

Accessing, negotiating, and structuring capital

MASI is proud of its decades long history in advising corporate clients and their management teams on the strategies and processes necessary to successfully access, negotiate, and structure transactions with institutional, private equity, or corporate funding sources.

MASI's objective is to successfully complete the private funding transaction while minimizing the cost to our client in dollars, dilution equity and time to funding.

Privately Negotiated Debt Placements

- finance internal growth
- finance LBO's ("Leveraged Buyouts") and MBO's ("Management Buyouts")
- provide the last significant funding for later stage technology, i.e. pre-IPO
- fund specialized needs such as ESOP's ("Employee Stock Ownership Plans"), joint ventures or strategic partnerships
- strategic growth investment for well-run entrepreneurial businesses seeking to capitalize and minimize future risks
- create a variety of funding structures from a broad universe of funding sources

Equity Private Placements

- liquidity creation while retaining equity and resources for future growth
- acquisition programs
- recapitalize and/or de-leverage operating units
- fund early-stage launch
- complete an LBO or MBO with the right equity partner

Restructuring Advisory Services

- deal with the problems caused by excessive leverage, failed acquisitions or problems with dissident shareholders or difficult lenders.

MASI, Ltd., has the experience and expertise to recommend an optimal capital structure and financing vehicle, to secure the financing through our domestic and global network and to negotiate and close the transaction.

VALUATIONS

Analysis that stands up to scrutiny

MASI valuation services can include valuing employee stock ownership plans (ESOPs), gifting closely held equity shares to family members, fairness opinion for a closely held enterprise ownership, etc. Preparation of a thorough valuation report can be a critical resource for future planning purposes serving as an analytical tool to measure metrics for a company's financial goals and objectives.

MASI business valuations and economic damage calculations are performed by a team of well trained professionals including Certified Valuation Analysts (CVAs), Certified Public Accountants (CPAs) and attorneys adhering to the highest industry standards and accepted methodologies.

Corporate Finance & Shareholder Transactions

- Employee Stock Ownership Plans, (ESOPs)
- Financial Restructuring
- Turnaround Support
- Dissenting Shareholder Actions
- Stock Options
- Acquisition Transactions
- Divestitures
- Buy/Sell Agreements
- Fairness Opinions
- Shareholder Buy-Outs
- Growth Capital Funding
- Restricted Stock
- Insolvency Opinions
- Shareholder Disputes
- Marital Dissolution
- Anti-Trust
- Lender Liability

Tax Valuations

- Gift Tax
- Estate Tax
- Family Limited Partnerships (FLPs)
- Estate Planning



LITIGATION ADVISORY

Clear findings, carefully communicated

MASI professionals assist and support CPAs and attorneys with their service needs in taxation, litigation, bankruptcy, and shareholders' transactions in a variety of areas of assistance.

MASI's broad support options include providing certified business valuation services, assistance in debt restructuring, and provision of expert witness testimony regarding asset values and shareholder loss quantification.

MASI uses its multi-disciplinary talents to address complex issues. In-depth knowledge, decades of experience, and hands on expertise set MASI apart and delivers fact findings that are technically accurate and complete.

MASI knows how to think creatively when examining complex issues. MASI understands the need to clearly communicate findings in the best format and language to the attorneys, arbitrators, government agencies, business owners, judges, administrative hearing offices, and juries.

Personal Economic Damages

- Personal Injury
- Wrongful Death
- Wrongful Termination
- Malpractice and Standard of Care

Business Damages

- Lost Profits
- Disruption/Interruption
- Breach of Contract
- Intellectual Property Infringement
- Fraud

Forensic & Litigation Support

- Expert Witness Testimony
- Deposition and Cross-Examination Preparation
- Forensic Accounting
- Discovery Support
- Asset and Income Searches
- Document Management

CORPORATE DEVELOPMENT OUTSOURCING

An integrated corporate development process



Skilled and successful client executives have acquired valuable experience and knowledge that enables them to manage and maximize the value of their resources. Such executives appreciate the significant impact of properly leveraged resources to capitalize on market or operational opportunities.

MASI provides such executives with significant domestic and international M&A and corporate assets, skills, and contacts. MASI has created extensive resources, skills, and proprietary capital to deliver it as a complete Outsourced Corporate Development Process. A corporate client may have an internal executive who has some “dedicated” corporate development responsibilities. But commonly, this person is “resource restrained” and does not have the market access required to effectively achieve the targeted results. This wastes valuable resources and time.

With MASI as an integral part of the corporate development process, the client has access to MASI professionals’ prior industry experiences, MASI’s relationships, MASI’s data resources, and MASI’s global market reach means that the client with MASI will be more effective in strategizing, planning, implementing, and executing an integrated corporate development plan.

SELECTED TRANSACTIONS

Cross-border snapshot: Balda AG

HAS ACQUIRED

C. Brewer Co.

The undersigned advised the buyer in this transaction.

MASI, Ltd. / Angermann M&A International

HAS ACQUIRED

HK Plastics Engineering, Inc.

The undersigned advised the buyer in this transaction.

MASI, Ltd. / Angermann M&A International

German group Balda AG (Balda), which is listed on the Frankfurt Stock Exchange, has purchased 100% of the shares in C. Brewer Company, Anaheim, California and in HK Plastics Engineering, Inc., Oceanside, California for US$50 million and US$15 million respectively. These acquisitions are part of Balda's buy-and-build strategy for its medical segment, extending its presence in the strategically important US market.

Balda develops and manufactures high-quality plastic systems for medical appliances as well as complete electronic products for communication and entertainment. The Balda Medical segment in Bad Oeynhausen develops and produces plastic solutions for the medical technology, pharmaceutical and diagnostics markets.

The C. Brewer Company, a family-owned business, specializes in precision injection-molded plastics and associated molds, in particular for customers from the medical and optical industries as well as from the automotive and electronics sectors.

Family-owned HK Plastics Engineering, Inc. is a full-service supplier of injection-molded plastics and associated molds. Its services range from design and development to tool manufacturing and the molding process up to mechanical installations. More than 80 percent of its revenue comes from medical customers, especially in the area of medical diagnostics.

MASI, Ltd., and Angermann M&A International GmbH, advised Balda on both acquisitions. The deals were closed in less than nine months.

SELECTED TRANSACTIONS

Cross-border snapshot: APEX

APEX

has completed a change of control of the operating enterprise to

DecisionPoint Systems, Inc.

MASI, Ltd. and Veracap Corporate Finance (Toronto) represented APEX in this cross-border transaction.

APEX Systems Integrators Inc. is a leading supplier of wireless mobile workforce solutions. Its APEXWare™ suite of products utilizes the latest technologies to empower the mobile worker in many areas including merchandising, sales and delivery; field service; logistics and transportation; and, warehouse management. Its clients are North American companies that are household names whose products and services are used daily to feed, transport, entertain and care for people throughout the world.

DecisionPoint Systems, Inc. delivers improved productivity and operational advantages to its clients by helping them move their business decision points closer to their customers. They do this by making enterprise software applications accessible to the front-line worker anytime, anywhere. DecisionPoint utilizes all the latest wireless, mobility, and RFID technologies.

SELECTED TRANSACTIONS

Fujikura Kasei / Red Spot Paint & Varnish

Fujikura Kasei

Through its wholly owned subsidiary, Fujichem, Inc.

Has completed the previously announced $63,200,000 acquisition of all the stock of

Red Spot Paint & Varnish, Inc.

The undersigned acted as financial advisors to Fujikura Kasei Co., Ltd. and Fujichem, Inc.

Fujikura Kasei Co., Ltd.

Fujikura developed a strategic focus for industry sector growth to support and expand existing customer relationships. MASI's strategic advice, transaction research and analysis, and negotiation resources facilitated the completion of a challenging transaction process that included a downward trending automotive sector, environmental issue assessment, and competitive technology issues. MASI successfully managed the process and coordinated the deal resources that encompassed different time zones, different cultures, multiple capital structures, and diverse selling shareholders' transaction objectives.

SELECTED TRANSACTIONS

O2 Cool

O2 Cool

Has completed a change of control of the operating enterprise to a new venture controlled by Focus Investments and Waveland Investments LLC.

MASI, Ltd. initiated this transaction and advised the O2 Cool shareholders including negotiations and structuring.

Focus Investments, Inc.

Focus Investments, Inc. founded in 2001 invests and takes an active role in the management of consumer products businesses. From over 15 acquisitions and organic growth, it built Focus Products Group, LLC from approximately $25 million in revenue to over $200 million in six years until it's divestment.

Waveland Investments

Waveland Investments is a Chicago-based private equity firm investing in niche lower-middle-market companies. Waveland focuses on management-led buyouts, recapitalizations and acquisitions of manufacturers, distributors and services businesses whose revenues range from $10 million and $50 million. Since 2000, Waveland has invested in more than 25 companies in a range of industries.

O2 Cool is the nation's leading designer and marketer of personal battery-operated fans, water-cooling hydration products and other unique accessories that are sold both domestically and globally through market leading merchants.

O2 Cool shareholders have sold the enterprise to a new venture controlled by Focus Investments and Waveland Investments LLC. Linda Usher, Founder & CEO of O2 Cool has joined this new venture whose mission is to build a larger consumer products enterprise.

WHY CLIENTS CHOOSE MASI

For over four decades

MASI, Ltd. has provided investment banking services to corporate middle market enterprises.

35+
Years leading global resources

850+
Professionals in the alliance

65
Offices with 49 firms

50%+
Cross-border in the last 5 years



From MASI, clients get:

- An independent corporate financial advisory firm that over 35 years ago founded and has led global investment banking resources and relationships that now span 65 offices with 49 firms and over 850 professionals. This has led to thousands of transactions of which more than 50% were cross-border in the last 5 years.
- A quick response to inquiries
- A firm's approach that dedicates a "MASI team" to client engagements
- State-of-the-art technology and data sources
- A dedication to professional excellence
- Access to "World-Class" data resources and business contacts
- A track record of consistently completing transactions year after year

CONTACT MASI, LTD.

Let’s talk

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