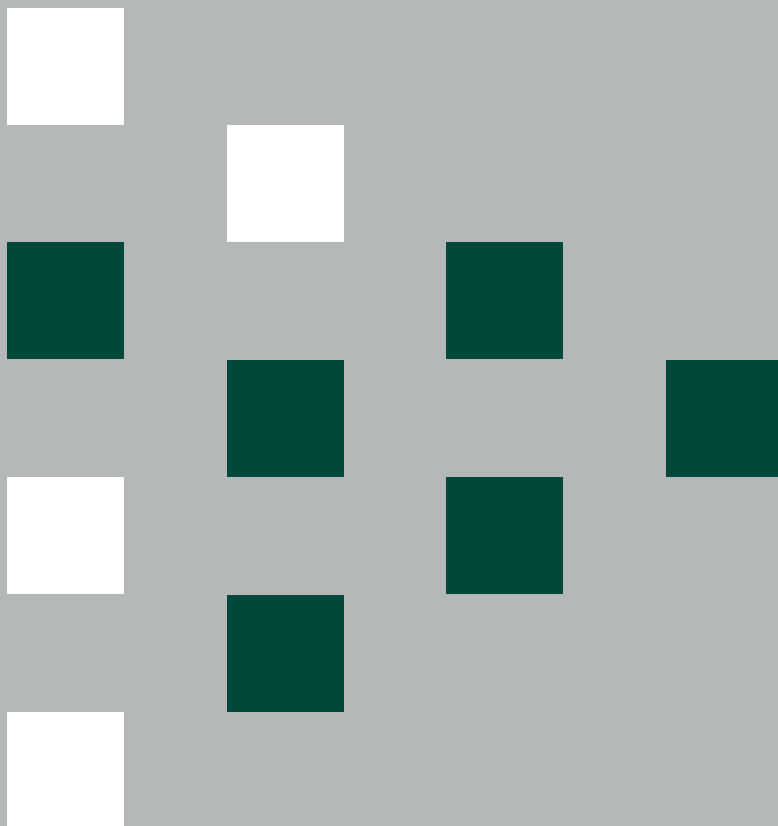


GET THE LIFE
YOU WANT

BUILDING VALUE

PROVIDING
OPTIONS

MAXIMIZING
SALES
PROCEEDS



EXPERTS IN THE SALE OF
PRIVATELY-HELD COMPANIES

Our Advantage is Your Benefit



- Who will pay top dollar for my company?
(We confidentially open and make a market — the world's a big place.)
- Is my company ready for sale?
(Building a company's value now can substantially increase its price for a future sale.)
- Should this be a full or partial sale?
(A partial sale can effectively expand or improve the company.)
- Is now a good time to sell?
(Value is dynamic, but stock in your company is not easily "traded".)

*Never before:
The perspective of
former business owners
combined with the expertise
and resources of a
Wall Street M&A firm —
Power Execution,
Client Focus*

Can the owners of privately-held companies get the advantages of a publicly traded company?

"Business owners" or shareholders of publicly traded companies can sell their companies immediately by making a phone call. The entire world knows the value of the company and there's no need for confidentiality.

Yet the owners of privately-held companies cannot do the same thing. Worse, statistically over 75% of an owner's wealth is tied up in one stock, and one stock alone — their business.

Get most of the advantages.

The Transition Companies "makes a market" for a privately-held company much the way Wall Street does it for publicly traded companies — except we do it confidentially.

Competing buyers drive up the company's value, while providing transition alternatives for business owners.

Value is dynamic; timing matters.

The sale of a privately-held company is a process; not an event. Only after opening a relationship with The Transition Companies and starting the process, can you be empowered to execute an optimal event.



Only one thing in life is certain...

Every business owner will eventually exit and transition their company.

- Be empowered to do so on your terms
- Be informed of the alternatives

The Transition Companies... experts at maximizing your sale proceeds. You've worked hard; we'll be sure you get your reward.

How do you get the life you want?

The Transition Companies ("TTC") empowers owners to exit and transition at the right time, under the right circumstances, and for the greatest return on the investment of their life.

There are no rules.

Unlike the structured M&A sale process of publicly traded firms, selling a privately-owned company is a virtual free-for-all. In this volatile and uncertain market, owners will benefit from The Transition Companies' expertise, resources and the proven *The Transition Companies M&A Process*.

Only 8% of owners had even heard of the company that bought their business.

The buyers...forget the obvious. The best buyers come from multiple, and often unlikely sources. *The Transition Companies M&A Process* identifies buyers who see a company's strategic value and are willing to pay a premium for it.

95% of buyers will only consider companies represented by a professional M&A firm.

Companies that retain The Transition Companies show buyers they are serious about selling. In return, buyers will pay a higher price as they are confident of the company's value, the deal's viability and the owner's commitment.

No one has a perfect company.

Optimal companies bring top dollar in the marketplace. Yet, many companies need measurable improvement to bring a premium price. TTC's Business Optimization professionals will develop and then execute a custom plan to increase earnings now and market value for a future sale.



Ten Costly Mistakes to Avoid When Selling a Company:

- 1 *Negotiating with just one buyer*
- 2 *Mentioning a price*
- 3 *Not seeking professional M&A advice*
- 4 *Not preparing an exit strategy*
- 5 *Undervaluing the company*
- 6 *Selling at the wrong time*
- 7 *Selling to the wrong buyer*
- 8 *Misinterpreting the buyer's motives*
- 9 *Incomplete/improper documentation*
- 10 *Focusing on past performance*

Power Execution



The Transition Companies M&A Process, customized for each client company, is a structured, yet dynamic and flexible, highly successful proven method of opening the market.

“With decades of successes and centuries of experience, our professional staff will guide you in building and selling a high quality company.”

Gene Sartin
CEO

Confidentiality: *The Transition Companies M&A Process* “makes a market” to build value and create liquidity for the owners of privately-held companies. However, the entire process is executed with complete confidentiality. All prospective buyers are pre-approved and sign Confidentiality Agreements prior to even finding out the name or location of the company. TTC recognizes the need for confidentiality and it is an integral part of *The Transition Companies M&A Process*.

The Transition Companies’ M&A Process

Step 1: Packaging the Company — From a Buyer’s Perspective

You never get a second chance to make a first impression. The Transition Companies have the proven expertise to evaluate, value, analyze and “package” a company from a buyer’s perspective. Based on our many years’ experience, we know how to position both tangible and intangible assets to show a company’s true potential and to maximize its perceived value among buyers.

Step 2: Open the Market — Build Value

The Transition Companies use our vast proprietary resources to attract the greatest number of “best buyers.” A typical target buyer list has 250 to 500 prospective purchasers, many from seemingly unrelated industries, as factors that attract a top-paying buyer often are transparent to the owner. We then conduct a confidential limited auction and negotiate with several buyers simultaneously to obtain the best selling price.

Step 3: Closing the Deal — The Hard Part

The Transition Companies’ expertise is crucial during the closing phase when contract details are further negotiated and finalized. Creative deal structuring techniques seek to maximize profits and minimize taxes and deal with issues such as stock vs. asset sale, transition periods and consulting compensation for the former owner.

Profit from Our M&A Experience

“We did not realize the amount of effort and complexity connected with the sale of a company. The guidance and advice we received were critical to the success of the sale and to our understanding of a complicated and confusing process. We would highly recommend TTC to any business owner considering the sale of their company.”

*Michael Venegoni
CEO, JOMICO Industrial, Inc.*

**The Transition Companies...
experts in the confidential sale of successful,
privately-held companies with revenues
between \$4 and \$75 million.**

**Custom M&A Strategies...every company is
different, even in the same industries**

- Customized to your business: we take the time to know your company almost as well as you do... only then can we open the market to build value
- Proprietary M&A data and buyer databases
- Protecting your interests while building value
- Deliberate execution leading to results
- The Transition Companies M&A Process: tried and proven, yet flexible and dynamic
- Deal and market savvy — on your side, providing expert guidance throughout the process
- Experience counts — we’ve seen it all and will pre-solve the issues

www.TransitionCompanies.com



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Suite 310W
Addison, Texas 75001
972.450.3100

HOUSTON, TEXAS

NEW JERSEY

CALIFORNIA

DENVER/BOULDER

ONTARIO, CANADA

The Transition Companies has offices nationwide and in Canada with a dedicated professional team of 105 associates. TTC's team of professionals has provided valuation and business optimization consulting, and has executed M&A sale transactions for 100's of companies across all industry sectors.

www.TransitionCompanies.com

ABS, Inc.

HAS ACQUIRED

DANFORM, Inc.

A PRINTED PRODUCTS COMPANY

AN M&A PROFESSIONAL FROM
THE TRANSITION COMPANIES
ACTED AS EXCLUSIVE M&A ADVISOR
FOR THE SELLER

• NEW JERSEY • CALIFORNIA

A PRIVATE EQUITY FIRM
ACQUIRED 75% OF

CONSOLIDATE HYDRO, INC'

A HYDRO-ELECTRIC PRODUCTION COMPANY

FOR \$10,000,000

AN M&A PROFESSIONAL FROM
THE TRANSITION COMPANIES
ACTED AS EXCLUSIVE M&A ADVISOR
FOR THE SELLER

TEXAS • NEW JERSEY • CALIFORNIA

LM GROUP, Inc.

HAS ACQUIRED THE ASSETS OF

ASSOCIATES, LLC

ARCHITECTURAL AND ENGINEERING FIRM

AN M&A PROFESSIONAL FROM
THE TRANSITION COMPANIES
ACTED AS EXCLUSIVE M&A ADVISOR
FOR THE SELLER

• NEW JERSEY • CALIFORNIA

THE SALE OF

GAMA, Inc.

A PURVEYOR OF FINE FRENCH FOODS

TO

GILSEY ENTERPRISES, Inc.

AN M&A PROFESSIONAL FROM
THE TRANSITION COMPANIES
ACTED AS EXCLUSIVE M&A ADVISOR
FOR THE SELLER

TEXAS • NEW JERSEY • CALIFORNIA

OMICO, LLC

HAS ACQUIRED THE ASSETS OF

OMICO INDUSTRIAL SUPPLY, Inc.

AN M&A PROFESSIONAL FROM
THE TRANSITION COMPANIES
ACTED AS EXCLUSIVE M&A ADVISOR
FOR THE SELLER

• NEW JERSEY • CALIFORNIA

RADIANT INDUSTRIES, Inc.

A RESELLER AND DISTRIBUTOR
OF PETROLEUM LUBRICANTS
HAS ACQUIRED

BRADLEY PETROLEUM

A WHOLESALE OF PETROLEUM PRODUCTS

AN M&A PROFESSIONAL FROM
THE TRANSITION COMPANIES
ACTED AS EXCLUSIVE M&A ADVISOR
FOR THE SELLER

TEXAS • NEW JERSEY • CALIFORNIA