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DRIVING SUCCESSFUL CROSS-BORDER M&A TRANSACTIONS

VALUABLE GUIDANCE FROM THE MOST ACTIVE MIDDLE MARKET M&A PRACTITIONERS

BEST PRACTICES OF THE BEST DEALMAKERS

SECOND EDITION: PART 2

INTRODUCTION

Drawing on the experience and expertise of the "best in class" dealmakers, The M&A Advisor, together with the leading provider of virtual deal management services, Merrill DataSite®, publishes the quintessential dealmakers guide series - **"The Best Practices of The Best M&A Dealmakers."** Profiling the proven strategies and unique experiences of the leading M&A practitioners, "The Best Practices of The Best M&A Dealmakers" series is distributed in regular installments for M&A industry professionals in both print and interactive electronic media. Previously published features and chapters are also available in the online library of Merrill DataSite and The M&A Advisor. We are pleased to present **Driving Successful Cross-Border M&A Transactions.** This installment discusses the best practices for executing an effective cross-border M&A acquisition strategy. On the following pages you'll find helpful observations provided by candid interviews with leading buyers, sellers and advisors, as well as timely insights into the most current trends.

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"In the past, we would have Brazilian people speaking to Chinese people via New York or London advisors. Now we have Chinese people in Sao Paulo and we have Brazilian people in Shanghai speaking directly to each other about trade and investments. This transfer of power, resulting from the cross-pollination of people, knowledge and capital is the big shift that will affect the next 20 years. We believe that trade and investments within the regions of Asia, the Middle East, Africa and Latin America will grow at least ten-fold during this time."

Christian Deseglise
Managing Director
Global Asset Management
HSBC

Driving Successful Cross-Border M&A Transactions

Introduction

While there is increasing attention on and growing significance of cross-border transactions, global uncertainty continues to be a factor affecting M&A volume around the world. 2012 saw many significant economic and political initiatives here in the United States, Europe and Asia. And at the half year mark of 2013, we are witnessing even further change to policies and practice in the major markets.

Our polling of global dealmakers and the year-to-date results suggest that 2013 cross-border M&A volume will be on par with or even slightly below 2012. But M&A professionals know best that the statistics are just the headline. The real story lies in why, where and how deals are currently being done, and in the prognosis for what lies ahead.

In this installment of the Best Practices of the Best Dealmakers Guide, fifteen leading cross-border M&A experts weigh in on the factors that are affecting their decisions to make cross-border deals and their process to maximize return for their endeavors.

While the cross-border M&A volumes have not yet returned to pre-crisis level, we are witnessing an unprecedented transformation of local market firms and dealmakers into global M&A experts. It is their intimate knowledge and expertise in the cultural, financial and legal arenas that is redefining our industry.

Private equity firm Sun Capital is a perfect example of a firm who had not intended to pursue cross-border investments for their portfolio but eventually made an international investment that worked well. And on the back of that investment, the company has steadily grown its international portfolio. "At this point, for the last three years, about half of the money we've invested has been overseas and about a quarter of the companies we own are based overseas," said Rodger Krouse, co-president of Sun Capital Partners.

Rodger Krouse
Co-CEO
Sun Capital Partners

"In addition to globalization, there is a larger emphasis on decreasing risk, particularly political and environmental risks. That's why people are looking outside of the U.S."
~ René-Pierre Azria

Other companies, such as Hillenbrand, a diversified industrial products company, made a conscious strategic decision to become a global company. "Back in 2010, we were a $600 million revenue company with 98 percent of our revenues originating in North America," said Scott George, senior vice president of corporate development for Hillenbrand. "We made the decision to expand our operations globally." The company has since then made a series of acquisitions in Europe, one of which has given it access to China.

Other companies initially enter into cross-border M&A to support their customers' expanding sales networks. According to Andrew Rice, senior vice president of private equity firm, The Jordan Company, "If one of our portfolio companies' big customers decides to expand into India or China or Germany, they want their U.S. supplier to follow them." Jordan entered the Russian telecommunications market via this approach and eventually gained sufficient expertise to invest in another 20 standalone cable television ventures with some of the country's largest providers.

Andrew Rice
Senior Vice President
The Jordan Company

In other cases, companies are looking to invest in assets outside their national borders as a protective measure to diversify their portfolio. Still, other buyers are going abroad to gain access to natural resources that are not available in their own geographies. Ultimately, for most buyers, cross-border M&A decisions are often multi-faceted, as noted by René-Pierre Azria, founder and president of advisory firm Tegris Advisors.

"The world has changed in our business. For example, we advised several large SPACs (Special Purpose Acquisition Companies) which had $1 billion to 1.5 billion dollars of leverage. The view of these clients was 'bring us the best deal possible' wherever it is," Azria shared. "For our clients, in addition to globalization, there is a larger emphasis on decreasing risk, particularly political and environmental risks. That's why people are looking outside of the U.S. – value, growth and the obfuscation of risk."

René-Pierre Azria
President & CEO
Tegris Advisors

And while interest and participation in cross-border M&A is expected to continue to grow, Howard Morgan, co-president of private equity firm Castle Harlan, believes that the learning curve for new market entrants will present challenges for the uninitiated. "International dealmaking is complicated. While cross-border investment presents interesting growth opportunities not all firms can handle a global situation," he said.

Howard Morgan
Co-President
Castle Harlan, Inc.

Part I: Best Practices to Drive Successful Cross-border Transactions

As the examples in the previous section highlight, cross-border considerations can add multiple layers of complexity to any M&A acquisition strategy. The most successful investors do not enter the cross-border market alone. They typically augment their deal team with experienced advisors who have in-depth understanding of the target country's deal environment. To follow are some points to consider:

1. Understand the opportunity within the context of the market.

One collective recommendation made by experienced cross-border dealmakers is to avoid thinking in terms of geographic regions when identifying targets. When it comes to M&A transactions, generalizing in terms of "regional" concepts will not yield the best conclusions. For example, countries within South and Central America are often lumped together as Latin American countries and many investors mistakenly make the assumption that the deal process in these countries, Mexico, Venezuela, Chile, Columbia, is roughly the same. This couldn't be farther from the truth. The same rule of thumb holds true for European countries. It takes expert advice to understand and navigate the deal framework within and across these countries.

Experienced dealmakers analyze each opportunity in terms of the governmental, legal, business and cultural characteristics that define the country of its locale. Critical knowledge can range from well-defined topics such as legal requirements to "soft" issues such as the availability of certain human resources. "Buyers getting involved in a cross-border deal have to go into it realizing that the dealmaking process is different," said Jonathan Rouner, international head of M&A for Nomura Holdings, "Business practices, regulations and accounting standards are different. As a consequence you have

"Politics matter more in all of Europe and even more so in Latin America" ~ René-Pierre Azria

to have people who are experienced in those markets and you have to design processes that are different."

2. Assess the target's political environment.

Politics can also play a huge role in the successful outcome of a transaction. An accurate assessment of the target's political environment can prevent costly transactional problems on the back-end. For example, politics proved to be a significant obstacle in the recent acquisition of A123 Systems by Chinese company Wanxiang. The acquisition had been controversial because U.S. taxpayers provided tens of millions of dollars that supported the commercialization of A123's technology with the construction of two manufacturing plants in Michigan.[1] Congressional Republicans criticized the pending acquisition of bankrupt Waltham battery-maker A123 Systems Inc. by a Chinese company, arguing that the deal shows how the Obama administration gambled millions in taxpayer dollars to bolster clean-energy technology that is now in Chinese hands.[2] Eventually the transaction went through, but not without considerable delay, uncertainty and added expense.

In another recent case, Yahoo was rebuffed in their attempt to buy Dailymotion from France Telecom SA. The deal fell apart after a meeting where French Industry Minister Arnaud Montebourg told Yahoo's chief operating officer, Henrique de Castro, and France Télécom's chief financial officer, Gervais Pellissier, that he didn't want 75 percent of a rare French Internet success story to be sold to an American Web giant.[3] "Someone didn't do the necessary political due diligence upfront," said Azria, "I don't know if the mistake was made by the Yahoo team or the French team. It doesn't matter. The deal misfired. Politics matter more in all of Europe and even more so in Latin America, so it should be treated, in my opinion, at the same level as the other things we do in due diligence."

3. Be proactive in dealing with regulatory requirements.

Regulatory considerations are taking on greater importance in today's M&A environment. Corporate investors are paying much closer attention to compliance requirements related to the Foreign Corrupt Practices Act (FCPA)

1. Erin Ailworth, "Chinese-owned firm completes A123 purchase," The Boston Globe, January 29, 2013.
2. Erin Ailworth, "A123 Systems sale still a raw deal to some," The Boston Globe, December 11, 2012.
3. Sam Schechner and Amir Efrati, "Yahoo Scraps Deal for French Video Site," Wall Street Journal, April 30, 2013

and the UK Bribery Act. In a recent survey of 357 senior executives across high-growth and developed markets, 46 percent of the respondents identified corporate compliance as the top legal/regulatory challenge to overcome in conducting successful cross-border M&A deals over the next two years.[4]

Given the broad scope and the high costs associated with FCPA and Bribery Act investigations, investors are well advised to commit to thorough due diligence to mitigate their risk. Those who are new to the process should engage the appropriate advisors to ensure that diligence is properly managed.

With regard to regulatory issues involving national security, experts such as Malcolm Tuesley, counsel for Skadden Arps expect the involvement of the Committee on Foreign Investment in The United States (CFIUS) to become even more prominent in potential transactions going forward. He believes the outcome can be better managed if buyers and sellers take a proactive role in dealing with the CFIUS issue. The same advice holds true for environmental considerations.

4. Be prepared for a deeper due diligence process.

Due diligence becomes more complex when it's conducted across borders, for many reasons. Governmental, regulatory, and legal practices often vary between countries. The level of transparency in financial and legal reporting often differs as well. Business practices deviate, resulting in different expectations between the buyer and seller regarding levels of disclosure. Getting access to information may be more difficult – or the information may simply not be available.

Experienced cross-border dealmakers don't let such obstacles deter them. Instead, they ramp-up their efforts. According to Rice, due diligence for the Jordan Group's international deals takes twice as long and is twice as costly on cross-border deals but can't be avoided.

Newcomers to cross-border investing are wise to plan for higher costs related to getting their own people involved and hiring local financial and legal advisors. "We ended up with a due diligence team of 70 to 75 people from the U.S. to handle the transaction in Germany. We're pleased with the results but you have to be willing to make that investment," said Scott George of Hillenbrand.

When you're going into new markets, conducting thorough due diligence is critical. Noted Alan Annex, chair, New York securities and corporate practice

4. Baker & McKenzie, "Cross-Border M&A Activity on the Rise as High-Growth Market Companies Become More Adventurous," Baker & McKenzie, April 23, 2013.

"One of the most important factors in cross-border M&A success is choosing the right partner."
~ Marlen Kruzhkov

for law firm Greenberg Traurig, "The greatest challenge is choosing the right partners in each jurisdiction – those with local market knowledge as well as the financial and management skill sets to implement the plan." Additionally, Annex advises investors to perform thorough due diligence on the local rule of law. "This is key to ensuring that when you enter into an agreement with somebody, you know you're picking the right jurisdiction for governing the agreement as well as how to enforce it. Knowing which government laws affect particular businesses is important so that someone cannot make a change two years later that will make your investment worthless. There has to be that long-term view of stability."

5. Invest in building a local presence.

One of the most important factors in cross-border M&A success is choosing the right partner. No partnership should be considered without a thorough background check of the company, its owners and senior management to eliminate financial and legal risks. Equally important, it's also critical to vet potential partners to make sure they can truly make things happen in the local market.

Yet the process is not easy, according to Marlen Kruzhkov, partner at law firm Gusrae, Kaplan, Nusbaum, PLLC, "One of the biggest challenges is finding the right people. Local partners are key, because they're the guides to the culture and the government of the new market," he said, "But it's often hard. While you may find people who are well-positioned, they may not be a good fit because they don't do business the way American companies like to."

Cross-border experts also emphasize the importance of establishing a presence in the target's home market that is staffed by a local team. "You can import your own people but that only works up to a certain point," added Kruzhkov. "It's not enough just to understand the business. At some point you're going to hit that wall unless you have local people who have that extra level of understanding."

Leading dealmakers build their own operations "on the ground" staffed by nationals who have also been exposed to Western education and business practices. By taking this approach, the buyer can get in more quickly and address local procedures that may be delaying the process. Also, by adding their own handpicked local staff, the buyer is in a good position to begin shifting the mindset of the management team towards the direction that will be taken when the company is acquired.

We are told consistently that the most successful M&A dealmakers and advisors have fully embraced this model. "Despite the superficial similarities of M&A, the process has to be localized," said Robert Profusek, partner and chair of Global M&A Practice for law firm Jones Day, "Thirty years ago, maybe because of our hubris, we sent Americans off to these places. We don't do that any more. We engage local people. Maybe on of the US staff members there will spend some time there but it's on a temporary, not permanent basis. It doesn't work to try to Americanize the process."

6. Understanding culture is absolutely critical at every point in the process.

Most M&A professionals believe that much of the tactical aspect of cross-border dealmaking can be learned and refined. Many also believe that how a company manages relationships that will greatly affect a transaction's long-term success. Ultimately, partnerships succeed or fail as a result of the strength of human relationships.

For this reason, the most experienced dealmakers are constantly mindful of the impact that an understanding – or lack of understanding – of cultural nuances can have on a transaction's ultimate success. The best cross-border dealmakers place cultural sensitivity and integration at the top of their priority list. Many successful dealmakers credit good listening and observational skills to their success in this arena. "When there are issues, pay closer attention," commented Rodger Krouse. "As simple as it sounds, try to really understand what is going on. In many cases people think they know what is going on, with past experiences guiding their thoughts. But when you pay attention and keep your mind open, you really understand what the issues are. It's that next level of attention which is important."

Indeed, in most conversations with cross-border dealmakers, "culture" is a theme that permeates every aspect of the process, from identifying potential acquisitions to approaching sellers, negotiating deals and integrating the new company. Given the increasingly global nature of business, cultural sensitivity is gaining stature as a key ingredient to success.

"It's not just Western companies on the buy side anymore"
~ Tim Gee

Part II: Important Trends Affecting Cross-Border M&A

A number of factors have made the cross-border M&A landscape more sophisticated and competitive including:

- Changing buyer demographics
- The evolution of BRICS 1.0 to BRICS 2.0
- Growing interest in "frontier" markets
- The development of the "New Silk Road"
- The growth of the global middle class

In this section, we'll discuss how these trends are impacting cross-border M&A and the best practices being followed by leading dealmakers.

Changing Buyer Demographics

Perhaps one of the most notable changes in the cross-border M&A market is the profile of the buyer. Traditional investors are being joined by newcomers from both developed and emerging markets. According to a report by law firm Baker & McKenzie, cross-border M&A activity is heating up as companies continue to expand beyond the BRICS countries (Brazil, Russia, India, China and South Africa) to other high-growth markets.

"Outbound M&A activity is shifting and we are seeing a greater number of deals involving high-growth market countries," said Tim Gee, head of Baker & McKenzie's Global M&A practice. "It's not just Western companies on the buy side anymore. Both developing and emerging market companies are chasing acquisition opportunities in new markets such as Indonesia, Turkey, Vietnam and the frontier markets that lie beyond."

Companies such as TriMas Corporation, a manufacturer and distributor of industrial and consumer products, are targeting cross-border M&A within a handful of vertical markets that allow them to capitalize on the expertise they've developed in the United States. TriMas, according

Mark Zeffiro
Executive VP and CFO
TriMas Corporation

to Mark Zeffiro, the company's executive vice president and chief financial officer, sees the international market as a pipeline of pent-up demand that can support long-term corporate growth.

This trend is likely to fuel even more heated competition for attractive targets in both developed and emerging markets.

The Evolution of BRICS 1.0 to BRICS 2.0

Brazil, Russia, India, China and South Africa have garnered much of the emerging market investment attention over the past decade. However, during the same period of time, these countries have undergone significant economic, political and financial changes. One of the most drastic shifts has been the growth of the middle class as a result of both government and investment activities. In the eyes of some experts, it is becoming increasingly difficult to define these countries as emerging markets.

Christian Deseglise, managing director of global asset management for HSBC, has been watching this trend closely. "The definition of both 'emerging' and 'developed' markets is becoming increasingly confusing as several emerging markets are really graduating and becoming high-income economies," he said. "The growth model in the emerging markets was very much led by exports. Now, there is a very important rebalancing of local economies towards domestic markets and a more consumer-driven economy, which has huge implication for wealth creation and for capital flows. So, whether you go to India, China or most countries in Latin America, you see the development of pension funds, the development of mutual funds, the development of pools of assets, which are increasingly being diversified internationally."

Today the BRICS, while still worthy of consideration and analysis as a group, are clearly establishing themselves as unique individual markets whose evolution each has its own tempo and timeline.

Growing Interest in "Frontier" Markets

Frontier markets, once considered too risky, are getting more attention from strategic and financial investors. According to John Kornet, founder of the Frontier Markets Compendium, which identifies 64 countries as frontier markets, the demographics are among the most attractive characteristics of the new markets. "The median age in the developed world is 44," he says. "In the frontier markets, it is 22." Additionally, Kornet estimates that more than 30 percent of the world's population is located in frontier markets countries. This youthful population translates into millions of workers as well as consumers, he asserts.[5]

Justine Mannering, director at the advisory firm Business Development Asia has seen a definite uptick in the frontier markets she focuses on. "We've seen a real shift, particularly over the past 12 months, in interest from Europe and the U.S. into Southeast Asia," she said. "There has been a huge increase in the number of deals in general around the region. In part, this growth being driven by Japanese and Korean companies. And increasingly, Chinese companies are looking at other Asian markets as well."

The Growth of the Global Middle Class

It is estimated that the global middle class will more than double in size, from 2 billion today to 4.9 billion in 2030.[6] Rapid growth in China, India, Indonesia, Vietnam, Thailand, and Malaysia will cause Asia's share of the new middle class to grow by more than 100 percent its current 30 percent. By 2030, Asia will host 64 percent of the global middle class and account for over 40 percent of global middle class consumption.[7]

This evolution is also affecting M&A investors' interests. In countries such as Brazil, where M&A activity was heavily focused on raw commodities, the emphasis is shifting to address the growing consumer market. Alex Dunev, senior vice president at Tegris Advisors, sees tremendous opportunities for U.S. and European companies that can serve Brazil's rapidly growing middle class. Dunev, who specializes in the healthcare and financial services markets, noted, "The more people you have in the middle class, the larger the audience for elective procedures and for prescription medicine. Also, there is a huge appetite for capital on the lending side, whether it's credit card companies or banking services. There's been a rush of services moving into the Brazilian market, but there is still a lot of opportunity."

In addition to a growing demand for health care and financial services, consumer interest in travel and leisure, luxury products, and other consumables is also creating new areas of opportunity. This evolution is also taking place in other emerging countries such as China, Russia and India. Investors who keep a pulse on the evolution of these countries will be in the best position to adapt their strategy and take advantage of new opportunities.

5. re on Distressed Investing, Restructuring & Turnarounds," Best Practices of the Best Dealmakers, Merrill DataSite® and The M&A Advisor, 2013.
6. Mario Pezzini, "An Emerging Middle Class," OECD Observer, 2012.
7. http://www.reuters.com/middle-class-infographic

Another outcome of the evolution of the emerging BRICS countries is the development of a new south-south connection between Asian and South American countries.

The Rise of the "New Silk Road"

Another outcome of the evolution of the emerging BRICS countries is the development of a new south-south connection between Asian and South American countries. As dealmakers in these regions of the world gain more M&A experience, they bypass traditional networks and work directly with each other.

"In the past, we would have Brazilian people speaking to Chinese people via New York or London advisors. Now we have Chinese people in Sao Paulo and we have Brazilian people in Shanghai speaking directly to each other about trade and investments. This transfer of power, resulting from the cross-pollination of people, knowledge and capital is the big shift that will affect the next 20 years. We believe that trade and investments within the regions of Asia, the Middle East, Africa and Latin America will grow at least ten-fold during this time. So this is what we at HSBC are focusing on, " shared Deseglise.

While some may view the development of the New Silk Road as a threat to the buoyancy of the developed M&A markets, other dealmakers and advisory firms are responding by establishing a local presence in their key emerging markets.

Conclusion

Complexities and risks aside, cross-border M&A is, for many of today's leading investors, an attractive growth channel. As buyers gain experience and confidence in their skills, they are expanding their reach across borders and boundaries, even taking on new frontier markets that were, only a few years ago, far from consideration.

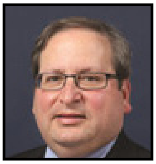
The continued emergence of developing market economies, record levels of corporate capital stockpiles in established regions, and the growing ranks of seasoned cross-border M&A professionals suggests a very dynamic business environment for international dealmaking. And as evidenced in this transaction profile from Sino/US M&A pioneer Alex Hao, partner at law firm Jun He, there are few remaining barriers to entry for international dealmakers today whose perseverance knows no boundary.

"Right now, I'm working on a deal involving an investor from mainland China who is buying a US company with manufacturing assets in Mexico to take advantage of NAFTA. If they buy the factory and hire the employees in Mexico, they can realize the benefits of lower production rates and more importantly they can export the products from Mexico to the U.S. without being subjected to the much higher tariffs that would apply if they were to do this from China."

While the return to pre-crisis cross-border M&A volume levels may remain on the horizon for at least one more year, Hao's experience puts a spotlight on the ingenuity and creativity that the new breed of international dealmakers is employing in their pursuit of growth.

Best Practices of the Best Cross Border Dealmakers,
Symposium Session at the 2013 Cross-Border M&A Summit

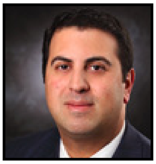
Contributor Biographies



Alan I. Annex is Chair of the firm's New York Corporate & Securities Practice. He has broad experience in corporate and securities matters, including: public offerings and private placements; domestic and international mergers and acquisitions; recapitalization and restructurings; venture capital; joint ventures; Special Purpose Acquisition Company (SPAC) Initial Public Offerings (IPOs) and business combinations; and Securities Exchange Act reporting obligations. Alan leads multi-disciplinary deal teams in a wide variety of large-cap and middle-market domestic and cross-border transactions. He regularly advises public company boards, special committees and executive management regarding their fiduciary duties; corporate governance best practices; and M&A deal strategies, structures and techniques.

René-Pierre Azria is the President and Chief Executive Officer at Tegris Advisors. Mr. Azria launched Tegris LLC in January 2008. Prior to founding Tegris, Mr. Azria was a Global Partner with Rothschild worldwide and headed the Telecom practice of Rothschild in the United States. Prior to joining Rothschild in 1996, Mr. Azria had founded Blackstone Indosuez in 1987 and managed it until 1996, and was during that period of time President of Financière Indosuez Inc. in New York. Prior to joining Banque Indosuez in New York in 1985, Mr. Azria had started his banking career with the bank in Tokyo, Japan in 1981. During over 30 years in Corporate Finance in North America, Asia, and Europe, Mr. Azria has enjoyed extensive advisory experience, generally in transactions of large size and a high degree of complexity. Mr. Azria is a generalist banker and speaks several languages. Mr. Azria holds an M.Sc. degree (magna cum laude) from Ecole des Hautes Etudes Commerciales (France), a Bachelor of Mathematics from University of Paris-Jussieu and an International Management Degree from London Business School and the Stern Graduate School of New York University.

Christian Deseglise is an expert in emerging markets. He is a Managing Director at HSBC Global Asset Management, in charge of distribution for the Americas. Previously, he was a partner at BTG Pactual, where he was in charge of business development.He previously worked at HSBC in New York and London, and Credit Commercial de France in London and Paris. In 2004 he spearheaded the launch of the first BRIC fund invested in the equity markets of Brazil, Russia, India and China.He is also an Adjunct-Professor at Columbia University's School of International and Public Affairs, teaching "The Rise of BRIC".Previously he taught at Sciences Po in Paris and the Institute for High Studies for Development in Bogota, Colombia. In 2011, he launched Columbia University's BRICLab with Marcos Troyjo, one of the first centers to study the implications of the rise of Brazil Russia India and China. The first BRICLab conference took place on December 2, 2011 at Columbia University.He received a Master of International Affairs from Columbia University in New York. He is also a Graduate from Sciences-Po in Paris and holds a Master degree in Spanish and Latin American Studies from La Sorbonne Nouvelle. In 2003, together with his wife Genevieve Maquinay, he established Foundation Caring for Colombia, a not-for-profit organization that provides assistance to the victims of violence in Colombia.



Alex Dunev is Senior Vice President at Tegris Advisors. Mr. Dunev has over ten years of investment banking, restructuring and consulting experience while working at Morgan Stanley, Credit Suisse, and Accenture. During this time Mr. Dunev has successfully executed over twenty-five M&A transactions and over fifty capital market financings and restructurings. Of note, while at Morgan Stanley Mr. Dunev was part of the team advising the N.Y. Federal Reserve on its investment in AIG and also part of the team that acted as advisor to CIT during its recent restructuring. Mr. Dunev has developed strong relationships with large corporate clients and financial sponsors, including GE Capital, CIT, General Motors, Invesco, The Hartford, Centerbridge Partners, Blackstone and Cerberus. Additionally, Mr. Dunev has worked extensively with financial sponsors and their portfolio companies across the financial institutions, healthcare, business services, automotive, and consumer products industries. Mr. Dunev holds a MBA degree with concentrations in Finance and Accounting and a bachelors degree from Boston College.

Scott George is the Senior Vice President of Corporate Development at Hillerbrand. In January 2012. He has more than 30 years of investment banking experience advising on more than 250 transactions. Scott most recently served as managing director and head of the Illinois practice for P&M Corporate Finance, LLC, in Chicago. Prior to that, he held a similar position at Morgan Joseph & Co. Scott's experience also includes merger and acquisition advisory roles at Ernst & Young Corporate Finance, Salomon Brothers Inc., Morgan Stanley & Co. and Bankers Trust Co.

Alex Hao is a Partner at Jun He. He has significant experience in M&A, finance, private equity and capital market matters,and is also knowledgeable in various related areas, including antitrust, bankruptcy, dispute resolution, international trade and national security. Alex is familiar with a wide array of sectors, including banking, energy, manufacturing, real estate, telecom and transportation. Prior to joining Jun He, Alex practiced law in New York for eight years at two leading U.S. firms – White & Case and then Vinson & Elkins – and played a leadership role in many international transactions that won "Deal of the Year" awards. Alex also performed legal work in Beijing, Hong Kong and Singapore. Alex is a member of American Bar Association and New York State Bar Association, and is a Registered Foreign Lawyer at The Law Society of Hong Kong. Alex is also an Executive Director of the Professional Services Committee of China General Chamber of Commerce USA, and a co-founder and former director of Chinese Business Lawyers Association. Alex is a frequent speaker at professional conferences, including recent ones at the law and business schools of Harvard and Columbia, and has recently been interviewed by CCTV, China Daily, 21st Century Business Herald, Caixin, China Press, Sinovision and Elle Men. Alex obtained his J.D. from Northwestern University School of Law in Chicago, he also studied finance and accounting atmNorthwestern's Kellogg School of Management and obtained his LL.B., summa cum laude, from Peking University

Rodger R. Krouse is the Co-CEO of Sun Capital Partners, a leading global private investment firm he co-founded in 1995 with his partner Marc Leder. With approximately $8 billion of committed equity capital under management, Sun Capital focuses on leveraged buyouts, equity, debt and other investments and targets underperforming companies, turnarounds and special situations, primarily involving small to mid-sized companies across a variety of industries. Sun Capital affiliates have invested in and managedmore than315 companies worldwide since the firm's inception, with combined sales in excess of $45 billion.Sun Capital supports its portfolio companies through an operations-intensive, hands-on approach which is backed by an exceptionally high ratio of in-house operating professionals to portfolio companies.Mr.Krousehas more than 25 years of experience in leveraged buyouts, investment banking, and business operations. Working from Sun Capital's Boca Raton headquarters, Mr. Krouse co-directs all of the firm's global investment activities, approves all capital commitments, and oversees the firm's operations jointly with Marc Leder. Prior to co-founding Sun Capital Partners in 1995, Mr. Krouse was a Senior Vice President of Lehman Brothers in New York. Mr. Krouse received a Bachelor of Science degree in Economics from The Wharton School of the University of Pennsylvania and currently serves on the Libraries Board.

Marlen Kruzhkov is a Partner at Gusrae, Kaplan Nusbaum PLLC. He concentrates his practice in the areas of corporate and transactional law. Acting in the interests of major public and privately-held entities, not-for-profits, investment banks, hedge funds, private equity firms, officers, directors, wealthy investors and family offices, he provides sophisticated counsel in a broad spectrum of matters including mergers and acquisitions, corporate governance, financing transactions, venture capital and private equity investments, mergers and acquisitions, financing transactions, restructurings and employee relations. Marlen also has significant experience representing clients in business litigation, particularly contract, securities, real estate and employment disputes.With a strong client base domestically and abroad, Marlen has extensive experience counseling corporate and high net-worth clients with respect to complex litigation and transactional matters throughout the United States, Canada, Europe and Asia. Fluent in Russian, Marlen is one of the foremost attorneys in the United States advising Russian speaking clients regarding their international legal needs and counts among his clientele numerous entities and high net-worth individuals in Russia, the Ukraine and other countries in the former Soviet Union.Marlen's active caseload includes representing an ultra-high net-worth individual from the the Republic of Georgia in federal and state court litigation throughout the United States; representing a major not-for-profit organization in connection with alleged misconduct by members of its Board of Directors; representing a major financial institution in an arbitration against a large credit union; and various complex corporate transactions relating to the hospitality and media sectors.Prior to joining Gusrae Kaplan, Marlen practiced at prominent international law firms, including Latham & Watkins and Schulte, Roth &Zabel, where he acted on corporate matters for a range of blue-chip clients, including DIRECTV, Nintendo and Fortune 500 healthcare companies.An active leader in the community, Marlen is a former Co-Chairman of the Russian Leadership Division of the United Jewish Appeal (UJA); a member of the Board of Directors of the Russian American Jewish Experience (RAJE); and President, Founder, Board member and former Chairman of the Russian Speaking Business Attorneys Network (RUSBAN).Marlen received his undergraduate degree, magna cum laude, from Boston University and his law degree from Northwestern University School of Law. Marlen is admitted to practice in the states of New York and New Jersey, before the United States District Courts for the Southern District of New York, the Eastern District of New York, the District of New Jersey and the United States Supreme Court. Marlen is a member of the New York Bar and the New Jersey Bar.

Justine Mannering is a Director at Business Development Asia, based in New York. Ms. Mannering joined BDA in 2011. She was previously a London-based Director in the Financial Sponsor Group at DC Advisory Partners, formerly Close Brothers Corporate Finance, where she worked from 2004-2011. She has advised on buy-side, sell-side, debt, restructurings and IPOs for private equity and corporate clients. Ms. Mannering was assigned to the Boston office of Harris Williams from 2006-2007. She has experience in leisure and retail, consumer, healthcare, financial services, support services, and technology. Her clients have included Advent International, Barclays Private Equity, Cognetas, Duke Street Capital, Global Infrastructure Partners, ISIS Private Equity, Montagu Private Equity, Phoenix Equity Partners, Vision Capital, Majestic Wine, and Mothercare. She qualified as a chartered accountant with KPMG and is a CFA charterholder. Ms. Mannering is an Australian citizen, and graduated from Rhodes University in South Africa with a B Commerce in Accounting and Commercial Law, and a Post Graduate degree in Accounting.

Howard D. Morgan is Co-President of Castle Harlan. He joined CHI in 1996 and has been active in mid-market private equity for over 25 years. He has been a Board Director and Executive Committee member of CHAMP Private Equity, Castle Harlan's affiliate in Sydney, Australia since its inception, and from 2000 to 2002, he was Executive Director of CHAMP Private Equity. Previously, Mr. Morgan was a partner at The Ropart Group, a private equity investment firm, and began his career as an associate at Allen & Company, Inc. He is a director of All Leasing, Baker & Taylor, Centric Wealth, Pretium Packaging, Securus, Shelf Drilling and various entities associated with CHAMP Private Equity. He is a former director of over one dozen companies, including IDQ Holdings, Polypipe Global Holdings, Austar United Communications Ltd., Norcast Wear Solutions, AmeriCast Technologies, Ciao Bella Gelato Company, Ion Track Instruments, Land 'N' Sea Distributing and Penrice Soda Products. He is Chairman of the Harvard Business School Club of New York and a director of the Alexander Hamilton Institute, the Parkinson's Disease Foundation and the World Press Institute and Treasurer of the Friends of the Garvan Institute of Medical Research. He was a director and an officer of the Harvard Business School Alumni Board from 2006-2011. Mr. Morgan received his B.A. from Hamilton College in Mathematics and Government and his M.B.A. from the Harvard Business School.

Bob Profusek is Partner and Chair of the Global M&A Practice at Jones Day. He is an advisor to substantial businesses, focusing on M&A, including takeovers and buyouts; restructurings; and corporate governance matters, including executive compensation. Recent representative M&A transactions include Potash's successful defense against BHP's unsolicited tender offer ($43.1 billion), the Continental-United Airlines merger of equals ($8.5 billion), Total's tender offer for SunPower ($1.4 billion), Cliffs National Resources' acquisition of Thompson Mining ($4.9 billion), and Procter & Gamble's sale of its Pringles business ($2.7 billion) and joint venture with Teva Pharmaceuticals for its global OTC medicine business. Prior transactions include Nextel's merger of equals with Sprint ($46.5 billion); Ernst & Young's divestiture of its consulting business through merger with Cap Gemini ($11.7 billion); and numerous transactions for WL Ross & Co., including the acquisition, IPO, and sale of International Coal Group ($3.4 billion); the merger of International Steel Group and Mittal Steel ($4.1 billion); and its build-ups in automotive components, textiles, and mortgage servicing. Other companies with which Bob has worked on substantial matters include Abbott Laboratories, Disney, Macy's, RadioShack, and Wasserstein & Co. Bob is a member of the boards of directors of two NYSE-listed companies. He also is a frequent speaker regarding corporate takeovers and corporate governance, has authored numerous articles, has testified before Congress and the SEC about takeover and compensation-related matters, and is a regular guest commentator on CNBC, CNN, Fox, and Bloomberg TV.

Andrew Rice is Senior Vice President at Jordan Company. Andy joined an affiliate of TJC in 1989. He has held numerous strategy, international business development and investment positions. Mr. Rice has participated in over 45 acquisitions, joint ventures and Greenfield start-ups all over the world. Mr. Rice is actively involved with TJC's investments in China and coordinates development activities for TJC's North American portfolio companies in China. He is Immediate Past Chairman of ACG Global and serves on the board of the U.S. China Chamber of Commerce. Mr. Rice holds a B.S. degree in Industrial Engineering and an M.S. degree in Engineering Administration from New Mexico State University. He also completed one year of graduate studies in international economics at the University of Melbourne, Australia, where he studied as a Rotary Foundation Graduate Fellow.

Jonathan Rouner is Head of International Mergers & Acquisitions at Nomura, where he leads the firm's M&A practice in North America, Europe, and Asia ex-Japan and serves as a member of the Global Investment Banking Executive Committee. Mr. Rouner has advised on over $250 billion of strategic and financing transactions for clients in a wide range of industries. Mr. Rouner began his career at Credit Suisse First Boston, where he advanced to Managing Director and served as a member of the Investment Banking Committee. He joined Lehman Brothers in 2005 and joined Nomura in 2009 following its acquisition of Lehman Brothers' international operations. Mr. Rouner received his BA from Yale University and his MBA from Harvard Business School.

Malcolm Tuesley is a Counsel at Skadden, Arps, Slate, Meagher & Flom LLP. Malcolm has significant experience representing clients in national security reviews before the Committee on Foreign Investment in the United States (CFIUS) and assisting clients with related issues, including mitigation of foreign ownership, control or influence (FOCI) under industrial security regulations, export control compliance and government contracting. Mr. Tuesley has been involved with negotiating national security agreements with the U.S. government for some of the largest and most complex transactions in the defense, energy, financial services, telecommunications and technology sectors. He recently represented A123 Systems Inc. in connection with the sale of substantially all of its assets to China's Wanxiang Group Corp. A U.S. Bankruptcy Court judge approved the sale of A123 in December after Wanxiang beat out a joint bid from Milwaukee-based Johnson Controls Inc. and Tokyo-based NEC Corp. The acquisition of the lithium-ion battery maker faced strong opposition from Congress because of alleged national security and intellectual property issues. Politicians also expressed concerns about the Chinese company's control over a government-funded company. After an extensive investigation, the Committee on Foreign Investment in the United States approved Wanxiang's acquisition without conditions. Mr. Tuesley also has represented companies such as China Three Gorges Corporation, State Grid International Development Limited, China Investment Corporation and China Huawei in front of CFIUS.

Mark Zeffiro is the Chief Financial Officer at TriMas. Mark Zeffiro joined TriMas in June 2008 as and is responsible for the overall leadership within the financial function of TriMas, including financial planning, external reporting, business analysis, treasury, tax and corporate capital. Mark has more than 20 years of financial, operational and business leadership experience with companies such as Black & Decker and General Electric Company. During his four-year tenure with Black & Decker, Mark most recently served as vice president of finance for the Global Consumer Product Group, where he had responsibility for financial and operational activities within the United States, Europe, Latin America and China, including growth, profit improvement and cost reduction initiatives. From 2003 to 2004, Mark served as chief financial officer of First Quality Enterprises, a producer of consumer products distributed through health care management and retail channels, both domestically and globally. From 1988 to 2003, he held a series of operational and financial leadership positions of increasing responsibility at General Electric Company, concluding his 15 year service there as chief financial officer of its $3 billion medical imaging manufacturing division. He also has leadership experience in mergers and acquisitions, business process improvement, audit, and financial planning and analysis.Mark holds a Bachelor of Science degree in Quantitative Analysis from Bentley College.

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