

ABOUT SMGI

Mission Statement
SMGI Team
Our Clients
Intermediaries

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

PUBLICATIONS

CONTACT US

SMGI TEAM

Principles:

Houman Salem, MBA
Founder, Managing Director
Shawn Church, MBA

co-Founder, Managing Director

Board of Advisors: Russ Bach

Member, Board of Advisors **Dr. Jim Goodrich**

Member, Board of Advisors Riggs Eckelberry

Member, Board of Advisors

Houman Salem, MBA

Founder, Managing Director



Houman Salem is the founder and managing director of SMGI, where he brings a significant breadth of experience working with start-up ventures and with multinational corporations.

Prior to SMGI, Mr. Salem was a partner in a southern California-based management consulting firm, where he provided strategic management consulting and

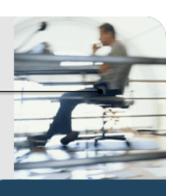
leadership to start-up and growth-stage companies across a variety of industries

An experienced entrepreneur, Mr. Salem founded a groundbreaking online streaming music entertainment network in 1998, where he was instrumental in pioneering the (now ubiquitous) online "targeted" audio advertising business model. As the source of the company's vision, Mr. Salem developed value-added partnerships and alliances with leading technology, advertising, and recording companies, while building the company into one of the most popular destinations for online music worldwide. Among his milestones, Mr. Salem had secured expansion capital from Microsoft Windows Media™ and received a product endorsement from recording artist Don Henley.

Prior, Mr. Salem held a position in business development & strategic planning at the Universal Music Group, where he worked hands-on with the company's \$10.4 billion acquisition and integration of media giant PolyGram. In this position, Mr. Salem had worked with top management and with the Boston Consulting Group in formulating and implementing corporate-level strategies within the company's "U.S. Label Integration" group. Additionally, he helped develop online product and marketing strategies within the company's "E-Commerce & Advanced Technologies" (now, eLabs) group.

Mr. Salem also held positions at Columbia Records, working with Randy Jackson's ("American Idol") A&R team; and at A&M Records, where he was the liaison between the company, its recording artists (including Sting and Sheryl Crow) and national FM radio stations.

Mr. Salem developed his sharp business skills while working under some of the most prominent figures in the music industry. In 1994, Mr. Salem began his career working with the media & artist relations group at EMI-Capitol Records. In this role, Mr. Salem conceptualized and helped implement national and international media campaigns for the company's franchise recording artists -- including The Beatles, The Beach Boys, Pink



STRATEGY

The overriding principle of strategy is to create value for shareholders (investors) and stakeholders (employees, vendors, suppliers, local community) by providing value to customers.

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Floyd and Duran Duran.

Mr. Salem holds an MBA from the Pepperdine University Graziadio School of Business & Management, as well as a Bachelors degree in History from California State University Northridge. Mr. Salem regularly lectures on the subjects of business start-up and investor funding strategies at business schools and is a volunteer youth mentor at the John Hopkins University & Goldman Sachs "Center for Talented Youth."

top

Shawn Church, MBA

co-Founder, Managing Director



Shawn Church is the co-founder and managing director of SMGI, where he brings broad based experience launching successful businesses and working with Fortune 500 companies.

Prior to SMGI, Mr. Church had independently consulted to a number of growth-stage companies throughout Southern California providing vision and

leadership to top management within a variety of industries including technology, entertainment and education.

Among his many successes, Mr. Church co-founded LiquidMarket™ in 1998, an internet firm known for pioneering advanced search functions and e-commerce technologies. Under Mr. Church's leadership, the company had grown to over 25 employees and received several million dollars in venture funding. In 1999, after only a year in operation, LiquidMarket™ received a buyout offer and was sold to a large entertainment conglomerate for \$47 million.

In 2002, Mr. Church combined his passion for auto racing with his business savvy and launched Church Automotive Testing (CAT). CAT provides advanced testing services to national race teams and automotive products companies using state-of-the-art equipment and scientifically sound testing processes. To date, CAT has worked with several oil companies and a number of national championship-winning race teams.

Mr. Church began his career as an engineer with the Intel Corporation. Moving within the company, he quickly progressed to product management and product marketing. His first product management experience was with the Military & Special Products group, where he managed a variety of microprocessor lines and worked with a number of high profile customers including Boeing and Raytheon. Mr. Church received a commendation from Boeing for his assistance on the FAA certification of the control systems for the Boeing 777 commercial airliner. Later, he moved into Intel's Imaging & Networking group, where he was a product manager for the i960 embedded processor line working with such clients as Lexmark and Hewlett Packard.

In conjunction with SMGI, Mr. Church is an adjunct professor at the Pepperdine University Graziadio School of Business & Management, where he teaches start-up strategies and business plan writing at the MBA level. Additionally, Mr. Church sits on the boards of Cybacom, Inc. (stored value credit card solutions) and Velocitech, Inc. (web publishing).

Mr. Church attended the Pepperdine University Graziadio School of Business & Management from 1996 to 1998 on a full scholarship, where he graduated first-in-class with his MBA. He received his BS in Electrical Engineering in 1993 from the University of Arizona, where he graduated Magna cum Laude. Recognized as an astute entrepreneur and business practitioner, Mr. Church regularly speaks at business conferences and is in demand as an expert witness in securities cases.

top

Russ Bach Member, Board of Advisors



Russ Bach is a member of the SMGI Board of Advisors, where he brings over 40 years of legendary experience from the music industry.

Most recently, Mr. Bach served as the president of Walt Disney Records Worldwide overseeing offices in London, Paris, Sydney, Hong Kong, Tokyo and Los Angeles. In this role, he was responsible for the global

development and expansion of the Walt Disney Records brand of recorded music entertainment and film soundtracks.

Mr. Bach also served as the chief executive officer of EMI Music Group, where he led the company through revolutionary change during the 1990's by re-engineering and modernizing the company's entire North American music distribution infrastructure. Additionally, he was directly responsible for growing EMI Music Group's fledgling Special Markets division into one of the company's fastest growing and most profitable business units.

Prior to his role at EMI, Mr. Bach served as the executive vice president of Warner/Elektra/Atlantic Corporation, where he successfully developed the business model and launched the company as the Sales & Marketing arm of the acclaimed Warner Home Video division. Later, he successfully developed and launched the company into the compact disc business, helping to set an industry standard. Additionally, Mr. Bach was responsible for all IT and operations in this multi-billion dollar company.

Mr. Bach began his career in 1960 when he promoted and sold records for a Chicago-based independent music distributor. Later, he became the branch manager and regional manager, respectively, for Liberty Records overseeing the company¹s Midwest region. In addition, he served as the vice president of Mass Merchandising, where he developed and implemented the company's strategy of rack jobbing and independent music distribution.

During the course of his renowned career, Mr. Bach has been directly responsible for the success of such notable recording artists as The Beatles, Nat King Cole, Frank Sinatra, The Rolling Stones, Bob Dylan, Pink Floyd, Fleetwood Mac, Madonna, Prince, Bonnie Raitt, Phil Collins, U2, Garth Brooks, MC Hammer, Janet Jackson, Sinead O' Connor, Smashing Pumpkins and many others.

Mr. Bach is a Distinguished Alumni of the Pepperdine University Graziadio School of Business & Management, where he holds an MBA and is a Distinguished Alumni of the DePaul University School of Music, where he holds both Bachelors and Masters of Music degrees.

top

Dr. Jim GoodrichMember, Board of Advisors



Dr. Jim Goodrich is a member of the SMGI Board of Advisors, where he brings 23 years of experience from the consulting and education sectors.

For the past six years, Dr. Goodrich served as Associate Dean of the full-time MBA program at Pepperdine University's Graziadio School of Business & Management, where he played a prominent role in

growing the Business School into an internationally recognized and respected institution for advanced business education. Under Dr. Goodrich's guidance, the University was awarded AACSB accreditation and has been ranked by Business Week and U.S. News surveys as a top-20 business school in the United States (achieving a 1st place ranking for teaching business ethics and leadership).

Dr. Goodrich is also a professor marketing and international business at the MBA level and has contributed volumes of scholarly publications and articles on the subjects of competitive strategies, alliances and crosscultural management, including:

- "International Competitiveness: Origins and implications" -Thunderbird Publishing.
- U.S. Competitiveness in the Global marketplace: Building Partnerships for American Resurgence" -- Thunderbird Publishing.
- "Asian NICs: Similarities, Differences, and their Strategic Implications" - The Korean Economic and Business Review.
- "Gaining Strategic Advantage: U.S. competitiveness and the Capability of Government - The Competitiveness Review.

In addition to his academic career, Dr. Goodrich serves as a member of the Board of Directors for the World Trade Council and is an active consultant to companies across a variety of industries both nationally and internationally. Prior to joining Pepperdine University, Dr. Goodrich was a senior consultant for Keilty, Goldsmith & Co., where he helped develop and deliver management training programs for businesses and non-profit organizations including Deloitte & Touche, IBM, the Red Cross and the FBI.

Effective July of 2003, Dr. Goodrich will assume the Deanship at the Atkinson Graduate School of Management at Willamette University in Oregon. Willamette University was founded in 1842 and is the oldest University in the West. The Atkinson Graduate School of Management was founded in 1974 and has the largest MBA program in the State of Oregon.

Dr. Goodrich holds a Ph.D. from UCLA, a MPA from the University of Kansas, and a BA degree from Occidental College.

top

Riggs Eckelberry Member, Board of Advisors



Riggs Eckelberry is a member of the SMGI Board of Advisors, where he brings high caliber technology and venture capital expertise.

Currently, Mr. Eckelberry serves as the general manager of Panda Software USA. Panda is a global provider of anti-virus software and solutions serving corporate clients and organizations including Boeing,

Mercedes-Benz, PepsiCo, Panasonic; as well as governments in France, Spain, China, Sweden and the United States.

In addition to his operating role at Panda, Mr. Eckelberry continues to guide the expansion of TechTransform, the technology consultancy he founded in February 2001 that specializes in rapid deployment and commercialization of new technologies while helping create new market segments.

In 2000, Mr. Eckelberry served as the first managing director of the Santa Monica office of NetCatalyst, a global M&A firm focusing on distressed companies, where he successfully established the financial network's branding as a Global Liquidity Engineer.

"At NetCatalyst, Eckelberry has helped develop 'liquidity engineering,' a set of processes by which 'we remedy issues affecting liquidity issues in a basically healthy company'." Los Angeles Business Journal, 17 October 2000.

Mr. Eckelberry's trademark is the rapid experimental discovery and implementation of successful business models. Prior to NetCatalyst, Mr. Eckelberry served as the vice president of marketing at personalization technology startup TriVida, where he helped engineer the sale of the company to Be Free, a public Internet company, in just four months. In addition, as the chief operating officer of technical support content vendor MicroHouse International, Mr. Eckelberry helped sell the company to publicly traded EarthWeb in less than five months.

With a solid record of building companies to achieve liquidity, Mr. Eckelberry founded a New York-based UNIX business systems integrator in the 1980s that continues in operation to this day. In 1995, he demonstrated his ability to transform technology with the worldwide launch of Quarterdeck Corporation's CleanSweep, where he grew the company to a seven-figure monthly revenue rate and prompted its eventual sale to Symantec Corp.

A noted authority on technology business strategies, Mr. Eckelberry has been profiled as an Internet Architect by The Industry Standard and regularly appears in various international technology media including appearances on the French L'Entreprise and the Business FM radio network.

top





HOME ABOUT SMGI MEDIA RELATIONS CLIENT RELATIONS BUSINESS PRACTICES PUBLICATIONS

CONTACT US

PRACTICAL GUIDANCE REAL-WORLD SOLUTIONS



SMGI provides focused business strategy and management consulting services for emerging and growth-stage companies. The SMGI team works with top-management by offering a diverse range of services and expertise to help facilitate growth and extract value in harmony a company's culture and long-term strategic goals.

- .: Mission Statement
- .: Meet the SMGI Team

Competitive Assessment



Take the CAPS Test

Evaluate your company's competitive position. SMGI's interactive Competitive Assessment Process System (CAPS) allows you to examine your company's competitive position relative to the industry.

Testimonials:

"SMGI has played a vital role in assisting us identify new market segments and helping grow our customer base."

Keith Patterson, CEO

Itensil, Inc.

"We are excited about our relationship with SMGI. They understand and share our vision, which is the single most important factor in helping ENTEK grow to the next level."

Andy Waterman, C

Andy Waterman, CEO ENTEK Centers, Inc.

"SMGI has been an vital part of DH1's development and growth. From assisting in developing our business plan to working with us through our expansion, SMGI continues to deliver impact and is very much a part of our core team."

Steven Saxton, CEO DH1 Studios, Inc.

In The News

Recent SMGI & Client Press, Events, Newsletters, and Publications

Bidz.com Taps SMGI to Develop Business Strategy

SMGI and The eDepot Announce Strategic Alliance

Russ Bach Joins the SMGI Team

DH1 Studios, Inc. News & Updates

Itensil™ News & Updates

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ABOUT SMGI

Mission Statement SMGI Team Our Clients Intermediaries

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

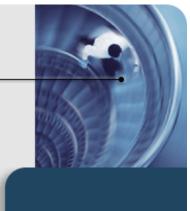
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PUBLICATIONS

CONTACT US

MISSION STATEMENT

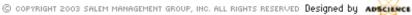
SMGI is the leading boutique business strategy & management consulting firm dedicated to creating value for clients whose companies and organizations face critical challenges and encounter extraordinary opportunities in today's unique business environment. Our world-class team of business practitioners is committed to understanding and helping each client's venture excel through a collaborative partnership where success can be measured. We serve our clients by providing "cuttingedge" strategic counseling, practical guidance and real-world solutions where strategies are optimized and results are achieved.



INTERMEDIARIES

Investment banks, venture capital firms, law firms, private equity investors and business brokers look to SMGI to provide rapid and decisive results.

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ABOUT SMGI

Mission Statement SMGI Team > Our Clients Intermediaries

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

.

PUBLICATIONS

CONTACT US

OUR CLIENTS



Bidz.com is the third largest online auction destination (following only eBay and uBid) and features the "One Dollar No Reserve Auction" and the "Live 3-Minute Auction." Bidz.com is the web's only true auction destination, with the bidding experience unlike that of any other trading site. The Company purchases high-quality items (from fine jewelry to collectibles) directly from manufacturers, stocks its own inventory and auctions them without an intermediary, while offering superior customer support and a money-back guarantee.

Bidz.com

Culver City, CA Founded, 1999 CEO, David Zinberg www.bidz.com



Research has indicated that companies with strong brands consistently earn 2% to 5% percentage points higher total returns to shareholders than their industry counterparts.

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DH1 Studios, Inc. is an entertainment holdings company offering entertainment properties in music, film, television and interactive entertainment. The company provides funding and oversees the development and marketing for its subsidiary companies including Bop City Records, Doc Hollywood Productions and DH1 Interactive. The company is led by entertainment industry veterans including Steven Saxton (Who Framed Roger Rabbit?), Al Schmitt (winner of 11 Grammy Awards), Ed Cherney (Winner of 5 Grammy Awards) and Elliot Scheiner (Winner of 4 Grammy Awards).

DH1 Studios, Inc. Beverly Hills, CA

Founded, 1998 CEO, Steven Saxton

www.dh1.com

www.dh1.tv



Itensil develops and builds software that provides people with instant gratification through intuitive use and immediate productivity. The company's first product, **Best Practice Now™**, enables organizations to optimize the way they get work done by applying best practices to team task management - creating a "Just-in-Time" knowledge functionality.

Itensil, Inc. Malibu, CA Founded, 2001 CEO, Keith Patterson www.itensil.com

ECOUSTIX

Ecoustix, Inc. has developed a breakthrough communications and entertainment solution for upscale hotels, providing a variety of cost-saving and revenue-generating services to guest rooms through a powerful touch-screen devise called **GIA**™...the Guest In-room Assistant. GIA's unique combination of communications, information, commerce and entertainment services drives additional revenues and increases operational efficiencies, while helping hotels achieve their primary goal of creating loyalty through a superior guest experience.

Ecoustix, Inc.
Washington, DC
Founded, 2001
CEO, Kris Carter
www.ecoustix.com



ENTEK Centers Inc. provides office headquarters and corporate identity for entertainment entrepreneurs and media professionals nationwide. ENTEK empowers its clientele by creating a powerful network supported by specialty turnkey operations, audio/video preand post-production, film financing, project marketing, and technical and administrative support. The company's has created a "Virtual Studio Lot" by providing its clientele with the infrastructure similar to that of a major Hollywood studio. Thereby, creating the concept of **MicroHollywood**TM.

ENTEK Centers, Inc. North Hollywood, CA Founded, 2002 CEO, Andy Waterman www.entekcenters.com



MachineTalker™, Inc. has developed a patent-pending machine-to-machine (M2M) control technology that allows machines to communicate within a wireless environment. The MachineTalker™ wireless control technology can be applied to the monitoring and control of devises that have historically been difficult to access and were previously unmanaged. The technology allows millions of machines (vending machines, manufacturing equipment, meters and vehicles) to be monitored and supervised within a virtual intelligent network.

MachineTalker™ Inc.

Santa Barbara, CA Founded, 2001 CEO, Roland Bryan www.machinetalker.com





ABOUT SMGI

Mission Statement SMGI Team Our Clients Intermediaries

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

PUBLICATIONS

CONTACT US

INTERMEDIARIES

Intermediaries including investment banks, venture capital firms, law firms, private equity investors and business brokers look to SMGI to provide rapid and decisive results. SMGI enters into mutually beneficial relationships with select intermediaries, where core competencies can be strengthened. SMGI also refers business transactions that are outside our business focus to those intermediaries.

SMGI offers the following services to intermediaries:

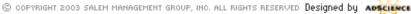
- "Private-Label" or "co-Branded" business services:
 - o Business plans & financial models
 - Operating plans
 - Market research
 - Financial analysis
- Due Diligence:
 - o Companies considered for funding
 - Proposed merger & acquisition
 - o Business capital investments and divestitures



OPERATIONS

Improving financial performance in difficult economies requires cost-savings measures that maintain product and service quality while continuing to satisfy customer, stakeholder and shareholder expectations,

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ABOUT SMGI

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

.

PUBLICATIONS

CONTACT US

MEDIA RELATIONS

Recent News - Media inquiries, please contact media@smgi.tv

Press Releases:

August 18, 2003 Bidz.com Taps SMGI to Develop Business Strategy

May 27, 2003 SMGI and The eDepot Announce Strategic Alliance

April 18, 2003 Russ Bach Joins the SMGI Team

March 5, 2003 <u>ENTEK Centers Select SMGI to Help Launch</u>

MicroHollywood™









ABOUT SMGI

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

.

PUBLICATIONS

CONTACT US

CLIENT RELATIONS

Username:

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ABOUT SMGI

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

> Competitive Intelligence Corporate Engineering Finance & Strategic Planning Marketing & Branding Operations Organizational Development Strategy

PUBLICATIONS

CONTACT US

COMPETITIVE INTELLIGENCE

Competition is a healthy and necessary tenant of any industry -without competition an industry can not exist. Within any particular industry, the relative profitability of a company depends on the nature of its competitive position, that is, on the company's ability to create a sustainable competitive advantage. Immediate and potential competitive forces can positively or negatively impact your company's overall performance. By understanding your industry's competitive landscape and by having the ability to react to the competitive forces of your industry, you will create greater value to your customers, stakeholders and shareholders.

The SMGI Approach

What is the nature of your company's competitive position? SMGI begins by asking you 1) have you identified a competitive position, 2) can you occupy the competitive position, and 3) can you defend the competitive position? Identifying and occupying a competitive position is dependent on the external competitive forces. Defending a competitive position is a function of your company's sustainable competitive advantage. Or, as we like to call it - Your Secret Sauce. This can be better understood by evaluating your company's assets (tangible and intangible) and exploring the capabilities of those assets. The combination of your company's assets and their capabilities leads to core competencies that can produce a competitive advantage. SMGI's Competitive Intelligence practice includes:

- · Competitive Positioning Analysis
- Competitive Response Strategies
- Life-Cycle Competitive Strategies
- Porter's 5-Forces Analysis
- S.W.O.T. Analysis



finance & STRATEGIC PLANNING

In an effort to increase value to shareholders, companies must make both investment decisions (what real assets should the company invest in?) and financing decisions (how should the money for the investments be raised?).

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ABOUT SMGI

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

.

.

PUBLICATIONS

CONTACT US

PUBLICATIONS

Do You Really Know What Your Customers Are Trying to Get Done?

Harvard Business Review, Mar 1, 2003

Author(s):

Anthony W. Ulwick

Description:

Companies depend on innovation for their long-term survival. But many companies make a critical mistake when trying to create new ideas and products: They ignore what their customers want. Most companies come up with a new product or service and then see whether a customer will buy it. But what they should do instead is first determine the customer's desired outcomes and then use those outcomes to guide the innovation process.

The Legal Forms of Organization

Harvard Business Review, Apr 30, 1998

Author(s):

Michael J. Roberts

Description:

Describes the various legal forms of organization including proprietorships, partnerships, limited partnerships, corporations, and limited liability companies. Explains the tax and liability attributes of each form, as well as other issues, which may influence the choice of legal form.

Your Best M&A Strategy

Harvard Business Review, Mar 1, 2003

Author(s):

Sam Rovit, Catherine Lemire

Description

The companies that are most successful at creating long-term shareholder value tend to be those that systematically make acquisitions through good times and bad.

Technology and Organizations: Where's the Off Button?

Harvard Business Review, Jan 1, 2002

Author(s):

Harold J. Leavitt

Description:

Technology must continue to accelerate for at least four reasons: innate human curiosity, the human propensity to warehouse knowledge, the special character of science and technology's culture, and the competitive drive of for-profit organizations.



A healthy company culture that promotes employee commitment is a vital component to your company's success as they are your link to the external market environment.

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Managing the Growing Venture

Harvard Business Review, Mar 27, 2003

Author(s):

Michael J. Roberts

Description:

Focuses on the strategic and organizational challenges that confront growing enterprises and the entrepreneurs who lead them.

The Strategy and Sources of Motion Picture Finance

Harvard Business Review, Nov 14, 2002

Author(s):

Mihir Desai, Mark Veblen, Gabriel J. Loeb

Description:

Considers the alternative financing mechanisms for film financing, the evolution of film finance in the United States, and the nature of tax-motivated film financing in the United States and around the world. Develops the strategy driving motion picture finance and the various instruments that advance that strategy.

VMware

Harvard Business Review, Feb 24, 2003

Author(s):

Mark Leslie, Jamie Earle

Description:

Describes VMware's growth, from founding through present (200 employees), with specific emphasis on building a board of directors, determining a strategic product direction, and recruiting an executive team. Draws upon 11 interviews with management, board members, and industry analysts.

Learn to Speak the Language of ROI

Harvard Business Review, Oct 1, 2002

Author(s):

John O'Leary

Description:

Nobody is getting approval to spend money these days unless he or she can demonstrate an economic return for the company. So now, non-financial professionals have to master the mysterious language of return on investment (ROI).

Bottom-Feeding for Blockbuster Businesses

Harvard Business Review, Mar 1, 2003

Author(s):

David Rosenblum, Doug Tomlinson, Larry Scott

Description:

Marketing experts tell companies to analyze their customer portfolios and weed out buyer segments that don't generate attractive returns. Loyalty experts stress the need to aim retention programs at "good" customers--

profitable ones--and encourage the "bad" ones to buy from competitors. And customer relationship management software provides evermore sophisticated ways to identify and eliminate poorly performing customers. On the surface, the movement to banish unprofitable customers seems reasonable. But writing off a customer relationship simply because it is currently unprofitable is at best rash and at worst counterproductive. Executives need to ask, "How can we make money off the customers that everyone else is shunning?" Consider Paychex, a payroll-processing company that built a nearly billion-dollar business by serving small companies.

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ABOUT SMGI

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

.

.

PUBLICATIONS

CONTACT US

CONTACT US

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For general purposes and company information, please contact: info@smgi.tv

For career opportunities at SMGI, please submit a cover letter and resume to: careers@smgi.tv

To learn more about how SMGI can help your company or organization, please fill in the requested information below. An SMGI team member will contact you to set up a conference call:

*First Name

*Last Name

*Company

Address

Address 2

City

State

Zip

Phone

Fax

*Email

Industry

Brief discription of your company



INTERMEDIARIES

Investment banks,
venture capital firms,
law firms, private equity
investors and business
brokers look to SMGI to
provide rapid and
decisive results.

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ABOUT SMGI

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

Competitive Intelligence Corporate Engineering Finance & Strategic Planning Marketing & Branding Operations Organizational Development →Strategy

PUBLICATIONS

CONTACT US

STRATEGY

There is a proven link between a company's strategic choices and its long-term performance. The overriding principle of strategy is to create value for shareholders (investors) and stakeholders (employees, vendors, suppliers, local community) by providing value to customers. Strategy involves making difficult choices based on the external market environment -- driven by changes in the economy, technology, politics, competition, and consumer demands. Companies must have the vision and leadership to identify immediate and potential market opportunities while structuring internal capacity to meet these opportunities in an effective and efficient manner.

The SMGI Approach

Crafting a superior strategy involves both analysis and synthesis. Our goal is to assist your company in identifying, building or acquiring, and reinforcing a sustainable competitive advantage. We bring an unbiased prospective to help you understand how markets develop, how competition unfolds, how consumer demands shift and how such elements impact your company's competitive position. SMGI's Strategy practice includes:

- Business-Unit Strategy
- · Corporate-Level Strategy
- Tactical Strategy



OPERATIONS

Improving financial performance in difficult economies requires costsavings measures that maintain product and service quality while continuing to satisfy customer, stakeholder and shareholder expectations.

□ READ MORE







ABOUT SMGI

MEDIA RELATIONS

CLIENT RELATIONS

BUSINESS PRACTICES

PUBLICATIONS

CONTACT US

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