

Peter Goodson - Profile

For the past four decades, Peter Goodson has advised corporate leaders on a range of complex strategic, financial, and business performance issues. He also teaches advanced courses and workshops at leading business schools and contributes to a number of charitable programs for the benefit of young people in crisis. His involvement in business, academics and philanthropy is detailed below:

Business

Before retirement, Mr. Goodson was one of five partners at the firm of Clayton & Dubilier, Inc., a private equity firm that purchased and managed large industrial companies. The strategy of the firm was to buy under-performing businesses and create value through shifts in business strategy. Among the \$8 billion worth of acquisitions through which Clayton & Dubilier assisted management in enhancing value are prominent examples such as Lexmark - the IBM Information Products business, the Uniroyal-Goodrich Tire Company, and the O.M. Scott & Sons Company. The firm's investment record had yielded a compound annual return in excess of 85 percent over the 10-year period prior to his departure. Mr. Goodson currently serves as an advisor to Dubilier & Co., a private equity firm buying control of under-performing middle market businesses for investment.

While at Clayton & Dubilier, Mr. Goodson served on the Board of Directors of New York Bancorp, which was subsequently sold to North Fork Bancorp. He was elected to the board to help oversee a new management transition, to facilitate an improvement in shareholder value and to serve as the Chairman of the Compensation Committee. The investment team tripled NY Bancorp's return on equity, which averaged nearly 20% over a decade.

Before joining Clayton & Dubilier, Mr. Goodson was a Managing Director at Kidder, Peabody, where he founded the Mergers and Acquisitions Group at the age of 27. He has personally participated in over 800 corporate assignments. Under his direction, the Mergers and Acquisitions Group completed transactions of approximately \$30 billion of value and enjoyed two decades of rapid growth and increased market share. Among Mr. Goodson's most noted merger and acquisition assignments were the \$6.2 billion acquisition by Kohlberg, Kravis & Roberts of Beatrice Companies, the \$1.2 billion acquisition of Richardson-Vicks Inc. by the Proctor & Gamble Company and the successful restructuring of GenCorp in response to a hostile offer.

Mr. Goodson served as co-head of Kidder's Investment Banking Department, engineering a successful reorganization and spearheading the firm's successful entrance into Merchant Banking and Crisis Management (workouts). He was elected to the Executive Committee and Board of Directors to oversee the firm's worldwide business. Mr. Goodson was chosen by his partners to negotiate the \$600 million sale of Kidder to General Electric, which he did, setting a then record for the highest relative price paid for an investment bank. While at Kidder, he acted as an advisor to corporations, governments and municipalities on a variety of assignments.

An example of his innovative problem-solving approach was an engagement on behalf of the State of Alabama. Mr. Goodson was retained by the Governor to finance education and prison reform at a time when the state's finances were in disarray. Mr. Goodson implemented a program to monetize a half a billion dollars through the sale of state-owned oil properties. He developed and executed a strategy to invest the trust's capital in treasury bonds and then sell a new issue of Alabama general obligation bonds at a lower cost, thereby increasing invested capital and capturing a significant spread between the cost of funds and their reinvestment. The strategy enhanced the return to the state from the divestiture of the oil properties

by close to 20%. The Alabama plan was the first of its kind among state governments and allowed Alabama a significantly higher return on its capital base.

At the age of 20, Mr. Goodson was the CEO of a successful house wares company, DIAL Industries, which he founded, managed and sold for a significant profit.

Academics

Mr. Goodson is an adjunct professor having taught full courses in Mergers & Acquisitions, Managerial Negotiation and Private Equity at Columbia and New York University business schools. He has been involved in numerous workshops for business schools and industry (e.g. ABC Broadcasting; Donaldson, Lufkin & Jenrette). Workshop topics include evaluation, investment, business ethics, finance, negotiation, investment banking and leadership.

Mr. Goodson is a graduate of Stanford University and has served on the Board of Directors of the Stanford Athletic Department. He has completed the Harvard Business School program for Financial Executives. He is widely quoted and is frequently a guest speaker at universities and legal and business forums throughout the world, including Harvard, Stanford, INSEAD, Tuck, and Kellogg Business schools. Mr. Goodson has authored a number of articles, including a chapter in *The Investment Banking Handbook*, by J. Peter Williamson, (John Wiley and Sons); "Creating Shareholder Value: The New Standard For Business Performance," *Harvard Business Review*; "A Philosophy for Buyouts after RJR," *Financial Times*; "The Innovative Characteristics of Future Transactions," *Journal for Corporate Growth*; "Interview with Peter Goodson," by Nikkei Sangyo Shimbun, *NewsScan-Finance*.

Philanthropic

Personally and through The Goodson Family Foundation, Mr. Goodson invests in programs where he and/or his children are directly engaged in tackling the problems facing youth at risk. Specifically, Mr. Goodson focuses on identifying coaching roles in athletic programs that allow him to work with at-risk teenagers to realize their potential educationally and athletically. His philosophy is built on a belief that coaching is a role in which one is able to teach a curriculum for life that extends beyond the student's athletic experience.

Since retirement, Mr. Goodson has volunteered as a coach in New York City high schools and initiated several sports programs, most notably the New York Elite Football League. The NY Elite program is personally funded by Mr. Goodson. The goal of the "Elite" is to enhance the prospects of talented New York City athletes from troubled backgrounds to earn college football scholarships. Beyond a focus on football, the NY Elite helps players build self-esteem, improve athletic skills, raise the level of competitiveness and develop the discipline required to succeed academically and athletically at the college level. The NY Elite teams have a combined record of 65 wins and only 3 losses against the best teams on the Eastern Seaboard.

In addition to the NY Elite, Mr. Goodson was the Offensive Coordinator for a championship football team on Long Island and coached quarterbacks at Kennedy High School in the Bronx, N.Y., (23 wins - 1 loss State Champion). He was an assistant at a major college program focusing on the quarterback position and participated in the turning around of a historically losing football program.