

DAVID W. HILL
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- Executive Leadership
- Mergers & Acquisitions
- Corporate Finance and Investment
- Resource Efficiency - Return Performance
- Operations Management
- Project Implementation

Proven executive leader adept in corporate business operations, strategic analysis and design, business opportunity assessment and execution, and process improvement. Business expert with a record of over 20 years in executive management, corporate growth and development, mergers and acquisitions, public-private corporate finance, buy-side and sell-side due diligence, corporate financial policy, treasury management, and exit strategy execution.

ENGAGEMENT HISTORY

MARCH 1997 – PRESENT

HILL ASSET MANAGEMENT, LLC – Austin, TX

April 2004 – present

Originating, structuring, and executing real estate, multi-unit retail, renewable energy, technology, healthcare, and restaurant sector transactions. Responsible for strategic and financial business guidance to companies engaged in complex transactions including mergers and acquisitions, corporate recapitalizations, debt and equity structures, and divestitures.

KRASS MONROE, P.A. – Minneapolis, MN

September 2003 – August 2008

Retail - Restaurant - Corporate Advisory Services

Managing Director

Provided corporate finance and mergers & acquisitions advisory services to nationally branded franchised and non-franchised multi-unit retail operations, private equity investors, and lenders. Identified optimal capital structures, assessed transaction values, negotiated business terms and conditions, facilitated effective and efficient due diligence processes, and guided strategic exits while insuring alignment with stakeholder goals. Skilled in capital structure / restructure, transaction process management, strategic business planning, financial valuation, and opportunity analysis. Provided unique business insight and experience critical to building and implementing successful client investments and business solutions.

METRONATIONAL CORPORATION – Houston, TX

July 1998 – March 2004

Real Estate – Retail / Commercial

Provided financial advisory guidance to the more than \$1.0 B family-office portfolio. 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 investments. Managed the capital structure, underwriting, and deployment of constituent private equity investments. Negotiated more than \$40.0 MM in financing to support restaurant investments. Advised on \$350.0 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, automotive retail, entertainment, and senior living market sectors.

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

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

January 1999 – March 2004

Retail - Restaurant

Advised on design and implementation of the investment strategy and governance. 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. Negotiated key components of the purchase agreement and post close settlement. Advised on the design of 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%.

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

October 2003 – April 2005

Corporate Advisory Services

Supplied advisory services to public-private investment groups with a focus on enhancing the achievement of revenue & earnings and strategic business initiatives while building strategies to capture critical market-share in conjunction with mergers & acquisitions projects. Projects included distribution, logistics, consumer products, and restaurant industries. Senior Partners included Bill Fields, former President & CEO of Wal-Mart Stores Division and Charles Jarvie, former President of Dr. Pepper, CEO of Schenley Industries and New Era Beverage Companies, and partner at Beta Capital Group.

STUBB'S BBQ – Austin, TX

January 2000 – January 2002 / April 2004 – July 2004

Retail - Restaurant / Consumer / Entertainment

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 corporate finance, 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 three 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 – Austin, TX
March 1999 – April 2003

Technology - Software

Designed strategic plan and financing strategy. Recruited equity investment, credit facility, and strategic partner support for company growth. Company provides next-generation software development and website functionality tools 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.

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. Negotiated terms of acquisition for Willie Nelson Intertainment, 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.

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

Technology - Management

Chief Financial Officer

Developed, recruited, and managed 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. (NASDAQ – 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. (NASDAQ – 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. 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.** - Colorado Springs, CO

Retail - Restaurant

March 1993 - January 1997

Founder - President - Chief Operating Officer - Director

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 equity 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 - Chief Financial Officer

Formulated specialty finance product comprised of mortgage finance, prepayment strategy, insurance products, and property tax assessment. 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. Coordinated the origination and underwriting of credit files.

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, underwriting, and OCC examination and compliance. Pioneered nationwide regression model to support credit product design and implementation. Coordinated nationwide public relations and advertising campaign for CRA lending programs. Designed and implemented national automated clearing house system and production group. Administered merger of acquired institutions and unit banks to central national system. Evaluated, designed, and implemented nationwide sales measurement / incentive system resulting in an 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 scholarship

'87 BS, International Trade / Economics

College of Arts and Science

Texas Tech University

REFERENCES*Available Upon Request*