EQUITY GROWTH INTERNATIONAL
Equity Delivered

Revolutionary Investment Banking & Valuation Growth Alliance

Consolidating International Investment Banking with the Horsepower of International Fortune 500 EBITDA & Market Share Growth

Serving Private Equity, Private Family Office, Investment Banking, Wealth Management, M&A & Private Company Owners

DC advisory

RISK CONSULTING PARTNERS

Direct experience of $50B improved profits for half of the Fortune 500 companies

Resource and representation in New York ● Connecticut ● Dallas ● Denver ● Chicago ● St. Louis ● Atlanta

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Equity Growth International, LLC

CLIENT KIT

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Top Line Summary

WHY

EGI is skilled at extracting trapped equity by forging new EBITDA, market share and valuation multiplier to produce an auction environment sale to leave no equity on the table. EGI exists to solve the problem of private mid-market companies which face laboring EBITDA, valuation under strain, unsure exit and potential lost equity. EGI model is in the best interest of investors' equity and private equity's carried interest.

WHO

EGI was formed through the intellectual capital of the leaders of largest specialty international companies - which was successfully applied to the biggest firms in the world - now offered to the private middle market. That track record of profit growth success consists of having improved profits by over $50 Billion for half of the Fortune 500 companies.

WHAT

EGI drives incentivized behavior modification systems in revenues, operations and market share coupled and strategic buyer acquisition.

WHERE

Our services impact multi-billion-dollar client footprints spanning 75+ countries, thousands of B2B clients and partners, and hundreds of thousands of employees world-wide. Our partner network powers program fulfillment capability that reach 190+ countries. And this footprint now is delivered to the private mid-market to exit with the highest and best international buyers bidding - to leave no equity on the table.

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COMPANY OVERVIEW

Masters in Profit / Equity Growth

Over $Billion improved profits in Fortune 500

~ International ~ Over two centuries of experience

EGI is a specialty "equity lift" firm **deploying Fortune 500-proven performance improvement tools** coupled with **strategic buyer acquisition** to sell a company at its optimum value. We specialize in increasing net equity in middle market businesses. We specialize in strengthening private companies by driving revenue and equity growth to extract trapped equity. Performance improvement consists of incentivized behavior modification programs long successfully deployed at Fortune 500 in areas of Sales and Operations. These are auditable, highly-effective drivers of profits, and operate for @2 years before exit. These net-new EBITDA profits forge a marked increase in the valuation multiplier.

We also influence increasing market share (which adds another @1 year) which has an additional, substantial contribution to the valuation multiplier in an auction environment. Taken in total, EGI drives profits and market share to their optimum, setting the stage for an auction environment for the highest and best buyer.

We focus on clients which
~ valued on exit $100-$800M
~ recognize that their equity is under real pressure
~ are seeking an exit from their businesses within the next 2-5 years
~ know that they are in a volatile marketplace and need to gain strong EBITDA & market-share before an impending exit
~ seek to drive maximum company value strategic market strength to increase options.
~ Successful EGI model requires *minimum* company revenues between $75-100M
~ Successful client outcome greater than $20M in lifted equity

We deliver a unique, proprietary system that doesn't just manage a transaction, but sets up and guides a prescriptive process which creates bidding environment for the company to develop a choice of buyers, and then truly integrates the two companies so that the new entity emerges stronger and more sustainable while ensuring maximum earnout. We also deploy this system for Grow/Hold strategy to enhance options, succession and create wealth.

The EGI model operates with an audit-trail-precision for exact lift plan, and delivers real-time, in-stream analysis of plan versus program results, tracking payoff analysis, ROI and EBITDA lift benchmarks. These skills also remain available to the new owner for sustained optimum performance after acquisition.

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KEY LEADERSHIP

EGI was formed through the intellectual capital of the leaders of largest specialty international companies - which was successfully applied to the biggest firms in the world - now offered to the private middle market.

Timothy J Danis, Representative Principal

Mr. Danis is founder chairman and CEO of Risk Consulting Partners a risk management advisory insurance brokerage firm with offices in Chicago, Dallas and Saint Louis. The firm represents corporate enterprises, private equity firms and private clients as it relates to property asset protection, corporate, professional and personal liability, health care benefits, life insurance and other specialty needs.

In addition, he is currently a Senior Advisor to investment firm Brown Legacy Group. He is also a current board member of Chicago Pacific Partners ,Cancer Treatment Centers of America, Inc. and SSM Glennan Childrens Medical Center and has served on many other corporate and civic boards including being the past Chairman of the Loyola University School of Business, American Industrial Partners and Chief Executive Organization.

He was the Founder and Senior Managing Principal of RCP Advisors, LLC. An Institutional Private Equity Fund of Funds with $8.5B under management and was responsible for general management and strategic direction. He served as Chairman of the firm until June of 2012. In addition, Mr. Danis led the institutional relationships of many buyout funds throughout the United States and was on the advisory boards of several buyout funds in which RCP invested. He has been involved in the private equity industry for over 25 years.

Mr. Danis was Vice President and Assistant to the Chairman and Chief Executive Officer with Aon Corporation and was a Vice Chairman of Aon Risk Services of the Americas. His responsible for the United States operating businesses and served on the boards of both Aon Risk Services of the Americas and Aon Risk Services Worldwide .

For more than 10 years, Mr. Danis served as a senior operating officer of Corroon and Black now Willis.

He is also a member of Young Presidents' Organization.

Mr. Danis received a B.S. in Mathematics from St. Louis University and an M.B.A. from Loyola University Chicago.

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KEY LEADERSHIP, page 2.

W. Stephen Maritz, Representative Principal

Steve Maritz is the chairman and CEO of Maritz Holdings, the $1.3B specialty firm working with Fortune 500 and select private mid-market clients to design and execute market research, creative communications, incentive programs, rewards and recognition solutions, customer loyalty programs, and event and meetings solutions to gain client profitability and companyvalue.

Jack Hodge, Chief Performance Improvement Officer, Principal

Jack's Performance Improvement and Customer Loyalty experience includes executive sales leadership, marketing responsibilities, and operational and general management positions with Maritz, Frequency Marketing and Meridian Enterprises. Jack has over three decades of experience working directly with the top management of some of the world's most successful companies including, Anheuser Busch, Monsanto, Purina, John Deere, Allstate Insurance, Nationwide Insurance, Cooper Tires, Charter Communications, AT&T and Verizon. Working with a wide variety of industries and developing a full gamut of performance improvement strategies has helped clients identify their best revenue/profit growth or cost-saving opportunities; develop strategies that energize the people who can actualize the opportunities; and capture the discretionary efforts of program participants that consistently achieve the desired results while maximizing the company's ROI.

Christopher D. Desloge+, Representative Principal, Managing Member

Founder of Equity Growth International and EGI Capital, long-time corporate leader in performance improvement, disaster services and nonprofit excellence. Mr. Desloge developed the model of merging the Fortune 500 performance improvement systems within the private equity and M&A environment to create equity lift not yet within reach of company ownership. Chris is the founder and chair of Madaket Growth (the Managing Member of EGI), a holding company of high-margin service-based businesses in sectors of consulting, mergers and acquisitions, real estate, web-based services and other blue ocean opportunities.

Chris's career includes consulting for billion-dollar service and manufacturing firms such as Pepsi, MasterCard, Coca-Cola and Enterprise Rent a Car with Maritz Performance Improvement Company; and extensive large-transaction commercial real estate experience, owning and operating organizations & partnerships.

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KEY LEADERSHIP, page 3.

Michele Sarkisian, Senior Master Performance Improvement, Principal

Three decades with Maritz in the capacities of Senior Vice President, Enterprise Solutions Group: Led team of Senior Client Advisors focused on growing select, targeted Fortune 500 accounts where insights indicated Maritz would align with clients, allowing for highly valued, strategic, sustained business. Grew business to dominate major brand hospitality consumer loyalty. Led incubation and launch of new, timely franchisee employee engagement product. Expanded CPG B2B Loyalty business with key client earning Incentive Program of the Year. Senior Vice President, Hospitality, Retail, CPG and Business Services: Led team responsible for Sales of $60 Million within Fortune 500 accounts in assigned sectors including hospitality loyalty clients such as Hilton, Marriott, IHG, Wyndham, Southwest Airlines and more. Team designed and implemented People initiatives addressing client's Consumer, Channel and/or Employee goals. 27% Growth year over year. Group Vice President, Major Accounts, Financial Services: Led Inc.-wide (multi-BU) account teams responsible for Top 5 Major Accounts in Financial Services generating over $100 Million in annual sales. Team designed and implemented People initiatives including Consumer Loyalty, Employee Engagement and Branch Excellence programs that were key to client Sales and Marketing strategies. Regional Vice President-Southeast Region: Led sales team of 14 Account Managers calling on diverse Fortune 500 companies including financial, telecommunications, consumer products, retail, utility, business services, pharmaceutical, technology and hospitality clients. Designed and implemented People initiatives to drive client business objectives. Grew business 16-20% annually. Michele also managed the Spirit Program of the Bank of America which was instituted with target-acquisition regional banks.

She knows large account management and satisfaction and is a zealot for innovation. Michele also serves on the Advisory Boards of Cornell University's Center for Hospitality Research.

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TALKINGPOINTS

The Company

EGI is a specialty "equity lift" firm deploying **Fortune 500-proven performance improvement tools** coupled with **strategic buyer acquisition** to sell a company at its optimum value.

EGI provides a single-source Fortune 500 performance improvement equity-enhancement service for middle market private companies including DCS Advisory world classinvestment banking and mergers & acquisitions services and Risk Consulting Partners' (RCP's) portfolio aggregation and strategic risk solutions capabilities. The EGI model is potent on both the buy-side and the sell-side of middle market private companies.

In private equity portfolios, there are holdings that may fail to contribute to the portfolio's aggregated return. Rather than carry that asset along or turn to a fire sale, EGI delivers an EBITDA value-multiplier to create an auction environment for the sale, attracting the best strategic buyer. This system is also ideal for privately-held companies, wishing to improve shareholder value

On buy-side, EGI allows the informed and road-mapped wholesale or value acquisition to drive optimum performance and valuation for hold or flip.

DCS Advisory is a leading corporate finance adviser with specific expertise in cross-border transactions. As a subsidiary of Daiwa Capital Markets, the investment banking arm of Japan's Daiwa Securities Group, and alongside sister company DCS Advisory in North America, DC Advisory is part of an established global brand with more than 900 professionals in 37 offices throughout Europe, Asia and the Americas. DC Advisory provides tailored independent advice on M&A, debt raisings and restructurings.

Rick Consulting Partners (RCP) specializes in portfolio aggregation and strategic risk solutions; and provides property & casualty, employee benefits, wealth management and a private risk management, working with portfolio companies to review existing insurance programs, evaluate adequacy and competitiveness of coverage and customize programs to accommodate acquisition and other strategic and financial initiatives. RCP's senior leadership has more than 500 years of combined management experience.

RCP is deeply active with growing companies, companies under pressure, and understands the value of potent portfolio aggregation,

EGI's new 'Equity Lift' provides company owners, private equity offices and trusted advisors including wealth managers, corporate lawyers, accountants and commercial bank workout groups with a powerful tool to solve company performance problems which are contributing a drag on portfolio aggregated return or value loss in a sale.

EGI's Fortune 500-experienced team has improved profits by $50 Billion for half of the Fortune 500 companies.

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TALKINGPOINTS, Page Two

The EGI model operates with an audit-trail-precision for exact lift plan, and delivers real-time, in-stream analysis of plan versus program results.

The Evaluation Process

EGI provides a comprehensive Evaluation and Orientation of the Equity Lift Process, and a comprehensive Private Portal for Trusted Advisors and Private Companies to Litmus test equity lift potential.

Based on achievable equity lift potential, EGI will visit the prospect for deeper analytics and assessment to define achievable equity lift.

An Assessment of Equity Lift is a comprehensive national or international focus on client sales, operations, and market share. Benchmarks from core sector Fortune 500 EGI case history experiences are evaluated.

Competitive Landscape, Optimum Value determination is provided.

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EGI MODEL – DETAILED DESCRIPTION

We attract competitive bids to leave no equity on the table by **maximized EBITDA and value multiplier.** We achieve this through a high-impact, long shelf-life proprietary model of a simultaneously-run, bifurcated process of 1) highly-prescriptive performance improvement programs in sales, operations and market share; Risk cost mitigation, and 3) strategic M&A.

EBITDA & MARKET SHARE IMPROVEMENT

Self-funding programs in Direct Sales, Indirect Sales (Channel Partners), Operations, Human Capital & Customers; and Risk cost containment.

In Direct Sales: Create sustainable growth through the *direct sales force*; Engage, reward and retain key sales talent; Align this talent around what the customer values most; motivate and enable them to exceed expectations; Connect personal goals to organizational goals.

In Indirect Sales, (Between 40% and 70% of sales are sourced through a *channel partner, dealer or reseller*): Target key drivers of channel success and Motivate channel partners to buy and sell more of your products; Drive greater revenue and create lasting partnerships.

In Operations: Safety, Productivity/Efficiency, Cost containment, Engage, reward and retain key sales talent, Motivate and enable to exceed expectations, and Connect personal goals to organizational goals.

In Human Capital: Absenteeism, Turnover, Customer satisfaction, Engage, reward and retain key talent, Motivate and enable them to exceed expectations, Connect personal goals to organizational goals

For Market Share / Customer Loyalty: Identify, retain and grow the best customers; Maximize the lifetime value of the customers; Drive satisfaction, loyalty and ROI with: Customer reward programs, Improved customer communication channels, and Improved employee-to-customer interactions.

INVESTMENT BANKING

Business Analysis. Determine Baseline "Base Value Status" ("strike price").

Prepare a full valuation of the business as foundation from which to construct the Performance Improvement Analysis and the eventual exit strategy.

Provide salability profiles & Analysis of Optimum Values of the Company: "base/strike price"; Target Sale Price; Equity Revitalization Exit Strategy Implementation. Co-establish equity target (lift over baseline strike price).

Map Competitive Landscape. Isolate strategic buyers and fully comprehend client company sales and operations within this landscape; and determine client range of company taking space over competitors

Industry Analysis. A full analysis of the industry; summary of the direction of the industry, the barriers and overall perspective of the industry will be outlined in a thorough and customized report.

Competitive Analysis. Identify all competition facing the company going forward based on the vision created in the industry analysis to improve market share and growth and to better refine the ideal merger or acquisition for the company as the comprehensive exit strategy plan is finalized.

Financial Analysis
Analysis of all ratios and key indicators in , Solvency, Leverage, Profitability, Efficiency, Expenses-to-Sales, etc. P&L and balance sheet to isolate areas that can directly affect EBITDA and sustainable growth.

Transaction Management
Manage all aspects of the closed sale transaction.

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Incentivized Behavior Modification Programs

Our team brings decades of proven talent to maximize the transaction value of a privately held company through the power of people. For over 50 years, Fortune 500 companies have challenged their employees, channel partners and end-users to increase sales, improve product mix, reduce expenses and streamline operations. Their secret? Turn to the incentivized behavior modification industry experts to design and implement planned, professional, profit and market share improvement strategies targeting the people who can deliver incredible results when properly engaged and powerfully motivated. Today, the large PI companies focus solely on the mega-companies. EGI focuses on privately held companies in the vast underserved market. Our team of experts is made up of seasoned professionals with hands-on experience and a history of delivering results with the Fortune 500 and the middle market. The mission is to bring that experience and those results to you.

With this Programmatic core, we simultaneously drive Strategic enhancements including competition landscape, divesting, acquisitions, geographic (US & International) realignment.

And the results are very significant.

Near term: You will see the immediate operating profit of increased sales, gross profits and reduced expenses and…

Longer term: that incremental bottom line performance will lift the company's value 2 ways:

1. Increases company's EBITDA and Market Share
2. Lifts the multiplier to magnify company's transaction value

We specialize in working with undervalued companies that are considering being acquired and companies that are looking to acquire other companies.

Our strategic partners, Risk Consulting Partners (RCP) drive Risk cost down, and DC Advisory are experts in finding the best potential buyers and making the transaction process seamless.

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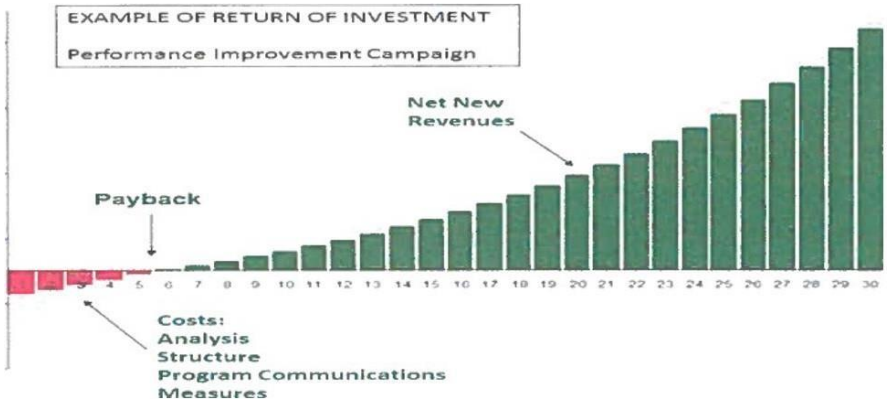
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EGI MODEL – Page 3

PROCESS FOR PROGRAM PROJECTIONS "TARGET Return on Investment"

Because EGI determines whether the EGI model will drive/achieve incremental equity, we simply will not accept any client engagement that is not achievable.

For the deployed services specifically, Assessment Profile, Implementation Phase, EGI shall prepare a forward-looking calculation to compare actual value of desired target performance level for the aggregated measures to the aggregated costs of the Program Initiative - calculated as follows: Desired Target Actual Dollar Impact/improvement MINUS Desired Target Actual Program Costs / Desired Target Actual Program Costs. **This becomes the Target R.O.I.** This report shall reveal all the *upfront costs for analysis, structure and program communications, and the entire program, and; a "payoff analysis"* This shall be expressed also in a visual format, for example,



Periodically (usually monthly) throughout the length of the program performance period use the above calculation method to determine "Program-to-Date" costs and ROI. This gives client a report on effectiveness of the program and will also allow for corrections/modifications to the program. This report also shall, monthly, capture 1) actual performance against planned performance (The result of which shall be the published "Variance Report" which shall reveal plus or minus the Plan Line), and 2) identify the owner / responsible party (ies) of any variation plus or minus the Plan Line. A Monthly "Variance Report" shall be issued to the engaged client for reporting purposes, and for evaluation and or actions necessary.

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Q & A

Q. How does EGI compare to other M&A remediation processes?
A. EGI doesn't advise or consult, it drives EBITDA and Market Share success at the deep sales and operational levels while simultaneously isolating strategic buyer pool to create a bidding environment.

Q. Other firms suggest that they drive Valuation. What is the differentiator?
A. EGI transfers the time-tested and successful behavior systems in Fortune 500 scaled to the private mid-market. At no time in the history has this capability been delivered to the mid-market, until EGI.

Q. How does EGI earn its fee.
A. We participate in the equity lift driven by the enhanced performance, plus program operations. We and our client co-benefit.

Q. What is the value to the client of the Venture Partners?
A. Equity under strain requires a vigilant, comprehensive approach to driving up valuation. The multiple disciplines in a single source of risk cost containment, strategic enhancements, and real performance improvement programs results in well-enhanced EBITDA and Market Share and therefore exponentially enhanced value multiplier to drive a sale into an auction environment. These skills also remain available to the new owner for sustained optimum performance after acquisition.

Q. What is the strategic value of EGI impacts as compared to other known value enhancement systems?
A. The Fortune 500 programs operating at sales, operations and market share have decades-long $50B profits case histories which show these programs to have superior shelf life and very long tails so that the seller acquires a perfectly-tuned company and which will not crater after acquisition. Seller therefore eliminates earnout haircut as well.

Q. What is the value to trusted advisors of companies with equity under pressure?
A. Private Equity accesses swift remediation of lagging holdings – investors' equity and carried interest best interest. Wealth Management delivers a potent service to extract highest legacy assets of client and enhanced AUM; Corporate Lawyers, Accountants & Risk Management, deliver perfect solution tool to achieve optimum equity, by leaving no equity on the table; private family offices ensures that the company holding will achieve maximum profitability and valuation; and commercial bank workout engage solutions to bring about the needed profit and equity lift to convert adversely categorized at-risk commercial loans into performance and perfect exit.

Q. What is the pressure test process to ascertain achievable equity lift?
A. There is a three stage process of a simple ten-point pre-assessment, followed by deeper confirmation of analytics, and finally a comprehensive Equity Lift Assessment.

Q. How does M&A coordinate with remediation of equity?
A. Investment Banking M&A chalks out the strategic enhancements such as selling or acquiring elements along the remediation pathway, and is responsible for forging the auction environment of the enhanced entity. Far greater than transaction-oriented, the M&A element works seamlessly with equity lift driven from enhanced EBITDA.

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EGICLIENTPROFILE

Sell Side

Private Ownership
Interested in selling in 2-3 years
Referred by a Trusted Advisor in Investment Banking, M&A, Wealth Management, Private Equity, Risk, Corporate Lawyer or Accounting, Private Family Office, Commercial Bank, VC, Finance.
Interested in leveraging Fortune 500 performance improvement expertise to address identified "pain" within the organization
Targeted Market Sectors

- Financial
- Healthcare Services
- Technology
- Communication
- Manufacturing-Durable Goods
- Manufacturing-nondurable goods
- Retail
- Wholesale
- Package Goods
- Transportation
- Automotive
- Hospitality
- Entertainment
- Food Service

Annual Company Revenue: ~$100,000,000+
Gross Profit: ~$25,000,000+
Opportunity Annual Revenue Lift Potential: ~10%+
Current Valuation: ~$75,000,000+
Ownership buy-in to performance improvement as an equity lift strategy
Payment of between $5-10,000 meeting fee, plus T&E
Formal performance improvement assessment
(based on company size: from $10-100K)
Budget to support performance improvement solution (general guidelines: ~3% of program-impacted revenue or ~10% of incremental program impacted revenue generated)
20% of overall *equity growth* (lift above status) to EGI at time of transaction
Non-transaction minimum fee (based on company valuation) if no transaction occurs within a specified time

Buy Side and Roll-up

Centralize cross-enterprises' EITDA and Market Share lift

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EXPERIENCE

Delivering Fortune 500 systems, customized to the middle market, to drive desired behaviors, strengthen crucial relationships, and open up channels that would otherwise remain closed. These systems drive EBITDA and Market Share and equity for perfect health result of optimum company value for sale or hold.

EGI delivers to the private market the deep sector expertise with case studies over five decades with these fine firms (representative list)

HOSPITALITY & ENTERTAINMENT

Holiday Inn, Ramada, Marriott, Motel 6, Casino Queen, Six Flags

TRANSPORTATION & AUTOMOTIVE

Enterprise, Southwest, American Airlines, Ford, Honda, GMC, Pontiac, Nissan, Toyota, Visteon

FINANCIAL

Bank of America, American Express, MasterCard, JPMorganChase, Lincoln Financial Group, Allstate, Nationwide, Prudential

RETAIL & FOOD SERVICE

UPS, Pillsbury, Good things come from Sysco, Bristol Laboratories Ltd., International Multifoods Corporation, Mohawk, Best Foods, NAPA, Lowe's, Rich's

MANUFACTURING & PACKAGED GOODS

Caterpillar, Philip Morris USA, Allis-Chalmers, Pepsi, Purina, Land O'Lakes, Hon, Toro, John Deere, Kellogg's, Xerox, 3M, Cooper Tires, Dow

TECHNOLOGY & COMMUNICATION

Microsoft, IBM, Charter Communications, Verizon, ITT, at&t, NYNEX

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CLIENTQUALIFICATIONCHECKLIST

Equity Growth International offers Private Equity Owners, Trusted Advisors, and Private Companies several preliminary qualification metrics which enables an initial swift assessment to determine access to achievable equity lift.

REQUIRED INFORMATION

Industry(ies) (Check all that apply)

- □ Financial
- □ Healthcare services
- □ Technology
- □ Communication
- □ Manufacturing – Durable Goods
- □ Manufacturing – nondurable goods
- □ Retail
- □ Wholesale
- □ Package Goods
- □ Transportation
- □ Automotive
- □ Hospitality
- □ Entertainment
- □ Food Service

Company Revenues

□ < $100M □ $100-200M □ $200-300M □ $300-500M
□ $500-800M □> $800M

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CLIENT QUALIFICATION CHECKLIST, Page Two

Company Gross Profit

□ <$25M □ $25-50M □ $50M-75M □$75-100M □$ 100-300M □>$300M

Number of Employees

□ <500 □ 500-1,000 □ 1,000-2,000 □ 2,000-4,000 □ 4,000-7,000 □ >7000

Percentage of Sales by Direct Sales

□ <20% □ 20-30% □ 30-40% □ 40-50% □ 50-60% □ 60-70% □ >70%

Approximate Number of Direct Sales Employees

□ <100 □ 100-200 □ 200-300 □ 300-500 □ 500-700 □ 700-1,000 □ >1,000

Approximate Number of Sales Channel Partners

Channel partners may be distributors, vendors, retailers, consultants, systems integrators (SI), technology deployment consultancies, and value-added resellers *(VARs) and other such organizations. These are also referred to an indirect salesforce. Please indicate the number of channel organizations.*

□ <5 □ 5-10 □ 10-20 □ 20-30 □>30

Approximate current valuation under pressure

Based on fact-based appraisals, offers, professional advisors, or marketplace inputs

□ *$75-100M* □ *$100-150M* □ *$150-250M* □ *$250-400M* □ *$400-800* □ *>$800M*

Approximate Equity Lift Necessity (What is present equity loss)

□ <$25M □ $25-50M □ $50M-75M □ $75-100M □ $100-300M □ >$300M

EGI will immediately be in contact with you to discuss the initial access to equity lift from this data. Please have access to additional information for our deeper view, including

- Owner and Management buy-in and engagement
- Willingness to engage in formal Assessment
- Baseline M&A Transaction Value (before Equity Lift)
- Calculations and reasons for minimum Equity Improvement Potential (present equity loss)
- Annual performance improvement budget (what is required and what done in past)

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PROCESS OF EVALUATION AND ORIENTATION

Evaluation

Preliminary scan by EGI senior leadership of equity and EBITDA pain points, baseline financials, controlling group, senior management, historical lift attempts, portfolio damage pressure test, forward time table, potential for Fortune 500 EGI Program Equity Lift, range of remedy-tolerance, and ownership willingness & Capacity, sector fit, company profile and qualification checklist ("Swift Test"). Typically by phone or initial contact. There may be a fee for Consultation (which may be waived if in the opinion of EGI that the Qualification Criteria Swift Test is a fit.

Orientation of Process with Private Mid-Market Companies

Senior Masters in EGI's Profit & Marketshare development, and Investment Banking/M&A with Trusted Advisor or Private Equity controlling group the private company baseline financials, potential for Fortune 500 EGI Program Equity Lift, ownership willingness and capacity, and M&A landscape. Review and rating of Trusted Advisor's private company client or holdings for range of remedy tolerance and company management willingness for EGI proprietary equity lift model. This stage consists of mission-critical conference with all key masters to summarize status, isolate the problem and pressure test for solutions. There is a fee for this conference of senior masters.

- Summary of Status
  - a) Baseline "Base Value Status"
  - b)Get and evaluate all extant financial and performance data (every P&L and Balance Sheet element) to isolate what has been done, even if they are frustrated with it.

- Summary of the deep dive "Equity Lift Assessment"

- Isolate "Range of Remedy-Tolerance" & "Impact Influence" (Private Equity may own only 5% - or 100%. This also may be the "Range of Remedy-Tolerance" & "Influence". PE: higher the % ownership/control likely highest tolerance and influence versus Private Direct / M&A: where higher the % may be owner recalcitrant / obstinate).

- Equity target (lift over baseline)

- Detail on thousands of decades-deep case studies by
  - a) Client's sector(s) we serve in Fortune 100 space
  - b) Performance Improvement program line (what kind of program)
  - c) Area of client application (revenue side, operations side)
  - d) Area of human influence to affect change/lift

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EVALUATION&ORIENTATION,Pagetwo

- Mapping Competitive Landscapeto
  a) isolate strategic buyers and
  b) fully comprehend client company sales and operations within this landscape
  c) determine client range of company taking space over competitors
  d) set the table for a robust competitive auction of the company

- Driving and Directly Operating & Managing Programs to achieve equity lift
  a) Sales
  Direct
  Indirect - channel
  b) Operations
  c) Market Share

- Providing Projected Trendline of EBITDA, Market Share and EquityLift

- Providing powerhouse of program-to-equity data measures & analytics (EquityNex)

- Providing Audit Trail and Program Impact Monthly

- Providing In-Stream Variance Reporting

- Providing Machinery for Mitigation of Sale Date slippage, Sale Failure

- Providing Program activity for Mitigation of Seller's Earn-outhaircut

- Providing Long-haul company performance post-sale. Buyer acquires fine-tuned profit