



Quarterly Review of the Software & Internet Sector

Q1 2014



Mergers & Acquisitions

Custom Capital Solutions

Corporate Finance Advisory

Member: FINRA/SIPC



About Navidar

Navidar is an **investment banking firm** providing companies and investors in dynamic industries with **strategic M&A advice, capital raising solutions**, vital insights and breakthrough opportunities.

- Big Firm Experience Combined with Senior Banker Attention
- Global Relationships With Top Tier Investors and World-Leading Companies
- Greater Creativity & Customized Solutions
- Focused on the Middle Corridor of the United States

Navidar's Recent Transaction Experience		
 Has been acquired by bazaarVOICE Sellside Advisor	 Private Equity Placement	 Has been acquired by NTT DATA Sellside Advisor
 Has acquired avangate Buyside Advisor	 Has been acquired by TENEX CAPITAL MANAGEMENT Sellside Advisor	 Has been acquired by ExactTarget Sellside Advisor
 Has been acquired by Alta Equity Partners Sellside Advisor	 NOL Shareholder Rights Plan Capital Structure Review	 Has been acquired by AeroScout Sellside Advisor
 Has been acquired by HARMAN Sellside Advisor	 Debt Placement Private Equity Placement	 Private Equity Placement
 Has acquired World Golf Systems Group PLC Buyside Advisor	 Recapitalization	 Private Equity Placement

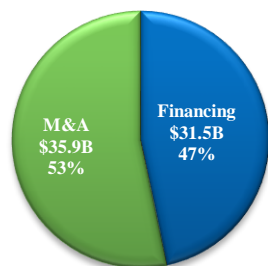
Note: Transactions above only represent a sample of past transactions executed by Navidar.



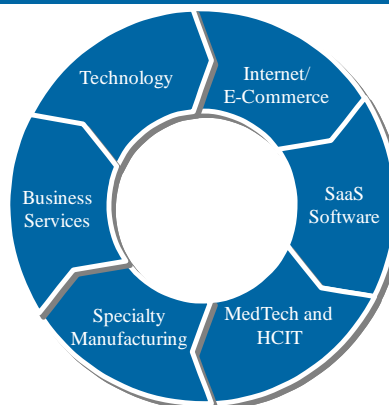
Navidar at a Glance

Experienced Strategic Advisors

*Executed Over 300 Deals,
Nearly \$70B of Transaction Value*

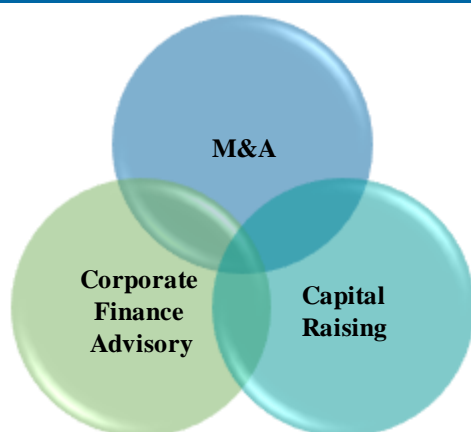


Advising Dynamic Companies



Creative Insights & Customized Solutions

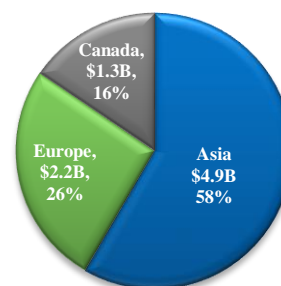
Private Companies



Public Companies

International Expertise

\$8.4B of Transaction Value



Contact Us

Austin Office

400 W. 15th Street,
Suite 325
Austin, TX 78701

T: (512) 765-6970

Stephen Day
Managing Principal

Tim Walsh
Managing Principal

Indianapolis Office

11711 N. Meridian Street,
Suite 325
Carmel, IN 46032

T: (317) 559-3910

Christopher Day
Managing Principal

Minneapolis Office

120 Sixth Street South,
Suite 1200
Minneapolis, MN 55402

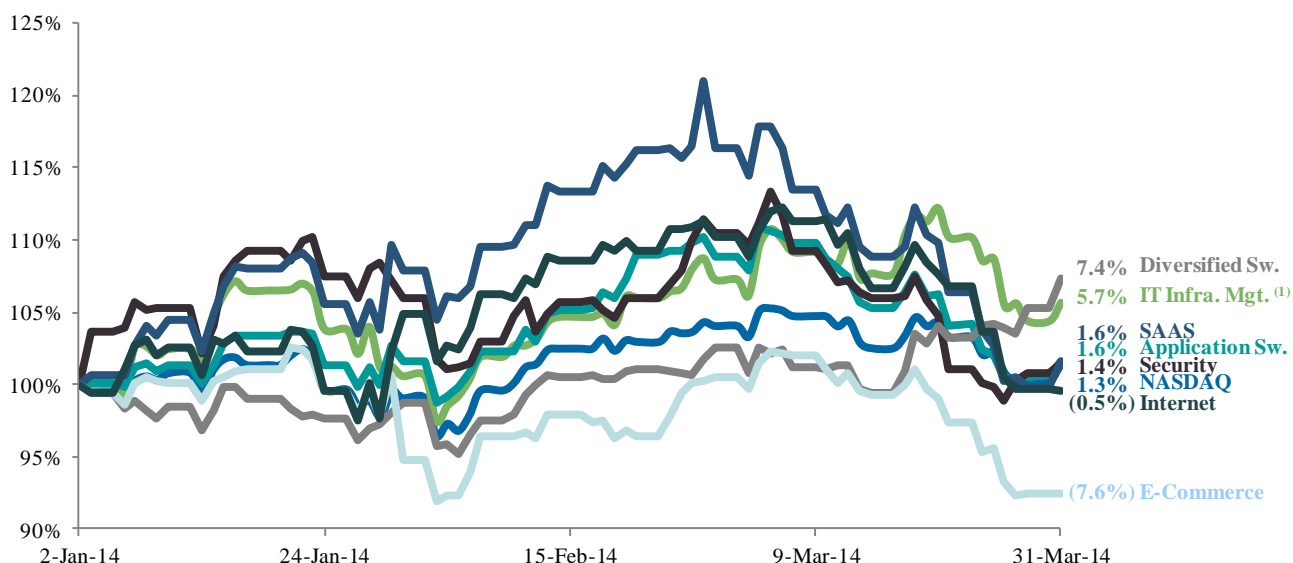
T: (612) 314-0010

Steve Schmidt
Managing Director



Q1 2014 Software & Internet Sector Review

Relative Share Price Performance – YTD



Software & Internet Sector Share Price Performance

Sub-Sector	Q1 Return
Diversified Software	7.4%
IT Infra. Mgt. ⁽¹⁾	5.7%
SaaS	1.6%
Application Software	1.6%
Security	1.4%
NASDAQ	1.3%
Internet	(0.5%)
E-Commerce	(7.6%)

Top 5 Global M&A Deals in Q1 By Value

Date	Buyer	Target	Trans. Value (\$M)
02/19/2014	facebook	WhatsApp	16,374
01/22/2014	vmware	airwatch	1,540
02/10/2014	Alibaba Group	高德 AutoNav	1,263
03/13/2014	HELLMAN & FRIEDMAN	RENAISSANCE LEARNING	1,100
03/26/2014	SAP	FIELDGLASS	1,000

Key Takeaways From the Quarter:

- The majority of Software & Internet sub-sectors outperformed the NASDAQ index, however, the Internet and E-Commerce sub-sectors lagged the overall market. Diversified Software, with a return of 7.4%, was the top performer in the sub-sector and E-Commerce, with a return of (7.6%), posted one of the sub-sector's only quarter-over-quarter declines
- Global Software & Internet M&A deal volume continued to accelerate in Q1'14 from the momentum gained in Q2'13, with 735 deals announced. Q1'14 was the fourth consecutive quarter to experience quarter-over-quarter M&A deal volume growth
- Global Software & Internet total disclosed M&A transaction value in Q1'14 was the highest of the last 13 quarters, primarily driven by Facebook's \$16.4 billion acquisition of WhatsApp
- U.S. M&A deal volume in Q1'14 reached multi-year highs with 335 transactions in the quarter
- There were thirteen large deals (valuation > \$500M) in Q1'14, one more than in the prior quarter and a significant year-over-year increase from the three large deals of Q1'13
- Strategic acquirers accounted for 91% of total deal volume in Q1'14, representing 669 out of 735 transactions
- U.S. Middle Market M&A deal volume experienced a 17% quarter-over-quarter increase in Q1'14 for a total of 62 deals

Source: CapitalIQ, Industry Research and Online Publications.

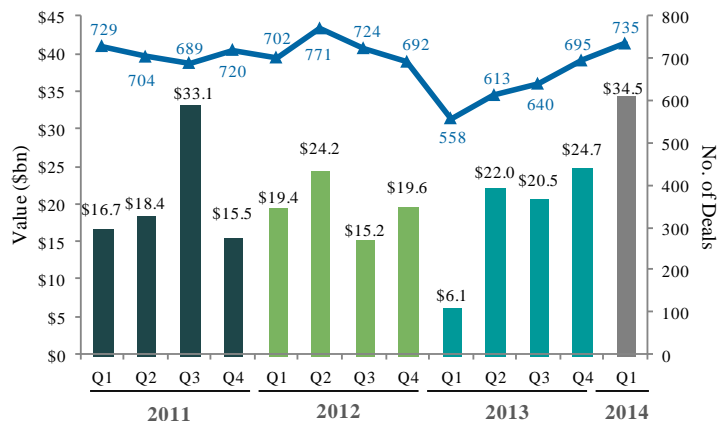
(1) IT Infrastructure Management.

(2) Represents Dow Jones Industrial Average, S&P 500 and NASDAQ Composite.



Software & Internet Sector M&A Review

Global Software & Internet M&A Deals – Since 2011



Commentary

Global Software & Internet sector M&A activity continued its strong momentum in Q1'14 after multi-year lows experienced in Q1'13. Total disclosed M&A transaction value in Q1'14 was the highest of the last 13 quarters.

- Global deal volume in Q1'14 increased by 32% from Q1'13, from 558 to 735 deals. Total M&A transaction value increased by more than 450% from \$6.1 billion to \$34.5 billion, primarily driven by:

- Facebook's \$16.4 billion acquisition of WhatsApp
- Thirteen other large deals in Q1'14

Similar to the Global Software & Internet sector, U.S. deal volume has also seen a continued uptrend since Q1'13. The U.S. transaction value contribution to Global transaction value in Q1'14 was the highest of the last nine quarters, at 78% of total transaction value.

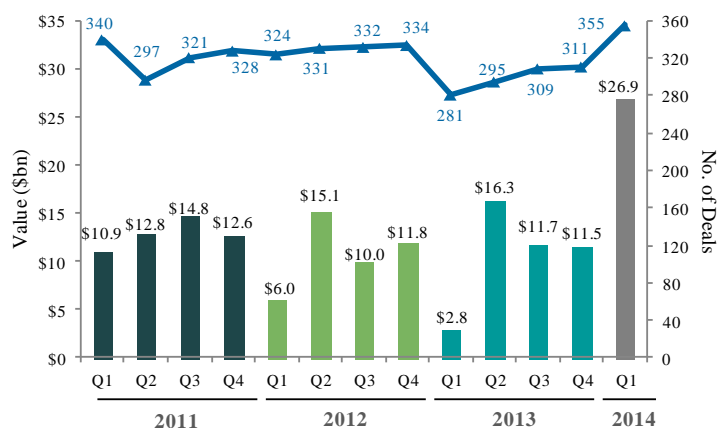
- U.S. deal volume increased 19% in Q1'14, as compared to Q1'13, from 281 to 335 acquisitions. U.S. transaction value increased by more than 800%, from \$2.8 billion to \$26.9 billion over the same period

- About 74% of U.S. Software & Internet transaction value in Q1'14 was driven by four M&A transactions with valuations over \$1 billion

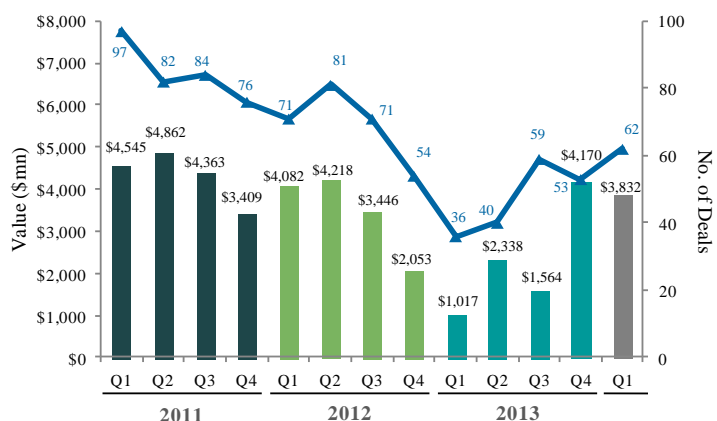
U.S. Middle Market deal volume in Q1'14 increased by 17% from Q4'13, with 62 deals and 53 deals respectively

Deal volume in Q1'14 increased 72% from Q1'13, with transaction value increasing from \$1.0 billion to \$3.8 billion over the same period

U.S. Software & Internet M&A Deals – Since 2011



U.S. Middle Market Software & Internet M&A – Since 2011⁽¹⁾



Source: CapitalIQ and Industry Research.

(1) Defined as transaction value of \$500M valuation and less.

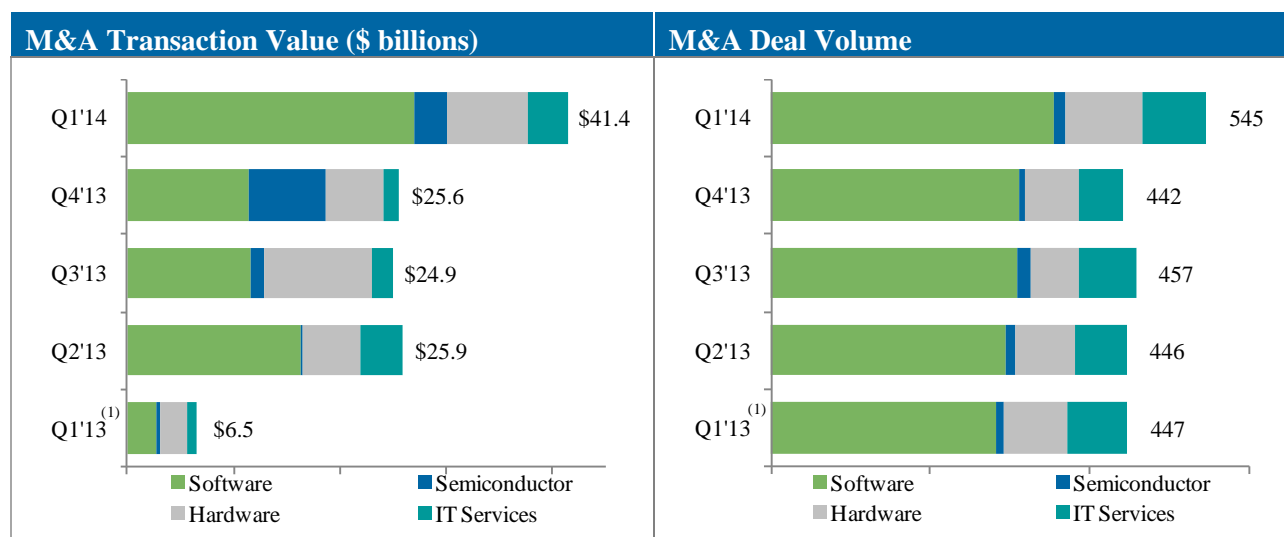


Software & Internet Sector M&A Review (Cont.)

Top 10 Global Software & Internet M&A Transactions in Q1 2014

Announced Date	Buyer	Target	Trn. Value (\$M)	LTM EV/Rev. (x)	LTM EV/EBITDA (x)
03/26/2014	SAP (Germany)	Fieldglass (U.S.)	1,000.0	NA	NA
03/18/2014	Thoma Bravo (U.S.)	TravelCLICK (U.S.)	930.0	NA	NA
03/13/2014	Hellman & Friedman (U.S.)	Renaissance Learning (U.S.)	1,100.0	NA	NA
02/19/2014	Facebook (U.S.)	WhatsApp (U.S.)	16,374.2	NA	NA
02/14/2014	Rakuten (Japan)	Viber Media (Cyprus)	900.0	NA	NA
02/10/2014	Alibaba Group (China)	AutoNavi Holdings (China)	1,236.2	8.2x	NA
01/30/2014	Dassault Systemes (France)	Accelerys (U.S.)	746.4	4.1x	NM
01/22/2014	VMware (U.S.)	AirWatch (U.S.)	1,540.0	NA	NA
01/21/2014	Japan Industrial Partners (Japan)	NEC BIGLOBE (Japan)	672.0	NA	NA
01/02/2014	FireEye (U.S.)	Mandiant (U.S.)	843.7	8.1x	NA

U.S. Technology M&A Activity by Sub-Sector



U.S. Software & Internet M&A Deal Volume by Size

\$ in millions except #	Q1'2013		Q1'2014		Q4'2014	
	Number of Deals	Total Deal Value	Number of Deals	Total Deal Value	Number of Deals	Total Deal Value
< \$50M	29	292	44	533	34	478
\$50M to \$100M	3	183	6	438	4	255
\$100M to \$250M	4	542	7	1,007	9	1,305
\$250M to \$500M	NA	NA	5	1,854	5	1,633
\$500M to \$1000M	1	794	4	3,034	2	1,494
> \$1B	1	1,015	4	20,014	4	6,312
Undisclosed	243	NA	285	NA	253	NA
Total	281	2,826	355	26,881	311	11,476

Source: CapitalIQ and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

(1) Q1'13 excludes the proposed buyout of Dell for \$29.8 billion.



Software & Internet Sector M&A Review (Cont.)

Review of Selected Software & Internet Transactions in Q1

Cloud/SaaS

SAP acquired Fieldglass for \$1.0B EV.

- **Addition of Fieldglass' Cloud-based Vendor Management System is highly complementary to the collaborative, network-based procurement capabilities of Ariba and the human resources expertise of SuccessFactors, positioning SAP as a leader in workforce lifecycle management**

Headquartered in Chicago, IL, Fieldglass' Cloud-based human resources and procurement solution is used in more than 100 countries and with support for 16 languages. According to Staffing Industry Analysts, Fieldglass is the current VMS market leader in total spend and global footprint. In 2013, Fieldglass marked its eighth consecutive year of profitability, adding two million new users in markets worldwide. Prior to the sale transaction, the Company was a majority-owned entity by Madison Dearborn Partners, a Chicago-based private equity firm. Fieldglass employs ~350 people globally.

Infor acquired PeopleAnswers for \$200M EV.

- **Acquisition of PeopleAnswers' SaaS Human Capital Management (HCM) talent analytics capabilities adds a measure of quantitative, data-driven behavioral science to a predominantly qualitative discipline**
- **Additionally, PeopleAnswers makes the Infor HCM suite one of the first to deliver a real-world use case for Big Data to create highly impactful and measurable performance management results**

Headquartered in Dallas, TX, PeopleAnswers provides a Cloud-based hiring assessment solution to clients globally. The Company offers Web-based software applications that use industrial psychology principles to extract behavioral DNA from job applicants and existing employees to provide insights into their future on-the-job performance.

Microsoft Dynamics acquired Parature for \$100M EV.

- **Acquisition complements Microsoft Dynamics' existing CRM customer-care solution with core strengths in workflow, extensibility and process-driven user experiences to assist contact center agents**
- **Additionally, acquisition of Parature improves Microsoft Dynamics' CRM customer service application to compete more effectively with market leaders Salesforce.com and Oracle's RightNow Technologies**

Headquartered in Herndon, VA, Parature provides Cloud-based social and customer engagement solutions for organizations to deliver multi-channel customer service and support. The Company's flagship product, Parature Customer Service Software, integrates a customer portal, intuitive self-service knowledge base, a help desk ticketing application and a host of robust business modules into a central, fully-customizable, Web-based system that currently supports more than 70 million end users worldwide. Parature had 2012 revenue of \$16.4 million and employs nearly 100 professionals worldwide.

ServiceSource acquired Scout Analytics for \$32.5M EV, which implied 6.0x LTM revenue.

- **Acquisition expands ServiceSource's CRM capabilities in the SaaS market, while creating new opportunities in B2B subscriptions for information services and digital media**
- **Additionally, Scout Analytics enables subscription customers to proactively identify at-risk customers, optimize pricing and packaging and increase customer retention and renewal rates**

Based in Issaquah, WA, Scout Analytics provides Cloud-based recurring revenue management solutions. The Scout Analytics platform transforms usage data into predictive analytics for customer renewal behavior and trial conversions. Scout Analytics' solutions are designed to reduce customer and revenue churn, increase renewal revenue yield, optimize rate plan performance and maximize trial conversions. The Company delivers recurring revenue management solutions across multiple channels including information services, SaaS and digital media. Prior to the sale transaction, Scout Analytics was responsible for more than \$3.5 billion in recurring revenue under management.

Source: CapitalIQ, Press Releases, Equity Research, Online Publication and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents) and NTM = Next Twelve Months.



Software & Internet Sector M&A Review (Cont.)

Mobile

VMware acquired AirWatch for \$1.54B EV, which is believed to have implied ~15x LTM revenue.

- Acquisition positions VMware strongly in the mobile Cloud computing space, adding AirWatch's expertise in enterprise mobile management and security
- Positions VMware as a leader in the Mobile Device Management market via AirWatch's ability to integrate end-user computing with applications hosted on computers as well as smartphones and tablets

Headquartered in Atlanta, GA, AirWatch develops mobile security and enterprise mobility management solutions. The Company's solutions include Mobile Device Management, enabling customers to manage large-scale deployments of mobile devices, Mobile Application Management, which helps in acquiring, securing, distributing and tracking Mobile applications and Mobile Email Management that provides security for customers' corporate email infrastructure. The Company also provides solutions for asset management, policy enforcement and distributing profiles, applications and content for implementing Bring Your Own Device (BYOD) programs. As of 2014, AirWatch employed 1,600 professionals worldwide supporting more than 10,000 customers in over 150 countries.

Rakuten acquired Viber Media for \$900M EV.

- Acquisition strengthens Rakuten's global platform through the use of Viber's range of customers in E-Commerce and digital content services
- Acquisition diversifies Viber Media's offerings to become a platform for digital content, not simply a provider of free voice calls and messaging, while doubling the number of Rakuten's users of digital content

Headquartered in Cyprus, Viber Media develops and provides applications for smartphones; allowing users to make and send free calls and text messages to each other. Viber Media's proprietary solution, Viber, is a proprietary cross-platform instant messaging VoIP application for smartphones. In addition to support for text messaging, users can exchange images, video and audio media messages. Viber software is supported for and can be deployed on Mac OS, Android, BlackBerry, iOS, Series 40, Symbian, Bada, Windows Phone and Windows systems. As of 2014, Viber had 280 million registered users and 100 million monthly active users.

Monetise acquired Pozitron Yazilim for \$97.8M EV.

- Acquisition of Pozitron expands London-based Monetise's geographic footprint, strengthening Monetise's mobile payments capabilities in Europe, Turkey and the Middle East

Based in Turkey, Pozitron Yazilim provides next-generation money management solutions for more than 30 leading enterprises spanning the Financial, Telecom, Retail and Pharmaceuticals verticals. Pozitron's selected clients include Turkish Airlines, eBay, ING, BNP Paribas, GlaxoSmithKline and Qatar Islamic Bank, Qatar's largest Islamic bank. Founded in 2000, Pozitron Yazilim employs 130 professionals worldwide.

Brightcove acquired Unicorn Media for \$51.3M EV, which is believed to have implied ~10x LTM revenue.

- Acquisition of Unicorn Media enables Brightcove to offer a comprehensive suite of Cloud services for delivering and monetizing online video content for cross-platform, customizable video players

Based in Tempe, AZ, Unicorn provides Internet video solutions that enable companies to maximize IP video profitability. The Company's solutions include Unicorn Once, allowing content owners to ingest video content one time and deliver it to Internet-connected devices via a single URL and Unicorn Vision, providing real-time analytics across various Internet-connected devices. In addition, Unicorn Media provides Unicorn Elements, a suite of workflow optimization tools enabling publishers to customize their online video strategy. Unicorn Media posted 2013 revenue of ~\$5 million and projects 2014 revenue growth of 80% to ~\$9 million.

Source: CapitalIQ, Press Releases, Equity Research, Online Publications and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents) and NTM = Next Twelve Months.



Software & Internet Sector M&A Review (Cont.)

E-Commerce and Marketing

Shutterstock acquired WebDAM. Valuation was not disclosed.

- Acquisition enables Shutterstock to offer a more seamless experience to customers as they license, download, store and share digital assets, while deepening the Company's relationship with creative teams
- WebDAM is highly synergistic to Shutterstock's previous acquisitions of Bigstock, Offset and Skillfeed

Headquartered in San Mateo, CA, WebDAM provides support for marketing and creative teams with online tools for managing, searching, distributing and collaborating on creative digital assets in the Cloud. The Company's customers depend on image and video content to create marketing materials that are managed and shared on WebDAM systems. In 2014, WebDAM had 25 employees supporting a diverse, Blue Chip customer base across major industry verticals.

Oracle acquired BlueKai. Valuation was not disclosed.

- BlueKai is complementary to Oracle's previous acquisitions of Eloqua and Responsys, together, delivering orchestrated and personalized customer interactions across all marketing activities and channels

Based in Cupertino, CA, BlueKai provides a Cloud-based Big Data platform that enables companies to personalize online, offline and mobile marketing campaigns with more rich, more actionable and more targeted audience information. The Company's solutions include a data management platform to support clients' implementation of personalized marketing campaigns across multiple platforms. BlueKai, founded in 2007, had 2014 revenue of \$64 million and employs 149 professionals worldwide.

The Kroger Company acquired YOU Technology Brand Services. Valuation was not disclosed.

- Acquisition is consistent with Kroger's strategy to grow its digital customer base and provides the Company with an opportunity to expand its presence in Silicon Valley and its exposure to new technologies

Based in San Francisco, CA, YOU Technology Brand Services provides a Cloud-based platform that bridges the gap between online engagement and in-store purchases, creating a measurable way for retailers and brands to drive consumer purchase decisions online, in-store and on-the-go. YOU Technology serves approximately two dozen retailer clients operating 65 store banners, with a network of over 10,000 retail stores representing over \$100 billion in retail sales and 100 million U.S. households.

Demandware acquired Mainstreet Commerce. Valuation was not disclosed.

- Acquisition of Mainstreet's distributed order management solution simplifies order orchestration between online and in-store shopping processes and optimizes store and Web inventory
- Acquisition enables retailers to deliver a "buy anywhere, fulfill anywhere" consumer experience

Based in Deerfield Beach, FL, Mainstreet Commerce designs and develops E-Business management solutions. The Company offers enterprise solutions including catalog and inventory management, E-Commerce, order and financial management, supply chain management, marketing and multi-channel sales. Additionally, it provides software implementation, system integration and IT consulting services. Selected clients include Heinz, Brooks, Fila, Giggle, Urban Decay and Jergens, with a partner network consisting of Microsoft, Epicor, Sage, FedEx, CyberSource and PayPal.

Source: CapitalIQ, Press Releases, Equity Research, Online Publications and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents) and NTM = Next Twelve Months.



Software & Internet Sector M&A Review (Cont.)

Social

Facebook acquired WhatsApp for \$16B EV.

- Acquisition accelerates transition of Facebook to a cross-platform social media conglomerate and extends Facebook's mobile presence, complementing the 2012 acquisition of Instagram for ~\$1 billion
- Increases Facebook's presence in Europe and emerging markets where WhatsApp remains dominant

Based in Santa Clara, CA, WhatsApp is a proprietary, cross-platform instant messaging subscription service for smart phones that uses the Internet for communication. In addition to text messaging, WhatsApp helps users to send each other images, video and audio media messages, paired with location services using integrated mapping features. As of February 2014, WhatsApp had ~450 million monthly active users, more than 70% of whom are active on a daily basis. Prior to the sale transaction, Sequoia Capital invested \$60 million over three rounds of funding, exiting at over 50x investment.

Workday acquired Identified. Valuation was not disclosed.

- Acquisition strengthens Workday's recruiting solution, enhances search capabilities and accelerates the delivery of predictive analytics and machine-learning throughout Workday's suite of applications

Headquartered in San Francisco, CA, Identified operates a Web-based social job search network. The Company, a Big Data and analytics solution, pioneered SYMAN, a technology platform that transforms Social data from Facebook into professional intelligence for professionals and organizations. Prior to the sale transaction, Identified had raised \$22.5 million across two rounds of funding, employed over 40 professionals and was founded in 2010.

Monster Worldwide acquired Gozaik. Valuation was not disclosed.

- Enhances Monster's ability to connect applicants and job opportunities by adding increased distribution of job ads across social channels and additional employer resources for targeting the best candidates

Based in Boston, MA, Gozaik develops social jobs aggregation and distribution technology. The Company offers an aggregated Twitter job search that takes the torrent of information streaming across the platform and condenses it into a fast, reliable social job search.

LightInTheBox Holding acquired Adore. Valuation was not disclosed.

- Acquisition expands LightInTheBox's geographic presence to open the first U.S. office and adds Adore's highly experienced management team to advance LightInTheBox's global E-Commerce growth strategy

Based in Seattle, WA, Adore operates an invitation-only Social commerce site that enables members to earn rewards for their online interactions. The Company's online platform enables members to collect points redeemable for discounts on branded products by connecting with friends, watching videos, shopping online and engaging in the community. Prior to the sale transaction, Adore had raised over \$56 million in funding over five rounds from investors including DAG Ventures, Kleiner Perkins Caufield & Byers and Liberty Media.

Source: CapitalIQ, Press Releases, Equity Research, Online Publications and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents) and NTM = Next Twelve Months.



Software & Internet Sector M&A Review (Cont.)

Big Data

Dassault Systemes acquired Accelrys for \$746M EV, which implied 4.1x LTM revenue.

- Acquisition of Accelrys offers unparalleled capabilities to deliver Scientific Product Lifecycle Management solutions and enriches Dassault's molecular simulation capabilities for its formulation-based industry offerings for the life sciences, consumer goods, high tech, energy and advanced manufacturing industries

Headquartered in San Diego, CA, Accelrys provides scientific innovation lifecycle management software for chemicals, biologics and materials industries. The Company's industry-leading Enterprise Platform solution provides a broad, flexible scientific foundation optimized to integrate the diversity of science, experimental processes and information requirements across the research, development and manufacturing phases of product development. As of 2014, Accelrys had more than 2,000 customers, including Fortune 500 clients Sanofi, Pfizer, GlaxoSmithKline, AstraZeneca, Du Pont, Shell, BASF, Procter & Gamble, Unilever and L'Oréal.

IBM acquired Cloudant. Valuation was not disclosed.

- Cloudant complements IBM's Big Data & Analytics portfolio by providing a database-as-a-service that enables clients to simplify and accelerate the development of engaging and scalable mobile and Web apps

Headquartered in Somerville, MA, Cloudant provides a globally-distributed database-as-a-service (DBaaS) solution for loading, storing, analyzing and distributing operational application data for developers of Web and mobile applications. Delivered as a managed Cloud service, Cloudant's technology accelerates time-to-market and time-to-innovation by freeing developers from the mechanics of data management. The Company's technology is applied through major industry verticals, including gaming, financial services, Mobile device manufacturers, online learning, retail and healthcare industries.

L-3 Communications acquired Data Tactics Corporation. Valuation was not disclosed.

- Acquisition of Data Tactics adds key capabilities in Big Data analytics to L-3's product portfolio, enhancing L-3's existing National Security Solutions business
- Addition of Data Tactics' Big Data engine, high-speed analytics and Cloud platform accelerates L-3 growth as a turn-key solutions integrator for the national security and international markets

Headquartered in McLean, VA, Data Tactics operates as a specialized provider of Big Data analytics and Cloud computing solution services primarily to the U.S. Department of Defense. The Company provides solutions that address national security needs, including actionable intelligence gleaned from large volumes of data, ultra large-scale data management and analytics, cyber security, as well as advanced research, software development and integration capabilities. Data Tactics employs approximately 200 people, including more than 150 data scientists, engineers, architects and developers. Data Tactics, together with L-3 Communications, is expected to generate sales of approximately \$50 million for the year ending December 31, 2014.

Callcredit Information Group acquired Coactiva Aspiren. Valuation was not disclosed.

- Acquisition of Coactiva extends Callcredit into the public sector, combining Callcredit's privileged data with Coactiva's proprietary software, analytics and public sector expertise

Headquartered in London, Coactiva provides Big Data analytics and Cloud-based business intelligence software solutions in the United Kingdom. The Company offers Intercept React, an automated data matching and analytics software application that provides valuable insights into customers, targets scarce resources, identifies frauds and errors, applies predictive intelligence into front-line processes and enables channel shifts to online services. Coactiva also offers Aspireview, a business intelligence and performance improvement software solution that removes the existing overheads of data collection and reporting and enables intelligence-driven decision making.

Source: CapitalIQ, Press Releases, Equity Research, Online Publications and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents) and NTM = Next Twelve Months.



Software & Internet Sector M&A Review (Cont.)

IT Infrastructure Management/Security

FireEye acquired Mandiant for \$844M EV, which implied 8.1x LTM revenue.

- **Acquisition of Mandiant strengthens FireEye's cyber security product portfolio with the addition of industry-leading endpoint threat detection, response and remediation solutions, advanced threat intelligence and premiere incident response and security consulting services**

Headquartered in Alexandria, VA, Mandiant provides security incident response management solutions to Fortune 500 companies, financial institutions, law firms, government agencies and U.S. and international police departments. The Company offers endpoint threat detection, response and remediation products, threat intelligence and incident response & security consulting services. Prior to the sale transaction, Mandiant had raised over \$70 million from Kleiner Perkins Caufield & Byers and One Equity Partners. The Company had 2012 revenue of \$100 million, an increase of more than 75% year-over-year.

Palo Alto Networks acquired Cyvera for \$200M EV.

- **Acquisition enhances Palo Alto's enterprise security offerings by providing protection across the network, endpoint and the Cloud and is expected to increase the total addressable market by 25% to \$20 billion**

Based in Israel, Cyvera develops and provides cyber defense solutions that protect organizations from targeted cyber- and mass-attacks. Cyvera offers the Targeted Remote Attack Prevention System (TRAPS), a client-based solution that provides preemptive protection against remote-attack campaigns on Windows-based endpoints, servers, virtual machines and terminals against zero-day attacks and other targeted attacks. Additionally, the Company offers Management Center, providing a centralized interface for implementing, running and monitoring endpoints, servers, or virtual machines with a Cyvera TRAPS agent. Cyvera also provides P3 (Proprietary Programs Protection) functionality, a platform to protect proprietary software packages from remote-attack campaigns and software vulnerability exploitation for the protection of critical infrastructures, government entities and financial institutions. Cyvera, founded in 2011, had raised \$11 million from investors including Blumberg Capital and Battery Ventures.

JDS Uniphase acquired Trendium for \$25M EV.

- **Addition of Trendium enables operators of 4G/LTE networks to achieve significant, relevant improvement in customer satisfaction, while maximizing productivity and profitability for dynamic, converged networks**
- **Acquisition positions JDS Uniphase as a premiere provider of LTE solutions and coverage spanning from lab to field, handset to core and physical layer to the application layer**

Based in Sunrise, FL, Trendium provides service intelligence and performance management software solutions for telecom service providers and enterprises globally. The Company offers ServicePATH, allowing providers to optimize service performance, manage service level agreements (SLAs) and assure service quality in real-time over various infrastructures. In addition, Trendium offers PerforMAX, a carrier-class performance management, monitoring and reporting system that allows information technology and network managers to gain real-time control over applications, networks and servers across enterprise infrastructures.

Source: CapitalIQ, Press Releases, Equity Research, Online Publications and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents) and NTM = Next Twelve Months.



Software & Internet Sector M&A Review (Cont.)

Internet

Alibaba Group acquired AutoNavi Holdings for \$1.23B EV, which implied 8.2x LTM revenue.

- Acquisition strengthens Alibaba's foothold in China, with the country's most popular mobile mapping service and a significant portion of China's 618 million Internet users
- Acquisition positions Alibaba as a direct competitor to Baidu's proprietary mapping technology and with Tencent's taxi and restaurant recommendation services

Based in China, AutoNavi Holdings provides digital map content, navigation services and location-based solutions. The Company offers mobile and Internet location-based solutions, automotive navigation solutions and public sector and enterprise applications through its digital map database and proprietary technology platform. AutoNavi's nationwide digital map database covers ~2.1 million miles of roadway and over 20 million points of interest across China. AutoNavi, founded in 2001, had 2013 revenue of \$141 million and 2,825 employees worldwide.

AOL acquired Project Rover (Gravity) for \$90.7M EV.

- Acquisition enhances the performance of AOL's platform with improved analytics and targeting, while advancing AOL's ability to distribute relevant and engaging content and advertising to mobile users
- Enables AOL's publisher network of more than 2,000 advertising partners to deliver personalized and relevant content recommendations and branded content to each user

Based in Santa Monica, CA, Project Rover, doing business as Gravity, provides personalization services for users to discover content on the Internet. It offers Highlighter, a Google Chrome extension that highlights stories on the Web, Gravity API, a platform for personalization of Web home pages, Sidebar, providing readers a personalized newsfeed of content on the publisher site to their interests and personalized plug-ins that engage readers. The Company personalizes over 1 billion page views per month and claims that it increases engagement by 240% compared to non-personalized sites. Gravity, founded in 2009, has raised more than \$20 million from venture capital investors, including August Capital, Redpoint Ventures and Upfront Ventures.

Source: CapitalIQ, Press Releases, Equity Research, Online Publications and Industry Research.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents) and NTM = Next Twelve Months.



Comparable Public Company Valuation Metrics – Software & Internet Sector



Source: CapitalIQ.

Note: Market Data as of Q1 2014 Quarter End.

Note: Estimates based on Consensus of Equity Research Analyst Estimates.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: CY = Calendar Year, LTM = Last Twelve Months and NTM = Next Twelve Months.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

(1) IT Infrastructure Management.



Comparable Public Company Valuation Metrics – Software & Internet Sector (Cont.)



Source: CapitalIQ.

Note: Market Data as of Q1 2014 Quarter End.

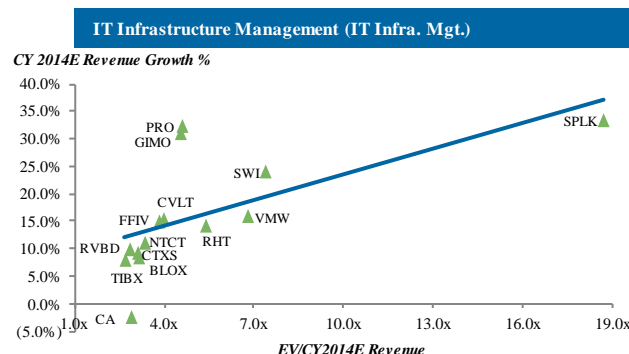
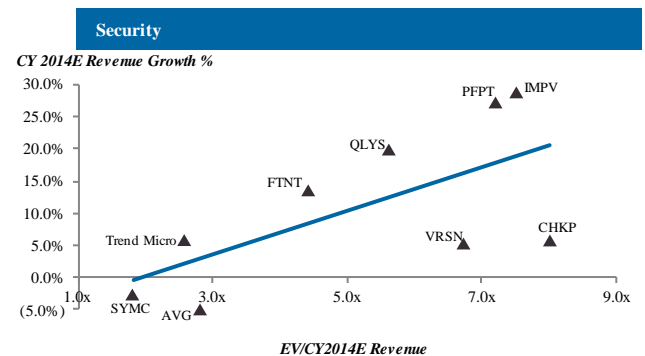
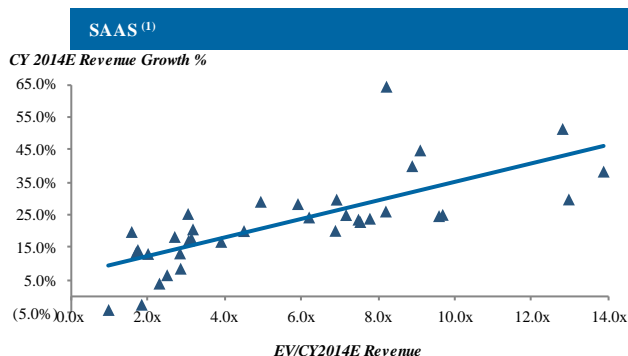
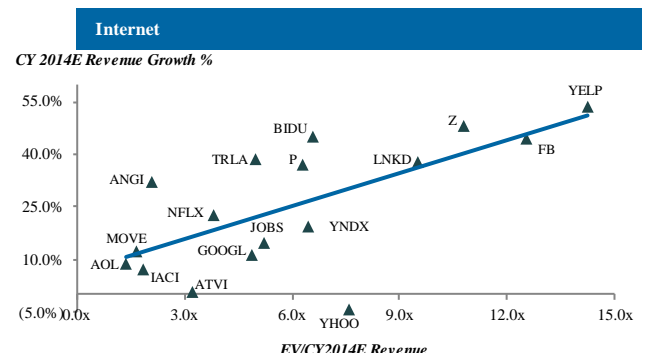
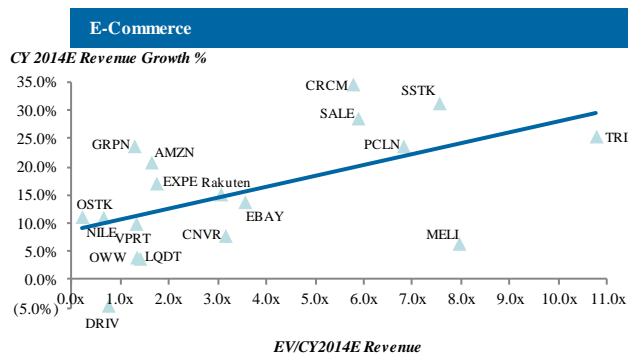
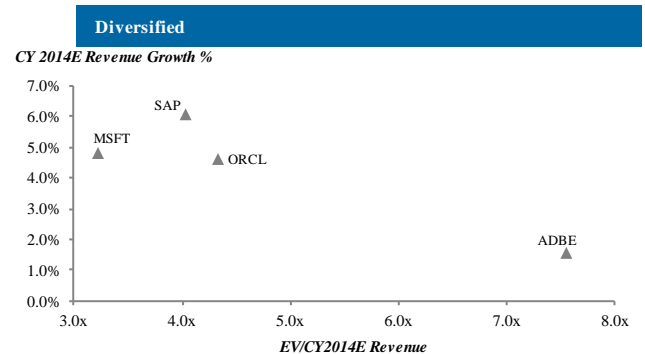
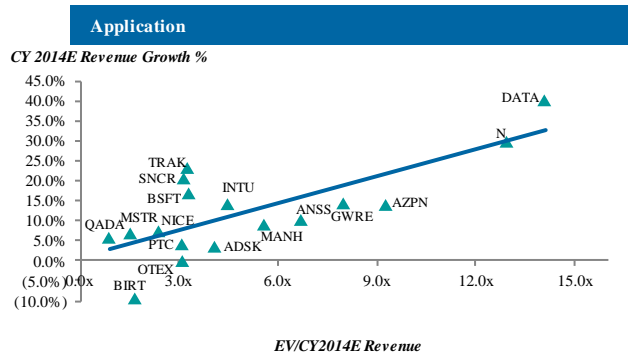
Note: Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: CY = Calendar Year, LTM = Last Twelve Months and NTM = Next Twelve Months.

(1) IT Infrastructure Management.



Valuation & Revenue Growth Correlation – Public Software & Internet Companies



Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.
Note: Market Data as of Q1 2014 Quarter End.
Note: CY=Calendar Year.
Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest - Cash and Cash Equivalents).
(1) SaaS includes CSOD, DWRE, CVT, MKTO, ECOM, SALE, CNQR, ULTI, SPSC, CRM, EOPN, FLTX, ATHN, AWAY, QLIK, SQL, JIVE, TNGO, RP, SNCR, BLKB, MRIN, MKTG, CALD, LOGM, BV, CARR, LOCK, SREV, LPSN, CTCT, IL, and VOCS.



Appendix



Appendix – Comparable Public Company Analysis

Application – Valuation Metrics

(\$Millions, except per share values)

Application	Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	Valuation Metrics							
							EV/CY Revenue		EV/CY EBITDA		P/E		PEG Ratio	
							2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Intuit	\$77.73	94%	1.40x	\$22,022.0	(\$832.0)	\$21,190.0	4.5x	4.3x	11.1x	11.0x	20.2x	20.3x	1.56x	1.56x
Autodesk	\$49.18	84%	1.49x	\$11,173.0	(\$1,520.7)	\$9,652.3	4.1x	3.9x	21.6x	17.5x	43.5x	33.2x	NM	NM
Sage Group	\$6.97	95%	1.34x	\$7,649.3	\$584.1	\$8,249.0	3.6x	3.4x	12.0x	11.1x	17.5x	15.8x	2.35x	2.12x
NetSuite	\$94.83	79%	1.26x	\$7,164.2	(\$185.5)	\$6,978.7	12.9x	10.1x	NM	NM	NM	NM	NM	NM
Ansys	\$77.02	86%	1.09x	\$7,127.4	(\$743.0)	\$6,384.4	6.7x	6.1x	13.4x	12.1x	23.1x	21.1x	1.65x	1.51x
OpenText ⁽¹⁾	\$47.71	90%	1.78x	\$5,770.4	\$30.9	\$5,801.3	3.1x	2.9x	9.6x	8.7x	13.8x	12.0x	1.08x	0.94x
Tableau Software	\$76.08	74%	1.73x	\$4,851.9	(\$252.7)	\$4,599.2	14.1x	10.5x	NM	NM	NM	NM	NM	NM
PTC	\$35.42	88%	1.63x	\$4,204.5	(\$3.3)	\$4,201.2	3.1x	2.9x	11.3x	9.9x	17.1x	15.2x	1.00x	0.89x
Aspen Technology	\$42.36	88%	1.60x	\$3,918.5	(\$218.7)	\$3,699.9	9.3x	NM	28.9x	34.0x	49.3x	NM	NM	NM
Guidewire Software	\$49.05	85%	1.40x	\$3,332.8	(\$444.2)	\$2,888.6	8.0x	7.2x	NM	NM	NM	NM	NM	NM
Manhattan Associates	\$35.03	86%	2.06x	\$2,665.7	(\$125.9)	\$2,532.7	5.6x	5.1x	19.4x	17.3x	34.3x	31.0x	NM	NM
NICE Systems	\$44.27	100%	1.27x	\$2,644.9	(\$202.4)	\$2,443.8	2.4x	2.2x	10.8x	9.3x	15.7x	14.5x	1.31x	1.21x
Dealertrack Technologies ⁽¹⁾	\$49.19	84%	1.87x	\$2,600.8	\$37.4	\$2,638.2	3.3x	2.7x	14.4x	11.8x	33.2x	28.6x	2.01x	1.73x
Synchronoss Technologies	\$34.29	87%	1.36x	\$1,394.3	(\$63.4)	\$1,331.0	3.2x	2.7x	8.8x	7.4x	21.0x	17.5x	0.87x	0.73x
MicroStrategy	\$115.39	85%	1.39x	\$1,304.0	(\$357.4)	\$946.7	1.5x	1.4x	13.9x	13.8x	45.3x	36.6x	1.81x	1.46x
BroadSoft	\$26.73	70%	1.16x	\$763.3	(\$72.0)	\$691.3	3.3x	2.9x	13.8x	11.2x	19.9x	15.5x	1.04x	0.80x
QAD	\$20.43	94%	1.84x	\$310.3	(\$60.5)	\$249.8	0.9x	0.8x	11.6x	9.7x	30.7x	29.6x	2.05x	1.97x
Actuate	\$6.02	73%	1.10x	\$283.4	(\$79.0)	\$204.4	1.7x	1.6x	8.3x	8.5x	20.4x	20.7x	1.70x	1.73x
Average							5.1x	4.2x	13.9x	12.9x	27.0x	22.2x	1.54x	1.39x
Median							3.5x	2.9x	12.0x	11.1x	21.0x	20.5x	1.60x	1.49x

Application – Operating Metrics

(\$Millions, except per share values)

Application	(\$Millions, except per share values)						Operating Metrics								
	Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	CY Rev. Growth		CY EBITDA Margin		5-Yr NI	GM	S&M Mgn	R&D Mgn	G&A Mgn
							2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Intuit	\$77.73	94%	1.40x	\$22,022.0	(\$832.0)	\$21,190.0	14.4%	4.5%	40.5%	38.9%	13.0%	86.2%	30.3%	17.2%	10.9%
Autodesk	\$49.18	84%	1.49x	\$11,173.0	(\$1,520.7)	\$9,652.3	3.8%	4.9%	18.9%	22.3%	9.9%	87.9%	37.1%	26.9%	10.9%
Sage Group	\$6.97	95%	1.34x	\$7,649.3	\$584.1	\$8,249.0	NA	5.3%	30.2%	30.8%	7.4%	94.2%	NA	NA	NA
NetSuite	\$94.83	79%	1.26x	\$7,164.2	(\$185.5)	\$6,978.7	30.0%	28.0%	7.8%	9.6%	38.3%	67.4%	50.7%	18.9%	11.7%
Ansys	\$77.02	86%	1.09x	\$7,127.4	(\$743.0)	\$6,384.4	10.5%	9.6%	50.0%	50.6%	14.0%	87.4%	NA	17.6%	NA
OpenText ⁽¹⁾	\$47.71	90%	1.78x	\$5,770.4	\$30.9	\$5,801.3	0.2%	7.0%	32.4%	33.4%	12.8%	72.8%	22.4%	12.2%	8.4%
Tableau Software	\$76.08	74%	1.73x	\$4,851.9	(\$252.7)	\$4,599.2	40.4%	34.4%	(1.1%)	5.5%	61.0%	92.0%	53.2%	26.1%	11.1%
PTC	\$35.42	88%	1.63x	\$4,204.5	(\$3.3)	\$4,201.2	4.4%	6.0%	27.5%	29.6%	17.1%	71.6%	27.1%	16.8%	9.3%
Aspen Technology	\$42.36	88%	1.60x	\$3,918.5	(\$218.7)	\$3,699.9	14.2%	NM	32.1%	NA	14.0%	85.6%	27.5%	17.9%	13.7%
Guidewire Software	\$49.05	85%	1.40x	\$3,332.8	(\$444.2)	\$2,888.6	14.6%	10.9%	11.7%	13.7%	15.0%	51.9%	20.4%	23.3%	10.9%
Manhattan Associates	\$35.03	86%	2.06x	\$2,665.7	(\$125.9)	\$2,532.7	9.3%	9.5%	28.9%	29.6%	NM	57.0%	10.5%	10.4%	8.9%
NICE Systems	\$44.27	100%	1.27x	\$2,644.9	(\$202.4)	\$2,443.8	7.6%	7.7%	22.2%	23.8%	12.0%	61.6%	26.2%	14.4%	9.3%
Dealertrack Technologies ⁽¹⁾	\$49.19	84%	1.87x	\$2,600.8	\$37.4	\$2,638.2	23.4%	20.7%	22.7%	23.0%	16.5%	42.4%	0.1%	3.2%	NA
Synchronoss Technologies	\$34.29	87%	1.36x	\$1,394.3	(\$63.4)	\$1,331.0	20.8%	16.1%	35.8%	36.6%	24.1%	58.1%	NA	18.6%	NA
MicroStrategy	\$115.39	85%	1.39x	\$1,304.0	(\$357.4)	\$946.7	7.1%	7.8%	11.0%	10.3%	25.0%	75.9%	37.3%	17.0%	18.2%
BroadSoft	\$26.73	70%	1.16x	\$763.3	(\$72.0)	\$691.3	17.1%	15.0%	24.0%	25.7%	19.2%	76.8%	34.8%	27.8%	17.7%
QAD	\$20.43	94%	1.84x	\$310.3	(\$60.5)	\$249.8	6.0%	6.2%	7.6%	8.6%	15.0%	56.1%	24.8%	15.7%	12.0%
Actuate	\$6.02	73%	1.10x	\$283.4	(\$79.0)	\$204.4	(9.2%)	2.2%	20.2%	19.2%	12.0%	85.6%	41.3%	18.8%	16.9%
Average							12.6%	11.5%	23.5%	24.2%	19.2%	72.8%	29.6%	17.8%	12.1%
Median							10.5%	7.8%	23.4%	23.8%	15.0%	74.4%	27.5%	17.6%	11.0%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

(1) CY Revenue Growth and EV/CY Revenue Multiple Adjusted for Acquisitions.



Appendix – Comparable Public Company Analysis (Cont.)

Diversified – Valuation Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Valuation Metrics							
							EV/CY Revenue		EV/CY EBITDA		P/E		PEG Ratio	
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E	
Diversified														
Microsoft	\$40.99	99%	1.46x	\$340,246.7	(\$59,297.0)	\$280,949.7	3.2x	3.0x	8.7x	8.1x	14.9x	13.3x	1.76x	1.57x
Oracle	\$40.91	99%	1.37x	\$182,413.0	(\$13,048.0)	\$169,893.0	4.3x	4.1x	8.7x	8.0x	13.4x	12.4x	1.38x	1.27x
SAP	\$81.09	92%	1.13x	\$96,796.1	(\$412.0)	\$98,849.1	4.0x	3.8x	11.3x	10.7x	16.8x	15.4x	1.88x	1.73x
Adobe Systems	\$65.74	92%	1.57x	\$32,720.8	(\$1,622.4)	\$31,098.4	7.5x	6.3x	28.3x	18.4x	NM	32.2x	NM	2.01x
						Average	4.8x	4.3x	14.3x	11.3x	15.0x	18.3x	1.67x	1.65x
						Median	4.2x	4.0x	10.0x	9.4x	14.9x	14.4x	1.76x	1.65x

Diversified – Operating Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Operating Metrics									
							CY Rev. Growth		CY EBITDA Margin		5-Yr NI	GM	S&M Mgn	R&D Mgn	G&A Mgn	
							2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM	
Diversified																
Microsoft	\$40.99	99%	1.46x	\$340,246.7	(\$59,297.0)	\$280,949.7	4.8%	6.9%	36.9%	37.2%	8.5%	71.5%	18.7%	13.1%	5.3%	
Oracle	\$40.91	99%	1.37x	\$182,413.0	(\$13,048.0)	\$169,893.0	4.7%	4.7%	49.6%	51.4%	9.7%	81.9%	20.6%	13.4%	2.8%	
SAP	\$81.09	92%	1.13x	\$96,796.1	(\$412.0)	\$98,849.1	6.1%	6.1%	35.4%	35.5%	8.9%	72.5%	23.8%	13.2%	5.0%	
Adobe Systems	\$65.74	92%	1.57x	\$32,720.8	(\$1,622.4)	\$31,098.4	1.6%	18.9%	26.7%	34.4%	16.0%	85.7%	40.3%	20.4%	13.0%	
							Average	4.3%	9.1%	37.1%	39.6%	10.8%	77.9%	25.9%	15.0%	6.5%
							Median	4.8%	6.5%	36.2%	36.3%	9.3%	77.2%	22.2%	13.3%	5.1%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).



Appendix – Comparable Public Company Analysis (Cont.)

E-Commerce – Valuation Metrics

(\$Millions, except per share values)

(S'Millions, except per share values)							Valuation Metrics														
							Stock Price		% of 52-Week High	Current Stock Price as a Multiple of 52-Wk Low	Equity Value	Net Debt	Ent. Value	EV/CY Revenue		EV/CY EBITDA		P/E		PEG Ratio	
														2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
E-Commerce																					
Amazon.com	\$336.37	82%	1.37x	\$154,480.7	(\$6,311.0)	\$148,169.7	1.6x	1.4x	21.7x	16.2x	NM	NM	NM	NM							
eBay	\$55.24	93%	1.15x	\$69,991.3	(\$4,902.0)	\$65,089.3	3.6x	3.1x	10.9x	9.6x	18.5x	16.3x	1.37x	1.21x							
Priceline.com	\$1,191.89	86%	1.76x	\$62,147.5	(\$4,850.2)	\$57,297.3	6.8x	5.6x	17.0x	13.7x	23.1x	18.6x	1.05x	0.85x							
Rakuten	\$13.38	75%	1.53x	\$17,641.8	(\$269.6)	\$17,428.5	3.1x	2.7x	12.8x	10.5x	NM	NM	NM	NM							
TripAdvisor	\$90.59	83%	1.88x	\$12,884.9	(\$113.9)	\$12,771.0	10.8x	8.7x	26.9x	20.9x	42.4x	32.8x	1.73x	1.34x							
Expedia	\$72.50	89%	1.59x	\$9,385.7	(\$97.1)	\$9,767.0	1.7x	1.6x	9.7x	8.5x	19.1x	16.2x	1.41x	1.20x							
Groupon	\$7.84	61%	1.46x	\$5,356.6	(\$1,231.2)	\$4,123.4	1.3x	1.1x	14.1x	10.3x	NM	29.0x	NM	1.08x							
Mercadolibre	\$95.11	65%	1.08x	\$4,199.5	(\$201.0)	\$4,002.5	8.0x	6.4x	22.7x	18.4x	33.5x	27.7x	1.33x	1.10x							
Shutterstock	\$72.61	70%	1.94x	\$2,546.7	(\$209.8)	\$2,336.9	7.6x	6.0x	33.5x	24.8x	NM	NM	NM	NM							
ValueClick	\$28.15	87%	1.51x	\$1,896.1	\$58.7	\$1,954.8	3.2x	2.9x	8.6x	7.8x	15.2x	13.8x	1.09x	1.00x							
Coupons.com	\$24.65	75%	1.09x	\$1,803.6	(\$15.7)	\$1,787.9	NM	NM	NM	NM	NM	NM	NM	NM							
RetailMeNot	\$32.00	66%	1.25x	\$1,714.1	(\$124.6)	\$1,589.6	5.9x	4.8x	15.7x	12.2x	29.5x	23.5x	1.01x	0.80x							
Vistaprint	\$49.22	85%	1.35x	\$1,635.5	\$142.2	\$1,777.7	1.3x	1.2x	8.8x	7.4x	15.0x	11.5x	0.65x	0.50x							
Orbitz Worldwide	\$7.84	59%	1.44x	\$855.0	\$327.1	\$1,182.1	1.3x	1.3x	7.6x	6.8x	20.1x	13.5x	0.59x	0.40x							
Liquidity Services	\$26.05	64%	1.29x	\$841.1	(\$101.5)	\$739.6	1.4x	1.3x	7.1x	5.7x	15.3x	13.7x	0.99x	0.89x							
Digital River	\$17.43	86%	1.36x	\$576.7	(\$293.7)	\$283.0	0.8x	0.7x	6.4x	5.1x	41.0x	24.5x	NM	2.45x							
Care.com	\$16.55	57%	1.10x	\$512.4	(\$30.0)	\$634.8	5.8x	4.4x	NM	NM	NM	NM	NM	NM							
Overstock.com	\$19.70	55%	1.81x	\$472.2	(\$148.7)	\$323.6	0.2x	0.2x	7.1x	8.1x	17.7x	21.4x	NM	NM							
Blue Nile	\$34.80	71%	1.14x	\$444.5	(\$115.3)	\$329.1	0.7x	0.6x	12.5x	10.4x	38.7x	30.7x	2.00x	1.58x							
Average							3.6x	3.0x	14.3x	11.6x	25.3x	21.0x	1.20x	1.11x							
Median							2.4x	2.1x	12.5x	10.3x	20.1x	20.0x	1.09x	1.08x							

E-Commerce – Operating Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Operating Metrics								
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk Low	Equity Value	Net Debt	Ent. Value	CY Rev. Growth		CY EBITDA Margin		5-Yr NI	GM	S&M Mgn	R&D Mgn	G&A Mgn	
						2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM	
E-Commerce															
Amazon.com	\$336.37	82%	1.37x	\$154,480.7	(\$6,311.0)	\$148,169.7	20.8%	19.7%	7.6%	8.5%	47.8%	27.2%	4.2%	8.8%	0.5%
eBay	\$55.24	93%	1.15x	\$69,991.3	(\$4,902.0)	\$65,089.3	13.7%	14.7%	32.8%	32.3%	13.5%	68.6%	19.1%	11.0%	10.6%
Priceline.com	\$1,191.89	86%	1.76x	\$62,147.5	(\$4,850.2)	\$57,297.3	23.8%	21.5%	40.0%	40.8%	22.1%	84.3%	31.8%	NA	4.7%
Rakuten	\$13.38	75%	1.53x	\$17,641.8	(\$269.6)	\$17,428.5	15.1%	13.6%	23.9%	25.8%	25.4%	100.0%	NA	NA	NA
TripAdvisor	\$90.59	83%	1.88x	\$12,884.9	(\$113.9)	\$12,771.0	25.4%	23.3%	40.1%	41.8%	24.5%	98.1%	39.0%	13.8%	10.2%
Expedia	\$72.50	89%	1.59x	\$9,385.7	(\$97.1)	\$9,767.0	17.0%	12.4%	18.1%	18.3%	13.5%	78.2%	46.0%	12.1%	7.9%
Groupon	\$7.84	61%	1.46x	\$5,356.6	(\$1,231.2)	\$4,123.4	23.7%	13.6%	9.2%	11.0%	26.9%	58.3%	8.3%	NA	NA
Mercadolibre	\$95.11	65%	1.08x	\$4,199.5	(\$201.0)	\$4,002.5	6.3%	24.0%	35.1%	34.9%	25.2%	78.5%	19.1%	8.7%	11.5%
Shutterstock	\$72.61	70%	1.94x	\$2,546.7	(\$209.8)	\$2,336.9	31.3%	26.9%	22.6%	24.1%	34.0%	61.5%	24.1%	9.2%	9.8%
ValueClick	\$28.15	87%	1.51x	\$1,896.1	\$58.7	\$1,954.8	7.7%	8.3%	36.9%	37.7%	13.9%	68.0%	15.4%	9.7%	9.8%
Coupons.com	\$24.65	75%	1.09x	\$1,803.6	(\$15.7)	\$1,787.9	NM	NA	NA	NA	NM	69.0%	36.8%	23.9%	14.4%
RetailMeNot	\$32.00	66%	1.25x	\$1,714.1	(\$124.6)	\$1,589.6	28.6%	23.6%	37.5%	38.9%	29.3%	93.8%	33.5%	14.6%	12.9%
Vistaprint	\$49.22	85%	1.35x	\$1,635.5	\$142.2	\$1,777.7	9.9%	7.8%	15.1%	16.6%	23.2%	65.8%	36.1%	14.2%	9.2%
Orbitz Worldwide	\$7.84	59%	1.44x	\$855.0	\$327.1	\$1,182.1	3.9%	5.7%	17.7%	18.7%	34.2%	81.8%	34.5%	NA	NA
Liquidity Services	\$26.05	64%	1.29x	\$841.1	(\$101.5)	\$739.6	3.7%	9.6%	20.0%	22.7%	15.4%	42.0%	7.8%	NA	9.4%
Digital River	\$17.43	86%	1.36x	\$576.7	(\$293.7)	\$283.0	(4.7%)	5.3%	12.0%	14.3%	10.0%	66.0%	27.4%	18.6%	13.0%
Care.com	\$16.55	57%	1.10x	\$512.4	(\$30.0)	\$634.8	34.6%	33.0%	(19.6%)	(3.0%)	NM	76.9%	67.8%	14.5%	22.4%
Overstock.com	\$19.70	55%	1.81x	\$472.2	(\$148.7)	\$323.6	11.1%	(2.8%)	3.2%	2.8%	(35.9%)	19.0%	7.0%	NA	10.7%
Blue Nile	\$34.80	71%	1.14x	\$444.5	(\$115.3)	\$329.1	11.0%	9.4%	5.3%	5.8%	19.4%	18.6%	5.4%	NA	NA
Average							15.7%	15.0%	19.9%	21.8%	20.1%	66.1%	25.8%	13.3%	10.5%
Median							14.4%	13.6%	19.1%	20.7%	23.2%	68.6%	25.8%	13.0%	10.2%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).



Appendix – Comparable Public Company Analysis (Cont.)

Internet – Valuation Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Valuation Metrics							
							EV/CY Revenue		EV/CY EBITDA		P/E		PEG Ratio	
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E	
Internet														
Google	\$557.26	91%	1.46x	\$375,193.8	(\$50,983.0)	\$324,278.8	4.9x	4.2x	12.5x	10.5x	20.9x	17.5x	1.22x	1.02x
Facebook	\$60.24	83%	2.66x	\$153,596.5	(\$10,973.0)	\$142,623.5	12.5x	9.5x	20.7x	15.7x	47.8x	36.2x	1.44x	1.09x
Baidu	\$152.27	80%	1.84x	\$53,350.0	(\$3,430.4)	\$50,289.6	6.6x	4.9x	21.1x	14.9x	28.7x	20.6x	1.13x	0.81x
Yahoo	\$35.90	86%	1.58x	\$36,237.2	(\$1,705.4)	\$34,032.6	7.6x	7.3x	23.9x	22.3x	23.0x	19.9x	2.43x	2.11x
Twitter	\$46.67	62%	1.20x	\$27,459.6	(\$2,033.6)	\$25,426.0	NM	13.2x	NM	NM	NM	NM	NM	NM
LinkedIn	\$184.94	72%	1.15x	\$22,348.1	(\$2,329.3)	\$20,023.8	9.5x	7.1x	38.8x	26.3x	NM	NM	NM	NM
Netflix	\$352.03	77%	2.21x	\$21,053.9	(\$768.2)	\$20,384.1	3.8x	3.2x	34.8x	22.7x	NM	NM	NM	NM
Activision Blizzard	\$20.44	95%	1.54x	\$14,560.9	\$250.0	\$14,810.9	3.2x	3.1x	9.2x	8.6x	16.0x	14.6x	1.10x	1.01x
Yandex	\$30.19	66%	1.82x	\$9,771.2	(\$519.0)	\$9,252.2	6.4x	5.1x	14.9x	11.8x	22.6x	17.9x	0.72x	0.57x
Pandora	\$30.32	75%	2.39x	\$5,985.9	(\$447.8)	\$5,641.4	6.3x	4.8x	NM	NM	NM	NM	NM	NM
IAC/InterActive	\$71.39	89%	1.65x	\$5,869.5	(\$26.4)	\$5,928.5	1.8x	1.7x	9.2x	8.0x	18.3x	15.6x	1.45x	1.24x
Yelp	\$76.93	76%	3.42x	\$5,489.9	(\$389.8)	\$5,100.1	14.2x	10.1x	NM	NM	NM	NM	NM	NM
AOL	\$43.77	82%	1.36x	\$3,477.7	(\$95.6)	\$3,392.4	1.3x	1.2x	6.6x	6.1x	19.2x	16.4x	1.35x	1.15x
Zillow	\$88.10	86%	1.82x	\$3,451.1	(\$295.3)	\$3,155.8	10.8x	7.9x	NM	NM	NM	NM	NM	NM
51job	\$71.25	83%	1.29x	\$2,108.4	(\$519.9)	\$1,588.5	5.2x	4.5x	15.9x	13.5x	21.7x	18.4x	1.21x	1.02x
Renren	\$3.27	68%	1.30x	\$1,238.7	(\$949.0)	\$289.8	2.6x	1.6x	NM	NM	NM	NM	NM	NM
Trulia ⁽¹⁾	\$33.20	63%	1.39x	\$1,222.5	\$4.5	\$1,227.1	5.0x	3.8x	NM	25.0x	NM	NM	NM	NM
Angie's List	\$12.18	43%	1.03x	\$712.6	(\$40.9)	\$671.7	2.1x	1.7x	NM	15.2x	NM	21.0x	NM	0.78x
Move	\$11.56	63%	1.17x	\$454.2	(\$36.2)	\$418.0	1.6x	1.4x	13.9x	10.7x	33.0x	23.1x	2.00x	1.40x
Average							5.9x	5.1x	18.5x	15.1x	25.1x	20.1x	1.41x	1.11x
Median							5.1x	4.5x	15.4x	14.2x	22.1x	18.4x	1.29x	1.02x

Internet – Operating Metrics

(\$Millions, except per share values)

	(SMillions, except per share values)						Operating Metrics								
	Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	CY Rev. Growth		CY EBITDA Margin		5-Yr NI	GM	S&M Mgn	R&D Mgn	G&A Mgn
							2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Internet															
Google	\$557.26	91%	1.46x	\$375,193.8	(\$50,983.0)	\$324,278.8	11.5%	17.0%	39.0%	39.7%	17.1%	57.2%	12.1%	13.5%	8.4%
Facebook	\$60.24	83%	2.66x	\$153,596.5	(\$10,973.0)	\$142,623.5	44.7%	31.6%	60.6%	60.6%	33.2%	77.7%	12.7%	18.0%	9.9%
Baidu	\$152.27	80%	1.84x	\$53,350.0	(\$3,430.4)	\$50,289.6	45.2%	34.3%	31.1%	32.9%	25.4%	71.4%	0.6%	12.9%	NA
Yahoo	\$35.90	86%	1.58x	\$36,237.2	(\$1,705.4)	\$34,032.6	(4.0%)	3.7%	31.6%	32.7%	9.5%	71.5%	25.8%	22.9%	12.3%
Twitter	\$46.67	62%	1.20x	\$27,459.6	(\$2,033.6)	\$25,426.0	84.4%	57.1%	14.6%	19.9%	101.0%	59.9%	47.6%	89.3%	18.6%
LinkedIn	\$184.94	72%	1.15x	\$22,348.1	(\$2,329.3)	\$20,023.8	38.0%	33.5%	24.5%	27.0%	42.3%	86.7%	34.2%	25.9%	14.8%
Netflix	\$352.03	77%	2.21x	\$21,053.9	(\$768.2)	\$20,384.1	22.9%	18.2%	10.9%	14.1%	42.2%	30.4%	11.3%	8.6%	4.2%
Activision Blizzard	\$20.44	95%	1.54x	\$14,560.9	\$250.0	\$14,810.9	1.0%	2.3%	34.6%	36.4%	14.5%	66.6%	13.2%	12.7%	10.7%
Yandex	\$30.19	66%	1.82x	\$9,771.2	(\$519.0)	\$9,252.2	19.7%	25.1%	43.1%	43.6%	31.3%	73.2%	NA	14.8%	NA
Pandora	\$30.32	75%	2.39x	\$5,985.9	(\$447.8)	\$5,641.4	37.3%	30.0%	5.7%	10.0%	64.3%	37.0%	29.0%	4.9%	11.9%
IAC/InterActive	\$71.39	89%	1.65x	\$5,869.5	(\$26.4)	\$5,928.5	7.4%	8.6%	19.9%	21.1%	12.6%	66.9%	31.9%	4.7%	12.3%
Yelp	\$76.93	76%	3.42x	\$5,489.9	(\$389.8)	\$5,100.1	53.8%	41.6%	16.2%	21.4%	53.9%	92.9%	56.6%	16.4%	18.3%
AOL	\$43.77	82%	1.36x	\$3,477.7	(\$95.6)	\$3,392.4	9.0%	9.1%	20.2%	20.3%	14.2%	29.3%	2.7%	NA	11.0%
Zillow	\$88.10	86%	1.82x	\$3,451.1	(\$295.3)	\$3,155.8	48.3%	35.7%	13.7%	19.6%	56.9%	90.5%	55.1%	24.6%	19.2%
51job	\$71.25	83%	1.29x	\$2,108.4	(\$519.9)	\$1,588.5	15.0%	16.5%	32.7%	33.1%	18.0%	72.5%	28.6%	NA	10.8%
Renren	\$3.27	68%	1.30x	\$1,238.7	(\$949.0)	\$289.8	(29.9%)	64.5%	(104.7%)	(63.1%)	20.0%	56.2%	42.4%	51.4%	32.5%
Trulia ⁽¹⁾	\$33.20	63%	1.39x	\$1,222.5	\$4.5	\$1,227.1	38.8%	32.2%	8.1%	15.0%	20.0%	83.9%	40.1%	19.4%	18.4%
Angie's List	\$12.18	43%	1.03x	\$712.6	(\$40.9)	\$671.7	32.3%	24.2%	1.0%	10.9%	26.9%	73.0%	72.3%	NA	11.7%
Move	\$11.56	63%	1.17x	\$454.2	(\$36.2)	\$418.0	12.6%	13.2%	11.8%	13.5%	16.5%	79.8%	39.6%	17.1%	20.6%
Average							25.7%	26.2%	16.6%	21.5%	32.6%	67.2%	30.9%	22.3%	14.4%
Median							22.9%	25.1%	19.9%	21.1%	25.4%	71.5%	30.4%	16.8%	12.3%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

(1) CY Revenue Growth and EV/CY Revenue Multiple Adjusted for Acquisitions.



Appendix – Comparable Public Company Analysis (Cont.)

SaaS – Valuation Metrics

(\$Millions, except per share values)

(S\$illions, except per share values)							Valuation Metrics							
							EV/CY Revenue		EV/CY EBITDA		P/E		PEG Ratio	
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E	
SaaS														
Salesforce.com	\$57.09	85%	1.58x	\$34,830.6	\$1,669.8	\$36,500.4	6.9x	5.6x	NM	31.9x	NM	NM	NM	NM
Workday	\$91.43	79%	1.65x	\$16,823.1	(\$1,405.2)	\$15,417.9	NM	14.4x	NM	NM	NM	NM	NM	NM
ServiceNow	\$59.92	83%	1.76x	\$8,454.7	(\$219.8)	\$8,234.9	12.8x	9.3x	NM	NM	NM	NM	NM	NM
NetSuite	\$94.83	79%	1.26x	\$7,164.2	(\$185.5)	\$6,978.7	12.9x	10.1x	NM	NM	NM	NM	NM	NM
Athenahealth	\$160.24	78%	1.95x	\$5,989.9	\$94.8	\$6,149.0	8.2x	6.6x	NM	36.9x	NM	NM	NM	NM
Concur Technologies	\$99.07	76%	1.60x	\$5,610.4	(\$193.2)	\$5,419.1	7.5x	6.0x	NM	34.8x	NM	NM	NM	NM
Ultimate Software Group	\$137.00	80%	1.50x	\$3,876.6	(\$80.4)	\$3,796.2	7.5x	6.1x	31.2x	24.1x	NM	NM	NM	NM
HomeAway	\$37.67	77%	1.40x	\$3,481.0	(\$391.4)	\$3,100.2	7.1x	5.9x	25.3x	20.5x	NM	41.9x	NM	1.54x
Cornerstone OnDemand	\$47.87	77%	1.53x	\$2,527.6	(\$89.5)	\$2,438.1	9.1x	6.6x	NM	NM	NM	NM	NM	NM
Qlik Technologies	\$26.59	71%	1.14x	\$2,369.6	(\$227.7)	\$2,141.9	3.9x	3.3x	NM	35.5x	NM	NM	NM	NM
Demandware	\$64.06	78%	2.60x	\$2,266.9	(\$275.3)	\$1,991.6	13.9x	9.7x	NM	NM	NM	NM	NM	NM
RetailMeNot	\$32.00	66%	1.25x	\$1,714.1	(\$124.6)	\$1,589.6	5.9x	4.8x	15.7x	12.2x	29.5x	23.5x	1.01x	0.80x
LifeLock	\$17.11	75%	2.06x	\$1,578.3	(\$172.6)	\$1,405.7	3.0x	2.5x	26.4x	19.6x	38.0x	29.5x	2.00x	1.55x
Cvent	\$36.15	78%	1.20x	\$1,485.8	(\$157.8)	\$1,328.0	9.6x	7.6x	NM	NM	NM	NM	NM	NM
RealPage	\$18.16	69%	1.18x	\$1,418.8	(\$33.1)	\$1,385.7	3.1x	2.7x	13.2x	11.0x	27.0x	22.3x	1.42x	1.17x
Blackbaud	\$31.30	74%	1.13x	\$1,411.8	\$141.4	\$1,553.2	2.8x	2.6x	13.6x	11.9x	26.3x	23.8x	1.55x	1.40x
Synchronoss Technologies	\$34.29	87%	1.36x	\$1,394.3	(\$63.4)	\$1,331.0	3.2x	2.7x	8.8x	7.4x	21.0x	17.5x	0.87x	0.73x
Marketo	\$32.67	73%	1.90x	\$1,313.6	(\$120.7)	\$1,192.9	8.9x	6.7x	NM	NM	NM	NM	NM	NM
Fleetmatics Group	\$33.45	64%	1.58x	\$1,242.1	(\$113.3)	\$1,128.9	4.9x	4.0x	18.3x	13.8x	40.3x	28.8x	1.50x	1.07x
LogMeIn	\$44.89	94%	2.68x	\$1,086.7	(\$189.6)	\$897.2	4.5x	3.8x	20.5x	17.4x	49.3x	40.4x	1.63x	1.34x
SPS Commerce	\$61.45	77%	1.57x	\$994.3	(\$131.3)	\$863.0	6.9x	5.7x	NM	37.7x	NM	NM	NM	NM
ChannelAdvisor	\$37.74	76%	2.65x	\$924.8	(\$101.5)	\$823.3	9.7x	7.6x	NM	NM	NM	NM	NM	NM
Constant Contact	\$24.46	74%	2.08x	\$765.4	(\$123.2)	\$642.2	2.0x	1.8x	10.9x	8.9x	25.5x	20.7x	1.06x	0.86x
Millennial Media ⁽¹⁾	\$6.92	66%	1.20x	\$737.6	(\$97.5)	\$640.1	1.6x	1.3x	33.2x	14.2x	NM	24.7x	NM	0.42x
SciQuest	\$27.02	83%	1.49x	\$728.7	(\$34.2)	\$694.5	6.2x	5.2x	30.7x	22.1x	NM	48.2x	NM	2.01x
Tango	\$18.59	71%	1.59x	\$716.0	(\$41.1)	\$674.9	3.0x	2.6x	17.9x	14.4x	23.2x	19.7x	1.00x	0.85x
ServiceSource International	\$8.44	62%	1.58x	\$697.0	(\$160.6)	\$536.4	1.7x	1.5x	NM	NM	NM	NM	NM	NM
E2open	\$23.57	79%	1.92x	\$677.0	(\$7.3)	\$669.6	7.8x	6.4x	NM	NM	NM	NM	NM	NM
LivePerson	\$12.07	79%	1.50x	\$660.5	(\$91.9)	\$568.6	2.8x	2.5x	26.5x	20.4x	NM	44.7x	NM	2.38x
Textura	\$25.21	53%	1.28x	\$625.4	(\$75.6)	\$550.1	8.2x	5.4x	NM	NM	NM	NM	NM	NM
IntraLinks Holdings	\$10.23	82%	1.85x	\$567.7	(\$10.2)	\$557.5	2.3x	2.1x	14.2x	12.3x	NM	NM	NM	NM
Jive Software	\$8.01	43%	1.13x	\$562.8	(\$99.8)	\$463.0	2.7x	2.3x	NM	NM	NM	NM	NM	NM
Bazaarvoice	\$7.30	63%	1.13x	\$537.8	(\$56.9)	\$480.9	2.5x	2.2x	NM	NM	NM	NM	NM	NM
Demand Media	\$4.85	50%	1.08x	\$420.4	(\$57.3)	\$363.1	1.0x	0.9x	6.6x	5.9x	NM	48.5x	NM	NM
Vocus	\$13.33	87%	1.66x	\$288.2	(\$33.4)	\$332.3	1.8x	1.7x	13.3x	11.7x	40.4x	37.0x	NM	NM
Carbonite	\$10.19	62%	1.12x	\$270.6	(\$65.4)	\$205.2	1.7x	1.5x	24.5x	14.2x	NM	NM	NM	NM
Average							5.6x	4.8x	19.5x	19.1x	32.1x	31.4x	1.34x	1.24x
Median							4.9x	4.4x	18.1x	14.4x	28.2x	28.8x	1.42x	1.17x

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

(1) CY Revenue Growth and EV/CY Revenue Multiple Adjusted for Acquisitions.



Appendix – Comparable Public Company Analysis (Cont.)

SaaS – Operating Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Operating Metrics								
							CY Rev. Growth		CY EBITDA Margin		5-Yr NI	GM	S&M Mgn	R&D Mgn	G&A Mgn
							2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
SaaS	Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value									
Salesforce.com	\$57.09	85%	1.58x	\$34,830.6	\$1,669.8	\$36,500.4	30.0%	23.9%	16.4%	17.5%	27.3%	76.2%	53.3%	15.3%	14.7%
Workday	\$91.43	79%	1.65x	\$16,823.1	(\$1,405.2)	\$15,417.9	56.8%	45.5%	(6.4%)	1.7%	40.0%	62.3%	42.1%	38.8%	14.1%
ServiceNow	\$59.92	83%	1.76x	\$8,454.7	(\$219.8)	\$8,234.9	51.6%	37.4%	5.3%	9.8%	46.1%	63.4%	46.0%	18.5%	14.6%
NetSuite	\$94.83	79%	1.26x	\$7,164.2	(\$185.5)	\$6,978.7	30.0%	28.0%	7.8%	9.6%	38.3%	67.4%	50.7%	18.9%	11.7%
Athenahealth	\$160.24	78%	1.95x	\$5,989.9	\$94.8	\$6,149.0	26.3%	24.3%	17.8%	17.8%	26.4%	59.3%	25.3%	9.6%	16.0%
Concur Technologies	\$99.07	76%	1.60x	\$5,610.4	(\$193.2)	\$5,419.1	23.8%	23.8%	16.1%	17.3%	21.8%	69.2%	41.9%	11.0%	15.5%
Ultimate Software Group	\$137.00	80%	1.50x	\$3,876.6	(\$80.4)	\$3,796.2	23.1%	22.8%	24.1%	25.4%	29.0%	58.9%	22.9%	16.5%	9.0%
HomeAway	\$37.67	77%	1.40x	\$3,481.0	(\$391.4)	\$3,100.2	25.2%	20.5%	28.2%	29.0%	27.1%	84.2%	32.6%	16.8%	20.5%
Cornerstone OnDemand	\$47.87	77%	1.53x	\$2,527.6	(\$89.5)	\$2,438.1	45.1%	36.8%	1.6%	5.4%	37.7%	71.1%	59.3%	11.5%	18.1%
Qlik Technologies	\$26.59	71%	1.14x	\$2,369.6	(\$227.7)	\$2,141.9	17.0%	16.7%	7.6%	9.4%	28.5%	86.9%	54.2%	12.8%	19.1%
Demandware	\$64.06	78%	2.60x	\$2,266.9	(\$275.3)	\$1,991.6	38.5%	42.6%	2.7%	6.3%	37.5%	73.0%	50.2%	20.0%	22.4%
RetailMeNot	\$32.00	66%	1.25x	\$1,714.1	(\$124.6)	\$1,589.6	28.6%	23.6%	37.5%	38.9%	29.3%	93.8%	33.5%	14.6%	12.9%
LifeLock	\$17.11	75%	2.06x	\$1,578.3	(\$172.6)	\$1,405.7	25.6%	19.9%	11.5%	12.9%	19.0%	72.9%	44.1%	11.1%	11.6%
Cvent	\$36.15	78%	1.20x	\$1,485.8	(\$157.8)	\$1,328.0	24.9%	25.2%	10.0%	10.4%	NM	71.0%	43.6%	10.1%	19.1%
RealPage	\$18.16	69%	1.18x	\$1,418.8	(\$33.1)	\$1,385.7	18.0%	15.3%	23.6%	24.6%	19.0%	60.7%	25.4%	13.4%	15.6%
Blackbaud	\$31.30	74%	1.13x	\$1,411.8	\$141.4	\$1,553.2	8.8%	7.9%	20.9%	22.1%	17.0%	53.8%	19.4%	13.0%	9.3%
Synchronoss Technologies	\$34.29	87%	1.36x	\$1,394.3	(\$63.4)	\$1,331.0	20.8%	16.1%	35.8%	36.6%	24.1%	58.1%	NA	18.6%	NA
Marketo	\$32.67	73%	1.90x	\$1,313.6	(\$120.7)	\$1,192.9	40.2%	31.6%	(28.0%)	(14.6%)	30.0%	60.4%	65.4%	24.3%	17.7%
Fleetmatics Group	\$33.45	64%	1.58x	\$1,242.1	(\$113.3)	\$1,128.9	29.3%	23.9%	26.9%	28.8%	26.9%	75.3%	31.9%	6.2%	20.2%
LogMeIn	\$44.89	94%	2.68x	\$1,086.7	(\$189.6)	\$897.2	20.3%	17.4%	21.8%	22.0%	30.2%	88.7%	53.4%	17.4%	13.3%
SPS Commerce	\$61.45	77%	1.57x	\$994.3	(\$131.3)	\$863.0	20.4%	20.2%	13.8%	15.2%	23.7%	69.6%	38.0%	10.4%	16.5%
ChannelAdvisor	\$37.74	76%	2.65x	\$924.8	(\$101.5)	\$823.3	25.3%	27.4%	(21.2%)	(12.1%)	28.0%	73.4%	55.1%	18.6%	20.8%
Constant Contact	\$24.46	74%	2.08x	\$765.4	(\$123.2)	\$642.2	13.3%	12.8%	18.3%	19.8%	24.0%	71.4%	39.0%	16.0%	13.2%
Millennial Media ⁽¹⁾	\$6.92	66%	1.20x	\$737.6	(\$97.5)	\$640.1	20.0%	21.8%	4.7%	9.0%	58.6%	40.3%	11.1%	4.9%	15.6%
SciQuest	\$27.02	83%	1.49x	\$728.7	(\$34.2)	\$694.5	24.5%	19.4%	20.1%	23.4%	24.0%	69.6%	26.9%	31.3%	14.0%
Tangoe	\$18.59	71%	1.59x	\$716.0	(\$41.1)	\$674.9	17.4%	16.7%	17.0%	18.1%	23.3%	55.0%	17.7%	10.4%	15.4%
ServiceSource International	\$8.44	62%	1.58x	\$697.0	(\$160.6)	\$536.4	14.5%	14.6%	(0.3%)	3.3%	25.0%	40.4%	21.6%	8.8%	16.5%
E2open	\$23.57	79%	1.92x	\$677.0	(\$7.3)	\$669.6	24.1%	21.6%	(9.3%)	2.2%	36.4%	61.3%	49.5%	25.1%	14.1%
LivePerson	\$12.07	79%	1.50x	\$660.5	(\$91.9)	\$568.6	13.5%	14.1%	10.6%	12.1%	18.8%	76.1%	35.1%	20.5%	22.5%
Textura	\$25.21	53%	1.28x	\$625.4	(\$75.6)	\$550.1	64.6%	51.7%	(11.5%)	NA	45.0%	68.6%	37.2%	51.1%	61.0%
IntraLinks Holdings	\$10.23	82%	1.85x	\$567.7	(\$10.2)	\$557.5	4.2%	6.4%	16.0%	17.4%	15.0%	72.3%	46.2%	8.5%	24.3%
Jive Software	\$8.01	43%	1.13x	\$562.8	(\$99.8)	\$463.0	18.5%	18.2%	(7.9%)	(1.0%)	20.0%	62.1%	59.1%	38.2%	16.6%
Bazaarvoice	\$7.30	63%	1.13x	\$537.8	(\$56.9)	\$480.9	6.8%	13.9%	(7.5%)	2.4%	NM	68.3%	48.1%	20.0%	20.0%
Demand Media	\$4.85	50%	1.08x	\$420.4	(\$57.3)	\$363.1	(3.9%)	4.1%	14.5%	15.5%	NM	48.1%	11.8%	11.2%	16.9%
Vocus	\$13.33	87%	1.66x	\$288.2	(\$33.4)	\$332.3	(2.3%)	4.7%	13.6%	14.8%	NM	79.6%	58.7%	5.7%	17.2%
Carbonite	\$10.19	62%	1.12x	\$270.6	(\$65.4)	\$205.2	13.8%	13.8%	6.9%	10.4%	24.4%	67.5%	44.2%	19.5%	13.3%
						Average	23.8%	21.8%	10.0%	13.8%	28.8%	67.5%	39.8%	17.2%	17.5%
						Median	23.5%	20.3%	12.6%	14.8%	27.0%	68.9%	42.1%	15.6%	16.0%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

(1) CY Revenue Growth and EV/CY Revenue Multiple Adjusted for Acquisitions.



Appendix – Comparable Public Company Analysis (Cont.)

Security – Valuation Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Valuation Metrics							
							EV/CY Revenue		EV/CY EBITDA		P/E		PEG Ratio	
							2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value									
Security														
Symantec	\$19.97	74%	1.11x	\$13,810.3	(\$1,796.0)	\$12,014.3	1.8x	1.8x	5.9x	5.6x	11.3x	10.2x	1.38x	1.25x
Check Point Software	\$67.63	97%	1.52x	\$13,002.7	(\$1,166.8)	\$11,835.9	8.0x	7.6x	13.8x	13.0x	18.5x	16.9x	2.05x	1.87x
FireEye ⁽¹⁾	\$61.57	63%	1.85x	\$8,874.5	(\$173.9)	\$8,700.6	NM	14.7x	NM	NM	NM	NM	NM	NM
VeriSign	\$53.91	86%	1.25x	\$7,199.0	(\$349.2)	\$6,849.8	6.7x	6.4x	10.3x	9.6x	20.3x	17.9x	1.36x	1.19x
Trend Micro	\$31.03	76%	1.28x	\$4,185.4	(\$1,337.0)	\$2,819.9	2.6x	2.5x	7.7x	7.5x	NM	NM	NM	NM
Fortinet	\$22.03	92%	1.35x	\$3,587.7	(\$491.4)	\$3,096.3	4.4x	3.9x	22.4x	18.1x	45.0x	36.4x	2.55x	2.07x
Imperva	\$55.70	83%	1.54x	\$1,453.2	(\$115.1)	\$1,335.5	7.5x	6.2x	NM	NM	NM	NM	NM	NM
Proofpoint	\$37.08	81%	2.29x	\$1,363.1	(\$96.5)	\$1,266.6	7.2x	5.9x	NM	NM	NM	NM	NM	NM
AVG Technologies	\$20.96	79%	1.68x	\$1,104.5	(\$12.3)	\$1,092.1	2.8x	2.6x	8.4x	7.9x	10.8x	10.0x	NM	NM
Qualys	\$25.43	85%	2.51x	\$825.3	(\$96.4)	\$728.9	5.6x	4.7x	33.7x	25.2x	NM	NM	NM	NM
						Average	5.2x	5.6x	14.6x	12.4x	21.2x	18.3x	1.83x	1.59x
						Median	5.6x	5.3x	10.3x	9.6x	18.5x	16.9x	1.71x	1.56x

Security – Operating Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Operating Metrics								
							CY Rev. Growth		CY EBITDA Margin		5-Yr NI	GM	S&M Mgn	R&D Mgn	G&A Mgn
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value		2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Security															
Symantec	\$19.97	74%	1.11x	\$13,810.3	(\$1,796.0)	\$12,014.3	(2.6%)	2.4%	30.8%	31.9%	8.2%	83.6%	37.2%	15.1%	6.5%
Check Point Software	\$67.63	97%	1.52x	\$13,002.7	(\$1,166.8)	\$11,835.9	5.8%	5.9%	58.0%	58.3%	9.1%	88.4%	19.8%	8.7%	5.2%
FireEye ⁽¹⁾	\$61.57	63%	1.85x	\$8,874.5	(\$173.9)	\$8,700.6	52.6%	45.6%	(58.9%)	(34.3%)	34.3%	70.4%	62.8%	24.8%	16.4%
VeriSign	\$53.91	86%	1.25x	\$7,199.0	(\$349.2)	\$6,849.8	5.3%	5.5%	65.1%	66.5%	15.0%	80.6%	9.3%	7.3%	9.3%
Trend Micro	\$31.03	76%	1.28x	\$4,185.4	(\$1,337.0)	\$2,819.9	5.9%	3.9%	33.5%	33.1%	12.5%	82.1%	7.1%	NA	NA
Fortinet	\$22.03	92%	1.35x	\$3,587.7	(\$491.4)	\$3,096.3	13.6%	13.0%	19.8%	21.7%	17.6%	70.7%	36.6%	16.4%	6.0%
Imperva	\$55.70	83%	1.54x	\$1,453.2	(\$115.1)	\$1,335.5	28.8%	21.4%	(10.0%)	(4.2%)	26.3%	78.4%	59.2%	20.0%	17.7%
Proofpoint	\$37.08	81%	2.29x	\$1,363.1	(\$96.5)	\$1,266.6	27.3%	22.7%	(3.5%)	2.1%	30.0%	69.9%	52.0%	25.0%	12.2%
AVG Technologies	\$20.96	79%	1.68x	\$1,104.5	(\$12.3)	\$1,092.1	(4.9%)	9.1%	33.6%	32.7%	NM	83.1%	23.2%	14.7%	16.2%
Qualys	\$25.43	85%	2.51x	\$825.3	(\$96.4)	\$728.9	19.9%	19.7%	16.7%	18.7%	25.7%	77.2%	39.4%	20.1%	15.6%
Average							15.2%	14.9%	18.5%	22.6%	19.8%	78.4%	34.7%	16.9%	11.7%
Median							9.7%	11.0%	25.3%	26.8%	17.6%	79.5%	36.9%	16.4%	12.2%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

(1) CY Revenue Growth and EV/CY Revenue Multiple Adjusted for Acquisitions.



Appendix – Comparable Public Company Analysis (Cont.)

IT Infrastructure Management – Valuation Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Valuation Metrics							
							EV/CY Revenue		EV/CY EBITDA		P/E		PEG Ratio	
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E	
IT Infrastructure Management														
Vmware	\$108.02	97%	1.67x	\$46,533.0	(\$5,116.0)	\$40,808.0	6.8x	5.8x	18.2x	15.5x	30.5x	25.4x	1.70x	1.42x
CA Technologies	\$30.98	86%	1.29x	\$13,871.9	(\$1,083.0)	\$12,788.9	2.9x	2.8x	7.4x	7.1x	12.2x	11.4x	1.37x	1.28x
Citrix Systems	\$57.44	74%	1.12x	\$10,554.8	(\$734.7)	\$9,820.1	3.1x	2.8x	11.0x	9.4x	19.8x	17.4x	1.56x	1.37x
Red Hat	\$52.98	86%	1.26x	\$10,041.7	(\$982.1)	\$9,059.6	5.4x	4.7x	19.6x	17.6x	35.6x	30.1x	2.26x	1.92x
Splunk	\$71.49	67%	1.85x	\$8,429.0	(\$897.5)	\$7,531.5	18.7x	13.9x	NM	NM	NM	NM	NM	NM
F5 Networks	\$106.63	91%	1.58x	\$7,219.2	(\$578.2)	\$6,641.0	3.8x	3.4x	9.8x	8.5x	19.6x	17.1x	1.27x	1.11x
TIBCO Software	\$20.32	75%	1.12x	\$3,288.2	(\$216.0)	\$3,072.2	2.7x	2.4x	9.5x	8.7x	17.5x	15.4x	1.27x	1.12x
SolarWinds	\$42.63	72%	1.33x	\$3,203.0	(\$145.3)	\$3,057.7	7.4x	6.2x	15.8x	13.0x	26.7x	22.6x	1.20x	1.02x
Riverbed Technology	\$19.71	87%	1.43x	\$3,153.4	\$65.6	\$3,219.0	2.8x	2.6x	9.6x	8.7x	17.1x	15.3x	1.17x	1.04x
CommVault Systems	\$64.95	72%	1.06x	\$3,084.8	(\$500.5)	\$2,584.3	4.0x	3.4x	15.3x	12.6x	32.6x	27.6x	1.52x	1.29x
NetScout Systems	\$37.58	96%	1.77x	\$1,553.1	(\$145.0)	\$1,408.2	3.3x	2.9x	11.6x	9.8x	23.9x	20.1x	1.59x	1.34x
Infoblox	\$20.06	41%	1.17x	\$1,080.7	(\$251.0)	\$829.7	3.1x	2.6x	31.0x	17.3x	NM	46.1x	NM	2.16x
Gigamon	\$30.39	73%	1.32x	\$967.4	(\$138.2)	\$829.3	4.5x	3.5x	26.2x	16.8x	NM	40.5x	NM	1.48x
PROS Holdings	\$31.51	76%	1.37x	\$919.7	(\$44.7)	\$875.0	4.6x	3.8x	35.1x	23.2x	NM	NM	NM	NM
Average							5.2x	4.4x	16.9x	12.9x	23.6x	24.1x	1.49x	1.38x
Median							3.9x	3.4x	15.3x	12.6x	21.8x	21.3x	1.44x	1.31x

IT Infrastructure Management – Operating Metrics

(\$Millions, except per share values)

(\$Millions, except per share values)							Operating Metrics								
							CY Rev. Growth		CY EBITDA Margin		5-Yr NI	GM	S&M Mgn	R&D Mgn	G&A Mgn
Stock Price	% of 52-Week High	Current Stock Price as a Multiple of 52-Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM	
IT Infrastructure Management															
Vmware	\$108.02	97%	1.67x	\$46,533.0	(\$5,116.0)	\$40,808.0	15.8%	16.4%	37.1%	37.4%	18.0%	86.1%	34.8%	20.5%	8.4%
CA Technologies	\$30.98	86%	1.29x	\$13,871.9	(\$1,083.0)	\$12,788.9	(2.6%)	1.0%	39.0%	39.8%	8.9%	85.8%	25.3%	12.0%	8.2%
Citrix Systems	\$57.44	74%	1.12x	\$10,554.8	(\$734.7)	\$9,820.1	9.1%	9.3%	28.0%	30.0%	12.7%	86.1%	41.7%	17.7%	8.9%
Red Hat	\$52.98	86%	1.26x	\$10,041.7	(\$982.1)	\$9,059.6	14.0%	13.8%	27.4%	26.7%	15.7%	84.8%	39.0%	20.7%	9.9%
Splunk	\$71.49	67%	1.85x	\$8,429.0	(\$897.5)	\$7,531.5	33.2%	33.9%	2.0%	5.6%	26.3%	88.9%	71.2%	25.1%	17.8%
F5 Networks	\$106.63	91%	1.58x	\$7,219.2	(\$578.2)	\$6,641.0	14.8%	13.0%	38.9%	39.5%	15.5%	82.6%	32.6%	14.8%	6.7%
TIBCO Software	\$20.32	75%	1.12x	\$3,288.2	(\$216.0)	\$3,072.2	7.8%	8.7%	28.0%	28.2%	13.8%	71.3%	32.6%	15.9%	5.9%
SolarWinds	\$42.63	72%	1.33x	\$3,203.0	(\$145.3)	\$3,057.7	23.9%	18.0%	46.7%	48.1%	22.2%	91.7%	29.6%	11.2%	14.0%
Riverbed Technology	\$19.71	87%	1.43x	\$3,153.4	\$65.6	\$3,219.0	9.7%	8.1%	29.4%	29.9%	14.7%	72.9%	45.0%	18.2%	7.0%
CommVault Systems	\$64.95	72%	1.06x	\$3,084.8	(\$500.5)	\$2,584.3	15.2%	15.0%	25.7%	27.3%	21.5%	87.3%	49.1%	9.2%	10.8%
NetScout Systems	\$37.58	96%	1.77x	\$1,553.1	(\$145.0)	\$1,408.2	10.9%	14.0%	28.7%	29.7%	15.0%	78.9%	32.9%	16.3%	7.5%
Infoblox	\$20.06	41%	1.17x	\$1,080.7	(\$251.0)	\$829.7	8.2%	18.5%	10.1%	15.3%	21.3%	78.0%	50.4%	18.6%	11.1%
Gigamon	\$30.39	73%	1.32x	\$967.4	(\$138.2)	\$829.3	30.9%	27.5%	17.2%	21.0%	27.3%	78.0%	51.3%	30.0%	18.2%
PROS Holdings	\$31.51	76%	1.37x	\$919.7	(\$44.7)	\$875.0	32.2%	19.2%	13.0%	16.6%	25.2%	70.2%	NA	22.4%	NA
Average							15.9%	15.5%	26.5%	28.2%	18.4%	81.6%	41.2%	18.0%	10.3%
Median							14.4%	14.5%	28.0%	28.9%	16.8%	83.7%	39.0%	18.0%	8.9%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q1 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 20x, EV/CY EBITDA > 40x, P/E > 50x and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).



Appendix – Q1 Selected Software & Internet M&A Transactions

Selected Global Software & Internet M&A Comparables (Transaction Value > \$ 10 million or Disclosed Multiples)

					Valuation Metrics	
Date	Target	Acquirer	Transaction Value (\$USDmm)	Enterprise Value (\$USDmm)	EV/LTM Revenues	EV/LTM EBITDA
Software Sector						
03/31/2014	DivX and Rovi Taiwan	PCF Number 1	\$75	\$75	NA	NA
03/31/2014	Blancco	Regeneris	\$83	\$83	4.9x	NA
03/31/2014	Stratus Technologies	Siris Capital Group	\$352	\$352	NA	NA
03/31/2014	Andera	Bottomline Technologies	\$48	\$48	NA	NA
03/27/2014	Advanced Application	JBCC Holdings	\$14	\$22	NA	NA
03/27/2014	Internet America	Crexendo	\$16	\$13	1.7x	7.9x
03/26/2014	Cybertrust Japan	Softbank Technology	\$16	\$20	1.2x	NA
03/26/2014	Fieldglass	SAP	\$1,000	\$1,000	NA	NA
03/26/2014	CJ Games	Han River Investment	\$500	NA	NA	NA
03/24/2014	VaultLogix	InterCloud Systems	\$44	\$44	3.7x	9.8x
03/21/2014	Leju Holdings	Tencent Holdings	\$180	\$1,104	3.3x	13.0x
03/20/2014	MDS Technology	Hancom	\$69	\$182	2.4x	19.2x
03/20/2014	Jedat China Software	Hyron Japan	\$1	\$1	0.6x	NA
03/19/2014	Pebble Beach Systems	Vislink	\$25	\$25	2.6x	11.4x
03/19/2014	Cyvera	Palo Alto Networks	\$200	\$200	NA	NA
03/19/2014	X2O Media	Barco	\$19	\$19	4.2x	NA
03/18/2014	Matrix-Data	Market Metrics	\$13	\$33	NA	NA
03/18/2014	Boomchat	Horizon Minerals	\$15	\$15	NA	NA
03/18/2014	TravelCLICK	Thoma Bravo	\$930	\$930	NA	NA
03/18/2014	Napa	Classnk Nippon Kaiji Kyokai	\$74	\$74	NA	NA
03/13/2014	Renaissance Learning	Hellman & Friedman	\$1,100	NA	NA	NA
03/13/2014	Techno Vision	RCG Holdings	\$9	\$9	14.4x	NA
03/13/2014	Internet Broadcasting Systems	Nexstar Broadcasting Group	\$20	\$20	NA	NA
03/12/2014	Industry Data Online	eBet	\$1	\$1	0.6x	NA
03/11/2014	The Immediate Edge	Raine Ventures	\$1	\$1	2.7x	NA
03/10/2014	Serena Software	HGGC	\$453	NA	NA	NA
03/10/2014	Sample Digital Holdings	Prime Focus Technologies	\$12	\$12	3.0x	13.1x
03/06/2014	Sky Software	Tribal Group	\$19	\$19	NA	NA
03/06/2014	CoreXchange	Zayo Colocation	\$18	\$18	NA	NA
03/06/2014	CAH Holdings Group	Talkweb Information System	\$3	\$11	2.5x	NA
03/03/2014	KnowledgeAdvisors	Corporate Executive Board	\$52	\$52	NA	NA
03/03/2014	Magic Feature	Forgame Holdings	\$94	\$358	NA	NA
02/27/2014	NetRegistry Group	Melbourne IT	\$45	\$45	1.7x	8.4x
02/26/2014	Third Coast Holdings	Wolters Kluwer Corporate Legal Services	\$180	\$290	NA	NA
02/25/2014	Equipos	SimCorp	\$14	\$17	NA	NA
02/24/2014	Veveo	Rovi	\$82	\$82	NA	NA
02/21/2014	Cryptzone Group	Medina Capital	\$13	\$13	3.6x	NA
02/21/2014	Shenzhen FTX Technology	Shenzhen Xinguodu Technology	\$141	\$141	NA	NA
02/20/2014	Simple Finance Technology	BBVA Compass Bancshares	\$117	\$117	NA	NA
02/19/2014	WhatsApp	Facebook	\$16,374	\$16,374	NA	NA
02/19/2014	Coverity	Synopsys	\$375	\$350	NA	NA
02/18/2014	DAX Technologies	Spirent Communications	\$37	\$37	NA	NA
02/18/2014	Xora	ClickSoftware Technologies	\$15	\$15	NA	NA
02/18/2014	SkillUp Video Technologies	OPT	\$22	\$25	NA	NA
02/18/2014	People & Print Group	Vistaprint	\$33	\$33	0.7x	8.0x
02/18/2014	Himex	Quindell	\$254	\$418	NA	NA
02/17/2014	NSO Group	Francisco Partners Management	\$120	\$120	NA	NA
02/14/2014	Viber Media	Rakuten	\$900	\$900	NA	NA
02/13/2014	Transics International	WABCO Europe BVBA	\$136	\$115	1.6x	7.2x
02/13/2014	TrueCar	Investor Consortium	\$87	NA	NA	NA
02/12/2014	Getjar	Sungy Mobile	\$36	\$36	NA	NA
02/11/2014	OnMobile Global	OnMobile Systems	\$8	\$69	0.5x	3.2x
02/10/2014	AutoNavi Holdings	Alibaba Group Holding	\$1,236	\$1,168	8.2x	NA
02/06/2014	Interthinx	First American Financial	\$155	\$155	NA	NA
02/06/2014	Ness Computing	OpenTable	\$17	\$11	NA	NA
02/06/2014	Bright Media	LinkedIn	\$120	\$120	NA	NA

Source: CapitalIQ.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

Note: Excludes Outlier Multiples for Transactions with EV/Revenue > 20x & EV/EBITDA > 40x.



Appendix – Q1 Selected Software & Internet M&A Transactions (Cont.)

					Valuation Metrics	
Date	Target	Acquirer	Transaction Value (\$USDmm)	Enterprise Value (\$USDmm)	EV/LTM Revenues	EV/LTM EBITDA
Software Sector						
02/06/2014	Skyfence Networks	Imperva	\$60	\$60	NA	NA
02/06/2014	SET Media	Conversant	\$30	\$30	NA	NA
02/06/2014	Shenick Network Systems	Aeroflex Holding	\$29	\$29	3.0x	NA
02/05/2014	ZUUS Media	Ubiquity Broadcasting	\$30	\$30	NA	NA
02/04/2014	BlueKite	Xoom	\$15	\$15	NA	NA
02/03/2014	Compass Computer Consultants	Advanced Computer Software Group	\$24	\$19	2.1x	3.6x
02/03/2014	Pozitron Yazilim	Monitise	\$98	\$98	NA	NA
02/03/2014	Techonpalm	Cubes	\$3	\$4	NM	NA
01/30/2014	Accelrys	Dassault Systemes	\$746	\$683	4.1x	NM
01/30/2014	skobbler	Telenav	\$24	\$24	NA	NA
01/30/2014	NaturalMotion	Zynga Game International	\$527	\$527	NA	NA
01/30/2014	Trendium	JDS Uniphase	\$25	\$25	NA	NA
01/30/2014	Aditya Birla Minacs Worldwide	CX Partners; Capital Square Partners	\$260	\$260	NA	NA
01/30/2014	T.C. Factory	Sockets	\$0	\$1	0.9x	NA
01/29/2014	DigitalSmiths	TiVo	\$135	\$135	NA	NA
01/28/2014	Columbus Holding	Goodbaby (Hong Kong)	\$97	\$97	NA	NA
01/28/2014	Federated Media Publishing	LIN Digital Media	\$19	\$19	NA	NA
01/28/2014	Manzoo.com	Suning Commerce Group	\$10	\$10	NA	NA
01/27/2014	NameHog	Daily Internet	\$0	\$0	0.8x	5.0x
01/27/2014	RC Real Business Solutions	incadea Deutschland	\$17	\$17	NA	NA
01/27/2014	Deepmind Technologies	Google	\$401	\$401	NA	NA
01/27/2014	Shanda Games	Shanda Interactive; Primavera Capital	\$440	\$1,821	2.5x	5.5x
01/24/2014	AMEE Easy Software Solutions, Easy Dealer	Rubik Financial	\$2	\$2	NA	4.6x
01/24/2014	Payment Processing	Global Payments	\$420	\$420	NA	NA
01/24/2014	Beauty Holdings	Hikari Tsushin	\$2	\$3	1.0x	NA
01/23/2014	Project Rover	AOL	\$91	\$91	NA	NA
01/23/2014	Nuomi Holdings	Baidu Holdings	\$124	\$302	NA	NA
01/22/2014	AirWatch	VMware	\$1,540	\$1,540	15.4x	NA
01/22/2014	Scout Analytics	ServiceSource International	\$33	\$33	6.0x	NA
01/21/2014	CJSC MICEX-Information Technologies	Fabrikant.ru	\$13	\$13	NA	NA
01/21/2014	NEC BIGLOBE	Japan Industrial Partners	\$672	\$862	NA	NA
01/20/2014	Smart Navi	Hikari Tsushin	\$7	\$12	1.1x	NA
01/17/2014	Snd Distribuição De Produtos De Informática	Inversora Gerber	\$22	\$30	0.1x	5.8x
01/16/2014	Transdyn	Kapsch TrafficCom IVHS	\$16	\$16	0.5x	NA
01/16/2014	TDX Group	Equifax	\$327	\$327	3.7x	NA
01/16/2014	Shanghai 2345 Network Technology	Shanghai Hyron Software	\$151	\$436	NA	NA
01/15/2014	Exec	Handybook	\$10	\$10	NA	NA
01/15/2014	Pilat Media Global	SintecMedia; Sintec Media Software	\$81	\$72	1.6x	12.4x
01/13/2014	Branch Media	Facebook	\$15	\$15	NA	NA
01/13/2014	RJ Participacoes	Bematech	\$7	\$12	3.1x	NA
01/11/2014	Quest Solution	Amerigo Energy	\$16	\$14	0.4x	14.6x
01/09/2014	Intercept IT	Alternative Networks	\$21	\$21	1.3x	16.2x
01/09/2014	Newgen Software Technologies	IDG Ventures India; Ascent Capital	\$18	NA	NA	NA
01/08/2014	Little Eye Software Labs	Facebook	\$14	\$14	NA	NA
01/08/2014	PeopleAnswers	INFOR	\$200	\$200	NA	NA
01/07/2014	Certain Assets	DIRECTV MDU	\$13	\$13	NA	NA
01/06/2014	Unicorn Media	Brightcove	\$51	\$51	10.3x	NA
01/06/2014	KANA Software	Verint Systems	\$514	\$514	NA	NA
01/06/2014	Parature	Microsoft Dynamics	\$100	\$100	NA	NA
01/03/2014	Asseco Solutions	Asseco Central Europe	\$19	\$19	NA	NA
01/02/2014	Mandiant	FireEye	\$844	\$826	8.1x	NA
				Average ⁽¹⁾	3.34x	9.4x
				Median ⁽¹⁾	2.47x	8.2x

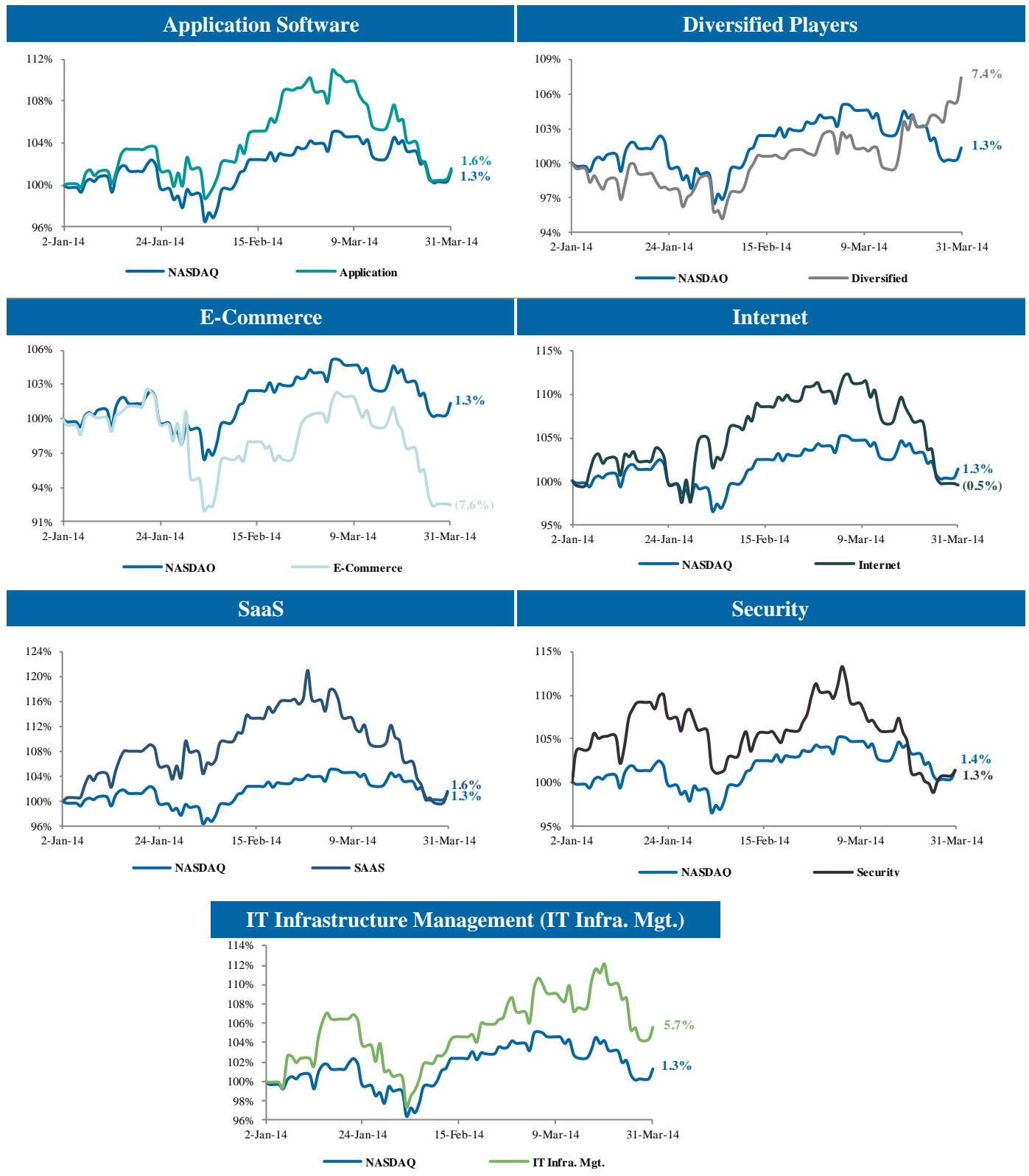
Source: CapitalIQ.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

Note: Excludes Outlier Multiples for Transactions with EV/Revenue > 20x & EV/EBITDA > 40x.



Appendix – Software & Internet Public Equity Market Performance





Appendix – Software & Internet Public Company Groups

Application	
Company Name	Ticker
Intuit	INTU
Autodesk	ADSK
Sage Group	SGE
NetSuite	N
Ansys	ANSS
OpenText	OTEX
Tableau Software	DATA
PTC	PTC
Aspen Technology	AZPN
Guidewire Software	GWRE
Manhattan Associates	MANH
NICE Systems	NICE
Dealertrack Technologies	TRAK
Synchronoss Technologies	SNCR
MicroStrategy	MSTR
BroadSoft	BSFT
QAD	QADA
Actuate	BIRT

E-Commerce	
Company Name	Ticker
Amazon.com	AMZN
eBay	EBAY
Priceline.com	PCLN
Rakuten	4755
TripAdvisor	TRIP
Expedia	EXPE
Groupon	GRPN
Mercadolibre	MELI
Shutterstock	SSTK
ValueClick	CNVR
Coupons.com	COUP
RetailMeNot	SALE
Vistaprint	VPRT
Orbitz Worldwide	OWW
Liquidity Services	LQDT
Digital River	DRIV
Care.com	CRCM
Overstock.com	OSTK
Blue Nile	NILE

SaaS	
Company Name	Ticker
Salesforce.com	CRM
Workday	WDAY
ServiceNow	NOW
NetSuite	N
Athenahealth	ATHN
Concur Technologies	CNQR
Ultimate Software Group	ULTI
HomeAway	AWAY
Cornerstone OnDemand	CSOD
Qlik Technologies	QLIK
Demandware	DWRE
RetailMeNot	SALE
LifeLock	LOCK
Cvent	CVT
RealPage	RP
Blackbaud	BLKB
Synchronoss Technologies	SNCR
Marketo	MKTO
Fleetmatics Group	FLTIX
LogMeIn	LOGM
SPS Commerce	SPSC
ChannelAdvisor	ECOM
Constant Contact	CTCT
Millennial Media	MM
SciQuest	SQI
Tangoe	TNGO
ServiceSource International	SREV
E2open	EOPN
LivePerson	LPSN
Textura	TXTR
IntraLinks Holdings	IL
Jive Software	JIVE
Bazaarvoice	BV
Demand Media	DMD
Vocus	VOCS
Carbonite	CARB

Diversified	
Company Name	Ticker
Microsoft	MSFT
Oracle	ORCL
SAP	SAP
Adobe Systems	ADBE

Internet	
Company Name	Ticker
Google	GOOG
Facebook	FB
Baidu	BIDU
Yahoo	YHOO
Twitter	TWTR
LinkedIn	LNKD
Netflix	NFLX
Activision Blizzard	ATVI
Yandex	YNDX
Pandora	P
IAC/InterActive	IACI
Yelp	YELP
AOL	AOL
Zillow	Z
51job	JOBS
Renren	RENN
Trulia	TRLA
Angie's List	ANGI
Move	MOVE

Security	
Company Name	Ticker
Symantec	SYMC
Check Point Software	CHKP
FireEye	FEYE
VeriSign	VRSN
Trend Micro	4704
Fortinet	FTNT
Imperva	IMPV
Proofpoint	PFPT
AVG Technologies	AVG
Qualys	QLYS

IT Infrastructure Management	
Company Name	Ticker
Vmware	VMW
CA Technologies	CA
Citrix Systems	CTXS
Red Hat	RHT
Splunk	SPLK
F5 Networks	FFIV
TIBCO Software	TIBX
SolarWinds	SWI
Riverbed Technology	RVBD
CommVault Systems	CVLT
NetScout Systems	NTCT
Infoblox	BLOX
Gigamon	GIMO
PROS Holdings	PRO



Disclaimer

This Quarterly Report (the “Quarterly”) has been prepared solely for informational purposes and may not be used or relied upon for any purpose other than as specifically contemplated by a written agreement with us.

This Quarterly is not intended to provide the sole basis for evaluating and should not be considered a recommendation with respect to, any transaction or other matter. This Quarterly does not constitute an offer, or the solicitation of an offer, to buy or sell any securities or other financial product, to participate in any transaction or to provide any investment banking or other services and should not be deemed to be a commitment or undertaking of any kind on the part of Navidar Group LLC (“Navidar”) or any of its affiliates to underwrite, place or purchase any securities or to provide any debt or equity financing or to participate in any transaction, or a recommendation to buy or sell any securities, to make any investment or to participate in any transaction or trading strategy.

Although the information contained in this Quarterly has been obtained or compiled from sources deemed reliable, neither Navidar nor any of its affiliates make any representation or warranty, express or implied, as to the accuracy or completeness of the information contained herein and nothing contained herein is, or shall be relied upon as, a promise or representation whether as to the past, present or future performance. The information set forth herein may include estimates and/or involve significant elements of subjective judgment and analysis. No representations are made as to the accuracy of such estimates or that all assumptions relating to such estimates have been considered or stated or that such estimates will be realized. The information contained herein does not purport to contain all of the information that may be required to evaluate a participation in any transaction and any recipient hereof should conduct its own independent analysis of the data referred to herein. We assume no obligation to update or otherwise revise these materials.

Navidar and its affiliates do not provide legal, tax or accounting advice. Prior to making any investment or participating in any transaction, you should consult, to the extent necessary, your own independent legal, tax, accounting and other professional advisors to ensure that any transaction or investment is suitable for you in the light of your financial capacity and objectives.