



SINCE 1987

2014 OUTSELL SIGNATURE EVENT

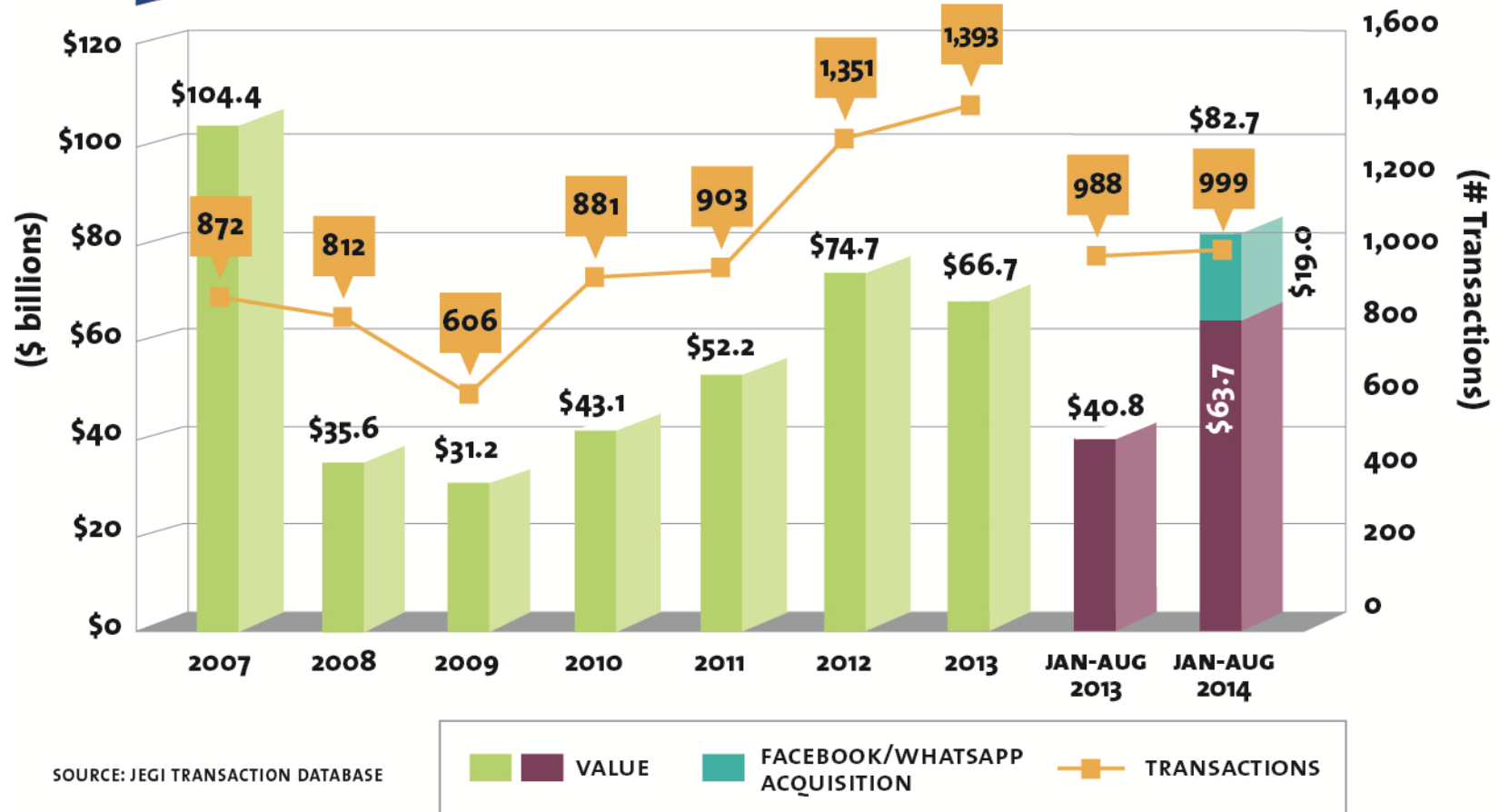
Annual M&A Outlook

presented by

**Wilma Jordan, Chief Executive Officer
The Jordan, Edmiston Group, Inc.**

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M&A Transactions and Value



M&A Market still Highly Active – slight increase in number of deals and 103% increase in value for 2014YTD vs. same period in 2013

Media, Information, Marketing & Technology M&A Activity

Industry Sector	2013		2014		% Change	
	January - August		January - August		No. of Deals	Value
	No. of Deals	Value (millions)	No. of Deals	Value (millions)		
B2B Online Media & Technology	47	\$374	50	\$1,881	6%	403%
B2C Online Media & Technology	161	\$4,590	120	\$12,331	(25%)	169%
Business-to-Business Media	25	\$322	24	\$2,011	(4%)	525%
Consumer Magazines	33	\$1,578	18	\$432	(45%)	(73%)
Database & Information Services	40	\$3,273	47	\$3,114	18%	(5%)
Education Information, Technology & Training	59	\$5,891	54	\$5,085	(8%)	(14%)
Exhibitions & Conferences	41	\$1,359	34	\$410	(17%)	(70%)
Healthcare Information & Technology	148	\$6,310	165	\$9,816	11%	56%
Marketing Services & Technology	328	\$12,319	394	\$25,617	20%	108%
Mobile Media & Technology	106	\$4,770	93	\$22,020	(12%)	362%
Total	988	\$40,786	999	\$82,717	1%	103%

Source: JEGI Transaction Database

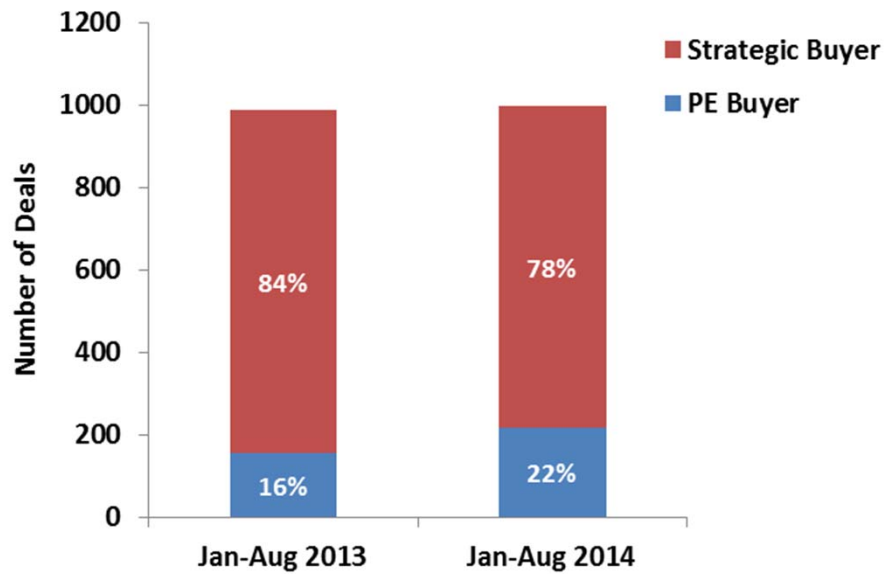
M&A Market Sees Increase in Mega Deals

Media, Information, Marketing & Technology M&A Activity						
	Jan - Aug 2013		Jan - Aug 2014		% Change	
	No. of Deals	Value (millions)	No. of Deals	Value (millions)	No. of Deals	Value
Deals > \$500 million	14	\$18,805	30	\$55,799	114%	197%
Deals \$50 - \$500 million	98	\$13,542	136	\$18,008	39%	33%
Deals < \$50 million	876	\$8,438	833	\$8,910	(5%)	6%
Total	988	\$40,786	999	\$82,717	1%	103%

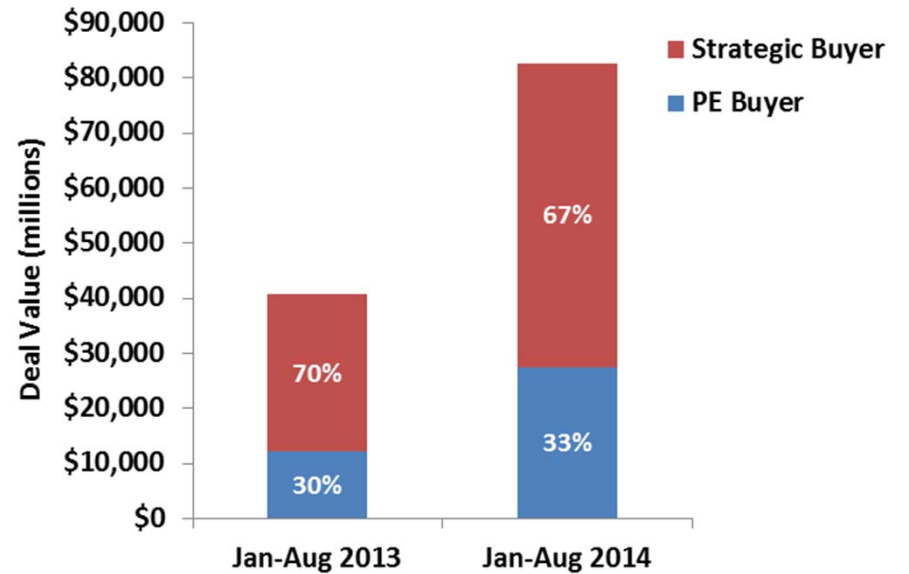
Source: JEGI Transaction Database

Strategic Buyers Lead in Number of M&A Transactions and Total Value

Number of Deals



Transaction Value



Source: JEGI Transaction Database

Strong Debt Markets Help Drive M&A

- Volume YTD 2014 surpassed all of 2013, with 157 collateralized debt obligations totaling \$85 billion (high yield)
- For companies over \$10 million in EBITDA, total leverage up to 6x EBITDA on middle-market deals...with 4.5x senior and 1.5x mezzanine
- Debt leverage even higher on large transactions for businesses with high quality assets and business models (recurring revenue, etc.)
- If economy continues to grow, investor demand for yield is expected to remain robust, with vibrant debt markets into 2015



1

Data

2

Tech-Enabled Services

3

Mobile App Analytics

4

Skills Training

5

PE “can be” on Par with Strategics

Strategics Focused on Expanding Their Data Footprints

Case Study #1



Deal Size: \$310 million (€232 million)

Target Overview: leading service for data onboarding, empowering customers and partners to connect data across the marketing ecosystem

Acquisition Rationale: enhance Acxiom's capability to bridge the gap between offline data and the rapidly growing universe of online marketing applications

Insider View: *"This deal brings together the world's leading marketing data company with the emerging leader in data onboarding to create the industry's most comprehensive network of connections. Together, we will accelerate our vision of a connected ecosystem that delivers true one-to-one marketing..."*

Scott Howe, CEO, Acxiom

Strategics Focused on Expanding Their Data Footprints

Case Study #2



acquires



Deal Size: Not publicly announced

Target Overview: the leading provider of international merchandise trade data to more than 1,100 corporations and other entities in 50+ countries

Acquisition Rationale: support IHS Maritime and the company's strategy of building integrated workflow solutions to fulfill industry needs around global trade

Insider View: *"Global trade flow drives demand for our core IHS industries...with Global Trade Atlas, IHS will have detailed information on all commodities and other cargo types down to a highly granular level. Combining this valuable trade data with existing IHS capabilities will enable us to create new value for our customers..."*

Scott Key, President & CEO, IHS

Strategies Focused on Tech-Enabled Services

Case Study #1



Deal Size: Confidential (*JEGI transaction*)

Target Overview: a leading, tech-enabled search and digital marketing agency

Acquisition Rationale: complement Merkle's industry-focused approach through RKG's deep expertise and penetration in retail and other key markets

Insider View: *"The acquisition of RKG supports Merkle's dedication to helping world-class brands attain the competencies they need to capitalize on the massive opportunity of addressability at scale, which has been brought about by the digital audience platforms...RKG represents the best of breed in search, display, social and other digital media marketing solutions..."*

Craig Dempster, EVP & Digital Agency Group Leader, Merkle

Strategics Focused on Tech-Enabled Services

Case Study #2



Deal Size: £70 million (\$117 million; €87 million)

Target Overview: a leading media monitoring, tracking and evaluation services provider to 2,500 customers globally

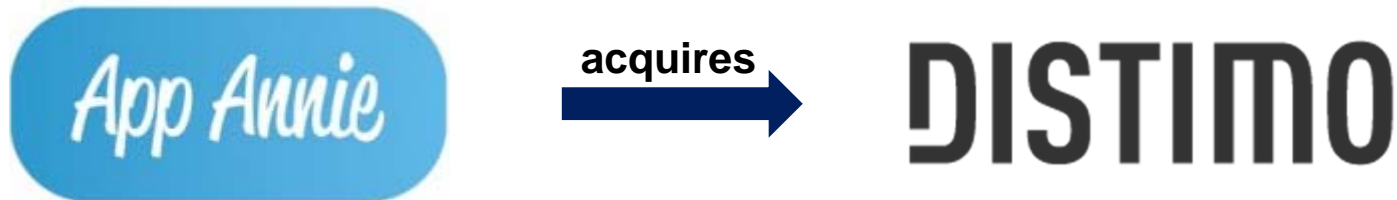
Acquisition Rationale: strengthen the global expertise of Kantar in delivering media reputation tracking and impact analysis for PR campaigns

Insider View: “...continues WPP's strategy of developing its services in important markets and sectors and strengthening its capabilities in data investment management.”

WPP

Mobile is “Hot”...Strong Appetite for App Analytics

Case Study #1



Deal Size: Confidential (*JEGI transaction...TechCrunch rumor: \$100MM conservative estimate*)

Target Overview: a leading provider of accurate and actionable mobile application analytics, data and insights

Acquisition Rationale: bring together the best minds in mobile app data and help App Annie accelerate its product roadmap, developing the most advanced mobile app analytics platform

Insider View: “...our mission has always been to provide our users and customers with the best metrics and insights to run their app business. ...this acquisition represents a major milestone in App Annie’s growth, and it allows us to accelerate our product roadmap.”

Bertrand Schmitt, CEO, App Annie

Mobile is “Hot”...Strong Appetite for App Analytics

Case Study #2

facebook

acquires

little eye labs

Deal Size: TechCrunch estimate: \$10-15 million (€7.5-11 million)

Target Overview: produces software tools to help developers measure, analyze and optimize their Android mobile app's performance

Acquisition Rationale: leverage Facebook's world-class infrastructure to help improve the performance of Facebook's apps

Insider View: *"...we remain focused on producing useful and engaging mobile apps. The Little Eye Labs technology will help us to continue improving our Android codebase to make more efficient, higher-performing apps."*

Subbu Subramanian, Engineering Manager, Facebook

Strong Push into Skills Training and Human Capital Management

Case Study #1



Deal Size: \$175 million (€131 million)

Target Overview: a subscription-based, digital learning solutions provider focused on leadership and managerial skills development

Acquisition Rationale: accelerate Wiley's strategy to provide customers with a suite of services, from education through employment

Insider View: *"The addition of CrossKnowledge to our talent management portfolio, which now includes innovative pre- and post-hire assessment solutions from our Profiles International and Inscope acquisitions, positions us as a leader in the rapidly-growing area of enterprise talent management."*

Steve Smith, President & CEO, Wiley

Strong Push into Skills Training and Human Capital Management

Case Study #2



Deal Size: \$52 million (€39 million)

Target Overview: leading provider of learning benchmarks and analytics solutions for talent development professionals

Acquisition Rationale: combine with CEB's insights and predictive analytics to help HR staff drive substantial returns on their huge investments in development and training

Insider View: *"...companies must apply the same rigor to managing their people as they do their balance sheet... This acquisition accelerates the groundbreaking work we have done to provide HR leaders with actionable solutions to measure the effectiveness of their development and talent management strategies..."*

Tom Monahan, Chairman & CEO, CEB

Private Equity Firms Can Pay Similar Valuations to Strategics on Select Deals

Case Study #1

INSIGHT VENTURE PARTNERS

acquires



Deal Size: \$752 million (€562 million); 9.4x revenue

Target Overview: a leading provider of cloud-based education technologies to prevent plagiarism, verify content and evaluate student learning

Acquisition Rationale: acquire a high growth platform with strong recurring revenue and the opportunity for product innovation and add-on acquisitions

Insider View: *“iParadigms operates an incredible business that solves some of the most persistent and universal challenges in education... We look forward to working with the team to serve its very loyal customer base and to invest in product innovation that will continue the company’s amazing track record of high growth.”*

Deven Parekh, Managing Director, Insight Venture Partners

Private Equity Firms Can Match Strategics’ Valuations on Select Deals

Case Study #2



acquires
→



Deal Size: \$240 million (€179 million); 10x revenue

Target Overview: a leading provider of technical information to the automotive aftermarket, publishing technical information on 17,000 vehicle models from 80 manufacturers

Acquisition Rationale: provide “must have” information products and work flow tools to mechanics; high growth company, with strong management team and reputation

Insider View: “...look forward to continuing Autodata’s strong record of growth by further expanding our product range and geographic footprint – both organically and by acquisition – with the support and financial backing of Bowmark and Five Arrows.”

Rod Williams, Chief Executive, Autodata

Predictions for the Next 12 Months

1. Bullish debt market may lead to burst of bubble
2. Newspaper spinoffs will consolidate to form a national company
3. Asian buyers will acquire soft asset businesses in US and Europe
4. Stable economy continues
5. And finally... some inevitable fallout from *The Digital Revolution...*

The “Digit Revolution” – the next generation will have stronger thumbs...

