

The Takeover Group had a takeover plan as early as November of 2000.

Sample of Takeover Group plan from November 2000 found on Group member Dana Berry's computer. (Highlighted and enlarged)

Group plan identifies sum to be extorted.

TAKOVER.DOC, 11-7-2000 11:01am, FOUND IN DANA BERRY'S PERSONAL DIRECTORY

Assumptions: Annual Brokerage Rev. = \$80m (does not include Title, IFG, Envision, ATMO)
Trust at Zero balance

\$80 m Revenue x 1.5 (multiple) = \$120,000,000

Give 20% to management group (\$24,000,000) equal split

Group includes: Man Walsh, Dana Berry, Jeff Ludwig, Mike Mackey, Devra Gerber and Tim Gallagher

Note: If he will do it, we should include Mr. B, as he would be helpful on sales strategy.

5-year employment contracts. Ownership to vest 20% per year.

Key Man life insurance policy on MS

Five-year growth and sale plan: (VERY CONSERVATIVE ESTIMATE)

Grow current revenues to \$100,000,000 by year 5.

Mr. B. to lead initiative to sell NNG for minimum multiple of 1.5x revenue or higher dependant

If sold for \$150,000,000 minimum: Segal walks away with \$120,000,000
Each of us walks with \$5,000,000

If sold for \$100,000,000 minimum: Segal walks away with \$120,000,000
Each of us walks with \$5,000,000

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