

Midwest M&A Quarterly Update

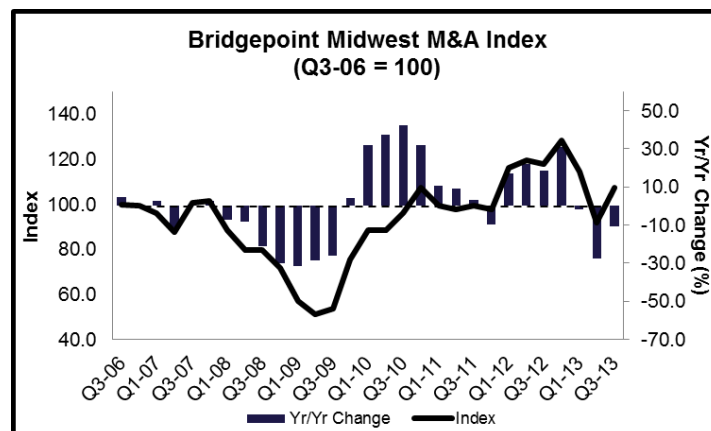
Third Quarter 2013

Midwest M&A Quarterly Update

Bridgepoint Midwest M&A Index

Bridgepoint Midwest M&A Index Rebounded Strongly in Q3-13

- Index Summary:** The Bridgepoint Midwest M&A Index, a measure of corporate merger and acquisition activity in the U.S. Midwest region, increased 15.4% in Q3-13 after decreasing 22.8% in Q2-13. On a year-over-year basis, the index decreased 10.6% from Q3-12. The strong quarter-to-quarter increase put the index back above 100 at 107.3 (Q3-06=100)
- Perspective:** The index reflects a solid rebound of Midwest M&A deal volumes after declining over the previous two quarters. The broader U.S. deal environment also saw a similar uptick in the quarter, with Pitchbook.com reporting a 16.4% increase in private equity deals across the country in Q3-13 compared to the previous quarter. Median transaction size increased to \$17.5mm in Q3-13 from \$13.8mm in Q2-13. Median valuations (on a TEV/EBITDA basis) decreased from 14.6x to 10.8x, still representing strong valuation levels locally
- Key Drivers:** Buyers and sellers pulled closing forward in the previous two quarters to Q4-12, resulting in a decline of volume. However, Bridgepoint continued to see strong deal flow during the period. Companies and sponsors have maintained their strong appetite for M&A targets. Fueled by high demand, low supply for quality deals and easy access to debt with historically aggressive terms, valuations have remained at robust levels this year
- Outlook:** Capital markets support for leveraged deals and record levels of U.S. corporations' cash stockpiles led to a resurgence of deal activity in Q3-13. Bridgepoint expects very strong deal-making activity in the region to continue into Q4 and early 2014. A relatively stable regional economy and a robust financing environment is expected to continue to drive deal volume in the fourth quarter of 2013



- What the Index Means for You:** Deal volumes accelerated in the latest quarter while M&A valuations remained at elevated levels (on a TEV/EBITDA basis). The current environment represents an attractive opportunity for Midwest companies, management teams and business owners to:
 - ✓ *Take advantage of the strong capital markets environment to finance growth, acquisition or liquidity* – substantial private equity, bank financing and junior capital interest in the Midwest provide additional optionality for companies, management teams and business owners
 - ✓ *Evaluate strategic options and your company value* – Midwest companies are garnering premium valuations and strong M&A interest from both strategics and sponsors
 - ✓ *Opportunistically explore acquiring complementary assets* – infrequent access to capital for some smaller companies provides unique buying opportunities for those companies with firepower

Index Definition

Q3-06 = 100. As defined by Bridgepoint Merchant Banking, the Bridgepoint 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

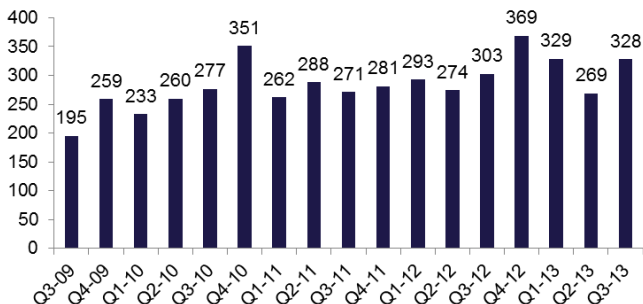
Buyer, target and/or seller must be located in the Midwest, and the Midwest participant must have purchased or sold majority control. Total Enterprise Value must be \$10mm or greater. Midwest defined as Iowa, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, and South Dakota.

Source: Bridgepoint Merchant Banking, Capital IQ (9/30/13)

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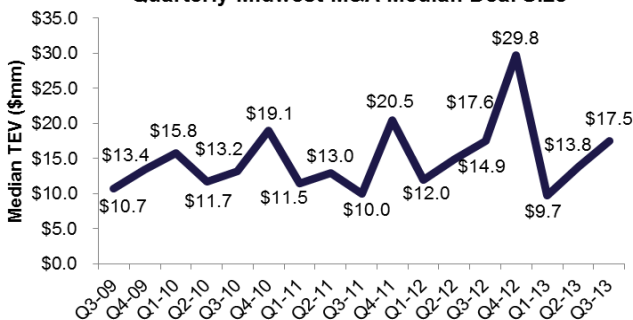
Selected Midwest Q3-13 M&A Transaction Statistics^(a)

Quarterly Midwest M&A Transaction Volume



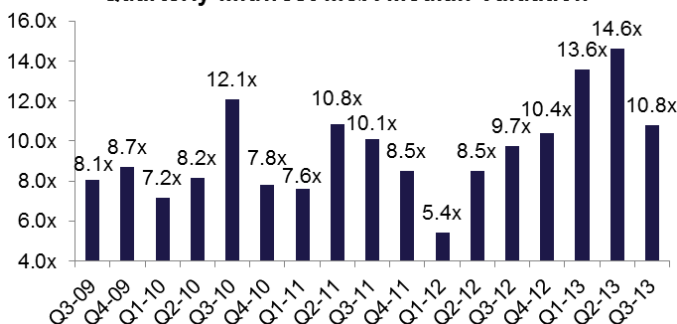
- Quarterly Midwest M&A volume increased 21.9% from 269 transactions in Q2-13 to 328 transactions in Q3-13. The quarterly increase was the highest since Q4-09. On a year-over-year basis, quarterly Midwest M&A volume increased 8.3% from Q3-12
- Midwest deal volume shows a similar rebound in the latest quarter as reflected by the index. From a long-term perspective, Midwest deal flow continues to reflect an upward trend; Q3-13 volume represented the fourth highest quarterly level of activity since 2009

Quarterly Midwest M&A Median Deal Size



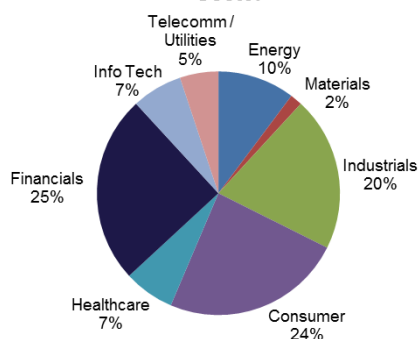
- Of the Midwest M&A transactions with available transaction values, quarterly median deal size increased from \$13.8mm in Q2-13 to \$17.5mm in Q3-13
- As expected, after recording one of the lowest median deal sizes in Q1-13, Q3-13 saw Midwest median deal size continue to increase to an above average level over the past 4 years. Corporates and sponsors are refocusing their attention on larger targets with strong capital markets support

Quarterly Midwest M&A Median Valuation



- On a TEV/EBITDA basis, median Midwest M&A valuations decreased from 14.6x in Q2-13 to 10.8x in Q3-13. On a TEV/sales basis, median Midwest M&A valuations also decreased slightly from 1.6x to 1.3x
- While the median valuations slightly decreased, the multiples remained at historically strong levels, indicating that corporates and private equity firms, supported by easy access to debt, are still very hungry to put substantial firepower to work

Q3-13 Midwest M&A Transaction Volume by Sector



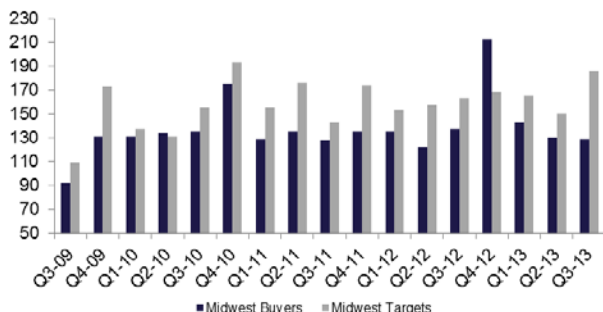
- Core industries (including Industrials, Materials and Consumer) accounted for 46% of total Midwest M&A transaction volume in Q3-13, a 13% increase from Q2-13
- The Consumer sector deal share saw the biggest increase in Q3-13, up 8% from Q2-13, followed by Industrials with a 7% increase. The Telecomm / Utilities sector saw a share increase of 3% while Energy and Info Tech decreased by 9% and 3%, respectively



Midwest M&A Quarterly Update

Selected Midwest Q3-13 M&A Transaction Statistics (Continued)^(a)

Quarterly Midwest M&A Buyers and Targets



- Quarterly M&A transactions with Midwest buyers remained relatively constant at 129 in Q3-13 (130 in Q2-13) while transactions with Midwest targets increased from 150 to 186
- The 186 transactions with Midwest targets (2nd highest since index inception) reiterates the strong buyer appetite for Midwest companies

Selected Midwest Q3-13 M&A Transactions (a)

Announced	Target	Target Location	Buyer	Buyer Location	Target Sector	TEV (\$mm)
09/27/2013	Astoria Industries of Iowa, Inc.	IA	Altec, Inc.	AL	Industrials	-
09/27/2013	Columbus Metal Industries, LLC	NE	Alter Trading Corporation	MO	Materials	-
09/26/2013	Broken Bow 2 Wind Project in Nebraska	NE	Sempra U.S. Gas & Power, LLC	CA	Telecomm	-
09/26/2013	Thomas Cain Inc.	NE	SEAL Analytical, Ltd.	UK	Healthcare	-
09/26/2013	PPL Montana, LLC, Hydroelectric Facilities	MT	Northwestern Corporation	SD	Telecomm	\$900.0
09/26/2013	Zoltek Companies Inc.	MO	Toray Industries, Inc.	Japan	Materials	611.0
09/25/2013	Capstone Advisory Group, LLC	MO	KP Development, LLC	MO	Financials	-
09/25/2013	Ultimate Jet, LLC	OH	Alas Aviation Corp.	OK	Industrials	50.5
09/24/2013	Virgo Valves & Controls Limited	India	Emerson Electric Co.	MO	Industrials	450.0
09/24/2013	Wright Printing Co., Folder Express	NE	Ennis Inc.	TX	Industrials	15.0
09/23/2013	Ohio Metal Working Products	OH	Art's-Way Manufacturing Co. Inc.	IA	Industrials	3.2
09/23/2013	Contractors' Equipment Company	MO	Sunbelt Rentals, Inc.	SC	Industrials	-
09/18/2013	Clymer Manuals	KS	Haynes North America, Inc.	CA	Consumer	9.3
09/16/2013	Dakota Growers Pasta Company, Inc.	ND	Post Holdings, Inc.	MO	Consumer	370.0
09/13/2013	Allied Systems Holdings, Inc.	GA	Jack Cooper Transport Co., Inc.	MO	Industrials	135.0
09/05/2013	Bushnell Inc.	KS	Alliant Techsystems Inc.	VA	Consumer	985.0
09/04/2013	Bauer Built Manufacturing, Inc.	IA	Deere & Company	IL	Industrials	-
09/04/2013	Broderson Manufacturing Corp.	KS	Lanco International, Inc.	IL	Industrials	-
08/29/2013	IVESCO Holdings, LLC	IA	MWI Veterinary Supply Co.	ID	Consumer	67.5
08/29/2013	F & M Bancorporation Inc.	OK	Prosperity Bancshares Inc.	TX	Financials	243.9
08/20/2013	SAPERION AG	Germany	Perceptive Software, LLC	KS	Info Tech	72.0
08/19/2013	CETAC Technologies, Inc.	NE	Teledyne Instruments, Inc.	CA	Info Tech	-
08/16/2013	Claude Laval Corporation	CA	Lindsay Corporation	NE	Industrials	-
08/16/2013	Casino One Corporation	MO	Tropicana Entertainment Inc.	NV	Consumer	260.0
08/15/2013	ALCO Stores, Inc.	KS	Everbright Development Overseas Ltd.	China	Consumer	138.0
08/11/2013	ARINC Incorporated	MD	Rockwell Collins Inc.	IA	Industrials	1,390.0
08/02/2013	Premier Nutrition, Inc.	CA	Post Holdings, Inc.	MO	Consumer	180.0
08/02/2013	Barcas Field Services LLC	TX	Rose Rock Midstream, L.P.	OK	Energy	47.0
07/26/2013	Ace Fogdall Inc.	IA	Camping World, Inc.	KY	Consumer	-
07/24/2013	Maidenform Brands, Inc.	NJ	Hanesbrands Inc.	NC	Consumer	621.6
07/23/2013	HDR Sharon Greene + Associates	CA	HDR Engineering, Inc.	NE	Industrials	-
07/17/2013	Lincoln Benefit Life Company	NE	Resolution Life Holdings, Inc.	DE	Financials	600.0
07/16/2013	Mesquite Corporate Center	AZ	Waitt Corp. LLC.	NE	Financials	15.3
07/16/2013	R O Mayes Grain Co.	VA	The Scouler Company	NE	Industrials	-
07/01/2013	QC Supply, LLC	NE	Clearview Capital, LLC	CT	Consumer	-
07/01/2013	SyrVet, Inc.	IA	Neogen Corp.	MI	Healthcare	10.0

(a) Bold companies are located in the Midwest. Midwest defined as Iowa, Kansas, Missouri, Nebraska, North Dakota, Oklahoma and South Dakota. Either buyer, target, or seller must be located in the Midwest, and the Midwest participant must have purchased or sold majority control.

Source: Capital IQ (9/30/13), Bridgepoint Merchant Banking

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About Bridgepoint Merchant Banking

Bridgepoint Merchant Banking, a Division of Bridgepoint Holdings, LLC, is a lower and middle market investment banking and private equity firm that serves clients throughout the corporate lifecycle by providing merger and acquisition and corporate finance advisory services.

With more than 35+ years of cumulative experience, Bridgepoint Merchant Banking professionals have completed over \$104 billion of merger and acquisition and capital raising transactions across a wide range of industries. Bridgepoint also manages capital and invests directly into operating companies through its private equity and venture capital funds.

When considering a sale of your business, the acquisition of a business, and/or raising capital for a business or transaction, the Managing Principals of Bridgepoint Merchant Banking, through our broker dealer relationship, can help you to achieve your personal and business goals. 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.

Selected Bridgepoint Merchant Banking Transactions

SD1.9 million Convertible Debt and Preferred Equity Placement Sole Financial Advisor	Not Disclosed Buy-side Advisory on its potential acquisition of publicly traded technology services company and related acquisition financing Sole Financial Advisor	Not Disclosed Sell-side Advisor and Buy-side acquisition financing Sole Financial Advisor	USD1.0 billion Follow-on equity offering Senior Co-Manager	USD300 million Joint Bookrunner and Joint Arranger for new revolving credit facility and senior note offering Bookrunner	USD266 million Exit financing facilities Bookrunner	USD3.0 billion Joint Bookrunner on senior notes offering Joint Bookrunner	USD300 million Secondary equity offering Joint Lead Bookrunner	USD3.1 billion Bridgepoint Monex Capital Investors, LLLP Lead Bookrunner & Sole Financial Advisor
SD1.9 billion Senior secured credit facilities Joint Bookrunner	USD1.17 billion Buy-side Advisor to private equity consortium on its acquisition Copper Standard Automotive Sole Financial Advisor	Not Disclosed Buy-side advisory and acquisition financing for management buyout Sole Financial Advisor	USD5.1 million Secured Promissory offering Lead Bookrunner	Not Disclosed Unsecured Promissory Note Financial Advisory	USD10 million+ Preferred stock offering Joint Bookrunner	USD10 million+ Preferred stock offering Joint Bookrunner	USD20 billion Joint Lead Arranger for the financing supporting Koch's acquisition of Georgia-Pacific Joint Lead Arranger	USD200 million Convertible notes offering Joint Bookrunner
SAH TEC SD1.2 billion Buy-side Advisor to Asahi Tec (Chinese automotive supplier) in its acquisition of PNA Automotive supplier Financial Advisor	Not Disclosed Unsecured Promissory Note Financial Advisor	USD765 million Senior secured credit facilities (financing for LCO's acquisition of top competitor) Joint Bookrunner	USD10.2 million Bridgepoint Investor Partners I, L.P. Lead Bookrunner & Sole Financial Advisor	Not Disclosed Unsecured Promissory Note Sole Financial Advisor	USD10 million Senior secured credit facilities Joint Bookrunner	Not Disclosed Buy-side advisory and financing on acquisition of metal foundry Sole Financial Advisor & Sole Financing Arranger	USD1.63 billion Sell-side Advisor to Dow Chemical on the sale of its Styron division to Bain Capital Lead Financial Advisor	USD375 million Senior secured credit facilities/senior notes Joint Bookrunner



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