

TRITON CAPITAL PARTNERS

 Your Mission. *Our* Passion.



TRITON CAPITAL PARTNERS

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⋮ Intelligence.

Of course that's what you want from your bankers and advisors. But at Triton, we think you should be getting more.

A lot more.

Triton Capital Partners, Ltd. is a financial services firm that offers middle market companies a comprehensive range of investment banking services including:

- Raising capital through private placements: senior, mezzanine, equity (including the firm's own capital).
- Corporate restructurings and reorganizations.
- Advising on the sale or acquisition of a company, subsidiary or business unit.
- Financial and strategic advisory.

But your expectations shouldn't end there. Strategic thinking and an uncompromising attitude are integral to the mix. That's why, at Triton, we believe your merchant and investment banker should be going the distance for your company — giving you:

- Razor-sharp strategic financial guidance fused with unrestrained energy.
- Airtight analytical insights.
- Planning and processes that defy convention.
- The dogged determination it takes to get the numbers moving in the right direction.
- The drive, skill and ability to help your financial landscapes grow.

At Triton, you get all of the above. Partners Greg Nowlin and David Asmann lead the charge, guaranteeing that your business will be given every advantage it needs to make it to the top — and stay there. Between them, Greg and David have over thirty five years of industry experience providing a wide range of leveraged financial products for middle market companies. Over this period, they completed a combined total of almost 200 transactions as principal investors.

Working together since 1996, Greg and David have completed almost 100 transactions for over \$2 billion in value. This experience has sealed their partnership's reputation for guiding middle market companies toward solid financial success. Plus, with Greg and David drawing from their wide personal network of capital providers, Triton can provide your company with another powerful asset: complete market access.

At Triton Capital Partners, we're ready to deliver the whole package: expertise, acumen, connections, passion and the will to make your fiscal triumphs our utmost priority.

Our Methodology

Our system is simple. Unorthodox, perhaps...
but effective without a doubt. And our attitude is unstoppable.

I: Triton digs deep.

We do the homework like nobody else. At Triton Capital Partners, we believe in total-immersion. We study your company, your industry and your history. We live within your company's culture, integrating ourselves until the picture is complete. Your reality becomes our reality.

II: Details, details.

Once we know every turn of the corporate landscape, it's time to create the financial plan that fits. Triton puts all its resources to work, building the plan that meets your company's exact needs. It's not "standard issue", a "one-size-fits-all" solution. It's a strategy crafted with the utmost care — and with an eye trained on your company's paramount success. Not coincidentally, this is one reason why Triton only chooses to accept a limited number of new clients per year. If we can't give you 100% of our effort, attention and expertise — as well as exceptional odds for success — we'll defer.

III: See what we're made of.

Now's the time for action: Implementation. At this crucial point, Triton Capital Partners is right there — focusing on every step of each capital placement, merger, acquisition, re-financing or restructuring until the entire deal is done. We're with you at every turn, making sure each transaction is as smooth as can be — from the planning phases, to the completion and beyond. Afterwards, if needed, we'll still be an integral part of your operation, helping your company through the most critical times and making sure your course to fiscal success remains true and on target.

IV: The Extra Mile.

How is passion proven? By going further, giving more and doing it for the sheer excitement of knowing it will lead to our client's success. That's true "added value." By establishing a long-term "partnership" with our clients, rather than the typical, short-term transactional relationship, Triton strives to see a client's bigger picture. By moving beyond the bounds of ordinary investment banking, we can offer extraordinary, and yet singularly effective, solutions.

Drawing from our wealth of strategic partnerships and resources, Triton may become involved with helping develop your company's strategic planning, marketing strategies, cash flow management, distribution programs or even corporate communications efforts.

Whenever you need us, Triton will be there. Wherever there are opportunities for your company to achieve greater success, Triton can find them and help you capitalize on each one.

The Services

We can do that...

When Triton's on your side, you'll get answers, action and results. Our goal is to give our clients the very highest level of investment banking — so we offer a range of services designed to help companies get to the top of their financial game. We specialize in the areas of:

- Raising capital through private placements: senior, mezzanine, equity (including the firms own capital).
- Corporate restructurings and reorganizations
- Advising on the sale or purchase of a company, subsidiary or business unit
- Financial and strategic advisory

Private Placements: Senior, Mezzanine, Equity (including the firms own capital)

As your business and the capital markets continually change, it is important to understand how, why and where your transaction might fit into different investor pools. In most instances, a company's management resources are internally focused and they do not have the time, nor can they afford the distraction, of investigating and managing a capital markets initiative.

Triton's principals have over thirty five years of experience managing capital market campaigns for middle market companies in various stages of financial condition and evolution. This broad experience enables Triton to step in and efficiently manage the capital placement process, while your own management resources remain focused on running the business.

At Triton, we manage your process by providing and raising capital for recapitalizations, acquisitions, management buyouts or for future growth by:

- Evaluating your existing business plan and expected capital requirements.
- Identifying alternative capital strategies.
- Creating the information document (offering memorandum) including a comprehensive financial model.
- Identifying and contacting the appropriate investor universe.
- Preparing management presentations to investors.
- Evaluating investor proposals, managing the due diligence process and negotiating the structure and terms of the transaction.
- Driving and keeping momentum behind the process.

Corporate Restructuring and Reorganizations

Instability of your capital structure and financial distress can come as the result of both internal and external change. Reorganizing and adjusting your business to this change by unlocking the value of hidden assets, negotiating with creditors or raising additional capital can be key to re-establishing stability.

Triton's goal is to assist management of distressed business in identifying all of its options to ensure that each one is properly and objectively considered and can be viably executed.

Whether the business can be reorganized in or outside a formal legal proceeding, our experience and ingenuity can assist financially distressed companies as they evaluate their options or navigate the bankruptcy process.

We provide expertise in a number of areas including:

- Negotiating with creditors and existing capital providers.
- Selling of companies, subsidiaries, business units, assets or product lines in and out of bankruptcy.
- Rationalizing existing credit requirements and potential alternatives.
- Identifying and accessing potential internal and external sources of liquidity.
- Providing expert witness testimony.
- Driving and keeping momentum behind the process.

Advising on the Sale or Purchase of a Company, Subsidiary or Business Unit

We have experience in a wide range of merger and acquisition transactions, including management-led buyouts ("MBO's"), leveraged buyouts ("LBO's"), strategic sales and divestitures, leveraged build-ups ("LBU's") and add-on acquisitions. This experience has enabled us to adopt those characteristics seen as critical to a successful transaction into our own sale or purchase process.

Whether you are uncertain if the market is right for your transaction or even how to approach and/or initiate the process, Triton can help you clearly identify and evaluate the options while preserving your alternatives by:

- Researching and evaluating specific industries and their participants.
- Creating a formal acquisition strategy to ensure potential acquisition candidates meet your business goals and objectives.
- Identifying and qualifying potential acquisition candidates and the capital market's willingness to support a transaction.
- Performing preliminary financial evaluation of candidate.
- Structuring and negotiating the buy or sale transaction.
- Managing the due diligence process and negotiating the structure and terms of the transaction.
- Driving and keeping momentum behind the process.



Financial and Strategic Advisory

Having reviewed hundreds of middle market businesses and strategic plans, we are particularly adept at identifying financial and operational characteristics common to both healthy and underperforming companies. This experience enables us to objectively work with management in developing and evaluating new and existing strategies. Once identified, Triton has the direct resources and necessary service provider relationships to execute on the selected business strategies.

Key to all successful companies is a process that clearly defines how a chosen business strategy will be executed. Whether for vertical or horizontal integration, product line extensions or a specific capital market initiative, Triton assists management in creating critical business plans that focus and shape the future of your business.

At Triton, we can help your business by:

- Identifying and evaluating new and existing business opportunities, and then acting with you to take advantage of them.
- Assembling the team of professionals necessary to execute on a given business strategy.
- Creating, rationalizing and implementing of new and existing business plans.
- Establishing critical business systems and processes to enable management to better monitor and control their business.
- Driving and keeping momentum behind the process.



The People

Who You See Is Who You Get.

These are the faces of Triton's Principals – we are people who you will see on a regular basis. No empty suits here. We are seasoned professionals whom will ultimately know your business from the inside out, quite literally. We've seen the deals up close from both sides of the financial fence, so we have an edge—and so will you. Meet the team that will be making it their mission to move your company into a higher, stronger and smoother financial gear:

David J. Asmann Partner. Dave co-founded Triton to provide middle market companies with higher quality, senior level investment banking attention and services. As co-head of the firm, Dave brings over 19 years of deep financial structuring and management consulting competencies to every Triton engagement. Throughout his career, Dave has reviewed hundreds of middle market business and strategic plans, which has enabled him to identify the key financial, managerial and operational characteristics common to successful companies. Being responsible for both underwriting and due diligence process at multiple financing institutions, Dave also has an "insiders" perspective that enables him to anticipate issues before they are raised by existing and/or future capital providers. His broad and diverse experience enables Triton to quickly identify and bring focus to the critical business and financial issues, which have the greatest impact on the ultimate success of your corporate and capital market objectives.

Prior to Triton, David was Co-founder, one of two Senior Managing Directors and a member of the Executive Credit and Executive Management Committees of GMAC Business Credit Structured Finance Group (a joint venture with General Motors Acceptance Corporation). As part of the Executive Credit Committee, he was responsible for reviewing for approval all prospective investment structures and proposals as well as final approval for investments up to \$25 million. Prior to this, he was Senior Vice President, Midwest Area Manager at Heller Financial, Inc. – Corporate Finance in Chicago where he held a number of senior management positions overseeing both the underwriting, credit and portfolio management functions throughout his 13-year tenure.

David has an undergraduate Bachelor of Science degree in Finance from the University of Illinois, as well as a Masters degree from Northwestern University's Kellogg Graduate School of Management with majors in finance, marketing and management. He also serves as a director of several companies and charitable organizations

Gregory J. Nowlin Partner. Greg co-founded Triton to provide middle market companies with more complete and efficient access to capital market products and management consulting services. As co-head of the firm, Greg brings over 17 years of broad national corporate finance deal making and management consulting experience. He has worked on hundreds of middle market restructurings and financings in a wide range of industries including; retail, food processing and distribution, consumer products, automotive and aviation. Having successfully conducted business on both coasts as well as the Midwest, Greg has also established a broad and deep network of capital providers nationwide to ensure an effective and efficient capital raising process. His diverse experience enables Triton to provide practical "market tolerant" consulting services and financing solutions to each client project.

Prior to Triton, Greg was also Co-founder, one of two Senior Managing Directors and a member of the Executive Credit and Executive Management Committees of GMAC Business Credit Structured Finance Group. As part of the Executive Credit Committee, he was responsible for reviewing for approval all prospective investment structures and proposals as well as final approval for investments up to \$25 million. Prior to this, he was a Senior Vice President, Area Manager at Heller Financial, Inc. – Corporate Finance both in Chicago and San Francisco where he was responsible for identifying, structuring and managing a variety of middle market investments for leveraged buyouts, recapitalizations, restructurings and strategic acquisitions/dispositions.

Greg completed his Bachelor of Science degree in Finance from the Whittemore School of Business and Economics at the University of New Hampshire and continued his postgraduate finance education at National Westminster Bank's Corporate Finance Training Program facilitated by New York University. He also serves as a director of several companies and charitable organizations.

❖ Outside the Box, Success
Can Be Even Sweeter.

Now that you're familiar with our philosophy, our backgrounds and our services, you've got a good grasp of what it's like to work with us. We're highly involved. Deeply committed. Bolder than most. We're pushing our limits to help you climb higher.

Because at Triton, your success is our success, too. And that's something that we take personally.