



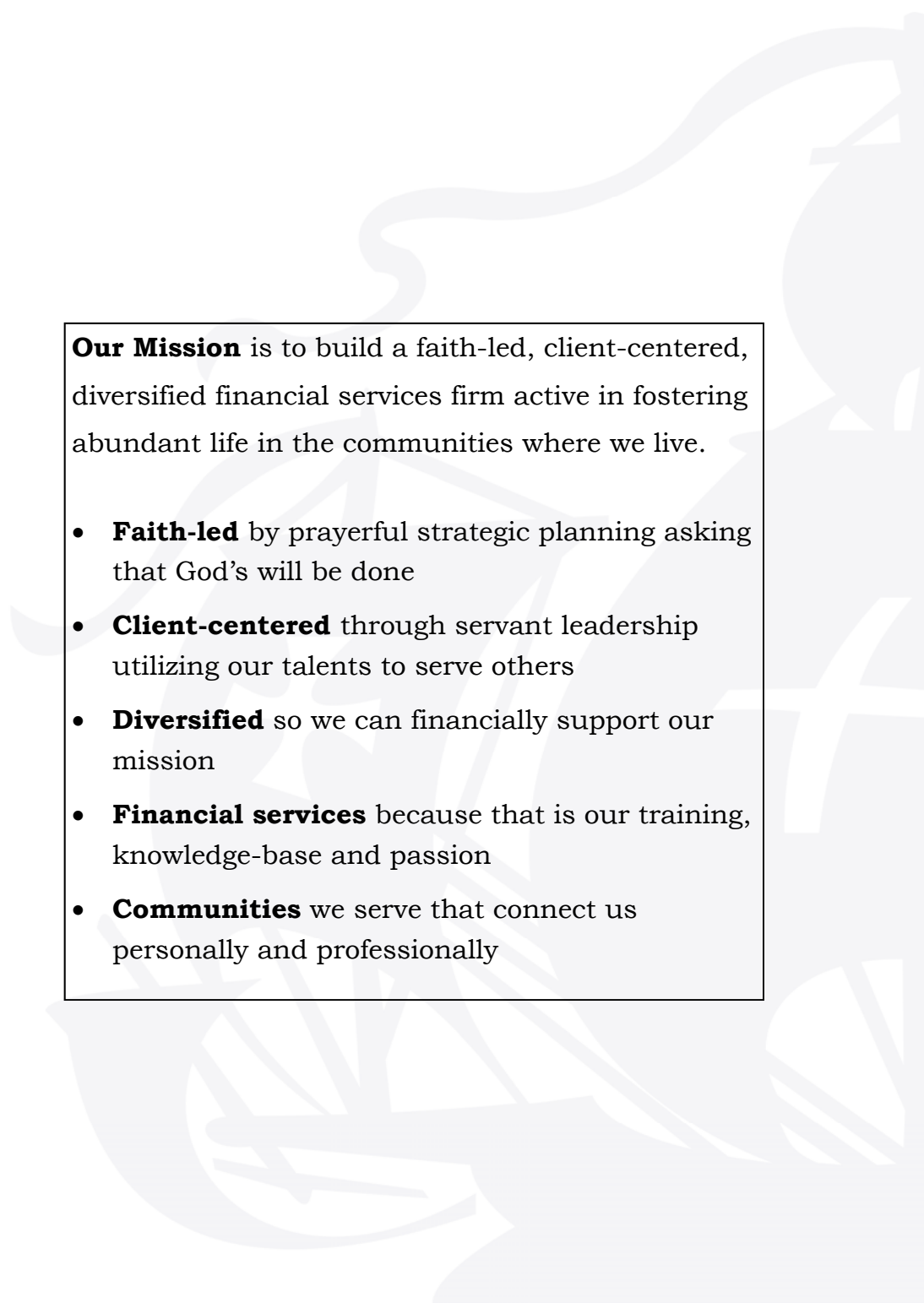
FIFTH AVENUE

A D V I S O R S

Magnus Capital & Compass Advisory Group

**Trusted Leadership in Investment Banking
and Family Wealth Management**

Liquidity + Transparency + Control + Stewardship



Our Mission is to build a faith-led, client-centered, diversified financial services firm active in fostering abundant life in the communities where we live.

- **Faith-led** by prayerful strategic planning asking that God's will be done
- **Client-centered** through servant leadership utilizing our talents to serve others
- **Diversified** so we can financially support our mission
- **Financial services** because that is our training, knowledge-base and passion
- **Communities** we serve that connect us personally and professionally

Fifth Avenue Advisors was founded to serve our clients' private financial matters through two complementary service offerings, Investment Banking and Wealth Management.

Selling Your Business

We manage the sale of your business through our Investment Banking subsidiary, **Compass Advisory Group**. You may have spent a lifetime building your business and now it's time to receive full value for the long hours you put in all those years. We will simplify a complicated and emotional process, always maintaining complete confidentiality. We align ourselves to your goals: to find the right buyer, obtain the best price for your company, and make certain that it is structured to best fit your situation and achieve superior results.

Managing Your Wealth

Our job is to keep our clients wealthy and help them gain control over their wealth. Our Registered Investment Advisor subsidiary, **Magnus Capital Management**, will help you break down the wall of complexity between you and your money. We will coordinate and simplify what may seem overly complex, giving you knowledge and comfort that you're not overpaying or taking too much risk with your assets. We will customize a wealth management solution that precisely matches your needs by putting our substantial investment skills to work in tailoring your successful long-term wealth plan.

Compass Advisory Group



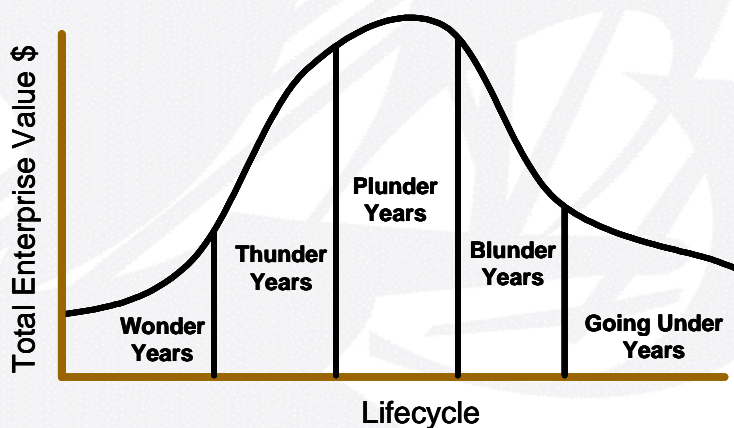
Compass Advisory Group is a leading provider of investment banking services focused on small and mid-sized privately held companies. Our reputation has been earned by carefully crafting business transactions that have maintained future sense for both parties.

Our client's success is our commitment

- We help our clients achieve their financial and strategic goals at defining moments in the course of their businesses.
- We provide superior merger and acquisition (M&A), strategic planning and financial advisory services, based upon operating expertise rather than relying solely on financial engineering.
- Ultimately, we believe that entrepreneurial owners are better represented by investment bankers that were entrepreneurs themselves.

We focus primarily on the “sell-side”, working for the owner or partners of a business seeking to sell or merge. Every business owner has a percentage of their net-worth tied up in their business. In some cases this percentage can be as high as 80% or 90%. Certain life events or milestones in a comprehensive plan may trigger the need to convert all or part of this locked up net-worth to a liquid asset.

Best Time to Sell during Lifecycle



Our M&A Process

Your investment banking firm should bring a complete skill set to the engagement in order to bring about a successful transaction. Financial sophistication, negotiation acumen, and board-level relationships are critical but so is an often overlooked skill: Project Management.

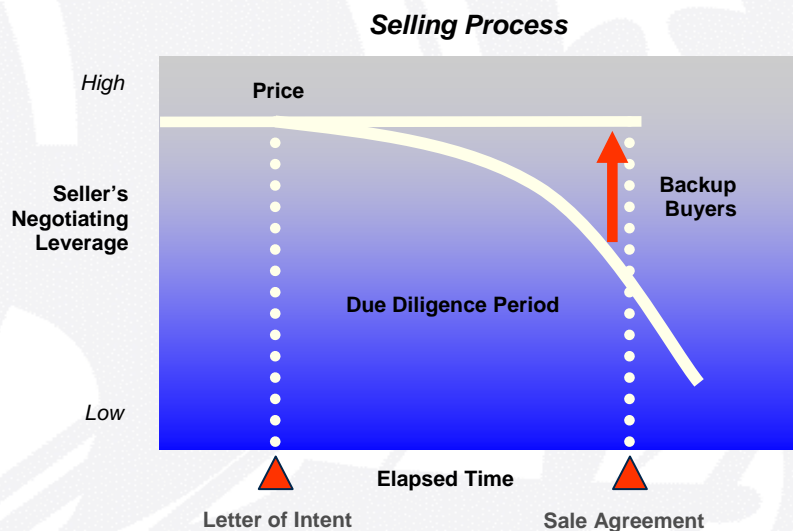
Compass utilizes our own proprietary project methodology entitled **SystemOne**. The chart below illustrates this methodology for a sell-side engagement. Our process has proven highly effective for our clients by emphasizing strategic marketing, disciplined project management, regular status reporting, strict confidentiality and integrity-based negotiations.

Phase	1 Company Evaluation				2 Preparation and Research				3 Strategic Marketing								4 Solicit LOI				5 Due Diligence and Final Negotiations						6 Execution and Closing			
Weeks	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30+
	Understand ownerships' financial and strategic objectives								Contact Target List Execute confidentiality agreements Distribute marketing materials Prepare management presentation Chemistry phone calls Move bidders along parallel paths								Generate competition Schedule on-site visits Decide upon optimal financial structure Select final candidates				Conduct Due Diligence Negotiate definitive merger or purchase agreement Conduct final due diligence Post merger integration planning						Obtain signatures and approvals Wire funds Close transaction Announce transaction			
	Industry Research																													
	Financial Statements Review																													
	Operations Review																													
	Create marketing materials																													
	Develop Target List																													

M&A Sell-Side Advisory Services

Mostly, we are representing a seller, on an exclusive basis, who has decided, for any number of reasons, to sell their business to a buyer that brings strategic value to the combination. We provide complete engagement and transaction management services in support of the business owner who maintains control of all critical decisions.

To establish a strong negotiating position, it is critical to maintain a disciplined process with adequate backup buyers. We designed our **SystemOne** methodology to pique simultaneous Letters of Intent from multiple buyers. Multiple offers create a market for the business and defend against price erosion should negotiations falter.



M&A Buy-Side Advisory Services

Sometimes, we represent the purchaser of a business. The purchaser may be an individual, a company or a private equity group. This typically involves an engagement to represent the buyer in their pursuit of viable acquisition targets. We initiate the transaction by bringing the potential acquisition idea to the client or the client will have already identified or even initiated discussions.

Financial Restructuring

We understand that most successful entrepreneurs will accumulate an increasing percentage of their personal net worth in their business. Access to such wealth can often be limited by annual distributions subject to unpredictable economic climates and regulatory guidelines. In making a decision to recapitalize their business, owners balance the desire for liquidity in estate planning against the loss of operational control. We can assist in structuring a transaction, which allows a business owner to achieve personal liquidity and retain some operational autonomy.

Corporate Divestiture

Regardless of the economic environment, corporations regularly label independent businesses as “non-core.” Orphaned divisions are often ignored strategically. We partner with existing management to acquire such divisions, assist in establishing stand-alone corporate services where needed and, if necessary, locate a seasoned CEO. Once separated from corporate bureaucracies, these businesses can thrive as independent entities when provided with appropriate capital resources. We assist corporations in divesting these divisions or can represent private equity sources looking to capitalize on these opportunities.

Management Buyout

A common transaction is the purchase of a private business by incumbent management, especially where family succession is not an alternative. We facilitate transactions for business owners who are already retired or want to retire and provide them with complete or partial liquidity, while ensuring that current management will continue to run the business.



Timothy J. Cartwright
Compass Advisory Group

Mr. Cartwright recognizes that small to mid-market growth companies are under-served by the traditional investment banks. A majority of M&A professionals lack operating expertise and therefore, have difficulty evaluating business models, competitive differentiation, and private ownership concerns of companies this size. With 17 years of experience in strategic consulting, business transactions and financial services, Mr. Cartwright is well-qualified to accomplish these tasks. A serial entrepreneur, he founded By-Products Interactive, an electronic trading, market research and publishing company; and Benchmark Solutions, a supply chain consulting company. He began his career working with middle-market companies at Arthur Andersen with a specialty in enterprise software solutions. Mr. Cartwright earned his MBA degree from J. L. Kellogg School of Management at Northwestern University and his undergraduate degree from the University of Wisconsin. Locally, he is President of the Gulf Coast Venture Forum, an angel investor network devoted to early stage business.

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John L. Slusar
Compass Advisory Group

Mr. Slusar has fourteen years of experience in the financial industry as a corporate financial officer and mergers and acquisitions specialist. Before joining Compass in 2006, he was a financial executive with Allen Systems Group, Inc. of Naples, FL. Prior, he was a senior financial analyst in the mergers and acquisition division of Morgan Keegan in Memphis, TN. He began his career and was a principal with SLI Asset Management, a private family wealth management office in Cleveland, OH. Mr. Slusar earned his BA from DePauw University, and his MBA from Case Western Reserve University.

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Magnus Capital



Magnus Capital Management is an independent Wealth Advisor serving affluent families. We believe that wealth management means a lot more than simply administering assets. More importantly, it's about laying the foundation for the rest of your life and beyond.

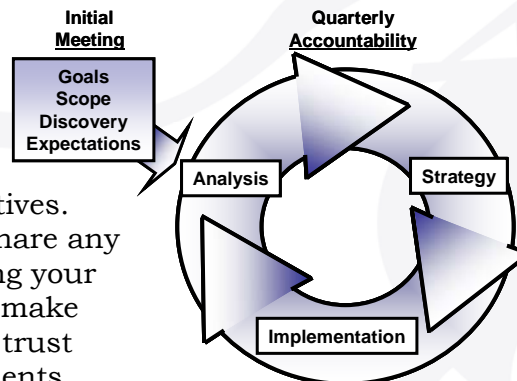
Our personal approach provides families with an independent objective view of their wealth management. Many families are concerned that the firms currently managing their money truly do not have the client's best interests as their top priority. We do not custody assets or sell product. We provide comprehensive oversight, sitting on your side of the table to provide the support, expertise, and objectivity needed for your family to make unbiased decisions with regard to your financial life.

We empower you to take control of your financial future by breaking through the wall of complexity that is often inefficient and frustrating. Our business is helping you to **"break down the wall of complexity between you and your money"**. By quantifying and adjusting risk throughout your entire net worth, we make certain that you are being rewarded appropriately for the risk that you agree fits your profile. We establish transparency by helping to reduce and uncover fees that you may not have realized you were paying and allow you to "see all the way to the bottom" of your portfolios.

In addition to oversight and advocacy, we see our process as an educational tool for families. Our core responsibility is to protect, preserve, expand and manage your wealth to fulfill your legacy and stewardship goals.

Initial Meeting

Our Wealth Management Process begins with allowing us to better know you and your family. Most importantly, it helps us understand your goals and objectives. It also gives you an opportunity to share any concerns or past difficulties regarding your investments. If appropriate, we will make arrangements to collect statements, trust information and all pertinent documents.



Analysis

This step allows us to review your current investment portfolio, estate planning, insurance needs, legal documents (wills, trust, incapacity, etc.), taxes, education strategies, budgeting, retirement projections, charitable planning and gifting, cash management, and business continuity and transition issues. We have a comprehensive fact-finding questionnaire that we use to make sure we cover all the bases. After that review is complete, we move into the strategy portion of the process.

Strategy

The strategy session provides a summary of our findings and recommended solutions. We spend a great deal of time with this portion of the process because it is the most important step! The implementation stage begins once we develop your custom built strategy.

Implementation

This is where the strategy and investment policy are put into action. We handle all the transfers of assets (if necessary) and set up meetings with your other advisors to get their input and make them aware of any and all changes.

Accountability

Magnus Capital provides ongoing monitoring and client reports on a regular basis. The cycle repeats itself over time as market opportunities and life events require evolution of the strategy. Regularly scheduled meetings are held with each client to monitor progress and assess flexibility.

We work with you individually and in partnership with your existing advisors and trust experts. It is critical that we maintain the strong relationships that are already in place and foster coordination amongst your financial team. As your private wealth advisor, we will offer you both unmatched personal attention and a complete range of financial solutions. We put our years of experience to work for you in every area of wealth management.

Organize and educate through Family Meetings

At our client's request, we will coordinate an annual forum to discuss important family issues, including education on the responsibilities of wealth, family and personal goal setting, and wealth transfers between generations and general family finances.

Navigate through Legacy Planning

We focus specifically on generational wealth-transfer issues, including maximizing the transfers to one or more generations, business succession strategies, investments, continuity in advisor relationships and distributions.

Explore opportunities for Philanthropic Planning

If necessary, your family will receive guidance in planning and fulfilling charitable and other philanthropic desires. We help to develop a family mission statement, guide your family through the grant-making process and the creation, management and administration of a family foundation. In addition, we can advise families on developing a decision-making process to select worthy charities.

Become your trusted advisor for Investment Planning and Management

Our process includes asset allocation design, development of an investment policy, strategies for various positions, recommendations for investment diversification and risk reduction, real-estate and insurance solutions, use of traditional and non-traditional investments, search and selection of investment managers, performance monitoring, reporting and implementation.

You may long ago have developed an investment philosophy that guides the way you handle your wealth. But, as your assets have grown so has the complexity. We can help create an environment where your money is working for you rather than you working for your money

We will give careful thought to developing a revised investment philosophy that gives direction, flexibility, and meaning to the handling of your now substantial financial assets. It's like your own customized guidebook that establishes where you want to go, how you want to travel, and the tools or vehicles that will take you there. Here are five critical components of a successful investment philosophy that we craft with your input:

- Establish detailed goals and objectives for what you want your money to accomplish for you and your family. We may want to make an actual list which can then be prioritized by importance and urgency.
- Decide on the investment timeframes for each of your primary goals. Your investment choices will vary significantly depending on your time horizon.
- Determine your entire net-worth across all of your assets, including real-estate, pensions, retirement accounts, personal savings, insurance, annuities, liabilities and traditional investments.
- Decide how much money you will actually need to achieve each of your goals. We can then determine the appropriate investment tactic in each case.
- Develop an understanding of the type of investor you are. Everyone has a different level of risk tolerance, therefore, we will develop an investment philosophy that reflects the amount of risk that is acceptable to you.

We believe the key to deriving benefit from significant wealth is to manage with a purpose. That is, to establish a set of goals that will bring value not just to you and your family but bring a deeper sense of satisfaction of how your wealth can be used as a builder of a strong family legacy.



Craig W. Lyon
Magnus Capital

Mr. Lyon is a proponent of effective communication between family members to foster a rewarding legacy. He is trustee for numerous trust accounts, an officer of a private charitable foundation, and advisor to real-estate, private equity and venture capital transactions. Mr. Lyon has more than 18 years of experience in the financial industry with direct responsibility and management of institutional, retail and hedge fund investments. His early career began at the Chicago Mercantile Exchange as an Arbitrage Clerk and then a Floor Trader in the Foreign Currency Pits. He joined the investment team at Masco Corporation, a Fortune 500 company, assisting Samuel Valenti III manage a \$400 million pension fund in-house. He became a Series-7 registered representative with McDonald Financial Group and then with Leonard & Company while still working closely with Valenti Capital on its hedge funds and alternative investments. Mr. Lyon earned his B.S. in Business from Miami University in Ohio. With a keen interest in technical and statistical analysis, Mr. Lyon has devoted much of his career to the study of the financial markets.

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Gary B. Price II
Magnus Capital

Mr. Price is a 17-year veteran of the financial services industry. He is a Certified Trust Financial Advisor (CTFA). His commitment to continuing education allows him to remain at the forefront of the industry and deliver comprehensive investment services. In addition to Magnus Capital, Mr. Price is dedicated to the pursuit of public service. He served five years on the Naples Planning Advisory Board, including two years as chairman. In February 2006, he was elected to a four-year term on the Naples City Council where he oversees the city's strategic progress. Mr. Price has also served on many charitable boards including The Ronald McDonald House of Southwest Florida and Orlando, the Boys and Girls Club of Naples and Ocala, United Way, and the Naples Art Association. He attended Ohio State University where he earned a double major in finance and real estate and urban analysis. He also completed a three-year graduate program through the University of South Florida and the Florida Bankers Association.

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“The concept that you have a life in business and a separate life spiritually is false. The two go hand in hand. If you have a spiritual life it should show in your business.

The way you work with your colleagues, the way you try to help your customers, the way you treat your competitors.

All those things have to be founded on love, have to be founded on giving rather than getting. And if you do that, your business will prosper.”

- Sir John Templeton



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