



## Introduction to Duff & Phelps and Value-Trust

Munich, November 2009

AMSTERDAM = ATLANTA = AUSTIN = BOSTON = CHICAGO = CINCINNATI = DALLAS = DENVER = DETROIT = HOUSTON = LONDON = LOS ANGELES = MORRISTOWN MUNICH = NEW YORK = PARIS = PHILADELPHIA = PLANO = SAN FRANCISCO = SEATTLE = SHANGHAI = SILICON VALLEY = TOKYO = WASHINGTON, D.C.

## Content

Section	
Duff & Phelps Worldwide	2
Duff & Phelps and Value-Trust in Germany	6
Financial Reporting Valuation	10
Tax Valuation Services	11
Transaction Opinions & IDW S1 Valuations	12
M&A Advisory	13
Corporate Finance Consulting	14
Dispute and Arbitration Valuations	15
Our Credentials and Industry Expertise	
Management Team Germany – Professional Credentials	

Duff & Phelps Worldwide

## Duff & Phelps: Advice you value<sup>SM</sup>

### PROTECT, RECOVER AND MAXIMIZE VALUE FOR OUR CLIENTS

Duff & Phelps Corporation is a leading provider of independent financial advisory and investment banking services, supporting client needs principally in the areas of valuation, transactions, financial restructurings and disputes.

We have advised clients for more than 70 years and have a proven track record in the area of:

- Financial Reporting Valuation
- Tax Valuation Services
- Real Estate & Fixed Asset Valuations
- Investment Banking
- Corporate Finance Consulting
- Dispute and Arbitration Valuations

### DELIVERING VALUE SINCE 1932

Serving clients globally through

### 24 Offices

in Europe, the US and Asia.

One of the world's largest valuation services firm with more than

### 1,200 Professionals

In Europe 130 professionals work for Duff & Phelps. Our professionals have audit, Investment Banking, strategy consulting and corporate backgrounds.

In Germany, Duff & Phelps closely works together with our independent partner

Value-Trust, a German Wirtschaftsprüfungsgesellschaft (audit firm).

### Milestones

- 1932: Foundation of Duff & Phelps to provide high quality investment research.
- 2005: Acquisition of Standard & Poor's Corporate Value Consulting (CVC) business.
- 2006: Opening of Munich office Acquisition of specialty investment bank Chanin Capital Partners, LLC.
- 2007: Duff & Phelps publicly listed on the NYSE (NYSE: DUF).
- 2008: Global alliance with World Tax Service (WTS).

www.duffandphelps.com



Independence



**Technical Expertise** 



Industry Experience

DUFF&PHELPS

## Duff & Phelps: One Corporation. One Team.



### COLLABORATION AND GLOBAL SCOPE

Serving clients globally through

### 24 Offices

in Europe, the US and Asia with 1,200 professionals.

### 4 Offices in Europe

With 130 professionals.

# 23 Professionals based in Germany.

### 2 Offices in Asia

located in Shanghai and Tokyo.

### **United States**

Atlanta, Austin, Boston, Chicago, Cincinnati, Dallas, Denver, Detroit, Houston, Los Angeles, Morristown, New York, Philadelphia, Plano, San Francisco, Seattle, Silicon Valley, Washington

DUFF & PHELPS

### VALUE TRUST

## **Duff & Phelps: Recent Milestones**



#### Valuation Opinion on TARP

Duff & Phelps provided the Valuation Report to the United States Congressional Oversight Panel (COP) for Economic Stabilisation estimating the Fair Market Value of certain preferred stock securities and warrants in 9 financial institutions acquired by the U.S. Treasury through various asset relief programs.

### LEHMAN BROTHERS

#### **Financial Advisor**

Duff & Phelps has been appointed as financial advisor to the U.S. Bankruptcy Court-appointed examiner in the Lehman Brothers bankruptcy.



#### Expert Advisor on Valuation Issues

Duff & Phelps, was recently engaged by the Directorate General for Competition of the European Commission as an expert advisor on valuation issues. Duff & Phelps will assist the Commission in the assessment of asset relief measures submitted by the European Union Member States in the context of state aid procedures. Duff & Phelps will also assist the Commission in the refinement and development of valuation principles and processes, and will provide training to Commission officials on topics of relevance for these areas.

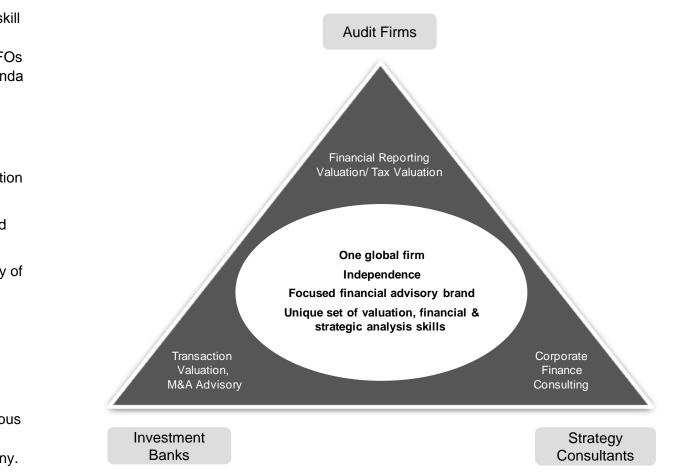
Duff & Phelps and Value-Trust in Germany

## Duff & Phelps: Our Positioning in Germany

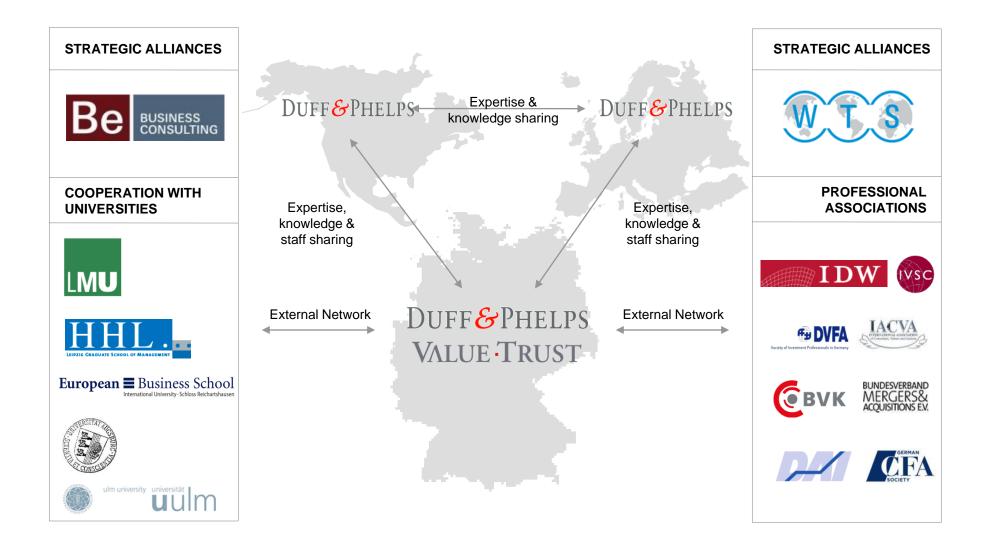
Duff & Phelps' integrated skill set meets the financial advisory needs of CEO/CFOs and the shareholders' agenda with an unique focus:

- Shareholder value & internal performance
- Quantification and valuation of strategies
- Portfolio optimization and M&A
- Transparency and quality of planning, performance measurement and controlling
- Optimization of financial structure

Duff & Phelps is a continuous financial advisor over the entire lifecycle of a company.



## Duff & Phelps: Our Network and Alliances



VALUE TRUST

### Services Overview

#### FINANCIAL REPORTING VALUATION



- Purchase Price Allocation
- Asset Impairment Testing
- Intellectual Property Valuation
- Contingent Asset and Liability Valuation
- Option Valuation
- Valuation of Non-Competes
- Independent Expert Valuations (IDW S1, IDW RS HFA 16, RS HFA 10)

#### TAX VALUATION SERVICES



- Tax Valuations
- Independent Expert Valuations (IDW S1)
- Transfer Pricing
- Business Incentives Advisory
- Property Tax Services
- Unclaimed Property and Sales Tax Services
- Strategic Tax Advisory Review Services
- Transaction Tax Advisory Services

### **INVESTMENT BANKING**



- Mergers & Acquisitions Advisory \*)
- Financial Restructurings and Special Situations
- Fairness Opinions
- Solvency Opinions
- Independent Expert Valuations (IDW S1)

### CORPORATE FINANCE CONSULTING



- Strategic Value Advisory
- Due Diligence
- Portfolio Investment Valuation (for PE and Corporates)
- Financial Engineering

#### DISPUTE AND ARBITRATION VALUATIONS



- Intellectual Property Disputes
- Commercial and Shareholder Disputes
- Purchase Price Disputes and Arbitration
- Financial and Market Behavior Analytics for Litigation Support

### REAL ESTATE AND FIXED ASSET VALUATIONS



VALUE TRUST

- Real Estate Valuation and Consulting
- Real Estate Transaction Due Diligence
- Machinery and Equipment Valuation
- Asset Records Reconciliation
- Fixed Asset Consulting

\*) Regulated Mergers & Acquisitions services in Europe are provided by Duff & Phelps Securities Ltd. Duff & Phelps Securities Ltd. is authorized and regulated by the Financial Services Authority.

DUFF & PHELPS

## **Financial Reporting Valuation – Selected Projects**

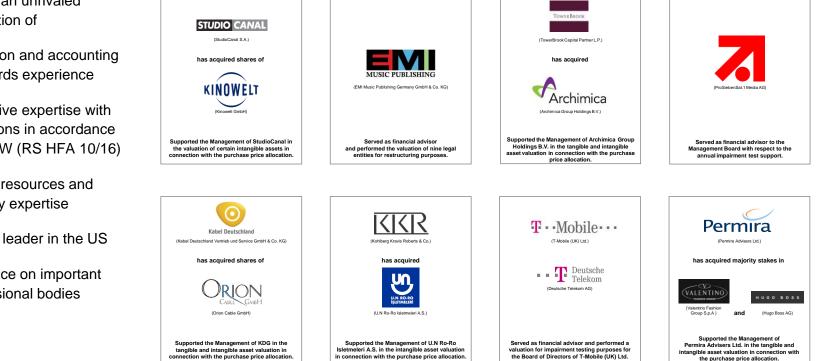
### In Financial Reporting Valuation we focus on

- Purchase Price Allocations
- Independent Expert Valuations
- International Business Combinations

Goodwill and Asset Impairment Testing

VALUE TRUST

- Intellectual Property Valuation
- Option and Business Valuations



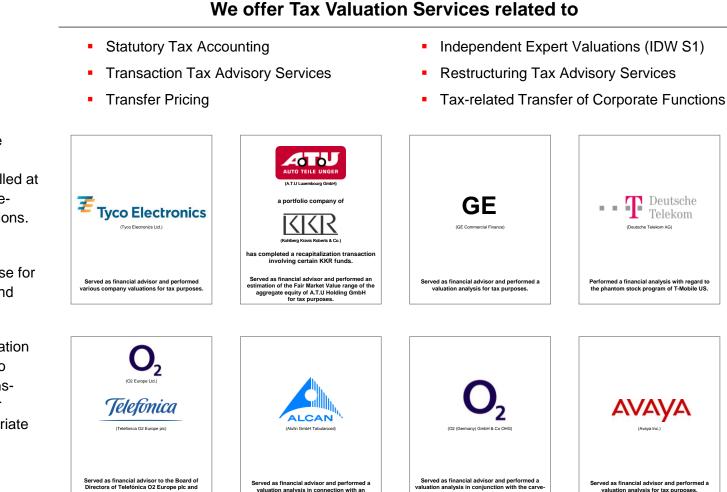
### We offer an unrivaled combination of

- Valuation and accounting standards experience
- Extensive expertise with valuations in accordance with IDW (RS HFA 10/16)
- Global resources and industry expertise
- Market leader in the US
- Presence on important professional bodies

## DUFF & PHELPS

performed an estimation of the

Fair Market Value of O2 Europe Ltd.



out of parts of the broadband business

of Telefónica Deutschland GmbH.

VALUE TRUST

Our professionals have extensive testifying experience and are skilled at forming strategy and defending valuation positions.

We have the requisite knowledge and expertise for today's changing tax and regulatory landscape.

In addition, our cooperation with WTS enables us to provide tax related transaction support, transfer pricing, VAT and expatriate services.

## DUFF&PHELPS

intragroup transfer of shares for tax purposes.

## Transaction Opinions & IDW S1 Valuations – Selected Projects

### We provide Transaction Opinions in connection with

- Mergers & Acquisitions and Divestitures
- Squeeze Outs
- Leveraged Buyouts

### **Fairness Opinion Ranking**

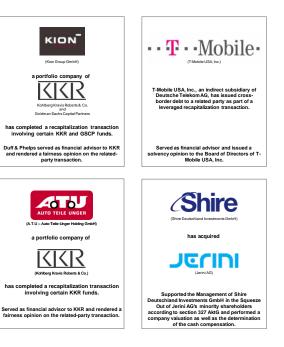
US 2008

Rank	Financial Advisor	# of Deals
1	JP Morgan	71
1	Goldman Sachs & Co	71
3	Duff & Phelps	45
4	Houlihan Lokey	43
5	UBS	42
6	Morgan Stanley	40
7	Barclays Capital	34
8	Merrill Lynch	33
9	Deutsche Bank AG	32
10	Sandler O'Neill Partners	31
11	Credit Suisse	29
12	Citigroup	27

- Going-private Transactions
- Related-party Transactions
- Distressed/Special Situations

### **Recent Engagements**

Germany



Transaction Opinions that withstand the most rigorous scrutiny. Our Munich team includes former Partners at Big 4 firms with extensive experience in Fairness & Solvency Opinions and IDW S1 Valuations. Over the past four years we

We are uniquely positioned

to provide independent

provided more than 200 Fairness Opinions to our clients.

## M&A Advisory – Selected Projects

### Our Expertise in M&A Advisory

- Acquisition & Merger Advice
- Sell Side Advice
- Corporate Divestitures & JV-Structuring

### M&A League Table

US 2008; values up to \$100m

Rank	Financial Advisor	# of Deals
1	Houlihan Lokey	93
2	Lazard	40
3	GW Equity	39
4	Duff & Phelps	38
4	<b>RBC</b> Capital Markets	38
6	Lincoln International	35
7	Jefferies & Co Inc	34
7	William Blair & Co	34
9	McGladrey Capital Markets	33
10	Goldman Sachs & Co	32

#### Leveraged & Management Buyouts

- Recapitalizations
- Private Placement of Debt and Equity

### **Recent Engagements**

Germany



We guide management teams and stakeholders through the transaction process.

We leverage years of experience to maximize value for our clients and ensure their strategic goals are met on the best possible terms.

Over the last 15 years Duff & Phelps has advised leading market participants in over 400 closed transactions across a wide range of industries.

## **Corporate Finance Consulting – Selected Projects**

### In Corporate Finance Consulting we focus on

- Strategic Value Advisory
  - Value Analysis & Improvement
  - Strategy Analysis & Valuation
  - Transaction Valuation
  - Business Planning & Financial Modeling
  - Performance Improvement

- Due Diligence
- Portfolio Investment Valuation

VALUE TRUST

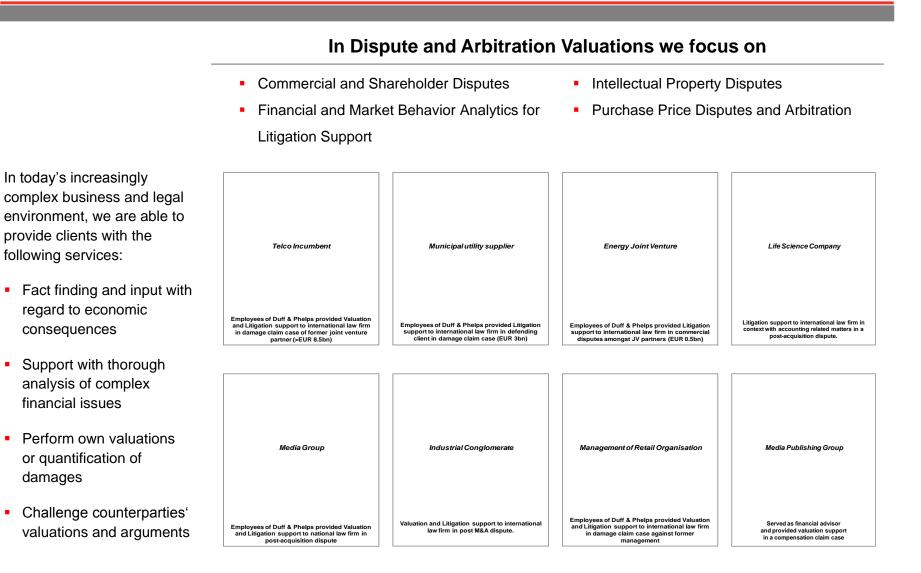
Financial Engineering



Our specialists for Corporate Finance Consulting possess a unique combination of strategic and corporate finance know-how.

Whether you are evaluating your strategic options or consider an acquisition, a sale, a restructuring or a new direction – Duff & Phelps is globally recognized for the rigor of our analyses, our commercial acumen and the independence of our advice in Corporate Finance.

## **Dispute and Arbitration Valuations – Selected Projects**



DUFF & PHELPS

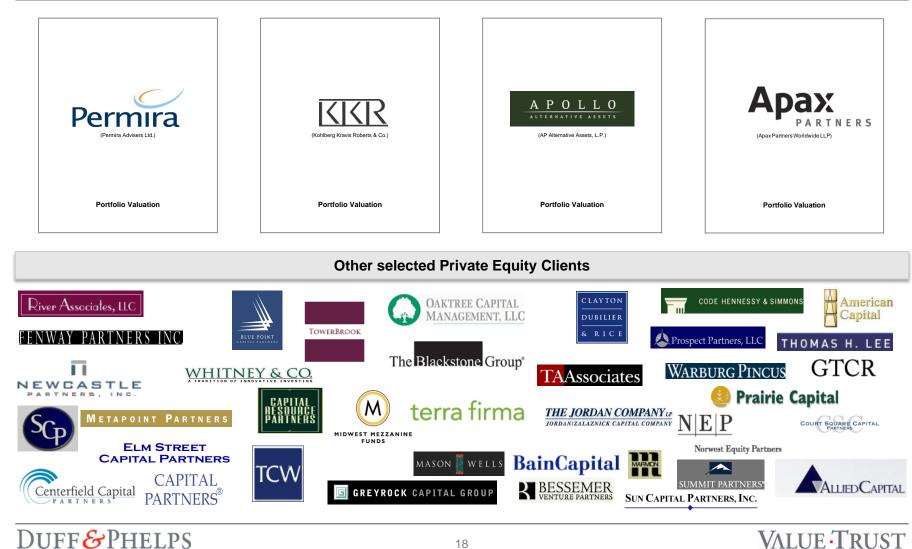
Our Credentials and Industry Expertise

## Selected Clients by Industry



## Selected Clients by Industry

#### We act as an advisor for leading private equity companies, hedge funds and business development companies



### VALUE TRUST

## Management Team Germany – Professional Credentials

## **Duff & Phelps and Value-Trust Management Teams Germany**

## DUFF & PHELPS



Dr. Christian Aders CEFA, CVA Managing Director



Frank Bollmann

Managing Director



Dr. Florian Wiedemann

Managing Director

## VALUE TRUST



Michael Wabnitz Wirtschaftsprüfer, Steuerberater Managing Director



**Axel Bauer** 

Director



Wolfgang Essler CVA

Director



Andreas P. Stöcklin MBA

Director



Florian Starck Steuerberater Director

VALUE TRUST

### DUFF & PHELPS



### Dr. Christian Aders CEFA, CVA

Managing Director Duff & Phelps GmbH

#### **Contact Information:**

Phone:	+49 89 388884 100
Fax:	+49 89 388884 444
Mobile:	+49 172 850 4839

#### E-mail Address:

christian.aders@duffandphelps.com

#### Office Address:

Leopoldstr. 8 80802 München Germany Dr. Christian Aders is a Managing Director, leads the Munich Office of Duff & Phelps and is part of the Investment Banking / Transaction Opinion & Corporate Finance Consulting Practice.

#### Professional Experience:

- Chris started his professional career 1993 at KPMG. He spent the first three years in the Assurance department, where he carried out audits, group audits, due diligence and business valuations. From 1996 to 2006 he worked in the Corporate Finance department of KPMG and developed extensive experience in the areas financial reporting & tax valuations, intangible asset valuations, fairness opinions, transaction opinions, M&A advice, value based management, value analysis of business plans and corporate strategies.
- · In October 2006 Chris joined Duff & Phelps.
- Engagement highlights include:
  - Valuation of market entry strategies for a German mobile services provider as well as continuous corporate finance advice
  - Corporate Finance Advisory for a large public Financial Services company
- Merger advice and continuous corporate finance advice for a German diversified telecommunication company
- Development and implementation of economic value added and value based management concepts for different DAX 110 companies
- Fairness and independent expert opinions as well as facilitation advice in conjunction with disposals or related parties transactions for DAX 110 companies or private equity funds
- Assessment of the goodwill for taxation purposes in the opening balance of a DAX 30 company
- Corporate finance and transaction advice for media and telecommunication companies
- Impairment valuation for one of the top tier German car manufacturer
- Brand and technology valuation for an international car manufacturer
- M&A advisory for mid caps
- · Chris has written many publications and regularly presents at conferences

#### **Education & Certifications:**

- Diplom-Kaufmann (LMU Munich) and Dr. oec. publ. (LMU Munich)
- Certified EFFAS Financial Analyst (CEFA) and Certified Valuation Analyst (CVA)

### Professional Associations & Affiliations:

- The European Federation of Financial Analysts Societies (EFFAS)
- Society of Investment Professionals in Germany (DVFA), Member; DVFA Expert Group "Fairness Opinions", Member
- International Association of Consultants, Valuers and Analysts (IACVA)-Germany, Founder Member
- National Association of Certified Valuation Analysts (NACVA), Member
- Visiting lecturer for business valuation at LMU Munich



### Frank G.E. Bollmann

Managing Director Duff & Phelps GmbH

#### **Contact Information:**

 Phone:
 +49 89 388 884 400

 Fax:
 +49 89 388 884 444

 Mobile:
 +49 163 165 0080

#### E-mail Address:

frank.bollmann@duffandphelps.com

#### Office Address:

Leopoldstr. 8 80802 München Germany Frank Bollmann is a Managing Director in the European Practice of Duff & Phelps GmbH. Frank heads up the Valuation Advisory Practice in Germany, specialized in advising European clients on matters regarding regulatory and business valuations.

#### **Professional Experience:**

- Frank is the Practice Leader for Valuation Advisory of Duff & Phelps in Germany.
- Prior to joining the German operations of Duff & Phelps, Frank was involved in starting the European operations of Standard & Poor's Corporate Value Consulting in Amsterdam. Before returning to Europe, Frank worked for many years in the Silicon Valley Office. He advises a broad range of clients on valuation issues regarding:
  - Asset and goodwill impairments;
  - Asset valuations for financial reporting purposes;
  - Asset valuations for tax purposes;
  - Fairness opinions for the Board of Directors;
- Capital structure analyses; as well as
- General valuation consulting.
- As part of the Financial Reporting Practice, Frank specializes in IFRS/IAS issues concerning valuation matters and advises clients in the application of IASB guidance.
- During his international career, Frank completed assignments in Skutec, Czech Republic; Paris, France; Düsseldorf, Germany; Silicon Valley, California; and Amsterdam, Netherlands.
- · Frank presents regularly at conferences, including:
  - The White and Lee LLP Seminar Series, San Jose, California, 2002;
  - The Paneuropean Intellectual Property Summit, Brussels, Belgium;
  - The Licensing Executive Society's Annual Conference, Munich, Germany, 2005.

#### **Education & Certifications:**

- · Masters (Diplom) Economics, University of Bonn, Germany in cooperation with the University of California, Berkeley, California
- · Adjunct professor at the University of Cologne, Germany, teaching valuation classes to graduate students

#### Professional Affiliations / Board Memberships:

- · Member of the International Valuation Standards Board within the IVSC
- Member of the Consultative Advisory Group (CAG) to the International Auditing and Assurance Standards Board (IAASB) within the International Federation of Accountants (IFAC)



### Dr. Florian Wiedemann<sup>•</sup>

Managing Director Duff & Phelps GmbH

#### **Contact Information:**

 Phone:
 +49 89 388 884 110

 Fax:
 +49 89 388 884 444

 Mobile:
 +49 172 8699 708

#### E-mail Address:

florian.wiedemann@duffandphelps.com

#### Office Address:

Leopoldstr. 8 80802 München Germany Dr. Florian Wiedemann is a Managing Director in the Munich Office of Duff & Phelps GmbH and is part of the Corporate Finance Consulting Practice.

#### **Professional Experience:**

- Florian started his professional career at KPMG in 1998 where he worked in the Corporate Finance department. He
  developed extensive experience in the areas business valuations, intangible asset valuations (esp. brand valuation and
  brand management), value based management, M&A advice, value analysis of business plans and corporate strategies.
- Florian's sector expertise is focused on communication & information, media & entertainment, consumer and industrial products.
- In April 2007 Florian joined Duff & Phelps.
- Engagement highlights include:
  - Development and implementation of economic value added and value based management concepts for several companies in Germany and Europe;
  - Valuation of an international top tier car manufacturer in conjunction with M&A support during a transaction;
  - Development and implementation of a business plan, company valuation, M&A advice and optimization of capital structure for a German based international financial services company;
  - Valuation of market entry strategies for a German mobile services provider as well as continuous corporate finance advice;
  - Brand valuation, development and implementation of a brand management dashboard for a German mobile services provider;
  - Analysis and benchmarking of cost structures for a German diversified telecommunication company;
  - M&A advice for a German based international industry conglomerate;
  - Valuation of business units for a German-based international chemical industry company;
  - Development and implementation of a spending guideline for several international subsidiaries of a German diversified telecommunication company;
  - Development and implementation of an integrated planning and controlling system for the connection of operating toplevel figures with key performance indicators for an international subsidiary of a German diversified telecommunication company;
- Florian has written many publications and presents regularly at conferences.

### **Education & Certifications:**

- Diplom-Kaufmann (LMU Munich)
- Dr. oec. (University of St. Gallen)



### Michael Wabnitz Wirtschaftsprüfer Steuerberater

Managing Director Value-Trust Financial Advisors GmbH Wirtschaftsprüfungsgesellschaft

#### **Contact Information:**

 Phone:
 +49 89 388 790 100

 Fax:
 +49 89 388 790 444

 Mobile:
 +49 172 855 5966

#### E-mail Address:

michael.wabnitz@value-trust.de

#### Office Address:

Leopoldstr. 8 80802 München Germany Michael Wabnitz is a Managing Director and leads the office of Value-Trust in Munich.

#### **Professional Experience:**

- Michael started his professional career at KPMG in 1995 and became Partner in the Corporate Finance department in 2005. In this time, he developed extensive experience and advised companies in the areas financial reporting & tax valuations, intangible asset valuations, fairness and transaction opinions, M&A advice, value based management as well as value analysis of business plans and corporate strategies.
- Michael's sector expertise is focused on communication & information, media & entertainment, consumer and industrial products.
- In 2007 Michael joined Value-Trust as a Managing Director where he pursues his focus on communication & information as well as media & entertainment clients.
- Michael's engagement highlights include:
  - Corporate finance, transaction and M&A advice as well as fairness and independent expert opinions for large variety of public listed and private companies;
  - Advice to management in conjunction with market entry, value based management and growth strategies as well as continuous corporate finance advice for an integrated German mobile network and broadband operator;
  - Advice, conception and implementation of integrated planning models and dashboards to assess, implement and monitor management strategies and scenarios;
  - Valuation of listed companies and advice to the management in the scope of a squeeze out of minority shareholders as well as domination agreement and a lawsuit acc. to German Commercial Code;
  - IPO-Advice, including project management as lead financial advisor, for media and technology companies;
  - Valuation of the film libraries of a variety of leading German film licensors and production companies as well as various other valuations of intellectual property, including media rights and licenses, brands, mostly within the scope of transactions, purchase price allocations according to IFRS and US GAAP or legal restructuring.

#### **Education & Certifications:**

- Diplom-Kaufmann (Johann Wolfgang Goethe University of Frankfurt)
- Wirtschaftsprüfer, Steuerberater