

# Form SC 13E3 Airvana Inc

## SC 13E3 - Going private transaction by certain issuers

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EX-99.(C)(6) 8 b78823exv99wxcyx6y.htm EX-99.(C)(6) DRAFT PRESENTATION OF GOLDMAN SACHS TO THE SPECIAL COMMITTEE OF AIRVANA, INC., DATED DECEMBER 9, 2009

**Exhibit (c)(6)**

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**PRELIMINARY DRAFT**

## **Discussion Materials Prepared for the Atlas Special Committee**

**Goldman, Sachs & Co.  
December 9, 2009**

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**PRELIMINARY DRAFT**

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PRELIMINARY DRAFT

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## I. Overview of Atlas Projections Per Atlas Management

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Overview of Atlas Projections Per Atlas Management 1

**PRELIMINARY DRAFT****Atlas Projections Per Atlas Management (Base Case)**

(\$ in millions)

	2009E	2010E	2011E	2012E	2013E	2009 - 2013 CAGR
EV-DO	\$ 146	\$ 150	\$ 144	\$ 150	\$ 148	0.4%
FMC	7	51	138	225	332	161.6%
<b>Billing (Non-GAAP)</b>	<b>\$ 153</b>	<b>\$ 209</b>	<b>\$ 280</b>	<b>\$ 375</b>	<b>\$ 480</b>	<b>33.2%</b>
% Growth		31.0%	39.7%	30.9%	28.0%	
EV-DO	\$ 86	\$ 103	\$ 101	\$ 108	\$ 106	2.8%
FMC	(56)	(45)	(23)	0	23	NM
<b>EBITDA</b>	<b>\$ 39</b>	<b>\$ 58</b>	<b>\$ 78</b>	<b>\$ 108</b>	<b>\$ 129</b>	<b>34.7%</b>
% Margin	25.7%	29.0%	27.9%	28.9%	28.9%	
% Growth		49.4%	34.4%	38.5%	19.3%	
Depreciation & Amortization	(8)	(8)	(8)	(8)	(9)	
EV-DO	\$ 93	\$ 99	\$ 96	\$ 103	\$ 101	2.1%
FMC	(60)	(47)	(26)	(3)	19	NM
<b>EBIT</b>	<b>\$ 33</b>	<b>\$ 52</b>	<b>\$ 72</b>	<b>\$ 100</b>	<b>\$ 120</b>	<b>38.2%</b>
% Margin	27.6%	26.6%	25.7%	26.7%	25.0%	
% Growth		58.3%	38.3%	38.8%	20.0%	
Financing Expenses	0	0	0	0	0	
Net Interest (Expense) / Income	3	3	3	4	4	
Tax Expense	(4)	(21)	(25)	(33)	(40)	
<b>Net Income</b>	<b>\$ 32</b>	<b>\$ 34</b>	<b>\$ 50</b>	<b>\$ 71</b>	<b>\$ 85</b>	<b>27.4%</b>
Free Cash Flow						
EBITDA	\$ 39	\$ 58	\$ 78	\$ 108	\$ 129	
(-) Capital Expenditures	(5)	(4)	(8)	(10)	(12)	
(+) Stock Based Compensation	8	8	9	10	11	
(-) Net Cash Interest (Expense) / Income	3	3	3	4	4	
(-) Increase in Net Working Capital <sup>1</sup>	11	(1)	(19)	(13)	(13)	
(-) Taxes (Net of Change in Taxes Payable)	(18)	(22)	(32)	(37)	(48)	
<b>Free Cash Flow</b>	<b>\$ 36</b>	<b>\$ 43</b>	<b>\$ 52</b>	<b>\$ 62</b>	<b>\$ 72</b>	<b>18.6%</b>
% Conversion	82.0%	73.4%	40.4%	57.0%	55.5%	
% Growth		18.4%	(26.1)%	55.6%	16.2%	

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments.  
<sup>1</sup> Includes full recovery of \$38.6mm owed by Nortel in 2009 (including interest).

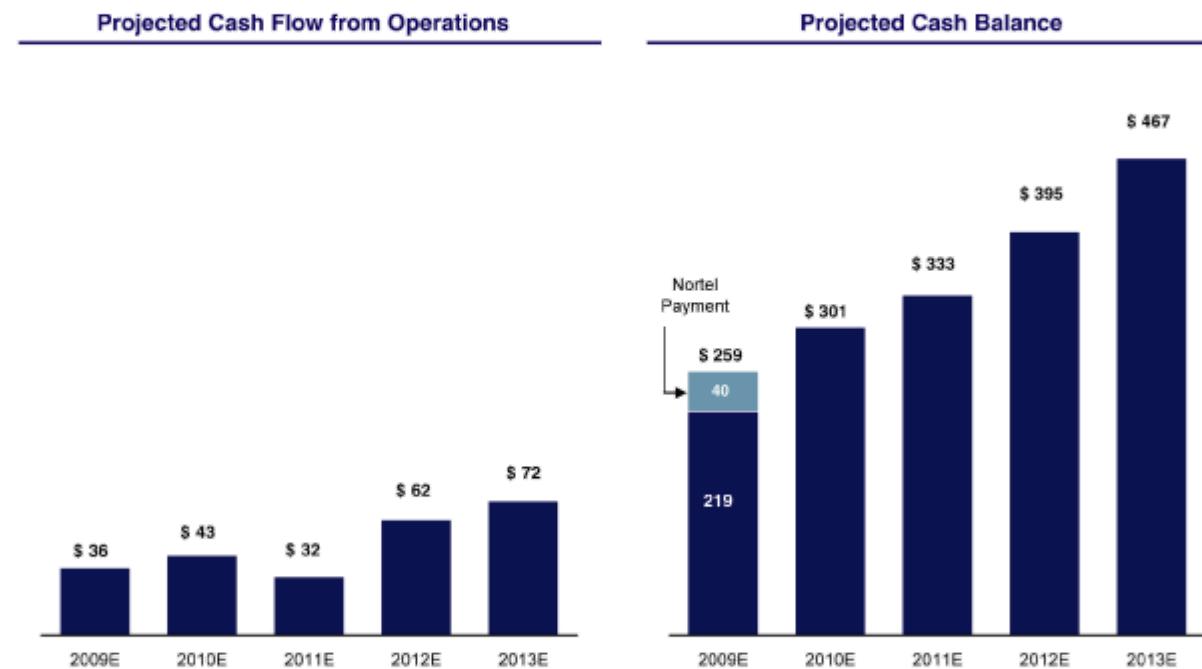
Overview of Atlas Projections Per Atlas Management 2

**PRELIMINARY DRAFT**

## Atlas Cash Flow & Cash Projections Per Atlas Management

**Base Case**

**(\$ in millions)**



Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2008. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments

Overview of Atlas Projections Per Atlas Management 3

**PRELIMINARY DRAFT****Atlas Projections Per Atlas Management (Downside Case)****(\$ in millions)**

- Assumes faster decline in EV-DO per Atlas Management estimates relative to Atlas Management Base Case Projections and constant gross margins
- Opex assumed to fall at 100% the rate of billings
- No change to Femto estimates

	2009E	2010E	2011E	2012E	2013E	2009 - 2013 CAGR
EV-DO	\$ 146	\$ 132	\$ 112	\$ 106	\$ 77	(14.7)%
FMC	7	51	136	226	332	161.8%
<b>Billings (Non-GAAP)</b>	<b>\$ 153</b>	<b>\$ 183</b>	<b>\$ 246</b>	<b>\$ 330</b>	<b>\$ 410</b>	<b>28.0%</b>
% Growth		20.1%	35.4%	32.9%	24.7%	
EV-DO	\$ 36	\$ 88	\$ 76	\$ 71	\$ 51	(74.5)%
FMC	(56)	(45)	(23)	0	23	NM
<b>EBITDA</b>	<b>\$ 39</b>	<b>\$ 44</b>	<b>\$ 53</b>	<b>\$ 71</b>	<b>\$ 74</b>	<b>17.1%</b>
% Margin	25.7%	24.0%	21.3%	21.6%	18.0%	
% Growth	12.0%	20.8%	34.5%	3.6%		
Depreciation & Amortization	(6)	(6)	(6)	(8)	(9)	
EV-DO	\$ 93	\$ 85	\$ 72	\$ 68	\$ 45	(18.4)%
FMC	(60)	(47)	(26)	(3)	19	NM
<b>EBIT</b>	<b>\$ 33</b>	<b>\$ 38</b>	<b>\$ 47</b>	<b>\$ 63</b>	<b>\$ 65</b>	<b>18.3%</b>
% Margin	21.6%	20.6%	18.8%	29.1%	15.8%	
% Growth	14.9%	23.6%	34.6%	2.5%		
Financing Expenses	0	0	0	0	0	
Net Interest (Expense) / Income	3	3	3	3	4	
Tax Expense	(4)	(15)	(16)	(21)	(22)	
<b>Net Income</b>	<b>\$ 32</b>	<b>\$ 25</b>	<b>\$ 33</b>	<b>\$ 45</b>	<b>\$ 46</b>	<b>9.6%</b>
Free Cash Flow						
EBITDA	\$39	\$44	\$53	\$71	\$74	
(-) Capital Expenditures	(5)	(4)	(8)	(10)	(12)	
(+) Stock Based Compensation	6	8	9	10	11	
(-) Net Cash Interest (Expense) / Income	3	3	3	3	4	
(-) Increase in Net Working Capital <sup>1</sup>	11	1	(17)	(11)	(10)	
(-) Taxes (Net of Change in Taxes Payables)	(18)	(21)	(23)	(27)	(31)	
<b>Free Cash Flow</b>	<b>\$ 36</b>	<b>\$ 31</b>	<b>\$ 17</b>	<b>\$ 37</b>	<b>\$ 36</b>	<b>(0.0%)</b>
% Conversion	92.0%	70.7%	33.0%	51.9%	48.8%	
% Growth		(14.0)%	(43.7)%	111.5%	(2.5)%	
<b>Difference with Base Case</b>						
EBITDA	0	(14)	(26)	(37)	(56)	
Free Cash Flow	0	(12)	(14)	(25)	(36)	

Source: Atlas projections per Atlas Management (Downside Case) based on Atlas Management's initial assumption for 2010-13 EV-DO revenues and assuming a constant gross profit margin and operating expenses decreasing at 100% of billings fall-off per Atlas Management guidance. NM: projections remain unchanged. Downside Case EBITDA and FCF projections include Management Coopshare Risk Adjustment. <sup>1</sup>Includes recovery of \$58k from Morse in 2009.

**PRELIMINARY DRAFT****Atlas Projections Per Atlas Management (Upside Case)****(\$ in millions)**

- Assumes no Corporate Risk Adjustments to EV-DO and Femto from 2010 onward per Atlas Management estimates

	2009E	2010E	2011E	2012E	2013E	2009 - 2013 CAGR
EV-DO	\$ 146	\$ 152	\$ 152	\$ 155	\$ 150	0.8%
FMC	7	73	205	272	357	166.4%
<b>Billing (Non-GAAP)</b>	<b>\$ 153</b>	<b>\$ 225</b>	<b>\$ 258</b>	<b>\$ 427</b>	<b>\$ 508</b>	<b>35.0%</b>
% Growth		47.7%	58.6%	79.4%	18.9%	
EV-DO	\$ 85	\$ 108	\$ 111	\$ 117	\$ 116	5.0%
FMC	(60)	(24)	30	50	78	NM
<b>EBITDA</b>	<b>\$ 39</b>	<b>\$ 84</b>	<b>\$ 141</b>	<b>\$ 197</b>	<b>\$ 192</b>	<b>48.7%</b>
% Margin	25.7%	37.4%	39.5%	39.2%	37.8%	
% Growth		114.8%	67.4%	18.6%	14.6%	
Depreciation & Amortization	(6)	(6)	(6)	(6)	(6)	(9)
EV-DO	\$ 83	\$ 106	\$ 107	\$ 112	\$ 110	4.5%
FMC	(60)	(27)	28	47	72	NM
<b>EBIT</b>	<b>\$ 33</b>	<b>\$ 78</b>	<b>\$ 135</b>	<b>\$ 159</b>	<b>\$ 162</b>	<b>53.4%</b>
% Margin	21.6%	34.7%	37.7%	37.2%	35.9%	
% Growth		137.4%	72.6%	17.9%	14.7%	
Financing Expenses	0	0	0	0	0	
Net Interest (Expense) / Income	3	3	4	4	5	
Tax Expense	(4)	(31)	(46)	(52)	(60)	
<b>Net Income</b>	<b>\$ 32</b>	<b>\$ 60</b>	<b>\$ 93</b>	<b>\$ 111</b>	<b>\$ 128</b>	<b>41.2%</b>
Free Cash Flow						
EBITDA	\$39	\$84	\$141	\$187	\$102	
(-) Capital Expenditures	(5)	(4)	(8)	(10)	(12)	
(+) Stock Based Compensation	6	0	0	0	0	
(-) Net Cash Interest (Expense) / Income	3	3	4	4	5	
(-) Increase in Net Working Capital <sup>1</sup>	11	2	(25)	(14)	(12)	
(-) Taxes (Net of Change in Taxes Payables)	(18)	(22)	(54)	(54)	(67)	
<b>Free Cash Flow</b>	<b>\$ 36</b>	<b>\$ 64</b>	<b>\$ 57</b>	<b>\$ 93</b>	<b>\$ 106</b>	<b>30.8%</b>
% Conversion	92.0%	75.5%	40.7%	55.7%	55.3%	
% Growth		78.2%	(9.8)%	62.0%	13.9%	
<b>Difference with Base Case</b>						
EBITDA	0	26	63	58	62	
Free Cash Flow	0	21	26	31	34	

Source: Atlas projection per Atlas Management (Upside Case) based on Atlas Management presentation to Atlas Board of Directors on 26-May-2009 with Upside Case EV-DO and FMC projections excluding Management Corporate Risk Adjustments. Includes recovery of \$50 from Movic in 2008.

**PRELIMINARY DRAFT**

## Atlas Historical Results vs. Atlas Management Budget

**(\$ in millions)**

	2006 <sup>1</sup>		2007		2008	
	Plan	Actual	Plan	Actual	Plan	Actual
<b>Total Company</b>						
Billings / Revenue <sup>1</sup>	\$123.0	\$151.9	\$135.6	\$142.2	\$162.2	\$146.9
Operating Profit	47.3	71.3	31.2	34.9	32.2	34.8
Cash Flow from Operations	32.0	25.1	44.0	91.8	15.7	12.6
<b>Billings By Product Line</b>						
EV-DO	113.0	143.2	132.0	138.6	135.0	140.1
Femto					19.6	4.2
Gateway			3.0	0.2	6.1	2.1
Other / Specialty	10.0	8.7	0.5	3.4	1.4	0.5

Source: *Atlas Management presentation (16-April-2008)*

<sup>1</sup> Accounting methods changed in 2007 to a Billings model. 2006 numbers are shown in the prior, revenue-based method, upon which management was measured.

**PRELIMINARY DRAFT**

## **Atlas Projections Per Atlas Management vs. Wall Street**

**Base Case**

**(\$ in millions)**

	Management Projections						Research Projections			
	2008A			2009E		2010E		Avondale (09-Nov-09) <sup>1</sup>		Needham (29-Oct-09) <sup>1</sup>
	\$147	\$153	\$200	\$148	\$192		\$149	\$161	\$153	\$176
<b>Billings (Non-GAAP)</b>										
% Growth				3.9%		31.3%	1.0%	29.4%	1.3%	4.1%
COGS on Billings	14	22	53		21	41	19	19	28	35
% Margin	8.3%	14.3%	26.4%		14.2%	21.5%	12.6%	11.8%	18.1%	20.0%
<b>Gross Profit on Billings</b>	133	136	154		127	151	130	142	125	141
% Margin	80.7%	88.9%	76.8%		85.8%	78.5%	87.4%	88.2%	81.9%	80.0%
Total Opex (incl. Share Based Comp.)	99	98	95		NA	NA	NA	NA	NA	NA
% Margin	67.2%	64.1%	47.6%		NA	NA	NA	NA	NA	NA
Total Opex (excl. Share Based Comp.)	84	92	87		94	96	95	93	91	85
% Margin	63.8%	60.2%	43.8%		63.4%	50.2%	63.6%	57.8%	59.3%	48.4%
<b>Operating Income (incl. Share Based Comp.)</b>	<b>\$35</b>	<b>\$33</b>	<b>\$52</b>		<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
% Margin	23.6%	21.6%	26.0%		NA	NA	NA	NA	NA	NA
% Growth	(4.8%)		58.3%		NA	NA	NA	NA	NA	NA
<b>Operating Income (excl. Share Based Comp.)</b>	<b>\$39</b>	<b>\$39</b>	<b>\$60</b>		<b>\$33</b>	<b>\$54</b>	<b>\$36</b>	<b>\$49</b>	<b>\$35</b>	<b>\$56</b>
% Margin	26.8%	25.5%	30.1%		22.5%	28.2%	23.9%	30.4%	22.8%	31.6%
% Growth	(1.2%)		55.0%		(15.5%)	62.8%	(9.9%)	37.7%	(12.4%)	60.9%
<b>Net Income on Billings</b>	<b>28</b>	<b>32</b>	<b>34</b>		<b>25</b>	<b>37</b>	<b>22</b>	<b>30</b>	<b>30</b>	<b>45</b>
% Margin	18.8%	21.0%	17.0%		16.7%	19.5%	15.1%	18.4%	19.4%	25.4%
Avg. Diluted Shares <sup>2</sup>	69	69	69		68	67	64	64	NA	NA
<b>EPS</b>	<b>\$0.40</b>	<b>\$0.47</b>	<b>\$0.50</b>		<b>\$0.31</b>	<b>\$0.50</b>	<b>\$0.35</b>	<b>\$0.46</b>	<b>\$0.47</b>	<b>\$0.69</b>
% Margin	0.3%	0.3%	0.2%		0.2%	0.3%	0.2%	0.3%	NM	NM
% Growth	16.4%		5.9%		(22.9%)	61.3%	(12.9%)	31.4%	17.0%	46.8%

Sources: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments.

<sup>1</sup> Pro-forma Net Income on Billings and EPS does not include Stock Based Compensation (estimated by Atlas Management to be \$8.9mm pre-tax in 2009 and \$8.2mm pre-tax in 2010).

<sup>2</sup> Atlas Management does not project fully diluted share counts.

### Overview of Atlas Projections Per Atlas Management

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## II. Market Perspectives and Valuation Analyses

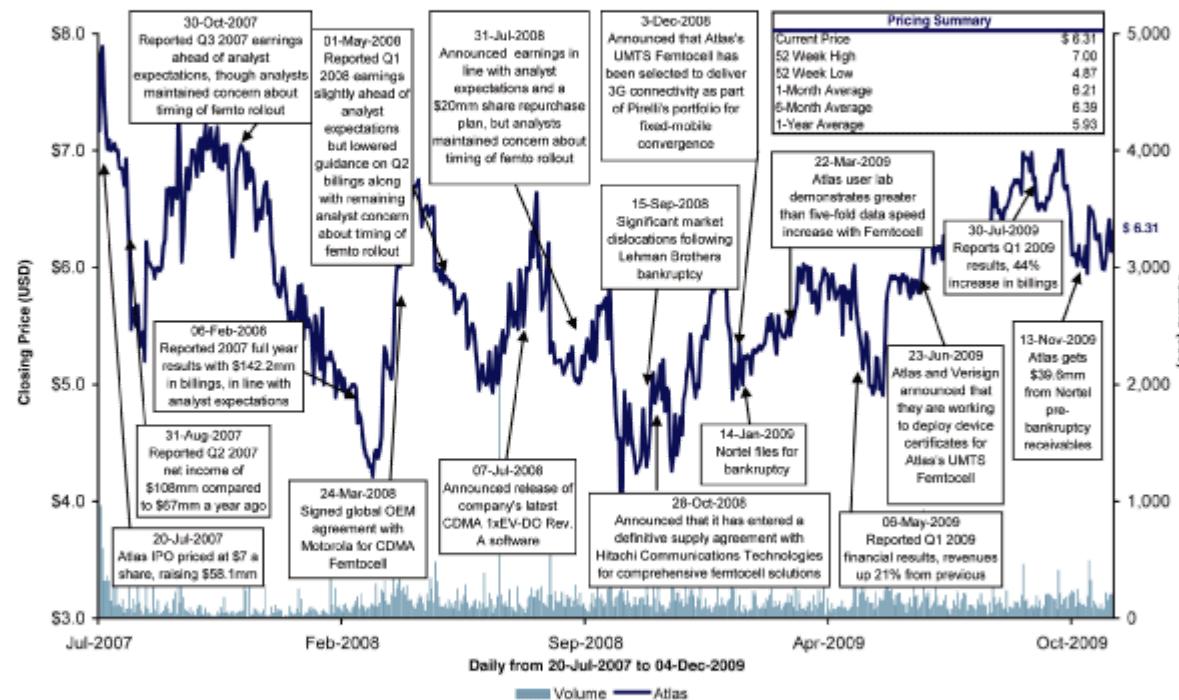
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Market Perspectives and Valuation Analyses 8

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## Overview of Atlas Equity Performance Since IPO



Source: Bloomberg as of 04-Dec-2009

Market Perspectives and Valuation Analyses 9

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## Atlas Relative Equity Performance

Relative Equity Performance Since IPO



Share Price Performance Over Time

	Net Cash (% of Market Cap)					
	18 Months	12 Months	9 Months	6 Months	3 Months	
Atlas	56.5%	14.9%	23.7%	13.8%	6.9%	(3.1)%
Acme Packet	24.2%	21.9%	251.4%	164.8%	30.3%	33.2%
Infinera	32.1%	(36.3)%	(1.5)%	36.6%	(12.4)%	29.9%
Starent Networks	14.7%	104.4%	264.3%	119.9%	53.9%	48.1%
Sonus Networks	50.1%	(46.4)%	42.1%	66.2%	(1.4)%	3.3%
Alcatel-Lucent	NM	(51.4)%	46.2%	135.5%	26.0%	(4.5)%
Cisco Systems	17.9%	(9.7)%	57.6%	58.4%	22.8%	10.6%
Ericsson	19.3%	(15.5)%	13.8%	(6.5)%	(2.4)%	(3.1)%
Motorola	16.0%	(10.9)%	89.4%	137.1%	38.2%	5.8%
Nokia	1.7%	(52.1)%	(22.6)%	12.5%	(21.5)%	(14.3)%
RIM	5.0%	(54.5)%	29.7%	19.0%	(31.1)%	(26.5)%
ADC Telecommunications	NM	(60.1)%	11.8%	93.8%	(19.7)%	(22.4)%
CommScope	NM	(52.7)%	142.8%	217.8%	0.9%	(0.2)%
Powerswave Technologies	NM	(63.7)%	225.6%	324.2%	(4.4)%	12.9%

Source: Bloomberg as of 04-Dec-2009

Note: Other Commtech includes: Alcatel-Lucent, Cisco, Ericsson, Motorola, Nokia, and RIM. Wireless Subsystems include: ADC, CommScope, and Powerswave.

Market Perspectives and Valuation Analyses 10

**PRELIMINARY DRAFT****Atlas Shares Traded at Various Prices****Since IPO****LTM****Last 6 Months****Last 3 Months**

Source: Bloomberg as of 04-Nov-2009

<sup>1</sup> Float outstanding of 28.3mm as of 30-Sep-2009 defined as total basic shares outstanding (62.6mm as of 30-Oct-2009) less shares held by Matrix, Qualcomm Inc., Atlas Management and Unicom Trust / Mr. Guraj Deshpande (34.2mm).

**PRELIMINARY DRAFT****Research Analysts Views on Atlas**

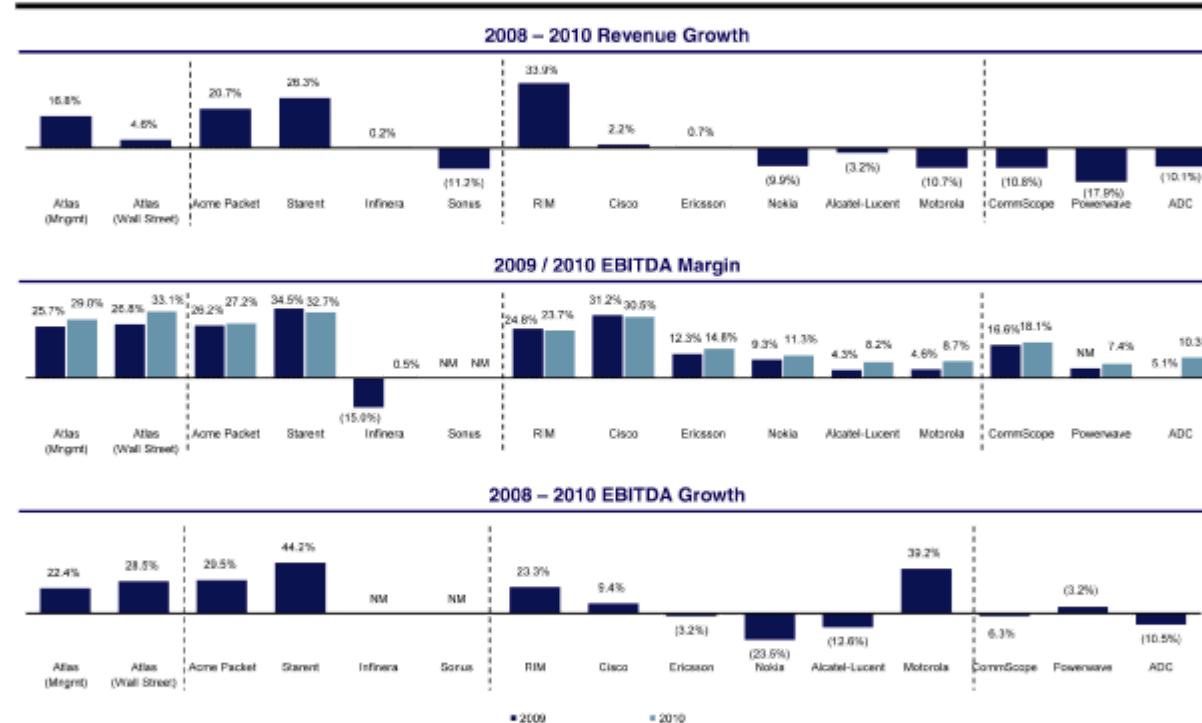
Analyst	Months Covered	Date	Recommendation			Target Price	Selected Commentary
			Buy	Hold	Sell		
Avondale Partners	17	09-Nov-09	✓			\$8.50	<p>"With wireless data usage growing 30% per year, Atlas' 30% worldwide market share in CDMA networks, and the company's distribution partner shifting from the sixth largest wireless infrastructure vendor (NT) to the largest (ERIC), the short and long-term outlook for Atlas is outstanding."</p> <p>– Avondale Partners LLC November 9, 2009</p>
Needham & Company	21	03-Nov-09	✓			\$8.00	
Avian Securities	NA	03-Nov-09	✓			\$7.50	
Canton Fitzgerald	NA	25-Nov-09		✓		\$7.50	
Barclays Capital	28	03-Nov-09		✓		\$7.00	
Deutsche Bank	28	03-Nov-09		✓		\$5.50	
Price: \$6.31 Current Median Price Target: \$7.50							
Analyst Recommendation Evolution							
November 2008	May 2009	December 2009					
Analysts: 3	Analysts: 6	Analysts: 6					
Source: Thomson IBD/S, market data as of 04-Dec-2009							

Market Perspectives and Valuation Analyses 12

**PRELIMINARY DRAFT**

## Atlas vs. Selected Comparables

Projections Per Atlas Management (Base Case)

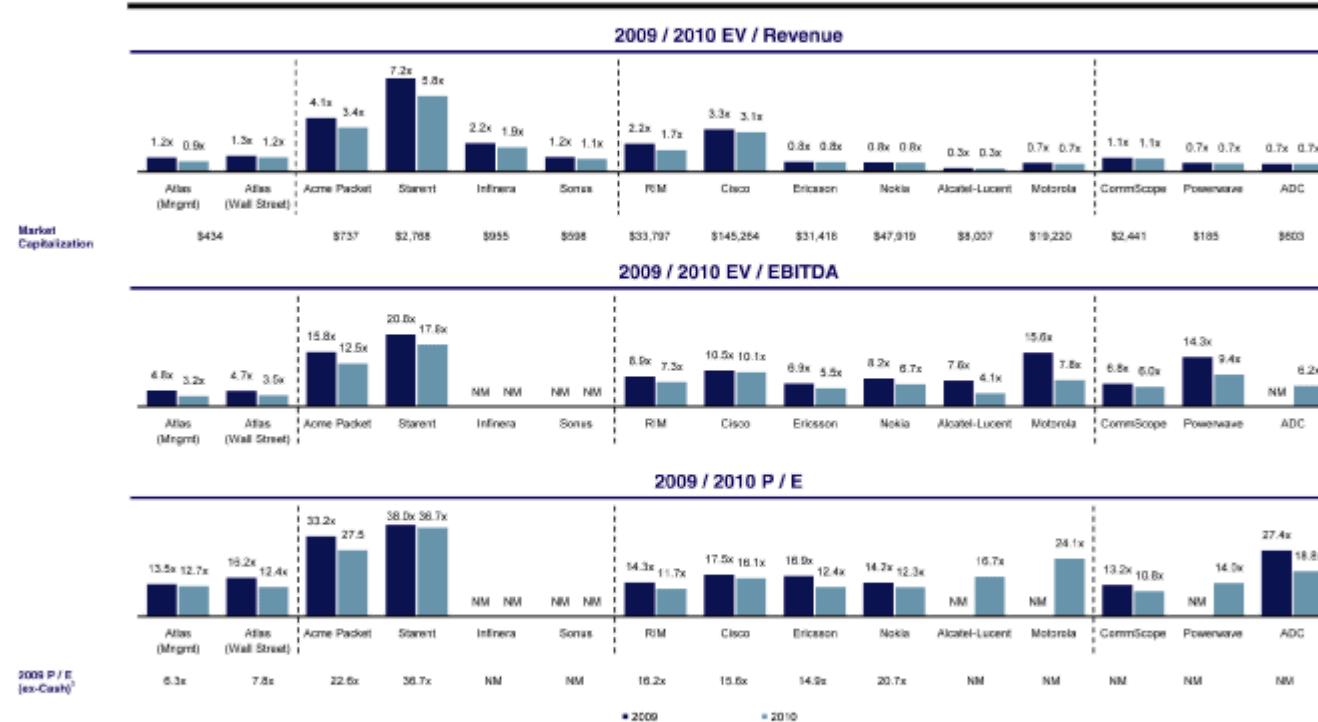


Source: Atlas projections per Wall Street Research and per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2008. Base Case EBITDA and PEG projections include Management Corporate Risk Adjustments.  
 Comparables projections per Thomson ONE.  
 Note: Atlas financials based on filings for management and Wall Street Research.

**PRELIMINARY DRAFT**

## Atlas vs. Selected Comparables

Projections Per Atlas Management (Base Case)



Source: Atlas projections per Wall Street Research and per Atlas Management (Base Case) based on Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments. Comparable projections per Thomson (I/B/E/S) issued date as of 04-Dec-2009.  
Note: All comparables are based on 2010 projected financials from Wall Street Research.

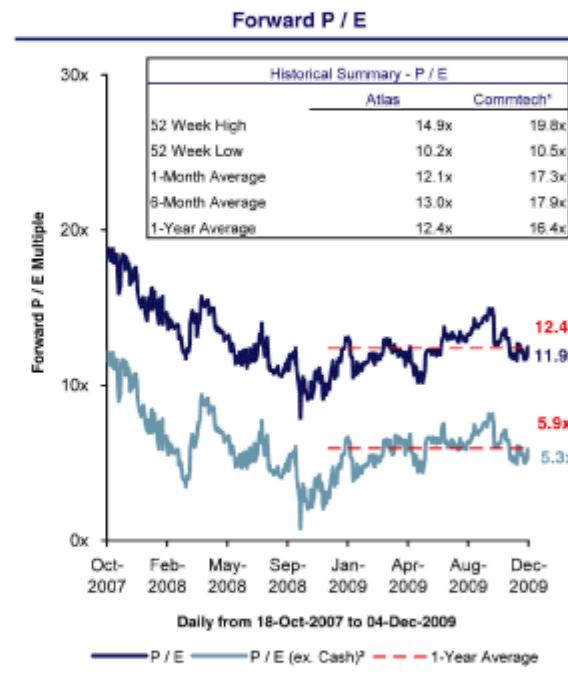
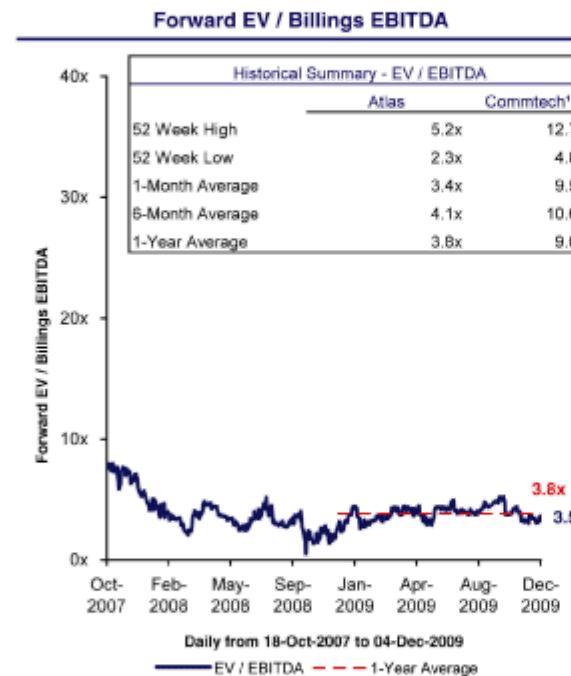
<sup>1</sup>NM represents "Not Meaningful" as company has positive net debt or negative earnings. P/E Normalized price per share calculated by subtracting net cash per share from current share price. P/E Normalized earnings calculated by increasing after-tax interest income on net cash from discounted net income. Assumes tax rate of 35% and cash growth rate of 1.2%.

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PRELIMINARY DRAFT



## Historical Valuation Metrics



Source: Capital IQ, Thomson iBES, Wall Street Research, Bloomberg as of 04-Dec-2009.

Note: Due to the lack of consistent coverage since IPO, 2008 Billings EBITDA was used as a proxy for forecasted 2008 Billings EBITDA.

<sup>1</sup> CommTech includes: Stewart, Acme Packet, Infinera, Sonus, RIM, Ericsson, Cisco, Alcatel-Lucent, Nokia, Motorola, ADC, CommScope and PooleWarren.

<sup>2</sup> Pro forma price per share calculated by subtracting net cash per share from current price per share. Pro forma earnings calculated by subtracting after-tax interest income on net cash from forecasted net income. Assumes tax rate of 35% and cash generates interest of 1.5%.

**PRELIMINARY DRAFT**

## Preliminary Atlas Valuation Analysis at Various Hypothetical Prices (\$ in millions)

Share Price	Current	\$6.31	\$6.60	\$7.00	\$7.50	\$8.00
Premium / (Discount) to Current	0.0%	3.0%	10.9%	18.9%	26.8%	
Premium / (Discount) to Current (ex-cash)	0.0%	7.4%	26.6%	45.7%	64.6%	
Premium / (Discount) to 1 Month Average	1.0%	4.7%	12.7%	20.8%	28.8%	
Premium / (Discount) to 3 Month Average	2.7%	5.8%	13.9%	22.0%	30.2%	
Premium / (Discount) to 6 Month Average	(1.3%)	1.7%	9.6%	17.3%	25.1%	
Premium / (Discount) to LTM Average	6.4%	9.6%	18.0%	26.5%	34.9%	
Premium / (Discount) to 52 Week Low (25-May-08)	29.6%	33.5%	43.7%	54.0%	64.3%	
Premium / (Discount) to 52 Week High (20-Oct-09)	(99.9%)	(7.1%)	0.0%	7.1%	14.3%	
Premium / (Discount) to All-Time High	(20.0%)	(17.8%)	(11.3%)	(4.9%)	1.4%	
Premium / (Discount) to IPO Price	(8.9%)	(7.1%)	0.0%	7.1%	14.3%	
Diluted Shares Outstanding	68.7	69.0	69.5	70.0	70.4	
<b>Implied Equity Value</b>	<b>\$433.7</b>	<b>\$448.2</b>	<b>\$486.5</b>	<b>\$524.9</b>	<b>\$563.2</b>	
Total Debt	0.0	0.0	0.0	0.0	0.0	
Total Cash <sup>1</sup>	244.9	244.9	244.9	244.9	244.9	
<b>Implied Enterprise Value</b>	<b>\$188.7</b>	<b>\$203.3</b>	<b>\$241.6</b>	<b>\$279.9</b>	<b>\$318.3</b>	
Metric						
<b>Based on Billings</b>						
<b>EV / Billings</b>						
2008A	\$ 147	1.3x	1.4x	1.6x	1.9x	2.2x
2009E	153	1.2x	1.3x	1.6x	1.8x	2.1x
2010E	200	0.9x	1.0x	1.2x	1.4x	1.6x
<b>EV / EBITDA</b>						
2008A	\$ 39	4.9x	5.2x	6.2x	7.2x	8.2x
2009E	39	4.8x	5.2x	6.2x	7.1x	8.1x
2010E	58	3.2x	3.5x	4.2x	4.8x	5.6x
<b>P / E</b>						
2008A	\$ 25	15.7x	16.2x	17.6x	19.0x	20.4x
2009E	32	13.5x	13.9x	15.1x	16.3x	17.5x
2010E	34	12.7x	13.2x	14.3x	15.4x	16.6x
<b>P / E (ex-Cash)<sup>2</sup></b>						
2008A	\$ 25	7.5x	8.1x	9.6x	11.1x	12.8x
2009E	\$ 30	6.8x	8.8x	8.1x	9.4x	10.7x
2010E	\$ 32	6.0x	8.4x	7.6x	8.9x	10.1x

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments. Market data as of 04-Dec-2009.

Note: Hypothetical analysis provided solely for illustrative purposes and does not necessarily reflect views on value or the price that a buyer would be willing to pay.

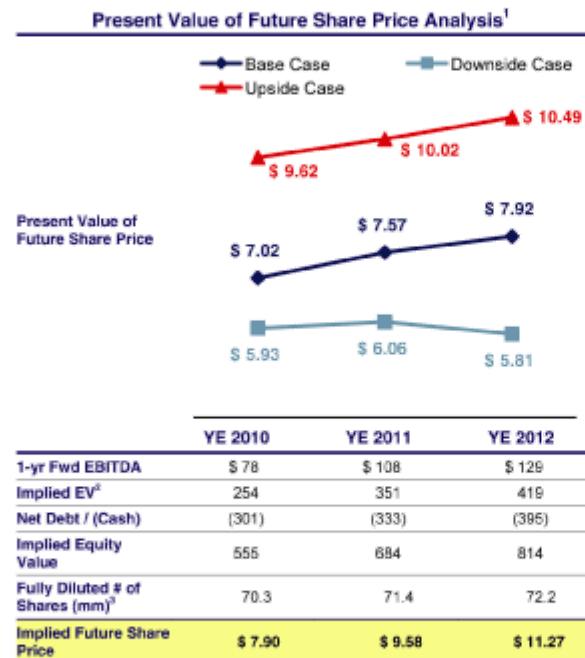
<sup>1</sup> Historical cash balance as of end of Q3 2008 includes full recovery of \$38 billion cash from Nortel.

<sup>2</sup> Pro forma price per share calculated by subtracting net cash per share from current price per share. Pro forma earnings calculated by subtracting after-tax interest income on net cash from forecasted net income. Assumes tax rate of 35% and cash generates interest of 1.5%.

**PRELIMINARY DRAFT**

## Present Value of Future Share Price Analysis

Based on EV / EBITDA Multiple  
(\$ in millions, except per share data)



Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case and Downside Case EV-DO and PWC projections include Management Corporate Risk Adjustments. Atlas projections per Atlas Management (Downside Case) based on Atlas Management downside assumption for 2010-12 EV-DO revenues and assuming a constant gross profit margin and operating expenses decline at 20% rate of bridge decline per Atlas Management guidance. Atlas projections per Atlas Management (Upside Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009 with Upside Case EV-DO and PWC projections excluding Management Corporate Risk Adjustments.

<sup>1</sup>Discounted cash flow analysis using a 10% discount rate and a 12.5% discount rate.

<sup>2</sup>EV = EBITDA + Net Debt - Cash. EBITDA = \$129 million.

<sup>3</sup>Share price assumes a fully diluted number of shares based on treasury method (basic shares outstanding of 12.8M as of 30-Jun-2009, 14.1M outstanding options as of 27-Oct-2009 with a weighted strike price of \$0.1M per Atlas Q3 2009 10Q filing and Atlas Management. The analysis does not include any future stock options grant.

Sensitivity Analysis			
Atlas Management Projections (Base Case)			
Present Value of Future Share Price			
	Exit Year	2010	2011
Discount Rate	10.0%	\$ 7.18	\$ 7.92
	12.5%	\$ 7.02	\$ 7.57
	15.0%	\$ 6.87	\$ 7.24
	2012		
		\$ 8.47	
		\$ 7.92	
		\$ 7.41	

Atlas Management Projections (Downside Case)				
Present Value of Future Share Price				
Exit Year				
	2010	2011	2012	
Discount Rate	10.0%	\$ 6.07	\$ 6.34	\$ 6.21
	12.5%	\$ 5.93	\$ 6.06	\$ 5.81
	15.0%	\$ 5.80	\$ 5.80	\$ 5.43

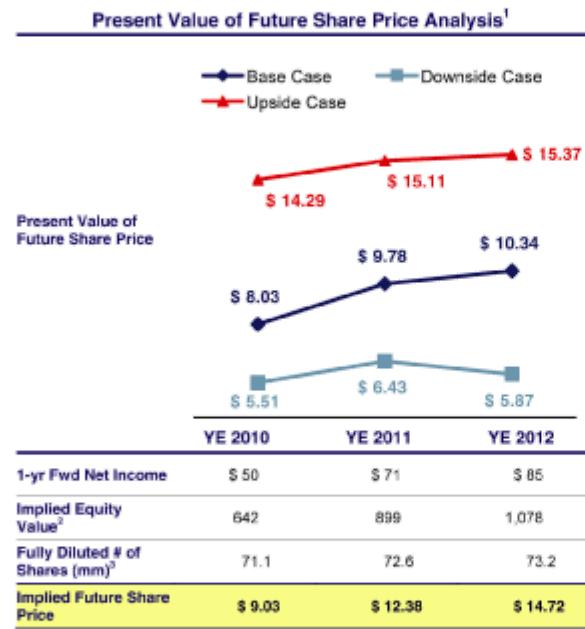
  

Atlas Management Projections (Upside Case)				
Present Value of Future Share Price				
Exit Year				
	2010	2011	2012	
Discount Rate	10.0%	\$ 9.84	\$ 10.48	\$ 11.22
	12.5%	\$ 9.62	\$ 10.02	\$ 10.49
	15.0%	\$ 9.41	\$ 9.59	\$ 9.82

**PRELIMINARY DRAFT**

## Present Value of Future Share Price Analysis

Based on P / E Multiple  
(\$ in millions, except per share data)



Sensitivity Analysis			
Atlas Management Projections (Base Case)			
Present Value of Future Share Price			
	Exit Year	2010	2011
Discount Rate	10.0%	\$ 8.21	\$ 10.23
	12.5%	\$ 8.03	\$ 9.78
	15.0%	\$ 7.86	\$ 9.36
	2012	\$ 11.06	\$ 10.34
		\$ 9.68	\$ 9.68

Atlas Management Projections (Downside Case)				
Present Value of Future Share Price				
Exit Year				
	2010	2011	2012	
Discount Rate	10.0%	\$ 5.63	\$ 6.73	\$ 6.28
	12.5%	\$ 5.51	\$ 6.43	\$ 5.87
	15.0%	\$ 5.39	\$ 6.16	\$ 5.50

Atlas Management Projections (Upside Case)				
Present Value of Future Share Price				
Exit Year				
	2010	2011	2012	
Discount Rate	10.0%	\$ 14.61	\$ 15.81	\$ 16.45
	12.5%	\$ 14.29	\$ 15.11	\$ 15.37
	15.0%	\$ 13.98	\$ 14.46	\$ 14.39

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case and Downside Case EV-DO and FWD projections include Management Corporate Risk Adjustments. Atlas projections per Atlas Management (Upside Case) based on Atlas Management downside assumption for 2010-13 EV-DO revenues and assuming a constant gross profit margin and operating expenses decline at 20% rate of bridge decline per Atlas Management guidance. Atlas projections per Atlas Management (Upside Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009 with Upside Case EV-DO and FWD projections excluding Management Corporate Risk Adjustments.

<sup>1</sup>Discount rate is 10.0% for the base case, 12.5% for the downside case, and 15.0% for the upside case.

<sup>2</sup>Implied Equity Value is calculated as market capitalization multiple of 12.7x as of 04-Dec-2009.

<sup>3</sup>Fully Diluted # of Shares (mm) is calculated as Implied Equity Value divided by Implied Future Share Price.

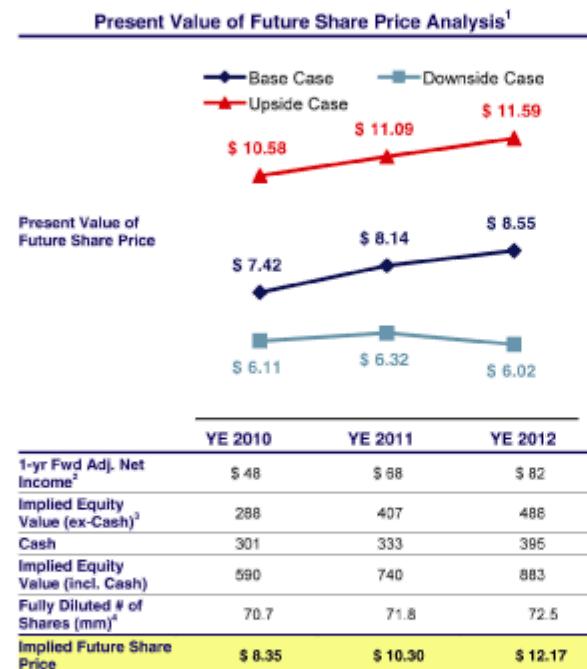
<sup>4</sup>Implied Future Share Price is calculated as Implied Equity Value divided by Fully Diluted # of Shares (mm).

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**PRELIMINARY DRAFT**

## Present Value of Future Share Price Analysis

Based on P / E Ex-Cash Multiple  
(\$ in millions, except per share data)



**Sensitivity Analysis**

**Atlas Management Projections (Base Case)**

Discount Rate	Present Value of Future Share Price		
	Exit Year	2010	2011
10.0%	\$ 7.59	\$ 8.52	\$ 9.14
12.5%	\$ 7.42	\$ 8.14	\$ 8.55
15.0%	\$ 7.26	\$ 7.79	\$ 8.00

**Atlas Management Projections (Downside Case)**

Discount Rate	Present Value of Future Share Price		
	Exit Year	2010	2011
10.0%	\$ 6.25	\$ 6.61	\$ 6.44
12.5%	\$ 6.11	\$ 6.32	\$ 6.02
15.0%	\$ 5.98	\$ 6.05	\$ 5.63

**Atlas Management Projections (Upside Case)**

Discount Rate	Present Value of Future Share Price		
	Exit Year	2010	2011
10.0%	\$ 10.82	\$ 11.60	\$ 12.39
12.5%	\$ 10.58	\$ 11.09	\$ 11.59
15.0%	\$ 10.35	\$ 10.61	\$ 10.85

Source: Atlas' projections per Atlas Management's (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case and Downside Case P/E-DO and P/ROE projections include 10% upper and Corporate Risk Adjustments. Atlas' projections per Atlas Management's (Downside Case) based on Atlas Management downside assumption for 2010-12 EV-DO revenues and assuming a constant gross profit margin and operating expenses decline at 100% rate or 10% decline per Atlas Management guidance. Atlas' projections per Atlas Management's (Upside Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009 with Upshift Case P/E-DO and P/ROE projections excluding Management Corporate Risk Adjustments.

<sup>1</sup> Discounted to 31-Dec-2009 at a 12.5% discount rate.

<sup>2</sup> After tax interest income rather than EBIT.

<sup>3</sup> Based on 12.5x P/E ex-cash multiple of 6.0 as of 04-Dec-2009.

<sup>4</sup> Share price assumes a fully diluted number of shares based on treasury restricted stock shares outstanding as of 12-Nov-2009 as of 30-Oct-2009, 14.1m outstanding options as of 14-Nov-2009 with a weighted strike price of \$0.30 per Atlas G2 2009 3rdQ filing and Atlas Management. The analysis does not include any future stock option grant.

**PRELIMINARY DRAFT****Discounted Cash Flow Analysis****Atlas Management Projections (Base Case)**

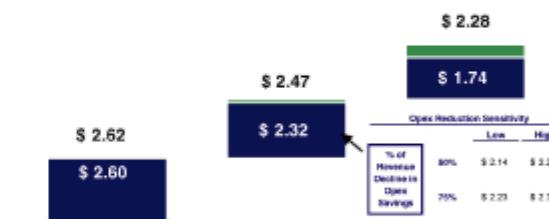
Total Value: \$7.26 - \$7.97

Total Value (ex-Femto)<sup>1</sup>: \$6.63 - \$6.82

**Atlas Management Projections (Downside Case)**

Total Value: \$6.68 - \$7.35

Total Value (ex-Femto)<sup>1</sup>: \$6.04 - \$6.20

**Cash**

- Value per share of estimated net cash<sup>2</sup> after fully funding Femto to breakeven balance of \$1.62mm as of end of Q4
- Fully diluted shares of 69.8mm to 70.4mm<sup>3</sup>

**EV-DO**

- 9-year DCF with 16.5-18.5% discount rate
- Assumes no value at perpetuity
- Excludes losses pre-funded with existing cash

**Femto**

- 4-year DCF with 25-30% discount rate (venture type)
- 11.5x-13.5x terminal EBITDA multiple (Acme +/- 1.0x)

**Cash**

- Value per share of estimated net cash<sup>2</sup> after fully funding Femto to breakeven balance of \$1.62mm as of end of Q4
- Fully diluted shares of 69.2mm to 69.8mm<sup>3</sup>

**EV-DO**

- 9-year DCF with 16.5-18.5% discount rate
- Assumes no value at perpetuity
- Excludes losses pre-funded with existing cash

**Femto**

- 4-year DCF with 25-30% discount rate (venture type)
- 11.5x-13.5x terminal EBITDA multiple (Acme +/- 1.0x)

Sources: Atlas' projections per Atlas Management (Base Case) based on Atlas Management presentation to the Atlas Board of Directors on 24-Nov-2009. Base Case and Downside Case EV-DO and Femto projections include Management Corporate Risk Adjustments. Atlas' projections per Atlas Management (Downside Case) based on Atlas Management downside assumption for 2010-13 EV-DO revenues and assuming a constant gross profit margin and operating expenses decline at 700% rate of billings decline per Atlas Management guidance. Market data as of 04-Oct-2009.

<sup>1</sup> Assumes Femto shutdown January 2010 with no per funding.

<sup>2</sup> Value per share of estimated net cash based on current market price, assuming a 1.5% return on cash.

<sup>3</sup> Share price assumes a fully diluted number of shares based on treasury restricted stock shares outstanding of 10.3m as of 30-Jun-2009, 14.1m outstanding options as of 27-Oct-2009 with a weighted strike price of \$0.16 per Atlas Q3 2009 10Q filing and Atlas Management. The analysis does not include any future stock options grant.

**PRELIMINARY DRAFT**

## Discounted Cash Flow Analysis

### Atlas Management Projections (Downside Case) - Downside Case Sensitivity

		Cumulative Cash Burn from Fento				Net Cash for Fento Burn			
		Rev. % of Atlas Mgmt Projections (Downside Case)				Rev. % of Atlas Mgmt Projections (Downside Case)			
		100%	95%	90%	85%	100%	95%	90%	85%
Opex % of Atlas Management Projections (Downside Case)	100%	\$77.2	\$85.1	\$92.9	\$100.7	100%	\$ 2.50	\$ 2.48	\$ 2.37
	105%	(95.9)	(94.7)	(92.5)	(110.4)	105%	2.45	2.34	2.23
	110%	(96.6)	(104.4)	(112.2)	(120.0)	110%	2.32	2.20	2.09
	115%	(105.2)	(114.1)	(121.8)	(128.7)	115%	2.18	2.07	1.96
	120%	(115.9)	(123.7)	(131.5)	(138.4)	120%	2.04	1.93	1.82
									1.70
Midpoint of EV-DO Value Per Share: \$2.39 PV of Fento Terminal Value per Share									
		PV of Fento Terminal Value				PV of Fento Terminal Value per Share			
		Rev. % of Atlas Mgmt Projections (Downside Case)				Rev. % of Atlas Mgmt Projections (Downside Case)			
		100%	95%	90%	85%	100%	95%	90%	85%
Opex % of Atlas Management Projections (Downside Case)	100%	\$ 139.0	\$ 103.4	\$ 67.7	\$ 32.1	100%	\$ 1.99	\$ 1.48	\$ 0.97
	105%	109.2	73.8	37.9	2.2	105%	1.58	1.05	0.54
	110%	79.4	43.7	8.1	0.0	110%	1.13	0.62	0.12
	115%	49.5	13.9	0.0	0.0	115%	0.71	0.20	0.00
	120%	19.7	0.0	0.0	0.0	120%	0.28	0.00	0.00
Rev. % of Atlas Mgmt Projections (Downside Case)									
		Rev. % of Atlas Mgmt Projections (Downside Case)				Rev. % of Atlas Mgmt Projections (Downside Case)			
		100%	95%	90%	85%	100%	95%	90%	85%
Opex % of Atlas Management Projections (Downside Case)	100%	\$ 6.97	\$ 6.35	\$ 5.73	\$ 5.11	100%	6.41	5.79	5.18
	105%	5.84	5.22	4.60	4.37	105%	5.84	5.22	4.60
	110%	5.28	4.68	4.35	4.24	110%	5.28	4.68	4.35
	115%	4.71	4.32	4.21	4.10	115%	4.71	4.32	4.21
	120%					120%			

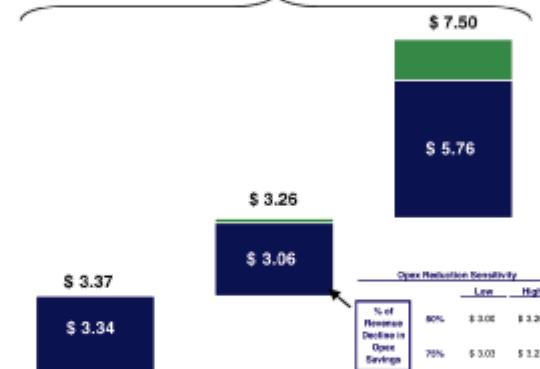
Source: Excluded Case EV-DO and PV(D) projections include Management and Corporate Risk Assumptions. Atlas projections per Atlas Management (Downside Case) based on Atlas Management downside assumption for 2010-13 EV-DO revenues and assuming a constant gross profit margin until operating expenses decline at 100% rate of revenue decline per Atlas Management guidance. Market data as of 04-Dec-2009.  
 Note: Assumes 27.8% EV-DO, a 12.5x EV / EBITDA terminal value multiple, and a cost of 25.0% on Fento. Assumes 100% fully diluted shares outstanding and \$2.39 equity value per share for EV-DO business per Downside Case DCF analysis and 82% of available cash to fund Fento business. Assumes Fento business shutdown at \$ value when no cash remains to fund operations.

**PRELIMINARY DRAFT**

## Discounted Cash Flow Analysis

### Atlas Management Projections (Upside Case)

Total Value: \$12.19 - \$14.11

Total Value (ex-Femto)<sup>1</sup>: \$6.61 - \$6.82

#### Cash

- Value per share of estimated net cash<sup>2</sup> after fully funding Femto to breakeven balance of \$244mm as of end of Q4
- Fully diluted shares of 72.7mm to 73.2mm<sup>3</sup>

#### EV-DO

- 9-year DCF with 16.5-18.5% discount rate
- Assumes no value at perpetuity
- 4-year DCF with 25-30% discount rate (venture type)
- 11.5x-13.5x terminal EBITDA multiple (Acme +/- 1.0x)
- Excludes losses pre-funded with existing cash

#### Femto

Source: Atlas projections per Atlas Management (Upside Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009 with Upside Case EV-DO and PNC projections excluding Management Corporate Risk Adjustments. Market data as of 04-Dec-2009.  
<sup>1</sup> Assumes Femto shutdown January 2010 with no pre-funding.  
<sup>2</sup> Value per share of estimated net cash assuming a 1.5% return on cash.  
<sup>3</sup> Share price assumes a fully diluted number of shares based on treasury restricted stock shares outstanding of 10.8m as of 30-Oct-2009, 14.1m outstanding options as of 27-Oct-2009 with a weighted strike price of \$0.16 per Atlas Q3 2009 10Q filing and Atlas Management. The analysis does not include any future stock options grant.

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PRELIMINARY DRAFT



### III. Selected Alternatives for Atlas

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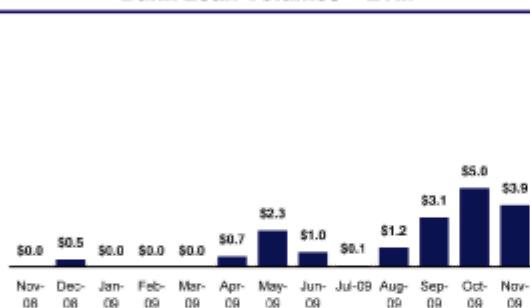
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**PRELIMINARY DRAFT**

## Overview of Atlas Selected Alternatives

		<b>Rationale</b>	<b>Considerations</b>
Atlas	① Status Quo / Continue to Invest	<ul style="list-style-type: none"> <li>■ Benefit from cash flow generative nature of EV-DO business to fund Femto expansion and other initiatives</li> <li>■ Value creation through delivery of business plan on Femto</li> </ul>	<ul style="list-style-type: none"> <li>■ Uncertainty around Femto timing and future industry dynamics</li> <li>■ Potential accelerated slowdown and termination of EV-DO with LTE rollout / Ericsson ownership of Nortel</li> <li>■ Volatile stock history</li> <li>■ Limited synergies between EV-DO and FMC business</li> <li>■ Inefficient capital structure with unused large cash balance</li> </ul>
	② Recapitalize the Business	<ul style="list-style-type: none"> <li>■ Increase shareholder remuneration through special and ordinary dividend driving value creation</li> <li>■ Improved capital structure efficiency</li> <li>■ Alleviate shareholders concerns on reinvestment risks</li> </ul>	<ul style="list-style-type: none"> <li>■ Debt unlikely to be available for leveraged recapitalization</li> <li>■ Cash balance has provided stability to stock and payout may negatively impact trading</li> <li>■ Few dividend paying technology stocks</li> <li>■ Increased finance risk</li> </ul>
	③ Sell the Business	<ul style="list-style-type: none"> <li>■ Potential to realize full value immediately</li> <li>■ Potential to capture a premium to current and historical share price</li> <li>■ Existing current proposal provides floor value</li> </ul>	<ul style="list-style-type: none"> <li>■ Previously explored strategic buyers of Femto or WholeCo businesses</li> <li>■ Femto value potentially difficult to realize given stage of development</li> <li>■ Large number of private equity firms approached but only two moved forward</li> </ul>

Selected Alternatives for Atlas 24

**PRELIMINARY DRAFT****Leverage Considerations for Atlas****(\$ in billions)****Bank Loan Volumes – LTM****Observations**

- Markets beginning to show strength but remain very selective
- Volume remains muted for bank loans
- High yield market has seen strong issuance in the last few months
- Technology has seen very little debt issuance
  - Majority has been historically LBO debt (Sungard, Avaya, First Data), most of which has not been distributed and remain with underwriters
- No public market technology recap in last two years suggesting lenders unlikely to fund public recaps
- Atlas will only have access to bank markets given size
- Access for LBO easier than public recap given validation of private equity and new capital invested below debt
- Limited to no leverage in comparable groups

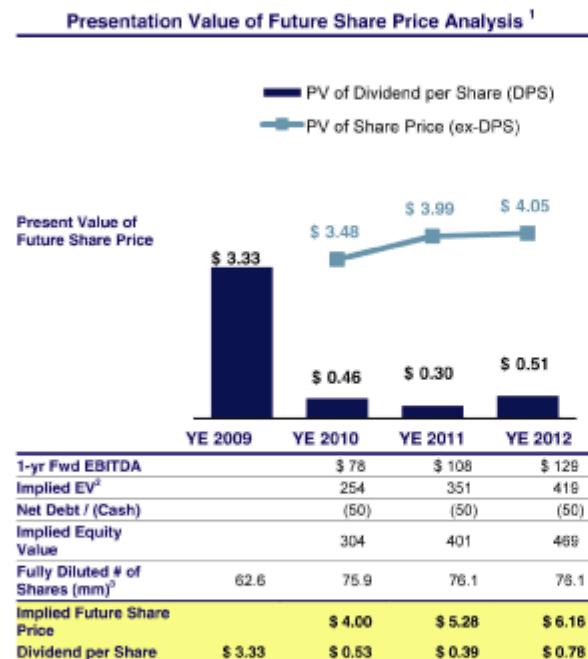
**High Yield Bond Market Volumes – LTM**

Source: Goldman Sachs Syndicate Desk

**Selected Alternatives for Atlas 25**

**PRELIMINARY DRAFT****Recapitalization – Special Dividend****Atlas Management Projections (Base Case) – Future Share Price Analysis (Incl. Dividends)**

(\$ in millions, except per share data)



**Sensitivity Analysis**

**Present Value of Future Share Price (incl. Dividends)**

Discount Rate	Exit Year		
	2010	2011	2012
12.5%	\$ 7.37	\$ 8.29	\$ 9.00
15.0%	\$ 7.28	\$ 8.09	\$ 8.66
17.5%	\$ 7.20	\$ 7.89	\$ 8.35

**Present Value of Future Share Price (incl. Dividends)**

Discount to Market Multiple	Exit Year		
	2010	2011	2012
0.0%	\$ 7.28	\$ 8.09	\$ 8.66
(15.0%)	\$ 6.85	\$ 7.57	\$ 8.12
(30.0%)	\$ 6.42	\$ 7.05	\$ 7.59

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments.

<sup>1</sup>Discounted to 31-Dec-2009 at a 15.0% discount rate. Assuming an initial special dividend of \$0.50/share and then a distribution of 100% of the available FCF, with a minimum cash balance of \$100M.

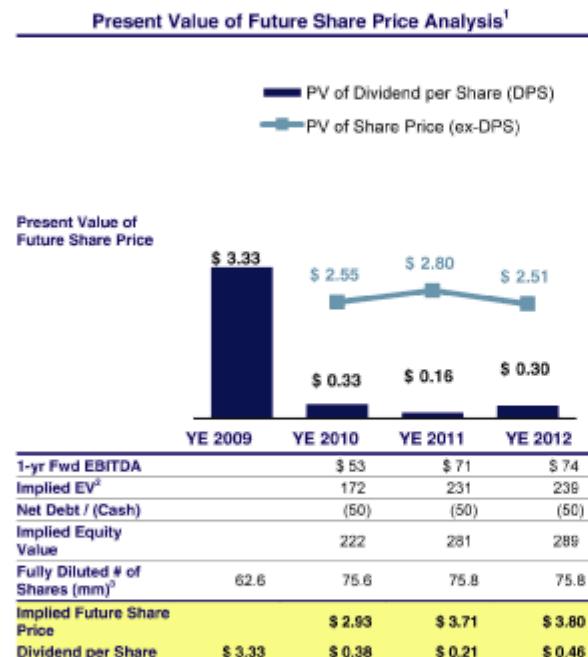
<sup>2</sup>Estimated enterprise value based on 2010 FCFA multiple of 3.2x as of 04-Dec-2009.

<sup>3</sup>Assumes a fully-diluted number of shares based on treasury method (basic shares outstanding of 62.6M as of 29-Oct-2009, 74.1M稀释股份 outstanding as of 27-Oct-2009 with a weighted share price of \$0.53 per Atlas 123 2010 1042 filing and Atlas Management). The analysis does not include any future stock option grants.

**PRELIMINARY DRAFT**

## Recapitalization – Special Dividend

Atlas Management Projections (Downside Case) – Future Share Price Analysis (Incl. Dividends)  
(\$ in millions, except per share data)



**Sensitivity Analysis**

**Present Value of Future Share Price (incl. Dividends)**

Discount Rate	Exit Year		
	2010	2011	2012
12.5%	\$ 6.28	\$ 6.77	\$ 6.84
15.0%	\$ 6.22	\$ 6.63	\$ 6.64
17.5%	\$ 6.16	\$ 6.50	\$ 6.45

**Present Value of Future Share Price (incl. Dividends)**

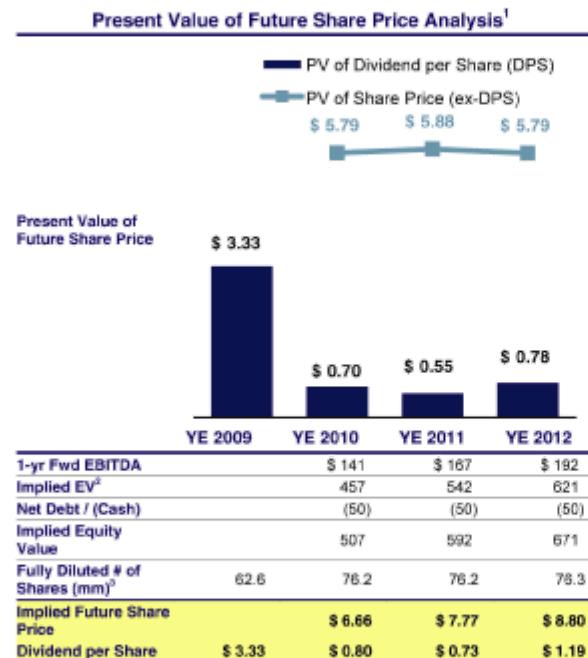
Discount to Market Multiple	Exit Year		
	2010	2011	2012
0.0%	\$ 6.22	\$ 6.63	\$ 6.64
(15.0%)	\$ 5.93	\$ 6.29	\$ 6.33
(30.0%)	\$ 5.63	\$ 5.95	\$ 6.02

Source: Atlas projections per Atlas Management (Downside Case) based on Atlas Management dividend assumption for 2010-12 EV=DOE revenues and assuming a constant gross profit margin and operating expenses decline at 180% rate of billings decline per Atlas Management guidance. PNC projections remain unchanged. Downside Case EV=DOE and PNC projections include Management Corporate Risk Adjustment. Discount rates 31-Dec-2009 at a 15.0% discount rate. Assuming an initial special dividend of \$0.16/share and then a distribution of 100% of the available PCF, with a minimum cash balance of \$100m.

<sup>1</sup> Assumes a fully diluted number of shares based on treasury method (basic shares outstanding of 62.6m as of 04-Dec-2009, net long outstanding options as of 27-Dec-2009 with a weighted strike price of \$0.30 per Atlas Q3 2009 10Q2 filing and Atlas Management). The analysis does not include any future stock option grants.

**PRELIMINARY DRAFT****Recapitalization – Special Dividend**

**Atlas Management Projections (Upside Case) – Future Share Price Analysis (Incl. Dividends)**  
**(\$ in millions, except per share data)**



**Sensitivity Analysis**

**Present Value of Future Share Price (incl. Dividends)**

	Exit Year		
	2010	2011	2012
<b>Discount Rate</b>	\$ 9.97	\$ 10.76	\$ 11.64
12.5%	\$ 9.83	\$ 10.46	\$ 11.15
15.0%	\$ 9.69	\$ 10.17	\$ 10.70
17.5%			

	Exit Year		
	2010	2011	2012
<b>Present Value of Future Share Price (incl. Dividends)</b>			
<b>Discount to Market Multiple</b>	\$ 9.83	\$ 10.46	\$ 11.15
0.0%	\$ 9.05	\$ 9.66	\$ 10.35
(15.0%)	\$ 8.27	\$ 8.86	\$ 9.56
(30.0%)			

Source: Atlas projections per Atlas Management (Upside Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009 with Upside Case EVA and PNC projections excluding Management Corporate Risk Adjustments. Discount rates 31-Dec-2009 at a 15.0% discount rate. Assuming an initial special dividend of \$0.75/share and then a distribution of 100% of the available POF, with a minimum cash balance of \$100m.

<sup>1</sup>Excludes \$0.75/share special dividend and EBITDA multiple of 3.2x as of 04-Dec-2009.

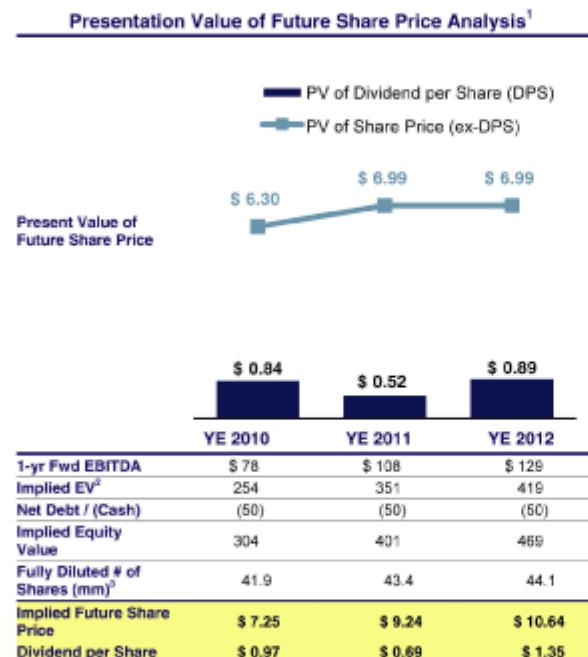
<sup>2</sup>Assumes a fully diluted number of shares based on treasury method (basic shares outstanding of 671m as of 29-Oct-2009, 74.1m RSU outstanding options as of 21-Oct-2009 with a weighted share price of \$0.80 per Atlas 12/2009 1042 filing and Atlas Management). The analysis does not include any future stock option grants.

**PRELIMINARY DRAFT**

## Recapitalization – Share Buyback

**Atlas Management Projections (Base Case) – Future Share Price Analysis (Incl. Dividends)**

**(\$ in millions, except per share data)**



**Sensitivity Analysis**

**Present Value of Future Share Price (incl. Dividends)**

Discount Rate	Exit Year		
	2010	2011	2012
12.5%	\$ 7.30	\$ 8.71	\$ 9.82
15.0%	\$ 7.14	\$ 8.35	\$ 9.24
17.5%	\$ 6.99	\$ 8.02	\$ 8.71

**Present Value of Future Share Price (incl. Dividends)**

Discount to Market Multiple	Exit Year		
	2010	2011	2012
0.0%	\$ 7.14	\$ 8.35	\$ 9.24
(15.0%)	\$ 6.48	\$ 7.56	\$ 8.43
(30.0%)	\$ 5.82	\$ 6.78	\$ 7.64

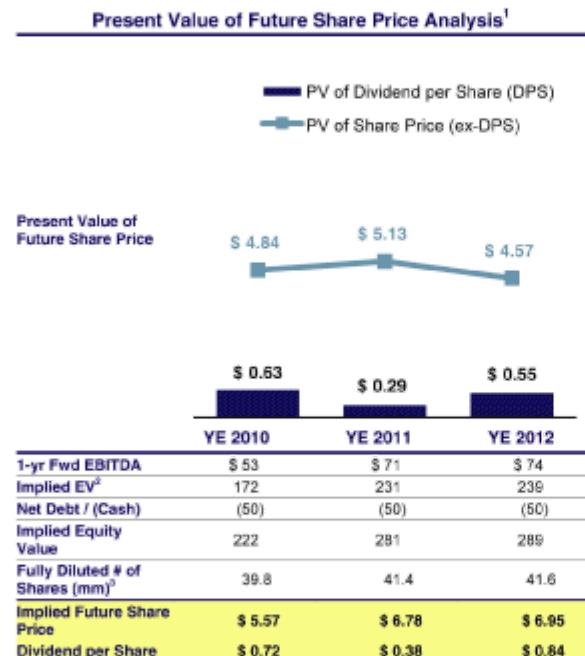
Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments. Discounted to 31-Dec-2009 at a 15.0% discount rate. Assuming an initial share buyback of 829kshares at \$7.50 per share and then a distribution of 100% of the available FCF, with a minimum cash balance of \$50m.

1-yr Fwd EBITDA

<sup>2</sup>Assumes a fully diluted number of shares based on treasury method (plus shares outstanding as of 31-Oct-2009 net of 27,400k of shares assumed to be bought back at a price of \$7.50 per share). 14.4m outstanding options as of 31-Oct-2009 with a weighted strike price of \$3.55 per share Q3 2009 15Q filing and Atlas Management). The analysis does not include any future stock option grant.

**PRELIMINARY DRAFT****Recapitalization – Share Buyback**

**Atlas Management Projections (Downside Case) – Future Share Price Analysis (Incl. Dividends)**  
(\$ in millions, except per share data)



**Sensitivity Analysis**

**Present Value of Future Share Price (incl. Dividends)**

	Exit Year		
	2010	2011	2012
Discount Rate			
12.5%	\$ 5.59	\$ 6.30	\$ 6.42
15.0%	\$ 5.47	\$ 6.05	\$ 6.04
17.5%	\$ 5.35	\$ 5.81	\$ 5.70

**Present Value of Future Share Price (incl. Dividends)**

	Exit Year		
	2010	2011	2012
Discount to Market Multiple			
0.0%	\$ 5.47	\$ 6.05	\$ 6.04
(15.0%)	\$ 5.03	\$ 5.53	\$ 5.59
(30.0%)	\$ 4.59	\$ 5.02	\$ 5.15

Source: Atlas projections per Atlas Management (Downside Case) based on Atlas Management dividend assumption for 2010-12 EV-DO revenues and assuming a constant gross profit margin and operating expenses decline at 180% rate of billings decline per Atlas Management guidance. FMC projections remain unchanged. Downside Case EV-DO and FMC projections include Management Corporate Risk Adjustment. Discount rates 31-Dec-2009 at a 15.0% discount rate. Assuming an initial share buyback of 825k shares at \$7.50 per share and then a distribution of 100% of the available FCF, with a minimum cash balance of \$50m.

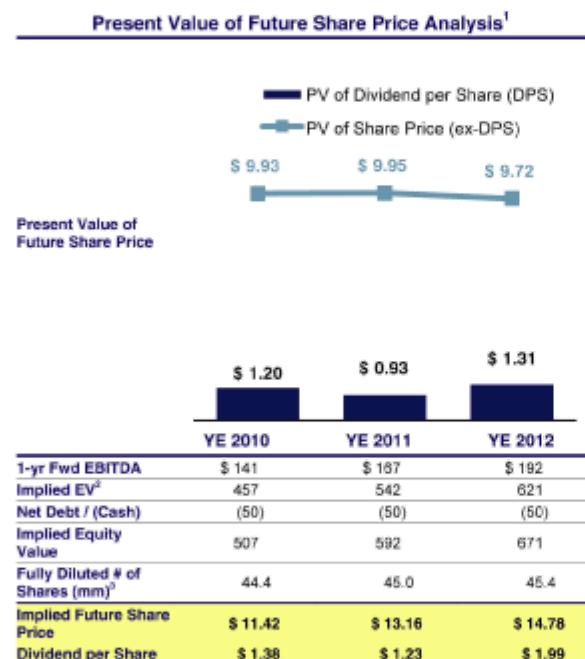
<sup>1</sup> Assumes a fully diluted number of shares based on treasury method (plus shares outstanding as of 31-Oct-2009 net of 27,180k of shares assumed to be bought back at a price of \$7.50 per share; 14,400 outstanding options as of 31-Oct-2009 with a weighted strike price of \$3.55 per share Q3 2009 15Q filing and Atlas Management). The analysis does not include any future stock option grant.

Selected Alternatives for Atlas 30

**PRELIMINARY DRAFT****Recapitalization – Share Buyback**

Atlas Management Projections (Upside Case) – Future Share Price Analysis (Incl. Dividends)

(\$ in millions, except per share data)



**Sensitivity Analysis**

**Present Value of Future Share Price (incl. Dividends)**

Discount Rate	Exit Year		
	2010	2011	2012
12.5%	\$ 11.38	\$ 12.60	\$ 13.98
15.0%	\$ 11.13	\$ 12.08	\$ 13.16
17.5%	\$ 10.89	\$ 11.60	\$ 12.40

**Present Value of Future Share Price (incl. Dividends)**

Discount to Market Multiple	Exit Year		
	2010	2011	2012
0.0%	\$ 11.13	\$ 12.08	\$ 13.16
(15.0%)	\$ 9.92	\$ 10.85	\$ 11.94
(30.0%)	\$ 8.72	\$ 9.63	\$ 10.75

Source: Atlas projections per Atlas Management (Upside Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009 with Upside Case EV-CD and P/WC projections including Management Corporate Risk Adjustments. Discounted to 31-Dec-2009 at a 15.0% discount rate. Assuming an initial share buyback of 800k shares at \$7.50 per share and then a distribution of 100% of the available FCF, with a minimum cash balance of \$50m.

<sup>1</sup> Discounted to 31-Dec-2009

<sup>2</sup> Assumes a fully diluted number of shares based on treasury method (plus shares outstanding of 10 million as of 31-Oct-2009) net of 27,400 of shares assumed to be bought back at a price of \$7.50 per share; 14.4m outstanding options as of 31-Oct-2009 with a weighted option price of \$3.55 per share Q3 2009 10Q filing and Atlas Management). The analysis does not include any future stock option grant.

**PRELIMINARY DRAFT**

## Pro Forma Financial Profile

Acquisition at \$7.50 per Share

**(\$ in millions)**

	2009E	2010E	2011E	2012E	2013E	2009 - 2013 CAGR
EV-DO	\$ 145	\$ 150	\$ 144	\$ 150	\$ 148	0.4%
FMC	7	51	136	225	0	(-100.0%)
<b>Billings (Non-GAAP)</b>	<b>\$ 153</b>	<b>\$ 209</b>	<b>\$ 280</b>	<b>\$ 375</b>	<b>\$ 148</b>	<b>(-0.4%)</b>
% Growth	31.3%	29.7%	33.9%			(-60.6%)
EV-DO	\$ 95	\$ 103	\$ 101	\$ 106	\$ 106	2.8%
FMC	(95)	(45)	(23)	0	0	NM
<b>EBITDA</b>	<b>\$ 39</b>	<b>\$ 58</b>	<b>\$ 78</b>	<b>\$ 108</b>	<b>\$ 106</b>	<b>26.3%</b>
% Margin	25.7%	29.0%	27.9%	28.9%	72.0%	
% Growth	48.4%	34.4%	38.5%		(1.9%)	
Depreciation & Amortization	(6)	(6)	(6)	(8)	(6)	
EV-DO	\$ 93	\$ 99	\$ 98	\$ 103	\$ 101	2.1%
FMC	(60)	(47)	(26)	(3)	0	NM
<b>EBIT</b>	<b>\$ 33</b>	<b>\$ 63</b>	<b>\$ 72</b>	<b>\$ 100</b>	<b>\$ 101</b>	<b>33.7%</b>
% Margin	27.6%	26.0%	29.7%	28.7%	68.2%	
% Growth	58.3%	58.3%	38.8%		0.7%	
Financing Expenses	0	(1)	(1)	(1)	(1)	
Net Interest (Expense) / Income	3	(21)	(19)	(16)	(11)	
Tax Expense	(4)	(11)	(17)	(27)	(29)	
<b>Net Income</b>	<b>\$ 32</b>	<b>\$ 19</b>	<b>\$ 35</b>	<b>\$ 57</b>	<b>\$ 61</b>	<b>17.3%</b>
Free Cash Flow						
EBITDA	\$39	\$58	\$78	\$108	\$106	
(-) Capital Expenditures	(5)	(4)	(0)	(10)	(7)	
(+) Stock Based Compensation	6	8	9	10	4	
(-) Net Cash Interest (Expense) / Income	3	(21)	(19)	(16)	(11)	
(-) Increase in Net Working Capital <sup>1</sup>	11	(1)	(19)	(13)	1	
(-) Taxes (Net of Change in Taxes Payable)	(18)	(21)	(24)	(31)	(37)	
<b>Free Cash Flow</b>	<b>\$ 36</b>	<b>\$ 19</b>	<b>\$ 18</b>	<b>\$ 48</b>	<b>\$ 56</b>	<b>11.8%</b>
% Conversion	92.0%	32.8%	22.4%	44.4%	63.1%	
% Growth	(47.1)%	(8.2)%	173.9%		17.4%	
Balance Sheet						
Term Loan	\$166	\$143	\$130	\$96	\$66	
<b>Total Debt</b>	<b>\$ 166</b>	<b>\$ 143</b>	<b>\$ 130</b>	<b>\$ 96</b>	<b>\$ 66</b>	
<b>Net Debt</b>	<b>144</b>	<b>135</b>	<b>123</b>	<b>89</b>	<b>46</b>	
Credit Statistics						
Total Debt / EBITDA	4.2x	2.4x	1.7x	0.9x	0.5x	
Net Debt / EBITDA	3.7x	2.3x	1.8x	0.8x	0.5x	
EBITDA / Net Interest Expense	1.7x	2.7x	4.5x	5.8x	10.0x	
FCF / Total Debt	21.7%	13.4%	13.5%	49.9%	101.0%	

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments. Risk Analysis assumes no contribution of FMC post 2012.

<sup>1</sup>Includes full recovery of \$30.6mm from Nortel in 2009

Selected Alternatives for Atlas 32

**PRELIMINARY DRAFT****Illustrative Return Analysis**

Atlas Management Projections (Base Case) Assuming \$100mm for Femto Business

(\$ in millions)

**Illustrative Return Analysis @ \$7.50 per Share**

	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E
Dividends	\$ 0	\$ 8	\$ 4	\$ 12	\$ 14	\$ 13	\$ 30	\$ 30	\$ 21	\$ 11	\$ 8
Realization of Femto Value (YE 2012)	0	0	0	100	0	0	0	0	0	0	0
Payout / (Investment)	(134)	0	0	0	0	0	0	0	0	0	0
Total Return Profile	(134)	8	4	112	14	13	30	30	21	11	8
Implied Sponsor IRR	15.1%		1.9 x								
Implied Sponsor Cash-on-Cash											

**Sensitivity Analysis**

IRR – No Exit with Femto Sale				IRR – No Exit with Femto Shutdown							
Value Realized on Femto	Price per Share				Price per Share						
	\$ 6.50	\$ 7.00	\$ 7.50	\$ 8.00	\$ 8.50	\$ 6.50	\$ 7.00	\$ 7.50	\$ 8.00	\$ 8.50	
\$ 0	0.0x	19.2%	8.2%	2.0%	NM	NM	61.1%	37.8%	25.3%	17.4%	11.8%
\$ 50	2.2x	31.0%	16.8%	8.4%	3.0%	NM	57.8%	35.1%	23.3%	15.7%	10.2%
\$ 100	4.3x	44.6%	25.3%	15.1%	8.5%	3.8%	54.1%	32.6%	21.2%	13.9%	8.7%
\$ 150	6.5x	58.4%	33.9%	21.9%	14.2%	8.8%	50.9%	30.2%	19.2%	12.2%	7.1%
\$ 200	8.7x	67.2%	42.1%	28.6%	19.8%	13.8%	47.7%	27.8%	17.2%	10.4%	5.5%
\$ 250	10.8x	76.9%	49.7%	34.8%	26.2%	18.3%	44.6%	26.3%	15.1%	8.6%	3.8%

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2012. Base Case EV-DO and P-MC projections include Management Corporate Risk Adjustments  
Note: Analysis assumes no contribution of P-MC post-2012.

**PRELIMINARY DRAFT****Illustrative Return Analysis****Atlas Management Projections (Downside Case) Assuming \$100mm for Femto Business****(\$ in millions)****Illustrative Return Analysis @ \$7.50 per Share**

	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E
Dividends	\$ 0	\$ 5	\$ 1	\$ 5	\$ 4	\$ 11	\$ 9	\$ 7	\$ 4	\$ 2	\$(22)
Realization of Femto Value (YE 2012)	0	0	0	100	0	0	0	0	0	0	0
Payout / (Investment)	(134)	0	0	0	0	0	0	0	0	0	0
Total Return Profile	(134)	5	1	105	4	11	9	7	4	2	(22)
<b>Implied Sponsor IRR</b>	<b>NM</b>										
<b>Implied Sponsor Cash-on-Cash</b>	<b>0.9 x</b>										

**Sensitivity Analysis**

IRR – No Exit with Femto Sale						IRR – No Exit with Femto Shutdown							
Value Realized on Femto	Implied EV / 13E EBITDA Multiple	Price per Share					Cumulative Femto Investment over 2010-12	% of Base Case Investment	Price per Share				
		\$ 6.50	\$ 7.00	\$ 7.50	\$ 8.00	\$ 8.50			\$ 6.50	\$ 7.00	\$ 7.50	\$ 8.00	\$ 8.50
\$ 0	0.0x	NM	NM	NM	NM	NM	\$ 0	0%	18.8%	7.0%	0.7%	NM	NM
\$ 50	2.2x	11.0%	NM	NM	NM	NM	\$ 15	20%	14.7%	4.0%	NM	NM	NM
\$ 100	4.3x	30.9%	10.3%	NM	NM	NM	\$ 30	40%	10.4%	0.5%	NM	NM	NM
\$ 150	6.5x	46.0%	23.2%	10.0%	0.7%	NM	\$ 46	60%	NM	NM	NM	NM	NM
\$ 200	8.7x	58.6%	33.7%	19.5%	9.8%	2.5%	\$ 61	80%	NM	NM	NM	NM	NM
\$ 250	10.8x	69.5%	42.8%	27.6%	17.4%	9.7%	\$ 76	100%	NM	NM	NM	NM	NM

Source: Atlas projections per Atlas Management (Downside Case) based on Atlas Management achievable assumption for 2010-13 EBITDA revenues and assuming a constant gross profit margin and operating expense decline at 180% rate of billings decline per Atlas Management guidance. HMC projections remain unchanged. Downside Case EBITDA and FBC projections include Management Corporate Risk Adjustment.

Note: Analysis assumes no contribution of FMC post 2012.

**Selected Alternatives for Atlas 34**

**PRELIMINARY DRAFT**

## **Illustrative Return Analysis**

**Atlas Management Projections (Upside Case) Assuming \$100mm for Femto Business**

**(\$ in millions)**

### Illustrative Return Analysis @ \$7.50 per Share

	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E
Dividends	\$ 0	\$ 9	\$ 5	\$ 13	\$ 15	\$ 19	\$ 37	\$ 33	\$ 23	\$ 12	\$ 8
Realization of Femto Value (YE 2012)	0	0	0	100	0	0	0	0	0	0	0
Payout / (Investment)	(134)	0	0	0	0	0	0	0	0	0	0
Total Return Profile	(134)	9	5	113	15	19	37	33	23	12	8
<b>Implied Sponsor IRR</b>	17.1%										
<b>Implied Sponsor Cash-on-Cash</b>	2.0 x										

### Sensitivity Analysis

Value Realized on Femto	Implied EV / 13E EBITDA Multiple	Price per Share					Cumulative Femto Investment over 2010-12	% of Base Case Investment	Price per Share				
		\$ 6.50	\$ 7.00	\$ 7.50	\$ 8.00	\$ 8.50			\$ 6.50	\$ 7.00	\$ 7.50	\$ 8.00	\$ 8.50
\$ 0	0.0x	22.5%	10.9%	4.6%	0.1%	NM	\$ 0	0%	63.2%	39.4%	27.0%	19.0%	13.3%
\$ 50	0.7x	34.7%	19.0%	10.6%	5.1%	1.1%	\$ 15	20%	59.8%	37.0%	25.0%	17.3%	11.8%
\$ 100	1.3x	46.8%	27.4%	17.1%	10.4%	5.6%	\$ 30	40%	56.3%	34.5%	23.0%	15.6%	10.3%
\$ 150	2.0x	58.2%	36.7%	23.7%	15.9%	10.3%	\$ 46	60%	53.1%	32.1%	21.1%	13.9%	8.8%
\$ 200	2.6x	68.7%	43.6%	30.1%	21.3%	15.0%	\$ 61	80%	50.0%	29.8%	19.1%	12.2%	7.2%
\$ 250	3.3x	78.3%	51.0%	36.2%	26.5%	18.6%	\$ 76	100%	48.8%	27.4%	17.1%	10.4%	5.6%

Source: Atlas projections per Atlas Management (Upside Case) based on Atlas Management presentation to Atlas Works' of Directors on 24-Nov-2009 with Upside Case EBITDA and FFCF projections excluding Management Corporate Risk Adjustments  
Note: Analysis assumes no contribution of FMC post-2012.

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**PRELIMINARY DRAFT**



## **Appendix A: Supporting Materials**

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## PRELIMINARY DRAFT

### Comparison of Selected Companies

Company	Closing Price (\$) 4-Dec-2009	% of \$2 Week High	Equity Market Cap (1)	Enterprise Value (1)	Enterprise Value Multiples (2)				Calendarized P/E Multiples (2)	
					Sales 2009	Sales 2010	EBITDA 2009	EBITDA 2010	2009	2010
<b>Broad System Companies</b>										
Alcatel-Lucent	3.48	70	7,903	7,935	0.3	0.3	7.6	4.1	NM	16.7
Cisco Systems, Inc.	24.16	99	145,294	125,538	3.3	3.1	10.5	10.1	17.5	15.1
LM Ericsson Telephone Co. (3)	9.64	85	30,983	25,052	0.8	0.8	6.9	5.5	18.9	12.4
Motorola Inc.	8.18	88	18,230	16,137	0.7	0.7	15.6	7.8	409.0	24.1
Nokia Corp.	12.70	72	47,297	48,058	0.8	0.8	8.2	6.7	14.2	12.3
Mean	82.8 %	\$ 60,130	\$ 43,154	1.2 x	1.1 x	9.8 x	6.8 x	114.4 x	16.3 x	
Median	85.2	30,983	25,052	0.8	0.8	8.2	6.7	17.2	16.1	
<b>Category Leaders</b>										
Alta (Base Case Projections)	6.31	80	433.6	139	1.2	0.9	4.0	3.2	13.5	12.749
Arcne Packet, Inc.	11.38	100	737	575	4.1	3.4	15.8	12.5	33.2	27.5
Aruba Networks, Inc.	8.11	83	928	804	3.7	3.1	49.5	20.5	67.9	35.6
IPS Networks Inc.	50.64	100	4,254	1,995	5.9	5.0	18.3	15.5	28.8	24.3
Infinera Corp.	9.09	88	955	838	2.2	1.9	NM	403.7	NM	NM
Juniper Networks, Inc.	27.33	87	15,017	12,949	4.0	3.4	16.7	13.5	32.2	24.2
Rewards in Motion (4)	59.09	88	33,938	31,743	2.2	1.7	8.9	7.3	14.3	11.7
Riveted Technology, Inc.	20.77	82	1,593	1,295	3.3	2.9	17.9	13.8	32.0	26.0
Sonus Networks, Inc.	2.16	82	698	261	1.2	1.1	N/A	N/A	NM	NM
Starent Networks, Corp.	34.54	100	2,788	2,392	1.2	0.8	20.8	17.8	38.0	36.7
Mean	90.8 %	\$ 8,754	\$ 8,074	3.8 x	3.2 x	20.7 x	83.1 x	35.2 x	26.6 x	
Median	92.8	1,593	1,298	3.7	3.1	17.9	14.8	32.2	26.0	
<b>Mid Tier Communications</b>										
ADC Telecommunications Inc.	8.24	84	603	753	0.7	0.7	N/A	8.2	27.4	18.8
ADTRAN Inc.	21.00	82	1,327	1,190	2.5	2.2	10.2	8.2	18.1	16.0
Powervoice Technologies Inc.	1.40	81	185	421	0.7	0.7	14.3	9.4	79.0	14.0
Tellabs Inc.	5.68	78	2,224	970	0.6	0.6	5.8	N/A	23.7	21.0
GammScope Inc.	26.00	79	2,641	3,446	1.1	1.1	6.8	6.0	12.2	10.8
Mean	78.8 %	\$ 1,202	\$ 1,190	1.6 x	1.0 x	9.3 x	7.0 x	38.3 x	14.9 x	
Median	80.3	965	861	0.9	0.8	8.5	6.2	22.7	15.0	

(1) Source: Latest publicly available financial statements. Equity Market Cap based on diluted shares outstanding.

(2) Source: CDM numbers are based on latest publicly available financial statements. Projected revenues, EBITDA, and EPS are based on 2009 median estimates and/or other Wall Street research. All research estimates have been calendarized to December.

(3) Net per share for acquisition of Novatel CDMA business and LTE assets in North America.

(4) Preference for acquisition at Chalk Media Corp announcement 11 Dec 09

Source: Alta projections per Alta Management (Base Case) based on Alta Management presentation to Alta Board of Directors on 24-Nov-2009. Base Case EV-DO and PIMC projections include Management Corporate Risk Adjustments

Supporting Materials 37

**PRELIMINARY DRAFT****Atlas Discounted Cash Flow Analysis**

EV-DO Business

(\$ in millions)

**Free Cash Flow Build**

	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E
Billings (Non-GAAP)	\$ 145	\$ 150	\$ 144	\$ 150	\$ 148	\$ 125	\$ 100	\$ 75	\$ 50	\$ 25	\$ 0
% Growth	2.7%	(3.7%)	4.1%	(1.4%)	(15.1%)	(20.0%)	(25.0%)	(33.3%)	(50.0%)	(100.0%)	
EBITDA	95	103	101	108	106	90	72	54	36	18	0
% Margin	65.4%	68.7%	70.3%	72.1%	72.0%	72.0%	72.0%	72.0%	72.0%	72.0%	n.m.
(-) Depreciation and Amortization	(2)	(3)	(3)	(5)	(6)	(5)	(4)	(3)	(2)	(1)	(0)
<b>Operating Income on Billings</b>	<b>\$ 93</b>	<b>\$ 99</b>	<b>\$ 98</b>	<b>\$ 103</b>	<b>\$ 101</b>	<b>\$ 86</b>	<b>\$ 68</b>	<b>\$ 51</b>	<b>\$ 34</b>	<b>\$ 17</b>	<b>\$ 0</b>
% Margin	63.7%	66.4%	67.9%	68.8%	68.2%	68.2%	68.2%	68.2%	68.2%	68.2%	n.m.
(-) Taxes	(32)	(35)	(34)	(36)	(35)	(30)	(24)	(18)	(12)	(6)	(0)
<b>Operating Income Before Interest After Tax</b>	<b>\$ 60</b>	<b>\$ 65</b>	<b>\$ 63</b>	<b>\$ 67</b>	<b>\$ 66</b>	<b>\$ 56</b>	<b>\$ 44</b>	<b>\$ 33</b>	<b>\$ 22</b>	<b>\$ 11</b>	<b>\$ 0</b>
(+) Depreciation and Amortization	2	3	3	5	6	5	4	3	2	1	0
(-) Capital Expenditures	(3)	(2)	(5)	(6)	(7)	(6)	(5)	(4)	(2)	(1)	(0)
(-) Increase in Net Working Capital	7	(6)	(1)	(1)	1	1	1	0	0	0	0
<b>Unlevered Free Cash Flow</b>	<b>\$ 68</b>	<b>\$ 60</b>	<b>\$ 61</b>	<b>\$ 65</b>	<b>\$ 65</b>	<b>\$ 55</b>	<b>\$ 44</b>	<b>\$ 33</b>	<b>\$ 22</b>	<b>\$ 11</b>	<b>\$ 0</b>
PV of Future Cash Flows	\$ 61	\$ 47	\$ 41	\$ 37	\$ 31	\$ 23	\$ 15	\$ 10	\$ 6	\$ 2	\$ 0

**Equity Value Per Share – Sensitivity Analysis**

		WACC				
		16.5%	17.0%	17.5%	18.0%	18.5%
% of Revenue Decline in Opex Savings	50.0%	\$ 3.04	\$ 2.99	\$ 2.94	\$ 2.90	\$ 2.86
	75.0%	3.08	3.04	2.99	2.94	2.90
	100.0%	3.13	3.08	3.03	2.98	2.93

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and PNC projections include Management Corporate Risk Adjustments.  
Note: Assumes 17.0% WACC and tax rate of 35.0%.

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**PRELIMINARY DRAFT**

## Atlas Discounted Cash Flow Analysis

**FMC Business**

**(\$ in millions)**

<b>Free Cash Flow Build</b>					
	2009E	2010E	2011E	2012E	2013E
Billings (Non-GAAP)	\$ 51	\$ 136	\$ 225	\$ 332	
% Growth		167.6%	65.4%	47.6%	
EBITDA	(45)	(23)	0	23	
% Margin		(87.5)%	(16.8)%	0.2%	6.9%
(-) Depreciation and Amortization	(3)	(3)	(3)	(4)	
<b>Operating Income on Billings</b>	<b>\$ (47)</b>	<b>\$ (26)</b>	<b>\$ (3)</b>	<b>\$ 19</b>	
% Margin		(92.8)%	(16.8)%	(1.3)%	5.8%
(-) Taxes	17	9	1	(7)	
<b>Operating Income Before Interest After Tax</b>	<b>\$ (31)</b>	<b>\$ (17)</b>	<b>\$ (2)</b>	<b>\$ 13</b>	
(+) Depreciation and Amortization	3	3	3	4	
(-) Capital Expenditures	(1)	(3)	(4)	(5)	
(-) Increase in Net Working Capital	5	(18)	(13)	(14)	
<b>Unlevered Free Cash Flow</b>	<b>\$ (25)</b>	<b>\$ (35)</b>	<b>\$ (15)</b>	<b>\$ (3)</b>	
Cash Used from Balance Sheet	25	35	15	3	
Interest Income After Tax	0	0	0	0	
<b>Net Cash Flow</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>	
PV of Future Cash Flows	0	0	0	0	
Cash on Balance Sheet Allocated to Femto	\$77	\$53	\$18	\$3	\$0

**Equity Value Per Share – Sensitivity Analysis**

Value of Femto Business Including Pre-funded Losses					Net Value of Femto Business					
Terminal Value Multiple					Terminal Value Multiple					
WACC	25.0%	11.5 x	\$ 1.94	12.0 x	\$ 2.02	12.5 x	\$ 2.10	13.0 x	\$ 2.19	13.5 x
	27.5%									
	30.0%									
	25.0%	\$ 0.84	\$ 0.92	\$ 1.00	\$ 1.09	\$ 1.17				
	27.5%	0.72	0.80	0.88	0.96	1.04				
	30.0%	0.62	0.70	0.77	0.85	0.92				

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-May-2008. Base Case EBITDA and FMC projections include Management Corporate Risk Adjustments.

Note: Assumes 27.5% WACC, a 12.5x EV / EBITDA terminal value multiple, and a tax rate of 35.0%.

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**PRELIMINARY DRAFT**

## Illustrative Atlas WACC Analysis Assuming No Leverage

Target Capital Structure (%)		
Gross Debt / (Debt - Excess Cash + Equity)	0.0%	Wd
Excess Cash / (Debt - Excess Cash + Equity)	97.5%	Wc
Equity / (Debt - Excess Cash + Equity)	197.5%	We
<b>Implied Net Debt / Equity Ratio</b>	<b>(0.49)</b>	

Current Capital Structure (\$ mm)			
Gross Debt	\$ 0		
Excess Cash <sup>1</sup>	195		
Basic Mkt Cap	395		

WACC Calculation		
Risk-Free Rate <sup>2</sup>	4.30%	Rf
Asset Beta (Comps Median)	1.32	$\beta_A$
Equity Beta (Relevered)	0.90	$\beta_E$
Equity Risk Premium <sup>3</sup>	6.47%	ERP
<b>Cost of Equity</b>	<b>10.13%</b>	$K_E$
Pre-Tax Cost of Debt <sup>4</sup>	NA	$K_d$
Marginal Tax Rate <sup>5</sup>	35.0%	T
Pre-Tax Return on Cash	2.50%	$K_c$
<b>Weighted-Average Cost of Capital</b>	<b>18.41%</b>	

Min Cash	Wc	Ke	WACC
\$ 0	183.3%	9.42%	22.15%
\$ 50	97.5%	10.13%	18.41%
\$ 100	58.0%	10.83%	16.17%
\$ 150	31.6%	11.54%	14.87%
\$ 200	12.8%	12.24%	13.61%
\$ 245	0.0%	12.88%	12.88%

$$\text{WACC} = K_d \cdot (1-T) \cdot Wd \cdot K_e \cdot (1-T) \cdot Wc + K_e \cdot We$$

	Barra Predicted Equity Beta	Currency	Total	Total	Net	Basic Market	Net Debt / Equity Ratio	Tax Rate	Asset Beta
			Debt (mm)	Cash (mm)	Debt (mm)	Cap (mm)			
Atlas	0.85	USD	0	245	(245)	395	(0.62)	35.0%	1.60

Comparable Company	Barra Predicted Equity Beta	Currency	Total	Total	Net	Basic Market	Net Debt / Equity Ratio	Tax Rate	Asset Beta
			Debt (mm)	Cash (mm)	Debt (mm)	Cap (mm)			
Acme Packet, Inc.	1.18	USD	0	159	(159)	657	(0.24)	35.0%	1.39
Infinera Corp.	1.12	USD	0	269	(269)	878	(0.31)	35.0%	1.40
Sonus Networks, Inc.	1.57	USD	0	338	(338)	693	(0.57)	35.0%	2.49
Starent Networks, Corp.	1.02	USD	0	407	(407)	2,461	(0.16)	35.0%	1.14
Powerwave Technologies Inc.	2.05	USD	281	45	238	185	1.27	35.0%	1.12
ADC Telecommunications Inc.	1.48	USD	682	512	150	803	0.25	35.0%	1.28
<b>Median</b>	<b>1.32</b>						<b>(0.20)</b>	<b>35.0%</b>	<b>1.32</b>
<b>Mean</b>	<b>1.49</b>						<b>0.04</b>	<b>35.0%</b>	<b>1.47</b>

Source: Companies' filings, predicted beta information from Barra, Capital IQ, market data as of 04-Dec-2009  
<sup>1</sup> Assumes minimum cash of \$200mm. Cash balance as of 30-Sep-2009 per Atlas Q3 2009 10Q filing including full recovery of \$38.6mm from Nortel in 2009  
<sup>2</sup> Constant U.S. 30 year Treasury rate as of 04-Dec-2009  
<sup>3</sup> Based on historical data from 1926 – 2008  
<sup>4</sup> Not applicable given target cost structure includes no debt  
<sup>5</sup> Assumes U.S. statutory tax rate

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**PRELIMINARY DRAFT**

## Illustrative Atlas WACC Analysis Assuming Leverage

Target Capital Structure (%)			PF Capital Structure (\$ mm)					25% Increase in Asset Beta		
	Wd	We	Gross Debt	\$ 60	Excess Cash <sup>1</sup>	0	Ke	WACC	Ke	WACC
Gross Debt / (Debt - Excess Cash + Equity)	40.0%	Wd								
Excess Cash / (Debt - Excess Cash + Equity)	0.0%	Wc								
Equity / (Debt - Excess Cash + Equity)	59.9%	We								
<b>Implied Net Debt / Equity Ratio</b>	<b>0.67</b>									
WACC Calculation			Wd	Debt	Equity	Ke	WACC	Ke	WACC	
Risk-Free Rate <sup>2</sup>	4.30%	Rf	0.0%	\$ 0	\$ 150	12.88%	12.88%	15.02%	15.02%	
Asset Beta (Comps Median)	1.32	Ba	10.0%	15	135	13.50%	13.12%	15.79%	15.19%	
Equity Beta (Relevered)	1.90	Ba	20.0%	30	120	14.27%	13.37%	16.76%	15.36%	
Equity Risk Premium <sup>3</sup>	6.47%	ERP	30.0%	45	105	15.25%	13.61%	18.00%	15.53%	
<b>Cost of Equity</b>	<b>16.59%</b>	Ke	40.0%	60	90	16.59%	13.85%	19.66%	15.70%	
Pre-Tax Cost of Debt	15.00%	Kd	50.0%	75	75	18.45%	14.10%	21.99%	15.87%	
Marginal Tax Rate <sup>4</sup>	35.0%	T	60.0%	90	60	21.23%	14.34%	25.47%	16.04%	
After-Tax Cost of Debt	9.75%	Kd(1-T)	70.0%	105	45	25.88%	14.59%	31.27%	16.21%	
Pre-Tax Return on Cash	2.50%	Kc								
<b>Weighted-Average Cost of Capital</b>	<b>13.85%</b>									
$\text{WACC} = \text{Kd}^*(1-\text{T})^*\text{Wd-Kc}^*(1-\text{T})^*\text{Wc+Ke}^*\text{We}$										
Barra Predicted Equity Beta			Total Debt (mm)	Total Cash (mm)	Net Debt (mm)	Basic Market Cap (mm)	Net Debt / Equity Ratio	Tax Rate	Asset Beta	
Atlas	0.95	USD	0	245	(245)	395	(0.62)	35.0%	1.60	
Comparable Company			Total Debt (mm)	Total Cash (mm)	Net Debt (mm)	Basic Market Cap (mm)	Net Debt / Equity Ratio	Tax Rate	Asset Beta	
Acme Packet, Inc.	1.18	USD	0	159	(159)	857	(0.24)	35.0%	1.39	
Infinera Corp.	1.12	USD	0	289	(289)	878	(0.31)	35.0%	1.40	
Sonus Networks, Inc.	1.57	USD	0	338	(338)	593	(0.57)	35.0%	2.49	
Starent Networks, Corp.	1.02	USD	0	407	(407)	2,491	(0.16)	35.0%	1.14	
Powerwave Technologies Inc.	2.05	USD	281	45	236	185	1.27	35.0%	1.12	
ADC Telecommunications Inc.	1.46	USD	662	512	150	603	0.25	35.0%	1.26	
<b>Median</b>	<b>1.32</b>									
<b>Mean</b>	<b>1.40</b>									

Source: Compustat® Mergers, predicted beta information from Barra, Capital IQ, market data as of 04-Dec-2009

<sup>1</sup> Assumes a 1:1 distribution of cash on balance sheet

<sup>2</sup> Comps U.S. 30-year Treasury note as of 04-Dec-2009

<sup>3</sup> Comps U.S. equity risk premium 2000-2009

<sup>4</sup> Assumes U.S. statutory tax rate

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**PRELIMINARY DRAFT**

## **Atlas Management Projections Per Atlas Management**

### EV-DO Projections Per Atlas Management (Base Case)

	2009E	2010E	2011E	2012E	2013E
Corporate Risk Adjustment	\$ 0.0	\$(2.6)	\$(7.7)	\$(5.2)	\$(2.8)
Standalone	145.6	152.0	151.7	155.0	150.4
Billings (Non-GAAP)	145.6	149.5	143.9	149.8	147.6
% Growth		2.7%	(3.7)%	4.1%	(1.4)%
Corporate Risk Adjustment	(0.0)	1.5	4.6	3.1	1.5
Standalone	(12.7)	(10.9)	(9.4)	(9.5)	(9.1)
COGS on Billings	(12.7)	(9.4)	(4.6)	(6.4)	(7.6)
% Margin	8.7%	6.3%	3.4%	4.3%	5.2%
<b>Gross Profit on Billings</b>	<b>\$ 132.8</b>	<b>\$ 140.2</b>	<b>\$ 139.1</b>	<b>\$ 143.3</b>	<b>\$ 140.0</b>
% Margin	91.9%	93.7%	96.6%	85.7%	94.8%
Corporate Risk Adjustment	(0.0)	(0.6)	(1.4)	(1.7)	(2.4)
Standalone	(30.4)	(30.3)	(28.8)	(27.0)	(25.0)
R&D Expense	(30.5)	(30.9)	(30.2)	(28.7)	(27.4)
% Margin	20.9%	20.6%	21.0%	19.1%	18.6%
Corporate Risk Adjustment	0.0	0.0	(0.7)	(0.7)	(0.8)
Standalone	(2.2)	(1.8)	(2.1)	(2.1)	(2.2)
Sales and Marketing	(2.2)	(1.8)	(2.8)	(2.8)	(3.0)
% Margin	1.5%	1.2%	1.9%	1.0%	2.0%
Corporate Risk Adjustment	(0.0)	(0.1)	(0.1)	(0.3)	(0.6)
Standalone	(4.3)	(3.8)	(4.0)	(4.0)	(3.9)
General and Admin.	(4.3)	(3.9)	(4.1)	(4.4)	(4.4)
% Margin	3.0%	2.6%	2.8%	2.9%	3.0%
Corporate Risk Adjustment	(0.1)	(0.1)	(0.1)	(0.0)	0.0
Standalone	0.0	0.0	0.0	0.0	0.0
IPR&D	(0.1)	(0.1)	(0.1)	(0.0)	0.0
% Margin	0.1%	0.1%	0.1%	0.0%	0.0%
Corporate Risk Adjustment	(3.0)	(4.2)	(4.3)	(4.5)	(4.5)
Standalone	0.0	0.0	0.0	0.0	0.0
Stock Based Comp. Expense	(3.0)	(4.2)	(4.3)	(4.5)	(4.5)
% Margin	2.1%	2.8%	3.0%	3.0%	3.0%
<b>Total Operating Expenses</b>	<b>(40.2)</b>	<b>(40.8)</b>	<b>(41.4)</b>	<b>(40.3)</b>	<b>(39.3)</b>
% Margin	27.6%	27.3%	26.8%	26.9%	26.6%
<b>Operating Income on Billings</b>	<b>\$ 92.7</b>	<b>\$ 99.3</b>	<b>\$ 97.7</b>	<b>\$ 103.0</b>	<b>\$ 100.7</b>
% Margin	63.7%	66.4%	67.9%	68.8%	68.2%

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2008. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments

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## **Atlas Management Projections Per Atlas Management**

### FMC Projections Per Atlas Management (Base Case)

	2009E	2010E	2011E	2012E	2013E
Corporate Risk Adjustment	\$ 0.0	\$(22.5)	\$(89.7)	\$(48.8)	\$(25.0)
Standalone	7.1	73.4	205.9	272.0	357.4
Billings (Non-GAAP)	7.1	50.9	136.1	225.2	332.4
% Growth	618.9%	167.8%	85.4%	47.8%	
Corporate Risk Adjustment	(0.2)	13.5	41.3	27.6	13.3
Standalone	(8.9)	(57.0)	(134.6)	(176.1)	(227.4)
COGS on Billings	(9.1)	(43.5)	(93.3)	(148.5)	(214.2)
% Margin	128.4%	85.6%	68.5%	65.9%	64.4%
<b>Gross Profit on Billings</b>	<b>\$ (2.0)</b>	<b>\$ 7.3</b>	<b>\$ 42.9</b>	<b>\$ 76.7</b>	<b>\$ 118.2</b>
% Margin	(28.4)%	14.4%	31.5%	34.1%	35.6%
Corporate Risk Adjustment	(0.2)	(5.2)	(12.2)	(15.4)	(21.8)
Standalone	(35.6)	(28.5)	(28.0)	(30.7)	(34.8)
R&D Expense	(35.8)	(33.8)	(40.2)	(48.1)	(56.8)
% Margin	504.0%	65.3%	29.8%	20.8%	17.1%
Corporate Risk Adjustment	0.0	0.0	(6.2)	(6.2)	(7.1)
Standalone	(12.2)	(10.3)	(10.7)	(12.5)	(15.8)
Sales and Marketing	(12.2)	(10.3)	(17.0)	(18.7)	(22.9)
% Margin	171.3%	20.2%	12.5%	8.3%	6.9%
Corporate Risk Adjustment	(0.0)	(0.9)	(0.7)	(2.9)	(5.3)
Standalone	(5.8)	(4.7)	(5.0)	(6.0)	(7.2)
General and Admin.	(5.8)	(5.6)	(5.7)	(8.9)	(12.5)
% Margin	82.0%	10.9%	4.2%	4.0%	3.8%
Corporate Risk Adjustment	(1.0)	(1.0)	(0.7)	(0.2)	0.0
Standalone	0.0	0.0	0.0	0.0	0.0
IP/R&D	(1.0)	(1.0)	(0.7)	(0.2)	0.0
% Margin	13.6%	1.9%	0.5%	0.1%	0.0%
Corporate Risk Adjustment	(3.0)	(4.0)	(4.8)	(5.7)	(6.7)
Standalone	0.0	0.0	0.0	0.0	0.0
Stock Based Comp. Expense	(3.0)	(4.0)	(4.8)	(5.7)	(6.7)
% Margin	41.0%	7.0%	3.6%	2.5%	2.0%
<b>Total Operating Expenses</b>	<b>(57.7)</b>	<b>(54.6)</b>	<b>(68.5)</b>	<b>(79.7)</b>	<b>(98.9)</b>
% Margin	813.5%	107.2%	50.3%	35.4%	29.8%
<b>Operating Income on Billings</b>	<b>\$ (59.8)</b>	<b>\$ (47.2)</b>	<b>\$ (25.6)</b>	<b>\$ (3.0)</b>	<b>\$ 19.3</b>
% Margin	(842.0)%	(92.8)%	(18.8)%	(1.3)%	5.8%

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2008. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments

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## **Atlas Management Projections Per Atlas Management**

### UMTS Femto Projections Per Atlas Management (Base Case)

	2009E	2010E	2011E	2012E	2013E
Billings (Non-GAAP)	\$ 0.6	\$ 12.9	\$ 82.2	\$ 109.0	\$ 167.8
% Growth		1928.7%	539.1%	32.6%	54.0%
COGS on Billings	(1.3)	(11.1)	(46.9)	(83.2)	(100.1)
% Margin	204.4%	86.5%	57.1%	58.0%	59.6%
<b>Gross Profit on Billings</b>	<b>\$ (0.7)</b>	<b>\$ 1.7</b>	<b>\$ 35.3</b>	<b>\$ 45.6</b>	<b>\$ 67.8</b>
% Margin	(104.4)%	13.5%	42.9%	42.0%	40.4%
R&D Expense	(15.0)	(11.7)	(11.8)	(14.2)	(17.9)
% Margin	2359.9%	90.9%	14.4%	13.0%	10.7%
Sales and Marketing	(7.0)	(6.0)	(6.8)	(8.0)	(10.0)
% Margin	1098.6%	46.6%	8.3%	7.3%	6.0%
General and Admin.	(2.6)	(2.0)	(2.3)	(3.0)	(3.8)
% Margin	404.1%	15.5%	2.8%	2.7%	2.3%
IPR&D	0.0	0.0	0.0	0.0	0.0
% Margin	0.0%	0.0%	0.0%	0.0%	0.0%
Stock Based Comp. Expense	0.0	0.0	0.0	0.0	0.0
% Margin	0.0%	0.0%	0.0%	0.0%	0.0%
<b>Total Operating Expenses</b>	<b>(24.5)</b>	<b>(19.7)</b>	<b>(21.0)</b>	<b>(25.1)</b>	<b>(31.7)</b>
% Margin	3982.6%	153.0%	26.5%	23.0%	18.0%
<b>Operating Income on Billings</b>	<b>\$ (26.2)</b>	<b>\$ (17.9)</b>	<b>\$ 14.3</b>	<b>\$ 20.6</b>	<b>\$ 36.1</b>
% Margin	(3987.0)%	(139.5)%	17.4%	18.9%	21.5%

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2008. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments

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**PRELIMINARY DRAFT**

## **Atlas Management Projections Per Atlas Management**

### CDMA Femto Projections Per Atlas Management (Base Case)

	2009E	2010E	2011E	2012E	2013E
Bilings (Non-GAAP)	\$ 5.4	\$ 57.9	\$ 121.6	\$ 162.4	\$ 188.9
% Growth		972.7%	109.8%	33.6%	16.3%
COGS on Bilings	(5.8)	(44.6)	(86.8)	(112.7)	(127.2)
% Margin	109.6%	76.9%	71.4%	69.4%	67.3%
<b>Gross Profit on Bilings</b>	<b>\$ (0.5)</b>	<b>\$ 13.4</b>	<b>\$ 34.8</b>	<b>\$ 49.7</b>	<b>\$ 61.7</b>
% Margin	(2.6)%	23.1%	28.6%	30.6%	32.7%
R&D Expense	(18.0)	(16.0)	(15.5)	(16.5)	(17.0)
% Margin	334.1%	27.7%	12.8%	10.2%	9.0%
Sales and Marketing	(3.9)	(3.9)	(3.8)	(4.8)	(5.8)
% Margin	72.2%	6.8%	3.2%	2.8%	3.1%
General and Admin.	(2.7)	(2.5)	(2.5)	(3.0)	(3.4)
% Margin	50.1%	4.3%	2.1%	1.6%	1.8%
IPR&D	0.0	0.0	0.0	0.0	0.0
% Margin	0.0%	0.0%	0.0%	0.0%	0.0%
Stock Based Comp. Expense	0.0	0.0	0.0	0.0	0.0
% Margin	0.0%	0.0%	0.0%	0.0%	0.0%
<b>Total Operating Expenses</b>	<b>(24.7)</b>	<b>(22.4)</b>	<b>(21.9)</b>	<b>(24.1)</b>	<b>(25.1)</b>
% Margin	456.4%	38.7%	16.0%	14.6%	13.6%
<b>Operating Income on Bilings</b>	<b>\$ (26.2)</b>	<b>\$ (9.1)</b>	<b>\$ 12.9</b>	<b>\$ 25.6</b>	<b>\$ 35.6</b>
% Margin	(488.0)%	(15.6)%	10.6%	15.7%	18.6%

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2008. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments

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PRELIMINARY DRAFT



## Atlas Management Projections Per Atlas Management

### UAG Projections Per Atlas Management (Base Case)

	2009E	2010E	2011E	2012E	2013E
Billings (Non-GAAP)	\$ 1.0	\$ 2.6	\$ 2.1	\$ 0.6	\$ 0.6
% Growth		149.2%	(17.4)%	(70.0)%	0.0%
COGS on Billings	(1.7)	(1.4)	(0.8)	(0.2)	(0.2)
% Margin	166.7%	52.9%	39.5%	26.3%	26.8%
<b>Gross Profit on Billings</b>	<b>\$ (0.7)</b>	<b>\$ 1.2</b>	<b>\$ 1.3</b>	<b>\$ 0.5</b>	<b>\$ 0.5</b>
% Margin	(66.7)%	47.1%	60.5%	73.7%	73.2%
R&D Expense	(2.8)	(0.8)	(0.7)	0.0	0.0
% Margin	252.1%	32.3%	33.0%	0.0%	0.0%
Sales and Marketing	(1.3)	(0.3)	(0.0)	0.0	0.0
% Margin	125.2%	13.4%	2.3%	0.0%	0.0%
General and Admin.	(0.5)	(0.2)	(0.1)	(0.0)	(0.0)
% Margin	50.4%	6.6%	5.7%	3.0%	3.1%
IPR&D	0.0	0.0	0.0	0.0	0.0
% Margin	0.0%	0.0%	0.0%	0.0%	0.0%
Stock Based Comp. Expense	0.0	0.0	0.0	0.0	0.0
% Margin	0.0%	0.0%	0.0%	0.0%	0.0%
<b>Total Operating Expenses</b>	<b>(4.4)</b>	<b>(1.3)</b>	<b>(0.9)</b>	<b>(0.0)</b>	<b>(0.0)</b>
% Margin	427.7%	52.2%	47.0%	3.0%	3.1%
<b>Operating Income on Billings</b>	<b>\$ (5.1)</b>	<b>\$ (0.1)</b>	<b>\$ 0.4</b>	<b>\$ 0.5</b>	<b>\$ 0.4</b>
% Margin	(484.4)%	(5.1)%	18.6%	70.7%	70.7%

Source: Atlas projections per Atlas Management (Base Case) based on Atlas Management presentation to Atlas Board of Directors on 24-Nov-2009. Base Case EV-DO and FMC projections include Management Corporate Risk Adjustments

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