

Table 4: Simplified Illustration of Relative Valuation (USD in Millions)

	Sale to ESOP w/1042	Sale to Non-ESOP Third Party
FY EBITDA	\$5	\$5
Multiple Required for Equivalent After-Tax Proceeds	6.0x	7.1x
Total Enterprise Value	\$30	\$35
(-) Net Debt	-	-
(-) Transaction Fees	-	-
Implied Total Equity Value	\$30	\$35
Percent of Equity Sold	100%	100%
Transaction Proceeds	\$30	\$35
(-) Tax on Proceeds @ 23.8%		\$8
(-) 1042 Commitment	10%	-
After-Tax Proceeds	\$27	\$27