

ACI Capital is a New York-based middle-market private equity firm that has generated superior risk-adjusted investment returns for over 50 years.

OVERVIEW

ACI Capital is a New York-based middle-market private equity firm that has generated superior risk-adjusted investment returns for over 50 years.

We seek to build and grow successful companies in partnership with management. While ACI Capital does not limit its investments by size of industry, we typically make control investments ranging from \$20 million to \$50 million in North American companies (private or public) with annual revenues between \$25 million and \$500 million.

ACI Capital is best known for its ability to take a long-term view. Our investment horizon affords us ample time and flexibility to realize investment objectives through business cycles. We will often pursue difficult or challenging situations that require creativity, flexibility or insight. Because we take an operational approach and use prudent levels of leverage, we are able to make sound investments in companies that others may overlook or ignore.

ABOUT US

Our Heritage

ACI Capital was originally founded as the private equity and alternative investment vehicle for a New York-based high net worth family. Since beginning its investment activities in the 1950s, ACI Capital and its affiliates have invested over half a billion dollars in direct private equity, private equity funds, real estate and other investment partnerships. In 1995, ACI Capital transitioned from family-office investing activities into its current form, a third-party money management firm focused on middle-market private equity investing.

Today

ACI Capital has generated superior risk-adjusted returns for over 50 years by partnering with strong management teams to build and grow valuable companies. We seek to make control investments in middle-market companies across a wide range of industries and typically deploy between \$20 million and \$50 million of equity in each company.

ACI Capital has more than \$500 million of assets under management. We are currently investing from ACI Capital Investors II, L.P., a \$335 million fund raised in 2006. The limited partners in our fund include endowments, foundations, public and private pension funds, banks, insurance companies and advisors, as well as many high net worth individuals and families.

ACI Capital is affiliated with American Securities, a New York-based investment firm with different pools of capital dedicated to activities that include buyouts and distressed investing efforts in the U.S. as well as fund-of-fund and co-investment opportunities in China. ACI Capital has enjoyed a long relationship with American Securities and benefits from being able to draw on their various resources including: diligence and execution capabilities in China; deep relationships with intermediaries, financing sources and industry experts; and access to additional capital for large investments.

Investment Approach

What We Look For

Invest in Companies with Sustainable Competitive Advantages

We seek businesses that have sustainable competitive advantages, strong market positions and significant potential for growth. We are conservative in nature and avoid investments with uncontrollable risks. Generally, the companies we target are mature and have a demonstrated history of profitability and growth. Occasionally, to address compelling market opportunities, we will provide growth capital to businesses at earlier stages of maturity.

Partner with Strong Management Teams

We like to partner with proven operators with successful track records who want to retain a meaningful equity stake in their business or invest in the enterprise alongside us. We will invest in companies that already have strong incumbent management teams or partner with managers to acquire companies in their industry.

Will Pursue Contrarian, Out-of-Favor, Complex Investments

We have the skills, experience, relationships and resources to invest in complex or challenging situations. We are willing to pursue businesses in: industries with negative investor sentiment; entrepreneur-owned businesses that lack the appropriate level of infrastructure and operational focus; and, businesses in "failed-auction" processes.

How We Operate

Cultivate Long-Term Relationships

We have a demonstrated history of partnering effectively with management teams, sellers, operating partners and lenders. We typically function as the central link among all constituents as we help companies transition from one stage of their development to a more advanced one.

Use Moderate or No Leverage

We believe that investment returns are maximized primarily from growth in profitability and operating leverage, as opposed to financial leverage. When evaluating financing alternatives, we will work with management teams to determine a conservative amount of leverage, based upon the industry dynamics, the company and the financial markets. We will consider all-equity deals for certain investment opportunities and in order to expedite transaction timing or deal with unfavorable market conditions.

Maintain Disciplined Execution

We aim to buy prudently and commit to those opportunities in which we can add real value, often by identifying and implementing operational improvements.

STRATEGY (continued)

Investment Approach

What We Offer

Provide Resources to Management

We will provide ongoing financial, operational and strategic support to management. We add value through our involvement on the board of directors and actively assist management, where needed, in the following areas:

- Providing access to professionals who have expertise and experience that can benefit the company
- Providing guidance regarding business strategies, improving operational effectiveness, and optimizing resource (labor and capital) allocations
- · Structuring incentive compensation and equity participation programs
- Developing financial and IT systems
- Identifying, evaluating and negotiating strategic add-on acquisitions
- Raising additional capital for growth or acquisition opportunities
- Sharing "best practices" learned from our other portfolio companies

Leverage the Knowledge, Experience and Relationships of Operating Partners

We involve members of our Operating Partner Network in deal sourcing, business and industry diligence, and as consultants or board members of our portfolio companies. With impressive backgrounds in their respective fields, our Operating Partners have proven to be instrumental in helping our companies identify areas for improvement and effect operational change.

STRATEGY (continued)

Investment Criteria

Industry Focus

ACI Capital targets investments in the consumer, industrial, and services sectors. Specific areas of interest across industry verticals include:

Consumer

- Direct Marketing
- Consumer Products
- Restaurants
- Franchising
- Healthy Living

Industrial

- Niche Manufacturing
- Transportation
- Infrastructure
- Alternative Energy

Services

- · Business Services
- · Healthcare Services
- Financial Services
- Logistics
- Media

Transaction Size

ACI Capital pursues companies in the middle- and lower-middle-market. Typically, such companies have:

- Revenue between \$25 million and \$500 million
- Operating cash flow (or EBITDA) above \$5 million
- Enterprise value between \$50 million and \$300 million

Investment Range

ACI Capital seeks to deploy between \$20 million and \$50 million of equity in any given transaction. We have sponsored and, in the right situations, will continue to sponsor larger transactions through co-investments by our limited partners, affiliates or other investors.

Control

ACI Capital prefers to make investments in which it has economic and voting control. Minority investments are considered as long as appropriate control measures can be implemented.

Profitability

ACI Capital generally targets mature, profitable businesses that have sustainable competitive advantages and significant potential for growth.

STRATEGY (continued)

Investment Criteria

Method of Acquisition

ACI Capital is highly flexible with respect to method of acquisition. We will consider:

- Stock or asset purchases of private companies
- · Go-private transactions
- Acquisitions of divisions or subsidiaries of large corporations through divestitures, spin-offs or carve-outs
- Partnering with entrepreneurs
- · Purchasing equity from shareholders of family-owned businesses
- Acquisitions of companies operating in Ch. 11 bankruptcy

Investment Structure

ACI Capital will consider a variety of investment structures, including:

- Buyouts
- · Growth capital investments
- Recapitalizations
- PIPEs
- · Secondary purchases
- Bridge financings

We believe in structuring our investments to meet the specific needs of sellers, management teams and employees and will consider all-equity transactions, if appropriate, in certain situations.

Geography

ACI Capital targets companies headquartered in or with significant operations in North America.

TEAM

The ACI Capital team consists of ten investment professionals, including five managing directors who have an average of 20 years of investment experience and have collectively made and managed well over \$1 billion of direct private equity investments, primarily in middle-market companies.

Our investment team also regularly leverages its advisory director and operating partner relationships. These accomplished individuals have a diverse and comprehensive set of skills and abilities across a wide range of industries, which help us to identify opportunities, execute transactions and create value in our portfolio companies through operational improvements.

Investment Professionals

Kevin Penn

Managing Director

Since founding ACI Capital in 1995, Mr. Penn has had overall responsibility for all aspects of the Firm's activities. Prior to joining ACI Capital, he was Executive Vice President and Chief Investment Officer for First Spring Corporation, where he ran the firm's buyout activity in addition to having responsibility for all their private equity, direct investment and public investment portfolios. Previously, Mr. Penn was a Principal with the private equity firm Adler & Shaykin and was a founding member of the Leveraged Buyout Group at Morgan Stanley & Co.

Mr. Penn currently serves as a Director of Accent Energy, Cornhusker Energy, Excel Polymers, Healthy Directions, SEMX, Sundance Catalog, and Hollywood Tans. In addition, he serves on the Advisory Board of the Mt. Sinai Hospital Department of Medicine and is an Overseer for the University of Pennsylvania School of Design.

He received a BS Economics from the Wharton School of the University of Pennsylvania, graduating *magna cum laude*, and an MBA from Harvard Business School, graduating with Distinction.

Matthew Bronfman

Managing Director

Mr. Bronfman joined ACI Capital in 2001. In addition Mr. Bronfman is the Chairman of BHB Holdings, an investment company with numerous interests. Mr. Bronfman is one of the controlling shareholders of Israel Discount Bank ("IDB"), one of Israel's largest banks and of Supersol, Israel's largest supermarket chain. In addition, Mr. Bronfman controls the IKEA franchise in Israel and has numerous real estate holdings there and in the U.S.

Prior to joining ACI Capital, Mr. Bronfman was Chairman and Chief Executive Officer of Candle Acquisitions Company, a private-label specialty candle manufacturer. Prior to that, Mr. Bronfman was the Chairman and Chief Executive Officer of Sterling Cellular Holdings, LP, a privately held cellular telephone company. Previously, he was employed by Goldman Sachs & Co. and Cadillac Fairview Corporation Limited.

Mr. Bronfman currently serves on the boards of Bronfman Fisher Real Estate Holdings, Earnest Partners and Palace Candles Inc. Mr. Bronfman is also the chairman of the World Jewish Congress Governing Board. He joined the Board of Directors of the 92nd Street Y in 1991, served as President from 2000 until 2003, and as Chairman from 2003 to 2006. He currently serves as Chairman of the Program Committee and Chairman of the Bronfman Center for Jewish Life Committee.

He received a BA from Williams College and an MBA from Harvard Business School.

TEAM (continued)

Investment Professionals

Mitchell Quain Managing Director

Mr. Quain is a Managing Director with ACI Capital. He was with ABN AMRO, an investment banking, securities and asset management business, from 1997-2001, most recently as vice chairman. Previously, Mr. Quain spent 22 years at Schroder Wertheim. His career at Wertheim was interrupted only once for a brief tour at Prudential where he invested in and/or served on the Boards of privately-held Cognex, Perceptron and PDA Engineering, all of which subsequently went public. Upon his return to Wertheim, Mr. Quain founded Wall Street's first Industrial Manufacturing Group, an outgrowth of his research coverage of multiple niches of machinery companies.

Mr. Quain is the former President of the Machinery Analysts Group and appeared annually on the "Institutional Investor" All Star Research Team for 15 years. He was ranked by "Institutional Investor" as the number one machinery analyst before "retiring" from research.

Mr. Quain is the Chairman Emeritus of the Board of Overseers of the Engineering School of the University of Pennsylvania and has served on the Board of Trustees for the University of Pennsylvania, and is a trustee of Curry College. He Chairs the Finance Committee for the School of Medicine for the University of Pennsylvania and serves on its executive committee. In addition, he has served on the Board of Directors of nine public companies, and presently serves on Hardinge, Inc., Titan International, and Chairs the Board of Magnetek, Inc. He was previously a member of the Board of Trustees of St. Luke's Academy, a prep school in New Canaan, CT.

He graduated with distinction from Harvard Business School and received a BSEE from the University of Pennsylvania.

TEAM (continued)

Investment Professionals

Loren Easton

Vice President

Mr. Easton joined ACI Capital in 2003. Previously he was an Analyst in Lazard Frères' Mergers and Acquisitions group. Mr. Easton received a BA from the University of Pennsylvania, graduating *magna cum laude*, and an MBA from the Wharton School of the University of Pennsylvania. Mr. Easton currently serves as a Director of Sundance Holdings Group and Unified Logistics.

Mira Muhtadie

Vice President

Prior to joining ACI Capital in 2006, Ms. Muhtadie was a Senior Associate at KPS Special Situations, a mid-market private equity fund focused on distressed investment opportunities. Previously, Ms. Muhtadie was an Associate at Lightyear Capital and an Analyst in the investment banking division of Credit Suisse First Boston. Ms. Muhtadie received a BA in Economics from the University of Pennsylvania and an MBA from The Wharton School of the University of Pennsylvania. Ms. Muhtadie currently serves on the Advisory Board of Hollywood Tans.

Lucas Brown

Associate

Mr. Brown joined ACI Capital in 2007. Previously he was an Analyst at Financo, Inc., a leading investment bank focused on mergers and acquisitions in the retail and consumer industries. Mr. Brown received a BS Economics from the Wharton School of the University of Pennsylvania, graduating *summa cum laude*, and was a member of the Beta Gamma Sigma Honorary Society.

Chad Ellis

Associate

Mr. Ellis joined ACI Capital in 2008. Previously he was an Analyst in the Mergers & Acquisitions group at Rothschild where he worked on transactions across a variety of industries. Mr. Ellis received a BA in Economics from the University of Virginia, graduating with Distinction and Phi Beta Kappa.

Advisory Directors

Joseph Doyle

Mr. Doyle is a Senior Advisor to ACI Capital. He began his relationship with ACI Capital in 1996 as a Director of MVE, Inc. Among his other responsibilities, Mr. Doyle is a director of two portfolio companies, SEMX and Excel Polymers, and serves as the Chairman of the Audit Committees of both.

Following his graduation from the University of Scranton, *cum laude*, in 1969, Mr. Doyle began a 17 year career with Peat Marwick Mitchell & Co. (now KPMG), including four years as partner in charge of the Pittsburgh Office audit practice. From 1986 to 1993, Mr. Doyle served in a variety of assignments as a financial executive with the General Dynamics Corporation, including as the CFO of the Marine and Land Systems group. From 1994 to 2005, he served as the Chief Financial Officer of four companies having publicly owned securities: Allison Engine Company, Westinghouse Electric Industrial Companies, US Office Products and Foster Wheeler. At each of these businesses, Mr. Doyle assisted with major structural changes in business and financial operations.

In 2005, Mr. Doyle commenced a career as a financial director and consultant. In addition to working with ACI Capital, presently he is a director of USEC, a NYSE-listed company headquartered in Bethesda, Maryland. He also serves as a trustee for Marian University and Oakland Catholic High School.

Kent Kreh

Mr. Kreh has been associated with ACI Capital since 2001. Mr. Kreh worked alongside ACI Capital to acquire Jenny Craig, Inc. and became Chairman of the Board following ACI Capital's purchase in 2002. Prior to his involvement with ACI Capital, he held various senior management positions with Weight Watchers International, Inc., a division of The H.J. Heinz Company. Mr. Kreh spent 27 years with Weight Watchers/Heinz, the last three years as its President and Chief Executive Officer.

Mr. Kreh has also served in marketing positions at Ford Motor Co., Bristol Myers, General Mills and Georgette Klinger. His experience is in marketing, franchising, licensing and business development/strategic alliances. He currently serves on the advisory board for Hollywood Tans.

Mr. Kreh received his AB Degree an Honorary Doctorate Degree from the University of Missouri Columbia. He is a member of the University of Missouri Arts & Science strategic development board and has been active as a board member of the American Heart Association (NYC). Recently, Mr. Kreh was elected to the Board of Trustees of the St. Louis Art Museum.

Finance & Accounting

Gregory Nolff

Chief Financial Officer, ACI Capital Investors II, L.P.

Mr. Nolff oversees the finance, accounting, and administrative functions of ACI Capital Investors II, L.P. He also serves as the Chief Financial Officer of American Securities Capital Partners, LLC, which he joined in 2003. His prior professional experiences include serving as Vice President of Finance at a diversified middle-market aerospace design and manufacturing company, as Chief Financial Officer of a private equity firm focused on investments in middle-market industrial manufacturing companies, and in a senior management position with Deloitte & Touche LLP's M&A practice in New York. Mr. Nolff received a BS in Accounting from Arizona State University and an MBA from University of Central Florida.

James Mattutat

Chief Financial Officer, ACI Capital America Fund, L.P.

Since joining ACI Capital in 2001, Mr. Mattutat has been responsible for all the financial affairs of the ACI Capital America Fund, L.P. Prior to joining ACI Capital, Mr. Mattutat was the Chief Financial Officer for The Shattan Group, an independent investment banking firm specializing in raising private equity and equity-related capital for private and public middle market companies. Previously, Mr. Mattutat served as Regional Chief Financial Officer for Omnicare, Inc., a publicly held pharmaceutical distribution company and was a Senior Manager in the High Technology Group of Price Waterhouse, LLP. Mr. Mattutat currently serves as Treasurer and Director of The Long Island Capital Alliance and as a Member of the Corporate Advisory Board of the Dolan DNA Learning Center at Cold Spring Harbor Laboratory. Mr. Mattutat is a Certified Public Accountant and received a BS in Accounting from Villanova University.

Jing Situ

Assistant Controller

Jing Situ, Assistant Controller, joined ACI Capital in November 2006. Ms. Situ most recently worked as a tax supervisor for HSBC Alternative Fund Services Global Tax Group and a tax consultant for Deloitte & Touche, LLP. Previous to this, Ms. Situ worked in financial accounting at the Ministry of Foreign Affairs - Department of Finance in Beijing and The Permanent Mission of China to the United Nations in New York. She received her bachelor's degree in accounting from the China Central University of Finance and Economics in Beijing and her Masters degree in Accounting from the State University of New York in Binghamton.

PORTFOLIO

ACI Capital manages over \$500 million in equity capital and has invested in a wide range of companies and industries. We have a demonstrated track record of building strong businesses and in so doing, generating superior returns for our investors. We seek to create value by partnering with exceptional managers and providing them with the resources needed to improve operations and grow organically and/or through acquisitions. While we are disciplined in our investment approach, we are opportunistic and will pursue difficult or challenging investment situations. Our long-term view affords us ample time and flexibility to realize investment objectives through business cycles.

Current Investments



Accent Energy is a leading direct marketer of CleanClimate™ electricity and natural gas supply services to over 140,000 residential and commercial customers in the states of New York, Texas and California. The Company offers customers an alternative to traditional utility suppliers under deregulation programs established by state public utility commissions. Accent Energy is headquartered in Dublin, Ohio.

www.accentenergy.com



Cornhusker Energy Lexington is a leading producer and marketer of ethanol and distillers grain. Founded in 2006, the Company has annual production capacity in excess of 60 million gallons of denatured ethanol. The ethanol produced by the facility is sold principally to refiners in the western U.S. to be blended with gasoline in order to increase oxygen content, raise octane and extend volume. Cornhusker is based in Lexington, Nebraska.



Excel Polymers is a merchant provider of customized thermoset elastomer (rubber) compounds and additives for various industrial applications. Excel is the market leader in North America, with six NAFTA-region sites and facilities in the UK and China. The Company was formerly a division of PolyOne Corporation, a global thermoplastics company. Excel is based in Solon, Ohio.

www.excel-polymers.com



Healthy Directions is a leading direct marketer of branded nutritional supplements, health-oriented newsletters and related health products. Healthy Directions has created platform brands around six health experts with backgrounds in cardiology, women's health, internal medicine and other disciplines, who share the Company's core commitment to effective health advice, products and consumer education. Healthy Directions is based in Potomac, Maryland.

www.healthydirections.com



Hollywood Tans is a franchisor of indoor tanning salons in the U.S. Each Hollywood Tans salon offers a range of UV and UV-free (spray) tanning services as well as a proprietary line of pre- and post-tanning lotions. Hollywood Tans is based in Sewell, New Jersey.

www.hollywoodtans.com



Sundance Catalog Company is a pre-eminent lifestyle direct marketing firm. The Sundance Catalog, founded by Robert Redford in 1989, provides its customers with unique products of exceptional quality, inspired by the American West. The Company's stores, catalogs and internet site offer a broad array of apparel, accessories, furniture, art, home décor and jewelry. Sundance is based in Salt Lake City, Utah.

www.sundancecatalog.com



Unified Logistics was formed in 2008 by ACI Capital and a group of leading logistics industry executives to acquire and aggregate specialized logistics companies focused on the handling and delivery of over-dimensional and/or extremely urgent freight. It currently owns two companies and is seeking to add others. Unified Logistics is based in Bethesda, Maryland.

www.unifiedlogisticscorp.com

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PORTFOLIO (continued)

Selected Exits



Conductus develops, manufactures and markets electronic components and systems based on superconductors for applications in the wireless telecommunications market. In 2002, ACI Capital exited Conductus through a sale of public securities. Conductus is based in Sunnyvale, California.

www.conductus.com



James River owns and operates property/casualty insurance companies that underwrite specialized insurance for business. ACI Capital realized its investment when James River went public (NASDAQ: JRVR) in 2005. James River is headquartered in Chapel Hill, North Carolina.

www.jamesriverins.com



Jenny Craig is one of the largest weight management firms worldwide with more than 650 centers in the United States, Canada and abroad. Founded in 1983, the Company offers a comprehensive weight management program that helps clients learn how to eat the foods they want, increase their energy level and build more balance in their lives for optimal weight loss. The program combines personal, one-on-one consultations at Jenny Craig Centres with nutritionally balanced menu plans. In 2006, ACI Capital sold Jenny Craig to Nestlé. Jenny Craig is based in Carlsbad, California.

www.jennycraig.com



MVE is the largest worldwide manufacturer and distributor of systems used to transport and store cryogenic elements (CO₂, nitrogen, oxygen, and argon) in their liquid states. MVE's equipment is used in a wide variety of industries, including the steel, food, chemical, semiconductor, home health care, restaurant, and animal breeding and biological research.



Qdoba operates and franchises fast-casual Mexican restaurants under the name Qdoba Mexican Grill. Qdoba Mexican Grill combines fresh ingredients with an innovative combination of sauces and marinades to create non-traditional, fast-casual Mexican fare. In 2003, ACI Capital sold Qdoba to Jack in the Box. Qdoba is based in Denver, Colorado.

www.qdoba.com



SEMX is a manufacturer of specialty materials and engineered metal products primarily for electronics applications. The Company's products are used across a wide variety of markets such as the medical device, telecommunications, semiconductor, automotive, industrial, consumer and aerospace/defense industries. In addition, SEMX service capabilities such as tape and reel packaging, testing, verification and component brokerage. In 2008, ACI Capital sold SEMX to Coining, Inc. SEMX is headquartered in Armonk, New York.

www.semx.com



VUTEk is a leading manufacturer of superwide format digital printers for the global outdoor advertising industry. VUTEk's installed base of machines represents over 50% of the worldwide installations of superwide format digital printers. VUTEk is positioned to benefit from the continued shift toward digital printing and increased customization in the outdoor advertising industry. In 2005, ACI Capital sold VUTEk to Electronics for Imaging, Inc. (Nasdaq: EPII). VUTEk is based in Meredith, New Hampshire.

www.vutek.com



Western Shield Label Co. is a manufacturer of short run, high value pressure-sensitive labels. Western Shield's labels, created through a flexographic printing process, are targeted primarily at the food and beverage industries. In 2004, ACI Capital sold a majority of its stake in Western Shield to private investors. Western Shield is based in Los Angeles, California.

www.westernshield.com

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NEWS

January 22, 2009 / SEMX Corporation Completes Merger with Coining Holding Company

August 7, 2008 / ACI Capital Announces the Formation of Unified Logistics and the Acquisitions of Benchmark Logistics and Silk Road Transport

<u>September 13, 2007 / Excel Polymers LLC Purchases Specialized Rubber Processing Business of Chase Elastomer UK, LTD.</u>

July 23, 2007 / Excel Polymers LLC Purchases British Vita's Calender Business

June 20, 2007 / Sundance Catalog Flagship Retail Store Opens for Business in Denver

November 3. 2006 / ACI Capital Closes Fund II At \$335M, More Than Double Fund I By Shasha Dai

<u>June 19, 2006 / Nestlé to Buy Jenny Craig, Betting Diets Are on Rise</u> By Andrew Ross Sorkin

June 19, 2006 / ACI Capital and MidOcean Partners Agree to Sell Jenny Craig to Nestlé

August 16, 2005 / The Skinny on New CEO of Fat-fighting Jenny Craig By Ted Pincus

August 10, 2005 / Insurance Co. James River Trades Up 11% In Debut By Shasha Dai

<u>January 17, 2005 / Sundance Catalog Company Hires Stephen Gordon, Chairman and Founder of Restoration Hardware, as New CEO</u>

<u>September 1, 2004 / ACI Capital and American Securities Capital Partners Complete Acquisition of Phillips Health</u>

August 6, 2004 / Lion Chemical Capital and ACI Capital Close Acquisition of PolyOne's Elastomers & Performance Additives Business, Now Known as Excel Polymers

July 2, 2004 / Sundance Catalog Company Launches New Partnership with Webster Capital and ACI Capital

March 27, 2003 / Accent Energy Acquires Northern Illinois Commercial and Industrial Customers from Nicor Energy

May 14, 2002 / ACI Capital, DB Capital Partners Complete Acquisition of Jenny Craig, Inc.

CONTACT US

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We encourage inquiries directly from business owners and managers, as well as from intermediaries, attorneys, accountants and consultants.

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