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THE JORDAN,
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INDEPENDENT INVESTMENT BANKING FOR MEDIA,
INFORMATION, MARKETING & TECHNOLOGY

Tech M&A Update – Growth Equity Recapitalizations

This month's letter is written by Jeff Becker, Managing Director & Co-Head of Technology Banking

Happy New Year. Early January is often a time for new beginnings and resolutions, usually about losing weight. At JEGI, 2015 actually brings on some additional weight, particularly in terms of our Technology banking capabilities. JEGI brought Joseph Sanborn and me (Jeff Becker) onboard last year as Co-Heads of Technology Banking in order to beef up (figuratively speaking) the firm's capabilities and focus on this industry, both on a standalone basis as well as to help land and close transactions where technology has become more intricately a part of what companies are doing in our other sectors of strength – media, marketing services and information. Our audience, clients and prospective clients, will see even more technology-related ideas from us going forward, and as a part of that this JEGI Tech M&A Update has and will continue to be beefed up as well. We would be pleased to receive any feedback from you about it.

The new year is also often a time for lists and predictions of new trends to come in technology. We will write about our insights into many such emerging trends in future issues, but right now we want to share thoughts on a recent trend we've been seeing in the capital markets for later-stage Tech companies. We are talking about the emergence of Growth Equity Recapitalizations, which is a good trend, as it has resulted in more options and better outcomes for emerging growth technology companies while providing new avenues for investment for a variety of private equity and venture capital-focused firms.

Until about a decade ago the majority of exits for technology companies were via sales to strategic buyers, as IPO activity has not been consistently strong since the Tech Bubble days of 2000. While select private equity firms became active in technology just before the credit bubble burst several years ago, they primarily have focused on only in the largest, most mature and thereby cash-flowing companies, leaving much of the sector out in the cold. But, the emergence of the Growth Equity Recap has changed the landscape. We define a Growth Equity Recap as a transaction where large investors, whether a private equity or venture capital firm, step in to take a significant control position in later-stage companies by providing significant liquidity for existing investors (including founders and/or management) as well as growth capital for the business.

In the past, we would at times see later-stage technology companies become trapped (or marooned) by their historical capital structures. Sometimes these companies may have taken in too much capital too early in their existence. Other times they needed a few different iterations to develop the right product or business model, and yet other times companies were just too far ahead of their markets for a while. Whatever the reason, while the company may now finally be doing well and have good growth prospects ahead, it has exhausted much of its capital in the process. Its investors have reached (and sometimes passed) their fund's holding period and can't (or won't) invest any more. Furthermore, they begin to push for an exit, even if few strategic buyers have expressed any interest and no other obvious buyer is out there, creating a potentially damaging misalignment of interests between management and investors. The irony is that the company may be performing the best it ever has, but its strategic options are now more limited than ever as well. If you ran this company, perhaps a decent analogy would be that this is kind of like finding yourself stranded on a deserted island after a three hour tour. Maybe the Professor is your CTO, who has to be unusually resourceful to build solutions out of coconuts or whatever your budget can afford, since the Howells, your backers, don't have any more money on the island for you. We won't even get into the Ginger vs. Maryanne debate, that's for a future issue. But unlike Gilligan

who could never get off the island, lately the USS Growth Equity Recap has been sailing in to potentially save the day by cashing out all or part of the existing investors, provide liquidity to founders or management and provide the capital needed for organic and often inorganic growth as well.

Historically, VC firms made smaller, minority investments in early to mid-stage Tech companies and rode them for years afterward to an IPO or sale. Their funds were too small to support control stakes in successful companies, even if this had been a part of their investment mission. Meanwhile, PE firms had generally avoided most technology companies for decades after the industry started since it was viewed as too risky, niche-y and could not support debt. Even when PE funds started jumping into technology 10 years ago as the sector started to become more mainstream, their funds were often multiple billions of dollars in size and were too large to invest in companies with a couple hundred million in enterprise value (and usually smaller). But what we've been seeing lately is both sides meeting in the middle – the land of the Growth Equity Recap. Some very successful VC funds have been raising ever-larger funds of \$1 billion or more and have added the expertise and capabilities to look at control deals, partially as a way to put more money to work. Examples of such firms now actively seeking Growth Equity Recaps that got their start in venture capital are Battery Ventures, JMI Equity and Polaris Partners, among many others. On the other end, as the technology industry has become mainstream, much of the private equity industry has been seeking out ways to gain more exposure to the sector. This was demonstrated in 2013-- while overall PE activity was down 6%, Tech-related PE transactions were up 13%. Several PE funds, such as CVC Capital and Accel-KKR have started to carve out some capital, or have actually launched new, smaller funds targeted at “growthier” technology opportunities.

There are a few additional reasons for why this market has developed and is strengthening. For private equity firms, Tech is no longer a mysterious, high-beta market that is to be avoided. Both PE and VC firms now have large numbers of professionals both on staff and serving as consultants that are very capable of identifying upcoming trends and evaluating technology solutions, greatly reducing the perceived risk of underlying technology shifts wreaking havoc on large investments. Furthermore, many Tech companies, especially in the software sector with the emergence/acceptance of SaaS, have adopted recurring revenue models, making their predictable revenue streams much friendlier for PE firms, as well as for VC firms to make larger investments than they historically tolerated. Debt is also now able to be inserted as a facilitator for some of these transactions. After surviving two bust cycles since 2000, most technology companies now work to develop business models that actually generate cash and profits earlier in their existence. The combination of these trends has helped lenders become willing partners with later-stage Tech companies and their recap investors. Lastly, as the technology, especially software, sector has evolved, acquisitions (even for private companies) have gone from being fairly unusual to highly mundane as a means to gain additional capabilities and scale. These later-stage technology companies need larger capital sources in order to grow their investments much faster and get the benefit of the operational and financial synergies that these acquisitions bring. All this has enabled a larger group of investors to get more comfortable writing larger checks for younger companies, even if it means buying control via a combination of primary and secondary investments.

Of course, the emergence of the Growth Equity Recap market has also changed the landscape for later-stage private technology companies as well. Primarily, this has created more potential options for exit for these companies and their investors. They are not solely limited to playing the well-worn game of waiting around for the pool of strategic buyers to act (especially since that pool of strategic buyers is continually shrinking itself due to all the consolidation among the larger and mid-sized companies). Therefore, fewer companies should find themselves “marooned”, as previously described, since there is now another way to provide a current market return for their existing investors while supporting management's desire to take a few more swings. This provides other transaction choices along the way to the final exit. By enabling existing investors and/or founders to partially or completely cash out the company is creating a longer runway for itself, while bringing in new investors that are better aligned with the goal of management to create an even bigger and better eventual outcome that the existing investors can't or won't wait for. Additional choices create some leverage for companies that didn't previously exist, as this market has emerged and become very active. Most M&A processes we work on now include a Growth Equity Recap track as well. Plus, as Growth Equity Recaps are hybrid transactions (with characteristics from both the PE and VC worlds), recent and visible projected growth is important as it will help push these investors to pay up. We have seen several examples where the multiples paid in a Growth Equity Recap were as high as or higher than where the expected strategic buyers' market would indicate.

As bankers, we at JEGI have been very pleased to watch this Growth Equity Recapitalization market blossom in the

technology sector over the past couple of years. We believe its growth will continue since it has been bringing benefits to both the later-stage technology companies and the funds that invest in them. The companies that fit the descriptions here now have another alternative to extend their runway and grow and are no longer potentially marooned on the deserted island if they happened to have taken a misstep or two earlier in their existence. This makes management and their existing investors happy while providing much needed new deal flow to VC and PE funds looking for this type of product in the technology space. We look forward to contributing to making both sides happy with more deals like this in the near future.

These are our brief highlights for January. Please stay tuned for the next issue of our Tech M&A Update, and don't hesitate to contact us to discuss any topics related to JEGI's Tech Coverage or your company's M&A strategy.

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Private Company Spotlight – *Mobiquity*

Each issue, we spotlight one later-stage private company for our audience. As long-time technology investment bankers, we will point out the characteristics that enable these companies to be emerging market leaders and ultimately become compelling targets for strategic acquirers, as well as later-stage growth equity and private equity investors.



mobiquity.

Mobiquity is headquartered in Wellesley, Massachusetts, with 12 additional offices globally across the Americas, Europe and Asia. Investors include Longworth Venture Partners, Sigma Partners and NewSpring Capital.

WHAT DOES MOBIQUITY DO?

Mobiquity is a leading professional services firm that serves 200+ Global2000 corporations as their mobile engagement provider. The Company delivers best of breed, end-to-end mobile solutions that can have the potential to have a transformational impact on a business. Core to Mobiquity's approach is a philosophy that developing great mobile solutions requires bringing together the expertise of both leading-edge technologists and top-quality strategists. The Company stays at the forefront of innovation by continually striving to deliver the best possible mobile solutions to address each client's specific business challenges or uncover new business opportunities.

Mobiquity serves a wide range of industries, ranging from pharmaceutical and financial services to retail and travel/entertainment. Whether clients want to increase traffic to their stores, improve the productivity and connectivity of their sales force or extend existing employee or business processes to mobile devices, Mobiquity helps them build the roadmap and then design, build, deploy and manage enterprise mobile solutions and apps tailored to each client's unique business needs.

HOW DID MOBIQUITY GET THERE?

Launched in 2011, Mobiquity has experienced explosive growth resulting in well over \$120 million in bookings since inception. The Company's CEO, Bill Seibel, is a visionary leader and serial entrepreneur, with a long track record of successes (e.g., CEO, ZEFER; CEO, Demantra; COO, Cambridge Technology Partners). The Company's Co-Founder and President, Dr. Scott Snyder, is recognized globally as a leading mobile strategist. Mobiquity has assembled a team of 450+ Mobsters (i.e., employees) drawn from the ranks of leaders/innovators in client service and the Internet, coupled with those driving innovation in mobile today. In addition to attracting veteran consultants, Mobiquity is successfully developing the next generation of mobile engineers and architects through its two Development Centers, propelled by aggressive recruiting programs.

WHAT PROBLEM DOES MOBIQUITY SOLVE?

Companies are seeking to quickly develop and deploy mobile offerings to drive sales, enhance productivity and transform the interaction with their customers. The always-on and location-aware nature of mobile creates an opportunity to potentially re-imagine and create an entirely new approach to achieve a business objective; the process of doing so, however, can quickly strain a company's organizational and technical capabilities. Deploying mobile solutions on a global scale can be daunting for companies since the associated trends, strategy, users, platforms, technology, development, and organizational issues are complicated. In addition, it is difficult for even the largest of corporations to attract the necessary talent with experience in enterprise mobility.

Mobiquity takes the complexity out of "going mobile" by guiding its clients through the entire process. In addition, Mobiquity's inter-disciplinary team – drawn from experts in business and mobile strategy, user-experience design and technology – allows the Company to develop best of breed enterprise mobile solutions for its clients.

WHY DO WE FIND MOBIQUITY INTERESTING?

The introduction of the first iPhone on January 9, 2007 opened the door to a new wave of computing that offers the potential to dramatically transform how businesses operate and relate to their customers. As businesses rush to take advantage of the convergence of mobile with social, cloud, big data and analytics, they have come to recognize the complexity of implementing fully-redesigned processes, while also launching new technology offerings. Mobiquity is well-positioned to take advantage of these trends, and there is lot to like about the Company.

- **Enormous Market Opportunity** – Forrester estimates that the mobile services market will grow to over \$32 Billion by 2018, as large corporations seek out solutions providers like Mobiquity to be their mobile enablement partners.
- **Management's Track Record in Building Successful Services Companies** – Bill Seibel knows how to build successful services companies that capitalize on major secular trends. At both ZEFER and Cambridge Technology Partners, he led the hyper-growth of an organization to grab a market leadership position in an emerging and rapidly evolving technology space. He is following the same playbook with Mobiquity in going after the mobile area.
- **High-Quality and Rapidly Growing Revenues** – The Company has achieved a CAGR in revenues of over 100%+ since inception and continues to increase the portion of its revenues that are recurring in nature. The Company also has shown an ability to "land" a customer and then expand the relationship into additional projects, as Mobiquity becomes a true partner with its clients in deploying mobile solutions.
- **Top Tier Customers** – In less than four years, Mobiquity has established a top-tier customer list that includes many early-adopters of mobile solutions, such as Merck & Co, the Weather Channel, Putnam Investments, Weight Watchers, Sony and ITT Technical Institute.
- **Ability to Attract and Develop Top Talent** – Any organization that can scale from launch to 450+ employees in less than four years is impressive. To be able to do so in the area of mobility (where there is considerable competition for experienced talent) is extraordinary. Mobiquity has created a culture that appeals to both veteran consultants and recent graduates alike who desire to become part of the "Mob".

We are excited about Mobiquity and expect to see the Company continue its rapid growth in 2015 given the almost insatiable demand by businesses to offer compelling mobile solutions for their customers and employees.

Hey, Did You See This?

edo – October 14, 2014

Visa Europe, the world's largest international payments network, today announce an exclusive partnership with edo, a leader in targeted card-linked offers. The partnership brings edo's data-driven marketing platform to Visa-branded credit and debit cards across Europe. By partnering, Visa Europe will make the edo performance marketing platform available to 500 million European bankcards, allowing targeted and relevant retailer rewards to reach Visa cardholders across Europe.

Entrada – November 11, 2014

Entrada unveiled its new Apple iPad application, expanding its breadth of supported Apple and Android devices for its Mobile Documentation solution. Providers can now access all of Entrada's core features – ExpressNote Dictation, Patient Clinical Display, and Mobile Image Capture – from any Apple iPad or other iOS device. Entrada's all-new iPad app further solidifies Entrada's cross-platform, cross-device strategy to help improve healthcare efficiencies and outcomes for providers by focusing on protecting provider and staff productivity at the point of patient care.

GuideSpark – November 12, 2014

Guidespark, a leader in employee communications and engagement, unveiled its video-based onboarding solution designed to boost engagement, accelerate time-to-productivity, and increase new hire satisfaction. GuideSpark's new onboarding packages offer a collection of customized videos to educate new hires on topics varying from understanding company values, benefits, payroll, health care reform, and more. Additionally, employees can access the content 24/7 on any device, and HR administrators get access to a growing collection of best practices, continual content updates, and an analytics dashboard to measure engagement.

Localytics – October 8, 2014

Localytics announced Profiles, a breakthrough way for app marketers to acquire the most complete view of users' interests and behaviors derived from both in-app insights and other marketing channels. By bringing cross-channel marketing insights and behavioral intelligence into app marketing, businesses can more effectively identify power users and at-risk users and create personalized mobile marketing interactions to continuously engage and re-engage them. Built on an open platform, Profiles collects, manages and shares all relevant data, from both inside and outside the app, about users across all channels.

Redpoint Global – October 21, 2014

Redpoint Global announced the Modern Marketing Architecture at DMA 2014 in San Diego. The Modern Marketing Architecture (MMA) represents a powerful and flexible environment that combines the essential elements for today's marketer into one cohesive system: seamless access to structured and unstructured data sources combined with real-time analytics and integrated cross-channel campaign management capabilities. The MMA moves the marketer away from segment-driven campaign management to goal-based marketing where algorithms drive highly personalized interactions for each customer that optimize marketing metrics.

SessionM – January 9, 2015

The New England Patriots have partnered with SessionM to better attract fans to their content. SessionM is a free program that connects mobile users on a deeper level to apps and advertisements through a reward system called mPoints. So far, the partnership with SessionM has reaped the Patriots' media team digital dividends. The Patriots are able to develop strategies using mPoint incentives to direct online traffic and point fans towards specific content, and for their cooperation, fans are rewarded.

ShipXpress – October 27, 2014

ShipXpress Inc., a premier provider of cloud-based supply chain software, officially announced an agreement with Hess Corporation. Hess will utilize ShipX Crude Portal to manage its inventory using SCADA, track lease operator updates and effectively collaborate with its trucking companies which haul oil and water from its wells. ShipX Crude Portal eliminates manual efforts for all parties, keeping them in-sync and helping them reduce costs, errors and process-time when reconciling tickets and invoices.

December M&A Transactions in JEGI Tech Coverage

Buyer	Seller	Target Description	Enterprise Value (\$mm)
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Deals with Values (by size)

Centerbridge Partners	IPC Systems	Provides VoIP-based financial trading software.	\$1,200
Belden	Tripwire (Thoma Bravo)	Provides enterprise file-integrity monitoring software.	\$710
C.H. Robinson	Freightquote.com	Provides online freight transportation broker services for the shipping and transportation industry.	\$365
Open Text	Actuate	Provides open-source business intelligence analytics and reporting software.	\$330
Microsoft	Acompli	Offers a mobile email management app.	\$200
Twenty-First Century Fox	True[x] Media	Provides interactive advertisement services that run in mobile games and streaming music apps.	\$200
SS&C Technologies	DST Global Solutions (DST Systems)	Provides investment accounting and analytics software.	\$95
Accel-KKR	Ektron	Provides web content management SaaS solutions.	\$75
AOL	Vidible	Offers a video management and exchange platform.	\$50
Snapchat	Scan.me	Provides QR scanning and iBeacon solutions.	\$50
GuestLogix	OpenJaw Technologies	Provides travel distribution software solutions.	\$41
Servelec Group	Corelogic	Provides medical and social services case management software.	\$37
blinkx	AdKarma	Provides online video advertising services.	\$20
Carbonite	MailStore Software	Provides email archiving and full-text search software.	\$20
Epicor Software (Eagle Topco)	ShopVisible	Provides e-commerce solutions for companies and their communities.	\$19
Descartes Systems	e-customs	Offers UK freight management SaaS solutions.	\$10
Upland Software	Mobile Commons	Operates a mobile marketing platform that provides data analysis tools.	\$10
Softonic	AppCrawlr (Tipsense)	Uses technology to identify trending apps to recommend them to users.	\$6
Descartes Systems	Pentant	Provides logistics and customs compliance software.	\$3
theScore	Swoopt Fantasy Sports (ApptheGame)	Offers a mobile app with daily fantasy sports games for users' favorite events, both free and paid.	\$1

Deals without Announced Values (alphabetical by buyer)

ActivityHero (Sign Up For Camp)	Zoetic	Provides a mobile app for users to discover and share new places, activities and events.	
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Buyer	Seller	Target Description	Enterprise Value (\$mm)
Aimia	Zed	Offers SaaS behavioral segmentation solutions for store management, e-commerce, merchandising, etc.	
Airbnb	Pencil Labs	Offers Wyth, a calendar mobile app.	
AppGyver	AppArchitect	Offers a platform for creating mobile apps, including a drag and drop building block feature.	
AppNexus	Mediaglu	Provides cross-device targeting and advertising technology.	
AppsBuilder	Paperlit	Provides mobile app solutions for publishers.	
Autodesk	Terrible Labs	Provides software development services.	
Avizia	Emerge.MD	Provides cloud based telemedicine software platforms.	
Bankrate	Wallaby Financial	Develops technology and software for users to maximize rewards and cash back on credit card purchase.	
CenturyLink	DataGardens	Provides disaster recovery SaaS solutions.	
Cirruspath	Opencore	Develops and operates a big data analytics platform.	
CommerceHub (Liberty Interactive)	Mercent Corporation	Provides channel marketing technology and services for retailers worldwide.	
EggZack	Trellis Technology	Provides a real-time commerce platform to provide mobile ordering, reservations, text updates, promotions and deals.	
Greenway Design Group	Deal-X Technologies	Develops mobile couponing technology.	
Icon Cancer Care (Quadrant PE)	Epic Pharmacy	Develops, installs and supports software for medical groups, hospitals and integrated healthcare organizations.	
Intel	PasswordBox	Develops an app that allows users to store, create, retrieve and share passwords on phones, tablets or computers.	
Meridian Medical Management (Gores)	Origin Healthcare Solutions	Provides revenue cycle management (RCM), EMR software and transcription services for physicians and healthcare providers.	
Microsoft	HockeyApp	Provides development tools to app developers, including crash analytics.	
MongoDB	WiredTiger	Operates as a non-relational database storage engine.	
MRM Worldwide (IPG)	Optaros	Provides e-commerce systems integration and hosted front- and back-end solutions for corporations and online retailers.	
National Research Corp.	Digital Assent	Develops a tablet-based technology that enables patients to make educated and informed decisions at the point of care.	
Oracle	Datalogix	Develops and delivers purchase-based audiences models targeting to drive online and offline sales.	
Points International	Crew Marketing International	Develops online marketing applications and e-commerce solutions.	
Predictix	LogicBlox	Operates as a hybrid transactional and analytical processing database provider.	
Retail Success	Kiplie	Provides online marketing tools for retailers.	

Buyer	Seller	Target Description	Enterprise Value (\$mm)
Ricoh	PTI Marketing Technologies	Provides marketing asset management SaaS solutions.	
SportsOneSource Group	VantagePoint (Outdoor Industry Association)	Offers a retail POS data-reporting platform.	
Teradata	RainStor	Operates as a database software provider.	
Trimble	IRON Solutions	Provider of software and data to the agriculture market.	<i>Confidential (JEGI deal)</i>
Welch Allyn	HealthInterlink	Offers medical software for remote patient monitoring.	
WideOrbit	Castfire (Emerge Digital)	Provides an online video platform for publishers to manage, distribute and monetize video content across various platforms.	
Wolters Kluwer	SBS Software	Provides accounting and payroll software solutions.	
WorldDoc (SilverStream Capital)	Happtique	Designs and develops provider-led app prescribing software.	
YouTube (Google)	Vidmaker	Provides an online editing tool that allows people to collaboratively edit video.	

About The Jordan, Edmiston Group, Inc.

The Jordan, Edmiston Group, Inc. (JEGI) has been the leading independent investment bank for the global media, information, marketing and technology sectors for nearly 27 years. Headquartered in New York, with offices in Boston and Atlanta, as well as affiliates in London and India, JEGI has completed over 500 high-profile M&A transactions, serving global corporations; middle-market and emerging companies; entrepreneurial owners; and private equity and venture capital firms. For more information, visit www.jegi.com.

Select Recent JEGI Technology Transactions*

 <p>a leading software and data provider to the agriculture market</p> <p>has been sold to</p> 	 <p>a leading event housing software and services provider</p> <p>has been sold to</p>  <p>a subsidiary of</p> 	 <p>a leading event housing software and services provider</p> <p>has been sold to</p>  <p>a subsidiary of</p> 	 <p>a leading tech-enabled search and digital marketing agency</p> <p>has been sold to</p> 	 <p>a leading provider of mobile workforce management solutions for field service</p> <p>has been sold to</p>  <p>a portfolio company of</p> 
 <p>a leading mobile app market intelligence and analytics provider</p> <p>has been sold to</p> 	 <p>a pioneer and leading SaaS provider of talent analytics to HR and C-level professionals</p> <p>has been sold to</p>  <p>for \$52,000,000</p>	 <p>a full service competitive advertising tracking firm</p> <p>has been sold to</p>  <p>a portfolio company of</p> 	 <p>a leading provider of shopping and shopper marketing software and services</p> <p>has received a significant investment from</p> 	 <p>a portfolio company of</p>  <p>has sold</p> <p>OneSource the leading provider of sales enablement and business intelligence SaaS solutions</p> <p>to</p> 
 <p>a global leader in digital engagement specializing in promotions and loyalty campaigns across mobile, social and web</p> <p>has been sold to</p> 	 <p>a SaaS marketing platform (CRM) for real-time, multi-stage, and multi-channel marketing including social media, email, and mobile</p> <p>has been sold to</p> 	 <p>a pioneer and leader in mobile entertainment services</p> <p>has been sold to</p> 	 <p>the leading SaaS platform for retail transaction optimization solutions</p> <p>has been sold to</p> 	 <p>an online behavioral targeting network</p> <p>has been sold to</p>  <p>for approximately \$95,000,000</p>

*Some of the transactions highlighted above were completed by JEGI Managing Directors Joseph Sanborn and Jeff Becker, prior to joining the firm.

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