



**V A L U E
C R E A T I O N
*Alternative***

Corporate Advisory

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Newsletter and M&A Deal List

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Preface

VC-A alternative helps companies develop their business through acquisitions and organic growth.

Earlier this year, we focused on developing a pipeline of M&A opportunities. This enabled us to draw a map of deal flows, understand where the money was coming from and which industries were offering attractive opportunities.

By developing our global network, we have not only identified pure M&A brokering transactions, but have also untapped new business opportunities.

For new business opportunities to materialize, three conditions need to be met: an idea, a team and money.

An idea is more than a hunch on a business opportunity; it is a comprehensive business plan where market forces have been properly analysed.

A team, is not only a group of people directly involved in the project, but also, an ecosystem of third parties such as suppliers, partners, sub-contractors or advisors, collaborating in harmony.

Money, with a good business case and a solid team in place, should in fact be the easiest part to get, if only the credit crunch had not dried up most of the sources of funds.

Not surprisingly, most of the new business opportunities that we have come across meet only 2 conditions out of 3; and that despite their quality.

For this reason, I have decided to share with you 7 of our best outstanding projects opportunities. With your input, we may get some of them to meet the three conditions or even better, emulate the Valiant Little Taylor and get “Seven with one blow”.

Christophe Schwoertzig
CEO and founder of Value Creation Alternative LTD

Summary Overview

New Project Opportunities

Opp.	Name	Description	Requirement	Ticket
PR-1	Jobilink	Market Intelligence vendor for the recruiting industry	Venture Capital	€1.5M
PR-2	Social Lending	P2P lending platform	Financial Institution Sponsor	€700k
PR-3	Social I-Banking	P2P M&A deal exchange platform	IT Strategic Partner	€700k
PR-4	Distressed financial assets	Repurchase of illiquid financial assets and leverage reduction	Sell-Side	>€10M
PR-5	IT Build up	Consolidation of several small to mid size IT companies	Strategic IT partner	€10M-€50M per transaction
PR-6	Auto Build up	Consolidation of several automotive parts manufacturers	Financial Investor	€10M-€200M per transaction
PR-7	Renewable Assets Securitisation	Fund raising and management of a portfolio of renewable assets	Solar Energy Plants Developer	50k to raise €100M

Active Buy-side Deals

Opp.	Description	L't	Turnover	EBITDA	Price/Stake
BE-18	Agriculture, grains, oil processing	RO	€50M-€100M	-	Majority
BE-19	Mineral water, ice cream	RO	€10M-€25M	-	Majority
BE-20	Spirit distillery	RO	€40M	-	Majority
BE-21	Bakery, milling	RO	€90M	-	Majority
BE-26	Engineering services firms	WD	\$25M-\$75M	-	-/51% up
BE-27	Hair colour and hair care manufacturing	WD	-	-	+\$25M/51% up
BE-31	IT services	EU	€5M-€50M	-	100%
BE-32	Documentation services	EU	>€5M	-	100%
BE-36	All industry sectors by UHNWI	ASI	-	-	+\$10M/Minor.
BE-39	Renewable energy, turnkey plants	EU	-	-	+\$25M/100%
BE-41	Multiple sectors	GE	>€20M	-	+€20M / +30%

Active Sell-side Deals

Opp.	Description	L't	Turnover	EBITDA	Price/Stake
SE-8	Real estate fund	CH	-	-	€10M-€50M
SE-14	Several solar farms	EU	-	-	€4,3 - €8,7/Wp
SE-17	Several small size opportunities	RO	€4M-€10M	-	-
SE-23	Spunbond nonwovens manufacturer	IT	€38,5M	€3,4M	-
SE-24	Thermosolar 50MWe, project finance	SP	-	-	€48M-€260M
SE-33	Telecom – MVO	SP	-	-	€10M/15%
SE-37	IT Company for sale in Latin America	LA	€30M	€3M	<100%
SE-38	Rubber & plastics in China	CH	€11M	€1,2M	€5M/30%
SE-40	8MW greenfield solar field development	FR	-	-	€45M/100%
SE-42	Manufacturer of solar PV modules	IN	\$95M	-	\$80M/-
SE-43	Indian PE fund	IN	-	-	\$10M-\$400M
SE-44	IT services & solutions co	IN	\$35M	\$1,86M	\$20M/90%

New Project Opportunities

Opportunity PR-1 Jobilink

Executive Summary

Jobilink is a vendor of European market intelligence information on the recruiting sector. Jobilink Intellectual Propriety (IP) is embedded in two tools:

1. A web crawler engine capable of identifying web sites publishing job ads and extracting the relevant information into a database
2. The candidate website www.jobilink.com

Jobilink derives its competitive advantage from using Web 3.0 semantic tools to assign “meaning” to strings of characters (plain text).

The first prototype has been launched successfully in Spain and we are now seeking funds to market it and to expand globally.

What we have

Idea: A complete business plan available on demand and a prototype up and running

Team: Management team is in place

What we need

Funding: €1.5 million to raise in two round tables to launch the initiative in 7 European Countries before reaching break even. Project NPV is around €30M

Opportunity PR-2 Social Lending

Executive Summary

Social Lending or Peer-to-Peer (P2P) lending is a means by which borrowers and lenders may transact business without traditional intermediaries, such as banks.

P2P Lending is a new way to borrow money online directly from other people, and for people who want to lend money to make loans directly to other people who need to borrow it.

Social lending allows you to support people you believe in - while making a good return!

A report by Javelin Strategy group estimates a potential market for P2P at \$159 Billion by 2012.

What we have

Idea: Our idea is to capture a share of the \$159B addressable market

Team:

- *Management:* Several VC-A members are seasoned banking professionals and we have in-house market expertise to design and manage a P2P Lending Platform.
- *IT Development:* To design and develop the Platform, we are in discussions with Agile FT, see www.agile-ft.com

Funding:

- *VC-A* would be happy to collaborate at cost on that opportunity.
- *Agile-Ft* would be happy to consider implementing the technology for a share of the equity

What we need

Idea: More strategic analysis is required to design a comprehensive Business plan

Team: We are looking for a Financial Institution to sponsor the project

Funding: We need around €700k to develop the project. Depending on our tripartite agreement – VC-A, Agile FT and the Financial Institution – part of the investment could be in equity.

Opportunity PR-3 Social I-Banking

Executive Summary

This idea is an extension of VC-A activity couple with the P2P Social Lending opportunity. The I-Banking platform would enable members to share M&A opportunities on-line. Some transaction may be funded through the Social Lending network.

VC-A would monitor the members and the deals and would assign quality labels.

Requirements are similar as per the PR-2 Opportunity

Opportunity PR- 4 Distressed financial assets & Leverage reduction

Executive Summary

With the sub-prime crisis, several financial institutions are stuck with illiquid assets on their balance sheets: CDOs, ABS, RMBS, Cédulas, Pfandbriefe etc.... Others had borrowed too much money and need to refinance or reduce leverage. A corollary to the lack of liquidity is that many of those derivatives do not longer have a market price.

VC-A has the internal know how to price those illiquid assets. We also have access OTC to

an alternative market to sell or refinance them.

What we have

Idea: Take distressed and illiquid assets off Financial Institutions' balance sheets

Team: We have the right people to price the securities and the network to place or refinance them.

What we need

Funding: We need Financial Institutions' mandates and access to their balance sheet and all available information to price the securities.

We charge advisory fees for the pricing exercise and get in large part paid an agreed percentage of the value of the assets transferred or refinanced as success fees.

We accept transactions above €10M. We do initial evaluation for free and only then agree a retainer when we have submitted a plan of action.

Opportunity PR-5 IT Build Up

Executive Summary

Our members have come recently across a growing number of small to mid-size IT companies for sale worldwide. We can find several reasons to explain this trend but by far, the main driving force is the rationalisation of suppliers. Indeed, companies are monitoring their IT cost more closely, which favours larger organisations sitting on shorter lists of preferred suppliers.

In this context, it makes sense for large companies to start shopping for their smaller competitors, who in turn, are struggling to keep their main client relationships alive.

What we have

Idea: To acquire several small IT firms as part of a large build up strategy to merge them and benefit from economies of scale. In addition to the idea, we already have a portfolio of small IT companies for sale to hit the ground running with one or two tactical acquisitions

Team: We have the internal know how to source a continuous flow of IT companies for sale, analyse their strategic fit the the buyer's long term strategy and manage the post merger integration process.

What we need

Team: We need a strategic partner to ignite the build up programme. Ideally, we are looking for a mid size international IT company looking to expand its reach through acquisitions.

Idea: We will have to design the reframe the overall build up strategy to align it with the buyer's corporate strategy.

Funding: We need a buy side mandate. We charge consultancy fees to design the build up strategy, time and material fees to advise on the post merger integration and a percentage of the value of each successful acquisition.

Opportunity PR-6 Auto Build Up

Executive Summary

Base on the same principle as the IT Build Up programme, we are thinking of running a build up programme in the automotive industry. Indeed, the economic downturn has put a lot of pressure on small and mid-size parts suppliers to car manufacturers.

However, the automotive industry will sooner or later pick up again; winners will be those with sufficient working capital to go through the credit crunch.

What we have

Idea: To acquire stakes in several small size parts manufacturer to help them throughout the credit crunch. Reduce overall cost through economies of scale.

Team: We have the internal know how to source a continuous flow of companies for sale, analyse their potential and turn around those in distress.

What we need

Funding: We need a financial partner to help restructure the targets' debt. The financial partner may be a strategic investor but given the high concentration of the car franchises, this is not a showstopper. We charge a retainer and a percentage of the value of each transaction. We charge advisory fees to run a turn-around programme if needed.

Opportunity PR-7 Securitization of renewable assets

Executive Summary

We are creating a fund to manage a portfolio of renewable assets in the solar energy field. Assets are photovoltaic installations, farms or rooftops, ranging from green field to turn-key projects.

Money will be raised through the issuance of securities. Interests on securities will be paid using revenues from operating assets. The target return for the fund should come close to 20%.

What we have

Idea: To raise €100M through the securitisation of assets in the solar energy industry. Securities will be issued by a mid-size bank and placed on HNWI / mass affluent clients investment portfolios by their Private Bankers. Securities will yield around 6%. Turn-key solar fields typically yield unleveraged around 10%, new developments around 12%, new development rooftops in France, around 15%. The portfolio will roughly be balanced 30% new developments, 70% cash generating assets. We expect to be able to leverage our investment up to 80% through the relationship with the bank issuing the securities and will therefore have an investment potential up to €500M.

Team: We have put together a team of four seasoned professionals to write the business plan, design the securities, manage the relationships with third parties and then manage the acquisition / divestment of assets.

Funding: Funding will come from the issuance of securities. The management team will take 3% on the amount raised and another 2.5% annually of the assets under management as management fees. It should take 1-2 months to prepare the documents and another 1-2 months for the road show and the fund raising.

What we need

Team: We need a **Strategic Partner** to provide a continuous flow of investment opportunities in the sector. The Strategic Partner will have an extensive track record developing solar plants and have access to worldwide opportunities. Ideally, he would have outstanding turn-key and green-field projects in his pipe-line to hit the ground running.

We will expect the Strategic Partner to commit to the project through the down payment of €50k to cover fundraising expenses. If needed, the Strategic Partner should also co-invest to acquire lock in options to secure opportunities described in the business plan during the fundraising process.

In exchange, the Fund would finance the Strategic Partners' new development projects.

New Buy Side Deals

Note: Only new deals are detailed here. For all active buy side deals from the Summary List, please request by e-mail at info@vc-alternative.com our Deal List for April 2009.

Opportunity BE-36 (Ye)

SECTOR	All industry sectors
CHARACTERISTICS	Investors are Ultra High Net Worth Individuals No turn around, no green field, no funds Preference: <ul style="list-style-type: none"> - management team in place - luxury brands - prestigious real estate like 5 star hotels - simple business models
TICKET	Between \$10M and \$300M
STAKE	Substantial minority
LOCATION	Asia or with ties with Asia (China, India, Japan, Korea, SE Asia)

Opportunity BE-39 (Ale)

SECTOR	Renewable energy
CHARACTERISTICS	Sovereign funds looking to invest in renewable energy projects Turn-key projects or dark brown field projects No green field developments
TICKET	Between \$25M and \$100M
STAKE	100%
LOCATION	Europe and US

Opportunity BE-41 (Kuk)

SECTOR

Engineering, manufacturing, electronics, energy/cleantech, chemicals/pharma, automotive suppliers, IT/telco/media and consumer goods/food

CHARACTERISTICS

Expansion stage

Min. sales €80 mn (LTM) AND min. equity participation 30% (for minority stakes) OR min. sales €20mn (LTM) AND min. equity participation >50% (for majority stakes)

Later stage / distressed

Min. sales €20 mn (LTM) AND min. equity participation 75% (distressed: 100%)

STAKE

30%-100%

LOCATION

Strong focus on Germany, Austria, Switzerland. Europe with exceptions (larger deals only, >€100 mn LTM sales, profitable and global angle)

New Sell Side Deal

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Opportunity SE-23 – Updated with 09 Budget (Sai)

SECTOR	Textile
CHARACTERISTICS	The Company is a market leader in manufacturing of spunbond nonwovens for personal care (hygiene, wipes, etc.), industrial and building markets. Production Manufacturing plant in Italy, 29.000 sq.m. Three lines for a total of 20.000 t/year
TURNOVER	€33 M (Budget 09)
EBITDA	€4,7M (Budget 09)
LOCATION	Italy

Opportunity SE-37 (Rau)

SECTOR	IT Company
CHARACTERISTICS	<p>The company is an important Latin American company in the software and information technology (IT) consulting services market.</p> <p>The company has 450 specialized consultants in software packages (ERP, CRM, HR, SCM, Business Intelligence, Visual Base, Java, etc) .</p> <p>They have 320 ERP/CRM consultants, 20 PMI certified engineers, 50 custom - development – outsourcing consultants, and 30 BI consultants.</p>
TURNOVER	\$30M
EBITDA	+\$3M
LOCATION	Latin America: Offices in Bogotá, Buenos Aires, Lima, Mexico D.F., Miami, Montevideo, Santiago de Chile, Sao Paulo and Rio de Janeiro.

Opportunity SE-38 (Cla)

SECTOR	Rubber and Plastics
CHARACTERISTICS	<p>Production includes, since 2005, three types of rubber products for which the company is a China leader :</p> <p>(1) seals and profiles for doors, windows and glass frames</p> <p>(2) pipes and hoses for fluid under pressure or arrival of gas and</p> <p>(3) straps for truck tarpaulins.</p> <p>235 employees</p> <p>The company is looking to raise €5M in equity</p>
TICKET	€5M
SALES	€11M
NET PROFIT	€1.2M
LOCATION	Shanghai, China

Opportunity SE-40 (Mel)

SECTOR	Renewable Energy – Solar Fields
CHARACTERISTICS	Green Field solar field development 8MW on 16 ha (option to install a further 22MW) Tripartite contract signature and 10k down payment in escrow account required to secure exclusivity for 4 months Installation should qualify for the 32c tariff
TICKET	Around €45M
TARGET IRR	11%-12%
LOCATION	France

Opportunity SE-42 (Bin)

SECTOR	Manufacturer of Solar Photovoltaic Modules
CHARACTERISTICS	Manufacturer of Solar Photovoltaic Modules International operations; Promoters with 20+ yrs Silicon Valley Experience Top Tier Clients in US & Europe: Topline \$ 95 million; Terms negotiable;
TURNOVER	\$95M
TICKET	Looking to raise \$80M in equity
LOCATION	Cayman/India

Opportunity SE-43 (Bin)

SECTOR	Indian PE Fund
CHARACTERISTICS	PE Fund with track record raising 3rd round \$150M committed Outstanding track record: Built over Fund I (Vintage 2000/ Estd. exit multiple 3.0x) and Fund II (Vintage 2006/ Estd. exit multiple 3.4x). Both funds are fully invested
TICKET	USD 400M Minimum commitment per investor: USD 10M.
LOCATION	India

Opportunity SE-44 (Bin)

SECTOR	IT Services and Solutions Company
CHARACTERISTICS	Institutional blue chip clientele - UAE & Qatar; Experienced promoter CEO
TICKET	USD\$15M to \$20M
SALES	AED130M – €25M_
NET PROFIT	17.63%
LOCATION	UAE

About Value Creation – Alternative...

Value Creation – Alternative is a Strategy and Investment Advisory firm. We help companies to develop their business through acquisition and organic growth. We accompany our clients throughout the entire life cycle of their corporate development programme: strategy definition, target search, due-diligence, negotiation, transformation map and change management.

We are a worldwide network of seasoned professionals and have collectively advised M&A projects worth nearly US\$100B.

We support complex strategic and operational business decisions with deep analysis and robust processes. Our methodology is a combination of desk research, interviews and application of our internal know how.

Main contacts

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