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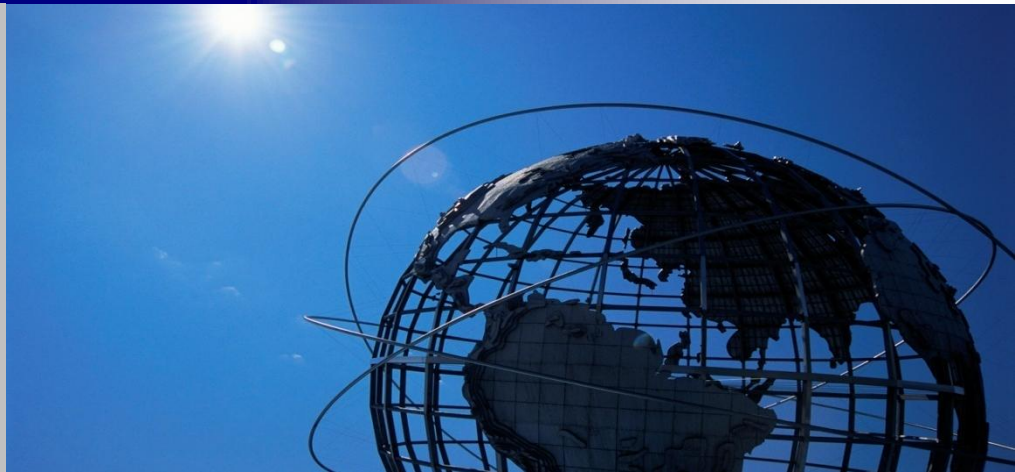
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Global Mergers & Acquisitions Update

Fourth Quarter 2009

Contents

- United States & Canada 2
- Latin America 3
- Europe 4
- Asia & India 5

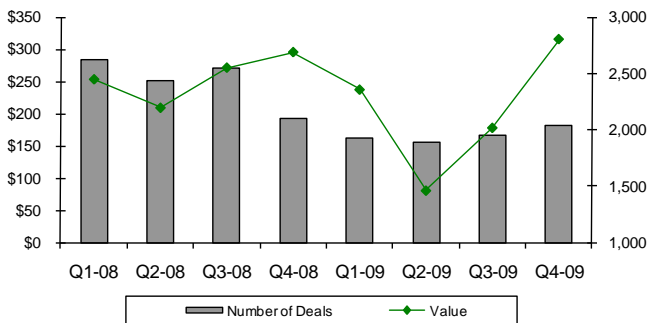
United States & Canada

M&A Activity

U.S. and Canada Deal Value Surges

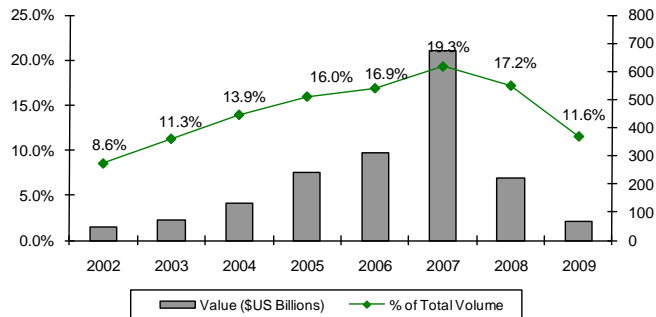
Completed deal volume in the U.S. & Canada in the fourth quarter of 2009 fell 3% compared to the same period in 2008. Completed deal value in the fourth quarter of 2009 reached US\$315 billion, 7% more than the same period the previous year. While deal volume increased only by 4.5% compared to last quarter, completed deal value saw a major increase of 77%. The increase in completed deal value is explained by the closing of several mega-deals, including the acquisition of pharmaceutical company Wyeth, by its competitor Pfizer, for approximately US\$65 billion.

Completed U.S. & Canada-Target Transactions



Source: Thomson Financial

Historical Private Equity Involvement



Source: Thomson Financial

Select M&A News

• Dragados Construction acquires Pulice Construction

Dragados Construction USA, Inc., the U.S.-based construction company and subsidiary of Actividades de Construccion y Servicios SA, the Spanish company engaged in construction and management of infrastructures and services, has acquired Pulice Construction, Inc., the U.S. based construction company, for approximately US\$143 million. The transaction value represents a multiple of 5.3x EBITDA and 0.6x Revenue. The acquisition is in line with Actividades de Construccion y Servicios' strategy of expanding and strengthening its position in the U.S. market.

• Chemring Group acquires Hi-Shear Technology

Chemring Group PLC, the listed UK manufacturer of energetic material products and decoy countermeasures for the defense, security and safety markets, has acquired Hi-Shear Technology, Corp., the listed U.S. based provider of pyrotechnic, mechanical, and electronic products to the aerospace and defense markets, for approximately US\$125 million. The transaction value

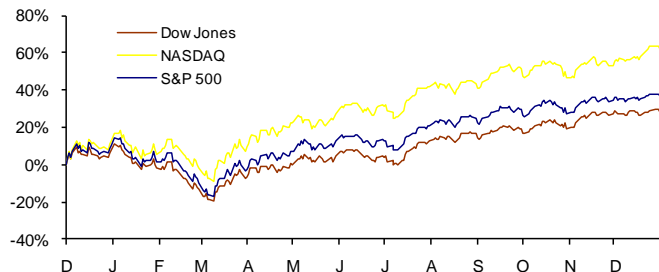
represents a multiple of 10.8x EBITDA and 4.8x Revenue. The acquisition of Hi-Shear will expand Chemring's operations and strengthen its presence in the space and missile defense markets. The acquisition is expected to have a positive effect on Chemring's earnings in the first full financial year.

• Twin Butte Energy acquires Buffalo Oil

Twin Butte Energy, Ltd., a listed Canada oil and gas exploration, development and production company, has acquired Buffalo Oil, Corp., the listed Canada based oil and gas company, for approximately US\$97 million via a scheme of arrangement agreement (0.7 Twin Butte shares will be exchanged for each Buffalo share). The transaction value represents a multiple of 3.7x EBITDA and 1.9x Revenue. William Trickett, the CEO of Buffalo will continue with Twin Butte. Upon the closing of the transaction, Twin Butte shareholders will own approximately 51% and Buffalo shareholders will own approximately 49% of the Company.

Market Trends

LTM Equity Market Performance



Source: Yahoo! Finance

Treasury & Government Issue Yields

	United States		Canada	
	12/31/2009	1 Year Ago	12/31/2009	1 Year Ago
3 Month	0.06%	0.11%	0.19%	0.83%
6 Month	0.20%	0.27%	0.27%	0.85%
1 Year	0.47%	0.37%	0.69%	0.85%
5 Year	2.69%	1.55%	2.77%	1.69%
10 Year	3.85%	2.25%	3.61%	2.69%

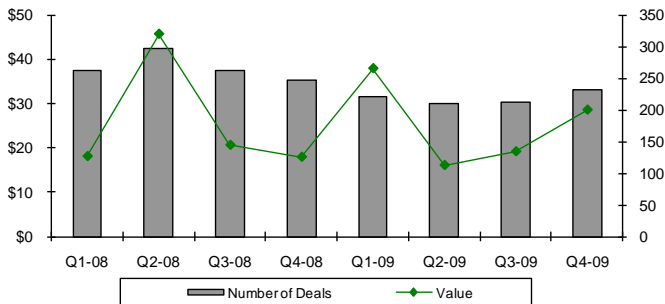
Source: U.S. Department of Treasury and Bank of Canada

M&A Activity

Latin America M&A - Driven by Consumer Products

Completed deal value in the fourth quarter of 2009 reached US\$28 billion, a 59% increase from the same period in 2008. While deal volume increased by only 8.9% compared to last quarter, completed deal value saw a major increase of 49.1%. Latin America M&A activity has shown a positive growth trend since the second quarter, both in deal volume and value. Growth has been mainly driven by deals in the consumer products industry, accounting for almost 30% of total Latin America activity in 2009. Almost 75% of total deal value in this industry took place in Brazil.

Completed Latin American-Target Transactions



Source: Thomson Financial

Select M&A News

• *Corporacion Socialista Cementera acquires CA Fabrica Nacional de Cementos*

Corporacion Socialista Cementera, a Venezuelan state-owned construction company, has acquired a 93.8% stake in Fabrica Nacional de Cementos SA, the Venezuela-based cement company, from Lafarge SA, the listed French manufacturer of building materials for approximately US\$247 million. The transaction value represents a multiple of 5.7x EBITDA. The Government of Venezuela will pay 40% of the consideration within a period of five days, and the remaining 60% over a period of four years with no interest.

• *Corporacion Interamericana de Entretenimiento acquires Grupo Cinemex*

Corporacion Interamericana de Entretenimiento S.A.B. de C.V., the Mexican entertainment company has acquired Grupo

Select Latin American Interest Rates

Most Recent as of December 31, 2009

	Current		1 Year Ago	
	3-month	10-year	3-month	10-year
Argentina	11.94%	NA	19.56%	NA
Brazil	8.65%	6.16%*	13.66%	6.16%*
Chile	0.72%	1.67%*	8.28%	2.85%*
Colombia	4.11%	5.22%*	9.82%	6.86%*
Mexico	4.5%*	7.80%	7.97%	8.00%
Venezuela	14.60%	6.55%*	17.24%	6.55%*

Source: The Economist

*USD denominated bonds

Other Economic Indicators

% Change on Year Ago

	Consumer Prices		Gross Domestic Product		
	Latest	1 Year Ago	Q4	2009F	2010F
Argentina	+7.1 Nov	+7.9	+0.2	-0.5	+1.4
Brazil	+4.2 Nov	+6.4	+5.1	0	+3.8
Chile	-2.3 Nov	+8.9	+4.6	-1.2	+3.5
Colombia	+2.4 Nov	+7.7	+2.7	+0.2	+2.4
Mexico	+3.9 Nov	+6.2	+12.2	-7.1	+3.0
Venezuela	+28.6 Nov	+32.7	NA	-3.0	-3.4

Source: The Economist

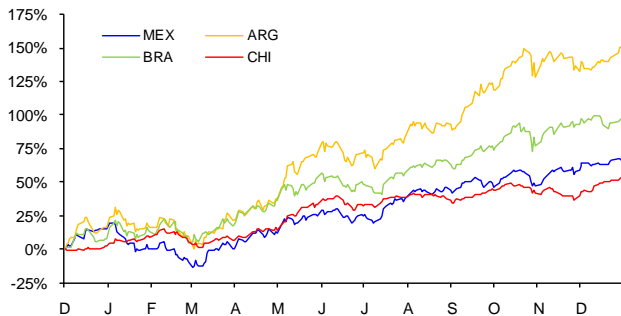
Cinemex, S.A. de C.V., the Mexican based operator of cinemas and theatres, from AMC Entertainment, Inc., the listed U.S. based operator of multiplex cinemas and exhibition centers, for approximately US\$315 million. CIE would also assume net debt of US\$78 million of Cinemex.

• *Tyco Flow Control acquires Hiter Industria e Comercio*

Tyco Flow Control, the U.S. supplier of flow management, water and environmental systems and thermal control solutions and subsidiary of Tyco International, Ltd., the Swiss diversified conglomerate, has acquired Hiter Industria e Comercio de Controle Termo Hidraulico, Ltda., the Brazilian manufacturer of valve and actuator products for power generation, oil production and refining, chemical and petrochemical, pharmaceutical, food and beverage, gas, water, marine and shipbuilding and nuclear industries, for approximately US\$105 million.

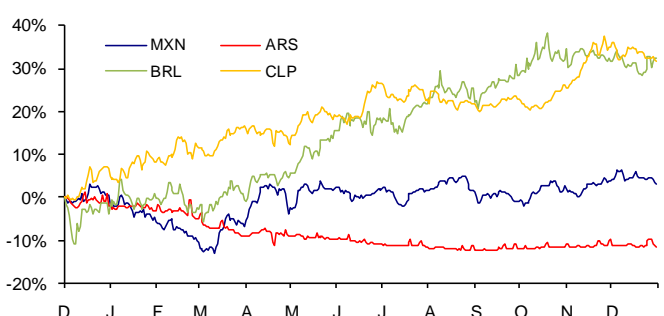
Market Trends

LTM Equity Market Performance



Source: Yahoo! Finance

LTM Currency Performance Versus U.S. Dollar



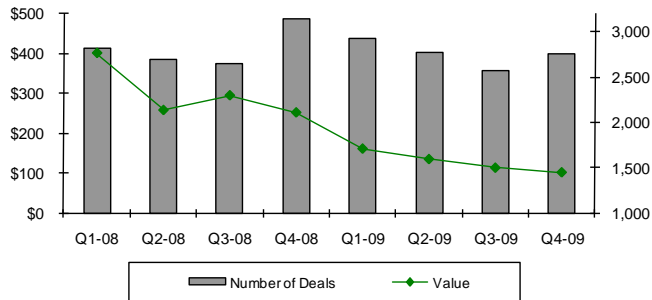
Source: OANDA Corporation

M&A Activity

European M&A Activity - Extended Downturn

Completed deal volume in Europe in the fourth quarter of 2009 decreased 12% from the same period in 2008. Completed deal value in the fourth quarter of 2009 reached US\$102 billion, 59% less than the same period for the previous year. M&A activity in Europe over the course of 2009 remained grim with a decrease of approximately 20% in terms of value and volume compared to 2008. Deal flow overall was characterized by a high number of small-to-medium-sized deals across the region.

Completed European-Target Transactions



Source: Thomson Financial

Select M&A News

• **Outotec acquires Larox**

Outotec Oyj, the Finnish provider of process solutions, technologies and services for the mining and metallurgical industries, has acquired Larox Oyj, the Finland based manufacturer and distributor of industrial filters such as automatic pressure filters and polishing filters for solid and liquid separation processes used in mining and chemical processing, for approximately US\$99 million. The transaction value represents a multiple of 8.5x EBITDA and 0.4x Revenue.

• **DePuy Orthopedics acquires Finsbury Orthopedics**

DePuy Orthopedics, Inc., the U.S. designer, manufacturer and distributor of orthopedic devices, supplies and operating room products and a subsidiary of Johnson & Johnson, the listed U.S. pharmaceutical company, has acquired Finsbury Orthopedics, Ltd., the U.K.-based manufacturer and distributor of orthopedic

Select European Interest Rates

Most Recent as of December 31, 2009

	Current		1 Year Ago	
	3-month	10-year	3-month	10-year
Britain	0.66%	4.17%	2.73%	3.29%
France	0.72%	3.55%	2.97%	3.40%
Germany	0.72%	3.55%	2.97%	2.94%
Italy	0.72%	4.02%	2.97%	4.25%
Spain	0.72%	3.95%	2.97%	3.82%

Source: The Economist

Other Economic Indicators

% Change on Year Ago

	Consumer Prices		Gross Domestic Product		
	Latest	1 Year Ago	Q4	2009F	2010F
Britain	+1.9 Nov	+4.1	-1.2	-4.5	+1.3
France	+0.4 Nov	+1.6	+1.0	-4.5	+1.3
Germany	+0.7 Dec	+1.1	+2.9	-4.9	+1.6
Italy	+0.7 Nov	+2.7	+2.3	-4.8	+0.9
Spain	+0.3 Nov	+2.4	-1.2	-3.6	-0.1

Source: The Economist

implants, from a U.K.-based private investor with interests in the medical equipment and services sector, for approximately US\$98 million. Finsbury Orthopedics has reported turnover of GBP\$34 million (US\$49 million) for the year ended September 2008 and employs about 250 people. The acquisition will add several key products to DePuy's distribution offering.

• **Jagenberg acquires Gamma Holding (Coating and Composites)**

Jagenberg AG, the German industrial company mainly active in the field of machine building, has acquired the coating and composites business of Gamma Holding NV, the listed Netherlands-based company engaged in the development, manufacture and sale of textile based products, for approximately US\$56 million. The transaction represents a multiple of 0.5x Revenue. As a result of this sale, Gamma Holding has reduced its debt.

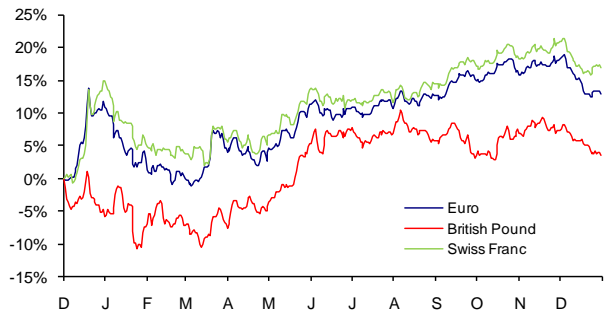
Market Trends

LTM Equity Market Performance



Source: Yahoo! Finance

LTM Currency Performance Versus U.S. Dollar



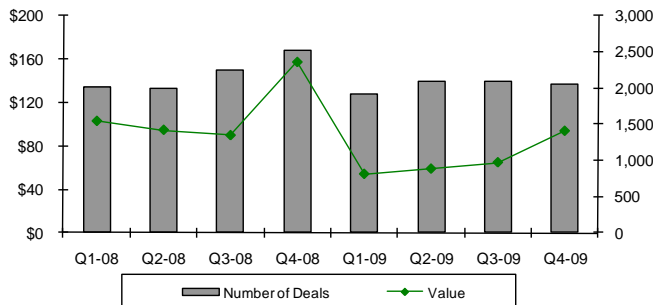
Source: OANDA Corporation

M&A Activity

Asian M&A Activity - Positive Growth Trend in 2009

Deal value in the fourth quarter of 2009 reached US\$94 billion, reflecting a 45.5% growth compared to previous quarter. Asia has been the only region in the M&A markets showing a positive growth trend on quarter over quarter activity during 2009. The main driver for growth in 2009 was the Energy, Mining and Utilities industry, accounting for almost 40% of total deal value.

Completed Asian-Target Transactions



Source: Thomson Financial

Select M&A News

China Holdings Acquisition acquires Jinjiang Hengda Ceramics

China Holdings Acquisition Corp., the listed U.S. company formed for the purpose of acquiring businesses in Asia, has acquired Jinjiang Hengda Ceramics, Co., the China-based manufacturer of exterior and interior tiles for residential and commercial uses, for approximately US\$112 million. The transaction value represents a multiple of 3.7x EBITDA and 1.0x Revenue. The transaction is in line with China Holdings' strategy to enter the Chinese building products market.

MUL Principal Investments acquires Tarami

MUL Principal Investments Co., Ltd., the Japanese private equity fund of Mitsubishi UFJ Lease & Finance Co., Ltd., the listed Japan-based company engaged in providing leasing services, syndicated loans, various types of financing, and insurance services, has acquired Tarami Co., Ltd., the Japan based producer of fruit and fruit-flavored gelatin cups and fruit jelly from

Select Asian Interest Rates

Most Recent as of December 31, 2009

	Current		1 Year Ago	
	3-month	10-year	3-month	10-year
China	1.83%	3.70%	1.86%	2.70%
Hong Kong	0.14%	2.46%	1.00%	1.20%
India	3.75%	7.71%	5.43%	6.45%
Japan	0.34%	1.27%	0.62%	1.22%
Singapore	0.50%	2.63%	0.91%	2.11%
South Korea	2.85%	5.31%	3.98%	4.48%

Source: The Economist

Other Economic Indicators

% Change on Year Ago

	Consumer Prices		Gross Domestic Product		
	Latest	1 Year Ago	Q4	2009F	2010F
China	+0.6 Nov	+2.4	NA	+8.2	+8.6
Hong Kong	+0.5 Nov	+3.1	+1.6	-3.2	+2.7
India	+11.5 Oct	+10.4	NA	+5.5	+6.3
Japan	-1.9 Nov	+1.0	+1.3	-5.4	+1.5
Singapore	-0.2 Nov	+5.5	+14.2	-4.5	+3.8
South Korea	+2.4 Nov	+4.5	+13.6	-1.0	+2.8

Source: The Economist

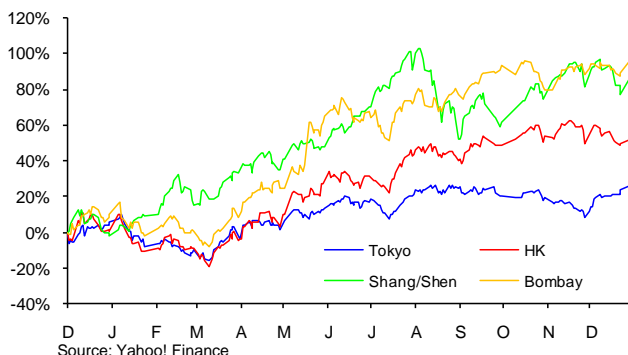
Sun Capital Partners, Inc., the U.S. based private equity firm, for approximately US\$78 million. The transaction value represents a multiple of 0.8x Revenue. MUL Principal Investments was established in March 2009, and the acquisition of Tarami is the first buyout of the firm.

A.O. Smith acquires Tianlong Holding (Water Treatment)

A.O. Smith Corp., the listed U.S. manufacturer of residential and commercial water heating equipment and electric motors, has acquired an 80% stake in the water treatment business of Tianlong Holding, Co., the Hong Kong-based company engaged in manufacturing reverse osmosis appliances, reverse osmosis elements, water softeners, industrial and commercial water treatment equipment and filters components, for approximately US\$77 million. The transaction is in line with A.O. Smith's strategy to enter the water treatment industry. The company also believes that the acquired business complements its existing water heating business, particularly in Asia.

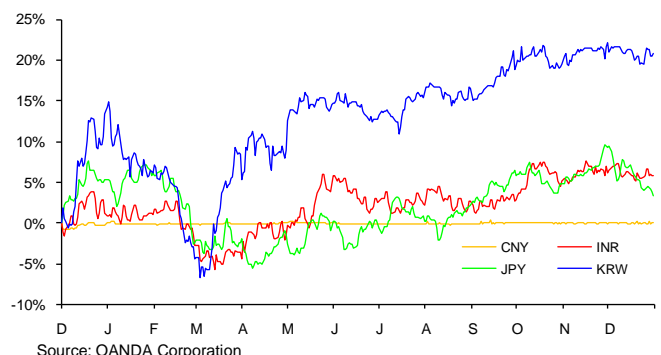
Market Trends

LTM Equity Market Performance



Source: Yahoo! Finance

LTM Currency Performance Versus U.S. Dollar



Source: OANDA Corporation

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Seale & Associates is a global investment bank applying a process driven approach to a wide array of services, including mergers and acquisitions, corporate finance, and enterprise level strategy consulting. Our professionals are trusted advisors maintaining a high level of quality and integrity while presenting innovative ideas and solutions to address our clients' most complex dealings. We believe our success as a firm can be measured in the strong references from our diversified global client base.

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