

“Achieving Success in Distressed M&A Transactions” Panel Discussion with The Keystone Group, Vedder Price, Ocean Optics, Inc. and Pfingsten Partners

Although the 2009 M&A market has been depressed, many companies are evaluating how to take advantage of the current market turmoil. However, success in this market requires a disciplined approach and solid execution throughout the life cycle of the deal. Speed and certainty, which are important in any M&A environment, are even more critical in these types of transactions, from targeting through post-close implementation.

Key issues include (1) identifying and valuing a target, (2) negotiating and structuring the purchase agreement, (3) developing a strong post-close plan, (4) identifying liquidity alternatives and (5) using an expedited process throughout the deal process.

The Keystone Group has assembled a panel of experienced practitioners to discuss their views on the financial, legal, structural and operating issues that face dealmakers looking at challenging deals. Currently, the panelists include:

- Arnold Moshier, CFO of Ocean Optics, Inc, a leading supplier of optical sensing solutions. In a previous role as CFO of Sauder Woodworking Co., a \$700MM furniture manufacturer, Arnie managed the successful acquisition and integration of two distressed companies. Sauder was able to close down and migrate manufacturing operations while retooling their business model;
- Doug Lipke, Partner, Vedder Price – Doug is the Co-Chair of Vedder Price's Corporate Reorganization, Bankruptcy and Insolvency Practice, recently ranked as one of the top 25 bankruptcy practices in the country. Doug will discuss the strategies and structuring opportunities for corporate buyers of financially distressed companies, including Section 363 sales in bankruptcy proceedings;
- Mark Essig, CEO of Sangamon Industries LLC, the distressed investing arm of Pfingsten Partners – Mark will share his turnaround experience and how his private equity firm looks at and revives troubled targets; and
- Bill Budicin, Director at the Keystone Group – Bill has over 20 years of experience helping manufacturing and distribution companies through all phases of diligence, pre-close planning and post-close execution of deals of various shapes and sizes.

Event Details

When: November 5, 2009 – 3PM panel followed by appetizers and drinks

Where: 300 N. LaSalle, Chicago, IL

Dress Code: Business Casual

RSVP: Please RSVP as soon as possible to Mike Gallick
(p: 312.960.3630, e: mgallick@thekeystonegroup.com)

Looking forward to an interesting session, and a great evening!



VEDDER PRICE.

