

**Ampton Investments, Inc.**

**Overview of Ampton Investments, Inc.**

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**Ampton Investments, Inc.**

## **About Our Firm**

## Executive Summary

- ▶ Ampton Investments, Inc. (“Ampton”) was established in 1983 as a real property and corporate finance and advisory firm by Laurence N. Strenger, then a partner in a leading west coast law firm, and Gerald Blakeley, the former chairman of Cabot, Cabot & Forbes. Laurence Strenger has directed it continuously since its inception and as chief executive since Mr. Blakeley’s retirement. It assumed its present name fifteen years ago when the Calthorpe Estate of Birmingham, England became a limited partner. Subsequently the English activities were separated and placed in Ampton Investments, Ltd., which acts as a holding company for investments of the John Calthorpe family.
- ▶ Through its more than 20 years of operation, Ampton has refined its core businesses to focus principally in the areas of real estate, branded consumer products and services industries, sports advisory, fine art and cross border transactions, utilizing a network of relationships throughout the world to aid its clients and its own investments.
- ▶ Ampton’s founder, Laurence N. Strenger has been a private investor for more than twenty years and brings a wealth of experience and relationships within the financial community as well as those dating from his fifteen years of legal practice.
- ▶ Ampton’s Managing Directors include William R. de Jonge, who was a Managing Director of Mergers and Acquisitions at JPMorgan, where he worked for 20 years. He headed several practice areas of JPMorgan’s M&A Department throughout the 1990’s.
- ▶ Ampton’s Limited Partner, C. Gerald Goldsmith, has served or serves on the boards of numerous public and private companies across a spectrum of practice areas. He is active with Ampton as an advisor and brings a wealth of relationships built over more than 40 years in the corporate community.

## **What We Do**

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- ▶ **Ampton, while small in size, has a group of talented and experienced professionals whose diverse backgrounds enable it to supply to corporations and wealthy families comprehensive and personalized business services of a type that has become increasingly rare on Wall Street.**
- ▶ **The activities of the firm are for its own account or as advisors to a select group of clients. These activities consist of:**
  - Real Estate acquisitions, disposition and finance, especially in the hotel and retail sectors;
  - Branded consumer products and services industries disposition, mergers, acquisition and finance;
  - Professional sports advisory, mergers and acquisitions;
  - Fine art industry advisory, mergers and acquisitions;
  - Cross border transactions with an emphasis on the United Kingdom.
- ▶ **The company acts as a direct investment vehicle for itself and certain institutional and high net worth individual clients. Ampton enjoys long time strategic alliances with several of the U.S. and U.K.'s wealthiest families, with a leading asset manager, with a variety of nationally important corporate investors, with several of Wall Street's leading investment banks and almost all significant institutional real estate investors.**
- ▶ **Ampton's areas of activities have included acquisition and finance in the following industries: consumer products, energy & chemical, financial services, fine arts, general industrial, healthcare, commercial real estate, hotel real estate, retail, services, sports and technology. Ampton and its principals have been active in all parts of the United States as well as Canada, Europe, Latin America, Middle East and South Africa, with especially strong relationships in the United Kingdom.**
- ▶ **Ampton presently administers a number of private holding companies. Its principals have served as directors of numerous public and private companies and trusts.**

## Tenets of Ampton Investments, Inc.

***“What you see is what you get.”*** Ampton is a partnership of senior finance professionals who guide clients through a project from beginning to end. From early-stage analysis through transaction negotiations to post closing details, the senior project team will be accessible and accountable.

### Selectivity

We take on a limited number of assignments to ensure a high level of service. Therefore we're careful to accept only assignments where there is agreement that goals are achievable and that Ampton can add value. We are candid about what we believe we can deliver and structure our compensation to reward success as defined by each client.

### Client Focus

We are not brokers – we are advocates for our clients. Sometimes it becomes clear that a transaction doesn't make sense above a certain valuation or due to certain terms. We never sacrifice the long-term success of, and our long-term relationship with, a client for the sake of doing a deal.

Serving the  
Client

### Collaborative Approach

We provide our talents – transaction expertise – in conjunction with our client's. We collaborate with and supervise complementary specialty firms as needed, in areas such as legal, tax, communications, and benefits consulting.

### Industry Expertise

We have transaction experience across a wide variety of industries. This Experience coupled with our commitment to understanding our clients' strategy means we deliver results that achieve our client's objectives.

## Ampton's Capabilities

*A boutique investment bank committed to providing the highest quality strategic, financial and transactional advice.*

Core  
Expertise

### Divestitures / Corporate Sales

- *Auctions*
- *Targeted sales*
- *Whole company monetization*

### Strategic Advisory

- *Acquisitions*
- *Mergers*
- *Going-private transactions*
- *Spin-offs*
- *Valuations*

### Restructuring Advisory

- *Complex negotiations*
- *Pre-packaged bankruptcy plans*
- *Targeted private equity financing*
- *Asset sales*

### Financing

- *Private equity investments*
- *Strategic investments*
- *Mortgage brokerage*
- *Development capital*

### Industry Expertise

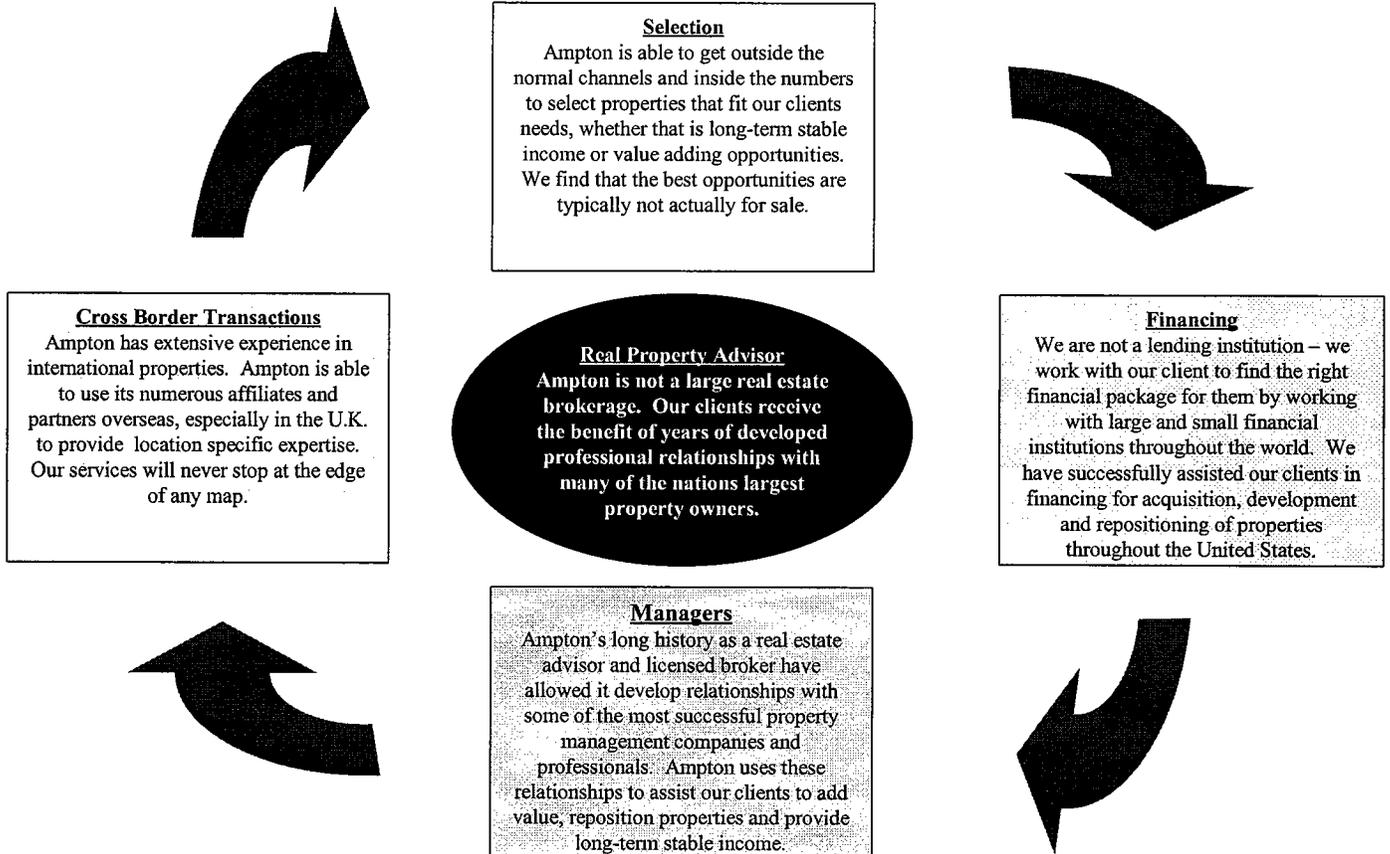
- *Real Estate*
- *Consumer Products*
- *Professional Sports*
- *Healthcare & Services*
- *Fine Arts*

**Ampton Investments, Inc.**

**Real Estate Advisory Practice**

## Real Estate Advisory Practice

*Ampton and its principals have been involved in real property transactions for more than 30 years.* Ampton's expertise in real property transactions has made it a trusted advisor to a select group of private investors and many of the nations largest real estate companies and owners. Ampton's senior professionals have transaction experience across the range of property types, retail, office, single and multi family housing and hotels, including portfolios.



## Real Estate Advisory Transaction Case Study

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### Newman Properties – Real Estate Advisory

#### The Challenge

- Create stable income for client.
- Maximize equity value that was locked inside a complex group of encumbered partnership positions and an unprofitable management company, holding a portfolio of regional malls.

#### Advisor Role

- Financial advisor to Newman Properties and the partnerships.

#### The Result

- Completely restructured debt, equity leaseholds and partnerships maximizing the equity value and creating liquidity for the client.
- Orchestrated disposition of eight properties.
- Eliminated management responsibilities.
- Client's income became multiple of pre-transaction situation.
- Client became a large shareholder of a national REIT.

**Ampton Investments, Inc.**

**M&A Advisory Practice**

## **Practice Areas and Transaction Experience**

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**Ampton and its principals have been involved as advisor or investor in more than 400 successful transactions.**

- ▶ **The firm and its principals have a great array of experience across both industry and geography.**
  
- ▶ **We have extensive experience in the following industries including cross border transactions.**
  - Consumer Products
  - Energy & Chemical
  - Financial Services
  - Fine Arts
  - General Industrial
  - Healthcare
  - Real Estate
    - Commercial
    - Hotel
  - Services
  - Sports
  - Technology

## M&A Transaction Case Studies

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### Bake Rite Foods – Principal Acquisition Case Study

#### The Challenge

- Create Liquidity for owner whose core business was not food manufacturing.
- Acquire Business and develop business strategy model with a planned divestiture.

#### Ampton's Role

- Ampton acquired Bake Rite Foods, creating the largest independent manufacturer of edible fats.

#### The Result

- Consistently improved sales, margin and cash-flow over our two and a half year period of ownership.
- Exited investment upon successfully achieving strategic growth targets.

## M&A Transaction Case Studies

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### Tampa Bay Devil Rays – Sell-Side

#### The Challenge

- Find new partners to replace a number of the founding partners who wanted liquidity.
- Find new capital for the team itself.
- Accomplishing the above for a team that had never finished higher than last place.

#### Advisor Role

- Financial advisor to the Tampa Bay Devil Rays.

#### The Result

- Sold an approximately 49% (non-controlling) interest in the team at a valuation level higher than the recent sale of the World Champion Anaheim Angels.
- Brought in new capital for the team.
- Found a General Partner that was compatible with the Managing General Partner.

**Ampton Investments, Inc.**

**Ampton Professionals**

## **Ampton's Professionals**

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- ▶ **Laurence N. Strenger – Founder & Managing Director**
- ▶ **C. Gerald Goldsmith – Limited Partner & Senior Advisor**
- ▶ **William R. de Jonge – Managing Director**
- ▶ **Scott Levine – Senior Advisor**

## Biographies of Ampton Professionals

### Laurence N. Strenger

Laurence Strenger is a Managing Director, General Counsel and a principal shareholder of Ampton Investments, Inc.

Prior to 1989, he was a major shareholder of Ampton Investments' predecessor company, the BKS Company, involved in real estate and corporate investment, primarily for its principals. Prior to the formation of BKS Company, Mr. Strenger was an attorney in California and New York. During his legal practice, which concentrated on business representation of high net worth individuals, he was director of or counsel to a variety of largely special purpose private investment companies whose assets included real property, operating companies and securities investment activities. He was also a representative director of two closely held public companies, one engaged in financial services and asset management (Aitken-Hume, Plc, LSE), and the other in the refinery and mining business (Arabian Shield, Inc., NASDAQ). He has also held numerous directorships of private companies and major executorships and trusteeships.

Prior to the formation of Ampton and its predecessor companies, Mr. Strenger resided in Los Angeles, California, where he was a partner at Rosenfeld, Meyer & Susman specializing in real property and corporate finance law, with diverse clients ranging from the Howard Hughes interests, the late A.N. Pritzker, the late Dr. Jules Stein (founder of MCA), Washington Mutual Savings Bank, the English Astor Family to the Los Angeles Rams.

Mr. Strenger is a graduate of Columbia University and received a J.D. from the University of Chicago Law School, where he was a member of its law and economics program. After his graduation from law school, Mr. Strenger went to work for Debevoise, Plimpton, Lyons & Gates in New York.

He is a member of the Visiting Committee of the University of Chicago Law School, the Founders of the Los Angeles Music Center and the Los Angeles Committee on Foreign Relations.

## Biographies of Ampton Professionals

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### C. Gerald Goldsmith

Gerald Goldsmith was a principal of and co-venturer with Ampton since its inception until 1994. He now resides in Palm Beach, Florida and is a limited partner and serves actively as an advisor and consultant to the firm.

After a career on Wall Street with Allen & Company, Wertheim & Co. and A.G. Becker, he was chairman of I.C.D. (New York Stock Exchange) until 1976 and has subsequently been an independent investor. He is a present or former director of Nine West Group, Inc. (NYSE), American Banknote (NYSE), Meditrust (NYSE), Inkeepers USA (NYSE), and the closely held Property Corp International and Palm Beach National Bank & Trust Company.

Mr. Goldsmith has held numerous other directorships, including the Presidency of his family companies, Solomon-Goldsmith Cotton and Goldsmith Farms, New York Stock Exchange directorships with the Florida National Bank, U.V. Industries, Abacus Funds, and Seven Arts Productions, as well as directorships of Royal Bank of Canada International and Sterling Trust Bank. He has been a director of numerous closely held real estate companies including those owning the Taft, Commodore and Drake Hotels. He is Chairman of the Good Samaritan/St. Mary's Hospital Foundation in Palm Beach and an Emeritus Director of Pace University and has been a member of the zoning board and city council of Palm Beach.

Mr. Goldsmith is a graduate of the University of Michigan and a graduate of the Harvard Business School and a former officer in the United States Air Force.

## Biographies of Ampton Professionals

### William R. de Jonge

William de Jonge joined Ampton Investments, Inc. after enjoying a twenty year career at JPMorgan, where he was most recently a Managing Director and the senior member, by length of service, of the Mergers and Acquisitions Department.

At JPMorgan Mr. de Jonge devoted his career to various aspects of the M&A business. In his capacity as advisor or principal on nearly 200 successful transactions, Mr. de Jonge has developed extensive skills in negotiation, business valuation and transaction structuring, particularly in complex cross border applications. In the later half of the 1990's, Mr. de Jonge had been the head of JPMorgan's Consumer Products M&A Group. Mr. de Jonge also led JP Morgan's Sports Advisory Practice. He has been responsible for a broad variety of transactions including mergers, joint ventures, tender offers, reorganizations and divestitures, Mr. de Jonge has completed over 50 sale assignments worth in excess of \$20 billion and has completed transactions in over 20 countries throughout the Americas, Europe, Asia and Africa.

From 1993-1995, Mr. de Jonge was head of the Latin American Mergers and Acquisitions Department's Consumer Products Group. In this capacity he was responsible for advising multinational firms as well as regional and local companies on their Latin American Strategies.

From 1990-1992, Mr. de Jonge shared responsibility for the establishment, in London and New York, and the operation of JPMorgan's Risk Arbitrage Group. In that capacity he managed JPMorgan's equity investments in publicly traded firms involved in takeovers. These investments allowed Mr. de Jonge to gain direct insight to the investor's perspective and to the effectiveness of various structural and financial defense mechanisms.

From 1982-1990, Mr. de Jonge was a member of JPMorgan's Merger and Acquisition Department specializing in cross-border transactions. Prior to joining the M&A department, Mr. de Jonge started his career in JPMorgan's Real Estate Group.

Mr. de Jonge holds a Masters in Business Administration from the Yale University School of Organization and Management and graduated with honors from Wesleyan University with a Bachelor of Arts degree.

## Biographies of Ampton Professionals

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### Scott Levine

Scott Levine is a Senior Advisor to Ampton Investments, Inc.

Previously, Mr. Levine served as Chief Operating Officer of Integrated Financial Limited, as COO of Violy, Byorum & Partners and as a Senior Vice President of American International Group. Prior to that, Mr. Levine served as President and CEO of Zurich Centre Group. Mr. Levine also spent 14 years at JPMorgan, where he headed groups responsible for mergers and acquisitions, strategic planning and financial analysis. He began his career as a tax attorney at Davis Polk & Wardwell.

Born in Springfield, Massachusetts, Mr. Levine holds a B.A. from Harvard College, a J.D. from the University of Chicago Law School and an LLM (Master of Laws) in taxation from the New York University Law School.

## **Contact Us**

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**Our Office is located at:**

**885 Third Avenue  
31<sup>st</sup> Floor  
New York, New York 10022**

**How to reach us:**

**Mail -**

**Ampton Investments, Inc.  
885 Third Avenue, 31<sup>st</sup> Floor  
New York, NY 10022**

**Telephone -**

**(212) 319-9404**

**Facsimile -**

**(212) 593-0140**

**E-Mail Addresses:**

**Laurence N. Strenger**

**[larry@ampton.com](mailto:larry@ampton.com)**

**C. Gerald Goldsmith**

**[gerry@ampton.com](mailto:gerry@ampton.com)**

**William R. de Jonge**

**[william@ampton.com](mailto:william@ampton.com)**

**Scott Levine**

**[scott@ampton.com](mailto:scott@ampton.com)**

**Ampton Investments, Inc.**

**Appendix A**

## Ampton\* Transaction Experience: Consumer Products

Advised **American Home Products Corporation** on the sale of its South American oral healthcare business, Kolynos, to Colgate-Palmolive Company.

Advised **American Home Products Corporation** on the sale of an 80% equity stake in American Home Food Products, Inc. to an affiliate of Hicks, Muse, Tate & Furst Incorporated.

Advised **Anheuser-Busch International, Inc.** on its increase in ownership to 50.2% of Grupo Modelo, S.A. de C.V.

Advised **Anheuser-Busch International, Inc.** on the purchase of an equity stake in Companhia Antarcica Paulista S.A.

Advised **Anheuser-Busch International, Inc.** on the establishment of a joint-venture with Companhia Antarcica Paulista S.A. to produce and distribute Budweiser in Brazil

Advised **Anheuser-Busch International, Inc.** on the sale of the St. Louis National Baseball club and Civic Center Corporation to SLC Holdings L.L.C.

Advised **Anheuser-Busch International, Inc.** on the sale of its equity investment in Companhia Antarcica Paulista S.A.

Advised and acted as dealer manager for **Bacardi Corporation** on a self tender and subsequent one thousand for one reverse stock split.

Purchased **Bake Rite Foods** by acquiring its convertible debt from Bank of America.

Acted as principal and advisor on sale of **Bake Rite Foods** to Associated British Foods.

Advised **Cerveceria Bleckert S.A.** on its sale to Cerveceria del Rio Parana S.A., a wholly owned subsidiary of Quilmes Industrial S.A.

Advised **Cerveceria Backus y Johnston S.A.** On acquisition of a controlling interest in Compania Nacional de Cerveza, S.A.

Advised **Johs. De Kuyper & Zoon B.V.** on the sale of its equity interest in John De Kuyper & Son, Inc. to National Distillers & Chemical Corporation.

Advised **Del Monte Foods Company** on its acquisition of the S&W branded food business from Tri Valley Growers.

Advised **TISM, Inc.** and its principal shareholder, **Thomas Monaghan**, on the merger of **Domino's Pizza, Inc.** with a newly formed subsidiary of Bain Capital Inc.

Advised **Domino's Pizza of Canada** in the issuance of new equity.

Advised **Domtar Inc.** on the sale of the U.S. assets of its Sifto Salt Division to North America Salt Company.

Advised **Domtar Inc.** on the sale of the majority of the assets of its Sifto Salt Division to Carey Salt Holdings, Inc.

Advised **Domtar Inc.** on the sale of its Arborite high pressure decorative laminates business to Forbo S.A.

Advised **AB Electrolux Ltda.** on the acquisition via tender offer of 97.6% of the voting shares of Refrigatarao Parana S.A.

Advised **Electrolux Ltda.** on its increase in ownership through a tender offer to 91% of the total capital of Elextrolux do Brasil S.A.

Advised **Empresas La Moderna, S.A. de C.V.** on the merger of its fresh produce subsidiary Bionova with DNA Plant Technology Corporation.

Advised the owners of the **Garelick Farms Fluids Business** on its sale to Suiza Foods Corporation.

Advised **Household International, Inc.** on the sale of Thermos to Nippon Sanso K.K.

Advised **Household International, Inc.** on the sale of G.C. Thorsen, Inc. to Jupiter Corporation.

Advised **Household International, Inc.** on the sale of Albion Industries, Inc. to Rockwood & Co. an affiliate of the Marmon Group.

Advised **Household International, Inc.** on the sale of King-Seeley, Inc. to Eaton Corporation.

Advised **Household International, Inc.** on the tax-free distribution of the common stock of Eljer Industries, Inc.

Advised **Household International, Inc.** on the tax-free distribution of the common stock of Scotsman Industries, Inc.

Advised **Iams Company** on its sale to Proctor & Gamble Company.

## **Ampton\* Transaction Experience: Consumer Products (cont.)**

Advised **IBM Corp.** on the sale of its typewriter, intermediate printer and supplies business to Clayton, Dubilier & Rice, Inc.

Advised US \$ denominated debt holders of **John Fairfax Ltd.** and arranged sale of their interest to the Kerry Packer Group.

Advised **Kohlberg Kravis Roberts & Co.** and its affiliate, **Borden Foods Corporation**, on the sale of its Cocio Chokolademaek to E. Bank Lauridsen Holding NS and IAT Kemi Als.

Advised **Kohlberg Kravis Roberts & Co.** and its affiliate, **Borden Foods Corporation**, on the sale of Borden Belgium *NN* and Biscuiterie Muguet *NN* to MeRoso Invest N.V.

Advised **Kohlberg Kravis Roberts & Co.** and its affiliate, **Borden Foods Corporation**, on the sale of Esjberg powdered milk facility to MD Foods amba.

Advised **Kohlberg Kravis Roberts & Co.** and its affiliate, **Borden Foods Corporation**, on the sale of Klim Grou, Borden South African and Mantecados Nevada to Nestle S.A.

Advised **Mavesa, S.A.** on the purchase of the mayonnaise business and related brands from Cargill de Venezuela C.A.

Advised **Mavesa, S.A.** on the sale of its edible oils business and related brands to Cargill de Venezuela C.A.

Advised **McKesson Corporation** on the sale of its Central American Pharmaceutical business, Corporacion Bonima S.A. de C.Y., to Bayer AG.

Advised **Nestle S.A.** on its acquisition of 98.7% of the outstanding common stock of D'Onofrio S.A., Peru's leading ice cream maker.

Advised **Plastics Management Group** on its sale to Suiza Foods Corporation.

Advised **Lord Tanlaw of Tanlawhill** on expansion of **Poons Restaurant Group** to California.

Advised the general counsel of **Tyson Foods** on acquisition of IBP, Inc.

## **Ampton\* Transaction Experience: Energy and Chemical**

Advised **Joseph Aidlin and Charles McCabe Estate**, founders of Magma Power Co. on sale of Magma Power Co. to Cal Energy.

Advised **Joseph Aidlin** on leasehold transactions related to his geothermal resources in Sonoma County, California.

Advised **Sir Jack Hayward and Edward St. George** in accumulation of position in Burmah Oil Plc. and its subsequent disposition.

Advised and was representative director of **controlling shareholders, Prince Sutan bin Turki bin Abdul Aziz al Saud, Prince Khalid bin Abdul Rahman al Saud** and others on the board of **Arabian Shield Inc.**, in a joint venture with Aramco for its Texas refineries and in disposition of its Yemeni concessions.

Advised **Suez Lyonnaise Des Eaux** and its subsidiary, **Degremont**, on the acquisition of Nalco Chemical Company via tender offer.

Advised **Suez Lyonnaise Des Eaux** and its subsidiary, **ONDEO Nalco Company**, on the acquisition of the remaining 40% of the NalcoExxon joint venture.

Advised **Thermo Electron Corp.** on its sale of its Thermo Ecotek business to AES Corporation.

Advised **Thermo Electron Corp.** on its merger with Thermo Ecotek Corporation.

## Ampton\* Transaction Experience: Financial Services

Defended **Aitken Hume Holdings Plc** in hostile takeover attempt.

Advised **Aitken Hume Holdings Plc** on the acquisition of National Securities & Research Corporation.

Advised **Bano Simeon, S.A.** on its sale to Banco Exterior de Espana.

Advised **Ford Motor Company** on the sale of substantially all the assets of the transportation and industrial financing business unit of its wholly owned subsidiary of USL Capital Corporation to BankAmerica Corporation.

Advised **Ford Motor Company** on the sale of its business equipment financing business unit of its wholly owned subsidiary of USL Capital Corporation to Mellon Bank Corporation.

Advised **Ford Motor Company** on the sale of substantially all the assets of the real estate financing business unit of its wholly owned subsidiary of USL Capital Corporation to Bankers Trust Company.

Advised **Ford Motor Credit Company** on the formation of a partnership with Security Pacific Leasing Corporation to own and manage transportation and industrial leases.

Advised **Ford Motor Company** on sale of substantially all the assets of its rail services business unit of its wholly owned subsidiary of USL Capital Corporation to Associates First Capital Corporation.

Advised **Ford Motor Company** on the sale of substantially all the assets of the municipal and corporate financing business unit of its wholly owned subsidiary of USL Capital Corporation.

Advised **Hyster Company** on the sale of Hyster Credit Corporation to Northwest Acceptance Corporation a wholly owned subsidiary of PacifiCorp.

Advised **Hyster Company** on the sale and lease back of its nationwide lift truck rental fleet to Northwest Acceptance Corporation.

Advised **J.C. Penney Company Inc.** on the acquisition via tender offer of First National Bank of Harrington, Delaware.

Advised **LaSalle Partners** on the sale of a minority interest to the Dai-ichi Mutual Life Insurance Company.

Acted as representative director for **Lomard-Odier** and **Sir Jack Hayward** on the board of Aitken Hume Plc.

Advised private **Midwestern Family** and Ing Capital on acquiring all of the senior debt of Advacare Inc.

Advised **Newman Properties** on the acquisition of numerous debt and equity issues over the course of its corporate restructuring.

Advised **Park Plaza Worldwide** in the reorganization of privately placed debt.

Advised **Pulsar International, S.A. de C.V.** and affiliated companies that control **Seguros La Commercial, S.A.** on the acquisition via tender offer of Seguras America, S.A.

Acted as trustee of **Lord Tanlaw of Tanlawhill's** children's trusts.

Advised **Washington Mutual** on multiple property transactions.

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## *Appendix A*

### **Ampton\* Transaction Experience: Fine Arts**

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Advised **Mary Rita Halle** in the acquisition of Cora Ginsburg, Inc. and its concurrent reformulation as Cora Ginsburg LLC.

Advised **Sir Jack Hayward and Edward St. George** in negotiation of stake in Sprinks Ltd.

Advised company controlled by the late **Charles St. George** in acquisition of fine arts owned by company controlled by the late James Joel.

Advised **Estate of Dr. Jules Stein** in disposition of holdings of Mallett Plc.

Advised **Dr. Jules Stein's** wholly owned company, **Madison & 57<sup>th</sup> Corp.**, in the sale of Stair & Company to David Murdoch.

Advised **Vernay Jussel** in the sale and leasing of its East 55<sup>th</sup> Street premises and in the acquisition of related air rights for possible redevelopment.

Advised **Vernay Jussel** on the acquisition of J.J. Wolf (Antiques) Ltd. including the financing of the acquisition.

## Ampton\* Transaction Experience: General Industrial

Advised **S.A. Cimenteries CBR Cementbedrijven N.V.** on the formation of a joint venture for the manufacture and sale of cement with Genstar Corporation.

Advised **DaimlerChrysler AG** on the exchange of its interests in Xcellsis Gbmh and Ecostart Electric Drive Systems LLC for an equity stake in Ballard Power Systems, Inc.

Advised **Domtar Inc.** on the sale of the U.S. assets of its Sifto Salt Division to North America Salt Company.

Advised **Domtar Inc.** on the sale of the majority of the assets of its Sifto Salt Division to Carey Salt Holdings, Inc.

Advised **Domtar Inc.** on the sale of its Arborite high pressure decorative laminates business to Forbo S.A.

Advised **Ford Motor Company** on the sale of substantially all the assets of the transportation and industrial financing business unit of its wholly owned subsidiary of USL Capital Corporation to BankAmerica Corporation.

Advised **Ford Motor Company** on the sale of its business equipment financing business unit of its wholly owned subsidiary of USL Capital Corporation to Mellon Bank Corporation.

Advised **Ford Motor Company** on the sale of substantially all the assets of the real estate financing business unit of its wholly owned subsidiary of USL Capital Corporation to Bankers Trust Company.

Advised **Ford Motor Credit Company** on the formation of a partnership with Security Pacific Leasing Corporation to own and manage transportation and industrial leases.

Advised **Ford Motor Company** on sale of substantially all the assets of its rail services business unit of its wholly owned subsidiary of USL Capital Corporation to Associates First Capital Corporation.

Advised **Ford Motor Company** on the sale of substantially all the assets of the municipal and corporate financing business unit of its wholly owned subsidiary of USL Capital Corporation.

Advised **Hyster Company** on the sale of Hyster Credit Corporation to Northwest Acceptance Corporation a wholly owned subsidiary of PacifiCorp.

Advised **Hyster Company** on the sale and lease back of its nationwide lift truck rental fleet to Northwest Acceptance Corporation.

Advised **Household International, Inc.** on the sale of Thermos to Nippon Sanso K.K.

Advised **Household International, Inc.** on the sale of G.C. Thorsen, Inc. to Jupiter Corporation.

Advised **Household International, Inc.** on the sale of Albion Industries, Inc. to Rockwood & Co. an affiliate of the Marmon Group.

Advised **Household International, Inc.** on the sale of King-Seeley, Inc. to Eaton Corporation.

Advised **Household International, Inc.** on the tax-free distribution of the common stock of Eljer Industries, Inc.

Advised **Household International, Inc.** on the tax-free distribution of the common stock of Scotsman Industries, Inc.

Advised **IBM Corp.** on the sale of its typewriter, intermediate printer and supplies business to Clayton, Dubilier & Rice, Inc.

Advised **Penziol Company** on the sale of Duval Corporation to Cyprus Minerals Company.

Advised **Philips N.V.** on the sale of its welding businesses in the Netherlands, France, Great Britain, Sweden and Spain to ESAB AB.

Advised **Plastics Management Group** on its sale to Suiza Foods Corporation.

Advised **Suez Lyonnaise Des Eaux** and its subsidiary, **Degremont**, on the acquisition of Nalco Chemical Company via tender offer.

Advised **Suez Lyonnaise Des Eaux** and its subsidiary, **ONDEO Nalco Company**, on the acquisition of the remaining 40% of the NalcoExxon joint venture.

Advised **Fandstam Ltd.**, a wholly owned engineering group of **Lord Tanlaw of Tanlawhill**, with regard to U.S. acquisitions.

Advised **Thermo Electron Corp.** on its sale of its Thermo Ecotek business to AES Corporation.

Advised **Thermo Electron Corp.** on its merger with Thermo Ecotek Corporation.

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*Appendix A*

**Ampton\* Transaction Experience: General Industrial** *(cont.)*

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Advised **Thermo Electron Corp.** and its subsidiary, **Thermo Instruments Systems Inc.**, on its cash merger with Thermo Optek Corp.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermo Instruments Systems Inc.**, on its acquisition via tender offer of Onix Systems Inc.

Advised **Thermo Electron Corp.** and its subsidiary, **Trex Medical Corporation**, on the sale of its medical imaging business to Hologic Inc.

## **Ampton\* Transaction Experience: Healthcare**

Advised **American Home Products Corporation** on the sale of its South American Oral Health Care Business, Kolynos, to Colgate-Palmolive Company.

Advised **McKesson Corporation** on the sale of its Central American Pharmaceutical business Corporacion Bonima, S.A. de C.Y., to Bayer AG.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermedics Inc.**, on its acquisition via tender offer of Thermo Sentron Inc.

Advised **Thermo Electron Corp.** and its subsidiary, **Trex Medical Corporation**, on the sale of its medical imaging business to Hologic Inc.

Advised **Thermo Electron Corp.** on its acquisition via tender offer of Trex Medical Corporation.

Advised **Thermo Electron Corp.** on its merger with Thermedics Inc.

Advised **Thermo Electron Corp.** on the spin-off to its shareholders of its equity interest in Viasys, Inc.

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Advised **Thermo Electron Corp.** and its subsidiary, **Thermo Instruments System Inc.**, on its cash merger with Thermo Optek Corp.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermo Instruments System Inc.**, on its acquisition via tender offer of Thermo Bioanalysis Corporation.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermedics Inc.**, on its acquisition via tender offer of Thermedics Detection Inc.

## Ampton\* Transaction Experience: Real Estate - Commercial

Advised **Aaron Green Group** on construction financing of Memphis Condominium Tower, in New York, New York.

Advised **ABV of Sweden** on its acquisition, zoning and financing of Park Place Condominiums a high-rise condominium project, Glendale, California.

Advised **Joseph Aidlin** on leasehold transactions related to his geothermal resources in Sonoma County, California.

Acted as principal through its subsidiary, **118 Eighth Avenue Associates**, on the purchase and cooperative conversion of 118 Eighth Avenue, Brooklyn, New York.

Acted as principal and advised on acquisition of **Adam Grant Building**, San Francisco, California.

Acted as principal and advised on purchase of **American Fare Market**, Charlotte, North Carolina, from Kmart Corp.

Securitized the debt of **American Fare Market**.

Advised **Hon. John Jacob Astor** on acquisition and conversion of Pomander Walk, New York, New York.

Advised **Dr. Peter S. Bing Family** on tenant relocation and subsequent sale of 82<sup>nd</sup> Street and First Avenue, New York, New York, to RFR.

Advised **Brent Walker Plc.** and its trustee **John Hemingway** on disposition of Chateaux Rauson-Sagla Vineyard in France.

Advised **Calthorpe Estate** on acquisition of Rodeo Drive property, Beverly Hills, California and subsequent sale to Takashimaya.

Advised **Calthorpe Estate** on the sale of Williamson & Victory Plantations, Georgia.

Advised **Citibank N.A.** in leveraged lease transaction of ORE owned real estate.

Advised **Cook Industries** on the disposition of a portion of Mud Island, Memphis, Tennessee.

Advised **Cook Industries** on the acquisition of the O'Connor Building, Palm Beach, Florida.

Advised **Cook Industries** on its acquisition, re-zoning and sale of Bi-County Plaza, Babylon, New York.

Advised **Cook Industries** on the formation of partnership for condominium conversion of 50 East 72<sup>nd</sup> Street and 55 East 86<sup>th</sup> Street, New York, New York.

Advised **Cook Industries** on acquisition of 40 East 72<sup>nd</sup> Street, New York, New York.

Advised **Cook Industries** on site, financing and assemblage of Tower 49, New York, New York., and subsequent sale to David Solomon.

Advised **Cook Industries** on acquisition and sale of 14 East 32<sup>nd</sup> Street, New York, New York.

Advised **Cook Industries** on acquisition and leaseback of Sheplers Store, Meja, Texas.

Advised **Cook Industries** on the sale of Ridgeway Plaza, Memphis, Tennessee.

Advised **Everett Cook** on development and tenanting of Overton Square, Memphis, Tennessee, prior to sale to Aetna.

Advised **Duchess County Land Conservancy** on easements and sale of James Cagney Farm, Millbrook, New York.

Advised **Ford Motor Company** on the sale of substantially all the assets of the real estate financing business unit of its wholly owned subsidiary of USL Capital Corporation to Bankers Trust Company.

Advised private **Greek Investor** on acquisition and financing of 1790 Broadway, New York, New York.

Advised **Sir Jack Hayward** on development and sale of 2,000-acre residential development, Fuertes-Ventura, in the Canary Islands.

Advised **Sir Jack Hayward and Edward St. George** on sale of Stallion Springs Ranch, 25,000 acres of mixed-use land, Tehachapi, California, to Carlsberg interests.

Advised **HRH Prince Mohamed bin Fahd and Sheik Abdullah Bahkesh** on the sale of Canal Place, New Orleans, Louisiana.

## **Ampton\* Transaction Experience: Real Estate – Commercial (cont.)**

Advised **HRH Prince Mohamed bin Fahd** on the acquisition and construction of Dag Hammerskjöld Plaza, New York, New York.

Advised **Newman Properties** on the sale of SeaTac Mall, Federal Way, Washington, to Rawson, Blum & Leon.

Advised **Newman Properties** on refinancing of the Mall of Orange, Orange, California, with Nomura Asset Capital Group.

Advised **Newman Properties** on the sale of the Mall of Orange, Orange, California, to Steadfast Properties.

Advised **Newman Properties** on the acquisition of Central Shopping Plaza, Camarillo, California, from Washington Mutual Saving Bank.

Advised **Newman Properties** on the sale of Central Shopping Plaza, Camarillo, California, to private group.

Advised **Newman Properties** on the acquisition of numerous debt and equity issues over the course of its corporate restructuring.

Advised **Intercontinental Diversified Corp.**, a holding company of **Sir Jack Hayward and Edward St. George**, on the development and financing of various properties in the Bahamas over a 20-year period.

Advised the **Los Angeles Rams** on the acquisition and construction of Anaheim Stadium, Anaheim Stadium.

Advised **LaSalle Partners** on the sale of a minority interest to the Dai-ichi Mutual Life Insurance Company.

Advised **Macerich** on the refinancing of the Village at Corte Madera, Corte Madera, California, subsequent to purchase from Newman Properties.

Advised **Meditrust** in the acquisition of Santa Anita paired share REIT.

Advised **O'Connor Group** on the sale of the Corbins Corner Shopping Parkade, West Hartford, Connecticut.

Advised **Marty Pasetta Productions** in establishing and administering foreign live television production facilities in Monaco.

Advised **A.N. Pritzker** on the acquisition of retail properties in Tahoe, Nevada.

Advised **Ring Brothers** on multiple apartment finance issues including County Woods condominiums, Los Angeles, California.

Advised **The Rouse Company** in executing the purchase of various interests from institutional holders while advising on the restructuring of a complex subsidiary partnership.

Advised **Joseph E. Seagrams & Sons** on sale of Seagrams Building, New York, New York, to Teachers Insurance and Annuity Association.

Advised **Stanley Stahl** on securitization and sale of various of his properties.

Advised **Dr. Jules Stein** on administration of Madison and 57<sup>th</sup> Corp, a real property holding company, and disposition of assets for estate.

Advised **Dr. George Strenger** on acquisition and cooperative conversion of 27 Prospect Park West, Brooklyn, New York.

Advised **William Walde Inc.** on purchase of several assets from Simon Property Group.

Advised **Washington Mutual Savings Bank**, a wholly owned subsidiary of **Preston Ridge Company**, in more than a dozen acquisitions and dispositions of real property assets.

Advised **Alejandro Yeminijian** on sale of 509 Madison Avenue, New York, New York, to Nabil Charouni and Allen Clore.

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## *Appendix A*

# Ampton\* Transaction Experience: Real Estate - Hotel

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Advised **Accor S.A.** on its acquisition of Red Roof Inns, Inc. via tender offer.

Advised **Dr. Peter S. Bing** in various transactions including sale of the Dorset Hotel, New York, New York.

Advised **Gerald Blakeley** on the development and growth of the Ritz Carlton Hotel, Boston, Massachusetts.

Advised **B.K.S. Inc.** on the sale of the Ritz Carlton Hotel, New York, New York, to W.B. Johnson Properties Inc.

Advised **Alex DiLorenzo** on the sale of the St. Moritz Hotel, New York, New York.

Advised **Hyatt Hotels** on sale of Anaheim, California Hyatt Hotel to Leo Freidman.

Advised **Hyatt Hotels** on development of Long Beach, California Hyatt Hotel.

Advised **Hyatt Hotels** on urban redevelopment San Diego, California Hyatt Hotel.

Advised **Hyatt Hotels** on proposed urban redevelopment Portland, Oregon Hyatt Hotel.

Advised **Meditrust** on the acquisition of La Quinta.

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## *Appendix A*

### **Ampton\* Transaction Experience: Services**

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Advised the **Earl of Dartmouth P.C.** on the acquisition of an interest in Pac Title of Los Angeles, California.

Advised **H.R.H. Prince Mohamed bin Fahd** holding the debt of **TV AM Ltd.** converting debt into control, subsequent to selling on the debt and the assets to Brent Walker Plc.

Advised **Galileo International, Inc.**, on its merger with Cendant Corporation.

Advised **John Hemingway** on the merger of QVS Chicago into SmarteCarte, Inc.

Advised **J.C. Penney Company, Inc.** on the sale of Sarma S.A. to GN-inno-BM S.A.

Advised **J.C. Penney Company, Inc.** On the formation of a joint venture with GB-inno-BM S.A.

Advised **United States Postal Service** on its Transportation Agreement with FedEx Corporation.

Advised **United States Postal Service** on its Drop Box Agreement with FedEx Corporation.

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## *Appendix A*

### **Ampton\* Transaction Experience: Sports**

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Advised **Anheuser-Busch International, Inc.** on the sale of the St. Louis National Baseball club and Civic Center Corporation to SLC Holdings L.L.C.

Advised the **Dial Corporation** on the sale of its ownership stake in the Phoenix Suns basketball franchise.

Advised the **Kansas City Royals Baseball Corporation** on its sale to David Glass.

Advised the **Los Angeles Rams** on the acquisition and construction of Anaheim Stadium.

Advised the **New Jersey Nets** on restructuring prior to sale.

Advised **St. Louis Blues** on a valuation and strategic alternatives including sale.

Advised **Tampa Bay Devils Rays** and its general partners on strategic alternatives including the sale of a 49% ownership stake to a group led by Stuart Sternberg.

## Appendix A

# Ampton\* Transaction Experience: Technology

Advised **DaimlerChrysler AG** on the exchange of its interests in Xcellsis Gbmh and Ecostart Electric Drive Systems LLC for an equity stake in Ballard Power Systems, Inc.

Advised **Empresas La Moderna, S.A. de C.V.** on the merger of its fresh produce subsidiary Bionova with DNA Plant Technology Corporation.

Advised **Galileo International, Inc.**, on its merger with Cendant Corporation.

Advised **IBM Corp.** on the sale of its typewriter, intermediate printer and supplies business to Clayton, Dubilier & Rice, Inc.

Advised **Pritzker family** on its investment in LVad technologies, Inc.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermedics Inc.**, on its acquisition via tender offer of Thermo Sentron Inc.

Advised **Thermo Electron Corp.** and its subsidiary, **Trex Medical Corporation**, on the sale of its medical imaging business to Hologic Inc.

Advised **Thermo Electron Corp.** on its acquisition via tender offer of Trex Medical Corporation.

Advised **Thermo Electron Corp.** on its merger with Thermedics Inc.

Advised **Thermo Electron Corp.** on the spin-off to its shareholders of its equity interest in Viasys, Inc.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermo Cardiosystems Inc.** on its merger with Thoratec Laboratories Corporation.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermo Instruments System Inc.**, on its cash merger with Thermo Optek Corp.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermo Instruments System Inc.**, on its acquisition via tender offer of Thermo Bioanalysis Corporation.

Advised **Thermo Electron Corp.** and its subsidiary, **Thermedics Inc.**, on its acquisition via tender offer of Thermedics Detection Inc.

Advised **ViaLink, Inc.** in the sale of a division to NetPlex, Inc.

Ampton Investments, Inc.

## Appendix B

## **Biographies of Ampton Professionals**

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Ampton Investments Limited (“AIL”) is a wholly owned subsidiary of a company owned by the John Calthorpe family of the United Kingdom. Formed in 1986, it has made a series of investments in young U.K. Companies which, at the time of investment, typically, had been trading for less than three years. Some of these investments have grown materially and are now listed on the London Stock Exchange.

AIL has had a constant dialogue and traded ideas with Ampton Investments, Inc. This dialogue has enabled both organizations to access both institutional and individual investments for a variety of projects across a broad spectrum of sectors on both sides of the Atlantic.

AIL is headed by George H.E. Brooksbank.

## **Biographies of Ampton Professionals**

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**George Brooksbank FCA, is President of AIL. He is also an executive director of Watermark Group Plc which is a company that provides above the wing support services to the airline industry. It is the only company which has moved from OFEX to AIM and then to the Full List and now has a market capitalization of some £80 million, having grown operating profits and earnings per share at an annual compound growth rate of 30% for the last ten years. He is also a director of Wigmore Group Plc an AIM listed company involved in the construction and refurbishment in the leisure industry. During his career he has been Managing Director of a private venture capital company, worked in corporate finance ad deZoete & Bevan Ltd, set up and run a retailing company and been Group Financial Controller at Debenhams Plc. He initially trained and qualified as a chartered accountant with Binder Hamlyn in 1972.**

**He has a number of other directorships including Stratton Associates Ltd, a company set up to assist growing unquoted and quoted companies to raise between £2 - £50 million; he is asset in Stratton by a number of associates.**

**Mr. Brooksbank graduated from Eton College, Windsor and attended Vanderbilt University and was a graduate of Touraine University of France.**