

OUR FEE SCHEDULE

Our fees are a reflection of the size and effort of our organization and the service it performs for Registered Buyers purely on a success fee basis. No Buyer pays us anything unless they actually buy a company through us . . . And no one buys a company that we bring to them unless, all things considered, the opportunity is better than anything else the Buyer has on his plate at the time.

CONCLUSION

If you are not already a Registered Buyer with us, we invite you to become one, immediately. The "Opportunity Cost" of lost deals, either because you never knew about them, or knew "too late", is the greatest cost of all. If you are already a Registered Buyer with us you should make every effort to keep in touch with your assigned Gottesman Intermediary. Please keep us posted as your needs and wants change, as well as when you may acquire a new firm or are ready to divest yourself of either a division or a portfolio company.

Thank you for your interest in working with us. We look forward to working with you as "you grow through acquisition."

YOUR GOTTESMAN INTERMEDIARY

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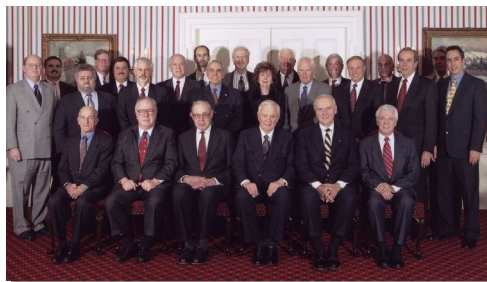
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OUR TEAM

Compassionate, Confidential, Experienced



GOTTESMAN COMPANY - NEW YORK
(Northeast, Southeast)



GOTTESMAN COMPANY - CALIFORNIA
(West, Southwest, Northwest)



GOTTESMAN CO.
FLORIDA



GOTTESMAN CO.
NC & FL



GOTTESMAN COMPANY - MIDWEST

GOTTESMAN COMPANY

Mergers & Acquisitions - Since 1985
New York • California • Nationwide

Buyer's Guide



*"Businesspeople Helping
Businesspeople"*

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Gottesman Company

BUYER'S GUIDE

WHO & WHAT IS GOTTESMAN COMPANY?

Gottesman Company, established in 1985, is somewhat unique in that it operates on three levels, coast-to-coast: 1) Sellers, 2) Buyers, and 3) Cooperating Intermediaries. We have 85 M&A professionals on our team, from a variety of backgrounds e.g., business, law, finance, accounting. Our average Intermediary has over 35 years of business experience. These people are based in key locations throughout the United States and are able to give personal attention to our clients. We do not represent either Buyers or Sellers as their fiduciary agents. Indeed, we act as true intermediaries transmitting information between Buyer and Seller. We do not quote asking prices. Our mission is to help the Seller obtain the right price for his business by helping the Buyer to see the value in the acquisition so that he can make an offer consistent with the value to him. We believe that “win-win” is the best way to go for all parties concerned.

OUR SELLERS

Our Sellers are mainly entrepreneurs owning privately held, mid-market sized businesses e.g., manufacturing, distribution, service firms and retail chains. The Sellers we work with range in size from \$10 million in annual revenue to \$500 million in annual revenue. Although we are “generalists”, we also have some special focus teams in certain key industries. Most of our Sellers are not “up for sale on the open market.” We do it the hard way. We contact and develop them as Sellers.



(continued)

Our Sellers (continued)

In essence, bringing a “not for sale” Seller to market, unshopped, is a valuable concept to our Buyers, most of whom are sophisticated enough to make their own offers based upon highly competent financial analysis and due diligence.

OUR BUYERS

We work with Buyer clients throughout North America and elsewhere. We have over 1,000 Registered Buyers who have made agreements with us to pay us our Buyer's Fee if and when they acquire a company that we find for them. Our Buyers include both private and public companies, equity groups and operating companies as well as financial groups who back management in the acquisition of good companies.

BUYER SERVICES

Each Buyer has his own Gottesman Intermediary who acts as liaison to all of our Gottesman Intermediaries and Cooperating Intermediaries. We invite Buyers to notify us as their “wants and needs” might change. We create Buyer Profiles which we use to interest our M&A Intermediaries as well as the hundreds of Cooperating Intermediary firms with whom we have relationships. We enter the Registered Buyer's areas of interest on our Buyer's Index. This index is used as a key reference by our Sales Team and Research staff. Registered Buyers receive frequent editions of the Gottesman Report featuring special opportunities. In addition, Buyer's “wants and needs” are conveyed to our 85 person M&A team as well as our 650 Cooperating Intermediaries, via a special edition of the “*Gottesman Report*” and by Flash Reports. Buy-Side searches are one of our specialties, for which we charge no retainers.

TWO TEAMS ON EACH PROJECT - (BUY-SIDE & SELL-SIDE)



We have two teams on each project. One team works with the Seller and one team works with the Buyer. Then, on closing, each team earns its fee from its own client, Buyer or Seller. Because we require no retainers and usually conduct searches at no charge to the Buyer, we must be comfortable with Buyer clients and have confidence that they are ready, willing and able to consummate the acquisition of a company that meets their criteria. Our time is precious to us. As far as we're concerned, we are extending credit to the Buyers with whom we work, by virtue of our investment in time and expenses, to find companies that meet their criteria, as well as by giving them access to our own current Sellers and also those Sellers secured by us from our Cooperating Intermediaries, nationwide.

COOPERATING INTERMEDIARIES

Gottesman Company has developed relationships with a large network of over 650 Cooperating Intermediary firms throughout North America. These Cooperating Intermediaries give us access to their mid-market Sellers. They work with us because we know them, maintain confidentiality, do not circumvent and obtain our fees from our Buyer Clients when we work with these Cooperating Intermediaries and their Sellers.

The Gottesman Company website (www.Gottesman-Company.com) showcases both our “own” Sellers as well as those from Cooperating Intermediaries. This *major* program has greatly enhanced our Seller inventory, which continues to grow, making us more and more of a “one-stop shop” source for Buyers of companies.