

REPRESENTATIVE ESOP TRANSACTIONS

The following is a representative listing of some of the corporate representations handled by the ESOP Business Planning Group. We also routinely represent third-party lenders, ESOP trustees and selling shareholders in ESOP transactions.

 <p>Power Hawk Technologies, Inc. Pine Brook, New Jersey</p> <p>March 12, 2004</p> <p>Power Hawk Technologies, Inc. manufactures, sells and distributes the Power Hawk Rescue System and Swench Manual Impact Wrenches</p> <ul style="list-style-type: none"> • Purchase by ESOP Trust of substantially all of the assets of the Commercial Technologies Division of Curtiss-Wright Controls, Inc. • Financed with employee benefit rollovers, Small Business Administration (SBA) loan and seller-financing 	 <p>Transportation Management Services, Inc. Vienna, Virginia</p> <p>February 9, 2004</p> <p>Transportation Management Services, Inc. provides transportation management consulting for large events</p> <ul style="list-style-type: none"> • Sale of 44% of outstanding common stock (recapitalization and buy-out of 50% owner) • 100% bank-financed
 <p>Kindermusik International, Inc. Brown Summit, North Carolina</p> <p>February 25, 2002</p> <p>Kindermusik International, Inc. is a musical education company teaching music and movement to children ages zero to seven</p> <ul style="list-style-type: none"> • Purchase by ESOP Trust of approximately 30% of outstanding common stock; company purchase, through a tender offer, of the remaining 70% of outstanding common stock • 100% seller-financed (approximately 95 shareholders) 	 <p>Key West Boats, Inc. Ridgeville, South Carolina</p> <p>February 5, 2003</p> <p>Key West Boats is a manufacturer of fishing boats</p> <ul style="list-style-type: none"> • Sale of 40% of outstanding common stock (recapitalization and buy-out of 50% owner) • 100% bank-financed

REPRESENTATIVE ESOP TRANSACTIONS



Spevco, Inc.
Winston-Salem, North Carolina

October 30, 2001

Spevco, Inc. designs, executes and operates exhibit vehicles for corporate marketing events

- Sale of 40% of outstanding common stock
- 30% seller-financed; 70% bank-financed



Keystone Holdings, Inc.
Clemmons, North Carolina

October 17, 2002

Keystone Holdings, Inc. creates, develops and executes strategic marketing plans for sporting events

- Sale of 49% of outstanding common stock
- 80% seller-financed; 20% bank-financed



Motorsports Designs Holding, Inc.
High Point, North Carolina

September 20, 2001

Motorsports Designs Holding, Inc. provides auto racing graphics

- Sale of 30% of outstanding common stock
- 100% bank-financed



HazTrain, Inc.
White Plains, Maryland

July 19, 2002

HazTrain, Inc. provides EPA, OSHA and DOT employee health and safety training

- Sale of 49% of outstanding common stock
- 100% bank-financed

Research and Evaluation Associates,
Chapel Hill, North Carolina
Washington, DC

April 4, 2002

Research and Evaluation Associates conducts research on educational, workplace, economic and other issues to help policymakers make well-informed decisions

- Sale of 100% of outstanding common stock
- 16.7% seller-financed; 83.3% bank-financed



Napco, Inc.
Sparta, North Carolina

September 18, 2001

Napco, Inc. custom builds gameboards, loose-leaf binders, multimedia or photo albums, slipcases and promotional materials

- Sale of 37% of outstanding common stock
- 100% seller-financed



WOMBLE CARLYLE SANDRIDGE & RICE, PLLC
ESOP BUSINESS PLANNING GROUP

REPRESENTATIVE ESOP TRANSACTIONS

<p style="text-align: center;">Battles, Inc. Gatlinburg, Tennessee</p> <p style="text-align: center;">November 28, 2001</p> <p style="text-align: center;">Battles, Inc. operates grocery stores</p> <ul style="list-style-type: none">• Sale of approximately 41% of outstanding common stock• 100% bank-financed	<p style="text-align: center;">Fapco, Inc. Matthews, North Carolina</p> <p style="text-align: center;">September 11, 2001</p> <p style="text-align: center;">Fapco, Inc. provides payroll administration services</p> <ul style="list-style-type: none">• Sale of approximately 25% of outstanding common stock• 100% seller-financed
---	--