



CONVERTIBLE NOTE OFFERING – \$500K

April 2023



FENIX HOLDINGS OVERVIEW

\$60M

ACQUISITIONS



3

COMPANIES



\$100M

PIPELINE



\$200M

FUTURE ACQUISITIONS



FENIX HOLDINGS INVESTS DIRECTLY INTO EACH TRANSACTION

along side of a consortium of equity and debt providers.



THIS STRUCTURE GRANTS GENERAL PARTNERSHIP STAKE INVESTORS

access to FH carried interest and cash investment returns across a growing, diversified portfolio of private assets.



OUR TEAM HAS DEVELOPED A REPUTATION

as solid deal partners and operators amongst financial and strategic partners.



FENIX HOLDINGS HAS ACCESS TO A CONSISTENT STREAM OF HIGH QUALITY DEAL FLOW

and is an attractive partner to Sellers of lower-middle market companies, often winning out bids against strategic acquirers that offer higher valuations.





GENERAL PARTNERSHIP STAKE INVESTMENTS

GENERAL PARTNERSHIP STAKE INVESTING

The act of buying a passive, minority equity stake an asset manager that is formed as a general partner to receive funding from limited partners to identify and execute investments in private companies.

GENERAL PARTNER ECONOMICS

GPs are typically compensated for their role in acquiring and managing a pool of assets by:

- Receiving an equity stake in the underlying assets, usually up to 20% of fully diluted equity
- Receiving a management fee, usually up to 2% of committed capital

FENIX HOLDINGS (FH) OVERVIEW

Fenix Holdings is a general partnership that raises capital to acquire and manage investments in lower-middle market private companies. FH raises capital for these acquisitions on a deal-by-deal basis from limited partners and private equity funds.

- FH is typically paid an annual management fee of up to \$250k per acquisition
- FH typically receives incentive carried interest in the underlying asset of up to 20%
- FH also makes co-investments along side of its LPs using GP funds on a case-by-case basis



OFFERING SUMMARY TERMS

FINANCIAL TERMS

01	CONVERSION PRICE/UNIT	\$20,000
02	OFFERING SIZE	\$500 K
03	MINIMUM LP CONTRIBUTION	\$20,000
04	VOLUNTARY CONVERSION PERIOD	12 Months

GENERAL TERMS

05	CLOSINGS PERIOD	Rolling Close 5/31/24
06	SECURITY OFFERED	Convertible Into - Class A Membership Units
07	INVESTMENT PERIOD	3 Years
08	CAPITAL CALL SCHEDULE	Upon Subscription
09	PORTFOLIO CONSTRUCTION TYPE	10+ Portfolio Companies





GENERAL PARTNER STAKE INVESTMENT ECONOMICS

- ▶ A General Partner stake grants the investor a **minority ownership position** in a General Partner's management company.
- ▶ General Partners are able to generate returns from **both carried interest** and the **original cash investment** in the underlying asset.

RETURNS WATERFALL SCENARIO – GENERAL PARTNER





PORTFOLIO OVERVIEW

April 2023

CURRENT PORTFOLIO



DESIGN AND MANUFACTURE
OF AG PRODUCTS



WATER TREATMENT
RENTAL ASSETS



LAND
ENERGY

ELECTRIC TWO-WHEELED
VEHICLES AND SMART
BATTERIES



INDUSTRIAL WATER
TREATMENT SOLUTIONS

NORTHERN
— FEED & BEAN —











AGRICULTURAL
DISTRIBUTION COMPANY

KEY PARTNERSHIPS





PORTFOLIO SUMMARY

LOGO					
COMPANY DESCRIPTION	<p>Eagan Manufacturing designs, manufactures and markets innovative products for the poultry, dairy, beef, and swine industries.</p>	<p>WTRBOX maintains a portfolio a rental equipment for industrial water treatment.</p>	<p>Land designs, engineers and builds two wheeled electric vehicles that span the market from e-bicycle to e-motorcycle with an innovative smart battery business model.</p>	<p>J. Mark Systems designs, manufactures and operates industrial water treatment systems for some of the world's top companies: Rivian, CAT, Volvo, Mercedes-Benz, Moen, BMW, etc.</p>	<p>Northern Feed and Bean is a dried bean marketing and distribution company with more than \$50M in annual revenue and significant international market share.</p>
URL	<p>www.eaganmfg.com</p>	<p>www.wtrbox.com</p>	<p>www.landmoto.io</p>	<p>www.jmarksystems.com</p>	<p>www.northernfeedandbean.com</p>
FH POTENTIAL BENEFICIAL OWNERSHIP	<p>5%</p>	<p>20%</p>	<p>1%</p>	<p>59%</p>	<p>7.3%</p>
PHOTO					



USE OF FUNDS

Buy-out Equity Sponsor in J. Mark Systems

J. Mark Systems is poised for major growth with the addition of a large, global client and more than \$20M in sales pipeline. Fenix Holdings has a contractual right to purchase up to an additional 45% of the equity of J. Mark at a predetermined valuation. Fenix Holdings has been offered to buy in an additional 9% in the month of May by investing an additional \$500k in growth capital.

The purpose of this convertible note raise is to fund the acquisition of an additional 9% equity in J. Mark Systems during May 2024.

We believe that after 2 years of successful operations with our new global client, J. Mark Systems' potential exit valuation could exceed \$50M.

JMark poised for major growth

FH has right to purchase addtl. 45% equity

Exit valuation projected to exceed \$50M in 2 yrs



FENIX COMPETITIVE ADVANTAGE



OPERATING & EXECUTIVE EXPERIENCE

The depth of operating and executive experience of the Fenix team is uncommon in an emerging fund manager, with a range of impressive and diverse skill sets and a variety of real world industrial and investment experience.



TRANSACTIONAL EXPERIENCE

Significant transactional experience including capital structure, debt financing, legal structure, financial and legal due diligence, and relationship management with all parties to a transaction. Fenix has an exceptional success rate in closing transactions once under agreement.



DEAL FLOW GENERATION

Strong deal sourcing engine with expansive industry connections across target segments. Fenix Equity's deal sourcing engine provides a consistent stream of deals and opportunities which can then be evaluated by the team.



EXTENSIVE CAPITAL NETWORKS

Fenix's track record of arranging and executing capital investments has resulted in solid and ongoing relationships with top-tier capital partners. These networks and relationships provide access to capital, experience and opportunities.



EXECUTIVE NETWORK

The Fenix Team has established an impressive network of experts and operators developed over years of high-level industry participation in target segments. The Fenix Team leverages this network to assist in the execution of portfolio companies' growth strategies.



INVESTMENT STRATEGY OVERVIEW

April 2023



INVESTMENT STRATEGY OVERVIEW

CONSISTENT RETURNS

The combination of Fenix Holdings' growth strategy provides systematic returns

OPTIMIZED DEAL SPECIFICATIONS

Speeding up the deal vetting process and reducing cost

VALUE GENERATION

INVOLVEMENT IN COMPANY GROWTH

Active involvement in company growth initiative development and execution

DEAL EVALUATION & UNDERWRITING

A standardized Fenix Holdings process increasing speed and efficiency

ROBUST SOURCING PLATFORM

Reputation, established networks and industry experience drive deal flows





OPTIMIZED DEAL SPECIFICATIONS

Targeting Deals with High Probability of Success

QUALITATIVE

▼
Sector

Targeting specific sectors, within which, the Fenix Holdings team has significant industry expertise and value add opportunity.

▼
Customers,
Suppliers and
Competition

Significant barriers to substitute a competitive offering.

▼
Growth Potential

Market growth prospects; resilient customer demand; positive industry sales dynamics; low capex expansion opportunities.

▼
Management

Right leadership in place (or available) to grow the company. Management willing and able to work with Fenix effectively.

QUANTITATIVE

EBITDA

Up to \$10 million

Profitability

- EBITDA \geq 15% Sales
- Gross Margins \geq 30% of Sales
- Multi-year positive cash generation

CAPEX

Minimal Capital Intensity

Customer
Concentration

Less than 30% customer concentration, thus diversifying risk amongst various company assets and industries



EVALUATION & UNDERWRITING

A consistent and thorough transaction process

COMPREHENSIVE EXECUTION PLAN

DEBT FINANCING

- Lender list
- Lender memo
- Lender model
- Lender outreach process
- Indicative term sheets
- Negotiate / select lender
- Credit agreement
- Confirmatory diligence
- Finalized commitment

LEGAL DOCUMENTATION

- Legal due diligence
- Legal structure
- Draft purchase agreement
- Draft employment agreements
- Draft operating agreement
- Credit agreement
- Ancillary documentation
- Litigation Review

3rd PARTY DUE DILIGENCE IDENTIFIED

PRIORITIZED EXPERT REVIEW

- Financial Information
- Sales and Marketing
- Basic Corporate Doc Review
- Management and Employees
- Environmental
- Material Agreements
- Operations
- Regulatory Matters



ROBUST SOURCING PLATFORM

Reputation, relationships and experience drive access to deal flow



INDUSTRY SPECIFIC CONTACTS

Extensive networks in target industry segments provide portfolio companies with access to expertise and connections only available via Fenix.



INVESTMENT BANKING RELATIONSHIPS

Fenix's solid transactional performance has won us access to top-tier deal flow from quality investment banking relationships.



LEGAL & FINANCE NETWORKS

Over the Fenix team's long history of domestic and international M&A activity we have established relationships of mutual respect with world-class transactional experts that provide access to additional quality deal flow.



ACCESS TO FOUNDER / ENTREPRENEUR COMMUNITY

As entrepreneurs and business owners, as well as investors, the Fenix team has a respected presence in the entrepreneurial community that drives consistent deal flow for off-market transaction opportunities.



SUPPORTING GROWTH

An active involvement in the development and execution of growth initiatives

CORPORATE ADVISORY



- Corporate strategy
- M&A strategy
- Board management and reporting
- Executive team structure and support

FINANCIAL OPERATIONS



- Financial reporting
- Loan compliance
- Budget and Forecasting
- Cash management and treasury
- Accounting systems
- Finance function support

GROWTH STRATEGY



- Growth strategy ideation and iteration
- Sales strategy development
- Market expansion opportunities
- New product and revenue streams

NETWORK DEVELOPMENT



- Team development and talent sourcing
- Commercial opportunities
- Industry expert introductions
- Finance partnerships

J. Mark Systems / WTRBOX - Summary



DBA for "J. Mark Systems, LLC"

Industrial Water Solutions

Investor Deck



WATER TREATMENT INDUSTRY

US \$323 Billion

2023 Global Water Treatment Size

US \$536 Billion

2030 Projection Global Water Treatment Size.

40% Of the world's population currently living in areas considered 'critically water stressed'



UNITED STATES WATER INDUSTRY

US \$126 Billion

2023 United States Water Treatment Size

US \$209 Billion

2030 Projection United States Water Treatment Size.

39% The 2023 global market share of the
North American Water Treatment market



The logo features a blue square with a white water drop icon on the left. To its right, the text 'WTRBOX' is stacked vertically in a bold, blue, sans-serif font. Further to the right, the word 'OVERVIEW' is written in a larger, blue, sans-serif font.

WTRBOX OVERVIEW

WTRBOX has over 4 decades of experience in the water treatment industry with hundreds of installations worldwide



**INDUSTRY
EXPERIENCE**



**ESTABLISHED
RELATIONSHIP
S**



**REPEAT
CUSTOMERS**



**PROVEN
PRODUCT LINE**



**RELIABLE
REVENUE**

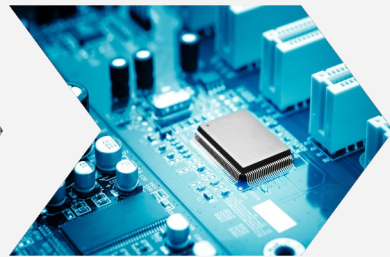


SPECIALIZED INDUSTRIES

WTRBOX has deliberately targeted certain industries and market sectors which align with the company's long term growth strategy, these industries are characterized by being **high-tech** and **demonstrating rapid growth rates**.



AEROSPACE



ELECTRONICS



AUTOMOTIVE



PHARMACEUTICALS



POWER GEN



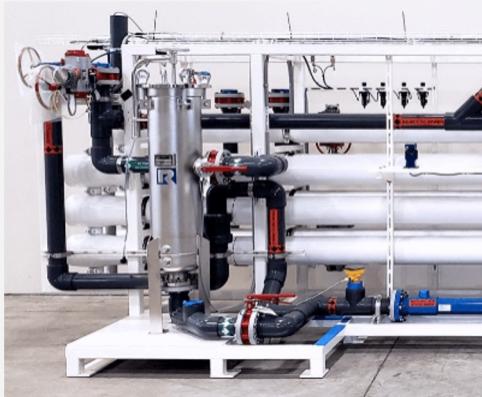
METALLURGY

WTRBOX EQUIPMENT

WTRBOX has an established line of effective water treatment technologies that can be utilized as a single unit or as part of a complete treatment train.



ION EXCHANGE



REVERSE
OSMOSIS SYSTEM



MEDIA FILTER



SLANT PLATE
CLARIFIER



FILTER PRESS



ADDITIONAL BENEFITS



REMOTE MONITORING

Providing valuable insights into system performance, potential updates and improvements



SYSTEM AUTOMATION

Reducing customer labor costs throughout the lifetime of the water treatment equipment



TURN-KEY SYSTEMS

Treatment systems designed to turn on and work immediately without any additional engineering required

IN HOUSE FINANCING

WTRBOX is able to provide in-house financing for customers reducing upfront costs



OPTIMIZATION AUDIT

Providing customers with a water optimization audit aimed at providing valuable system specific insights



SPARE PARTS

WTRBOX has access to most common spare parts within their systems to reduce customer downtime



WTR BOX STRATEGY

COMPANY FACING

- 💧 **LEAN MANUFACTURING & DESIGN PROCESS** - Utilizing previous design models and experience to eliminate repeat work and reduce costs and errors.
- 💧 **LIMITING OVERHEAD** - WTRBOX has a deliberately low overhead allowing the company to be competitive in the market.
- 💧 **FOCUS ON HIGH TECH, GROWING INDUSTRIES** - Creating a defined pathway to facilitate growth alongside these rapidly expanding business sectors.

CUSTOMER FACING

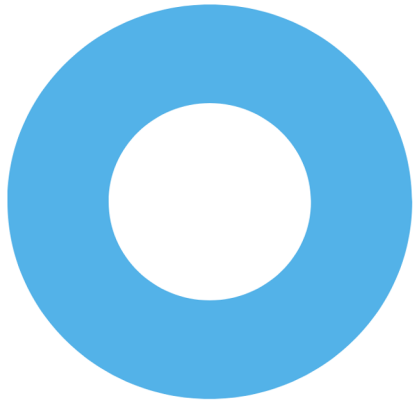
- 💧 **GUARANTEED SYSTEM PERFORMANCE** - Using in house manufacturing, quality control, 24/7 remote monitoring and data logging.
- 💧 **RAPID QUOTE TURNAROUND** - Allowing the company to quickly evaluate the likelihood of job prospects and reduce unnecessary workload.





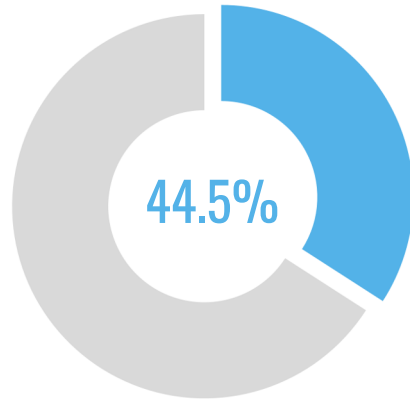
PRO FORMA FINANCIALS

REVENUE



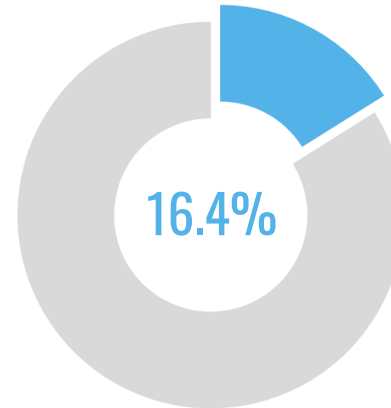
\$14.54 M

GROSS MARGIN



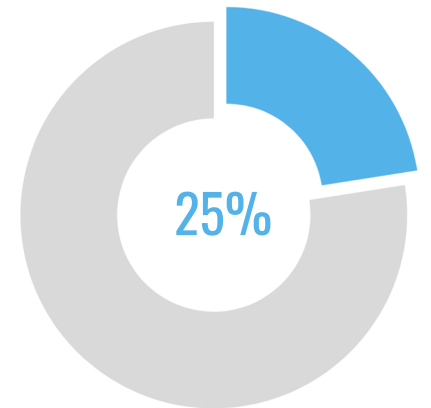
\$6.48 M

OVERHEAD



\$2.40 M

EBITDA



\$3.64 M



DBA for "J. Mark Systems, LLC"

