



COMPASS ACQUISITIONS

Private Equity Partners and Operating Managers

MISSION

*Develop significant automotive positions to
maximize clients wealth and accelerate corporate
growth through acquiring and managing operations*

www.COMPASSACQUISITION.com

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788 HARMON STREET • BIRMINGHAM, MICHIGAN 48009

To: Prospective client(s)

Subject: Compass Acquisitions interest in an equity position in your business.

Compass Acquisitions, L.L.C. has an interest in initiating discussions regarding a possible friendly acquisition of your business. We expect that this acquisition, if consummated, would be beneficial to the current owners, employees and customers of your company.

Partners in Compass include Peter Karmanos, CEO Compuware Corporation, Steve Scharf, retired Executive Vice-President Chrysler Manufacturing and former member of Chrysler Board of Directors, and Gurminder Bedi, retired Vice-President of Ford North American Truck Operations. In combination with our other partners the Compass team has over 400 person-years of experience in the Automotive Industry and a strong network among Industry OEM's and suppliers.

The primary funding partner for Compass is Wynnchurch Capital, a leading middle market private equity firm with offices in Chicago, Ill and Montreal, Canada. Compass also has access to several other Detroit area equity funds and excellent area banking relationships that will permit us to readily conclude financing as required.

If you have any questions please do not hesitate to call me directly at (202) 320-4857 or via e-mail at gbedi@compassacquisition.com.

Thank you for your cooperation. We hope to build a mutually beneficial relationship.

Sincerely,

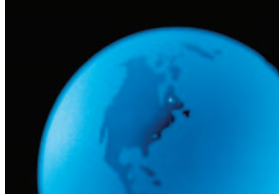


Gurminder Bedi
Managing Partner
Compass Acquisitions

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COMPASS OVERVIEW



Today's cost and quality pressure from global sourcing and over capacity has again introduced the need for dramatic changes within the industry. Compass Acquisitions was formed to support the automotive industry with financial and managerial resources needed to compete and succeed in a difficult environment.

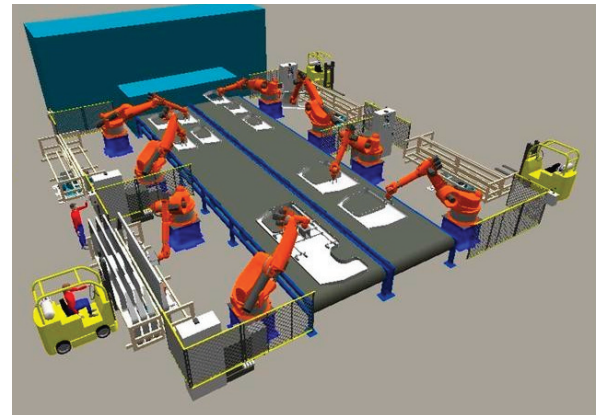
By combining the firm's vast industry experience with its ability to attract capital, Compass generates solid returns for its members, partners, and portfolio companies and adds value to its customers.

COMPASS METHODOLOGY

Compass will use its private equity funds appropriately augmented by investment bank financing to develop significant automotive positions utilizing the benefits of consolidation efficiencies. Specifically, Compass will search out niches that have products and/or processes essential but not core to suppliers or OEM's and posses significant operating performance improvement opportunities.

Acquisition Profile

- Design, engineering, and analytical firms
- Manufactures and assemblers
- Information, logistics, and supply chain firms



STRATEGIC SERVICES

Strategic planning - Compass provides long range, in-depth planning by providing a fresh outside perspective and integration within the Compass network.

Business / Operational Planning - Help focus energy on important issues by providing a framework to guide current management through concrete operational objectives and a roadmap to help guide the company to success.

Capital Financing - Compass leverages its capital, funding partnerships, and banking relationships in order to provide a comprehensive financing package, with the flexibility to optimize capital structure for each individual company.

Business Valuations - Expertise from our partners on business valuations for shareholder transactions and other reasons.

Buy-Sell Structures - Help business owners model practical and fair buy-sell agreements based on suitable valuation methodology.

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CLIENT BENEFITS

- Strategic approach for long term growth
- Open doors for expanded customer base
- Leverage automotive experience and contacts
- Access to multi-million dollar private equity fund
- Expertise in assembly, manufacturing, quality and business operating systems, engineering, customer service, I.T., finance and marketing
- Maintain operating teams in place and assist as a partner
- Maintain the company's corporate culture

MERGERS & ACQUISITION

- Develop strategic plan and feasibility analysis
- Financial and operational due diligence
- Comprehensive financial projections
- Determine a workable range of contract terms
- Design a comprehensive financing package to obtain best financing
- Organize an integration with existing management



COMPASS OFFICERS

Gurminder Bedi, Managing Partner - Retired Vice President of Ford Motor Company with over 30 years of automotive experience including P&L responsibility for the Ford Truck Division, a \$60 billion worldwide enterprise. Domestic and international assignments in business strategy, product development, manufacturing, and quality.

Jeff Van Dorn, Partner - Retired senior engineering executive with expertise in vehicle electronics, powertrain, and chassis/suspension both within OEM and supplier environments. He has led both large employee engineering departments and small specialized acquisition teams.

PROMINENT MEMBERS

Peter Karmanos Jr. - Co-founder, Chairman and Chief Executive Officer of Compuware Corporation (NASDAQ-CPWR). Peter is well acknowledged in the information technology and software services field and brings a strong background in equity placement and business ventures experience to the membership group.

Stephan Scharf - Retired Executive Vice President and former Board of Directors member for Chrysler Corporation. Stephan worked up the ranks of manufacturing at Ford Motor Company before moving to Chrysler as part of the storied senior executive team acknowledged with turning around the firm in the early 1980's.

TARGET COMPANY CHARACTERISTICS

- **Fast grower in need of capital**
- **Improve market share by aggregating companies within the same market**
- **Firm requiring succession or exit strategies for current owners**
- **Strategic technology or innovator**
- **Companies that can benefit from relationships securable through Compass**

COMPASS ACQUISITIONS

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PRIMARY FUNDING PARTNERS

Compass leverages its capital where appropriate through the use of established partnerships such as the one with Wynnchurch Capital. Funding for larger acquisitions are jointly supported and managed. Compass also has access to several other Detroit area equity funds and excellent banking relationships that will permit us to readily conclude financing as necessary.

WYNNCHURCH | CAPITAL



Android Industries LLC
Automotive Sequencing and Sub-assemblies



AxleTech International, Inc.
Specialty Vehicle Drivetrain Systems and Components
www.axletech.com



Buse Industries, Inc.
Cable Assemblies and Connectors
www.buseinc.com



Connection Concepts, Inc.
Custom Cable Assemblies
www.connectionconceptsinc.com



ICG Castings Inc.
Engineered Aluminum Die Casting
www.icgcastings.com



Peake Plastics Corporation
Close-Tolerance Precision Plastic Components
www.peakeplastics.com



Student Transportation of America, Inc.
School Bus Transportation Services
www.ridesta.com



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