

HAAS
WHEAT &
PARTNERS

300 Crescent Court – Suite 1700
Dallas, TX 75201
214-871-8300
www.haaswheat.com



Experience | Discipline | Integrity

Firm Overview

Haas Wheat & Partners is a Dallas-based private investment firm specializing in strategic equity investments and leveraged buyouts of middle market companies. Since 1984, the Firm has compiled an impressive track record investing in both private and public companies. During this time frame, the Firm has made numerous investments in transactions which collectively have exceeded \$7 billion. We believe that the consistent application of our proven investment philosophy, while remaining adaptable to the specifics of each investment, has been an essential ingredient in the Firm's ability to generate superior investment returns over the past three decades.

Throughout the Firm's heritage, we have maintained a disciplined adherence to our investment criteria, while remaining flexible regarding the form of our investments. The Firm has compiled an impressive track record investing in both public and private companies, and the Firm's investments have included both minority and control equity positions.

The Firm has partnered with leading executives to build world-class companies. We believe that the Firm's "center of gravity" is our alliances with senior management and that successful investing can best be achieved by cultivating the complementary strengths of capital partners and management partners.

HWP focuses on companies headquartered in the United States and has invested across a broad spectrum of industries, with particular concentration on:

- Healthcare
- Consumer products and services
- Specialized business services and manufacturing

Our investment fund is comprised of a relatively small number of exceptional financial partners, consisting of institutional investors, pension funds and private investors.



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Investment Philosophy

The Firm has maintained a consistent and disciplined adherence to the proven investment philosophy which was established by the founders in the 1980's. We believe that the cornerstone of any investment is the senior management team, and we therefore view establishing a strong partnership with management as critical to the success of each investment. We seek to invest in outstanding companies that have relatively simple, straightforward businesses and established track records. Additionally, there are fundamental characteristics that we seek in each investment opportunity and another set of characteristics that we avoid.

The attributes we seek are:

- Solid entrepreneurial senior management
- Strong likelihood for predictable real growth
- Value-added products or services
- High operating margins with strong cash flow attributes
- Leading market share in a defensible niche, or a strong market position with substantial acquisition opportunities in a fragmented industry

The attributes we avoid are:

- Excessive sensitivity to recessionary or commodity business cycles
- High risk of technological obsolescence
- Highly regulated industries
- Extreme capital intensity
- Aggressive foreign competition

HWP focuses on companies headquartered in the United States and has invested across a broad spectrum of industries, with particular concentration on:

- Healthcare
- Consumer products and services
- Specialized business services and manufacturing

The Firm's individual equity investments have been of varying sizes ranging from approximately \$25 million to \$200 million, with a majority of our investments in a range of \$40 million to \$75 million. For private companies, we typically seek companies with enterprise values between \$50 million and \$200 million. For public investments, we typically seek companies with market capitalizations between \$300 million and \$2 billion.



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General Partners

Robert B. Haas – *Chairman*

Mr. Haas is Chairman of the Board and a founder of HWP. Prior to the formation of the Firm in 1992, Mr. Haas served as a founder and Chairman of its predecessor firm Hicks & Haas, which also engaged in leveraged acquisitions and equity investments since 1984. Prior to 1984, Mr. Haas was a principal of a venture capital firm and a partner in a Midwest law firm specializing in corporate and securities law. Mr. Haas has served as a member of the Boards of Directors of numerous companies in which the Firm and its predecessor invested substantial equity capital, including AMN Healthcare Services, Playtex Products, A & W Brands, Dr Pepper Company, The Seven-Up Company, Nebraska Book Company, Sybron International Corporation and Medfinders, Inc.

In addition to his investment career, Mr. Haas has pursued his passion for wildlife and aerial photography with the publication of seven books including *Through the Eyes of the Gods* and *Through the Eyes of the Condor* (both published by National Geographic). His photography has been exhibited in numerous venues throughout the world, and *Through the Eyes of the Gods* and *Through the Eyes of the Condor* are two of the largest selling single photographer works in National Geographic's history. In 2002, the United Nations Environment Programme presented Mr. Haas with an award for his contributions on behalf of endangered species and the environment.

Mr. Haas received a J.D. from Harvard Law School and a B.A. from Yale University and has endowed Chairs in Corporate Finance at both Harvard Law and the Yale School of Management.



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General Partners – (continued)

Wyche H. Walton – *Managing Director*

Mr. Walton joined HWP in 1995 and serves as a Managing Director and a partner in the Firm. Mr. Walton has over 14 years of experience investing in the private and public sectors. He is integrally involved in all facets of the Firm's activities, including the strategic implementation of the Firm's investment philosophy, the origination, development and evaluation of investment opportunities, as well as the structuring, negotiation and execution of the Firm's transactions. Since joining HWP, Mr. Walton has played a significant role in all of the Firm's investment transactions including portfolio company acquisitions, strategic minority investments, recapitalizations, add-on acquisitions, public equity offerings, debt financings, and execution of exit strategies for the Firm's portfolio investments. Mr. Walton has served as a member of the Board of Directors for numerous HWP portfolio companies, including Playtex Products, Smarte Carte Corporation, Nebraska Book Company and Medfinders, Inc.

Prior to HWP, Mr. Walton served as Vice President at a hedge fund located in Dallas, Texas. Mr. Walton received his B.B.A. from Baylor University.

James G. Wilson – *Senior Vice President*

Mr. Wilson joined HWP in 1998 and currently serves as Senior Vice President and a partner in the Firm. He is heavily involved in identifying and evaluating investment opportunities and has significant responsibilities and oversight of the Firm's due diligence activities. Mr. Wilson has spent the previous ten years in the private equity sector serving in multiple roles for HWP, which have included participation in portfolio company acquisitions, public equity offerings, and the sale of portfolio investments. Mr. Wilson also has responsibility in the areas of monitoring the Firm's investments as well as financial planning, tax, investment reporting and investor communications for the Firm and its affiliates.

Mr. Wilson's background includes positions at PepsiCo, Inc., and Coca-Cola Enterprises within the finance and accounting departments. Previously, Mr. Wilson was at KPMG, LLP where he specialized in the consumer products and energy business lines.

Mr. Wilson holds a B.B.A. in Finance from Baylor University. He received certification by the Texas State Board of Public Accountancy in 1991. Mr. Wilson is involved in various charitable organizations, including service on the Board of Trustees for The Covenant School of Dallas and Harvesters Reaching the Nations, an orphanage and school serving the people of southern Sudan.



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Investments

Since 1984, HWP has compiled an impressive track record investing in both private and public companies. During this time frame, the Firm has made numerous investments in transactions which collectively have exceeded \$7 billion. The Firm's investments have been of varying sizes and have included both minority and control equity positions. A listing of representative investments is presented below.

Current Investments



Medfinders, Inc.

Medfinders, formerly known as Nursefinders, is a leading healthcare staffing company which participates in each of the four major healthcare staffing segments (per diem nurse, travel nurse, physician and allied healthcare), as well as the home healthcare market. Medfinders owns and operates some of the oldest and best-known brands in the industry, and is a leader in the travel allied health staffing and local nurse staffing segments. The Company is also the nation's largest provider of Vendor Management Solutions ("VMS"), where the healthcare facility customer outsources its entire temporary staffing recruitment function to Medfinders. The Company provides healthcare staffing services to more than 6,000 hospitals, nursing homes, healthcare centers and patients across the country.

In 2007, HWP made a strategic private equity investment in Medfinders. This investment was made in partnership with the Goldman Sachs Urban Investment Group and Pharos Capital Group. In 2008, the Company strengthened its allied healthcare staffing business through the acquisition of Resources On Call. Medfinders places over 20,000 healthcare professionals on assignments and operates over 100 medical staffing and home care offices across the U.S.



Inverness Medical Innovations, Inc.

Inverness is a global leader in the development, manufacture, and marketing of rapid, point-of-care diagnostic products that are used in the hospital, physician office, and home markets. Inverness has the largest product portfolio covering over 100 disease states and conditions. The Company is focused on facilitating timely data-driven medical interventions at the point of care in order to empower patients to take charge of their own health and to improve patient outcomes. Consistent with the pursuit of this strategy, Inverness expanded into the disease management sector through the acquisitions of Matria Healthcare (a former HWP portfolio company), Alere Medical and ParadigmHealth. Disease management programs focus on managing the care of chronically ill patients to improve the quality of healthcare delivered, while simultaneously reducing the related healthcare costs.

In 2007, HWP made a strategic minority equity investment in Matria and was one of the Company's largest shareholders. In May 2008, Inverness and Matria completed a merger in which Matria shareholders received a combination of cash and Inverness preferred stock as consideration. HWP continues to hold its investment in Inverness preferred stock, which trades publicly on the NYSE.



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Investments (continued)

LCA-Vision Inc.



LCA-Vision Inc. is the largest provider of fixed site laser vision correction services in the United States, operating 61 vision correction centers in 44 domestic markets under its LasikPlus brand name. A pioneer in the industry, LCA-Vision was among the first providers of laser vision correction in the U.S. following FDA approval in 1995, and has since performed over 1,000,000 procedures. The Company participates in a large, but relatively untapped market. There are approximately 65 million potential candidates for laser vision correction in the U.S., but only an estimated 5.5 million individuals have had the procedure performed, representing a penetration rate of only 8%. LCA-Vision is the leading provider in the value-priced segment, which has historically been the fastest growing segment of the laser vision correction market.

In 2006, HWP made a strategic minority equity investment in LCA-Vision and is currently one of the Company's largest shareholders. LCA-Vision's common stock is publicly traded on the NASDAQ National Market under the ticker "LCAV".

Symmetry Medical Inc.



Symmetry Medical Inc. is the world's largest independent provider of implants, instruments and cases to orthopedic device manufacturers. In addition to the orthopedic market, which accounts for over 80% of the Company's revenues, Symmetry Medical also manufactures products for other medical device markets, including spinal, trauma, dental, cardiovascular, and ophthalmology. Headquartered in Warsaw, Indiana, the Company designs, develops, and manufactures its products through a system of 19 facilities located throughout the United States, Europe, and Malaysia. Through its Total Solutions® business model, Symmetry Medical provides a "one-stop shop" outsourcing alternative for its customers.

In 2006, the Firm made a strategic minority equity investment in Symmetry Medical and is currently one of the Company's largest shareholders. HWP acquired its interest through a series of open market purchases and privately-negotiated transactions. Symmetry Medical's common stock trades publicly on the New York Stock Exchange under the ticker "SMA".



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Prior Investments (partial list)



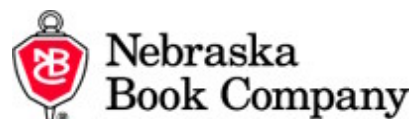
AMN Healthcare Services, Inc.

AMN Healthcare Services, Inc. is the largest temporary healthcare staffing company in the U.S. As a nationwide provider of travel nurse staffing, locum tenens (temporary physician staffing) and physician permanent placement services, the Company recruits physicians, nurses and allied healthcare professionals and places them on temporary assignments and in permanent positions at acute-care hospitals, physician practice groups and other healthcare facilities throughout the U.S.

The Firm made an investment of \$72 million in 1999 to acquire AMN in a transaction valued at \$148 million. HWP subsequently invested an additional \$46 million in AMN in order to consummate a series of strategic add-on acquisitions. AMN completed its initial public offering in 2001 and began trading publicly on the New York Stock Exchange under the ticker "AHS".

During HWP's ownership, AMN became the fastest growing company in its industry and the #1 provider of travel nurse staffing services, growing revenues from \$145 million in 1999 to over \$700 million at the time of HWP's exit in 2005.

HWP sold its investment in AMN through a series of public sale transactions, including two secondary offerings and a tender offer, realizing net proceeds of over \$500 million. The Firm's investment in AMN generated a multiple return of 4.4x and an internal rate of return of more than 60%.



Nebraska Book Company

Nebraska Book Company is one of the leading companies in the college bookstore industry. The Company is among the largest wholesale distributors of used college textbooks in North America selling more than 7.2 million textbooks annually. In addition, the Company operates more than 240 college bookstore locations across the United States. Nebraska Book also provides additional services that complement its core businesses including an e-commerce solution, comprehensive store management systems, centralized buying and marketing services and a distribution business serving distance education providers.

In 1998, the Firm acquired Nebraska Book in a transaction valued at approximately \$245.0 million. Additionally, HWP made subsequent investments to fund a series of strategic add-on acquisitions. During HWP's ownership, Nebraska Book nearly doubled the size of its college bookstore operation to become the largest operator of off-campus college bookstores in the United States. Nebraska Book's revenues increased from \$200 million in 1998 to \$400 million at the time of HWP's exit in 2004. HWP sold its investment in Nebraska Book in three separate transactions during 2002 – 2004 at a substantial gain.



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Prior Investments (partial list) - continued



Playtex Products, Inc.

Playtex Products, Inc. is a leading manufacturer of a diversified portfolio of well-recognized, market-leading personal care and consumer products including feminine care, infant care, and skin care products. Playtex is one of the premier branded consumer products companies in North America with some of the most highly recognized brand names including Playtex tampons, Banana Boat, Wet Ones, and Playtex gloves. Approximately 98% of the Company's net sales are from products that are #1 or #2 in their respective markets.

In 1995, the Firm negotiated and completed the purchase of a 40% ownership stake in Playtex and the right to nominate a majority of the Company's Board of Directors. HWP invested \$180 million to acquire its ownership interest, becoming the Company's largest shareholder in a transaction valued at over \$1.0 billion. The investment substantially de-levered the Company and improved Playtex's capacity to undertake attractive acquisitions and to allocate cash flow to other revenue-enhancing and brand-building activities.

During HWP's ownership, Playtex significantly expanded its infant care and other consumer product businesses through both internally generated growth and a number of strategic acquisitions that added brands such as Banana Boat, Diaper Genie, and Wet Ones. The Firm also assisted the Playtex management team in restructuring its balance sheet. During 2005 – 2007, HWP exited its investment through a series of transactions, including the 2007 sale of Playtex to Energizer Holdings, Inc. in a transaction valued at approximately \$1.9 billion, resulting in a substantial gain on its investment.



Smarte Carte, Inc.

Smarte Carte, Inc. is the leading concessionaire of baggage cart, locker, stroller and other passenger and guest services at nearly 1,000 airports, train stations, bus terminals, shopping centers and entertainment facilities around the world. Smarte Carte operates in eleven countries on five different continents.

The Firm acquired Smarte Carte in 1996 in a transaction valued at \$113 million. During HWP's ownership, Smarte Carte completed a series of strategic add-on acquisitions, expanding its breadth of service offerings and aggressively penetrating international markets. At the time of the Firm's exit from its investment, Smarte Carte was the largest operator of baggage cart rental services to the domestic airport market and was the leading provider of storage locker systems in U.S. airports and stroller and cart rental services for retail malls. The Firm sold its investment in Smarte Carte in 1999 at a substantial gain.



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Prior Investments (partial list) - continued



Sybron International Corporation

Sybron International Corporation is the former parent company of two world-leading manufacturers of value-added products for the laboratory and dental supply markets:

- Apogent Technologies Inc. - a worldwide leader in the areas of labware and life sciences, diagnostics and microbiology, clinical and industrial technologies, and laboratory equipment. Apogent Technologies' common stock was publicly traded on the New York Stock Exchange under the ticker "ADT" until 2004, when the company was acquired by Fisher Scientific for \$2.7 billion.
- Sybron Dental Specialties, Inc. – a global leader in the manufacture of products for the professional dental and orthodontics markets. Sybron Dental Specialties' common stock was publicly traded on the New York Stock Exchange under the ticker "SYD" until 2006, when the company was acquired by Danaher Corp. for \$2.0 billion.

The Firm completed the acquisition of Sybron in 1987. During HWP's ownership, the Company executed a series of over 80 add-on acquisitions as well as implementing continuous cost-saving measures. Sybron completed its initial public offering in 1992.

By 2001, the Firm had sold substantially all of its common equity in a series of public sales, generating a multiple return of approximately 40x its original investment.



Dr Pepper Company

Dr Pepper Company manufactures, markets and distributes soft drink concentrate and fountain syrups (concentrate with sweeteners and water added) principally to independent franchised bottlers in the United States and Canada. At the time of the Firm's investment, the Company's major beverage products were sold under the Company's Dr Pepper and Diet Dr Pepper trademarks.

The Firm led the acquisition of Dr Pepper in 1986. In May 1988, Dr Pepper and Seven-Up formally merged to form Dr Pepper/Seven-Up Companies, Inc., and approximately 50% of the common equity of the newly-formed entity was sold in a transaction valued at \$1.3 billion. This value compares to the combined \$653 million cost of Dr Pepper and Seven-Up less than two years earlier. By 1994, the Firm had sold substantially the remainder of its equity investment in a series of private and public sales, generating an aggregate multiple return of over 10x its investment.



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Prior Investments (partial list) - continued



The Seven-Up Company

The Seven-Up Company manufactures, markets and distributes soft drink concentrate and fountain syrups principally to independent franchised bottlers in the United States. At the time of the Firm's investment, the Company's major beverage products were sold under the 7-Up and Diet 7-Up trademarks.

The Firm led the acquisition of Seven-Up in 1986. Although financed separately from the Firm's 1986 acquisition of Dr Pepper, the two soft drink concerns were immediately affiliated through identical senior management and integrated operations.

In 1988, Seven-Up and Dr Pepper formally merged to form Dr Pepper/Seven-Up Companies, Inc., and approximately 50% of the common equity of the newly-formed entity was sold in a transaction valued at \$1.3 billion. This value compares to the combined cost basis in 1986 of \$653 million for Dr Pepper and Seven-Up less than two years earlier. By 1994, the Firm had sold substantially the remainder of its equity investment in a series of private and public sales, generating a multiple return of over 40x its investment.