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## KippsDeSanto's DealView — Top 10 M&A Deals of the Quarter

KippsDeSanto & Co., a leading aerospace/defense and government technology solutions investment bank, would like to share its thoughts on the "Top 10 M&A Deals of the Quarter" for the period ended March 31, 2017. The following table is our take on the most notable announced M&A transactions — not only based on size, but also on strategic importance and / or impact.

### Precedent Transactions

(\$ in millions)

Date Announced	Buyer / Target	Target Description	Target Sector	Enterprise Value	EV / LTM Revenue	EBITDA
03/31/17	MHI Holdings, LLC / Seaward Marine Services, Inc. <sup>(1)</sup>	Provides underwater hull cleaning and ship husbandry services, including underwater painting, inspections, repairs and maintenance, testing, and other specialized diving services	Defense	ND	ND	ND
03/13/17	Constellis Holdings, LLC / Centerra Group, LLC	Provides security and fire support services, nuclear security protection, base operations and support, facilities maintenance, and fleet management for federal, state and local, and commercial clients	Government Technology Solutions	NA	NA	NA
03/08/17	KeyW Corporation / Sotera Defense Solutions, Inc.	Provides critical enterprise IT, cyber security systems and operations, data analytics, intelligence analysis, and CSISR solutions to DoD, IC, and civilian customers	Government Technology Solutions	\$235.0	1.04x	11.8x
03/07/17	Leonardo S.p.A. (sub Leonardo DRS) / Daylight Solutions, Inc.	Provides quantum cascade laser products and technology	Defense	150.0	NA	9.0x
02/24/17	MacDonald, Dettwiler and Associates Ltd. / DigitalGlobe, Inc.	Provides high-resolution Earth-imagery products and services sourced from its own advanced satellite constellation and third-party providers	Defense	3,600.0	4.96x	9.0x
02/21/17	STG Group, Inc. / Preferred Systems Solutions, Inc.	Provides advanced computing, analytics, program and acquisition management, and cyber and software solutions to defense, intelligence, and federal customers	Government Technology Solutions	119.0	ND	ND
02/17/17	Sonaca S.A. / LMI Aerospace, Inc.	Provides structural assemblies, kits, components, and engineering services to the commercial, business and regional, and military aerospace markets	Aerospace	430.9	1.24x	12.6x
02/06/17	Salient CRGT, Inc. / Information Innovators Inc. <sup>(1)</sup>	Provides a full suite of next generation solutions, including health IT, enterprise IT solutions, and agile development capabilities	Government Technology Solutions	ND	ND	ND
01/27/17	Veritas Capital / Harris Corporation's Government IT Business	Provides IT and managed services to U.S. government agencies, including NASA and others	Government Technology Solutions	690.0	0.64x	NA
01/19/17	Safran S.A. / Zodiac Aerospace S.A.	Provides aerospace equipment and systems for commercial, regional, and business aircraft, as well as helicopters and space applications	Aerospace	9,035.5	1.63x	23.6x

NA = Not Available; ND = Not Disclosed  
(1) KippsDeSanto acted as the exclusive financial advisor

### Of the above transactions, the following were especially noteworthy:

Canada-based MacDonald, Dettwiler and Associates ("MDA") has agreed to acquire DigitalGlobe, Inc., a provider of Earth-imagery products and services. The acquisition will consist of \$2.4 billion in cash and equity, as well as the assumption of approximately \$1.2 billion in net debt, for a total enterprise value of \$3.6 billion. This acquisition is part of MDA's strategy to increase its market share in the United States and would substantially increase its presence in the Intelligence Community ("IC"). DigitalGlobe's satellite imaging, satellite constellation, and geospatial analysis offerings provide a variety of intelligence, reconnaissance, and analytics services to the Federal Government. Previously, DigitalGlobe acquired The Radiant Group in October of 2016 for roughly \$140 million. That deal provided it with an expanded presence with customers such as the National Reconnaissance Office ("NRO"), the National Geospatial-Intelligence Agency ("NGIA"), the Defense Intelligence Agency ("DIA"), and U.S. Special Operations Command ("SOCOM"). MDA hopes to leverage both DigitalGlobe's high-end technical capabilities, as well as its valuable customer base, as it continues its expansion into the American marketplace.

The government technology solutions deal of the quarter is Salient CRGT's acquisition of Information Innovators Inc. ("Triple-i"), a provider of next generation solutions including health information technology ("HIT") services, enterprise IT, and agile development capabilities. This transformational deal further expands the breadth of Salient CRGT's capabilities offerings, allowing the Company to leverage Triple-i's complementary expertise in agile development and enterprise IT, while also providing immediate customer access and past performance with strategic federal health customers. The deal is consistent with Salient CRGT's strategy to create a premier mid-tier IT and agile development services provider and comes roughly 18 months after the merger of Salient Federal Solutions with CRGT Inc. The acquisition of Triple-i is a key component of Salient CRGT's long-term growth strategy, adding customer depth and prime contract vehicles to the Company's existing portfolio. Specific terms of the deal were not disclosed, but it will increase Salient CRGT's annual revenues to over \$500 million, giving it the scale, resources, and expertise to effectively compete with larger firms across a wide spectrum of the federal IT landscape.