

Thomas H. Lee Company

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Scott England EXHIBIT NO. 0

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Date 4-17-00 Reporter CB

Thomas H. Lee Company . . . *A Tradition of Success*

Thomas H. Lee Company ("THL") is one of the oldest and most successful private equity investment firms in the United States. THL identifies and acquires substantial ownership positions in middle market growth companies through leveraged acquisitions, recapitalizations and direct investments. Since its founding in 1974, THL has invested approximately \$4 billion of capital in more than 80 businesses, building companies of lasting value and generating attractive returns for its investors and operating managers.

THL has focused its investment strategy on growth companies. This strategy achieves attractive equity returns through growth in the enterprise value of a company rather than simply a reduction in leverage. THL creates equity-oriented capital structures which can support continued investment in a business while using leverage appropriately to enhance equity returns. THL has proven that prudently leveraged companies can aggressively and successfully pursue growth opportunities, both internally and through acquisitions.

THL makes investments in partnership with exceptional management teams and enables them to operate their businesses in an entrepreneurial environment with meaningful equity ownership. THL provides managers with the opportunity to become owners, with the resources and authority to build their businesses to create equity value for all investors. THL investment professionals serve as active members of the board of directors, providing advice on strategic direction and direct assistance in financings and acquisitions.

THL currently manages three private equity funds, with aggregate capital commitments of approximately \$5.5 billion. The principals of THL have committed \$150 million of their own personal capital to the most recent equity fund to invest alongside its limited partners and management teams in every transaction, ensuring a common set of objectives among all parties. This personal commitment is a long-standing THL tradition that creates a culture of partnership and commitment unsurpassed in the private equity community.

THL has 20 investment professionals based in Boston, Massachusetts, and the firm's partners have worked together at THL for an average of over ten years. As a result of their experiences, THL professionals understand how to nurture and enhance growth companies.

Investment Philosophy . . . Growth Companies

THL's investment strategy focuses on middle market growth companies with enterprise values ranging from \$300 million to \$3.0 billion. THL seeks acquisition candidates with opportunities for sustainable growth in their core and/or related businesses. Such companies are positioned to capitalize on key competitive advantages to increase their market share, expand their distribution or product lines and participate in industry consolidation. Portfolio companies are often distinguished by the following identifiable strengths:

- well-recognized brand names or franchises
- dominant market share positions
- unique product features or retail concepts
- distribution or manufacturing cost advantages

THL emphasizes both internal growth and growth through acquisitions. THL portfolio companies have generated internal growth through new product development, geographic expansion, new distribution channels and/or increased manufacturing capacity. In addition, THL has supported add-on acquisitions designed to build critical mass ("leveraged build-ups"), create acquisition synergies, add new product lines and/or enter new markets.

THL has learned to craft capital structures which enable a portfolio company to reinvest capital in its business to support growth, while using leverage appropriately to enhance equity returns. With more equity-oriented capitalizations and debt terms negotiated to permit flexibility, portfolio companies have typically increased capital expenditures and employment levels following THL's initial investment, resulting in attractive growth in revenue and cash flow. In addition, THL has frequently provided additional capital to fund acquisitions and expansions.

This growth-oriented strategy achieves attractive equity returns through the overall appreciation in the enterprise value of a portfolio company rather than the simple repayment of acquisition debt.

Investment Philosophy . . . *Partnership With Management*

THL structures its transactions around outstanding operating management teams and ensures that its operating partners have the resources and authority to manage day-to-day operations and to establish the strategic direction for the business. THL recognizes that operating management is ultimately responsible for creating equity value for all investors. Assets are only as good as the people who manage them--especially in companies with exciting growth prospects.

Consistent with this partnership approach, THL offers management teams in every transaction the opportunity to acquire a significant equity stake in their businesses on attractive terms. This equity investment transforms managers into owners with the ability to create significant value for themselves as well as other investors. The level of direct investment depends on personal circumstances, but is designed to be significant without requiring overextension. In addition, THL structures management incentive options tied to tenure and performance, which permit the portfolio company's operating partners to enjoy further appreciation in the business. While equity-based incentives are a critical part of compensation, THL maintains competitive salary and cash bonus levels for senior management and other employees.

At least two senior THL professionals are involved with a company from the start of the due diligence process throughout its holding period, which facilitates an intimate understanding of a company's business prospects and engenders a close working relationship with the company's senior executives. THL professionals are active members of the board of directors, serving as key advisers to the chief executive on issues of strategic direction and corporate finance. In addition, THL utilizes its experience and relationships in the financial markets to provide direct assistance in financings and acquisitions. THL's involvement is intended to be a resource for company management, enabling them to focus on operating their business with minimal distraction.

Key Strengths . . . *The THL Advantage*

Reputation

Based on its outstanding long-term track record and the excellent reputation of its franchise built over two decades of successful investing, THL stands among the most highly regarded private equity investment firms in the United States. As a result, management teams, existing owners and intermediaries frequently consider THL the preferred buyer of their businesses.

Experience

After many years of successful investing, THL professionals have learned that growth companies present special challenges, ranging from capital structure issues to human resource needs. THL professionals understand how to capitalize, nurture and enhance growth opportunities while addressing the circumstances unique to each situation. The firm's senior professionals average 20 years of business experience and 10 years with THL. This depth and continuity ensure that portfolio companies receive constructive assistance from the same professionals who have led some of the most successful growth buyouts of the last decade.

Integrity

Integrity is the cornerstone of THL's business. The firm has developed a reputation for honesty, delivering on its promises and treating all constituents with respect. THL understands that an investment is not just the transfer of capital, but the creation of a partnership joining individuals with common beliefs and values.

Certainty

THL has never failed to finance an acquisition or fund an investment. As one of the most successful sponsors in the private equity community, the firm is skilled in securing attractive financing terms, even in difficult market environments, which allow portfolio companies to operate without excessive restrictions and to reinvest capital in the business. In addition, the firm's track record for sponsoring successful IPOs represents a distinct advantage for portfolio companies trying to access the public equity markets. THL has raised over \$10 billion in debt financing and sponsored over 20 initial public offerings for its portfolio companies.

Creativity

THL has proven its ability to design innovative transaction and capital structures to address the specific desires of sellers and to nurture the growth of businesses. This creativity extends to the tax, legal and accounting aspects of a deal, as well as to the incentive programs which provide managers with financial rewards for their performance.

Commitment

The principals of THL have committed \$150 million of their personal capital to the current equity fund to invest alongside management teams and its limited partners in every transaction—an unparalleled level of personal financial commitment which extends throughout the THL organization. More than just a financial commitment, this reflects a philosophy of true partnership with the management investors and offers the sellers of businesses and management the confidence that THL will support its investments even in difficult times.

Entrepreneurship

THL can analyze new opportunities quickly and comprehensively, focusing on key issues and asking pertinent questions. The firm makes decisions free of corporate bureaucracy—an ability critical to fast-growing companies in rapidly shifting markets. THL professionals understand how to work with entrepreneurial management teams to create an environment which promotes success.

Relationships

THL has strong relationships with a broad range of financing sources, strategic partners and financial intermediaries. Relationships with financing sources ensure highly favorable capital structures and offer a ready source of additional growth capital. The firm's access to potential strategic partners can often lead to business relationships that provide portfolio companies with distinct competitive advantages. In addition, the firm's relationships with financial intermediaries provide a steady stream of acquisition opportunities.

Investment Guidelines . . . A Proven Formula

Size

THL focuses primarily on growth companies with enterprise values between \$300 million and \$3.0 billion. The firm targets equity investments which range from \$100 million to \$750 million, although THL's resources enable the firm to make substantially larger equity investments for the right opportunities.

Structure

THL has sponsored a wide variety of transaction structures, including traditional buyouts of privately or publicly held companies, recapitalizations and direct investments to fund shareholder liquidity and/or provide expansion and acquisition capital. The firm has the flexibility to structure its acquisitions and investments to meet the specific needs of the existing owners of a business, such as allowing a continued ownership interest to benefit from future upside potential, or designing a structure that facilitates efficient tax planning.

Control

Acting in conjunction with management, THL typically seeks a control investment position in a company, which facilitates fast, sound decision-making. With the right control partners, however, THL is willing to consider and has made significant minority investments in high quality companies. In its history, THL has never pursued an acquisition on an "unfriendly" or hostile basis.

Time Horizon

THL considers itself a long term investor with the patience and persistence to build lasting value. Typically, THL holds its ownership positions for three to seven years, though a number of factors can impact this time frame. The firm has successfully pursued several avenues to realize on its investments, including public offerings, recapitalizations and sales. The decision regarding the optimal timing and method of exit is based on the needs of the business, the desires of management and investors and the condition of the capital markets.

Funds Under Management . . . Powerful Financial Resources

Over its history, THL has raised over \$5.4 billion of private equity capital. The list below illustrates the size and closing date of the firm's various private equity funds:

<u>Fund</u>	<u>Amount (Millions)</u>	<u>Year Raised</u>
Thomas H. Lee Equity Fund IV, L.P.	\$3,450	1998
Thomas H. Lee Equity Fund III, L.P.	1,370	1995
Thomas H. Lee Equity Fund II, L.P.	565	1989
Thomas H. Lee Equity Fund, L.P.	<u>65</u>	1984
Total Committed Capital	<u>\$5,450</u>	

THL's limited partners include a diversified base of corporate and public pension funds, university endowments, private foundations, banks, insurance companies and individual investors.

The principals of THL have committed \$150 million of their own personal capital to Thomas H. Lee Equity Fund IV, L.P., raising the total personal equity commitment of the principals to approximately \$400 million over the firm's history. As a result, THL professionals understand the needs of a business and all its stakeholders from an owner's perspective, not simply one of a money manager with limited personal involvement in and dedication to a portfolio company. This long-standing practice of participating personally in every investment ensures an alignment of interests with management teams and limited partners.

Representative Investments . . . A Balanced Portfolio

Over the last twenty years, THL has invested in or acquired over 100 companies across a wide business spectrum. Representative investments, grouped by several areas of expertise the firm has developed within its broad approach, are listed below.

<u>Consumer Products</u>	<u>Financial Services</u>	<u>Food / Beverages</u>	<u>Healthcare</u>
<p>First Alert Smoke & CO detectors and home safety products</p> <p>Playtex Family Products Tampons, nupers, rubber gloves and other personal care products</p> <p>Rayovac Corporation Batteries and flashlights</p> <p>Signature Brands Healthometer scales and Mr. Coffee</p> <p>Sun Pharmaceutical Banana Boat sun-care products</p> <p>Syratech Giftware and tabletop products</p>	<p>Conseco Life and health insurance and consumer finance</p> <p>EquiCredit Second mortgage origination and servicing</p> <p>Freedom Securities Securities brokerage and asset management</p> <p>HomeSide Lending First mortgage origination and servicing</p> <p>LaSalle Re Bermuda based property catastrophe reinsurance</p> <p>TAC Bancshares Florida thrifts</p>	<p>Cinnabon Cinnamon bun shops</p> <p>Ghirardelli Chocolates Premium chocolate manufacturer</p> <p>New York Restaurant Group Owner/operator of diversified high-end restaurants</p> <p>Select Beverages Midwestern bottling company</p> <p>Snapple New age beverages</p>	<p>Fisher Scientific Laboratory Supplies</p> <p>Thermoscan Infrared ear thermometers</p> <p><u>Internet</u></p> <p>Tibbar LLC E-commerce investments including:</p> <ul style="list-style-type: none"> • Genealogy.com • Ancestry website • Goodhome.com • On-line home furnishings site

<u>Information Services</u>	<u>Manufacturing/ Industrial Products</u>	<u>Telecommunications And Media</u>	<u>Service Industries</u>	<u>Specialty Retail</u>
<p>Autotote Parimutuel and on-line lottery information services</p>	<p>Amerace Electrical connectors and highway safety products</p>	<p>Continental Cablevision Cable TV system operator</p>	<p>Big Flower Holdings Advertising and marketing services</p>	<p>Big V Supermarkets Hudson Valley supermarket chain (ShopRite)</p>
<p>Experian Information Services Credit and marketing information on consumers and businesses</p>	<p>Anchor Advanced Products Contract manufacturer of toothbrushes and other injection molded plastics</p>	<p>Livent Live theatrical productions and theater ownership and management</p>	<p>Safelite Glass Corp. Auto glass replacement and repair services and claims management outsourcing</p>	<p>Finlay Fine Jewelry Leased fine jewelry departments</p>
<p>The Learning Company Developer / publisher of educational software</p>	<p>CST Office Products Computer forms converter</p>	<p>LiveWire Systems Telecommunications services provider</p>	<p>Wyndham International Hotel company with over 200 properties</p>	<p>General Nutrition Companies Vitamins, health and fitness products</p>
	<p>Guilford Industries Office textile manufacturer</p>	<p>PanAm Wireless Paging in Puerto Rico, Argentina, Brazil and Costa Rica</p>		<p>J. Baker Leased footwear departments</p>
	<p>Omega Wire Leading fabricator of bare copper wire and cable</p>	<p>PriCellular Owner-operator of rural cellular systems</p>		<p>Pezco Animal Supply Pet supply products</p>
	<p>Stanley Furniture Company Residential furniture manufacturer</p>	<p>TransWestern Publishing Independent yellow pages publisher</p>		<p>Just For Feet Athletic footwear superstores</p>
				<p>Sterling Jewelers Fine jewelry</p>

Investment Professionals . . . Teamwork and Experience

Thomas H. Lee, President, founded the Thomas H. Lee Company in 1974 and since that time has served as its President. From 1966 to 1974, Mr. Lee directed the high technology lending group of First National Bank of Boston. Prior to 1966, Mr. Lee was a Securities Analyst in the Institutional Research Department of L.F. Rothschild in New York. Mr. Lee received an A.B. from Harvard College.

David V. Harkins, Senior Managing Director, joined the firm in 1986. Since 1983, Mr. Harkins has been Chairman of the Board of National Dentex Corporation. Mr. Harkins served as Chairman of the Board and President of Massachusetts Capital Corporation and Masscap Investment Company, Inc. from 1976 through 1983 and as President of First American Investment Company, Inc. from 1982 to 1983. Mr. Harkins was employed with T.A. Associates from 1974 through 1975. Mr. Harkins received a B.S. from the United States Military Academy

C. Humer Boll, Managing Director, joined the firm in 1986. From 1984 through 1986, Mr. Boll was with the Boston Consulting Group. From 1977 through 1982, he served as an Assistant Vice President, Energy and Minerals Division of Chemical Bank. Mr. Boll received a B.A. in Economics from Middlebury College and an M.B.A. from Stanford Graduate School of Business.

Anthony J. DiNovi, Managing Director, joined the firm in 1988. From 1984 to 1986, Mr. DiNovi was in the Corporate Finance Department at Wertheim Schroder & Co., Inc. Mr. DiNovi received an A.B. in Social Studies from Harvard College and an M.B.A. from Harvard Graduate School of Business Administration.

Thomas M. Hagerty, Managing Director, joined the firm in 1988. From 1984 to 1986, Mr. Hagerty was in the Mergers & Acquisitions Department of Morgan Stanley & Co. Incorporated. Mr. Hagerty received a B.B.A. from the University of Notre Dame and an M.B.A. from Harvard Graduate School of Business Administration.

Seth W. Lawry, Managing Director, worked at the firm during 1989 and 1990 and rejoined in 1994. From 1987 to 1989 and 1992 to 1994, Mr. Lawry worked at Morgan Stanley & Co. Incorporated in the Mergers & Acquisitions, Corporate Finance and Equity Capital Markets Departments. Mr. Lawry received a B.A. in Economics and German Studies from Williams College and an M.B.A. from Stanford Graduate School of Business.

Scott A. Schoen, Managing Director, joined the firm in 1986. Prior to joining the firm, Mr. Schoen was in the Private Finance Department of Goldman, Sachs & Co. Mr. Schoen received a B.A. in History from Yale University, a J.D. from Harvard Law School and an M.B.A. from Harvard Graduate School of Business Administration. Mr. Schoen is a member of the New York Bar.

Warren C. Smith, Jr., Managing Director, joined the firm in 1990. Prior to joining the firm, Mr. Smith was a Vice President of Merrill Lynch Capital Markets. Mr. Smith received a B.A. in Economics from Wesleyan University and an M.B.A. from Amos Tuck School of Business Administration at Dartmouth College.

Scott M. Sperling, Managing Director, joined the firm in 1994. For ten years prior to joining the firm, Mr. Sperling was Managing Partner of the Aeneas Group, the private capital affiliate of the Harvard Management Company, Inc. Prior to 1984, Mr. Sperling was with The Boston Consulting Group. Mr. Sperling received a B.S. from Purdue University and an M.B.A. from Harvard Graduate School of Business Administration.

Kent R. Weldon, Vice President, worked at the firm from 1991 to 1993 and rejoined in 1995. From 1989 to 1991, Mr. Weldon worked in the Mergers & Acquisitions Department of Morgan Stanley & Co. Incorporated. Mr. Weldon received a B.A. in Economics and Business from the University of Notre Dame and an M.B.A. from Harvard Graduate School of Business Administration.

Todd M. Abbrecht, Associate, worked at the firm from 1992 to 1994 and rejoined in 1996. From 1990 to 1992, Mr. Abbrecht worked in the Mergers & Acquisitions Department of CS First Boston. Mr. Abbrecht received a B.S.E. in Finance from the Wharton School of the University of Pennsylvania and an M.B.A. from Harvard Graduate School of Business Administration.

Charles A. Brizius, an Associate, worked at the Firm from 1993 to 1995 and rejoined in 1997. From 1991 to 1993, Mr. Brizius worked at Morgan Stanley & Co. Incorporated in the Corporate Finance Department. Mr. Brizius received a B.B.A. in Finance and Accounting from Southern Methodist University and an M.B.A. from Harvard Graduate School of Business Administration.

Scott L. Jaeckel, Associate, worked at the Firm from 1994 to 1996 and rejoined in 1998. From 1992 to 1994, Mr. Jaeckel worked at Morgan Stanley & Co. Incorporated in the Corporate Finance Department. Mr. Jaeckel received a B.B.A. in Economics and Mathematics from the University of Virginia and an M.B.A. from Harvard Graduate School of Business Administration.

Terrence M. Mullen, Associate, worked at the firm from 1992 to 1994 and rejoined in 1996. From 1990 to 1992, Mr. Mullen worked in the Corporate Finance Department of Morgan Stanley & Co. Incorporated. Mr. Mullen received a B.B.A. in Finance and Economics from the University of Notre Dame and an M.B.A. from Harvard Graduate School of Business Administration.

Soren L. Oberg, Associate, worked at the Firm from 1993 to 1996 and rejoined in 1998. From 1992 to 1993, Mr. Oberg worked at Morgan Stanley & Co. Incorporated in the Merchant Banking Division. Mr. Oberg received a A.B. in Applied Mathematics from Harvard College and an M.B.A. from Harvard Graduate School of Business Administration.

Further Information

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THOMAS H. LEE COMPANY

Current Investment Portfolio

<p>MJD Communications, Inc.</p> <p>An integrated communications provider serving rural local phone customers (RLEC) and ex-urban business customers (CLEC) through its subsidiary, Fairpoint Communications Corp. MJD has approximately 200,000 RLEC access lines and approximately 40,000 CLEC access lines.</p>	<p>Investment Date: Pending Revenues: \$165 Million</p>
<p>Conseco, Inc.</p> <p>Leading provider of financial services to middle America. The company's main products include life and health insurance, annuities and other investment products and manufactured housing and home equity loans.</p>	<p>Investment Date: 12/15/99 Revenues: \$7.9 Billion</p>
<p>Big Flower Holdings, Inc.</p> <p>A leading advertising and marketing services company facilitating the delivery of targeted messages to consumers. Originally founded as a niche insert printing company, Big Flower has transformed itself into a leading provider of integrated marketing solutions.</p>	<p>Investment Date: 12/7/99 Revenues: \$1.9 Billion</p>
<p>Tibbar, LLC</p> <p>Company pursuing e-commerce investments with Michael Perik and Kevin O'Leary, former CEO & COO of The Learning Company, and key strategic partners. Current investments include Goodhome.com and Genealogy.com. Strategic partners have included Mattel, Hearst Publications and A&E television networks.</p>	<p>Investment Date: 7/01/99 Revenues: Start-up</p>

<p>Wyndham International</p> <p>The company owns, manages, leases and franchises over 300 hotels in the U.S., Carribean and in Europe. Proprietary brands include Wyndham (Hotels, Gardens and Resorts), Grand Bay and Summerfield Suites. Wyndham is the nations 4^m largest hotel company.</p>	<p>Investment Date: 6/30/99 Revenues: \$2.3 Billion</p>
<p>United Industries Corporation</p> <p>Leader in the development and marketing of household insecticides, insect repellents, water soluble fertilizers, and lawn and garden consumer packaged goods. Well-recognized brand names include Spectracide, Hot Shot, Cutter, and Peters.</p>	<p>Investment Date: 1/20/99 Revenues: \$290 Million</p>
<p>LiveWire Systems LLC</p> <p>Leading developer and marketer of small and medium-sized billing and customer care system solutions to wireless and wireless telecommunications providers. The Company's systems are marketed under the H.O. Software brand.</p>	<p>Investment Date: 1/14/99 Revenues: \$35 Million</p>
<p>Metris Companies Inc.</p> <p>Direct marketer and provider of consumer credit products and fee-based services to moderate income consumers and customers of third party clients. Current credit card receivables portfolio exceeds \$6 billion.</p>	<p>Investment Date: 12/10/98 Revenues: \$600 Million</p>
<p>Cott Corporation, Inc.</p> <p>World's largest supplier of retailer brand beverages and the world's fourth largest soft drink company serving over 120 customers internationally.</p>	<p>Investment Date: 7/6/98 Revenues: \$1.0 Billion</p>

<p>Affordable Residential Communities</p> <p>Operator of manufactured housing communities and manufactured housing retail locations primarily in the Central United States. Focused on acquiring under performing assets, improving business practices, and consolidating operations.</p>	<p>Investment Date: 7/3/98 Revenues: \$100 Million</p>
<p>Eye Care Centers of America, Inc.</p> <p>Third largest retail optical chain in the U.S., operating 277 stores under the names "Eymasters", "Blyon's", "Visionworks", "Hour Eyes" and "Dr. Bizers" in 27 states and the District of Columbia.</p>	<p>Investment Date: 4/24/98 Revenues: \$300 Million</p>
<p>Fisher Scientific International, Inc.</p> <p>Worldwide distributor of more than 245,000 laboratory products and services to research, health care, industrial, educational and governmental markets in 145 countries.</p>	<p>Investment Date: 1/21/98 Revenues: \$2.2 Billion</p>
<p>The Learning Company, Inc. (Mattel)</p> <p>Leading worldwide developer, publisher and distributor of educational software products, serving retail, school, on-line, direct responses and OEM customers. Titles include Reader Rabbit series, Sesame Street, National Geographic and Carmen Sandiego. Sold to Mattel for stock in May 1999.</p>	<p>Investment Date: 12/5/97 Revenues: \$840 Million</p>
<p>TransWestern Publishing Company</p> <p>One of the largest independent yellow pages publishers in the U.S. serving markets in 16 states with over 200 directories.</p>	<p>Investment Date: 10/1/97 Revenues: \$140 Million</p>

<p>Syratech Corporation</p> <p>Leading designer, manufacturer and importer of a diverse portfolio of tabletop, giftware and seasonal branded products. Well recognized trade names include Wallace Silversmiths, International Silver, Towle Silversmiths, Tuttle Sterling, Rauch and Silvestri.</p>	<p>Investment Date: 4/16/97 Revenues: \$300 Million</p>
<p>Safelite Glass Corp.</p> <p>Largest U.S. provider of auto glass replacement and repair services and outsourcing for claims management.</p>	<p>Investment Date: 12/20/96 Revenues: \$850 Million</p>
<p>Freedom Securities Corporation</p> <p>Full-service securities, brokerage and asset management firm through its operating subsidiaries: Tucker Anthony (Northeastern U.S.), Sutro & Co. (Western U.S.), Cleary Gull (Midwestern U.S) and Freedom Capital (asset management).</p>	<p>Investment Date: 11/30/98 Revenues: \$450 Million</p>
<p>Rayovac Corporation</p> <p>Third largest domestic manufacturer of general household and industrial batteries (D,C, AA, AAA, and 9 volt sizes) and leading manufacturer of certain specialty batteries (hearing aid, rechargeable, lantern, heavy duty).</p>	<p>Investment Date: 9/12/96 Revenues: \$500 Million</p>
<p>New York Restaurant Group</p> <p>Owner-operator of white table cloth restaurants, including Smith & Wollensky's, Manhattan Ocean Club and Park Avenue Café.</p>	<p>Investment Date: 1/10/96 Revenues: \$25 Million</p>