

Contents

Market Overview	1
Middle Market M&A Update	2-3
Middle Market IPO Activity	3
Private Placement and Venture Capital Activity	4
Utah Transaction Activity	5-8

About W Partners

W Partners is a boutique investment banking advisory firm that provides financial advisory services to middle-market companies in the Western United States.

Our services include mergers, acquisitions, financings, capital raising, and strategic transaction advice to business owners and family offices.

Utah Middle Market M&A Update First Quarter of 2019

In the first quarter of 2019, global M&A disclosed deal value dropped 27% year-over-year to \$1.1 trillion with a 2.6% decrease from 4Q18. Deal volume was also down by 20% year-over-year with announced deals totaling 21,462, a quarter-over-quarter dip of 17%. Fear of a no-deal Brexit and rising trade tension between the U.S. and China have contributed to a dampened M&A environment. Europe was hit particularly hard with M&A activity dropping over 60%, however, North America remained the strongest region for the quarter with nine of the top ten announced deals featuring a North American target. Transaction volume for the region reached 5,476 announced deals for a total M&A value of \$444 billion, down 12% by volume and 13% by value from 1Q18. The largest deal for the quarter, Bristol-Myers Squibb's bid for biopharmaceuticals giant Celgene announced at \$74 billion, alone accounted for over 6% of 1Q19 total global M&A deal value.

Private equity buyout deals were down 22% by value, year-over-year, to \$101 billion with volume dropping 16% to 1,100. Europe saw the biggest drop in private equity buyout activity as well with deal value down 65% year-over-year to just \$19 billion. We expect many investors are awaiting the terms of the UK's Brexit deal before deploying funds to the region. Deal value and volume were also down in both the U.S. and Asia likely driven by trade tensions between the two regions coupled with increasing competition for deals, given record levels of dry powder, which is driving up valuations. The challenging deal environment has also affecting buyout exits which were down 27% by value year-over-year for 1Q19. Fundraising in the private equity sector rose 6%, year-over-year in 1Q19 to \$100 billion raised, however, this figure was down 21% from 4Q18. The number of funds closed for the quarter was down as well at 219, a 36% drop year-over-year.

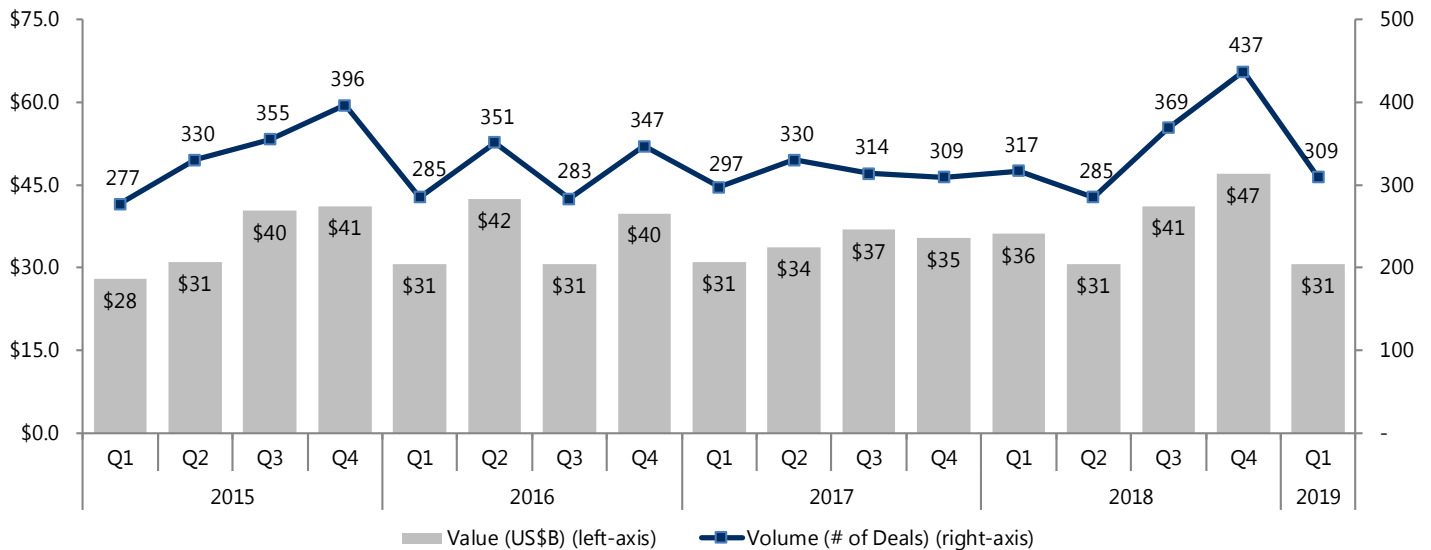
Global IPO activity was unusually slow in 1Q19 with total proceeds down 74% year-over-year to \$13.1 billion and volume down 41% to 199 IPOs for the quarter. Geopolitical tensions, uncertainty regarding Brexit, and trade issues between the U.S. and China have all contributed to the slowdown. The EMEIA region saw the largest drop, down 93% by value year-over-year, with the U.S. also seeing a steep drop in proceeds of 83%, largely driven by the extended Government shut-down early in the year. Despite trade and geopolitical challenges, Asia-Pacific was the strongest region accounting for 64% of global proceeds and experiencing only a 30% year-over-year decline for the quarter.

Global venture capital investment activity remained relatively consistent through 1Q19 with deal value reaching \$52 billion, only 4% down from 1Q18. This figure was sustained by significantly higher deal values given the steeper drop of 26% in deal volume year-over-year to 2,944 for the quarter. By region, Greater China experienced a year-over-year deal volume decline of 46% for the quarter while North America and Europe were down 21% and 11% respectively. Higher VC exit valuations in 1Q19 also supported a 7% increase in deal values for to \$23.5 billion over 1Q18 despite volumes dropping to 9% to 256. The VC boom appears to be maintaining momentum despite economic challenges affecting other sectors.

M&A Activity – Middle Market

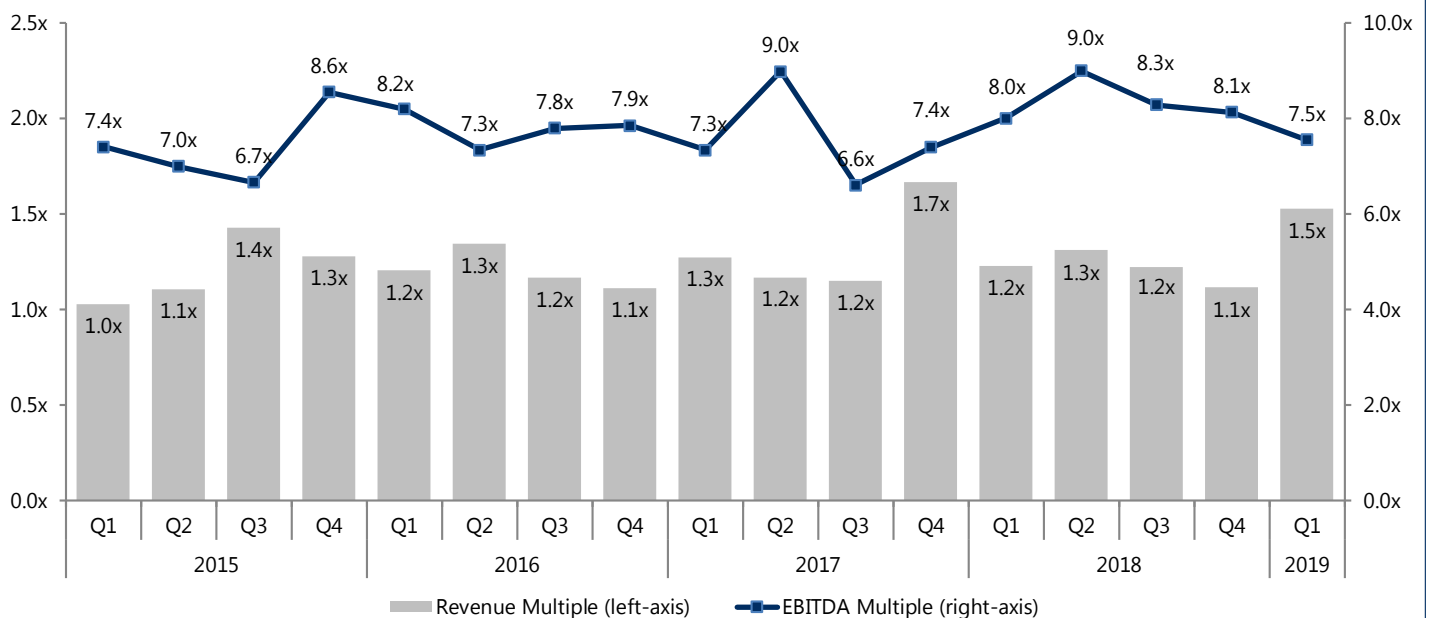
U.S. middle market deal value in the first quarter of 2019 was down 15% year-over-year, with a 3% decrease in volume. Though quarterly results are down year-over-year, LTM statistics remain up 10% by volume and 5% by value. With eight of the largest global deals this quarter featuring U.S. targets, deal activity appears to be drawn toward larger transactions for the quarter.

Q1 2019



Valuation Multiples – Middle Market M&A Transactions

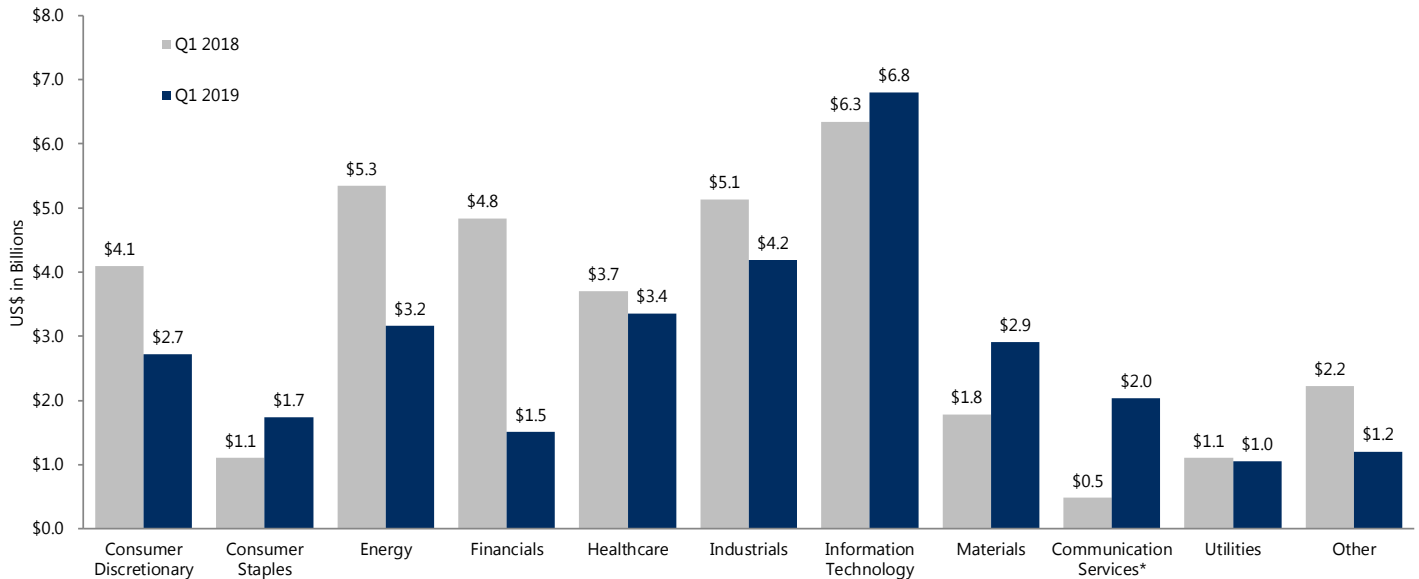
Disclosed middle market M&A revenue multiples in 1Q19 showed a year-over-year increase of 24% with LTM figures staying relatively flat. EBITDA multiples, have shown a mild decline over the last three quarters with a year-over-year drop of only 6%, however, LTM figures have increased by the same amount. The overall trend shows multiples holding within a reasonable range which will likely see some uplift once trade tensions with China stabilize and large stores of dry powder continue to compete for quality investments.



Note: Middle market defined as transactions between \$10 and \$500 million in the U.S., excluding transactions in real estate. EBITDA multiples disclosed in less than 10% of all transactions.
Source: S&P Capital IQ.

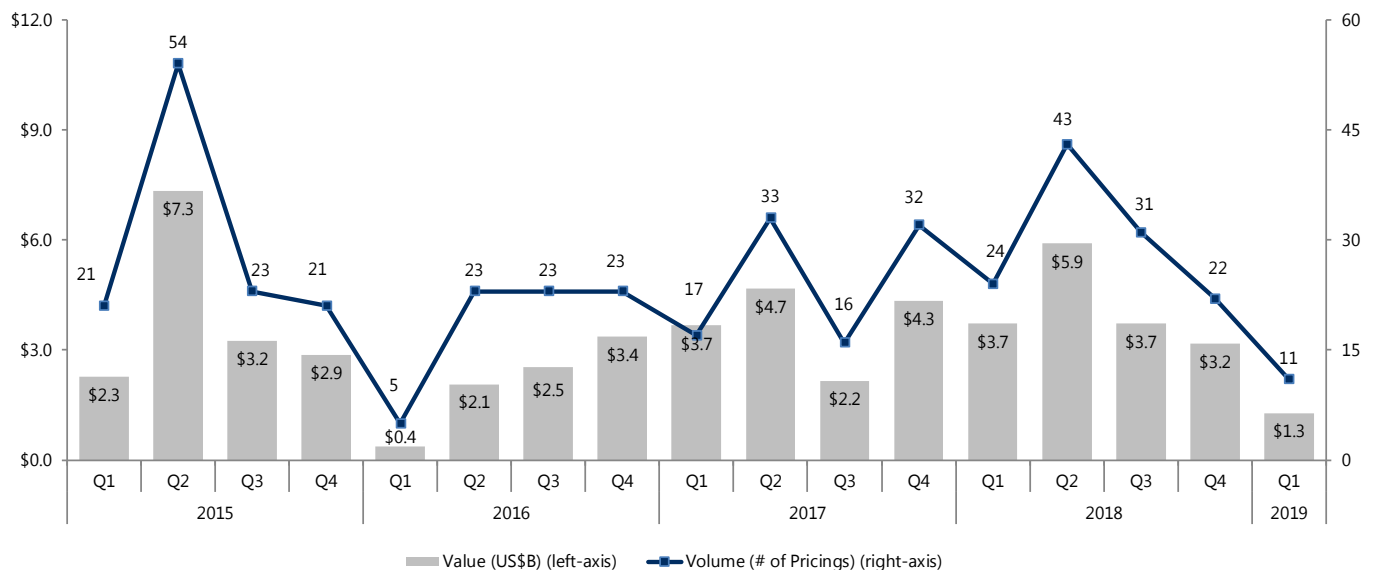
M&A Activity by Sector – Middle Market

The first quarter of 2019 showed a year-over-year drop in middle market M&A deal value of 15%. Financials experienced the largest decline in value from 1Q18 at 69% with the Energy sector down 41%, however, with climbing oil prices throughout 1Q19 we would expect the Energy sector to pick up in the second quarter. Materials and Consumer Staples showed solid year-over-year growth at 63% and 58% respectively and Information Technology, a consistently strong sector, rose 7%.



IPO Activity – Middle Market

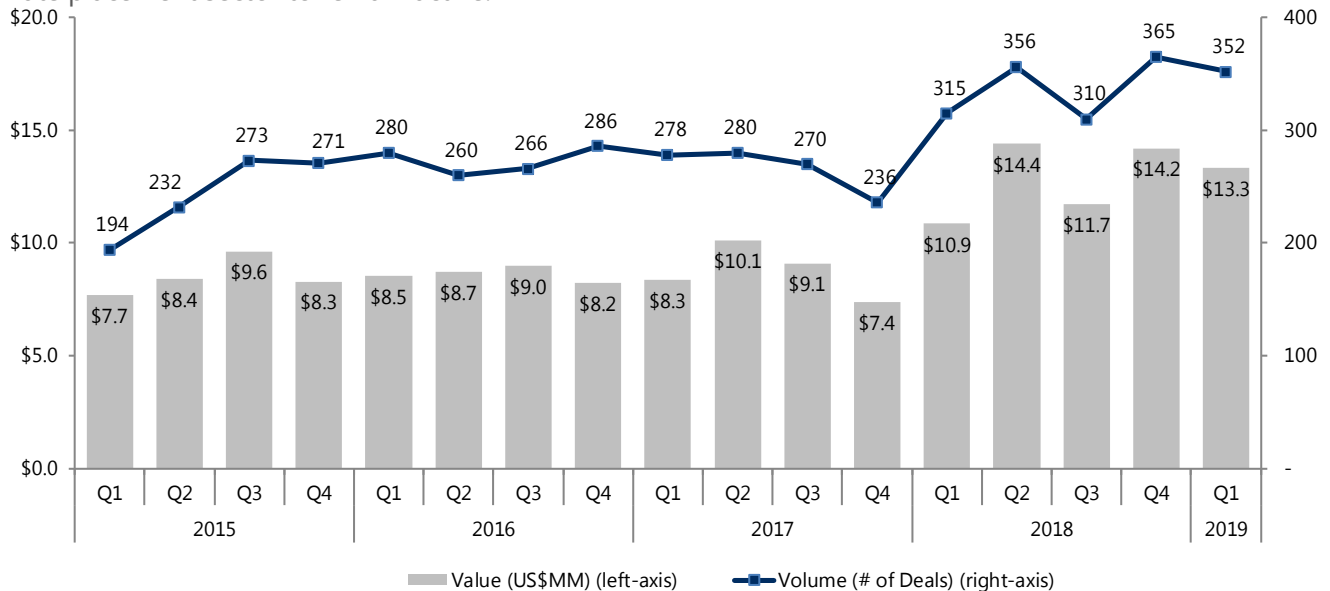
Middle market IPO activity in the first quarter of 2019 dropped considerably year-over-year by both value and volume at 65% and 54% respectively, however, LTM figures remain relatively flat. Healthcare stocks made up the largest share of activity this quarter accounting for 73% of deal volume, and Information Technology was unusually silent with no middle market IPO activity for 1Q19. Year-over-year the Healthcare sector was down for the quarter by 33%, however, LTM figures remain up 41%. The largest middle market deal for the quarter was Gossamer Bio, Inc., developer of therapeutics in the disease areas of immunology, inflammation, and oncology, at \$276 million.



Note: Middle market defined as transactions between \$10 and \$500 million in the U.S., excluding transactions in real estate.
* Reclassified sector including new sub-sectors from 4Q18.
Source: S&P Capital IQ.

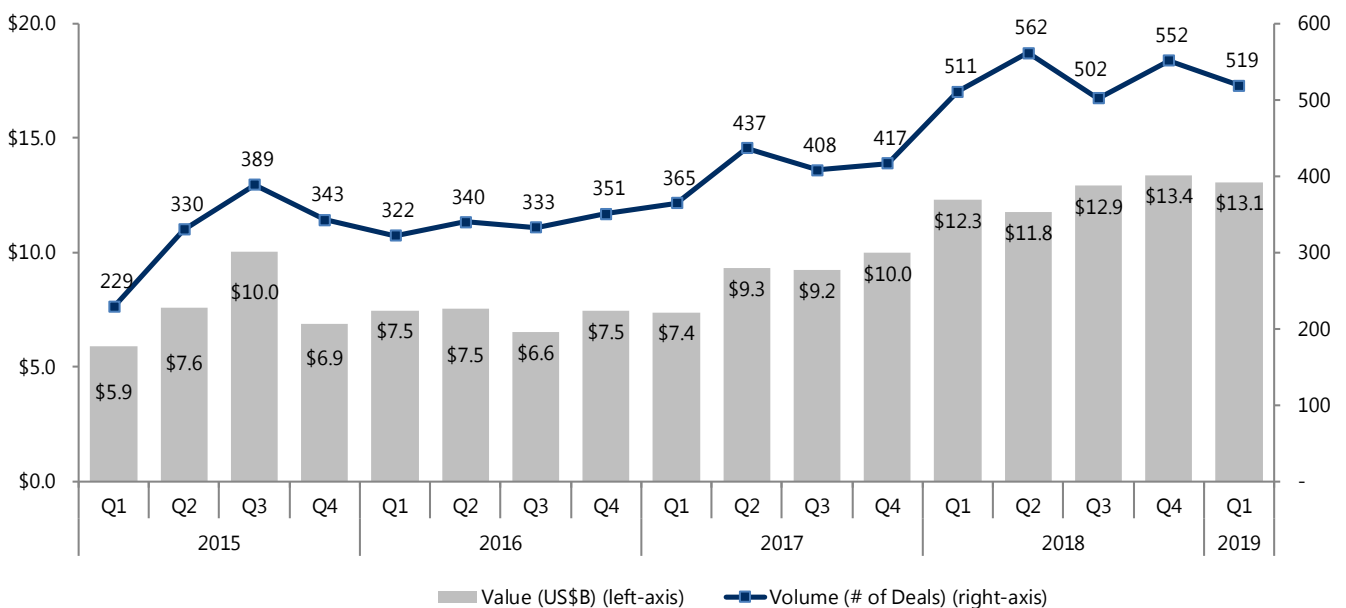
Private Placement Activity – Middle Market

Middle market private placement activity rose, year-over-year, in 1Q19 reaching \$13.3 billion in value, a 23% increase, with 352 transactions, a 12% increase in volume. LTM statistics are also up year-over-year with value increasing 43% and volume 26%. The average deal size also climbed year-over-year by 10%. The Technology and Healthcare sectors continued to attract the bulk of private placement funds accounting for 39% and 21% of total volume respectively. While year-over-year quarterly activity in Technology and Healthcare remained relatively flat, LTM volume rose 13% and 19% respectively. With record stores of dry powder we expect the private placement sector to remain active.



Venture Capital Investment Activity – Middle Market

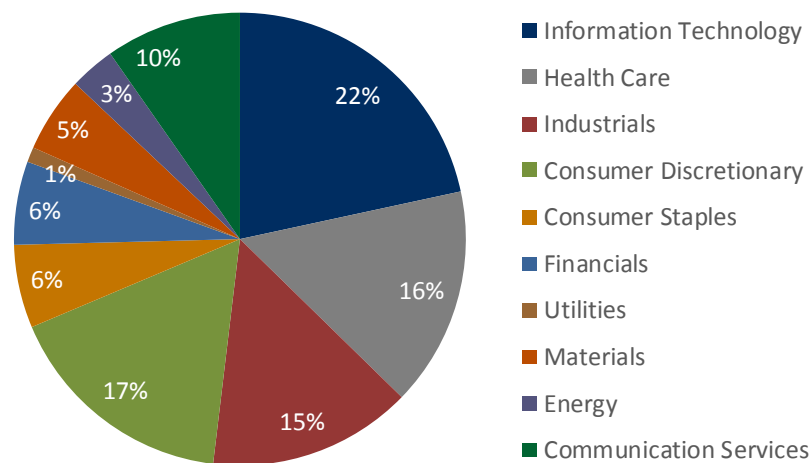
Venture capital activity in the first quarter was up year-over-year to \$13.1 billion, a 6% increase with deal volume up 2% at 519 transactions. The Technology and Healthcare sectors continued to draw the most funding accounting for 33% and 20% of transaction volume respectively. Year-over-year Technology volume was down 10% for the quarter while Healthcare was up 11%. The largest middle market deal of the quarter was a \$250 million round for DivvyPay, Inc., a payment and business budgeting platform.



Utah M&A Activity by Sector

The first quarter of 2019 showed a 10% uptick in M&A activity year-over-year with 44 announced Utah-related M&A deals, consisting of both buy-side and sell-side transactions. Technology and Consumer Discretionary sectors saw the highest levels of activity accounting for a combined 52% of deal volume. Utah's diverse economy continues to be evident in the overall mix of transactions from the last twelve months with large weights in each of the Technology, Healthcare, Industrials, and Consumer Discretionary sectors. Notable transactions during the quarter include Glacier Bancorp Inc.'s acquisition of Utah-based FNB Bancorp, a provider of banking services to individuals and businesses throughout Utah with six banking offices, for \$85 million. Utah sponsors were also active, with Sorenson Capital selling California-based portfolio company Axiom Materials, Inc., a manufacturer of composite materials, for \$175 million.

Utah Transaction Mix (Last Twelve Months)



Utah M&A Transaction Details for Q1 2019

Announced Date	Target	Acquiror	Target Industry	Target Business Description	Size (\$mm)	TEV ¹ /Revenue	TEV ¹ /EBITDA
Communication Services							
3/6/2019	Assessment Technology Incorporated	Imagine Learning, Inc.	Interactive Home Entertainment	Web-based education applications	-	-	-
3/5/2019	MarketStar Corporation	Wasatch Property Management, Inc.	Advertising	Sales, marketing, and process outsourcing services	-	-	-
2/13/2019	Four Stations and Several FM Translators	Magic Valley Media, LLC	Broadcasting	Broadcasting stations	0	-	-
2/16/2019	Portfolium, Inc.	Instructure, Inc.	Interactive Media and Services	Cloud-based skill development platform	43	-	-
Consumer Discretionary							
3/11/2019	Leisure Living, Inc.	Christy Sports, LLC	Homefurnishing Retail	Outdoor furniture	-	-	-
3/6/2019	Perpetual Technology Group LLC	Emmersion Learning, Inc.	Education Services	Administrates WebCAPE computer adaptive testing	-	-	-
2/15/2019	Certain Assets of Probst Family Funerals and Cremations, L.L.C. and Heber Valley Funeral Home, Inc.	Memorial, Inc.	Specialized Consumer Services	Funeral and cremation services	3	-	-
2/26/2019	Park City Bike Demos, LLC	NA	Specialty Stores	Bicycle retailer	-	-	-
2/1/2019	Pro-Mark, Inc.	Platinum Equity, LLC	NA	Irrigation systems	-	-	-
1/11/2019	NEEO AG	Control4 Corporation	Consumer Electronics	Remote control manufacturing	16	-	-
1/18/2019	Planet Extreme Air Park	CircusTriX LLC	Leisure Facilities	Trampoline parks	-	-	-

1. Total enterprise value.

Note: Reflects all disclosed M&A transactions excluding real estate where the acquiror, target or seller headquarters are in the greater Utah area. The Utah-based company is denoted in bold. * indicates that the seller was one of a group of sellers.

Sources: S&P Capital IQ and W Partners research and estimates.

Utah M&A Transactions (Cont'd)

Announced Date	Target	Acquiror	Target Industry	Target Business Description	Size (\$mm)	TEV ¹ /Revenue	TEV ¹ /EBITDA
Consumer Discretionary (cont.)							
1/14/2019	Red Wire Group, LLC	12 Retech Corporation	Apparel, Accessories and Luxury Goods	Apparel manufacturing	0	0.7x	-
1/14/2019	Current Audio LLC	Soundvision Technologies, LLC	Consumer Electronics	Audio products	-	-	-
1/3/2019	Halo2Cloud, LLC	ZAGG Inc	Consumer Electronics	Consumer electronics development and distribution	43	-	-
Consumer Staples							
1/30/2019	Biovation Labs, LLC	NA	Personal Products	Nutritional supplement contract manufacturing	-	-	-
12/21/2018	American Covers Inc.	Hub Promotional Group	Household Products	Car air freshener manufacturing	-	-	-
Financials							
2/25/2019	Affiliated Funding Corporation	Capital Financial Global, Inc.	Specialized Finance	Invoice factoring and financial services	-	-	-
1/16/2019	FNB Bancorp (Layton, UT)	Glacier Bancorp, Inc.	Regional Banks	Banking services to individuals and businesses	85	-	-
1/15/2019	Vantage Point Advisors, LLC	Forum Financial Management, LP	NA	Financial advisory	-	-	-
Health Care							
3/18/2019	Lighthouse Practice Management Group, Inc.	Henry Schein One, LLC	Health Care Technology	Dental management software	-	-	-
1/1/2019	Taueret Laboratories, LLC	Predictive Technology Group, Inc.	Biotechnology	Clinical DNA testing	9	-	-
2/13/2019	KOPFWERK Datensysteme Ges.m.b.H.	Henry Schein One, LLC	Health Care Technology	Dental industry software solutions	-	-	-
1/22/2019	GenOne12 Biomedical Farming & Extraction/Hidden River Hemp Corp	Nutranomics, Inc.	Pharmaceuticals	Hemp production	-	-	-
Industrials							
3/19/2019	Seville Staffing, LLC	Intermountain Staffing, Inc.	Human Resource and Employment Services	Staffing services	-	-	-
3/13/2019	Uncommon Partners	Singularity Education Group	Human Resource and Employment Services	Consulting and training	-	-	-
2/18/2019	Ignite Coaching & Consulting, LLC	Zweig Group LLC	Research and Consulting Services	Management, marketing, and business development services	-	-	-
2/14/2019	Cambelt International Corporation	Five Crowns Capital, LLC	Industrial Machinery	Material handling equipment manufacturing	-	-	-
1/22/2019	Pioneer Critical Power Inc. (nka:CleanSpark Critical Power Systems, Inc.)	CleanSpark, Inc.	Heavy Electrical Equipment	Custom-engineered solutions for utility applications	5	-	-
Information Technology							
3/1/2019	Technical Building Systems Company II, Inc.	DVL Group, Inc.	Internet Services and Infrastructure	Data center infrastructure	-	-	-
2/14/2019	Browz, LLC	Avetta, LLC	Application Software	Supplier qualification and management solutions	-	-	-
2/1/2019	ClearVoice, Inc. (Seller: Peak Ventures)	Fiverr International Ltd.	Application Software	Content marketing platform	-	-	-
2/11/2019	Substantially All The Assets of Sorenson Media, Inc.	The Nielsen Company (US), LLC	Application Software	Television data solutions	11	-	-
1/30/2019	Square Peg Pty Ltd	Simplus	IT Consulting and Other Services	Salesforce consulting services	-	-	-
1/28/2019	Emulate3d, Inc.	Rockwell Automation, Inc.	Systems Software	Sales and demo software for automated material handling systems	-	-	-
1/18/2019	Commercial In-Flight Entertainment Business of Collins Aerospace	Burrana Inc.	Application Software	Wireless airline cabin technologies	-	-	-
1/15/2019	Ride Systems, LLC	DoubleMap, LLC	Application Software	Vehicle tracking software solutions	-	-	-

1. Total enterprise value.

Note: Reflects all disclosed M&A transactions excluding real estate where the acquiror, target or seller headquarters are in the greater Utah area. The Utah-based company is denoted in bold. * indicates that the seller was one of a group of sellers.

Sources: S&P Capital IQ and W Partners research and estimates.

Utah M&A Transactions (Cont'd)

Announced Date	Target	Acquiror	Target Industry	Target Business Description	Size (\$mm)	TEV ¹ /Revenue	TEV ¹ /EBITDA
Information Technology (cont.)							
12/31/2018	ApplicantStack	MC2 Consulting Services, Inc.	NA	HR software	-	-	-
1/7/2019	Leo Enterprises Inc.	DS Co.	Application Software	Cloud-based inventory management platform	-	-	-
1/7/2019	Solaroo Energy, LLC	Auric Energy	Technology Distributors	Solar panel installation and distribution	-	-	-
1/3/2019	AVITRU	Deltek, Inc.	Application Software	Architecture, engineering, and construction software	-	-	-
1/1/2019	Advanced RP, Inc.	GoEngineer, Inc.	Technology Distributors	Prototyping and 3D printing equipment dealer	-	-	-
Materials							
2/28/2019	Substantially All Assets of Concrete Coatings, Inc.	Fenix Group, LLC	Specialty Chemicals	Industrial coatings manufacturing	-	-	-
1/30/2019	Axiom Materials, Inc. (Seller: Sorenson Capital)	Kordsa, Incorporated	Specialty Chemicals	Composite material manufacturing	175	-	-
1/14/2019	Manado Gold Corp.	InsuraGuest, Inc.	Diversified Metals and Mining	Mineral exploration and development	-	-	-

1. Total enterprise value.

Note: Reflects all disclosed M&A transactions excluding real estate where the acquiror, target or seller headquarters are in the greater Utah area. The Utah-based company is denoted in bold. * indicates that the seller was one of a group of sellers.

Sources: S&P Capital IQ and W Partners research and estimates.

Utah Private Placement and Venture Capital Activity

There were ten disclosed Utah-related private placements during the first quarter of 2019, attracting \$450 million of fresh capital. The Technology sector was by far the most active this quarter raising approximately 70% of the total proceeds, at \$315 million, with six transactions. The largest deal this quarter was for DivvyPay, Inc., a payment and business budgeting platform, which raised \$250 million in debt financing. Another notable transaction for the quarter was Health Catalyst Inc.'s Series F round of \$100 million to fund their data warehousing architecture business.

Utah-based Companies that Raised Capital

Announced Date	Issuer	Round	Investor(s)	Issuer Industry	Issuer Business Description	Amount Raised (\$mm)
Communication Services						
03/08/19	DirectScale, LLC	Venture	NA	Advertising	Marketing and brand management	\$4
Health Care						
03/14/19	Artemis Health Inc.	Series C	Bessemer Venture Partners; Rose Park Advisors, LLC; Hearst Health Ventures; F-Prime Capital Partners; Maverick Ventures	Health Care Technology	Health data analytics	\$25
02/26/19	Sera Prognostics, Inc.	Debt	NA	Health Care Supplies	Women's diagnostic tests development	\$6
02/06/19	Health Catalyst Inc.	Series F	Norwest Venture Partners; Sequoia Capital; OrbiMed Advisors, L.L.C.; Kaiser Permanente Ventures; Sands Capital Ventures, LLC; UPMC Enterprises	Health Care Technology	Data warehousing architecture	\$100
Information Technology						
03/12/19	Whistic, Inc.	Venture	NA	Application Software	IT security platform	\$4
03/06/19	Converus, Inc.	Growth	NA	Application Software	Lie detection software	\$6
02/07/19	Neat Work Co, Inc.	Venture	Origin Ventures	Application Software	Collaboration software for employees	\$3
01/28/19	Kuali, Inc.	Series A	Mercato Partners; Owl Ventures	Application Software	Open source administrative software	\$12
01/18/19	DivvyPay, Inc.	Debt	NA	Data Processing and Outsourced Services	Payment and business budgeting platform	\$250
01/08/19	RainFocus, Inc.	Growth	JMI Management, Inc.	Application Software	Big data management and automation	\$40

1. Total enterprise value.

Note: Reflects disclosed private placement and venture capital transactions greater than \$3.0 million where the issuer is headquartered in the greater Utah area. Utah-based companies and funds are denoted in bold. * indicates that the seller was one of a group of sellers.

Sources: S&P Capital IQ and W Partners research.

Please contact the W Partners team for additional information regarding M&A transactions, private placements, venture capital investments or public market valuations in your particular industry or sector:

Todd Wilson
 Managing Director
 Phone: 858.333.8445
 twilson@wpartners.com

Carl Miller
 Managing Director
 Phone: 858.333.8449
 cmiller@wpartners.com

San Diego Office
 11455 El Camino Real
 Suite 450
 San Diego, CA 92130
 Phone: 858.333.8445

Salt Lake City Office
 136 E. South Temple
 Suite 2440
 Salt Lake City, UT 84111
 Phone: 801.890.4175

www.wpartners.com

Selected Transactions by W Partners



Has sold an equity interest to



Financial Advisory



Private Placement of Equity Securities




Financial Advisory




Private Placement of Equity Securities

Financial Advisory



48 Franchises Acquired by




Financial Advisory




The Washington Companies


Strategic Advisory




Was Acquired by



Financial Advisory



Joint-Venture Agreement with




Financial Advisory




\$100 Million Private Placement



Financial Advisory



Was Acquired by



Financial Advisory

The information contained herein is for informational purposes only, and W Partners Group LLC ("W Partners" or "we") is not soliciting any action based upon it. This material should not be read as advice or recommendations. It has not been prepared taking into account any person's particular objectives or needs. Any person should consider whether the information is appropriate to their needs or seek advice before making a decision based on this information. The material is based upon information that we consider reliable, but we do not represent that it is accurate or complete, and it should not be relied upon as such. Opinions expressed are our current opinions as of the date appearing on this material only. No part of this material may be copied, photocopied or duplicated in any form by any means or redistributed without W Partners' prior written consent.

W Partners does not render tax, accounting or legal advice.

Securities-related services, including M&A advisory for transactions involving stock or debt and private capital raising, are offered through Crewe Capital, LLC, a broker-dealer, member FINRA / SIPC ("Crewe Capital"). W Partners and Crewe Capital are not affiliated entities. Principals of W Partners are also investment banking professionals and perform such services as registered representatives of Crewe Capital. All investments have risks and past performance is not indicative of future results.

The information provided on this communication is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where such distribution or use would be contrary to law or regulation or which would subject W Partners or Crewe Capital to any registration requirement within such jurisdiction or country.