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Hill PHOENIX
E X C E L L E N C E
A DOVER COMPANY

August, 2011

Company History – We Were Born To Leap

Hill PHOENIX Inc., a Dover Company, designs and manufactures an extensive line of commercial refrigerated display merchandisers, commercial and light industrial refrigeration systems and mechanical centers, electrical distribution products, walk-in coolers and freezers, and specialty display cases and fixtures.

The origin of Hill PHOENIX dates back to 1887, when C.V. Hill, a New Jersey grocer, dissatisfied with the coolers currently available to him both with regard to price and performance, decides to build his own. Because Mr. Hill “dislikes lifting out the heavy butter and lard tubs stored in the coolers”, he invents a butter slide which comes out automatically when the cooler door is opened. This is the first of many patents the company will own as new ideas are initiated over the decades that follow. A neighboring grocer hears of the unit and when he sees it, buys it on the spot. Mr. Hill sells another cooler and then decides to go into the cooler manufacturing business, as he says “for a few years,” then return to the grocery store. He starts a new company and names it C. V. Hill Refrigerator Works. He never returns to the grocery business deciding instead to focus on developing better ways for grocers to display perishable products. Not only is a company born but so is an industry.

Mr. Hill learns about refrigeration and air circulation on the first two coolers he builds and in 1889 he establishes his first factory. He builds two more refrigerators and shows them at the first Trenton State Fair. Although he enjoys the fair, he does not sell any products. In March of 1890, he sells

two refrigerators at \$115.00 each. He also invents the first baffle and bunker system for ice-refrigerated coolers. This “puts him on the map in Trenton.”

By 1896 Hill Refrigerator Works moves to a larger facility in Trenton, N.J., and begins to receive orders from the government and steamship operators, as well as from grocers. As the turn of the century arrives Mr. Hill starts developing refrigerated show cases and in 1905 introduces the first Hill refrigerated show case. As he continues to develop show case concepts he is particularly focused on developing the first refrigerated display case for fresh meat. Around 1909, utilizing the growing availability of the electric motor and ammonia as the refrigerant, Mr. Hill begins to make a name for himself as grocers up and down the Eastern Seaboard want to buy his meat cases for their stores. Hill Refrigeration Company is born.

In the early 1920s, the company develops the first top display case, which allows customers to view the merchandise inside. Other innovations include the 1927 introduction of the first all-metal case and the 1928 introduction of the first display case capable of maintaining frozen food and ice cream at the right temperatures. When Swift and Company is looking for a case to use for frozen meat, they are surprised to learn that one has already been developed by Hill. Swift uses the Hill case successfully in their laboratory test helping to establish the retail frozen food business in grocery stores. In 1929 Hill installs the first frozen food case in a retail food store and in 1930 Clarence Birdseye recommends the use of the Hill 2000 model to display the Birdseye “frosted foods” then being introduced in the marketplace.

In 1932, Mr. Hill retires, leaving the company in the very capable hands of his sons, C. V. Hill Jr., and J. S. Hill. That same year the company creates the first porcelain-clad cases, providing retailers with a more durable case that is easier to clean. In the next few years, the company introduces the first service deli case with mezzanine shelving and storage in the bottom

area. As the 1930's introduce larger, self-service stores, Hill Refrigeration is ready, once again leading the way with their new "add-a-unit" feature, developed in 1939, which allows cases to be joined together in a continuous lineup. This feature is perfect for the larger stores that are being built and catches on with grocers all over the country.

At the height of the depression, the company scores another first, only this one is in the area of marketing. Hill Refrigeration publishes a book called "Modern Food Merchandising" in 1934 which enumerates guidelines on successful food marketing. The book is enthusiastically received and five editions are published. The company also builds its own grocery store, both to test its new equipment and to try out new merchandising ideas.

During World War II, Hill manufactures landing craft for the military along with refrigerators for use on Navy vessels. When the war ends the company is in an excellent position to meet the demands of the food industry for new equipment, since it was able to devote significant time in research and development efforts focused on making war-time products better.

In 1945, Hill Refrigeration announces a major breakthrough in refrigerated display case design; a three-deck open dairy case. This mechanical and merchandising breakthrough maintains temperature on each level while showcasing a greater quantity and variety of product. The new case not only gives grocers an attractive display setting that stimulates impulse sales, it also allows them to show much more quantity and variety in the same floor space. The case breaks new merchandising ground, and helps speed the spread of "self-service shopping". The immediate success of the new Hill dairy case leads to the introduction of the Hill self-service open frozen food cases with the "add-a-unit" feature and automatic defrost.

During the 1950's Hill dramatically expands its manufacturing capabilities to meet the requirements of the many new "super markets" that

are being built for the ex-soldiers and their families who are moving in huge numbers to the suburbs. In 1953 Hill becomes the first manufacturer to offer grocers the option to add color to their display cases. The introduction of “Color Blend” styling leads a design transformation in an industry that previously only offered one color, white.

Up to this point, Hill Refrigeration has been a family-owned operation. In the 1950s, the company is sold and, after a series of owners, Hill becomes a division of Emhart Corp. in 1964.

The “Color Blend” trend that began in 1953 culminates with the 1967 introduction of the Vista line of medium temperature cases. The Vista line offers a departure from the traditional white boxes by expanding the range of available colors and sporting sleek, streamlined styling.

With the arrival of the 1970s comes the nation’s first real energy crisis. Hill Refrigeration responds by improving the energy efficiencies of its cases and by developing technologies to allow grocers to capitalize on the most efficient refrigeration systems for their specific needs. In 1971 the company introduces a new five-deck frozen food case, the most efficient in the industry and it immediately becomes the best selling multi-deck case.

In 1977, Georgia entrepreneur Grant Brown recognizes a neglected niche in the market for custom refrigeration systems and starts Engineered Supermarket Products (ESP). Immediately, ESP introduces the first uneven parallel system and begins to establish a leadership position in the refrigeration systems market.

In 1980 ESP is sold and ultimately becomes the company known today as Emerson CPC Controls. That same year Grant Brown forms a new company, names it Engineered Refrigeration Systems (ERS) and continues to expand his presence in the custom refrigeration systems business.

At the FMI 1981 trade show, Hill unveils the first U.S. manufactured

curved glass service deli case. The prototype creates much positive response, and as a result, Hill develops the first complete line of curved glass service cases to meet the varied needs of its customers.

In 1985 Grant Brown sells Engineered Refrigeration Systems to Margaux, Incorporated. In 1988, realizing that the niche is still unfulfilled, Grant re-enters the market, forming a new company which he names Phoenix Refrigeration Systems and completely changes the nature of system design with innovative ideas such as the introduction of the first pre-fabricated mechanical centers and electrical distribution centers. Phoenix Refrigeration Systems quickly becomes a major designer and manufacturer of refrigeration systems in the United States.

In 1990, Hill Refrigeration introduces a new look for Hill cases. The ORIGIN™ line represents a bold departure in case styling, featuring soft, rounded exteriors with a distinctly European flavor. Hill pioneers the use of polymers, which permits the creation of curved bumpers and rounded edges while increasing the durability of the cases. No other case on the market looks like this one.

Phoenix Refrigeration Systems is acquired by Dover Corporation in 1993 and in 1994 Phoenix acquires Hill Refrigeration to form Hill PHOENIX®. The merger of Phoenix Refrigeration Systems with Hill Refrigeration is a natural and the circle is completed one year later when Hill PHOENIX acquires Margaux Refrigeration, the company that acquired ERS from Brown 10 years earlier.

Display Case Operations relocate to a new 450,000-square-foot factory in Chesterfield County, Va., in 1995. The new facility is outfitted with state-of-the-art equipment and expanded manufacturing processes for producing Hill PHOENIX cases. The stream of innovative new product lines continues with the 1995 introduction of ORIGIN2®, which extends the exterior case makeover of ORIGIN to the interior. The redesign features curved tanks for improved

sanitation; improved coils and fan plenums for increased efficiency, sanitation and ease of maintenance and upgraded lighting for better product display. The ORIGIN2 line also introduces Radial Airflow®, a patented feature that improves airflow for better case performance and removable casters to aid in assembly line movement, in shipping, and in the installation of cases in stores. No other case in the industry offers this patented, convenient feature.

In 1995, Hill PHOENIX is the first to introduce secondary coolant refrigeration technology to the supermarket industry both as a “green” environmental initiative and as a system with positive design advantages over conventional direct expansion systems. After seven years’ performance experience for its growing installed base of secondary coolant systems at many of the top U.S. chains, in 2002 the company brands its secondary coolant technology Second Nature®. Hill PHOENIX Second Nature technology includes secondary coolant system design and installation, low- and medium-temperature merchandisers, walk-ins and prep rooms.

In January of 1997 a team of 40 Hill PHOENIX associates meets over a long weekend and develops a statement of purpose that defines the Hill PHOENIX commitment to achieve a leadership position in the industry through the delivery of excellence to customers. This call to action continues to clearly communicate the company's ideals and goals providing every Hill PHOENIX associate with the focus and direction needed to provide answers that help our customers be successful. It is in fact a rededication to the principles that C.V. Hill and Grant Brown were dedicated to when they started the respective businesses that became Hill PHOENIX.

The Hill PHOENIX Statement of Purpose

We will lead the markets we serve with innovative products, solutions and technical advances in a relentless pursuit to exceed customer expectations.

We will create a culture that promotes teamwork, integrity and respect for our customers, our suppliers and ourselves.

We are intolerant of mediocrity and dedicated to continuous improvement as a way of life.

As a result, Hill PHOENIX will enhance the success of our customers, the return to our shareholders, and the satisfaction of our employees.

Also in 1997, Electrical Distribution Systems (EDS), a Dover Diversified Company, manufacturer of electrical distribution systems that was originally started by Grant Brown during the Phoenix Refrigeration years, is merged back into Hill PHOENIX. EDS, located in Covington, Ga., becoming the Power Systems Division of Hill PHOENIX. Power Systems designs and manufactures pre-assembled, pre-wired electrical distribution products including PowerCenter®, PowerPlus, Power On, Power Flow, industrial enclosures and solar equipment.

Hill PHOENIX re-enters the Walk-In Cooler and Freezer business in 1999 and in 2009 begins a series of major commitments in people, plants and processes all focused on creating the industry's leading Walk-In's

business. Today, the mission of Hill PHOENIX Walk In's Division is consistent with the same mission Mr. Hill had when he started the Hill Refrigerator Works cooler business in 1889; to provide the Food Retail industry with high quality products and services that exceed our customers' expectations. With a renewed focus on providing innovative product designs and customer service, the people who make up Hill PHOENIX WALK INS look forward to the opportunity to serve our customers needs in a more comprehensive manner than they have ever experienced.

As the 21st Century gets under way, Hill PHOENIX continues its leadership position as an industry innovator with a strategic direction dedicated to developing products focused on making supermarket operators more effective operationally and financially. The May 2002 introduction of the proprietary Coolgenix[®] display case technology provides retailers with the opportunity to reinvent their service departments. The patented secondary coolant conduction design enables significant increases in product shelf life and dramatically reduces product shrinkage.

At the 2003 May FMI Show, the introduction of new ORIGIN2 display case technologies including the industry's first six-door reach-in display case and a focus on efficiency in system and display case design and performance provides customers with answers to energy cost concerns. Hill PHOENIX introduces "The People Factor Makes The Difference", a campaign that celebrates the impact that the people and the culture that make up Hill PHOENIX have in providing daily examples of Hill PHOENIX's century-long commitment to providing specific answers to customer challenges.

In 2004, Hill PHOENIX introduces the industry's first true 5-deck rear load fresh meat case, the O5MR, and its companion O5M front load model. A key feature is a patented articulating shelf design that provides supreme product integrity and striking display opportunities.

In 2005 a team is formed and a charter created that leads an intense focus on the development of the industry’s most extensive product and process training program. The Hill PHOENIX Learning Center is launched in June of 2006. President Ray Hoglund says at the time, “Throughout Hill PHOENIX, we believe we can only provide the individual answers that help improve the profitability of our customers by supporting our sales force and customers with top quality training. I am pleased to announce the opening of The Hill PHOENIX Learning Center. We have made a very significant investment in the development of distinctive product training programs, increased our training staff and renovated our facilities in order to provide the best possible product training experience using state of the art technology. I invite you to learn about Hill PHOENIX Answers; people, products and technology working together for a brighter future.”

In 2006, as environmental concerns move to the forefront of the industry’s focus, Hill PHOENIX Refrigeration Systems Division begins redesign work on the distributed systems offering that was first introduced in 1984. The ParaTemp® and WeatherPac® system designs are updated and the industry’s most complete and efficient indoor distributed system, InviroPac™, is introduced. Also in 2006, the company’s Refrigeration Systems Division installs the first test stores utilizing CO2 as a secondary fluid at sites in Dinwiddie, Virginia and Savannah, Georgia.

In 2007 Hill PHOENIX becomes the first refrigeration equipment manufacturer to join the U.S. EPA’s GreenChill Refrigeration Partnership program. As a charter member, Hill PHOENIX is instrumental in helping the EPA work together for the first time with supermarket retailers to develop this partnership program designed to advance the deployment of sustainable refrigeration technologies. That same year Hill PHOENIX releases its first SustainAbility Report, the first from a refrigeration manufacturer. There is no doubt that at this time, Hill PHOENIX leads the way in the commitment to and development of sustainable technologies for its customers.

Also in 2007, two distinguishable energy-saving technologies are introduced by Hill PHOENIX. The company starts extensive field testing of SmartValve[®], a patented superheat management system designed to help customers insure that display case superheat is maintained at a pre-set condition eliminating adjustments that are typically required to maintain optimum efficiency. And Climate Keeper[™], a proprietary air distribution system is introduced during the FMI Energy Conference.

2008 brings the first test site utilizing a new Hill PHOENIX Second Nature CO2 Cascade system design. Installed at a Price Chopper location in New York this design provides yet another example of Hill PHOENIX's commitment to work together with its customers to continue moving the technology envelope forward in an effort to help them implement their sustainability plans. Also in 2008 Hill PHOENIX works with Food Lion to install the first full store test site utilizing Second Nature glycol medium temp systems and CO2 secondary coolant low temp systems. And in 2009, Hill PHOENIX receives two awards from the U.S. EPA; an Ozone Layer Protection Award and the 2008-2009 GreenChill advanced Refrigeration award.

In 2009 Hill PHOENIX completes two key acquisitions. In May the company acquires key assets of Tyler Refrigeration and the opportunity to welcome many key Dealers from the Tyler Dealer Network to the Hill PHOENIX Dealer group. As a result, the Hill PHOENIX Dealer network immediately becomes the largest of any manufacturer, servicing the needs of customer in the U.S. and Canada. And in November, Hill PHOENIX acquires Barker Company of Keosauqua, Iowa creating Barker Specialty Products by Hill PHOENIX. Both acquisitions help deliver strategic initiatives directed at helping food retailers sell more products, more profitably and more responsibly driving significant growth with existing and new customers.

2009 also sees the introduction of Hill PHOENIX's proprietary Clearvoyant[®] LED lighting system designed specifically for use in Hill PHOENIX display cases. And Hill PHOENIX becomes the first manufacturer

to receive SNAP (Significant New Alternatives Policy) approval from the U.S. EPA to use CO₂ as a replacement for HCFCs in retail refrigeration. When the announcement is made Drusill Hufford, the director of the EPA's Stratospheric Protection Division says, "I am glad to see Hill PHOENIX's continued leadership in the supermarket industry in providing options that protect the ozone layer and significantly reduce impacts on the climate."

In 2010 Hill PHOENIX expands its Second Nature CO₂ technology offering announcing the availability of its industry-leading Second Nature Low Temperature Direct Expansion Cascade system. And at the FMI Show Hill PHOENIX introduces the availability of its Synerg-E™ display case technology, the most energy efficient case technology available in the marketplace.

In December of 2010, the Champlain Valley Chapter of the American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) in Burlington, VT, presents Hill PHOENIX with its first Research Promotion Award, recognizing the Hill PHOENIX Learning Center for its leadership and commitment to training for the commercial refrigeration/supermarket industries.

In 2011 Hill PHOENIX helps Sprouts Farmers Market become the third U. S. retailer to achieve Platinum GreenChill status with the installation of the new Hill PHOENIX Second Nature CO₂ Cascade System for both low and medium temperature applications. Hill PHOENIX is the manufacturer as of this point in time that has been able to help customers achieve the Platinum certification level.

Mr. Hill started something over a century ago – and the people of Hill PHOENIX are determined to live up to that legacy. As a result, Hill PHOENIX "LEAP of Excellence" innovations continue to define an industry. L.E.A.P. is an acronym born of over a century of experience. *Learn* our customer's business. *Earn* their trust. *Answer* their needs. *Perform* beyond their expectations. Today, while there's no doubt that the spirit of innovation runs

deep in our bloodline, it's most apparent to our customers in the products and services we bring them. Every day, systems and technologies are being improved – even revolutionized– to be the next leap that makes a difference. We can't wait to see what tomorrow will bring!

Hill PHOENIX has its corporate headquarters in Conyers, GA. The company employs more than 3,500 people nationwide. Manufacturing facilities are located in Covington and Conyers, GA., Richmond, VA., Keosauqua and Centerville, IA, and Chino, CA. The company also has Comprehensive Services Operations located in Phoenix, AZ and Brea, CA.

For more information about Hill PHOENIX, visit the Company's web site at www.hillphoenix.com, send an e-mail to marketing@hillphoenix.com, or call 770-285-3264.

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8/15/2011