

Windward Advisors, LLC

Investment Banking

Outsourced Corporate Development
& Buy-Side Services



Providing Targeted, Efficient Acquisition Search
Services Designed to Increase Shareholder Value

Successful Acquisition Strategy –

A successful acquisition strategy requires considerable effort and time in order to be effective. By having an exhaustive process it allows for the most selectivity in identifying candidates and acquisition targets while avoiding the pitfalls of the one-off and auction avenues which can be costly and may not provide the desired results.

The Windward Difference –

Windward's principals have over 65 years of combined **experience** in having financed, acquired, built, managed, operated and sold businesses in diverse industries domestically and abroad. They are involved in every facet of an engagement and can take the lead as requested in discussions, negotiations, and management of the processes enabling its clients to stay focused on running their businesses until such time as negotiations have progressed.

Engagement Structure –

Windward performs its services on a monthly retainer basis with a success fee upon closing a transaction. Retainers received are applied as an offset against any success fee earned.

Key Services Provided

- Define client's goals and objectives
- Develop specific criteria (size, geography, products, services, etc.)
- Conduct extensive research to identify candidates
- Contact each candidate citing and determining interest
- Engage in information exchange under confidentiality
- Qualify and prioritize candidates
- Assist in determining ranges of value and submitting indications of interest
- Schedule and participate in on-site visits and meetings
- Summarize key metrics for client review
- Identify and arrange capital needs where necessary
- Assist in determining final valuation and terms
- Assist in drafting, issuing and negotiating Letters of Intent
- Assist in preparing due diligence request lists and in the coordination of due diligence team
- Remain involved as needed in due diligence, deal negotiations and closing

Our People –

Barry L. Johnson, Managing Director -

35 years experience. Prior to co-founding Windward Advisors in 2006, Barry was a General Partner & Managing Director of Legg Mason Capital Partners private equity group and Legg Mason Mezzanine Fund. Previously he had spent 18 years in leveraged lending with NCNB, Barclays, Shawmut, and Fleet Banks, focused primarily on providing financing for growth, acquisitions and mergers.

Steven D. Howell, CPA & Managing Director –

30 years of experience. Prior to co-founding Windward Advisors in 2006, Steve was an acquisition finance lender with Fleet Bank and GE Capital and was an accountant with KPMG. He was a past director of Capital One who helped lead the Initial Public Offering from Signet Bank and was instrumental in building the corporate infrastructure.

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