

FOCUS Information Technology Group

Spring 2017 Report

Vol. 9, No. 2

FOCUS

Investment Banking

Strategic, Personal, Dedicated

Investment Banking and Advisory Services

FOCUS Investment Banking LLC is a leading investment bank with specialized software and information technology services expertise, concentrating on providing five highly-tailored services to emerging middle market and larger organizations in this sector:

Mergers & Acquisition Advisory
Corporate Development Consulting
Strategic Partnering & Alliances
Capital Financing, Debt & Equity
Corporate Valuations

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FOCUS Information Technology Group

By George M. Shea, Partner and Information Technology Team Leader, FOCUS Investment Banking LLC

M&A activity continues to remain strong within the broad technology sector. 451 Research ranked the following sectors in order of highest amount of acquisition spend within the technology sector in 2015.

1. Enterprise Security
2. Mobile Technology
3. Internet Content/Commerce
4. Enterprise Application Software
5. Enterprise Infrastructure Software

Mobile Technology has been drawing the highest amount of spend from acquirers since 2012 and was only shifted to second spot in 2015 behind Information Security. Within the Mobile Technology sector, companies doing “native scale” or pure mobility are attractive targets right now. More importantly, buyers are interested in companies that are engaged in developing apps that are transforming underlying business processes as opposed to developing small special purpose apps or adding a mobile feature to an existing web application. Buyers also want to see depth of capabilities around user experience design (UXD).

The following attributes provide a quick summary of the key drivers in the Mobile Technology sector among acquirers:

- Native scale mobile app development
- User experience design (UXD) expertise
- Emerging mobile technologies development expertise
- Android and iOS development expertise
- Digital transformation services expertise
- Custom app development expertise
- Focus on business -critical mobile apps

We believe the FOCUS IT team is uniquely qualified to help you meet your objectives because, unlike most information technology groups, we:

- Employ a proven transaction methodology which delivers results
- Devote senior C-level resources with operating expertise in the IT sector who advise CEOs and boards
- Deliver precise, comprehensive research to close transactions, deploying a team of professionals dedicated to producing results
- Leverage years of experience in the middle market to maximize opportunities for successful transactions
- Have a national presence with global reach—regional offices ensure that all clients receive personalized service throughout every phase of a transaction
- Offer strategic advisory services that enhance shareholder value

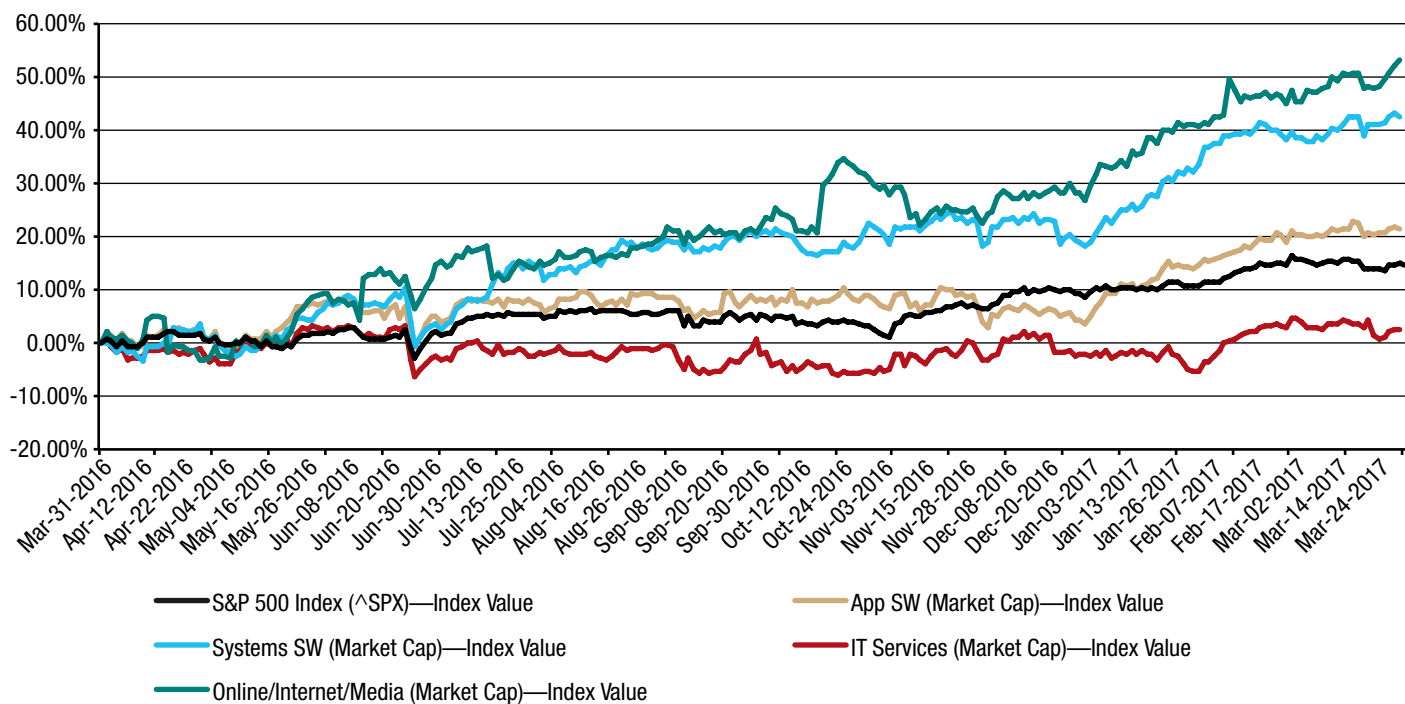
Members of the FOCUS IT team attend conferences and meetings in the U.S. and internationally. We are always delighted to receive introductions to innovative companies in the industry. We hope to see you at one of these events, and look forward to exploring your capital market needs as you continue to grow your enterprise.

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IT Market Analysis

Chart 1: Performance: S&P 500 vs. IT



Source: Capital IQ

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Chart 2: Company Comparables Systems Software (Larger Cap)

Company Name	Total Enterprise Value Latest (\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
Check Point Software Technologies Ltd. (NasdaqGS:CHKP)	16,582.5	1,741.3	864.8	9.5X	19.2X	Dec-31-2016
Fortinet Inc. (NasdaqGS:FTNT)	5,638.0	1,275.4	95.8	4.4X	58.9X	Dec-31-2016
Red Hat, Inc. (NYSE:RHT)	14,706.8	2,411.8	417.5	6.1X	35.2X	Feb-28-2017
Splunk, Inc. (NasdaqGS:SPLK)	7,613.9	950.0	(300.4)	8.0X	N/A	Jan-31-2017
Symantec Corporation (NasdaqGS:SYMC)	20,548.8	3,777.0	875.0	5.4X	23.5X	Dec-30-2016
VMware, Inc. (NYSE:VMW)	31,223.3	7,093.0	1,850.0	4.4X	16.9X	Dec-31-2016
Summary Statistics						
High	\$31,223.3	\$7,093.0	\$1,850.0	9.5X	58.9X	
Low	\$5,638.0	\$950.0	(\$300.4)	4.4X	16.9X	
Mean	\$16,052.2	\$2,874.8	\$633.8	6.3X	30.7X	
Median	\$15,644.7	\$2,076.6	\$641.2	5.8X	23.5X	

Chart 3: Company Comparables Systems Software (Smaller Cap)

Company Name	Total Enterprise Value Latest w(\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
Falconstor Software Inc. (NasdaqCM:FALC)	23.5	30.3	(9.2)	0.8X	N/A	Dec-31-2016
Imperva Inc. (NYSE:IMPV)	1,112.2	264.5	(53.3)	4.2X	N/A	Dec-31-2016
NetScout Systems, Inc. (NasdaqGS:NTCT)	3,423.6	1,129.1	112.6	3.0X	30.4X	Dec-31-2016
Proofpoint, Inc. (NasdaqGM:PFPT)	3,189.4	375.5	(41.7)	8.5X	N/A	Dec-31-2016
VASCO Data Security International Inc. (NasdaqCM:VDSI)	393.4	192.3	16.2	2.0X	24.3X	Dec-31-2016
Summary Statistics						
High	\$3,423.6	\$1,129.1	\$112.6	8.5X	30.4X	
Low	\$23.5	\$30.3	(\$53.3)	0.8X	24.3X	
Mean	\$1,628.4	\$398.3	\$4.9	3.7X	27.3X	
Median	\$1,112.2	\$264.5	(\$9.2)	3.0X	27.3X	

Source: Capital IQ; stock prices as of 3/31/2017

Note: TEV/EBITDA LTM multiples with N/A values indicate negative LTM EBITDA values and were not used for the Summary Statistics.

Note: TEV/EBITDA LTM multiples with N/M values indicate statistically irrelevant values and were not used for the Summary Statistics.

Chart 4: Company Comparables Application Software (Larger Cap)

Company Name	Total Enterprise Value Latest (\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
Adobe Systems Incorporated (NasdaqGS:ADBE)	61,611.5	6,152.7	1,984.5	10.0X	31.0X	Mar-03-2017
Ansys, Inc. (NasdaqGS:ANSS)	8,321.2	988.5	446.2	8.4X	18.6X	Dec-31-2016
Aspen Technology, Inc. (NasdaqGS:AZPN)	4,482.2	472.9	220.7	9.5X	20.3X	Dec-31-2016
Intuit Inc. (NasdaqGS:INTU)	30,181.5	4,852.0	1,411.0	6.2X	21.4X	Jan-31-2017
Manhattan Associates, Inc. (NasdaqGS:MANH)	3,568.6	604.6	203.4	5.9X	17.5X	Dec-31-2016
MicroStrategy Inc. (NasdaqGS:MSTR)	1,558.2	512.2	115.9	3.0X	13.4X	Dec-31-2016
PTC Inc. (NasdaqGS:PTC)	6,616.8	1,135.8	91.5	5.8X	72.3X	Dec-31-2016
salesforce.com, Inc. (NYSE:CRM)	58,862.3	8,392.0	504.8	7.0X	116.6X	Jan-31-2017
Workday, Inc. (NYSE:WDAY)	15,443.5	1,569.4	(273.8)	9.8X	N/A	Jan-31-2017
Summary Statistics						
High	\$61,611.5	\$8,392.0	\$1,984.5	10.0X	116.6X	
Low	\$1,558.2	\$472.9	(\$273.8)	3.0X	13.4X	
Mean	\$21,182.9	\$2,742.2	\$522.7	7.3X	38.9X	
Median	\$8,321.2	\$1,135.8	\$220.7	7.0X	20.8X	

Chart 5: Company Comparables Application Software (Smaller Cap)

Company Name	Total Enterprise Value Latest (\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
American Software, Inc. (NasdaqGS:AMSW.A)	226.4	108.9	10.8	2.1X	21.0X	Jan-31-2017
Exa Corporation (NasdaqGM:EXA)	167.3	72.6	4.5	2.3X	37.2X	Jan-31-2017
GSE Systems Inc. (AMEX:GVP)	43.4	53.1	2.5	0.8X	17.4X	Dec-31-2016
NetSol Technologies, Inc. (NasdaqCM:NTWK)	65.4	67.7	11.3	1.0X	5.8X	Dec-31-2016
PROS Holdings, Inc. (NYSE:PRO)	735.2	153.3	(55.9)	4.8X	N/A	Dec-31-2016
QAD Inc. (NasdaqGS:QADA)	386.0	278.0	9.4	1.4X	41.1X	Jan-31-2017
Summary Statistics						
High	\$735.2	\$278.0	\$11.3	4.8X	41.1X	
Low	\$43.4	\$53.1	(\$55.9)	0.8X	5.8X	
Mean	\$270.6	\$122.3	(\$2.9)	2.1X	24.5X	
Median	\$196.9	\$90.8	\$7.0	1.7X	21.0X	

Source: Capital IQ; stock prices as of 3/31/2017

Note: TEV/EBITDA LTM multiples with N/A values indicate negative LTM EBITDA values and were not used for the Summary Statistics.

Note: TEV/EBITDA LTM multiples with N/M values indicate statistically irrelevant values and were not used for the Summary Statistics.

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Chart 6: Company Comparables IT Services (Larger Cap)

Company Name	Total Enterprise Value Latest (\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
Accenture plc (NYSE:ACN)	71,772.5	33,757.2	5,721.4	2.1X	12.5X	Feb-28-2017
Cognizant Technology Solutions Corporation (NasdaqGS:CTSH)	31,935.3	13,487.0	2,668.0	2.4X	12.0X	Dec-31-2016
Convergys Corporation (NYSE:CVG)	2,147.6	2,913.6	365.4	0.7X	5.9X	Dec-31-2016
DST Systems, Inc. (NYSE:DST)	4,189.1	1,556.7	330.3	2.7X	12.7X	Dec-31-2016
DXC Technology Company (NYSE:DXC)	10,370.8	7,525.0	931.0	1.4X	11.1X	Dec-30-2016
EPAM Systems, Inc. (NYSE:EPAM)	3,528.1	1,160.1	170.0	3.0X	20.8X	Dec-31-2016
Syntel, Inc. (NasdaqGS:SYNT)	1,807.5	966.6	268.9	1.9X	6.7X	Dec-31-2016
Summary Statistics						
High	\$71,772.5	\$33,757.2	\$5,721.4	3.0X	20.8X	
Low	\$1,807.5	\$966.6	\$170.0	0.7X	5.9X	
Mean	\$17,964.4	\$8,766.6	\$1,493.6	2.0X	11.7X	
Median	\$4,189.1	\$2,913.6	\$365.4	2.1X	12.0X	

Chart 7: Company Comparables IT Services (Smaller Cap)

Company Name	Total Enterprise Value Latest (\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
Ciber, Inc. (NYSE:CBR)	66.3	679.7	(36.7)	0.1X	N/A	Sep-30-2016
Computer Task Group Inc. (NasdaqGS:CTG)	82.0	324.9	6.9	0.3X	11.9X	Dec-31-2016
Edgewater Technology Inc. (NasdaqGM:EDGW)	84.7	119.9	8.4	0.7X	10.1X	Dec-31-2016
Intermap Corporation (NasdaqGS:INAP)	656.7	298.3	64.3	2.2X	10.2X	Dec-31-2016
ManTech International Corporation (NasdaqGS:MANT)	1,277.0	1,601.6	122.7	0.8X	10.4X	Dec-31-2016
Perficient Inc. (NasdaqGS:PRFT)	636.8	468.5	50.0	1.4X	12.7X	Dec-31-2016
The Hackett Group, Inc. (NasdaqGS:HCKT)	556.1	259.9	39.4	2.1X	14.1X	Dec-30-2016
Summary Statistics						
High	\$1,277.0	\$1,601.6	\$122.7	2.2X	14.1X	
Low	\$66.3	\$119.9	(\$36.7)	0.1X	10.1X	
Mean	\$479.9	\$536.1	\$36.4	1.1X	11.6X	
Median	\$556.1	\$324.9	\$39.4	0.8X	11.1X	

Source: Capital IQ; stock prices as of 3/31/2017

Chart 8: Company Comparables Online/ Internet/ Media (Larger Cap)

Company Name	Total Enterprise Value Latest (\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
Activision Blizzard, Inc. (NasdaqGS:ATVI)	39,129.1	6,608.0	2,143.0	5.9X	18.3X	Dec-31-2016
IAC/InterActiveCorp (NasdaqGS:IAC)	6,089.2	3,139.9	419.6	1.9X	14.5X	Dec-31-2016
Netflix, Inc. (NasdaqGS:NFLX)	65,249.4	8,830.7	437.3	7.4X	149.2X	Dec-31-2016
Web.com Group, Inc. (NasdaqGS:WEB)	1,525.0	710.5	128.3	2.1X	11.9X	Dec-31-2016
WebMD Health Corp. (NasdaqGS:WBMD)	1,995.2	705.0	188.3	2.8X	10.6X	Dec-31-2016
Yelp Inc. (NYSE:YELP)	2,127.4	713.1	21.5	3.0X	98.9X	Dec-31-2016
Summary Statistics						
High	\$65,249.4	\$8,830.7	\$2,143.0	7.4X	149.2X	
Low	\$1,525.0	\$705.0	\$21.5	1.9X	10.6X	
Mean	\$19,352.6	\$3,451.2	\$556.3	3.9X	50.6X	
Median	\$4,108.3	\$1,926.5	\$304.0	2.9X	16.4X	

Chart 9: Company Comparables Online/ Internet/ Media (Smaller Cap)

Company Name	Total Enterprise Value Latest (\$ million)	LTM Total Revenue (\$ million)	LTM EBITDA (\$ million)	TEV/Total Revenues LTM—Latest	TEV/EBITDA LTM—Latest	LTM Period Date (Used for LTM Figures)
Angie's List, Inc. (NasdaqGS:ANGI)	357.4	323.3	4.8	1.1X	74.5X	Dec-31-2016
Callidus Software Inc. (NasdaqGM:CALD)	1,175.9	206.7	(7.2)	5.7X	N/A	Dec-31-2016
DHI Group, Inc. (NYSE:DHX)	260.9	227.0	47.1	1.1X	5.5X	Dec-31-2016
LivePerson Inc. (NasdaqGS:LPSN)	348.5	222.8	8.9	1.6X	39.2X	Dec-31-2016
Shutterstock, Inc. (NYSE:SSTK)	1,147.9	494.3	63.8	2.3X	18.0X	Dec-31-2016
Summary Statistics						
High	\$1,175.9	\$494.3	\$63.8	5.7X	74.5X	
Low	\$260.9	\$206.7	(\$7.2)	1.1X	5.5X	
Mean	\$658.1	\$294.8	\$23.5	2.4X	34.3X	
Median	\$357.4	\$227.0	\$8.9	1.6X	28.6X	

Source: Capital IQ; stock prices as of 3/31/2017

Note: TEV/EBITDA LTM multiples with N/A values indicate negative LTM EBITDA values and were not used for the Summary Statistics.

Note: TEV/EBITDA LTM multiples with N/M values indicate statistically irrelevant values and were not used for the Summary Statistics.

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Information Technology Transaction Volume

Chart 10: Application And Systems Software Transactions

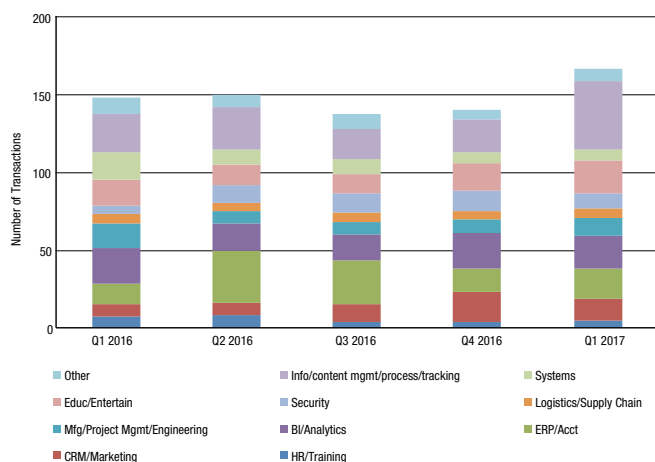


Chart 11: IT Services Transactions

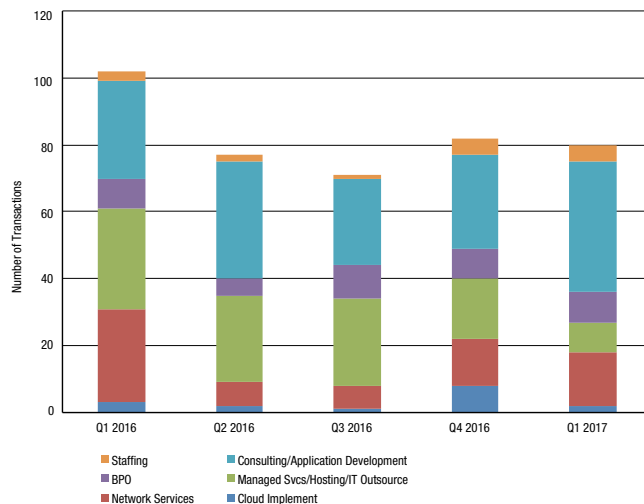


Chart 12: Internet Software and Services Transactions

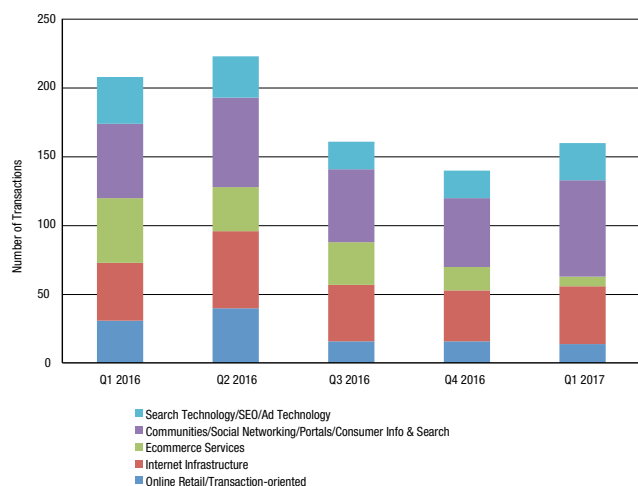


Chart 13: Software Deployment Channels

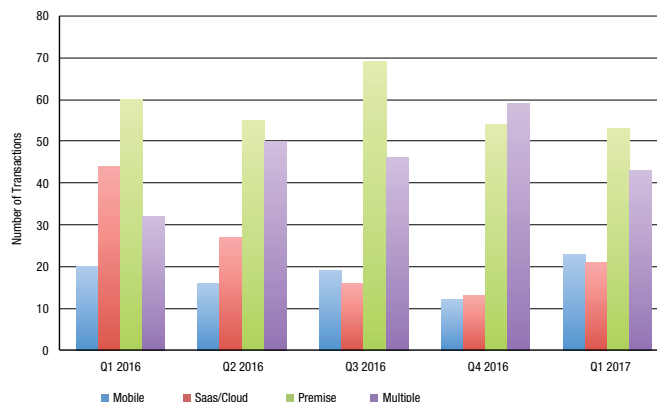
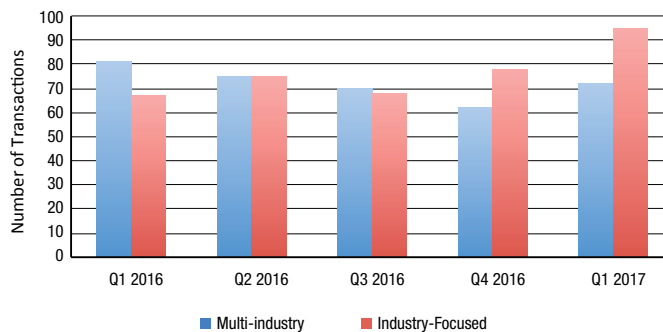


Chart 14: Industry Focus



Source: Capital IQ

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M&A Activity in the IT Sector

Selected IT Transactions Q1 2017

Applications & Systems Software

Amazon, Inc. Acquires Harvest.ai

Amazon, Inc. acquired Harvest.ai for an undisclosed amount. Harvest.ai offers MACIE Analytics that automatically identifies risk to the business of data that is being exposed or shared outside the organization and remediates based on policies. Its solution classifies documents and identifies true IP matches to protect sensitive documents that exist within an organization. The company was founded in 2014 and is based in San Diego, California. (March 31, 2017)

Everbridge, Inc. Acquires IDV Solutions, LLC

Everbridge, Inc. acquired IDV Solutions, LLC for \$27 million. IDV Solutions provides enterprise software solutions for powering command centers. The company offers Visual Command Center, a risk awareness and response software to protect various organizational functions, such as business continuity, security, supply chain, field service, and operation aspects against threats; and Visual Fusion, a data visualization toolset that empowers organizations to build solutions that accelerate insights and streamline operations. The company was founded in 2004 and is based in Lansing, Michigan. (January 31, 2017)

Fingerprint Cards AB Acquires Delta ID Inc.

Fingerprint Cards AB acquired Delta ID Inc. for \$120 million. Delta ID designs and develops a biometric identity and authentication solution based on iris recognition technology. The company's ActiveIRIS system includes a cloud based solution that can identify people using their iris and a hardware that is integrated in mobiles and personal computers. The company was founded in 2011 and is based in Newark, California. (February 1, 2017)

Internet Software & Services

Alphabet Inc. Acquires Fabric Inc.

Alphabet Inc. acquired Fabric Inc. for an undisclosed amount. Fabric develops a platform that enables mobile teams to build applications. Its platform allows mobile teams to automate beta deployments and releases for their iOS and Android applications; get new users and understand what they are doing with the applications; and optimize onboarding, as well as to understand the performance of applications in real-time. The company was founded in 2014. (January 18, 2017)

LLR Partners Inc. Acquires BluVector, Inc.

LLR Partners Inc. acquired BluVector, Inc. for an undisclosed amount. BluVector operates a cyber-threat detection and hunting platform that defends enterprises against evolving security threats. The company was founded in 2015 and is based in Millersville, Maryland. (January 9, 2017)

Uptata Partners Acquires Jellyvision Inc.

Uptata Partners acquired Jellyvision Inc. for \$20 million. Jellyvision develops and offers online interactive applications and games in the United States. Its interactive conversation applications persuade visitors to take action by adjusting to each visitor's needs in real time. The company was founded in 1989 and is based in Chicago, Illinois. (March 21, 2017)

IT Services

LED Medical Diagnostics Inc. acquires Apteryx, Inc.

LED Medical Diagnostics Inc. acquired Apteryx, Inc. for \$10 million. Apteryx specializes in image processing; synthetic imaging and generation; data and image compression; encryption and data security; neural networking; check processing systems, network, and communication applications and services; tools and utility applications and services; real-time video imaging; hardware and peripheral integration; proficient in several programming languages for various hardware platforms; and design and implementation of networking and distributed systems applications. The company was founded in 1995 and is based in Akron, Ohio. (January 20, 2017)

Payment Data Systems, Inc. acquires Singular Payments, LLC

Payment Data Systems, Inc. acquired Singular Payments, LLC. for an undisclosed amount. Singular Payments provides payment processing services for the healthcare and utilities industries. The company focuses on offering flat rate billing model that simplifies accepting credit/debit cards for small to medium size merchants. It offers

Flat Rate Payment Processing Model for dental payment processing, veterinary credit card processing, cosmetic dental merchant services, cosmetic surgery credit card processing, healthcare and medical payment processing, auto mechanical service payment processing, infertility clinic payment processing, and small business payment processing. The company was founded in 2009 and is based in St. Augustine, Florida. (March 13, 2017)

Lumos Networks Corp. acquires DC74, LLC

Lumos Networks Corp. acquired DC74, LLC for \$28 million. DC74 provides data center services. It offers networking, interconnects and cross-connects, peering, routing, colocation, private cloud, and disaster recovery services, as well as carrier hotel, the carriers and connectivity solutions to customers ranging from startups to Fortune 50 companies. The company was founded in 2008 and is based in Charlotte, North Carolina. (February 1, 2017)

Source: Transaction material sourced from S&P Capital IQ Database

Recently Closed Transactions

This announcement appears as a matter of record only

AMADEUS
CONSULTING

has been acquired by

Exadel®

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Amadeus Consulting, LLC.

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BRP
BOSTON RETAIL PARTNERS

has been acquired by

EarthLink®

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Boston Retail Partners.

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NAVINT

has been recapitalized by

BOATHOUSE
CAPITAL

The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to Navint Partners, LLC.

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lucidity
CONSULTING GROUP

has been acquired by

Emtec®

The undersigned initiated this transaction,

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This announcement appears as a matter of record only

INFORMATION
SECURITY
SOLUTIONS

has been acquired by

ais

The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to Information Security Solutions LLC.

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This announcement appears as a matter of record only

ALPHASYSTEMS

has been acquired by

DataBank®

The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to Alpha Systems.

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virtusa®

has acquired

apparatus®

The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to Virtusa.

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Investment Banking

"We are grateful for the expertise and professionalism that FOCUS brought to this transaction. The sale of Alpha Systems to Databank would not have gone as seamlessly as it did had it not been for FOCUS. They understand the needs of both buyers and sellers and ensured that the transaction went as smoothly as possible. Their bankers bring a methodical execution strategy that delivers consistent results. This is the second transaction FOCUS has completed for us, which demonstrates the confidence we have in their process and in their firm."

Brett Griffith, President, Alpha Systems

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Recently Closed Transactions

This announcement appears as a matter of record only



has been sold to




The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to Forgentum.


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Investment Banking

"We are very excited about this new chapter. Fulcrum's culture and history of performance in DoD application development, integration and operational support are well known. Joining Fulcrum will open additional opportunities for our employees and will allow us to expand our solutions. We are thankful for FOCUS' advice and support in making this transition run as smoothly as it did." **Lyn Hurd, CEO and Co-Founder, Forgentum**

This announcement appears as a matter of record only



has made a Growth Equity Investment in




The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to LbGlobalLaw, LLC.

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"Through its disciplined process FOCUS leveraged its database of prospective mezzanine and growth equity investors and obtained multiple investment proposals ranging from mezzanine debt structures to control acquisitions.

Their assistance preparing a comprehensive information memorandum describing our unique business model and helping us manage the negotiations and due diligence process was invaluable." **Steve French, CEO, LbGlobalLaw**

This announcement appears as a matter of record only



has acquired



The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to TÜV Rheinland.

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This announcement appears as a matter of record only




has completed acquisition of




The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to Software Paradigms International Group, LLC.

FOCUS
Investment Banking

This announcement appears as a matter of record only



has acquired



The undersigned assisted in the negotiations and acted as financial advisor to NAVIS.

FOCUS
Investment Banking

This announcement appears as a matter of record only



has acquired



The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to Telesis Corporation.

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This announcement appears as a matter of record only



has been acquired by



The undersigned initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Digisoft Computers, Inc.

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Recently Closed Transactions

This announcement appears as a matter of record only.

sbc systems

has been acquired by

MORNEAU SHEPELL

The undersigned initiated this transaction, assisted in the negotiations and acted as financial advisor to SBC Systems Company, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

EMERGING SOLUTIONS

has been acquired by

emtec

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Emerging Solutions.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

omnitech®
Empowering Enterprises

has acquired

Avensus
driven by control

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Omnitech Infosolutions, Ltd.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

GCP Inc

has received a revolving line of credit from

Access National Bank®
progressive business banking

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to GCP, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

TRIBRIDGE

has been recapitalized by

LLRpartners

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Tribridge.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

FUTURETECH HOLDING COMPANY

has been recapitalized by

PEACHTREE II

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to FutureTech Holding Company.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

Glodyne

has acquired

DecisionOne®

a portfolio company of
CERBERUS

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Glodyne Technoserve, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

CROSSROADS RMC

has executed an exclusive software license with

flexware
INNOVATION

for the technology to be used in
NextTrack

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Crossroads RMC.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

TouchStar

has sold certain assets to

NOBLE SYSTEMS

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to TouchStar Software.

FOCUS
Investment Banking

www.focusbankers.com/technology

Atlanta • Los Angeles • Washington, DC

Recently Closed Transactions

This announcement appears as a matter of record only.

Pepperweed ADVISORS

has sold its assets to

Cognizant

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Pepperweed Advisors.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

Global SOFTWARE

has been acquired by

HARRIS

a division of

CONSTELLATION SOFTWARE INC.

Listed: CSU TorontoStock Exchange

The undersigned initiated the transaction, assisted in the negotiations and acted as financial advisor to Global Software.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

The Microsoft Business of

ALLIN Corporation

has been acquired by

Dell Corporation

The undersigned represented, assisted in the negotiations and acted as financial advisor to Allin Corporation.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

AGENTEK

has been recapitalized by

Edison VENTURE FUND

\$8,000,000 Series A Preferred Stock

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Agentek, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

VERTEX SOLUTIONS

has been sold to

ADAYANA®
Performance Through Learning

The undersigned initiated this transaction, assisted in the negotiations, and acted as financial advisor to Vertex Solutions.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

Pradot®
Affirming Excellence

has acquired

GROUP ONE healthsource

The undersigned initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Pradot.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

EFACEC

has been acquired by

EFACEC

We acted as financial advisor to and assisted with the negotiations as the representative of Advanced Control Systems.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

DunnSolutionsGroup

has been sold to

CRANES

Cranes Software International, Inc.

We initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Dunn Solutions Group.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

AY

Apply Yourself Recruiting Solutions

has been sold to

hobsons.

We acted as financial advisor to and assisted with the negotiations as the representative of Apply Yourself Recruiting Solutions.

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Recently Closed Transactions

This announcement appears as a matter of record only.

COMM-WORKS®
A portfolio company of Morgenthaler

M
MORGENTHAUER

has acquired

intelix

We initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Intelix.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

CareTek, LLC

has acquired certain ownership interests in

BlueCanopy
IT Management for Business.

We acted as financial advisor to, and assisted with the negotiations as the representative of Blue Canopy.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

DIEBOLD
We won't rest.

Diebold, Inc. (NYSE: DBD)

has acquired certain ownership interests in

ERAS
Banking Technology

Eras JV

We initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Diebold, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

CNS
Computer Networks and Software, Inc.

has been sold to

Strategic Defense Alliance Corp.

We initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Computer Networks and Software, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

CAMBRIDGE SYSTEMS, INC.

has acquired

SSI Business Solutions

We originated this transaction, acted as financial advisor to and assisted with the negotiations as the representative of Cambridge Systems, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

digisoft

has been sold to

TouchStar Software

We initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Digisoft Computers, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

eXI WIRELESS
Peace of mind through wireless innovation

has been sold to

APPLIED DIGITAL

We initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of eXI Wireless Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

Global Science & Technology, Inc.

has acquired

TMC TECHNOLOGIES, INC.

We initiated the transaction, acted as financial advisor to, and assisted with the negotiations as the representative of Global Science & Technology, Inc.

FOCUS
Investment Banking

This announcement appears as a matter of record only.

CALIBRE
Our Success Follows Yours

has acquired

Strategic Management Initiatives, Inc.

We initiated the transaction, acted as financial advisor to and assisted with the negotiations as the representative of CALIBRE Systems, Inc.

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Recently Closed Transactions

*This announcement appears
as a matter of record only.*

Versient, Inc.

has been sold to

**The Shamrock
Companies**

We initiated the transaction, acted as
financial advisor to, and assisted with the
negotiations as representative of
Versient, Inc.

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*This announcement appears
as a matter of record only.*



Sigmaworx, Inc.

has been sold to

TouchStar



We initiated negotiations and acted as
financial advisor to Sigmaworx, Inc.

FOCUS

Investment Banking

*This announcement appears
as a matter of record only.*

TOPAZTM
TECHNOLOGIES

has been sold to

GUIDEMORE, INC.

We initiated the transaction, acted as
financial advisor to, and assisted with the
negotiations as the representative of
Topaz Technologies, Inc.

FOCUS

Investment Banking

*This announcement appears
as a matter of record only.*

TouchStar



has acquired



The undersigned initiated the transaction,
acted as financial advisor to, and assisted
with the negotiations as the representative
of TouchStar Software.

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FOCUS Information Technology Team



George M. Shea

Partner and Information Technology Team Leader, Jacksonville, FL
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904-491-1757

Mr. Shea has over 30 years of broad IT industry experience in acquisitions and divestitures, corporate finance, business development, strategic planning, marketing, sales, and operations.



John T. Bradshaw

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541-306-6451

Mr. Bradshaw has over 30 years of experience in manufacturing, finance and systems engineering with corporations specializing in technology-driven business products and services.



Richard C. Cook

Senior Advisor, Atlanta
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Prior to joining FOCUS, Mr. Cook was Director, President and Chief Executive Officer of MAPICS, Inc. following a 25-year career with IBM.



Eric M. Oganessoff

Managing Director, Washington, DC
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202-470-1969

Eric Oganessoff has conducted over forty M&A, debt, and capital raise transactions with an aggregate value of over \$300 million and has served as the CEO or President of several companies. Mr. Oganessoff has over 20 years of senior executive level experience in leading businesses ranging from wireless solutions, software, and RFID services to manufacturing, industrial products, energy, and environmental products and government contracting.



Manan K. Shah

Partner and Government, Aerospace & Defense Team Leader, Washington, DC
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202-470-1980

Mr. Shah has over 20 years of consulting, management, and M&A advisory experience in the government, aerospace, defense, business process outsourcing, software, and information technology sectors.



John Slater

Partner and Capital Financing Team Leader, Memphis, TN
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901-684-1274

John Slater has 28 years of M&A and capital raising experience. Mr. Slater has served clients in industries ranging from information technology and software based services, telecom, broadband distribution, digital media, and business services to manufacturing, health care, and distribution logistics.



Jonathan Wilfong

Regional Managing Partner, Southeast, Healthcare and Life Sciences Team Leader, and Energy Co-Team Leader, Atlanta, GA
jonathan.wilfong@focusbankers.com
404-963-8252

Jonathan E. Wilfong has almost 40 years of broad industry experience in mergers and acquisitions, business development, and capital formation. He was a founder and co-founder of two physician practice management companies.

About FOCUS Investment Banking LLC

FOCUS Investment Banking LLC provides a range of middle market investment banking services with an emphasis on mergers, acquisitions, divestitures and corporate finance. FOCUS is a national firm serving clients from offices in major cities across the United States. FOCUS specializes in business units with transactions or revenues in the \$5-300 million range, serving entrepreneurs, corporate owners and various types of investors across a broad range of industries, throughout the U.S. and worldwide. FOCUS bankers are seasoned operating and financial executives with extensive transaction experience. Securities transactions conducted by FOCUS Securities LLC, an affiliated company, registered Broker/Dealer and member FINRA/SIPC. For more information on FOCUS, visit www.focusbankers.com.

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