

# OEM Capital

Technology Investment Banking

## Firm Introduction

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March 2009

OEM Capital is a member of



International Network of M&A Partners

- **Focus on Public and Closely-Held US Tech Companies in the Lower Middle Market**
  - \$10-50 million in transaction size
  - Clients are nationwide
  - Registered Broker/Dealer
- **Technology Industry Focus**
  - Extensive transaction experience with companies in technology related industries: electronics, computer and communications
  - Extensive operating experience in technology assessment and execution at major multi-national companies
- **Investment Banking Expertise**
  - Transaction experience in mergers and acquisitions, private placements and other investment banking advisory services
  - Deals of all levels of complexity – from small early stage companies to recapitalizations
  - Distressed as well as high performance situations
- **Independence**
  - Able to provide conflict-free client service and deliver value as a trusted independent advisor
- **Global Reach**
  - Ability to leverage IMAP partners in the US and worldwide to provide clients local contact and global access

## Consultants/ Brokers

- Highly specialized knowledge /regional client focus
- Little backup or support
- Not aware of 'deal flow'
- Unlikely to have SEC registration to legally assist in the sale of securities
- No global reach

## OEM Capital

- Creative, relationship oriented professionals
- Significant technology and transactional experience
- Senior level attention with full infrastructure support
- Awareness of M&A and financing trends
- SEC registration
- Global reach through motivated, dealmaker owned firms

## Large Investment Banks

- 'Brand Name' recognition
- Highly unlikely to receive focus from senior team members
- Transaction will probably not be significant to the firm
- Awareness of M&A and financing trends
- SEC registration
- International offices with diverse political objectives

# Range of Services

**OEM Capital**  
Technology Investment Banking

**Financing**

- Private Placements
- PIPEs
- Equity Capital
- Mezzanine Debt
- Senior Debt
- Bank Debt

**M&A Advisory**

- Strategic Assessment
- Sellside
- Buyside

**Other Services**

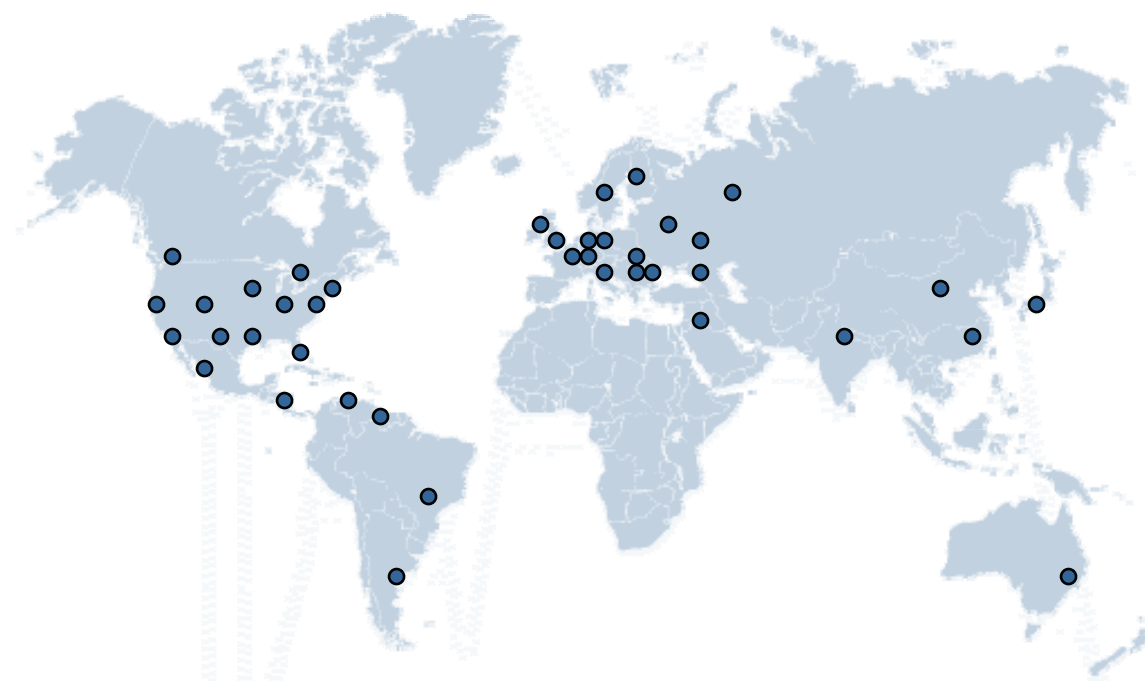
- Business Development
- Valuation
- Fairness Opinion

OEM Capital has worked on transactions in a wide range of sectors of the technology industry

## Key Industries Served:


- **Computers and Peripherals**
- **Communications**
- **Internet and Media Services**
- **Telecommunications and Satellite Systems**
- **Applications, Middleware and Operating Software**
- **Defense, Industrial, Consumer and Medical Electronics**
- **Electronic Materials and Components**
- **Sensors and Instrumentation**
- **Photonics**
- **Information Technology Services**
- **Technology Value Added Resellers and Distributors**

- IMAP is # 1 international partnership of independent M&A firms
- 55 firms in over 30 countries and five continents
- A network providing wide-ranging experience in global transactions
- Over 400 professional dealmakers
- 2008 – 252 transactions with an aggregate value of \$13 billion. #6 worldwide for transactions under US\$100 million



# Representative Transactions

## OEM Capital Technology Investment Banking

<p><b>Acrodyne Holdings, Inc.</b> has acquired <b>Acrodyne Industries, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Acrodyne Industries, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>Metro Creative Graphics, Inc.</b> has acquired <b>SCW, Inc.</b> a wholly owned subsidiary of <b>The EW Scripps Company</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Metro Creative Graphics, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>Max Q Technologies, Inc.</b> has acquired the businesses of <b>CEP Systems, Inc.</b> <b>Becom Productivity Group, Inc.</b> <b>EBIZ USA, Inc.</b> with a preferred stock investment from <b>Summer Street Capital Partners</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Max Q Technologies, Inc.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of  has acquired the business of <b>Grinnell Systems Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Grinnell Systems Corporation.</p> <p><b>OEM Capital</b></p>	<p>A corporation formed by <b>The Management Group</b> has acquired the business of <b>CETEC CORPORATION</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Cetec Software Services, Inc.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>Omni Multimedia Group, Inc.</b> has acquired the business of <b>Allenbach Industries, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Allenbach Industries, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>Aspex Corporation</b> a company founded by <b>Industrial Technology Ventures, L.P.</b> has acquired <b>ASPEX</b></p> <p>The undersigned initiated this transaction and acted as financial advisor to Aspex, LLC.</p> <p><b>OEM Capital</b></p>	<p><b>US \$12,000,000</b> Revolving Term Loan Acquisition Line Preferred Stock Investment was provided to <b>TRIDEX CORPORATION</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Tridex Corporation.</p> <p><b>OEM Capital</b></p>
<p><b>Castle Harlan, Inc.</b> has acquired 100% of the capital of <b>Technifor SA</b></p> <p>The undersigned introduced the buyer and acted as the financial advisor to Technifor SA.</p> <p><b>OEM Capital</b></p>	<p><b>Stanton Magnetics, Inc.</b> and <b>Diamagnetics, Inc.</b> were purchased by <b>Stanton Acquisition Co., L.L.C.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Stanton Magnetics, Inc. and Diamagnetics, Inc.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>EMRISE CORPORATION</b> has purchased <b>Pascal Electronics Ltd.</b> a wholly owned subsidiary of <b>INTELK</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Emrise Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>CARPENTER</b> Technology Corp. has acquired the business of <b>Rathbone Precision Metals, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Rathbone Precision Metals, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>Copperweld Corporation</b> A wholly owned subsidiary of <b>Imetal S.A.</b> has acquired the business of <b>Metallon Engineered Materials Corp.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Metallon Engineered Materials Corp.</p> <p><b>OEM Capital</b></p>	<p><b>EDO</b> has acquired the business of <b>Piezoelectric Products West</b> a division of <b>Gulton Industries, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Gulton Industries, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>Piezoelectric Products, Inc.</b> has acquired the business of <b>Piezoelectric Products East</b> a division of <b>Gulton Industries, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Gulton Industries, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>Geometric Software Solutions Co. Ltd.</b> has acquired <b>TelSoft, Inc. and Cimtronics Inc.</b> wholly owned subsidiaries of <b>OnCourse Technologies, Inc.</b></p> <p>The undersigned assisted the financial advisor to OnCourse Technologies, Inc.</p> <p><b>OEM Capital</b></p>
<p><b>Crystek Acquisition Corporation</b> has acquired <b>Crystek Crystals Corporation</b></p> <p>A wholly owned subsidiary of <b>Whitehall Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Whitehall Corporation.</p> <p><b>OEM Capital</b></p>	<p>The business of <b>Benmar Marine Electronics, Inc.</b> was purchased by <b>Data Marine Industries, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Benmar Marine Electronics, Inc.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>CHELTON</b> has acquired <b>Atlantic Microwave Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Atlantic Microwave Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>Belgrave Industries, Inc.</b> has secured <b>US \$7,500,000</b> in common and preferred equity from <b>Norwood Venture Corporation</b> <b>Mark IV Industries, Inc.</b> and <b>Private Investors</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Belgrave Industries, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>NAI</b> has acquired the <b>Industrial Automation Division</b> of <b>Astrosystems, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Astrosystems, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>US \$9,850,000</b> Revolving and Term Loan were provided to <b>AFP IMAGING</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to AFP Imaging Corporation.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>INVEST</b> has agreed to merge with <b>TEMPTRONIC CORPORATION</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Temptronic Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>US \$8,150,000</b> in Common Equity and a Revolving Line of Credit was provided to <b>TEMPTRONIC CORPORATION</b> by <b>Hakata Co., Ltd.</b> and <b>State Street Bank &amp; Trust Co.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Temptronic Corporation.</p> <p><b>OEM Capital</b></p>
<p><b>IRT Corporation</b> (debtor in possession) has sold substantially all of its assets to <b>Thermo Instrument Systems Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to IRT Corporation.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>FORMSCAN</b> has acquired the business of <b>Inspection Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Inspection Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>Meret Optical Communications, Inc.</b> a wholly owned subsidiary of <b>Oscom Technologies, Inc.</b> has acquired the business of <b>DYNAIR Electronics, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Dynair Electronics, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>ORBIT International</b> has acquired the business of <b>BEHLMAN Electronics, Inc.</b> a wholly owned subsidiary of <b>Astrosystems, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Astrosystems, Inc.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>DANABER CORPORATION</b> has purchased <b>Anatel Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Anatel Corporation.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>SCI Systems, Inc.</b> has acquired the business of the <b>Defense Electronics Division</b> of <b>OTITAN Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Titan Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>AFP IMAGING</b> has acquired the business of <b>Visiplex Instruments Ltd.</b></p> <p>The undersigned acted as the financial advisor to AFP Imaging Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>US \$4,000,000</b> Revolving Line of Credit was provided by <b>National Bank of Canada</b> to <b>IV-BAND CORPORATION</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to IV-Band Corporation.</p> <p><b>OEM Capital</b></p>
<p>A wholly owned subsidiary of <b>smthts Group plc</b> has acquired <b>SUMATEK</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Sumatek Instruments, Inc.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>INTELELECTRONICS INC.</b> has acquired <b>spire Optoelectronics</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Spire Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>US \$3,000,000</b> Equity and Subordinated Debt was provided by a group led by <b>Nationwide Cellular Service, Inc.</b> to <b>Mobile Datacom Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Mobile Datacom Corporation.</p> <p><b>OEM Capital</b></p>	<p><b>Mitsubishi Corporation</b> has entered into an exclusive distribution agreement with <b>METROPHOTONICS</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to MetroPhotonics, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>Electo-Voice, Inc.</b> a wholly owned subsidiary of <b>MARK IV Industries, Inc.</b> has acquired <b>Cetec Corporation</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Mark IV Industries, Inc.</p> <p><b>OEM Capital</b></p>	<p><b>trint global</b> has acquired the business of <b>gabriel electronics INCORPORATED</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Gabriel Electronics Incorporated.</p> <p><b>OEM Capital</b></p>	<p><b>Orbit Advanced Technologies, Inc.</b> a wholly owned subsidiary of <b>Orbit Advanced Technologies, Ltd.</b> has acquired <b>Flam &amp; Russell, Inc.</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Flam &amp; Russell, Inc.</p> <p><b>OEM Capital</b></p>	<p>A wholly owned subsidiary of <b>EMRISE CORPORATION</b> has purchased <b>Larus CORPORATION</b></p> <p>The undersigned initiated this transaction and acted as the financial advisor to Emrise Corporation.</p> <p><b>OEM Capital</b></p>

<i>Dealmakers</i>	<i>Staff</i>	<i>Support</i>
<i>Ron Klammer (7, 24, 63)</i> <i>Mike Simon (7, 24, 63)</i> <i>Tim Sweet (7, 63)</i> <i>Jan Fish-Brown (7, 63)</i>	<i>Mike Riebesehl, Analyst</i> <i>Cleo Zagrean, Analyst</i> <i>Alison Morris, Research</i> <i>Sharon Kane Klammer, Marketing</i>	<i>Regulatory Compliance, FINRA Compliance</i> <i>Synergy, IT Services</i> <i>Capital IQ, Research Services</i>
<i>IMAP Partners</i> <i>400 Dealmakers in 55 countries</i>		

# Contact Information

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## **OEM Capital**

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