



CLEAR  
THINKING  
GROUP®

*The Clear Choice when you need  
Financial Advisory &  
Restructuring Services*

Clear Thinking Group's Financial Advisory & Restructuring Services Practice provides a one-stop shop solution to its special situation clients. The Practice professionals work in parallel with one another to provide operational, financial, managerial and transaction advice to the firm's clients.

This unique approach allows our clients to benefit from an operational and/or financial restructuring, while increasing a parallel transaction's certainty of closing, protecting valuation and adding credibility to a challenging process.



TRUSTWORTHY ADVICE ■ ACTIONABLE SOLUTIONS

*"Your perseverance, commitment and flexibility throughout the sale process helped immeasurably, and you were always available for advice."*

*- Alex Shapiro, President  
Shapiro Luggage*

*"Since the moment Adam Cook was retained, the process took a positive turn. Adam assisted my legal team in protecting my downside, while maximizing my overall return."*

*- Barbara Konrad,  
Former 50% Shareholder of  
American Compressed Gases*

*Key Successes...*



**Financial Advisor to The Company as part of its 363 sale to Gart Capital Partners**

June 2008



**Served as Exclusive Financial Advisor to The Company in its sale to Bergman Luggage**

December 2008




**Served as Exclusive Financial Advisor to The Company in its sale to Digital Innovations**

February 2009



**Served as Exclusive Financial Advisor to 50% Shareholder of The Company in its Sale to Remaining Shareholders**

June 2009




**Financial Advisor to The Company in its Chapter 11 Restructuring**

November 2008



**Served as Financial Advisor and CRO to The Company - Sold to Marwit Capital Partners**

June 2008



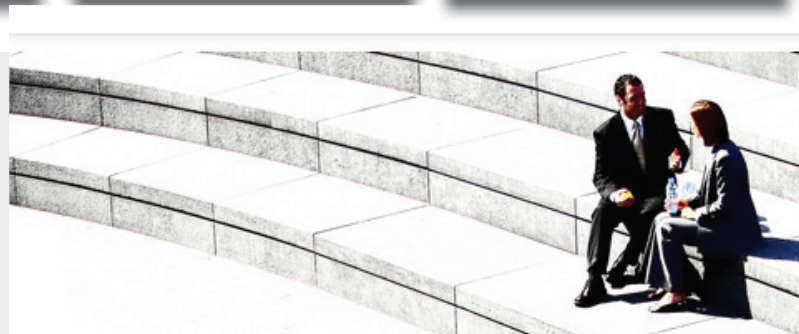
**Served as Restructuring Advisor in Ch. 11. Sold to Toy's R Us and Other Strategic Buyers**

February 2009



**Served as Exclusive Financial Advisor to The Company in its Sale to Patriarch Partners**

June 2009





**Trustworthy Advice.  
Actionable Solutions.**

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908 432 2121  
www.clearthinkinggroup.com

*Financial Advisory and Restructuring Services Include...*

**Restructuring Services**

- Interim Management
- Analysis and Execution of Business Plan
- Strategy, Process and Bankruptcy Advisory
- Liquidation Management
- Lender Communication

**Financial Advisory**

- Mergers & Acquisitions Advisory
- Balance Sheet Restructuring
- Recapitalizations
- DIP & Exit Financing
- Plan of Reorganization Development and Negotiation
- Strategy and Alternative Option Assessment



Financial Advisory & Restructuring Services work in parallel to increase a transaction's certainty of closing.

*Leadership...*

**Lee A. Diercks – Partner**

Mr. Diercks is an operations and retail veteran whose 30 year management career includes companies such as JC Penney, Coast to Coast Hardware/Total Sports, Herman's Sporting Goods, Woolworth, Champs Sports, and Jumbo Sports. His experience cuts across many disciplines, including Store Operations, Merger Implementation, Business Consolidation, Merchandising, Distribution, Merchandise Planning, Marketing, And Strategy Development. Mr. Diercks leads the Clear Thinking Group Financial Advisory and Restructuring Practice Group.

**Adam Cook – Managing Director**

Mr. Cook provides transaction advisory services to the firm's clients. He has over 12 years of experience in advising companies, private equity funds and lenders on both under performing and healthy transactions in a variety of industries. His expertise ranges from domestic and cross border merger and acquisitions advisory to refinancings and balance sheet restructuring. Before joining Clear Thinking Group, Mr. Cook was a Director at Glass & Associates and prior to that, he was at Loughlin Meghji & Co. Mr. Cook heads Clear Thinking Group's Mergers & Acquisitions Advisory efforts.

*Selected Current Engagements...*

**Automotive Supplier**

Financial Advisor to The Company. Seeking to recapitalize The Company.

**Apparel Wholesaler**

Financial Advisor to a \$135 million wholesaler of NCAA, NBA and NHL apparel merchandise.

**Home Wares Manufacturer**

Financial Advisor to The Company, providing valuation and M&A advisory Services.

**About Clear Thinking Group**

Clear Thinking Group is a national advisory organization founded in 2001 that provides a unique perspective on business opportunities and challenges. The firm's team of professionals, including six partners, takes an active role in implementing plans that are developed for its clients. The firm's broad experience in industries such as manufacturing, consumer brands, distribution, and retail allows it to provide clients with actionable solutions and expected results through careful, clear thinking.