

August 3, 2004

**FINANCIAL TECHNOLOGY PARTNERS LLC
FTP SECURITIES LLC, MEMBER NASD / SIPC**

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

Lynk

in its pending sale to



for cash consideration of approximately

\$525,000,000

**Financial Technology Partners
FTP Securities**

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Royal Bank of Scotland Acquires Lynk Systems

FT Partners Advises on Largest Private Financial Technology Acquisition in Years

Transaction Overview

- Announced August 3, 2004 and expected to close in the 3rd quarter
 - FT Partners acted as exclusive strategic and financial advisor to Lynk and its Board of Directors
 - Assignment highly sought after by bulge bracket investment banks
 - Largest private merchant processing deal in years
 - One of the largest financial technology transactions of the year
- Lynk is the “crown jewel” private player in the merchant processing space from a financial, operational and strategic perspective
 - Strong recurring revenue base of customers nationwide serviced by a strong processing and distribution infrastructure
- Royal Bank of Scotland is a leading global bank and merchant processor in the UK
 - Combined with Citizens portfolio will rank 11th among all merchant acquirers in the U.S. ⁽¹⁾
 - RBS's largest technology or non-financial services acquisition ever
- Transaction announced on the heels of two other prominent FT Partners transactions
 - FT Partners acted as lead financial advisor and structuring agent to VeriFone in its successful \$292 mm recapitalization
 - FT Partners acted as lead strategic and financial advisor to SoundView Technology Group in its sale to Charles Schwab for approximately \$345 mm

Lynk is a portfolio company of Sutter Hill Ventures and Technology Crossover Ventures

Financial Technology Partners FTP Securities LLC

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(1) Source: Nilson Report, March 2004. Adjusted rank by combining FDC and FDC bankalliances into one group

Royal Bank of Scotland Acquires Lynk Systems

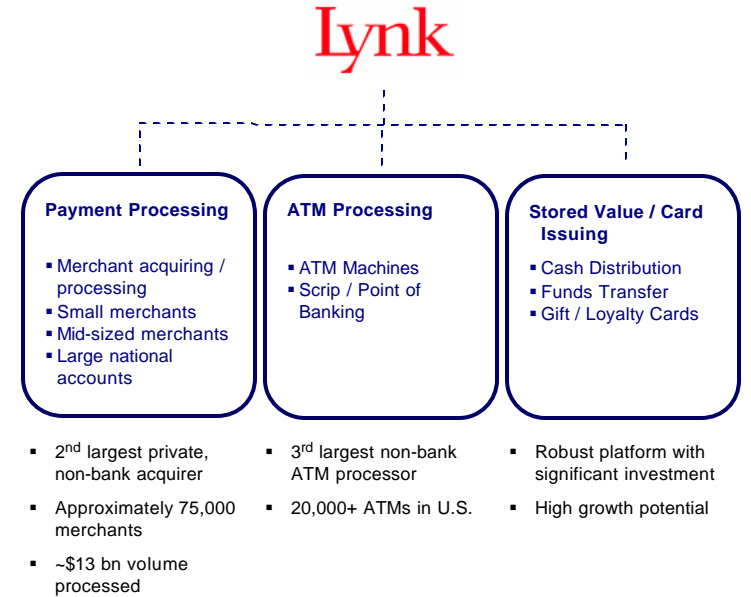
Overview of Lynk

Lynk is the 2nd largest private merchant acquirer and one of the largest non-bank owned, full-service merchant processors in North America

Overview

- Lynk, a privately held portfolio company of Sutter Hill Ventures and Technology Crossover Ventures, is a national provider of electronic payment, cash dispensing and e-commerce services and products
 - Founded by payment industry pioneer, Ed Uzialko in 1991
 - Headquartered in Atlanta, GA
- Lynk processes all forms of non-cash payment transactions: credit, debit, EBT, fleet, loyalty, gift and check
 - Processes transactions from Point-of-Sale terminals, websites and ATM machines
- Lynk's ATM business includes machines deployment, cash management, monitoring and repair
- Within Lynk's merchant portfolio are both regional merchants and large multi-location regional and national merchants
 - Merchants served include: petroleum / convenience stores, supermarkets, retail, restaurant and other high growth verticals
- Lynk differentiates itself through unparalleled customer service and support, as well as its wholly-owned proprietary technology platform
 - Truly integrated processing model provides significant competitive advantage in market

Business Segment Overview ⁽¹⁾



Non-bank Merchant Acquirer / Processor Statistics ⁽¹⁾

Rank	Company	Description
1	First Data	Public (\$39 bn mkt. cap)
2	Global Payments	Public (\$2 bn mkt. cap)
3	Lynk Systems	Privately Held

⁽¹⁾ Merchant counts and volumes as reported by Nilson Report April, 2004. Processors defined as owning majority of technology.

Royal Bank of Scotland Acquires Lynk Systems

Overview of Royal Bank of Scotland

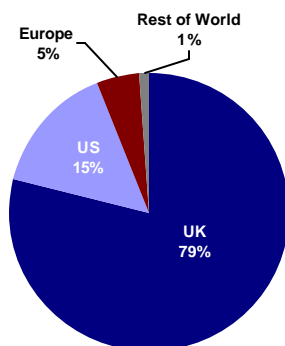
Key Company Statistics

■ Ticker:	RBS.L
■ Founded:	1728
■ Headquarters:	Edinburgh, Scotland
■ Group Employees:	120,000+
■ Market Cap. ⁽¹⁾ :	£49bn / \$88bn
■ 2004 P/E:	10.8x
■ 2005 P/E:	9.7x
■ Price / Tangible Bk. Val.	4.1x
■ Total Assets ⁽¹⁾ :	£455 bn / \$828 bn
■ Tier 1 Capital ⁽¹⁾ :	£19 bn / \$35 bn (7.4% ratio)

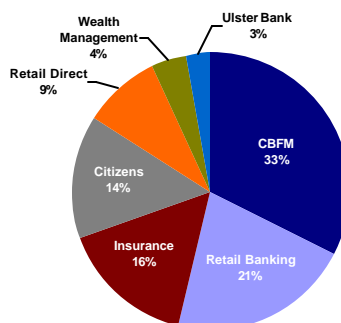
Transaction Rationale

- RBS' expansion into the U.S. through acquisition has been highly successful
 - In May 2004, RBS acquired Charter One Financial for \$10.5 bn
 - Group will merge into Citizens and is complementary to U.S. Citizen's branch network
 - Will become top 10 U.S. bank by assets pro forma for transaction
 - Largest acquisition by RBS in the U.S. market since NatWest in 2000
 - RBS has used Citizens to make a number of acquisitions historically
 - 23 acquisitions since 1990 excluding Charter One transaction
 - Research analyst community has applauded the RBS / Citizens acquisition strategy in the U.S.

Breakdown of Revenue



Revenue Breakdown by Client Facing Division



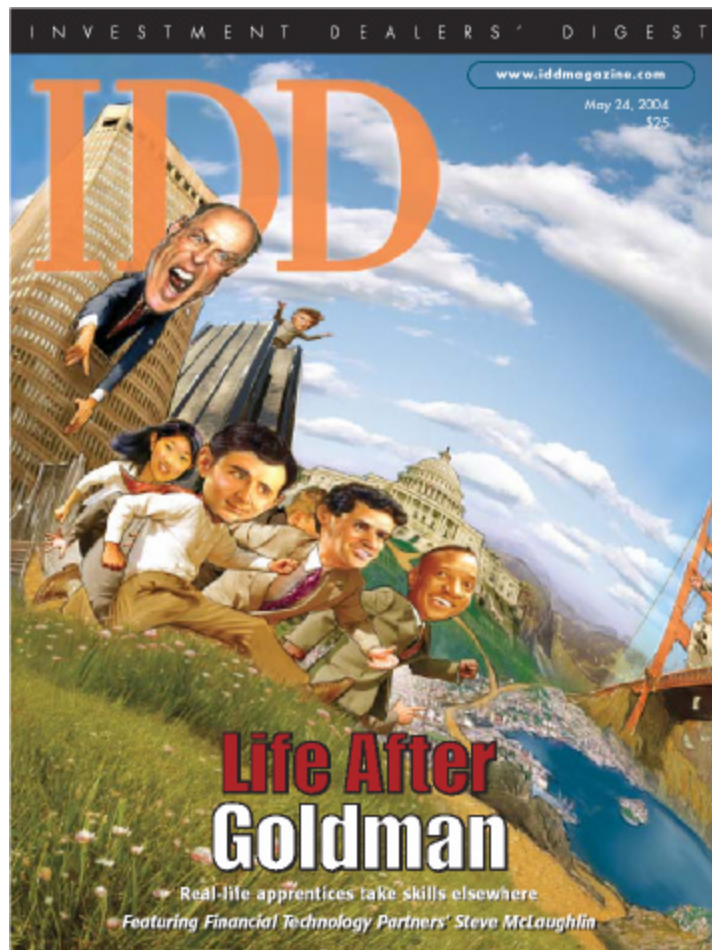
Revenue Breakdown by Geography

- By acquiring Lynk, RBS materially enhances its U.S. merchant acquiring business
 - Lynk adds critical economies of scale to RBS / Citizens merchant acquiring operations
 - 11th ranked merchant acquirer pro forma combination of Lynk and Citizens ⁽²⁾
 - Seasoned management with vast U.S. experience
 - State of the art technology and end-to-end service offering
 - Customer base expansion and cross-selling opportunities
 - Numerous revenue and expense synergies to be realized by bank owning Lynk

(1) Market capitalization as of 07/30/04. Total Assets and Tier 1 Capital figures as of 12/31/03.
 (2) Source: *Nilson Report*, March 2004. Adjusted rank by combining FDC and FDC bank alliances into one group.

FT Partners' Recent Press Coverage

FT Partners Featured in Investment Dealers' Digest May 2004 Cover Story



Life After Goldman

Featuring Financial Technology Partners' Steve McLaughlin

by Denise Lugo

Excerpts, [click here](#) for full article

Those who've left to start their own firms, like **Steve McLaughlin**, give high marks to Goldman as a training ground. "Goldman was a terrific place to learn the hard-core skills of the trade," says **McLaughlin**, who spent seven years at Goldman during the boom and the bear market-between 1995 and 2002-in its financial institutions banking group. As he explains it, that group was "widely known for its grueling hours and deals per person." **McLaughlin**, who had joined Goldman as an associate after receiving an MBA from Wharton Business School, says he learned at Goldman "how to master running large, complex transactions at a relatively young age." (He had spent his first three years after graduating from Villanova University working at General Electric Corp.)

By the time **McLaughlin** left Goldman at the age of 33, he had been named co-head of its global financial technology business and was a v.p. at the firm. He then started his own firm, becoming the sole owner and partner in **Financial Technology Partners**, a San Francisco-based boutique that he funded with the proceeds he made from the Goldman IPO and his savings from seven years at the firm. While **McLaughlin** won't say how much money his new firm has made, he says so far it has been so profitable that he doesn't need to raise outside capital and won't need to do so unless he wants to take on much larger underwriting deals.

McLaughlin started out in Goldman's FIG M&A group, and in 1997 he joined the group's financial services technology sector. It's the specific expertise he learned there that he brought to his new firm, which has some impressive deals to its credit. For example, it was the lead adviser for TradeScape Corp. in its \$280 million sale to E*Trade Financial Corp. in 2002, and it nabbed the same role for investment bank SoundView Technology Group Inc. when it was sold to Charles Schwab Corp. for \$345 million in 2003. Prior to hiring **FT Partners' McLaughlin**, SoundView had worked exclusively with Goldman as its lead banker in two large transactions.

McLaughlin says he left Goldman because of the change in the culture and the declining financial opportunity there. He figured that he could take what he had learned at Goldman, make more money and be happier owning his own firm. And since Goldman's practice is to give young employees a lot of authority, **McLaughlin** says he was able to co-run Goldman's financial technology group at a young age without any partner-level supervision, which proved valuable as he moved on.

"We were able to carve out an entire business niche within Goldman Sachs in a very entrepreneurial way during the late '90s, and now **Financial Technology Partners** extends that model outside of Goldman just as easily as we did inside Goldman Sachs. It was the people and our passion that primarily created the opportunity at Goldman, not only the franchise itself, and we're proving that." His firm has seven employees, two of which worked with him at Goldman. Others he hired from such firms as Credit Suisse First Boston and J.P. Morgan Chase.

McLaughlin says he is also working on numerous bulge-bracket-level deals, ranging from a half-billion-dollar-plus sale of a private company and the sale of a large public company to complex advisory and restructuring work on a company worth more than \$1 billion.

"Each and every transaction we won in competition with numerous global investment banks, and most in cases where the incumbents were Goldman Sachs, Morgan Stanley, Merrill Lynch & Co. and others. And there's more on the way."

But it was his group's work on Goldman's IPO that really gave **McLaughlin** the vision for starting his own firm. "When Goldman was analyzing and executing its own IPO in 1999, we had a team of the best and brightest in our own financial institutions group, working around the clock, well over 100 hours per week, focusing on literally nothing else, month after month until the deal closed," he recalls. "I decided to create a firm that provided a level of unrelenting service a top investment bank would give itself, and we have done just that."

In Financial Technology's Most Important Strategic Transactions, CEO's Advisor of Choice is FT Partners

Three of our transactions to close in 2004, represent three of the largest deals of the year in financial technology

FT Partners is focused on the flawless execution of our industry's most important, mission critical transactions

Financial Technology Partners

is pleased to announce its role as lead strategic and financial advisor to



in its sale to

charles **SCHWAB**

for cash consideration of approximately

\$ 345,000,000



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Lead advisor to SoundView in combination to create Schwab SoundView Capital Markets

Financial Technology Partners
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The Only Investment Bank
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Sole advisor in the sale of the largest private transaction processor in North America



Financial Technology Partners
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is pleased to announce its role as structuring agent and financial advisor to



in its successful recapitalization

SENIOR SECURED REVOLVING CREDIT FACILITY
SENIOR SECURED LOAN
SECOND LIEN LOAN

\$ 292,000,000



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Financial and strategic advisor to the largest provider of electronic payments devices and solutions globally

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