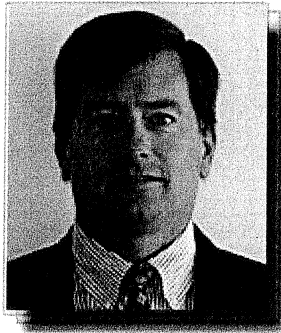


**PRIVATE EQUITY CENTRAL.NET****Meet  
The Manager****What You Know***May 8, 2009*

With deal flow being particularly tough these days, the IPO markets virtually non-existent and the credit markets seizing up, a private equity firm needs to find its niche. That is exactly what Mark Sampson, co-founder and managing director, of Vintage Capital Group says his firm has done.

Vintage is not your typical "buy and change" firm, as Sampson says. Rather, the firm is a partner in every sense of the word. Vintage offers operational expertise as well as capital flexibility.

**PrivateEquityCentral.net: Can you please tell me a little bit about Vintage Capital Group?**

Mark Sampson: We are based in Brentwood, Calif. and our focus is on lower- to middle-market companies. They are typically based in the United States and with somewhat of a focus on the western half of the country.

Portfolio companies typically have enterprise values of \$100 million. The owners and the operators of these companies seek to retain as much of an equity stake in their business as they can. We describe them as builders of businesses rather than as sellers of businesses. They have the capital needs and a desire to bring in a partner that can both help them from a capital standpoint and bring to bear operational expertise.

We can invest both debt and equity, find a flexible capital solution and work very closely with those businesses given the expertise of the principals in our firm, from both a financial and an operation standpoint. We work to get these companies and equity holders to that realization.

**PEC: Why do you focus on that segment of the market?**

MS: There are probably a number of factors. One is we believe from our experiences this is a target-rich environment. There are more lower middle market businesses than there are in any other segment.

Secondly, our principals have spent our entire careers advising and operating in middle market businesses. We bring a level of expertise to that segment of the market.

Thirdly, we focus on helping to grow and build businesses and to stay away from the traditional leveraged buyout market. We stay away from LBOs because the segment that we focus on tends to have businesses that tend to be more conservatively capitalized. There is less leverage required in the process. We are slightly less dependent upon the need for a lot of debt financing to complete the transaction. We can create value in the business because we are heavily focused on the operational improvement of the businesses. That is something that is very important in today's environment.

**PEC: Within the middle market, are there any sectors that your firm focuses on?**

MS: The current portfolio spans a wide range of businesses. It consists of light manufacturing companies, business service companies, etc. Our real niche isn't so much industry-specific, rather it is finding operators with successful track records.

We do have a certain level of expertise. That has tended to be in the manufacturing space and business services. Having said that, we like companies that have something proprietary about what they do, some competitive advantage that we think creates a situation in which there is a moat around the business.

**PEC: How do you find these businesses?**

MS: That is the part of our business that takes a lot of time, a lot of effort. We spend an awful lot of time talking to various intermediaries in the marketplace. Since we are not chasing the more traditional change and control transactions, it is important we are in front of the intermediaries who would think of us as a trusted adviser. That means we talk a lot with the lending community, attorneys, accountants, brokers – folks who when the business is faced with that capital need [think of us].

**PEC: Are you finding sellers' expectations for what they can get for their businesses are coming in line with buyers' expectations?**

MS: That is the one area that has gone in our favor for the last year or so. Due to the current economic environment certain operators have re-evaluated their expectations in terms of an exit. Now their expectations are becoming more realistic or at least they are deciding to bring in growth capital, or a partner, to help find growth opportunities. We can help them structure transactions, help them improve internal efficiencies, help them position the business even better for when the market does turnaround they will be able to sell for that valuation that the operator had in mind originally.

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