



DEAL FACTS

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| Date | February 2004 |
| Type of Transaction | Company Sale |
| Sector | Machinery & Equipment Manufacturing, Metallurgy & Metal Processing, Automation, Controls & Electrical Products |
| Deal Value | €65 million |
| Global M&A Partners | Brown Gibbons Lang & Company "BGL" (USA) & InterFinanz GmbH & Co. KG (Germany) |

THE TRANSACTION

Ingersoll Maschinen und Werkzeuge ("Ingersoll Germany"), an internationally recognised leader in manufacturing large, sophisticated machine tools and a €158 million turnover German subsidiary of Ingersoll International Inc. ("Ingersoll"), was the last major operating business to be sold out of the bankrupt estate of Ingersoll. Ingersoll Germany was sold to leading German machine tool manufacturer, Maschinenfabrik Herkules GmbH ("Herkules") in a €65 million transaction.

Global M&A partners Brown Gibbons Lang & Company ("BGL") in the USA and InterFinanz in Germany, based largely on their extensive global expertise in the sale of machining, automation and controls, and engineered products companies, were engaged by Ingersoll International in July 2003 to co-manage the sale of Ingersoll Germany. The two partners initiated an extensive global and multilingual marketing process, resulting in a highly competitive sale process that yielded bids from both strategic (machining) companies and private equity firms from around the world.

Herkules, a private German competitor of Ingersoll Germany, won the final bid in a court-administered auction after beating a competing offer from Beijing No. 1 Machine Tool Corporation ("Beijing No. 1"), one of China's leading manufacturers of machine tools. Beijing No. 1 was interested in Ingersoll Germany's industry-leading technology and extensive worldwide customer base, but Herkules ultimately raised its bid to acquire its larger German rival.

- BGL marketed the business to US and Asian buyers, as well as guided the sale through the US bankruptcy court.
- InterFinanz marketed the business to European acquirers and coordinated the 'on the ground' management of the process including the handling of all interested buyers in the more advanced stages of the process.

THE COMPANY

Ingersoll is a 100-plus year old, leading multinational supplier of special machine tools and services for the world's metalworking industries.

George Dorkhom, CEO and President of Ingersoll stated *"We engaged BGL and InterFinanz after interviewing five other investment banks because we were convinced that they had the industry knowledge and cross-border experience to deliver the highest value for Ingersoll Germany. The two Global M&A firms worked together seamlessly, and they delivered a result that exceeded our most optimistic expectations. The process was very efficient, and we are extremely pleased."*

GLOBAL M&A

Global M&A is widely recognised as one of the world's leading working partnerships of mid-market advisory firms focusing on cross-border, mid-market transactions with values between €25 and €500 million. The Global M&A partnership currently consists of 28 partners in financial centres spanning the globe. Partners have completed over 600 transactions with an aggregate deal value exceeding €15 billion since 2000.

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