

MORPHEUS

CAPITAL+ADVISORS LLC



Capital Raising

Strategy

Mergers & Acquisitions

Principal Investments

Restructuring

Morpheus Capital Advisors is a private merchant banking firm that provides expert and objective advice to senior corporate decision makers on complex capital raising, mergers & acquisitions, capitalization, corporate strategy and restructuring issues.

- Since its inception, Morpheus has advised on over \$20 billion of transactions
- Morpheus is affiliated with Dawntreader Capital LLC, a FINRA-registered broker/dealer
- Morpheus has offices in New York, Los Angeles and San Francisco

APPROACH

- The senior principals at Morpheus lead each assignment and are committed to working alongside our clients during every phase of the engagement. We think like principals.
- The senior professionals at Morpheus are Wall Street veterans who were partners at bulge bracket firms. Each principal has over 25 years experience providing sound advice on complex business and financial projects.
- Our advice is based on a comprehensive understanding of the financial markets and a granular understanding of each client's business, industry, competitive position, opportunities and challenges.
- We develop long-term relationships built on mutual respect and a vigilant commitment to providing the highest quality independent advice. We couple this with an unyielding work ethic to achieve our clients' corporate goals.

EXPERTISE

- Capital raising
 - Equity (venture to acquisition financing)
 - Debt (mezzanine to senior secured)
- Management buyouts
- Mergers & acquisitions
 - Buy-side advisory
 - Exclusive sale
 - Acquisitions and sales of distressed businesses
- Strategic advice

- Recapitalization and restructuring
- Initial public offering advisory
- Corporate governance advice
- Principal investments

INDUSTRY FOCUS

Morpheus has advised clients across a broad spectrum of industries. Those industries include:

- Transportation
- Consumer products
- General industry
- Biotech
- Healthcare
- Media & entertainment
- Financial services
- Equipment leasing

PRINCIPAL INVESTMENTS

Morpheus Capital Advisors will consider various types of principal investments:

Co-investments in our clients

Morpheus will often invest in conjunction with our clients' transactions. We typically employ a co-investment strategy alongside other private equity firms. These co-investments are only at the invitation of our clients.

Venture investments

Morpheus also considers investments in early stage and emerging growth companies in which our expertise can add value to the investment.

SELECTED CLIENTS

ABC Carpet/Home
Anschutz Investment Corp.
Atlas Air
Base Entertainment
Betsy Johnson
Breed Automotive
Bridgeport/Port Jeff Ferry
Carnival Cruise Lines
Castenea Partners
Cerberus
China Eastern Airlines
China Southern Airlines
Chrysler Employees Buyout Group
Citicorp
Clarity Partners
Continental Airlines
Delta Air Lines
Force Energy
Forest Oil
Frontier Airlines
General Mills
GMT Global Republic Aviation
Great Dane
Hearts on Fire
Hospital Corp. of America
Humana
ILFC
Illinois Central Railroad
Indigo Aviation
Interpool
Jetscape
KKR
Kloster Cruise
Kraft
Leonard Green
Marriott
McCaw Cellular
Mellon Bank Corp.
Nest Fragrances
Northwest Airlines
Norwegian Cruise Lines
Ocean Air
Owens-Illinois
Public Storage
Ramada
Regal Cinema
Sea Containers
Stolt Tankers
UBS
UGI/AmeriGas
U-Haul
Union Pacific
United Airlines
United Artists Theaters
Universal Studios
US Airways
Warburg Pincus
Western Express
Westinghouse Air Brake
Yucaipa Companies



RICHARD MAISTO CEO

Richard Maisto is the Founding Partner of Morpheus Capital Advisors. He has spent most of his investment banking career providing advice to private equity firms and their portfolio companies, as well as advising on complex restructurings and bankruptcies.

Mr. Maisto was responsible for Morpheus' first assignment: to advise the Anschutz Investment Corporation on the distressed acquisitions of Force Energy, United Artists Theaters, Regal Cinema and Edwards Theatres and their subsequent mergers.

Prior to founding Morpheus, Mr. Maisto was a Managing Director at BT Alex Brown, where he covered private equity firms. He focused on developing acquisition opportunities, providing acquisition financing and raising debt and equity financing. His clients included Texas Pacific Group, Fox Paine, Oaktree Capital and Brera Capital.

Previously, Mr. Maisto was a Managing Director at Smith Barney, where he focused on both advising private equity firms and executing complex restructurings. Clients included Citibank, UGI/AmeriGas, Mellon Bank Corp. and Harcourt Brace Jovanovich. Mr. Maisto began his career as a Vice President in Drexel Burnham's restructuring group.

He has served on numerous corporate boards and was a mentor to the Southern California Biomedical Council.

Boston College, BS
Columbia Business School, MBA

MITCHELL GORDON PRESIDENT

Mitchell Gordon is President of Morpheus Capital Advisors and has served as both an investment banker and a senior corporate executive. Prior to joining Morpheus, he was Chief Financial Officer, Executive Vice President and a member of the Office of the President of Interpool (NYSE: IPX).

Previous to Interpool, Mr. Gordon was President and Founder of Atlas Capital Partners, a private equity investment firm, and a Managing Director and Co-Head of Salomon Smith Barney's Transportation Group. He has also served as a Senior Vice President and Head of the Transportation and Automotive Groups at Furman Selz as well as a Vice President at Needham & Company. Mr. Gordon started his business career at the American Broadcasting Company, where he was Manager of Strategic Planning.

Mr. Gordon served on the public company Boards of Directors of Interpool and Indigo Aviation and on the Global Advisory Board of Nedship Bank Group. He also was a member of the Board of Directors of Almedica, Inc., a privately held pharmaceutical services company. He serves on the Board of Mesa Air Group.

He has served on numerous private company and not-for-profit boards.

Washington University, BS, BA
Harvard Business School, MBA

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MORGAN W. ST. JOHN PARTNER

Morgan W. St. John has been a transaction-oriented banker for over 30 years and has personally led over \$40 billion of highly structured corporate debt and equity financings in the Americas, Europe and Asia. Prior to joining Morpheus, he led his own advisory firm, Wyvern Capital, which provided advice to corporate, private equity and hedge fund clients.

Previously he was a Partner and Managing Director at Bankers Trust Company, where he served on the Global Investment Banking Management Committee and led both the Los Angeles-based Structured Finance Group and the New York-based Structured Debt Syndication Group.

Mr. St. John led transactions for such clients as, KKR, RJR, Beatrice, Safeway, BorgWarner, Amstar, Ramada and Marriott.

Harvard University, AB
Harvard University, MA

BASH DERTI SR. VICE PRESIDENT

Before joining Morpheus, Bash Derti was Co-Founder of The Rubicon Group, a financial consulting firm providing strategic corporate advisory services to companies in several industries. Previously, he was Vice President of Business Development at Broadband Sports, a sports-themed new media company that combined content and commerce. In addition, Mr. Derti served as an investment banker with SG Cowen's Technology Investment Banking Group, where he focused on software, semiconductor and internet firms, as well as their Media and Entertainment Group, where he specialized in new media and entertainment industries.

During his career Mr. Derti has assisted on transactions in a variety of industries, including transportation and shipping, aerospace, clean energy, environmental services, specialty finance and leasing, consumer products, healthcare, and media and entertainment.

Dartmouth College, AB
Duke University, MBA

