

International award-winning firm Conduit Consulting LLC provides **Strategy, Corporate Development, Transaction** and **General Management** advisory and support services to help our clients scout for opportunities; identify challenges early; then navigate complex, uncharted and rapidly changing business environments to cross the chasm and reach their goal destination.

Conduit Consulting LLC helps our clients to **raise capital, grow revenue, bolster operational performance, increase profitability, improve customer satisfaction, gain market share** as well as **enhance** their **businesses' intrinsic and shareholder value** through providing independent advice and efficiently supporting our clients strategic positioning, development and growth initiatives.

Services

Our professionals have extensive senior level operating and consulting experience advising on and managing complex initiatives spanning:

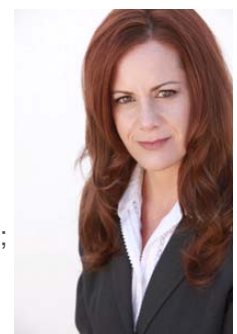
- Strategic Planning
- Business Plan Documentation
- Organization Design and Reorganization
- New Venture Development
- Service & Product Development
- Corporate Governance Policy Development
- Competitive & Operational Assessment
- Customer Satisfaction and Retention
- Corporate & Brand Positioning
- Business & Corporate Transactions (e.g., Mergers & Acquisition, Joint Ventures, Licensing, Outsourcing)
- Raising Capital (e.g., IPOs, Private Placements, Recapitalization)
- Capital Asset & Intellectual Property Portfolio Management
- Workforce Development Strategies and Compliance
- Profitability and Performance Improvement
- Business Transformation

We apply our expertise to produce breakthrough innovations and breakaway strategies, resulting in catapulting our clients toward success. Clients have included *Fortune* Global 100 multinational public corporations, private enterprises, government agencies, and non-profit organizations spanning more than **15** diverse industries.

Team

As professional consultants, Conduit Consulting LLC's team members are committed to adhering to the highest ethical standards in addition to maintaining multi-disciplinary knowledge and cutting-edge skills so that they will independently and expertly review and assess our client's situation from various stakeholders' perspectives, then provide insightful and innovative solutions.

Business Strategist, Corporate Development Specialist, Marketer, Deal Broker, and **Entrepreneur** Jillian Alexander has **25+** years Management and Client Service experience working with market-leading and trend-setting companies. This includes confidentially advising and successfully leading clients to rapidly identify opportunities and risks, then create and execute growth and exit strategies; devise new ventures and in-demand products and services; design and build operating models; develop award-winning business plans and marketing campaigns; source, assess, value, structure and manage acquisition, divestiture, joint venture, licensing, outsourcing and other third-party deals; and plan and manage merger integration and business transformation to expand market share, grow revenue, improve performance, increase profitability and enhance enterprise value.



Jillian Alexander
MBA, CM&AA, CHRC
Managing Director,
Corporate Development & Strategy

Service Offerings – Page 1

Strategy

Strategic Planning – Determining business objectives by gathering complex information, then synthesizing findings to provide in-depth understanding of customers, markets and competitive environment; creating and implementing processes and decision making frameworks to identify and evaluate new venture development, market expansion, capital structuring, product portfolio harmonization and rationalization, and operational improvement initiatives; then developing strategies and tactics to achieve goals.

- Short & Long-Range Service Offering and Product Portfolio Planning
- Account Planning and Sales Forecasting
- Financial Planning & Analysis
- Market Research and Competitive Intelligence
- Benchmarking, Competitive Assessment and Customer Segmentation
- Scenario Planning
- Opportunity & Risk Assessment
- Business Case Development
- Global and Regional Marketing, Financial, and Geopolitical Strategy Development
- Decision Framing and Fundamental Analysis

Service & Product Development and Management – Developing new and innovating existing products and services, overseeing production and distribution, planning and designing promotions, merchandising and customer relationship management.

- Service Offering, Product Portfolio and Product Mix Planning & Management
- Service & Product Development
- Customer Acquisition & Retention
- Advertising & Sales Promotions Planning and Management
- Package Design and Marketing Collateral Development
- Distribution Channel Selection & Management
- Retail Store and Website Merchandising

Business Model Development – Clarifying corporate, business units and departmental roles and responsibilities; in addition to determining and implementing management processes, business processes and infrastructure required to achieve goals.

- Organization Design
- Global and Regional Operating Strategies & Tactics Development and Implementation

Service Offerings – Page 2

Corporate Development

Corporate Holdings Management – Managing investments and development initiatives to diversify, harmonize and rationalize products and service offerings, mitigate risks, maximize profitability, and increase both intrinsic and shareholder value.

- Corporate Governance Policies
- Capital Asset and Investment Management
- Financial Restructuring
- Reorganization (e.g., Merger Integration, Divestiture Carve Out) Planning & Transition Management
- Risk Management Policies

Business & Corporate Transactions – Buy-side & sell-side deal-making to support market expansion and exit, service and product diversification and rationalization, materials and services procurement and infrastructure development. Business entity transactions include mergers & acquisitions, divestitures and joint ventures. Product and service transactions include co-development, intellectual property commercialization/ licensing, patent & technology transfer, promotional marketing & product placement, OEM services, in addition to raw materials, equipment, temporary services and office products contracts.

- Prospect Criteria Definition, Sourcing & Selection
- Valuation Analysis
- Due Diligence Planning, Execution, and Management
- Deal Structuring and Negotiation
- Raising Capital - Public Offerings (e.g., IPOs), Private Placements
- Investor Relations and Deal Documentation

General Management

General Management – Stewarding day-to-day operations within Corporate, Business Unit and Functional (e.g., Human Resources, Finance & Accounting, Marketing, Supply Chain Management, Legal, Tax) areas.

- Alliances and Client Management
- Project Management
- Operational Performance Analysis
- Operations (e.g., Profit & Loss, Human Assets, Materials) Management
- Operational Improvement Programs (e.g., Business Process Reengineering, Business Systems Assessment, Human Asset Performance Management Systems)
- Management Report Design and Implementation



Experience - Clients & Industries

Clients include multinational and single entity Public Corporations, Private Enterprises, and Non-Profit Organizations spanning start-ups, small-, middle market, and *Fortune* Global 500 companies in diverse industries:

BioScience	Financial Services	Paperboard
Communications	Government	Professional Services
Community Foundations	Healthcare Services	Retail
Consumer Products	Industrial Products	Technology
Entertainment	Internet	Trade Associations
	Media	

Experience – Industry Research & Analysis – Key Categories

BioScience

BioPharmaceutical Lab Materials & Supplies
Cosmeceuticals
Drug Discovery Services
Medical Devices

Communications – Wireless & Wireline

Cable
Satellite
Fiber Optic
Terrestrial Broadcast

Consumer Products

Bath & Body Care
Cosmetics
Electronic Devices -- Audio, Communications,
Entertainment, Medical, Measurement
Juvenile Goods/Prams & Strollers
Recreational Equipment

Consumer Services

Fitness
Healthcare Services
Online Dating
Travel
Yoga

Entertainment

Cable & Broadcast Distribution
Digital Music
Interactive Games
Interactive Television
Motion Picture Production
Motion Picture Services
Television Production
Theatrical Distribution
Video-On-Demand
Webisodes

Financial Services

Asset Management
Commercial Banking
Money Transmitters
Procurement Cards
Sub-Prime Lending

Industrial Products

Aerospace
Agricultural
Chemicals
Construction Materials
Office Equipment
Office Furniture
Office Supplies
Paperboard

Industrial Services

Customer Call Centers
Customer Loyalty Programs
Electronic Engineering Services
Electronic Manufacturing Services
Executive & Management Training / Workforce Education
Food Ingredients Processing
Food Manufacturing
Hazardous Materials & Waste Management
Industrial Transportation
Overnight Courier Services
Semi-Conductor Manufacturing

Internet

eCommerce
Electronic Bill Presentment & Payment
IP Multicasting
Internet Services -- Gaming, Education, Music, News,
Photo Sharing, Social Networks, Video
Internet Use
Networking Infrastructure
Online Content

Media

Advertising Sales
Advertising Serving

Professional Services

Business Strategy Consulting
Technology Consulting

Retail

Big Box Retailers
Drug Chain Retailers
General Merchandise Retailers
Natural Foods & Health Care Retailers
Restaurants and Food Service
Specialty Retailers
Supermarket Chain Retailers

Technology – Hardware & Software

Customer Relationship Management Software
Data Security – Authentication, Encryption
Data Storage
Enterprise Resource Planning Software
Multi-device Interoperability
Online Ad Serving
Personal Computers (PCs)
Personal Digital Assistants (PDAs)
Personal Video Recorders (PVRs)
Photography & Digital Imaging
Set-Top-Boxes (STBs)

Other Industries

Healthcare Management
Utilities

Experience – Transactions

Our **Corporate and Business Transactions services** are helmed by Conduit Consulting's practice leader Jillian Alexander. Jillian has more than 20 years' experience confidentially advising and discreetly representing buy-side and sell-side clients on corporate transactions and longer experience leading and brokering business transactions. Her deal achievements include:

- ⊕ **100%** transactions advised on have been **accretive**.
- ⊕ Managed preparation of **initial public offerings (IPOs)** in conjunction with *Fortune* 500 **spin-offs**.
- ⊕ Advised on and negotiated **joint venture** partnerships on behalf of *Fortune* 500 corporations, middle-market companies, and small businesses.
- ⊕ Performed strategic and operational **due diligence** on multinational and domestic companies.
- ⊕ Brokered and managed more than **1500 strategic partnerships** ranging in value from **less than \$10,000** to **more than \$5 million**.
- ⊕ Led more than **50** M&A, Joint Venture, IPO, and private placement transactions.
- ⊕ Completed corporate transactions ranging from **\$1.0MM** to **\$2.2B**. Contributed to raising over **\$3.2 billion**.

Conduit Consulting's deal and management expertise **accelerates** our clients' **deal process** and **expedites transfer**. Our **buy-side approach** bolsters clients' ability to secure favorable rates on raw materials, components and services in addition to acquire targets with no or little competition. Similarly, our **sell-side approach** not only aids engaging desirable buyers capable of completing transaction, but also fosters deal-making without word leaking out when representing clients contemplating sale of assets or entire enterprise that wish to stealthfully explore alternatives. These and other aspects of our strategic deal-making approach mitigate many transaction risks.

When leading or managing corporate transactions our role includes **collaborating** and **coordinating** with **Investment Bankers, Attorneys, Auditors, Tax Accountants** and other experts on clients behalf; but also **managing the transition** and **business transformation**.

Additionally, Conduit Consulting is often called upon to **perform due diligence** then **renegotiate terms** to stop the hemorrhaging from previously agreed ill-conceived and/or poorly structured transactions, **recoup investment**, and, if possible, **turnaround** the situation to make it profitable.



Professional Profile

Jillian Alexander, M.B.A., CM&AA, CHRC

Founder & Managing Director, Conduit Consulting LLC

Adjunct Professor, Business, Santa Monica College

(Courses: *Entrepreneurship; International Business*)

Jillian Alexander has 25 years experience managing and leading projects on behalf of companies which seek to remain or become **MARKET LEADERS** and **TREND SETTERS**, ranging from *Fortune* 100 corporations to early-stage start-ups in diverse industries.

This highly acclaimed and award-winning **Business Strategist, Corporate Development Specialist, Marketer, Deal Broker, Entrepreneur, and Educator** is renowned for developing breakthrough innovations and breakaway strategies, resulting in catapulting clients toward success. Jillian's client-specific confidential advice and efforts efficiently leading strategic initiatives have resulted in in-demand products and services; reducing annual operating costs by as much as **34%** and improving productivity company-wide; developing profitable ventures and increasing sales in emerging markets; award-winning business plans and marketing campaigns; start-ups for which she led strategic planning achieving successful exits or continually operating as going-concerns; enhanced enterprise value and increased share price; and clients realizing more than **\$3.4 billion** via M&A transactions and IPOs plus billions more through joint ventures, licensing, and strategic alliance deals.

During her 4-year tenure at **Price Waterhouse/PricewaterhouseCoopers (PwC)**, in addition to advising clients on Corporate Development activities in conjunction with Spin-Offs, Merger Integration, and other Reorganization and Restructuring initiatives full-time as a Strategy Consultant; Jillian also served as **PwC's West Region Strategy Consulting Practice Area Manager** plus co-conceived the firm's lucrative B2B marketplace **e.Conomy** business' concept and created its strategic plan. As Vice President, Corporate Development at **SONY**, Jillian not only guided **MovieLink's** development and secured its joint venture partners' investment, but also led deals and advised on cross-business unit strategic initiatives as a member of the **SONY US Ventures** team. Using the same techniques, as head of Corporate Development & Strategic Planning at start-up venture **eMemories**, she structured and secured **Eastman-Kodak's \$4.2MM** investment and revised business plan documents which facilitated raising **\$4.8MM** from private investors. Jillian has assisted consulting clients to achieve similar successes.

From her experience, Jillian has developed proven approaches and tools incorporating Design-Thinking, Systems-Thinking, and leveraging big data which are applied to rapidly create and execute new strategies; devise new products & services, operating models and business plans; source, evaluate, structure, negotiate, and manage acquisitions, divestitures, joint ventures, licensing deals as well as other strategic alliances and purchase agreements; produce effective corporate and brand marketing campaigns; assess and improve performance; and plan and manage business transformation. Clients leverage these to expand market share, grow revenue, improve performance, increase profitability, and enhance enterprise value.

Clients consistently commend Jillian for being a quick study; providing strategic insights and innovative, pragmatic solutions; creating effective negotiating strategies; building consensus, often amongst conflicting stakeholder groups; maintaining integrity, professionalism, and sensitivity to clients; and ensuring timely completion of accurate, relevant, and robust deliverables. Clients have included Public Corporations, Government Agencies, Private Enterprises, and Non-Profit Organizations spanning the BioPharmaceutical, Consumer Products, Energy, Entertainment, Financial Services, Healthcare, High Technology, Internet, Media, Paperboard, Professional Services, Retail, Telecommunications, Travel and other sectors.

Being committed to sustainable economic development, Jillian was selected from a highly competitive field of candidates as 1995 **Central & Eastern European Development (CEED) Program Fellow** to advise and assist a company adjusting to competing in a market-based economy. Since then Jillian has not only authored business strategy and management articles published by Tribune Media, industry periodicals and professional journals; shared her wisdom during on-camera interviews with regional television and internet broadcast program *Candid Conversations* and leading industry internet journal *Supply Chain Brain*; been a featured speaker at **Alliance of Merger & Acquisition Advisors (AM&AA)**, **Cornell Entrepreneur Network (CEN)**, **Institute of Business Forecasting (IBF)**, **Los Angeles Venture Association (LAVA)**, and other international and regional continuing professional education programs; but also teaches *International Business* and *Entrepreneurship* courses as an **Adjunct Professor** at **Santa Monica College** and leads workshops and seminars for Executives and Senior Management. Additionally, she serves as a **Commissioner** on the **City of Santa Monica's Commission on the Status of Women**; has provided strategic sourcing and project management services on **Rotary International** humanitarian service projects; and has guided entrepreneurship, general management, and leadership development as **Junior Achievement (JA)** advisor.

As a professional full-time Management Consultant and part-time Educator, the workshops and courses Jillian develops and delivers are structured in ways to teach methods and provide a forum for course participants to practice their application. Jillian has authored methodologies focusing on **Merger & Acquisition Due Diligence, Merger Integration, Joint Venture & Strategic Partnership Analysis, Strategy Development, Strategic Sourcing and Procurement, Economic Value Analysis, Valuations, Intellectual Property Rights Management, Organization Design and Shared Services Organization, Corporate Governance**; and **Operating Performance Planning & Assessment**, in addition to related training materials.

Jillian studied **Marketing** at **Arizona State University**; completed her product design and marketing studies and received her **B.F.A., cum laude**, in **Design** from the **American College of the Applied Arts**; and earned her **M.B.A.** at **Cornell University's S.C. Johnson Graduate School of Management**, where her studies concentrated on **International Business** and **Finance**. Her professional qualifications include **Certified Merger & Acquisition Advisor, CFA Institute Regular Member**, and **Certified Human Resource Consultant**.

An avid traveler, Jillian's adventures spanning five continents include trekking in Nepal, SCUBA diving the Great Barrier Reef, kayaking amongst Orcas in the San Juan Islands, and structuring acquisition plus planning privatization and integration of a Paperboard Mill in the former East Germany.

This dynamic businesswoman founded **international award-winning** boutique Strategy, Corporate Development, Transaction Advisory, and General Management consultancy firm Conduit Consulting LLC in 2002. Both are based in heart of the Creative Capital of the World, Los Angeles' westside beach community -- Santa Monica, California, USA.