## **BUSINESS SERVICES** *Quarterly Update Fourth Quarter 2018*



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CAPITAL PLACEMENTS • MERGERS, ACQUISITIONS & DIVESTITURES • RESTRUCTURINGS



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# Q4 2018 Highlights

#### February, 2019

For the fourth quarter of 2018, the SCA Business Services Index declined by approximately 16%, consistent with the general sell-off in the overall market at the end of 2018. Despite the economic uncertainty driving overall market volatility during the fourth quarter, the Business Services sector did experience several highlights, with temporary staffing reaching a record penetration rate of 2.06% of all employment and private sector employment adding over 271,000 jobs in December.

M&A activity in the Business Services sector remained steady, with private equity actively pursuing platform opportunities in all sub-sectors. We expect M&A activity to continue to be driven by private equity in 2019, with strategic acquirors selectively focused on consolidation opportunities. Notable merger and acquisition transactions during the guarter included:

- placed its overall value in excess of \$1.5 billion.
- and technology, was acquired by Stonepoint Capital.
- industries

We welcome your comments and hope you find our SOLIConnect report informative.

Gregg F Hayord

**Gregory Hagood** Head of Investment Banking Senior Managing Director ghagood@soliccapital.com

**Edward R. Casas** Chairman & CEO Senior Managing Partner ecasas@soliccapital.com

Payroll company Paychex Inc. (NASDAQ: PAYX) acquired Oasis Outsourcing, the largest privately held professional employer organization (PEO) in the U.S., for \$1.2 billion.

 ConvergeOne Holdings, Inc. (Nasdag: CVON), a leading global IT and managed services provider of collaboration and technology solutions, agreed to be acquired by CVC Capital for \$1.8 billion.

Jobs website ZipRecruiter announced a \$156 million investment from Wellington Management that

 Vision Integrated Graphics Group LLC, a leading provider of tech-enabled marketing solutions focused on customer acquisition and engagement for Fortune 1000 customers, was acquired by H.I.G. Capital.

• The Eliassen Group, a leading IT staffing and consulting firm serving clients in multiple end-markets, including financial services, life sciences, government, energy/utilities, retail, media & communications,

The Kleinfelder Group Inc., an engineering, construction management, design and environmental professional services firm, was acquired by Wind Point Capital.

Private equity firm Quad-C Management acquired S.i. Systems, a leading Canadian IT staffing firm with 14 offices serving the financial services, energy, public sector, telco/media/technology, and consumer



Recent Representative Engagements \* 



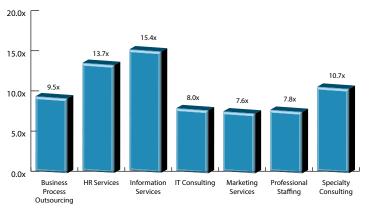
\* Includes transactions led by the team of SOLIC professionals at predecessor firms

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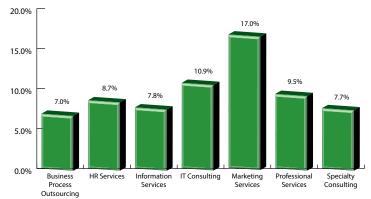


# Market Overview

# *Enterprise Value to NTM EBITDA by SCA Sector*

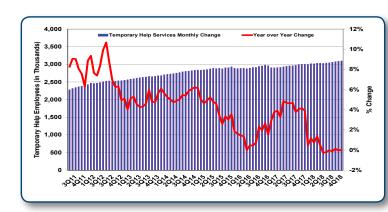


### LTM Annual Revenue Growth by SCA Sector

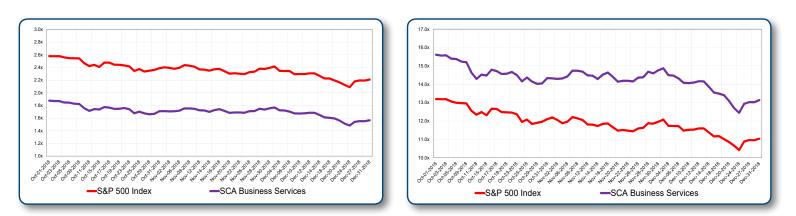


Revenue and EBITDA valuation multiples weakened in Q4 compared to Q3, while deal volume activity in Q4 increased slightly

### Temporary Help Services Trends



SCA Business Services Universe vs. S&P 500 Total Enterprise Value / Revenue

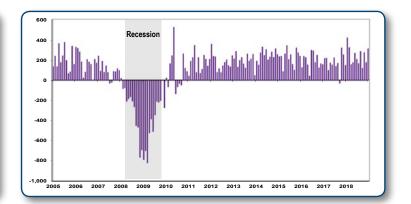


\* Please see pages 24-27 for SCA Business Services Universe and additional information in the "Notes" section at the end of this report

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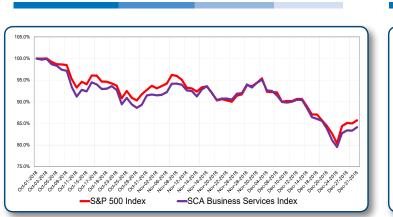
### Net Change in U.S. Employment



*SCA Business Services Universe vs. S&P 500 Total Enterprise Value / EBITDA* 

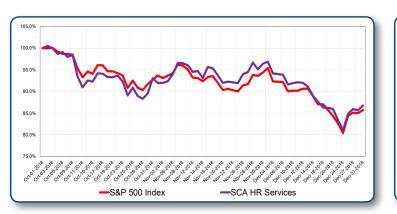


## Sector Stock Performance (one year)

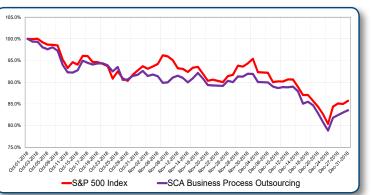


SCA Business Services Universe vs. S&P 500

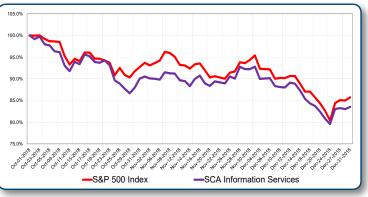
### SCA HR Services Sector vs. S&P 500



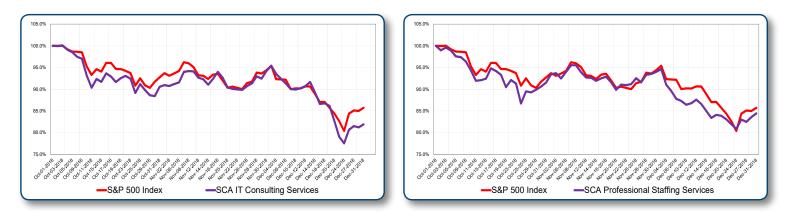




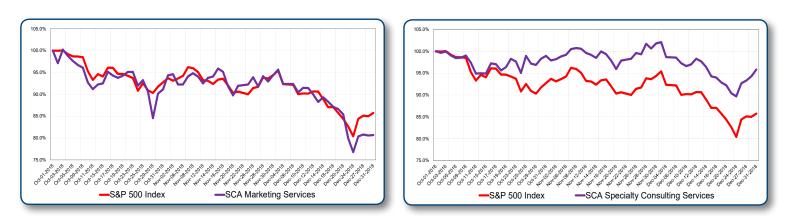
SCA Information Services Sector vs. S&P 500



### SCA IT Consulting Sector vs. S&P 500



#### SCA Marketing Services Sector vs. S&P 500



\* Please see pages 24-27 for SCA Business Services Universe and additional information in the "Notes" section at the end of this report



### SCA Professional Staffing Sector vs. S&P 500

### SCA Specialty Consulting Sector vs. S&P 500



## S Notable Industry Developments



#### S&P Information Technology Index Falls after Unprecedented Growth

The Standard and Poor's Information Technology Index experienced substantial declines in Q4 2018, after levels of unprecedented growth over the past year. The Index experienced a decrease of -17.34% during the fourth guarter of 2018, with a decrease of -8.46% in December alone. Continued trade tariff discussions, policy uncertainty, and a steep decline in oil prices in the fourth guarter fueled equity trading volatility. The S&P 500 index outperformed the S&P Information Technology Index by +3.82%, during the fourth guarter of 2018, despite the S&P 500 index posting a decrease of -13.52%.

### **Fourth Quarter 2018**

#### Private Sector Employment Continues to Expand, Adding 271.000 jobs in December

According to the December ADP National Employment Report, private sector employment increased by +271,000 jobs, compared to the previous month. Goods-producing employment rose by +47,000 jobs in December, an improvement to the growth in November of +13,000 jobs. Service-providing employment rose by +224,000 jobs in December, a moderate gain from +144,000 last month. The ADP National Employment Report indicates that Education & Health increased by +61,000 jobs in December, Professional & Business grew by +66,000, Leisure & Hospitality grew by +39,000, Transportation & Utilities grew by +33,000, Construction grew by +37,000 jobs, and Manufacturing grew by +12,000 jobs. Q4 employment momentum continued after robust job growth throughout all of 2018, a function of continued consumer confidence and an expanding economy.

#### Education and Health Services Industry Leads Gains as Q4 Employment Increases

Total nonfarm payroll employment, as reported by the Bureau of Labor Statistics, expanded by +312,000 in December continuing the job creation momentum of robust gains of +176,000 in November and +274,000 in October. Incorporating revisions, job growth has averaged +254,000 per month over the past three months. Over the year, employment rose by +2.6 million, compared with a gain of +2.2 million in 2017. Increases in education and health services led the sectors with an increase of +82,000, with leisure and hospitality reporting gains of +55,000, construction gains of +38,000, manufacturing gains of +32,000, and retail trade gains of +25,000. Professional and business services continued to expand, adding +43,000 in December. Over the year, the professional and business services industry added +583,000 jobs, +125,000 more than in 2017. This industry has continued to expand since the most recent employment trough in August 2009. The unemployment rate rose by 0.2 points to 3.9% in December, representing an increase of 276,000 to 6.3 million.

#### Small Business Optimism Remains High at 104.4 in 2018

The most recent National Federation of Independent Business (NFIB) report stated the NFIB Small Business Optimism Index remained basically unchanged in December, down -0.4 points to 104.4. Hiring has strengthened to its highest reading in six months, with job creation experiencing a net addition of .25 workers per firm, up from .19 in November. Per the report, 60% of small business owners reported hiring or trying to hire with 54% (representing 90% of those hiring or trying to hire) reported few or no qualified applicants to fill the positions. Despite the lack of qualified applicants, job creation plans for small businesses continue to strengthen. Employment hiring, increases in employee compensation, and near records of capital expenditures on equipment continue to demonstrate confidence in the economy from small business owners.

#### Temporary Penetration Rate Continues to Increase

Temporary jobs increased by +10,300 in Q4 while the temporary penetration rate continued its 36th consecutive guarter of yearover-year increases in demand. The "temporary penetration rate" represents the percentage of temporary workers to total workers and is commonly used as a metric to track the staffing sector. The temporary penetration remained high at 2.1% of the total labor market in December, versus a low of 1.3% in June 2009, according to the Bureau of Labor Statistics. The temporary penetration rate is significant, as marginal increases have a larger macroeconomic impact, amplifying growth as the broader labor market improves. It represents temporary help as a percentage of total employments, a proxy for short-term labor demand. Continued GDP growth, rising wages (up +3.2% in December), reduced government regulations, and a lower corporate tax continue to be a harbinger of future temp help momentum, with growth expected through the first half of 2019.

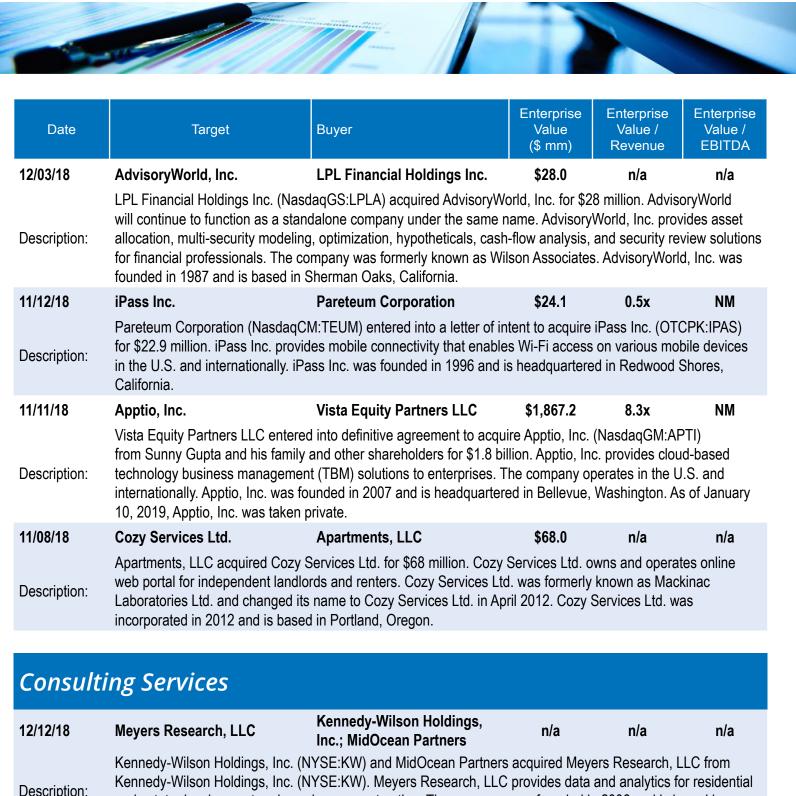
#### Q3 GDP Growth Maintained Strength

The Bureau of Economic Analysis reported Q3 GDP growth of +3.5%, according to the "advance" estimate, which would be slightly lower than the real GDP growth of +4.2% in the previous guarter. The real GDP in Q3 reflected positive contributions from a +1.6% increase in personal consumption expenditures (PCE), +2.01% increase in private inventory investment, government spending, and nonresidential fixed investment that were partly offset by increased imports, and negative contributions from exports and residential fixed investment. Net exports in Q3 decreased -1.8% from Q2, which were due, in part, to the current U.S. trade disputes. The deceleration in real GDP growth in Q3 reflected a downturn in exports and a deceleration in nonresidential fixed investment. (Note: Q4 GDP figures were not yet released as of publication date.)



## Selected M&A Transactions

Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA
Busines	s Process Outsourc	ing			
12/24/18	Blue Parasol Group, LLC and Direct Connect Merchant Services, LLC - Merchant Portfolio Assets	Priority Payment Systems LLC	\$53.3	n/a	n/a
Description:		cquired merchant portfolio assets fr for \$53.3 million. Merchant Portfol ns business.		•	
12/20/18	BuildingConnected, Inc.	Autodesk, Inc.	\$275.0	n/a	n/a
Description:	Autodesk, Inc. (NasdaqGS:ADSK) signed a definitive agreement to acquire BuildingConnected Inc. for approximately \$280 million. BuildingConnected, Inc. operates a construction communication platform, and provides various business services. The company was founded in 2012 and is based in San Francisco, California. As of January 23, 2019, BuildingConnected, Inc. operates as a subsidiary of Autodesk, Inc.				
12/14/18	Chicago Deferred Exchange Company, LLC	Wintrust Financial Corporation	\$51.9	n/a	n/a
Description:	Prairie Capital, L.P. and others for provides qualified intermediary ar	lasdaqGS:WTFC) acquired Chicag r approximately \$51.9 million. Chica nd exchange accommodation titleho Illinois with locations in San Ramo	ago Deferred E older services.	Exchange Comp The company v	oany, LLC was founded
	International Business				
12/07/18	Machines Corp Software	HCL Technologies Limited	\$1,775.0	n/a	n/a
Description:	<b>Portfolio</b> HCL Technologies Limited (NSEI:HCLTECH) entered into a definitive agreement to acquire Software Portfolio from International Business Machines Corporation (NYSE:IBM) for approximately \$1.8 billion. Software Portfolio of International Business Machines Corp. comprises various software products for work stream collaboration.				
12/06/18	Danal, Inc.	Boku, Inc.	\$101.4	19.9x	n/a
Description:	(KOSDAQ:A070300) and others f provides carrier-integrated mobile	nto an agreement to acquire Danal, for approximately \$100 million. Dar e commerce solutions enabling the heir BilltoMobile platform worldwide	hal, Inc., doing purchase of go	business as Bil bods and servic	ltoMobile, es on PC,



Target	Buyer
AdvisoryWorld, Inc.	LPL Finar
LPL Financial Holdings Inc. (Nasd will continue to function as a stand allocation, multi-security modeling for financial professionals. The co founded in 1987 and is based in S	talone com , optimizati mpany was
iPass Inc.	Pareteum
Pareteum Corporation (NasdaqCM for \$22.9 million. iPass Inc. provid in the U.S. and internationally. iPa California.	es mobile o
Apptio, Inc.	Vista Equ
Vista Equity Partners LLC entered from Sunny Gupta and his family a technology business managemen internationally. Apptio, Inc. was for 10, 2019, Apptio, Inc. was taken p	and other s t (TBM) sol unded in 20
Cozy Services Ltd.	Apartmen
Apartments, LLC acquired Cozy S web portal for independent landlor Laboratories Ltd. and changed its incorporated in 2012 and is based	rds and ren name to Co
	AdvisoryWorld, Inc. LPL Financial Holdings Inc. (Nasd will continue to function as a stand allocation, multi-security modeling for financial professionals. The co- founded in 1987 and is based in S <b>iPass Inc.</b> Pareteum Corporation (NasdaqCM for \$22.9 million. iPass Inc. provid in the U.S. and internationally. iPa California. <b>Apptio, Inc.</b> Vista Equity Partners LLC entered from Sunny Gupta and his family a technology business management internationally. Apptio, Inc. was for 10, 2019, Apptio, Inc. was taken p <b>Cozy Services Ltd.</b> Apartments, LLC acquired Cozy S web portal for independent landlor Laboratories Ltd. and changed its

12/12/18	Meyers Research, LLC	Kennedy- Inc.; MidC
Description:	Kennedy-Wilson Holdings, Inc. Kennedy-Wilson Holdings, Inc. real estate development and ne Beverly Hills, California.	(NYSE:KW). I

struction. The company was founded in 2006 and is based in



Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
12/11/18	IQMS Inc.	Dassault Systèmes SE	\$425.0	7.6x	n/a	
Description:	Dassault Systèmes SE (ENXTPA:DSY) entered into a definitive agreement to acquire IQMS Inc. for approximately \$430 million. The purchase price will be paid in cash. IQMS Inc. develops and delivers enterprise resource planning (ERP) software and manufacturing execution systems for repetitive, process, and discrete manufacturing industries. The company was founded in 1989 and is based in Paso Robles, California.					
11/21/18	The Kleinfelder Group, Inc.	Wind Point Partners	n/a	n/a	n/a	
Description:	Wind Point Partners along with the management of The Kleinfelder Group, Inc. signed a definitive agreement to acquire The Kleinfelder Group, Inc. The Kleinfelder Group, Inc. provides engineering, architecture, and scientific consulting solutions for infrastructure and natural resource needs in the U.S. and internationally. The company was founded in 1961 and is based in San Diego, California.					
11/06/18	Value Recovery Group, Inc. - Scully Capital Services Inc. and Federal Advisory Division	Jones Lang LaSalle Incorporated	n/a	n/a	n/a	
Description:	and Federal Advisory division from of investment banking and finance	I (NYSE:JLL) announced an agreer m Value Recovery Group, Inc. Scul sial services to domestic and interna e Recovery Group, Inc. comprises	lly Capital Serv ational, public a	ices Inc. provid and private sect	es a range	
11/05/18	Veracode, Inc.	Thoma Bravo, LLC	\$950.0	n/a	n/a	
Description:		a definitive agreement to acquire Ve based application security platform. achusetts.				
10/30/18	First Empire Holding Corp.	Stifel Financial Corp.	n/a	n/a	n/a	
Description:	,	entered into an agreement to acqu nt and balance sheet services. The		• •		
10/24/18	Trafficware Group Inc.	Cubic Transportation Systems, Inc.	\$235.7	n/a	n/a	
Description:	KRG Capital Partners and others	nc. acquired Trafficware Group, Inc. for approximately \$240 million. Tra solutions for improving traffic flow. T	afficware Group	nc. develops	and markets	

Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA
10/22/18	JetPay Corporation	NCR Corporation	\$179.8	2.2x	50.5x
Description:	(NASDAQ:JTPY) from Flexpoint Flexpoint for the state of \$78 million. JetPay Cor	ntered into a definitive agreement Partners II, L.P., a fund managed b poration provides debit and credit rvices to businesses and their emp nsylvania.	y Flexpoint For card processin	rd LLC, Larry St g, payroll, huma	an capital

### HR Services

12/10/18	Cast & Crew Payroll, LLC	EQT Partr
Description:	EQT VIII, managed by EQT Part & Crew Payroll, LLC provides pay productivity software and service based in Burbank, California.	yroll and hur
11/26/18	Oasis Outsourcing Holdings Inc.	Paychex I
Description:	Paychex North America Inc. ente Inc. ('Oasis') for approximately \$1 provides workforce solutions for b West Palm Beach, Florida.	.2 billion. Oa
11/20/18	Surge Resources, Inc.	GPB Capi
Description:	GPB Capital Holdings, LLC acquir resources services, including wor based in Manchester, Ohio.	
11/05/18	Vector-Solutions.com, Inc.	Golden G
Description:	Golden Gate Capital entered into Equity Partners LLC. Vector-Solu training, technology, and perform The company was founded in 199	tions.com, lı ance manag

tners AB; EQT VIII n/a n/a n/a greed to acquire Cast & Crew Payroll, LLC from Silver Lake. Cast uman resources, accounting and financial, and workflow and ertainment industry. The company was founded in 1976 and is North America Inc. \$1,000.0 n/a n/a tock purchase agreement to acquire Oasis Outsourcing Holdings Dasis operates as a professional employer organization that in the U.S. The company was founded in 1996 and is based in pital Holdings, LLC n/a n/a n/a nership stake in Surge Resources, Inc., a provider of human nagement programs. The company was founded in 1987 and is n/a Bate Capital n/a n/a agreement to acquire Vector-Solutions.com, Inc. from Providence Inc., through its subsidiaries, delivers continuing education (CE), gement solutions to a range of industries in the U.S. and Canada. ased in Tampa, Florida.



Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA
IT Servio	ces				
12/31/18	Windstream Holdings, Inc EarthLink Consumer Internet Business	Trive Capital	\$330.0	n/a	n/a
Description:	· ·	consumer internet business of Wind siness of Windstream Holdings, Inc osting, and email services.		•	
12/24/18	MINDBODY, Inc.	Vista Equity Partners LLC; Vista Equity Partners Fund VI, L.P.; Vista Equity Partners VII	\$1,829.3	8.0x	NM
Description:	Vista Equity Partners VII and Vista Equity Partners Fund VI, L.P. entered into a definitive agreement to acquire MINDBODY, Inc. (NasdaqGM:MB) from Institutional Venture Partners XIII, L.P. and others for approximately \$1.9 billion. MINDBODY, Inc. operates a cloud-based business management software and payments platform for the small and medium-sized businesses in the wellness services industry. MINDBODY, Inc. was founded in 2001 and is headquartered in San Luis Obispo, California.				
12/11/18	Venture Technologies, Inc.	ConvergeOne, Inc.	\$92.0	n/a	n/a
Description:	others for \$92 million. Venture Te	reement to acquire Venture Techno echnologies, Inc. provides infrastruc ns in the U.S. and internationally. Th	ture, collabora	tion, and cloud	solutions
12/10/18	Hiperos, LLC	Coupa Software Incorporated	\$95.0	n/a	n/a
Description:	from Opus Global Holdings and	asdaqGS:COUP) entered into a pu GTCR Fund X/C, L.P., managed by )7 and is based in Branchburg, Nev	GTCR, LLC fo	•	•
12/10/18	YTWO Formative, Inc.	RIB Software SE	\$96.0	n/a	n/a
Description:	(NasdaqGS:FLEX) for approxima	ed to acquire the remaining stake in ately \$48 million. YTWO Formative, nd housing industries. The company	Inc. provides of	cloud-based 5D	BIM

Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
12/07/18	DealerScience, LLC	TrueCar Dealer Solutions, Inc.	\$32.0	n/a	n/a	
Description:	TrueCar Dealer Solutions, Inc. acquired DealerScience, LLC from Andrew Gordon for \$32 million. DealerScience, LLC designs and develops digital retailing software for the automotive industry. The company was founded in 2011 and is headquartered in Boston, Massachusetts.					
11/26/18	SITA Laboratories, Inc.	Marchex, Inc.	\$35.0	n/a	n/a	
Description:	SITA Laboratories, Inc., doing	CHX) entered into an agreement to acquing business as CallCap, develops call mo any was founded in 2001 and is headqua	onitoring and a	inalytics softwa		
11/20/18	PlanGrid, Inc.	Autodesk, Inc.	\$875.0	n/a	n/a	
Description:	Autodesk, Inc. (NASDAQ: ADSK) agreed to acquire PlanGrid Inc. for approximately \$880 million. PlanGrid, Inc provides a cloud-based construction document collaboration platform that allows plans, markups, photos, and reports to be instantaneously shared with everyone on a construction project. The company was founded in 2011 and is based in San Francisco, California.					
	2011 and is based in Sali Fia	ancisco, California.				
11/20/18	Frustum, Inc.	ancisco, California. <b>PTC Inc.</b>	\$70.0	n/a	n/a	
	<b>Frustum, Inc.</b> PTC Inc. (NasdaqGS:PTC) a	<b>PTC Inc.</b> Icquired Frustum, Inc. for approximately optimization tools for designers. The cc	\$70 million. F	rustum, Inc. de	<b>n/a</b> velops and	
11/20/18 Description: 11/16/18	<b>Frustum, Inc.</b> PTC Inc. (NasdaqGS:PTC) a delivers design and topology	<b>PTC Inc.</b> Icquired Frustum, Inc. for approximately optimization tools for designers. The cc	\$70 million. F	rustum, Inc. de	<b>n/a</b> velops and	
Description:	Frustum, Inc. PTC Inc. (NasdaqGS:PTC) a delivers design and topology headquartered in Boulder, Co Cylance Inc. BlackBerry Limited (TSX:BB)	PTC Inc. acquired Frustum, Inc. for approximately optimization tools for designers. The co blorado. BlackBerry Limited entered into a definitive agreement to a us and endpoint protection solutions wit	\$70 million. F ompany was in <b>\$1,500.0</b> acquire Cylanc	rustum, Inc. dev corporated in 2 <b>11.5x</b> te Inc. for \$1.5 b	n/a velops and 013 and is n/a pillion.	
Description: 11/16/18	Frustum, Inc. PTC Inc. (NasdaqGS:PTC) a delivers design and topology headquartered in Boulder, Co Cylance Inc. BlackBerry Limited (TSX:BB) Cylance Inc. develops antivir	PTC Inc. acquired Frustum, Inc. for approximately optimization tools for designers. The co blorado. BlackBerry Limited entered into a definitive agreement to a us and endpoint protection solutions wit	\$70 million. F ompany was in <b>\$1,500.0</b> acquire Cylanc	rustum, Inc. dev corporated in 2 <b>11.5x</b> te Inc. for \$1.5 b	n/a velops and 013 and is n/a pillion.	



Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
11/12/18	Nuance Document Imaging, Inc.	Kofax, Inc.	\$400.0	n/a	n/a	
Description:	Kofax, Inc. signed a definitive agreement to acquire Nuance Document Imaging, Inc. from Nuance Communications, Inc. (NasdaqGS:NUAN) for \$400 million. Nuance Document Imaging, Inc. provides print management and cost recovery software solutions. The company was founded in 1977 and is based in Plantation, Florida.					
11/08/18	PlumChoice, Inc.	The Allstate Corporation	\$30.0	n/a	n/a	
Description:	• • •	ALL) agreed to acquire PlumChoice rvices for cloud and Internet of Thir rtered in Lowell, Massachusetts.				
11/07/18	Stitch, Inc.	Talend Inc.	\$60.0	n/a	n/a	
Description:		ve agreement to acquire Stitch, Inc r developers. The company was for				
11/06/18	Aquent DEV6	Aquent LLC	n/a	n/a	n/a	
Description:		V6, which engages in JavaScript do papplications. The company was fo	•			
11/05/18	Datawatch Corporation	Altair Engineering Inc.	\$173.5	4.2x	NM	
Description:	Altair Engineering Inc. (NasdaqGS:ALTR) entered into a non-binding letter of intent to acquire Datawatch Corporation (NasdaqCM:DWCH) for approximately \$180 million. Datawatch Corporation designs, develops, markets, and distributes business computer software products to self-service data preparation, predictive analytics, and visual data discovery markets in the U.S. and internationally. Datawatch Corporation was founded in 1985 and is headquartered in Bedford, Massachusetts.					
10/31/18	Mitek Systems, Inc.	ASG Technologies Group, Inc.	\$485.1	7.6x	97.6x	
Description:	Associates, L.P. and Elliott Interr approximately \$420 million. Mite	nade an offer to acquire Mitek Syste national, L.P. managed by Elliott Ma k Systems, Inc. develops, markets, the U.S. and internationally. Mitek S	nagement Cor and sells mobi	poration and oth le image captur	ners for re and identity	

Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
10/02/18	CDI Corp Talent and Technology Solutions Business Unit	Artech Information Systems	n/a	n/a	n/a	
Description:	5	Artech Information Systems LLC acquired Talent and Technology Solutions business unit of CDI Corp., comprised of information technology (IT) and engineering talent sourcing services and technology solutions.				

12/21/18	GTCR/FMG Blocker Corp/NCP Fairway, Inc.	Lamar Media Corp.	\$418.5	n/a	12.0x	
Description:	Lamar Media Corp. acquired GTCR/FMG Blocker Corp/NCP Fairway, Inc. from GTCR Fund XI/C LP, a fund managed by GTCR, LLC and Newstone Capital Partners II, L.P., a fund managed by Newstone Capital					
12/21/18	ValuePenguin Inc.	LendingTree, LLC	\$105.0	n/a	n/a	
Description:	LendingTree, LLC entered into a Brian Quinn and YueTing Pen fo website that conducts research was incorporated in 2013 and is	or approximately \$110 million. Va and analysis on various topics fr	lluePenguin Inc. ope	erates a perso	nal finance	
12/17/18	ForeSee Results, Inc.	Verint Systems Inc.	\$64.9	n/a	n/a	
Description:	Verint Systems Inc. (NasdaqGS:VRNT) entered into a purchase agreement to acquire ForeSee Results, Inc. from Multiply for \$64.9 million. ForeSee Results, Inc. provides multichannel customer experience measurement and analysis to businesses in North America and internationally. The company was founded in 2001 and is based in Ann Arbor, Michigan.					
12/17/18	Merge Design & Interactive, Inc.	Keystone Capital, Inc.	n/a	n/a	n/a	
Description:	Keystone Capital, Inc. acquired Interactive, Inc. operates as a di Illinois.	• •	•			
	11111015.					



Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA
12/12/18	BiteSquad.com, LLC	Waitr Holdings Inc.	\$318.0	n/a	n/a
Description:	Waitr Holdings Inc. (NasdaqCM:WTRH) entered into definitive agreement to acquire BiteSquad.com, LLC for approximately \$320 million. BiteSquad.com, LLC owns and operates an online marketplace that provides food ordering and delivery services. The company was founded in 2012 and is based in Minneapolis, Minnesota.				
12/11/18	Vision Integrated Graphics Group, LLC	H.I.G. Capital, LLC	n/a	n/a	n/a
Description:	H.I.G. Capital, LLC, through one of its affiliates, acquired Vision Integrated Graphics Group, LLC. Vision Integrated Graphics Group, LLC develops data-driven marketing solutions for customer acquisition and engagement for Fortune 1000 customers. The company is based in Chicago, Illinois with additional operations in Elmhurst, Illinois and Hobart, Indiana.				
12/03/18	MightyHive, Inc.	S4 Capital plc	\$150.0	3.7x	13.5x
Description:		tered into a merger agreement to acq ovides online advertising and marketir		e, Inc. for an en	terprise value
12/03/18	GlynnDevins, Inc.	CIP Capital	n/a	n/a	n/a
Description:	Inc. provides marketing and ad	/ stake in GlynnDevins, Inc. from Falf lvertising services for senior living com mpany was founded in 1987 and is ba	mmunities and	their developm	
11/27/18	SiriusDecisions Inc.	Forrester Research, Inc.	\$245.0	2.8x	n/a
Description:	Forrester Research, Inc. (NasdaqGS:FORR)) entered into a definitive agreement to acquire SiriusDecisions Inc. from John J. Neeson, Richard E. Eldh, Joyce C. Eldh, Tracy L. Neeson and others for approximately \$250 million. SiriusDecisions Inc. provides research-based advisory, consulting, and learning solutions for business- to-business sales, marketing, and product organizations and professionals globally. SiriusDecisions Inc. was founded in 2001 and is headquartered in Wilton, Connecticut.				
11/27/18	Periscope, Inc.	Quad/Graphics, Inc.	\$132.5	n/a	n/a
Description:	\$130 million. Periscope, Inc. is	JAD) agreed to acquire Periscope fro an impact agency that provides adve eriscope, Inc. was incorporated in 196	ertising and ma	rketing services	to brands in

Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA
11/20/18	Advangelists, LLC	Mobiquity Technologies, Inc.; Glen Eagles Acquisitions LP	\$15.4	n/a	n/a
Description:	to acquire Advangelists, LLC from Advangelists, LLC operates an in	CPK:MOBQ) and Glen Eagles Acquest n Deepanker Katyal, Lokesh Mehta tegrated technology platform, which vertising and marketing. The compa	and other sha h helps digital	reholders for \$1 programmatic a	5.4 million. dvertisers
11/15/18	American List Counsel, Inc.	CIP Capital	n/a	n/a	n/a
Description:	· · ·	st Counsel, Inc., a provider of postand is based in Princeton, New Jerse	•	ata marketing s	olutions. The
11/14/18	Farelogix Inc.	Sabre Corporation	\$360.0	n/a	n/a
Description:	Capital Management and others	ABR) entered into an agreement to for approximately \$360 million. Fare was founded in 1998 and is headq	elogix Inc. dev	elops SaaS airli	
11/06/18	ConvergeOne Holdings, Inc.	CVC Capital Partners Limited; CVC Capital Partners VII, LP	\$1,640.3	1.2x	14.7x
Description:	(NasdaqGM:CVON) from Clearla million. ConvergeOne Holdings, I	ered into a definitive agreement to a ke Capital Partners III, L.P. and oth nc. provides collaboration and tech adquartered in Eagan, Minnesota.	er shareholder	s for approxima	tely \$940
11/05/18	Inuvo, Inc.	ConversionPoint Technologies Inc.	\$80.3	1.0x	NM
Description:	\$79.3 million. Inuvo, Inc., togethe	c. entered into a definitive agreeme or with its subsidiaries, develops tec vith content across devices in the U ck, Arkansas.	hnology that c	onnects adverti	sers with
10/30/18	Eleven Inc.	Vision 7 Communications U.S. Inc.	\$80.0	n/a	19.0x
Description:		c. signed a share transfer agreeme online marketing,	•		



Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA
10/30/18	Synthesio, Inc.	lpsos SA	\$50.0	n/a	n/a
Description:	SA, BPI France SA and others for	Synthesio, Inc. from IDInvest Part approximately \$50 million. Synthe es. The company was founded in 2	esio, Inc. desig	ns and develops	s social

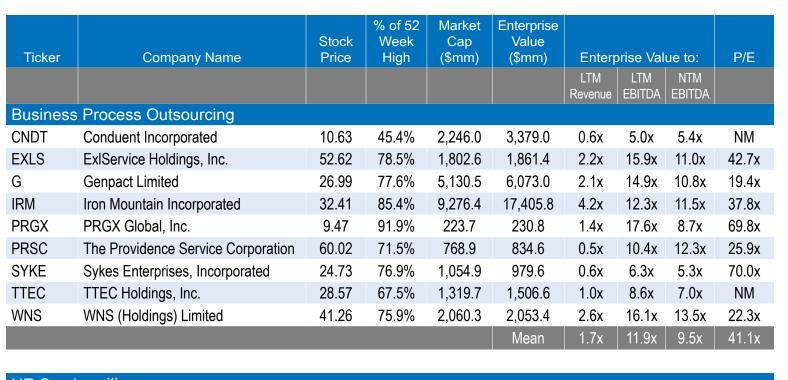
## Professional Staffing

12/17/18	Hire Edge Logistics Personnel	TransForce, Inc.	n/a	n/a	n/a						
Description:	TransForce, Inc. acquired Hire Edge Logistics Personnel, a staffing agency, which provides drivers and logistics personnel for transportation and trucking industries in the Mid-Atlantic/Northeast region. The company was founded in 2002 and is based in Cherry Hill, New Jersey.										
12/17/18	Courtland Resources, Inc./ Best Staffing, Inc./Michael Dubois CPA, Inc.	Resourcing Edge, Inc.	n/a	n/a	n/a						
Description:		Courtland Resources, Inc., Best Sta est Staffing, Inc./Michael Dubois C									
12/13/18	Management Decisions, Inc.	Motion Recruitment Partners, LLC	n/a	n/a	n/a						
Description:	business as MDI Group, provides	C acquired Management Decisions s information technology staffing se ces for mid-sized and Fortune 500 Atlanta, Georgia.	ervices and cont	ingent workford	ce solutions						
12/10/18	Mondo	Addison Group, LLC	n/a	n/a	n/a						
Description:		ondo, a provider of staffing services tract-to-hire, and full-time placeme		-	-						
12/07/18	JDC Group, Inc.	Consulting Solutions International, Inc.	n/a	n/a	n/a						
Description:	-	al, Inc. acquired JDC Group, Inc., a ny was founded in 2005 and is base	•		h and						

Date	Target	Buyer	Enterprise Value (\$ mm)	Enterprise Value / Revenue	Enterprise Value / EBITDA
12/05/18	American Personnel Inc	Cross Country Healthcare, Inc.	n/a	n/a	n/a
Description:	services including permanent place	lasdaqGS:CCRN) acquired Americ cement, consultative staffing solution unded in 1977 and is based in Bos	ons, and traditi	onal staffing for	•
12/03/18	Lyons HR, Inc Commercial Staffing Division	Elwood Staffing Services, Inc.	n/a	n/a	n/a
Description:	Elwood Staffing Services, Inc. acc staffing services business.	quired the commercial staffing divis	sion of Lyons ⊢	IR, Inc., which i	ncludes the
11/05/18	Eliassen Group, LLC	Stone Point Capital LLC	n/a	n/a	n/a
Description:	<b>U</b>	Capital LLC acquired Eliassen Grou chnology staffing and consulting se husetts.	•		
11/01/18	Qualivis LLC	Aya Healthcare, Inc.	n/a	n/a	n/a
Description:		alivis LLC from SCHA Solutions. Q ded in 2002 and is based in Colum	•		re staffing



# **H** Valuation Metrics by Sector



HR Serv	vices <sup>[1]</sup>								
JOBS	51job, Inc.	62.44	54.5%	3,857.6	2,942.7	5.8x	18.3x	13.4x	38.5x
ADP	Automatic Data Processing, Inc.	131.12	85.4%	57,395.5	58,233.5	4.3x	19.1x	16.8x	33.8x
BBSI	Barrett Business Services, Inc.	57.25	58.0%	422.6	391.4	0.4x	10.1x	10.4x	13.8x
DHX	DHI Group, Inc.	1.52	46.8%	80.4	92.3	0.5x	3.9x	2.9x	4.7x
NSP	Insperity, Inc.	93.36	77.1%	3,903.4	3,641.9	1.0x	18.5x	13.7x	31.1x
PAYX	Paychex, Inc.	65.15	85.7%	23,394.8	22,693.1	6.5x	15.8x	14.2x	23.4x
					Mean	3.1x	16.4x	13.7x	28.1x



Ticker	Company Name	Stock Price	% of 52 Week High	Market Cap (\$mm)	Enterprise Value (\$mm)	Enterp	orise Val	ue to:	P/E
						LTM Revenue	LTM EBITDA	NTM EBITDA	
Informati	on Services <sup>[2]</sup>								
CPRT	Copart, Inc.	47.78	71.2%	11,181.3	11,260.6	6.1x	15.6x	14.4x	25.4x
CSGP	CoStar Group, Inc.	337.34	75.2%	12,285.9	11,214.1	9.9x	36.8x	23.7x	61.6x
DNB	The Dun & Bradstreet Corporation	142.74	98.4%	5,300.1	6,418.1	3.6x	12.7x	11.9x	22.8x
EFX	Equifax Inc.	93.13	67.1%	11,229.2	13,665.3	4.0x	16.1x	11.6x	25.3x
FDS	FactSet Research Systems Inc.	200.13	84.1%	7,612.4	7,989.4	5.8x	17.5x	15.3x	27.9x
FICO	Fair Isaac Corporation	187.00	77.6%	5,414.6	6,088.5	5.9x	26.0x	24.1x	40.9x
FORR	Forrester Research, Inc.	44.70	89.4%	816.4	671.9	1.9x	21.4x	13.6x	67.7x
IT	Gartner, Inc.	127.84	79.3%	11,619.8	13,579.6	3.5x	23.8x	17.8x	81.4x
INWK	InnerWorkings, Inc.	3.74	35.8%	193.3	360.0	0.3x	16.5x	6.8x	NM
LQDT	Liquidity Services, Inc.	6.17	77.1%	204.1	125.6	0.6x	NM	NM	NM
MORN	Morningstar, Inc.	109.84	76.1%	4,685.8	4,409.1	4.4x	15.8x	NM	26.3x
RBA	Ritchie Bros. Auctioneers Incorpo- rated	32.72	84.4%	3,554.8	4,102.2	5.5x	17.8x	14.7x	29.0x
					Mean	3.8x	18.3x	15.4x	36.3x

[2] CSGP is excluded from mean LTM Revenue and LTM EBITDA multiple calculations. IT is excluded from mean P/E multiple calculation.

[1] DHX is excluded from mean EBITDA and P/E multiple calculations.



Ticker	Company Name	Stock Price	% of 52 Week High	Market Cap (\$mm)	Enterprise Value (\$mm)	Enterp	Enterprise Value to:		
						LTM Revenue	LTM EBITDA	NTM EBITDA	
IT Consu	Iting <sup>[3]</sup>								
ACN	Accenture plc	141.01	80.3%	89,886.6	85,921.1	2.1x	13.1x	11.8x	21.7x
CTSH	Cognizant Technology Solutions Corporation	63.48	74.6%	36,756.7	32,717.7	2.1x	9.9x	8.9x	25.9x
CTG	Computer Task Group, Incorporated	4.08	42.4%	58.3	50.9	0.1x	7.2x	3.9x	29.8x
PRFT	Perficient, Inc.	22.26	71.6%	738.6	812.7	1.7x	14.3x	9.9x	32.3x
SNX	SYNNEX Corporation	80.84	57.0%	4,135.9	5,750.5	0.3x	7.8x	5.7x	11.7x
					Mean	1.3x	10.4x	8.0x	27.4x

Marketi	Marketing Services [4]											
RAMP	LiveRamp Holdings, Inc.	38.63	75.0%	2,627.4	2,766.7	2.9x	30.7x	NM	NM			
HHS	Harte Hanks, Inc.	2.42	19.9%	15.1	14.5	0.0x	NM	NM	NM			
VVI	Viad Corp	50.09	80.1%	1,018.9	1,184.4	0.9x	9.5x	7.6x	35.0x			
					Mean	1.9x	20.1x	7.6x	35.0x			

Professio	onal Staffing								
SWX: ADEN	Adecco Group AG	45.93	57.3%	7,616.9	9,031.1	0.3x	7.3x	6.9x	7.8x
AMN	AMN Healthcare Services, Inc.	56.66	83.1%	2,655.5	3,107.3	1.5x	12.2x	11.1x	18.9x
ASGN	ASGN Incorporated	54.50	57.8%	2,860.0	3,973.3	1.3x	11.5x	9.0x	16.1x
CCRN	Cross Country Healthcare, Inc.	7.33	51.2%	265.7	328.9	0.4x	9.7x	8.8x	8.5x
KELY.A	Kelly Services, Inc.	20.48	63.4%	801.2	788.5	0.1x	6.9x	6.2x	12.6x
KFRC	Kforce Inc.	30.92	71.1%	765.0	845.5	0.6x	9.9x	8.7x	16.4x
MAN	ManpowerGroup Inc.	64.80	47.3%	4,006.7	4,487.5	0.2x	4.8x	5.1x	7.0x
ENXTAM: RAND	Randstad NV	40.09	67.3%	7,340.6	8,768.1	0.4x	8.0x	7.2x	10.6x
RCMT	RCM Technologies, Inc.	3.10	47.3%	39.5	63.2	0.3x	8.2x	6.5x	16.3x

[3] SNX is excluded from mean P/E multiple calculation.[4] HHS is excluded from mean LTM Revenue multiple calculation.

Ticker	Company Name	Stock Price	% of 52 Week High	Market Cap (\$mm)	Enterprise Value (\$mm)	Enterr	orise Val	ue to:	P/E
						LTM Revenue	LTM EBITDA	NTM EBITDA	
RECN	Resources Connection, Inc.	14.20	72.8%	447.9	478.9	0.7x	8.8x	9.6x	20.1x
RHI	Robert Half International Inc.	57.20	71.6%	6,828.2	6,467.2	1.1x	10.3x	9.5x	19.0x
STAF	Staffing 360 Solutions, Inc.	1.53	26.8%	7.7	73.1	0.3x	15.5x	5.2x	NM
TBI	TrueBlue, Inc.	22.25	74.5%	874.5	947.7	0.4x	7.5x	7.1x	13.4x
					Mean	0.6x	9.3x	7.8x	13.9x
Specialt	y Consulting <sup>[5]</sup>								
CBZ	CBIZ, Inc.	19.70	80.8%	1,080.8	1,245.7	1.4x	11.8x	10.3x	16.4x
CRAI	CRA International, Inc.	42.55	72.4%	344.7	338.1	0.8x	11.1x	NM	27.3x
EXPO	Exponent, Inc.	50.71	92.9%	2,637.5	2,435.2	6.9x	27.5x	23.7x	51.9x
FCN	FTI Consulting, Inc.	66.64	81.4%	2,470.8	2,525.1	1.3x	9.6x	11.0x	13.1x
HURN	Huron Consulting Group Inc.	51.31	90.0%	1,109.5	1,416.3	1.8x	15.3x	13.2x	NM
MMS	MAXIMUS, Inc.	65.09	89.5%	4,174.4	3,807.5	1.6x	10.9x	9.7x	19.4x
HCKT	The Hackett Group, Inc.	16.01	70.1%	472.6	470.9	1.7x	11.2x	9.1x	15.4x
					Mean	1.4x	11.6x	10.7x	18.3x
OVERA	L BUSINESS SERVICES SEC	TOR			Mean	2.0x	14.0x	10.4x	28.6x

Ticker	Company Name	Stock Price	% of 52 Week High	Market Cap (\$mm)	Enterprise Value (\$mm)	Enter	orise Val	ue to:	P/E
						LTM Revenue	LTM EBITDA	NTM EBITDA	
RECN	Resources Connection, Inc.	14.20	72.8%	447.9	478.9	0.7x	8.8x	9.6x	20.1x
RHI	Robert Half International Inc.	57.20	71.6%	6,828.2	6,467.2	1.1x	10.3x	9.5x	19.0x
STAF	Staffing 360 Solutions, Inc.	1.53	26.8%	7.7	73.1	0.3x	15.5x	5.2x	NM
TBI	TrueBlue, Inc.	22.25	74.5%	874.5	947.7	0.4x	7.5x	7.1x	13.4x
					Mean	0.6x	9.3x	7.8x	13.9x
Specialty	y Consulting <sup>[5]</sup>								
CBZ	CBIZ, Inc.	19.70	80.8%	1,080.8	1,245.7	1.4x	11.8x	10.3x	16.4x
CRAI	CRA International, Inc.	42.55	72.4%	344.7	338.1	0.8x	11.1x	NM	27.3x
EXPO	Exponent, Inc.	50.71	92.9%	2,637.5	2,435.2	6.9x	27.5x	23.7x	51.9x
FCN	FTI Consulting, Inc.	66.64	81.4%	2,470.8	2,525.1	1.3x	9.6x	11.0x	13.1x
HURN	Huron Consulting Group Inc.	51.31	90.0%	1,109.5	1,416.3	1.8x	15.3x	13.2x	NM
MMS	MAXIMUS, Inc.	65.09	89.5%	4,174.4	3,807.5	1.6x	10.9x	9.7x	19.4x
HCKT	The Hackett Group, Inc.	16.01	70.1%	472.6	470.9	1.7x	11.2x	9.1x	15.4x
					Mean	1.4x	11.6x	10.7x	18.3x
OVERAL	L BUSINESS SERVICES SECT	FOR			Mean	2.0x	14.0x	10.4x	28.6x

[5] EXPO is excluded from mean multiple calculations.





#### Notes

- Sources: Capital IQ, Bloomberg, company 10-K, 10-Q and 8-K SEC filings, annual reports, press releases, Bureau of Labor Statistics and others as indicated.
- Any public companies chosen for the "SCA Business Services Universe" are companies commonly used for industry information to show performance within a sector. They do not include all public companies that could be categorized within the sector and were not created as benchmarks; they do not imply benchmarking and do not constitute recommendations for a particular security and/or sector. The charts and graphs used in this report have been compiled by SOLIC Capital Advisors solely for purposes of illustration.

For further information regarding our Business Services, please contact: Edward R. Casas, Senior Managing Partner, ecasas@soliccapital.com Gregory Hagood, Senior Managing Director, ghagood@soliccapital.com

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#### **SOLIC Capital Office Locations**

1603 Orrington Avenue Suite 1600 Evanston, Illinois 60201 3284 Northside Parkway, NW Suite 450 Atlanta, Georgia 30327 425 W. New England Avenue Suite 300 Winter Park, Florida 32789

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