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world's leading
M&A alliance

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ASIA

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***MASI, Ltd. is ...
a private investment
banking firm that provides
strategic advisory and
transaction services for
divestitures, acquisitions,
corporate development
outsourcing, litigation
support and related
services***



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



As a “founding member” of M&A International, Inc. MASI has for over two decades helped guide the creation of an integrated global alliance of over 600 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

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



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

DIVESTITURE SERVICES

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”. The persons you should use in the divestiture process should 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.

Success = “Clients Well Served”

MASI:

- 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 use of 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 a successful completion of the transaction.



ACQUISITION SERVICES

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 and M&A International’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

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
- 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

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.

■ **Restructuring Advisory Services**

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

CORPORATE DEVELOPMENT OUTSOURCING



Skilled and successful client executives, have acquired valuable experiences 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 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 dollars 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 through the integrated alliance, M&A International. This means that the client with MASi will be more effective in strategizing, planning, implementing, and executing an integrated corporate development plan.

LITIGATION SUPPORT

MASI professionals work with attorneys in litigation, bankruptcy, and loan default actions in a variety of areas of assistance.

MASI's broad support options includes providing 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 sets MASI apart and results in fact findings that are technically accurate and complete.

MASI has the ability to think creatively when examining complex issues. MASI knows how to clearly communicate findings in understandable language to the attorneys supported as well as to their clients, arbitrators, government agencies, business owners, management, judges, administrative hearing offices, and juries.




LITIGATION ADVISORY – MENU OF SERVICES

Bankruptcy/Turnaround Support
Anti-Trust
Shareholder Disputes
Lender Liability
Discovery Support
Document Management
Asset & Income Searches
Damage/Loss Analysis
Breach of Contract

Loss of Goodwill
Expert Witness Testimony
Fraud Detection
Business Interruption
Personal Injury
Malpractice & Standard of Care
Intellectual Property Infringement
Marital Dissolution Dispute
Medicare&Medicaid Fraud

TRANSACTION SNAPSHOT



OUR EXPERTISE
YOUR SUCCESS


NORTH AMERICA SOUTH AMERICA EUROPE AFRICA ASIA AUSTRALIA




Through it's 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.



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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.

WHY CLIENTS CHOOSE MASI

For Over Two Decades, MASI, Ltd. has Provided Investment Banking Services to Corporate Middle Market Enterprises.



From MASI, Clients get:

- 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 43 M&A International investment banking firms in the Americas, Asia and Europe and over 500 corporate finance professionals
- Access to "World-Class" data resources and business contacts
- A track record of consistently completing transactions year after year

CONTACT



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