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Press Contact:

Mark Johnson on behalf of Morgenthaler Partners
216-573-2300
mjohnson@ggcomm.com

**MORGENTHALER ANNOUNCES BUILD-UP
IN TELECOM SERVICES INDUSTRY**

Morgenthaler's platform company grows into a leading nation-wide integrator of data and voice solutions for Fortune 2000 companies and government agencies

Cleveland, Ohio. January 17, 2005. Morgenthaler Partners announced today the merger of Comm-Works Inc., Fortran Communications Systems, and Mahon Communications Corporation. The newly merged company will operate under the name Comm-Works and will be positioned as one of the leading integrators of voice and data solutions to customers across North America. The transaction was officially closed on January 14, 2005. The new entity employs 144 people and currently provides service and support to more than 100,000 customer sites.

Both Fortran (based in Washington, DC) and Mahon (based in Boston, MA) were previously part of Compel Holdings, a Morgenthaler portfolio company. Morgenthaler led the transaction and will be significant shareholders in the newly formed business with Todd Eberhardt and Alan Lampe. Eberhardt and Lampe were co-founders of Comm-Works, Inc. (based in Minneapolis, MN) and served as its chief executive officer and chief operating officer, respectively. They will lead the new company in the same executive positions. The newly merged company will be headquartered in Minneapolis.

"The combination allows us to grow the platform in two significant ways," said John Lutsi, general partner at Morgenthaler. "First, the new company will have a greater national presence with offices in Minneapolis, Washington, DC, and Boston. Second, we will diversify the customer mix and expand our reach in both the commercial sector where Comm-Works is currently strong, as well as, the government sector where Fortran and Mahon excel," Lutsi added.

"Importantly, we are also excited about the company's leadership," continued Lutsi. "Todd Eberhardt and Alan Lampe have proven themselves to be exceptional executives, leading Comm-Works, Inc. to profitability every quarter since its inception in 1995 and achieving compound average sales growth of more than 65 percent in spite of the telecom industry's recent recession. We share their vision of winning customers by providing a single-source of consistent, best-in-class services."

Comm-Works helps companies establish their voice and data networks with a choice of technologies that include 3Com, Apple, Avaya, Cisco, CompTIA, IBM, Linux, Microsoft, Nortel, Novell Networks, Solaris, Unix and more. The company also provides dedicated 24/7 trouble-shooting, real-time Web-based project management, and on-site support. It works with a team of 4,000 service providers and 15,000 fully certified technicians across the country.

"We see opportunities to grow organically as well as through acquisitions," said Lutsi. "The acquisitions that would make the most sense are those that would continue to expand our national coverage as well as add to our service offerings."

Transaction Details

A lending syndicate led by Capital Source and including JPMorgan Chase Bank provided the debt financing for the transaction. Frederickson and Byron acted as the legal advisor to Comm-Works, Inc. Baker & Hostetler acted as the legal counsel for Morgenthaler Partners. Terms of the deal were not disclosed.

About Morgenthaler Partners

Founded in 1968, Morgenthaler is a leading, national private-equity firm with a middle-market, management buyout group based in Cleveland, Ohio, and a venture-capital group based in Menlo Park, California. The firm has funded more than 200 companies over its 36-year history. With its fund of \$850 million raised in July of 2001, Morgenthaler has a total of \$2 billion under management.

The firm's buyout group focuses on management buyouts and leveraged recapitalizations of stand-alone middle-market companies, as well as, divisions or subsidiaries of larger corporations. Morgenthaler Partners has traditionally been strong in partnering with management teams to build industry-leading companies. For more information regarding the firm, visit www.morgenthaler.com.