

SOAProjects

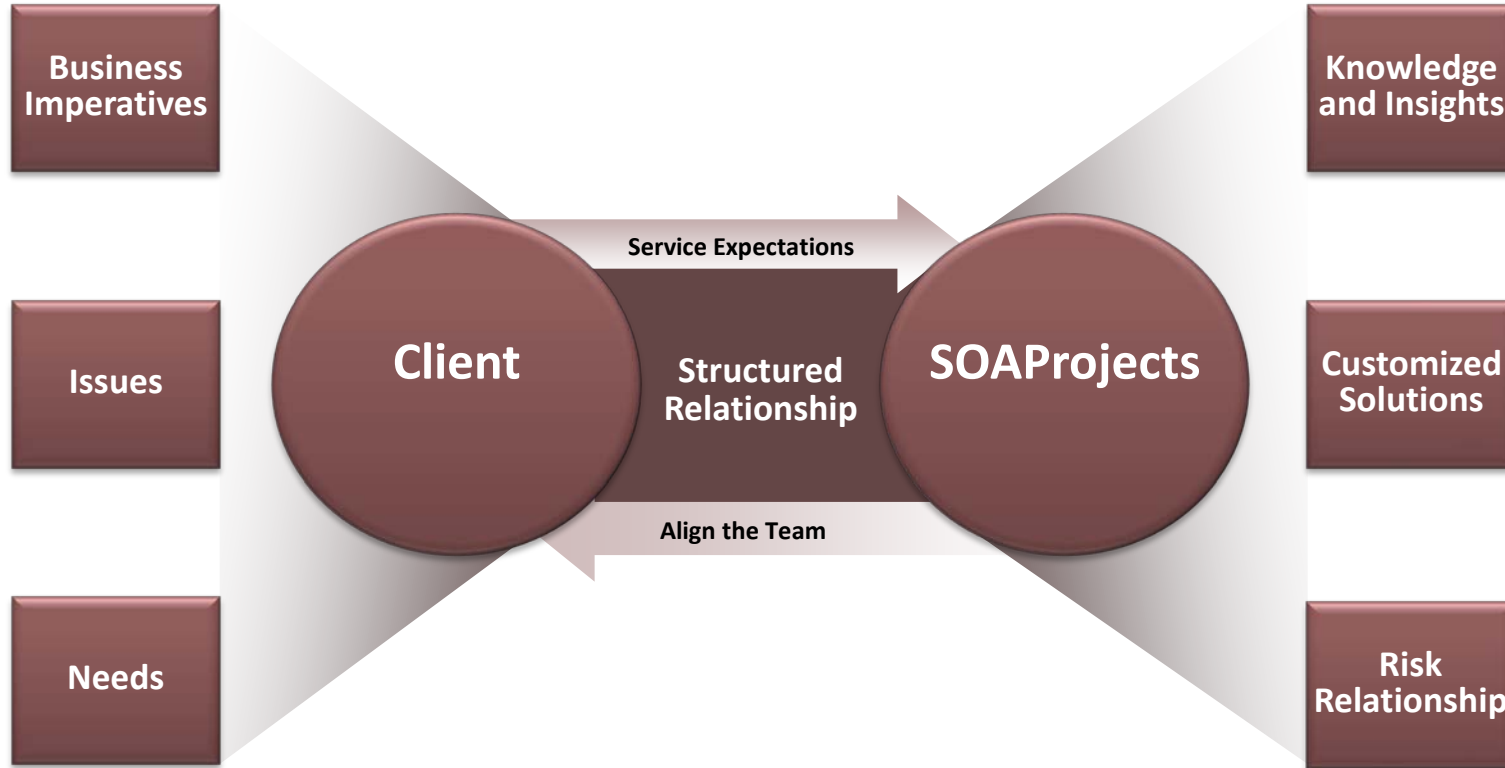
Mergers & Acquisitions M&A Services

Global Partnering & Team Solutions
Connect to Client Excellence



YOUR VISION

WHAT WE BRING

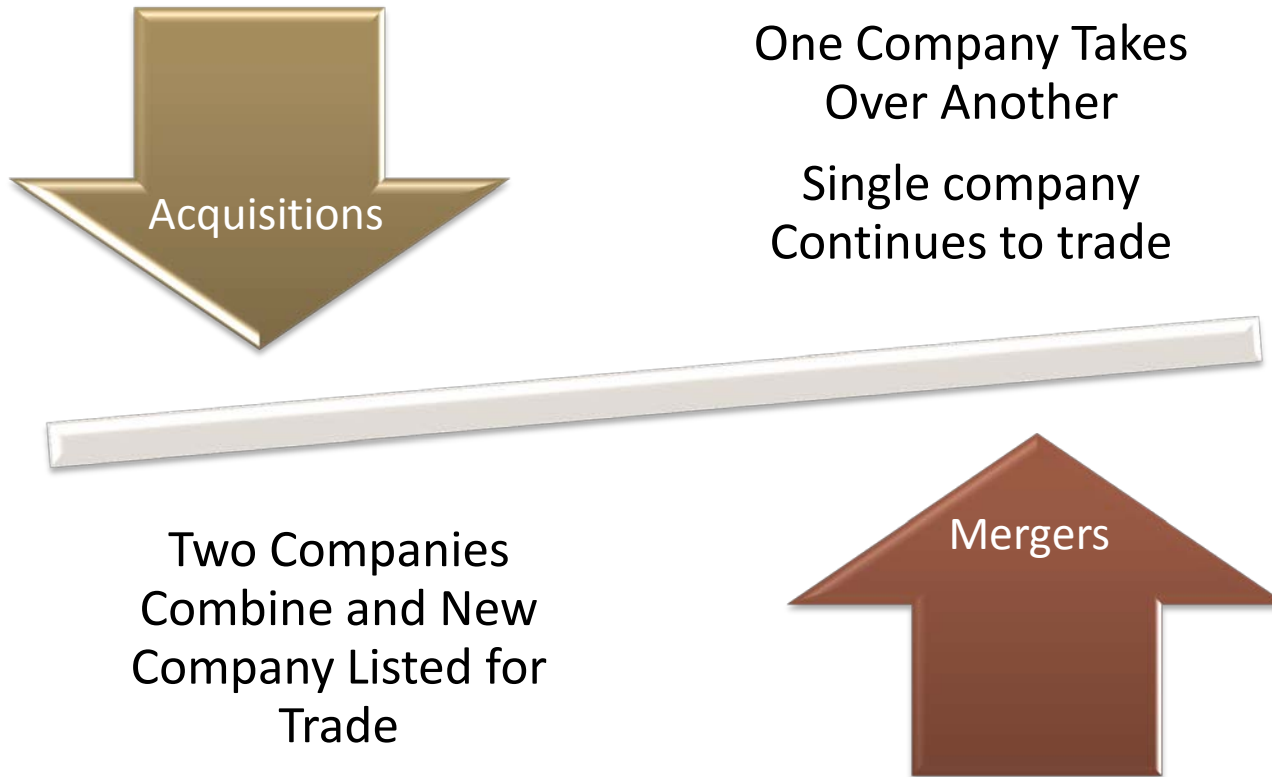


SOAProjects Product Service Suite



Solution Offering Protocols

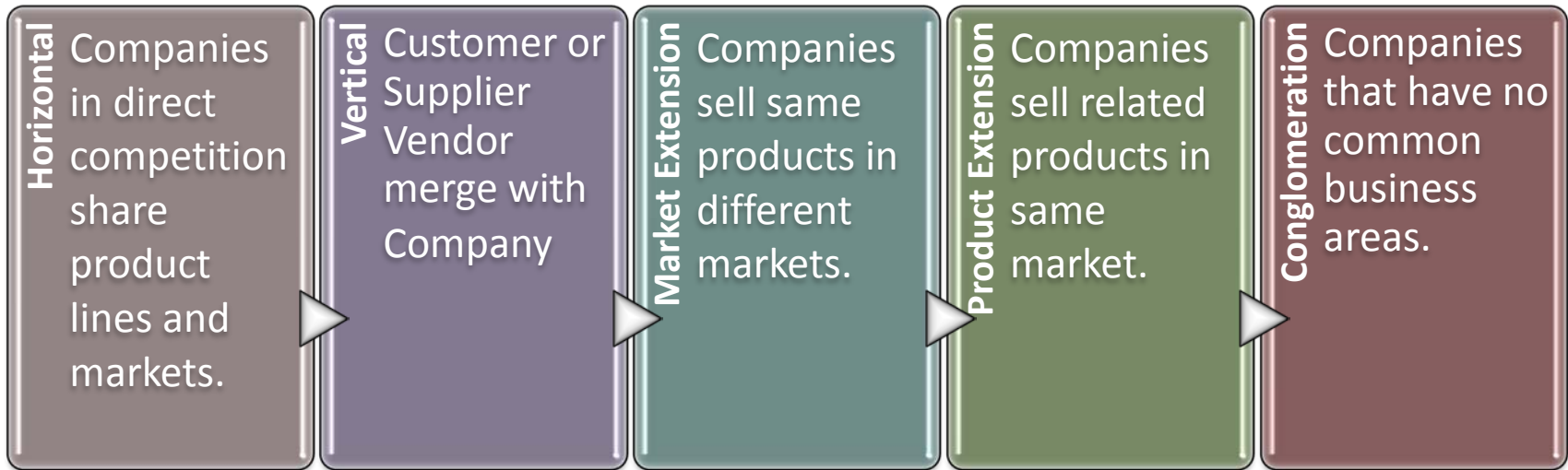




SOAProjects professionals include expertise involving the financial analysis, examination, due diligence, and economic valuation of target acquisition candidates for setting fair values of companies. At SOAProjects, we understand the complexities involved to provide you the extensive expertise needed to affect a seamless effort.


Our service spectrum cover everything from helping identify potential merger and acquisition targets to executing an integration effort and value added services.

SOAProjects professionals partner with you throughout all phases of a deal to address financial, organizational, operational, and technical issues and opportunities.




Our approach focuses on increasing the value of your M&A activities through the following key areas:

- Due Diligence-evaluating the target company is operational, technical, and organizational environments and risks as well as determining integration needs and priorities and anticipating potential integration challenges
- Transition-developing an integration and addressing organizational and resource needs and determining value and success metrics
- Integration -consolidating and streamlining processes and systems and capturing and reporting metrics and progress

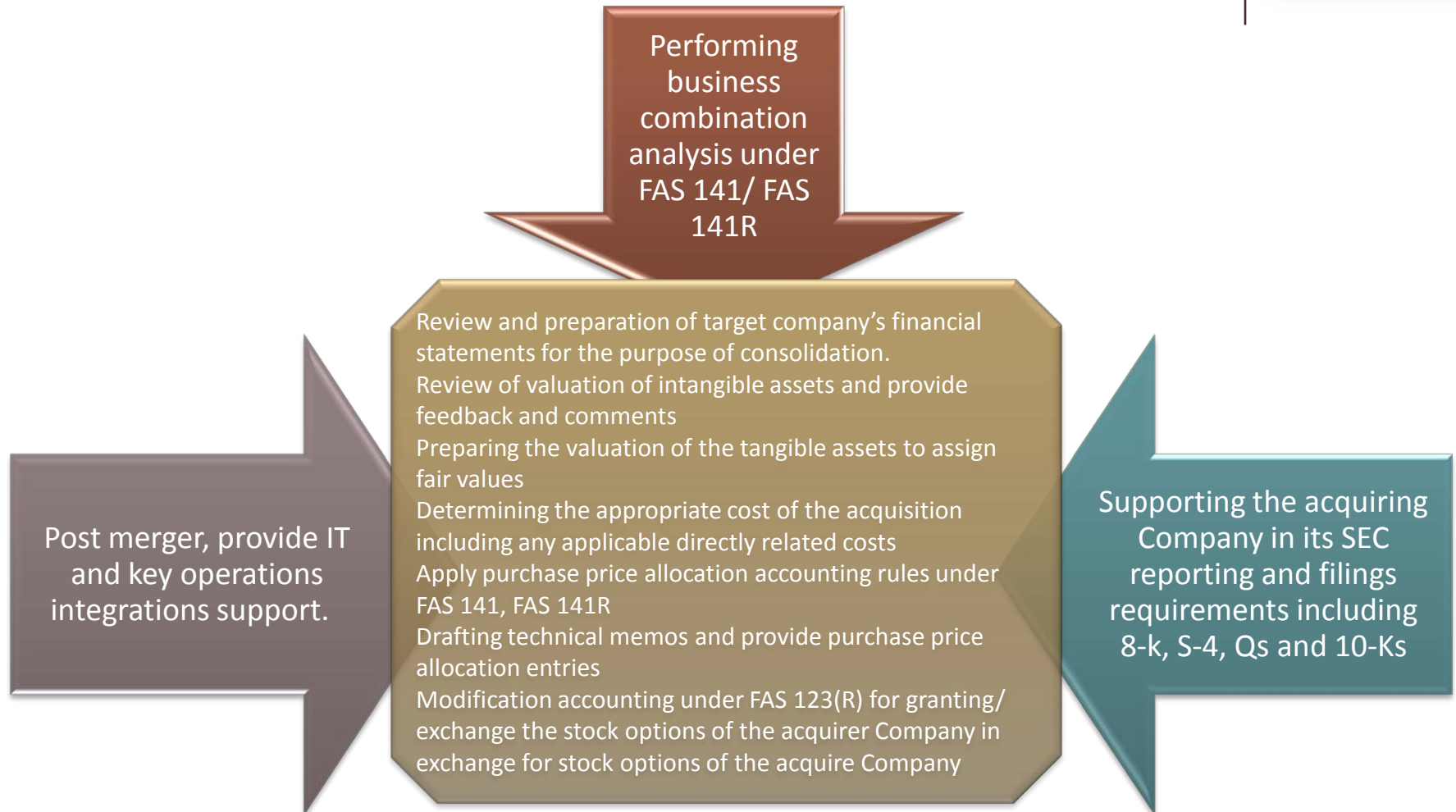
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Performing accounting due-diligence on target companies on behalf of the acquiring Company

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Provide accounting assistance and support to target Companies in resolving any accounting related issues raised by acquiring Company/its auditors.

SOAProjects Provides M&A Support



Building a robust, feature-rich, excel-based M&A financial model to serve as a key decision support tool

Training for users to get the full potential of the financial model

Periodic model upgrades on an as-needed basis

Reliability

Modeling best practices employed – inputs/calculations/outputs clearly separated and no scattered data flow in the model

Checks to ensure data and model integrity

Consistent reporting packages

Flexibility

Ability to easily change between various input drivers (high level vs. low level detail assumptions)

Numerous toggles provided to aid in management decisions

Modular build enables ease-of-use and future enhancements easier

Feature-Rich

Fully integrated financial statements

Valuation of Synergies by function and/or business unit

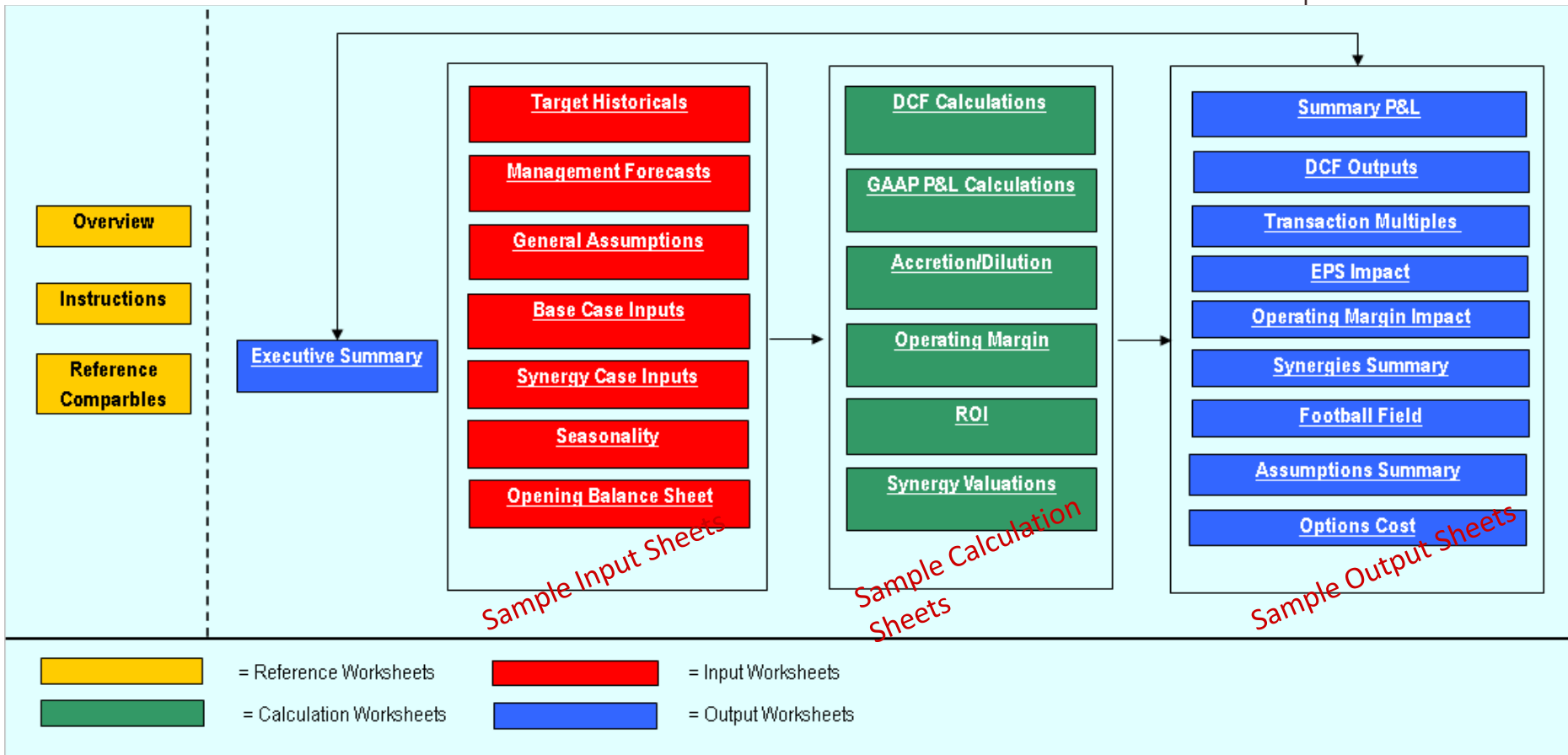
Scenario selection and multiple drivers for inputs

Tax, Financing, Deferred Revenue, Options modules

And many more....

- Core Model:
 - Separate input, calculation & output sheets and reference sheets
 - Ability to have multiple business units and analysis for each unit
 - Fully integrated financial statements
 - Macros as needed
 - Historicals, base case and synergies
 - Accretion Dilution, Sensitivities and graphical analysis
- Optional
 - 338(h)(10), foreign currency modules, Quality of Earning adjustments
 - JV Functionality including equity vs. consolidation accounting
 - Monte Carlo Simulation tools
 - Debt equity financing modules
 - And many more...

Sample Model Flow Chart



Sample Output: Executive Summary Report

Key Toggles

BU2: Exclude

Reverse Synergies: Include

Target: Private

Offer Price Public ONLY (per share): N/A

Private ONLY: 13.00

In millions of Euros unless otherwise specified

Total Purchase Consideration: 12.3

Close date: 1-Oct-2007

Revenue growth with Synergies

License 2007 - 2012: 29.5%

Total Revenue - CAGR: 17.0%

Discount Rate: 14%

DCF (in millions of Euros)

Base Case: 5.1

Synergy Case: 35.1

ACCRETION DILUTION ANALYSIS

	2007	2008	2009
Operating margin			
Normalized	36%	32%	42%
Non-GAAP	36%	32%	42%
GAAP	-9%	19%	31%
EPS accretion/(dilution)-USD			
Normalized	\$0.00	\$0.02	\$0.03
Non-GAAP	\$0.00	\$0.02	\$0.03
GAAP	(\$0.00)	\$0.01	\$0.02
Impact on XXX operating income - USD			
Provided/(needed)			
Normalized	\$0.4	\$0.8	\$2.2
Non-GAAP	\$0.4	\$0.8	\$2.2
GAAP	(\$0.5)	\$2.0	\$4.1

SENSITIVITY TABLE

Disc Rate	Base DCF	Synergy DCF
14%	5	35
16%	4	29
18%	4	25
20%	3	22

TRANSACTION MULTIPLES

Enterprise Value Revenue Multiples at 12M price

2006 actual: 2.1

2007 stand alone: 1.9

2008 stand alone: 1.6

2007 combined: 1.5

2008 combined: 1.5

RETURN METRICS

IRR

5 year: 7%

10 year: 23%

Perpetual: 28%

Payback (yrs.): 6

Cash Flow By Year

Value By Function

Key Toggles

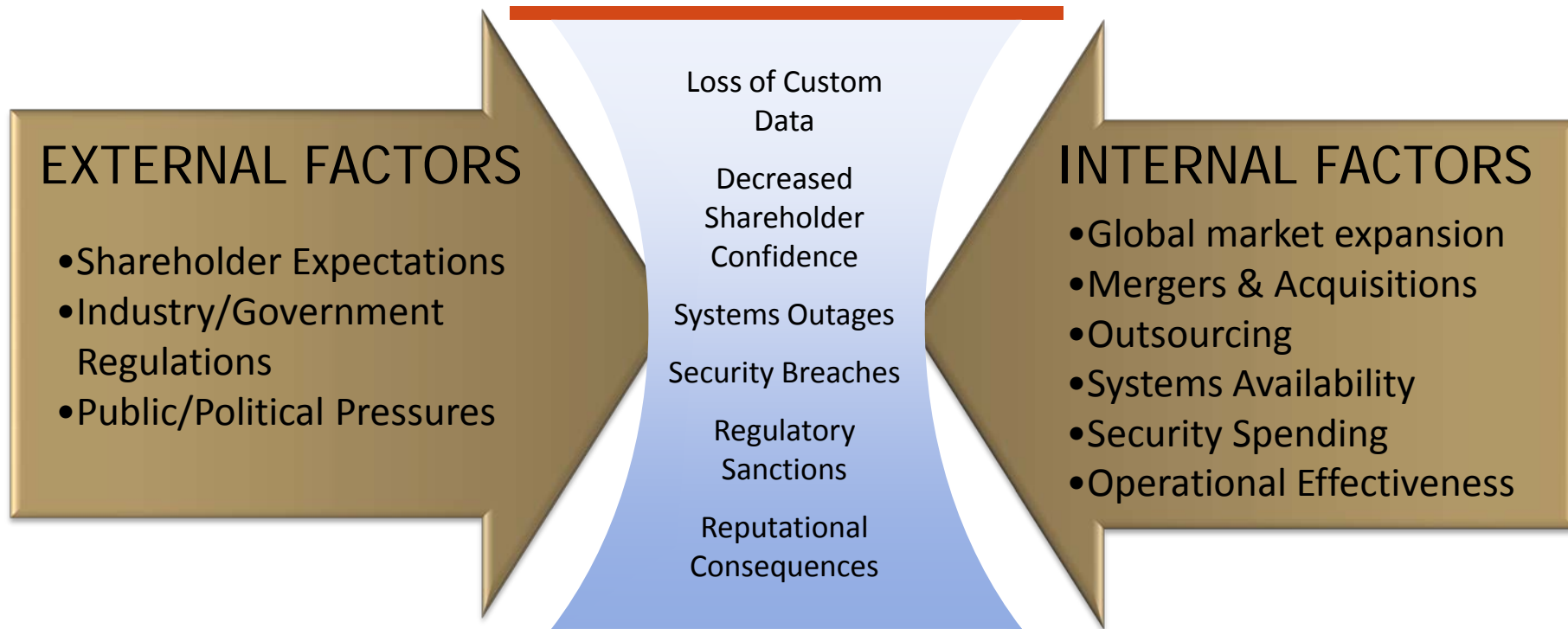
Key Outputs

Key Graphs

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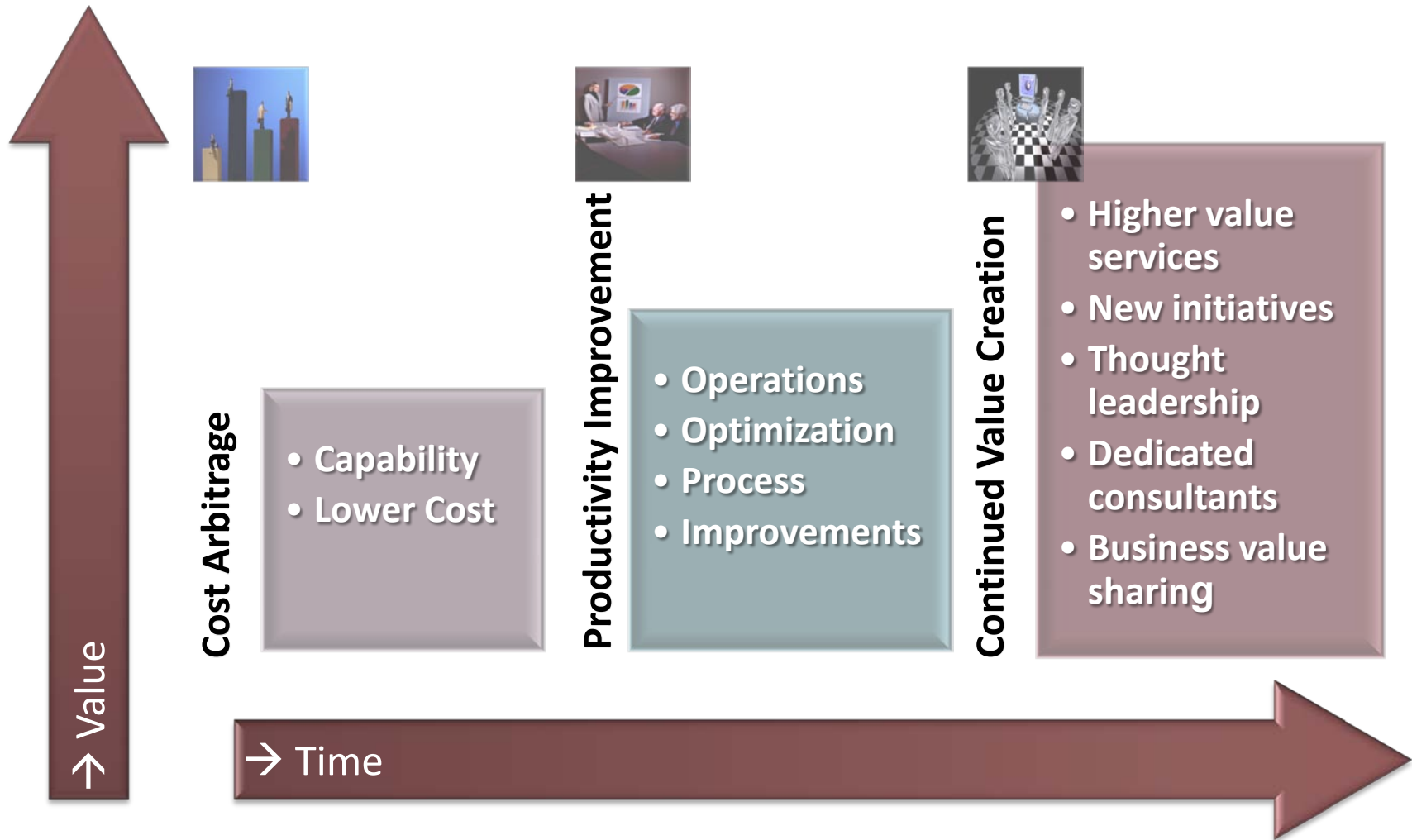
What We Are Hearing About Risk

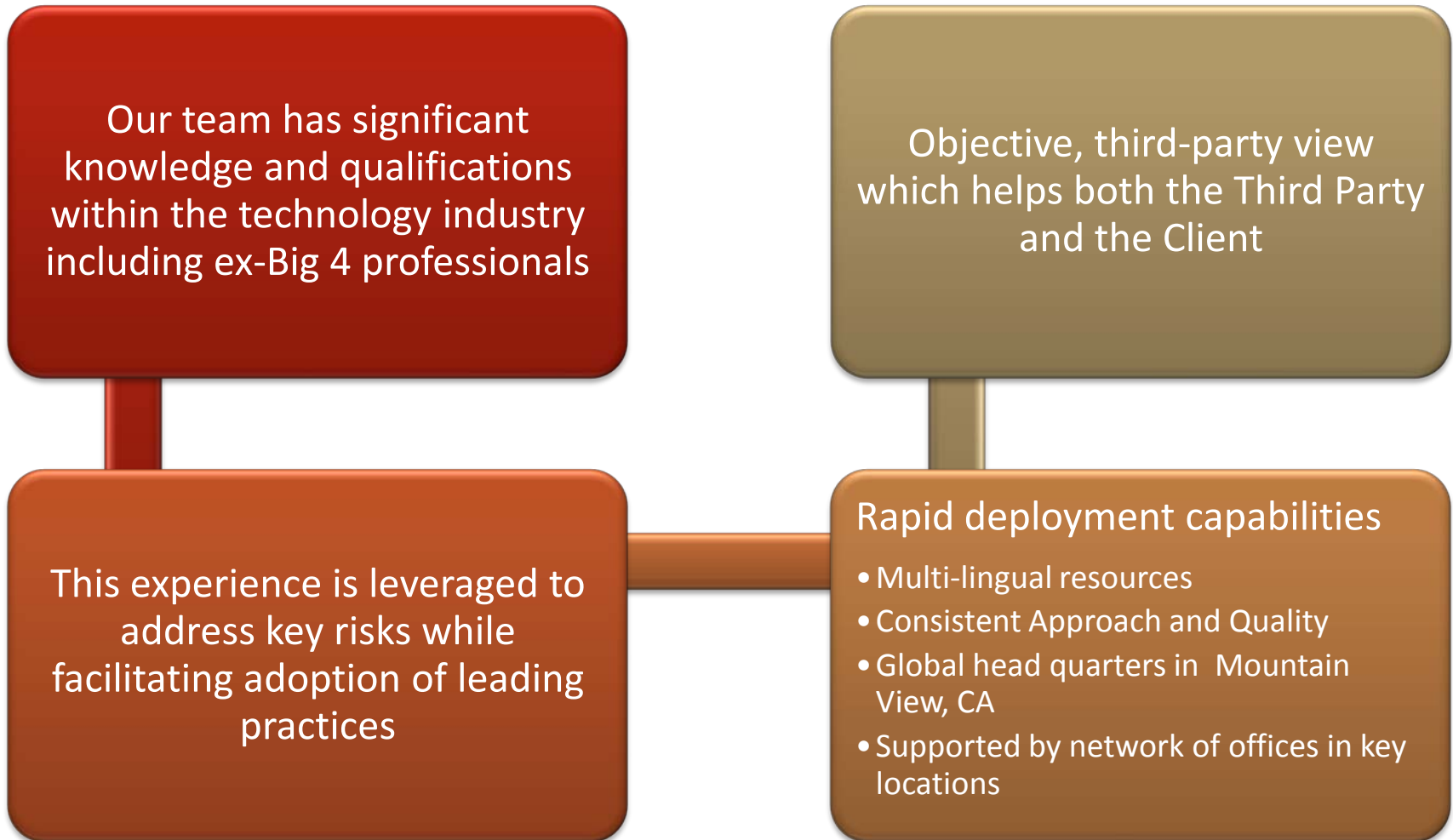
Keep Us Out of Trouble

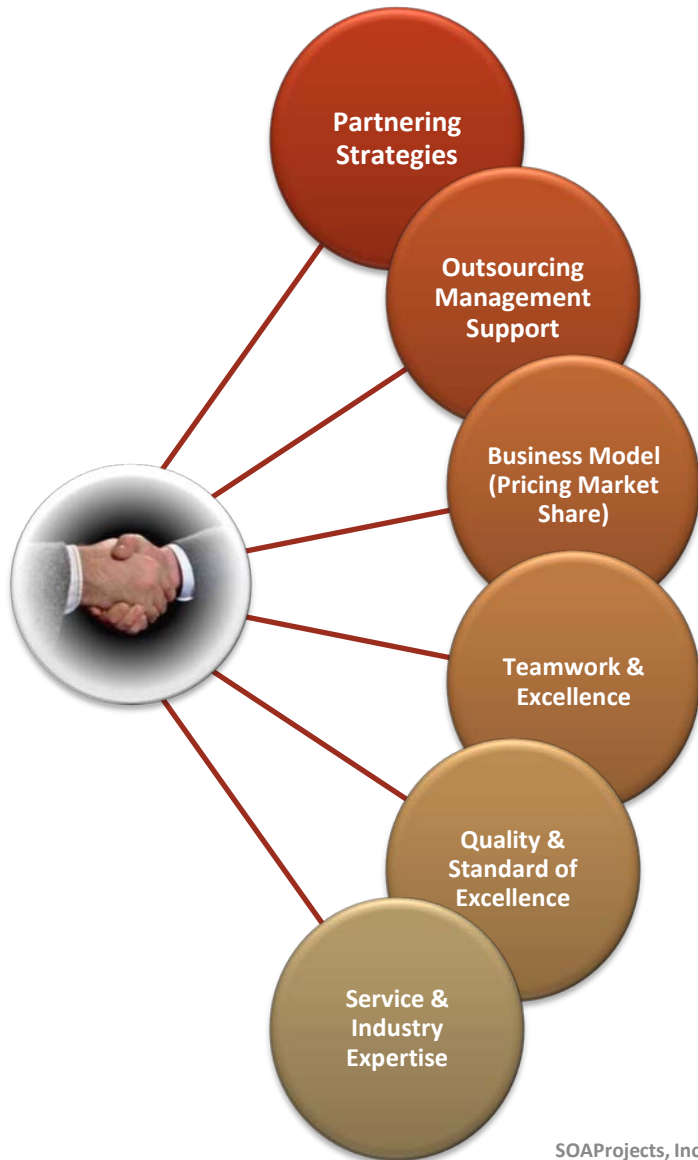


Not a priority or focus...
Except when we get in trouble

Next Steps - The Value Continuum



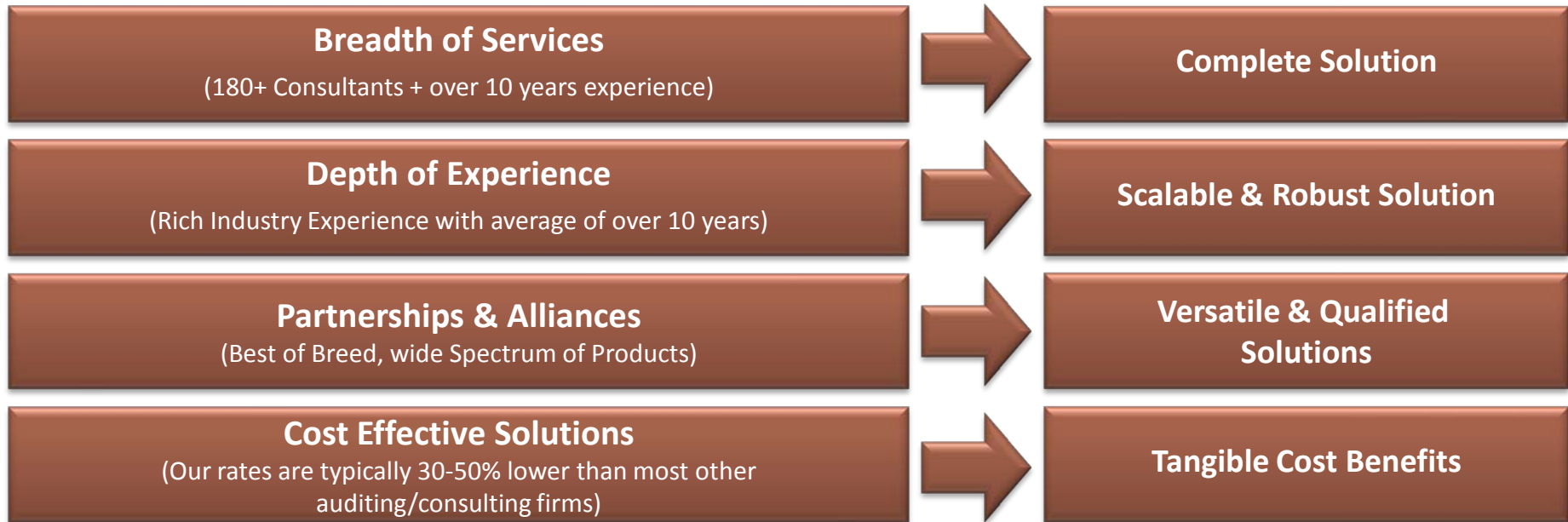




Competency Test

- Education and professional experience
- Professional certifications and continuing education
- Assignment methodology
- Quality of documentation
- Supervision and review
- Performance evaluations

SOAProjects Competency - Our team members include Certified Public Accountants, Certified Internal Auditors, Certified Management Accountants, Certified Fraud Specialists, Certified Financial Managers, Chartered Accountants and Certified Information Systems Auditors. All our consultants are senior level professionals with Big 4 and industry experience at the manager, director, or VP levels.



- SOAProjects, Inc. provides services in risk management consulting, technical financial projects, and IT systems. Our team assist clients to seize new opportunities for growth and profitability, while protecting them from exposure. SOAProjects specialists help to identify, prioritize, and manage real and potential negative events so corporations can enhance performance and ultimately business value.
- SOAProjects is a fast growing company, building and improving processes for Fortune 100 and Fortune 500 companies in the US with offices in Europe, Middle East, and Asia-Pacific. Our client base includes complex multi-national companies in a number of technology industry sectors (semiconductor, communications, networking, software, internet, life science) and semiconductor sub-sectors (fables, equipment, and manufacturing services). We have industry expertise in and assisted companies in the; utilities, manufacturing, and insurance sectors.
- Since inception SOAProjects has been recognized as expert in risk management and financial projects, as well as a thought leader in areas that include the complexities and challenges of complying with regulations.
- The SOAProjects team includes dedicated risk and internal controls professionals who have between ten and twenty years of internal controls experience in assessment and in the areas of operations, IT, and financial processes. Our solutions reduce cost significantly by providing qualified, Big-Four experienced resources at rates not available from the Big-Four accounting and consulting firms.
- SOAProjects has five years of experience providing complete Internal Audit and Sarbanes Oxley Compliance solutions. We also have a strong track record providing services in assurance, corporate and information system risk management, business process improvement services, and technical financial services. Our technical accounting projects include; Restatements, Stock-Option Backdating, FAS123R, Fraud Analysis & Mapping, SEC Reporting, Management Reporting, Mergers & Acquisition Valuations, SOP 97-2 and SAB 104 Revenue Recognition support and analysis, and other specialized projects. Our IT specialists build and test controls in Oracle, SAP, and other complex systems, manage complex projects for companies, and prepare companies for compliance with SOX, SAS 70, ISO 27001, and PCI requirements.

SOAProjects

Your Needs

Our People



Winning Solution

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