



CONCORD PARTNERS LTD

sales, mergers, acquisitions, divestitures, leveraged buyouts and recapitalizations.



Corporate Brochure



About Us

Concord Partners provides specialized corporate financial advisory services with a particular expertise in merger and acquisition transactions. The principals of Concord Partners have extensive Wall Street experience, having advised numerous companies on a broad range of transactions, including corporate divestitures, sales, mergers, acquisitions and leveraged buyouts.

Service is at the core of any investment banking organization and the foundation upon which Concord Partners has been built. The firm's commitment to serving the interests of its clients can be seen in the background and experience of its professional staff, the firm's team structure, and most-importantly, in the quality and number of successfully completed transactions.

The following pages will introduce you to the firm's philosophy of providing clients with personal senior-level attention from highly experienced investment banking professionals.



Our Services

Concord Partners advises privately held and middle market public companies on strategic financial transactions that impact long-term value including exclusive sales, mergers, acquisitions, divestitures, leveraged buyouts and recapitalizations.

Our partners have advised over 100 companies on financial transactions with an aggregate value of over \$2 billion. These manufacturing, distribution and service companies are engaged in a wide range of industries including health care, technology and communications.

Concord Partners' typical client has annual revenues of \$10 to \$100 million.

- » **Exclusive Sales and Divestitures**
- » **Buyer Advisory Assignments**
- » **Mergers**
- » **Leveraged Buyouts**
- » **Recapitalizations**



» **John A. Schneeberger**, *Managing Director*



John has 25 years of investment banking experience specializing in mergers and acquisitions. John has been a senior M&A professional in New York City at Prudential Securities and Chemical Bank. John joined Concord Partners in 1993. Over his career, John has advised companies on exclusive sales, divestitures, acquisitions, and leveraged buyouts; and has extensive experience in the preparation of valuation analyses. John received a B.B.A. in Finance from the University of Notre Dame and an M.B.A. from the University of Missouri.



| *Selected Transactions*



Manufacturing



Services



Technology



Health Care

Acorn Structures, Inc.

Exclusive financial advisor in connection with the sale of Acorn Structures, Inc. to Deck House Inc. Acorn Structures, based in Acton, Massachusetts, manufactures and markets custom pre-fabricated homes. Deck House is a leading manufacturer of contemporary pre-fabricated homes.

Conesco Industries, Inc.

Provided valuation and fairness opinion to the Board of Directors regarding consideration to be received by the shareholders of Conesco as a result of a going private transaction.

Dark to Light, Inc.

• *Transaction Detail: page 13, fig. 1*

Exclusive financial advisor to Dark to Light in its sale to Thomas & Betts, Inc. (TNB/NYSE). Dark to Light is the leading manufacturer of electronic photocontrols for the utility industry. Thomas & Betts is a leading producer of connectors and components for worldwide electrical and electronic markets.

Gamma One, Inc.

• *Transaction Detail: page 13, fig. 2*

Financial advisor to Gamma One, Inc. in its sale to Big Flower Press Holdings, Inc. Gamma One is the largest pre-press services company in New England. Big Flower Press is a leading advertising and marketing services company.

Henry Company

• *Transaction Detail: page 13, fig. 3*

Exclusive financial advisor to Henry Company in connection with its acquisition of Monsey Products Co. Henry Company based in Los Angeles, California, is the largest manufacturer of roof coatings and cements in the Western United States. Monsey Products is a leading manufacturer of roof coatings, adhesives and membranes with its strongest markets in the Eastern United States and Canada. The combined company creates the largest North American manufacturer of roof coatings and cement products. The transaction was financed with the issuance of \$85 million in publicly traded subordinated notes underwritten by Bankers Trust.

**666MCP Corporation**

Financial advisor and principal in the sale of Mi-Lor Corporation, Co-Dent Dental Products, Inc. and Professional Brush Company, Inc. to NutraMax Products, Inc. Mi-Lor, Co-Dent and Professional are leading manufacturers and marketers of private label oral care products. Nutramax is a leading manufacturer of private label health care products.

Metritape, Inc.

Exclusive financial advisor in connection with the sale of Metritape, Inc. to Consilium Marine, AB, a wholly-owned subsidiary of Consilium AB. Metritape designs, manufactures and markets level gauging sensors and systems on a world-wide basis, primarily for marine applications. Consilium, based in Sweden, is a manufacturer of marine and industrial products.

Package Machinery Company, Inc.

Financial advisor and principal in the purchase of the assets of Package Machinery Company, primarily its spare parts business. Until 1993, Package Machinery was a leading manufacturer of packaging equipment and injection molding machinery sold under the “Reed” branch.

*Manufacturing**Services**Technology**Health Care***Allcom, Inc.**

Financial advisory services in connection with the sale of Allcom, Inc. to Sage Technologies, Inc. Allcom based in Framingham, Massachusetts, is a voice and data network services company. Sage Technologies is a network services and emergency alerting product company.

Central Locating Service, Ltd.

• *Transaction Detail: page 14, fig. 4*

Exclusive financial advisor to Central Locating Service, Ltd. in its sale to Asplundh Tree Expert Co. Central Locating Service, based in Syracuse, New York, is the leading contract locating service company in the United States. Asplundh is the largest independent utility services company in the United States.

Marketing Incentives, Inc.

Exclusive financial advisor in connection with the sale of Marketing Incentives, Inc., a national distributor of premiums and promotional items, to Cyrk, Inc. a leading international promotional products company.

Tri-Star Industries, Inc.

Financial advisor to Tri-Star Industries, Inc. in connection with the acquisition of American Fastener Company, a wholly-owned subsidiary of Elgin Industries, Inc. Tri-Star Industries is a distributor of fasteners and related maintenance products to industrial companies.

USTeleCenters, Inc.

• *Transaction Detail: page 14, fig. 5*

Exclusive financial advisor to USTeleCenters, Inc. in its merger with View Tech, Inc. USTeleCenters markets telecommunications products and services, and is one of the oldest and largest sales agents for the regional Bell operating companies. View Tech is a video technology products and services company.



Work/Family Directions, Inc.

• *Transaction Detail: page 14, fig. 6*

Exclusive financial advisor to Work/Family Directions, Inc. in connection with the sale of its global Life/Works® services business to Ceridian Corporation. Work/Family Directions founded the Work/Life industry in 1983 and has been its chief innovator and leader ever since with the creation of eldercare, childcare and other resources for its clients' employees. Its Life/Works® division is the acknowledged world leader in work/life consulting, servicing more than 200 clients (including 115 Fortune 500 companies) in the United States, Canada and Europe. Ceridian Corporation (CEN/NYSE) is an information services company that serves more than 100,000 customers in the human resources arena with a broad array of workplace effectiveness solutions.

*Manufacturing**Services**Technology**Health Care***Alpine Computer Systems, Inc.***• Transaction Detail: page 15, fig. 7*

Exclusive financial advisor in connection with the sale of Alpine Computer Systems, Inc. to Computer People, Inc., the U.S. subsidiary of Delphi Group PLC. Alpine Computer Systems, Inc. is a leading systems integration and professional engineering services firm. Delphi Group is a leading provider of Information Technology staffing services.

AmeriData Technologies, Inc.

Exclusive financial advisor in connection with the acquisitions of AmeriData Inc. and Computer Communications Corp. AmeriData Technologies, Inc., is a leading systems integration company with its executive offices in Stamford, Connecticut. In addition, performed financial advisory services related to: private placement of \$15 million subordinated notes with warrants, private placement of \$2.5 million of the company's common stock, private placement of \$11.4 million of the company's common stock, private placement of \$10.0 million of the company's common stock.

Boston Advanced Technologies, Inc.

Financial advisory services in connection with the company's acquisition of Fuels Analysis Corporation. Boston Advanced Technologies is a developer and manufacturer of opto-electronic environmental monitoring products.

Holographix, Inc.

Exclusive financial advisor to Holographix, Inc. in its sale to Avanex Corporation (AVNX/NNM). Holographix designs and manufactures custom holographic optical element-based systems and replicated optics including gratings, mirrors, surface relief structures and hybrid optics. Holographix's products are used in the telecommunications, printing, metrology, non-contact inspection measurement, and analytical chemistry industries. Avanex Corporation designs, manufactures and markets technologically advanced fiber optic-based products, known as photonic processors, which dramatically increase the performance of optical networks.



IGI, Inc.

Financial advisory services in connection with the recapitalization and subsequent spin-off of the company's biotechnology operations. IGI is a leading manufacturer and marketer of poultry vaccines.

MicroComputer Technical Services, Inc.

• *Transaction Detail: page 15, fig. 8*

Exclusive financial advisor in connection with the sale of MicroComputer Technical Services, Inc. to Vista Information Technologies, Inc. MTS is a systems integration and professional engineering services company. Vista, a portfolio company of GTCR, is a regional provider of information technology products and services.

View Tech, Inc.

Exclusive financial advisor to View Tech, Inc. in the sale of its subsidiaries USTeleCenters, Inc. and Vermont Network Services Corporation to a subsidiary of Pentastar Communications, Inc. (PNTA/NNM.) UST and VNSI design, sell, manage and support telecommunication systems solutions for small and medium size businesses. UST and VNSI are the largest revenue-producing sales agents for Verizon. Pentastar Communications is a national communications services agent and specializes in being the single source provider of total communications solutions for its business customers.

Zydacron, Inc.

Financial advisor in connection with private placement of \$4.95 million common stock. Zydacron designs and manufactures videoconferencing codecs, and sells these products on an OEM basis, to many of the leading telecommunications and computer companies in the world.



Manufacturing



Services



Technology



Health Care

Advanced Home Health Care of Northwest Florida, Inc.

Exclusive sale of Advanced Home Health Care of Northwest Florida, Inc. to Columbia / HCA Corporation. Advanced Home Health Care of Northwest Florida, Inc. is a regional provider of home health care nursing services in Florida. HCA Corporation is the nation's largest hospital management company.

Advanced Home Health Care, Inc.

Exclusive financial advisor in connection with the sale of Advanced Home Health Care, Inc. to Columbia / HCA Corporation. Advanced Home Health Care, Inc. is a regional provider of home health care nursing services in Florida. HCA Corporation is the nation's largest hospital management company.

Home Care Associates, Inc.

Exclusive financial advisor in the sale of this regional provider of infusion therapy services to Allied Pharmaceutical Corporation.

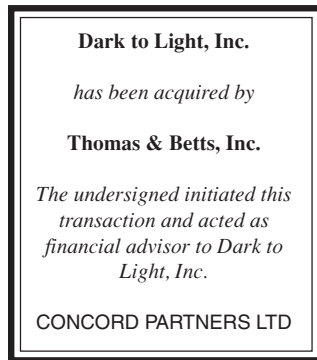
I. V. Home Care Specialists, Inc.

Exclusive financial advisor in connection with the sale of I. V. Home Care Specialists, Inc., the leading provider of home-based infusion therapy services in Panama City, Florida, to American Home Patient, Inc. (AHOM/OTCBB), a national provider of home health care services.

Physician's Home Care, Inc.

Exclusive financial advisor in connection with the sale of Physician's Home Care, Inc. to Allied Pharmaceutical Corporation. Physician's Home Care, Inc. is a leading regional provider of respiratory therapy services and durable medical equipment in Florida.

fig. 1

**Dark to Light, Inc.**

is the largest independent manufacturer of electronic photocontrols for the utility industry. The Company's products are used by utilities, municipalities and industrial companies to provide lighting and manage energy consumption throughout the world.

Thomas & Betts, Inc.

is a leading manufacturer and marketer of connectors and components for worldwide electrical and electronic markets.

fig. 2

**Gamma One, Inc.,**

located in North Haven, Connecticut is the largest independent pre-press services company in New England. Gamma One provides specialized services to the nation's leading catalog, publishing and direct mail companies.

Big Flower Press Holdings Inc.

is a leading advertising and marketing services company.

fig. 3

**Henry Company**

located in Los Angeles, California is the largest manufacturer of roof coatings and roof cements in the western United States.

Monsey Products Co.

located in Philadelphia, Pennsylvania is a leading manufacturer of roof coatings, adhesives and membranes with its strongest markets in the eastern United States and Canada. The combined company creates the largest North American manufacturer of roof coatings and cement products. The Transaction was financed with \$85 million of publicly traded subordinated debt.

fig. 4

**Central Locating Service, Ltd.**

based in Syracuse, New York is the largest independent contract locating services firm in the United States. The Company provides its services to telecommunications, cable television, and electric and gas utility companies in the United States and Canada.

Asplundh Tree Expert Co.

is the largest utility services company in the United States.

fig. 5

**USTeleCenters, Inc.**

located in Boston, Massachusetts markets telecommunications products and services, and is one of the oldest and largest sales agents for the regional Bell operating companies.

View Tech Inc.

located in Camarillo, California is a video technology products and services company, and the largest independent distributor of PictureTel videoconferencing equipment in the United States.

fig. 6

**Work/Family Directions, Inc.**

founded the Work/Life industry in 1983 and has been its chief innovator and leader ever since, with the creation of childcare, eldercare and other resources for its clients' employees. Its LifeWorks® services business, is the leading international Work/Life consulting business, serving more than 200 clients (including 115 Fortune 500 companies) in the United States, Canada and Europe.

Ceridian Corporation

(CEN/NYSE) is an information services company that serves the human resources, transportation and electronic media markets. The Company serves more than 100,000 customers in the human resources arena with a broad array of workplace effectiveness solutions that improve employee recruitment, retention, productivity and commitment.

fig. 7

Alpine Computer Systems, Inc.*has been acquired by***Computer People, Inc.***The undersigned initiated this transaction and acted as financial advisor to Alpine Computer Systems, Inc.*

CONCORD PARTNERS LTD

Alpine Computer Systems, Inc.

located in Holliston, Massachusetts is the largest independent systems integration and professional engineering services firm in New England.

Computer People, Inc.

is the U.S. subsidiary of Delphi Group PLC, an international information technology services and staffing company.

fig. 8

MicroComputer Technical Services, Inc.*has been acquired by***Vista Information Technologies, Inc.***The undersigned initiated this transaction and acted as financial advisor to MicroComputer Technical Services, Inc.*

CONCORD PARTNERS LTD

MicroComputer Technical Services, Inc.

is a systems integration and professional engineering services company. The Company maintains sales and service offices throughout New England.

Vista Information Technologies, Inc.

is a regional provider of information technology products and services. Vista is a portfolio company of GTCR.



Concord Partners is affiliated with Gemini Investors LLC. Gemini Investors LLC ("Gemini") and its predecessor entity have been making investments in middle market companies since 1993. The firm has made more than 30 investments during the last five years. Gemini has raised three equity investment funds in 1995, 1997, and 2000, constituting \$300 million of capital under management.

Gemini's investors include leading financial institutions, private individuals and families, and the U.S. Small Business Administration. The firm's headquarters are in Wellesley, Massachusetts, and it maintains a satellite office in Austin, Texas. Gemini invests only in established companies with experienced management teams. Candidates for investment should have at least three years of operating history and trailing revenues of at least \$5 million.

Gemini typically invests in rapidly growing companies that expect to grow revenues by 25% or more per year. Suitable candidates should be profitable or demonstrate the ability to achieve profitability within a year of investment. Gemini invests nationally in a wide range of industries, but does not invest in real estate developers, investment companies, commodities, or natural resources companies. Areas of particular focus at Gemini recently have been information technology, outsourced business services, and consumer services.

Gemini will typically make investments of between \$3 and \$8 million. Our investment is usually in the form of preferred stock or subordinated debt. The firm participates in both growth capital and recapitalization transactions. Gemini's investment horizon is five years from the date of initial funding. Depending on the size of the company and the amount invested, Gemini would expect to own stock or warrants representing 10 - 50% of a company's equity. A Gemini partner typically represents the firm on each company's Board of Directors during the investment.

For more information on Gemini Investors, visit them on the web at www.gemini-investors.com.



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