



Venture Capital and Private Equity

Financial Advisory and Related Services

Business Valuations

Fairness Opinions

Management Consulting

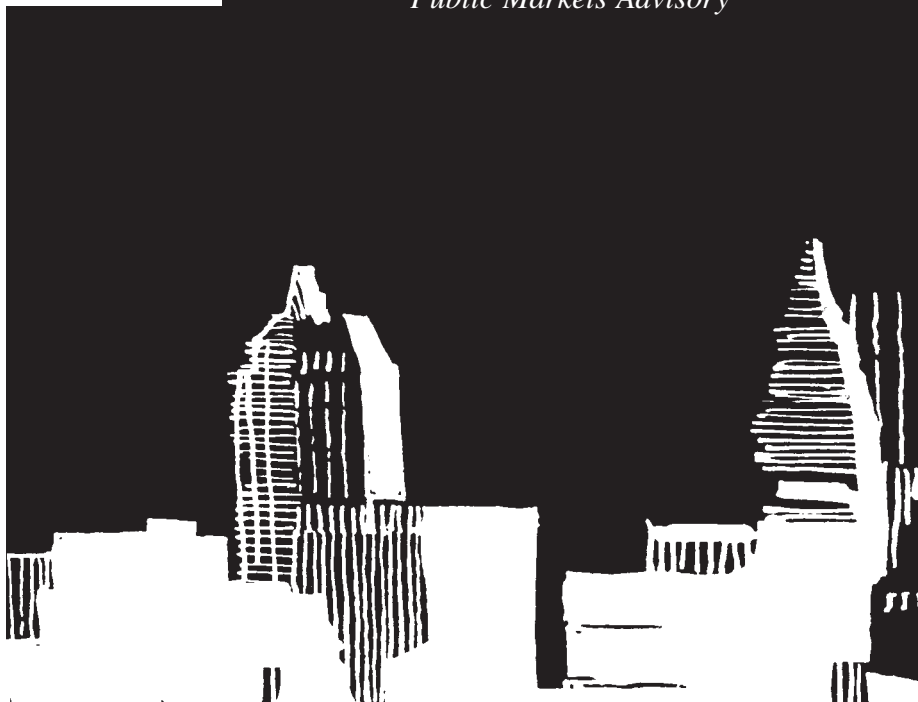
Investor Relations

Investment Banking

Private Placements – Equity and Debt

Mergers and Acquisitions

Public Markets Advisory



Overview

Established in 1972 and headquartered at the Portales II Financial Center in Scottsdale, Arizona, The Miller Group is comprised of the following affiliate companies: Miller Capital Corporation, Miller Capital Markets, LLC (a FINRA member firm*), Miller Investments, Inc. and Miller Management Corporation.

Through these affiliates, Miller provides a broad spectrum of financial and strategic advisory services to both public and private middle-market companies located throughout the United States. Among the various activities and services the firm engages in are venture capital and private equity investing, financial advisory and management consulting, business valuations, fairness opinions, investor relations and investment banking. For more than 35 years, Miller has earned a national reputation for designing and implementing financial and business strategies that exceed expectations.

The Miller Group operates with a philosophy of serving only a select group of emerging growth and middle-market clients in order to provide each with personalized attention of our senior executives. Miller is comprised of an experienced and entrepreneurial group of professionals that have successfully completed a broad range of financial assignments for clients nationwide. The firm's experienced principals take a hands-on approach with each client. Through attentive understanding of each of our

client's business and strategic objectives, Miller is able to focus on a client's individual needs, effectively develop strategies, efficiently achieve goals and manage each transaction process rapidly through to the close.

In summary, Miller's strengths are a result of the same attributes found in most successful businesses: sound management, focus, integrity and hard work. We welcome the opportunity to discuss with management teams, financial sponsors and intermediaries how Miller's comprehensive advisory services and/or value-added capital can assist a company in realizing its goals.

* Investment banking services provided by Miller Capital Markets, LLC, a FINRA member firm (www.millercapitalmarkets.net). All other services provided through the other affiliates within The Miller Group.





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Rudy R. Miller
Chairman, President and Chief Executive Officer

Leveraging Our Knowledge, Experience,
and Resources Since 1972

To Help Our Clients Achieve Their Goals!



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Venture Capital and Private Equity

The capital available through Miller is derived from both the firm's venture entity and its principals; as such we are opportunistic in our approach and have an efficient investment decision process. We are generally active investors, and look to partner with owners and management teams of established middle-market companies located in the United States. We seek those opportunities where the operational, financial and transactional experience of our principals can add value beyond just capital. Our opportunistic approach also allows us to design a structure that is mutually beneficial. The following briefly highlights the characteristics of investments by Miller.

Industry

- Generalists: primarily manufacturing, service, insurance, financial, real estate, and distribution businesses
- Exclude: oil, gas, mining, energy, and biotechnology

Geography

- United States: preferably Southwest

Investment characteristics

- Established companies with revenue in excess of \$5.0 million
- Proven management teams
- Positive operating margins
- Defensible market share
- Diversified customer base without undue concentrations

Financial Advisory and Related Services

Business Valuations and Fairness Opinions

Business Valuations - Miller offers a myriad of formal and informal valuation services designed specifically to match the need of each client engagement. Miller's ability to understand and determine the value of a company has been instrumental to its clients in all areas of focus including corporate finance, private equity/debt and mergers/acquisitions. The professionals at Miller combine a powerful assortment of analytical tools with real-world experience to objectively produce intelligent, supportable conclusions. Circumstances requiring an independent, expert assessment of corporate worth include the following:

- Mergers and acquisitions
- IPO pricing
- Determination of buy/sell equity rights and incentives
- Structuring ESOPs
- Gift and estate tax valuation
- Reorganization of family-owned business

Fairness Opinions - For a fairness opinion to provide maximum protection for the board of directors, the financial advisor rendering that opinion must be independent and free of conflicts of interest. With the enactment of Sarbanes-Oxley, astute directors are increasingly seeking experienced, independent financial advisors to assist them in meeting their fiduciary obligations. Miller's expert financial advisory services include the issuance of independent fairness opinions for both public and private companies.



Management Consulting

Miller works closely with management teams and ownership groups to develop strategic business and financial plans that enhance the long-term value of their organization. The scope of our management consulting services include:



- Development of short- and long-term comprehensive business plans
- In-depth research and preparation of growth strategies (organic and/or external)
- Development of performance improvement strategies
- Transformation and change leadership
- Preparation of due diligence packages
- Locating qualified board candidates
- Identification of cost reductions
- Developing pricing strategies
- Corporate restructuring
- Outsourcing non-core processes
- Benchmarking performance against best practice leaders to drive improvements
- Assembly of value-added advisory committees
- Crisis management
- Board and executive compensation analysis

Investor Relations

Miller-IR was created to generate recognition for our client companies by increasing the awareness of institutional and retail investors, fund managers and research analysts. Our senior management has extensive financial markets and buy-side experience, thereby bringing a substantial understanding to the investor relations function. Each client has a unique set of investor relations requirements and therefore a customized program is developed to significantly increase investor awareness.

Miller-IR will also manage other image and knowledge based functions including the management of fund tracking agencies, electronic share pricing systems, web-design companies, press and media and other ancillary services. Miller-IR's comprehensive and effective investor relations programs are specifically tailored to meet the clients needs, and include:

- Shareholder relations programs
- Access to Miller's Wall Street network
- Organization of investor road shows
- Participation and presentation at investor conferences
- Introduction to industry research analysts
- Development and dissemination of press releases via newswire services
- Access to industry-focused web-designers
- Access to and arrangement of magazine, radio, TV and internet exposure

Investment Banking

Miller Capital Markets, LLC (MCM) is an affiliate of The Miller Group, is registered with the Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority (FINRA) and the National Investment Banking Association (NIBA). MCM is a boutique investment-banking firm serving both public and private middle-market companies with revenue ranging from \$10 million to \$1 billion. Contact MCM for information on the myriad of investment banking, corporate finance and merger and acquisition services offered. Visit MCM's website at www.millercapitalmarkets.net.

There is no
security on
this earth,
there is only
opportunity

-Douglas MacArthur



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