

Memo

To Business Buyer
Ed Telling, Jr., President

Re: Reply to your request for information

In response to your request for information, we are forwarding a Confidentiality Agreement to you (please read and sign, then return to us) and a request for information on the entity that would be buying the business, as to experience and financial capacity. It is absolutely critical you provide us with complete and accurate information.

If you will either fax (607-753-3555) or e-mail (etelling@twcny.rr.com) or mail to Telling Group LTD, P.O. Box 750, Cortland, NY 13045, then we will be able to release the full review package to you. Following your review, please let us know whether you are still interested (or if not, please return the material) by faxing or e-mailing any further questions. We will attempt to answer them, at which point we will invite you to visit the actual facility for a tour.

We need to know how to help you as long as you are interested in the business. Tell us you're not interested and the calls will cease. Remember, our client wants a regular report as to your status regarding your interest in their business. To quit, simply tell us, and return the material, but to continue, just follow the outlined approach.

Best wishes,

Ed Telling, Jr.
President
Telling Group LTD

Confidentiality Agreement
Overview of Broker
Buyer Profile

Telling Group LTD ♦ P.O. Box 750 ♦ Cortland, NY 13045
Voice (607) 756-4073 ♦ Fax (607) 753-3555 ♦ e-mail: etelling@twcny.rr.com

Visit our websites at: www.CBEX, bizbuysell, mergernetwork, BizQuest

FAX TRANSMISSION MEMO		Pages:	Date:	Time:
TO: Edward Telling, Jr.		TO:		
COMPANY: Telling Group, Ltd.		COMPANY:		
LOCATION: Cortland, NY 13045		LOCATION:		
FAX: 607-753-3555	TEL: 607-756-4073	FAX:	TEL:	

For the purposes of informing the seller as to my capacity to acquire: (please circle the appropriate response and check each statement completed.)

I have will supplied Financial Information.

I have will supplied Background Information on myself my company.

CONFIDENTIALITY AGREEMENT

This Confidentiality Agreement will confirm our mutual understanding in connection with your providing and our receipt of information regarding the number-designated company list below ("The Company").

"Information" means all the oral or written data, reports, records or materials obtained from us or the Company, including the name, address and type of business of the Company, the knowledge that the Company may be considering a sale, or even the fact that information has been provided.

2 Information is being furnished solely in connection with our consideration of the acquisition of the Company and shall be treated as "secret" and "confidential" and no portion of it shall be disclosed to others, except to those of our employees and agents whose knowledge of the Information is required for us to evaluate the Company as a potential acquisition and who shall assume the same obligations as us under this Agreement. The undersigned hereby assumes full responsibility for the compliance of such employees or agents to the terms of this Agreement.

The undersigned further agrees that it will not interface with any business of the Company through the use of any information or knowledge acquired under this Agreement nor use any such Information for its own account.

3. It is understood that the Company is the intended party and beneficiary whose rights are being protected and may enforce the terms of this Confidentiality Agreement as if it were a party to the Agreement.

4. All Information shall be promptly returned or destroyed, as directed by us of the Company

5. It is understood that (a) no representation or warranties are being made as to the completeness or accuracy of any Information and (b) any and all representations and warranties shall be made solely by the Company in a signed acquisition agreement or purchase contract and then be subject to the provisions thereof.

6. The undersigned acknowledges the responsibility to perform a due diligence review at his own cost and expense prior to any acquisition.

Company Number _____

Name _____

Title _____

Organization _____

FAX () _____

Address _____

Telephone () _____

_____ Date _____

TELLING GROUP LTD.

Please help us help you! This questionnaire is synchronized with our database format and allows us to more readily find the information on companies which may fit your criteria. Please complete and return this profile, via fax or mail, so that we will be able to provide you with data for future opportunity offerings. In addition, please send us a company brochure if possible.

Buyer Profile

Contact: _____ Title: _____ Date: _____

Company: _____

Address: _____

City: _____ State: _____ Zip: _____

Mailing Address (if different from above): _____

Business Phone: _____ Extension _____ Fax: _____

Other Phone #'s: _____

E-mail: _____ Website: <http://> _____

Special Instructions: _____

About your company or group:

Date Established: _____ Number of Principals: _____

Investment Group or Holding Company Private Corporation Public Company

Merchant Bank, Venture Capital or Financing Source Individual Other: _____

ACQUISITION CRITERIA (pick at least one from each group)

Construction Financial/Insurance Manufacturing (Consume) Manufacturing (Industrial)

Retail Services Wholesale/Distr. durables Wholesale/Distr. non-durables

Other: _____

Diversification Financial/Opportunistic High Technology Low Technology

Managers Have Equity Managers to Stay Must Be Profitable Strategic Fit

Turnarounds Considered Other: _____

Geographic: _____

STAND ALONE:

Funds Available for Acquisition (\$'s in 000's) Total Allocated \$ _____ Per Transaction \$ _____

Revenue Minimum \$ _____ Pretax Minimum \$ _____ Cash Flow Min. \$ _____

Please provide additional comments related to your stand alone acquisition needs (SIC code numbers, keywords, etc.)

ADD ON:

Funds Available for Acquisition (\$'s in 000's) Total Allocated \$ _____ Per Transaction \$ _____

Revenue Minimum \$ _____ Pretax Minimum \$ _____ Cash Flow Min. \$ _____

Please provide additional comments related to your stand alone acquisition needs (SIC code numbers, keywords, etc.)

- Please send additional information about Telling Group LTD.
- Please send a listing of additional businesses available for acquisition.
- Please DO NOT send further fax transmittals.
- I have changed incorrect/missing information above. Please update your database.

04/01/01

Telling Group Ltd. ♦ P.O. Box 750 ♦ Cortland, NY 13045
Tel. (607) 756-4073 ♦ Fax (607) 753-3555 ♦ E-mail: etelling@twcny.rr.com

PRINCIPAL'S BIOGRAPHY

EDWARD C. TELLING, JR., MBA, CBC, CBI

PO Box 750, Cortland, New York 13045-0750

Phone: 607-756-4073 ♦ Fax 607-753-3555 ♦ E-mail: etelling@twcnny.rr.com

www.TellingGroup.com

MIDDLE MARKET TRANSACTION EXPERIENCE

President, TELLING GROUP LTD., 1982 – Present

- ♦ A full service company with primary focus on the following areas:
 - Business Brokerage transactions with selling prices of \$3,000,000 and above.
 - Business Appraisal
 - Family Transfers
- ♦ Specializes in providing professional merger and acquisition expertise to privately held businesses.
- ♦ Possesses experience from hundreds of successful business transfers.
- ♦ Has an international network of intermediaries.
- ♦ Was a regular speaker and writer in the brokerage industry.
- ♦ Is on-line with numerous national databases and information services.

PROFESSIONAL ACCREDITATIONS AND AFFILIATIONS

Darrel Fouts Award, by M&A Source to Industry's Top M&A Specialist, November 2002

Chairman Emeritus, M&A Source

Fellow of the International Business Brokers Association (IBBA)

Author, PROFESSIONAL PACKAGING SYSTEMS (PPS)

Author, BUSINESS APPRAISAL CHAPTER, Wiley Press' Handbook on Business Valuation, 1999

Author, BUSINESS APPRAISAL CHAPTER, Wiley Press' Handbook on Business Valuation 3rd Edition, 1998

Author, BUSINESS APPRAISAL CHAPTER, Wiley Press' Handbook on Business Valuation 2nd Edition, 1997

Certified Business Intermediary (CBI), International Business Brokers Association (IBBA)

Certified Business Counselor (CBC), Institute of Certified Business Counselors (CBC)

INTERNATIONAL BUSINESS BROKERS ASSOCIATION (IBBA)

- **Board of Directors**, 1991-1996
- **Chairman of M&A Source** (middle market association), 1993 & 1994
- **IBBA Vice President**, 1993 & 1994
- **Chairman of IBBA Membership**, 1993
- **Treasurer**, 1992
- **Chairman of Membership** – Merger & Acquisition Group, 1992

CORPORATE ACQUISITIONS & MERGER AFFILIATES (CAMA)

- **Board of Directors**, 1990-1991

COMPETITIVE INTELLIGENCE GROUP

- **Founder and Past President**

PROFESSIONAL CONSULTANTS ASSOCIATION

- **Managing Director**, 1999-2001
- **Board of Directors**, 1996-1998

CORTLAND YMCA MEMBER OF TRUSTEE 2000 to Present

CORTLAND YMCA BOARD OF DIRECTORS

- **Treasurer**, 1996-2000
- **Secretary**, 1995-1996
- **Member**, 1994-2001

EDUCATION

MBA – Corporate Finance, 1970, CORNELL UNIVERSITY, Ithaca, NY

B.S. – Business Administration, 1968, DREXEL UNIVERSITY, Philadelphia, PA

New York State Real Estate Brokers License plus continuing education courses

U.S. Army – Captain (retired), various schools