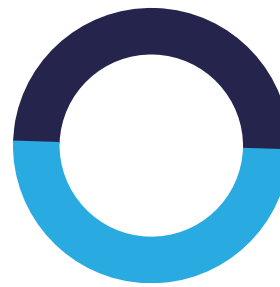




# TPMCL

## PROFILE

We Are A Professional Company That Provides Tax Solutions To Our Valued Customers.



021 - 35160216  
0300 0204105



[info@tpmcl.pk](mailto:info@tpmcl.pk)

Office No. 101, Building No. 20-D,  
Street No. 6, Zulfiqar Commercial,  
Karachi.



[tpmcl.pk](http://tpmcl.pk)

# WHO WE ARE

Global organizations increasingly face complex challenges created by unpredictable financial markets, ever-changing governmental regulation and increasing global interdependencies. The enterprise value of each organization depends on how well these threats or opportunities are handled. But few have the capability or objective to manage them internally. TPMCL provides the critical external vantage point to maximize the outcomes of these shifting complex scenarios. We help you identify and execute innovative ways to transform complexities into true competitive advantages. Our professionals are some of the world's most experienced leaders drawn from the following ranks:

- Certified turnaround professionals
- Certified Cost & Management accountants
- Chartered Accountants
- Corporate investigation specialists
- Intellectual property specialists
- Former chief executives
- Banking and securities professionals
- Certified public accountants
- Corporate, financial and crisis communications specialists
- Chartered financial analysts
- Construction specialists
- Real estate professionals

These trusted advisors drive, support and sustain solutions that help your organization protect and enhance enterprise value.

# WHAT WE DO

TPMCL provides critical thinking at the critical time. Clients retain us because we combine unparalleled expertise with innovative thought leadership to address critical challenges, in both event driven and long-term scenarios.

Our unrivaled team of professionals delivers expertise born from experience. Clients rely on undiluted critical thinking that evolves only from decades of hands-on experience at every level. Whether vertical market or cross-discipline, our solutions are practical, immediate and sustainable.

Because challenges never cease, our engagements often involve the role of trusted advisor. Numerous client relationships have endured through the turbulence of business and economic cycles. And many of our new engagements come from existing clients – a testament to our ability to consistently deliver results.



# OUR VALUES

## OUR MISSION IS:

To be the number one firm that people turn to worldwide for solutions to the jugular issues that affect their wealth, their reputations and, indeed, their lives.

## OUR STRATEGY AND VALUE PROPOSITION IS:

To attract, hire, acquire, develop and, most importantly, retain the best and most talented people in the world to, consistent with the highest ideals of loyalty, integrity, excellence, client service and respect, act as one in helping our clients identify their jugular issues, devise value-added solutions for them, and then deliver those solutions locally through the last mile of execution in a timely, effective, thorough, seamless and cost-efficient manner.



# CLIENT ADVANTAGE

TPMCL provides a single source of expertise and experience to address the interrelated issues that can impact your enterprise value. Our goal is not just to address challenges but to anticipate them, surround them and deliver sustainable solutions that range from the immediate to the long term.



# OUR SERVICES

## COMPANY SERVICES

TPMCL provides a single source of expertise and experience to address the interrelated issues that can impact your enterprise value. Our goal is not just to address challenges but to anticipate them, surround them and deliver sustainable solutions that range from the immediate to the long term.



# CREDITOR RIGHTS

The creditor rights team maximizes recovery for unsecured creditors of distressed companies. We monitor short-term liquidity, operations and the business plan and assist in developing the plan of reorganization. We also assess the value of the assets and of the enterprise and can aid in the sale of divisions or the entire company.



# LENDER SERVICES

Lender services experts assess the key areas of lender concern, including the distressed borrower's current operating environment, liquidity position and business plan.

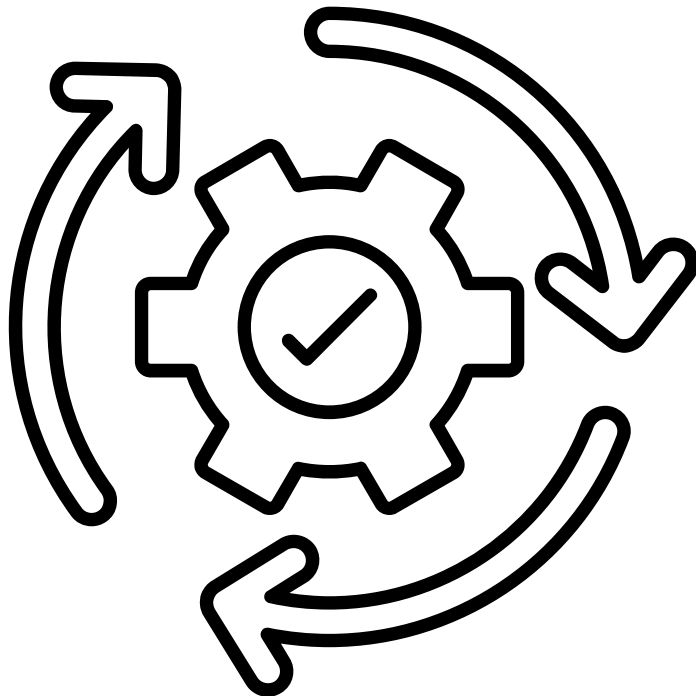
Our full range of client services includes:

- Reviewing and sensitizing cash flow and business plan projections
- Performing due diligence, analyzing collateral and monitoring portfolios
- Assisting in credit-crisis situations and suggesting trouble-credit restructuring alternatives
- Supporting securitizations and providing backup management services



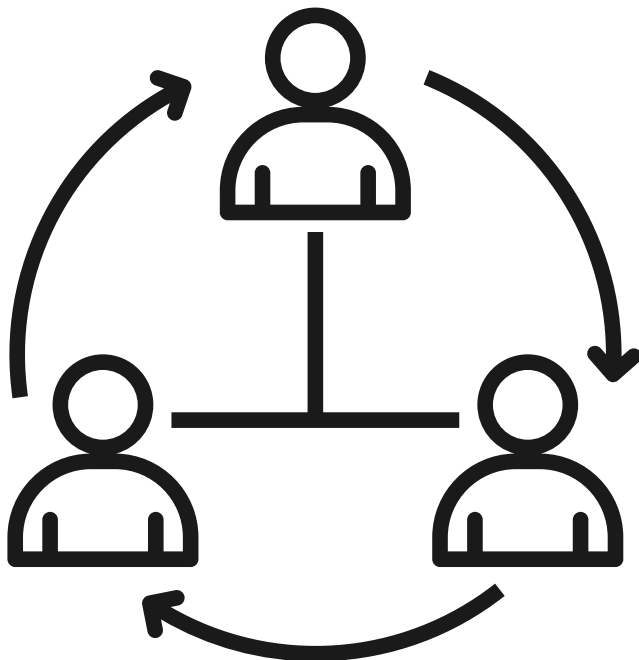
# MONITORING SERVICES

For companies that are planning or already have completed a transaction or have a market position that substantially lessens competition, TPMCL can act as monitoring trustee. When a competition authority's investigation requires parties to maintain the two businesses as viable, standalone businesses pending the outcome of the investigation, we can provide the monitoring authority and, in some circumstances, manage required divestitures.



## RESTRUCTURING/TURNAROUND SERVICES

For companies that are planning or already have completed a transaction or have a market position that substantially lessens competition, TPMCL can act as monitoring trustee. When a competition authority's investigation requires parties to maintain the two businesses as viable, standalone businesses pending the outcome of the investigation, we can provide the monitoring authority and, in some circumstances, manage required divestitures.



# CORPORATE FINANCE/RESTRUCTURING

The Corporate Finance/Restructuring practice at TPMCL focuses on strategic, operational, financial and capital needs of businesses. We address the full spectrum of financial and transactional challenges faced by companies, boards, private equity sponsors, creditor constituencies and other stakeholders. Our success depends upon achieving optimal results for our clients.



# **BANKRUPTCY SUPPORT SERVICES**

The Corporate Finance/Restructuring practice at TPMCL focuses on strategic, operational, financial and capital needs of businesses. We address the full spectrum of financial and transactional challenges faced by companies, boards, private equity sponsors, creditor constituencies and other stakeholders. Our success depends upon achieving optimal results for our clients.

## **BANKRUPTCY PREPARATION & REPORTING**

Our experts are adept in all phases of insolvency proceedings, including coordination with attorneys, analysis in support of petitions and affiliated motions, and preparation of court-mandated reports.

## **TECHNICAL ANALYTICS & CLAIMS MANAGEMENT**

Our consultants use a secure, Web-enabled claims management system to enhance the management and resolution of scheduled liabilities and claims.

## **TRUSTEE, EXAMINER & RECEIVER SERVICES**

On behalf of creditors of bankrupt or insolvent companies, TPMCL provides independent leadership to preserve the value of assets and maximize recoveries. We also develop strategies for monetizing the debtor's assets.

## **BANKRUPTCY/INSOLVENCY LITIGATION & EXPERT WITNESS SERVICES**

We represent underperforming companies that are debtors-in-possession, creditors' committees and lenders. Many of our testifying experts have national reputations in federal and state courts.

# TRANSACTION ADVISORY SERVICES

The transaction advisory experts at TPMCL - senior partners and dedicated teams with specific industry expertise — offer a forward-looking perspective and track record of success across the entire transaction life cycle. Whether representing buyers, sellers or lenders, we offer comprehensive due diligence advice and hands-on support in evaluating opportunities across the risk/return spectrum. As part of a global consulting firm known for success in high-profile, high-stakes transactions, we help our clients maximize value and minimize risk.

## BUYER SERVICES

The buyer services team at TPMCL supports the client in every aspect of the buying process. Our experts perform comprehensive due diligence, including quality of earnings, synergy analysis and evaluation of projections. We help assess key value drivers and risk factors. We also counsel clients on the most advantageous tax and accounting structures and oversee the contract and valuation processes.

## SELLER SERVICES

We support clients on the seller side to help them manage the sales process, increase the probability of a successful sale and realize maximum value at the time of the transaction. The team does this by:

- Providing vendor due diligence to reduce risk and make the sale process more efficient
- Evaluating businesses or entities for sale, including quality of earnings, balance sheet and working capital requirements
- Identifying value enhances and value issues
- Negotiating with buyers on the client's behalf
- Preparing offering memorandum
- Managing the due diligence process

## LENDER SERVICES

We advise clients on all aspects of the lending decision-making process, for both domestic and foreign based opportunities. The services provided include:

- Reviewing and sensitizing cash flow and business plan projections
- Performing due diligence, analyzing collateral and monitoring portfolios
- Assisting in credit-crisis situations and suggesting troubled-credit restructuring alternatives
- Supporting securitizations and providing backup management services

## VALUATION

Our deal valuation experts work with clients to prepare opening balance sheet valuations, perform impairment analyses and assist with enterprise valuation. We also help private equity general partners with valuation of their holdings, including capital adequacy used to facilitate dividend recapitalizations, solvency and fairness opinions.

## **PURCHASE PRICE DISPUTE SERVICES**

Our experts assess whether generally accepted accounting principles have been consistently applied and determine the accuracy of financial statements. We partner with attorneys and clients to negotiate favourable settlements and resolve earn-outs. We also act as independent arbitrator for disputes related to earn-outs and working capital adjustments.

## **MERGER INTEGRATION SERVICES**

To realize the full value of a merger, TPMCL works with client executive management to assess the feasibility of integration project plans, benchmarks and timetables. We specialize in keeping the integration on schedule and evaluating the functions of both entities to determine best practices.

## **TAX SERVICES**

The tax services team develops strategic solutions to clients' tax issues arising from acquisitions, sales and restructurings and advises on all matters of compliance. This helps clients realize the maximum tax advantages from their transactions.

# PRIVATE EQUITY

The private equity industry currently enjoys an unprecedented opportunity to leverage rapid globalization and a period of strong corporate liquidity. At the same time, the past several years of economic and business volatility have resulted in an increasingly complex business landscape, including new legal and regulatory challenges. As a result, private equity firms are experiencing longer hold times for portfolio companies, and an altered market for acquisition and divestitures. In addition, the limited partner community desires additional transparency and comfort around the private equity firms in which they invest.

## TARGET FIRM SEARCH

TPMCL will partner with you to add value in the critical pre-deal target firm assessment stage, where in-depth knowledge of industry trends is critical. We put our contact base to work to help you open doors.

## DUE DILIGENCE

Our services to enhance understanding of target companies and portfolio company business potential include:

## BUILDING PORTFOLIO COMPANY VALUE

TPMCL provides key planning, process management and implementation expertise, including the services of globally recognized turnaround professionals, to grow the business and improve portfolio company profitability:

## SUCCESSFUL DEAL COMPLETION & BEYOND

TPMCL will seek creative strategies and provides process management for successful divestiture:

# PERFORMANCE IMPROVEMENT

TPMCL improves the efficiency and effectiveness of clients' operations with a balanced approach, focused on increasing revenues and cutting costs. We help clients align business activities to a "critical few" priorities and strike a balance between short-term and long-term goals. Using external benchmarks and deploying best practices, we accelerate clients' growth and increase effectiveness. Our systemic changes lead to sustainable results.

## REVENUE MANAGEMENT

The revenue management team helps clients balance the quantity and quality of revenues while cultivating the right customer base and generating profitable growth. This is done through the following core processes:

- Understanding, acquiring, managing and growing the customer base
- Assessing, developing and optimizing product and market management
- Defining, designing and managing new products

## OPERATIONS IMPROVEMENT

The operational improvement team helps clients reduce costs through plant consolidation, elimination of redundant processes, equipment strategies, and improvements to systems, technology, yield management and energy consumption. These reductions and efficiencies are achieved by establishing performance measures and accountability.

## WORKING CAPITAL MANAGEMENT

By building streamlined processes for managing customers, operations and procurement, TPMCL reduces costs and improves the effectiveness of operations. This increases working capital, which helps clients fund growth and weather downturns. Key processes we focus on are:

- Customer management: order to collect
- Operations management: plan to deliver
- Procurement management: order to pay

## SUPPLY CHAIN & LOGISTICS MANAGEMENT

Supply chain management requires collaboration among multiple internal and external partners, who often are driven by different motives.

### **Our team achieves coordination by:**

- Assessing the complete supply chain to prioritize and plan initiatives
- Helping clients achieve continuous cost reductions with a more efficient flow of information and goods.

## **SG&A OPTIMIZATION**

TPMCL works with clients to analyze the order-to-cash process, focusing on work value analysis, process flows, organization structure and cost reviews. This allows us to:

- Help clients understand how each cost centre contributes to business value
- Analyze value creation to determine the optimal resource allocation
- Develop implementation plans that create more efficient operations

## **BUSINESS INTELLIGENCE/PLANNING**

TPMCL assists clients to develop processes to deliver and use business intelligence. The services include:

- Developing forecasts and scenarios
- Providing financing strategies, budgets, models and analyses
- Synthesizing internal and external information into business intelligence
- Developing management reporting tools such as key performance indicators

## **BUSINESS ASSETS OPTIMIZATION**

TPMCL performs a comprehensive review of clients' asset portfolios, including customers, products and physical assets. Our work helps clients preserve and improve profitability through the rationalization and simplification of processes and capabilities.

## **ORGANIZATIONAL DESIGN & OPTIMIZATION**

The organizational design and optimization experts at TPMCL review functional strategies and implement best practices across the organization. This helps refine focus, reduce capability gaps, set objectives, streamline processes, enhance reporting protocols and lessen cost disparities for the short and long term.

## **PROGRAM GOVERNANCE**

Our experts help clients better manage large and complex enterprise-wide initiatives. We introduce structure and practices that allow senior-level leadership, oversight and control to guide programs to successful conclusions.

## **MERGER INTEGRATION**

We facilitate collaboration among the merger parties to perform rigorous analysis and create detailed process plans, integration parameters and timetables. We achieve improvements in quality and speed of decision making by:

- Assessing client project plans, benchmarks and timetables for feasibility
- Working with executive management to keep integration on schedule
- Analyzing the functions and systems of both entities to determine best practices

# INTERIM MANAGEMENT

The seasoned professionals with C-level experience at TPMCL are prepared to fill the void when client companies face leadership, financial or operational challenges. In a moment's notice, these experienced and credentialed senior executives assume C-level roles, providing the leadership and strategic decision-making ability to maintain momentum, establish corporate priorities, build morale and provide critical continuity. Our C-level executives serve in the following roles: chief executive officer, chief operating officer, chief financial officer, chief restructuring officer, controller and treasurer. TPMCL also has the capability to provide additional resources as needed.

## INVESTMENT BANKING

The breadth of resources at TPMCL enables us to combine industry expertise with investment banking and transaction execution expertise when such specialized skill set is critical to a transaction's outcome. Our unique capabilities provide us a competitive edge to understand and to convey to potential buyers, sellers and financing sources a company's key business drivers.

### **The Positive Effects for Our Clients can Include:**

- Less upfront time needed to understand and articulate a company's key business drivers
- Better ability to identify the most suitable acquirers, targets and funding sources
- Keen insight into company valuation/fundamentals for each potential buyer/seller/lender, which often translates into a better price/term

In addition, the senior-level relationships we have in each of our industry verticals provide us unique access to key decision makers at prospective buyers, financing sources and related parties to facilitate transaction closings.

Our depth of industry knowledge, breadth of resources and strong senior-level relationships provide the basis for our services, whether in analysis of strategic alternatives or in execution of a merger, acquisition, divestiture or capital placement, as well as for fairness opinions.

TPMCL Capital Advisors, LLC, through our broad spectrum of services, provides assistance to clients around the globe throughout all phases of a company's financial health. Clients that require a sophisticated combination of financial, technical and industry expertise continually rely on the experts within our practice areas to address a wide range of investment banking issues.

# VALUATION & FINANCIAL ADVISORY SERVICES

TPMCL specializes in providing business and intangible asset valuations, financial opinions, financial and strategic analysis, forecasting and transaction support services covering a broad spectrum of industries and situations from early stage, middle market and Fortune 500 companies and capital market constituents.

## TRANSACTION BASED OPINIONS

- Regarding the change of control, going private, management buyout, acquisition, PIPE, and Fairness Opinions
- Solvency Opinions
- Collateral Valuation Opinions
- Intellectual Property and Intangible Asset Valuation Opinions
- Going Concern Valuation Opinions

## FINANCIAL REPORTING OPINIONS

- Purchase Price Allocation and Goodwill Impairment — ASC 805
- Portfolio Valuations for Private Equity Funds, Hedge Funds, Banks and other Capital Market Constituents — ASC 820
- Incentive Compensation, Options and “Cheap Stock” — ACS 718
- Revenue Recognition for Multi-Element Licensing Arrangements — ASU 209-13
- Derivative Valuation Opinions — ASC 815

## TAX PLANNING AND REPORTING OPINIONS

- Estate and Gift Tax Opinions
- Enterprise, Minority Interest and Non-Marketable Minority Interest for Business and Asset Valuations
- Equity/Share Based Incentive and Compensation for Services — IRS Sec. 409A

## FINANCIAL AND STRATEGIC ADVISORY SERVICES

- Forecast Preparation and Assessment
- Distressed Situation Value – Maximization Strategies
- Strategic Alternatives and Transaction Structuring Support
- Litigation Support and Dispute Resolution

# ECONOMIC CONSULTING

TPMCL provides law firms, corporations and government agencies with sophisticated and comprehensible analyses of complex economic issues to assist them in understanding the issues and opportunities they face. Our Economic Consulting practice is involved in a wide range of engagements related to economics, finance and accounting. We provide critical insight and expert testimony in legal and regulatory proceedings, strategic decision making and public policy debates. We also have deep expertise in antitrust issues, mergers and acquisitions, securities litigation and risk management, valuation and international arbitration.



# ANTITRUST & COMPETITION ECONOMICS

TPMCL, particularly through its Compass Lexecon subsidiary, has provided expert advice and testimony in hundreds of complex antitrust matters, assisting with many of the highest-profile antitrust and M&A actions and transactions of the last 30 years. We apply cutting-edge industrial organization theory and use sophisticated economic and econometric analyses to analyze and explain the complex issues that define these engagements.

## OUR SERVICE OFFERINGS INCLUDE:

- Mergers & acquisitions
- Price fixing
- Monopolization & abuse of dominant position
- Exclusionary conduct
- Bundling & tying
- Predatory pricing
- Quantification of damages
- Class certifications



# BUSINESS VALUATION

Our Economic Consulting professionals — highly regarded experts in finance, economics and accounting — assist in the economic valuation of tangible and intangible assets on behalf of our clients. We provide valuation opinions and expert testimony in traditional commercial disputes, including matters of economic damage, post-transaction disputes, professional negligence and stakeholder controversy. We also offer valuation opinions and expert testimony in international disputes before international courts of jurisdiction and arbitration tribunals.



# INTELLECTUAL PROPERTY

TPMCL helps clients understand and maximize the value of their intangible business assets. We calculate losses from intellectual property (IP) infringement, apply econometrics to develop pricing structures for IP valuation and licensing, manage the purchase or sale of IP assets, negotiate with tax authorities and determine IP-related losses in legal disputes and arbitrations.



# INTERNATIONAL ARBITRATION

With economic disputes growing in cost and complexity, TPMCL helps companies navigate through each stage of the dispute resolution process. We offer independent advice and expert testimony needed for successful outcomes. Our international arbitration experts have years of industry experience in damage quantification and in treaty and commercial arbitrations.

We provide end-to-end valuation and litigation support, including: determining if a claim is worth pursuing; identifying the correct approaches or methodologies for quantifying damages; evaluating claims in the context of past and future economic damages incurred; and pinpointing the exact type of expertise, evidence and documentation required.



# LABOR & EMPLOYMENT

The ever-increasing size and complexity of payroll, personnel and timekeeper databases make it difficult and time consuming for clients to make business decisions and respond to legal claims. In addition, they face increased scrutiny from federal and state governments in employment discrimination areas such as compensation, hiring and separation.

Drawing on our significant experience in labour and employment matters, TPMCL specializes in preparing economic and statistical analyses for clients facing disputes relating to wage and hour issues, class action, class certification, lost earnings and discrimination. Our consultants, including well-known academics, have testified dozens of times on the conduct and implications of these studies in a wide variety of labour and employment disputes.



# PUBLIC POLICY

We study the impact of legislation and political considerations across a wide range of issues facing our clients around the world. Our clients — both government agencies and private companies — are making complex decisions involving regulated industries and complicated commercial arrangements, taxation and public/private partnerships that necessarily operate at the intersection of legislative, political, regulatory and commercial considerations. TPMCL economic experts — many of whom have held critical positions in government and academia — have years of experience advising on concrete, economically defensible and workable solutions for resolving competing considerations.

## OUR SERVICE OFFERINGS INCLUDE:

- Strategic & regulatory planning
- Program evaluation
- Regulatory & policy reform
- Analysis of proposed legislation & regulation
- Tort liability
- Forecasting
- Public private partnerships
- Public finance



# REGULATED INDUSTRIES

The Economic Consulting practice at TPMCL helps clients use economic analysis, econometrics and network modeling to analyze complex issues of pricing, valuation and risk management that occur across the spectrum of regulated industries. Our experts combine world-renowned academic expertise in economics with strong industry sector knowledge of the markets in which industrial companies operate, and the engineering and operating issues they confront, to advise on the effect of regulations on their global business strategies.

## OUR SERVICE OFFERINGS INCLUDE:

- Advice on economically appropriate regulatory strategies & tactics
- Analysis and expert testimony in disputes related to pricing, terms & conditions & alleged breach of contracts
- Pricing of bundled services
- Regulatory due diligence for investors in regulated industries
- Valuation
- Modeling of regulated networks for litigation, investment & business planning applications



# SECURITIES LITIGATION & RISK MANAGEMENT

With increased volatility in financial markets, as well as a global regulatory environment that changes rapidly and inconsistently in various global regions, TPMCL clients require experts who can assess, quantify and manage the complex range of risks inherent in global financial markets.

Professionals from the Compass Lexecon subsidiary of TPMCL pioneered the application of the modern theory of finance to issues relating to securities fraud, insider trading, market manipulation and other forms of securities litigation. Our securities litigation and risk management consulting experts testify for our government and corporate clients in the most complex disputes involving these issues. We also develop, review and implement financial risk management programs and transactions and create and implement strategies for managing market and credit risks, liquidity and operational risks, reputational risk, litigation exposures and regulatory compliance.



# CENTER FOR HEALTHCARE ECONOMICS & POLICY

Successful achievement of the "Triple Aim" goals – reducing the per capita cost of healthcare, improving the health of populations and enhancing patient access to and experience of care – will be most effective if driven by community-based healthcare stakeholders (local governments, insurers, providers, physicians and employers). The Center for Healthcare Economics and Policy works with these stakeholders to facilitate community based efforts to achieve “Triple Aim.”

## **OUR SERVICE OFFERINGS:**

### **COMMUNITY-BASED HEALTHCARE RE-ALIGNMENT STUDIES AND STRATEGIES**

We work with healthcare constituents in communities with excess or misaligned healthcare capacity or costs to identify the drivers of high healthcare costs to effect strategies to improve healthcare delivery at reduced costs.

- Providing cutting edge economic tools and quantitative methods to enable local healthcare stakeholders to define and implement needed market-based and market-wide change
- Empirical determination of the most relevant and actionable metrics on population health, costs, access, and resource utilization and alignment for individual communities to drive Triple Aim goals
- Applying these empirical methods objectively to the unique characteristics of healthcare delivery that occur in each community.

### **EMPLOYERS AS AGENTS FOR CHANGE**

We work with employers to provide sound economic and empirical support for health and wellness programs; designing benefits to yield cost savings; and facilitating change in misaligned capacity.

- Wellness initiatives – providing sound economic and empirical support of health and wellness programs and designing benefits to yield net cost savings.

## **OUR TOOLS:**

### **MEASUREMENT**

- Extensive baseline metrics and experience in developing and applying best measures for specific localized issues
- Development of new empirically-derived metrics for actionable change

## **USING SOUND EMPIRICAL ANALYSIS TO IDENTIFY AND COMMUNICATE ACTIONABLE RESULTS**

- Actionable metrics: Identify levers for change
- Empirical and econometric analyses of market, demographic, and individual firm characteristics of costs and healthcare spending
- Econometric analyses at community or provider level to isolate key drivers of costs and healthcare spending, controlling for health and other demographics

## **CROSS-STAKEHOLDER AND COMMUNITY LEVEL ANALYSIS**

- Combine multiple sources of data from across communities and stakeholders to conduct meaningful analyses
- Cluster analyses are means to develop comparative analyses

## **EFFECTIVE ALIGNMENT OF HEALTHCARE CAPACITY AND RESOURCES**

- Assessment of excess capacity and costs associated with excess capacity: Modeling to identify required changes to status quo and to inform stakeholders of costs; making recommendations for change
- Experience assessing and modeling impacts of organizational change, rationalization, and re alignment of capacity on quality and effectiveness.

# FORENSIC & LITIGATION CONSULTING

The Forensic and Litigation Consulting practice at TPMCL provides multidisciplinary, independent dispute advisory, investigative, data acquisition/analysis and forensic accounting services to the global business and legal community. Our team supports clients facing high stakes litigation, arbitration and compliance investigations, and regulatory scrutiny.



# FORENSIC ACCOUNTING & ADVISORY SERVICES

Across a global platform, our professionals assist U.S. and multinational clients respond to allegations involving the propriety of accounting and financial reporting, fraud, regulatory scrutiny and anti-corruption inquiries. Our multidisciplinary experts address a variety of accounting and compliance issues; analyze and reconstruct corporate books, records and electronic information; and participate in fact-finding interviews.

We react quickly and confidentially to safeguard assets and reputation, resolve matters with minimum disruption to the business and mitigate recurrences by recommending effective controls. Our approaches enable us to efficiently gather facts, analyze the issues, and prepare reports and presentations that stand up to regulatory and judicial scrutiny. We assist with complex accounting and reporting issues that arise from situations occurring outside the normal course of business, including:

- Fraud and complex financial investigations
- Audit and special committee investigations
- Financial statement misstatements, inadequate disclosure and restatements
- Whistleblower allegations
- Regulatory inquiries
- Anti-corruption and FCPA/U.K. Bribery Act compliance and forensics
- Independent internal controls and fraud risk assessment
- Compliance and transaction risk assessments
- M&A fraud services
- Ponzi schemes, embezzlement and kickbacks
- Receiver, trustee and independent monitorship services
- Technical accounting services
- Assistance with auditors
- Accountant liability

## REGULATORY & ACCOUNTING ADVISORY

We assist clients in addressing complex accounting, regulatory and auditing issues, including all phases of SEC and PCAOB actions and litigation. Our work includes the resolution of technical issues, assessment of claims, restatements and listing advisory services. Our testifying experts typically have given evidence both for and against the government, thereby enhancing credibility with juries and courts. Several of our seasoned accounting professionals have served with the SEC's Divisions of Enforcement and Corporation Finance and in the Office of the Chief Accountant, as well as the Financial Accounting Standards Board.

# GLOBAL RISK & INVESTIGATIONS PRACTICE

Located in key financial centres around the world, the team conducts sophisticated investigations, uncovers actionable intelligence and performs value-added analysis to help decision-makers address and mitigate risk, protect assets, remediate compliance, make informed decisions and maximize opportunities.

## OUR SERVICE OFFERINGS:

We bring a multidisciplinary approach to complex factual, financial and business-critical investigations, combining functional expertise in corporate internal investigations, anti bribery and foreign corruption risk assessments, transactional due diligence, litigation intelligence and commercial disputes with a deep understanding of the multijurisdictional investigative process.

**Our experts conduct independent investigations to help clients resolve a variety of issues, including:**

- Whistleblower allegations
- Fraud and complex financial investigations
- Anti-bribery and foreign corruption (FCPA/U.K. Bribery Act) investigations and risk assessments
- Political risk assessments
- Due diligence for mergers and acquisitions, joint ventures and cross-border transactions
- Third-party integrity and vendor screening services
- Intellectual property theft and brand protection
- Internal and external fact gathering
- Improper or undisclosed related party transactions
- Embezzlement and kickbacks
- Fraudulent conveyances
- Misdirected or stolen assets
- Asset searching and financial analysis
- Litigation intelligence and specialized fact finding
- Transactional intelligence
- Compliance, monitorship and receiver services
- Private Investigation

# DISPUTE ADVISORY SERVICES

TPMCL synthesizes financial, competitive and industry information to help clients unravel challenging financial and economic issues in commercial disputes. Our experienced global team provides valuable insight and clarity, helping clients during every stage of a contested matter, from early case assessment and discovery to case strategy, damages analysis and settlement services. Our senior professionals are highly skilled at communicating our findings through expert testimony in various settings, including in federal and state courts, as well as in arbitration and mediation proceedings.

## ARBITRATION

The accounting, economics and finance specialists on the global arbitration team have extensive experience in valuation and damages quantification in the context of treaty and commercial arbitration. TPMCL experts clearly and concisely substantiate damages calculations with written reports and expert testimony.

## ACCOUNTANT MALPRACTICE CLAIMS

We have provided investigative accounting and litigation consulting services in investigations, litigations and regulatory or professional proceedings that involve accounting and professional malpractice allegations. Our accomplished experts regularly serve as witnesses, prepare reports and help clients assess, defend or settle investigations by regulatory authorities.

## CLASS ACTION DISPUTES

The class action team supports clients with proprietary modeling and settlement tools, which enable analysis and successful resolution of class action disputes. Our litigation consultants and technical advisors help clients defeat class certification, testify on appropriate damages and administer class settlements.

## GENERAL & COMMERCIAL DISPUTE SERVICES

TPMCL experts help clients unravel accounting and financial complexities in commercial disputes across all industry sectors and help bring a dispute to an efficient and cost effective resolution. We can assist in all phases of judicial, regulatory and administrative disputes from early case assessment and pre-trial discovery through trial and appeal. Team members also act as independent accounting and/or damages experts.

## POST-ACQUISITION DISPUTES

TPMCL has the resources to help companies navigate complicated post-acquisition disputes. Our experts have extensive experience analyzing purchase price issues, assessing the value of businesses and facilitating dispute resolution. Our professionals offer innovative solutions to resolve disputes regarding accounting judgments and valuations from the point of view of the buyer, the seller or an independent arbitrator/mediator.

## **SECURITIES & FINANCE ADVISORY SERVICES**

With proven expertise in the economic analysis of securities, the markets they trade in and their valuation, TPMCL provides companies and their counsel a comprehensive range of consulting and expert witness services in matters such as shareholder class action litigation, allegations of stock options backdating, market timing issues in mutual fund trading, hedge fund litigation, market manipulation, the valuation of subprime portfolios and the effect of financial disclosures on a company's stock price.

## **DAMAGES ANALYSIS**

TPMCL has deep expertise helping clients to prepare and interpret damages analyses. Drawing upon a thorough understanding of the links among damages, causation and liability, our highly qualified specialists apply their accounting, forecasting and financial reporting expertise to develop logical, highly defensible determinations of damages. Our consultants are experts in their respective fields and have a thorough understanding of how to present damages in a clear and concise way.

## **EXPERT TESTIMONY**

TPMCL provides access to a prestigious team with both in-the-field and in-the-courtroom experience in accounting, finance, economics, valuation, computer forensics and fraud investigation. We have testified on behalf of both plaintiffs and defendants in federal and state proceedings, in arbitration, and before administrative agencies and in tax court.

## **VALUATION**

Our professionals provide valuation consulting services in connection with disputes, transactions and day-to-day corporate management. Because our valuations are consistent with the methods commonly used for the intended valuation purpose and are successfully supported and communicated based on the intended use and audience, our valuations not only solve problems, they help prevent problems.

## **SECURITIES LENDING**

TPMCL has substantial experience in high-stakes securities lending matters, providing expert and work product consulting services from an academic, industry, regulatory and consulting services perspective. Our primary focus is in such areas as investment suitability, investment prudence, holistic analysis, fees analysis, complex damages, class certification analysis, business purpose and economic substance, and authoritative research.

# INTELLECTUAL PROPERTY

Protecting an organization's intellectual property (IP) is critical to its success. The experts at TPMCL help clients deal with the myriad of challenges and complexities of successful intellectual property management. We combine financial, competitive and industry information with our in-depth understanding of intellectual property value to provide litigation support and damages quantification as well as intellectual property valuation, royalty compliance, licensing, and technology and intellectual property management and commercialization. Our experts also assist our clients with resolving a wide range of brand integrity issues through strategic brand protection, counterfeit and IP investigations.

## LITIGATION SUPPORT AND EXPERT TESTIMONY

From discovery to settlement, we work with clients involved in court cases, arbitration tribunals and administrative hearings to develop the strongest possible litigation strategy. Our experts analyze financial records, develop damages claims, critique opposition expert reports, assist with witness preparation, perform analyses, and provide expert witness testimony. TPMCL provides clients with litigation support in six critical areas:

- Patent infringement
- Trademark infringement
- Trade secret misappropriation
- Copyright infringement
- False advertising
- Unfair competition

## INTERNATIONAL TRADE COMMISSION SECTION 337 INVESTIGATIONS

Intellectual property researchers and analysts at TPMCL perform the economic and commercial analyses necessary to support International Trade Commission Section 337 investigations, which are used to prevent certain products from entering the United States.

## ROYALTY COMPLIANCE SERVICES

We work with clients to determine the amount of any unpaid royalties, prevent future losses, understand their licensees' royalty obligations and strengthen their relationships with business partners. Royalty compliance services include:

- Reviewing royalty payments, reports and calculations
- Determining whether the licensee's understanding of its obligations matches that of the licensor
- Auditing information and presenting findings and recommendations to the client
- Designing programs for future monitoring of licensees

## **INTANGIBLE ASSET VALUATION**

We help clients accurately value intangible assets, including patents, trademarks, copyrights and trade secrets. We employ a wide range of accounting, tax, purchase and sales models. The services we offer include:

- Purchase price allocations
- Sale, disposition and transaction support
- Restructuring and liquidation
- Accounting and tax regulations
- Support for disputes involving IP and other intangible assets

## **INTELLECTUAL PROPERTY INVESTIGATIONS & BRAND PROTECTION**

TPMCL works with brand owners, law firms, in-house counsel and government entities to develop a comprehensive strategy against counterfeit and grey market goods. We succeed by monitoring markets, collecting evidence, conducting investigations, performing forensic analyses and supporting litigation. We devise and implement strategic solutions and tactical actions to combat the increasing threat posed by counterfeits, grey market goods and other intellectual property offenses.

## **BRAND DEVELOPMENT, MARKETING & RESEARCH**

Our award-winning branding and marketing team uses market analysis, creative design, Web development, publications, advertising and more to create multifaceted marketing campaigns which maximize the value of clients' brands.

# TRIAL SERVICES

The Trial Services professionals at TPMCL work with clients throughout the life cycle of a case, supporting litigators in war rooms and courtrooms. As a seamless part of the trial team, we provide visual communications consulting and graphics production, trial technology consulting, jury research services and site logistics coordination.

We understand the need to maximize the value of every dollar spent on litigation. TPMCL employs cost saving processes such as developing demonstratives in editable formats, which can be revised on the fly before and during trial; and providing work product to clients in native file format so it may be modified and re-purposed for potential future litigation.

## **VISUAL COMMUNICATIONS CONSULTING & GRAPHICS**

Our visual communications and graphics experts help clients create, test and deliver the most powerful, persuasive presentation of their case. We help litigation teams:

- Analyze the case to identify critical content and themes
- Strategize on the best methods for presenting evidence
- Create visually persuasive graphics to support opening statements, closing arguments, and fact and expert witness packages

## **TRIAL TECHNOLOGY CONSULTING & TRIALMAX®**

We recommend, implement and operate hardware and software for both the war room and the courtroom, allowing trial teams to focus on trial preparation. We provide flawless presentation of visuals in the courtroom for maximum impact. When clients engage our Trial Services team, TPMCL provides free use of Trial Max® presentation software, which uniquely provides deposition designation and objection management. Where custom solutions are required, we build them.

## **JURY CONSULTING**

We help clients understand how jurors likely will evaluate their case and how evidence can be presented most effectively. We also help clients assess the risk of bringing their case to trial and what factors could promote an early settlement.

## **TRIAL LOGISTICS**

The Trial Services team helps clients manage on-site logistics for optimal trial team efficiency. We provide services such as evaluating hotel and war room locations and identifying and negotiating with vendors for ancillary services such as printing, transportation and catering.

# FINANCIAL & ENTERPRISE DATA ANALYTICS

The complexity of financial systems and globalization of business processes challenge organizations to preserve and analyze transactional data to identify relevant transactions specific to a litigation and to prevent and detect fraud.

The firm's Financial and Enterprise Data Analytics (FEDA) team delivers strategic business solutions to clients requiring in-depth analysis of large, disparate sets of financial, operational and transactional data. Our professionals — respected experts in technology, finance, forensic accounting and the law — map relationships among various systems and geographies, mine for specific transaction, and uncover patterns that may signal fraudulent activity.

## FRAUD DETECTION & INVESTIGATIONS

The analysts at TPMCL identify fraud, determine how it occurred and implement safeguards to minimize the risk of recurrence. We also can assist with the recovery of assets lost to fraud and identify those that may be linked to it.

Our industry-leading experts spearhead investigations into the facts and circumstances surrounding potential incidents of fraudulent activity. We also analyze financial data to assist companies with risk avoidance and mitigation measures in their operations or business transactions.

TPMCL has been engaged to monitor compliance, investigate fraud and mitigate the damage from fraudulent activities in these and other areas of specialization:

## DATA ANALYTICS

The firm's Financial and Enterprise Data Analytics team relies upon a number of analytical software packages to join disparate datasets into a single repository, perform various analyses upon them, and identify trends, patterns and outliers to detect fraud.

## VISUALIZATION

We produce simple but detailed visualizations from complex data sources, making it easier to identify abnormalities. Visualization of complex information offers clients a clearer sense of the problem vs. the confusion caused by tables of numbers. The FEDA team uses several software programs to create visualizations, including Tableau.

## SYSTEM AUDITS/IT DUE DILIGENCE

The FEDA team performs audits and IT due diligence, often as part of the M&A process. Independent, third-party due-diligence on complex, low-latency, high-frequency, transactional IT environments has become crucial in today's data-intensive industries.

# COMPLIANCE, MONITORING & RECEIVERSHIP

Corporations of every size face a range of enterprise risks or have to comply with mandated regulatory settlements requiring independent monitoring. Such ongoing challenges require an operating environment that has robust internal controls and compliance policies that are tested and remediated on an on-going basis. TPMCL provides integrated global teams of industry specialists and compliance experts who offer a cost-effective approach to testing, enhancing and monitoring corporate compliance programs. In matters involving allegations of ongoing fraud or other malfeasance where a monitor, examiner or receiver may be appointed by the court, our professionals also understand the time-critical nature of implementing a plan of action, communicating with multiple constituencies and managing the inherent complexity of such appointments.

## COMPLIANCE

Effective compliance programs play a critical role in warning off potential threats and preventing violations of laws that, at a minimum, could tarnish a corporation's image and impact its business relationships or financial viability. Our highly experienced professionals bring detailed knowledge of their fields and industries to client projects, providing full-scale assessments, process improvement and support for compliance programs. We help analyze current policies and procedures to find gaps or breaches in existing safeguards and are adept at designing and implementing controls that serve to rehabilitate deficiencies and/or monitor the continuing effectiveness of an organization's compliance program in an ever-changing business environment.

## CORPORATE MONITORING SERVICES

Prosecutors and regulators frequently require appointment of a corporate integrity monitor to verify a company's compliance with the terms of a settlement. The appointment of a monitor extends the reach of law enforcement by enabling the government to conditionally suspend a prosecution or enforcement action while a company works to implement agreed-upon business and compliance reforms. TPMCL has a wealth of experience and the necessary resources to serve as an independent monitor across all industries and professions.

## RECEIVER, EXAMINER & TRUSTEE SERVICES

TPMCL has not only supported the work of receivers, examiners and trustees, but we also have been appointed directly to work in that capacity. We are retained to recover and analyze enterprise-wide data; independently investigate, gather and document relevant facts; clarify or reconstruct complex financial transactions; apply forensic accounting techniques; and quantify damages in a variety of receiverships, bankruptcies, wind-downs or involuntary liquidations. We offer a complete range of electronic evidence capture and review tools that identify, preserve and collect relevant information and empower rapid analysis.

# STRATEGIC COMMUNICATIONS

The Strategic Communications practice of TPMCL is one of the world's most highly regarded communications consultancies. With more than 22 years of experience advising management teams in critical situations, we help our clients use their communications assets to protect, enhance, develop and defend their enterprise value — no matter what they are going through or where they are in the world. With approximately 700 expert strategic communications consultants in more than 25 key markets around the world, we combine global reach with critical local knowledge. We also have built an unrivaled depth of industry and interdisciplinary expertise so that clients have access to professionals who are focused on their particular sector, have a broad network of relationships with key influencers, and provide communications counsel based on in-depth industry knowledge and experience.

## **PROTECTING & ENHANCING CLIENTS' ENTERPRISE VALUE**

Given our integrated approach to strategic communications, we are uniquely positioned to advise executive teams, boards of directors and other senior decision makers on how best to address —from a communications perspective — the opportunities, threats and challenges presented by issues that affect enterprise value.

Further, as part of FTI Consulting, we are able to complement our strategic communications expertise and offer clients access to market-leading management consulting and advice to address critical business situations, including investigations, litigation, regulatory disputes and restructuring.

# FINANCIAL COMMUNICATIONS

TPMCL helps executive teams, boards of directors and other senior decision makers effectively maximize their communications and marketing assets to protect, enhance, develop and defend enterprise value.

## M&A COMMUNICATIONS

We consistently are ranked as the #1 communications advisor in global league tables by deal count. We deliver comprehensive communications advice in recommended and unsolicited transactions and work for listed and non-listed companies to support the acceptance of a public offer or defend against a hostile bidder. We build and manage a communications platform to reach all audiences in a planned, multi-stakeholder approach.

### Client services include:

- Development and dissemination of the merger story
- Media relations and shareholder communications
- Communications surrounding proxy solicitation
- Employee outreach and engagement
- Transaction websites and digital/social media strategies
- Counsel and implementation of post-merger integration or disposals
- Quantitative and qualitative assessment of the effectiveness of each communication

## FINANCIAL CALENDAR & MARKET COMMUNICATIONS

Our communications experts turn clients' financial results into potent investor updates that showcase key initiatives and offer progress updates. Through an appropriate and balanced mix of traditional and online media, we ensure our clients' messages influence investors, support valuations, and improve the visibility of company decisions and actions.

### Our services include:

- Conference call scripting
- Q&A preparation
- Media relations
- Presentation messaging
- Creative engagement solutions

## IPO & CAPITAL-RAISING COMMUNICATIONS

From prospectus filing to the listing and end of the quiet period, we develop and distribute key messages to help clients raise capital, maximize valuations and minimize transaction risks. Client services include:

- Comprehensive communications advice before and during the transaction
- Development and dissemination of the equity story
- Preparation of management for engaging with the international investor community
- Preparation of the company for becoming a publicly traded entity
- Media relations to communicate the investment case and argue the valuation

## **CHANGE MANAGEMENT**

Events such as mergers, restructurings and crises require careful handling, both in terms of how they are managed and how they are presented. TPMCL gives our clients the insight and tools needed to better manage and communicate through the disruption that comes with change. Client services include:

- Utilization of best practices as a foundation for communications programs
- Research into impediments to change and the necessary factors for change
- Segmentation of the different needs and attitudes of internal stakeholders
- Strategic communications plans with targeted messages, messengers and outcomes
- Tracking studies to measure campaign results

## **INVESTOR RELATIONS**

We serve as our clients' liaison to the international investment community. Client services include:

- Market intelligence
- Global investor outreach
- Facilitation of meetings between management and key shareholders
- Introductory calls with new investors
- Analyzation of investor discussions to uncover future messaging strategies
- Organization of analyst/investor days
- Creative engagement solutions, including video

## **PROXY BATTLE & ACTIVIST DEFENCE COMMUNICATIONS**

TPMCL serves as a communications partner through proxy battles and activist investor situations to help clients:

- Monitor stakeholder sentiment to identify potential problems
- Disarm and defuse hostile shareholder campaigns
- Build support and visibility for management positions
- Broaden the shareholder base to include long-term institutional investors unlikely to provoke proxy battles

## **CUSTOM CAPITAL MARKETS RESEARCH**

Our research and strategy consultants help clients determine the impact of major changes in corporate strategy or capital allocation policies on valuation and shareholder sentiment. Our research serves as an independent filter, critical to ensuring objective feedback. We have been particularly effective in helping clients assess the implications of new strategies, identify the best capital allocation policies and evaluate the threat of shareholder activism. Client services include:

- Investor and analyst perception studies
- Equity valuation, including comparative valuation and financial statement analysis
- Broader evaluation of the market, relevant peer sets and comparable situations
- Shareholder alignment evaluation, including sentiment reviews and shareholder base diagnostics
- Our Market Perception Index, which combines statistical and financial analysis with investor perceptions to determine the alignment of client performance, strategy and communications
- Market scan and growth option development research and financial modeling to help clients evaluate and determine how to enter new markets

## **CREATIVE ENGAGEMENT SOLUTIONS**

As the expectation for communication between the corporate and financial communities evolves and expands, TPMCL helps companies understand how, when and why key financial audiences research and connect with corporations. We then develop creative, digital and social solutions to meet those needs. Client services include:

- Print and digital annual reports
- Digital/social media strategies and integration
- Investor relations/M&A/IPO website design and development
- Mobile application design and development
- IR+ (collaborative Web and capital markets communications)
- Analyst/investor day video/coverage
- Employee engagement videos
- Executive vignettes

## **RESTRUCTURING AND FINANCIAL CRISIS COMMUNICATIONS**

The TPMCL international team of restructuring experts provides communications strategy and execution to companies undergoing in-court and out-of-court restructurings or otherwise managing through financial distress. Our strategies help to ensure that internal and external audiences — including investors, employees, customers, suppliers and other key stakeholders — receive influential, relevant, timely and accurate information at all pivotal milestones. We work closely with management, in-house communicators, and their legal and financial advisors to support our clients' restructuring objectives in the following ways:

- Tailor a communications strategy based on an audit of prior communications, competitive landscape, stakeholder concerns, cultural sensitivities and pre-existing communications channels
- Establish a detailed announcement rollout that effectively sequences communications across the organization in multiple time zones and jurisdictions

- Mitigate risks associated with premature leaks and market rumours
- Develop stakeholder-specific communications materials
- Create restructuring microsites and social media strategies
- Train primary spokespersons and executives to handle interactions with the media and other important audiences
- Build appropriate call center infrastructures to ensure efficient and accurate responses to questions from various audiences
- Forecast, manage and shape media coverage across business, financial and trade media outlets
- Maintain continuous lines of communication to demonstrate ongoing momentum
- Develop long-term proactive campaigns to positively position the company after restructuring

# CORPORATE COMMUNICATIONS

TPMCL provides global, national and regional solutions for our clients' mission-critical communications needs. We help clients build and enhance their leadership position, achieve tangible returns by managing reputation and stakeholder perceptions, protect license to operate, and grow business with new communications techniques and media channels.

## **BUSINESS-TO-BUSINESS COMMUNICATIONS**

Our communications expertise and industry-sector knowledge provide the foundation for helping clients develop a differentiated business narrative through a variety of media, including:

- Business and trade media
- Speechwriting and speaking opportunities, including organizing industry events and conferences
- Thought leadership campaigns

## **LEADERSHIP COMMUNICATIONS**

TPMCL helps the media and other key stakeholders recognize our clients as leaders in their business sectors. Further, we help CEOs, management team members and board members create tailored communications strategies that marry their individual strengths with market opportunities.

## **CORPORATE BRANDING & POSITIONING**

We help management teams translate vision and strategy into a tangible corporate brand and convey Strategic Media Relations the company's mission and plan in a way that inspires stakeholder support. From strategic advice to project-based services, we work with you on all aspects of your brand strategy, creating unique, impactful platforms that deliver accelerated brand awareness and loyalty at global, national and regional levels. Our services include consumer, internal and industry research, complete corporate brand articulation, management workshops, identity design and brand communications services.

## **STRATEGIC MEDIA RELATIONS**

We integrate traditional and digital media outreach strategies to maximize the impact and range of financial and corporate narratives. Through a mix of earned, paid, corporate and social media, we ensure our clients' messages influence key stakeholders, protect and build reputations, and improve the visibility of the company and its leaders.

## **ISSUES, CRISIS & LITIGATION COMMUNICATIONS**

When clients face reputational challenges, our team acts quickly to neutralize attacks or mitigate the situation, protecting an organization's valuation, credibility and reputation.

### **Our services include:**

- 24/7 on-site counsel
- Critical media relations: dealing with threatened negative media exposure
- Stakeholder communications: maintaining and bolstering support and neutralizing criticism among both internal and external stakeholder communities
- Crisis preparedness: reputational threat assessments, crisis planning and team testing
- Issues management: mitigating potential problems through third-party engagement or organizational change
- Dispute and litigation communications: ensuring your position is understood by those who matter, without additional legal exposure
- Online reputation management: effective engagement during a challenge and the repairing of your search engine rankings afterwards

## **EMPLOYEE ENGAGEMENT & CHANGE COMMUNICATIONS**

We help clients drive business performance by developing internal programs that improve employee alignment with their goals, strategies and the drivers of reputation. Whether there's a need to embed a new vision, integrate a merger or acquisition, restructure in response to changing markets or roll out a new brand experience — we can help you engage and inspire your people through impactful communications.

## **MEDIA & PRESENTATION COACHING**

We provide clients with the interview techniques they need to best represent themselves and their organization to the media and to present to other important audiences. Our teams, led by respected former broadcast and print journalists, tailor training to each client's needs.

## **CORPORATE RESPONSIBILITY**

We help clients articulate their core values and translate them into practical policies. Our corporate responsibility (CR) specialists develop clear targets and systems to monitor compliance. We also conceptualize, design and distribute industry-leading CR reports.

## **CORPORATE CONSUMERISM**

Our experts help clients create and run communications campaigns that build consumer support for the corporate mission. Our knowledge of consumer markets, informed by market-leading research and insights, has helped clients reposition more than 150 consumer brands.

## **CUSTOMER INSIGHT**

Our research tools allow us to develop insights that clients can use to improve sales, find new markets and reduce customer acquisition costs. Services provided include:

- Data gathering among both end users and distribution channel members
- Advanced qualitative and quantitative research to understand needs, attitudes, usage, end-user experience and value propositions
- Economic, database and strategic models that link insights to value
- Product development and concept testing

## **MARKETING & COMMUNICATIONS PERFORMANCE MEASUREMENT**

TPMCL works with clients to measure the effectiveness of marketing programs and allocate resources accordingly. We achieve this by:

- Message testing to understand what is being said, how and to whom
- Advanced analysis to measure the relative impact of product features, brand, messaging, experience, channel, price and other levers
- Analysis of survey results, social media, and sales and customer relationship management data

## **CREATIVE ENGAGEMENT SOLUTIONS**

Our award-winning team conceives, designs and implements communications, branding and marketing solutions across all communications channels to help clients reach their strategic goals. Client services include:

- Advertising and corporate communications
- Website and application design and development
- Digital and print reports and collateral
- Social media strategies and engagement
- Content optimization, including search engine optimization (SEO) and reverse SEO
- Performance measurement, analytics and dashboards
- Video and multimedia strategies and production
- Integrated branding and marketing
- Paid media strategies for digital, print and outdoor

# PUBLIC AFFAIRS

Navigating the intersection of markets, governments, policy, politics and public opinion is an increasingly challenging and important role for management teams and boards of directors. Operating in major political capitals and key emerging markets, TPMCL helps organizations set strategies to engage with public policy stakeholders in compelling and effective ways. No other organization combines our experience in public affairs and government relations with such deep knowledge of capital markets, economic analysis and political risk. We provide clients with the expertise they need to analyze, advise and deliver across these critical areas.

## GOVERNMENT AFFAIRS

As businesses adapt to new economic realities and a more competitive global environment, government policy is increasingly playing a defining role. Business intelligence now means anticipating what government and policy makers will do next and influencing the ultimate outcome on policy, legislation and regulation in ways that protect and advance business interests. Our consultants have trusted relationships with senior politicians, policymakers, stakeholders and influencers in key jurisdictions around the world. Their in-depth knowledge of the individuals, issues and processes driving legislation gives our clients the ability to put the right case before exactly the right audience. This facilitates sensible and sustainable legislative and regulatory outcomes.

## POLITICAL COMMUNICATIONS

With years of experience creating campaigns that shape political debates, change perceptions and influence outcomes, our expert teams can ensure clients achieve the best possible outcome. Our communications strategies integrate the key disciplines of research, polling, new and traditional media, and government relations to put compelling messages in front of critical audiences.

## COMPETITION/ANTITRUST

We help clients respond quickly and effectively to the political aspects of major competition cases, whether involving, for instance, a transaction or a cartel investigation. Our teams supply comprehensive political communications services to support corporate and legal strategies.

### **These include:**

- Political intelligence to gauge the intent of regulatory decision makers
- Drafting of communications materials
- Media outreach to political journalists
- Full management of critical third-party communications: non-governmental organizations, think tanks, media and activist groups

## **CRISIS COMMUNICATIONS**

Long before any situation develops into a crisis, we create preparation strategies to head off threats to clients' reputations, bottom lines and even viability. During a crisis, our teams respond immediately to contain the problem with communications programs designed to manage the public discussion. Long term clients rely on our experience and expertise to mitigate the impact of even the worst challenges.

## **ISSUES & REPUTATION MANAGEMENT**

We help clients manage public perceptions of their position and performance through integrated advocacy and strategic communications campaigns that build dialogue between clients, policymakers and the broader society. Through a suite of services, including message development, reputation research, relationship building and thought leadership platforms, we work with top decision makers to communicate their vision, knowledge and abilities and ensure they are a respected voice in public policy discussions.

## **POLITICAL RISK, INTELLIGENCE & ANALYSIS**

We provide law firms, corporations and government clients with clear analysis of complex issues for use in legal and regulatory proceedings, strategic business decisions and public policy debates. Using a range of analytical tools and research methods, we assess political risk and provide up-to-the minute intelligence on political and regulatory developments. Our research-based insights help clients understand what drives key policy shifts and helps in the framing of political engagement strategies.

## **PUBLIC AFFAIRS RESEARCH**

We provide our clients with data-driven insights to help shape public debate and government policies that affect our clients. To effectively reach and influence the right audiences, we help our clients:

- Test messages in support of, or in opposition to, legislation or regulation
- Identify themes and messages that expose weakness in public support for specific legislation or regulation
- Identify the most advantageous way to frame a debate
- Segment supporters and opponents
- Track how a program has affected policymaker opinion

## **CREATIVE ENGAGEMENT SOLUTIONS**

Our award-winning creative engagement group provides innovative solutions to clients' mission-critical issues. We design and implement seamless brand, corporate and marketing messages using a mix of digital and social media, print, radio, television and mobile channels.

# CREATIVE ENGAGEMENT

Our award-winning creative engagement specialists work with other strategic communications services to provide innovative solutions for our clients' mission-critical issues. We collaborate to support clients with brand, corporate and marketing communications across all media and markets to advance business objectives with target audiences: consumers, executives, investors and journalists.

## USER EXPERIENCE DESIGN

TPMCL follows a user-centric philosophy for each project while aligning organizational objectives, strategic vision and marketing goals. We ensure that the user (whether interactive or offline) has an experience that is welcoming, easy to use and compelling.

## WEBSITES & APPLICATIONS

From corporate websites to dedicated M&A transaction sites and mobile applications, our design team conceives and produces award-winning creative design and content to reach and influence key stakeholders. Because each market is unique, our global team marries local knowledge with universal best practices to maximize user experience and achieve communications and business goals.

## TECHNICAL DEVELOPMENT

We deploy our technical development capability in the final phase of developing a website or other online application (mobile app, intranet, social media page, etc.) to bring the user experience to life. At FTI Consulting, we pride ourselves on our agnostic approach, never favoring a certain platform or technology.

## SOCIAL MEDIA

The digital and social media experts at TPMCL work with clients to identify and engage key stakeholders through the most appropriate and powerful paid and non-paid digital channels. We develop custom solutions for each client, stakeholder and issue.

## OPTIMIZATION & ANALYTICS

By basing their work on the most comprehensive and actionable analytics, our digital media and research experts optimize content, design and functionality for maximum impact. We also provide our clients with data dashboards so they can track the effectiveness of their campaigns.

## VIDEO & MULTIMEDIA

Our in-house video production team creates films that bring to life our clients' strategic vision, presenting complex ideas in a visually compelling way. We provide complete solutions, from concept to direction and post-production.

## **CORPORATE & FINANCIAL REPORTS & COLLATERAL**

TPMCL creative design and digital experts produce reports and collateral for the entire spectrum of corporate and financial events. Through tailored complementary print and digital experiences, we surround target audiences with a compelling company story. Client services include:

- Annual and corporate responsibility reports (print and digital)
- IPO and M&A literature and design
- Campaign literature and design
- Corporate brochures, white papers and other materials
- Internal/employee engagement materials

## **BRANDING**

From discovery to concept and creation, our award-winning brand consultants create brand identities for companies of all kinds. Client services include:

- Rebranding, strategy and positioning
- Company naming and corporate identity creation
- Campaign branding and brand rollout
- Branding guidelines and brand management
- Employee engagement support

## **MARKETING**

The marketing experts at TPMCL develop and deploy a wide variety of solutions to advance our clients' communications objectives. Our services include:

- Strategic marketing, marketing materials (print and digital) and marketing/product websites
- Advertising and media buying (print, digital and outdoor)
- Exhibitions
- Signage and hoardings

## **ADVERTISING & PAID MEDIA SOLUTIONS**

Because they have deep relationships with a broad set of media partners, our media strategists can secure the best opportunities for our clients at the most reasonable cost. Media channels that we commonly make the most of include:

- Online display advertising and search engine marketing
- Wireless/mobile and e-mail
- Digital outdoor
- Print, banner and broadcast advertising
- Media partnerships
- Paid media integration with overall communications and marketing plans

# STRATEGY CONSULTING & RESEARCH

Our strategy consulting and research experts design and execute in-depth analysis to solve complex business and communications problems for our clients.

Working closely with colleagues throughout TPMCL who specialize in specific industry sectors, we rigorously analyze stakeholder perceptions and day-to-day operations, as well as the financial markets. We use the results to help our clients create communications and marketing plans, test business strategies and make better operational decisions.

## CORPORATE REPUTATION

Corporate reputation rests on the opinions of a wide range of stakeholders, from investors, employees and the media to customers, policymakers and the broader public. Each group has its own specific criteria. We use a unique set of analytical tools, including our enterprise value focus and our ability to access and review opinion from many elusive audiences, as we measure corporate reputation and its impact. We believe it is critical to assess a company's reputation and identify its potential impact on raising capital, attracting employees, evaluating new markets and maintaining credibility in crises.

## CAPITAL MARKETS RESEARCH

We help clients determine the impact of major changes in corporate strategy or capital allocation policies on valuation and shareholder sentiment. Our research serves as an independent filter, critical to ensuring objective feedback. We have been particularly effective in helping clients assess the implications of new strategies, identify the best capital allocation policies and evaluate the threat of shareholder activism. Client services include:

- Market intelligence
- Investor and analyst perception studies
- Equity valuation, including comparative valuation and financial statement analysis
- Broader evaluation of the market, relevant peer sets and comparable situations
- Shareholder alignment evaluation, including sentiment reviews and shareholder base diagnostics
- Our proprietary Market Perception Index, which combines statistical and financial analysis with investor perceptions to determine the alignment of client performance, strategies and communications
- Market scan and growth option development research and financial modeling to help clients evaluate and determine how to enter new markets

## **PUBLIC AFFAIRS RESEARCH**

We provide our clients with data-driven insights to help shape public debate and government policies that affect our clients. To effectively reach and influence the right audiences, we help our clients:

- Test messages in support of, or in opposition to, legislation or regulation
- Identify themes and messages that expose weakness in public support for specific legislation or regulation
- Identify the most advantageous way to frame a debate
- Segment supporters and opponents
- Track how a program has affected policymaker opinion

## **POLITICAL RISK, INTELLIGENCE & ANALYSIS**

We provide law firms, corporations and government clients with clear analysis of complex issues for use in legal and regulatory proceedings, strategic decision making and public policy debates. Using a range of analytical tools and research methods, we assess political risk and provide up-to-the-minute intelligence on political and regulatory developments. Our research-based insights help clients understand what drives key policy shifts. Our insights also support management business decisions and help in the framing of political engagement strategies.

## **EMPLOYEE ENGAGEMENT & CHANGE COMMUNICATIONS**

TPMCL helps clients drive business performance by developing internal programs that improve employee alignment with their goals, strategies and the drivers of reputation. Whether there's a need to embed a new vision, integrate a merger or acquisition, restructure in response to changing markets or roll out a new brand experience, we can help you engage and inspire your people through impactful communications.

### **Our services include:**

- Employee research to gauge awareness, understanding and support of organizational direction, brand strategy and positioning
- Comprehensive audits to determine effectiveness of communications channels, methods and messages
- Communications programs and infrastructure development, including message architecture, leadership connections, and employee experiences through targeted channels and events
- Tracking of studies to assess progress

## **CUSTOMER INSIGHT**

Our research tools allow us to develop insights that clients use to improve sales, identify new markets and reduce customer acquisition costs. Services provided include:

- Data gathering among both end users and distribution channel members
- Advanced qualitative and quantitative research to understand needs, attitudes, usage, end-user experience and value propositions
- Economic, database and strategic models that link insights to value
- Product development and concept testing
- New market entry

## **MARKETING & COMMUNICATIONS PERFORMANCE MEASUREMENT**

TPMCL works with clients to measure the effectiveness of marketing programs and allocate resources accordingly. We achieve this by:

- Message testing to understand what is being said, how and to whom
- Advanced analysis to measure the relative impact of product features, brand, messaging, experience, channel, price and other levers
- Analysis of survey results, social media, and sales and customer relationship management data



# TER FORENSICS & INVESTIGATIONS

Our professionals have a keen understanding of the risks and roadblocks associated with complex legal proceedings. We understand the intricacies and implications of company data under legal scrutiny and the international protection and privacy issues that apply to electronic documents in these contexts.



# DISCOVERY CONSULTING

When a discovery request strikes, choosing the right provider often is the difference between an expensive project with many surprises and a strategic response that minimizes costs and risks. Our Technology practice is a recognized industry leader in managing e-discovery projects of any scale or complexity. Our e-discovery professionals can work as an extension of your team to develop immediate solutions or to establish ongoing best practices that help you secure the best possible results for legal and regulatory matters — without cutting corners or imposing limitations. In fact, we have been trusted by clients to work on some of the biggest cases making global headlines. Our team's expertise and global reach span a wide range of legal, regulatory and investigative situations.



# E-DISCOVERY SOFTWARE & SERVICES

We understand that each e-discovery request comes with unique requirements. Whether you need to navigate data privacy regulations, handle unique data types, review documents in multiple languages or produce the same document to multiple jurisdictions, we can help. You can choose the software, services or a combination of both to meet your specific needs at any stage of e-discovery, from information management through production.



# INDUSTRIES

## AEROSPACE & DEFENSE

The TPMCL aerospace and defence team includes experts who have represented a broad range of organizations and companies, from start-ups to multinationals. Our professionals provide counsel based on in-depth industry knowledge and expertise and are focused on such industries as airlines, commercial aviation, and aircraft and engine manufacturing. Our comprehensive suite of integrated

### services includes:

- Corporate communications
- Creative engagement
- Economic and competitive analysis
- Financial analysis
- Financial communications
- Public affairs
- Strategy consulting & research

## AGRICULTURE

The TPMCL global agribusiness team has a deep understanding of international agribusiness and the political and economic trends that underpin the industry. From grain growers and wine producers to agrochemical producers and export marketing boards, our local knowledge and insight help clients balance communication between the financial markets and critical non-financial stakeholders to best ensure commercial success. We also counsel clients with strategic communications tailored to the nuances of their particular business and region of operation.

## STRATEGIC COMMUNICATIONS

TPMCL provides access to key opinion makers in the world's leading agriculture markets.

Agribusiness is a politically sensitive and high-profile industry in many areas of the world. We understand these local sensitivities and how media, political, business and regulatory stakeholders can influence corporate outcomes. Our comprehensive suite of integrated communications services includes:

- Corporate communications
- Financial communications
- Public affairs
- Creative engagement
- Strategy consulting and research

# AUTOMOTIVE

TPMCL offers a comprehensive range of corporate finance and strategic communications services to vehicle manufacturers, suppliers, retailers, vehicle financiers and other auto subsectors, as well as their creditors, lenders and other stakeholders. Our market-leading automotive team has senior, experienced financial and operational advisors who focus on key issues, value and solutions for our clients with offices in the heart of the U.S. automotive industry — Detroit, Michigan — as well as other key offices in North America, Latin America, Europe and Asia. In addition, we provide a full range of strategic communications services to help clients use their communications assets to protect and enhance their enterprise value.

## **TURNAROUND & RESTRUCTURING**

TPMCL is a market leader in automotive restructuring assignments as we have been involved in numerous recent, relevant successes in high-profile, complex automotive situations. We represent companies, private equity, and secured and unsecured creditors, as well as other stakeholders in both in-court and out-of-court restructurings and turnarounds.

## **PERFORMANCE IMPROVEMENT**

TPMCL has a dedicated team of professionals with substantial experience in advising automotive and transportation companies looking to critically, and quickly, analyze issues and implement strategies to drive performance improvement. We seek to identify and implement profit improvement measures for underperforming companies, as well as assess and develop strategies to reduce overhead expenses and increase profit improvement.

## **TRANSITIONAL MANAGEMENT**

TPMCL acts as a catalyst to spearhead immediate change in difficult situations. Our experienced professionals restore credibility to an organization while preserving, protecting and enhancing the enterprise value for the stakeholders.

We are experienced interim managers focused on the execution of working capital enhancement initiatives and profit improvement strategies. We consistently deliver immediate and meaningful results to companies and their stakeholders.

We fulfill CEO, CFO, COO, CIO and CRO positions on an interim basis to help companies secure their viability by driving long-term positive change.

## **TRANSACTION ADVISORY SERVICES**

The TPMCLtransaction advisory services (TAS) group helps clients — buyers, sellers and lenders — maximize value and minimize risk during the acquisition process. We offer comprehensive due diligence advice and support in evaluating the risk/return considerations of the deal. Combining financial accounting, investment banking, tax, valuation and U.S. Securities and Exchange Commission regulatory expertise with deep industry experience, our TAS advisors provide and manage a complete range of merger integration and acquisition services.

## **STRATEGIC COMMUNICATIONS**

Among the members of the global automotive team within Strategic Communications, there are sector experts who have represented a broad range of organizations and companies, from start-ups to multinationals. Given this specialization, our automotive clients have access to professionals who are focused exclusively on their specific industry, who have a broad network of relationships with key influencers, and who provide communications counsel based on in-depth industry knowledge and expertise.

# CONSTRUCTION

TPMCL is a leading global provider of commercial management, risk-based advisory, dispute resolution services and strategic communications counsel on complex projects across all construction and engineering industries. Our professionals are industry leaders who understand technical, business, regulatory and legal matters and are seasoned in giving expert testimony. They represent top talent across disciplines, including engineers, architects, accountants, quantity surveyors, planning and scheduling specialists, cost engineers, project managers and strategic communications professionals.

## **CAPITAL PROGRAM RISK MANAGEMENT**

The design of the TPMCL capital program risk management services is based on decades of work with construction owners around the world. Our custom solutions have proved to help clients quickly and accurately identify, quantify, mitigate and monitor the numerous risks associated with their capital expenditures.

## **CONSTRUCTION ADVISORY & PROJECT MANAGEMENT**

The TPMCL team of respected industry experts serves owners, architects, engineers, contractors, construction managers and legal counsel. We focus on improving the delivery of construction projects across all segments and rely on well-proven processes and state-of-the-art project management technologies to improve collaboration among project stakeholders and optimize performance.

We offer strategic and tactical services on an as-needed basis or provide total project management and control services for the entire duration of a project. Our professionals have extensive experience both in the project office and in the field and are accustomed to working at all levels of our clients' organizations, from the boards of directors and executive management to steering committees, project teams and audit committees.

## **COST ANALYTICS & AUDITING SERVICES**

Clients turn to TPMCL for objective advice about forecasting costs, controlling costs, auditing change orders and invoices, and overseeing recovery strategies — all to meet project financial goals without surprises. Our cost engineers and accountants also quantify direct and indirect costs in support or in defense of requests for additional compensation.

## **DISPUTE RESOLUTION**

TPMCL always is focused on resolving disputes by establishing a clear, commercially driven strategy that will ensure the earliest possible settlement with the most advantageous terms for our clients. Where litigation or arbitration is unavoidable, our experts work as an integrated part of our clients' legal teams under the leadership of appointed solicitors or legal counsel.

## **PLANNING & SCHEDULING SERVICES**

TPMCL employs specialists in critical path method (CPM) schedule development, review and progress evaluation for all phases of a capital project. Our professionals are adept at creating and evaluating bid, baseline, recovery, and start-up and commissioning schedules, as well as performing complex schedule delay analyses.

## **PROJECT TYPES**

TPMCL has been engaged to work on corporate, non-profit and government construction projects around the world within the following industries:

- Commercial
- Education
- Energy
- Entertainment
- Environmental
- Healthcare
- Hospitality
- Industrial
- Infrastructure
- Manufacturing
- Mining and metals
- Pharmaceutical
- Telecommunications
- Transportation

## **STRATEGIC COMMUNICATIONS**

The TPMCL Strategic Communications team includes specialized sector experts who have represented a broad range of organizations and companies, from start-ups to multinationals. We offer clients access to professionals who are focused exclusively on their company's specific industry, have a broad network of relationships with key influencers, and provide communications counsel based on in-depth industry knowledge and expertise.

## **CONSULTING SERVICES FOR GOVERNMENT CONTRACTS**

Missteps in government contract projects can lead to disputes and costly litigation, as well as sanctions or fines. The TPMCL team has specific, specialized knowledge in government contracts statutes and regulations, including deep understanding of Federal Acquisition Regulations and Cost Accounting Standards.

# ENERGY & UTILITIES

TPMCL provides a wide array of advisory services that address the strategic, reputational, financial, regulatory and legal needs of energy and utilities clients involved in the production of crude oil, natural gas, refined products, chemicals, coal, electric power, emerging technologies and renewable energy. We have extensive experience addressing conflicting regulatory frameworks, power industry restructuring, pervasive contractual disputes and litigation. In addition, we furnish strategic communications services across all the disciplines, from capital markets to investor relations.

## COMPETITIVE MARKETS & RESTRUCTURING

TPMCL professionals regularly assist utilities, competitive suppliers and other stakeholders participating in policy debates surrounding competitive restructuring. The firm works to ensure that design choices and market rules are properly structured so that the promised benefits of competition can be fully realized.

## CONSTRUCTION SOLUTIONS

Construction solutions experts at TPMCL work with energy companies, including oil and gas, regulated utilities and independent power producers, to reduce the risk and improve the cost and schedule performance of their major capital projects. A team of nearly 125 construction professionals — engineers, architects, construction managers and certified public accountants — is strategically positioned throughout the United States, the United Kingdom, the United Arab Emirates, Hong Kong, Shanghai and Singapore.

## CORPORATE FINANCE/RESTRUCTURING

The Corporate Finance/Restructuring practice provides financial advisory and turnaround services to management teams, creditors, equity holders and other stakeholders in companies facing financial or operational challenges. The TPMCL Corporate Finance/Restructuring practice is the largest in the nation and has been involved in the most significant energy-related matters in recent years. With more than 600 global professionals, the Corporate Finance/Restructuring practice includes chief restructuring officers, certified public accountants, certified turnaround professionals, certified insolvency and restructuring advisors, and former energy industry executives.

## ECONOMIC CONSULTING

Economic consulting professionals at TPMCL have significant experience in applying economic, financial and managerial principles to business issues specific to the energy industry. The firm helps clients develop strategies that build systematically on their assets and capabilities to exploit opportunities in current and future energy markets.

## **ELECTRICITY CONSULTING**

TPMCL provides strategic and tactical advisory services to established and emerging businesses operating or transacting in the electric power sector. With depth and diversity of expertise and years of practical experience, we help clients minimize risks and maximize deal returns. Clients depend on our understanding of industry issues, market structures, regulatory constraints and business transactions. TPMCL serves a diverse set of clients and addresses issues that cover the entire electricity value chain.

## **ENERGY EFFICIENCY, RENEWABLES & EMISSIONS STRATEGY**

Representative engagements undertaken by TPMCL on behalf of clients include wind development impact analysis, emissions regulation impact analysis and power plant environmental impact mitigation.

## **ENERGY REGULATORY & ANALYTIC SERVICES**

TPMCL offers extensive experience in regulatory development and analysis to the regulated industry and other interested parties. We have both operational and managerial skills within oil and gas companies, as well as comprehensive involvement within government agencies in developing, analyzing and drafting regulations.

## **INTERNATIONAL ARBITRATION**

TPMCL has assisted energy companies in all aspects of resolving international claims, including international commercial arbitration, litigation, mini-trials, mediation and conciliation. The firm has represented major U.S. and foreign corporations, as well as foreign state-owned companies, and has particular experience representing clients in Africa, Central Asia, Europe and Latin America.

## **LITIGATION CONSULTING & DISPUTE REGULATORY ADVISORY SERVICES**

TPMCL provides a wide variety of services to energy clients facing major litigation or other “bet the company” disputes. Our professionals have provided testimony before federal, state and international courts, as well as before federal and state regulatory agencies and Congress. Though often retained as an expert witness, TPMCL regularly assists clients on a privileged basis, helping with case strategy and settlement discussions.

## **PETROLEUM & CHEMICALS**

TPMCL petroleum and chemicals experts are experienced in addressing issues and challenges confronting the oil, gas, petroleum refining, petrochemicals, chemicals and related industries today. The firm’s capabilities include litigation and arbitration, with experience in all forms of contract disputes and associated damages analysis. TPMCL also provides a full range of business and consulting services, including project evaluation, merger and acquisition support, techno economic evaluations, technology management and strategic planning.

## **REGULATORY ADVISORY**

TPMCLenergy specialists help clients navigate the complex and continually changing regulatory and legislative landscape. The firm offers expertise in energy economics, regulation and business. We help clients develop regulatory strategies that fulfill customers' needs and comply with the law. The firm also helps develop energy policy that promotes the goals of restructuring and the benefits of competition.

## **TRANSACTION ADVISORY SERVICES**

The TPMCLtransaction advisory services (TAS) team helps corporate and financial investors maximize value in energy acquisitions and divestitures. The TAS team includes approximately 75 dedicated professionals providing financial, tax, market assessments and information technology expertise. Our due diligence experience includes oil and gas (upstream, midstream and downstream), utilities, power plants (coal and gas fired) and alternative energies (ethanol, wind and solar). The TAS team has professionals in the United States, Canada, Mexico, Europe and Asia.

## **TRANSMISSION STRATEGY & INFRASTRUCTURE DEVELOPMENT**

TPMCLhelps utilities, generators and merchant transmission companies participate in the ongoing restructuring of the transmission sector. The firm also helps market participants develop transmission infrastructure projects and evaluate the competitive implications of proposed transmission lines.

## **HOUSTON ENERGY GROUP**

Oil and gas companies operate in an environment that is under financial, competitive and regulatory pressure. Operating managements face challenges from conflicting legal and regulatory frameworks, pervasive contractual disputes and high market volatility. TPMCLbrings expertise in oil and gas industry operations and litigation to companies and their counsel. Our seasoned managers and executives have insights and perspectives gained from years of dispute management, damages analysis, public policy analysis and expert testimony.

# ENVIRONMENTAL

Managing and resolving environmental challenges and financial exposure through strategic consulting, communications or litigation support are of vital importance to both public and private entities. The Environmental Solutions Group at TPMCLOffers a comprehensive suite of services aimed at helping organizations deal with a specific environmental issue or programmatic challenges. The Environmental Solutions Group's services focus on the resolution of complex contamination, toxic tort, products liability and insurance disputes.

Operating on a global scale, the FTI team includes financial and accounting, cost allocation, forensic history, private investigation, data management and technical/engineering professionals. The Environmental Solutions team has broad and in-depth experience serving clients in both the consulting and expert contexts and have provided expert and 30(b)(6) witness testimony. Our specialists provide clients with services in the areas of alternative dispute resolution (arbitration & mediation), cleanup cost and damages allocation, financial and cost accounting, forensic historical research, private investigations and environmental claims analysis. Core services delivered to clients by the Environmental Solutions Group include:

- Alternative dispute resolution (arbitration & mediation)
- Contribution and divisibility analysis
- Data management
- Environmental cost allocation
- Environmental cost claims development and analysis
- Federal involvement studies
- Environmental cost and damages claims analysis
- Forensic historical research and retrospective analysis
- Liability estimations
- National Contingency Plan (NCP) support or analysis
- Potentially Responsible Party (PRP) investigations
- Private investigations
- Remediation trust, PRP group accounting

In addition to their academic and professional credentials, our team possesses specialized project expertise in areas such as petroleum, chemicals, urban waterway (sediment), landfill, mining and smelting and government operations. Environmental Solutions consultants and experts serve public and private sector clients in all ten USEPA regions and at state lead sites across the United States.

## STRATEGIC COMMUNICATIONS SERVICES

How organizations interact with the natural environment, and how they communicate this, is a critical pillar of their reputation with key stakeholders, from customers to policymakers. The environmental services team within the Strategic Communications practice consists of sector experts who have represented a broad range of organizations and companies, from start-ups to multinationals.

Our experts help clients develop proactive environmental (and more broad corporate social responsibility and sustainability) programs that enhance reputation, as well as advice on handling environmental issues and crises. Our clients have access to professionals who are focused exclusively on their company's specific industry, have a broad network of relationships with key influencers, and provide communications counsel based on in-depth industry knowledge and expertise. Our comprehensive suite of integrated communications services includes:

- Corporate communications
- Financial communications
- Public affairs
- Creative engagement
- Strategy consulting & research

# FINANCIAL INSTITUTIONS

TPMCLhelps banks and financial services clients of all sizes and types navigate through a constantly changing environment of financial services regulations and enforcement actions, litigation threats, and economic and competitive challenges. We work with clients to manage risk, ensure compliance, resolve regulatory inquiries as they arise, and leverage their assets to protect and enhance enterprise value. Our team is composed of highly respected CPAs, attorneys, economists, bankers, forensic specialists, technology professionals, strategic communications experts, policymakers and former bank and securities regulators — all of whom have extensive financial services industry knowledge and experience.

## **REGULATORY & COMPLIANCE**

The regulatory and compliance professionals at TPMCLare former regulators and bankers with the practical experience and knowledge to efficiently navigate the regulatory landscape. We help clients assess risk and develop and evaluate regulatory compliance systems. TPMCLalso assists clients with responding to inquiries and investigations by regulatory agencies, including federal and state bank regulators, European regulatory authorities, the SEC, HUD, FinCen and FINRA.

## **RISK MANAGEMENT & CREDIT RISK GOVERNANCE**

TPMCLis a recognized leader in the development and assessment of state-of-the-art, enterprise-wide risk management frameworks. Our risk management professionals are CPAs, economists, bankers, forensic specialists and related financial professionals. The risk management team has expertise in compliance, credit risk, liquidity, operational risk, model validation and analysis, transactional due diligence, asset valuation and information technology.

## **ACCOUNTING REPORTING & VALUATION**

We provide comprehensive accounting, financial reporting and valuation services to financial institutions, including analysis and implementation of complex accounting rules (both U.S. GAAP and IFRS). Our accounting professionals also prepare, analyze and review SEC and regulatory filings on behalf of clients.

## **CORPORATE FINANCE & TRANSACTION ADVISORY SERVICES**

TPMCLhas unmatched experience providing financial and transaction advisory services to financial institutions. We assist clients with all aspects of financial management, including raising capital, planning for the sale or purchase of a business and making other strategic analyses.

## **LITIGATION SUPPORT**

We support clients during litigation and disputes, including civil and criminal actions filed by the SEC and the Department of Justice, securities class actions, commercial litigation and alleged violations of fiduciary responsibilities or allegations of fraudulent underwriting.

## **INDEPENDENT MONITORING & CLAIMS RESOLUTION**

Because TPMCL does not perform audit attestation services, we have unmatched independence and credibility with bank and securities regulators. We are a reputable provider of monitoring and claims resolution services.

## **STRATEGIC COMMUNICATIONS**

We assist a wide range of global clients, from institutional and retail asset managers to insurers, global banking groups, local building societies, hedge funds, exchanges, capital markets infrastructure providers and governments. Our professionals work with clients to build their brands, protect and enhance their reputations, and maximize their valuations.

## **FORENSIC & INVESTIGATION CONSULTING**

TPMCL advises clients on the enormous growth opportunities created by technological change, new global markets and economies of scale. We also counsel clients on current challenges such as increasing regulatory scrutiny, growing consumer demands for faster service and the need to reduce costs.

# GOVERNMENT & PUBLIC CONTRACTS

TPMCLassists through all phases of the contracting cycle, including complying with government regulations, efficiently managing government business, and controlling the dispute process through risk avoidance, alternative dispute resolution procedures and litigation support. Our professionals come from industry and government and are experienced in accounting, procurement, investigations, finance and statistics. We provide financial, regulatory and strategic communications solutions to disputes across a multitude of industries where government funded contracts, grants or cooperative agreements are involved.

## FINANCIAL DISPUTE & REGULATORY SOLUTIONS

TPMCLbrings financial and regulatory solutions to disputes and compliance issues involving government contracts, grants and cooperative agreements across a multitude of industries. Our professionals provide assistance with cost reviews, claim preparation, financial damages calculations in litigation, transfer pricing analyses, indirect cost structure design and analyses, General Services Administration (GSA) Schedule analysis and federal labor law compliance reviews. We are experienced in accounting, procurement, investigations, finance and statistics.

## STRATEGIC COMMUNICATIONS

The government and public contracts industry team within Strategic Communications consists of sector experts who have represented a broad range of organizations and companies, from start-ups to multinationals. Our clients have access to professionals who are focused on their company's specific industry, have a broad network of relationships with key influencers, and provide communications counsel based on in-depth industry knowledge and expertise.

# HEALTHCARE

The healthcare industry is inherently complex and facing significant structural changes that require every provider to organize around a new set of standards – including value, accountability, quality, efficiency and transparency. TPMCL provides healthcare solutions designed to help clients optimize their performance in the short term and prepare for inevitable strategic, operational and financial challenges of the future.

## **CLINICAL OPERATIONS**

To improve clinical and operational effectiveness, TPMCL helps clients reduce clinical variation and improve length-of-stay process. Concurrently, we identify opportunities to enhance patient flow, improve clinical documentation and coding integrity, and maximize clinical capacity. We also evaluate clinical care management, quality, outcomes, structure and medical management.

## **FINANCIAL ADVISORY SERVICES**

Healthcare organizations are under tremendous pressure to improve operations for better financial performance. TPMCL helps clients address the full spectrum of financial and transactional challenges, offering expert counsel and operational support with everything from changes in regulation and reimbursement rates to debt refinancing and restructuring.

## **MANAGED CARE/GOVERNMENT HEALTH INSURANCE PROGRAMS**

Effective compliance with federal and state managed care mandates and guidance is essential in today's highly scrutinized and regulated environment. In addition, healthcare reform legislation, such as the Affordable Care Act, has created many new regulatory risks, as well as new business opportunities, for managed care companies. TPMCL helps clients navigate this dynamic regulatory environment and provides services to develop, implement and manage effective compliance and operational programs to address these risks and opportunities.

To compete in such a competitive and highly regulated marketplace, we help managed care companies of all sizes and types effectively structure, administer and protect their business, reputation and standing. Our services address critical areas such as litigation, information technology, performance, reputation, transactions, governance and compliance, and risk management.

## **MERGERS & ACQUISITIONS ADVISORY**

The firm's healthcare M&A professionals include highly experienced and respected consultants on both the buy and sell sides, including CPAs, medical doctors, registered nurses and certified coders. We provide an end-to-end, risk-based solution that combines strong operational expertise, financial analysis and clinical compliance to deliver seamless, full-spectrum due diligence.

## **PERFORMANCE IMPROVEMENT**

TPMCL provides clients with the expertise to successfully address the many challenges of the marketplace and achieve peak performance. With in-depth knowledge of best practices, combined with real-world operations experience, our experts quickly evaluate options and develop sustainable solutions. We provide clients with a complete array of powerful, proprietary management tools. Even more important, we train our clients' staff so that the tools become a permanent part of hospital operations.

## **PHYSICIAN ENTERPRISE**

Successful healthcare organizations focus on optimizing the relationship between hospitals and physicians. The ambulatory care operations and strategy professionals at TPMCL are experts in physician practice operations, hospital-physician affiliation models and academic enterprises. In addition, our team has designed, built and delivered accountable care solutions tailored to today's value-based reimbursement environment.

## **REGULATORY & DISPUTE**

TPMCL developed its significant expertise from actively assisting in the best-known and most substantial healthcare investigations and litigation. Based on this experience, our regulatory and dispute services are invaluable in strengthening client operations and protecting assets and reputations. We provide proven and cost-effective solutions, including benchmarking, advanced statistical sampling, development of complex industry and company-specific databases, and risk assessment techniques.

## **STRATEGIC COMMUNICATIONS**

TPMCL is one of the world's most experienced global healthcare communications consultancies. Our experts have backgrounds in policy, health and financial media, medicine, economics, investor relations, and corporate branding and communications and provide communications counsel based on in-depth industry knowledge and expertise. In addition, these professionals have a broad network of relationships with key industry influencers. Our global reach, combined with our presence in and knowledge of local markets, positions our communications consultants to develop programs on a global or local level.

## **STRATEGY, PLANNING & REVENUE GROWTH**

Using a comprehensive, consensus-building approach and rigorous analytics, TPMCL helps institutional providers identify short- and long-term opportunities for growth and enterprise improvement. We ensure that all stakeholders — leadership, medical staff, board members, patients and employees — are involved in the process and are driving the results. We use our clients' unique mission and core values as our starting point for creating strong competitive advantage. Our proven methodologies are highly flexible and appropriate for academic medical centers and health systems of all sizes and structures. We help clients achieve customized, measurable results supported by proprietary tools.

## **TURNAROUND & INTERIM MANAGEMENT**

Our experienced healthcare professionals can fill the full array of C-suite and departmental management support roles on an interim basis. Whether serving as transitional personnel or supporting a full turnaround, TPMCL professionals bring a wealth of management experience to an organization, allowing it to achieve results in an accelerated time frame.

# **HOSPITALITY, GAMING AND LEISURE**

The Hospitality, Gaming and Leisure practice brings a wealth of hands-on, seasoned expertise and a wide range of services to owners, lenders, investors, and other stakeholders. We have expertise across all industry types, including hotel, resort, casino, timeshares and condo/hotels. Our extensive experience in operational re-alignment, asset and interim management, strategic analysis and event readiness (e.g. IPO, receivership, bankruptcy) uniquely allows us to preserve, protect and enhance asset value.

Unbalanced growth and a challenging business environment remain the biggest opposition to recovery of our industry, and we are ready to help guide our clients through the critical decision points to build and preserve enterprise value together.

## **OUR INDUSTRY OFFERINGS**

### **PERFORMANCE ENHANCEMENT/OPERATIONAL ALIGNMENT**

Whether from an owner or lender point of view, TPMCL provides detailed independent analysis, along with comparative benchmarking to identify opportunities to enhance performance and reduce costs. Our team's deep experience running, financing and assessing hotel, gaming and leisure operations provides clients with much needed insight, best practice and innovative strategies to provide a third-party viewpoint on all aspects of operations. Our active, on the ground management experience working hands-on with operators and managers allow our professionals to bring real-life solutions to the table and help create maximum value for stakeholders.

### **RESTRUCTURING, TURNAROUND & STRATEGY EVALUATION**

Today, many real estate owners and lenders face the challenges of maturing debt, complex capital structures, and differing opinions of value and projected cash flow. Responding to troubled loans and market changes is challenging for all parties. Our team has deep experience in determining the optimal strategy, leading negotiations and restructuring decisions in complex scenarios with multi-stakeholder demands. We have been involved in the restructure of numerous portfolio and single-asset companies, both on a domestic and international scale, utilizing our on-the-ground local expertise across various jurisdictions as required.

## **INTERIM/ASSET MANAGEMENT/RECEIVERSHIP/CRO**

FTI's Hospitality, Gaming and Leisure professionals have held management roles across a range of different scenarios, including as the court-appointed Receiver for a portfolio of hotels in North America, Asset Manager for single asset hotels and as CRO on numerous hotel engagements. Our team possesses the necessary on-the-ground expertise and hands-on experience to act as interim/asset manager, helping clients maneuver through unique situations and challenges to mitigate losses and maximize enterprise value.

## **IPO ADVISORY**

Our professionals are fully apprised of the significance of the decision to go public via an Initial Public Offering ("IPO") and the detailed preparation and steps required to successfully execute on this plan. The myriad of issues and problems that must be addressed to achieve a successful offering require the involvement of an experienced advisor. TPMCL brings strategic support and tactical execution experience, directing and supporting company's management to address issues and identify milestones as it prepares for IPO. TPMCL has been the advisor of choice in multiple IPO Readiness projects in the hospitality space, successfully preparing our clients for their journey from preliminary planning through effective date.

## **LITIGATION SUPPORT/DISPUTE RESOLUTION/EXPERT TESTIMONY**

Our experienced global team provides valuable insight and clarity to our clients, advising during every stage of a contested matter, from early case assessment and discovery to case strategy, damages analysis and settlement services. TPMCL professionals are highly skilled at communicating our findings through expert testimony in various settings, including in federal and state courts, as well as in arbitration and mediation proceedings. Our professionals have testified in multiple cases regarding a broad range of industry-specific matters from breaches of management contracts to restructuring feasibility matters.

## **TRANSACTION ADVISORY SERVICES, ACQUISITION & DUE DILIGENCE**

Representing buyers, sellers, and lenders, TPMCL professional's are well-equipped to lead our clients through an entire transaction life cycle, offering comprehensive due diligence advice and hands-on support in evaluating opportunities across the risk/return spectrum. Our Real Estate team's unparalleled understanding of hospitality, gaming and leisure operations serves as great leverage for our deal professionals team to critically assess the marketplace, advise our clients on strategies and evaluate investment opportunities to achieve their goals.

## **STRATEGIC COMMUNICATION**

TPMCL is able to employ its extensive network of vital relationships with influential players in the industry to counsel clients across this sector to advise management teams in critical situations. We use these valuable connections to create a tailored approach to planning and implementing messages that help our clients achieve strategic goals and enhance, develop and defend their enterprise value

## **CAPITAL MARKETS ADVISORY & STRATEGY EVALUATION**

For real estate owners, operators, investors and developers considering their strategic alternatives, today's market provides unprecedented challenges and opportunities. TPMCL professionals have the broad-based experience necessary to facilitate transactions, representing fledgling investment funds, identifying capital partners, and selling/re-financing hospitality assets.

# INFORMATION TECHNOLOGY

Since 2000, TPMCL has acted on more than 300 mergers and acquisitions and over 50 IPOs for information technology companies. This valuable experience gives us a comprehensive understanding of important issues facing the sector today, including increasing consolidation, high executive turnover and a volatile IPO market. At the same time, innovations such as cloud and mobile computing, changing priorities for tech buyers and the emergence of attractive manufacturing and R&D centers around the globe are creating new markets and revenue opportunities. Our experienced specialists in corporate finance and restructuring, litigation consulting, economics and strategic communications can help IT businesses maximize these new opportunities.

## STRATEGIC COMMUNICATIONS

Our team has worked with a broad range of companies, both large and small. We have a network of strong relationships with the most influential industry analysts and reporters. This allows us to give clients access to the market intelligence they need to fulfill their strategic aims.

# INSURANCE

The TPMCLglobal insurance services group helps our insurance industry clients – insurers, reinsurers, brokers, investors and their counsel – protect and enhance value for all stakeholders. From critical events to long-term strategic imperatives, we deliver a full range of services, providing litigation support, risk management, actuarial, performance improvement and strategic communications services. Our experience and expertise is represented by a team comprised of sector experts, including former insurance and reinsurance industry executives, big four partners and current and former board and audit committee members, as well as former investment bankers, chief risk officers, chief financial officers, chief actuaries, industry analysts, policymakers, market researchers and committee task force members of accounting and actuarial standards setting organizations.

## **ACTUARIAL CONSULTING SERVICES**

The TPMCLGlobal Insurance Services group includes consulting actuaries who help solve the many complex and challenging problems facing a diverse base of insurance industry clients, including insurers, reinsurers, captives, risk retention groups, brokers, banks, regulators, investors and corporations. Credentialed professionals deliver the specialized expertise, experience, and technical and leadership skills to help resolve disputes, measure and manage risk, improve financial performance, optimize opportunities and increase shareholder value.

## **INTELLECTUAL PROPERTY**

In a highly competitive and challenging global economy, intellectual capital is on a par with financial capital as a critical success factor for insurers and reinsurers. Effectively creating, protecting and extracting value from insurance intellectual property are inherently difficult processes, requiring broad and deep experience and expertise across multiple disciplines. TPMCLcontinues to lead in these challenges, delivering a premier team of experts to help insurers and reinsurers deal with the complexities of intellectual property management.

## **CLAIMS CONSULTING**

In an increasingly interdependent marketplace – with catastrophes, integrated supply chains, product recalls and business interruption – class actions and myriad stakeholder issues have driven claims to new levels of complexity and uncertainty. In such an unpredictable environment, insurers, reinsurers and their counsel rely on the TPMCLGlobal Insurance Services group to help analyze loss potential and reserves, assess and improve claims operations, and provide expert testimony and other litigation and dispute resolution support services.

## **LITIGATION CONSULTING**

Insurers and reinsurers compete in an increasingly complex and risky international market. The TPMCLGlobal Insurance Services group has been at the forefront in supporting clients' litigation needs. Our advisors have deep experience in case-specific complex issues critical to litigation success. We have a proven record of success in providing litigation consulting and expert testimony that meet the demanding expectations of industry clients and their counsel, from investigation and discovery to expert analysis and effective communication.

## **ENTERPRISE PERFORMANCE**

As the global marketplace becomes more dynamic and competitive, substandard performance can expose and magnify risk and diminish or eliminate opportunities. Insurers and reinsurers look to operational and financial performance to gain a competitive edge. They rely on the TPMCLGlobal Insurance Services group to help analyze the marketplace and develop appropriate strategies for optimizing operations and financial functions for long-term success.

## **SOLVENCY II**

Insurers and reinsurers and their subsidiaries continue preparation and implementation of Solvency II, focusing on ensuring that strategies sustain and optimize global competitive capabilities and that implementation within subsidiaries is and remains in harmony with those strategies. The TPMCLGlobal Insurance Services group helps clients address these imperatives by assessing critical Solvency II "post-gap-analysis" strategies and implementation initiatives, including project management, governance changes, risk and controls environment, capital management, functional processes and controls, data quality and controls, data collection, modeling and analysis, and compliance and reporting.

## **ENTERPRISE RISK SOLUTIONS & TECHNOLOGY**

Insurers and reinsurers worldwide are recognizing the value of enterprise risk management (ERM) as a fundamental strategy for achieving enhanced corporate performance and sustainability. The TPMCLGlobal Insurance Services group helps clients realize the benefits of ERM through specialized services and information technology. We help facilitate ERM migration and optimization, addressing critical issues such as data and process synchronization, information quality and integration, technology optimization and organizational alignment.

## **TRANSACTION ADVISORY SERVICES**

Insurance industry executives seek strategic advisory, M&A and capital-raising services to address growth, globalization, and intense competitive and regulatory pressures. To succeed in today's complex global capital market and regulatory environments, executives require advisors with a deep understanding of strategy, opportunity and financial operations. Our senior-level insurance industry experts are thoroughly versed in unique transaction structures and execution and can provide innovative ideas and strong implementation. Our solutions are creative, cost-effective and marketable.

## **ESI READINESS**

Electronic discovery amendments to the Federal Rules of Civil Procedure, along with ongoing court interpretations, have made electronically stored information a significant feature of complex litigation and regulatory investigations. Our insurance industry experts support insurers, reinsurers, brokers and their counsel with our award-winning e-discovery technology. We offer a full range of e-discovery readiness, management and compliance services designed to satisfy the courts and protect and enhance value for all stakeholders.

## **STRATEGIC COMMUNICATIONS**

The strategic communications insurance industry team within Strategic Communications consists of sector experts who have represented a broad range of organizations and companies, from start-ups to multinationals. Because of this specialization, our professionals can focus exclusively on a client's specific industry. They have a broad network of relationships with key influencers and provide communications counsel based on in-depth industry knowledge and expertise. Our comprehensive suite of integrated communications services includes:

## **INFORMATION QUALITY IMPROVEMENT**

As global competition, risk exposure and public image issues increase, corporate executives, directors and other stakeholders are focusing more attention on the quality of business intelligence — accuracy, completeness, timeliness and relevance of information. The TPMCLGlobal Insurance Services group is a recognized leader in solving information quality issues. We help clients uncover isolated data, improve data quality, integrate data into business processes across the enterprise and transform data into meaningful information for critical decision making.

# MEDIA AND ENTERTAINMENT

The TPMCLmedia and entertainment team helps clients protect and enhance enterprise value in an industry undergoing profound change in both technologies and markets. Bringing together a unique, multidisciplinary approach, our team of dedicated professionals provides a creative, experienced and objective outlook on the critical issues facing our clients. We offer the right people with the right skills to maximize value for our clients.

Our highly experienced team—experts in performance improvement strategies and implementation, interim management, restructuring and strategic communications—offers sage counsel within fast moving, highly competitive industry segments. We deliver original insights that help clients better understand their own performance, customer behaviors and industry trends.

## PERFORMANCE IMPROVEMENT

Some believe improvement in revenues is less controllable, less predictable—and, therefore, harder to achieve—than improvement in cost controls and efficiency. TPMCLdisagrees. Based on our extensive work with financial sponsors and underperforming companies, we understand how to implement lasting, positive changes quickly. We provide tangible, close-ended recommendations that produce immediate results.

## MONETIZING DIGITAL REVENUES

Digital sales offers companies a unique opportunity to understand and profit from customer behavior, as well as to improve existing capabilities. TPMCLhas an extensive toolkit to address the specific issues for media and entertainment companies trying to grow and maximize digital revenues.

Digital product can drive discovery and increase demand for traditional products (particularly with users of wireless devices).

## OPERATIONAL PROCESS MANAGEMENT

Our industry-specialized operational process management team helps clients achieve cost reductions and operational improvements in condensed time frames. We work with clients to implement best practices and to jettison practices that no longer work. At the same time, we balance the needs of legacy operations with newer sales and delivery systems.

## **STRATEGIC COMMUNICATIONS**

TPMCL has represented a broad range of media and entertainment companies, from start-ups to multinationals. We offer our clients access to professionals who are focused exclusively on the industry, have a broad network of relationships with key influencers, and provide communications counsel based on in-depth industry knowledge and expertise.

## **MERGER INTEGRATION**

The TPMCL merger integration team frames and analyzes issues to help management make decisions that have far-reaching effects on recently merged companies. The team delivers industry-specific expertise, best practices, benchmarks, detailed integration and operations plans, as well as a dispassionate perspective on the recently merged entity.

## **INTERIM MANAGEMENT**

Investors and owners engage TPMCL to assist their companies through a critical period or to achieve critical goals. A company's challenges may be strategic, operational or performance weaknesses that lead to declining cash flow or loss of investor support and confidence. Many engagements are short, requiring a fully staffed, highly skilled management team to execute quickly on a business plan. We provide our clients specialized industry knowledge and technology expertise to ensure success, in the context of the speed and agility characteristic of our successful interim managers.

Our interim managers have extensive experience advising and collaborating with boards of directors and executive teams to successfully navigate the designated interim management tasks or turnaround process. Our turnaround and crisis management teams know how to manage risk, reduce costs, improve liquidity and communicate effectively with stakeholders.

## **INTELLECTUAL PROPERTY**

TPMCL offers clients a complete range of intellectual property services, including litigation support, damages quantification, intellectual asset valuation, royalty compliance, licensing, intellectual property management and brand development. With expertise in both litigation and valuation, our global team has the unique ability to establish royalty rates for technology transfer and participate in license negotiations.

## **LITIGATION SUPPORT**

TPMCL combines extensive, media and entertainment industry experience with forensic investigations and litigation support. We provide law firms and corporations around the globe with a complete range of forensic and litigation services coupled with deep industry-specific knowledge.

Our professionals have expert witness and expert report experience that combines skills in accounting, finance, economics, valuation, computer forensics and fraud investigation with industry knowledge. We have been intimately involved in some of the nation's most historic, high-stakes cases. The team includes certified public accountants, certified fraud examiners and insolvency professionals, among others.

## **INVESTMENT BANKING**

The breadth of resources at TPMCL enables us to pair industry expertise with investment banking and transaction execution expertise when such specialized expertise is critical to a transaction's outcome. Our unique capabilities allow us a competitive edge to understand and to convey to potential buyers, sellers and financing sources a company's key business drivers.

## **RESTRUCTURING**

With our team's in-depth, industry-specific operational experience and world-class financial expertise, TPMCL has led the restructuring league tables for many years. We have a highly respected track record of stabilizing overleveraged companies, resolving balance sheet issues, reassuring creditors, restructuring debt and providing interim management.

## **VALUATION & FINANCIAL ADVISORY SERVICES**

Our extensive experience in developing asset and business forecasts, and assessing a company's value and viability in light of industry trends and global market conditions, enhances the value of our transaction opinions (such as fairness, solvency and collateral valuation opinions), financial opinions (such as purchase price allocation, goodwill impairment and fund portfolio valuation opinions), tax related opinions, financial and strategic analysis, and transaction support services for parties seeking greater insight and comfort than what is often provided by competing firms.

# MINING

With cross-border, cross-practice teams of professionals focused exclusively on the rapidly consolidating mining sector, TPMCL offers our clients a comprehensive range of corporate finance and strategic communications services. Our professionals have a proven ability to provide counsel to clients and intermediaries based on in-depth industry knowledge and expertise in every area of the mining sector. We have a broad network of relationships with key influencers in the mining sector. TPMCL mining teams include former bankers, lawyers, economists, policymakers, journalists and market researchers.

## ADDRESSING MAJOR TRENDS

Robust economic growth in emerging markets, led by China and India, continues to trigger strong demand. Supply is expected to remain tight even as the industry responds by spending hundreds of billions of dollars on new capital projects. These investments, often in remote and unfamiliar regions, are becoming increasingly risky and complex, putting a premium on continued industry consolidation.

## STRATEGIC COMMUNICATIONS

The mining industry team within Strategic Communications consists of a number of sector experts who have represented a broad range of industry organizations and companies, from start-ups to multinationals. We have advised on numerous transactions and have a range of retained clients. Given this specialization, our clients have access to professionals who are focused exclusively on the client company's specific industry, have a broad network of relationships with key influencers, and provide communications counsel based on in-depth industry knowledge and expertise. Our comprehensive suite of integrated communications services includes:

- Corporate communications
- Financial communications
- Public affairs
- Creative engagement
- Strategy consulting & research

# PETROLEUM & CHEMICALS

The experts on the TPMCL petroleum and chemicals team include former chemical industry executives, industry analysts, policymakers and market researchers. The team provides guidance in the areas of downstream petroleum refining and petrochemicals operations. TPMCL also provides clients with strategic communications services. Our consultants help manage a wide range of issues, including:

- Dispute advisory
- Short-term and long-term business planning
- Corporate development
- Strategy, mergers and acquisitions

## **DISPUTE ADVISORY SERVICES**

The dispute advisory services team at TPMCL helps clients evaluate damages claims in the petroleum refining and chemical industries. Our experienced industry experts help petroleum and chemical clients navigate the challenges of feedstock price volatility and globalization while deciding on the most advantageous strategic positioning along the commodity to specialty chemicals spectrum.

Team members not only track current industry trends, but they have the experience to assess contemporary developments within a historical context. Dispute advisory services specialists have substantial experience testifying in courts, as well as in international arbitrations and mediation settings.

## **CORPORATE FINANCE/RESTRUCTURING**

Our dedicated team focuses on advising companies and stakeholders in the chemicals and petroleum sector. We have significant experience in delivering operational and financial solutions with respect to businesses facing external and internal challenges in the sector.

- Transaction support and due diligence
- Restructuring and Chapter 11 assistance
- CRO/Interim management services
- Carve-out planning and implementation assistance
- Litigation support and expert witness testimony
- Valuation services
- Strategic planning and capital structure analysis
- Industry outlook and insight
- Evaluation of structural issues
- Technical and economic analysis
- Working capital management
- Centralized back office services

- Benchmarking key performance metrics Our sector experts will be an integrated part of a global delivery team to ensure that our review and assessment of the business is focused on the key issues likely to materially impact future operating and financial performance.

## **FORENSIC & LITIGATION CONSULTING**

TPMCL assists clients with numerous forensic and litigation issues. These include:

- Trial services
- Dispute advisory services
- Investigations and forensic accounting
- Global risk and investigations
- Intellectual property
- Financial and enterprise data analytics
- Construction solutions

The team has deep expertise in numerous representative petroleum and chemicals industry sectors, including:

- Petroleum refining
- Refiner/petrochemical interface
- Petrochemicals
- Polymers and plastics
- Engineering resins
- Commodity chemicals
- Specialty/performance chemicals
- Feedstock/feedstock processing
- Alternative fuels
- Natural gas/natural gas liquids
- Logistics and transportation

The Forensic and Litigation Consulting team also has the necessary process industry experience to assist clients with a wide range of business needs, including:

- Litigation support/dispute resolution on technical, scientific and commercial issues
- Business consulting
- Strategic planning and project development led by experienced veteran consultants
- Technical, economic and market assessments
- Damages assessment/quantification
- Expert testimony
- Insurance claims and risk management
- Business interruption
- Contract disputes

- Environmental regulation and compliance
- Antitrust support, including the identification of key issues, application of appropriate economic and financial theories, and development of objective opinions on liability, damages and merger filings
- Governmental regulation and compliance throughout facility life cycles, as well as guidance on making proposed regulations technically sound, more acceptable and easier to understand
- Banking and finance assistance, including discerning trends, identifying inconsistencies, evaluating variance impacts and providing guidance on the project horizon
- Regulatory advocacy and compliance

## **STRATEGIC COMMUNICATIONS**

The petroleum and chemicals industry team within Strategic Communications includes sector experts who have represented a broad range of organizations and companies, from multinationals to start-ups. Our clients have access to professionals who are focused exclusively on their company's specific industry, have a broad network of relationships with key influencers, and provide communications counsel based on in-depth industry knowledge and expertise. Our comprehensive suite of integrated communications services includes:

- Corporate communications
- Financial communications
- Public affairs
- Creative engagement
- Strategy consulting and research

# PHARMACEUTICAL & LIFE SCIENCES

The TPMCL pharmaceutical and life sciences team offers in-depth knowledge of the legal and regulatory challenges that confront pharmaceutical companies and develops appropriate strategic options for clients to pursue. We also provide strategic counsel in all aspects of financial, corporate, brand and medical communications.

## HEALTH PLANS

TPMCL experts support managed care organizations, including those with Medicare and Medicaid contracts, pharmacy benefit managers, third-party administrators, and their internal and external counsel. We provide clients with a full range of comprehensive methodologies designed to identify and rectify compliance and operational issues and to assist organizations in governmental audits, investigations and litigation matters.

## GOVERNMENT HEALTH INSURANCE PROGRAMS

As the managed care industry faces extreme regulatory scrutiny from federal and state agencies, as well as penalties for non-compliance, TPMCL helps clients identify, manage and resolve compliance risks that arise. This includes everything from issues involving Medicare and Medicaid to complex claims, enrollment and clinical data reporting, as well as fraud, waste and abuse analysis.

## STRATEGIC COMMUNICATIONS

TPMCL is one of the world's most experienced global healthcare communications consultancies. Our experts have backgrounds in policy, health and financial media, medicine, economics, investor relations, and corporate branding and communications — and provide communications counsel based on in-depth healthcare industry knowledge and expertise.

# REAL ESTATE

Every real estate client or stakeholder has unique objectives, constraints, operational circumstances and economic realities. TPMCL professionals, drawing on their industry experience and unrivaled academic and professional credentials, have an in-depth understanding of each client's challenges and focus on how best to meet them. We serve a wide variety of clients, real estate owners, users and investors, with a complete suite of services, including strategic advisory and transaction due diligence, capital markets and M&A advisory, restructuring, litigation support, mortgage-backed securities, tax and strategic communications.

## **STRATEGIC ADVISORY, TRANSACTION DUE DILIGENCE & MANAGEMENT**

Combining deep industry expertise with unbiased analyses, TPMCL professionals provide unparalleled support for clients' transaction and operations strategies. We help our clients make critical equity and debt investment decisions and preserve and enhance asset value.

## **CAPITAL MARKETS ADVISORY**

For real estate owners, operators, investors and developers considering their strategic alternatives, today's market provides unprecedented challenges and opportunities. TPMCL professionals help clients navigate emerging opportunities, from going public to identifying and valuing acquisition targets to finding strategic investment. Our executive compensation and corporate governance team works with boards of directors and senior management to develop compensation programs designed to attract and retain high-performing executives. Restructuring Services partners.

Our executive compensation and corporate governance team works with boards of directors and senior management to develop compensation programs designed to attract and retain high-performing executives.

## **RESTRUCTURING SERVICES**

Today, many real estate owners and lenders face the challenges of maturing debt, complex capital structures, and differing opinions of value and projected cash flow. Our team of highly experienced professionals helps stakeholders — companies and owners; secured lenders; unsecured creditors; and trustees, receivers and examiners — decide how to preserve current value and create future value. Responding to troubled loans and market changes is challenging for all parties. TPMCL offers restructuring services for both debtors and creditors and guides clients through restructuring, capital sourcing, and resolution of distressed debt both in and out of court. Our professionals also provide strategic communications on all aspects of real estate restructuring issues.

## **LITIGATION SUPPORT & EXPERT WITNESS**

Whether analyzing financial data, unraveling difficult economic issues or navigating a complex litigation terrain, the TPMCL team of real estate professionals provides expert support. Combining real-world strategic and operational experience and strong academic and professional credentials, we help clients resolve disputes. We support our clients from early case assessment and discovery through final resolution. In addition, we provide practical knowledge of real estate customs and practices, damages analysis and expert testimony and assist with settlement negotiations.

## **TAX ADVISORY**

To ensure compliance with international, federal, state and local tax rules and regulations, our tax advisory and experts at TPMCL offer seasoned support to public and private REITs, private equity funds, real estate operating companies, developers and investors. We assist in all transactions, including acquisitions, refinancing, debt and equity restructurings, and sales and other dispositions, providing best practice tax structuring, compliance and due diligence services.

## **STRATEGIC COMMUNICATIONS**

TPMCL provides expert communications advice to many of the real estate sector's leading organizations around the world, offering both specialized knowledge and close relationships with the media and other key stakeholders. Our experience ranges from broad-based commercial, development and planning activity to financial, corporate and crisis management support. Areas of expertise include fund management, regeneration and inward investment, construction and architecture.

## **RESIDENTIAL & COMMERCIAL MORTGAGE-BACKED SECURITIES**

Our multidisciplinary mortgage-backed securities team includes commercial and investment bankers, attorneys, accountants and monoline insurance experts. TPMCL professionals have decades of experience in real estate deal structure, origination, servicing platforms and underlying collateral — as well as a keen understanding of how these structures have changed in recent years.

## **HOSPITALITY, GAMING AND LEISURE**

The Hospitality, Gaming and Leisure practice brings a wealth of hands-on, seasoned expertise and a wide range of services to owners, lenders, investors, and other stakeholders. We have expertise across all industry types, including hotel, resort, casino, timeshares and condo/hotels. Our extensive experience in operational re-alignment, asset and interim management, strategic analysis and event readiness (e.g. IPO, receivership, bankruptcy) uniquely allows us to preserve, protect and enhance asset value.

# RETAIL & CONSUMER

Fragile global economic conditions will continue to exert unpredictable changes on the business of consumer retailing. Particularly in the U.S., retailing is experiencing profound transformation. In order to prosper, retailers must be ever creative and find new ways to improve store-based productivity to compete successfully with niche players and the online channel, and to differentiate themselves among a field of competitors more crowded than ever.

## **BUSINESS PLAN REVIEWS**

TPMCL professionals draw upon extensive experience in consumer retailing to develop and review strategic business plans. External and internal factors are evaluated, including market dynamics, competitive landscape, operating trends, financial projections, inventory vs. sales projections, and liquidity requirements for plan success. Our recommendations include strategies for making plan improvements and, when needed, we partner with clients to help implement those improvements.

## **PROCESS & PERFORMANCE IMPROVEMENT**

TPMCL professionals have substantial experience in developing strategies for underperforming retailers that assess processes, drive performance improvement, reduce overhead expenses, and improve profitability. In many cases, our retail clients request that we also assist in implementing the plan. TPMCL maintains a proprietary database of retail industry information for benchmarking and comparing performance.

## **LIQUIDITY MANAGEMENT**

Better cash management tools help retailers improve liquidity and optimize working capital. TPMCL professionals have helped many large retailers establish or improve liquidity management programs and generate more funds for turnaround efforts and growth plans. We customize cash flow forecasting, modeling and monitoring processes for our clients, including working capital management.

## **REAL ESTATE OPTIMIZATION**

Store-level profitability is the foundation of a retailer's survival and success. TPMCL proprietary methodologies evaluate store performance and identify attributes contributing to success and underperformance. In addition, we are experienced in assessing the liquidity impact of potential closings and, if necessary, help the client with the store closing process.

## **INTERIM MANAGEMENT**

TPMCL helps retailing clients in difficult situations to spearhead immediate change, to drive long-term positive change and to secure viability by fulfilling CEO, CFO, COO, CIO and CRO positions on an interim basis. These interim executives have extensive experience managing all retailing constituencies and can effectively broker consensus on a plan of action. We restore credibility to an organization while protecting and enhancing enterprise value for stakeholders.

## **STRATEGIC ALTERNATIVES ASSESSMENT**

TPMCL is the market leader in retail restructuring assignments and has advised many high-profile retailing clients in complex situations. We represent companies, private equity firms, secured and unsecured creditors, and other stakeholders in both in-court and out-of-court restructurings and turnarounds. When a client determines that Chapter 11 is the best course of action, we can move decisively to evaluate various restructuring alternatives, to maximize value and to meet the tight time frames required under bankruptcy law. Also, we lead discussions with major constituents including capital providers to ensure sufficient liquidity to execute the plan.

## **MARKET RESEARCH**

TPMCL can provide customized market research reports, customer surveys or white papers on companies or sectors within the North American retail industry. For more than a decade, we have published our annual "Retail Report" and accompanying holiday season forecast, covering a broad array of topics that impact the U.S. retail sector. We regularly monitor the operating performance of more than 200 large U.S. retailers, and our retail experts frequently are quoted in the business media.

## **STRATEGIC COMMUNICATIONS**

TPMCL provides expert communications counsel for effectively reaching key retail audiences, including investors, analysts, consumers and the press. With our global network of retail and consumer clients, we are uniquely positioned to advise companies of all sizes in every imaginable corporate situation. We take a multidisciplinary approach to provide key analyses that help retail and consumer clients navigate a changing and often volatile environment.

## **LENDER/CREDITOR REPRESENTATION**

We often use our extensive knowledge and experience to assist retail companies' lenders and creditors. Because we clearly understand the fundamental underpinnings of the industry, we provide critical counsel to lenders with troubled or distressed retail credits. They rely on our competencies to complete successful restructurings and to maximize recoveries.

# TELECOMMUNICATIONS

The telecommunications team at TPMCL has helped clients navigate the rapid evolution of the telecommunications industry since 1998. Our industry experts are dedicated to helping telecom companies and their stakeholders at every stage of the corporate life cycle to prosper in the midst of technological, market and secular change.

## PERFORMANCE IMPROVEMENT

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## STRATEGIC COMMUNICATIONS

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## MERGER INTEGRATION

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# TRANSPORTATION

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- Creative engagement
- Strategy consulting & research



# THANK YOU

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