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Midwest M&A Quarterly Update

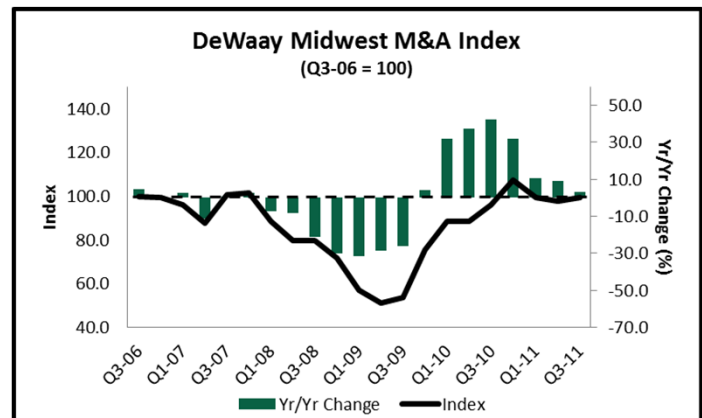
Third Quarter 2011

MIDWEST M&A QUARTERLY UPDATE THIRD QUARTER 2011

DeWaay Midwest M&A Index

DeWaay Midwest M&A Index Edged Higher in Q3-11 on Small Deals

- Index Summary:** The DeWaay Midwest M&A Index, a measure of corporate merger and acquisition activity in the U.S. Midwest region, increased 1.6% in Q3-11 after falling 1.6% in Q2-11. On a year-over-year basis, the index increased 3.3% from Q3-10. The latest increase put the index at 99.2 (Q3-06 = 100), up from the Q2-11 level of 97.6
- Perspective:** Index reflects relatively resilient recent Midwest M&A deal volumes in the face of uncertain national GDP growth. Current index level of 99.2 reflects a normalized corporate deal environment in the Midwest, although volume has decelerated in recent quarters from the Q4-10 peak after recovering from the 2009 trough. Q3-11 year-over-year DeWaay Midwest M&A Index growth of 3.3% represented the lowest increase in eight quarters. Additionally, while the index (a measure of deal volume) increased, median Midwest M&A deal size declined to the lowest level in 9 quarters
- Key Drivers:** Corporates and sponsors have record amounts of cash and limited organic growth opportunities – increasingly looking to M&A and the Midwest in particular for deal targets (relative economic stability and less competition for assets). Infrequent access to attractive capital, particularly for smaller companies, is driving distressed asset sales, while limiting optionality for healthy but smaller companies
- Outlook:** September lull in market drove deal volume deceleration in Q3-11, but October deal activity levels and recent equity market sentiment suggest potential end of year rally



- What the Index Means for You:** Deal volumes have returned to normalized levels, but mostly smaller companies are being sold. Valuations appear to be healthy, yet palpable for both buyers and sellers – the valuation gap has closed. Current environment represents an attractive opportunity for Midwest companies and business owners to:
 - ✓ *Evaluate strategic options & your company value* – Midwest middle market companies are receiving M&A interest from both sponsors and other corporates
 - ✓ *Opportunistically explore acquiring complementary assets at potentially attractive prices* – infrequent access to capital for smaller companies provides unique buying opportunities for those companies with firepower
 - ✓ *Explore attractive financing opportunities to finance growth/acquisition* – substantial private equity and junior capital interest in Midwest and core industries provides additional optionality for healthy companies

Index Definition

Q3-06 = 100. As defined by the DeWaay Investment Banking, the DeWaay Midwest M&A Index is assembled by summing the number of transactions (for transactions that meet the Transaction Requirements below, as sorted by announced date) announced over the latest two quarters. Year-over-year and quarter-over-quarter percent change is calculated and then applied to the index number for the previous applicable period.

Transaction Requirements

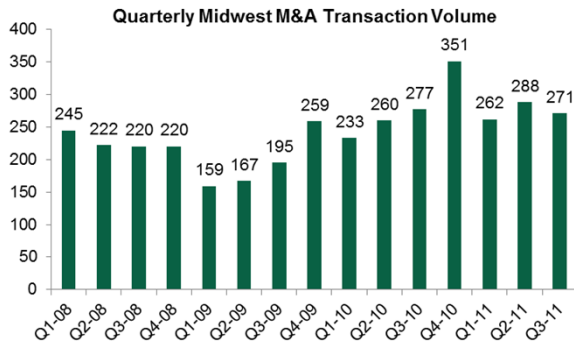
Buyer, target and/or seller must be located in the Midwest, and the Midwest participant must have purchased or sold majority control. Total Enterprise Value must be \$10mm or greater. Midwest defined as Iowa, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, and South Dakota.

Source: DeWaay Investment Banking, Capital IQ (09/30/11)

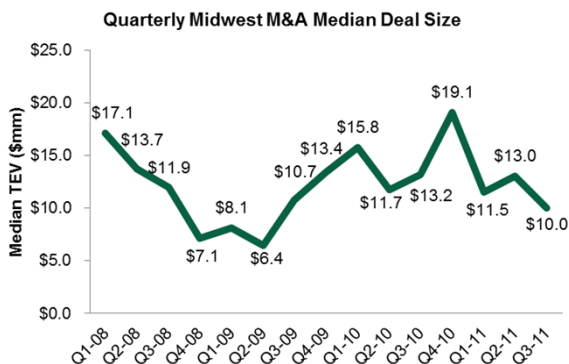
MIDWEST M&A QUARTERLY UPDATE

THIRD QUARTER 2011

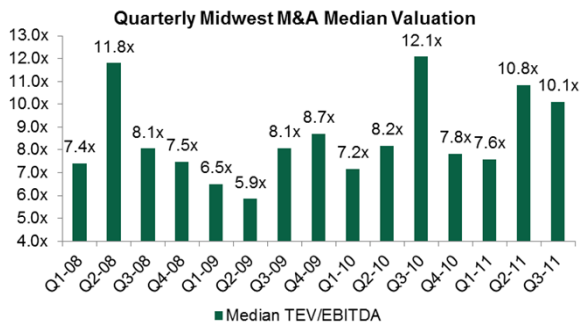
Selected Midwest Q3-11 M&A Transaction Statistics^(a)



- Quarterly Midwest M&A volume decreased 5.9% from 288 transactions in Q2-11 to 271 transactions in Q3-11, and year-over-year quarterly Midwest M&A volume decreased 2.2% from 277 deals in Q3-10 to 271 deals in Q3-11
- Recent deal flow, while still healthy, has shown signs of deceleration from the latest deal volume peak in Q4-10 amid recent macro uncertainty and infrequent access to attractive capital, especially for smaller companies

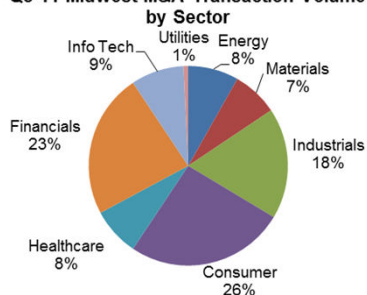


- Of the Midwest M&A transactions with available transaction values, quarterly median deal size decreased from \$13.0mm in Q2-11 to just \$10.0mm in Q3-11. Q3-11 represented the lowest quarterly median deal value in the past 9 quarters
- Smaller and often distressed assets continue to be brought to market, while larger and healthier middle market companies with access to capital increasingly are choosing to wait out recent uncertainty



- Median Midwest M&A valuations (on a TEV/EBITDA basis) declined from 10.8x in Q2-11 to 10.1x in Q3-11. Healthy multiples indicative of substantial corporate and sponsor dry powder, but also of decreased recent earnings/cash flow of distressed/non-core corporate assets being sold
- Median Midwest M&A valuations (on a TEV/sales basis) declined substantially from 2.36x in Q2-11 to just 1.05x in Q3-11

Q3-11 Midwest M&A Transaction Volume

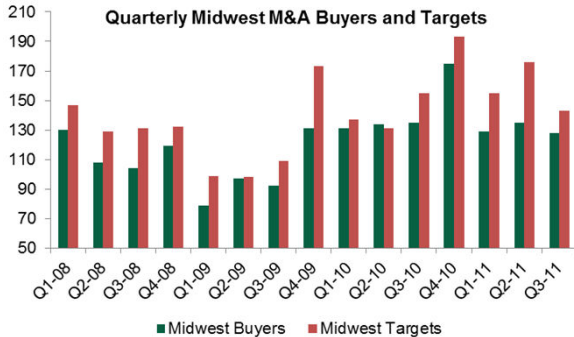


- Core industries (including Industrials, Materials and Consumer) accounted for more than half (51%) of total Midwest M&A transaction volume in Q3-11
- Industrials and Consumer sector deal shares increased 3% and 6%, respectively, from Q2-11 levels. Energy sector deal share decreased 5% in Q3-11, from 13% share in Q2-11

MIDWEST M&A QUARTERLY UPDATE

THIRD QUARTER 2011

Selected Midwest Q3-11 M&A Transaction Statistics (Continued)^(a)



- Quarterly M&A transactions with Midwest buyers decreased 5.2% from 135 deals in Q2-11 to 128 deals in Q3-11, while quarterly transactions with Midwest targets decreased 18.8% from 176 deals in Q2-11 to 143 deals in Q3-11
- Midwest targets continue to account for more private equity deal flow than any other U.S. region, accounting for 19% of U.S. PE deal flow (by count) in Q3-11 (according to Pitchbook.com)

Selected Midwest Q3-11 M&A Transactions ^(a)

Announced	Target	Target		Buyer	Target	TEV (\$mm)
		Local	Buyer			
09/28/2011	Beeologics, LLC		Monsanto Co. (NYSE:MON)	MO	Healthcare	-
09/21/2011	Jewell Implement Co., Inc.		Titan Machinery, Inc. (NasdaqGS:TITN)	ND	Industrials	-
09/21/2011	Class.com, Inc.	NE	Cambium Learning Group, Inc. (NasdaqGS:ABCD)		Consumer	4.5
09/07/2011	Bustin Industrial Products, Inc.		R-O-M Corporation	MO	Industrials	-
09/02/2011	Zave Networks, Inc.	KS	Google Inc. (NasdaqGS:GOOG)		Info Tech	-
09/01/2011	SBS Industries, Inc.	OK	Gladstone Investment Corporation (NasdaqGS:GAIN); The Gladstone Companies		Industrials	-
09/01/2011	Paris Packaging, Inc.		Huhtamaki Americas, Inc.	KS	Materials	32.5
09/01/2011	Seals Unlimited, Inc.		Apache Hose & Belting Company, Inc.	IA	Materials	-
08/31/2011	Hussey Copper, Ltd.		KHC Acquisition LLC (Kataman Metals LLC affiliate)	MO	Materials	84.7
08/31/2011	Night Optics USA, Inc.		Bushnell Outdoor Products	KS	Industrials	-
08/31/2011	SemStream, L.P.	OK	NGL Energy Partners LP (NYSE:NGL)		Energy	157.2
08/31/2011	Stephens Media Iowa LLC, Algona Upper Des Moines and Reminder Community Newspapers	IA	Hallmark Integrated Media Inc.	IA	Consumer	-
08/30/2011	Gallium Compounds LLC	OK	Neo Material Technologies Inc (TSX:NEM)		Materials	6.5
08/26/2011	YORK Label, Inc.	NE	Multi-Color Corp. (NasdaqGS:LABL)		Industrials	356.0
08/25/2011	Casa de Oro Foods, LLC	NE	Gruma Corporation		Consumer	20.0
08/24/2011	Navvis & Company	MO	Healthways Inc. (NasdaqGS:HWAY)		Healthcare	28.6
08/24/2011	Confluence Solar, Inc.	MO	GT Advanced Technologies Inc. (NasdaqGS:GTAT)		Info Tech	80.0
08/24/2011	LLL Transport Inc.	MO	Great Range Capital	KS	Industrials	-
08/16/2011	Securities America Financial Corporation	NE	Ladenburg Thalmann Financial Services Inc. (AMEX:LTS)		Financials	220.0
08/16/2011	Mountain View Bank of Commerce		NBC Bancshares	NE	Financials	-
08/10/2011	United Fleet Inc.		Reliant Transportation, Inc. (MV Transportation)	NE	Industrials	10.0
08/10/2011	Virgil Implement Inc. and Victors Inc.	NE	Titan Machinery, Inc. (NasdaqGS:TITN)	ND	Industrials	13.2
08/06/2011	Hussmann International, Inc.	MO	Clayton, Dubilier & Rice, Inc.		Industrials	195.0
08/04/2011	Steco, Inc. and GEFCO, Inc.	OK	Astec Industries, Inc. (NasdaqGS:ASTE)		Industrials	30.8
08/03/2011	English River Pellets, Inc.		Archer Daniels Midland Company (NYSE:ADM)	IA	Consumer	-
08/02/2011	DataVision Resources, LLC	IA	TALX Corp. (Equifax Inc. (NYSE:EFX) subsidiary)	MO	Info Tech	-
08/02/2011	Crystal Group Inc.	IA	Dexter Apache Holdings, Inc.	IA	Info Tech	-
08/01/2011	Gateway Insurance Services, Inc.	IA	Bankers Insurance LLC		Financials	6.0
08/01/2011	Great White Energy Services, LLC	OK	Archer Limited (OSE:ARCHER)		Energy	630.0
07/30/2011	Shapiro Brothers, Inc.	MO	PSC Metals, Inc.		Materials	22.0
07/29/2011	The Mutual Fund Store, LLC	KS	Warburg Pincus LLC		Industrials	-
07/28/2011	Martek Power, Inc.		Cooper Bussmann, Inc. (Cooper Industries plc (NYSE:CBE) subsidiary)	MO	Info Tech	186.1
07/26/2011	Fyfe Company, LLC, North American Business		Insituform Technologies Inc. (NasdaqGS:INSU)	MO	Materials	115.8
07/25/2011	Stone & Youngberg LLC		Stifel Financial Corp. (NYSE:SF)	MO	Financials	-
07/20/2011	Informed Logistics Technologies, LLC		My Freightworld Technologies, Inc. (OTCPK:MYFT)	KS	Info Tech	6.0
07/20/2011	Medco Health Solutions, Inc. (NYSE:MHS)		Express Scripts Inc. (NasdaqGS:ESRX)	MO	Healthcare	33,564.7
07/19/2011	ALPS Funds Services, Inc.		DST Systems Inc. (NYSE:DST)	MO	Financials	250.0
07/18/2011	PayFlex Systems USA, Inc.	NE	Aetna Inc. (NYSE:AET)		Industrials	202.0
07/14/2011	Duck Creek Technologies, Inc.	MO	Accenture plc (NYSE:ACN)		Info Tech	-
07/11/2011	Digital Sports Video, Inc.		Agile Sports Technologies, Inc. (Hudl)	NE	Info Tech	-
07/07/2011	Origin Asset Management LLP		Principal Global Investors, LLC	IA	Financials	66.0

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Source: Capital IQ (09/30/11), DeWaay Investment Banking

MIDWEST M&A QUARTERLY UPDATE

THIRD QUARTER 2011

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About DeWaay Investment Banking

DeWaay Investment Banking, a Division of DeWaay Financial Network, LLC, is a lower and middle market investment banking firm that serves clients over their corporate lifecycles by providing merger and acquisition advisory, and corporate and real estate finance advisory services.

DeWaay Investment Banking professionals have completed more than \$41 billion of merger and acquisition and capital raising transactions across a wide range of industries over their 40+ years of cumulative investment banking industry experience. DeWaay Investment Banking has raised more than \$400 million over the past four years, and has invested \$47.6 million in Iowa-based companies to date.

When considering a sale of your business, the acquisition of a business, and/or raising capital for a business or transaction, DeWaay Investment Banking can help you to achieve your expectations by structuring and executing a well-run, highly organized process. Our specialized expertise helps our clients achieve better value, identify better transaction partners, reach smarter decisions, and negotiate more favorable outcomes. Please reach out to us at the contact information above to discuss how we can help you to achieve your personal and business goals.

Selected Recent DeWaay Investment Banking Transactions

<p>Biopharmaceutical Company</p> <p>\$23,000,000 Equity Capital Raise</p> <p>Lead Bookrunner Sole Financial Advisor</p> <p>In Process (\$20 Million Raised)</p>	<p>Business Services Company</p> <p>\$50,000,000+ Not Disclosed</p> <p>Sell-Side Advisor</p> <p>August 2011</p>	 <p>\$40,000,000 DeBartolo Opportunity Fund I, L.P.</p> <p>Lead Bookrunner Lead Placement Agent Sole Financial Advisor</p> <p>March 2011</p>	 <p>\$4,000,000 DeWaay Monroe Capital Investors, LLLP</p> <p>Lead Bookrunner Sole Financial Advisor</p> <p>February 2011</p>
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