



MIRUS CAPITAL
ADVISORS



SEE THE OPPORTUNITY.

THEN SEIZE IT.

You've worked hard to build your business. Now it's time to take it to the next level. You have options: growth capital, acquisition, merger, strategic partnering, or sale. Mirus Capital Advisors can help you choose the right path.

In addition to our transactional practice, Mirus provides strategic advisory services to middle-market companies that help our clients maximize long-term value for shareholders. Strategic advisory engagements include:

- Strategic audits and board advisory services
- Market analysis (options for acquisitions, divestitures)
- Financial advisory (liquidity options, refinancing)
- Operational review for family business owners
- Competitive benchmarking
- Restructuring options (recapitalizations, buy-outs, divestitures)
- Valuations and fairness opinions
- Litigation support and expert testimony

Mirus is a leading independent financial advisor to business owners and corporate boards, with over 20 years of experience in analyzing strategic alternatives, sizing markets and business opportunities, evaluating transactions, and valuing strategic assets. Mirus looks beyond financial performance to evaluate an organization's market opportunity, management effectiveness, competitive differentiation, and opportunities for expansion. Strategic analysis mandates can be completed in as little as 30 days when the assignment is to offer a recommendation on a specific opportunity, such as whether to divest an underperforming business unit – however engagements often involve a broader overview where Mirus may make recommendations on organizational structure, sales and marketing strategy, balance sheet issues, and strategic alternatives for the business.

Our partners are senior investment bankers with operating backgrounds and first-hand experience with the challenges of successfully growing middle-market companies. By bringing this experience to bear alongside a sophisticated financial analysis, Mirus can combine both hands-on and market-driven feedback to generate thorough, actionable recommendations.

Our clients depend on the independent and objective analysis we provide to make critical decisions about growth financing, acquisitions and divestitures, financial restructuring, and management/organization structure. Senior executives, investors, and board members rely on Mirus to validate market opportunities and measure performance relative to competitors. Family firms call on Mirus to resolve disagreements and recommend options that can address multiple constituencies. By offering independent counsel and data-driven analysis, Mirus is uniquely capable of offering unbiased recommendations that are well-reasoned and specifically tailored to balance the often competing interests of management, shareholders, customers, employees, and market forces.

CASE STUDY

Interland

Mirus was retained by the Board of Directors of Interland, Inc., n/k/a Web.com, Inc. (NASDAQ: WWWWW) to advise the Company on approaches to maximizing shareholder value. After analyzing a variety of strategic alternatives, including a new acquisition campaign, a sale of the company, divestitures, raising capital, and organic growth,

Mirus recommended that the company spin off two under-performing divisions. Mirus then advised Web.com on the sale of those divisions, generating cash for the company to invest elsewhere, and freeing up valuable management time to focus on more

profitable endeavors. With its newly focused business, Web.com merged with Website Pros (NASDAQ: WSPI) in a transaction that valued the company at triple its market capitalization at the time of the divestitures.



Mirus has been advising middle-market companies in select industries since 1987. We have served family-owned firms, venture backed start-ups, and publicly traded companies, combining our expertise in a variety of industries with a process tailored to the specific needs of our clients. We take great pride in our established long-term relationships with several thousand strategic buyers, financing sources, and industry experts that make it possible for Mirus to consistently create a competitive market for our clients' businesses.

Although Mirus has represented clients in dozens of industries, we have developed a deep domain expertise in technology, services, and several specialty markets where we have completed multiple transactions over the years.

TECHNOLOGY

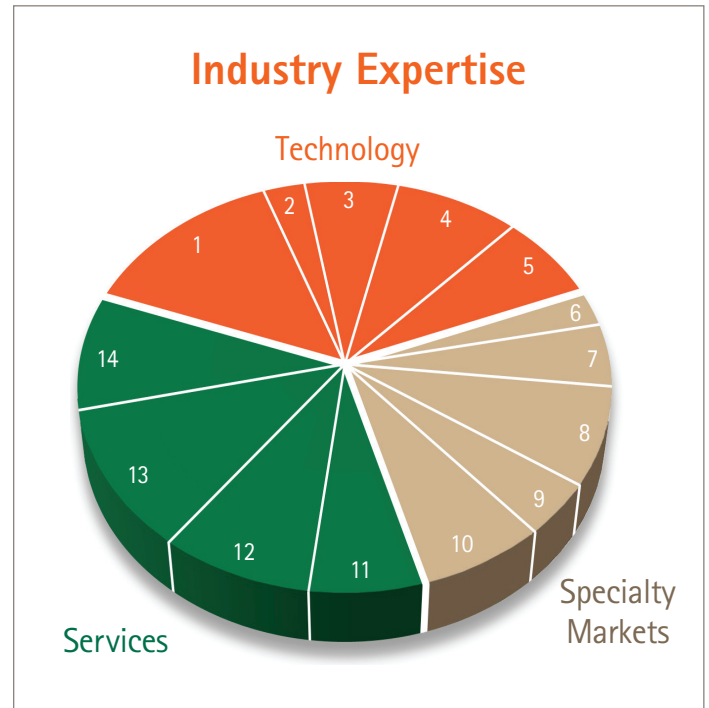
Advising technology companies on mergers, acquisitions, and financing alternatives has been a core focus of Mirus Capital Advisors since 1987. Over our history, Mirus investment banking professionals have closed more than 100 transactions in the tech space. As Exhibit A illustrates, technology deals represented 40% of our engagements over the most recent 10-year period. Key markets in which we have focused our analysis and advised on multiple transactions include:

1. Software
2. Online Media
3. Embedded Systems
4. Security & Defense Systems
5. Hardware & Peripherals

SPECIALTY MARKETS

Every middle-market business is unique. Ask any business owner and you will quickly learn that no other company has the same product mix, customer mix, gross margins, or management talent. As a result, we recognize that many growing and successful enterprises defy simple classifications, and we have developed a process to identify all of the industries which overlap with our client's business model in order to provide all possible options for liquidity. Specialty markets in which we have advised on multiple transactions include:

6. Capital Equipment
7. Niche Manufacturing & Distribution
8. Consumer Products & Services
9. Building Products & Services
10. Healthcare Products & Services



SERVICES

As every market grows and matures, industry leaders learn to focus on their core business and outsource non-core functions, giving rise to a robust and growing services sector. Mirus advises all manner of services firms, representing 30% of our engagements over the most recent 10-year period. Key markets in which we have focused our analysis and advised on multiple transactions include:

11. Industrial & Specialty Service Firms
12. Consulting, Staffing, and Research Firms
13. Business Process Outsourcing (BPO)
14. IT-Enabled Services



Jamie Grant, Partner

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Jamie Grant has managed over 60 engagements for clients in a variety of industries including manufacturing, industrial services, building products, electronics, capital equipment, distribution, and business services. He primarily advises family-owned and closely-held businesses, but has also represented public companies and venture-backed firms. He has a wealth of experience in negotiating, structuring, valuing and closing mergers and acquisitions, financings, restructurings and leveraged buy-outs. He is a Registered Securities Principal, a graduate of the University of New Hampshire, and holds series 7, 79, 24, and 63 certifications from FINRA.



David Hoffer, Partner

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David Hoffer brings over 20 years of experience in both business and corporate law to Mirus. He has successfully managed numerous transactions for clients in business services, software, healthcare, and other industries. Previously, he served as chief operating officer of three Boston-area technology companies and practiced law in both law firm and in-house settings. David is a Registered Securities Principal, a graduate of Harvard College, Harvard Law School, and the Harvard Business School, and holds series 7, 79, 24, and 63 certifications from FINRA.



Peter Alternative, Partner

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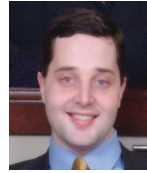
Peter Alternative brings over 15 years of experience advising middle market, technology-based companies. He has been a financial advisor to both public and closely-held companies on divestitures, capital raising, recapitalizations, strategic acquisitions, mergers and cross-border transactions. He has managed and closed twenty-five engagements with companies across a variety of segments of information technology and professional services, with a particular focus on the software industry. Peter is a graduate of Hobart College and received an MBA from Bentley's McCallum Graduate School of Business. He holds series 7, 79 and 63 certifications from FINRA.



Laura Kevghas, Partner

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Laura Kevghas brings to Mirus more than 20 years of experience in mergers and acquisitions, with a background that includes both investment banking and corporate development. Laura's unique background on both sides of the table informs her negotiating, structuring and due diligence activities on behalf of her clients. Over her career, Laura has completed more than 60 transactions, including the sale of companies in the business services, defense and government services, manufacturing and software sectors, along with the acquisition of numerous companies in the media space. Laura is a graduate of Bentley University and holds an MBA with high honors from Bentley's McCallum Graduate School of Business. She holds series 7, 79 and 63 certifications from FINRA.



Bas van der Brugge, CFA

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Bas joined Mirus in 2002 and heads up the Mirus valuation practice in addition to managing client engagements as a deal Principal. Bas has worked on several dozen client engagements during his tenure with the firm, focusing primarily on clients in software, business services, online media and defense. Prior to joining Mirus, Bas was an associate with McKinsey & Co. He is a chartered financial analyst (CFA) and graduated with a Masters degree in Financial Econometrics from Erasmus University in Rotterdam, the Netherlands.



Mike Krongel

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Mike Krongel heads up Mirus Resort Capital, focusing on mergers, acquisitions, leveraged buy-outs and financings for operating resorts and middle market companies in the travel and recreation industry. With over 30 years experience Mike brings to Mirus a unique understanding of resort operations and resort development. Mike was a senior executive with American Skiing Company, of Park City, Utah. He was the lead corporate officer focused upon business acquisition and disposition for ASC. Mike has also been a consultant to many of the largest banks and insurance companies in North America, assisting with the disposition of under performing assets. Mike is a graduate of Ithaca College.



Brendan Kiernan

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Brendan Kiernan is experienced in valuation and corporate finance advisory. He manages the support efforts for the partners including industry research, valuation analysis, and client reporting. Brendan is a graduate of Boston College and earned his MBA from Bentley's McCallum Graduate School of Business. He holds series 7, 79 and 63 certifications from FINRA.



Sherry Goldberg, CPA

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Sherry Goldberg is our Director of Finance & Administration. Sherry focuses on the overall financial systems and reporting, manages operational and administrative functions, and is responsible for FINRA-related activities for Mirus Securities. Sherry is a graduate of Merrimack College, a Certified Public Accountant and holds a Series 28 Financial and Operations Principal (FINOP) certification from FINRA.

Strategic Advisory





Strategic Advisory Services



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VIDAL SASSOON

Mirus has prepared a valuation analysis for the shareholders of Vidal Sassoon Salon Management and Jimmy Choo Shoes

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BRIDGEPORT
QUALITY CONDUIT & CABLE FITTINGS


Financial Advisory and Valuation Analysis



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Valuation Analysis and Expert Testimony




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CERES CORP.
CUBIC ZIRCONIA


Financial Advisory and Valuation Analysis




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Financial Advisory and Valuation Analysis




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Fairness Opinion
Private Placement of Series C Preferred Stock




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financial advisory



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