

Lincoln International's
Distribution Group
Overview

Summer 2013



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Section 1

Lincoln International Overview

THE ONLY TRULY INTERNATIONAL, INTEGRATED, INDEPENDENT MID-MARKET ADVISOR AMSTERDAM BEIJING CHICAGO FRANKFURT LONDON LOS ANGELES MADRID MOSCOW MUMBAI NEW YORK PARIS SÃO PAULO TOKYO VIENNA

















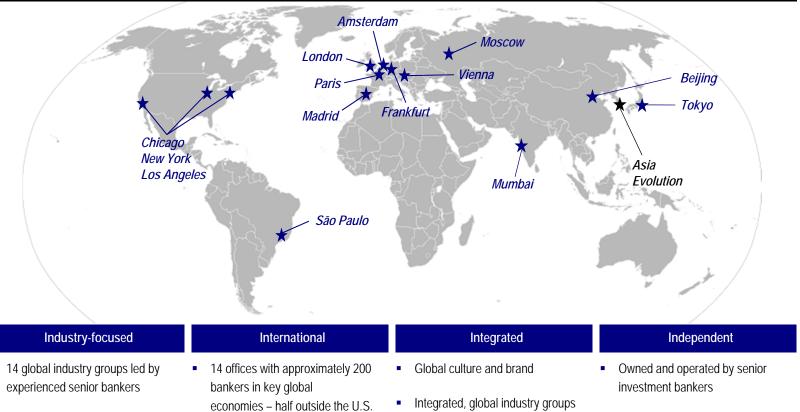








Leading Middle Market Investment Bank



- 14 global industry groups led by
- Significant transactional experience and deep relationships within each sector

Approximately 60% of Lincoln's 2012 M&A deals were completed with strategic acquirers

 Experienced local bankers with deep strategic relationships within each region

> 50% of Lincoln's 2012 M&A deals were cross-border

- Integrated, global industry groups and deal teams
- No conflicts of interest

All of Lincoln's M&A deals are Lincoln provides objective, sound seamlessly executed by advice to our clients without global deal teams conflicts of interest

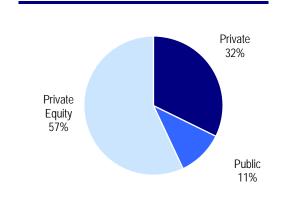


Transaction Capabilities and Industry Focus

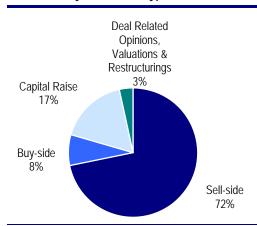
Transaction capabilities

- Exclusive sales and divestitures
- Acquisitions
- Debt advisory services
- Fairness opinions and valuations
- Restructuring and special situations advisory
- Other financial advisory services

Breakdown by client type



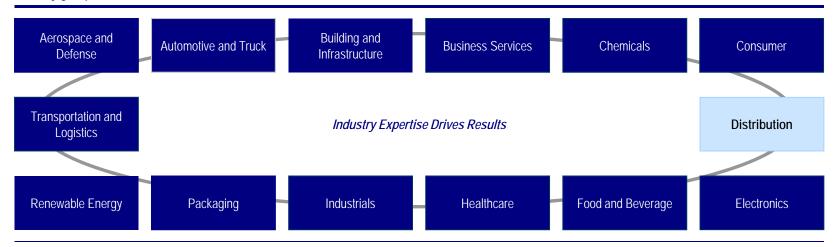
Breakdown by transaction type



Note: Reflects 2012 M&A transactions

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Industry group verticals





Lincoln's Global Integrated Platform Drives Results

Unmatched global footprint with proven access to domestic and international acquirers



Note: Reflects 2012 M&A transactions

Note: Cities reflected on map above represent Lincoln's offices

Selected recent cross-border transactions

















Culture, People and Growth

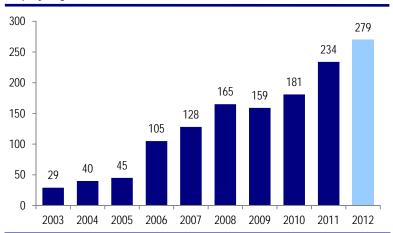
Over 270 employees

- Founded in 1996
- Partnership culture and ownership
- Remarkable retention rate
- Over 225 bankers, over half of whom are outside the U.S.
- Over 55 Managing Directors globally, each averaging nearly 20 years of investment banking experience
- 30% CAGR in professionals since inception

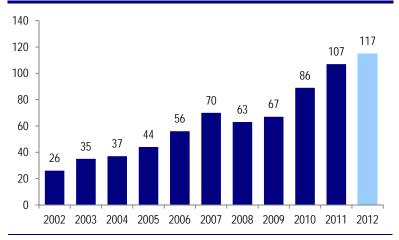
Transaction growth worldwide

- Nearly 400 transactions closed over the past five years
- Global client base is split among financial sponsors, large corporations and private companies
- Over 30% of Lincoln's assignments are for repeat clients
- Over two-thirds of Lincoln's transactions are sell-side assignments
- Transactions generally range from \$25 million to \$500 million

Employee growth worldwide



Transaction growth worldwide



(1) Includes M&A advisory, capital raises, restructuring transactions, fairness opinions and pension opinion advisory transactions; excludes valuation and other advisory assignments



A Leading M&A Advisor to the Middle Market

2012 Sell side assignments < \$400M

Rank	Firm	# Deals
1	Rothschild	120
2	Lazard	86
3	Lincoln International LLC	75
4	Houlihan Lokey	71
5	Goldman Sachs	64
6	RBC Capital Markets Inc	61
7	Jefferies & Company Inc	56
8	Harris Williams & Co	54
9	William Blair & Company	52
10	JPMorgan	50
11	Morgan Stanley	49
12	Credit Suisse	43
13	UBS Investment Bank	43
14	Moelis & Company LLC	42
15	Raymond James & Associates, Inc.	42
16	Robert W. Baird & Co. Incorporated	39
17	BDO LLP	38
18	Barclays	37
19	Bank of America Merrill Lynch	36
20	Deutsche Bank AG	34
21	Evercore Partners Inc	33
22	DC Advisory	32
23	Citi	30
24	Keefe, Bruyette & Woods Inc	28
25	Stifel, Nicolaus & Company	27

Source: MergerMarket

Notes

- (1) Includes all announced deals with a value of <\$400 million and all deals with undisclosed values
- (2) Rankings reflect deals that involve North America and / or Europe
- (3) Does not include accounting firms



Clients







Section 2

Capabilities and Relevant Experience

THE ONLY TRULY INTERNATIONAL, INTEGRATED, INDEPENDENT MID-MARKET ADVISOR AMSTERDAM BEIJING CHICAGO FRANKFURT LONDON LOS ANGELES MADRID MOSCOW MUMBAI NEW YORK PARIS SÃO PAULO TOKYO VIENNA

























Lincoln's Distribution Team - Resources for Global Deal Making



Global Distribution Group bankers across four continents



Overview of Distribution Group

Current Lincoln Distribution transactions

Company	Client Country	Status
Solar panels	U.S. (Japan Parent)	Due Diligence
Healthcare equipment & supplies	U.S.	Marketing
Aerospace interconnect products	U.S.	H2 2013
Compatible imaging supplies	U.S.	H2 2013
Foodservice – produce	U.S.	H2 2013
Industrial fasteners	U.S.	H2 2013
Trading company	Germany	Marketing
Logistics	Germany	Marketing
Food ingredients	Russia	Due Diligence

Recent participants in Lincoln processes

























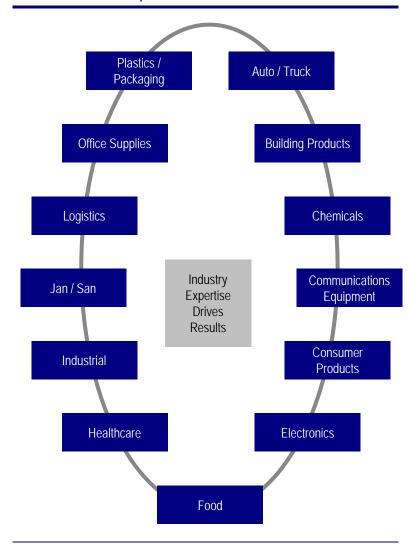








Lincoln's Distribution expertise





Recent Distribution Transactions

Selected experience



Distributor of diesel aftermarket equipment



Wolverine Brass and
Plumbmaster to Dunes
Point Capital

DUNES POINT CAPITAL

Distributor of plumbing equipment and supplies



Distributor of homecare and long-term care products



Distributor of personal care products





Whalen Furniture
Manufacturing has been sold to Li & Fung



Sources home furniture products



Distributor of steel pipes



E-commerce logistics



Distributor of consumable printer parts and related accessories



Certified Power, Inc. has been sold to Sun Capital Partners, Inc.

SUN CAPITAL PARTNERS, INC.

Distributor of fluid power and torque transfer products



RS Electronics has been sold to WESCO International



Distributor of electronic components



Itochu Europe Plc. has sold Reifen Gundlach GmbH to Pon Holding Germany GmbH

Distributor of automotive aftermarket parts



sold Altura to Silver
Oak Service Partners



Distributor of communications and network equipment



Richco, Inc. has been acquired by Filtrona plc



Distributor of plastic fasteners and routing products



Compass Diversified Holding has sold Halo Branded Solutions, Inc. to CANDLELIGHT Investment Holdings

Distributor of customized promotional products







Selected Distribution Experience by Category















Case Study: Merfish Pipe & Supply Company and Pipe Exchange, Inc.

Description

- Sale of privately held steel pipe distributors
- Leading distributors of foreign and domestic standard steel and API line pipe
- Primarily serve construction and energy end markets





Situation

- Merfish is a large importer and master distributor of standard steel pipe while Pipe Exchange is a traditional distributor of domestic API line pipe for energy exploration
- Merfish was family owned and operated for 90 years; Pipe Exchange was acquired by the family in 2004
- Leading market positions in key U.S. geographies
- Deep strategic supplier and customer relationships
- Strong global sourcing capabilities

Lincoln approach

- Lincoln designed a broad auction process that targeted both strategic and financial acquirers
- Focused buyers on the growth opportunities and strength of the Company emerging from the recession
- Multiple buyers evaluated the opportunity, resulting in numerous indications of interest
- Served as a trusted advisor to the family owners throughout the entire process

Results

 Sold to One Equity Partners, the private investment arm of JPMorgan Chase





Case Study: Parts Now!, L.L.C.

Description

 Sale of Parts Now, a portfolio company of Bank of America's Global Principal Investments Group and Svoboda Capital L.L.C.



- North America's largest value-added supplier of consumable printer parts and related accessories
- Primary product lines include genuine OEM and refurbished parts for printers



Situation

- Market leader in value-added, consumable printer parts and related accessories
- Rapidly growing presence in several non-printer parts categories, including toner
- Challenging dynamics in the printer parts industry driven by reduced office printing amid high unemployment and increased price competition
- Buyer concerns over supplier (HP) exposure / concentration

Lincoln approach

- Approached a targeted group of strategic acquirers and financial investors amid a challenging period of declining sales and compressed margins
- Marketing materials conveyed a compelling investment thesis, emphasizing the Company's reverse logistics platform as a strong foundation for growth
- Aggressively articulated the Company's successful product diversification strategy into non-printer part categories
- Highlighted speed and certainty to close as critical transaction considerations (in addition to valuation)

Results

- Received three final offers, including two highly diligenced proposals
- Competitive process increased LOI value nearly 10% from initial final proposal
- CounterPoint Capital closed the transaction approximately 30 days after signing LOI





Case Study: Certified Power, Inc.

Description

- Sale of Certified Power, Inc.
- Leading full-service value-added solutions provider of fluid power systems, torque transfer products, subassemblies, components, electronic control systems and accessories



Lincoln approach

- Approached a broad group of financial acquirers and targeted group of strategic buyers to create a competitive process
- Contacted a targeted group of lenders to produce potential financing options
- Assisted with all aspects of the transaction, including (i) valuation analysis, (ii) rapid due diligence planning and execution; and (iii) contract negotiations

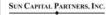
Situation

- Two attractive business operations: Fluid Power Systems (value-added distributor and assembler) and Driveline (powertrain component manufacturer)
- Recent acquisition in aftermarket repair services
- Diverse customer base spanning multiple end-markets including: truck equipment dealers, agricultural, forestry, construction and industrial
- Distribution agreements with top fluid power manufacturers, providing restricted exclusivity rights

Results

- Sold to Sun Capital Partners, Inc.
- Expedited process 30 days from execution of letter of intent to close, 4 month full process







Case Study: RS Electronics

Description

- Sale of RS Electronics, a privately-held company
- Leading North American valueadded distributor of electronic and electrical components













Situation

- Privately owned business with two shareholders seeking liquidity
- Business undergoing a period of significant recovery and growth, with EBITDA doubling in year of exit
- Ranked as top 20 electronics distributor in highly fragmented industry
- Stable, loyal, blue-chip customer base and strategic relationships with leading suppliers
- Strong customer value proposition and leading service levels

Lincoln approach

- Approached a global group of strategic and financial acquirers
- Held pre-marketing meetings with "VIP" strategic acquirers
- Identified, quantified and aggressively conveyed synergies available for each "VIP" acquirer
- Created tailored, strategic acquirer-specific, offering materials to communicate potential synergy opportunities
- Fostered a competitive process through aggressive and disciplined execution, resulting in highly engaged potential acquirers

Results

- Sold to Wesco International, Inc. (NYSE: WCC) for a strategic valuation
- Shareholders realized desired liquidity and management extended positions with new owner





Appendix A

Officer Bios

THE ONLY TRULY INTERNATIONAL, INTEGRATED, INDEPENDENT MID-MARKET ADVISOR AMSTERDAM BEIJING CHICAGO FRANKFURT LONDON LOS ANGELES MADRID MOSCOW MUMBAI NEW YORK PARIS SÃO PAULO TOKYO VIENNA

























Officer Bio | Curt Tatham



Curt Tatham | Managing Director

Role at Lincoln International:

Curt co-leads Lincoln's Distribution Group and is a senior member of the firm's Business Services Group. He manages key client relationships, leads deal teams and is active in the marketing of Lincoln International.

Advisory Experience:

Curt has significant experience in investment banking, corporate finance and commercial lending. Curt has advised on mergers and acquisitions, on both the sell-side and buy-side. Clients have included large and mid-market U.S. and overseas public corporations, leading private equity firms and privately held or family owned businesses. Curt's expertise, results-oriented approach and dedication to client service make him a strong leader of a client's transaction team.

Industry Experience:

Curt has experience in a broad range of industries, including distribution, commercial and industrial services, industrial products, transportation equipment, professional services and transportation and logistics.

Past Affiliations:

Prior to joining Lincoln International in 2004, Curt was a Vice President in the Business Services investment banking practice of William Blair & Company in Chicago. His diverse experience also includes investment banking and corporate lending positions with ABN Amro Corporate Finance and the Northern Trust Company.

Academic Credentials:

Curt holds a Master of Business Administration degree from Northwestern University's Kellogg School of Management and a Bachelor of Arts degree in Economics from Williams College, where he graduated *cum laude*.



Officer Bio | Brad Keyworth



Brad Keyworth | Director

Role at Lincoln International:

Brad co-leads Lincoln's Distribution Group and is a senior member of the firm's Business Services Group. He also co-heads the firm's analyst recruiting activities and is active in associate recruiting.

Advisory Experience:

Brad has significant experience in sell-side and buy-side transactions, recapitalizations and other strategic advisory mandates, including valuation assignments. Having spent his entire career in the mid-market, Brad has the financial expertise, business operation skills and focus on quality and service to deliver outstanding results for the firm's clients. As a result, Brad has completed numerous transactions with leading private equity groups, privately held businesses and publicly traded companies.

Industry Experience:

Brad has completed transactions in various sectors, including distribution, business services, consumer products and services, food and industrial, and understands the various dynamics that drive value for these businesses. Further, having worked in Lincoln International's Chicago and Frankfurt offices, Brad has advised North American and European clients on their mid-market transactions, many of which include cross-border buyers or sellers.

Past Affiliations:

Brad began his professional career at Lincoln International in 2002. After joining as an Analyst, Brad was promoted to Associate in 2005 and moved to the firm's Frankfurt, Germany office where he provided advisory services to European clients. Brad returned to Lincoln International's Chicago office in 2006 and continued to focus on cross-border transactions in North America and Europe. Brad departed Lincoln International in 2007 to attend business school, rejoined the firm as Associate in 2009, was promoted to Vice President in 2010 and Director in 2013.

Academic Credentials:

Brad holds a Master of Business Administration degree from Northwestern University's Kellogg School of Management and a Bachelor of Science degree from the University of Illinois at Urbana-Champaign with Highest Honors and Bronze Tablet distinction.

