



**LARRABEE
VENTURES,
INC.**

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WILLIAM LARRABEE EXPERIENCE AND CREDENTIALS

WORK EXPERIENCE

1984-Present: Larrabee Ventures, Inc. ("LVI"); Sherman Oaks, California.

William Larrabee and Bonnie Larrabee formed this investment banking and consulting firm in 1984 to specialize in the electronic security industry. LVI provides investment banking and consulting services. William Larrabee is President of LVI and he personally manages each client engagement and is directly responsible for the quality of the results created. LVI's experience and capabilities are detailed on the next page.

2001-2002: Alarm Security Group; Naperville, Illinois.

William Larrabee became Chief Executive Officer of Alarm Security Group ("ASG") in January 2001, with the mission to turn around and then sell this \$20 million-revenue, 30,000 monitored account security alarm company. He led ASG through a turnaround that included resolving accounting discrepancies, completing the assimilation of several acquisitions, improving operations, maintaining the morale of a staff of 130 while reducing staff (by almost 50%) and operating costs (by 30%). He increased cash flow and prepared ASG for sale. He was deeply involved in the sale process and ASG was successfully sold to a private investor group in July 2002.

1973-1984: American Home Security; Van Nuys, California.

William Larrabee was a founder and President of American Home Security, a security alarm company engaged primarily in the residential security business in Southern California. The company was developed from startup in 1973 to 1984 when it had approximately 3,500 monitored accounts, annual sales of more than \$3 million and annual recurring revenue in excess of \$1.5 million.

1967-1973: Theodore Barry & Associates; Los Angeles, California.

William Larrabee was a Principal in this management-consulting firm where he was responsible for the General Management Consulting Group. He developed and managed consulting engagements involving a variety of management disciplines and clients from many industries, located throughout the country. Engagements included the analysis, improvement and turnaround of a number of technology and non-technology companies, the preparation and evaluation of business plans, the valuation of companies, raising capital for new technology companies and the negotiation of a number of acquisitions and mergers.

1964-1967: Hughes Aircraft Company, Space Systems Div.; Culver City, California.

William Larrabee was a contracts manager and Assistant Program Manager on several high technology communications satellite projects. He was responsible for management as well as business and contractual matters concerning one NASA contract and one classified project.

1961-1964: Hughes Research Laboratories and Avco-Everett Research Laboratories:

Mr. Larrabee was a research engineer performing experiments in plasma physics and the electrical characteristics of high temperature gases.

EDUCATION

William Larrabee earned a Bachelors degree in Electrical Engineering from the Massachusetts Institute of Technology ("MIT") in 1960 where he was a member of Tau Beta Pi and Sigma Xi, engineering scholastic honorary societies. He was also awarded a Masters degree in Electrical Engineering in 1961 from MIT, and in 1962 he attended the California Institute of Technology where he was a Howard Hughes Doctoral Fellow. In 1962 he changed career paths to management and in 1964 he was awarded a Masters degree in Business Administration from the Harvard Graduate School of Business Administration.

LARRABEE VENTURES, INC. (LVI)

LVI was founded in 1984 and has been staffed by as many as ten professionals, including four senior executives operating from strategic market areas across the U.S. The firm's senior executives have significant experience in both the electronic security industry and in management consulting and finance. To date, LVI has:

- (1) assisted clients with more than 200 acquisition transactions; in some instances, representing a buyer and identifying strategic acquisition candidates, developing seller interest, negotiating the transaction, supervising due diligence and planning the successful assimilation of the newly-acquired company; in other instances, representing the seller and finding the "right" buyer, negotiating the transaction, getting the best terms and preparing an exit plan for the seller.
- (2) arranged more than 150 financings, with over \$325 million in debt and equity financing representing public and private borrowers, equity sponsors and lenders in various engagements, many in conjunction with representing buyers in acquisition transactions.
- (3) performed as a consultant or financial advisor in many other engagements involving the following; the improvement of the operating, marketing, sales or finance capabilities of client companies, the development and implementation of strategic and tactical business plans and the turnaround of troubled companies.

In connection with these transactions and engagements, LVI and its President, William Larrabee, have had extensive experience in the evaluation of business plans, management teams and operations, the valuation of companies, and the preparing, evaluating and negotiating of letters of intent, purchase agreements and merger agreements. LVI has frequently supervised and/or coordinated the activities of attorneys, accountants and due diligence personnel in acquisition and financing transactions. LVI knows what buyers, investors and lenders look for when buying and backing companies, how they value companies and how to get buy-in and approval for desirable acquisitions. LVI also knows how to drive a desired acquisition to a successful conclusion, through the maze of conflicting management concerns, attorneys, accountants and lenders.

LVI was a Co-Sponsor and investor in the \$30 million acquisition of Protection One, Inc. in 1991 by a venture capital investor group. Protection One is now a public company with approximately \$300 million in sales. LVI was also a sponsor and investor with the private investor group that formed Alarm Security Group in 1998.

DISTINCTIONS AND PUBLICATIONS

- LVI was a co-sponsor and Mr. Larrabee was a director of Protection One, Inc. from 1991 to 1993. LVI was a sponsor and Mr. Larrabee was a director of Alarm Security Group from 1999 to 2002. He is also a past Director of the Western Burglar and Fire Alarm Association.
- Mr. Larrabee has testified as an Expert Witness in a number of trials involving the valuation and terms of sale of alarm companies and the terms and conditions of alarm account purchase agreements.
- LVI is licensed both as a Finance Lender and as a Real Estate Broker. Mr. Larrabee is licensed by the State of California as an Electrical Contractor, an Alarm Company Operator and a Real Estate Broker.
- Mr. Larrabee has published several articles on management and finance for operating managers. Most of his writing has been for private clients in the form of business plans, evaluations, consulting reports, letters of intent, etc.

PERSONAL INFORMATION

William Larrabee lives with his family in Sherman Oaks, California and he has two married daughters and four grandchildren.

CONTACT INFORMATION

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