

Windward Advisors, LLC

A Sell-Side, Buy-Side, Capital Raise and Corporate Growth Advisory Firm

Select Transactions where Windward was the advisor to the Sellers



Has been acquired by
Community Alternatives Virginia
subsidiary of ResCare, Inc. (NASDAQ:
RSCR)



Has been acquired by
FiberTech USA, Inc.
subsidiary of Leoni AG (MDAX: LEO)



Has been acquired by
RedPrairie Corporation



Healthcare Contract Resources, Inc.

Has been acquired by
a public healthcare buyer



Has been acquired by
Public Consulting Group, Inc.



Has been acquired by
VPS Convenience Store Group,
an affiliate of Sun Capital Partners, Inc.



EvriChart, Inc.

Has been acquired by
Vital Records Control

-Corporate Divestiture-

Willow Mill

A subsidiary of **MeadWestvaco Corp. (NYSE:
MWV)**

Has been acquired by
Onyx Specialty Paper, Inc.

-Corporate Divestiture-

Cedar Mill

A subsidiary of **MeadWestvaco Corp.
(NYSE: MWV)**

Has been acquired by
Potsdam Specialty Paper, Inc.
An Investment Holding Co. In Hong Kong



TITAN GROUP

Has been acquired by
Arthur J. Gallagher & Co. (NYSE: AJG)



Happy N' Healthy Pet Products, Inc.

Has been acquired by
3CW, Inc.

Sell-Side Transactions

- Provider of diagnostic and therapeutic services for at-risk youth
- Designer and manufacturer of specialty fiber optic solutions
- Provider of automated transportation management system solutions
- Health information management services company
- Proprietary education software company
- Document storage and retrieval company
- Convenience store chain with 17 locations
- Corporate divestiture of 2 specialty paper manufacturing divisions
- Provider of human resource consulting services
- Manufacturer of healthy organic pet foods

Buy-Side Advisory Engagements

- Manufacturer and designer of highly engineered automation equipment
- Private equity fund platform investments search
- Manufacturer of construction materials
- Manufacturer, wholesaler and retailer of lawn and garden products
- Manufacture of specialty components used in testing equipment
- Manufacturer of automation equipment for the food & beverage industry
- Operator of assisted living facilities
- Manufacturer of contract furniture
- Provider of printing and mailing services

Corporate Growth & Exit Advisory Engagements

- Facilitated strategic planning session for engineering, design and manufacturer of energy management systems & controls
- Provided strategic growth and financial advisory services for manufacturer and retailer of lawn and garden products
- Provided exit & growth advisory consulting for manufacturer of industrial battery chargers
- Strategic planning sessions for residential & support services company, serving adults with intellectual & developmental disabilities
- Provided strategic growth assessment for specialty motor controls company
- Provided exit strategy and alternatives analysis for chronic disease management software company
- Analyzed industry, Strengths, Weaknesses, Opportunities & Threats (SWOT) and exit alternatives for medical records management co.
- Provided corporate restructuring plan and operations analysis for multi-state billboard company
- Analyzed industry and provided SWOT & exit analysis for workman's compensation case management company
- Provided analysis of strategic plan and exit alternatives for transportation & logistics software company

For more information, please contact:

Steve Howell
Managing Director
showell@towindward.com
804-784-7191 ext.12

Barry Johnson
Managing Director
bjohnson@towindward.com
804-784-7191 ext.11

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Windward Advisors, LLC

A Sell-Side, Buy-Side, Capital Raise and Corporate Growth Advisory Firm



The partners of **Windward Advisors, LLC** (“Windward”) bring over 60 years of extensive experience in having acquired, built, managed, operated, financed and sold businesses in diverse industries to advise owners in identifying needs, securing the resources, and establishing and executing action plans to achieve the desired objectives. At Windward we work collaboratively with business owners and their other trusted advisors to plan, coordinate and execute growth and exit strategies and transactions to maximize the values of their companies.

Services

Seller Representation: Conducting and managing formal sales processes, including advising business owners on alternatives and options, assisting them in developing strategies and implementing initiatives to better prepare their businesses for sale, maximize value and achieve desired results.

Buyer Representation: Advising business owners on “buy and build” strategies; including identifying and contacting potential acquisition targets and, providing assistance with analyzing candidates, negotiating, structuring, financing and closing acquisitions.

Capital Raising: Raising senior debt, subordinated debt and public or private equity capital to support business growth and acquisitions. This includes determining proper capital structure, identifying and contacting potential sources, analyzing proposals and assisting in negotiating terms and documents.

Corporate Growth Advisory: Advising owners in projects including the development of strategic growth and exit plans, enhancing operating efficiencies, structuring and capitalizing companies, identifying strengths, weaknesses, opportunities and threats (SWOT analysis), assessing organizational structure & staffing needs, and working in collaboration with businesses and their other trusted advisors to enhance performance and value.

Our Directors

Barry L. Johnson, Managing Director: bjohnson@ToWindward.com; (804) 784-7191 ext. 11

Barry was formerly a General Partner & Managing Director with Legg Mason Capital Partners (LMCP) that acquired and built businesses in diverse industries throughout the U.S. and in Canada. Prior to LMCP he held senior positions as a growth, merger and acquisition finance lender with NCNB, Barclay’s and Fleet Banks. Barry has over 35 years experience in mergers, acquisitions, finance and corporate development.

Steven D. Howell, CPA, Managing Director: showell@ToWindward.com; (804) 784-7191 ext. 12

Steve was formerly a growth and acquisition finance lender with Fleet Bank and GE Capital. He was part of the senior management team that led Capital One through the initial public offering from Signet Bank, and was instrumental in building the corporate infrastructure. Steve began his career in public accounting with KPMG and has over 30 years of experience in financial management, operations management, mergers, acquisitions and corporate development.

1900 Manakin Road, Manakin Sabot, VA 23103
www.ToWindward.com

Messrs. Johnson and Howell are Registered Representatives of and securities products are offered through BA Securities, LLC Member FINRA SIPC. BA Securities, LLC and Windward Advisors, LLC are separate and unaffiliated entities.

Windward Advisor's Co-Founders



Barry L. Johnson, Managing Director and Co-Founder, 35 years of experience in finance, mergers, acquisitions and corporate growth advisory services. Mr. Johnson co-founded Windward Advisors, LLC in 2006. From 1998 to 2005 he was a Managing Director of Legg Mason Merchant Banking, Inc. (“LMMB”) and General Partner of Legg Mason Capital Partners I & II, L.P.’s. which acquired, built and sold operating businesses in the U.S. and Canada. Concurrently, Mr. Johnson also served

as a Managing Director and General Partner of Legg Mason Mezzanine Fund, L.P. that provided subordinated debt alongside other private equity firms in their acquisitions.

Prior to joining Legg Mason he spent 18 years as a corporate lender focused on providing senior debt and structured financing for acquisitions, mergers, recapitalizations and growth situations for mid-sized companies throughout the U.S, Canada and in Europe. During his lending career he held senior lending positions with NCNB, Barclays Business Credit, Shawmut Capital and Fleet Capital Corporation.

Achievements include serving on Fleet Capital’s National Re-Engineering Committee; co-founding and serving as President and Board Member of the Richmond Chapter for the Association for Corporate Growth (“ACG”); convening the annual ACG sponsored Virginia Capital Event; starting an ACG sponsored scholarship program for promising business students; and co-founding a peer group for corporate development officers.

Mr. Johnson has been a guest speaker for Virginia Continuing Legal Education, Financial Planning Association of Virginia, Virginia Society of CPA’s, Family Firm Institute and at other associations and group events. Mr. Johnson holds a Bachelor of Arts degree in Business Administration from the University of North Carolina-Charlotte, receiving Chancellor Commendations, and completed post graduate work including Mergers & Acquisitions: Strategies & Implementation at the Darden School of Business.



Steven D. Howell, CPA, Managing Director and Co-Founder, 30 years of experience in financial services, including senior level positions in commercial finance, corporate development, financial and investment management, and public accounting. He has extensive experience working with business owners and assisting companies with strategic growth planning and capital structuring.

Prior to Windward, Steve worked with a small investment banking firm and previously was a Financial Advisor at Merrill Lynch specializing in addressing needs of privately-held businesses and their owners. Prior to his positions with Merrill Lynch Mr. Howell served as a Vice-President at Fleet Capital Corporation and GE Capital where he originated and structured leveraged growth and acquisition financings. Mr. Howell was part of the senior management team that led Capital One Financial Corporation through an initial public offering and its spin-off from Signet Bank and arranged for the first credit card securitizations. He began his career in public accounting with KPMG and later as Audit Manager and Loan Officer with Chesapeake Financial Corporation.

Mr. Howell is a member and past President of the Richmond Chapter of the ACG and has been a guest speaker for the Financial Planning Association of Virginia, the Virginia Society of CPA’s, and for other professional groups. Mr. Howell holds a Bachelor of Science degree in Business Administration from the University of Richmond, E. Claiborne Robins School of Business majoring in accounting with a concentration in finance, and has also completed post graduate work at the Darden Graduate School of Business.

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