

A DESCRIPTION OF R. G. QUINTERO & CO.

R. G. Quintero & Co. provides accounting, consulting, and financial advisory services specifically tailored to financially troubled companies and their creditors, shareholders, and prospective investors. The members of R. G. Quintero & Co. have hands-on experience in the unique operating environment of a financially troubled company. They are able to provide responsive service, leadership, cooperation, and communication among the affected constituencies, a broad business background, knowledge of financing alternatives and the U.S. Bankruptcy Code, and well-contemplated action directed towards alleviating a financial crisis.

R. G. Quintero & Co. has been successful because of the breadth and depth of experience of its key professionals. Their résumés are included in this brochure. They have *all* occupied senior positions in Big Four accounting firms, private industry, commercial banking, or investment banking. Their efforts do not stop at selling the projects or supervising projects—they *perform* the projects. Their collective scope of experience provides clients with a global perspective that is available from few, if any firms. Each project is viewed from the vantage point of management, shareholders, employees, creditors, customers, and potential investors.

A hallmark of R. G. Quintero & Co. is the services that it has successfully provided on a prompt, efficient, and cost-effective basis. They are enumerated in some detail on the accompanying chart and lists. Examples include:

- Evaluating a company's business, management, products and services, financial condition, and prospects;
- Identifying and implementing profit-enhancement and cost-reduction opportunities;
- Achieving liquidity through sales, divestitures, capital infusions, refinancing, or capital restructuring;
- Developing and implementing comprehensive business plans and financial projections based on detailed industry, operating, and financial assumptions;
- Structuring, evaluating, and/or negotiating comprehensive financial restructuring plans;
- Valuing a company, its lines of business, and/or certain intangible assets or securities on a going-concern or liquidation basis;
- Serving as crisis management;

- Preparing information packages for management, banks, creditors, and prospective investors;
- Performing solvency and liquidation analyses;
- Serving as bankruptcy trustees or bankruptcy examiners;
- Providing litigation support and expert testimony; and
- Furnishing schedules and reports to the Bankruptcy Court.

In advising debtors, R. G. Quintero & Co. subscribes to a teamwork approach, enlisting the participation of the management and staff that will ultimately be responsible for implementing and sustaining the recovery. A similar cooperative spirit is normally applied on engagements performed on behalf of creditors, where a nonadversarial attitude is usually in the best interests of all parties. Irrespective of the constituency represented, a careful and objective analysis of the facts contributes to bridging the credibility gap inherent in most financially troubled situations. A well-founded approach leads to decision making which can be demonstrated to be fair and rational, mitigating the emotions and other distractions which frequently paralyze progress.

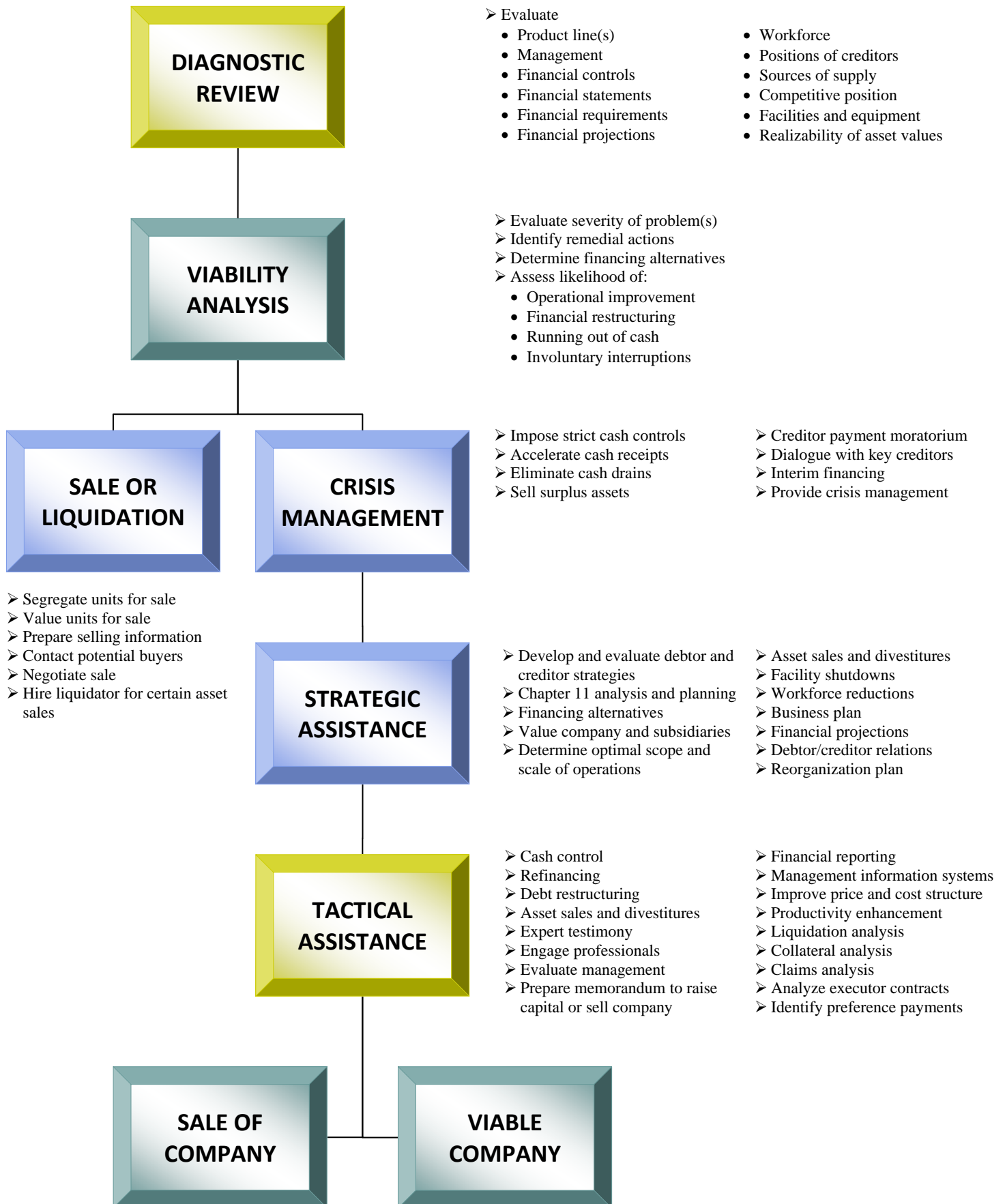
The members of R. G. Quintero & Co. have performed engagements on behalf of management, creditors, shareholders, prospective investors, attorneys, the courts, and governmental agencies. They have worked with companies in Chapter 11 and Chapter 7, as well as with financially troubled companies operating outside of the protection of the U.S. Bankruptcy Code. Clearly, the sooner that they are involved in a project, the greater is the number of available options.

R. G. Quintero & Co. provides service that is:

- Tailored to the unique requirements of financially troubled companies and their creditors;
- Founded on extensive experience in turnarounds, workouts, and the requisite skills needed to achieve them;
- Sensitive to the need to provide immediate guidance to be responsive to the urgent time requirements that are crucial in a distressed situation;
- Personally executed by senior professionals; and
- Cost effective.

The members of R. G. Quintero & Co. welcome your inquiries.

**EXAMPLES OF SERVICES PROVIDED BY R. G. QUINTERO & CO.
FOR FINANCIALLY TROUBLED COMPANIES AND THEIR CREDITORS**



EXAMPLES OF SERVICES FOR FINANCIALLY TROUBLED COMPANIES

- Identifying opportunities to improve cash flow
- Preparing business plans and financial projections
- Developing near-term operating plan
- Evaluating financial alternatives
- Assessing viability of bankruptcy
- Debt restructuring
- Developing and soliciting acceptance of composition agreements
- Recapitalization
- Preparing information packages for management, creditors, and potential acquirers or investors
- Developing and soliciting acceptance of a creditor payment moratorium or composition agreement
- Seeking creditor concessions
- Determining the optimal scope and scale of operations
- Sales and divestitures
- Serving as crisis management
- Serving as accountants, consultants, or financial advisers to the debtor-in-possession in bankruptcy
- Preparing bankruptcy schedules
- Providing expert testimony
- Introducing experienced professionals

EXAMPLES OF SERVICES FOR CREDITORS

- Evaluating the financial condition of the company
- Evaluating the viability of the company based on its products or services, management, market, and other key attributes
- Determining the quality and liquidity of collateral
- Evaluating systems and procedures to control and report on collateral
- Critiquing business plans and financial projections
- Evaluating debtor requests for funding or concessions
- Valuing the company and its principal lines of business on a going concern basis
- Solvency opinions
- Developing basis for recapitalization plans
- Liquidation analysis
- Accountants and financial advisers to creditors and creditors' committees
- Forensic accounting
- Sales and divestitures
- Operating trustee

EXAMPLES OF SERVICES FOR ATTORNEYS

- Serving as accountants, consultants, or financial advisers to client
- Providing expert testimony
- Serving as bankruptcy examiner
- Determining the adequacy of collateral to protect the secured status of creditors
- Identifying preference payments to creditors, insider preferences, fraudulent conveyances, or other matters with bankruptcy-specific implications
- Valuing the company and its principal lines of business on a going concern basis
- Recommending alternatives for a financial restructuring, recapitalization, or a reorganization plan
- Reviewing loan documents and other information to determine financial and business implications
- Preparing certain Chapter 11 forms and schedules using proprietary computer software
- Developing the business and financial rationale for motions and strategies in litigation
- Critiquing workproducts, documents, deposition statements, and testimony of parties to a litigation
- Preparing liquidation analyses
- Reviewing claims of creditors
- Providing information for a Chapter 11 disclosure statement
- Forensic accounting

EXAMPLES OF SERVICES FOR INVESTORS

- Determining the viability of a turnaround candidate
- Conducting due diligence
- Developing a turnaround and recapitalization plan
- Analyzing the negotiating positions of shareholders and creditors
- Determining the relative desirability of buying a financially distressed company in or outside of bankruptcy
- Pricing, structuring, and negotiating a transaction
- Introducing experienced professionals
- Identifying prospective exit strategies
- Developing the basis for a Chapter 11 reorganization plan
- Preparing an information package to obtain financing
- Seeking debt and equity financing
- Providing interim management after the purchase
- Turning around the acquired entity

PROFESSIONAL LEADERSHIP

Quintero Index of Bankrupt Stocks

Released weekly to several national periodicals for several years

Participation in Professional Organizations

American Bankruptcy Institute
American Institute of Certified Public Accountants
American Society of Appraisers
Association of Insolvency and Restructuring Advisors
Institute of Chartered Financial Analysts
The Institute of Management Accounting
National Association of Accountants
National Association of Certified Fraud Examiners
New Jersey State Society of Certified Public Accountants
New York State Society of CPA's (chairman and member of various committees)
Turnaround Management Association (Executive Committee of the Board of Directors)

Articles in National Publications

<i>American Bankruptcy Institute Journal</i>	<i>Bankruptcy Court Decisions</i>
<i>Bankruptcy Law Review</i>	<i>Barron's</i>
<i>Bloomberg Personal</i>	<i>Boardroom Reports</i>
<i>Chapter 11 Reporter</i>	<i>The CPA Journal</i>
<i>Detroit Legal News</i>	<i>The Florida Bar Journal</i>
<i>Investor's Daily</i>	<i>Journal of Business Strategy</i>
<i>Management Focus</i>	<i>National Bankruptcy Reporter</i>
<i>Newsletter of Corporate Renewal</i>	<i>New York Times</i>
<i>The Secured Lender</i>	<i>Successful Restructurings</i>
<i>Turnarounds & Workouts</i>	<i>The Wall Street Journal</i>

Contributions to Major Books

<i>The Acquisitions Manual</i>	<i>The Bankruptcy Yearbook & Almanac</i>
<i>The CPA's Basic Guide to Mergers & Acquisitions</i>	<i>Handbook of Business Strategy</i>
<i>Investing in Bankruptcies and Turnarounds</i>	<i>The New Era of Investment Banking</i>

Authors of Professional Manuals and Audiocassette Programs

Credit Management and Debt Restructuring
Due Diligence: The Key to Securing a Good Deal
Mergers and Acquisitions
The CPA's Role in Financial Restructuring and Bankruptcy
Valuations of Closely Held Companies and Partnerships

Lectures to Professional Audiences

American Institute of CPA's	American Management Association
Assoc. of Certified Turnaround Professionals	Association for Corporate Growth
Center for Professional Education	Institute of International Research
Natl. Assoc. of Mgmt. & Technical Asst. Ctrs.	New York Institute of Finance
New York State Society of CPA's	Turnaround Management Association

Numerous special seminars for banks, brokerage firms, law firms, and accounting firms

RONALD G. QUINTERO, CPA, CMA, CFA, CFE, CTP, CIRA, ABV, CDBV

Mr. Quintero has provided financial and business advisory services to several hundred clients representing nearly every major industry. The focus of the professional services that he has rendered to clients has included evaluating companies, developing strategic alternatives, preparing business plans and financial projections, acquisitions and divestitures, valuations, financial restructuring, financial analysis and reporting, microcomputer-based financial modeling, and bankruptcy advisory services. He has applied these skills as an expert witness, bankruptcy trustee or examiner in courts throughout the United States. Before founding R. G. Quintero & Co. and its predecessor firm, Gibbons, Quintero & Co., Mr. Quintero was a founding member of the Financial Restructuring Group of Bear, Stearns & Co. Inc.; a workout consultant at Zolfo, Cooper & Co.; and a Senior Manager responsible for the corporate finance management consulting practice of the New York office of Peat, Marwick, Mitchell & Co.

Mr. Quintero has an A.B. in Economics from Lafayette College, and an M.S. in Accountancy and Advanced Professional Certificate in Investment Management from the New York University Graduate School of Business Administration. He has won several awards as a writer, professional educator, and student. His lectures and seminars have been attended by thousands of financial professionals and graduate students throughout the United States and abroad. Mr. Quintero has written numerous articles in national publications, as well as chapters in the *Handbook of Business Strategy*, *The Acquisitions Manual*, *Investing in Bankruptcies and Turnarounds* and *The New Era of Investment Banking*. His index of publicly traded bankrupt companies—known as the Quintero Index—has been written up and regularly reported by several periodicals. His book entitled *Mergers and Acquisitions* and the accompanying audiocassettes have been used for continuing professional education and are distributed for more than a decade by the American Institute of Certified Public Accountants. Several of Mr. Quintero's speeches and lectures have been made available for sale to professionals. Mr. Quintero has been interviewed and profiled in several national publications, appeared on national television, and been profiled in numerous "Who's Who" publications.

Mr. Quintero is a Certified Public Accountant, Certified Management Accountant, Chartered Financial Analyst, Certified Fraud Examiner, Certified Turnaround Professional, Certified Insolvency and Restructuring Advisor, Certified Financial Planner, and he has an Accreditation in Business Valuation and a Certification in Distressed Business Valuation. He has been Treasurer and a member of the Executive Committee of the Board of Directors of the Turnaround Management Association, and has sat on the Insolvency and Bankruptcy Committee, Retail Accounting Committee, and has served as chairman of the Financial Planning and Control Committee of the New York State Society of CPA's. He is a member of the American Institute of Certified Public Accountants, the New York State Society of Certified Public Accountants, the Turnaround Management Association, The Association of Certified Turnaround Professionals, the American Bankruptcy Institute, the National Association of Certified Fraud Examiners, the Association of Insolvency and Restructuring Advisors, and the CFA Institute.

WILLIAM D. BETTS, JR.

Mr. Betts has more than thirty years' experience in financial and operational management at major retailers; he has also served retailers in Chapter 11, and has supervised liquidations. During his career he has been involved in all aspects of financial management, including financial planning and analysis, expense control, merchandise planning, management information systems, inventory control, and financial support areas. Since joining R. G. Quintero & Co., Mr. Betts has provided operational and financial advisory services to firms ranging in size from \$10 million to \$3.5 billion. He has also served as interim chief financial officer.

Prior to joining R. G. Quintero & Co., Mr. Betts was Vice President—Finance at Stern's; Director of Planning and Analysis at Carson Pirie Scott; Assistant Controller at Wanamaker's; Assistant Controller at Jordan Marsh—Florida; and General Accounting Manager at Abraham & Straus. Mr. Betts was actively involved in the reorganization activities of Stern's in conjunction with the successful reorganization of Federated Department Stores. Subsequently, he worked with Gordon Brothers on several retail liquidations.

Mr. Betts earned a Bachelor of Science in Accounting from the University of Vermont. He has also passed the examination to become a Certified Business Appraiser.

FREDERICK E. NYDEGGER, CPA, CFE

Mr. Nydegger has over thirty years' experience in providing financial and business advisory services to public and privately held companies of all sizes, representing a broad array of industries. The focus of his services has included: financial and operational reviews; initiating, structuring, and negotiating mergers, acquisitions, sales, divestitures, and financing packages; and business valuations. He has also been an audit partner at a Big Four accounting firm, and has testified as an expert witness on numerous matters.

Prior to joining R. G. Quintero & Co., Mr. Nydegger was a partner for nineteen years with KPMG Peat Marwick. During his career with Peat Marwick, Mr. Nydegger was Partner-in-Charge of the firm's Acquisition Advisory Services, and Partner-in-Charge of the Middle Market Practice in the Short Hills, New Jersey office. Mr. Nydegger had national responsibilities as a Designated Valuation Partner in Peat Marwick's Appraisal/Valuation Practice, and as a member of the firm's Middle Market Practice Committee.

Mr. Nydegger has a B.S. in Accounting from Seton Hall University. He is a Certified Public Accountant in New York and New Jersey and a Certified Fraud Examiner. He is a member of the American Institute of Certified Public Accountants, the New Jersey Society of CPA's, and the National Association of Certified Fraud Examiners. He has written several articles for national publications on mergers & acquisitions, business valuations, and related topics. He regularly gives speeches and seminars on these topics to domestic and foreign executives. Mr. Nydegger has been on the board of directors of various companies and charitable organizations, and is currently as part-time CEO of a state-chartered bank.

FIRM TENETS

- 1. We are committed to attaining the highest performance levels possible.**
- 2. The best is the base level of performance upon which we strive to build.**
- 3. We support each other in the pursuit of superior performance.**
- 4. We seek out the counsel, insights, and expertise of our colleagues in the Firm.**
- 5. Our quest for personal, professional, and intellectual growth is unending.**
- 6. We are in business to serve. By giving we shall receive.**
- 7. We abide by our agreements with our clients and colleagues.**
- 8. We are open in our dealings with our clients and colleagues.**
- 9. We treat our clients, colleagues, and adversaries with dignity and respect.**
- 10. We are uncompromising in our commitment to ethical behavior.**
- 11. We remain focused on the destination rather than the journey.**
- 12. Anything is possible.**