

PE Best Practices: Top Tactics in Deal Sourcing to Finish the Year Strong

Featured Speakers:

Nadim Malik, Founder and CEO, Sutton Place Strategies

Ian Larkin, Managing Director, Maranon Capital

Richard Prestegaard, Partner-Business Development, High Road Capital Partners

Charlotte Franson, Private Equity Coverage Manager, Capstone Headwaters

Moderator: David M. Toll, Publisher, Private Equity Career News

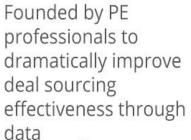












Sell-side professionals linked to specific deals with contact information SPS Lender & Advisor Portals launched, extending our M&A offering Shift made from quarterly to Real time data updates

Release of SPS Fusion: SPS now integrates with leading CRM systems



Begin tracking strategic acquisitions in addition to sponsor acquisitions

We go online. SPS Private Equity Portal launched SPS Mobile App released SPS Alerts go live

Portfolio Status and Deal History now available. Proactively source sponsor-held companies



			# of	% o <u>f</u>	Cumulative
Firm	City	State	Deals		
Houlihan Lokey	Los Angeles	CA	111	2.7%	2.7%
Raymond James	St. Petersburg	FL	94	2.3%	5.0%
William Blair & Co.	Chicago	IL	80	2.0%	7.0%
Robert W. Baird	Milwaukee	WI	78	1.9%	8.9%
Goldman Sachs	New York	NY	74	1.8%	10.7%
Lincoln International	Chicago	IL	73	1.8%	12.5%
Harris Williams	Richmond	VA	64	1.6%	14.1%
Evercore Partners	New York	NY	61	1.5%	15.6%
Piper Jaffray & Co.	Minneapolis	MN	59	1.4%	17.0%
J.P. Morgan Chase	New York	NY	56	1.4%	18.4%
Jefferies & Co.	New York	NY	55	1.3%	19.7%
Moelis & Company	New York	NY	52	1.3%	21.0%
Generational Equity	Dallas	TX	49	1.2%	22.2%
Morgan Stanley	New York	NY	46	1.1%	23.3%
Sandler O'Neill & Partners	New York	NY	44	1.1%	24.4%
Marsh, Berry & Company	Willoughby	ОН	41	1.0%	25.4%
Bank of America Merrill Lynch	New York	NY	37	0.9%	26.3%
Barclays Capital	New York	NY	36	0.9%	27.2%
Citigroup	New York	NY	33	0.8%	28.0%
Lazard	New York	NY	32	0.8%	28.8%
RBC Capital Markets	Toronto	ON	30	0.7%	29.5%

Out of 789 active Intermediaries, 68.4% completed 3 deals or less...

How are you covering the relevant deal sources?

# of Firms		# of Deals	% of Total	Cumulative % of Total
17	Completed 20-29 Deals	412	10.1%	39.6%
17	Completed 15-19 Deals	292	7.2%	46.8%
45	Completed 10-14 Deals	542	13.3%	60.0%
100	Completed 5-9 Deals	646	15.8%	75.9%
49	Completed 4 Deals	196	4.8%	80.7%
62	Completed 3 Deals	186	4.6%	85.2%
126	Completed 2 Deals	252	6.2%	91.4%
352	Completed 1 Deal	352	8.6%	100.0%
	Totals**	4.083	100.0%	

^{*}Includes PE and M&A transactions completed in LTM June 2019, \$10+ MM in transaction value, with a confirmed intermediary.

^{**}Total exceeds actual number of deals closed due to multiple intermediaries on some transactions.



Summary Table

All PE Firms & Peer Groups

ALL PE FIRMS	MEDIAN	MAX	MIN	TOP QUARTILE
All Intermediaries ¹	18.8%	51.1%	2.7%	27.7%
Boutique Intermediaries ²	9.8%	51.7%	0.8%	16.9%
Most Active Intermediaries ³	21.2%	55.0%	3.0%	31.5%
GENERALIST ⁴				
Middle Market (50+ MM EV)	30.7%	41.8%	6.0%	32.3%
Lower Middle Market (10+)	12.3%	37.1%	2.7%	18.2%
QUASI-GENERALIST ⁵				
Middle Market (50+ MM EV)	29.7%	45.4%	11.0%	35.1%
Lower Middle Market (10+)	12.8%	25.3%	4.2%	20.0%
SECTOR-FOCUSED ⁶				
Middle Market (50+ MM EV)	28.3%	51.1%	13.5%	38.3%
Lower Middle Market (10+)	13.7%	29.7%	7.4%	22.3%
DEAL SIZE ONLY				
Upper Market (250+ MM EV)	24.4%	43.2%	8.4%	38.9%
Lower Market (10-49 only)	5.4%	12.5%	3.0%	8.9%

Foot Notes

^{*} As of the LTM period ending June 2019, based on SPS' 144 clients that qualified for the annual Deal Origination Benchmark Report (DOBR).

¹ Percentage of completed deals with a PE buyer and sell-side advisor in relevant size ranges and sectors, that were reviewed by a PE firm.

² Mkt Cov of transactions in a PE firm's target market represented by sell-side advisors closing only 1-2 deals per year to a PE buyer.

³ Mkt Cov of transactions in a PE firm's target market represented by sell-side advisors closing 3 or more deals per year to a PE buyer.

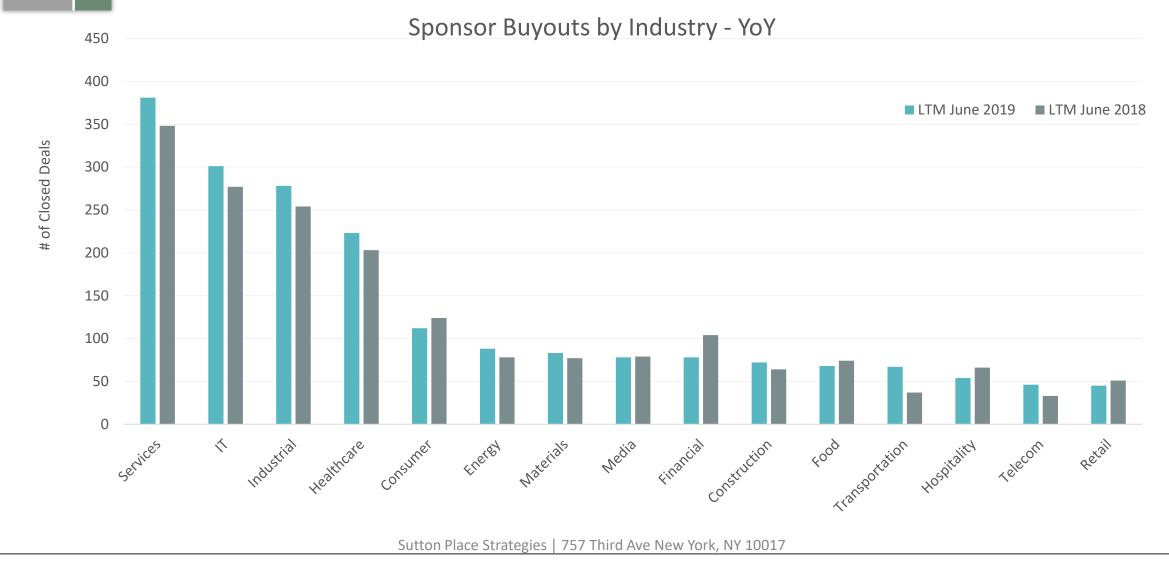
⁴ Groups that consider 70%-100% of deals in their target size ranges to be in relevant industries.

⁵ Groups that consider 34%-69% of deals in their target size ranges to be in relevant industries.

⁶ Groups that consider 0%-33% of deals in their target size ranges to be in relevant industries.



S Sponsor Buyouts by Industry - YoY





Deal Sourcing Metrics

Generalist Peer Groups

LOWER MIDDLE MARKET (10 - NAM EV)	MEDIAN	NAAV	NAINI
LOWER MIDDLE MARKET (10+ MM EV)	IVIEDIAN	MAX	MIN
BD Professionals⁵	1	10	0
Pipeline Closing % ⁶	34%	43%	10%
Annual Dealflow ⁷	994	5,462	291
Unique Intermediaries ⁸	238	596	102
Deals Sources Per Unique Intermediary ⁹	3.2	3.5	3.2
MIDDLE MARKET (50+ MM EV)			
BD Professionals⁵	1	5	0
Pipeline Closing % ⁶	39%	62%	24%
Annual Dealflow ⁷	846	2,337	314
Unique Intermediaries ⁸	203	437	93
Deals Sources Per Unique Intermediary ⁹	3.6	4.6	2.5
	I		

Foot Notes

⁵Number of professionals spending a majority if not all of their time sourcing deals.

⁶Percentage of a sponsor's pipeline that successfully closes. Date Seen range lags 12 months to account for closing time.

 $^{^{7}\}mbox{Number}$ of deals logged per PE firm in the LTM period.

⁸Number of sell-side advisors in a PE firm's pipeline over the LTM period, that have closed at least 1 deal as per SPS data.

⁹Average # of deals sourced per unique intermediary.



Deal Sourcing Metrics

Sector Focused Peer Groups

LOWER MIDDLE MARKET (10+ MM EV)	MEDIAN	MAX	MIN
BD Professionals⁵	1	5	0
Pipeline Closing % ⁶	37%	49%	13%
Annual Dealflow ⁷	304	1,656	137
Unique Intermediaries ⁸	102	428	56
Deals Sources Per Unique Intermediary ⁹	2.1	4.3	1.5
MIDDLE MARKET (50+ MM EV)			
BD Professionals⁵	1	3	0
Pipeline Closing % ⁶	31%	58%	21%
Annual Dealflow ⁷	398	1,547	181
Unique Intermediaries ⁸	114	324	46
Deals Sources Per Unique Intermediary ⁹	2.5	4.0	1.9

Foot Notes

⁵Number of professionals spending a majority if not all of their time sourcing deals.

⁶Percentage of a sponsor's pipeline that successfully closes. Date Seen range lags 12 months to account for closing time.

⁷Number of deals logged per PE firm in the LTM period.

⁸Number of sell-side advisors in a PE firm's pipeline over the LTM period, that have closed at least 1 deal as per SPS data.

⁹Average # of deals sourced per unique intermediary.



SPS Alerts

- Actionable info on new advisors, relevant deals, and specific bankers
- Potential broken processes and PE portfolio targets

SPS Market Coverage Analysis

- Prioritize existing relationships and identify new ones
- Leverage sourcing performance metrics for LP reporting

SPS Sell Side Process Index

Avoid broad auctions and target advisors running quieter processes

SPS Mobile App (IOS & Android)

- Lookup deals/firms/profs on the fly, and compile tear sheets before a trip
- Keep the schedule full by finding relevant professionals near your location

SPS Fusion

Integrated across leading CRMs



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Maranon Capital



Maranon

Private credit manager focused exclusively on the middle market

Founded in 2007

Headquarters in Chicago, Illinois

Team of 37⁽¹⁾

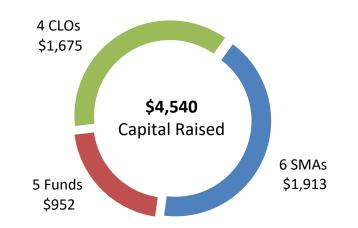
Invested \$5.5 billion since 2007

239 investments

128 Exits

\$1.3 billion of co-investment for investors and others

Capital Raised



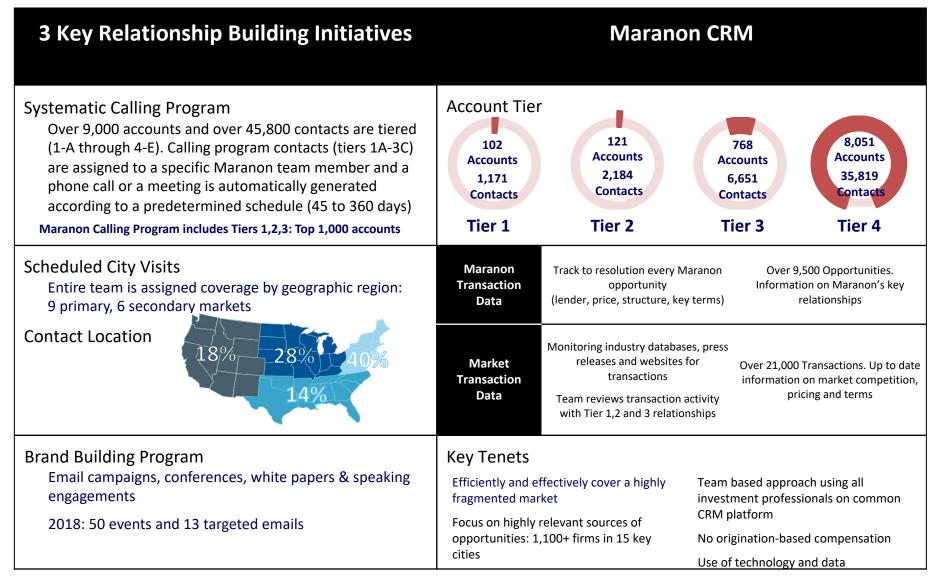
Investments Across Strategies

	No. of Investments	Dollars Committed
1 st Lien	144	\$3,350
Unitranche	19	1,288
2 nd Lien	13	156
Mezzanine	31	602
Equity Co-Invest	32	89
Total:	239	\$5,485

Sourcing Program Leverages Team & Technology

Maranon CRM All Maranon investment team members involved in sourcing from private equity and investment banking firms. Managing Directors and Principals focus on senior levels, while Vice Presidents and Associates build contacts with their **Deal Sourcing** peers. Ensures that Maranon entrenches relationships CRM used to track professional turnover at target firms. Ensures continuity of existing relationships and potential "new" deal sources **Opportunity** Over 100 standard input fields are available for each transaction. Whether Maranon elects to pursue an opportunity or terminate it immediately, our goal **Pipeline** is to capture as much data as possible **Information** Having a historical database allows the investment team to track company performance over a long period of time at each "trade" Monitor and track all deals Maranon reviewed for ultimate outcome Use technology to monitor 700+ private equity and investment banking **Market Data Gathering:** websites for changes in personnel and portfolio sections **Done Deal Database** Use third party database to track every deal Maranon did not see. This data informs changes in Maranon's deal sourcing program

Maranon Sourcing Process



Sourcing Initiatives: Using Our Data in a Different Way

Targeted email and call campaign to facilitate \$75 MM of mezzanine to deploy by 3/31/20

Targets: 366 (710 contacts) independent sponsors and 85 (209 contacts) small fund sponsors, lower middle market funds

Results TBD, but mezzanine opportunities up 2.4% YTD and Total Sub. Debt (\$MM) opportunity up 71.1% Quarter 1 to Quarter 2

Tier 1,2"dormant" campaign: Examined deal flow YTD 6/15/19 from Tiers 1,2 and targeted firms that had dropped (25% or more) from 2018

Correlated calling activity and deal volume

55% of these accounts showed an increase or no change in annualized deal flow (17% were up 25% or more)

45% of these accounts showed a decrease in annualized deal flow (31% were down 25% or more)

Primary sources of deal flow in 2018 remained consistent or grew in 2019

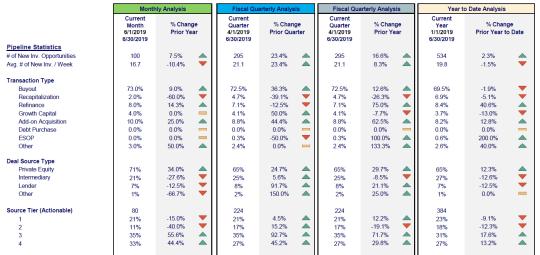
Greater variability among the smaller sources of deal flow (i.e. more likely to be down more than 25%)

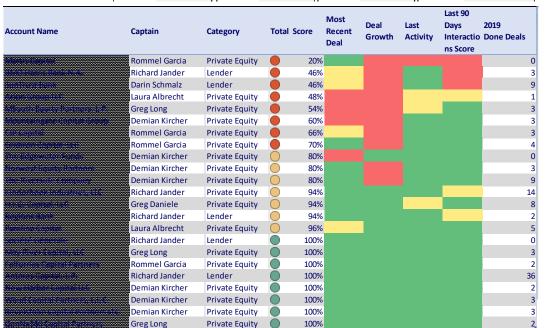
Key follow-up related to capital markets desks. Increasing number of lenders in calling program.

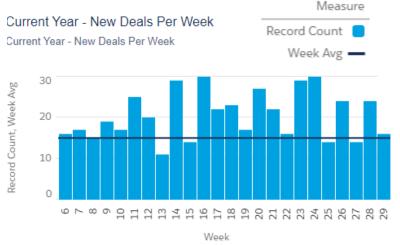
Especially important for CLO business

Targeted high-priced mezzanine deals in BDC portfolios. We ended up with about 60 qualified opportunities, but nothing immediately actionable

Pipeline KPIs and Origination Scorecard

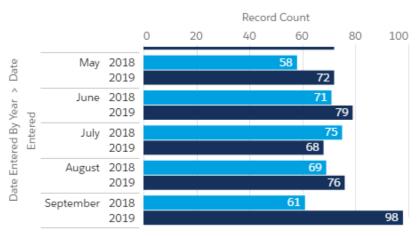






View Report (Weekly Pipeline Week Current CY)

CYPY Monthly Pipeline Count Actionable



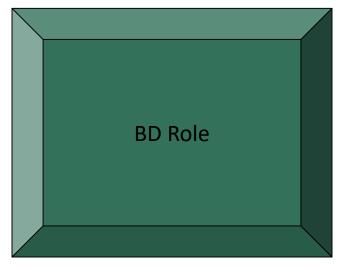
View Report (CYPY Monthly Pipeline Count Actionable)



Introduction



- AUM of \$470mm
- Control equity investments
- Niche advanced manufacturing, specialty value added distribution, distinctive business services
- > US and Canada for platforms
- > Revenue \$10-\$100mm, EBITDA \$3-\$10mm



- Design and execute HRCP marketing plan to generate high volume and quality of deal flow
- > Design tracking mechanisms and tools to measure and drive performance of the deal sourcing function
- Develop relationships with intermediaries and other possible sources of deal flow
- Represent High Road at industry and networking events
- Screen all new deal opportunities
- Manage deal flow process up to management meetings
- > Report deal flow and related activities on a weekly, quarterly and annual basis



Basic Formula

DEAL FLOW = (Discipline + Organization) X Effort



HRCP's Key Metrics

> HRCP's Deal Sourcing objectives are centered on continuously improving both quantity and quality of Deals Discussed and Books Reviewed in order to fulfill our ultimate objective of owning high quality businesses

Deals

- ➤ Deals Discussed
- ➤ Books Reviewed
- **►IOI** Submitted
- ➤ Deals sourced and bids by contacts
- ➤ Deployed \$\$
- Number of closed platforms and add-ons

Contacts

- ➤ Number of intermediary firms
- ➤ Number of intermediary contacts
- ➤ Deal source tiers for firms and contacts
- ➤ Deals sourced by tier
- ➤ Geographic coverage
- ➤ Contacts reached
- ➤ Deals source / contacts reached

Activities

- ➤ Meetings, calls, emails
- ➤ Evaluate group and individual deal sourcing efforts
- ➤Inbound / Outbound /
- Continuation
- ➤ Activities by tier

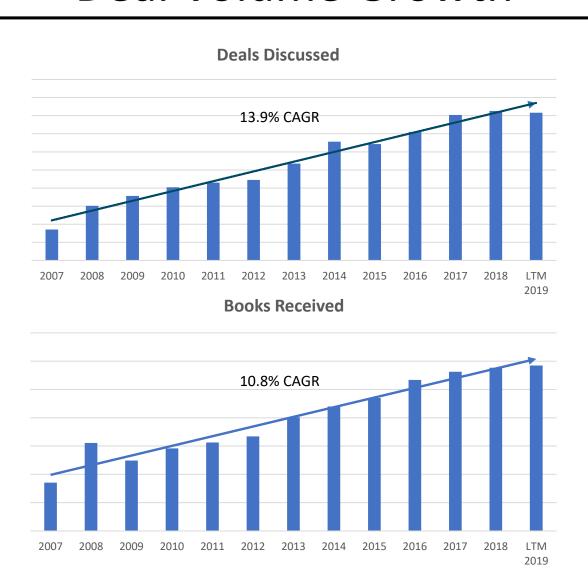
Rationale

- ➤ More deals sourced = more & better deals done
- ➤ More IOI submitted = better quality sourced
- ➤ Identify most prolific sources of deal flow
- ➤ Allocate resources accordingly
- **≻**Accountability
- ➤ Reciprocity better sources of volume and quality deal flow should get opportunities to pitch and earn our business

- **≻**Cadence
- ➤ Establish better share of mind with higher quality banks
- **≻**Accountability
- ➤ Measure of Fffort

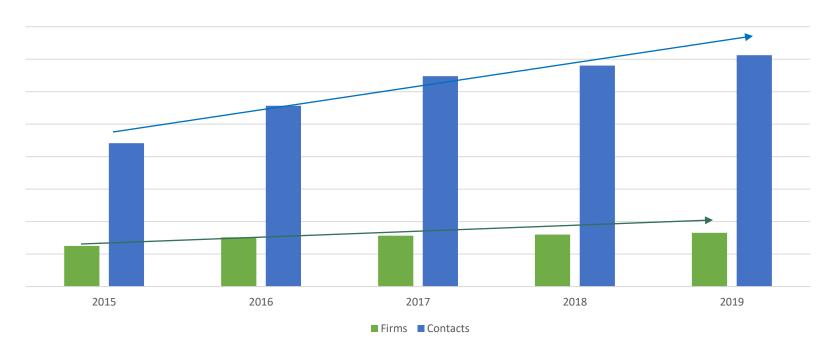


Deal Volume Growth





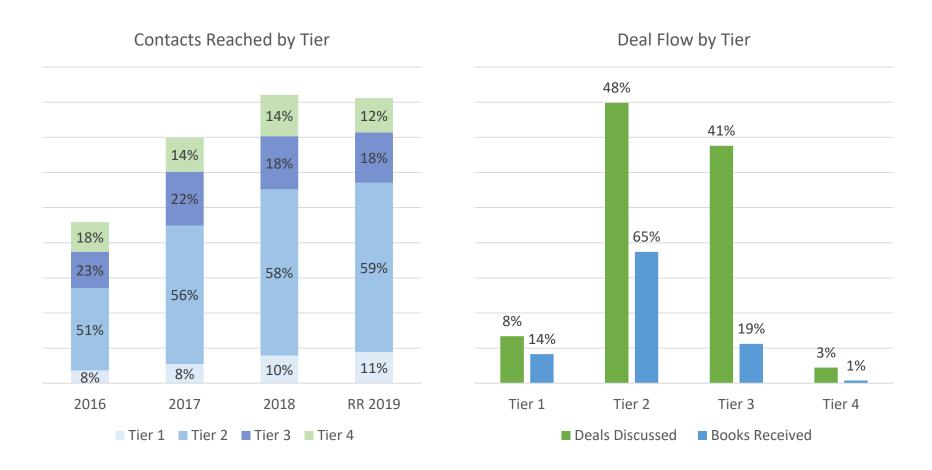
Intermediaries in Database



▶ Intermediary firms have grown by 7.2% annually since 2015, contacts by 12.7%



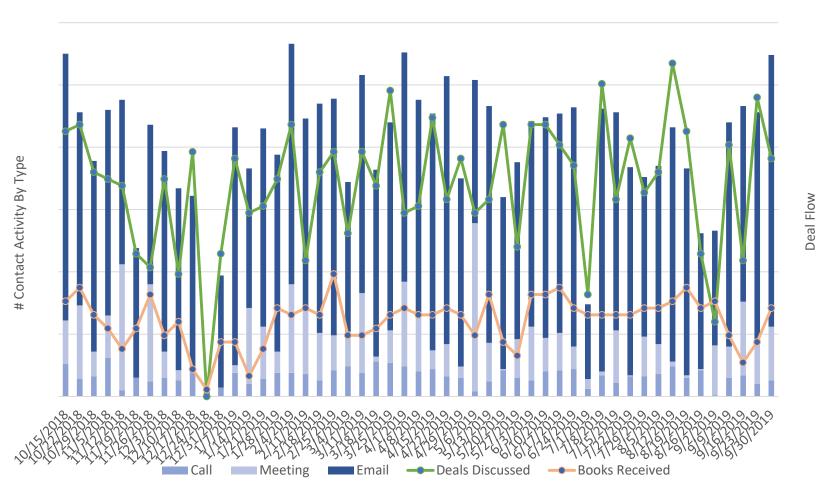
Contacts & Deal Flow by Tier





Weekly Activity Volumes

Deal Sourcing - By Activity Type





Sutton Place – Geographical Coverage

- ➤ 80/20 we are spending 80% of our meeting time with bankers who close 80% of captured deals by Sutton Place
- There are pockets of opportunity to spend more time and improve: F, E, J, N
- Some states seemingly out of balance with Deals
 Closed and HRCP Deals – likely due to industry (ie, Tech in B)

	2016 - 2018				
	Total Deals Closed	Total HRCP Deals	Total BD Meetings		
Α	17.0%	17.8%	21.6%		
В	11.5%	6.6%	7.2%		
С	8.9%	10.2%	6.9%		
D	6.9%	3.4%	6.7%		
E	5.3%	3.3%	5.3%		
F	3.7%	2.3%	1.9%		
G	3.4%	3.0%	3.3%		
Н	3.6%	2.5%	3.5%		
I	3.4%	2.8%	3.7%		
J	3.3%	4.1%	1.3%		
K	3.2%	4.5%	10.2%		
L	3.1%	1.2%	2.7%		
MI	2.9%	4.5%	4.7%		
N	2.9%	3.4%	1.8%		
0	2.6%	9.2%	2.5%		
Р	2.4%	2.0%	3.0%		
Sub-Total	84.2%	80.8%	86.2%		
Other	15.8%	19.2%	13.8%		
Total	100.0%	100.0%	100.0%		

CAPSTONE HEADWATERS-WHO WE ARE

- 16 Dedicated industry vertical groups
- 160+ professionals, 19 offices
- 60+ Directors and Managing Directors

WE ARE BUSY!

- 44 deals pre-market
- 46 deals in market
- 42 in stages of management presentations or beyond
- Pitched YTD 239 times
- We have signed 148 Engagement letters in 2019

Average Sell-side TEV has gone from \$76M in 2018 to \$109M in 2019

Industries with most number of active engagements:

- Consumer & Retail
- Technology, Media & Telecom
- Education & Training
- Healthcare
- Aerospace, Defense, Government & Security
- Building products & Construction services
- Business services



BUYER BEHAVIOR AND BEING RELEVANT

DO

- Invest in a dedicated Business Development professional
- Be thoughtful in communication and be specific
- Bid aggressively first time around
- Call us....if you are not hearing from us, we will always take your calls/meetings
- 5. Access to management teams when there is a good fit among our bankers is CRITICAL
- Quality marketing material that is specific
- 7. Show us a clear path to some revenue
- Be memorable. There are a lot of you!

DON'T

- Ignore our calls or emails
- NDA redlines. Outside council re-writing our document
- Bid high on IOI just to get into a management presentation
- Take a teasers and CIM just to make your numbers look good
- Re-trade us (Post LOI will get you formally blacklisted)

CONFIDENTIALITY AND NONDISCLOSURE AGREEMENT

WHEREAS, the Company has retained Capstone Headwaters Capstone") to assist in the exploration of various strategic alternatives,

ssions and furnish Recipient with the Po NOW, THEREFORE in considerati

Recipient agrees and acknowledges th

optietary Information or any information derived therefrom to any person except its affiliates (except for its portfolio companies), affiliated funds, uties actually receiving Proprietary Information from Recipient or at

This CONFIDENTIALITY AND NONDISCLOSURE AGREEMENT — the fact that discussions or negotiations are taking place concerning

of the Proprietary Information and that the Parties shall be entitled to rely only and then only to the extent and subject to the limitations provided therein

know the Proprietary Information in order to evaluate the Proprietary
Information for the purpose set forth herein; and (ii) leadwised of the estent

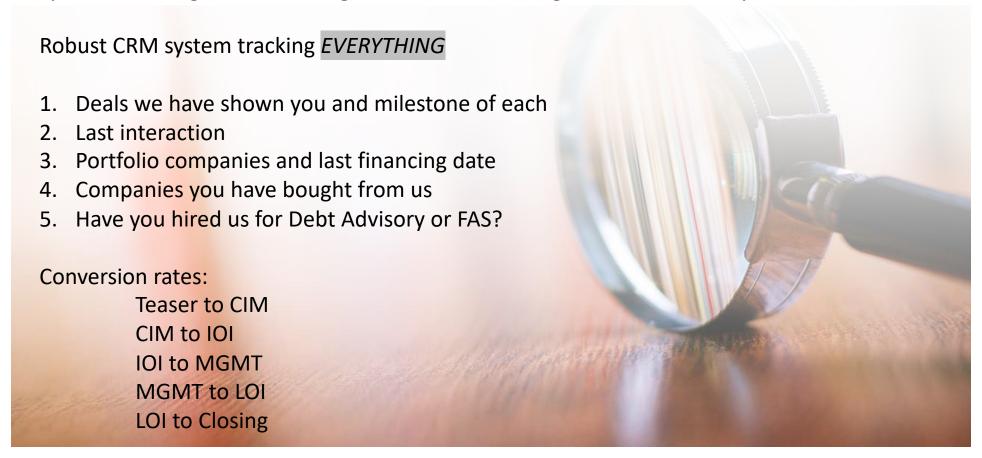
return to the Company or destroy all Proprietary Information and destroy al

copies, extracts and/or summaries (in whatever form contained including computer storage media). Upon ter confidential and informedicature of the information and directed to comply efficient of written request from the Company (email being sufficient), the

85% of our clients family owned businesses that are weary of PE groups, so show up and behave well. Word gets around when you don't.



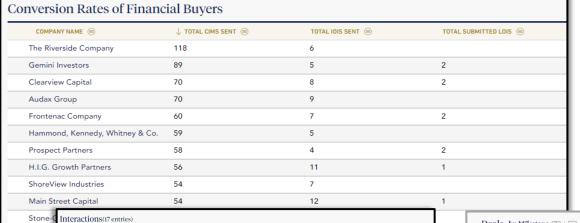
Sponsor coverage team - averages 100+ calls/meeting a week collectively



Buyers lists are being created with a more CRM driven approach with the proprietary information we put in vs. Cap IQ, Pitchbook work. Our conversations matter.



DASHBOARDS GALORE!









Deals Shown		
ENGAGEMENT (MILESTONE (↓ MOST RECENT COUNTERPARENT
Project Goldsmith	16 - Passed	10/01/19
Project Gratitude	04 - NDA Sent	09/30/19
Project Gator	07 - CIM Sent	09/24/19
Project Coconut	16 - Passed	09/23/19
Project Palace	00 - No Contact	09/17/19
Project Thrasher	16 - Passed	09/13/19

Counterparty Name	Bid Date	Round	Low	High	Round	Low	High	Final
	03/12/19	IOI's	\$30,000,000	\$32,500,000	LOI	\$30,000,000	\$35,100,000	\$34,100,000
	03/12/19	IOI's	\$29,000,000	\$32,000,000	LOI		\$31,000,000	
	09/13/19	IOI's	\$70,000,000	\$80,000,000	LOI	\$87,500,000	\$87,500,000	\$87,500,000
	09/13/19	IOI's	\$80,000,000	\$90,000,000	LOI	\$95,000,000	\$95,000,000	
	09/13/19	IOI's	\$68,000,000	\$82,000,000	LOI	\$68,000,000	\$68,000,000	

Cau·cus (noun) \'ko-kəs\: a group of people who meet to discuss a particular issue or to work together for a shared goal

Our "Caucus" is at ~90 currently. They see all of our deal flow and get the royal treatment.

We speak to hundreds of sponsors annually (9000+ Capital providers in our CRM)

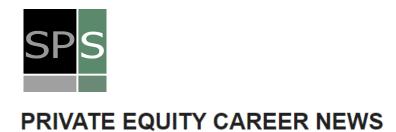
How do you get in our Caucus you might ask?

- 1. Symbiotic relationship
- 2. Open exchange of information
- 3. Access to portfolio companies that overlap our coverage area
- 4. We value focus and depth over breadth

Who are your outside approved vendors that you use for other M&A work? Have you considered our teams?

Debt advisory group-raising debt for acquisitions, recaps, refi or growth

<u>FAS team</u>-Quality of earning reports, restructuring, Buyside work, Field exams, Interim management placement, Portfolio companies-EBITDA enhancement



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