

CORNHUSKER
CAPITAL



Risk Comes From Not Knowing What You Are Doing – Warren Buffett

Omaha, NE

Chicago, IL

Las Vegas, NV

Houston, TX

South Florida

I. CORNHUSKER CAPITAL OVERVIEW



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CORNHUSKER CAPITAL OVERVIEW

- Cornhusker Capital, LLC (“Cornhusker Capital”) is a full-service advisory firm providing Mergers & Acquisitions (M&A) including buy-side and sell-side services, financial opinions, valuation services, corporate advisory, and portfolio valuation to private businesses
- Cornhusker Capital has worked with lower middle market and Fortune 500 companies around the world on engagements ranging from: M&A transactions, Capital Raising, Fairness Opinions, Private Placements, Valuation, and ESOP Advisory since 1994
- Cornhusker Capital’s professionals have represented dozens of Boards, Special Committees, Public Companies, and Private Business Owners on a broad range of financial matters focused on maximizing growth opportunities and enhancing shareholder value

SELECT RECENT TRANSACTIONS



Exclusive Advisor to Terra Exports



100% Acquisition By GrubMarket, Inc



Aves Capital Management
minority recapitalization of a
National Leading System
Integrator



Exclusive Advisor



TellIntel
Mezzanine Debt Investment
by a
Private Family Office



Exclusive Advisor



SELECT KEY TRANSACTIONS



Cornhusker Capital is the exclusive Investment Bank for the Chartwell Staffing Solutions Mezzanine Debt Investment from LQD Finance



Cornhusker Capital was the Exclusive Advisor for the Provengo.com Mezzanine Debt Growth Capital Investment from Decathlon Capital



Cornhusker Capital was the Exclusive Advisor to Inscope International in its acquisition by Attain, LLC



Cornhusker Capital was the Exclusive Advisor for the Cleveland Diabetes Care 100% acquisition of KRS Biotechnology





Robert Gricius

Chairman & Founder at NAVEOS®



Cornhusker Capital was the
Lead Advisor for NAVEOS DATA
majority recapitalization and
growth capital from Tamroc
Partners

FORMER CLIENT TESTIMONIAL

"Reginald was our 3rd investment banker and produced superior results in half the time we spent with the prior two firms at a lower transaction cost. His knowledge of our industry and network connections on financing combined to bring us eight different offers from competing firms and allowed us to choose the best match for our needs. He took the time to understand our unique business proposition and reduced the due diligence time by providing the necessary documentation early on in the process and then stayed with us throughout to ensure that we closed on schedule. He is not only a consummate professional with creative "out of the box" ideas, but a trusted advisor that we will not hesitate to use again for any business opportunity we encounter."



Cornhusker Capital Lead Advisor for
NAVEOS DATA majority recapitalization and
growth capital from Tamroc Partners



Cornhusker Capital is a unique blend of, investment banking offerings, independent valuation services and seasoned professionals that intersect to provide a comprehensive range of professional financial services to maximize value for businesses and their shareholders.

Seasoned Professionals

- Unparalleled Leadership
- Decades of Experience
- National Footprint
- Highest level of Professional Standards

Dedicated Team

- Highly Experience Professionals
- Expertise in a Broad Arrays of various industries
- Comprehensive Resources
- Extensive Exposure to Capital Market

Investment Banking

- Mergers & Acquisitions
- Capital Raising
- Private Placements
- Corporate Finance Advisory
- Financial Restructuring
- ESOP Advisory

Independent Valuation Services

- We offer free valuation analysis
- Public and Private Comps
- Customized valuation models



CORNHUSKER
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UNIQUE APPRECIATION FOR THE MIDDLE MARKET

Management is a more crucial variable

More room for creativity with growth opportunities
("storytelling")

More granular due diligence requirements

Wider range of potential valuation outcomes

Larger number of potential participants in process

Business is often not a "must have" for any single investor

Transaction agreements are highly customized

Process can be taxing on limited management resources

Must make room in the process for investors to get to know management, sometimes even before submission of first round bids

More time invested in pre-launch phase of process

Requires anticipation of potential issues to avoid slippage in timetable and unwinding of competitive tension

Process Matters

Requires experience to narrow the field and to interpret first round bids

Need to walk a fine line between drawing investors into the process and conveying strength at the same time

Contract negotiations cannot be divorced from the rest of the process

Advisor must be prepared to carry a significant load

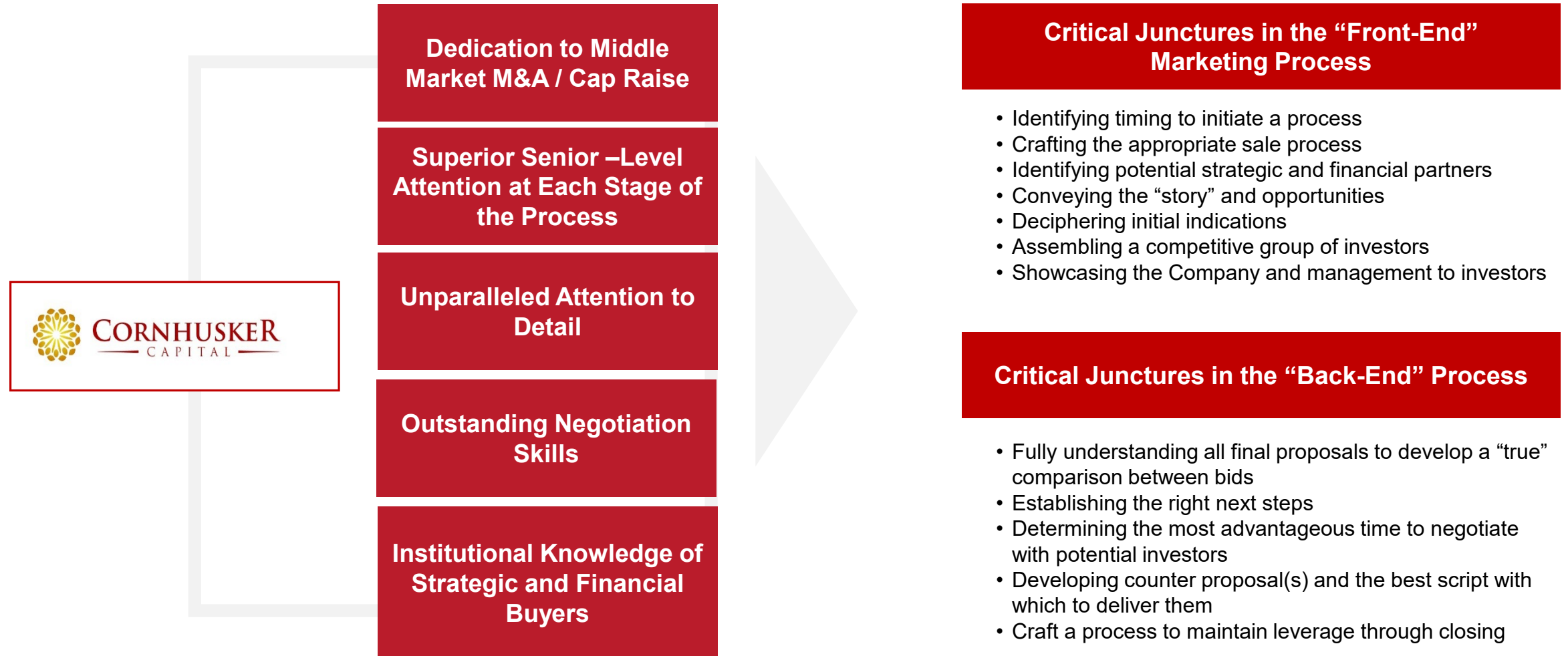


GREATER SCOPE FOR ADVISOR TO ADD VALUE. NEED FOR SPECIALIZED SKILLS.



SOUND STRATEGIC ADVICE

Cornhusker Capital differentiates itself by leveraging our experience to provide sound strategic advice at each of the critical junctures in the Transaction process.



REPRESENTATIVE TRANSACTIONS



COMPREHENSIVE RESOURCES

Bloomberg

Provides real-time pricing, data, history, news, analytics and research for global financial markets

- *Markets covered include government and corporate bonds, mortgage, money-market, indices, currency, commodities and equities*

Capital IQ

Private equity, hedge funds, venture capital and growth capital investor database

- *Heavily relied on by most bulge bracket banks; detailed information on companies and transactions*



Exhaustive database complete with information about industries, companies, and key decision makers



Comprehensive source of business information including research, statistics, industry reports and forecasts



Leading provider of M&A deal information, including transaction value, deal terms and multiples



M&A intelligence service reporting forward-looking origination and deal flow opportunities integrated with a comprehensive deals

II. TRANSACTION PROCESS OVERVIEW



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Common Reasons Deals Fail

Critical Issues:

- Unrealistic pricing expectations
 - Historical results or projections do not support valuation
- Negative surprises uncovered during due diligence
 - Issues uncovered regarding sales, profits, customers, employees, environmental
- Inability of parties to agree on representations and warranties/indemnification language in purchase contract
- Inability of buyer to finance the purchase
 - Seller often has to be willing to offer some type of financing or earn-out arrangement
- Deterioration of financial performance during the marketing process

Cornhusker Capital Solutions:

- Comprehensive analysis of financials to determine potential synergistic benefits for strategic buyers & financial buyers
- Thoroughly discuss expectations with management as it relates to “market standard” deal terms, and gain an in-depth understanding of shareholder objectives
- Perform in-depth seller due diligence to identify problematic trends/issues, and present rationale or strategy for favorable resolution of issue
- Require potential buyers to document proposed sources and uses well in advance of the purchase agreement, and compare to current availability in the credit markets

CURRENT CLIENT TESTIMONIAL



Bruce Tucker

**Co-Founder Interior Mark, Inc
d/b/a**

**Theaterseatstore.com &
Octane Seating**

"Despite all the middle market options and creative ways to raise money today, the one characteristic that still seems to be rare to find in the capital markets is flawless execution. Reggie delivers on what he says and says it like it is. Everyone on his team is accountable and trained to produce exceptional results. His ability to execute is written in stone and, he always positioned us one step ahead of the curve. Cornhusker is exactly the partner you need to do the heavy lifting when you want to unleash maximum value."



Cornhusker Capital was the Lead Advisor for the
InteriorMark DBA Octane Seating Mezzanine Debt
Investment from Grenville Strategic Royalty
Corporation



Cornhusker Capital Lead Advisor for
InteriorMark DBA Octane Seating new
Senior Line of Credit



Cornhusker Capital Advised InteriorMark on
the 100% sale of its operating division



Ways Cornhusker Capital Adds Value

Serves as an Intermediary in negotiations

- Insulates the owners and management from the need to make immediate decisions
- Ability to act as the 'bad cop' and not sour the buyer on the transaction or the owners and management team
- Provides the owner the ability to maintain an appropriate distance from the sales process

Leverages industry and financing experience

- Prepares a company for the transaction process and can provide suggestions on how to enhance value in the eyes of bidders
- Utilizes industry contacts and pre-existing relationships to target investors most likely to meet shareholder objectives
- Understands the implications of different deal terms and how to guard clients against disadvantageous conditions

Allows the management team to concentrate on the day-to-day issues of running the business

- Avoid neglecting customers, vendors, and employees
- It is critical that the business continues to perform well during the transaction process

Leverages industry and financing experience

- Investors assume they can acquire stakes in companies that lack representation at bargain prices
- Representation translates directly into more advantageous transaction terms

Comparison of Buyer Types

- *The two primary types of acquirers are strategic and financial buyers*
 - *Each set of buyers typically evaluates an acquisition based on different criteria and goals*

STRATEGIC BUYERS

- Typically public or private corporations currently involved in similar or complementary business line
- Places a greater emphasis on identifying and realizing potential revenue and cost synergies
- Rationale for acquisition more strategic in nature (i.e. reducing competition, enter new geographic markets, etc.)
- Typically concerned with generating long-term value from acquisition and effectively integrating the target into the buyer's existing operations
- Higher valuation could be supported by the realization of synergies

FINANCIAL BUYERS (Private Equity Groups)

Raises capital in funds from various sources to invest in businesses with the expectation of exiting within a relatively short time period (typically five to seven years) to achieve a targeted rate of return for investors (generally 20% to 25%)

ADD-ON

- Has a similar or complementary business in existing portfolio of investments
- Acquisition drivers are typically similar to those of strategic buyers, but additionally driven by the need to put raised capital to work and grow investments before fund life expires
- Often an ideal buyer as they have financial resources of private equity backing and strategic rationale to support a favorable purchase price

PLATFORM

- Does not have a similar business in existing investment portfolio
- Seeks entry into an attractive market with potential for growth and definable exit strategy
- Acquisition can serve to diversify investment portfolio and create a platform for future acquisitions in the same space
- Identification of opportunities to create value through a strategic partnership

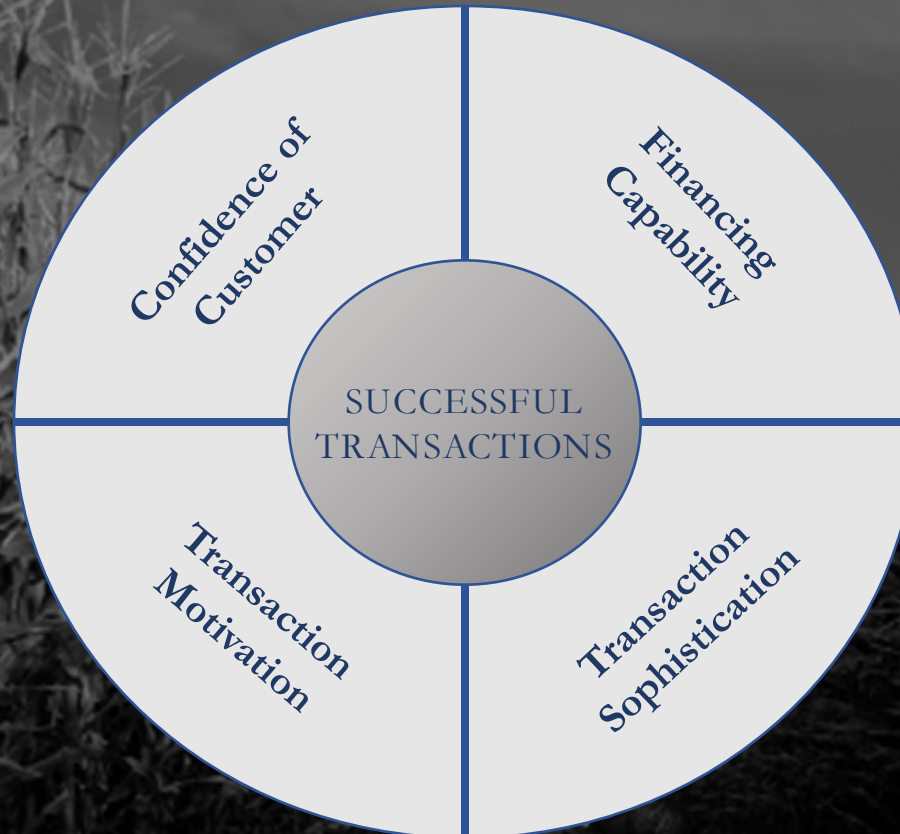
VALUATION METHODOLOGIES

- *In order to provide a more accurate estimate of the enterprise value for a company, multiple valuation methodologies are employed*

Comparable Companies (Public Comps)	<p>-Description: Identify the key publicly-traded comparable companies for the company and calculate and apply multiples of Revenues, EBITDA, and EBIT.</p> <p>-Comment: A widely accepted valuation technique that provides current, market-based valuation information. Multiples are adjusted to reflect a premium for control and discounted for liquidity and size.</p>
Comparable Transactions (M&A Comps)	<p>-Description: Identify key comparable transactions for the company, and where possible, calculate and apply multiples of Revenues, EBITDA and EBIT.</p> <p>-Comment: A popular valuation technique for measuring market valuations on a control basis. Precedent multiples are dependent on market conditions at the time of the transaction.</p>
Discounted Cash Flow (DCF)	<p>-Description: Model the free cash flows resulting from the company's financial projections and discount using an appropriate cost of capital.</p> <p>-Comment: Arguably the most sophisticated valuation technique, providing real insight into divisional valuation drivers. Highly sensitive to numerous key assumptions.</p>
Leveraged Buyout Analysis (LBO)	<p>-Description: Using the same projections as the DCF, apply a suitable leveraged capital structure and solve the valuation using a 20 – 40% target equity rate of return.</p> <p>-Comment: A useful alternative perspective since it implies a valuation level at which a private equity investor would typically be prepared to bid for the company.</p>

Characteristics of Successful Partner

- Successful transactions are the result of pairing the right partner with the client; Cornhusker Capital's experience lends to the following characteristics of the right partner:



ASSESSING DEAL STRUCTURE & OPTIONS

- Number of transactions completed
- Integration success of previous transactions
- Integration planning effort
- Marketing
- Financing relationships
- Credit approval process of financing source
- Financing structure of current operations
 - Equity available
 - Returns to equity participants
- Deal with the decision makers who can allocate capital
- Strong strategic fit – core business:
 - Strategic logic: component, module, system
 - Geographic reach; low cost sourcing opportunity
 - Capacity needs
 - Capable of identifying and implementing process improvements
 - Capable of bringing engineering and design improvements
 - Focused purchasing effort could generate material cost reduction
 - Customer diversification



Marcos Jorge Leon
Manager Partner at Tamroc Partners

FAMILY OFFICE TESTIMONIAL

"Reginald was instrumental in us completing our first investment in the Tamroc Partners fund. Although he was negotiating on behalf of the seller, he was extremely professional, and his project management skills were essential in us completing the acquisition. I highly recommend!"



Cornhusker Capital Lead Advisor for
NAVEOS DATA majority recapitalization and
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III. CORNHUSKER CAPITAL TEAM



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Reginald E. McGaugh

Founder & CEO

- Mr. McGaugh is the Founder & CEO of Cornhusker Capital, LLC since 2010 with more than 25 years of M&A and capital raising experience. Post-MBA Mr. McGaugh completed the divestiture of the Ryder Systems, Inc. (Fortune 500) One Way Rental Truck Division. He also participated in the sale of Prudential Healthcare to Aetna where he was responsible for the profitability of 14 markets. Mr. McGaugh was part of the team that sold Inacom (Fortune 500) and was retained to complete the sale of the Inacom Communications division.
- Mr. McGaugh's experience includes the healthcare, energy, telecommunications and transportation sectors. Mr. McGaugh has served as Managing Director at Houlihan Smith & Company, Senior Managing Director at Madison Street Capital, as an analyst/consultant with Harley Davidson Financial Services, MidAmerican Energy Holdings (A Berkshire Hathaway Company), Peoples Energy, University of Nebraska Medical Center, Nebraska Orthopedic Hospital, Ryder Logistics and WestLB Mellon Private Equity. Mr. McGaugh is currently on the Board of Directors for InteriorMark, LLC d/b/a theaterseatstore.com, Manning Beef/DiMaria Trust and DRW Engineering & Consulting, LLC
- Mr. McGaugh holds a Bachelor of Science in Finance degree from the University of Nebraska – Lincoln in 1990 and an MBA from the Florida A&M University School of Business & Industry in 1994. Pre-MBA He completed a 2-year formal credit training program at Wells Fargo Bank.



BERKSHIRE HATHAWAY INC.



Devin Williams

Senior Managing Director

- Mr. Williams is a 1990 University of Nebraska Lincoln graduate with a degree in Chemical Engineering. Project Management Professional – PMI, Lean Six Sigma Greenbelt - FKI Logistics and Smart Manufacturing Professional - MIT
- Mr. Williams is an accomplished engineer, leader and executive of ventures with global and domestic impact. His scope and breadth of sectors ranges from food and drugs to heavy refineries, residential and commercial to hospitals and just about everything in-between. He is an expert in project life cycle management in greenfield development, brownfield development, technology transfer and commercialization. Over his nearly 30 years of experience, he has held many roles, responsibilities and titles including process engineer, packaging engineer, product engineer, automation engineer, project manager, associate, director, vice president and president of his own industrial process and automation consulting firm. In all endeavors he champions a culture of safety, teamwork, innovation and operational excellence with unshakable program adherence for winning outcomes.



Matthew Youngman

Senior Managing Director

- Matt has more than 30 years of public accounting and commercial experience including senior positions with Amazon, Petco and Charlotte Russe. As a finance manager at Amazon, he oversaw all aspects of the pricing model, accounting and customer service for the Marketplace, Merchants and Payments platforms. Marketplace has grown in annual revenues for Amazon to over \$150B. Matt has also held senior finance and account positions for both public and privately held companies, from start-up to multi-billion in annual revenues. He has been involved in 10+ corporate transactions during his career and specializes in the integration aspect of M&A. Matt also ran a team of 75 consultants performing interim and fractional CFO/Controller positions, special projects, internal audit and outsourced accounting operations.

amazon

petco

charlotte
russe

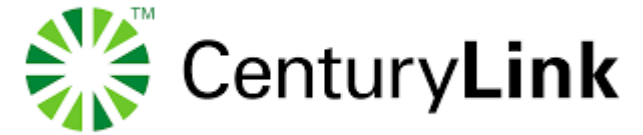


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Grant McGaugh

Senior Managing Director

- Grant is a veteran information technology (IT) sales professional with over 20 years of experience. He attended DeVry Institute of Technology where he received a degree in Electrical Electronics & Communications Engineering. Throughout the years he has racked up certifications such as: Cloud Technology Associate, AWS Certified Cloud Practitioner, IT Business Conversations-HPE, Selling Business Outcomes – Cisco and Dell EMC certified Associate-Converged Systems and Hybrid Cloud Platforms.
- Grant has worked at the expert and executive level for multiple Fortune 500 organizations such as Zones, Inc., CenturyLink, and Avaya. He has received numerous awards and special recognitions, such as, the 2019 nomination for Healthcare Leadership by Legacy Magazine, the 2018 Gold Sales Achiever, TOP SALES Achiever, Gold Award Honors, and the President's Club.
- Grant is an accomplished business leader and entrepreneur who has served as the president and esteemed board member for several professional organizations including the National Association of Healthcare Executives (NAHSE) and South Florida HIMSS. Grant is responsible for the firm's South Florida market and national Healthcare Information Technology (HCIT) business development.



Stewart Smith

Managing Director

- Mr. Smith is a Managing Director with Cornhusker Capital with over 15 years of Investment Banking Deal Origination and Business Development experience
- After Honorable completion of U.S. Naval service, Stewart started his corporate career at a boutique Investment Bank within one of the country's largest Business Management Consulting firms. Following the divestiture of that arm, Stewart became a Vice President within Houlihan Smith & Company helping grow the Business Development Group from a 4 to 80 person team within 3 years.
- In late 2010, HS&Co's E.S.O.P. was formally dissolved, and Stewart became part of the new management team at Cornhusker Capital focusing on D.O.D, Healthcare, I.T and Manufacturing sectors.

HAMET WATT

Advisory Board Member

- Mr. Hamet Watt is a Venture Partner and Partner at Upfront Ventures. Mr. Watt is responsible for digital media and health sectors. He serves as a Co-Founder at MoviePass Inc. since 2011. He is also the Co-Founder of bLife. He was an Entrepreneur-in-Residence at True Ventures. He served as a General Partner and Vice President of Business Development at an international private equity investment firm managing capital in excess of \$120 million.
- He founded NextMedium, Inc. and served as its Chief Executive officer. Prior to that, he advised Nielsen Media Research in the development of the first product placement measurement service for network and cable television. He served Co-Chairman of MoviePass, Inc. since January 2018; and served as its Chairman since 2011. He is the Chairman of bLife. He has been a Member of Advisory Board of The Green Screen Institute since March 31, 2016. He sits on the board and /or advises several companies and organizations. Mr. Watt is a 1994 graduate of Florida A&M's School of Business & Industry

DALE FAVORS

Advisory Board Member

- Responsible for managing a team tasked with nurturing existing transaction client relationships. The team is focused on meeting sales goals centered around growing the equity transactions revenue; expanding footprint by increasing clients trade activity across multiple asset classes on the REDI platform; and by cross selling other Thomson Reuters services into the transaction's client base. Mr. Favors is responsible for a book of clients while also keeping the team focused on performing in line with the sales plan and staying abreast of key metrics.
- He is a former executive/analyst with Morgan Stanley, CastleOak Securities, Bloomberg, RBC Capital Markets and CIBC World Markets. Mr. Favors is a 1993 MBA graduate of Florida A&M's School of Business & Industry

FRED JONES

Advisory Board Member

- Fred Jones –Founder and Managing Director of Jutland Group Ltd. Fred started his career at Morgan Stanley in 1994 as a government bond analyst, moving on to trade Eurobonds. He then moved to Merrill Lynch, where he managed global bond portfolios for a Francophone client-focused private banking team within their International Private Client Group. •He then moved on to Bear Stearns in 1998, where he advised European companies on bond buybacks, and became a founding member of Bear Stearns Global Wealth Management, a unit within the Private Client Services Group; where he managed global bond portfolios for high net worth client entities internationally. •He founded Jutland Capital Management in 2006 to continue managing multicurrency, cross-credit/cross-structure fixed income portfolios for high-net-worth entities. •In 2008 he founded Jutland Metals Ltd, as a logistics provider to high-net-worth clients seeking to own physical precious metals, as well as Jaramcor, a commodity supply-chain advisor. •Fred earned both his BS in Accountancy (1993) and MBA (1994) from Florida A&M University



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