



National Business Search, Inc.

NATIONAL BUSINESS SEARCH
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Ask for Dick Green or Dave Green

About The Firm

National Business Search provides professional merger and acquisition services to mid-market companies. NBS represents business sellers and offers a free initial business valuation. Since its launch in 1978, the firm has completed over 320 transactions in the following areas:

- Service
- Distribution
- Information technology
- Manufacturing

Track Record

Our compensation is based on accomplishment. We are highly selective before accepting an engagement to sell a company. As a result of this careful evaluation, more than 90% of our engagements result in a sale or merger transaction. NBS is a value-added business intermediary and consistently meets or exceeds agreed-upon price expectations.

Goals

National Business Search understands that each seller has a unique set of goals that can range anywhere from retirement to remaining with the company and becoming a part of its future. These goals may be accomplished through various avenues, including:

- Merger
- Acquisition
- Strategic buyout
- Financial restructuring
- Pairing with a financial partner

Pairing with a financial partner, such as a capital company, allows the chance for a multiple payment approach. For example, a capital company may buy a percentage of your company for cash (often between 51% - 80%) and plan an IPO or a strategic sale or merger within 3 to 5 years. This may allow the percentage that you keep to be worth more than the percentage you sold.

This approach allows a seller to gain liquidity and at the same time to participate in the company's future growth.

As a business intermediary, we are ready to assist each seller in the process of creating a deal.

National Business Search is dedicated to providing professional service and personal attention. Our mission is to help our clients achieve their goals.

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The NBS Professionals

Dick Green

As President of National Business Search, Dick Green has extensive business experience, having personally been involved in hundreds of mid market acquisitions. Previous to that, he was an executive with Xerox Corporation as a sales and general manager. He is a past president of the Texas Association of Business Brokers and a former seminar leader on mergers and acquisitions for the International Association of Business Brokers. He co-founded and is a member of the Board of Directors of the Xerox-X Association, a business alumni group established 16 years ago to which Business Week referred as the most powerful small business network in the country.

Dave Green

As Vice President of National Business Search, Dave Green has more than 10 years of experience in mid market acquisitions. Previous to that, he was a transaction lawyer in the corporate and banking sections of Thompson & Knight, one of the largest law firms in Texas, and is a member of the Florida Bar. He is a member of the Institute of Business Appraisers and the Suncoast Estate Planning Council. He has been a board member and advisor for National Business Search since 1985, and has owned and operated a successful import and distribution company since 1991.

Kelby Knoedler – Merger and Acquisition Consultant

Kelby Knoedler has been a merger and acquisition consultant for National Business Search for three years. Kelby has twenty-five years of entrepreneurial business experience founding Entre' Consulting in 1984. He sold his company through National Business Search in 1997. Entre' Consulting was a network integration and integration and software development firm with fifty employees. Prior to Entre', Kelby was founder and President of GBS Computers in 1978, selling his interest in the company in 1984 to start Entre' Consulting. GBS Computers continues to thrive today, twenty-five years later. Kelby served as director of Compaq Computer Corporation's Educational Advisory Board. He now resides in Knoxville, Tennessee.

John L. Nelson – Merger and Acquisition Consultant

With more than thirty-five years experience in the Information Technology (IT) industry, thirty in senior management, John L. Nelson represents a seasoned track record of notable accomplishments. John's early career focused on leading new business ventures to successful outcomes within the *Fortune 50* structure (considered the *father of NEXIS*). For the past two decades, John was instrumental in building entrepreneurial ventures into financial successes. Throughout his career, John has been involved in the full life-cycle process of acquisitions, mergers, divestitures, mezzanine capital, private placements and public offerings.

Tim Snyder – Merger and Acquisition Consultant

Tim Snyder graduated from the University of Colorado with a Bachelors degree in Pharmacy. After working several years for a major chain, he purchased his first full line drug store. Over the next 20 years he owned and operated several more professional pharmacies and full line drug stores. He has been featured in several professional journals for his new and innovative ideas. At the height of his career he was operating five stores. Having sold most of his stores to managers or competitors, he decided to sell his last store with the help of a professional broker. Utilizing National Business Search to sell his company was such a rewarding and profitable experience that he is currently consulting for National Business Search.



National Business Search, Inc.

Tony Trimboli – Merger and Acquisition Consultant

Tony Trimboli joins the National Business Search team as a merger and acquisition consultant after spending more than 25 years in the pharmaceutical and healthcare fields. Prior to joining National Business Search, Tony was CEO of VitaRx, a specialty pharmacy that was acquired by McKesson, a Fortune 50 company, in 2002. At the time of the acquisition VitaRx had annual revenues exceeding 65 million. Shortly thereafter Tony was cofounder of Avita Drugs that was successfully sold by National Business Search in May 2007. Tony has a BS in Pharmacy from Temple University and a MBA from Philadelphia University.

David Little – Merger and Acquisition Consultant

David Little comes to National Business Search with over 35 years experience in marketing, sales and related disciplines in the chemical industry. He joined Monsanto Company after graduating from University of Tennessee (BS '64), he progressed through a number of logistic, sales and marketing positions of increasing responsibility. David managed large sales and marketing organizations for Monsanto serving specialty chemical, detergent, cleaning, heavy and industrial chemicals for both US, European and Latin American markets. He was active in The Soap and Detergent Association (SDA) over a number of years. David accompanied Monsanto's divestiture of it's Maleic Anhydride business to Huntsman Chemical and directed it's marketing, sales and technical service efforts in the US and Europe for first Monsanto then Huntsman.

Ken Anderson – Merger and Acquisition Consultant

Ken Anderson has been a merger and acquisition consultant for National Business Search for 4 years. Ken has 31 years total business ownership experience. Ken was a prior owner of Entre Computer Centers for 18 years, and utilized the services of National Business Search to accomplish the sale. When Ken sold Entre the company had \$23 million in annual revenues and 55 employees. He was a prior owner of the McDonald Automotive Supply Company chain for 11 years. When Ken sold the company, it had \$20 million per year in annual revenues and over 200 employees. Ken was a director of the Educational Advisory Board of Compaq Corporation and a director of the Advisory Board of Intelligence Electronics. Ken was a lieutenant in the US Navy for 4 years.

Pam Green – Chief Information Officer

As Chief Information Officer, Ms. Green and a full time analyst provide research and market analysis for each individual client. The research is geared towards finding strategic, financial and allied purchasers. It is carefully customized to assure success with the ultimate goal of completing a transaction. Ms. Green is a former math and computer teacher and has been affiliated with NBS for 10 years.

Myrna Green - Vice President of Administration

As Vice President of Administration, Ms. Green brings 30 years of experience in mergers and acquisitions to the administrative and research portions of the business. She is a former EMS responder, teacher and real estate broker.



National Business Search, Inc.

Marketing Process

Our marketing approach is to create a confidential auction.

The reason for creating a confidential auction is to obtain the highest value for a company. When buyers compete to purchase the same company, the probability of achieving maximum valuation is greatly increased. In addition to maximum valuation, this process generally produces the most compatible buyer.

Confidentiality

We are very conscientious about maintaining transaction confidentiality; and, to that end, we use a unique 3-stage process:

1. We mail a generic specification letter to a wide array of likely buyers that does not reveal the name of the client's company, along with a confidentiality agreement.
2. After we receive a signed confidentiality agreement from a prospective buyer, we email or fax a blind executive summary that gives a comprehensive look at the company without identifying it.
3. If we are convinced there is genuine interest and that a buyer is qualified, we send a complete book that identifies the company by name, provides additional company data, and includes detailed financial information. The book is intended to shorten the decision making process for all prospective buyers.

If, after evaluating the company, a buyer wants to move forward, we either arrange a conference call or a meeting with the seller at a mutually agreeable time.

Resources

National Business Search utilizes the following resources for bringing qualified buyers to the process:

- Multiple databases comprised of more than 12 million strategic and financial buyers.
- Membership in all major merger and acquisition Internet web sites.
- An extensive file comprised of strategic companies, capital groups, LBO firms, executives, investors and entrepreneurs developed during the course of successfully marketing over 300 companies.
- The Xerox-X Association, a powerful network of former Xerox employees who now occupy key positions in companies around the world.
- A large network of lawyers, CPAs and other professionals whose firms have represented buyers, sellers and financial institutions on previous National Business Search deals.
- Prospect searches are custom tailored for each individual client. The searches are designed to find strategic, financial and visionary buyers.



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Business Evaluation

In order to provide a free initial business valuation, National Business Search analyzes the following information:

- A history of the business.
- A description of its products, services, geographic market area and other pertinent information.
- Its marketing activities such as sales, distribution, customer base and competition.
- Its organizational structure such as management, key employees, compensation and benefits.
- Historical financial statements

Throughout the entire evaluation process, NBS treats all information as *highly confidential*. In summary, National Business Search is dedicated to providing professional service and personal attention. Our mission is to help our clients achieve their goals.

SOME OF OUR RECENT TRANSACTIONS INCLUDE:

Avita Drugs, LLC.

Specialty Pharmaceutical Company

Purchaser: Private Equity Group

Personet

A Staffing Support and Payroll Service Company with 15 offices

Purchaser : US based PEO with offices nationwide

Dart Manufacturing Company

Promotional Products manufacturing and importing company

Purchaser: Senator Pen, a strategic buyer based in Germany

Vinyl Profiles, Inc.

A vinyl window manufacturer

Purchaser: TAG private equity group

Riptide Software

A Software Solutions Company

Purchaser: A publically traded technology company

Clean Sweep Custodial Services

A janitorial services company

Purchaser: Privately held national janitorial services company

Smallwood Design Group

A landscape architecture and services company

Purchaser: Spartan Partners, Inc.

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Mainstreet Wholesale / Jacksonville

A grocery wholesale company

Purchaser: Individual investor

Prostead Engineered Plastics

An Injection Molding company

Purchaser: NovaStar

Intech Professionals

An SAP technology and applications company

Purchaser: Pipeline Group, Inc

Ezee ATM, Inc.

An ATM services company

Purchaser: A multinational private equity firm.

OUAC

A children's retail chain

Purchaser: Florida investment group.

Moe's Southwestern Grill – North Florida

Restaurant Chain

Purchaser: Individual investor.

Moe's Southwestern Grill – Indiana

Restaurant Chain

Purchaser: Individual investor.

Scotties

A British food importer

Purchaser: Colombian investor group.

Amcomp Corporation

A federal government services contractor

Purchaser: MTC Technologies, Inc.

Colorado Pharmacy

A pharmaceutical services company

Purchaser : SB Partners

Sandora Industries

A manufacturer of woven labels

Purchaser: Shore to Shore, Inc.

The Bradshaw Group

A high-speed printer and manufacturing company

Purchaser: Affiliates of Hoak Breedlove Wesneski & Company

Apeiron, Inc.

A contactless measurement systems company

Purchaser: Danaher Corporation (NYSE)

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BlackJack Express, Inc.

A refrigerated trucking & brokerage company

Purchaser: Russ Davis Wholesale

Purity Products, Inc.

A food manufacturing company

Purchaser: The Schroeder Group

Entra Consulting Corporation

A systems integration and consulting firm

Purchaser: U.S. Office Products (NASDAQ)

Semi-Tech, Inc.

A manufacturer of optical supplies

Purchaser: Hicks, Muse, Tate & Furst

RCK Computers, Inc.

An integrated computer systems company

Purchaser: GE Capital

Integrated Designs, Inc.

A manufacturer of chemical dispensing systems

Merged: With Roper Industries (NYSE)

Ideal Learning, Inc.

An educational software company

Purchaser: Jostens, Inc. and Bain Capital

C.S. Solutions

A software consulting firm

Purchaser: Internal management buyout

Sandia Imaging Systems

A digital printing systems company

Purchaser: Fiscal Advantage Capital

BC Medical Supply

A home health care supply and service company

Purchaser: Internal management buyout

Entre Computer Center

Systems integration & ERP consulting

Purchaser: Convergent Communications

Adell Industries

A manufacturer of automotive accessories

Restructure: Comerica Bank

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Oil Well Group

A quick lube chain of stores

Purchaser: Jiffy Lube

MicroSolutions, Inc.

A systems integration and consulting firm

Purchaser: CompuServe

Ravon, Inc.

An advertising specialties sales and telemarketing firm

Purchaser: ROE Capital

Mr. Micro, Inc.

An integrated computer systems company

Purchaser: Entex Information Services (NASDAQ)

Flair Data Systems

A telecommunications equipment distribution organization

Purchaser: Burgess Partnership



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In order to market your company effectively, NBS will need the following:

A History of the Company

- Where and when was the Company incorporated?
- What were its Initial business activities and significant developments?
- A description of its founders and subsequent changes in ownership will be useful.

Reasons for Sale

- Why have the owners decided to sell?
- What level of involvement, support or assistance will the current owner provide after a sale?
- Will the management team stay with the firm?

Buyer Qualifications

- Are there any unique characteristics that a buyer should possess?
- Is prior industry experience necessary?
- What financial resources are needed to support and grow the business?

Description of the Business

- Describe its principal products or services.
- What geographic areas are served?
- What are the type and approximate number of customers?
- What percentage of gross revenues does the company's top 10 customers represent?
- What is the extent, if any, to which the business may be seasonal?
- Describe its specialized products, services or processes.
- Please provide, if any, a list of patents, trademarks, licenses, franchises, distribution agreements, etc.
- Are there any effects of environmental, safety and health laws?
- What is the size of order backlog?

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Marketing Activities

- Define the Company's market and marketing strategy.
- Describe the sales organization, promotional activities and distribution methods.
- Who are the significant competitors and their relative advantages/disadvantages?
- Please provide Industry or market data.

Facilities

- What is the location and give a brief description of plants, warehouses, offices, etc.
- Provide a summary of lease obligations.
- Provide a description of real property included in sale.

Legal Proceedings

- Are there any legal proceedings against the business?

Management and Employees

- Describe the background and tenure for management and key employees.
- Provide an organizational chart of employees by area or function.
- Provide a description of employee benefits.
- Are there any unions representing the employees and if so, which unions?

Financial Statements

- We will need audited or reviewed financial statements for the previous 3 to 5 years.

In addition, we will also need the following information:

- Current year-to-date financial reports
- Depreciation schedules.
- Corporate tax returns.

Management's Discussion of Financial Statements

- What are the reasons for results and conditions?
- Are there any unusual items and non-recurring expenses?

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- Are there any related-party transactions?
- What are the reconstructed earnings?

Business Plan or Management's 5-Year Forecast

- Is there a forecast of new products and services?
- What are the forecasted revenues?
- What are the forecasted expenses?
- What are the forecasted reconstructed earnings?



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REFERENCES

Transactions

Tony Trimboli
Avita Drugs, LLC
New Orleans, LA
-Seller-
215/779-6450

Steve Hulsey
Prostead Engineered Plastics
Morristown, Tennessee
-Seller-
954/892-1974

Vince Licata
Personet
Clearwater, Florida
-Seller-
727/639-7651

Tim Snyder
Colorado Pharmacy
Denver, Colorado
-Seller-
704/658-9918 and 704/902-4761

Anil Aggarwal
Amcomp Corporation
Torrance, CA.
-Seller-
310/377-4121 and 310/920-1622

Bill Drori
Sandora Industries
Montreal, Quebec, Canada
-Seller-
514/276-4555 Ext 39

Stan Bradshaw
The Bradshaw Group
Richardson, TX
-Seller-
972/331-2100

Robert Potter
Management Consultant
Irving, Texas
-Seller's Consultant-
972/869-8270



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Ken Anderson
RCK Computers
Waco, Texas
-Seller-
254/848-2829

Jim Hindy
Entre' Computer Center
Norcross, GA
-Seller-
770/393-8794

David Fleischman
Purity Products, Inc.
Miami, FL
-Seller-
954/328-2348

Jim Ritsch
Scranton Street Holdings
Altoona, WI
-Seller-
715/831-2430

Marvin Adell
Adell Industries
Forney, Texas
-Negotiated contract with Comerica Bank-
972/226-4600

Kelby Knoedler
Entra Consulting
Canfield, OH
-Seller_
423/884-3072

Roger Ganser
Venture Investors
Madison, WI
-Seller-
608/233-3070 or 941/486-8687

Gordon Stone
Semi-Tech, Inc.
Garland, Texas
-Seller-
903/878-2914

Robert Pou, Atty.
Dallas, Texas
-Seller's Attorney-

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214/520-3300

Pete Atwell
Integrated Designs, Inc.
Richardson, Texas

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Munsch, Hardt, Kopf
Dallas, Texas

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214/855-7567

Tom Phillips
ISI, Inc.
Richardson, Texas

-Seller-

972/245-1791

Bill Giles
Tatum, Inc.
Dallas, Texas

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Oil Well Group
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972/625-1234

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REFERENCES

Business and Personal

Tom West
Business Brokerage Press
Concord, MA
-Editor-
978/369-2490

David McKinnon
Dallas, Texas
-Purchaser's CPA-
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Southeast Business Appraisal
Boynton Beach, FL
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NorthCorp Realty Advisors
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Robert Burgess
Flair Data Systems
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Jim Donovan
McDonald Douglas
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Mel Mahler

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