

**EXHIBIT “3”**  
**(MCA Statement of Qualifications)**

## **MCA FINANCIAL GROUP, LTD.**

MCA Financial Group provides financial advisory services to businesses, financial institutions and investor groups in the areas of Financial Restructuring and Interim Management, Business Oversight/Monitoring, Litigation Support, M&A Advisory Services, Corporate Finance, and Capital Formation. MCA's professionals also serve as Court Appointed Receivers and Trustees in numerous matters. MCA is comprised of senior professionals with hands-on experience in finance, operations, and financial accounting and analysis. We provide consulting, interim management and advisory services in the following areas:

### **Financial Restructuring & Interim Management Services (Debtor-in-Possession Representation & Troubled Loan Workout)**

- MCA will work with debtors throughout the reorganization process focusing on the areas of operational restructuring, financial restructuring, accounting and other business restructuring matters.
- MCA provides interim management services to creditors and debtors including chief restructuring officer, chief financial officer.
- MCA and its professionals serve as Court Appointed Receiverships and both Chapter 11 and Chapter 7 Trustees.
- MCA will assist creditors and stakeholders in evaluating business reorganizations, work-out solutions, and exit strategies.
- MCA provides management oversight, detailed financial analysis, and evaluation of management teams and business strategy.

### **Business Oversight/Monitoring Services**

- MCA will monitor the portfolio companies of private equity and investment firms to ensure adherence to business plans, management accountability, and to provide financial oversight.
- MCA will assist portfolio companies in execution of business objectives. This service assists investor groups in maximizing returns, working through troubled situations, and staying current on all business developments, while reducing travel time and expense and providing more time to explore future transactions.

### Commercial Litigation Support and Damage Analysis

- MCA professionals work with attorneys and their clients in commercial litigation matters and business disputes to quantify damages and provide expert testimony.
- MCA has extensive experience in forensic accounting, financial investigations and business valuations.

### M&A Advisory Services

- MCA has provided strategic M&A analyses, evaluated transactional alternatives, due diligence services, negotiation and execution of acquisitions or mergers, including post-transaction integration. MCA also provides valuation analysis for prospective transactions.

### Corporate Finance, Valuation and Capital Formation

- MCA will advise clients on organizational matters affecting a company's ability to raise capital and MCA will assist in identifying and negotiating financial transactions.
- MCA can prepare business valuations for transactional purposes, where appropriate.

For your review we have attached biographies of our professionals as well as a representative summary of MCA's recent engagements.

You have our personal commitment that MCA will provide high quality work to its clients in a timely manner. Confidentiality and trust are important ingredients in any business relationship and MCA is committed to these values.

Please contact us with any questions you may have. We look forward to speaking with you about potential opportunities to work together.

Sincerely,

**Morrie Aaron**  
*President / Senior Managing Director*  
(602) 956-4630  
maaron@mca-financial.com

## *Professional Biographies*

### **Morrie Aaron**

#### **President & Senior Managing Director**

Morrie Aaron is the founder and president of MCA Financial Group, Ltd. He is nationally recognized and highly regarded as an expert in the business advisory industry with over 20 years of experience in restructuring, interim and crisis management, mergers and acquisitions, and capital formation in a wide range of industries. Morrie has consulted to companies with revenues ranging from \$5 million to \$1 billion. Prior to founding MCA Financial Group Morrie served as an executive officer of two public companies in the roles of chief financial officer, treasurer, and operations manager. He spent 10 years with an internationally recognized consulting firm in New York, where he specialized in turnaround consulting, corporate finance, and accounting. Morrie graduated from The Pennsylvania State University with a B.S. in Accounting and received an M.B.A. in Management and Finance from Columbia University. He lectured at the Wharton School and The Pennsylvania State University on business turnarounds, and he was an adjunct faculty member in the Graduate School of Business at Arizona State University, where he taught a course on business turnarounds. Morrie was a director of an Arizona-based public company and serves on the boards of non-for-profit organizations. He is a Certified Turnaround Professional by the Turnaround Management Association, and he is a licensed Certified Public Accountant.

### **Keith Bierman**

#### **Managing Director**

Keith Bierman has extensive experience in representing both debtors and creditors in the areas of business turnarounds, financial restructurings, Chapter 11 business reorganizations, divestures, mergers and acquisitions, business valuations, financial management, and performance improvement. Keith's skills in customer and product profitability analysis, supplier and customer negotiations, and team building enable clients to improve cash flow. His direct involvement in numerous client engagements and his prior work experience have allowed Keith to gain invaluable experience in a wide variety of industries including aviation, aerospace and defense, retail, homebuilding, construction, manufacturing, financial services, and information technology. Prior to joining MCA Financial Group, Keith served as the Controller for Homebid, a real estate technology services provider, where he managed all aspects of the finance and accounting organization. Prior to Homebid, Keith was a Supervising Senior at KPMG, LLP in the Assurance and Business Advisory Practice. Keith graduated Magna Cum Laude from the University of Arizona with a B.S. in Accounting. He is a Certified Public Accountant in the State of Arizona and a member of the American Institute of Certified Public Accountants.

**Stacie Witten**  
**Managing Director**

Stacie is highly skilled in business analysis, accounting operations, cash management, and financial systems. She has extensive experience in establishing and managing complex financial systems. Stacie works with clients to identify operational strengths and weaknesses, to develop plans to improve cash flow, and to execute changes that lead to greater profitability. Prior to joining MCA Financial Group, Stacie served as the V.P. of Financial Systems of Employee Solutions, Inc., a publicly traded company with revenues of \$900 million, where she oversaw all facets of accounting operations and financial systems including participation in mergers and acquisitions. Prior to Employee Solutions, Stacie held Corporate Controller positions for private companies in both the restaurant and the import/distribution industries where she managed all aspects of the financial and accounting operations including developing banking and auditor relationships, financial forecasting, and redesigning financial systems. Stacie holds a B.S. in Accounting from Bowling Green State University.

**Jack Brungardt**  
**Managing Director**

Jack specializes in financial analysis, product and customer profitability studies, interim management, operational reviews, strategic market analysis, and systems integration. He has a strong background in business valuation and real estate appraisal, corporate finance and accounting, and cash and treasury management. Prior to joining MCA Financial Group, Jack served as the Senior V.P. of Financial Planning & Treasurer of Employee Solutions, Inc., a national publicly traded firm with revenues of \$900MM, where he oversaw all facets of financial planning, pricing and analysis as well as the cash management and treasury functions. Prior to Employee Solutions, Jack was a Manager in the Economic & Financial Consulting Division of an internationally recognized consulting firm where he was a Certified Public Accountant specializing in corporate recovery services and litigation support services. Jack also has worked internationally as a public auditor, for a predecessor firm of Ernst & Young, LLC, in Cambridge, England and he has experience with a commercial real estate valuation and appraisal firm in Phoenix, Arizona. Jack holds both a B.S. in Finance and an M.B.A. with an emphasis in Finance and Accounting from Arizona State University.

**Paul Roberts**  
**Director**

Paul has twenty plus years experience in corporate finance, cash management and treasury management. Prior to joining MCA Financial Group, Paul was Chief Financial Officer of a \$400 million privately held national retailer of wireless phones and devices. Paul also has background in construction materials serving as a treasurer of a \$2 billion company. Paul has a BBA in finance from Texas A&M University and is a certified cash manager. Paul is currently working towards his masters in accountancy at Arizona State University.

**Donald Hulke**  
**Director**

Don brings corporate restructuring and litigation experience in various industries to the firm. Don's corporate restructuring experience includes working with debtors, creditors and other parties in connection with both in and out-of-court restructurings, bankruptcies, turnarounds and liquidations, including the management of related litigation. Don has advised and assisted multiple companies with respect to: analyzing financial conditions and viability; evaluating restructuring alternatives; developing integrated financial statement projections; preparing confidential information memorandums for use in facilitating transactions involving the sale of company properties; liquidation analyses and other related services. Don's litigation services experience includes analysis of economic, financial and operational information in the assessment of damages and other issues in matters including breach of contract, intellectual property, securities fraud, personal injury litigation and other commercial litigation. Prior to joining MCA Financial Group, Ltd., Don worked for KPMG LLP in the Corporate Recovery Services practice. Don received his Bachelor of Science in Economics (Magna Cum Laude) and his Certificate in Statistical Quality Analysis from the Barrett Honors College of Business at Arizona State University.

**Karrilyn Krahe**  
**Director**

Karrilyn has eight years of financial consulting and assurance services experience. Karrilyn worked with a National public accounting firm in Phoenix, Arizona for five years then with a regional consulting firm for one year prior to joining MCA. Karrilyn has provided professional audit and accounting services to various entities in industries including financial services, retail, manufacturing and distribution, real estate and construction. Karrilyn has been trained and designated as an Internal Control Specialist while in public accounting. Karrilyn graduated Magna Cum Laude from Northern Arizona University in 1999 with a Bachelor of Science degree in Accounting. Karrilyn is a Certified Public Accountant in the State of Arizona and is a member of the AICPA and Arizona Society of CPA's.

**Robyn K. Cohen**  
**Director**

Robyn is a financial analyst with fifteen years of experience in financial modeling, planning and analysis. Robyn also has a strong background in accounting and financial reporting. Robyn has worked in the entertainment industry, serving in a number of financial planning and accounting and marketing roles. Robyn holds a BS in Management with concentrations in Accounting and Finance and has an MBA from Loyola Marymount University.

**Mark Bandy**  
**Director – Texas Office**

Mark spent eighteen years with an independent supermarket chain based in West Texas in various financial positions including 7 years as its Chief Financial Officer. His responsibilities included financial and management reporting, budgeting, forecasting, cash management and corporate finance – including several major refinancing arrangements. Mark also led the company through several acquisitions including the acquisition of a competing chain of grocery stores operating under Bankruptcy protection. Mr. Bandy also played a key role in the sale of the company to a large regional competitor in July 2006. Mark has a bachelor's degree in accounting and a Masters of Business Administration from the University of Texas in Austin and he is a Certified Public Accountant in the State of Texas.

**James Miller**  
**Senior Advisor – Commercial Litigation / Financial Institutions**

James Miller is a broadly experienced senior banking executive, consultant and OCC National Bank Examiner with over 25 years of diversified credit and regulatory experience with both large and smaller banks, including lending, administration, credit review, training, and problem loan administration. Mr. Miller joins MCA Financial as a Senior Advisor with a focus on commercial litigation regarding financial institutions. Mr. Miller has served as an Executive at various banks in the roles of Chief Risk Officer and Chief Credit Officer. In these roles, he was responsible for both corporate credit administration and overall risk management, worked with loan officers to develop business and structure loans, and directed the loan compliance and review functions. He also created the banks' corporate credit policy, and served as Chairman of the Loan Committee, the Risk Committee and the Special Assets and Reserve Adequacy Committees. Mr. Miller has also practiced as an independent consultant to a variety of financial institutions concentrating in all areas of risk management and credit administration, including loan and portfolio reviews, credit administration, regulatory law, lending policies/procedures, loss reserves, reporting and special projects – and has testified as an expert witness on such matters. Mr. Miller holds Bachelor of Science degree in Finance from the University of Oregon (1979) and received his Master of Business Administration degree from the University of Wyoming in 1990.

**Dennis (Pat) Patrick**  
**Senior Advisor**

Pat has over twenty-five years of experience developing businesses and managing technology in manufacturing, repair and service industries, including profit and loss accountability for an international company. Pat has degrees in Business and Engineering combined with experience in design, manufacturing, sales and marketing. Pat has strong customer relations and administrative skills and extensive program management in the domestic and international arenas. Pat brings seasoned judgment along with broad technical capabilities to provide efficient, cost-effective management or development of organizations, programs, products and markets. Pat led an aerospace company turnaround to achieve positive cash flow and 50% inventory and receivables reduction, positioning the company for sale. He identified buyers and led the negotiating team in a divestiture.

## Summary of Recent Engagements

<b>Litigation</b>			
<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
Mortgage Lender	Financial Expert to Defendant	Phoenix, AZ	Retained by Defendant through its counsel to provide an expert opinion regarding several real property refinancing transactions where Defendant was accused of aiding and abetting fraud.
National Full-Line Insurance Carrier	Financial Expert	Phoenix, AZ	Retained by defendant as an expert witness to critique alleged damages and lost profits asserted by plaintiff of approximately \$28 million.
National Distributor of Automotive Equipment	Forensic Accountant	Scottsdale, AZ	Retained to perform forensic accounting on a vendor dispute with company.
National Banking Institute	Financial Advisor to Lender / Forensic Accounting	Southern, AZ	Retained to perform a financial review of borrower's feedlot and cattle operations with a focus on financial information and operations to verify propriety of records.
Commercial Finance Company	Financial Expert	Phoenix, AZ	Retained as financial expert by Defendant in a commercial litigation matter to review and critique plaintiff's damage analysis that asserted claims of approximately \$40 million. Provide expert testimony on behalf of Defendant. Plaintiff is an automotive brake manufacturer.
Secured creditors Group	Financial Expert on Plan Feasibility and interest rates	Phoenix, AZ	Retained by a group of secured lenders to a multi-state retail operation to testify as to the reasonableness of the proposed interest rate in the Bankruptcy Plan of Reorganization and assess Plan feasibility. Provided both expert report and testimony services.
Retained by Trustee	Financial Advisor to Trustee/ Forensic Accounting	Phoenix, AZ R	Retained by the Trustee to analyze and quantify amounts owed and contributions made to a multiple mobile home park management company. Responsible for providing expert reporting and testimony.
Retained by Defendant through Counsel	Financial Expert to Defendant regarding a business acquisition	Phoenix, AZ	Retained by a Defendant through his counsel to provide expert report and expert testimony regarding due diligence services provided for a business acquisition of a commercial fire sprinkler installation company.
Full-line Insurance Company	Financial Expert	Phoenix, AZ	Retained as financial expert to review and critique plaintiff's damage analysis and claims on a \$200 million health-care services company and provide expert testimony on behalf of defendant.
<b>Litigation (continued)</b>			



<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
National Franchisor of Food Service Operations	Financial Expert	Phoenix, AZ	Retained by Defendant as financial expert on business valuation and damages. Prepared a business valuation for area developer rights and its related operations. Calculated damages to Defendant pursuant to a counter claim.
National Cable TV Company	Financial Expert	Phoenix, AZ	Retained by Defendant as financial expert on contract termination dispute. Retained to compute damages and refute lost profit claim.
Manufacturer of Armored Guard Stations	Forensic Accountant	Phoenix, AZ	As court appointed receiver, performed a reconstruction of company's books and records for prior five years. Identified improper payments and uses of funds for the benefit of shareholders.
Retained by automotive manufacturer and tire manufacturer	Financial Expert	Phoenix, AZ	Retained as financial expert to on damages in an automotive case by defendants.

**Bankruptcy**

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
ITC Homes	Financial Advisor to Secured Lender	Tucson, AZ	Retained by secured creditor (owed \$15 million) to oversee the completion of this 200 home residential housing development. Responsible for site inspection, approval of all payments by debtor, address issues with buyers, sub-contractors and others related to the development.
Handmaker Senior Living	Financial Advisor to Bond Trustee	Tucson, AZ	Retained as feasibility expert on behalf of secured bondholder group (\$21 million principal value). Prepared report and provided testimony.
Peter Patel, et al.	Financial Advisor to Debtor	Phoenix, AZ	Financial advisor to owner of 11 budget hotels, condominiums and vacant land in rural Arizona. Assisted Debtor in developing plan of reorganization and related bankruptcy litigation.
Supplier and Secured Creditor to Empire Glass	Financial Advisor to Secured Creditor	Phoenix, AZ	Retained as financial advisor to this supplier and secured creditor of Empire Glass, a regional windshield repair and replacement company. Duties include working with Debtor on cash collateral matters and plan of reorganization.
Unsecured Creditor	Financial Advisor	Tempe, AZ	Financial advisor to a large unsecured creditor in a preference litigation matter. Assist client in its defense of this avoidance matter by creating a defense strategy.
Xeba, Inc.	Chapter 7 Trustee	Phoenix, AZ	Elected as Trustee by unsecured creditors over a \$25 million computer manufacturer to maximize recovery for creditors. Primary services included asset recovery and fraud investigation.
Fourthstage Technologies Liquidating Trust	Chapter 11 Liquidating Agent	Phoenix, AZ	Responsible for claims settlement process, prosecution of preferences and other causes of actions including D&O sure, securities violations and other matters.
National Banking Institution	Advisor to Secured Lender	Phoenix, AZ	Retained by the secured lender to Cesar Color in its Chapter 11 bankruptcy proceedings. Retained to assist lender in analyzing cash collateral, financial activities of the Debtor and other matters centered on recovery.
LeapSource, Inc.	Financial Advisor to Chapter 7 Trustee	Phoenix, AZ	Retained to perform business valuation services of this business outsourcing provider, and other services to support U.S. Trustee in maximizing return to creditors and other stakeholders.
Fourthstage Technologies, Inc.	Financial Advisor to Debtor	Phoenix, AZ	Retained as financial advisor to debtor of this national operator of high-speed data centers that provide co-location, web hosting, broadband connectivity, and managed services. Role includes forecasting, assisting management with operational matters, asset sales, and valuation issues, and formulation of a plan of reorganization.

**Bankruptcy (continued)**

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
International Commercial Bank	Financial Advisor to Bank / Responsible Party for Management of Debtors' Operations during Chapter 11	Phoenix & Tucson, AZ; Long Island, NY, and Philadelphia, PA	Provided financial and operational oversight to lender for a \$25 million revenue publisher of free weekly publications prior to a Chapter 11 filing by the debtor. Subsequently appointed by U.S. Bankruptcy Court for the district on Eastern NY as the Responsible Party to manage the Debtors' affairs. Duties included interim management of operations and management of the asset sale process, and other bankruptcy related issues.
Sun Valley Furniture (d/b/a Bedroom Superstore)	Business & Financial Advisor to Debtor	Arizona, California, Wisconsin, Utah	\$40 million furniture retailer. Provided interim management services, financial advisory services and assist in DIP financing. Managed business sale process.
Express Air, Inc.	Financial Advisor to Debtor	Page, AZ & Phoenix, AZ	Primary responsibilities included development of operating strategies, negotiation of financing with secured lenders, and valuation services. Express operated air cargo and commuter routes, and air tour operations in Arizona, Nevada and Utah.
Stevens Financial Group, Ltd	Financial Advisor to Debtor	Springfield, MO	Missouri based consumer finance company. Assist debtor with debtor-in-possession financing, collateral analysis, strategic business analysis, valuation, and other matters as required. Performed forensic accounting services to assist in tracking over \$75 million in missing assets.
Sunrise Liquidating Trust	Ch. 11 Liquidating Trustee	Page, AZ	Responsible for asset disposition, claims negotiations and settlement process, and trust administration. Total trust assets approximated \$8.2 million.
Sunrise Airlines, Inc.	Advisor to Debtor in Ch. 11.	Page, AZ	Arizona based airline that provides multi-state commuter service, Grand Canyon and Northern Arizona air tours, and cargo routs. Sunrise operated approximately 29 aircraft. Advised Debtor on all business and bankruptcy related matters.
National Banking Institution	Financial Expert on Plan Feasibility	Phoenix, AZ	Retained to review Plan of Reorganization and provide expert opinion with respect to feasibility on this break manufacturing company.
Marine Military Academy	Advisor to Debtor in Ch. 11.	Harlingen, TX	Retained by Debtor to provide expert testimony on interest rates related to \$10 million municipal bond issue and plan feasibility.
National Loan Servicing Company	Expert witness to Secured Creditor	Phoenix, AZ	Retained as interest rate and plan feasibility expert for secured creditor in a single asset hotel Ch. 11 case.
Secured Creditor Groups	Interest Rate Expert	Phoenix, AZ	Retained as interest rate expert for several secured creditors related to a multi state retail operation.

***Bankruptcy (continued)***

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
Name Droppers	Financial Advisor to Debtor	Reno, NV	Served as financial advisor to the Debtor of this specialized retailer. Assisted in developing financial forecast model as well as feasibility analysis. Assisted Debtor in improving cash management, cost reductions, and improvements in inventory management.
Gamet Technology, Lodging and Gaming System & Caughlin Club	Financial Advisor to Debtor	Reno, NV	Financial advisor to Debtors in these Ch. 11 cases. Debtors include a casino and hotel management software company (Lodging and Gaming Systems), a software development company (Gamet) and a health club (the Caughlin Club). Advised on developing plans of reorganization, feasibility analyses, claims analyses, assisted in asset sale process including producing sales memorandum and identifying potential buyers as well other general restructuring matters.

**M&A**

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
Aerospace PMA manufacturer	Financial Advisor to Company	Phoenix, AZ	Retained to manage, negotiate and execute a business sale transaction. Successfully complete sale of this company.
Recycling Company	Business Valuation	Maricopa County, AZ	Retained to perform a business valuation for private sale of company stock.
National Franchisor	Business Valuation	Scottsdale, AZ	Retained to perform business valuation for board of directors.
Texas Grocery Store Operator	Financial Advisor to Company	Texas	Retained to manage, negotiate and execute a business sale transaction for this \$160 million a year grocer. Successfully complete sale of this company.
MicroAge, Inc.	Financial Advisor to CEO and senior management team on management lead buy-out process	Tempe, AZ	Advisor to management led buy-out group for certain business assets including MicroAge Technology Services, Inc., a \$400 million technology services subsidiary of MircoAge, Inc. from the bankruptcy estate. Assisted in acquisition strategy, capital formation and negotiation process.
Manufacturer of Cleaning Solvents and Lubrication Fluids	Financial Advisor to Board of Directors / CEO	Phoenix, AZ	Financial advisor to company on corporate finance and capital structure matters. Assisted in the development of a three year financial model and assisting in capital formation.
International Aircraft Parts Manufacturer and Distributor	Financial Advisor to Board of Directors / Owners	Phoenix, AZ	Advisor to Board / Owners of this privately held company on corporate finance matters, acquisition strategy, and strategic planning.
Southwest Private Equity Fund	Financial Advisor to Portfolio Company	Tempe, AZ	Provide financial consulting services to this start-up call center operation.
Centerstance, Inc.	Business Advisor	Portland, OR & Phoenix, AZ	Assisted client in the acquisition of Emerald Solution, Inc., an \$80 million revenue national IT services firm out of a Chapter 11 case.
MycroSensor Technologies, Inc.	Advisor to Company	Phoenix, AZ	Advised management in distressed asset sale process. Managed relationship with lenders.
NASDAQ Listed Company	M&A Advisor	Arizona	Assisted management in the identification of acquisition targets. Performed diligence for transactions.
Private Investor	M&A Advisor	Mesa, AZ	Assisted private investor in conducting due diligence and purchase investigation of several franchise operations. Advised on purchase price.
Regional Printer and Publisher	Financial Advisor on Sale Process	Denver, CO	Retained by owners to manage the sale of two operating business in the printing and publishing business. Responsible for all aspects of the sale process.

**Receiverships**

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
Trinity Oil Company	Court Appointed Receiver	Yuma, AZ El Centro, CA San Diego, CA	Court appointed receiver over the assets of this multi-state distributor of oil, gas and lubricants to the Imperial Valley, Western Arizona and the San Diego markets. Annual sales approximated 30 million gallons annually. Negotiated and executed a sale of the assets for the benefit of creditors.
John F. Turner Company	Court Appointed Restructuring Officer	Modesto, CA	Court appointed restructuring officer over the assets and operation of this \$20 million licensed calendar manufacturer. Responsible for operation of business and business sale process. Total secured and unsecured debts were approximately \$18 million.
American Water Star, Inc.	Court Appointed Receiver	Phoenix, AZ	Court appointed receiver over the assets of a highly distressed bottling company. Responsible for securing debtor's assets and marketing such assets for sale on behalf of a private secured creditor.
Sonora Behavioral Hospital	Court Appointed Receiver	Tucson, AZ	Court appointed receiver over the assets and operations of the psychiatric hospital and related real estate. Annual revenues approximate \$22 million before contractual adjustments. Responsible for restructuring of operations and business sale process and restructuring of debt.
Legend Homes	Court Appointed Receiver	Phoenix, AZ	Court appointed receiver over the assets of this 60 unit residential home building project. Appointed to complete the build-out and sale of the remaining home sites.
OneSource Technologies, Inc.	Court Appointed Receiver	Scottsdale, AZ	Court appointed receiver over the assets operations of this national equipment maintenance and service company. Responsible for the transition of operations, assets and personnel to a third party to maximize recovery of assets for creditors.
Flagstaff Ranch Golf Club	Court Appointed Receiver	Flagstaff, AZ	Court appointed receiver to operate and sell the assets of this 450 acre golf course community. Responsibilities include oversight of sales and marketing of home sites, accounting and finance and the completion of golf course amenities. Also responsible for the sale of the entire project to pay creditors and other parties in interest.
Sounds Like Music, Inc.	Court Appointed Receiver	Phoenix, AZ	Court appointed receiver over the assets and operations of this high-end audio video retailer. Responsible for retail operations and negotiating and executing a sale of the business and its assets.
Arizona Surgical Hospital, LLC	Court Appointed Receiver	Phoenix, AZ	Court appointed receiver with authority and responsibility to manage and execute the sale of this 23 bed surgical hospital. The hospital has three operating rooms and special licensing.

**Receiverships (continued)**

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
Sedona Cultural Park	Court Appointed Receiver	Sedona, AZ	Court appointed receiver over the Sedona Cultural Park, a 44-acre performing arts center in Sedona, Arizona. Responsible for operations and asset disposition.
Page Ice, Inc.	Court Appointed Receiver	Page, AZ	Appointed to operate the assets and business of Page Ice, Inc., a regional manufacturer and distributor of packaged ice. Responsible for operations, financial matters and asset disposition.
Interpipe Equipment, LLC	Court Appointed Receiver	Phoenix, AZ	Appointed to operate the assets and business of Interpipe Equipment, LLC, a manufacturer of fuel / lube trucks, water towers and tanker trucks. Responsible for all operational and financial matters of the operation. Also responsible for the business sale process.
Rockland Materials	Court Appointed Receiver	Phoenix, AZ	Appointed to operate the assets and business of Rockland Materials, a \$35 million producer of sand, gravel and cement.
Hillside Communities	Court Appointed Receiver	McMinnville, OR	Appointed to operate this Continuing Care Retirement Center (CCRC) for the benefit of creditors and community residents. The CCRC was the obligor on \$22 million of municipal bonds plus other contingent debt to residents. Responsibilities in interim management, financial restructuring and potential business sale.
Analog and Digital Technologies, Inc.	Financial Advisor to Bank / Court Appointed Receiver	Tempe, AZ	Analog and Digital Technologies, Inc. Court appointed receiver on a multi-million dollar distressed credit for high-end car audio brands including: a/d/s, PPI, and Orion. Annual revenues are approximately \$30 million with operations in the U.S. and abroad. Interim management responsible for day-to-day business operations and, business sale process.
Legends at Point Tapatio Cliffs	Court Appointed Receiver	Phoenix, AZ	Appointed by the secured lender to take control of assets during foreclosure period. Completed construction on remaining home sites and managed sale process.
Mandall Armor & Design Mfg, Inc.	Court Appointed Receiver	Phoenix, AZ R	Retained by shareholders to manage assets and operations and perform forensic accounting work in an effort to help resolve a shareholder dispute.

***Turnaround & Restructuring***

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
Southwestern Grocery Store Chain	Advisor to Company and Shareholders	Texas	Retained to assist this \$160 million grocery operation in operational improvements, business strategy and debt restructuring.
Wireless Phone Retailer	Advisor to Company and Board of Directors	Scottsdale, AZ	Business advisor to the second largest retailer of wireless phones in the U.S. Advised the shareholders and management of this \$350 million retailer on the sale of its Sam's Club business to RadioShack and on the sale of other assets to pay creditors pursuant to an out of court restructuring plan. Advised management on the restructuring of the remaining business operations and assisted with the creditor settlement process.
National Banking Institution	Advisor to Lender	Scottsdale, AZ	Retained by Lender to perform collateral monitoring services and provide daily reporting of cash receipts from sales of this high-end motor sports dealer.
Manufacturer of Baked Goods	Advisor to Owner	Salt Lake City, UT	Financial advisor to owner of this \$25 million manufacturer of baked goods distributed nationally to retailers. Assisted in the development of financial models and capital structure plans. Assisted in refinancing process.
Golf Bag and Day Pack Manufacturer	Business Advisor to Majority Shareholder and Management	Salt Lake City, UT	Retained to assist management of this \$42 million manufacturer in the development of short-term and mid range operating strategies, development of cash flow forecasts and provide an assessment of growth plans. Assist in negotiations with lenders and the formation of sub-debt and equity capital.
National Wholesale Distributor of Snacks and Food Products	Business Advisor to Management / Shareholder	Scottsdale, AZ	Engaged as interim restructuring manager of this \$40 million wholesale distributor to assist in business turnaround. Address customer and supplier issues and address organizational issues. Assist in lender negotiations refinancing process.
National Banking Institution	Business Advisor to Lender	Torrington, CT	Engaged to perform business and operational review of short and mid-term cash flow and operational viability. Gained understanding of this \$25 million manufacturer of equipment for an OEM market place.
Precision Machined Products / Fabricator	Advisor to Management / Shareholders	Phoenix, AZ	Engaged to advise and assist management in financial restructuring matters.
National Security Guard and Janitorial Staffing Company	Advisor to Board & Management	Los Angeles, CA	Advisor to a \$70 million staffing company on financial restructuring matters including forecast development, operations and refinancing.



**Turnaround & Restructuring (continued)**

<b>Client</b>	<b>Role</b>	<b>Location</b>	<b>Engagement Description</b>
Aerospace Avionics Manufacturer	Advisor to Company	Tucson, AZ	Engaged by management of this \$100 million avionics manufacturer to evaluate business performance and financial position, and to assist in a debt restructuring including the formation of over \$40 million in new senior and subordinated debt.
Private Equity Fund	Advisor to Investors	Scottsdale, AZ	Engaged to assess evaluate performance of a \$34 million niche sub-prime lender and assist investors in maximizing their return.
Aerospace Manufacturer	Advisor to Company	Mesa, AZ	Engaged by management of this \$100 million aerospace manufacturing company to assist in the formulation of an operational and financial restructuring plan. Assisted in capital formation process.
\$500 million Venture Fund	Advisor to Investors	Boston, MA / Scottsdale, AZ	Engaged to sell the assets of an under-performing portfolio company in the tech publishing industry. Settle accounts with creditors in an out of court liquidation while and avoiding expensive litigation.
Specialty Retailer	Financial Advisor to Owners	Phoenix, AZ Ass	isted owners in business improvement process and in obtaining financial investor.
Regional Industrial Printing and Publishing Company	Business Advisor	Boulder, CO	Engaged by owner and management to assist in operational restructuring and cash flow improvement. Assist with the sale of portions of business.
Custom Door Manufacturer	Business advisor	Phoenix, AZ	Financial advisor to company in workout situation. Provided sources of financing and restructuring advice.

**Morris C. Aaron, President**  
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- EXPERIENCE**     **MCA Financial Group, Ltd. - October 2000 to Present**  
Founder & President - Provides financial advisory services to businesses, financial institutions and investor groups in the areas of Financial Restructuring, M&A advisory services, Business Oversight/Monitoring, Corporate Finance and Capital Formation.
- The Network Connection, Inc (NASDAQ Listed)** (Majority owned subsidiary of Global Technologies) - May 1999 - December 2000  
Executive Vice President, Chief Financial Officer, Secretary; President - Systems Group - Member of senior executive team responsible for this business turnaround.
- Global Technologies, Ltd. (NASDAQ Listed)** - September 1998 - December 2000  
Vice President, Chief Financial Officer (September 1998 - December 1999); Vice President - Finance (December 1999 - December 2000) - Hired in 1998 as part of newly appointed management team to turn around this distressed high-tech company.
- Employee Solutions, Inc. (NASDAQ Listed)** - January 1996 - September 1998  
Phoenix, Arizona  
Chief Financial Officer / Treasurer - Responsible for all corporate finance, acquisitions, accounting, cash management, budgeting, and financial reporting of this \$1 billion revenue NASDAQ company. Significant involvement in company-wide strategic planning and business development. Raised \$85 million in high yield offering and arranged various bank financing transactions.
- Arthur Andersen LLP** - September 1986 - January 1996  
New York, New York
- Senior Manager in Arthur Andersen's Corporate Finance Practice and Corporate Recovery Services Group specializing in corporate finance, corporate turnaround, loan workout, and bankruptcy situations. December 1989 to January 1996.
  - Senior - Audit Practice: September 1986 to November 1989.

**EDUCATION**     **Columbia University, New York, New York**  
Masters in Business Administration, August 1993 -- Concentrations in Finance and Management of Organizations. Full scholarship provided by Arthur Andersen.  
**The Pennsylvania State University, University Park, Pennsylvania**  
Bachelor of Science in Accounting, May 1986

**PROFESSIONAL AFFILIATIONS**     \* Zila, Inc. - Outside Director, Chairman of Audit Committee (NASDAQ: ZILA) 1/03 to 11/05  
\* Certified Public Accountant; New York State  
\* Adjunct Professor - Arizona State University Graduate School of Business:- Instructed a full-semester course on Turnaround Consulting in the MBA program  
\* Lecturer at the Wharton School and Penn State on business turnarounds.

Morris C. Aaron

\* Turnaround Management Association: Certified Turnaround Professional, Former Member of the Board of Directors, AZ Chapter

**MANAGEMENT  
EXPERIENCE**

- *General Management:* member of executive management teams of three public companies from 1996 to 2000. Member of public company Board of Directors. Responsible for general management of large teams of professionals and staff personnel.
- *Finance:* managed budget, forecast, capital allocation and banking processes. Oversight of customer and product profitability analyses and product pricing. Directed investor relations and maintained regular contact with Wall Street analysts and investment bankers. Negotiated and executed senior bank facilities, acquisition financing, high-yield offerings, private placements (mezzanine, preferred stock and common stock) and secondary offerings. Performed business valuations.
- *Acquisitions:* developed strategic acquisition plans, identified targets, negotiated transactions, performed and managed due diligence, and managed post acquisition integration.
- *Accounting:* managed accounting operations with over 45 full time staff, developed and implemented JD Edwards solution.
- *Cash Management:* developed nationwide cash management programs. Developed daily cash reporting and forecasting tools.
- *SEC & Financial Reporting:* Form 10-Q, 10-K, registration statements, and others as required. Responsible for Annual Report to Shareholders. Extensive knowledge of GAAP and Regulations S-X and S-K. Responsible for reporting to management, outside banking institutions and Board of Directors. Experienced with SarBox regulations.
- *Human Resources:* Experience in executive compensation, personnel management and benefit plans.

**ADVISORY  
EXPERIENCE**

**Corporate Recovery Services & Corporate Finance:**

- Corporate turnaround and Loan workout activities include managing and performing financial analyses, capital restructuring, strategic planning, productivity and profitability studies of an organization's operations and products, operational reengineering, and cash management; assisting clients in workout negotiation, crisis management, and the development of business plans; assisting lenders in collateral evaluation and monitoring of collateral.
- Bankruptcy activities include advising debtors and creditor groups on business plans and financial projections to maximize their recovery in bankruptcy, performing due diligence on behalf of creditors' committees and other interested parties, preparing debtor schedules and Statement of Financial Affairs, reviewing for fraudulent conveyances in highly leveraged transactions, preparing and evaluating debtor liquidation analysis, and reviewing for preferential payments and reclamations.
- Corporate finance activities include business valuation, private placement transactions, developing business plans, advising on corporate finance issues, and lender negotiations.
- Industry experience: technology and networking solutions, manufacturing, wholesale distribution, retail, apparel, telecommunications, hospitality, aviation, and real estate development.