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M&A International Inc.
Technology Group
Deal Book



Introduction



The global technology sector is as vibrant and dynamic today as it was in 1999 and 2000. With the pace of change accelerating so rapidly due to new technology platforms, emerging software delivery methodologies, enhancements in collaboration and communication solutions and the massive proliferation in data resulting from enhanced software products, intelligent mobile devices, etc., the need for advisors with specialized industry expertise, solid transaction experience and global reach has never been greater.

M&A International's Technology Group has a long history of providing unparalleled strategic advice and generating fantastic transaction outcomes for a roster of the world's leading global technology clients. By integrating local technology industry expertise, global reach and relationships, seamless cross-border cooperation and a wealth of transaction experience, M&A International's Technology Group can assist clients with all of their global expansion initiatives.

Through continuous communication, integrated infrastructure and the ability to quickly and easily draw on resources and aggregate transaction and industry information from around the world, M&A International's Technology Group is able to provide our clients with the intelligence they need to execute their strategic initiatives and maximize shareholder value.

The following pages describe some of the most interesting and complex transactions that our Technology Group has completed in the past three years. We have been fortunate to have had the opportunity to work with some of the world's leading technology companies and we have worked extremely hard to consummate transactions that have exceeded their expectations.

We look forward to earning your business and adding your logo to our roster of successful technology clients.

Bradford A. Adams, CFA

Head of M&A International Inc.'s Technology Group

M&A International Inc. – we close deals in your industry

Established in 1985, M&A International Inc. www.mergers.net offers the unparalleled, global resources of over 600 M&A professionals operating in every major financial center of the world. Our members advise primarily middle-market companies on acquisitions, divestitures, fundraising and fairness opinions. With M&A International Inc., you will receive advice from senior professionals with the relationships, reach and resources needed to ensure your goals are met.

Key facts:

- 1,300 closed transactions in the past five years worth more than US\$75 billion
- An international, proprietary deal database with over 3,500 active and closed transactions




Our dedicated M&A professionals bring to the table superior expertise and knowledge in leading industrial sectors. They form engagement specific industry groups that understand the industry and the unique challenges you face, providing in-depth market knowledge. M&A International Inc. has the following industry groups:

- Automotive & Aerospace
- Business Support Services
- Construction & Engineering Services
- Energy
- Food & Beverage
- Healthcare
- Media
- Real Estate
- Retail
- **Technology**






Members in the leading financial centers of the world



Sector	Target	Our role	Seller Location	Activity	Acquiror/Investors Location	Activity	
	Broadband, Digital and Fiber optic Telecommunications	65% stake in Acentic Holding GMBH	Advisor to seller	Acentic Holding GMBH, United Kingdom	Provides in-room digital entertainment and services in hotels	Philweb Corporation and ISM Communications Corporation, Philippines	Provide information technology, telecommunications and gaming expertise
	<p>Description of transaction: Advised Acentic on identifying relevant trade buyers particularly in the hotel PayTV market. The controlling stake in Acentic owned by GI Partners, a leading private equity firm focused on asset backed investments in North America and Western Europe, was acquired for a cash consideration of US\$28.5 million. The remaining 35% of Acentic will continue to be owned by Niantic Holdings GmbH, a German company controlled by Dr. Andreas Jacobs of the renowned chocolate family.</p>						
	Broadband, Digital and Fiber optic Telecommunications	Cecure Gaming Ltd	Advisor to seller	Administrators of Cecure Gaming Ltd, United Kingdom	Provides poker games to mobile phones	Undisclosed, United Kingdom	Online gaming provider
	<p>Description of transaction: Appointed by the administrators to manage the disposal of Cecure Gaming. Prior experience in managing disposals via a time constrained competitive auction process and previous knowledge of the business enabled us to be well positioned to win and execute the mandate.</p>						
	Broadband, Digital and Fiber optic Telecommunications	New Com Telecomunicatii SA	Advisor to seller	Private shareholders of New Com Telecomunicatii SA, Romania	Independent telecommunications operator	Romtelecom SA, Romania	Provides a full range of telecommunication services
	<p>Description of transaction: Advised New Com Telecomunicatii's shareholders on structuring an asset deal in which the buyer purchased part of the company's assets, including the customer list, for US\$20 million.</p>						






	Sector	Target	Our role	Seller Location	Activity	Acquiror/Investors Location	Activity
	Consumer Finance, Investment Management, Private Equity	LEPService	Advisor to buyer	Private shareholders of LEPService, United States	Provides technical services	Navigation Capital Partners, Inc., United States	Private equity
	<p>Description of transaction: Advised NCP on its acquisition of LEPService, a leading provider of smart grid technologies and services. The LEPService business was combined with NCP's recently acquired STS business to form Metadigm Services, a leading platform player in the smart grid solutions sector.</p>						
	Consumer Finance, Investment Management, Private Equity	Specialized Technical Services, Inc.	Advisor to buyer	Shareholders of Specialized Technical Services, Inc., United States	Utility services provider	Navigation Capital Partners, Inc., United States	Private equity
	<p>Description of transaction: Advised NCP on refining its acquisition strategy and identifying potential targets and opportunities via a comprehensive contact program. Assisted NCP in acquiring STS, the first in a series of acquisitions in support of NCP's initiative to build an industry-leading provider of field and data management services to utilities.</p>						
	Data Processing and BPO	Bizanga	Advisor to seller	Private shareholders of Bizanga, United States	Provides infrastructure software focused on email management	Cloudmark, United States	Provides message security solutions
	<p>Description of transaction: Advised on the sale of Bizanga to Cloudmark for US\$25.4 million.</p>						




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	Digital Media	Atlas	Advisor to buyer	Private shareholders of Atlas, Czech Republic	Internet portal	Warburg Pincus, United States	Private equity
	<p>Description of transaction: Advised Warburg Pincus on the acquisition of Atlas, which is the third largest Czech internet portal. For Warburg, this is a strategic addition to a previous acquisition of the second largest internet portal in the Czech Republic and Slovakia, Centrum.</p>						
	Digital Media	Web Reservations International Ltd	Advisor to seller	Management team of Web Reservations International Ltd, Ireland	Internet travel retailer and distributor	Hellmann & Friedman LLC, United States	Private equity
	<p>Description of transaction: Advised the management of Web Reservations International (WRI) on the sale of the company to Hellmann & Friedman for US\$342 million. The acquisition will help WRI provide valued support and resources to speed up their growth and capitalize on strategic business opportunities.</p>						
	Electrical Equipment and Components	Philips High Tech Plastics Optics	Advisor to seller	Royal Philips Electronics, Netherlands	Designs and manufactures precision molded parts and lenses	Triumph Pan-Pacific Capital Ltd., China	Builds opto-mechanical solutions for a variety of industries
	<p>Description of transaction: Advised Royal Philips Electronics on the sale of its High Tech Plastics Group. The sale of the Suzhou, PRC-based subsidiary was the third and final transaction of the company's divestiture strategy.</p>						






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	Electrical Equipment and Components	VDS Vosskühler GmbH	Advisor to seller	Sole shareholder of VDS Vosskühler GmbH, Germany	Produces professional cameras for industrial, medical, traffic and defense applications	Allied Vision Technologies GmbH, Germany	Supplies products for the vision and sensor technology sector
<p>Description of transaction: Initiated the transaction and acted as advisor to the sole shareholder and founder of VDS Vosskühler GmbH in the sale of the company to Allied Vision Technologies GmbH, a subsidiary of publicly owned Augusta Technologie AG.</p>							
	IT Services	69% stake in Exclusive Networks	Advisor to seller	Shareholders of Exclusive Networks, France	Distributes security, storage and networking solutions for corporate users	Crédit Agricole Private Equity, France	Investment fund
<p>Description of transaction: Advised Exclusive Networks' shareholders on a very successful LBO which resulted in an equity investment of over US\$44 million. The transaction created a European leader in the distribution of information system security solutions and enabled management to continue to implement and develop the business strategy it had originally put in place. The group's two key strategic aims are to strengthen its vendor base in countries where it already operates and to accelerate its pan-European expansion, particularly in Germany and Scandinavia, through acquisition.</p>							
	IT Services	Assystem Italia (Rome)	Advisor to seller	Assystem Italia SpA, Italy	IT consulting services to private and public clients	Aster SpA, Italy	IT consulting services to private and public clients
<p>Description of transaction: Advised Assystem Italia, a subsidiary of Assystem, a French IT consulting company, on the disposal of its activities in Rome. The managers of Assystem in Rome created a Newco (Aster SpA) that purchased the assets of the company.</p>							






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	IT Services	beiT Consulting GmbH	Advisor to buyer	Shareholders of beiT Consulting GmbH, Austria	Designs and develops individual software solutions	adesso AG, Germany	Defines and implements e-business strategies
<p>Description of transaction: Advised adesso AG on identifying a suitable strategic partner in the Austrian market. With this US\$5 million add-on, adesso will now be able to adopt its expert-based consulting services to the Austrian market. BeiT Consulting GmbH will trade under the name of adesso Austria GmbH.</p>							
	IT Services	Business Formula (M) Sdn. Bhd.	Advisor to buyer	Private shareholders of Business Formula (M) Sdn. Bhd., Malaysia	Enterprise Resource Planning (ERP) consulting firm specializing in SAP	NTT DATA Corporation, Japan	Provides IT solutions and services in system consultation and design
<p>Description of transaction: Advised NTT Data on developing the financial structure of this transaction. NTT Data was looking to acquire SAP consulting service providers to expand its foothold in Southeast Asia.</p>							
	IT Services	CedarCrestone	Advisor to seller	Private shareholders of CedarCrestone, United States	Provides Oracle pure-play consultancy and managed services	Golden Gate Capital, United States	Private equity
<p>Description of transaction: Assisted CedarCrestone's shareholders in structuring and negotiating the sale of the company to Golden Gate Capital and in formulating a strategic partnership with Sierra Systems.</p>							




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	IT Services Dating Cafe Vermittlungsagentur GmbH	Advisor to seller	Private shareholder of Dating Cafe Vermittlungsagentur GmbH, Germany	Internet dating portal offering events and travel options for singles	allesklar.com, Germany	Internet media
<p>Description of transaction: Retained by the sole shareholder of Dating Cafe to identify a suitable strategic partner. A majority holding was sold to allesklar.com. The former shareholder retained a role with the Company as Managing Director and continued to have a minority ownership position.</p>						
	IT Services E2E Consulting	Advisor to buyer	Shareholders of E2E Consulting, United States	An Oracle System Integrator, software reseller and training provider	CedarCrestone, United States	Provides Oracle pure-play consultancy and managed services
<p>Description of transaction: Retained by CedarCrestone to help develop and implement a growth strategy that broadens its technology platform expertise into Oracle platforms beyond PeopleSoft. Assisted the company in evaluating potential targets as well as structuring and negotiating the terms of the transaction with E2E Consulting. The acquisition of E2E Consulting expands CedarCrestone offerings deeper into Oracle and SOA technologies which help link PeopleSoft applications with other technology solutions.</p>						
	IT Services Edenbrook Ltd.	Advisor to buyer	Private shareholders of Edenbrook Ltd., United Kingdom	Provides IT consultancy services	Hitachi Consulting, United States	Delivers business and IT strategies and solutions to Global 2000 companies
<p>Description of transaction: Assisted Hitachi Consulting, the global business and IT consulting arm of Hitachi, Ltd., in identifying and pursuing select business and IT strategy consulting targets in Europe as well as structuring and negotiating the terms of the transaction.</p>						









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	IT Services	Extend Technologies Group	Advisor to buyer	Private shareholders of Extend Technologies Group, Australia	SAP consulting firm	NTT DATA Corporation, Japan	Provides IT solutions and services in system consultation and design
<p>Description of transaction: Advised NTT DATA Corporation on implementing its market entry strategy into the southern part of the Asia Pacific region. In the transaction, the Japanese group, through its Singapore subsidiary, acquired an initial stake of 51% with existing management retaining 49%. An ongoing option formula has been put in place under which NTT DATA could elect to acquire some or all of the balance within three years.</p>							
	IT Services	Hostworks Group Limited	Advisor to seller	Public shareholders of Hostworks Group Limited, Australia	Provides critical application managed services and managed web hosting	Broadcast Australia Pty Limited, Australia	Broadcast transmission provider
<p>Description of transaction: Advised Hostworks on an approach made by Broadcast Australia Pty Limited, a wholly owned entity of Macquarie Communications Group, a public communications fund managed by Macquarie Bank. Implemented the transaction through a scheme of arrangement, valuing Hostworks at US\$65 million.</p>							
	IT Services	IT Staffing Division of Dextrys	Advisor to seller	Dextrys, United States	US-based Chinese outsourcer of product engineering and application services	Eliassen Group, United States	Provides IT and software professionals
<p>Description of transaction: Advised Dextrys on the divestiture of its non-core IT staffing business to the Eliassen Group, a large, US-based staffing services provider. The transaction adds to Eliassen Group's record growth and enables the Company to continue to build on its experience in several attractive IT verticals.</p>							

	Sector	Target	Our role	Seller Location	Activity	Acquiror/Investors Location	Activity
	IT Services	Microchannel Technologies Ltd	Advisor to seller	Private shareholders of Microchannel Technologies Ltd, United Kingdom	Northern Ireland-based search engine marketing consultants	Unica Corporation, United States	Offers marketing software solutions
Description of transaction: Advised Microchannel Technologies Ltd on the sale of the trade and assets of the company to Unica Corporation for US\$1.75 million.							
	IT Services	NEA Gruppen AB	Advisor to buyer	Segulah, Sweden	Private equity	Imtech N.V., Netherlands	Provides technical services for electrical and mechanical engineering, and ICT
Description of transaction: Advised Imtech on a strategic growth plan that includes having a strong position in the Nordic countries. The US\$126 million acquisition of NEA, the second largest player in the market for electro-technical services in Sweden, makes it strategically possible to offer technical solutions to the market by combining mechanical and electrical services.							
	IT Services	Pace Retail Planning Software Assets of The Palladium Group	Advisor to seller	The Palladium Group, United States	Provides strategy execution and performance management solutions	Alvarez & Marsal, United States	Delivers a range of advisory and management services
Description of transaction: Assisted Palladium's management in identifying a potential acquiror for its retail planning software technology and the associated employees, active contracts and intellectual property. The product, known as Pace, was sold in a competitive divestiture process to Alvarez & Marsal, a leading business consulting platform with a significant focus on the retail industry.							









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	IT Services	Subsidiaries of Impact Europe AB	Advisor to buyer	Impact Europe AB, Sweden	Tandberg video conferencing reseller and AV solutions provider	Atea ASA, Norway	Supplies IT infrastructure in the Nordic and Baltic regions
	Description of transaction: Advised Atea on the US\$5 million acquisition of Impact Europe’s Swedish and Norwegian subsidiaries to strengthen its video conferencing and AV solutions businesses, which are future growth areas for the company.						
	IT Services	Unis Business Consulting & Services	Advisor to seller	Private shareholders of Unis Business Consulting & Services, China	Provides SAP services	Beyondsoft, China	Provides IT outsourcing
	Description of transaction: Advised Unis’ shareholders on the disposal of the company to Beyondsoft.						
	Industrial Machinery	Esse A Srl	Advisor to buyer	Private shareholders of Esse A Srl, Italy	Produces consumables and accessories for the laser cutting industry	Hypertherm Inc., United States	Designs and manufactures the world’s most advanced plasma cutting systems
	Description of transaction: Advised Hypertherm Inc. on the acquisition of the entire share capital of Esse A Srl from private shareholders.						

Sector	Target	Our role	Seller Location	Activity	Acquiror/Investors Location	Activity
	Information Technology Hawk-Eye Innovations Ltd	Advisor to seller	Private shareholder of Hawk-Eye Innovations Ltd, United Kingdom	Provides sports technology	Sony Professional Solutions Europe, Japan	Provides products, solutions and services for professional use
<p>Description of transaction: Appointed by Mark Getty, the owner of Hawk-Eye, to sell the company. Offers were received from a number of multibillion dollar corporations with Sony emerging as the preferred bidder.</p>						
	Information Technology Internet Corp	Advisor to seller	Private shareholders of Internet Corp, Romania	Online publisher	3TS Capital Partners, Austria	Private equity
<p>Description of transaction: Advised InternetCorp on the disposal of a minority stake to 3TS Capital Partners.</p>						
	Information Technology Structured Infrastructure Solutions (Pty) Ltd.	Advisor to buyer	Shareholders of Structured Infrastructure Solutions (Pty) Ltd., South Africa	Provides communications and electrical infrastructure technology solutions	Square One Solutions Group Limited, South Africa	Provides niche technology solutions
<p>Description of transaction: Advised Square One on the acquisition of Structured Infrastructure Solutions (Pty) for an undisclosed sum.</p>						



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	Life Sciences Tools and Services TranSenda International LLC	Advisor to seller	Private shareholders of TranSenda International LLC, United States	Develops application software for managing clinical trials	BioClinica, United States	Markets application software for managing clinical trials worldwide
Description of transaction: Advised TranSenda’s shareholders on the sale of the business to a strategic buyer. The acquisition aims to improve efficiencies for BioClinica customers by reducing study durations and costs through integrated operational management.						
	Media Microfilm Business Unit of Eastman Kodak Company	Advisor to seller	Eastman Kodak Company, United States	Provides imaging technology products and services	Eastman Park Micrographics, Inc., United States	Provides archival storage products and services
Description of transaction: Retained by Eastman Kodak Company to pursue the sale of its microfilm business unit, the leading provider of film, equipment and services for archival storage.						
	Software ACTIVE SOLUTION Software AG	Advisor to seller	Shareholders of ACTIVE SOLUTION Software AG, Austria	IT service provider in various areas	Cellent AG, Germany	Provides IT consultancy and services
Description of transaction: Retained by ACTIVE SOLUTION to search for a suitable strategic partner to ensure further international expansion of the company.						



Sector	Target	Our role	Seller Location	Activity	Acquiror/Investors Location	Activity
	Software Cranes Varsity (training business of Cranes Software International Limited)	Advisor to seller	Cranes Software International Limited, India	Provides software products and services	Undisclosed, India	Provides software
<p>Description of transaction: Retained by Cranes Software International Limited, a listed technology company in India that provides software products and services primarily in the enterprise statistical analysis and engineering space, to divest some of its assets and business divisions to mobilize resources to help in the financial restructuring of the company. The transaction involved the sale of the training division of Cranes Software International Limited (Cranes Varsity) to a Bangalore-based company.</p>						
	Software Horoquartz	Advisor to seller	Private shareholders of Horoquartz, France	Designs, develops and markets solutions for human resources optimization	Amano, Japan	Offers time information solutions
<p>Description of transaction: Advised Horoquartz on the sale of the company for US\$73 million.</p>						
	Software Kantone Holdings Limited	Advisor to buyer	Shareholders of Kantone Holdings Limited, China	Provides software	Champion Technology Holding Limited, China	Sells general systems products, and provides services and software licensing
<p>Description of transaction: Advised Champion Technology on the acquisition of shares in Kantone Holdings Limited for approximately US\$24.17 million to be financed entirely by the issue of a convertible bond.</p>						

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	Software	ZigBee IP assets of SeaSolve Software Inc.	Advisor to seller	Private shareholders of SeaSolve Software Inc., India	Supplies test and measurement solutions for the performance of wireless systems	National Instruments Ltd, United States	Provides test, measurement and embedded systems
	Description of transaction: Acted as the exclusive advisor to SeaSolve in the sale of the ZigBee IP assets to National Instruments.						
	Technology Hardware and Peripherals	A minority stake in EMS Electra SRL	Advisor to buyer	Private shareholders of EMS Electra SRL, Romania	Designs, develops and produces intercoms and electronic equipment	Hasec Elektronik GmbH, Germany	A full service provider and supplier for electronic manufacturing services
	Description of transaction: Advised the Hasec Group on the definition of its acquisition strategy and introduced the company to Mr. Marian Berdan, the main shareholder of Electra SRL. Electra founded a new subsidiary, after which Hasec acquired a minority stake in the newly founded entity. With this joint venture both parties have enlarged their production capacities, regional reach and access to markets.						
	Technology Hardware and Peripherals	DTN Holding Company, Inc.	Advisor to buyer	Private shareholders of DTN Holding Company, Inc., United States	Delivers valuable weather and market information to a variety of industries	Telvent GIT S.A., Spain	Delivers global IT services and solutions
	Description of transaction: Advised Telvent GIT S.A. on its acquisition of DTN, a leading provider of information services to the agriculture vertical, for US\$445 million to solidify Telvent's presence in the US. This transaction was the fourth deal that we completed for the company.						



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	Technology Hardware and Peripherals PECO II, Inc.	Advisor to seller	Board of Directors of PECO II, Inc., United States	A full service provider of telecommunication power systems	Lineage Power Holdings, Inc., United States	Delivers reliable and intelligent power conversion solutions
<p>Description of transaction: Retained by PECO II, Inc. to advise on the company's sale to Lineage Power Holdings, Inc., a portfolio company of The Gores Group, for US\$5.86 per share in cash. The transaction represented a 51% premium over the closing share price the day before announcement. Also rendered a fairness opinion to the Board of Directors of PECO II in connection with the transaction.</p>						
	Traditional Telecommunications Első Pesti Telefontársaság Nyrt	Advisor to buyer	Public shareholders of Első Pesti Telefontársaság Nyrt, Hungary	Public but non-quoted telco with call center and real estate management operations	Magyar Telekom, Hungary	Provides fixed line and mobile services to residential and business clients
<p>Description of transaction: Acted as financial advisor and broker to Magyar Telekom in executing the voluntary buy-out offer for the 2.8% stake it did not already own in Első Pesti Telefontársaság Nyrt.</p>						

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