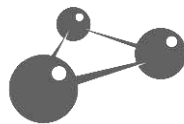


MidMarketCapital, Inc.

Maximize Your Business Exit Value



© MidMarket Capital Inc.
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MidMarket Capital Services

MIDMARKET CAPITAL is a private investment banking firm specializing in providing corporate finance and intermediary services to entrepreneurs and middle market corporate clients in a variety of industries. The firm counsels such clients in the areas of mergers, acquisitions and divestitures, exit strategies involving business succession and estate planning, valuations, corporate expansion and turnarounds.

YOUR MOST IMPORTANT ACT

SINCE YOU STARTED YOUR BUSINESS

Thinking about your Business Exit? You only get one chance to do it right. Making the best choices in preparation for your eventual exit will result in a very high return on investment for your family's financial future.

AN EXPERIENCED PARTNER

MIDMARKET CAPITAL has helped owners exit their business and realize maximum value. In many years of practice we discovered that we were able to get far better results when we were able to work with our client well in advance of the actual business sale process. We helped them identify the value drivers and value detractors that would determine both the sale price and the payment terms of the transaction. This became the foundation for our new:

EXIT STRATEGIST VALUE BUILDER PROGRAM

- Identify company strengths and weaknesses
- Benchmark performance against the industry
- Identify areas to increase company value
- Recommend value creation strategies
- Identify areas of value erosion and actions to reduce impact
- Create roadmap to create maximum value

INDUSTRY BENCHMARKING

With our research partner we provide reports on over 200 U.S. industries:

- Industry Overview
- Industry Forecasts
- Critical Issues
- Business Trends
- Financial Benchmarking Analysis Utilizing Your Data in 14 Key Ratios



BUSINESS VALUATION AND WHAT- IF SENSITIVITY ANALYSIS

We have developed a proprietary valuation model with input from the Pratt Stats data base of private companies Completed Transactions. By plugging in your company's financial data we can analyze how your valuation looks using your current financial metrics. We then can do several What-If scenarios that will demonstrate where your highest ROI **Value Builder** opportunities lie. MidMarket Capital will work with you to create an action plan to focus on these best opportunities.

BUYER VALUE DRIVERS

After many years of negotiating business sales we have identified Key Business Value Drivers that influence not only the buyer's price offer, but the amount of cash you can put in the bank at closing. We conduct a detailed evaluation of Your Company's:

- Customer diversity

- Management depth and delegation
- Characteristics of revenue streams
- Development and use of technology
- Barriers to entry competitive advantages
- Use of outside professionals
- Product development pipeline / sales pipeline
- Product diversity
- Industry expertise, exposure, and PR
- Strategic focus and growth opportunities



THE VALUE BUILDER PLAN

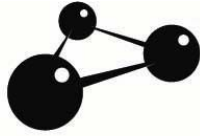
Once this data is collected, MidMarket Capital will prepare a written report that outlines the opportunities to enhance your Company value. The report will also identify strategies and action items to ideally position you to maximize eventual transaction value and improve the amount of Cash at Close that you can expect from a strategic buyer.

VALUE CREATION STRATEGIES

- Identify Plans to Develop Strengths or Correct a Weakness
- Analyze Cost Benefit of Approaches
- Prioritize and Create Action Plan

CREATE A ROADMAP TO EXIT AT MAXIMUM VALUE

- Analyze Timeframes and Match Value Creation Activities
- Review Exit Goals and Examine Tax Favorable Options
- Identify Approaches to Create Your Most Favorable Transaction Structure



MidMarketCapital, Inc.

THE EXIT STRATEGIST NEWSLETTER

This monthly email newsletter provides you with valuable information on Topics such as Maximizing the Value of A Business, How to Select a Merger and Acquisition Advisor, Deal Structure and Taxes, Conducting Buyer Visits, Valuing Intellectual Capital, Earn Outs, Creative Deal Structures, and many more.



Estate Related Business Succession Planning

MIDMARKET CAPITAL will assist clients in passing the family business on to the next generation and in avoiding the inequities that can occur when children inherit a significant percentage of the business but are not actively involved in running the business. We can advise on the potential impact of shareholder agreements, minority interest valuations, estate tax valuations. MMC can take an active role in helping structure an exit plan that allows the original intent of the estate plan to be achieved.

Other Services

MIDMARKET CAPITAL provides other consultation related to strategic planning, market assessment, corporate expansion, crisis management and valuations. We bring a broad base of business knowledge with the important perspective of an independent counselor.

Quotes From MidMarket Capital Customers



".....you earned my implicit trust and confidence. I never doubted that my "safety net" was always in place and our best interests were top priority.

This project was not simply selling a company. For us, you crafted our futures and we couldn't be happier with the results!!!!" **Ann Van Slyck, RN, MSN, CNA, FAAN, Chief Executive Officer. Van Slyck & Associates.**

"We had been looking for an M&A Partner for almost three years prior to engaging MidMarket Capital with very little result. In less than 30 days after engaging MidMarket Capital there was a letter of intent on our desk and the acquisition was completed 90 days later. We highly recommend MidMarket Capital, Dave Kauppi and Brad Kirkpatrick without any reservation." **S.C. "Bob" Austin, Jr., President A.E. Finley & Associates, Inc. Raleigh NC**

"I am pleased to recommend Dave Kauppi and MidMarket Capital for an M&A assignment. Our transaction was recently concluded and the outcome has completely met our expectations. I believe that MidMarket Capital found the best buyer for our company and facilitated realization of the best value the market had to offer." **Jim Leineweber, President, The Systems House Des Plaines, IL**

"Thank you so VERY much for all the support! You will never fully realize the sense of security and confidence your and Mr. Hasselbeck's professionalism provided to me." **Maxine Shearer Trustee for the Estate of Eberhard F. Reimann, Food Distribution Company**

"I wanted to drop you a note to congratulate you on the closing of the sale of Flexestaff to PER-SE Technologies. I had originally recommended you to Rod Hart and your results have reinforced this recommendation. You got our client a very generous deal. Your knowledge of the technology market and intelligent deal structure contributed to this positive outcome." **Craig McCrohon Partner Holland & Knight, LLP, attorney for our client.**

"I would recommend MidMarket Capital for representing software and services companies that are looking to maximize their value through a sale to a larger strategic company." **Chandru Devaraj, President Interim Global Technologies, Overseas IT Outsourcing Firm**

Value Builder Exit Planning

Sell Side Investment Banking

Buy Side Investment Banking

Succession Planning

Strategic Value

Creative Deal Structure

Industry Knowledge

Skilled Negotiators



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