

THREE OFFERS RECEIVED FOR ONE BUSINESS IN AUGUST, 2007

HOLDING Company, Ltd. (Europe)



August 8, 2007

OFFER TO PURCHASE NO. 20

This offer ("Offer") will confirm recent discussions with respect to the proposed acquisition by HOLDING Company, Ltd. (Buyer) of the below referenced Business from its actual owners ("Seller").

Transaction: 100% of the stock of shall be transferred to the ownership of at Closing.

Agreement: As promptly as possible after the execution of this Offer, the parties shall work towards the preparation and execution of a purchase agreement ("Agreement")

Transfer of Ownership ("Transfer"): Transfer shall be made by notarial deed..... Seller shall indemnify Buyer against any claims that occurred prior to the time of Transfer.

Purchase Price: **The purchase price of Business shall be US\$25,000,000.**

Capital Partners, LLC
Purchase, New York

Mr. Don Kirchoff
Kirchoff Peterson, Ltd.

August 14, 2007

Thank you for the time you spent with me recently discussing how a transaction might best be structured for your client.

Below is a detailed proposal letter outlining the terms of a transaction involving an affiliate, Newco (the "Buyer")

I. TRANSACTION STRUCTURE:

- A. The Seller will receive, in exchange for the assets (excluding cash and cash equivalents) and certain liabilities of the seller:
- a. \$16,000,000 in cash**
 - b. A subordinated Note of \$6,000,000, and**
 - c. An earn out payment stream over 4 years of \$4,000,000**

Industrial Corporation, Inc.
Houston, TX

Re: Purchase Agreement

Mr. Don Kirchoff
Kirchoff Peterson, Ltd.

August 13, 2007

The purpose of this document is to provide an understanding of the basic terms and conditions of a proposed Purchase Agreement....

Purchase Price:

- 1) Purchase value for 100% of the stock in is valued at \$21,632,088 plus an amount equal to the addition of the July 2007 cash reserves of \$4,568,212 this brings the **Total Purchase Price to \$26,100,220.**
- 2) We propose to purchase 100% of stock held by
- 3) The closing Balance Sheet accounts and ratios shall be substantially the same as the July 2007 Balance Sheet

Contact Don Kirchoff; Kirchoff Peterson Company; 281-335-1200; donk@kpcompany.com