

Windward Advisors, LLC

Investment Banking

Sell-Side Representation Services



Conducting Methodical, Targeted and Competitive Sale Processes Designed to Achieve the most Attractive Offers of Value and Terms

Successful Sell-Side Strategy –

A successful sell-side strategy requires considerable effort, time, research and information preparation to help ensure the best results are achieved. Extensive research to understand the nuances of the industry, to identify the most likely suitors, and to gauge impact of economic cycles is crucial, along with a thorough understanding of the objectives of the sellers. By creating broad based interest it allows sellers to compare offers and negotiate for the most desirable terms and value which meet their objectives.

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 methodically manage the process while insulating the owners so that they can stay focused on running their businesses.

Engagement Structure –

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

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.

Key Services Provided

- Understand seller's goals and objectives
- Coordinate efforts of all advisors involved in process
- Collect and synthesize detailed information on the company and draft sales documents
- Research industry, prospective buyers and gauge impact of current economic cycle
- Directly contact and lead discussions/negotiations with prospective buyers
- Distribute information to prospective buyers under confidentiality and respond to questions
- Solicit indications of interest from interested parties
- Negotiate terms and summarize findings
- Advise on selection of parties to invite to formal management presentations and rehearse meeting
- Solicit formal letters of intent, negotiate terms and summarize findings
- Advise on choice of prospective buyer
- Obtain due diligence request list and coordinate due diligence effort
- Respond to questions arising from due diligence
- Advise on Purchase Agreement and closing documents
- Assist with closing transaction

Our People –

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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