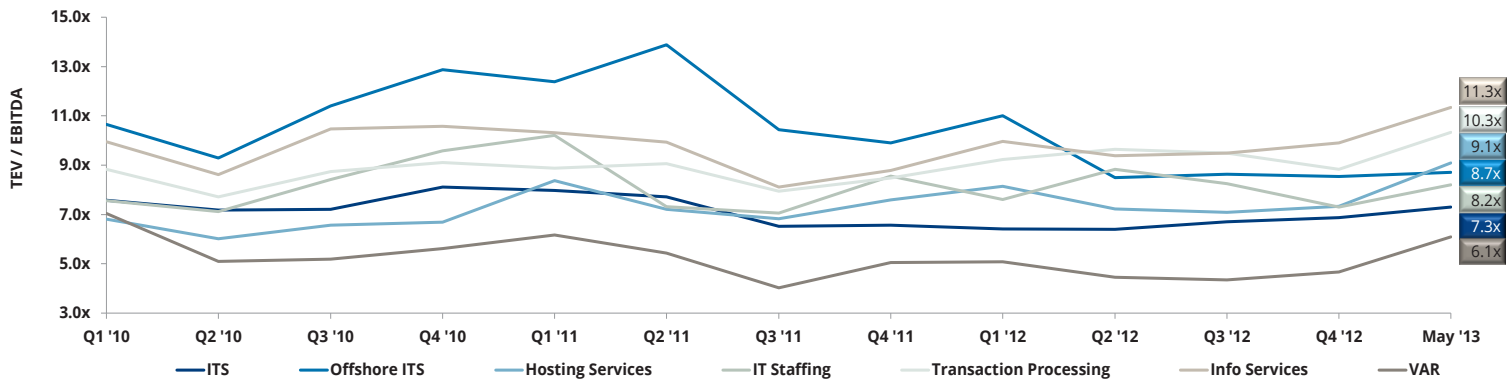


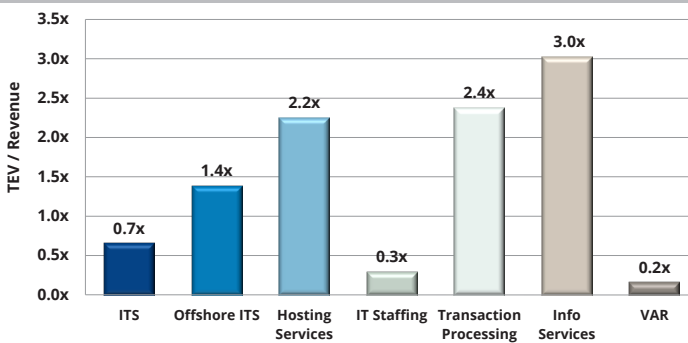
Tech-Enabled Services Market Commentary

The Tech-Enabled Services sector continued to be a hotbed of M&A activity in May. **Perficient**, a leading IT consulting firm, was very aggressive on the M&A front, acquiring both TriTek Solutions and Clear Task. TM Capital advised **TriTek** in its sale to Perficient for \$18.5 million, adding Fortune 500 client relationships and impressive ECM and BPM capabilities to Perficient's well-established IBM practice. The acquisition of **Clear Task**, a San Francisco-based consulting services company, will enable Perficient to expand its cloud offering around the Salesforce.com platform. Another notable transaction in the IT services category was **Accenture Holdings'** acquisition of the digital marketing services firm, **Acquity Group** for \$316 million. We've seen an increase in interest in creative/digital marketing services firms by some of the more traditional consulting firms/systems integrators as the technology and creative worlds continue to collide, especially in areas such as big data analytics, marketing automation and mobile. Data center services continued to be a hot area as evidenced by **TeraGo Networks'** acquisition of **Data Centers Canada**, a hosting services company with a 16,000 square foot data center facility. Based on conversations we've been having in the market with both strategic and financial acquirers, we are confident that M&A activity in the TES sector will remain active in the coming months.

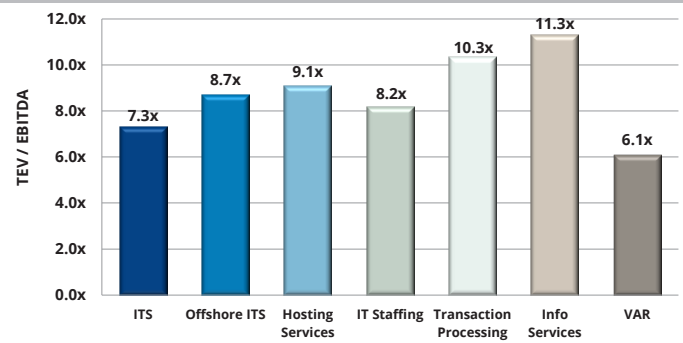
TEV / EBITDA Multiples Over Time



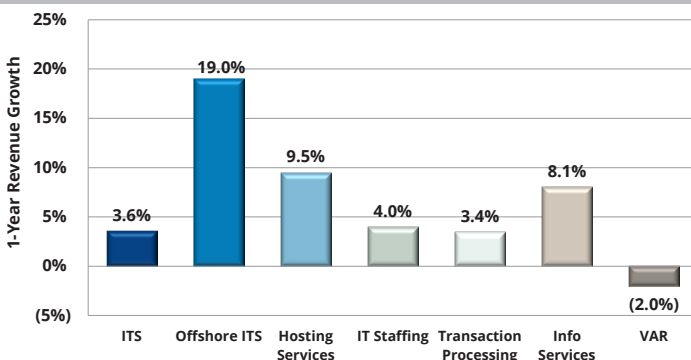
TEV / Revenue



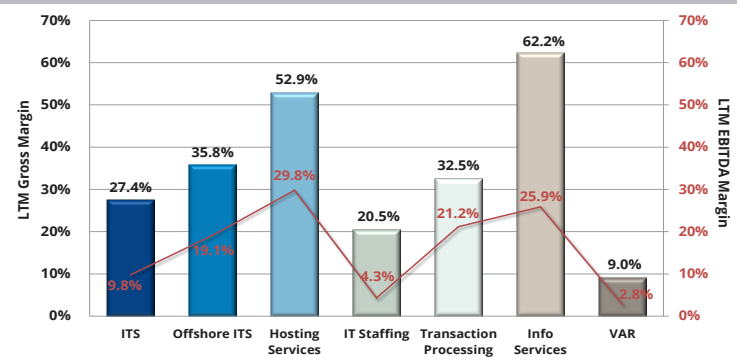
TEV / EBITDA



1-Year Revenue Growth



LTM Gross & EBITDA Margins



Select Tech-Enabled Services Transactions Announced in May

Ann. Date	Sector	Acquirer	Target	Target Description	Transaction Value	Comments
05/30/13	IT Services	Deloitte & Touche LLP	Vigilant, LLC	Vigilant, LLC provides managed, threat intelligence, and IT risk consulting services. The company's solutions enable IT security teams to defend and enable businesses by refining and extending their security monitoring capabilities.	NA	Vigilant's expertise in cyber threat management complements Deloitte's market-leading security consulting practice and enhances Deloitte's cyber threat offerings.
05/28/13	Offshore ITS	Winterhawk Consulting, LLC	AuditSAP	AuditSAP provides audit, consulting, and SAP implementation services. It offers SAP implementations for projects in the United States, Australia, Singapore, Malaysia, the Philippines, and Indonesia.	NA	Acquisition of AuditSAP provides Winterhawk Consulting a global presence in the GRC, Security, and BPO stage.
05/23/13	Hosting Services	TeraGo Networks, Inc.	Data Centers Canada, Inc.	Data Centers Canada Inc. develops and manages colocation facilities and disaster recovery solutions for enterprises in the real estate market in Canada and internationally. It offers shared rack solutions, private rack and cabinet collocation, and private cages and suites to provide a secure hosting solution for enterprises.	\$9.5	Acquisition of Data Centers Canada's 16,000 square foot data center facility and additional synergies between the companies supports TeraGo's strategic plan in enhancing its value proposition to businesses and enterprise customers.
05/17/13	IT Services	Perficient, Inc.	Clear Task, Inc.	Clear Task, Inc. provides revenue consulting services based on the Salesforce.com product suite.	\$11.6	Perficient has been very aggressive in expanding its efforts into new markets. Clear Task provides the firm cloud service capabilities built around products from IBM, Microsoft, Oracle, and Salesforce.
05/17/13	IT Services	Accenture Holdings B.V.	Acquity Group Ltd.	Acquity Group Limited provides brand e-commerce and digital marketing services in the United States. It offers digital strategy services, multi-channel digital marketing services, and brand e-commerce technology services.	\$284.9	Acquity enables Accenture to further expand its digital marketing solution, Accenture Interactive, with chief marketing officers designated as the target demographic.
05/16/13	Hosting Services	Upland Software, Inc.	Marex Group, Inc.	Marex Group, Inc. designs, develops, and markets on-site, on-demand, and express document management solutions.	NA	This acquisition is part of Upland's strategy to build a family of cloud products that address a comprehensive range of needs from strategic planning to work execution.
05/15/13	IT Services	The SI Organization, Inc.	Applied Communication Sciences	Applied Communication Sciences (ACS) provides communications research, consulting, and engineering services in the areas of cyber security, wireless and mobile applications, advanced software methodologies, and information analytics to governments, enterprises, operators, and equipment makers worldwide.	NA	ACS's range of technologies and depth of expertise correlates with the SI Organization's strategy for diversified growth, as it has a 40-year history as a leading provider of systems engineering and integration to the U.S. Intelligence Communication, Department of Defense and other agencies.
05/14/13	Info Services	Havas Media UK Ltd.	ElisaDBI	ElisaDBI operates as a data analytics consultancy company. It offers digital solutions, and Web analytics and conversion optimization solutions.	NA	Improves Havas Media's digital and media capabilities to offer clients improved methods of collecting and organizing data.
05/13/13	Info Services	Guidewire Software, Inc.	Millbrook, Inc.	Millbrook, Inc. provides business intelligence, data warehousing, and software-as-a-service solutions for the property and casualty insurance industry. It offers data solutions, such as data integration, data warehousing, conversion and migration, and implementation services.	NA	Enables customers to accelerate replacement of their legacy core systems and improves management of operational data in their policy, billing, and claims functions.
05/07/13	Hosting Services	Telety Group plc	SadeceHosting	SadeceHosting provides Internet and infrastructure services. The company's Internet services include domain name, Web hosting, email hosting, among other services. Its infrastructure services include datacenter design and installation, network design and installation, and Web hosting-security system design and installation.	\$44.8	SadeceHosting offers a range of hosting services and operates an expansive data center in a fast-developing market. Entry into this market enhances Telety's growth potential, bringing management expertise and a strong customer base in an exciting region.
05/07/13	IT Services	Haystack Technology, Inc.	FlexPoint Technology, LLC	FlexPoint Technology operates as an information technology company that provides collaboration solutions to government customers. It offers application development, identity management, infrastructure management, and secure collaboration solutions.	NA	Extends Haystack products and services in defense and intelligence markets and complements their existing capabilities in big data analytics and mobile solutions.
05/06/13	Info Services	Employer Flexible HR, Inc.	Channel Dynamix, LLC	Channel Dynamix provides business analytics, Website development, and infrastructure support services. It also builds, designs, maintains, and codes custom Websites and applications; and provides assistance in the areas of design, network architecture, workflow, project management, and others.	NA	Expands the firm's portfolio of service offerings with tools that maximize business data, making Employer Flexible a stronger business solutions company.
05/06/13	Hosting Services	Dell, Inc.	enstratus, Inc.	enstratus, Inc. develops Enstratus, a cloud infrastructure management solution for organizations worldwide. The company's cloud infrastructure management solution deploys and manages enterprise-class applications in public, private, and hybrid clouds.	NA	Further enhances Dell's end-to-end solutions strategy, bringing key capabilities to deliver cloud-management solutions to its customers.
05/03/13	IT Services	LDD Group Ltd	Compubyte Systems Ltd.	Compubyte Systems Ltd. provides information technology (IT) maintenance and installation services to primary schools in West Yorkshire/Lancashire areas. Its maintenance and support services include rectifying hardware/network faults, updating SIMS, installing software, and PCs/laptops/printers configuration services.	NA	Complements LDD's focus on providing excellent customer service and strengthens its existing portfolio of services for the education sector.
05/02/13	IT Services	Ubiquitous Systems Ltd.	DevelopIQ Ltd.	DevelopIQ provides mobile application development, cloud, and mobile device management services. The company develops native applications for BlackBerry, Android, and Apple mobile platforms. It serves private and public organizations, as well as consumers.	\$3.0	DevelopIQ's experience with mobile solutions and specific focus on the healthcare sector is complementary to Anoto and strengthens the firm's market position in the UK.
05/02/13	IT Services	Perficient, Inc.	TriTek Solutions, Inc.	TriTek Solutions, Inc., a computer consulting and software development company, provides customized enterprise content management (ECM) and business process management (BPM) solutions.	\$18.5	TriTek brings substantial services expertise and increases Perficient's market presence in the northeastern US. Additionally, this acquisition adds client relationships with several Fortune 500 and Global 2000 enterprise customers.

Notes: USD in millions
Source: Capital IQ, Company SEC Filings, industry research and TM Capital estimates

Select TM Capital Tech-Enabled Services Experience



About TM Capital

TM Capital Corp. is a partner-owned investment banking firm based in New York, Boston and Atlanta, which has completed over 250 transactions with a combined value in excess of \$13.5 billion. Since 1989, we have advised clients navigating a full range of critical transactions, including complex mergers, acquisitions, debt and equity financings, minority and majority recapitalizations, restructurings, and advisory services including takeover defense, fairness and solvency opinions, valuations, as well as litigation support. We have built deep industry expertise in key sectors and our team regularly publishes research highlighting current and emerging trends in targeted industries and markets. TM Capital is a member firm of M&A International Inc., the world's leading alliance of mid-market investment banks with over 600 M&A professionals in 40 countries. Members have closed over 1,300 transactions totaling more than \$75 billion in value over the past five years. For more information, visit www.tmcapital.com.

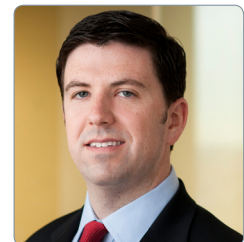
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