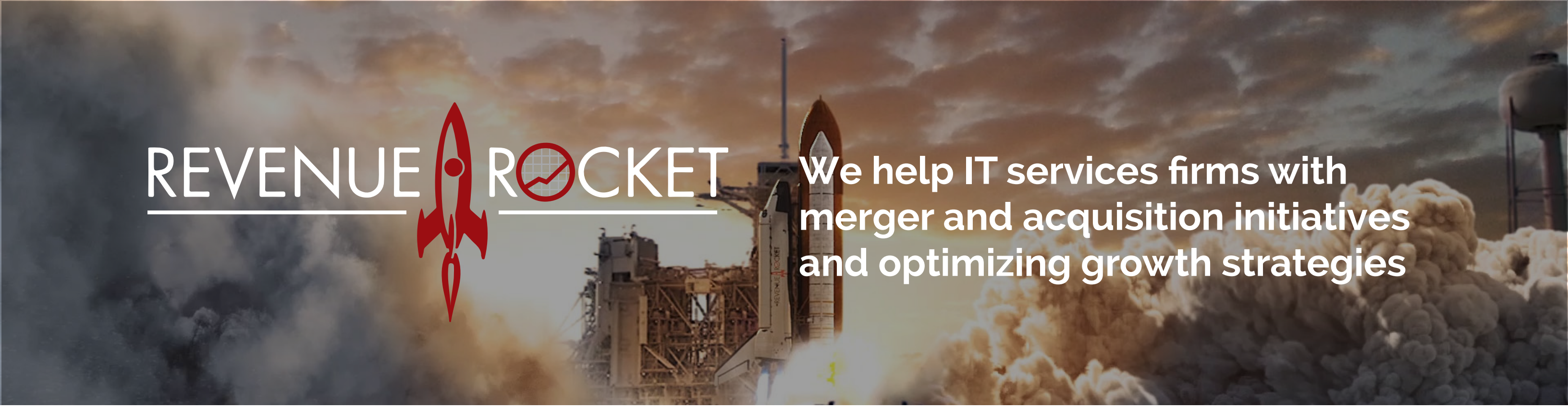


OUR PATH TO A SUCCESSFUL BUY-SIDE ACQUISITION

If you're an IT services executive with an ambitious growth imperative' over the next three years you're likely to be among the:

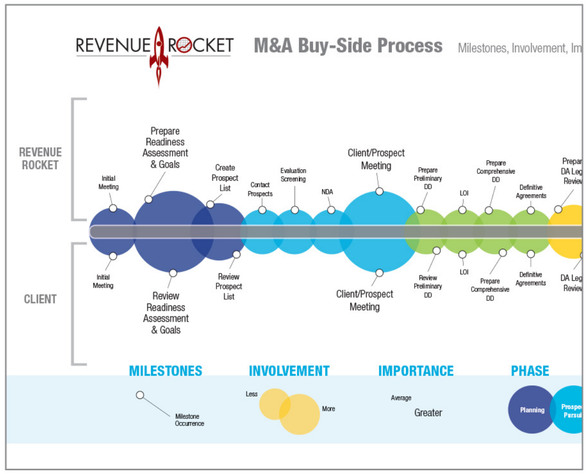
1. 76% of executives looking to grow acquisitively, either mostly by acquisition (29%), or equally between organic and acquisitive strategies (47%).*

2. 42% that use an independent third party, or you may be a company "with an internal M&A operation that puts the intermediary route as the most effective source of deals."*

Revenue Rocket is just such an independent third party, having successfully negotiated more than 140 M&A deals, and hundreds of independent valuations over the past 15 years. We're often asked by prospective clients to provide them with an overview of the process we use for companies looking to acquire an IT services firm, and this is it.

As a preface, we have to be clear in setting expectations. M&A has often been called one of the most unnatural acts of a business. It's a lengthy, time-consuming process that can get a bit unnerving at times, but when done right it can the catalyst that drives business. You should also know that "On average, buyers look at 100 opportunities to close one deal, and they reject a high percentage of opportunities very early, with only 18% reaching the NDA stage, 4% reaching the LOI stage and 1% reaching the end of due diligence."* With that said, let's get to the process.

M&A Readiness Review: Getting your company to the point where it makes sense to do an M&A is half the battle. There are many inviolate conditions that have to be in place before considering an M&A. The



CLICK HERE TO OPEN A FULL VIEW OF THE REVENUE ROCKET M&A BUY-SIDE PROCESS

Revenue Rocket M&A
Readiness Review is designed to help executives determine how equipped they are for an M&A. It's our experience you're ready to buy when, among other considerations:

- Business is strategically aligned with a welldefined, specialized offering
- With a solid base of organic growth
- Operating with best practices effectiveness in key functional areas
- Clean balance sheet, and sufficient capital and/or lending sources, to not only fund the transaction but to sustain the converged growth

Prospect Pursuit: Upon readiness, we'll create a specific prospect profile of the ideal company that fits your business objective, product and service set, culture, financial considerations, geography, size, and other criteria. We'll need to identify a sizeable prospect base from which to attract potential sellers. Having been in the M&A market for 15 years, we are constantly adding to and updating our large database of IT services companies. We start by calling prospects to ascertain initial levels of interest followed by an exploratory discussion between Revenue Rocket and the prospect to determine strategic and cultural fit. If all is good, we move to the NDA stage, at which point we dig deeper into the financial health of the prospect's business.

Letter of Intent: For those prospects that pass this initial hurdle, we offer letters of intent, which outline the terms of a deal and serve as an "agreement to agree" between two parties. At this point we begin to begin to develop a valuation of the prospect's business to begin the financial negotiations. We negotiate the high-level terms, structure, outline employee agreements and timelines for the transaction and document them for the letter of intent. Should you choose our legal option, we will draft and legally represent you in all aspects of the transaction.

Due Diligence: Upon acceptance of the letter of intent, we set up a virtual deal room as a repository for all documents, and begin the painstaking analysis and review of every aspect of the prospect's business. This includes all agreements with customers, vendors, employees, leases, loans, etc. A thorough financial review is completed, tracking orders to cash, bank reconciliation and tax filings. Also, a business analysis of their offerings and operations is examined. At the end of this process we certify that the due diligence has been completed.

Definitive Agreements: Here the negotiating begins in earnest. All aspects of the Definitive Agreements, reps and warrants, employee agreements and terms will be negotiated. In this phase there will be several hundred items that will be negotiated not only with the sellers but also with their lawyers accountants, and advisors. Without a doubt, this is the most difficult stage of the game. Post-Merger Integration: It's an odd and intriguing twist of management fate that one of the most critical elements of a company's long-term growth strategy is governed upside down. It's been our experience that most of management's attention is focused on the upfront number crunching, due diligence phase of the project, which evidence suggests is the least likely area where M&A runs afoul. When M&A efforts fail to meet the intended objective it's the backend— the post-acquisition assimilation phase of the M&A—where research suggests 65% of the failures occur. It's at this time when management's experience and firm hand is needed. To insure against failure at this stage, we begin with a post-merger charter that lays out the road map of what needs to take place before and after close for success, in terms of team roles, strategies, budgets, timelines, etc.

These are some of the reasons you bring in a consultant, and yes, that would be us: To keep you fresh for the tough stuff; to do a lot of the heavy-lifting; to be the bad guy when a bad guy is needed; to be the diplomat when a diplomat is needed; to be a sounding board when advice is needed; to be the negotiator when negotiating is needed; and to be someone who knows when, where and how to make these distinctions.

If you're looking to navigate a successful M&A, please contact:

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- Vice President, Reed Warren at 651-235-3019 or at rwarren@revenuerocket.com

*Equiteq 2014 Buyers Research Report