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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 December 31, 2015. The table below is our take on the most notable announced M&A transactions — not only based on size, but also on strategic importance and / or impact.

Date Announced	Buyer / Target	Target Description	Target Sector	Enterprise Value	EV / LTM	
					Revenue	EBITDA
12/21/15	Cubic / GATR Technologies	Provides inflatable satellite communication antennas and terminals that enable deployment and high-bandwidth communications in remote and hard-to-reach areas	Defense	\$233 <sup>(1)</sup>	ND	ND
12/21/15	Cubic / TeraLogics <sup>(2)</sup>	Provides real-time Full Motion Video Processing, exploitation, and dissemination ("PED") for the DoD, Intelligence Community, and commercial customers	Defense	39 <sup>(1)</sup>	ND	ND
12/08/15	CACI International / L-3 National Security Solutions	Provides services around big data, cyber, security, and intelligence operations	Government Technology Solutions	550	0.53x	8.1x
11/23/15	Comtech Telecommunications / TeleCommunication Systems	Develops and delivers wireless communication technology across the world, serving both commercial and government customers	Defense	433	1.19x	12.2x
11/16/15	ASRC Federal / Data Networks Corporation	Provides IT services and solutions to the DoD, DHS, and HIT markets	Government Technology Solutions	ND	ND	ND
11/16/15	Honeywell International / Satcom1 Aps	Provides aeronautical satellite communication solutions and support	Aerospace	ND	ND	ND
11/05/15	Honeywell International / Satellite Equipment Business of COM DEV International	Designs, manufactures, and distributes space-based wireless communications products and subsystems in Canada and internationally	Defense	349	2.32x	23.2x
11/02/15	Booz Allen Hamilton Inc. / Software Services Business of SPARC	Provides software development services and develops software products	Government Technology Solutions	ND	ND	ND
10/13/15	L-3 Communications / ForceX <sup>(3)</sup>	Provides ISR mission management software and geospatial application technology programs	Defense	60	1.96x	ND
10/05/15	Raytheon / Foreground Security	Provides operations for virtual security operations centers and threat intel platforms	Government Technology Solutions	ND	ND	ND

(1) Inclusive of potential earnouts

(2) KippsDeSanto & Co. advised TeraLogics on its sale to Cubic

(3) KippsDeSanto & Co. advised ForceX on its sale to L-3 Communications

ND = Not Disclosed

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

Our aerospace and defense deal of the quarter is the announced acquisition of Satcom1 Aps by Honeywell International. The deal will expand Honeywell's offerings to include comprehensive connectivity solutions spanning routing software, airtime, hardware equipment, avionics, flight support services, and applications. In addition, the transaction positions Honeywell as a global provider of in-flight satellite and connectivity in a growing \$8 billion market. Although there were larger deals announced this quarter, the acquisition is indicative of strong strategic interest in on-board communication and satellite connectivity capabilities and technologies.

Our government technology solutions deal of the quarter is CACI's announced acquisition of L-3's National Security Solutions ("NSS") group. The \$550 million transaction represents a 8.1x LTM EBITDA multiple, and is expected to be at least 10% accretive to the CACI's FY2017 EPS. The purchase will be funded by available cash,

borrowing capacity under CACI's existing \$850 million credit facility, and additional debt financing of \$300 million. The addition of L-3 NSS will enhance CACI's access within the Department of Defense ("DoD") and the Intelligence Community ("IC"), allowing CACI to support some of the most sensitive national security agencies and mission-critical initiatives.