

THE PINES LAW FIRM, LLC

Attorney at Law

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February 18, 2009

Dear Jim:

I was most pleased when you asked if I would consider providing you with a letter setting forth my experience in working with you and your company. Since 2003, you and I have had the opportunity of working together on multiple transactions. In each of these transactions we had a common client with you acting as the seller's broker while I provided legal representation to the seller. I can state without qualification that in each and every instance your participation in the sale and negotiation process was significant in bringing about a successful closing.

As you are aware, buyers and sellers often have greatly differing expectations as to the value of a business and what they expect and seek to demand in connection with a purchase/sale. Sometimes the demands of a buyer can be so out of line that it can be financially dangerous and even foolhardy for a seller to accept a buyer's position and close just to bring the process to a conclusion. Sometimes in negotiations to sell a business it is important to say "No" to a buyer, stick to your guns and not give in merely to get an agreement. During my almost 38 years of practice it has been my experience that far too many business brokers are only interested in one thing, their commission, and not whether closing the sale on bad terms will actually harm their client. Thankfully, you and your company are not like that at all. I have had an opportunity to observe your professionalism first hand and I am pleased to state that in each and every instance where we have worked together you have placed the welfare of your client ahead of your own self interests even to the point of advising clients that unless the buyer revised his demands that the seller should consider walking away from a deal. This is the mark of a true professional. You have a great talent in difficult negotiations of keeping lines of communication open between the buyer and seller which, time and time again, has been instrumental in helping the parties arrive at a fair agreement and one which they can live with after closing.

It has been my experience that your representation of your client does not stop after you find an interested buyer. Indeed, this is when your real work commences. You routinely spend numerous hours, even on nights and weekends, if necessary, during the negotiation process to

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assist the seller in providing information which a knowledgeable buyer requires in order to complete his due diligence. Your financial background, your knowledge of business coupled with your ability to speak the language of accountants and attorneys helps make the entire process less adversarial and more collaborative thus enhancing the likelihood of a successful closing.

Jim, I look forward to working with you on many future transactions and I would be pleased to recommend your services to any prospective seller who wants integrity and professionalism in their representative. Please do not hesitate to provide a copy of this letter to any prospective client whom you believe might be interested in having my perspective about your abilities.

Very truly yours,

THE PINES LAW FIRM, LLC

By: M. Harvey Pines
M. HARVEY PINES

MHP/mm