

# Ordiant

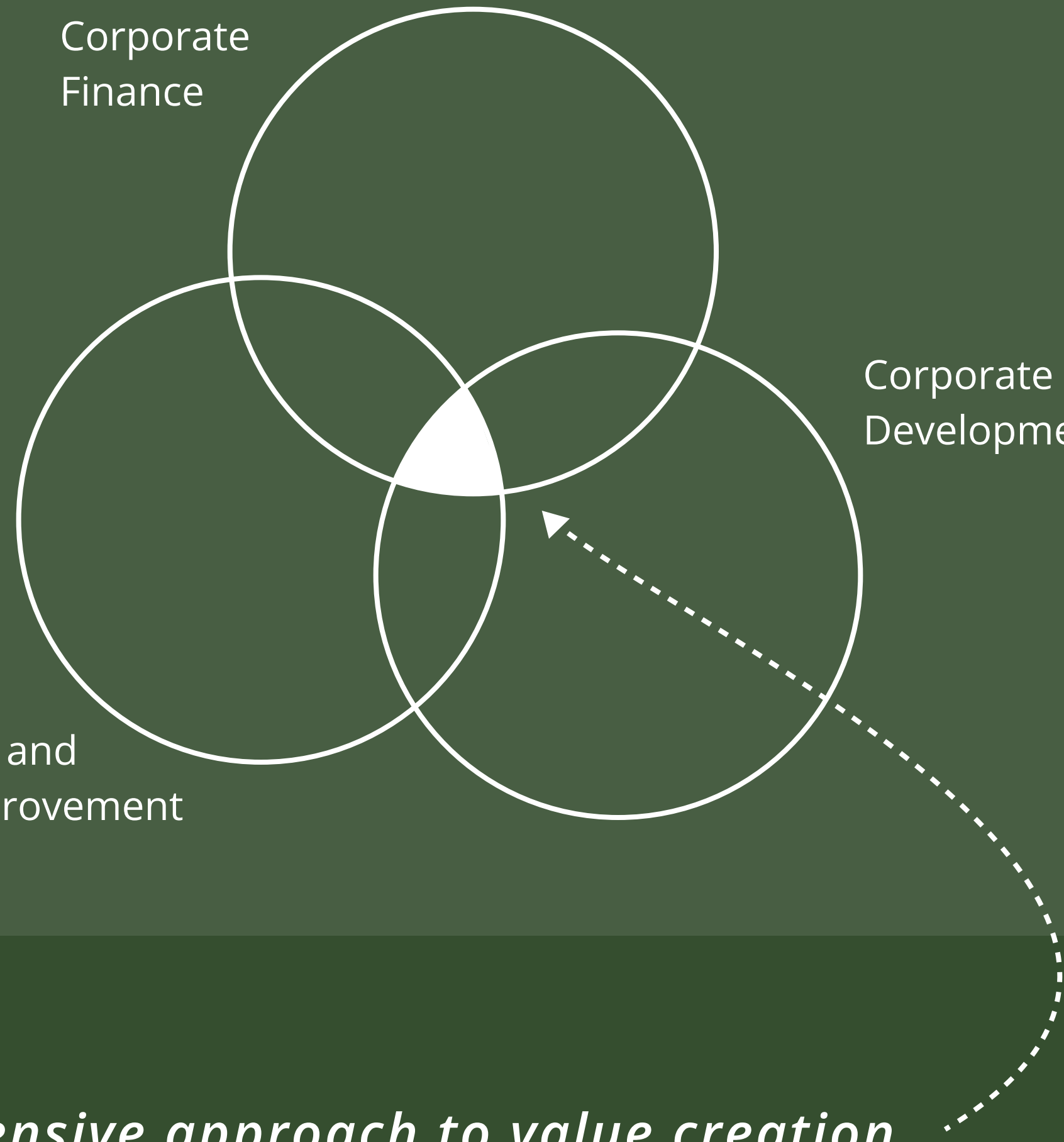
Firm Overview

Corporate Finance

Corporate Development

Internal Finance and Operational Improvement

*Comprehensive approach to value creation.*



# Dependable Track Record

**2017** Firm Founded

**21** Client Engagements

**100%** Retention

**1,500** Approx. Annual Hours Per Client

# Ordiant

**Problem:** Investment banks and management consultants often don't fully address the needs of client companies.

**Solution:** By taking a comprehensive approach, we offer meaningfully more value, lower total cost, and a more efficient relationship without conflicts of interest.

	Ordiant	Investment Banks	External CFOs	Management Consultants	Private Equity
<i>Internal Finance &amp; Operational Improvement</i> ✓	Intense focus on driving value through operational improvement	○	☾ Primarily focused on financial aspects	☾ Often constrained to specific projects and oriented around operational improvement and unit economics	☾ Focused on overall strategy. Often outsources work to consultants, and internal management
<i>Acquisitions &amp; Corporate Development</i> ✓	Spans the full M&A and corporate development lifecycle	☾ Transactional, and conflicted in terms of fee structures	☾ Indirectly	☾ Typically focused on due diligence, integration, or post-close operational improvement	☾ At a board level
<i>Strategy (Turnarounds &amp; High Growth)</i> ✓	Comprehensive	☾ Unless engaged for restructuring or deal work	☾ In a support function	☾ More narrowly focused	☾ Only at a board level. Often outsources work to consultants, and internal management
<i>Capital Structure</i> ✓	Focused on equity value accretion. Agnostic about deal work otherwise	☾ Transactional, and conflicted in terms of fee structures	☾ Indirectly	○	☾ At a board level, and a provider of capital

# Our Difference



Highly concentrated on each client (time and attention).



Unconflicted fee structure that enables a flexible, dynamic, approach.



Depth of analysis and sophisticated approach to deals, and value creation.

# Working With Us

**High-Quality Work:** We're dedicated to delivering the highest-quality results based on sophisticated analysis and extensive experience.

**Responsiveness:** We move quickly to support the evolving needs of clients.

**Clear Communication:** We're in constant communication with clients. We listen to their ideas and concerns and give them straight, thoroughly researched answers about potential opportunities, hurdles, and risks.

**Exceptional Service:** Our attention to detail and a bespoke approach tailored to each client results in the highest-quality service.

**Partnership:** We regard clients as partners. We treat them as we'd expect to be treated if our roles were reversed.

**Commitment to Attaining Goals:** Our clients rely on our ability to execute. We work vigorously to attain successful outcomes on their behalf.

# Deals at Ordiant

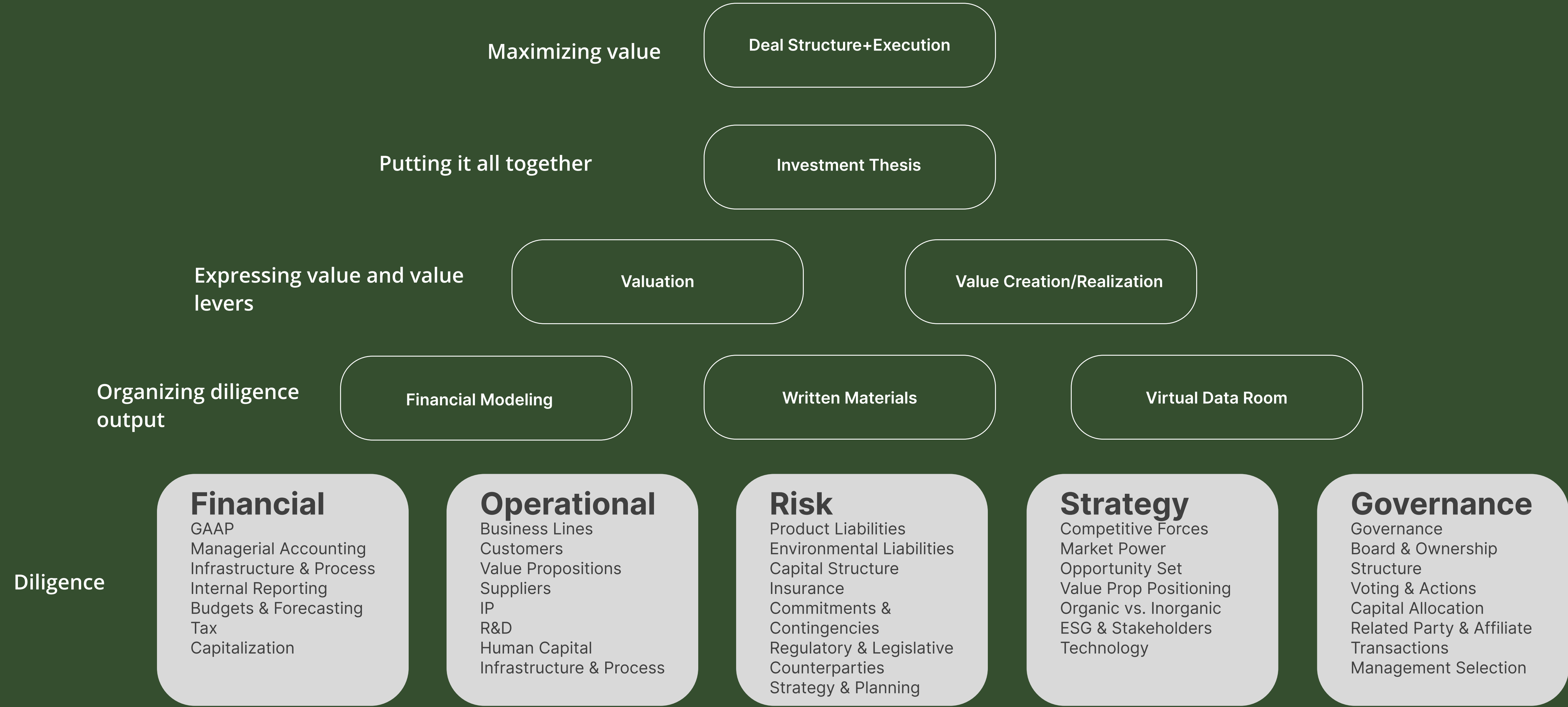
No closing fees.

No conflicts of interest of any kind.

**Always focused on client outcomes.**



# Value Maximizing Framework



# Why That Matters

Complete diligence leads to a much stronger framing of the investment thesis.

We're able to lay out return economics.

We understand the issues and critical points before engaging with capital sources. Therefore, we can build a stronger case and create confidence during our process.

We're organized and ultimately save time when engaging with counterparties.

We gain unique insight that enables us to add value during diligence, and we often serve as a thought partner with counterparties as a result.

Our approach fosters a collaborative process that gains traction.

## Jobs to be done (Ordiant)

1. Diligence package ready for handoff to counterparties.
2. A smooth efficient, process for our client (not a distraction from the core day-to-day operations).
3. Generate the greatest amount of equity value for our client.
4. Advice that puts our client in a position of strength throughout the deal.
5. Close.

# Deals At Ordiant

## Approach

Comprehensively work towards superior outcomes

Deeply understand the client and situation

Direct market feedback

Adapting swiftly to changing circumstances

## Why It Matters

We drive superior client outcomes by integrating transactional work with commercial, operational, and strategic initiatives.

Rather than running clients through cookie-cutter auction processes, we focus on sophisticated fundamental analysis. Investors take our work seriously because we add significant value in a circle.

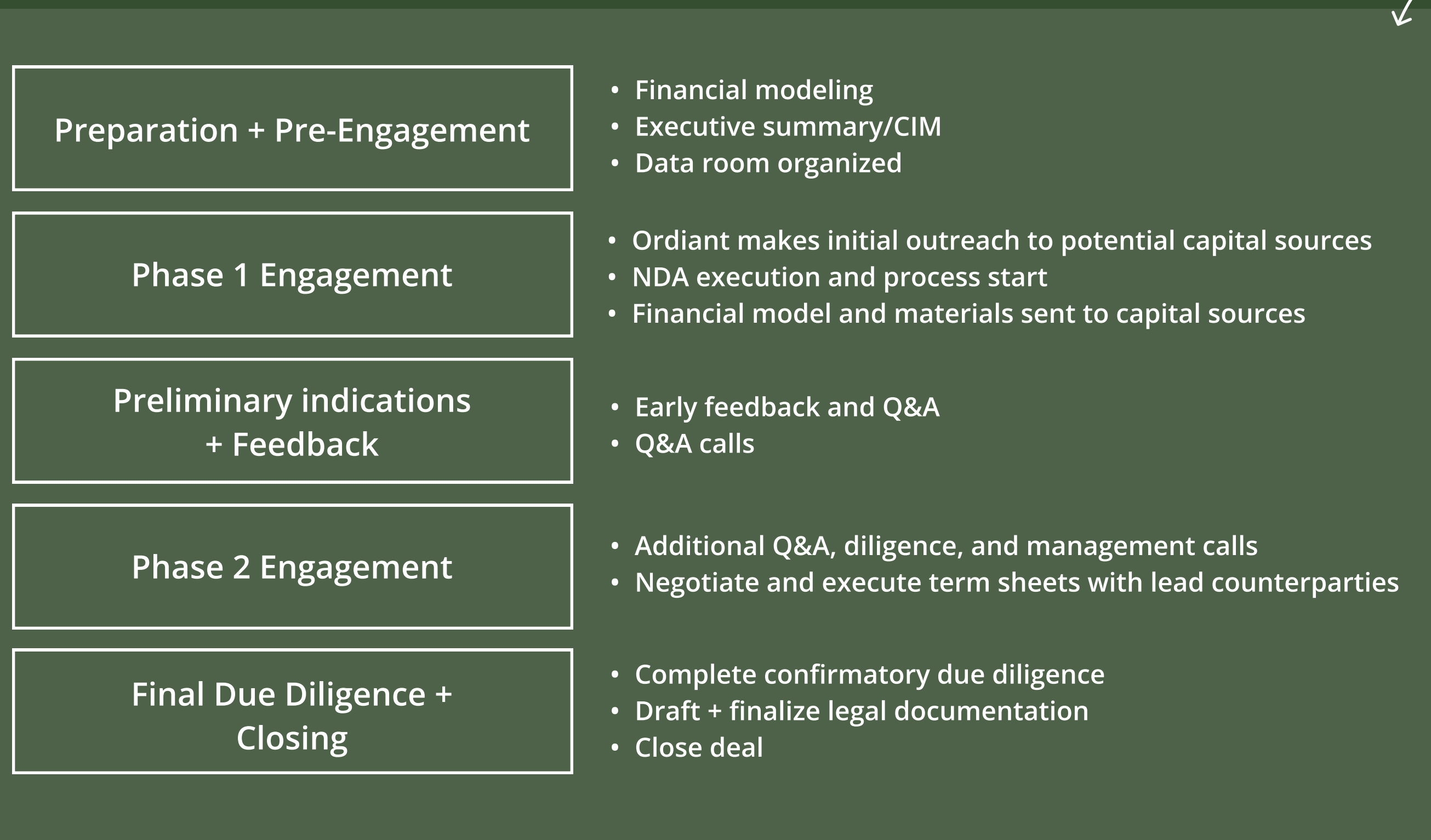
Our unconflicted fee structure enables us to use feedback from counterparties to adjust our process and make changes within an asset to unlock full value.

Being flexible and addressing value comprehensively allows us to pivot our process, if necessary, to alternate deal scenarios and other value-creation options. We singularly focus on helping our clients drive enterprise value.

# Process

We drive value for clients by integrating our deal work into the rest of our value-creation initiatives.

## Illustrative Financing Process



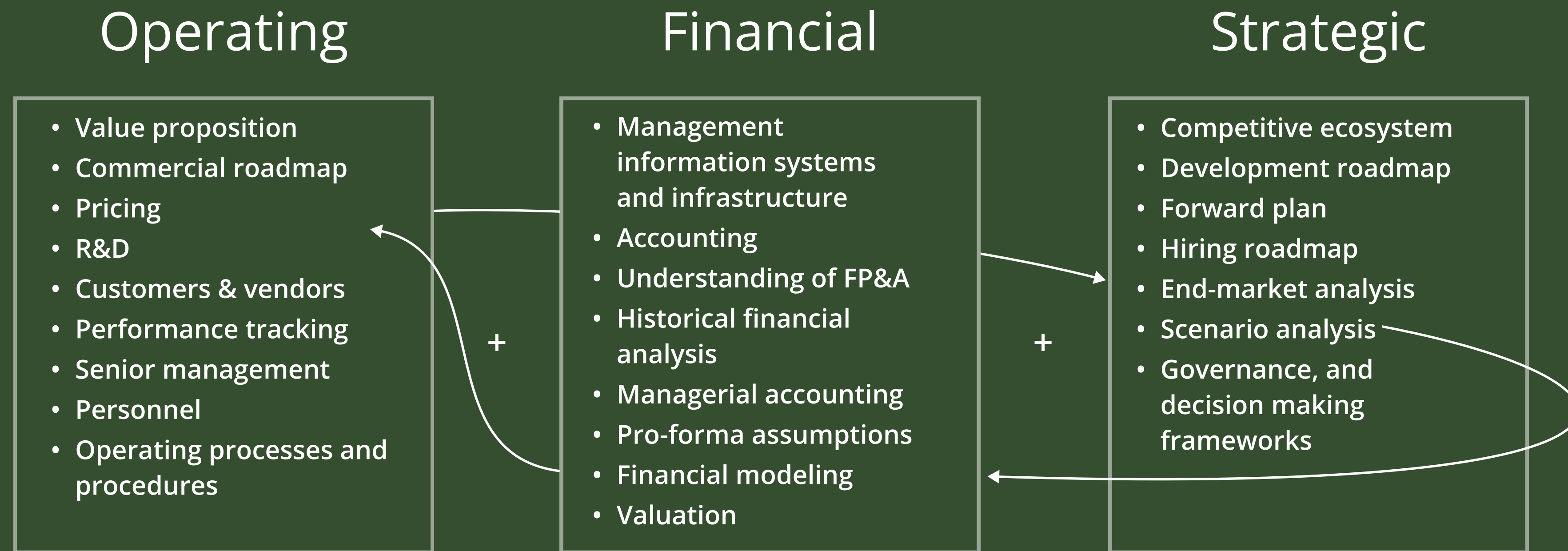
## Commercial and Strategic improvement

Benefits of combining commercial and strategic work with our engagements:

- We typically understand the business better than any other external party so that we can articulate our case to counterparties most effectively.
- We work with management to help make changes within the business based on feedback from third parties.
- Often, investors and other counterparties form opinions or concerns about specific points in a strategy without intervention. Based on our depth of knowledge about the company, we're able to overcome these hurdles and take swift action in many instances.
- Our approach is fluid. We can shift our focus between financial and operational matters without friction.

# Diligence

High-quality, detailed, upfront due diligence saves time and energy later in the process. It also leads to superior results.



# Process Package

## Diligence Package (Data Room)

### Financials

GAAP  
Managerial Accounting  
Infrastructure & Process  
Internal Reporting  
Budgets & Forecasting  
Tax  
Capitalization

### Operational

Business Lines  
Customers  
Value Propositions  
Suppliers  
IP + R&D  
Human Capital  
Infrastructure & Process

### Strategy

Competitive Forces  
Market Power  
Opportunity Set  
Value Prop Positioning  
Organic Vs. Inorganic  
ESG & Stakeholders  
Technology

### Governance

Governance  
Board & Ownership Structure  
Voting & Actions  
Capital Allocation  
Related Party & Affiliate Transactions  
Management Selection

### Risk

Product Liabilities  
Environmental Liabilities  
Capital Structure  
Insurance  
Commitments & Contingencies  
Regulatory & Legislative  
Counterparties  
Strategy & Planning

Quantify analysis  
& output.



## Financial Model Tab Index

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Year 1 Summary  
Dashboard Summary

### Summary Statements

Three-Statement Output  
Financial Analysis  
Horizontal & Common Size Statements

### Valuation

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Comps  
IRRs & MOICs  
Cost of Capital Assumptions

### Revenue & Production

Revenue & Unit Margins  
Contractual Backlog  
Pipeline  
Churn

### Costs

Direct Costs  
Operating Expenses  
Corporate Overhead

### Other

Working Capital  
CapEx  
Fixed Assets (SL & MACRS)  
Tax

Synthesize our case in  
quantitative and  
qualitative terms.



## Confidential Information Memorandum

### Opening

Cover Page  
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Opening Statements

### Executive Summary

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### Investment Summary

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### Company Overview

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Customers  
Operations  
SWOT  
Competitive Ecosystem  
Strategy

### Risks & Potential Mitigants

Financial Model Walk Through

Conclusion

Appendix

Comprehensive  
package that  
positions clients  
to maximize  
value.

# Financial Modeling + Valuation

We appreciate that deep financial analysis involves much more than simply numbers on a spreadsheet.

*Illustrative output only*

## Revenue & Gross Profit (\$MM)



Beginning Cash (\$MM)	Q3 '23	Q4 '23	Q1 '24	Q2 '24	Q3 '24	Q4 '24	'25	'26	'27
<b>Beginning Cash</b>	\$30.0	\$24.5	\$18.5	\$12.2	\$113.6	\$99.4	\$82.7	\$68.6	\$32.9

Uses (\$MM)	Q3 '23	Q4 '23	Q1 '24	Q2 '24	Q3 '24	Q4 '24	'25	'26	'27
Operations	\$(1.9)	\$(0.5)	\$1.0	\$2.2	\$2.6	\$2.6	\$12.0	\$57.4	\$112.9
25KT Maint. Capex	\$(0.2)	\$(0.2)	\$(0.2)	\$(0.2)	\$(0.2)	\$(0.2)	\$(0.8)	\$(0.8)	\$(0.8)
Engineering	\$(0.6)	\$(2.0)	\$(4.7)	-	-	-	-	-	-
Construction	-	-	-	\$(18.4)	\$(16.5)	\$(19.1)	\$(138.9)	\$(47.7)	-
100KT Maint. Capex	-	-	-	-	-	-	-	\$(2.5)	\$(3.4)
Net Working Capital	\$(2.7)	\$(3.3)	\$(2.4)	\$(2.2)	\$(0.1)	\$(0.0)	\$(0.5)	\$(40.7)	\$(18.8)
Debt Service (100KT)	-	-	-	-	-	-	\$(11.0)	\$(26.6)	\$(23.0)
<b>Net Uses</b>	<b>\$(5.5)</b>	<b>\$(6.0)</b>	<b>\$(6.3)</b>	<b>\$(18.7)</b>	<b>\$(14.2)</b>	<b>\$(16.7)</b>	<b>\$(139.1)</b>	<b>\$(60.6)</b>	<b>\$66.9</b>

Total Net Uses (cumulative)	Q3 '23	Q4 '23	Q1 '24	Q2 '24	Q3 '24	Q4 '24	'25	'26	'27
<b>Total Net Uses (cumulative)</b>	<b>\$(5.5)</b>	<b>\$(11.5)</b>	<b>\$(17.8)</b>	<b>\$(36.4)</b>	<b>\$(50.6)</b>	<b>\$(67.3)</b>	<b>\$(206.4)</b>	<b>\$(267.1)</b>	<b>\$(200.2)</b>

Sources (\$MM)	Q3 '23 Start	Q4 '23	Q1 '24	Q2 '24	Q3 '24	Q4 '24	'25	'26	'27
<b>Equity</b>	\$30.0	-	-	\$120.0	-	-	-	-	-
<b>Debt</b>	-	-	-	-	-	-	\$125.0	\$25.0	-
<b>Cumulative Total Financing<sup>1</sup></b>	<b>\$30.0</b>	<b>\$30.0</b>	<b>\$150.0</b>	<b>\$150.0</b>	<b>\$150.0</b>	<b>\$150.0</b>	<b>\$275.0</b>	<b>\$300.0</b>	<b>\$300.0</b>

Ending Cash (\$MM)	Q3 '23	Q4 '23	Q1 '24	Q2 '24	Q3 '24	Q4 '24	'25	'26	'27
<b>Ending Cash</b>	<b>\$24.5</b>	<b>\$18.5</b>	<b>\$12.2</b>	<b>\$113.6</b>	<b>\$99.4</b>	<b>\$82.7</b>	<b>\$68.6</b>	<b>\$32.9</b>	<b>\$99.8</b>

1 Assumes no federal, state, or local grant funding or tax incentives, despite early visibility that Company will receive project level support from State Economic Development and potentially from other federal and state programs.

Downside Case	2027 Exit EBITDA	Enterprise Value <sup>1</sup>	Equity Value <sup>4</sup>	MOIC <sup>2,3</sup>	IRR <sup>2,3</sup>
	8.0x	\$665,396,192	\$569,922,597	3.11x	33.57%
	10.0x	\$831,745,240	\$736,271,645	4.02x	42.55%
	\$83,174,524	12.0x	\$998,094,288	4.92x	50.11%
<b>Equity Ownership <sup>5</sup></b>	<b>54.6%</b>	<b>12.5% PIK</b>	<b>2026</b>	<b>16.5% PIK</b>	<b>90.9%</b>

1 Enterprise value defined as equity value plus net debt.

2 MOIC and IRR are gross metrics before fees or sponsor economics.

3 Includes a management phantom plan adjustment. Note that new ownership may convert the existing phantom plan to an option pool, which would have a similar economic dilution impact on distributable exit value.

4 Defined here as enterprise value minus debt plus cash. The cash free and debt free purchase price does not contemplate adjustments, such as a working capital peg.

5 Proposed terms include a 12.5% payment in kind ("PIK") preferred dividend, which steps up to 16.5% in the event Company does not meet certain performance metrics. Ownership percentage and IRRs calculated through the end of 2027 (i.e., a 4.5 year hold period).

# Executive Summary / CIM

## Risks and

### Summary Risk

Management welcomes the opportunity to discuss the company's ability to respond to written questions.

#### KEY PERSONNEL

Company's team is small. Key employees may significantly impact the company's ability to serve customers effectively. The company has used third party contractors to build technical functions.

#### COMMERCIAL

Customer concentration

Long and unpredictable cycle

Revenue backlog contract with Quanta Services

Key vendor concentration

#### TECHNOLOGY

Cyber security risks

Highly technical products may lead to production issues not well detected

Risks related to integration of customer systems

## Process

### Diligence Materials

We welcome an opportunity to discuss the amount of information in this repository of historical data. We will respond to written questions.

### Process Summary

Company would like to discuss the information you have devoted to this process and your continued interest in potential investment opportunities ("Transaction").

We are pleased to provide you with this written non-binding ("IOI"). In order to assist you in your informed proposal to the Company, you have requested an executive summary of diligence documents ("VDR").

As you continue your due diligence process, you may wish to ask questions of the information provided in this process prior to the completion of the process.

As you prepare your diligence materials, the following topics, along with others you may deem important, are being evaluated in your process.

## Investment

### Key Macro Drivers

#### Fiber Broadband

Consumer Demand: Understanding the impact of data traffic to increase demand for work from home.

#### Fiber Superiority

Fiber is superior to copper from a performance perspective.

#### Legislative Tailwinds

In the 2021 Infrastructure Investment and Jobs Act, legislation provides for increased access.

#### Industry Conditions

Capital & Supply Constraints: The current interest rate environment and supply chain issues may impact the industry.

#### State of Competition

Operators have limited geographic locations. There is a focus only on the physical network.

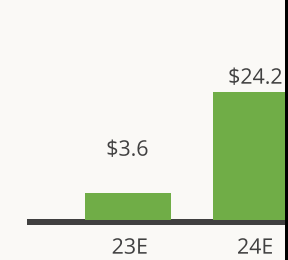
#### Lack of Detailed Financials

Since the release of the IOI, over 1.1 million lines of fiber have been deployed, which may impact availability, which in turn may impact revenue.

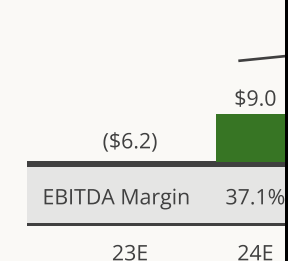
## Financial

### Summary <sup>1</sup>

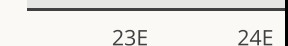
Revenue (\$Mn)



EBITDA (\$Mn)



EBITDA Margin



<sup>1</sup> Management case (Scenario B)

2023E

50/50 Revenue	\$2,462,688
80/20 Revenue	\$1,086,835
90/10 Revenue	\$-
<b>Total Revenue</b>	<b>\$3,549,523</b>
COGS	\$414,971
Software & Data Costs	\$816,605
SG&A & Other	\$8,532,416
<b>Total OpEx</b>	<b>\$9,349,021</b>
<b>EBITDA</b>	<b>-\$6,214,467</b>
FCFF	-\$4,740,118
FCFE	-\$4,740,118
50/50 Passings	1,791,046
80/20 Passings	82,994
90/10 Passings	-
<b>Total Passings</b>	<b>1,874,040</b>
80/20 Survival	4.60%
90/10 Survival	0.00%
Avg. \$ per passing 50/50	\$1.38
Avg. \$ per passing 80/20	\$13.10
Avg. \$ per passing 90/10	\$-
EOY Headcount	35.2

Note: Currently our model case

## Business

### Go-to-Market

Management is going to market directly.

#### Directly

The company has engaged in direct sales and marketing across all aspects of the business.

#### Channel Partners

Company is currently evaluating channel partners. Management believes that direct sales is the best path into the needs of the market.

#### Private Equity Sponsor

Management has engaged in discussions with private equity sponsors and is a more circuitous path to market.

#### Public Entities

Management has engaged in discussions with public entities and incentives. Company development opportunities are being explored.

#### Partnerships with Utilities

Utilities are especially interested in fiber. Evidence is provided by General Atomics. The company believes that partnerships with utilities are a key component of the go-to-market strategy. On the other hand, utilities are not currently a focus.

#### Industry Relationships

Based on extensive industry relationships, management has established contacts with various individuals and companies in the industry. The company has a strong network of industry relationships.



## Firm Summary

Company's platform is designed to aid in strategic development and financial projections. The company applies advanced analysis to optimize deployments. The company's projections, ROI, revenue, and cost are more than any other method. The company produces faster and more efficient results than its competitors.

Company's team has extensive industry experience, having supported players develop fiber networks and multi-domain connectivity, including various domains including connectivity, computing, and cloud services.

A confidential information memorandum ("CIM") serves as a central repository of information and context, which parties can refer to as they evaluate the deal. CIMs are an integral aspect of any engagement.

We work with management to shape our narrative, often addressing opportunities and risks to form a comprehensive and clear business overview.

An extensive executive summary allows capital partners, buyers, and associated parties to discuss higher-value topics and concerns.



# Data Room



Compiling and organizing a significant amount of information at this stage, rather than waiting until parties request the material, ensures that the process runs smoothly and leads to a superior result.

We help compose, organize, and manage information specific to the company and situation.

We use an external-facing, secure platform included in our offering.

# Pre-Launch Market Testing

We typically engage with the market informally before the start of any process:

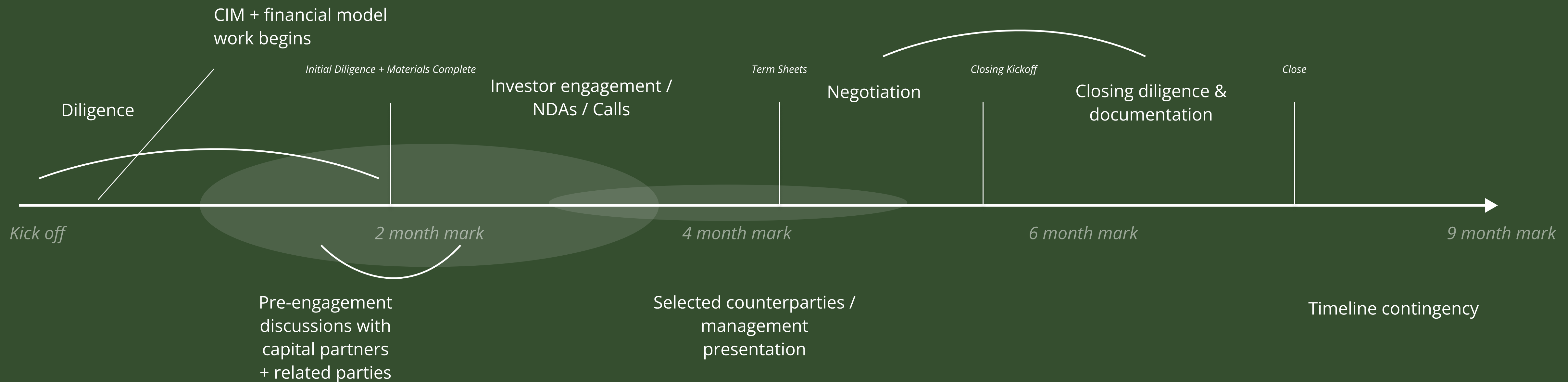
- High-level discussions with counterparties:
  - Identify early interest, process constraints, and critical topics of discussion.
  - Shape the CIM based on learnings.
  - Identify facets of the business to strengthen.
- Industry and market deep-dive:
  - Discussions with similar companies, partners, customers, and others.
  - Understand industry factors, and macro-environment topics.
  - Shape the CIM based on learnings.
  - Leverage discussions in the context of the process.

# Illustrative Timeline

**Timelines:** Timelines vary by situation but depend on execution and engagement among Ordiant and key client contacts.

**Other Considerations:** Our timelines often run concurrent to strategic, commercial, and operational work streams.

**Resource Allocation:** We expect to commit between 1,000 to 1,500 hours over the engagement based on experience.



# Value Levers

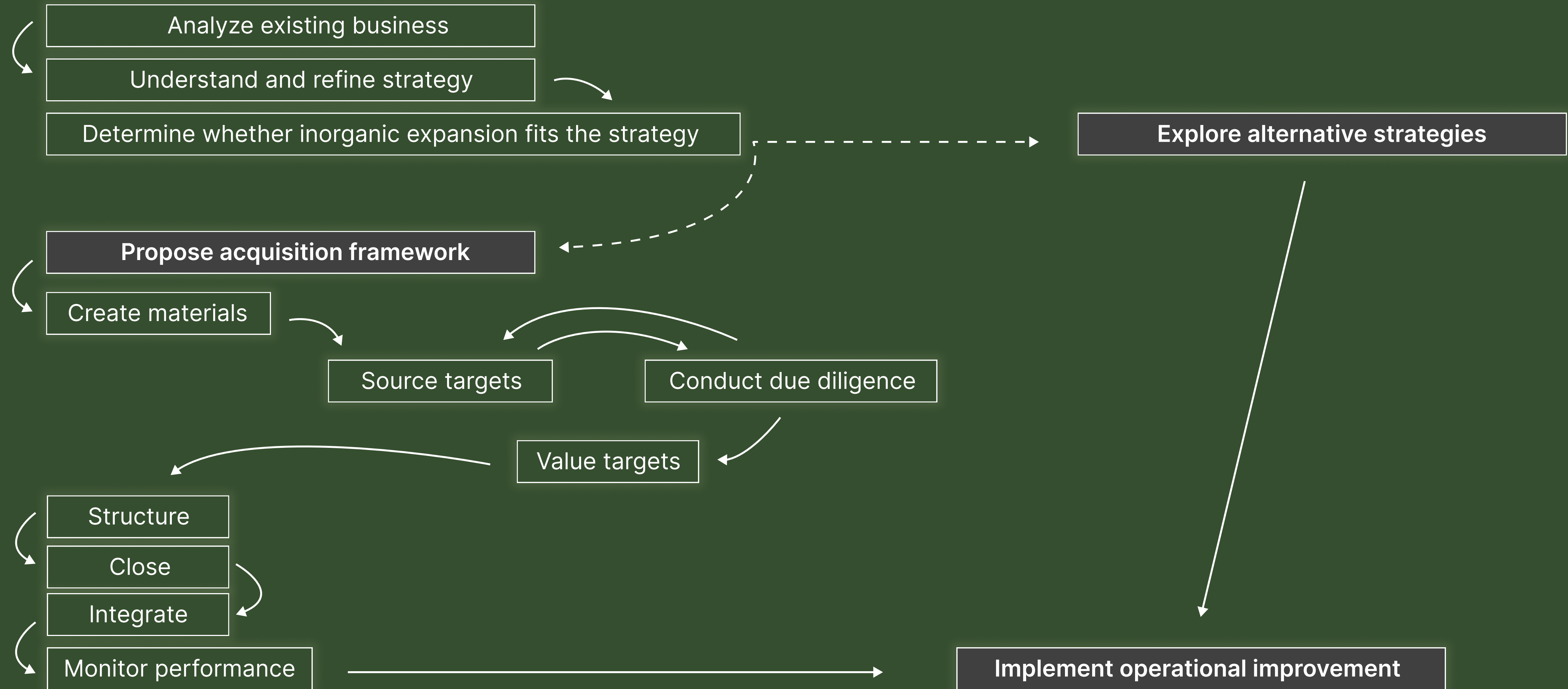
# Value Creation Strategy

We help owners and management teams improve their businesses over the long term, with a central focus on enduring equity value creation.

**We improve outcomes by integrating strategic and commercial value-creation work into our engagements.**



# Acquisitions & Corporate Development (Buy Side M&A)



# Acquisitions & Corporate Development (Sell Side M&A)

## Diligence

- Creation of high-quality process package & data room
- Weekly working sessions
- Strategy meetings and pre-engagement discussions with selected counterparties

## Sale Process

- Engagement with strategic/private equity/ or other related potential buyers
- Management presentations
- Model review calls
- Site visits
- Negotiation

## Closing Diligence & Documentation

- Investor-directed diligence often performed with consultants and advisors.
- Closing documentation typically requires four-to-six weeks in our experience with lawyers kicking off once the buyer has received committee approval following an initial phase of diligence often at or around 30 days into the exclusivity period.

### Typical buyer areas of focus:

- Strategy, target market, and value proposition.
- Earnings quality.
- Human capital and talent necessary to operate the asset to realize the pro forma cash flows.
- Synergies & cross-selling opportunities.
- Exit opportunities.
- Degree of operational and digital transformation and/or optimization necessary.

### How we help:

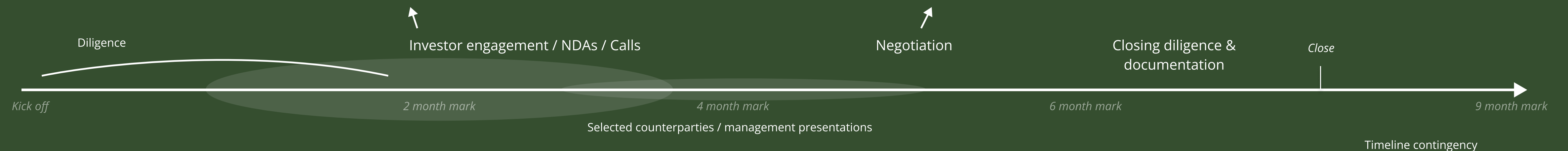
- Create a listing of potential executives for PE investors to speak with if necessary. Doing so may enable us to create new buyers that otherwise don't have the operational capabilities to run the asset without experienced leadership.
- Deeply convey analysis around earnings quality.
- Summarize the business to strategic buyers in ways that enable them to understand strategic and operational fit.
- Summarize what future strategic buyers may look for to enable more financial sponsor involvement, and to make their underwriting case easier.
- Address potential concerns and highlight opportunities in advance as opposed to simply reacting to negative feedback.

### Buyers often:

- Seek to understand variable costs to develop a view of contribution margins to which to attach their own fixed cost assumptions.
- Based on the modeling outlined above, buyers will then "unburden" and "reburden" the direct and indirect fixed cost structure.
- Project pro forma cash flows on a bottoms-up basis.
- Sensitize pro forma cash flow based on a series of "what ifs" and risk/probability weight scenarios to evaluate confidence intervals around a central base case.
- Value the asset based on the adjustments outlined above.

### How we help:

- Run the same analysis summarized to the column on the left.
- Use industry data and our own bottoms-up analysis to create a series of cases for different fixed and indirect cost structures to drive cash flow sensitivities.
- Run as is and adjusted valuations to frame a defensible range.
- Support our valuation range using that more extensive work.
- To the extent you'd like and/or are open to it, we would engage a third-party transaction advisory firm to propose formal, sell-side, adjustments to further strengthen our argument to maximize the sale price.



# Capital Structure (Financing)

Ordiant is able to work across a variety of financing types, and has industry connections with a broad range of capital source constituents.

## Financing Structures

Ordiant is experienced in the following structures:

- Royalty & IP-based financing
- Common & preferred equity
- Structured mezzanine capital
- Senior, unitranche, and junior debt (revolving & term)
- Trade finance & purchase order financing
- Project finance
- Industry-specific structures

## Capital Sources

Several thousand bank and institutional investors at:

- Commercial Banks
  - Global, large, regional, specialty
- SBICs (“Small Business Investment Companies”)
- Private Credit Funds
- Mezzanine Funds
- Private Equity Funds
- Business Development Corporations (“BDCs”)
- Specialty Finance Companies
- Pension Funds
- Insurance Companies
- Family Offices
- Endowments & Foundations
- Sovereign Wealth
- Large Money Mangers
- Venture Equity & Debt Funds
- Large Corporate Balance Sheet Investors



# Internal Finance & Operational Improvement

## Example Workstreams

### Systems and Reporting Review

We help clients improve how they capture, record, and track data. As part of that process, we recommend new technologies and processes to improve the quality of internal reporting to the extent needed. We've helped clients enhance their ERPs, POs, CRM, reporting dashboards, and other systems. We always partner with specialized expert consulting firms, large and small, to implement technical changes.

### Working Capital Analysis

Strong working capital management is critically important during periods of major change, whether growth, turnaround, or acquisition-related. In addition, minor changes to the mechanics and formulas of different borrowing base approaches between bank or non-bank revolving lenders can increase or decrease working capital financing requirements. We extensively analyze each client's working capital cycle to evaluate the nature of operating and non-operating components. We then make recommendations to improve cash conversion and reduce capital intensity. During acquisitions, we expand on and significantly deepen the level of analysis of QoE proposed working capital adjustment, also known as the "peg" or "target". We've found that sellers and their advisors often struggle to understand the nature of a working capital adjustment and the size of the proposed adjustment, especially in lower middle market acquisitions. As a result, we typically spend time outlining, both on calls and in writing, how the seller's senior management, ownership, and advisors should view a proposed adjustment and how the analysis was formulated.

### Internal Capital Allocation Modeling and Strategy

We help clients develop cohesive capital allocation strategies. We integrate the capital allocation plan with the broader corporate strategy, ownership strategy, capital structure strategy, and the company's practical operational needs. Our financial models support capital allocation analysis, strategy, and advice.

### Segment Analysis

We work with clients to correctly allocate costs to their operating units. We also conduct detailed financial analysis of each segment. We seek to understand the extent of financial and operational synergies between segments. We sometimes build financial models and detailed valuations of each unit to advise clients on potential ways to increase overall equity value. Particularly during turnarounds, we analyze each segment's financial performance. Through this process, we more accurately determine the root causes of financial and operational stress.

### Cost Structure Analysis

Cost structure is an essential aspect of any company's financial strategy. Understanding how the company's broader corporate strategy interacts with its cost structure is critical. A cost structure not suitable based on the nature of a company's industry or the structure of its contracts and its capital structure can dramatically increase risk. For example, a business with a high degree of operating leverage (high fixed costs) that expects a large percentage of incremental revenue above a certain point to "drop to the bottom line" may need to offset the inherent fixed cost structure risk by reducing the amount of financial leverage employed. High operating and financial leverage, while potentially attractive when things go well, can magnify losses during downturns. Leaving aside the connection between cost structure and capital structure, we believe it's crucial to analyze how a client might achieve different levels of profitability through different cost structure strategies. We help clients appropriately manage cost structures to reduce risk and improve profitability. We will advise clients during inflation and deflationary periods if the circumstances require.

### Industry Strategic Reviews, Value Chain, and Competitive Ecosystem Analysis

We help clients understand the competitive context in which they operate. We analyze the nature of each client's industry. We discuss trends with senior management. We evaluate the bargaining positions within the value chain, and we seek to understand how a client's customers and potential customers might view the client's value proposition relative to other competitors.

### Managerial Accounting

We often help clients implement and expand the scope of their managerial accounting in addition to GAAP-based accounting.

### Comprehensive Corporate Financial Strategy

We always work with our clients to enhance their long-term financial strategies, regardless of the initial areas of focus. That involves evaluating working capital, capital allocation, capital structure, cost structure, and risk.

### Financial Analysis, Modeling, and Valuation

We build financial models to support all of its client engagements. Accurately spreading historical financials to create a complete picture of each client's financial position is a critical starting point. Developing a pro forma projection for the company is another crucial component of the process. We perform ongoing valuation analysis on each of our clients on an ongoing basis. We also value all acquisition targets by creating a separate comprehensive financial model. Time permitting, we value each client's business segments and operating units. Doing so helps owners evaluate different ways to realize their business's long-term value. For example, that analysis may find that selling one operating unit and reallocating the net proceeds to a separate area of the company could profoundly impact long-term shareholder/member value or that a particular unit is earning low returns on capital employed. Thus, its value is effectively subsidized by other parts of the organization. We appreciate that deep financial analysis involves much more than simply numbers on a spreadsheet. Projecting future financial performance is a highly amorphous exercise plagued by considerable judgment and error. Therefore, our primary goal is to help clients think critically, concretely, and dispassionately about their businesses.

### Turnaround Management

We help clients implement a financial plan to support corporate turnarounds. Often, clients in this position struggle to comply with their financial covenants. Therefore, we negotiate waivers with lenders, and if required, we help the client refinance its credit facilities to improve covenant flexibility. We conduct a significant amount of financial, operational, industry, and strategy analysis to understand the sources of stress within the company. We also work with management and ownership to redefine a vision for the company as it exits the turnaround.

### Stressed and Distressed Debtor-Side Advisory

We engage with clients facing covenant pressure who are in forbearance with their creditors. We interface with the company's lenders and vendors, developing a plan to remedy the covenant breaches in the near term and seeking different possible paths to restructuring the company's balance sheet to put the company back on a sustainable path. In addition, we evaluate various ways to improve cash flow and profitability through cost structure changes, by helping to implement productivity improvement initiatives, by working with vendors and customers to revise trade terms, and through an extensive range of similar strategies.

# Seamless Benefits Across Functions

## Client Roles

## Value Added

**Internal Finance**

Extend and augment CFO and financial planning & analysis functions.

**External Finance**

Gain sophisticated capital markets and financing capabilities at a fraction of the cost.

**Corporate Development**

Support the entire M&A lifecycle.

**Commercial**

Strengthen competitive positioning.

**Strategy**

Receive fresh, creative, outside perspectives on optimizing growth strategies.

**Ownership**

Sounding board for comprehensive value creation at an ownership- and board-level without transactional conflicts of interest.



# Working Together

# Working Relationship

## Ordiant Working Process

We communicate extensively with our clients during our engagements. You'll typically hear from us daily. We like to involve leadership and working teams in an efficient manner that does not distract from the client's day-to-day operations. We seek input from our clients on subjects ranging from process strategy, how we'll navigate discussions with different counterparties, how to articulate an argument, the best ways to leverage internal company or external data, and so forth most effectively.

## Collaboration & Tracking

We schedule recurring weekly check-in calls with clients to report progress, review timelines, and walk-through questions. Often, we schedule an additional working session with clients when we're new to a relationship and need to perform more extensive analysis. We communicate issues with clients promptly to avoid surprises and discuss ways to overcome hurdles, which are expected based on the dynamic nature of our work.



### Client

#### Leadership

- Overall guidance.
- Availability for discussions with prospective buyers.
- Diligence support.
- Availability for periodic process check in calls (weekly or bi-monthly).

#### Engagement Team

- Point person for Ordiant to engage with on a daily basis.
- Coordinate internal responses to requests and scheduling.
- Diligence support, particularly data and documentation.
- Process strategy counterpart.

# Team



## Shannon Morgan, Founder

Shannon Morgan founded Ordiant Capital Advisors, Inc., in March of 2017. Since founding the firm, Shannon has advised middle market corporate clients in a variety of mission-critical situations including acquisitions, financings, business model change, deleveragings, defaults and distress, bank workouts, valuation and financial modeling, and corporate strategy change.

Prior to founding Ordiant, Shannon served as Senior Vice President at Durham Capital Corporation, a New York City headquartered boutique corporate financial advisory firm. At Durham, Shannon primarily worked with publicly traded companies across a wide range of industries, and advised clients on senior and junior secured debt financings ranging from between \$20 million to \$150 million in size. Shannon was an elite road cyclist in high school and college, and raced as a “Category 1”. Shannon is originally from Washington D.C., he received a B.A. from Colorado College in 2012, and he attended the Landon School.



## Dan Fuwa, Director

Daniel (“Dan”) Fuwa acted as an unofficial advisor during Ordiant’s founding years. He now serves as a director on its board. Dan is a proponent of Ordiant’s mission to provide world-class corporate advisory devoid of transaction fees or other conflicts of interest. Dan is currently the Director of Business Development at Docyt, Inc., a financial operations software company that serves small-to-medium sized businesses and middle market companies.

Prior to joining Docyt, Dan held a variety of roles in commercial and corporate banking at Bank of America and Silicon Valley Bank in which he advised private and publicly traded technology companies. Dan lives in Oakland, California, with his wife who is a public school teacher in East Oakland; they enjoy skiing, pickleball, and spending time with family and friends. Dan also received a B.A. from Colorado College in 2012.



## Jack O'Donnell, Analyst

Jack joined Ordiant in August 2022. Previously, he was a Senior Associate at Kroll, formerly Duff & Phelps, where he performed valuations of technology and infrastructure companies. At Kroll, Jack worked on a multi-billion-dollar toll road investment, a six-gigawatt wind and solar energy and storage development portfolio, and several technology acquisitions. Jack valued a U.S. entity’s equity interest in a China-based joint-venture with a major Chinese bank partner.

Jack received a B.A. in International Political Economy from Colorado College. There, he played Division III lacrosse.

# Engagement

# Engagement Options

By engaging Ordiant, our clients gain a partner who will deeply understand their businesses and actively drive sophisticated value-creation strategies that produce strong results.

We provide three different engagement formats that enable clients to determine their preferences, balancing pricing and flexibility.

## Complete Flexibility (Monthly)

**Price Range**  
\$30,000 per month\*

**Alignment**  
Ordiant is incentivized to exceed the expectations of its clients such that they have confidence to enter into a longer-term engagement format.

**Benefits**  
Clients have complete flexibility to halt the engagement whenever they'd like.

## Short Term (Six Month)

**Price Range**  
\$25,000 per month\*

**Alignment**  
Ordiant is incentivized to exceed the expectations of its clients such that they have confidence to enter into a longer-term engagement format.

**Benefits**  
Priced at a 16.7% discount to a rolling monthly engagement format. Ordiant passes a portion of reduced client acquisition cost back to the client through lower fees. Clients can judge Ordiant's ability to add value before making a longer-term commitment.

## Long Term (Annual+)

**Price Range**  
\$20,000 per month\*

**Alignment**  
Ordiant's performance fees are tied to the client's fundamental financial performance, such as free cash flow, offset by risk measures, such as leverage and fixed charge coverage.

**Benefits**  
Priced at a 20% discount to a short-term engagement format and a 33.34% discount to a rolling monthly engagement. Ordiant passes a portion of reduced client acquisition cost back to the client through lower fees. Ordiant is highly aligned with the client.

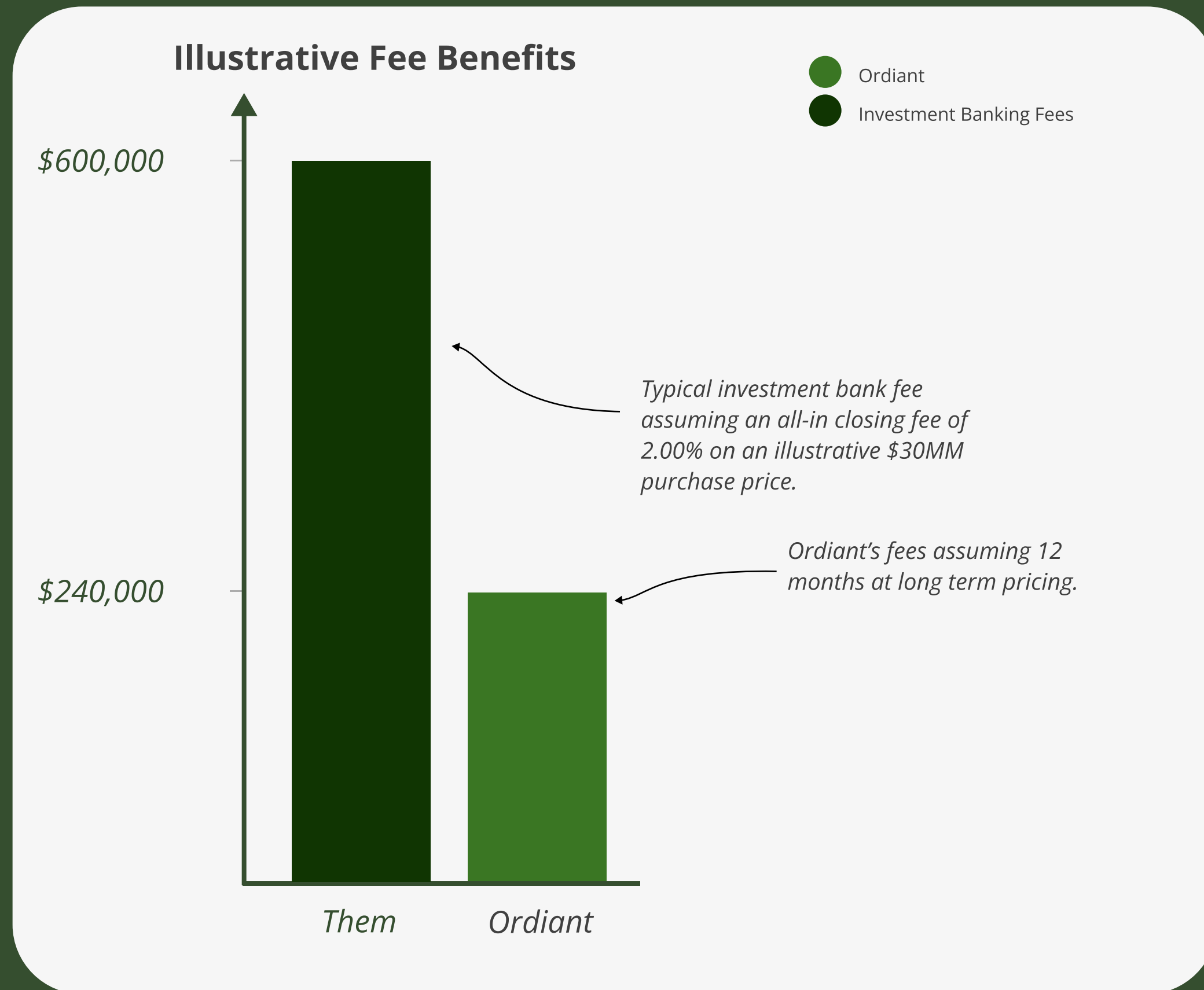
\*Subject to Ordiant's underwriting of the engagement, inflation adjustments, Ordiant's staffing on client relationships, the client's objectives, and other similar factors.

## Quality at Ordiant

We pride ourselves on excellence, not numbers. We measure ourselves by the quality of an engagement rather than growth, number of client relationships, transactions, profitability, or similar outcomes. Our results stem from the care with which we conduct our work and our emphasis on building long-term, sustainable value for clients and internally in our business.

We are determined to produce the absolute best results for clients.

# Ordiant's Total Value Difference



## High Quality Work

We conduct far more extensive analysis, which supports our ability to execute for clients.

## No Conflicts

Unlike investment banks, we do not face the same conflicts of interest associated with closing fees. We'll shoot straight with you and act as your partner rather than simply a transactional advisor seeking to close a deal, no matter the terms.

## Less Expensive

We're meaningfully less expensive, all-in, compared to an investment bank. We typically engage with clients for many years, significantly reducing our client acquisition costs. We pass a portion of that benefit back to clients through lower fees than competitors.

## Experienced

We have extensive experience running processes and operate at a level of quality superior to lower middle market-focused investment banks.

*We underwrite engagements based on over 15,000 hours of client-specific work, including:*

*Ordiant Client A: 5,477 hours (since 2018)*

*Ordiant Client B: 3,472 (since 2019)*

*Ordiant Client C: 2,650 (since 2019)*

*Ordiant Client D: 1,592 (since July, 2022)*

*Ordiant Client E: 1,151 (since September 2022)*

*When running major deals, we've averaged about 50 hours a week with a weekly range of 30-to-100 hours.*



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# Ordiant

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