COADY DIEMAR | PARTNERS
Investment Bankers

Independent Advice. Seamless Execution.

INTRODUCTION TO OUR FIRM

Coady Diemar Partners, LLC is a registered broker-dealer with the Securities and Exchange Commission (SEC) and a member of the Financial Industry Regulatory Authority (FINRA).

Introduction

CDP's service model combines deep sector knowledge, independent advice and seamless execution.

- **We are a boutique investment banking firm providing M&A, private capital placement and strategic advisory services to companies, management teams, investors and boards of directors**
- **Our professionals provide a level and breadth of transaction experience and operational perspective not offered by the major investment banking firms or available at specialty boutique or regional firms**
- **We are relationship oriented and not narrowly transaction driven**
- **We are committed to the highest standards of client service**
- **We provide objective advice without conflict**

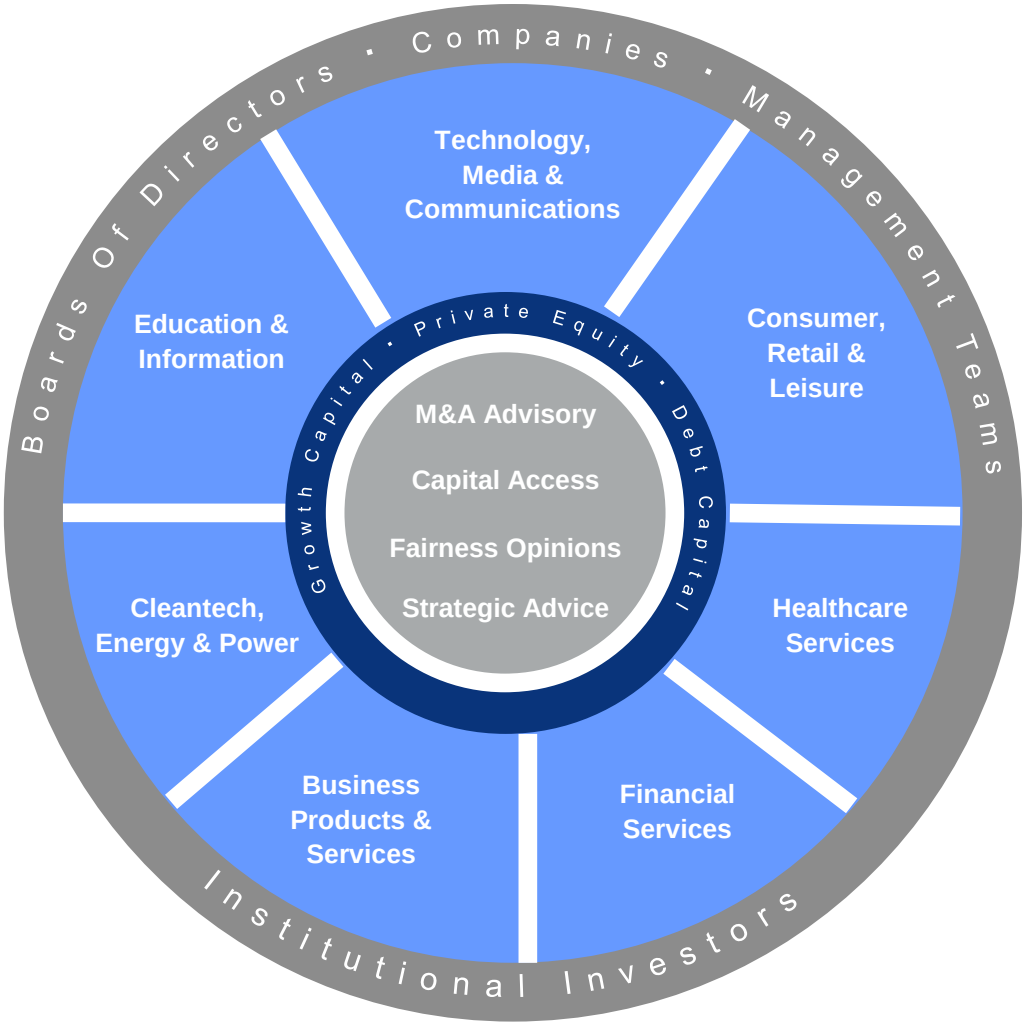
Expertise

We focus on sectors where we possess deep industry knowledge and substantial transaction experience.

- **We focus on select industries where we possess substantial industry knowledge and relationships**
- **Our industry specific expertise reflects years of sector specialization as investment bankers and operating executives**
- **Our sector knowledge and industry relationships inform actionable insights**
- **We assist our clients in the design of their financial and strategic foundation, enabling them to seize opportunities and navigate challenges, whether resulting from shifting consumer preferences, digital disintermediation or evolving public policy priorities**
- **Ultimately, we are our clients' financial advisory partner - we design and execute solutions tailored for each clients unique requirements and optimized to achieve specific goals and objectives**

Industry Focus

CDP's professionals are particularly knowledgeable and experienced in these dynamic sectors.



Services

Our recommendations and services are tailored to match our clients' needs.

- **In the broadest sense, we provide advice and solutions to enable companies to achieve their strategic and financial goals**
- **More specifically, we provide service in four primary areas:**
  - **Mergers, Acquisitions and Divestitures**
    - We initiate, advise and manage all phases of exclusive sales, mergers, acquisitions, divestitures, going-private and corporate development transactions
  - **Private Capital Markets**
    - We have long-standing relationships with leading, global private investors in equity, debt and hybrid securities across our targeted industry sectors
    - We assist companies and management teams seeking capital for internal growth, acquisitions, buyouts or recapitalizations.
  - **Strategic Advisory Services**
    - We leverage our substantial industry, operating and financial knowledge to assist companies facing critical changes
  - **Fairness Opinions and Valuations**
    - We render, both independently and as part of a merger or acquisition engagement, fairness opinions and valuations
    - Our professionals provide thorough and conflict free assessments which can be used for a variety of purposes.

Select Completed Engagements

We have advised these dynamic growth companies through successful mergers, acquisitions and private financings.

A complete or sector specific list of transactions is available on request.

Client	Transaction	Description
RKD RobbinsKersten Direct	M&A Advisory	CDP served as the exclusive advisor to Robbins Kersten Direct in its acquisition of Alpha Dog Marketing, a leading marketing services firm servicing Food Banks and Animal Welfare organizations
FFP Free Flow Power	Capital Raise	CDP advised FFP New Hydro, a hydropower developer, on a capital raise
Gyrodyne Company of America	Strategic Advisory	CDP served as financial advisor to Gyrodyne Company of America, Inc. in its Rights Offering and subsequent merger with Gyrodyne, LLC
Norman Fields, Gottscho Capital Management, LLC	Valuation Advisory	CDP provided a valuation for Norman Fields, Gottscho, an asset management firm
Jamison Eaton & Wood Inc. Investment Management	M&A Exclusive Sale	CDP served as the exclusive financial advisor to Jamison, Eaton & Wood, Inc., an independent asset management firm, in its acquisition by Silvercrest Asset Management Group, LLC
NEPS	M&A Exclusive Sale	CDP served as the exclusive financial advisor to NEPS, LLC, a leading provider of communications management services, in its sale to Taylor Corporation
ifn	M&A Exclusive Sale	CDP served as the exclusive financial advisor to The International Food Network in its sale to The National Food Lab.
ScreenScape	Valuation Advisory	Provided a valuation for ScreenScape Networks Inc., a software company for digital signage
LW Robbins Strategic Fundraising Specialists	M&A Buy-Side Advisory	CDP served as exclusive financial advisor to LW Robbins in its acquisition of and merger with Kersten Direct, a marketing services firm serving national not-for-profit organizations

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Energy Efficiency Service Provider	Strategic Advisory	CDP served as advisor to an energy efficiency service provider, CMC, in exploring its strategic alternatives
Innovative Systems, Inc.	Valuation Advisory	Provided a valuation for Innovative Systems Inc., a business and technology software and solutions company
A·C·T CONFERENCING	Strategic Advisory	Rendered a fairness opinion to the Special Committee of the Board of Directors of ACT Teleconferencing pertaining to the sale of the company to Premiere Global Services
Stronghaven	Valuation Advisory	Provided a valuation for Stronghaven, a portfolio company of TransOcean Group, Ltd, an affiliate of Kuwait-based Gulf Investment House
SOUTHWORTH.	M&A Exclusive Sale	CDP served as exclusive financial advisor to the Southworth Company in its sale of certain premium business paper brands to Neenah Paper
ICRTec ICR Turbine Engine Corporation	Capital Raise	Advised ICRTec, a next generation microturbine engine manufacturer, on a private placement of equity
The Ladders®	Strategic Advisory	Provided advisory services to TheLadders in the proposed sale of TheLadders.co.UK, a wholly-owned subsidiary, to the subsidiary's management
gridway energy	M&A Exclusive Sale	CDP served as exclusive financial advisor to Gridway Energy Holdings, a demand response software company, on its sale
ten K SOLAR	Capital Raise	Advised tenKsolar, a next generation photovoltaic solar panel manufacturer, on a private placement of equity

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Shemin	Valuation Advisory	Provided a valuation for Shemin Nurseries, a portfolio company of Olympus Partners
contentNext THE ECONOMICS OF CONTENT	M&A Exclusive Sale	CDP served as exclusive advisor to Guardian News & Media on its sale of ContentNext Media to GigaOM
PIONEER GREEN ENERGY	Capital Raise	Advised, Pioneer Green Energy, a wind and solar developer on its financing
Gyrodyne Company Of America	Rights Offering Advisory	CDP served as the exclusive financial advisor to Gyrodyne Company of America, Inc. in connection with its Rights Offering
norse energy corp	M&A Exclusive Sale	CDP served as the exclusive advisor to Norse Energy Holdings, Inc. in the sale of certain of its non-core assets to Appalachian Transportation and Marketing LLC
Beacon Financial Corporation	M&A Exclusive Sale	CDP served as the exclusive advisor to Beacon Financial Corporation in the sale of its subsidiaries, Beacon Trust Company and Beacon Global Asset Management, Inc., to The Provident Bank
GATEWAY ENERGY SERVICES®	M&A Exclusive Sale Fairness Opinion	Served as exclusive advisor to Gateway Energy Services in its sale to Direct Energy, subsidiary of Centrica Plc (LSE: CNA)
ATS	M&A Exclusive Sale	Served as exclusive advisor to Alpha Technical Services in its sale to Rock Hill, a Houston based private equity firm
paradyszmatera	Capital Raise	Served as the exclusive financial advisor to Paradysz Matera in securing bank loans

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peminic information in harmony	M&A Exclusive Sale	Served as exclusive advisor to Peminic Inc. in its merger with Verge Solutions LLC
MCT DAIRIES est. 1983	M&A Buy-Side Advisory	Served as exclusive financial advisor to Allied Dairy Products, the Owner of MCT Dairies, in its acquisition of Trugman-Nash
EDC ENTERTAINMENT DISTRIBUTION COMPANY	Strategic Advisory	Provided advice and fairness opinion to Special Committee of EDCI's (OTC: EDCI) Board of Directors in the repurchase of fractional shares in connection with the Company's executing a liquidating trust strategy
AURELIUS CAPITAL MANAGEMENT, LP	Strategic Advisory	Rendered expert witness testimony with respect to the Plan of Reorganization filed by Citadel Broadcasting
BEACON FINANCIAL CORPORATION	Capital Raise	Advised Beacon Financial Corporation on the private placement of equity interests
inferX	Strategic Advisory	Served as exclusive advisor in developing financial strategic plan
UNITED-GUARDIAN, INC.	Strategic Advisory	Provided fairness opinion to Special Committee of the Board of Directors in repurchase of a portion of its Chairman's shares
RS RESTORATION SYSTEMS LLC	Capital Raise	Advised Restoration Systems on the private placement of equity interests
METRUS ENERGY	Capital Raise	Advised Metrus Energy, an energy efficiency finance company, on its private placement of equity

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CHROMASUN	Capital Raise	Advised Chromasun, a manufacturer of rooftop friendly, high performance solar solutions, in its financing
Beacon Trust Company	M&A Buy-Side Advisory	Initiated transaction and advised Beacon on acquisition of high net worth asset manager
Borrego Solar	Capital Raise	Advised Borrego Solar, a leading designer and installer of grid-tied solar electric power systems, on a private placement of equity
NordicWindpower	Capital Raise	Advised Nordic Windpower, a wind technology company, on its private placement of equity
Baseline Management	Capital Raise	Advised leading catastrophe insurance services company on Series B financing
National Research Corporation	M&A Buy-Side Advisory	Advisor to this leading provider of patient experience and performance measurement healthcare services company on its acquisition of My Interview
OwnEnergy	Capital Raise	Advised Own Energy, a community wind developer, on its private placement of series A preferred equity
GVA	M&A Exclusive Sale	Advised on merger of real estate brokerage firms
Independence Bio Products	Capital Raise	Advised Independence Bio Products, and algae producer, on its private placement of equity

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NATIONAL RESTAURANT ASSOCIATION	Strategic Advisory	Advised national restaurant trade association on its acquisition of certain certification, education and training business from a related foundation
PVT SOLAR	Capital Raise	Advised PVT Solar, a combined PV thermal technology company on its private placement of equity
SOLEL	Capital Raise Primary Stock Sale	Advised the shareholders of an Israeli solar thermal company on sale of secondary shares in a $105mm private placement to Ecofin Ltd.
ORTHOsoft	M&A Exclusive Sale	Advisor to Orthosoft (TSX-V: OSH), a leading orthopedic surgery navigation company, on its sale to Zimmer (NYSE: ZMH)
SOLAR DEPOT	M&A Exclusive Sale	Advised solar Depot, a solar systems integrator and distributor, on its sale to Itochu International (TSE: 8001)
LBO France / ROCAMAT	M&A Buy-Side Advisory	Advised company, a leader in energy storage and advanced cooling and refrigeration products and technologies, on private placement of Series A Convertible Preferred Stock
ICE ENERGY	Capital Raise	Advised company, a leader in energy storage and advanced cooling and refrigeration products and technologies, on private placement of Series A Convertible Preferred Stock
MESA International	M&A Exclusive Sale	Exclusive financial advisor to this design, import and marketer of decorative household products on its sale to a group of private investors
Banco Finantia	Capital Raise	Advised Iberian bank holding company on sale of a minority interest to an European institutional investor

Coady Diemar Senior Professionals / Advisors

CDP Has Perspective and Experience...

The CDP team has extensive investment banking experience at major Wall Street Firms and substantial executive operating experience at leading companies.

ROBERT E. DIEMAR JR.
Managing Director

Previous Experience

Southeast Interactive Technology Fund
Served as Partner in this venture capital fund

Credit Suisse First Boston / Donaldson, Lufkin & Jenrette and Dillon, Read & Co.
Managing Director involved in executing debt and equity growth and buyout financings for financial services, healthcare, consumer, technology, energy and manufacturing companies

Years of Experience
Over 35 years of experience in the investment banking and private equity industry

Education
MBA, Dartmouth College

BA, Princeton University

CLIFFORD G. ADAMS, JR.
Managing Director

Previous Experience

Credit Suisse First Boston
Served as Vice President of Mergers & Acquisitions in the Global Industrial & Services Group

Ford Motor Company
Served 9 years in an engineering and management function in Ford's domestic and international businesses

Years of Experience
Over 18 years of investment banking, general management and engineering experience

Education
MBA, Columbia University

MS, University of Michigan

BS, University of Michigan

COLIN R. KNUDSEN
Managing Director

Previous Experience

Credit Suisse First Boston
Managing Director in Telecommunications investment banking practice

Donaldson, Lufkin & Jenrette
Served as Managing Director of Communications & Media Group and Co-head of Data Communications Services Group

Years of Experience
25 plus years of experience advising media, telecom and technology companies

Education
MBA, Columbia University

BA, Brown University

J. SCOTT MAGRANE JR.
Managing Director

Previous Experience

Goldman Sachs & Co
Served as a senior member in the Energy & Power Merger and Strategic Advisory Group and was involved with independent power companies, investor-owned utilities, rural electric cooperatives, national governments and power technology companies

Blyth, Eastman Dillon & Co/Paine Webber
Specialized in energy & power project finance

Years of Experience
Over 25 years of experience advising power-related entities

Education
MBA, The Wharton School

BA, College of Wooster

With the Strength of a Seasoned Team…

The CDP team has extensive investment banking experience at major Wall Street Firms and substantial executive operating experience at leading companies.

J. BRIAN MULLEN
Managing Director

Previous Experience

Credit Suisse First Boston
Managing Director in CSFB's European Investment Banking Group

Donaldson, Lufkin & Jenrette
Managing Director and Chief Operating Officer for DLJ's European Investment Banking Group
Member of DLJ International's Operating Committee

Years of Experience
25 years of general and management investment banking experience

Education
MBA, Harvard Business School

BS, The Ohio State University

CHRISTOPHER H. ENSLEY
Director

Previous Experience

Bear Stearns & Co.
Managing Director of broadcasting and outdoor advertising equity research

Lazard Frères & Co.
Vice President

Salomon Brothers / Salomon Smith Barney
Equity Analyst

Years of Experience
Over 12 years of equity research experience

Education
MBA, Owen School of Management (Vanderbilt University)

BS, College of William & Mary

STEPHEN MEGYERY
Director

Previous Experience

Credit Suisse First Boston
Associate in the Energy Group supporting M&A, high-yield financings and corporate restructurings

SNC-Lavalin
Led teams implementing international public works projects

Years of Experience
Over 7 years of project finance and investment banking experience

Education
MBA, Duke Fuqua School of Business

BS, Queen's University

And Deep Knowledge of Targeted Industry Sectors

The CDP team has extensive investment banking experience at major Wall Street Firms and substantial executive operating experience at leading companies.

CHARLES E. LEONARD
Senior Advisor

Previous Experience

Solucient
Chief Executive Officer of this healthcare services company

VNU Marketing Information Services
President

Dun & Bradstreet, E.I. Dupont and William E. Hill & Co.

National Science Foundation
Advisory Board

Years of Experience
Over 35 years of operational, corporate development and corporate finance experience

Education
MBA, The Wharton School

BS, Massachusetts Institute of Technology

AB, Middlebury College

PAUL M. LEVESQUE
Senior Advisor

Previous Experience

Rothschild Inc.
Served as Senior Vice President, International Finance and Capital Markets

Paine Webber Inc.
Served as Senior Vice President, Canadian and International Corporate Finance and Capital Markets

Shields & Co.
Served as Senior Vice President, Canadian and International Corporate Finance and Capital Markets

Nesbitt Thomson

Years of Experience
Over 40 years of experience in international corporate finance and capital markets

Education
BA, Loyola College (Concordia University, Montreal, PQ)

Contact Us

To learn more about our capabilities, please contact us directly.

For further inquiries please contact Colin R. Knudsen (colin@coadydiemar.com) or J. Brian Mullen (brian@coadydiemar.com)

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Coady Diemar Partners, LLC is a registered broker-dealer with the Securities and Exchange Commission (SEC) and a member of the Financial Industry Regulatory Authority (FINRA).