

Company Report

OMNI VENTURES, INC.

Must-Own Stock for the Holiday Season

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OMNI VENTURES, Inc. (OTC:QB – OMVE - \$0.39)

Six-Month Price Target: \$1.25

Rating: Speculative Buy

COMPANY SNAPSHOT

Omni Ventures, Inc. is a versatile holding company operating in premium consumer brands development and merchandising as well as consumer services. The Company has positioned itself as a strategic management holding company in the consumer goods and services segment. The Company's flagship, wholly-owned subsidiary is PRVCY Couture, Inc., the casual couture apparel and accessories design, manufacturing and distribution company (www.prvcypremium.com). Management is also developing several related projects in the fields of consumer goods design, manufacturing and distribution as well as consumer services.

KEY STATISTICS

Price as of 11/25/11	\$0.39
52 Wk High – Low	\$0.81 - \$0.10
Est. FD Shares Out.	109.2M
Market Capitalization	\$39.3M
3 Mo Avg Vol	70,000
Exchange	OTC:QB

COMPANY INFORMATION

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Investor Relations:
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INVESTMENT HIGHLIGHTS

Omni Ventures is leveraging the success and popularity of its flagship subsidiary, PRVCY Couture, Inc., to emerge as a leader in the premium consumer brand segment.

Since its re-launch, PRVCY Couture, Inc. remains a premium designer jeans of choice among "A" list celebrities, which we expect will prompt a sustained surge in sales. Celebrities include Kim Kardashian, Jessica Alba, Mark Wahlberg, Ashton Kutcher, Miley Cyrus, Eva Longoria, and many others.

PRVCY Couture has just launched t-shirt production and sale to a national chain along with a licensing and distribution agreement for PRVCY branded t-shirts. In addition, the Company's Made in Hollywood campaign has recently enabled PRVCY to secure distribution and other agreements abroad.

PRVCY and its management team and directors have a long history of success in the industry. Omni's Chairman, the founder of Sasson Jeans, is considered the Godfather of premium jeans.

Omni management is expanding its presence in the premium brand jeans segment. Omni recently signed an LOI to acquire production company Jean Genie Studios, Inc.

Timing could not be better for investors and we forecast that the stock could reach \$1.25 in the next 3-6 months. PRVCY is poised to capture a meaningful share of the premium market. PRVCY benefits from the sheer number of "A-listers flaunting the jeans, which has a big impact on consumer purchase decisions. Plus, PRVCY is riding the wave in the segment led by True Religion (NASDAQ:TRLG), an \$800M market cap premium jeans comp to OMVE's stock. Thus, OMVE is a must-own stock for the holiday season. In addition, the overall valuation should rise via the closing of new M&A by Omni in the coming months. We rate these shares Speculative Buy.

OMNI VENTURES OVERVIEW

Omni Ventures, Inc. is a versatile holding company operating in premium consumer brands development and merchandising as well as consumer services. The Company has positioned itself as a strategic management holding company in the consumer goods and services segment. The Company's flagship, wholly-owned subsidiary is PRVCY Couture, Inc., the casual couture apparel and accessories design, manufacturing and distribution company (www.prvcypremium.com). Management is also developing several related projects in the fields of consumer goods design, manufacturing and distribution as well as consumer services.

As part of its broad market penetration plan, PRVCY Couture, Inc. has entered into agreements to distribute PRVCY-branded apparel and accessories in Europe and Mexico thus further expanding its network of international distributors and potential licensees. The recent deal with a Mexican distributor also includes certain production rights for the anticipated future diffusion brands owned or to be developed by the company. Creating a network of international distributors early on will be a key to international development and success, especially in Latin America where the Company's "casual couture born in Hollywood" marketing concept is likely to be a big hit. Sales are assuredly to be boosted by the fact that Latino celebrities such as Eva Longoria and Selena Gomez, and Jennifer Lopez have been featured wearing the jeans.



Image I. PRVCY Brand
Source: PRVCY Couture, Inc.



Images II. and III. PRVCY Best Sellers
Source: PRVCY Couture, Inc.

The Present

The PRVCY Premium brand is a very popular high-end denim brand known to be worn by a large number of top-tier celebrities in TV, movies, and music. The list includes: Kim Kardashian, Jessica Alba, Mark Wahlberg, Ashton Kutcher, Miley Cyrus, Eva Longoria, Katy Perry, and Paris Hilton. Since Omni acquired PRVCY Couture, and re-launched the denim brand, it has received rave reviews and has been followed by the license, distribution and re-launch of the famous "I Want PRVCY" t-shirt line.

The Company is well-positioned to take advantage of premium denim sales this holiday season, especially via e-commerce. New distribution relationships in the U.S. and abroad should provide a boost, driving sales in the next 3-6 months.

In addition, once the acquisition of Jean Genie is closed, the transaction should provide additional design and production capabilities for Omni's flagship.

The Future

Omni's strategy is to leverage the success of its flagship and engage in a roll-up of companies in the premium brand apparel space. This model should prove to provide vertical integration in design, production, and distribution. We should note that we believe the Company is positioned to emulate the success of premium denim company True Religion (NASDAQ:TRLG), which currently boasts an \$800M market capitalization. Given the strength of the existing leadership, their success, capabilities and contacts, it is likely that Omni is currently enjoying the first stage in what could be hockey-stick type growth in the next 2-3 years.

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COMPETITIVE ADVANTAGES

Omni Ventures has a number of advantages over a number of other premium apparel brands. . In addition, management is building an effective, vertically integrated, yet diverse consumer goods and services platform which should results in the addition of other, high-quality premium apparel brands.

- Omni's flagship brand, PRVCY Couture, is a well-known premium brand name in jeans with historically broad distribution and significant brand recognition and popularity.
- The PRVCY brand is a favorite of "A-listers" in Hollywood, bolstered by its Made in Hollywood campaign.
- Producing products in the U.S. is a key advantage as it promotes pride in the product in an era where most are produced abroad.
- Management has recently engaged in licensing arrangements in the U.S. and in the all-important Latin American market.
- Omni is poised to add other premium brands, such as Jean Genie, in which the Firm has already signed an LOI.
- The background and history of successes in this space by Omni's leadership are critical components to the Company's overall success.
- By re-launching just before the holiday season, the Company is poised to leverage current styles and trends.
- The Omni model can be replicated in markets all over the world.

RISK FACTORS

In our view, Omni's biggest risk is the broad penetration of the consumer market with their premium brand offerings. A related risk would be the decline in popularity in this style and trend. We deem the current risk low given the current brand recognition, popularity, and broad use by celebrities. Other risks include re-establishing the right distribution for the products, in addition to its e-commerce activities. Delays on the M&A front in the space are also a possible risk as is access to capital required to close prospective transactions. Slower sales penetration as a result of competition from larger firms or even from newer entrants is a typical concern and is also consistent with firms of Omni's size and standing.

MANAGEMENT

Omni Ventures has an impressive management team, and bolstered by two new additions just last week, boasts an enviable Board of Directors as well.

Paul Guez - Chairman of the Board, Director

Paul Guez, age 66, is a director, president and Chairman of the Board of Blue Holdings, Inc., which designs, develops, markets and distributes high end fashion jeans, apparel and accessories. Mr. Guez has been with Blue Holdings since 2005. From 2002 to the present, he has also been the managing partner of Blue Concept, LLC which is also engaged in the design, marketing, manufacturing and wholesale distribution of premium fashion collections. Previously Guez has been the founder of Sasson Jeans as well as such denim brands as Hippie Jeans, Antik, Taverniti So and Yanuk. Throughout his long career in denim business P. Guez assisted in development of multiple denim brands in the USA and abroad as well as worked with leading creative talent in the industry.

Christian A Wicks – President, Chief Financial Officer, Director

Prior to joining Omni Chris operated as President of Defiance USA, Inc. for 5+ years in which he was in charge of production and distribution of such lines as English Laundry, Fender Clothing, John Lennon Collection, Jimi Hendrix Collection and The Scott Weiland Collection. During his time at Defiance USA he developed strong general management qualifications in strategic planning, manufacturing production scheduling and control, inventory/materials management, project development, warehousing, designing, distribution, budgeting/finance, human resources and capital improvement. He also assisted in payroll management, advertising campaigns, meeting crucial deadlines, handling daily deposits and general administrative management duties. His job duties also included implementing EDI Direct through AIMS/Innovation, compliance and testing with production teams with labs such as STR. He handled major accounts and distribution in which he built personal and long-term relationships as well as was instrumental in promoting his brands

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internationally. His major accomplishment during his time as President of Defiance USA was turning his Macy's account from 10 stores to 300 + stores nationwide. Chris is planning on using these skills acquired during his tenure at Defiance USA along with his expertise to continue the success and growth of PRVCY and other apparel brands, which Omni may develop in the future.

J. Bernard Rice - Director

Managing Partner and founder of Best Practice Networks Inc, James Bernard Rice holds a B.A. from St. Anselm College (Manchester, New Hampshire) and a Masters in Business Administration in Marketing from Georgia State University. Mr. Rice also attended the IBM Presidents Program (a special Executive MBA program) at Harvard University. Mr. MDP began his career with IBM in sales and held various sales leadership positions until 1983 when he entered IBM's finance fraternity. Bernie's work in business case structure and portfolio analysis led him to a role as IBM's Finance Director for Application Software in 1985. He was promoted several times such that by 1989 he was appointed Director of Finance, Planning and Administration for IBM's Southern Area. In that role, Mr. Rice was responsible for the staff functions of a \$3 Billion business and he was instrumental in positioning IBM's Southeast Region as the leader in billable services. Mr. Rice became Chief Financial Officer and General Partner for the IBM Venture Capital Group in 1993 and then Vice President of Business development for IBM's Consumer Division in 1998. There he managed projects like IBM's partnership with Berkshire Hathaway and Hallmark for the development of its breakthrough on-line research and learning platforms. Bernie also served as CEO of Edmark Inc, the IBM subsidiary that developed innovative educational software for children.

In 2000 Mr. Rice orchestrated the spin-off of IBM's education content assets into Riverdeep Inc. and contributed to Riverdeep becoming the fastest growing educational software company in the nation. Today, Riverdeep has educational products in some 45,000 schools in over 20 countries. In late 2003, Mr. Rice left Riverdeep and co-founded Best Practice Networks Inc. Today Best Practice Networks is a leading innovator of easy-to-use on-line learning technology for K-12 students and adult career education students. Mr. Rice is currently also creating dedicated companies and partnerships to scale the success of these technologies. For example, he recently co-founded Educational Partners, which now markets educational software and workbooks in 20 languages for children 3 to 9 years of age.

Derek Finney, Director

From 2000-2010, Mr. Finney was president and CEO of Freddie's Chop Shop, which was an apparel manufacturing company that produced juniors, contemporary and young men's clothing for specialty and department stores. From 2010 to the present, Mr. Finney acted as a consultant for manufacturers and suppliers of apparel.

Kendrick Kim, Director

Since 2007, Mr. Kim has been president and operational manager of Jean Genie Studio Inc., a company which manufactures denims. From 2003-2007, he was president of Dragon Nation, a company which manufactured private label jeans.

VALUATION AND CONCLUSION

In our view, the timing could not be better for investors and we forecast that the stock could reach \$1.25 in the next 3-6 months, as PRVCY is poised to capture a meaningful share of the premium denim market. PRVCY benefits from the sheer number of "A-listers flaunting the jeans, which has a big impact on consumer purchase decisions. Plus, PRVCY is riding the wave in the segment led by True Religion (NASDAQ:TRLG), an \$800M market cap premium jeans comp to OMVE's stock. Thus, OMVE is must-own play for the holiday season. In addition, the overall valuation should rise via the closing of new M&A by Omni in the coming months, as it executes its vertical integration roll-up strategy. We rate these shares Speculative Buy.

Recent Trading History For OMVE

(Source: Stockta.com)



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Analyst: Robert Goldman

Rob Goldman has over 20 years of investment and company research experience as a senior research analyst and as a portfolio and mutual fund manager. During his tenure as a sell-side analyst, Rob was a senior member of Piper Jaffray's Technology and Communications teams. Prior to joining Piper, Rob led Josephthal & Co.'s Washington-based Emerging Growth Research Group. In addition to his sell-side experience Rob served as Chief Investment Officer of a boutique investment management firm and Blue and White Investment Management, where he managed Small Cap Growth portfolios and *The Blue and White Fund*.

Analyst Certification

I, Robert Goldman, hereby certify that the view expressed in this research report accurately reflect my personal views about the subject securities and issuers. I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the recommendations or views expressed in this research report.

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