

Bristol Investment Group

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Arranging financing and other corporate finance services promptly and on attractive terms doesn't just happen. It requires the kind of expertise, contacts and personal attention that Bristol Investment Group delivers to growing public companies.

Bristol and its affiliated investment entities focus on providing professional financial advisory and investment services. We know how to help companies build shareholder value through acquisitions, mergers and internal growth funded by growth capital. We are proud of our reputation for delivering on financing commitments, which we attribute to our close relationships with institutional investors and corporate partners.

If you're looking for an expedient and flexible corporate financing solution, Bristol can bring it to you. Our team of hands-on corporate finance specialists has years of experience at Wall Street firms. Our dedication and commitment to our clients have yielded a history of financial success. We look forward to working with you.

Sincerely,

Alan Donenfeld

Alan Donenfeld
President

Overview

Bristol Investment Group is a private investment firm that provides corporate financing solutions to growth companies. Bristol is a recognized leader in providing corporate financial advisory services including private placements, valuations, merger and acquisitions advice and institutional research services.

Bristol is a broker/dealer firm that is registered with the National Association of Securities Dealers (NASD) and is a member of the Securities Investor Protection Corporation (SIPC).

Bristol's Mission

Bristol's mission is to assist companies build shareholder value by providing them with professional financing solutions, strategic acquisition expertise and institutional research services. Bristol's team of experienced investment professionals is dedicated to the success of our clients which we achieve through delivering on financial commitments. Bristol provides the following services to its clients:

- Arranging equity for working capital, expansion or acquisitions.
- Advisory services for an asset sale, valuation or strategic planning.
- Advisory services regarding going private or M&A services.
- Investment research to expand a Company's visibility on Wall Street.



Raising Debt and Equity Bristol invests in and arranges debt and equity capital to finance a broad range of requirements including corporate expansion, acquisitions and going private transactions. Over many years, Bristol has developed a close relationship with hundreds of financing sources and, through affiliated investment entities, often invests as a principal. These relationships allow Bristol to structure a flexible financial instrument consistent with market conditions and management's objectives.

Going Private Transaction Bristol sponsors "going private" transactions in partnership with management when the public market valuation is well below the Company's longer term value. Bristol will arrange the equity and debt financing and advise on the process of going private.

Mergers & Acquisitions Bristol assists its clients in identifying and analyzing attractive acquisition candidates, determining the appropriate purchase price and negotiating the transaction documents. A Company may wish to divest a subsidiary that may represent greater value upon divestiture to a third party than it does to the Company.

Fairness Opinions Bristol provides company valuations and fairness opinions that may be required in conjunction with raising capital and acquisitions. Various methodologies are utilized for a valuation, including market valuation, break-up valuation and discounted cash flow analysis.

Research Services Bristol is experienced in performing research that uncovers investment opportunities. Our Director of Research communicates regularly with portfolio money managers regarding companies that Bristol believes are attractive investments.



"We put our experience and industry contacts to work for our clients, ensuring successful financings with the best possible terms."

EQUITY FINANCING SOLUTIONS

Bristol specializes in arranging financing for public companies. There are three primary private placement financing structures: Straight Equity, Convertible Preferred and Convertible Notes. The financing structure most appropriate for a company is based upon projected growth, use of capital, stock performance and average stock trading volume.

Straight Equity at a Discount

A sale of common stock at a fixed price (often a 5% to 25% discount to the public stock price) is the simplest and most straightforward financing structure. The proceeds to the Company, the number of shares to be sold and the price at which the stock is sold are locked in at closing. The Company must register the stock within 90 days.

Convertible Preferred Securities

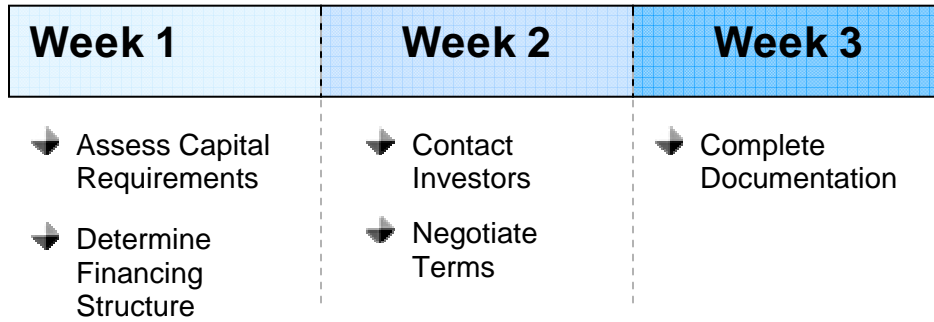
Convertible Preferred securities typically include a formula for converting the preferred shares into common shares, typically at a discount of 5% to 25% below the Company's stock price at the time of conversion, although some companies may be able to secure a conversion price at a premium. Conversion usually begins 90 days after closing, when the underlying common stock must be registered.

Convertible Notes

A popular financing structure is raising capital by issuing convertible notes with an interest rate of 5% to 10%. Typical terms are a three-year note with monthly self-amortizing principal and interest payments beginning six months after issuance. The principal and interest can be paid in cash or in stock, at the company's sole option. If the company elects to pay the principal and interest in stock, then the stock is valued at a fixed price or a small discount to the market price at the time of the payment. A benefit to the company is that the conversion price is usually in a range from the market price to a premium of 10%.

CAPITAL RAISING PROCESS

Bristol has developed highly desirable programs that enable public companies to raise capital efficiently and flexibly. The time frame for structuring and documenting a Straight Equity investment or a Convertible Preferred or Notes is only three weeks.



1. Determine Structure

Bristol reviews the Company's financial position and assesses the Company's capital requirements. Management must be strong and have a clear vision for how they plan to grow their business. Bristol and the Company jointly determine the best structure for raising capital. If the Company needs cash immediately, Bristol will recommend Straight Equity or Convertible Notes / Preferred securities. If the Company needs capital, but wants the flexibility to receive the investment over a 3 to 12 month period, Bristol will recommend an alternative structure called an Equity Line, which would give the Company the right (but not the obligation) to drawdown on the Equity Line at agreed upon times or whenever the Company determines it needs funds.

2. Contact Investors

Bristol maintains contact with hundreds of U.S. and foreign investors and, through affiliated investment entities, invests as a principal. Many investment groups are industry or geographically focused, which is a strong tool for assessing preliminary interest. After initially contacting investors, Bristol sends them a summary of the proposed financing for evaluation and discussion.

3. Document and Close

As a registered broker/dealer, Bristol advises the Company on required public filings and facilitates the signing of the Security Purchase Agreement. This document details (1) the terms of the purchase and sale, including the pricing formula and amount of securities purchased, (2) the mechanics of closing, and (3) customary representations and warranties of the Company.

Timing of Funding

The Company receives the proceeds from the sale of the securities approximately three weeks from Bristol's first contact with investors and the signing of documentation for a Straight Equity or Convertible Preferred offering. The Company registers the common stock issued or issuable pursuant to these offerings within 90 days. Because of the delay in registration in a Convertible Preferred offering, the price of the common stock typically is discounted 5% to 25%.

Documentation

The private placement documentation includes a security purchase agreement, registration rights agreement and a warrant agreement. Bristol can recommend attorneys who are experts in delineating terms such as convertibility and registration.



"Many small public companies lack access to high-quality corporate finance advice. Our close relationships with institutional investors results in completed financings on an expedient basis."

MANAGEMENT



Alan P. Donenfeld is President of Bristol Investment Group and General Partner of Bristol Capital Partners. Over the past 25 years of his career, at several different investment firms, Mr. Donenfeld has assisted on over \$2 billion of financing and acquisitions of high growth companies. From 1997 to 1990, prior to establishing Bristol, Mr. Donenfeld was Vice President in the Merger and Acquisitions Group at Bear, Stearns & Co. Inc. in New York, where he directed numerous acquisitions, valuations, fairness opinions and exclusive sales representations. Prior to working at Bear Stearns, Mr. Donenfeld managed the Principal Investment Group at EF Hutton, which became Lehman Brothers. In addition, Mr. Donenfeld helped establish Quadrex Securities Corporation, where he assisted in raising a leveraged buyout fund. Mr. Donenfeld started his career at Cowen & Co. and then worked at Schroders. Mr. Donenfeld graduated with honors from Tufts University in 1979 with a BA in Economics. He received his MBA from the Fuqua School of Business at Duke University in 1981, where he was a member of the Investment Policy Committee.



Arthur B. Whitcomb, Jr. is a Managing Director of Bristol Investment Group. Prior to joining Bristol, Mr. Whitcomb was a Managing Director of the Investment Banking division at Coleman & Company Securities, Inc., a NASD member firm. While at Coleman, Mr. Whitcomb was responsible for successfully funding numerous technology companies in both the public and private markets. Before working at Coleman, Mr. Whitcomb was a Managing Director at Whale Securities Co., and a Junior Partner at Sands Brothers where he focused on negotiating and structuring initial public offerings and private placements. Mr. Whitcomb started his career at Paine Webber in 1988 in the Capital Markets Group training program. Mr. Whitcomb studied Psychology at Boston University.



Christopher Moore has over ten years of experience analyzing and working with small and special situation companies. Mr. Moore was the Director of Research at Coleman & Company Securities, a NASD member firm. While at Coleman he actively covered companies in such industries as: entertainment software, telecommunications, semiconductors, biotech, healthcare informatics, and drug delivery. Mr. Moore is a Chartered Financial Analyst from the Association of Investment Management Research (AIMR). He received his MBA in Finance from the Leonard N. Stern School of Business at New York University in 1990.

ADVISORS

Cornelius B. Prior, Jr. is an Advisor to Bristol. He has been Chief Executive Officer and Chairman of the Board of the Atlantic Tele-Network, Inc. (ANK-Amex) since December 30, 1997. From 1980 to 1987, Neil was a Managing Director of Kidder, Peabody & Co. Incorporated, where he directed the Telecommunications Finance Group. Neil began his career at Drexel Firestone, Blyth Eastman Dillon and Sullivan & Cromwell. Neil received his LL.B from Harvard Law School in 1962 and graduated from Holy Cross College

Louis H. Ray is an Advisor to Bristol. He is also President and CEO of Matcom International Corp., a software and systems integration firm. Before joining Matcom, he was President of a division of ManTech International. He studied physics at Yale University.

David Hattman is an Advisor to Bristol. He is currently Chairman and CEO of Total Communications Services (TCS). Prior to acquiring TCS, he managed the start up and development of Time Warner Telecom's Houston operations. Dave was the founder and CEO of New England Digital Distribution, which he sold to MFS Communications - now a subsidiary of MCI Worldcom. Dave started his career in 1972 at New England Telephone. He serves on the Board of Directors of Arbella Insurance Group. Dave holds an M.S. degree in Mathematics and B.S. degrees in Physics and Mathematics from the University of Maine at Orono.

Dr. William Prather is an Advisor to Bristol. He was Senior Vice President, Finance and Business Development of Boston Biomedica (NasdaqNM-BBII) until early 2001. Prior to joining Boston Bio, Dr. Prather was the Senior Health Care Analyst for Cruttenden Roth, Inc. from 1995 to 1998. From 1992 to 1995 he was the Senior Analyst in Health Care for Manning and Napier Advisors. Dr. Prather earned a B.S. in pharmacy and his MD at the University of Missouri, and completed a Clinical Research Geriatric Fellowship at Harvard Medical School. Dr. Prather is a Director of Primed International, a medical device company and a member of the Advisory Board of the Canadian Medical Discovery Fund, Inc., a fund of MDS Capital.

TESTIMONIALS



Michael Daley
Former EVP
Mpower Comm.
NasdaqNM: MPWR

"Bristol assisted ACC Corp. in raising \$12 million in three weeks through the sale of Common Stock to institutional investors. Alan Donenfeld provided the oversight to assist ACC Corp. realize a creative recapitalization solution which was important to the Company's growth strategy."



Neil Prior
Chairman and CEO
Atlantic Tele-Network
AMEX: ANK

"Alan Donenfeld helped finance our company, beginning with bridge and permanent acquisition financing for close to \$100 million, when Alan was with EF Hutton. While at Bristol, he has continued to have a close relationship with us - advising on acquisitions and financings. "



David Hattman
Chairman
Total
Communication
Services

"Bristol provided outstanding professional service to us as a result of Alan Donenfeld's leadership role in structuring and investing in the acquisition of Total Communication Services. From start to finish, he closed the financing in an extraordinarily short three week time period. Alan has continued to provide valuable business guidance as a member of our Board of Directors."

COMPLETED FINANINGS

Bristol has acted in one of the following capacities: Placement Agent, Investment Banker, M&A Advisor, Financial Advisor, or Introducing Agent.

 <p style="text-align: center;">\$10,000,000</p> <p style="text-align: center;">Recapitalization and Merger into Initial Acquisition Corp.</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">\$7,300,000</p> <p style="text-align: center;">Convertible Preferred Stock and Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">Financial Advisory Services</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">Financial Advisory</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>
 <p style="text-align: center;">\$75,700,000</p> <p style="text-align: center;">Financial Advisory Services to Matcom International</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">\$22,200,000</p> <p style="text-align: center;">Acquisition and Financing Convertible Preferred Stock and Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">World Heart</p> <p style="text-align: center;">\$15,000,000</p> <p style="text-align: center;">Common Stock and Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">Advisory Services</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>
<p style="text-align: center;">»ENERGYBRANDS</p> <p style="text-align: center;">\$10,000,000</p> <p style="text-align: center;">Common Stock and Convertible Notes</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">\$4,000,000</p> <p style="text-align: center;">Bridge Financing Secured Convertible Promissory Notes and Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	<p style="text-align: center;">A Division Of  ACC Corp.</p> <p style="text-align: center;">\$12,000,000</p> <p style="text-align: center;">Common Stock and Convertible Preferred Stock</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">Advisory Services</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>
 <p style="text-align: center;">\$6,000,000</p> <p style="text-align: center;">Convertible Preferred with Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">\$6,800,000</p> <p style="text-align: center;">Preferred Stock and Common Stock</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">Fairness Opinion</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">\$8,500,000</p> <p style="text-align: center;">Notes and Convertible Preferred Stock</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>
 <p style="text-align: center;">\$9,600,000</p> <p style="text-align: center;">Convertible Preferred Stock and Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">Acquisition and Financing Secured Promissory Notes and Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">Financial Advisory</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>	 <p style="text-align: center;">\$1,800,000</p> <p style="text-align: center;">Convertible Preferred Stock and Warrants</p> <p style="text-align: center;">Bristol Investment Group, Inc.</p>