



Buying or selling a business or a major asset, undertaking a merger or forming a strategic alliance can be challenging and have significant unintended consequences if not planned and executed appropriately. Mesirow Financial Consulting (MFC) helps clients assess and analyze strategic alliances and proposed transactions. Our professionals work with you to validate anticipated value drivers, risks and potential opportunities associated with a proposed transaction or alliance. We are involved throughout the process and provide our support at each stage of a transaction.

Our goal is to become an integral and invaluable member of your deal team.

Our Approach

Our team has Big 4 Transaction Services experience and expertise in financial due diligence, deal structuring, operations, management, purchase price allocation, enterprise valuation, integration, transition services, restructuring and more. Our highly-focused approach will address the most critical elements of your transaction and investment on a real-time basis, going beyond just historical results to help you analyze and assess management's plan. We assist at each stage of a transaction, including:

- **M&A Strategy** Portfolio management alignment, "build versus buy" considerations, regulatory challenges, competitive landscape assessment, capital raising and entry barrier assessment
- **Buy-side Due Diligence** Assessing quality of earnings and underlying cash flows, quality of assets and working capital trends, identifying hidden costs and searching for unrecorded commitments and contingencies
- **Business Plan Assessment** Helping you better understand the feasibility of a business plan to determine whether forecasts are reasonably attainable
- **Transaction Execution** Negotiating transaction agreements, structuring, developing purchase price adjustment mechanisms and preliminary purchase price allocation assessment
- **Valuation Services** Acquisition purchase price allocations and financial reporting valuations required under ASC 805
- **Transition Support and Integration** Day one and implementation planning, synergy target realization, process integration, strategic platform development and business continuity planning
- **Profitability Improvement** Vast restructuring and turnaround experience with interim management,* product, cost and facility rationalization, working capital enhancement and cash management
- **Sell-side and Divestiture Due Diligence** Preparation of carve-out financials, reverse due diligence and potential synergy assessment

Industry Focus

- **Consumer Products** Household Durables & Products / Pharmaceutical & Biotechnology / Textiles, Apparel & Luxury Goods / Specialty Retail / Food Products
- **Industrial Products** Aerospace & Defense / Metals & Mining / Automobiles / Chemicals / Energy Equipment & Services / Oil & Gas / Airlines / Transportation / Utilities / General Industrial & Manufacturing
- **Technology** Computers & Peripherals / Internet Software & Services / Software / Telecomm
- **Healthcare** Continuing Care Retirement Communities / Hospitals / Rehabilitation Facilities / Pharmaceutical
- **Business Services** IT Services / Design-Build Construction / Professional Services Firms
- **Media & Entertainment** Sports / Hotels & Restaurants / Radio & Television / Newspapers / Advertising

Services Offered by Mesirow Financial

Investment Management Institutional money manager in the areas of hedge fund strategies, private equity, currency and commodity management, real estate, U.S. value and international equities and fixed income, as well as investment advisory services for private clients and retirement plan sponsors

Global Markets Well-capitalized broker/dealer with expertise in institutional fixed income sales and trading, public finance, investment banking, clearing services, sale-leaseback financing and non-discretionary brokerage services

Insurance Services Full-service insurance brokerage and consultant specializing in the areas of property and casualty, surety, employee benefits, life and disability and private client insurance, as well as structured settlement services

Consulting Financial and operational advisory services including corporate recovery, litigation, investigative and intelligence services and valuation services, as well as real estate consulting and compensation and executive benefit strategies

About Mesirow Financial

Mesirow Financial is a diversified financial services firm headquartered in Chicago. Founded in 1937, it is an independent, employee-owned firm with approximately 1,200 employees globally. With expertise in Investment Management, Global Markets, Insurance Services and Consulting, Mesirow Financial strives to meet the financial needs of institutions, public sector entities, corporations and individuals. For more information about Mesirow Financial, visit its website at mesirowfinancial.com.

*Resources may be provided through BTG Mesirow Financial Consulting and other strategic affiliates. Mesirow Financial Consulting, LLC is an Illinois limited liability corporation. Interim Management services provided by Mesirow Financial Interim Management, LLC. Distressed M&A and Capital Raising Services provided by Mesirow Financial Consulting Capital (a division of Mesirow Financial, Inc.). Real Estate services are provided by Mesirow Realty Services, Inc. Compensation and benefit planning services provided by Mesirow Financial, Inc. Securities and securities services are provided by Mesirow Financial, Inc. Member NYSE, SIPC. Insurance services provided by Mesirow Insurance Services, Inc. Mesirow Financial does not offer legal or tax advice. Mesirow Financial refers to Mesirow Financial Holdings, Inc. and its divisions, subsidiaries and affiliates. The Mesirow Financial name and logo are registered service marks of Mesirow Financial Holdings, Inc. ©2012, Mesirow Financial Holdings, Inc. All rights reserved. Printed in the U.S.A.

For Further Information

about our due diligence services, please contact:

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Our Reach

MFC is equipped to address the growing number of multi-jurisdictional engagements, and possesses an acute understanding of regional markets, regulations and conditions across the globe. We apply our narrow focus, broad reach and expansive resources to each engagement and can quickly mobilize the right talent on a local, regional and global basis. Our United States locations include:

New York ■ Chicago
Atlanta ■ Boston ■ Dallas
Los Angeles ■ Miami ■ Washington, D.C.

With teams in key locations over six continents, we are equipped to apply our vast industry experience and local market expertise across the globe.*



Independent Minds.
Innovative Solutions.