TECH M&A QUARTERLY October, 2012



www.corumgroup.com

Tech Leader Panel – The Year Ahead



Chris Bray IBM



Dan Shapiro Google



Peter Coffee Salesforce



T.A. McCann RIM



Steve Singh Concur



John Heyman Actuate Partners

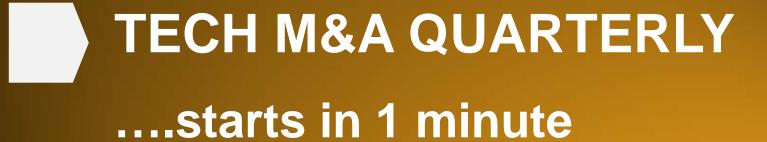


Reese Jones Singularity University

CORUM

Past Conferences & Reports

- Private Equity Panel
- Buyers Panel
- Google Acquisition Strategy
- Crowdfunding M&A Impact
- Special Reports: SaaS, Mobile, Gaming, Social, Cloud, Geospatial, Security
- Special Reports: Facebook Effect, Dell, Microsoft, HP, IBM...



Merge Briefing

- 90 Minutes
- Industry Update
- Overview of the M&A Process
- Upcoming events in:
 - Ottawa, ON
 - Calgary, AB
 - Bangalore
 - Toronto, ON
 - Charlotte, NC

- San Diego, CA
- Stockholm
- Oslo
- Phoenix

Selling Up, Selling Out

- Half-Day
- Tech M&A Bootcamp
- The most attended tech executive conference in history.
- Upcoming events in:
 - Seattle, WA
 - Raleigh/Durham, NC
 - Ft. Lauderdale, FL
 - Amsterdam

- Los Angeles, CA
- London
- New York City, NY

8 Stages for an **Optimal Outcome**



Negotiation – Typical Flow

Seller delivers counter offer Verbal, email and written offer and counter offer

Buyer issues draft "Letter of Intent" (LOI)

Negotiations continue until parties agree on LOI content

Due diligence and drafting of definitive agreement

Closing

AVOIDING THE DEAL DISASTERS

Upcoming Conference Schedule

Selling Up Selling Out (SUSO) - Ready to go to market? During this half-day workshop, learn to prepare, position, research, value, negotiate, and execute due diligence for maximum price and structure. This is the most attended Tech M&A event ever – participants have done over \$1 trillion in transaction value.

Merge Briefing (MB) - The Merge Briefing is a 90-minute executive briefing providing a current M&A market update (trends, valuations, etc.), as well as a brief overview of the Tech M&A process: "8 Steps To An Optimal Outcome."

Oct. 16:	Ottawa – MB	Nov. 8:	Amsterdam – SUSO
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Oct. 25:	Seattle - SUSO	Nov. 13:	Los Angeles – SUSO
Oct. 26:	Bangalore – MB	Nov. 14:	Stockholm – MB
Oct. 30:	Toronto – MB	Nov. 15:	Oslo – MB
Nov. 6:	London - SUSO	Dec. 4:	Phoenix – MB
Nov. 7:	San Diego – MB	Dec. 6:	New York City - SUSO

TECH M&A QUARTERLY October 2012

Logistics

- Ask questions for Q&A session
 - Use Q&A window on right side
 - Submit to queue at any time
 - Ask "all panelists" see "ask" option above text-entry box
- This event is being recorded
 - Rebroadcast October 17, 12:30am PT, and 8:00am PT
 - See "Conferences and Events" at MergersAndAcquisitions.webex.com

Moderator



Bruce Milne CEO Corum Group Ltd.

A leader in the software industry, Bruce has founded or owned four software companies, including the largest vertical market software company, AMI, an Inc. 500 firm rated by IDC as the fastest growing computer-related company in the world.

He has served on advisory boards for Microsoft, IBM, DEC, Comdex and Apple, and as board member/founding investor in some of the most innovative firms in their field, including Blue Coat, Bright Star and Sabaki. Past advisor to two governors and a senator, a board member of the Washington Technology Center, and founder of the WTIA, the nation's most active regional technology trade association.

He worked with the Canadian government to found SoftWorld, and he was recently chosen as one of the 200 most influential individuals in the IT community in Europe. He was also the only American juror for the recent Tornado 100 Awards given to Europe's top technology firms

A graduate with Distinction from Harvard Business School, Bruce has written three books on business models for success, including *Power Planning*. He is a frequent lecturer and author.

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Agenda

- Welcome
- 10 Reasons Tech M&A is Strong
- Market Spotlight: Enterprise Mobility
- Special Report: Software Defined Networking
- Quarterly Research Report 26 Sectors
- Special Guest: Rohyt Belani
- Q&A

10 Reasons Tech M&A Is Strong

- 1. Strong financial markets Dow at 13,000+
- 2. Extraordinary change disruptive trends
- 3. Record cash: Strategics \$350 billion, PE \$1 trillion
- 4. Debt is at lowest cost ever coupons at 0%!
- 5. New public foreign buyers (e.g. China, India)

10 Reasons Tech M&A Is Strong

- 6. More non-tech buyers (e.g. Bosch)
- 7. Crowd funded firms (Facebook, Zynga, Groupon)
- 8. American companies are cheap to foreign investors
- 9. US buying abroad spending cash there (Skype)
- 10. Software rising in importance (e.g. HP, IBM, Dell)

Market Spotlight- Enterprise Mobility



Jon Scott Senior Vice President Corum Group Ltd.

Jon joined Corum in 2010 out of their Seattle headquarters. He has close to 30 years experience serving high technology companies with the last 20 mainly in chief operating and chief executive roles. During this time Jon has become known for his ability to successfully integrate strategies and tactics into well executed operating plans, building strong teams and achieving excellent results.

Jon has served as President and CEO of The PowerTech Group, a security and compliance software company sold to Help/Systems in 2008, and Microserv Technology Services, a nationwide tech services company which was acquired by Halifax Corporation in 2003. Earlier he served as President and COO of Traveling Software, a leading developer of communications software in Seattle. Prior to his operating roles Jon held vice president roles in sales, marketing and business development for technology companies.

Jon has taught in the software product management program at the University of Washington and holds a business administration degree from San Francisco.

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Upcoming Market Spotlights

- November 27: Energy & Clean Tech
- December 18: Healthcare



www.worldfinancialsymposiums.com

Special Report: Software Defined Networking



Rob Schram
Director
Corum Group Ltd.

Rob has over 30 years of executive and entrepreneurial experience in multiple technologies: Integrated circuit testing, industrial process automation and control, communications software, security software, and energy software and services.

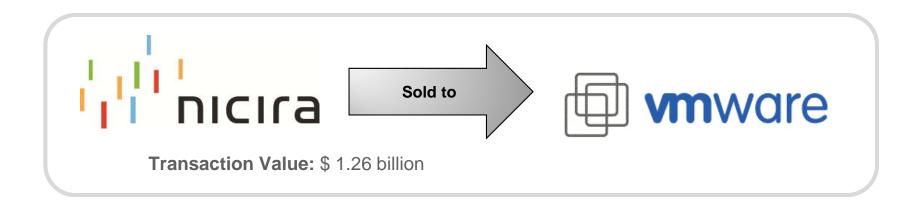
Rob has founded and sold several companies and engaged in two IPOs. He was most recently CEO of Evergreen Fuel Technologies, Inc. in the energy sector. Rob is a broadly skilled strategic development professional with a proven reputation for targeting, negotiating and developing profitable ventures and a demonstrated ability to successfully analyze an organization's critical business requirements, identify deficiencies and opportunities, and develop innovative and cost-effective solutions for enhancing competitiveness, increasing revenues, and improving customer relationships.

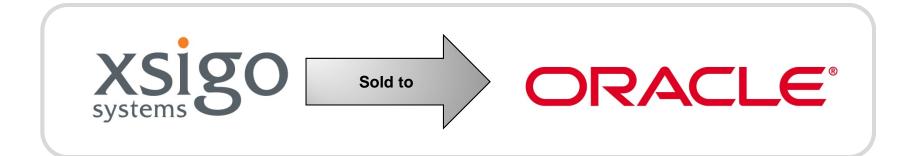
Software Defined Networking (SDN)

- The next Optimization Battleground
- Relocating network intelligence from hardware → soft
- Making networks
 - Cheaper to build
 - Faster to configure
 - More efficient to operate
- Impact comparable to that of virtualization software



Recent Market Activity





Major Players Embracing SDN

- F5 Networks VXLAN
- HP open standards
- Microsoft Windows Server 2012
- Rackspace via Nicira
- Google data centers
- Cisco \$100M into Insieme
- Juniper within the year?

Who to watch?







big switch n e t w o r k s

SDN Impact

- Unprecedented network flexibility
- Opens new opportunities for software
- SDN-capable applications coming
 - Big data, analytics, configuration, automation, etc.
- These apps may be the next SDN M&A wave

Corum Q3 2012 Research Report



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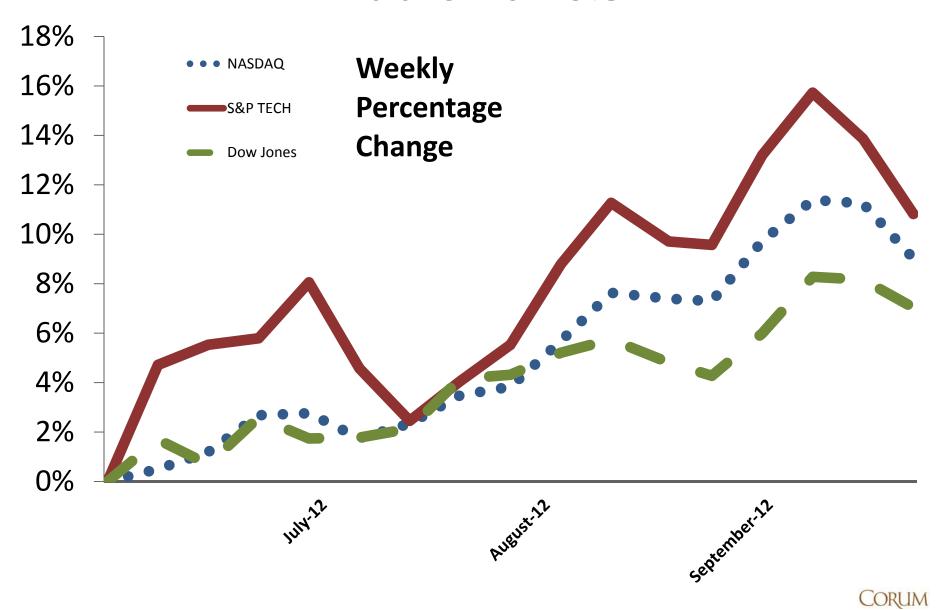
Jason Steblay Research Analyst

Contact:

jasons@corumgroup.com



Public Markets



Corum Index

Corum Index

	Q3:11	Q3:12
# of Transactions	969	885
# of Mega Deals	11	8
Largest Deal	\$12.5B	\$3.3B
% Sub-\$100m	75%	68%
Private Equity Deals	57	40
Private Equity Value	\$8.4B	\$10.6B
# VC backed Exits	184	179
All Cash (announced)	59%	48%
% Targets were Public	10%	11%
% Public Buyers	49%	47%

Buyer	Seller	Price
Carlyle Group	Getty Images	\$3.3b
Dell	Quest Software	\$2.6b
Micron Technology	Elpida Memory	\$2.5b
BC Partners	Cequel Comm.	\$2.5b
Blackstone Group	Vivint	\$2.0b
Roper Industries	Sunquest Info Systems	\$1.4b
IBM	Kenexa	\$1.4b
VMware	Nicira	\$1.3b

^{*\$} values in millions

Corum Index

Buyer	Seller	Price
Carlyle Group	Getty Images	\$3.3b

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gettyimages[®]

Sold to

THE CARLYLE GROUP

Sector: Digital Content Target: Getty Images Acquirer: Carlyle Group

Transaction Value: \$3.3 Billion

- Consistently demonstrates growth, leadership and prominence as one of the world's leading media companies
- Trend of acquisitions of companies dealing in photos and imaging

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Corum Index

Buyer	Seller	Price
Carlyle Group	Getty Images	\$3.3b

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Sold to

The Blackstone Group®

Sector: Energy Target: Vivint

Acquirer: Blackstone Group Transaction Value: \$2 billion

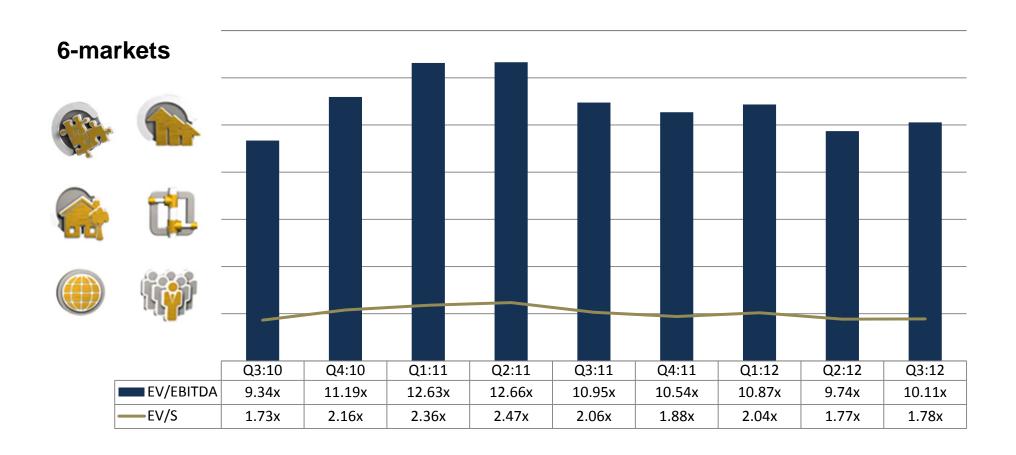
- Will enable Vivint to expand upon their technology-based platform, accelerate the development and release of new services and enter new markets
- Fits into stated strategy of "connecting customers to the things that matter most to them their homes, families, health, cars and businesses."

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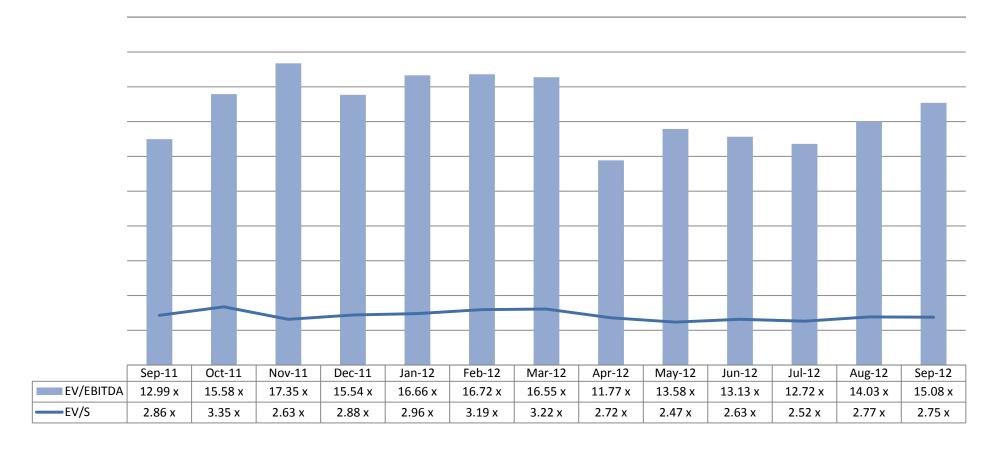
Corum Index – Aggregate Valuations





When the Horizontal Application Software Market

Public Valuation





Horizontal Application Software Market

Business Intelligence		
EV/S	3.07x	
EV/EBITDA	26.51x	

- Informatica Corp.
- MicroStrategy Inc.

Communications		
EV/S	1.41 x	
EV/EBITDA	13.06 x	

- Amdocs Ltd.
- Nuance Communications

Content Mgmt.	
EV/S	2.70 x
EV/EBITDA	9.77x

Open Text Corp.

Human Resources	
EV/S	3.07 x
EV/EBITDA	65.84 x

- Kenexa Corp.
- Saba Software Inc.

ERP	
EV/S	2.72 x
EV/EBITDA	7.93 x

- Oracle Corp
- NetSuite

Horizontal Other	
EV/S	3.15 x
EV/EBITDA	18.27 x

- Trimble Navigation Ltd.
- Concur Technologies Inc.

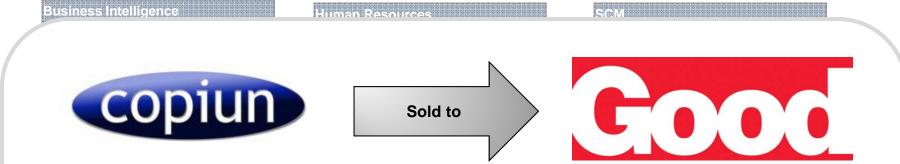
SCM	
EV/S	5.42 x
EV/EBITDA	13.38x

- SPS Commerce Inc.
- Manhattan Associates Inc.

CRM	
EV/S	6.21 x
EV/EBITDA	21.03x

- Salesforce.com
- Convergys Corp.

Horizontal Application Software Market



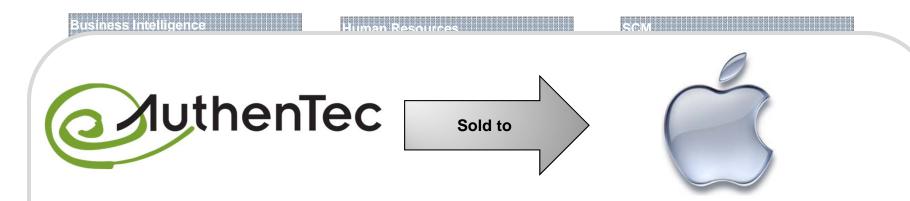
Sector: Communications (Mobile security)

Target: Copiun Inc.

Acquirer: Good Technology
Transaction Value: Undisclosed

- Extends Good's collaboration solution with Copiun's secure mobile file sharing and data syncing technology to allow business workers to easily access, sync and share enterprise information
- \$3M revenue (451 Research Estimate)
- Good continues to aggressively address mobile device management (MDM) and mobile application management (MAM) space, particularly through M&A

Horizontal Application Software Market



Sector: Horizontal Other (Mobile security)

Target: AuthenTec Acquirer: Apple

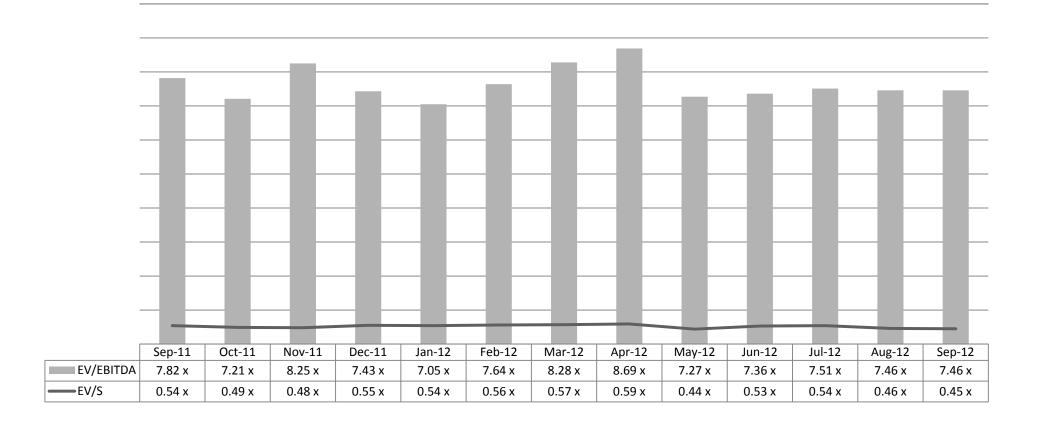
Transaction Value: \$356.1 Million

- Provider of biometric fingerprint authentication sensor systems and software
- Deal gave Apple another edge over its competition, Samsung



IT Services Market

Public Valuation

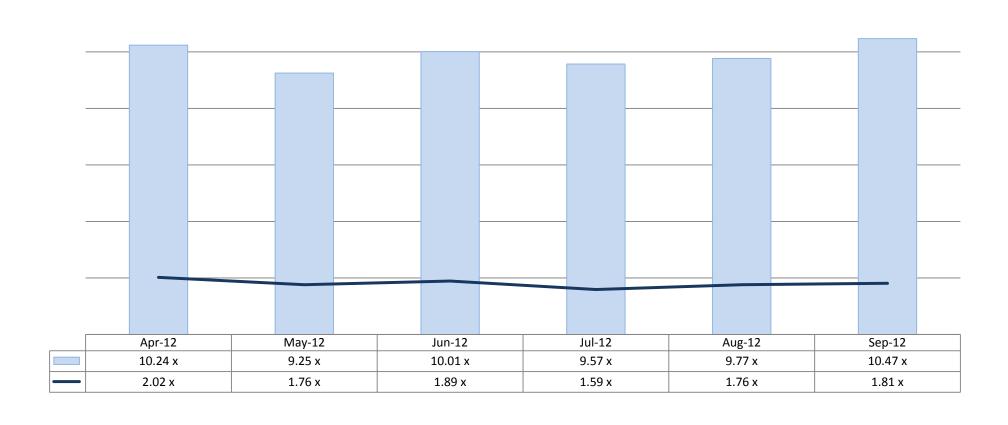






Asian IT Services

Public Valuation







IT Services Market

Public Valuation



Target: Lodestone Management Company (Switzerland)

Acquirer: Infosys (India)

Transaction Value: \$350 Million

- Acquisition will strengthen management consulting and system integration capabilities
- Expands presence in continental Europe, adding more than 750 experienced consultants and 200 clients



IT Services Market

Public Valuation



Sold to

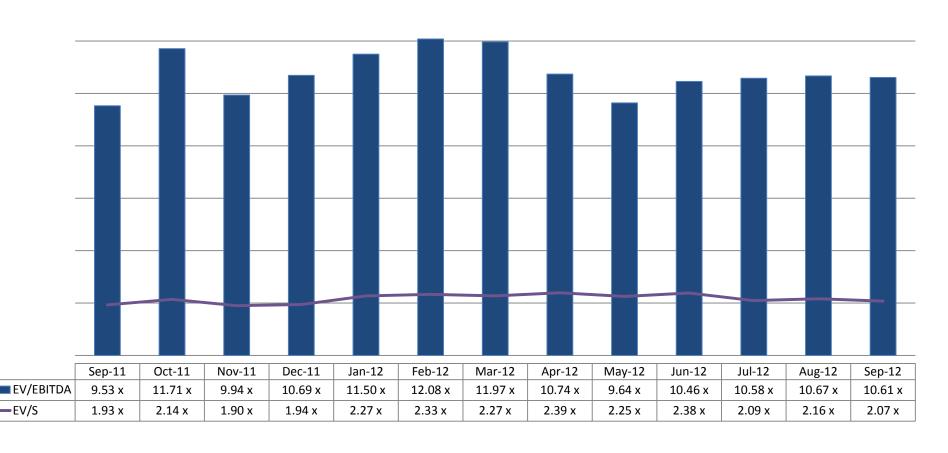


Target: Intrepidus Group Acquirer: NCC Group (UK) Transaction Value: \$11 Million

- Considerably widens its range of offerings, as well as industry IP, and brings a number of new blue chip technology customers
- NCC's ninth acquisition in recent years



Public Valuation





Infrastructure Communications		
EV/S	1.95 x	
EV/EBITDA	19.14x	

- BroadSoft Inc.
- Openwave Systems Inc.

Development Tools		
EV/S	2.07 x	
EV/EBITDA	10.39 x	

- Compuware Corp.
- Progress Software Corp.

Legacy/SOA	
EV/S	3.05 x
EV/EBITDA	10.28x

- BluePhoenix Solutions Ltd.
- Tibco Software Inc.

Network Management		
EV/S	2.85 x	
EV/EBITDA	11.88 x	

- Cisco Systems Inc.
- NetScout Systems Inc.

Security	
EV/S	4.11 x
EV/EBITDA	13.42 x

- Symantec Corp.
- Verisign Inc.

Systems Management		
EV/S	2.44 x	
EV/EBITDA	9.18 x	

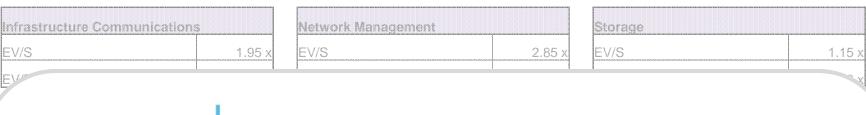
- BMC Software Inc.
- CA Inc.

Storage	
EV/S	1.15 x
EV/EBITDA	7.46 x

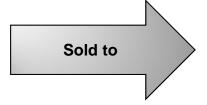
- EMC Corp.
- Qlogic Corp.

Virtualization		
EV/S	4.10 x	
EV/EBITDA	23.90 x	

- Citrix Systems Inc.
- VMware Inc.









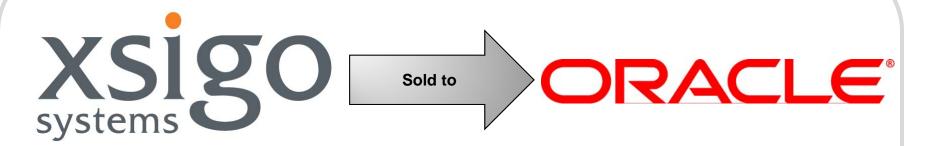
Sector: Virtualization

Target: Nicira **Acquirer:** VMware

Transaction Value: \$1.3 billion

- Attraction is that it could provide differentiating functionality in workload orchestration and infrastructure scale
- Adds to portfolio of networking assets and positions VMware to be the industry leader in softwaredefined networking

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Infrastructure Communication:	3			Storage	
EV/S	1.95 x	EV/S	2.85 x	EV/S	1.15 x
			*******	No.	



Sector: Virtualization **Target:** Xsigo Systems

Acquirer: Oracle

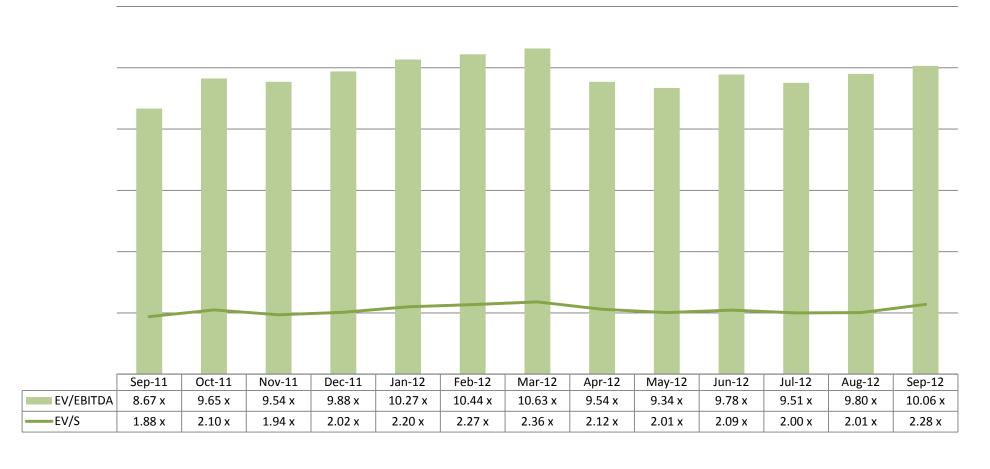
Transaction Value: \$200 million

- Likely to be deployed as a means of providing a broader virtualized network fabric to surround the Exa family of systems, boosting the number of available network and storage connections
- Should strengthen Oracles' management capabilities., enabling easier creation and migration of VM's across the fabric



Vertical Application Software Market

Public Valuation





Vertical Application Software

A/E/C (Architecture / Engineering / Construction)		
EV/S	2.62 x	
EV/EBITDA	12.41x	

- Autodesk Inc.
- Parametric Technology

Financial Services		
EV/S	3.24 x	
EV/EBITDA	13.06 x	

- Advent Software Inc.
- Fiserv Inc.

Government	
EV/S	0.70 x
EV/EBITDA	5.90x

- Harris Corp.
- Lockheed Martin Corp.

Energy & Environment	
EV/S	2.41x
EV/EBITDA	9.49x

- Itron Inc.
- Schlumberger Ltd.

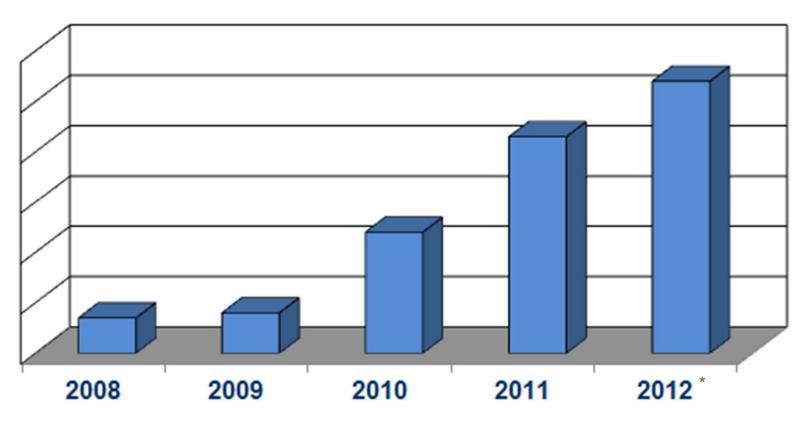
Healthcare	
EV/S	2.26x
EV/EBITDA	10.71x

- Cerner Corp.
- AllScripts Healthcare Inc.

Vertical Other	
EV/S	1.73 x
EV/EBITDA	9.92x

- Rockwell Automation Inc.
- JDA Software Group

EHR-related Transaction Trends



*2012 Projected based on YTD



Healthcare: EHR Tech M&A Q3

Date	Acquirer	Target	Description
7/13	i Med X	EMTS We Hear You	EHR management software as a service (SaaS)
8/13	epazz	CMHCi	EHR software and software as a service (SaaS)
9/04	NET HEALTH Systems, Inc	Wound Care Strategies INTELLIGENT SOFTWARE, CLINICALLY COMPLETE.*	EHR management software as a service (SaaS)
9/13	Advanced Computer Software Group	STRAND TECHNOLOGY	EHR management software in the UK
9/19	mtshealthcare connect • grow • succeed	Qs systems	EHR management systems integration and application hosting services
9/19	MD On-Line	Untivia:	EHR and medical practice management software and SaaS



Healthcare: EHR Tech M&A October

Date	Acquirer	Target	Description
10/01	MCKESSON	MED3000	EHR, medical practice management, data warehousing and SaaS
10/08	PointClickCare [*]	AccuMed A PointClickCare Company	Medical records management software and SaaS for nursing homes and long-term rehabilitation facilities
10/08	Healthcare Holdings Group:	Clinical Data	EHR software and SaaS for physicians and hospitals in the US
10/08	Healthcare Holdings Group From Holdings Group	Be Prepared For Life ** ***	Online medical records collaboration SaaS in the US
10/10	HOLDINGS, INC.	acuitec 🚉	Medical patient monitoring software, being added to EHR Suite

Vertical Application Software

A/E/C (Architecture / Engineering / Government Healthcare Construction) **STRAND**|TECHNOLOGY Sold to Sector: Healthcare Target: Strand Technology (UK) Acquirer: Advanced Computer Software Group (UK) Transaction Value: \$3.2 million - Provides electronic healthcare management software for the mental health care and substance abuse treatment sectors in the UK

Vertical Application Software

A/E/C (Architecture	/ Engi	neering /
Constru	action)	00 M10 M10 M10 M10 M10 M10 M10 M10 M10	. 200 200 200 200 200 200 200 200 200 20
EV/S			2.62 x

Government	
EV/S	0.70 x
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Healthcare	
EV/S	2.26x
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Sector: Financial Services

Target: LML Payment Systems (CAN)

Acquirer: Digital River

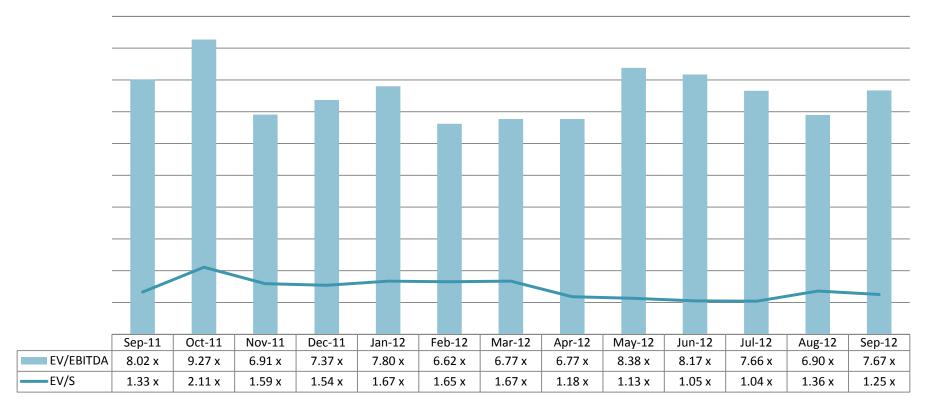
Transaction Value: \$103 million

- Acquisition joins two complementary card-not-present payments businesses, positioning Digital River to further capitalize on its global success in online payment processing
- Expand its payments solution as well as extend LML payment system's white-label channel solution and mobile payments solution



Consumer Application Software Market

Public Valuation



Digital Content	
EV/S	0.76 x
EV/EBITDA	10.71x

- Adobe Systems, Inc.
- Netflix

Video Games	
EV/S	1.51x
EV/EBITDA	4.57 x

- Electronic Arts, Inc.
- Activision Blizzard, Inc.

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Consumer Application Software Market

Public Valuation



Sold to



Target: A Bit Lucky Acquirer: Zynga

Transaction Value: Rumored at over \$20 million

- Adds mid-core gaming to Zynga's casual games catalog



Sold to



Target: Studio ESN (Sweden) **Acquirer:** Electronic Arts

Transaction Value: Undisclosed

- Continuing its cloud cross-over strategy
- Will help EA develop online games to lessen its dependence on major consuls

ridore bysicino, inc.

LICCUOINC ATO, IIIC.

■ Netflix

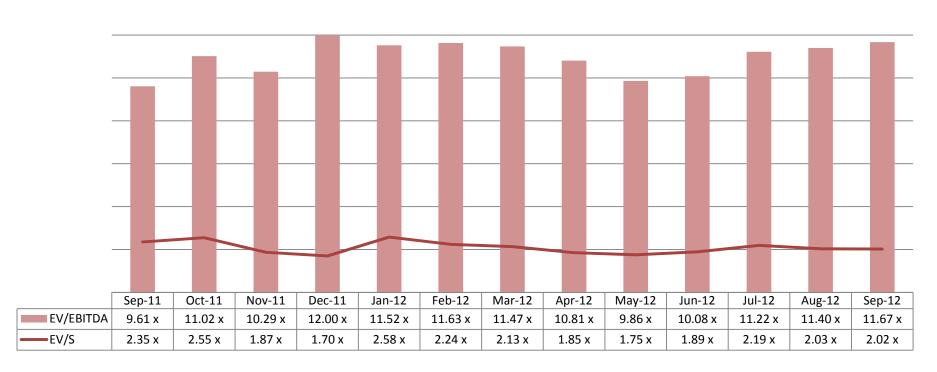
Activision Blizzard, Inc.

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Internet Market

Public Valuation



Internet Infrastructure	
EV/S	1.51 x
EV/EBITDA	10.64 x

- Akami Technologies Inc.
- Juniper Networks Inc.

Internet Pure Play	
EV/S	2.56x
EV/EBITDA	13.09 x

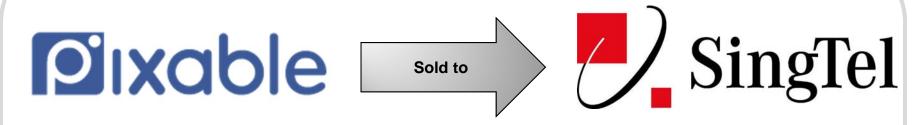
- Amazon.com
- Google Inc.





Internet Market

Public Valuation



Sector: Internet Pure Play

Target: Pixable

Acquirer: SingTel (Singapore)
Transaction Value: \$26.5 million

- Pixable's expertise and customer engagement gives them a foundation to go beyond viewing photos to using photos as a way to stimulate simple immersive communication
- Continuation of the photo/images acquisitions trend

Corum Q3 2012 Research Report



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Special Guest



Rohyt Belani
CEO of PhishMe
Founder of Intrepidus Group
Acquired by NCC Group







Prior to starting PhishMe, Rohyt Belani served as Managing Director at Mandiant, Principal Consultant at Foundstone, and Researcher at the Software Engineering Institute. He is also an Adjunct Professor at Carnegie Mellon University.

Rohyt is a contributing author for Osborne's Hack Notes and Addison Wesley's Extrusion Detection; has written for publications like Securityfocus and SC magazine; has been interviewed by CNBC, CNN, BBC, Forbes magazine, and other mainstream media; and is a regular speaker at various industry conferences including Black Hat, OWASP, InfoSec World, and forums catering to the FBI, US Secret Service, and US Military.

Rohyt holds a Bachelor of Engineering degree from Bombay University, and a Master of Science from Carnegie Mellon University.

Q&A

- We welcome your questions!
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 - Ask "all panelists" see "ask" option above text-entry box

Questions? Suggestions?

Please send them to info@corumgroup.com

Rebroadcasts October 17

 For further education, please attend Corum's Merge Briefings and "Selling Up, Selling Out"

Upcoming Conference Schedule

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Oct. 30:	Toronto – MB	Nov. 15:	Oslo – MB
Nov. 6:	London – SUSO	Dec. 4:	Phoenix – MB

Dec. 6:

Nov. 7:

San Diego – MB

New York City – SUSO

After the Deal – Celebration



