

Introduction to Technology M&A



PEACHTREE
MEDIA ADVISORS

Discussion

- I. Market Trends
- II. Tech M&A Environment
- III. Public Market Company Valuations
- IV. About Peachtree Media Advisors



Market Trends

Economic Overview

- US economy is still growing

- » Slower pace than 1Q2010
- » Real gross domestic product increased at an annual rate of 2.4% in the second quarter of 2010 over 1Q2010

- Highlights

- » An upturn in residential investment
- » A pickup in business investment (mainly in structures)
- » An acceleration in federal government spending
 - » Government spending rose 9.2% during Q2, up from 1.8% in the first quarter
- » Consumer spending rose at a modest 1.6% rate last quarter
 - » That compares to a 1.9% rise in 1Q10, revised downward from a previously-reported 3.0%

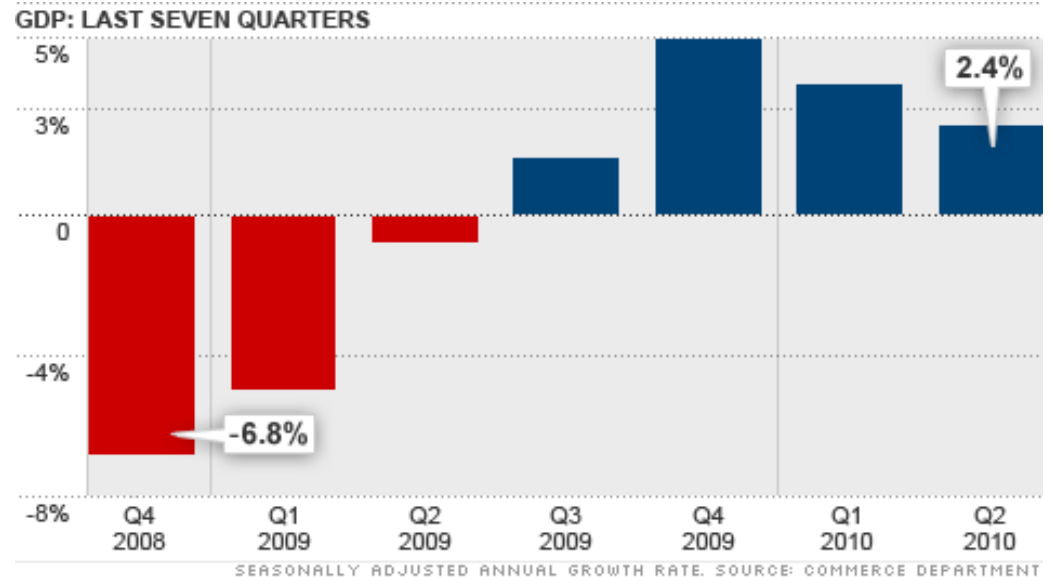


Chart: CNN Money; Data: US Government.

IT Spending

- The market for business software is driven by corporate capital spending commitments
 - » Budgets are, in turn, a function of general economic conditions in the U.S. and abroad
- IT spending will rise as increased global competition forces companies to improve productivity by upgrading their technology environment systems
 - » Although productivity is up, wages are still relatively low
 - » This puts a drag on IT overhaul investment as opposed to maintenance

Chart 1. Output per hour, nonfarm business, all persons, 2005Q1 – 2010Q1

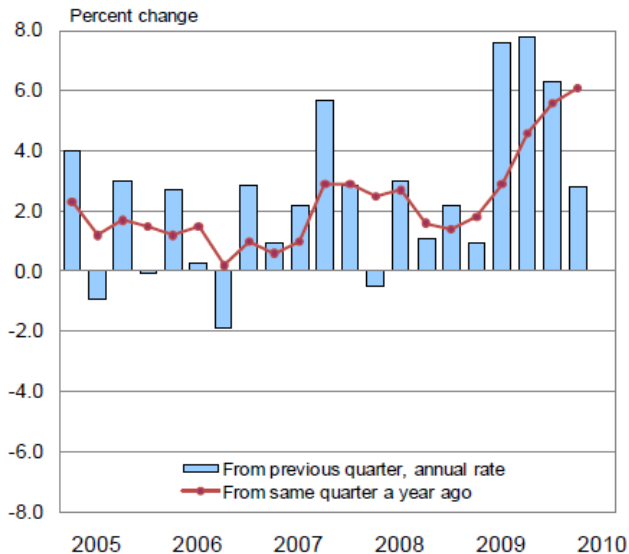
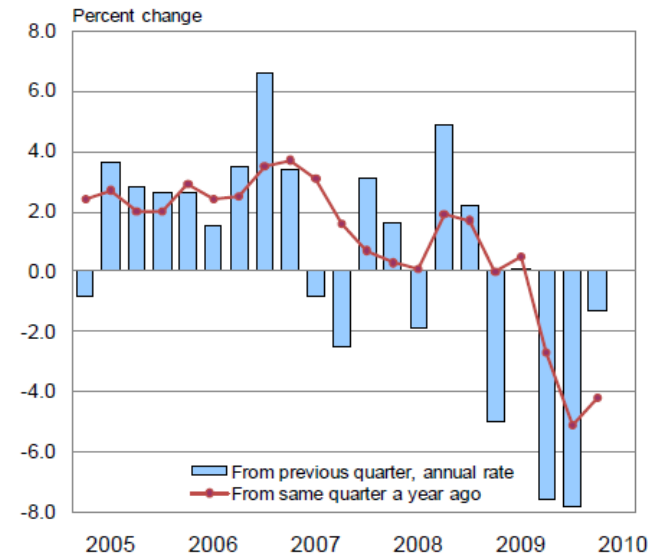


Chart 2. Unit labor costs, nonfarm business, all persons, 2005Q1 – 2010Q1



IT Spending

- IT spending is expected to grow to \$3.35 trillion in 2010, a gain of 3.9% over last year's \$3.23 trillion (Gartner)
 - » Growth in software, IT services, and telecommunications will be limited
 - » Hardware sector will see a 9.1% rise in spending to \$365 billion this year, thanks to ongoing demand for PCs
- CIOs are seeing only marginal increases in budgets and are constrained to essential enterprise IT spending with discretionary spending still on hold (Richard Gordon, research vice president at Gartner)

Worldwide IT Spending Forecast (Billions of U.S. Dollars)

	2009 Spending	2009 Growth (%)	2010 Spending	2010 Growth (%)
Computing Hardware	334	-12.4	365	9.1
Software	222	-2.6	229	3.1
IT Services	763	-5.3	786	2.9
Telecom	1,905	-3.5	1,970	3.4
All IT	3,225	-4.9	3,350	3.9

Source: Gartner (June 2010)

Market Trends

- **Profits rose in 2010 primarily due to cuts in 2009**
 - » Many IT and Enterprise Software companies are reporting higher than expected earnings due to limited spending and job cuts
 - » “Wait and see” approach is still rampant in software sectors with companies hoarding cash
 - » IT Services and Outsourcing sectors are getting squeezed
- **Companies now flush with cash must make a growth decision: Organic vs. Acquisition**
 - » Debt markets have loosened up significantly for larger players with low interest rates
 - » Balance sheets are much stronger for making acquisitions
 - » Economic conditions are not favorable for corporate investment, further consolidation is likely
- **Smart consolidation around end users and services from 2009 is continuing in 2010**
- **The internet is expected to be a huge growth engine with cloud services**
- **Although the enterprise data center has yet to go virtual**
 - » Disruption in the enterprise data center market will accelerate due to changing technology trends such as the increasing adoption of virtualization and the rise in scalable processing

Key Growth Drivers in 2010

- **The internet is transforming the business software landscape**
 - » **Businesses are increasingly moving their customer service and new customer acquisition activities online providing growth opportunities in the following product lines:**
 - » **CRM**
 - » **Customer Acquisition/Interactive Marketing Services**
 - » **Database Marketing**
 - » **Supply Chain Management**
 - » **Enterprise Resourcing and Planning and**
 - » **Industry Specific Applications**
- **Furthermore, each of the above business software products lines allows companies to cross-market additional services, such as analytics, security, business intelligence and optimization**

Key Growth Drivers in 2010 (continued)

- **Small business (SMB) will accelerate the cloud**
 - » After a recession, it is typical to have many more small businesses due to an increase in the number of entrepreneurs
 - » Early stage investing is growing significantly in Silicon Valley as VCs try to back these entrepreneurs who can innovate and have ideas for disruptive models or to make a better product than their former employers
- **Expect many of these new companies to embrace cloud services due to lower infrastructure costs and speed to set-up**
- **Certain vertical markets will grow faster than others (do not look for wholesale growth)**
 - » Most companies will diversify into new growth verticals versus stagnant or declining ones
 - » For example: U.S. government and media are not strong verticals
 - » Financial services, energy and renewable energy are strong verticals

Primary Business Software & Services Sectors

- **Application**
- **Diversified Computer Systems**
- **Enterprise**
- **Healthcare/Medical/Education**
- **Internet Software & Marketing Services**
- **IT Services, Outsourcing & Training**
- **Networking**
- **Security**
- **Semiconductor**

Business Software & Services

- **Application**
 - » Collaboration and Web 2.0: providing customer-centric solutions that allow customers to work together on complex processes from different locations
 - » Growth in exploring new verticals that require minimal changes to core program
 - » Adding premium services as well as new features to capture additional customer spend
- **Diversified Computer Systems (HP, IBM, Dell, Apple)**
 - » Shifting business mix to higher value software and services
 - » Expansion into IT Services in an attempt to build a “one stop” shop for customers
 - » Searching for growth in emerging markets
 - » Moving into mobile devices or developing a mobile strategy
 - » Establishing and strengthening positions in the cloud
- **Enterprise**
 - » Offering enterprise-wide solutions that cater to specific vertical markets (as well as SCM)
 - » Ability to access data anywhere from any device (mobile)
 - » Document and knowledge resource management represent significant growth areas (linking employees to projects for large multinational corporations)

Business Software & Services

- **Healthcare/Medical/Education**
 - » Expect continued consolidation in the healthcare sector as companies try to lower costs and navigate figure out what the new healthcare bills means to their businesses
- **Internet & Marketing Services**
 - » Convergence of devices distributing rich media and large video files are driving growth in internet software
 - » Integration of customer acquisition (internet) and retention efforts (internal database)
 - » Peachtree's [Mid-Year 2010 Digital Media Report](#)
- **IT Services, Outsourcing, Staffing & Training**
 - » A tough environment all around with significant pricing pressure
 - » Staffing sector will rebound before the U.S. unemployment rate declines due to the non-committal nature of these resources
- **Networking**
 - » Internet and cloud computing are growth opportunities for networking
 - » The more the market trends toward virtualization, the greater the need for infrastructure
 - » Managing the transfer of files between multiple users, applications, and storage devices

Business Software & Services

■ Security

- » Mobile devices and virtual networks are a significant growth opportunity for security software
- » Accessing networks from multiple entry points and securing internet-equipped mobile devices
- » More compliance requirements and regulations are also driving growth (HIPAA, Gramm-Leach-Bliley Act, Sarbanes-Oxley)

■ Semiconductor

- » The semiconductor industry is similar to the movie and entertainment industries, meaning that it is a hit-driven business and distribution has commoditized the industry
- » Most companies supply the distribution pipeline (Arrow, Avnet, etc.) while searching for the next big design project to break-through
- » This industry is a leading indicator of the health of the overall IT spending market
 - » An increase in chip sales is typically preceded by an increase in orders for hardware and consumer devices
- » Market is being driven by convergence of personal computing devices and mobile devices



Tech M&A Environment

Technology M&A in 2010

- **Technology M&A is clearly on the rise**
 - » Merger spending jumped to \$21.3 billion in the 2009 fourth quarter, and the pace continued into 2010, with \$19 billion in deals in the first quarter, according to PwC
 - » Peachtree's internal data shows 346 transactions with \$19 billion in reported deal value in the first seven months of 2010
- **2010 M&A is being driven by the need to grow**
 - » Tech firms are lean and cash heavy
 - » Use it or lose it – pay a cash dividend to shareholders or make an acquisition
 - » Scale up: Adding complementary technologies to product line
 - » Expand offerings to capture additional customer budget
 - » Networking tools, management software and business intelligence tools
 - » Incorporate premium or service offerings
 - » Diversify into rapidly growing markets adjacent to core business
 - » Mobile and virtualization are the hottest acquisition sectors now
 - » A significant number of companies are expanding globally as well as into emerging markets

Significant 2010 Transactions

- **Application**
 - » Synchronoss acquires FusionOne (mobile synchronization) for \$40M in July
 - » Rally Software acquires AgileZen (project management and collaboration software) in April
 - » Google acquires DocVerse (Office application plug-in) in March
 - » Iron Mountain purchases Mimosa (content archiving) for \$112M in February
 - » VMware acquires Zimbra from Yahoo (open source messaging) for \$100M in January
 - » Voxeo Corporation acquires ClackPoint (online collaboration platform) in January
- **Diversified Computer Systems**
 - » IBM acquires Storwize (data compression technology) in July
 - » Dell acquires Ocarina Networks (storage optimization and deduplication software) in July
 - » IBM acquires BigFix, Inc. (data center patching) for \$400M in July
 - » IBM acquires Cast Iron Systems Inc. (cloud integration platform) in May
- **Internet Software & Marketing Services**
 - » Akamai acquires Velocitude (mobile cloud-based CDN) in June
 - » Lithium Technologies acquires Scout Labs (web analytics) for \$25M in May

** Financial terms were not disclosed for transactions without a listed acquisition price*

Significant 2010 Transactions

- Internet Software & Marketing Services (continued)
 - » Juniper acquires Akeena Networks (content delivery network) for \$100M in April
 - » Salesforce.com acquires Jigsaw (contact database for sales leads) for \$142M in April
 - » Everything Channel (UBM) acquires SharedVue Inc. (SaaS online marketing) in April
 - » TechTarget acquires BeyeNETWORK (B2B IT marketing) in April
 - » Web.com acquires Innuity Inc.'s website promotional division for \$1.6M April
 - » TechTarget acquires ebizQ.net (B2B IT marketing) in March
 - » MICROS Systems acquires TIG Global (hospitality internet) in January
- Enterprise
 - » Dell acquires Scalent (server virtualization management software) in July
 - » Checkpoint acquires Liquid Machines (enterprise rights management) in June
 - » Trend Micro acquires humyo (U.K. cloud storage vendor) in June
 - » Infoblox acquires Netcordia (network change and configuration management) in May
 - » NetApp acquires Bycast (storage virtualization vendor) in April
 - » TransPerfect Translations acquires Astoria Software Inc. (SaaS content management) in April

** Financial terms were not disclosed for transactions without an acquisition price*

Significant 2010 Transactions

- Enterprise (continued)
 - » Rocket Software acquires Computer Corp. of America (database management) in March
 - » CA Technologies acquires Nimsoft (IT management software) for \$350M in March
 - » Research In Motion acquires Viigo (enterprise mobile) in March
 - » VMware acquires RTO Software (virtual profile management software) in February
 - » Citrix acquires Paglo (IT asset management software) in February
 - » CA Technologies acquires 3Tera (cloud application management software) in February
 - » Solarwinds acquires Tek-tools (virtual networking software) in January
 - » BMC acquires Phurnace Software (application management software) in January
 - » Lawson Software acquires Healthvision Solutions (integration software) for \$160M in January
 - » Progress Software acquires Savvion (business process management) for \$49M in January
- Networking
 - » IBM acquires Intelliden (network automation software) in February
 - » Cisco acquires Rohati (network access security) in January

** Financial terms were not disclosed for transactions without a listed acquisition price*

Significant 2010 Transactions

■ Security

- » Intel acquires McAfee (antivirus and computer security) for \$7.7B in July
- » GFI Software purchases Sunbelt Software (antivirus and malware) in July
- » Webroot acquires BrightCloud (web content classification) in July
- » McAfee acquires Trust Digital (mobile security) in June
- » Symantec acquires GuardianEdge Technologies (encryption multi-device) in April
- » Symantec acquires PGP Corporation (email and data encryption) in April
- » Trustwave acquires Intellitactics (event management) in March
- » Sybase acquires Aleri (complex event processing) in February
- » IBM acquires Initiate Systems (master data management) in February
- » Trustwave acquires Bitarmor (encryption software) in January
- » Symantec acquires Gideon Technologies (security content automation protocol) in January
- » Symantec acquires Softscan (SaaS security) in January
- » EMC acquires Archer Technologies (governance, risk, and compliance software) in January
- » SAIC Inc. acquires CloudShield Technologies (cyber security) in January

** Financial terms were not disclosed for transactions without a listed acquisition price*

Significant 2010 Transactions

- **Semiconductor**
 - » Qualcomm acquires Tapioca Mobile (mobile video) in July
 - » Broadcom acquires Innovision (near-field communication) in June
 - » Apple acquires Intrinsicity (design) in April
 - » Microchip Technology acquires Silicon Storage (storage) for \$359M in March
 - » Synopsys acquired VaST Systems (design) in February

** Financial terms were not disclosed for transactions without a listed acquisition price*



Public Market Company Valuations

Public Market Comps

Public Technology Company Valuations (\$M)									
Sector	Company	Market Cap	Total Debt	Cash	Enterprise Value	LTM Revenue	LTM EBITDA	REV Mutiple	EBITDA Multiple
Application Software	Adobe	14,370	1,490	2,640	13,220	3,260	1,070	4.1x	12.4x
	Intuit	12,060	998	1,930	11,128	3,450	1,090	3.2x	10.2x
	Open Text	2,180	302	321	2,160	875	242	2.5x	8.9x
	Pegasystems	773	0	74	699	295	33	2.4x	21.0x
	TIBCO	2,190	41	277	1,954	674	148	2.9x	13.2x
								MEAN	3.0x
Diversified Computer Systems	Apple	226,230	0	24,290	201,940	57,090	17,500	3.5x	11.5x
	Dell	23,420	4,661	10,880	17,201	55,430	3,700	0.3x	4.6x
	Hewlett Packard	94,660	17,662	14,170	98,152	120,390	16,900	0.8x	5.8x
	IBM	161,150	26,650	12,250	175,550	97,380	24,160	1.8x	7.3x
								MEAN	1.6x
Enterprise Software & Services	BMC Software	6,270	378	1,420	5,228	1,920	626	2.7x	8.4x
	CA Technologies	9,480	1,560	2,480	8,560	4,400	1,620	1.9x	5.3x
	Citrix	10,790	0	823	9,967	1,720	403	5.8x	24.7x
	Compuware	1,650	0	139	1,511	884	184	1.7x	8.2x
	EMC	38,540	3,160	6,800	34,900	15,530	2,980	2.2x	11.7x
	JDA Software	940	272	146	1,066	493	112	2.2x	9.6x
	Lawson	1,200	227	376	1,051	736	118	1.4x	8.9x
	Microsoft	212,010	5,970	36,730	181,250	62,480	27,200	2.9x	6.7x
	Oracle	114,200	14,660	18,470	110,390	26,820	12,110	4.1x	9.1x
	Quest Software	1,740	34	370	1,403	723	164	1.9x	8.5x
	Rackspace Hosting, Inc.	2,360	170	149	2,381	698	193	3.4x	12.3x
	Red Hat	5,860	0	824	5,036	783	165	6.4x	30.5x
	SolarWinds	985	0	100	886	135	54	6.6x	16.5x
							MEAN	3.3x	12.3x

Public Market Comps

Public Technology Company Valuations (\$M)									
Sector	Company	Market Cap	Total Debt	Cash	Enterprise Value	LTM Revenue	LTM EBITDA	REV Multiple	EBITDA Multiple
Internet Software & Marketing Services	Akamai Technologies Inc.	7,970	64	504	7,530	930	364	8.1x	20.7x
	Art Technologies Group (ATG)	519	0	145	373	187	25	2.0x	14.7x
	Digital River	1,050	9	349	710	385	60	1.8x	11.9x
	GSI Commerce	1,490	155	64	1,581	1,160	79	1.4x	20.1x
	Internap Network Services Corp.	225	40	79	186	252	36	0.7x	5.2x
	Keynote Systems, Inc.	140	0	60	80	79	7	1.0x	10.7x
	LivePerson	356	0	53	303	99	20	3.1x	15.1x
	Rightnow Technologies	514	0	99	414	166	14	2.5x	28.9x
	Unica	449	0	43	406	109	10	3.7x	40.2x
	Verisign	5,050	576	1,340	4,286	1,060	447	4.0x	9.6x
Salesforce.com*	12,440	467	952	11,956	1,380	163	8.7x	73.3x	
							MEAN	2.8x	17.7x
IT Services, Outsourcing & Training	Cognizant Technology Solutions	18,100	0	1,650	16,450	3,820	817	4.3x	20.1x
	MicroStrategy	864	0	203	662	411	83	1.6x	8.0x
	Ness Technologies Inc.	177	80	51	207	567	22	0.4x	9.2x
	Perficient, Inc.	265	0	22	243	196	11	1.2x	21.2x
							MEAN	1.9x	14.6x
Healthcare Software & IT	Cerner	6,290	116	633	5,774	1,760	451	3.3x	12.8x
	Misys–Allscripts	2,530	2	143	2,389	705	125	3.4x	19.1x
	Quality Systems	1,590	0	101	1,489	308	84	4.8x	17.7x
							MEAN	3.8x	16.5x

Public Market Comps

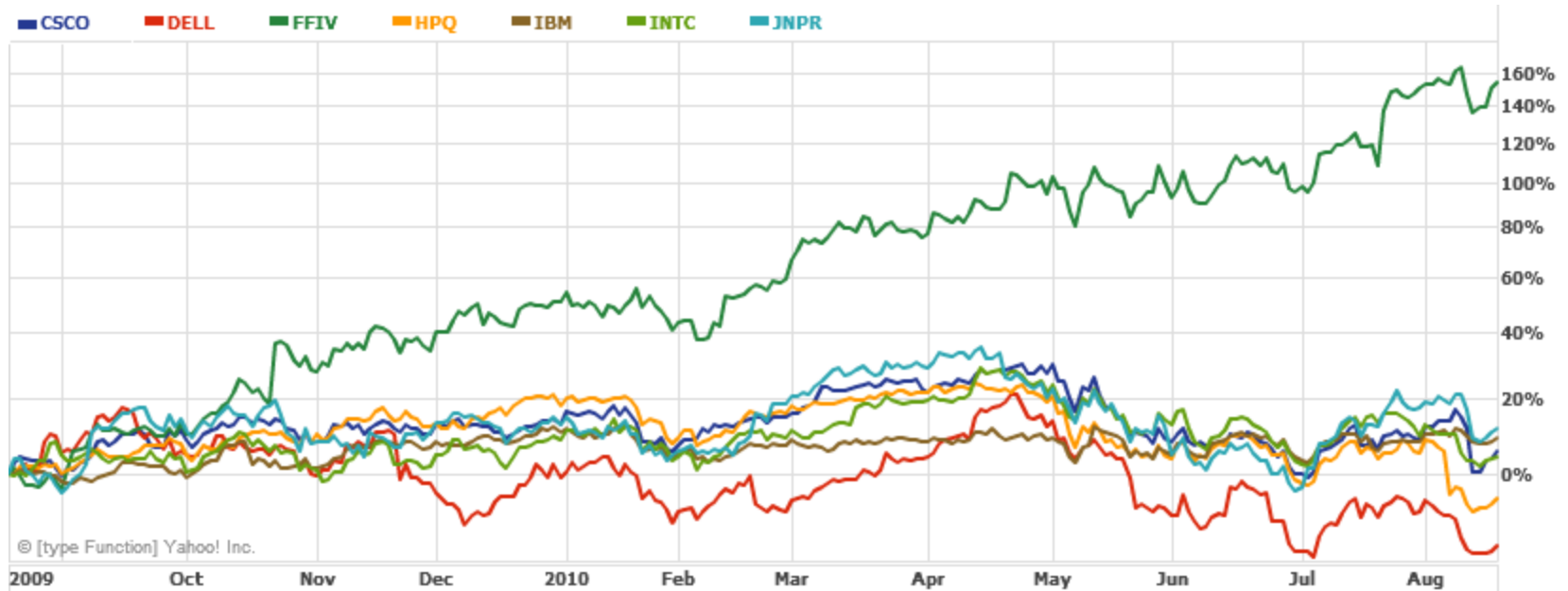
Public Technology Company Valuations (\$M)											
Sector	Company	Market Cap	Total Debt	Cash	Enterprise Value	LTM Revenue	LTM EBITDA	REV Mutiple	EBITDA Multiple		
Networking Services	Cisco Systems	125,130	15,246	39,860	100,516	37,740	10,260	2.7x	9.8x		
	F5 Networks	6,750	0	398	6,352	803	217	7.9x	29.2x		
	Juniper Networks	13,450	0	2,220	11,230	3,660	824	3.1x	13.6x		
								MEAN	4.5x	17.6x	
Security Software & Services	Blue Coat Systems, Inc.	754	77	236	595	496	80	1.2x	7.4x		
	McAfee	4,560	0	804	3,756	2,000	430	1.9x	8.7x		
	Symantec	9,780	1,897	2,740	8,937	5,990	1,780	1.5x	5.0x		
	Riverbed Technology*	2,470	0	362	2,108	454	44	4.6x	48.2x		
	ArcSight*	900	0	149	750	181	22	4.1x	33.9x		
								MEAN	1.5x	7.1x	
Semiconductor	Atheros Communications	1,830	0	508	1,322	795	129	1.7x	10.3x		
	Broadcom	15,840	0	2,050	13,790	5,390	566	2.6x	24.4x		
	Cirrus Logic	1,270	0	142	1,128	265	50	4.2x	22.6x		
	Integrated Device Technology	845	0	332	513	578	69	0.9x	7.4x		
	Intel	108,410	2,273	5,514	105,169	41,020	18,610	2.6x	5.7x		
	Marvell Technology	9,460	2	2,080	7,382	3,140	862	2.4x	8.6x		
	Microchip Technology Inc.	5,350	342	1,320	4,372	1,080	412	4.0x	10.6x		
	National Semiconductor	3,100	1,278	1,030	3,348	1,420	440	2.4x	7.6x		
	Qualcomm	62,020	1,061	9,970	53,111	10,730	3,980	4.9x	13.3x		
	Silicon Laboratories	1,760	0	353	1,407	514	130	2.7x	10.8x		
								MEAN	2.8x	12.1x	
									OVERALL MEAN	2.9x	13.4x
									OVERALL MEDIAN	2.6x	10.7x

* Removed from mean

Sources: CapitalIQ; Company SEC Filings. Stock Price 8/16/10.

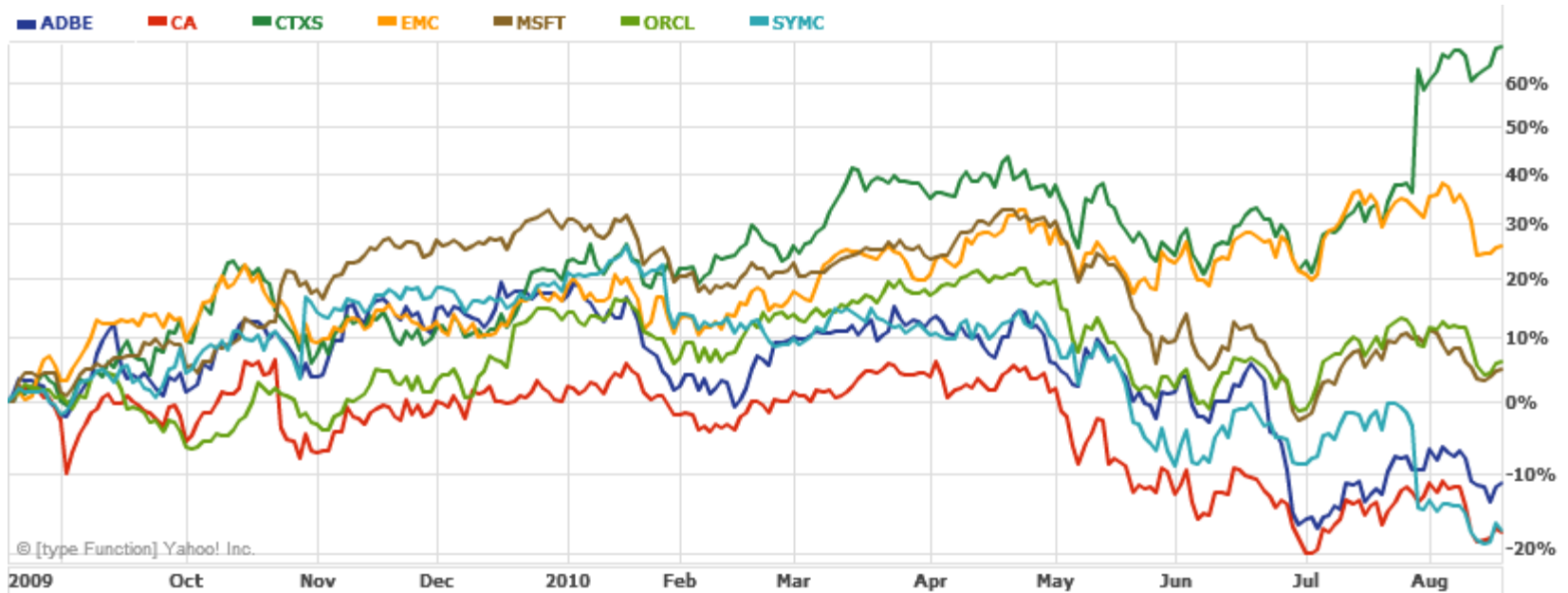
One-Year Stock Performance

- Diversified Computer Systems and Networking Services



One-Year Stock Performance

- Enterprise Software and Services (large-cap)





About Peachtree

About Peachtree

Peachtree provides investment banking services for middle market transactions in the technology, greentech and digital information industries

- Over 20 completed transactions
- Focus on maximizing value at each stage of the process
- Substantial insight in core industry markets: 10+ years of technology and digital focus
- Senior level access to leading industry executives, investors and entrepreneurs
- In-depth technical and financial skills for value-enhancing deal structuring

“ Insight. Position. Passion. ”

Why Peachtree?

Better Service · Lower Fees

- Expert M&A advisory practice for smaller and mid-size technology companies
- Extensive knowledgebase of technology, digital media and greentech sectors
- Peachtree will drive home client's investment merits with a diverse group of buyers
- Peachtree will cast a wide net to energize X-factor buyers and maximize valuation in the sale process
 - » Most investment banks rely too heavily on press-releases to drive the sales process
 - » A committed investment banking partner that will help navigate through each phase of the transaction—with no surprises—in order to maximize value
 - » Competition is unwilling to navigate outside of comfort zone
- Extensive tracking of all strategic buyers, investors and transactions in sectors
- A growing team with a solid reputation in new media, technology and green tech
- An exceptional team that is younger, smarter, harder-working, and more knowledgeable than any other technology investment banking group

Peachtree Services

- **Capital Raise:** Peachtree has a substantial amount of experience helping media companies raise growth and acquisition financing from venture capital and private equity firms;
- **Mergers and Acquisitions:** Peachtree maximizes value for sell side clients as well as strategic and financial buyers seeking add-on or platform acquisitions;
- **Sales and Divestitures:** Peachtree maximizes value on the sale of properties or the divestiture of non-strategic assets through a controlled auction process;
- **Valuations:** Peachtree has the ability to combine operational insight, market trends and technical analysis in determining thorough and well-documented valuations; and
- **Strategic Partner/Business Development:** With unprecedented insight into end user needs, an ability to navigate niche markets and analyze revenue models, Peachtree is able to assist lower-middle market companies in developing strategic relationships in order to drive revenue growth.

Peachtree Technology Sectors

- **Application Software**
- **Diversified Computer Systems**
- **Enterprise/Infrastructure Software**
- **Healthcare/Medical/Education Software**
- **Internet Software & Marketing Services**
- **IT Services, Outsourcing & Training**
- **Networking**
- **Payment/Transaction Processing**
- **Security Software & Services**
- **Semiconductors**

John Doyle, Managing Director & Founder



Established by John Doyle, Peachtree Media Advisors, Inc. provides investment banking services to the digital media and greentech sectors, which are the two fastest growing and disruptive sectors in the U.S. Mr. Doyle has more than twelve years of media investment banking experience, having worked as a senior level investment banker at Veronis Suhler Stevenson and JEGI.

After graduating from Dartmouth College in 1995 with a double major of Engineering and Economics, Mr. Doyle specialized in the business information services and digital media at Veronis Suhler Stevenson (VSS). While at VSS, Mr. Doyle performed M&A advisory services to sell-side and buy-side clients, in addition to developing platform acquisition strategies, performing leveraged buy out analysis and conducting due diligence for the VSS private equity funds.

In 2004, Mr. Doyle joined with The Jordan, Edmiston Group, Inc. His primary responsibilities included developing qualitative and quantitative analytical materials at each phase of the M&A transaction process. Highly experienced in valuing, analyzing and positioning media businesses, Mr. Doyle was responsible for closing more than ten media M&A transactions.

Select Transactions

Seller	Buyer	Client Sector
BuzzDash	Tribune Interactive	Social media and polling platform for digital media companies
Govloop	GovDelivery	Professional social network for government employees
Dipity.com	Strategic Partnership Advisory	API search platform that monetizes archived publisher content
M&A Advisory Services	Publishers Clearing House (PCH.com)	Very large player in the sweepstakes and prizes arena
AdSpace Networks	The Walnut Group and current investors	\$20 million equity raise series E; alternative digital out-of-home advertising
The Governance Institute	National Research Corp.	Best practices research and peer-to-peer benchmarking data
AdSpace Networks	Steelpoint Capital and current investors	\$20 million equity raise series D; alternative digital out-of-home advertising
Spin Magazine	McEvoy Group	Consumer lifestyle magazine, alternative, youth, music, early adopter
Vibe Magazine	The Wicks Group of Companies	Consumer lifestyle magazine, urban, youth, music, early adopter
iMedia Communications	dmg world media	Interactive advertising conference and online content provider
INFORMEX	United Business Media/CMP	Chemicals industry tradeshow
Blood-Horse Publications	Valuation	Enthusiast publishing – thoroughbred racing industry
ASI (Advertising Specialty Institute)	Valuation	Marketing and advertising promotional services
Sundance Publishing	Haight Cross Communications	Educational publishing
StockVal	Automatic Data Processing	Fundamental historical stock pricing data
Strategic Legal Resources	Staff Mark	Professional legal temporary and permanent staffing agency
The Practice Builder Organization	Medical World Communications	Business information services and medical professional education
i-traffic	Agency.com	Internet direct marketing/advertising agency
Entertainment Publications (a Cendant subsidiary)	The Carlyle Group	Marketing and information service (local coupon books)
HCIA Datis	VSS Communications Partners	Benchmarking healthcare clinical information data

* Client in blue.

Industry Relationships



United Business Media



Connecting the Marketing Community



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