



MIRUS CAPITAL  
ADVISORS



# SEE THE OPPORTUNITY.

The Mirus Special Situations Group advises debtors, creditors and buyers of companies that are involved in reorganizations, recapitalizations, out-of-court restructurings and bankruptcy proceedings. We offer extensive transactional experience and expert financial advisors that can recommend, initiate and execute a solution.

## CASE STUDY

For over 20 years, Mirus has advised clients on “Special Situations,” including the sale of non-core or underperforming business units, recapitalizations, mergers and acquisitions, debt financing, and bankruptcy transactions.

When a business is faced with the unique challenges of potential (or actual) insolvency, time is of the essence, and not every investment bank has the expertise or the resources to execute a successful process with the speed and acuity that is required. Further, the selection of a financial advisor can also be critical to retaining (or regaining) credibility with the Company’s diverse group of creditors, and their respective advisors. It’s therefore important to select a financial advisor that combines a depth of experience with such special situations with an understanding of the Company’s business model and finances, industry dynamics, competitive landscape, and other relevant factors.

The Mirus Special Situations Group, with all of these capabilities, can develop, structure, negotiate and execute the most effective value-maximization strategies for the Company, its shareholders, creditors, employees, and customers.

When it’s time to explore a merger or sale of the Company or a divestiture of certain underperforming or non-core assets, Mirus can provide the Company’s stakeholders with the advice and market information to support the decision-making process, as well as a solution that can turn that decision into action:

1. Thoughtfully assess recent financial performance, capital structure, industry conditions and immediate capital requirements;
2. Consider all possible strategic alternatives “in real time”;
3. Present the board with one or more recommendations for transaction alternatives, and a timeline for each; and,
4. Deploy the appropriate resources and professional staff to successfully execute on the selected strategy.

### OUR PROCESS

There are several key differences to the sale process in distressed situations. Because of these differences, the Mirus Special Situations Group brings unique qualifications and experience that are critical to effectively executing a distressed sale transaction. Listed below are several of the differences between M&A for distressed companies and healthy companies.

### EXECUTION

The expertise required to facilitate a distressed deal is highly specialized. To manage a distressed company sale process the advisor must:

- Work with the various parties in interest, including secured creditors, landlords, shareholders, directors and management;
- Work in a compressed time frame to avoid an extended and expensive bankruptcy process;
- Understand the current precedent for stalking horse bids and negotiate defensible bid procedures;
- Position and articulate the value drivers that make the Company’s assets attractive to a buyer; and,
- Effectively communicate with the other professionals involved, including crisis managers, bankruptcy attorneys, bank workout officers, bond holders and other parties-in-interest.



### Daticon

*A provider of electronic data discovery services, Daticon was overleveraged and saddled with an above-market lease. Less than 2 years following an LBO, the Company’s revenues had fallen significantly, and fixed charges soon exceeded cash flow from operations.*

*After providing the company and its creditors with a preliminary valuation analysis, Mirus was engaged to find a buyer to acquire the business in a foreclosure sale. Within five weeks, Mirus had received multiple bids for the company’s assets, well in excess of the preliminary “target” value, and close to satisfying all of the company’s secured debt. The senior creditor therefore elected to pursue a consensual sale and obtain releases from all major claimants. One creditor stood in the way, and as a consequence, Daticon was forced to file for bankruptcy in order to get relief from the contract terms. Daticon filed a petition for bankruptcy protection and relief under Chapter 11, and an auction was completed just 4 weeks later at a price equal to more than 4X the target value.*

### BANKRUPTCY TRANSACTIONS

Successfully navigating the bankruptcy process means more than merely getting the transaction done. Selling a business that has no other options is easy. Bringing additional options to the table is what Mirus Special Situations Group does for its clients.

Working within the Chapter 11 process requires significant knowledge of bankruptcy procedures and the respective rights and remedies of the various parties-in-interest. For a variety of reasons—including directors and officers’ liability, the rejection of executory contracts and leases, valuation, title, environmental liability, fraudulent conveyance exposure, and plan cram-down—many distressed sale transactions are consummated in Chapter 11. Consequently, Mirus can articulate to buyers the benefits to be realized by purchasing assets from a company out of bankruptcy, allaying the concerns of bankruptcy-wary buyers.

## Special Situations Group



### Jamie Grant

Since joining Mirus in 1997, Jamie Grant has been instrumental in the firm's growth and in developing the Special Situations Group. He has a wealth of experience in negotiating, structuring, valuing and closing mergers and acquisitions, financings, restructurings and leveraged buy-outs. Over his career, Jamie has managed over 50 engagements for clients in a variety of industries including: industrial products and services, electronics, manufacturing, capital equipment, business services, information technology and consumer products.

Jamie has represented distressed companies with divestitures, bankruptcy sales, and out-of-court restructurings. He has successfully executed 363 sales and financial restructurings for clients in the U.S. Bankruptcy Courts in Delaware, Connecticut, Maine, New Hampshire, Pennsylvania, Texas, Virginia and West Virginia. He received his BA from the University of New Hampshire and is a Registered Securities Principal holding Series 7, 24 and 63 FINRA certifications.



### Daniel Sklar

Dan Sklar has over 30 years of advisory experience as an attorney and entrepreneur. In addition to being a Co-Founder of the Daymark Group and the Mirus Special Situations Group, Dan was until recently the practice group leader of Nixon Peabody LLP's national financial restructuring practice group. He has extensive experience assisting companies with lending transactions, reorganizations, restructurings and business/asset sales. Dan has represented debtors, trustees, secured creditors, committees, stockholders, lessors, and senior executives in large Chapter 11 cases around the country, and has also been involved in a number of international insolvencies. He received his BA from the University of Pennsylvania, a JD from Boston College Law School and LL.M degree in federal taxation from Boston University Law School. He is also an adjunct professor at Franklin Pierce Law Center.



### Mark Olsen

Mark Olsen has over 30 years experience operating and advising middle market companies. This includes his current work assisting business owners with transactions that realize and maximize the value of their Business, as a Co-Founder of both the Daymark Group and Mirus Special Situations Group. Mark has extensive experience assisting family-owned and closely-held companies with merger and acquisition transactions, crisis management and organizational planning.

Mark has previously been a CFO and a financial advisor to middle-market businesses. In his capacity with both The Consilium Group, which he founded, and with the management consulting practice at Ernst & Young, he conducted complex strategic planning, financial analysis, restructuring and IT implementation projects for clients across a wide range of industries. He is a Certified Public Accountant, and holds both a BA in Economics and an MBA from the University of Rochester.



### Michael Whitney

As an advisor and a lender, Mike Whitney has extensive experience with both publicly and privately owned companies in a variety of industries. During his 30 year career as an executive with Bank of America and Bank of America Securities, most recently as regional President, Mike worked with hundreds of business owners on financings and restructurings, as well as advising on strategic issues including mergers and acquisitions.

Mike has extensive experience with leveraged finance, debt syndication, inter-creditor disputes, and a variety of corporate finance options for middle-market businesses. He holds a BA from Keene State College and an MBA from the University of New Hampshire's Whittemore School of Business.



\$363 Sale Transactions

**Daticon**

has been acquired by

**Xiotech**

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**GIVD USA**

has been acquired by

**SAINT-GOBAIN**

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**PERMABRAIN PRODUCTS, Inc.**

has been acquired by

**GAMMAPAR**

MIRUS CAPITAL  
ADVISORS

**ENVISIONeT**  
Internet support specialists

has been acquired by

**L3**  
communications

MIRUS CAPITAL  
ADVISORS

**TROY™**

Management Buy-Out with equity from

**Mountaineer CAPITAL**

MIRUS CAPITAL  
ADVISORS

**TROY™**

has sold its filtration business to

**KNOWLTON**

MIRUS CAPITAL  
ADVISORS

**TROY™**

has sold its headliner business to

**COSMOPOLITAN TEXTILE COMPANY LIMITED**

MIRUS CAPITAL  
ADVISORS

**stonebridge TECHNOLOGIES®**

management buy-out

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**NX Networks**

has been acquired by

**NSGDatacom**

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**TRANSCePT**

has been acquired by

**CROWN CASTLE INTERNATIONAL**

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**BIZFON**

has been acquired by

**Foto-Fone, Inc.**

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**CERES CORP. CUBIC ZIRCONIA**

has been acquired by

**Daloz**  
INDUSTRIE LAPOAIRE S.A.

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## Out-of-Court Restructurings, Recapitalizations and Divestitures

**protective PACKAGING**

has been acquired by an investor group in cooperation with management

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**Shield Pack Inc.**

has been acquired by

PEGASUS MANAGEMENT TUCKERMAN CAPITAL

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**tmp directional marketing**

has sold its subsidiary Moving.com to

**move**  
homestore.com®

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**NOVATORS**

has been acquired by

**ELIASSEN GROUP, INC.**

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ADVISORS

**AZTEC Technology PARTNERS**

has sold

**MTC**  
McDowell Tucker, Inc.  
to an investor group

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**AZTEC Technology PARTNERS**

has sold its PCM division to

**onward**  
TECHNOLOGIES LIMITED

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**Interland**  
Dedicated Hosting

has been acquired by

**peer1**  
Internet Infrastructure Solutions

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ADVISORS

**maxnet**  
TECHNOLOGIES

has been acquired by

**H. I. G.**  
CAPITAL

MIRUS CAPITAL  
ADVISORS

**AimNetSolutions**

has been recapitalized with \$35 million in capital from

**WILLIAM E. SIMON & SONS** **Mellon**

MIRUS CAPITAL  
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**PLAUT**  
OUTSOURCING

has been acquired by

**adjoined**  
CONSULTING

MIRUS CAPITAL  
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**METRISA** Inc.

has been acquired by

**GALVANIC APPLIED SCIENCES INC.**

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**INFOLIBRIA**

has been acquired by

**Certeon**

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