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NGC Group LLC is a Cleveland, Ohio based business focused on acquiring a niche industrial manufacturing company that produces engineered products and generates up to \$9 million in annual EBITDA. NGC Group has a preferential attraction for companies where business growth and equity value creation is possible through initiatives such as new/innovative product launches, operational improvements, geographic expansion, and sales channel enhancement.

Acquisition Criteria

NGC Group seeks a B2B manufacturing company with proprietary products and processes, a diverse customer base, OE and aftermarket opportunities and global expansion potential. Served markets would include on-highway, off-highway, agriculture, defense, performance, materials, and energy. The defined target markets and company characteristics should function as a general guideline only and not be considered as definitive.

Target transaction size would be in the range of \$1 million to \$9 million annual EBITDA. All acquisitions will be funded through a combination of private and public financing. NGC Group requires a majority ownership position but will entertain additional minority stake holders.

NGC Group and Your Succession Plan

Selecting the ideal buyer for your business can be difficult. Often financial compensation is only part of an owners overall criteria when selecting a buyer. Listed below are five key attributes that collectively distinguish NGC Group from other potential buyers.

- NGC Group is comprised of experienced operating professionals, who have successfully grown a small domestic business (\$18m revenue) into a global industry leader with forecasted sales exceeding \$400 million (2011). Additionally, we have expertise in distressed business turnaround and new business startups.
- NGC Group is not a private equity fund with a large overhead and a complex limited partner structure. We are three experienced professionals dedicated to investing our time, talents and financial resources into a select manufacturing company.
- Most investment groups have specific short term ownership timelines and preconceived exit strategies. NGC Group has one simple charter, to acquire a manufacturer of engineered products and grow the business over the next 30 years.
- Each member of NGC Group has worked together, in a small business environment, for over 20+ years. Each of us understands the critical value of good stewardship and the impact it has on employees, the community and the industry.
- NGC Group is prepared to move quickly on the right opportunity and willing to provide creative structuring of acquisition transaction to address special seller needs.

Basic Philosophy

1. U.S. Manufacturers are capable of being competitive globally at a world-class level.
2. Strong engineering and product differentiation drives customer value.
3. Customer intimacy provides unique insight and lays the foundation for broader and deeper partnerships.
4. Recruitment, development, training and retention of new and existing talent are critical to organizational success.
5. Employees must have a vested interest in the company's success. Incentive or profit sharing programs for all are critical elements to a growth oriented business.
6. Integrity, teamwork and a bias for action are imperatives.

Our Approach

At NGC Group, we understand there is no standard approach when attempting to acquire businesses and that the process takes a significant amount of time and hard work. Initially we would like to hold a conference call with you to discuss your business and the potential opportunity. Assuming that our conference call goes well, we would like to follow-up with a scheduled meeting at your offices so that we can get to know each other on a more personal basis and learn more about your business. Naturally, we will execute a Confidentiality Agreement prior to our visit.

Our Experience Drives Strategic Growth

NGC Group is comprised of experienced operations, sales and marketing professionals who have successfully built and managed global manufacturing businesses. Each member of NGC Group provided the leadership, vision and management that enabled Wellman Products Group (Hawk Corporation) to grow from an \$18mm domestic manufacturer to a global industrial leader with sales exceeding \$400mm. Our broad range of business expertise includes:

- World-class management and team development.
- Proven track record of success through original equipment and aftermarket channels.
- Extensive experience serving a broad range of end markets including Aerospace, Agriculture, Alternative Energy, Construction, Forestry, Industrial, Material Handling, Marine, Military, Mining, Motorsports, On-Highway Truck, Performance Automotive, Powersports (Motorcycle, Snowmobile, ATV).
- New product development via continuous improvement and commercialization of innovative market based solutions.
- Manufacturing efficiency and operational improvement utilizing tools such as lean manufacturing principles and Six-Sigma.
- Global sourcing and logistics.
- Startup manufacturing and expansion (Americas, Asia-Pacific, India & Europe).
- Management experience through tough and expansion cycles.
- Domestic and global brand building and management.
- Multi-media communications, public relations and promotion.
- Strategic acquisitions and integration.

Team Background

Gary A. Worner (Managing Partner) started his career working for Seed One venture capital (Hudson Ohio). Direct responsibility for a portfolio company called Composite Systems specializing in Friction Materials. In 1989 joined Hawk Corporation (Cleveland, OH) working at Friction Products Company (Medina, Ohio), which was Hawk's first acquisition with total revenue of \$18mm. In 1991 he helped launch Friction Products Company into new markets by starting Hawk Performance which specialized in high performance semi-metallic and organic friction materials for disc brake applications. From 1991 to 1997 Gary served as Director of Hawk Performance targeting the on-highway and specialty markets. In 1998 Mr. Worner moved on to serve as Wet Friction Product Manager after Hawk acquired SK Wellman. The combined businesses of SK Wellman and Friction Products became known as Wellman Products Group. As product manager Gary had responsibility for all products, strategic planning, technology roadmaps, and ownership of commercial relationships with companies such as Caterpillar, John Deere, Allison, Dana, Eaton, and CNH. In 2001 he was named Director of Sales and Product Marketing at Wellman and then became VP of Sales and Marketing in January 2005. Additional responsibility for Asia Pacific Operations was added in 2009. At the end of 2010 Hawk Corporation was purchased by Carlisle Corporation for \$413m at \$50/share. Gary lives in Copley Ohio with wife Carrie and their 4 boys, Gary 20, Alex 17, Vincent 11, and Anthony 6.

Carl J. Harbert (Managing Partner) began his career working for industrial cutting tool distributor DMT Company (Chagrin Falls Ohio). Responsibilities included customer service, product management and field sales. Between 1985 and 1990, Carl continued to expand his sales and marketing skills working for various companies in the business services, medical and industrial markets. In January 1991, Carl joined Hawk Corporation (Cleveland, OH). He and Gary Worner partnered to launch and develop a start-up manufacturing business known originally as Hawk Brake Company (Twinsburg, OH). Responsibilities included sales, marketing, communications and product management. In 1998, Hawk Performance relocated and became part of the much larger Friction Products Company (Medina, OH). At this time Carl became the Product & Marketing Manager for all aftermarket product lines. Between 1999 and 2006, Carl expanded his role and responsibilities accepting the position of Global Aftermarket Product and Marketing Manager for multiple companies under Hawk Corporation which included Friction Products Company, SK Wellman, Tex Racing and Quarter Master Clutch Inc. In 2006, Carl was promoted to Director of Global Marketing & Communications with responsibilities for both the original equipment and aftermarket business channels under Hawk Corporation. In December of 2010, Hawk Corporation was purchased by Carlisle Companies for \$413m at \$50/share. Carl Harbert lives in Hudson Ohio with his wife Clarice and their two boys, Maxwell 13 and Carter 11.

Nicholas G. Berchtold (CFO) began his career working for Roadway Services, Inc. in 1988. Responsibilities included operations finance/audit, strategic tax planning and acquisitions analysis. From 1997 until 2000, Nick served as Corporate Assistant/Divisional Controller for Olympic Steel, Inc. Nick managed the company's mergers, acquisitions and Greenfield growth initiatives. From 2000 until 2007, Nick served as Divisional Controller for Wellman Products Group (Hawk Corporation), a leading worldwide supplier of highly engineered friction materials. Nick directed the finance, information technology and inventory control functions of the company. During his tenure with Wellman, Nick led the centralization and standardization of the company's financial reporting structure and supported the start-up of Wellman's Suzhou, China and Tulsa, OK manufacturing facilities. From 2007 until 2011, Nick served as Chief Financial Officer at Energy Focus, Inc., a

publicly-traded manufacturer of energy-efficient lighting solutions for the commercial, retail and military markets. Nick directed the finance, accounting, treasury, cash management, human resources, procurement, and information technology functions of the company. Additionally, Nick completed strategic acquisitions and executed the divestiture of international non-core operations. From 2011 until October, 2012, Nick served as Chief Financial Officer at New Star Metals, Inc., a \$250 million steel service center. He directed the finance, accounting, treasury, cash management and human resources functions of the company. Nick and his family live in Sagamore Hills, Ohio.

Norman C. Harbert (Chairman) was formerly Chairman Emeritus of the Board and Founder of the Hawk Corporation. He served as Chairman, President & CEO from 1989 to 1999. He has also serviced the Hawk Corporation in various other capacities since then. Norman has over 45 years of manufacturing experience. He joined Reliance Electric in 1958, where he served in various positions over 22 years, including Division Manager (motors), Corporate Director of Manufacturing, and General Manager Rotating Products Group. From Reliance, Mr. Harbert served for seven years as the President and Chief Executive Officer of the Ajax Magnethermic Corporation (Warren, Ohio) and two years as the Chairman, President and CEO of the Maverick Tube Corporation (Chesterfield, MO) before co-founding the Hawk Corporation in Cleveland. Mr. Harbert is a former member of the board of directors at Second National Bank (Warren, Ohio), Roadway Services, Caliber Systems, and Wean United.