



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.

Mirus Capital Advisors is one of the nation's premier providers of merger and acquisition advisory services, creating wealth for business owners and liquidity options for our corporate clients and their stockholders. Our distinguished record of success in merger and acquisition advisory, divestitures, recapitalizations, and cross-border transactions has evolved over 20 years of serving middle-market companies.

SELLING A BUSINESS

Mirus specializes in creating a market for the closely held business. Whether the ideal transaction is to find a buyer that will continue the company's tradition of quality, or to achieve the best financial outcome for the shareholders, Mirus helps owners find the right buyer and assists corporate clients with divesting non-core assets.

In preparation for the sale, we value the business based on its likely performance under the ownership and management of a potential buyer, and evaluate in advance the impact of those synergies on the Company's earnings potential. Our objective is to maximize not only the sale price, but also the options for the seller, by bringing a number of buyers to the table.

Mirus prepares a comprehensive descriptive memorandum that highlights the Company's strategic and financial value, and proactively answers many of the common due diligence questions that buyers will have. We analyze the business and the competitive environment to determine the most logical buyers based on business fit and the strategic rationale for an acquisition. We then go a step further and identify a number of less obvious buyers, which may pay a premium in order to move into a new market or pick up valuable market share. We contact prospective buyers and qualify their interest. Most importantly, we manage all aspects of the sale process, putting confidentiality agreements in place, distributing information, responding to questions, and coordinating site visits and meetings. Our experience in managing this process not only ensures the best outcome, but it also enables Company management to focus on the business while we focus on the transaction.

BUYING A BUSINESS

The Mirus process for acquisitions extends from the development of corporate strategy to its execution. Because successful acquisitions are the result of well-conceived and well-executed integration plans, we help clients plan for as well as implement their transaction strategy.

To identify acquisition candidates, we undertake a comprehensive search based on our client's strategic, operational and financial criteria. Potential candidates are evaluated to determine which opportunities should command the highest priority, and once the client has expressed interest in a given target, Mirus performs a thorough analysis of the business, its competitive position and future prospects. Whenever possible, we attempt to determine the value of the target to its current owner, as well as to our client—making assumptions for certain synergies that may be realized in an acquisition. From the drafting of the letter of intent to the closing, Mirus then acts as both quarterback and coach, moving the process forward while at the same time evaluating the due diligence materials that may confirm or disprove our initial conclusions.

CASE STUDY

TradePoint Systems

TradePoint Systems, a leading provider of international trade and compliance software and services to custom house brokers, international freight forwarders,

importers and exporters, retained Mirus to find a buyer that would enable the founder of the business to retire.



With a profitable yet slow-growth business based on an older generation of technology, Mirus needed to identify the right buyer

that would see the value in the Company's customer base and pay a premium despite TradePoint's lack of investment in new technologies.

From a worldwide search of potential buyers, Mirus identified several interested parties and created a competitive bidding environment that generated a premium price for TradePoint. Mirus completed the transaction with U.K.-based Kewill in less than 5 months from engagement to close.

The U.S. Business Services market totaled \$260 billion in 2004. Demand for business services is flourishing. In a recent Mirus Capital Advisors survey of publicly-traded business services companies, we found that growth rates have increased significantly in 2004 to 33%, up from a three-year average of 13%. Growth rates in Internet services are over 50% annually. Mirus believes that the business services market will continue to thrive due to:

Outsourcing: *Companies increasingly turn to third party outsourcers for non-core business processes and business functions of almost every kind – financial and administrative functions, staffing, information technology, marketing, research, etc.*

Technology-Enabled Services: *A new generation of service companies has emerged that automate business processes and services by leveraging technology, software and the Internet to deliver high quality, efficient and cost-effective solutions.*

Knowledge & Analytics: *In this age of digitization and exponentially growing amounts of data, enterprises crave actionable information about their customers, vendors, business partners, employees and the health of their own business.*

Vertical Market Expertise: *Companies are seeking advice and services from vertical market experts, enabling industry-focused middle-market service providers to effectively compete with generalist industry goliaths.*

THE MIRUS DIFFERENCE

Mirus has 20 years of experience representing the needs of middle-market services companies. We build and foster long-term relationships with companies, executives, financing sources and industry experts. Our relationships and knowledge give us unique perspective that can help you make the right strategic and financial decisions regarding your business. We invite you to speak with our past clients and business partners about their experiences with us.

Mirus views the world differently from typical investment banks. We give frank and honest assessments and advice about your options, value and probabilities. We understand that the decisions you make about your business are critical to you, your employees, your investors, and your family.

Whether you are considering some type of transaction, looking to understand how to maximize value, or you simply want to think through your options for growth or exit, give us a call – you can count on a worthwhile and discreet conversation.

CASE STUDY

Interland

Mirus was retained by the Board of Interland, Inc. (NASDAQ: INLDD) to advise the Company on a variety of strategic alternatives. This advisory engagement resulted in a recommendation to spin-off the "shared" assets of the under-performing host centric division. Mirus then advised Interland on the sale of that business unit to Caird in 2005, generating cash for the Company to invest elsewhere, and freeing up valuable management time to focus on more profitable areas of the business.





Elliot Williams, Partner
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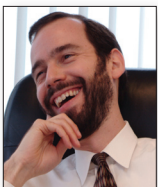
Elliot Williams joined Mirus Capital Advisors in 1992, was appointed Managing Director in 1996 and became a Partner in January of 2000. Elliot's leadership throughout the 1990's helped transform Mirus from a specialized M&A boutique to a leading middle-market investment bank. Over his 16 year career at Mirus, Elliot has been instrumental in sourcing and closing transactions in a variety of business service sectors including business process outsourcing, managed service providers (MSP), technology-enabled services, staffing, IT services, financials services and healthcare services.

Elliot serves on the Boards of private companies, is a current board member and past President of the Association for Corporate Growth (ACG) in Boston. He is a winner of Mass High Tech's All-Star award, which recognizes top New England innovators who have made significant impacts in their respective fields. Elliot has a Bachelor of Science in Business Administration from Babson College and holds Series 7, 24 and 63 FINRA certifications.



Jamie Grant, Partner
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Since joining Mirus in 1997 he has been instrumental in the firm's growth and in further developing the Family Business Advisory practice. Jamie has a wealth of experience in negotiating, structuring, valuing and closing mergers and acquisitions, financings, restructurings and leveraged buy-outs. Over his career, he has managed over 50 engagements for clients in a variety of industries including: industrial products and services, electronics, manufacturing, capital equipment, business services, information technology and consumer products.



David Hoffer, Partner
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David Hoffer brings 20 years of experience in business and corporate law to Mirus. Prior to joining the firm, David was Chief Operating Officer of a venture-backed software company developing innovative solutions for online contract negotiation.

Previously, he served as Chief Operating Officer and General Counsel at Iconomy and was the founder of TreeAge Software. David is a graduate of Harvard College, Harvard Law School and the Harvard Business School. He has been admitted to the practice of law in the states of Washington and Massachusetts.



Peter Alternative, Partner
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Since joining Mirus in 1998, Peter has been instrumental in developing the firm's software practice. He has advised both public and closely-held companies on divestitures, strategic acquisitions, mergers and cross-border transactions. Peter has managed and closed engagements with companies in all segments of the software industry as well as Internet services, display technologies, and analytical instrumentation. He received an MBA with high distinction from Bentley's McCallum Graduate School of Business, and a BA in Political Science from Hobart College.



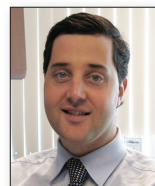
Donald Richards, Partner
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Donald Richards brings over 15 years of business and transactional experience to Mirus, including considerable work in international markets and cross-border deals. As a principal, advisor and agent, Don has been involved in over 200 transactions in 22 countries. Prior to joining Mirus, Don was a partner with NorthShore Capital Advisors, a middle market transaction advisory firm. Don holds a Juris Doctor with a Specialization in International Legal Affairs from Cornell Law School and Bachelor of Science degrees, each with High Honors, from Oregon State University in Finance, International Business and Political Science. He is admitted to the practice of law in Massachusetts.



Laura Kevghas, Principal
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Laura Kevghas contributed to the early success of Mirus, joining the firm in 1988 and holding positions of increasing responsibility, before leaving her position as Vice President in 1996 to gain buy-side experience with Advanstar Communications Inc., a leading worldwide media company that publishes trade magazines and Web sites and produces trade exhibitions and conferences. As Advanstar's Director of Corporate Development, Laura managed internal and external teams that executed 42 acquisitions in the U.S. and abroad. Laura rejoined Mirus in 2006 as our newest Principal, bringing with her a wealth of merger and acquisition experience.



Bas van der Brugge, Principal
Email: brugge@merger.com

Bas joined Mirus in 2001 as an Analyst. He became an Associate in 2003 and was Promoted to Principal in 2006. Bas has made significant contributions to several dozen client transactions and engagements during his tenure with the firm. His work has focused primarily on clients in software, business services, online media and industrial sectors. Bas graduated with a Master of Science degree in Financial Econometrics from Erasmus University in Rotterdam, the Netherlands. He became a Chartered Financial Analyst in 2004. He also holds Series 7 and 63 FINRA certifications.

Business Services Transactions



has completed a management buy-out with equity and debt financing from





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has been acquired by





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has been acquired by




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Novations Group, Inc. has sold its VMS Staffing subsidiary to

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has been acquired by




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has been acquired by




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has been acquired by




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