

December 21, 2012

FINANCIAL TECHNOLOGY PARTNERS LP FTP SECURITIES LLC

*is pleased to announce its role as
Strategic and Financial Advisor to*

SAFE-GUARD

on its sale to an affiliate of



Financial Technology Partners LP
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San Francisco, CA 94108

***The Only Investment Bank
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Sale of Safe-Guard Products International, LLC

FT Partners Advises Safe-Guard on its Sale to Goldman Sachs Capital Partners

Transaction Overview and Rationale

Overview of Transaction

- On December 21, 2012, Safe-Guard Products International, LLC (“Safe-Guard”) announced its acquisition, in partnership with management, by an affiliate of Goldman Sachs.
- Safe-Guard, a portfolio company of H.I.G. Capital (“H.I.G.”), is a leading provider of finance and insurance (“F&I”) solutions to the automotive industry
- H.I.G. is a leading global private investment firm with over \$10 billion of assets under management across many sectors and industry verticals
- Goldman Sachs Group, Inc. (NYSE: GS), through its affiliates, is a global leader in private equity focusing on large, high quality companies across a broad range of industries and geographies

Significance of Transaction

- Achieves highly attractive outcome for both the buyer and selling shareholders
 - Buyer able to gain control of a highly attractive company while retaining and motivating management
 - Sellers able to monetize portion of ownership at an attractive valuation
- Positions Safe-Guard to capitalize on the substantial growth opportunities across its platform of F&I program solutions

FT Partners’ Role

- FT Partners served as strategic and financial advisor to Safe-Guard
- FT Partners leveraged its deep knowledge, extensive experience and broad insurance industry relationships to help achieve a highly favorable outcome for stakeholders
- Highlights FT Partners' continued success in advising leading companies across the insurance services and technology sector

Safe-Guard’s acquisition further demonstrates FT Partners’ ability to deliver outstanding results to its leading insurance and financial technology clients

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Sale of Safe-Guard Products International, LLC

Safe-Guard Overview

Company Overview

CEO: Randy Barkowitz
Headquarters: Atlanta, GA
Founded: 1992

- Safe-Guard is a leading provider of outsourced finance and insurance (“F&I”) solutions to OEMs, national vehicle retailers and independent agents
 - Core solutions include ancillary F&I products such as Tire & Wheel Protection, GAP Coverage, Lease Wear & Tear Coverage and Theft Protection
 - Safe-Guard is the leading provider of ancillary F&I products to OEMs, the leading provider of Tire & Wheel Protection and Theft Protection, and a top three provider of GAP Coverage in the U.S
- Safe-Guard’s customized, turnkey F&I programs enable its OEM and vehicle retailer partners to offer their customers a broad range of products
 - Branded F&I programs enable OEMs and vehicle retailers generate incremental profits and drive loyalty through an enhanced customer experience
 - Ancillary F&I products provide consumers cost-effective protection against the unexpected perils of vehicle ownership
- With unmatched capabilities in developing and managing F&I programs for OEMs and vehicle retailers, Safe-Guard has established a blue-chip client base including:
 - Five of the world’s leading automotive OEMs
 - Two of the world’s largest motorcycle manufacturers
 - The nation’s largest new and used vehicle retailers

Service Offering Overview



Core Product Overview

Product	Description
Tire & Wheel	▪ Provides repair or replacement coverage in the event of damage to tires or wheels
GAP Coverage	▪ Covers difference between insurance payoff and loan balance if vehicle is stolen or totaled
Lease Wear & Tear	▪ Provides broad base coverage to protect against excess wear and tear of leased vehicles
Theft Protection	▪ Permanently marks parts and / or windows with ID numbers that aid law enforcement in the event of theft
Appearance Protection	▪ Covers interior and exterior damage from spills, fading, acid rain, tree sap, etc.

Sale of Safe-Guard Products International, LLC

FT Partners Advises AmWINS on its Growth Recapitalization

Transaction Overview and Rationale

Overview of Transaction

- On April 17, 2012, AmWINS Group, Inc. ("AmWINS") announced a partnership with New Mountain Capital in a growth-oriented recapitalization valued at approximately \$1.3 billion
- AmWINS, a portfolio company of Parthenon Capital Partners ("Parthenon"), is a leading global specialty insurance distributor placing over \$7 billion in premiums annually
- Parthenon is a control investor in financial and insurance services, business services and healthcare businesses and recently closed its fourth mid-market fund at its cap of \$700 million
- New Mountain Capital is a leading private equity firm with over \$9 billion in assets under management
- The transaction is expected to close within the next 60 days

Significance of Transaction

- Represents the largest private equity insurance transaction and one of the largest private equity transactions of 2012
 - High-profile transaction with significant interest from leading private equity firms and strategic partners
- Achieves highly attractive outcome for both buyer and sellers
 - Buyer able to gain shared control while retaining and motivating management
 - Sellers able to monetize portion of ownership at a strong valuation while retaining significant upside from future growth
- Positions AmWINS well to pursue additional growth opportunities and expand its industry-leading platform by leveraging New Mountain Capital's strategic relationships and operational capabilities

FT Partners' Role

- FT Partners served as lead strategic and financial advisor to AmWINS and its Board of Directors
- FT Partners developed a detailed and comprehensive set of marketing materials and financial analyses to highlight the unique value of AmWINS and enable efficient and thorough investor diligence
- Transaction demonstrates FT Partners' continued success in achieving highly attractive outcomes for leading insurance and financial technology firms

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in its Growth Recapitalization by



NEW MOUNTAIN CAPITAL LLC

valued at approximately

\$1,300,000,000



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Sale of Safe-Guard Products International, LLC

FT Partners Advises on Strategic Growth Investment in SquareTrade

Transaction Overview and Rationale

Overview of Transaction

- SquareTrade has entered into an agreement whereby Bain Capital and Bain Capital Ventures, the private equity and venture capital affiliates of Bain Capital, LLC ("Bain Capital"), will invest approximately \$238,000,000 in SquareTrade
- SquareTrade is the largest independent warranty provider for consumer electronics and major appliances
- Bain Capital is a global private equity firm with approximately \$60 billion in assets under management
 - Select previous investments include LinkedIn, SunGard, WorldPay and FleetCor
- The transaction closed in January 2012

Significance of Transaction

- SquareTrade is well positioned to pursue additional growth opportunities by leveraging Bain's strategic relationships and expertise in consumer-related businesses

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to SquareTrade and its Board of Directors
- Transaction highlights FT Partners' ability to rapidly and confidentially execute complex transactions
- FT Partners developed a detailed and comprehensive set of financial materials to highlight the unique value proposition of SquareTrade and to enable efficient and thorough investor diligence

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in its Recapitalization by

BainCapital

BainCapital Ventures

of approximately

\$238,000,000



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Sale of Safe-Guard Products International, LLC

FT Partners Serves as Exclusive Capital Markets / IPO Advisor on Accretive Health's IPO

Transaction Overview and Rationale

Overview of Transaction

- Accretive Health ("Accretive") started trading on the NYSE on May 20, 2010 under the ticker symbol AH
- Accretive Health, a portfolio company of Accretive, LLC, is a leading healthcare IT company providing revenue cycle management solutions to hospitals and healthcare providers
- Primary proceeds will be used for general corporate purposes including financing growth, developing new services, funding capital expenditures, acquisitions and other investments

Significance of Transaction

- Accretive Health's IPO was highly successful, having successfully priced in the midst of one of the most volatile markets of the last decade; second day of roadshow coincided with the "flash crash" which sent the DJIA down as much as 1,000 points in one session
- Accretive Health achieved a relative valuation significantly in excess of all well-known success stories in the broad Healthcare IT sector

FT Partners' Role

- FT Partners served as strategic, financial and IPO advisor to Accretive and its Board of Directors
- FT Partners managed the entire IPO process, enabling management to focus on growing the business
- FT Partners developed a comprehensive set of management and financial materials to showcase Accretive's offering to potential underwriters, creating significant demand among major Wall Street institutions

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Capital Markets & IPO Advisor to*



in its

\$138,000,000

Initial Public Offering

valuing the equity at approximately

\$ 1,200,000,000

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Sale of Safe-Guard Products International, LLC

FT Partners Serves as Exclusive Strategic Advisor to EISI in its Sale to Zywave

Transaction Overview and Rationale

Overview of Transaction

- On October 24, 2011, Emerging Information Systems Inc. (“EISI”) announced its sale to Zywave, Inc. (“Zywave”), a leading provider of employee benefits and property & casualty insurance software solutions for brokers and their clients and a portfolio company of Vista Equity Partners
- EISI, a portfolio company of Birch Hill Equity Partners, provides needs-assessment and financial planning tools under its NaviPlan and Profiles software brands to more than 250,000 financial professionals throughout North America
- Financial terms of the transaction were not disclosed

Significance of Transaction

- Broadens the scale of both businesses, creating a leading provider of growth-minded technology solutions for the insurance and financial services industries
- Combines Zywave’s proven dominance in providing SaaS solutions for insurance brokers with EISI’s market leadership in serving financial advisors

FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to EISI and its Board of Directors in this transaction
- Provided comprehensive advisory on internal preparedness, financial analysis, strategic positioning, valuation, marketing materials preparation, buyer / investor communication and transaction structure / timing
- The transaction highlights FT Partners’ continued strength in the securities, capital markets and insurance technology sectors

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Sale of Safe-Guard Products International, LLC

Selected FT Partners' Transactions

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in its cash sale to



for total consideration of approximately


\$ 369,000,000




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in its sale to



for cash and stock consideration of approximately


\$ 680,000,000





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in its approximately 60% Strategic Growth Investment by

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in its growth recapitalization by



valued at approximately

\$ 1,300,000,000



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is pleased to announce its exclusive role as sole strategic and financial advisor to



in its recapitalization by



of approximately

\$ 238,000,000



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in its sale to



for total cash consideration of approximately

\$ 370,000,000



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in its sale to



for cash consideration of approximately

\$ 525,000,000



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**Financial Technology Partners LP
FTP Securities LLC**

is pleased to announce its exclusive role as sole strategic and financial advisor to



in its minority investment led by



for total consideration of approximately

\$ 50,000,000



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Sale of Safe-Guard Products International, LLC

FT Partners Wins “Investment Banking Boutique of the Year” and Many Other Accolades

Awards Overview

- FT Partners consistently receives top honors and recognition from national association:
 - **Dealmaker of the Year** (2012)
 - **Boutique Investment Bank of the Year** (2011)
 - **Deal of the Decade** (2011)
 - **Middle Market Deal of the Year, Cross-Border Deal of the Year and IT Services Deal of the Year** (2010)
 - **Dealmaker of the Year** (2007, 2008 and 2009)
 - **Investment Banking Firm of the Year** (2004 and 2006)
 - **Financing Professional of the Year** (2006)
 - **Product of the Year – IPO Advisory** (2006)
 - **Deals of the Year** (2005, 2006 and 2007)
- **2008’s top ranked** investment banker named on *Institutional Investors* annual “*Online Finance 40*” ranking
 - Consecutively ranked for 3 years (2008, 2007, 2006)
- Founder and Managing Partner, Steve McLaughlin, lauded **highest honors** as both “Dealmaker of the Year” and “Financing Professional of the Year”
- Top award winning Investment Bank collecting **more than 12 separate awards** for outstanding performance and client results
 - FT Partners has received over 75 award nominations across an unprecedented array of categories
- FT Partners’ “**IPO Advisory**” service – as demonstrated in one of the most successful Payments IPOs in history, VeriFone – received its third industry award in 12 months for Product of the Year
 - Previously recognized in our 2006 Financing Professional of the Year award and 2005 Deal of the Year



Investment Bank of the Year
Dealmaker of the Year

Selected Transactions:

- **Undisclosed** Mercury Payments Systems’ 60% strategic investment by Silver Lake
- **Undisclosed** Sale of ProPay to TSYS
- **\$1.3 billion** Sale of AmWINS to New Mountain Capital
- **\$700 million** Sale of ATD to Citigroup
- **\$525 million** Sale of Lynk Systems to RBS
- **\$370 million** Sale of Custom House to Western Union
- **\$369 million** Sale of FleetOne to WEX
- **\$325 million** Sale of Verus to Sage Group
- **\$300 million** Jack Henry acquisition of iPay Technologies
- **\$245 million** Sale of Corillian to Checkfree
- **\$177 million** Financial advisory role on VeriFone’s IPO
- **\$145 million** Sale of EDC to Cardtronics
- **\$50 million** Minority Investment in Yapstone led by Accel Partners