



INTERNATIONAL CONSULTING AND INVESTMENT BANKING SERVICES



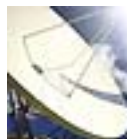
## ■ ■ ■ about us ■

**I. Perspective** - MSI is a progressive and innovative client advisory organization specialized in investment banking consulting services, business development, and the creation of marketing, sales, and business strategies for client companies in various industries. With an extensive international network of primarily venture capital firms and a variety of other institutional investors, we match clients with pre-qualified investors. In addition, MSI focuses on developing and implementing effective management and business development solutions for our client companies and providing them with the tools, expertise, and financial resources to achieve a higher level of success and prosperity.

The key to success is partnership. Together, as a team, we set goals and create a customized strategy that adjusts to current and future market conditions.

**What makes us a valuable resource?** MSI has the experience and ability to analyze a client's position and potential, from an investor, industry, company, and customer perspective. Our know-how helps us to re-examine the assumptions our clients have developed and lived with and employ alternative solutions for success.

**II. Experience** - Our success is based on numerous variables. With over seventy years of combined international experience in consulting, MSI is an attractive partner for a wide variety of client companies in various fields. Our experience allows us to analyze almost any business in any industry and differentiate between alternative paths to profitability and help you choose and focus on the right path for your organization, both in regard to fundraising and operations.



## ■ ■ ■ investment ■

MSI offers investment banking consulting and advisory services to clients who require funding to start, expand, or alter their operations.

MSI assists clients with the creation of a comprehensive investment package (business plan, financial projections, presentations, etc.) for the proper presentation to funding sources.

MSI further assists clients by contacting and negotiating with institutional funds, venture firms, and other financial entities, with which we have relationships:

- Start-up angel/venture capital funding and investment banks
- Early-stage/pre revenue investment sources
- Second-round/advanced venture capital funding and investment banking
- Equipment financing and real estate investments

MSI serves as the "gateway" to a wide network of national and international investment and funding entities. We are continuously looking for promising and interesting business ventures in the United States and overseas that may qualify as funding opportunities.

**III. Performance** - MSI performs due diligence and develops funding strategies that facilitate successful investment. The results are successful exit strategies, satisfying both the investors and entrepreneurs.

■ MSI creates successful business/marketing strategies that allow you to reach your milestones, achieve your goals, and execute your business plan.

■ MSI negotiates solid and beneficial agreements with existing or new investors - creditors - vendors - processors - customers - partners - employees and implements these solutions in a timely and effective fashion.

■ MSI raises awareness for products and services through the creation of cogent and precise marketing strategies and the effective use of advertising, marketing, and sales. The results are the generation of revenues and the achievement of better market share for our clients.

**IV. Philosophy** - At MSI, we are committed to helping our clients achieve peak performance and success. We deliver measurable results by:

- Creating innovative and effective solutions
- Providing the proper expertise and implementation skills
- Preparing clients for operations and fundraising
- Securing needed financial resources
- Delivering superior service to our clients

MSI strives for professional services, viable solutions, and client satisfaction. We participate in the achievement of our clients' goals through consulting fee arrangements structured to fit the particular circumstances and tied to success – a win-win situation.



## ■ ■ ■ consulting ■

MSI assists numerous organizations with **business development, investment banking services, project due diligence, management consulting, and corporate representation** from start-up companies to mature organizations. Our goal is to cooperatively find the right solution at the right time.

**Investment banking services** are offered to clients who require funding to start, expand, or alter their operations. MSI assists in contacting and negotiating with investment banks, merchant banks, venture firms, and other financial entities, with which we have relationships.

MSI provides clients with cogent **marketing/advertising** solutions and access to the proper **sales/distribution** channels for their products and services. MSI understands traditional retail, wholesale, institutional, and e-commerce sales channel product placement for maximum efficiency and effectiveness.

MSI conducts extensive **due diligence** activities on behalf of our clients. This may include the status of the entire project, financial statements, and the company officers. All due diligence investigations are kept discreet and confidential.



## ■ ■ ■ services ■

### Turn-around management

Times of corporate distress present special strategic management challenges. In such situations, a firm may be in bankruptcy or nearing bankruptcy. Often turnaround consultants are brought into the company to devise and execute a plan of corporate renewal, assuming that the firm has enough potential to make it worth saving. Before a viable turnaround strategy can be formulated, one must identify the root cause or causes of the crisis. Frequently encountered causes include:

- Revenue downturn caused by a weak economy
- Overly optimistic sales projections
- Poor strategic choices
- Poor execution of a good strategy
- High operating costs
- High fixed costs that decrease flexibility
- Insufficient resources
- Unsuccessful R&D projects
- Highly successful competitor
- Excessive debt burden
- Inadequate financial controls

While each case is unique, the turnaround process frequently involves the following stages:

**1. Management change** - consultants may be called in to manage the turnaround of the firm.

**2. Situation analysis** - a situation analysis is performed to evaluate the prospects of survival. Assuming the firm is worth turning around, depending on the root causes of the distress one or more of the following turnaround strategies may be selected and presented to the board:

- Change of top management
- Divestment of certain assets
- Reformulation of strategy
- Revenue increase
- Cost reduction
- Strategic acquisitions

**3. Emergency action plan** - achieve positive cash flow as soon as possible by eliminating departments reducing staff, etc.

**4. Business restructuring** - once positive cash flow is achieved, the strategic plan is implemented, improving continuing operations, adjusting the product mix and repositioning products if necessary. The management team begins to focus on achieving sustained profitability.

**5. Return to normalcy** - the company becomes profitable and the changes are internalized. Employees regain confidence in the firm and emphasis is placed on growing the restructured business while maintaining a strong balance sheet.

### Abandonment Strategy

In some cases the prospects of the firm may be too bleak to continue as an ongoing operation and an exit strategy may be appropriate. Different strategies may be pursued that vary in their immediacy. An immediate abandonment strategy exits the market by immediately liquidating or selling to another firm. In other situations, a harvest strategy is appropriate by which the firm plays the end-game, maximizing near-term cash flows at the expense of market position.

### homeland security

The Department of Homeland Security is the latest agency formed in Washington. While several years old now, it is still a massive new federal department, consisting of previously disparate federal agencies with a very large mandate to coordinate the nation's protection. The resulting organization and related bureaucracy can be confusing and overwhelming to some, perhaps even most.

In cooperation with a number of highly experienced and renowned partner companies, MSI assists clients in dealing with numerous aspects of the Homeland Security arena, including working their way through the new agency and affiliates, building relationships with key decision-makers, looking for Homeland Security-related solutions, finding strategic or investment partners, and pursuing policy objectives or business opportunities.

### solutions

MSI's strategically oriented Homeland Security consulting services are geared towards providing our client base with clear, executable, and result oriented solutions designed to enhance decision making and to assist in capitalizing on existing and emerging opportunities in the Homeland Security industry. Some of our specific deliverables can be described as follows:

- Detailed road maps with executable strategies
- Homeland Security market analysis
- Client related Federal, State, and Local Government funding, lobbying, procurement, and decision making

### advisory services

Due to the novelty and its time of existence, the Homeland Security industry continues to be highly dynamic. Our clients need up-to-date knowledge of emerging business opportunities that result from new legislation, increased competition, and change of leadership, all affecting the future of any key business decisions.

MSI serves a dedicated partner at our clients' side, assisting their overall business and also monitoring key aspects in the Homeland Security that directly have an influence on them. We are always available when and where our clients require us, answering their questions, highlighting less obvious drivers and inhibitors along their business planning, configuring their business and revenue models, alerting them of any new developments that could have direct impact on their core business, and configuring go-to market strategies through effective and efficient marketing and sales plans that are positively reflected in the bottom line.

In addition, we inform our clients about the new developments and how these may affect their current and future business plans. We can be described as an business and advisory partner, an objective entity who knows your business providing you with the most up-to-date and applicable business tools and solutions, and someone who has an in depth understanding of the Homeland Security market.



## ■ ■ ■ clients ■

MSI is continuously working with domestic and international companies and organizations in various industries and stages – from start-ups to mature companies:

- ❑ High-tech industry (software, hardware, data transfer/processing)
- ❑ Life sciences (pharmaceutical, biomedical, medical devices, agricultural applications)
- ❑ Financial services (ACH, stored value/credit/debit platform products, Internet banking, core processing systems)
- ❑ Homeland Security and military technologies
- ❑ Chemical and hygiene product industries (consumer products)
- ❑ National and international government agencies and related bureaus

Our unique adaptability, flexibility, and attention to detail are key ingredients in completing projects successfully and establishing long-term relationships with our clients.



## ■ ■ ■ management ■

### **Charles A. George**

Charles is the president of MSI. Before assuming his current duties, Mr. George served as the Vice President of Marketing and Sales and then President of George Disposables, Inc. in South Carolina. His responsibilities included market share and profitability analysis, the company's export sector, finance, and overseeing all marketing, advertising, promotion, and pricing activities of the company.

Charles has more than fifteen years experience in product development, international finance, manufacturing, and global import/export. He has been involved in various businesses and marketing campaigns in Central and South America, the Caribbean, and Europe. He is fluent in English and German and possesses conversational skills in Spanish. Charles holds Bachelor of Science degrees in Marketing and Accounting from the University of South Carolina in Columbia, SC. He is currently a CW2 officer working with the reserve component of the Georgia Department of Defense focusing on homeland security matters.

### **John W. Craven**

John serves as the Director of Business Development of MSI. John is also the founder of ZG Manage, a management consulting firm specializing in business development, marketing strategies, and the management of intellectual properties.

After serving in Vietnam, John returned to begin a 30 year career as a psychologist, management consultant, and business executive. For more than 20 years, John provided psychological evaluations, services, and training to individuals and groups in both the private and public sectors. Besides having written numerous recognized articles on a variety of industry related topics, John has also consulted with a variety of fortune 500 companies such as AT&T, Georgia Pacific, Pitney Bows and others.

John holds a Bachelor of Science Degree in Psychology and a Masters of Education Degree in Counseling Psychology from Georgia State University. He has done additional graduate studies in Correctional Psychology and in Management and Strategic Systems. John also studied international negotiations in the Human Organizational Development Doctoral Program at the Fielding Institute.

### **Martin L. Lin**

Martin is the Vice President of Business Development for MSI. Formerly the Director of Business Development and before joining MSI, he was a project consultant and a freelance writer for Reuters America. He was previously employed as the Marketing Manager with the German American Trade Center, LLC in Atlanta, GA where his responsibilities included marketing, advertising, pricing, and promotion strategies for European clients.

Martin has ten years experience in international consulting. He is fluent in English and German and possesses conversational skills in French and Spanish. He holds two Bachelor of Arts degrees in Economics Business from Maryville College in Tennessee and a Master of Business Administration (MBA) in International Business from Georgia State University in Atlanta, GA.



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