

DAVID W. HILL
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- Mergers & Acquisitions
- Public-Private Business Strategy
- Corporate Financial Advisory Services
- Asset Efficiency - Return Enhancement
- Debt-Equity Design & Structure
- Transaction & Initiative Valuation

Proven executive leader adept in business opportunity assessment, business plan design & deployment, transaction valuation & analysis, and debt & equity structure. Entrepreneur with a record of over 15 years in investment & development, executive financial management, mergers & acquisitions, public-private corporate finance, SEC compliance, cash management, and exit strategy execution combined with 5 years of financial services corporate experience.

Strategic Scientist • Battle Veteran • Financial Artist • Business Architect

MANAGING DIRECTOR – ADVISORY SERVICES

SEPTEMBER 2003 - PRESENT

KRASS MONROE, P.A. – Minneapolis, MN

Retail - Restaurant - Corporate Advisory Services

Providing corporate finance / mergers & acquisitions advisory services for industry-leading law firm to multi-unit retail operations with a focus on maximizing return-on-assets, optimizing capital structure, assessing acquisition structure / value, implementing capital structure, and executing strategic exits while insuring alignment with stakeholder goals. Skilled in business planning, financial valuation, capital structure design, and opportunity assessment. Provides unique business insight and experience critical to building and implementing successful client solutions.

ENGAGEMENT HISTORY

MARCH 1997 – APRIL 2005

FIELDS, HILL, JARVIE & ASSOCIATES – Austin, TX / Dallas, TX

Corporate Advisory Services

October 2003 – April 2005

Knowledge Capitalists providing advisory services to global corporations and public-private investment firms with a focus on efficiently enhancing the achievement of revenue & earnings and successful strategic business initiatives while building world-class strategies to capture critical market-share. Along with Mr. Hill, Senior Partners include Bill Fields, former President & CEO of Wal-Mart Stores Division, Hudson's Bay Company, and Blockbuster, Inc.; and Charles Jarvie, former President of Dr. Pepper and Fidelity Investments Marketing Corp., CEO of Schenley Industries and New Era Beverage Company, Chairman of Universal Sports and Host Communications, Corporate Vice President of Proctor & Gamble, and partner at Beta Capital Group.

WELL SEASONED, INC. – SALTGRASS STEAK HOUSE – BABIN'S SEAFOOD – Houston, TX

Retail - Restaurant

January 1999 – March 2004

Designed corporate finance strategy. Structured and recruited more than \$40.0 MM credit facility to fuel national expansion plans. Provided advisory services in support of the company's \$100.0 MM sale to Landry's (NYSE - LNY). Coordinated efforts of legal, audit, tax, and buyer due diligence. Negotiating key components of the purchase agreement and post close settlement. Advised on the unique build-to-suit mezzanine financing structure and related investment. Well Seasoned, Inc. operated 27 Saltgrass Steakhouse and Babin's seafood restaurants in Texas as of the sale.

Projected IRR - 11.0%.

METRONATIONAL CORPORATION – Houston, TX

Real Estate - Retail / Commercial / Residential

July 1998 – March 2004

Provided advisory services to the more than \$1.0 B portfolio to maximize return on assets, optimize capital structure, preserve asset value, and insure alignment with stakeholder goals. Established and orchestrated inaugural strategic business planning process for the company. Participated in capitalization and structure of \$100.0 MM venture capital group and assessed investment strategy. Managed the capital restructure and deployment of constituent investments. Negotiated more than \$40.0 MM financing to support investment capital strategy. Advised on \$100.0 MM corporate credit facility restructure. Coordinated executive team, legal, audit, tax, and human resources in sale and deployment of investment assets. Company active in real estate, land development, healthcare, restaurants, hospitality, lodging, retail automotive, entertainment, and senior living market sectors.

Business Planning process supported a cumulative increase in Net Income of 25.4%.

STUBB'S BBQ – Austin, TX

Retail - Restaurant / Consumer / Entertainment

January 2000 – January 2002 / April 2004 – July 2004

Provided advisory services for the founding principals of nationally leading consumer products company, restaurant, and top rated live-music entertainment venue. Structured multiple strategies for recapitalization of corporate brand ownership including real estate, restaurant operations, consumer products distribution, and venue management. Developed and financed strategy and recruited debt & equity support. Led the development of a unique multi-use retail concept and recruited executive management leadership and local / state government support.

ENGAGEMENT HISTORY CONTINUED

FREEFALLS ENTERTAINMENT – Cleveland, OH
November 1999 – December 2002

Retail - Entertainment

Provided advisory services including strategic financial planning, debt structure, and venture capital placement. Recruited and developed more than \$1.0 MM in financing, negotiated investment terms, and guided legal structure. Developed asset plan to maximize return-on-assets, optimize corporate cost-of-capital, and enhance capital efficiency. Efforts resulted in 3 Grammy-nominated projects. Company founded by former head of Sales & Marketing for Epic Records. Roster included Willie Nelson, Dickey Betts, Lee Greenwood, and Nikki Cleary (sold in 2001- Jive Records).

GALACTIC GROUP, INC – BIGJAM – Austin, TX
March 1999 – April 2003

Technology - Software

Designed Strategic Battle Plan and financing strategy. Recruited more than \$500,000 in equity investment and more than \$2.5 MM in credit facility / strategic partner support for company growth. Company provides next-generation software development and website functionality for customers. Clients include Compaq Computer, Dell Computer, Defense Industry Offsets Association, Tivoli, Jive Records, Shoreview Capital, First Dallas Securities, Texas Council for the Humanities and others. BigJam provides music industry specific Internet media support including web communities, video / audio streaming, and virtual street team support.

AUSTIN CITY LIMITS – BRAND & PUBLISHING ACQUISITION – Austin, TX
August 1999 – June 2000

Retail - Entertainment

Offered executive leadership, buy-side due diligence, and finance / legal management. Financed project with private equity and strategic partner support in excess of \$3.0 MM. Negotiated terms of acquisition for Willie Nelson Entertainment, L.L.C., a partnership comprised of Pedernales Records, FreeFalls Entertainment, and Galactic Group, Inc. Developed brand strategy and recruited major label production and distribution support.

SPRING BRANCH INDEPENDENT SCHOOL DISTRICT – Houston, TX
January 1999 – June 1999

Education

Analyzed distanced education / e-commerce / Internet business strategy. Produced comprehensive financial projection and coordinated structure design. Reviewed foundation regulations and grant proposal. Participated as a member of the corresponding SBISD Springboard Advisory Committee.

MSI HOLDINGS, INC. – APERIAN (NASD – APRN) – Austin, TX
August 1998 – January 1999

Technology - Management

Chief Financial Officer

Developed more than \$6.0 MM in private equity investment. Recruited and negotiated technology analyst coverage. Orchestrated public offering strategy. Coordinated SEC compliance and crafting of the registration statement and investment prospectus. Engineered strategic repositioning to high-speed Internet connectivity provider partnered with GTE-BBN, inventors of the Internet. Structured innovative business model, recruited key strategic partners, implemented human capital model, and negotiated key acquisitions. Responsible for Finance, Investor Relations, Mergers & Acquisitions, Legal, SEC Compliance, and Audit. Delivered substantial financial returns to off-shore venture capital client-sponsor.

Featured on CNBC's *World Business Review* – "Internet Connectivity" hosted by Caspar Weinberger & Vint Cerf.

DELL, INC. (NASD – DELL) - Round Rock, TX
October 1997 – June 1998

Technology - Management

Home & Small Business Group Planning Manager

Conducted the business planning for \$4.0 B consumer and small business division accounting for ~25% of company earnings. Redesigned and implemented improved business planning and management reporting production process. Prepared comprehensive management reports and analysis for Vice-Chairman and division Vice-President review. Implemented Planning & Analysis Intranet site. Uniquely connected Sales / Finance with Manufacturing to link the organization's supply & demand.

Dell Finance's Significant Achiever.

APPLIED MATERIALS, INC. (NASD – AMAT) - Austin, TX
March 1997 - October 1997

Technology - Management

Finance Project Manager

Developed and forecasted Production Engineering and Zero-Defect Control business model and corresponding spending and capital budgets. Designed and implemented organization-wide fiscal controls and procedures for capital accounting. Analyzed, accounted for, and managed manufacturing production budgets, headcount, and capital plan for division. Established new internal transfer pricing strategies and job costing production model. Implemented finance team production / process management system. Month-end close and budget forecast cycle time reduced from 7 days to less than 1 day. Team established key precedent for the corporation.

Team honored with 1997 *President's Bronze Award.*

EMPLOYMENT HISTORY**JUNE 1988 – JANUARY 1997****DISCOVERY TECHNOLOGIES, INC.** (OTC-DSVY) - Colorado Springs, CO

Retail - Restaurant

March 1993 - January 1997

President / Director / Chief Financial Officer

Founded company in 1993. Engineered aggressive business plan and overhead resource model. Established comprehensive lean supplier network. Marketed and secured over \$1.5 MM in private investment and over \$15.0 MM in institutional investment interest. Secured exclusive restaurant franchise rights for the state of Colorado and master-franchise rights to the Rocky Mountain states. Operated 5 independent business units and central office. Recruited and managed staff of over 200 employees. Negotiated acquisition of established 17-unit operation. Orchestrated public merger of the restaurant development with Discovery Technologies, Inc. Authored SEC compliance documentation and coordinated public audits.

Featured at the 1996 *Nation's Restaurant News* MUFSSO Global Conference (*Multi-Unit Food Service Operators*).

EQUITY SERVICES GROUP, L.L.C. - Dallas, TX

Financial Services

July 1992 - January 1994

Managing Partner

Formulated specialty finance product comprised of mortgage finance, prepayment strategy, insurance products, and property tax advisement. Produced over \$5.0 MM in first-year sales. Structured exit strategy and developed accounting audit files for review / analysis. Created unique PC / multimedia-based automated sales system and related financial management information system. Developed successful lead generation system employing direct marketing techniques and materials for client portfolios.

Achieved an average response rate of 11.5% and a close rate of over 40%.

BANK OF AMERICA - Dallas, TX

Financial Services

August 1989 - July 1992

National Project Manager / Planning & Strategy Consultant

Developed national organization and system to support lending management information and OCC examination / compliance. Pioneered nationwide regression model to identify lending discrimination. Coordinated nationwide public relations / advertising campaign focused on CRA lending programs. Designed and implemented national Automated Clearing House system and production group. Annual savings exceeded \$2.1 MM. Administered merger of acquired institutions and unit banks to central national system. Annual savings exceeded \$100.0 MM. Evaluated, designed, and implemented nationwide sales measurement / incentive system resulting in a 40% increase in loan productivity.

Awarded National Cash Management Honor by Corporate Leadership.

BAYLOR UNIVERSITY - Waco, TX

Education

June 1988 – August 1989

Department of Marketing - Graduate Assistant

Designed and orchestrated comprehensive marketing research campaigns for clients. Conducted research in personal selling, market research, and advertising effectiveness. Results published in academic journals. Prepared research findings for scholarly and popular-press publications.

EDUCATION

'89 MBA

Hankamer School of Business

Baylor University

Attended on full academic scholarship

'87 BS, International Trade / Economics

College of Arts and Science

Texas Tech University

REFERENCES*Available Upon Request*