



BRAZOS PRIVATE EQUITY PARTNERS, LLC

For Immediate Release

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– Brazos Private Equity Partners Acquires Shelter Distribution, Inc.; Shelter Deal Is Brazos’s Third Transaction This Year –

– Firm Names Michael D. Salim, Formerly of Hicks, Muse, Tate & Furst, Partner and General Counsel –

Dallas, Texas, September 4, 2002 -- Brazos Private Equity Partners, LLC, a private investment firm based in Dallas, Texas, today announced that it has acquired Shelter Distribution, Inc., of Indianapolis, Indiana, one of the largest distributors of residential and commercial roofing products, siding, and related accessories in the Midwest. The Shelter transaction, financial terms of which were not disclosed, represents Brazos’s third acquisition in 2002.

Shelter operates 21 branches in seven states and has the leading residential market position in most of its metropolitan markets. Shelter’s operating subsidiaries include West Roofing & Supply, LP (founded in 1977), Complete Roofing Supply, Inc. (founded in 1987), and Wimsatt Building Materials (founded in 1936).

Brazos teamed with Ronald R. Ross to acquire Shelter. Mr. Ross is the former Chairman and CEO of Cameron Ashley Building Products, where he successfully executed a buy and build strategy that resulted in a \$1 billion revenue business that was sold in 2000 to Guardian Industries Corporation.

Jeff S. Fronterhouse, a Brazos partner, said, “The Shelter transaction is consistent with our firm’s strategy of finding leading businesses that can serve as platforms for buy and build growth. We are particularly pleased to be backing a seasoned and proven chief executive in Ron Ross, with whom Brazos formed a relationship earlier this year to pursue investment opportunities in the building products distribution industry.”

Randall S. Fojtasek, also a Brazos partner, said: “Shelter has a strong regional footprint with leading market positions and is led by a highly experienced management team who have an enviable track record for creating value.”

Shelter will focus on acquisitions in the roofing products industry that provide access to attractive high-growth markets; increased density in existing markets; complementary management resources; synergies in purchasing and administrative functions; and product line extension opportunities.

(more)

Other Brazos Transactions in 2002

In April 2002, Brazos acquired CoMark Building Systems, Inc., one of the leading specialty manufacturers of single- and multi-floor commercial-grade modular buildings in the United States. CoMark is located in a Dallas suburb (DeSoto, Tex.) and provides a comprehensive range of customized building services, including design, engineering, manufacturing, delivery, and installation. CoMark's buildings are used for many purposes, including barracks, dormitories, offices, schools, clinics, banks, stores, and churches.

Patrick K. McGee, a Brazos partner, said, "CoMark is a good example of the kind of investment Brazos is looking for. It's a market leader; is led by a seasoned and successful management team with a substantial equity stake; has a strong track record for organic growth throughout the economic cycle; and was acquired at an attractive relative value."

In May 2002, Brazos acquired Rennhack Marketing Services, Inc., a leading national provider of premiums and incentive marketing services to the financial institution industry in the United States. Rennhack is headquartered in a Dallas suburb (Grapevine, Tex.) and, for 25 years, has developed, implemented, and managed incentive merchandise programs primarily for U.S. savings banks, commercial banks, and credit unions. Financial institutions use Rennhack's promotional services and incentive products principally to increase their customer accounts. The company's products typically consist of brand name merchandise from leading consumer product companies.

Brazos Names New Partner

Separately, Brazos also announced that Michael D. Salim has joined the firm as a partner and general counsel. Mr. Salim was formerly a principal, general counsel, and chief financial and administrative officer of Hicks, Muse, Tate & Furst. At Brazos, Mr. Salim will be primarily responsible for the firm's operations, legal affairs, transactional support, and investor relations and reporting. Brazos now has four partners, including Randall S. Fojtasek, Jeff S. Fronterhouse, Patrick K. McGee, and Mr. Salim.

Founded in 1999, Brazos Private Equity Partners, LLC provides capital for leveraged acquisitions and recapitalizations of established middle-market companies that offer the potential for substantial capital appreciation. Through limited partner and co-investment capital, the firm has up to approximately \$400 million available for investment. Based in Dallas, Brazos invests primarily in manufacturing, consumer products, healthcare, media, and service businesses located in the United States.

For more information about Brazos and its portfolio companies, visit www.brazos-partners.com, www.shelterdistribution.com, www.comarkbuilding.com, and www.rennhack.com.

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