

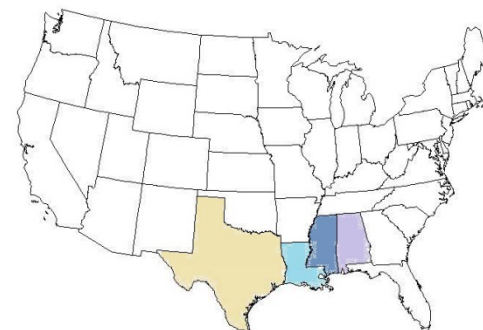
CASE STUDY: STRATEGIC SALE OF INCIRCUIT DEVELOPMENT CORPORATION



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Description

- InCircuit Development Corporation, based in Austin, TX, developed, produced and sold Enterprise Asset Management (EAM) software, focusing on the state government and higher education markets.
 - The Company's business was conducted predominantly based upon a Software-as-a-Service (SaaS) business model. InCircuit had successfully introduced several related products within the EAM market, albeit with a strong regional concentration of customers and a limited investment in sales and marketing.
 - The Company was bootstrapped and remained majority-owned by its executive management team. The Company had experienced consistent, moderate growth of 10-15% for the several years preceding the investment banking process.
 - Perceived challenges by the strategic-buyer market included customer concentration issues, as well as the relatively small size of the Company.
 - During the investment banking process, marketing efforts were tailored to focus on the strength of the Company's software platform, related product development roadmap, and the stability of its long-term customer relationships.
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Transaction Announcement



Results

- Prior to Whitehawk's engagement, the Company received an unsolicited offer from a strategic buyer.
- Whitehawk was hired to represent the Company in an exclusive sale engagement, and successfully received competing offers for the Company.
- On May 6, 2010, InCircuit Development Corporation was acquired by the AssetWorks division of Trapeze Software, a subsidiary of Constellation Software, Inc. (publicly traded on the Toronto Stock Exchange under the ticker CSU).
- The CEO and majority owner of InCircuit stayed on with the buyer during a transitional consulting period of 8 months, after which he elected to pursue other business and personal interests.
- Integration of InCircuit with Constellation provided the remaining managers and employees of the Company with opportunities for increased compensation as well as career advancement.
- The transaction was completed at a premium of 60% to the offer received by the Company prior to its engagement of Whitehawk Advisory, and also provided an opportunity for management/shareholders to participate in an additional earn-out based on specific revenue growth targets consistent with the Company's own financial projections.