



TCA – Leasing / Corporate Finance



Services

Service Overview

- Strategic Advice
- Acquisitions and Disposals
- Joint Ventures and Strategic Analysis
- Recommended Offers
- Bid Support
- Finance Raising and refinancing
- Project Finance
- Economic and Regulatory Services
- Valuations

Your Advantage

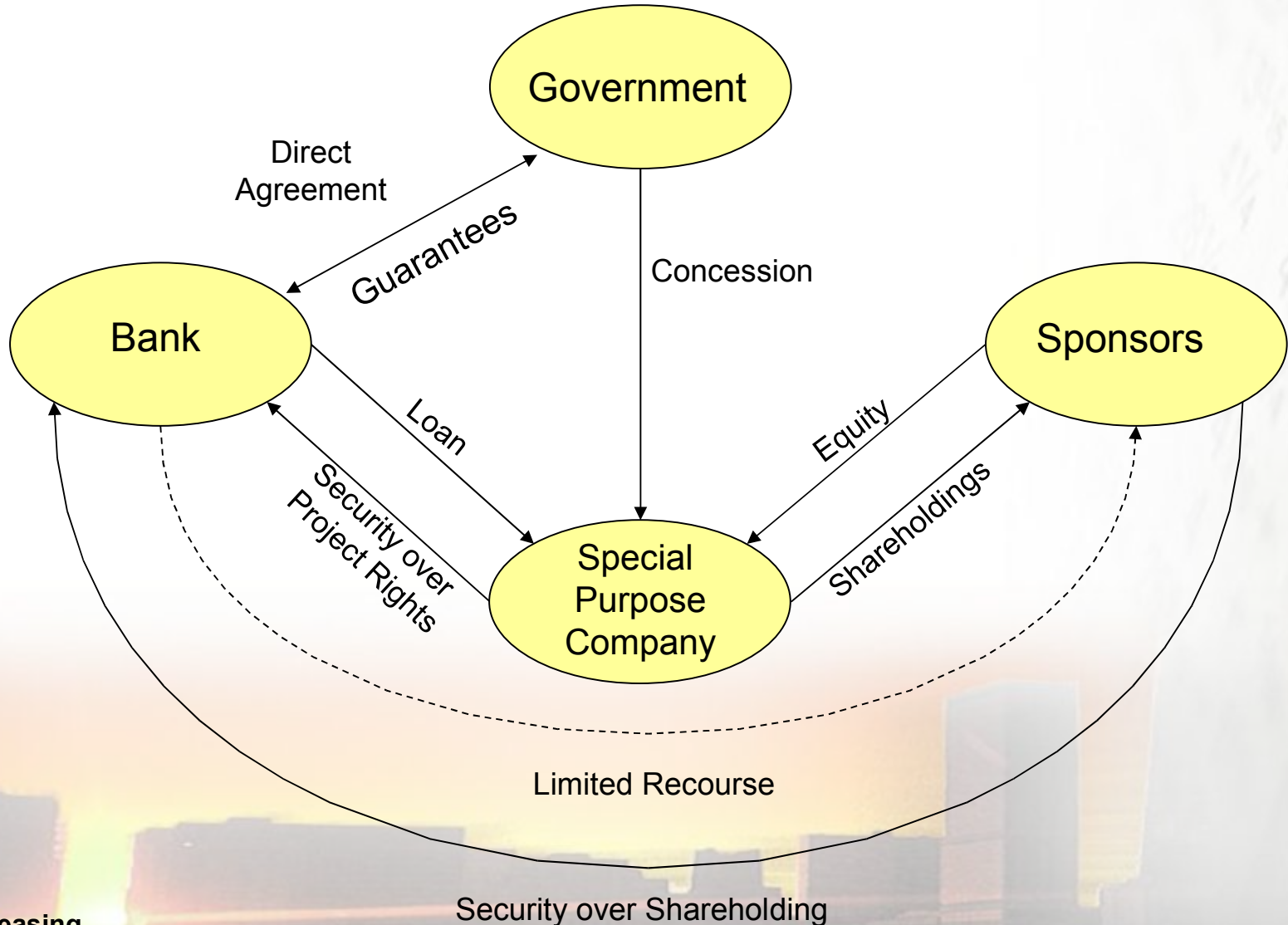
Our Network

Integrated
Finance Raising
And
Project Finance

Integrated Finance Raising and Project Finance

- Strategic planning and analysis
- Regulatory / anti – trust analysis
- Acquisition advisory services
- Disposal advisory services
- Joint Venture Analysis
- Valuation
- Tax Structuring and Planning
- Financial engineering and structuring
- Due Diligences

Financing the Project Vehicle (Special Purpose Company)



Acquisition Advisory Services

- Determine appropriate acquisition criteria
- Identify and recommend potential targets
- Value Potential Targets
- Project Manage acquisition Process
- Due Diligences
- Assist in negotiations
- Advise on transaction structuring and financing

Disposal Advisory Services

- Valuation of business to be disposed
- Prepare information memorandum
- Identify prospective buyers and organize marketing process
- Coordinate response to acquirer's due diligence
- Assist in negotiating price and structure

Joint Venture Analysis

- Review potential joint ventures in the context of corporate strategy
- Analysis of potential structure of joint venture
- Assist in negotiations with joint venture partners
- Economies of scale

TAX Structuring and Planning

- Determine optimal tax goal for structuring the acquisition
- Analysis of effectiveness of acquisitions and financing structures
- Balancing financing instruments

Valuations

- Determine fair market value for acquisitions and disposals
- Valuation of minority interests
- Valuation of non-cash contributions to joint ventures
- Valuation of separate operating units for restructuring purposes
- Advise on value drivers for strategic planners
- Valuations of specific assets

Due Diligences

- Investigate target's history, operational structure and corporate culture
- Scrutinize management and historical financial results
- Analysis of corporate strategy, business plans and projections
- Industry and market studies to assess target's competitive position
- Evaluate accounting policies
- Assess level of management controls, policies, procedures and information systems
- Review major contracts and agreements
- Review existing compensation and benefit obligations, policies and programs
- Identify and assess potential synergies

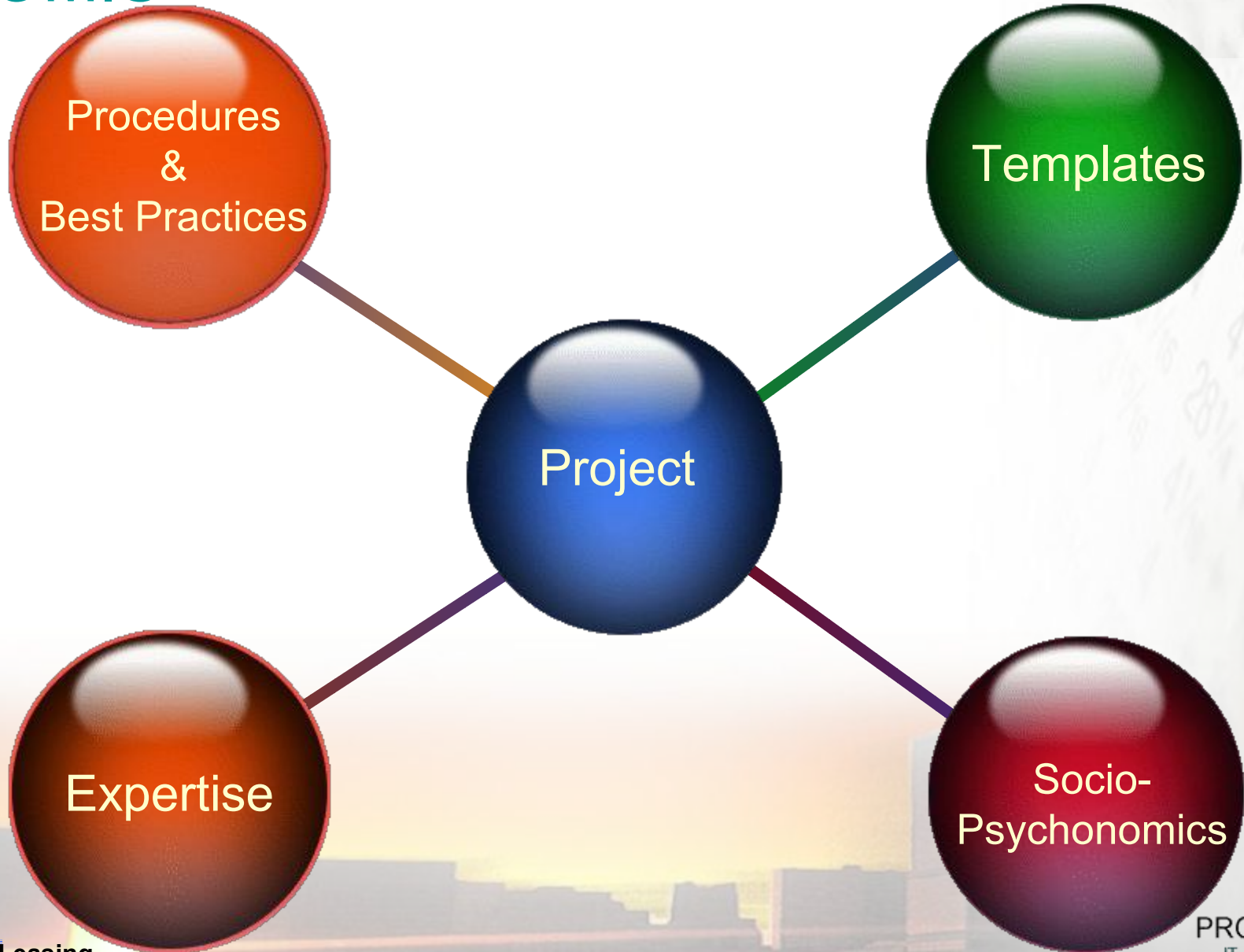
PROMIS
IT.2.C



PROMIS – The TCA Method and Toolset

- Template Based approach to limit red-tape
- On-line Documentation Standard
- Business Development and Intelligence
- Project / Program Management
- Operational Models

PROMIS



PROMIS - Risk Management



PROMIS - Risk Management

- We will measure various types of risk, including the following risks:
 - Completion
 - Operation
 - Market
 - Counterparty
 - Price/Tariff
 - Political
 - Legal
 - Tax
 - Regulatory
 - Environmental
 - Force Majeure
- Identified risk items are allocated to the party best able to manage and mitigate such risk
- Risk allocation is effected principally through various contracts: project agreements and finance agreements



Partners

The best advisors are those with the most experience.....

Partners

- Interfinance
- Morgan Stanley
- Apax
- West Merchant
- Paribas
- Helarb
- Ubero Holding
- Merrill Lynch
- Nat West
- PWC
- SBC Warburg Dillon Read



References

References for Finance Raising and Project Finance

RK-TT Tankstellentechnik Germany

2002

*Sale of all the assets to
Goehler TT
Euro: 110.000.000*

STP Technologies Products

2001

*Management Buyout,
Euro: 102.000.000*

IPO Steel Company

2006

Euro: 80.000.000

Ukraine

2006

*Bio Diesel Plant
Euro: 45.000.000
Confirmed irrevocable credits
and term loan facilities*

TOO Parlus Ltd. Aktau, Kazachstan

2005

*550 prefabricated buildings,
Euro: 80.000.000
Confirmed irrevocable credits
and term loan facilities*

US Private Placement Agrarian Products, Germany

2005

Euro: 100.000.000

International Airport (Middle East)

2004

Euro: 450.000.000



Thank you very much

