Merger, Acquisition and Disposition Services **Business & Financial Advisory Services Management Consulting Federal and State Regulatory Compliance Financial Advisory Services Capital Funding** s and Foreca **Financing Options for** Cash **Vlanagem Companies at Each Stage of** Valuatio. elopment and Support Growth Entertainm g **Advisory Ser** tor individuals Charitable rofit Organizations Securiti Compl Nia Stefany Goin ublic Managing Partner c Planning

Contents

Merger, Acquisition and Disposition Services Business & Financial Advisory Services Management Consulting Federal and State Regulatory Compliance **Financial Advisory Services Capital Funding Projections and Forecasts Cash Flow Management** nment Jevelopment and Support vices for Individuals n e r g y on Nonprotit Organizations Adviso Charitab pliance Secur Public ourategic Planning

- Introduction to Who We Are
- What is an Investment banker?
- Investment Bankers Value Proposition
- Investors Expectations at Each Stage
- Overview of the Stages of Growth
- Startup Financing Options
- Emerging Growth Financing Options
- Middle-Market Financing Options
- "Fortune 1000+"

Who We Are

Merger, Acquisition and Disposition Services Business & Financial Advisory Services Management Consulting Federal and State Regulatory Compliance Xnergy is a national investment Banking **Financial Advisory Services** Firm **Capital Funding Projections and Forecasts Cash Flow Management** Work with emerging growth and middle Jevelopment and Support market companies vices for Individuals n e r g y y to Nonprofit Organizations Adviso Charitab pliance Secur Public Strategic Planning

What We Do

Merger, Acquisition and Disposition Services

Business & Financial Advisory Services

Management Consulting

Federal and State Regulatory Compliance

Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

Valuation Services

En. inment / velopment and Support

Advis Ser ices for Individuals

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Xnergy provides the following services to companies:

- Corporate Finance
- Mergers and Acquisitions
- Public Registrations
 - Business and Financial Advisory Services
 - Valuations
 - Securities provided by Xnergy Financial Corp
 - FINRA Member

Investment Banking - Defined

Business & Financial Advisory Services

Management Consulting

Federal and State Regulatory Compliance

Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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Strategic Planning

Merger, Acquisition and Disposition Services

What does an investment banking firm do?

- Transactional Facilitator (Quarterback) leads the deal from introductions to sources of financing to close of escrow
- Business and Financial Advisor performs a valuation on the company; advises on deal structure; prepares term sheets and offering documents; prepares investor summary; creates a beauty pageant; advises on and negotiates a transaction (most favorable to the client)
- Agent / Broker

Investment Banking - Role

Merger, Acquisition and Disposition Services
Business & Financial Advisory Services
Management Consulting

Federal and State Regulatory Compliance

Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management



- Corporate Finance: Help companies and governments to raise money
- Provide strategic advisory services for mergers, acquisitions, going public, and other types of financial transactions
- Generally identify and negotiate transactions on their clients behalf

has relationships with funding sources / represents the company in the transaction.

Investment Banking – Value Proposition

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Why hire an investment banking firm?

- •Experience: Bring expertise specific to corporate finance and development
- Focus: Enable client management to focus on revenue (value) creation, rather than fundraising
- Credibility: Bring additional professionalism to a Company seeking funds
- Network: Leverage relationships

Investors Expectations at Each Stage

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Management Consulting

Federal and State Regulatory Compliance

Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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Public

What do investors look for?

Investors look for fundamentals at all stages, including:

- Strong Management investors invest in people – this is most important
- Initial Investment (Skin in the game)
- Competitive Advantage (Barriers to Entry)
- Well Defined Use of Proceeds
- Achievable ROI (Profitability)
- **Growth Potential (Scalability)**
- Strong Financial Accounting
- Valuation

Types of Growth Financing

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Cash Flow Management

• (1) DEBT

- (I) Commercial Bank Loans
 - Does not give lender ownership
 - Principal repaid with interest
 - (A) Short-term
 - (B) Long-term
- (II) Mezzanine Debt
 - Interest typically 10-14%
 - Occasionally equity kicker

Types of Growth Financing

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Management Consulting

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Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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• (2) Equity

- No repayment of principal
- Company issues ownership/sock to the investor
- Valuation is important and may be a key factor

Types of Growth Financing

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Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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- (3) Asset Based Lending
 - Secured Lending
 - Purchase Order Financing
- (4) Strategic Acquisitions
 - Easy to finance
 - Synergy value (1+1=3)

Stages of Growth - Overview

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Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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 Company stage of growth determines type of financing available

- Startup (Highly Creative and Risky)
- Emerging Growth (Creative and Less Risky)
- Middle Market (Traditional w/ Creative Options)
- Fortune 1000+ (Traditional)

Startup Finance Options

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Management Consulting

Federal and State Regulatory Compliance

Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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Financing Options for Start-up Companies:

- Debt Finance:
 - Bank Personal Loan /SBA
 - Angel convertible debt
- •Equity:
 - Friends and Family
 - Angel Investors
 - Smaller tranches because typically lower valuation – take capital in stages

Emerging Growth Finance Options

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Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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- Traditional Debt (Banks, SBA)
- Venture Debt (Factoring, Asset Based Lending, Convertible Notes)
- Venture Equity (Venture Capital, Accredited Investors)
- Private Equity (Institutional, PIPEs)
- Strategic Investors (Vendors, Customers, etc.)

Middle Market Finance Options

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Financial Advisory Services

Capital Funding

Projections and Forecasts

Cash Flow Management

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 All financing available to emerging growth plus;

Organic Public Registration

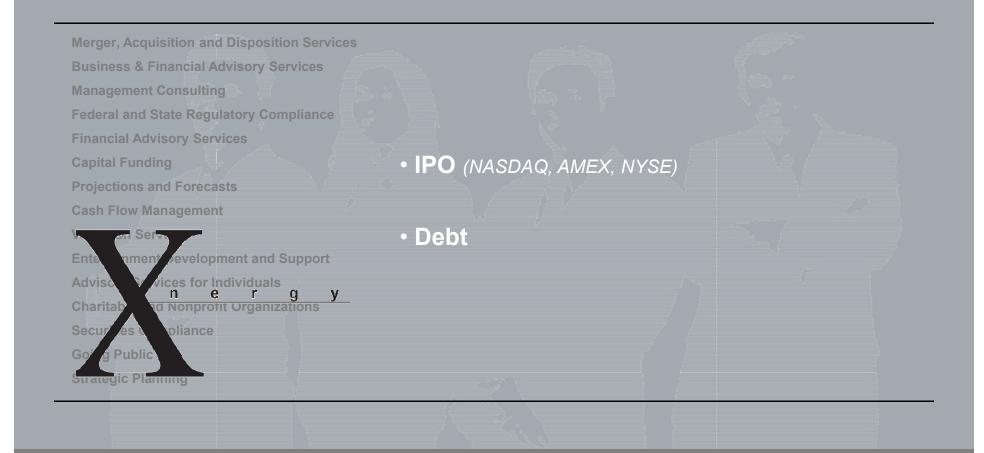
(Small and Micro-Cap, e.g. PinkSheets, OTCBB, Amex, NASDAQ Small Cap)

Reverse Merger

(Small and Micro-Cap, e.g. PinkSheets, OTCBB, Amex, NASDAQ Small Cap)

Mezzanine (Generally pre-ipo)

Fortune 1000+ Finance Options



Closing

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