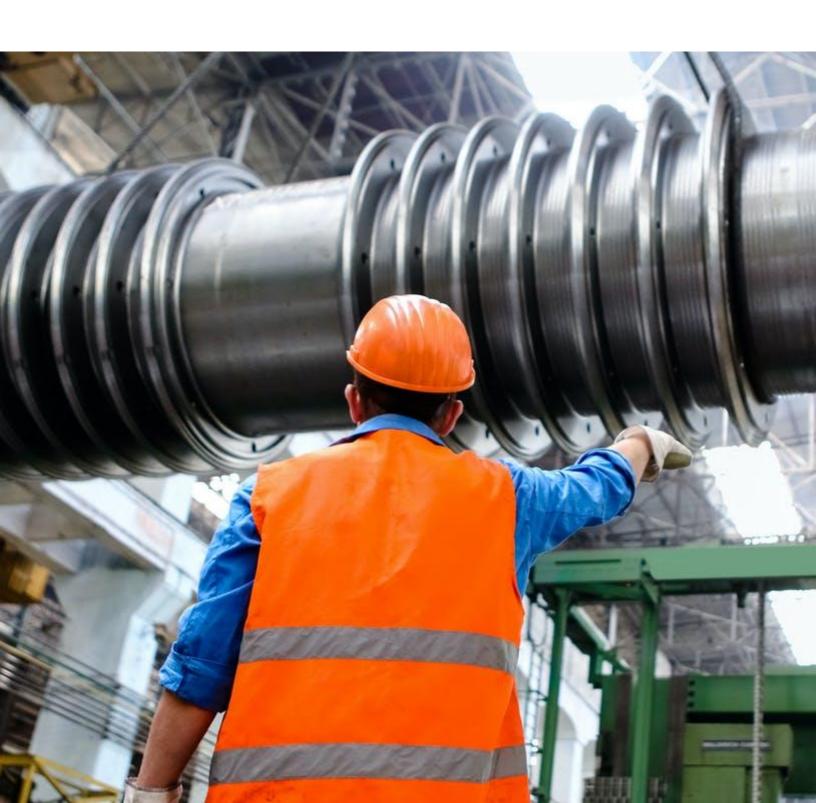




Special Situations Transaction Advisory Services



Preserving and Maximizing Value in Financially Stressed Situations



CIBC Cleary Gull focuses on special situations transaction advisory services and consensual negotiated solutions leveraging our:



Deep Relationships



Market and Industry Knowledge



Integrity



Leading Middle-Market M&A Platform

Special Situations Capabilities

- Refinancings, F and Restructur
 - Refinancings, Recapitalizations, and Restructurings
- Assisting companies seeking to refinance senior and mezzanine debt, place junior capital with alternative capital providers, restructure existing debt, and de-leverage balance sheets
- Identifying alternative sources of equity and debt capital for businesses

Accelerated M&A

 Providing expedited sell-side advisory services for companies and assets that are over-financed and/or not viable on a standalone basis

- Corporate Divestitures
- Advising companies on the sale of underperforming and/or non-core divisions and product lines

- §363 Sale Transactions
- Conducting auction processes to market businesses as a going concern to maximize value where stakeholders have concluded that expected sale value or available capital is insufficient
- Obtaining and/or working with a stalking horse bid

Buy-Side Advisory

 Advisory services for acquisitions of companies, subsidiaries, and product lines that are in financial distress, being sold through bankruptcy, or not viable on a standalone basis

Other Services

Providing strategic alternatives analyses, valuations, and fairness opinions

Selected Industrials Special Situations Experience



Sale of Underperforming
Business



Sale of Underperforming
Subsidiary



Sale of Underperforming Subsidiary



§363 Sale



Sale of Underperforming Business



Product Line Divestiture



Sale of Underperforming
Business



Product Line and Asset Sale

BRUNSWICK



has been acquired by



Sale of Underperforming
Business

Oilgear

has secured

\$35,000,000 in Senior Credit Facilities Provided By

LaSalle Business Credit, LLC Venture Finance PLC Barclays Bank PLC

> Distressed Debt Refinancing



has secured

\$125,000,000 Debt Financing

Distressed Debt Refinancing

Recent Industrials Transactions









CIBC Cleary Gull Overview

- Nationally recognized U.S. middle-market investment banking firm
- · Focus on private companies owned by families, entrepreneurs, business partners, and private equity funds
- Experienced and talented team has completed hundreds of transactions representing billions of transaction value
- Collaboration with CIBC offices throughout the nation and the globe to deliver a full suite of investment banking, corporate banking, and capital markets solutions
- Relentless approach to helping make clients' ambitions a reality
- · Built on trust and delivering great outcomes

Investment Banking Services

15% of CIBC Cleary Gull's completed M&A and financing assignments have been in special situations

Mergers & Acquisitions

- Execute transactions up to \$500 million in enterprise value
- Focus on Industrials, Consumer, Business Services, Software & Technology, and Healthcare companies
- Specialize in sell-side transactions
- Conduct targeted buy-side advisory services
- Distressed M&A

Capital Placement

- Raise up to \$250 million of senior debt, mezzanine debt, and/or equity
- Provide capital structure advice for management buyouts, recapitalizations, and growth capital investments
- Distressed debt refinancing and restructuring

Other Special Situations Advisory Services

- Strategic alternatives analyses
- Valuations
- Fairness opinions

Industrials Team



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