

March 13, 2017

FT PARTNERS TRANSACTION ANNOUNCEMENT

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively
on FinTech*

San Francisco • New York • London

**FT Partners is Pleased to Announce its
Role as Lead Strategic and Financial
Advisor to:**

eliza

in its sale to

 hms

for total cash consideration of

\$ 170,000,000

Eliza's Strategic Sale to HMS



Overview of Transaction

- On March 13, 2017, Eliza announced its strategic sale to HMS in one of the largest Healthcare Technology and Services deals of the year
 - HMS will acquire Eliza for a cash purchase price of \$170 million
- Headquartered in Danvers, MA and majority owned by Parthenon Capital Partners, Eliza is a leading engagement and population analytics platform integrating proprietary data assets, a deep understanding of the healthcare consumer, and omni-channel outreach technology to deliver mission-critical results for key constituents in the healthcare market
- Since its founding in 2000, Eliza has consistently been a market leader and innovator, as evidenced by more than 50 domestic and international patents and patent applications, which HMS will acquire
- HMS operates in the healthcare insurance benefit cost containment market, using innovative technology and powerful data services and analytics to cover the entire payment continuum including eligibility verification, payment accuracy, fraud prevention, cost savings, performance improvement and provider education

Significance of Transaction

- The acquisition further expands HMS' member health and care management analytics footprint
- Eliza's engagement platform is complementary to HMS' cost containment solutions and together create a more sophisticated and integrated platform

FT Partners' Role

- FT Partners leveraged its deep domain expertise and transactional experience in the Healthcare and Insurance Services market to generate a highly successful outcome for Eliza and its shareholders
- This transaction demonstrates FT Partners' continued leadership position as the "advisor of choice" to the highest quality FinTech companies

Financial Technology Partners LP FTP Securities LLC

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financial advisor to*



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Eliza Overview



Company Overview



CEO: John Shagoury

Headquarters: Boston, MA

Founded: 2000

Employees: ~200

- Eliza is a leading single-vendor healthcare engagement solution that delivers personalized engagement at an enterprise wide scale
- A leader in the Health Engagement Management space, Eliza improves care experiences, reduces costs and advances population health through its scalable multi-channel technology platform, proprietary data sources, industry-leading analytics and experience-driven program design services
- Eliza has received over 25 best-in-class engagement industry awards, including the Health Care Consumer Engagement and Protection award from URAC
- Eliza has processed billions of transactions over the company's 15-year history

Solutions



- ✓ **Quality of Care:** personalized member centric plans to improve quality, cost and clinical outcomes through coordinated engagement activities tailored throughout the year to organizational and member needs



- ✓ **Revenue Management and Membership Growth:** member focused initiatives to increase sustainably and drive retention - leading to greater revenue opportunities



- ✓ **Consumer Experience:** advanced analytics plus a multichannel engagement platform to streamline core communication activities and enable achievement of best-in-class member experience

Data Integration

- Managing medical/RX & consumer data as well as utilizing Eliza's proprietary database

Results

- Continuously measure success for future improvements

Outreach Delivery

- Personalized engagement

Segmentation

- Predictive models & propensity analysis

Engagement Design

- Highly-tailored & targeted outreach



Eliza Overview (cont.)

Traditional Historical Engagement Framework

- **Little / no consistency** in interaction design, consumer experience, operations or data
- Healthcare consumers contacted through **multiple, uncoordinated vendors / channels**



Multiple, uncoordinated vendors and channels

Current / Evolving Engagement Framework

- Clients are now aligning behind **fewer, more integrated and intelligent partners** (solutions are no longer provided by "vendors")
- Need for **360° coordination** of healthcare consumer communication **across every and all touchpoints**
- Tailored content / channels and a **consistent consumer experience**



Eliza is well positioned to act as an intelligent and logical "hub" to plan, coordinate, and drive engagement for healthcare constituents

Eliza's Clients

- **Medicaid**
 - Improves HEDIS rates that enable plans to meet quality improvement goals
- **Medicare**
 - Uses proprietary propensity scoring to predict member retention
- **Commercial / Private Market**
 - Segment members and personalize communication to improve engagement

Eliza Medicaid Programs



Welcome & Onboarding



Preventative Care



Parental & Postpartum



Chronic Disease Management



Medication Adherence



Post-Hospital Discharge



Emergency Room Avoidance



Satisfaction & Outcome Surveys



Year-End Gap Closure



Retention

HMS Overview

Company Overview



CEO: William Lucia

Headquarters: Irving, TX

Founded: 1974

Employees: ~2,300

Ticker: NasdaqGS: HMSY

- HMS provides a broad suite of cost containment solutions in the healthcare industry, delivering coordination of benefits, payment integrity and data solutions to payers, government agencies and employers
- Using innovative technology as well as powerful data services and analytics, HMS covers the entire payment continuum: Eligibility Verification, Payment Accuracy, Fraud Identification / Prevention, Cost Savings, Performance Improvement, and Provider Education

Key Financial Statistics

2016 Revenue	\$496 million
2016 Net income	\$37.9 million
2016 Diluted EPS	\$0.43
Market Cap *	\$1,517 million

Solutions

EMPLOYERS

Payment Integrity Solutions

Offers healthcare cost containment solutions that help employers comply with government and plan policies

FEDERAL

Health insurance Solutions

Program Integrity Solutions

Population Health Technology

Helps federal government agencies with healthcare cost containment, aimed at recovering funds, avoiding costs, and finding fraud, waste and abuse

HEALTH PLANS

Coordination of Benefits

Payment Integrity Solutions

Population Health Technology

Helps commercial, Medicare advantage and Medicaid managed care health plans contain costs, minimize risks and improve quality from pre-service through post-pay

STATE

Third Party Liability

Program Integrity Solutions

Population Health Technology

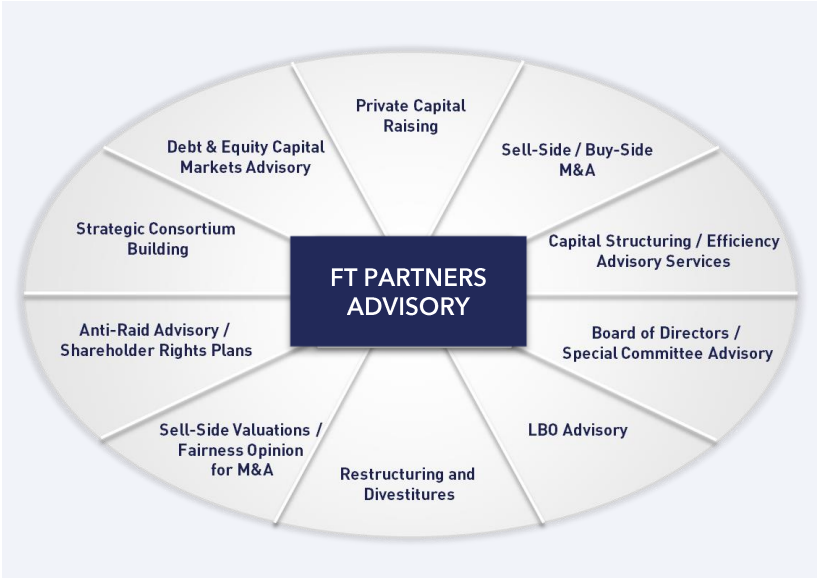
Helps state government agencies save billions of dollars by identifying, eliminating and preventing fraud was and abuse



FT Partners Overview

- Financial Technology Partners ("FT Partners") was founded in 2001 and is the only investment banking firm focused exclusively on FinTech
- FT Partners regularly publishes research highlighting the most important transactions, trends and insights impacting the global Financial Technology landscape. Our unique insight into FinTech is a direct result of executing hundreds of transactions in the sector combined with over 15 years of exclusive focus on Financial Technology

FT Partners' Advisory Capabilities



FT Partners' FinTech Industry Research

FINTECH RESEARCH & INSIGHTS

- In-Depth Industry Research Reports
- Proprietary FinTech Infographics
- Monthly FinTech Market Analysis
- FinTech M&A / Financing Transaction Profiles



The Information

Named Silicon Valley's #1 FinTech Banker (2016) and ranked #2 Overall by *The Information*



Ranked #4 Most Influential Person in all of FinTech in *Institutional Investor's* "FinTech Finance 35"



Numerous Awards for Transaction Excellence including "Deal of the Decade"



HCIT Landscape – Representative FT Partners Areas of Focus

HCIT Landscape Overview					
Sectors	Patient Care Administration		Benefits Management	Health Insurance Sales & Distribution	Other Healthcare Information Technology
Target Users	Providers (Hospitals, Physician Practices, Urgent Care Centers, etc.)	Payers / Carriers / Plan Sponsors	Employers Carriers / Plan Sponsors FIs & Other Exchanges	Employers Individuals	Primarily Providers
FT Partners Areas of Focus	Revenue Cycle Management ("RCM") Finance & Administration Systems (Including Practice Management) Point-of-Care Payment Technologies	Payment Integrity Program Management / Coordination of Benefits Content, Data and Risk Analysis Member Engagement and Quality Measurement	<div>Administration Platforms</div> <div>Software Services / BPO</div> Financial Management (Premium Billing & Payment) Eligibility / Enrollment / Plan Comparison Third Party Administrators ("TPAs") Pharmacy Benefits Management	Traditional Brokers Online Consumer / SMB Sales Platforms Public and Private Healthcare Exchanges	Electronic Medical Records / Electronic Health Records Utilization Management Point-of-Care & Workflow Technologies

In HCIT's Most Important Strategic Transactions, CEOs Choose FT Partners



Financial Technology Partners LP
FTP Securities LLC

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



in its sale to



for a total consideration of

\$ 80,000,000



The Only Investment Bank
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- Leading provider of integrated SaaS technologies and services for healthcare premium billing, payment and workflow management
- Enables WEX to provide an expanded and differentiated payments solution in order to grow its addressable market opportunity and wallet share in the healthcare market

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as
Capital Markets & IPO Advisor to



in its

\$93,150,000
Initial Public Offering

valuing the equity at approximately

\$ 453,000,000



The Only Investment Bank
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- Performs outsourced healthcare Payment Integrity and Recovery Services for government and commercial clients
- Medicare Recovery Audit Contractor ("RAC") for Region A (Northeast)
- Recovered ~\$482 mm in improper Medicare payments in 2012

Financial Technology Partners LP
FTP Securities LLC

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



in its growth recapitalization by



NEW MOUNTAIN CAPITAL LLC

valued at approximately

\$ 1,300,000,000



The Only Investment Bank
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- Leading global insurance distributor providing specialty P&C and group benefits products and services
- Group Benefits division develops, distributes and administers benefits products through 7 individual operating companies
- Division services approximately 843,000 member lives among 10,000 employer groups

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as
exclusive Strategic and Financial advisor to



in its sale of

Zywave Insurance Solutions
to





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- Provides technology-enabled content and communication, agency automation and business intelligence tools
- Serves the employee benefits and P&C insurance distribution industry
- Software and products are used by more than 2,600 agencies

FT Partners Advises Eliza on its Strategic Sale

FT PARTNERS ADVISES

FT Partners' Track Record of Success Across Insurance Technology



Consumer Protection Plans

Financial Technology Partners LP
FTP Securities LLC

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



in its sale to



for total consideration of

\$ 1,400,000,000



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SaaS / Claims for Property & Contents

Financial Technology Partners LP
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sole strategic and financial advisor to



in its sale to



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Online Small Business Insurance

Financial Technology Partners LP
FTP Securities LLC

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



in its equity capital raise led by



for total consideration of

\$ 31,000,000



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Sales Automation Technology & Platform

Financial Technology Partners LP
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sole strategic and financial advisor to



in its sale to

MOELIS CAPITAL PARTNERS



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Auto Finance and Insurance Solutions

Financial Technology Partners LP
FTP Securities LLC

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on its sale to an Affiliate of



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Life & Annuity Technology Solutions

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Consumer Protection Plans

Financial Technology Partners LP
FTP Securities LLC

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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Online Small Business Insurance

Financial Technology Partners LP
FTP Securities LLC

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



in its acquisition of



a subsidiary of



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<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as lead strategic and financial advisor to</p> <p>eliza</p> <p>in its sale to</p> <p>hms</p> <p>for total cash consideration of</p> <p>\$ 170,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as Capital Markets & IPO Advisor to</p> <p>Performant</p> <p>in its</p> <p>\$93,150,000</p> <p>Initial Public Offering</p> <p>valuing the equity at approximately</p> <p>\$ 453,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>AmWINS Group, Inc.</p> <p>in its growth recapitalization by</p> <p>NMC NEW MOUNTAIN CAPITAL LLC</p> <p>valued at approximately</p> <p>\$ 1,300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>PARTHENON CAPITAL PARTNERS</p> <p>in its acquisition of</p> <p>eSECLENDING SECURITIES FINANCE TRUST COMPANY</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>CAYAN</p> <p>in its Significant Growth Recapitalization by</p> <p>PARTHENON CAPITAL PARTNERS</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
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FT Partners has advised on several successful Parthenon Capital Partners' exits and investments

Overview of Transaction

- On November 28, 2016, SquareTrade announced its \$1.4 billion all-cash strategic sale to the Allstate Corporation
- Headquartered in San Francisco, CA, SquareTrade offers top-rated protection plans trusted by millions of consumers for electronics and appliances
 - SquareTrade's branded products are sold through major retailers
- Allstate is the largest publicly held personal lines property and casualty insurer in America serving more than 16 million households nationwide
- More details available in Allstate's transaction [press release](#) and [investor presentation](#)

Significance of Transaction

- This transaction expands Allstate's protection offering to consumer electronics, connected devices and appliances
- SquareTrade substantially increases Allstate's customer relationships while providing both strong near-term and long-term growth opportunities

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to SquareTrade and its Board of Directors
- This transaction demonstrates FT Partners' continued leadership position as the "advisor of choice" to the highest quality FinTech companies
- FT Partners represented [SquareTrade in its \\$238 million strategic growth investment with Bain Capital and Bain Capital Ventures](#)
- FT Partners also recently represented Bain Capital Ventures' portfolio company [Enservio in its sale to Solera](#) demonstrating our long-term trusted relationship

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in its sale to



for total consideration of

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FT Partners Advises Zywave / Vista on the Sale of Zywave Insurance Solutions

Overview of Transaction

- On November 4, 2013, Zywave, Inc., the leading provider of insurance and financial planning software solutions, announced the sale of its Insurance Solutions business to Aurora Capital Group ("Aurora")
- Zywave Insurance Solutions provides technology-enabled content and communication, agency automation, business intelligence and analytics tools to the employee benefits and P&C insurance distribution industry
- The business retained the "Zywave" name post-close
- Aurora is a Los Angeles-based private equity firm managing over \$2 billion of capital across multiple funds
- Vista Equity Partners ("Vista"), a U.S.-based private equity firm with offices in San Francisco, Chicago and Austin, retained ownership of the Zywave Financial Solutions business, which was renamed Advicent Solutions ("Advicent")

Significance of Transaction

- Transaction represents a highly attractive outcome for Vista and other shareholders of Zywave, Inc.
- Positions the Insurance Solutions business well to pursue additional growth opportunities and continue to enhance its market leading platform
- Provides Aurora the opportunity to leverage its extensive industry experience and partner with a leading insurance technology provider

FT Partners' Role

- FT Partners served as exclusive Strategic and Financial advisor to Zywave and Vista, the Company's controlling shareholder
- FT Partners leveraged its deep knowledge, extensive experience and broad insurance industry relationships to help achieve a highly favorable outcome for all stakeholders
- Transaction demonstrates FT Partners' continued success in achieving highly attractive outcomes for leading group benefits, insurance and healthcare IT and services firms in the financial technology landscape

Financial Technology Partners LP FTP Securities LLC

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in its sale of
Zywave Insurance Solutions

to



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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 \$10 billion in premiums annually
- Parthenon is a control investor in financial and insurance services, business services and healthcare businesses
- New Mountain Capital is a leading private equity firm with over \$9 billion in assets under management

Significance of Transaction

- Represents 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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SquareTrade's \$238,000,000 Strategic Growth Investment



Overview of Transaction

- SquareTrade entered into an agreement whereby Bain Capital and Bain Capital Ventures, the private equity and venture capital affiliates of Bain Capital, LLC ("Bain Capital"), invested approximately \$238 million in SquareTrade
- SquareTrade offers top-rated protection plans trusted by millions of consumers for electronics and 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

Financial Technology Partners LP FTP Securities LLC

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sole strategic and financial advisor to*



in its recapitalization by



BainCapital
PRIVATE EQUITY



BainCapital
VENTURES

of approximately

\$ 238,000,000



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The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York and San Francisco from 1995-2002 Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	22
Larry Furlong <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York, London and Los Angeles beginning in 1995 Wharton M.B.A. 	22
Greg Smith <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Hambrecht & Quist 20+ years of experience covering FinTech as both an Analyst and Investment Banker 	21
Osman Khan <i>Managing Director</i>		<ul style="list-style-type: none"> Former Managing Director / Head of FIG M&A at Alvarez & Marsal 15+ years FIG deal, consulting and assurance experience at PwC 40 Under 40 M&A Advisor Award Winner in 2013 LSE (BSc w/Honors), MBS (MBA w/Distinction), ICAEW (FCA) 	20
Steve Stout <i>Managing Director</i>		<ul style="list-style-type: none"> Former Global Head of Strategy at First Data Formerly Led J.P. Morgan Payments Investment Banking Former Equity Research Analyst on #1 ranked team at UBS and Economist at the Federal Reserve Bank 	19
Tim Wolfe <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. beginning in 2000 Started at FT Partners in 2002 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	15
Timm Schipporeit <i>Managing Director</i>		<ul style="list-style-type: none"> 11+ years with Morgan Stanley, Senior Executive Director of European Technology Investment Banking Team in London Formerly a Venture and Growth Investor focused on FinTech at Index Ventures 	14
Andrew McLaughlin <i>Managing Director, Research & Business Development</i>		<ul style="list-style-type: none"> Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting 	11

FT Partners – Focused Exclusively on FinTech

FT PARTNERS ADVISES

Platform of Choice for Clients and Bankers Alike

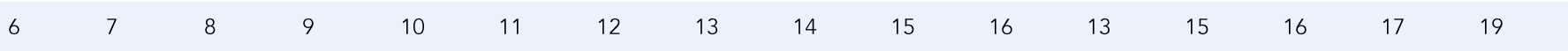


FT PARTNERS' LAST DECADE

- ~6x Number of resources
- ~9x Total senior banker experience
- ~2x Average senior banker experience
- ~8x Number of senior bankers



Avg Years of Director / MD Experience



FT Partners – Focused Exclusively on FinTech

FT PARTNERS ADVISES

eliza

Award-Winning Investment Banking Franchise Focused on Superior Client Results

FT Partners has been recognized as Investment Banking Firm of the Year and regularly achieves Merger and Financing Deal of the Year recognition



M&A Advisor
Awards

2016

- **Investment Banking Firm of the Year**
- **Cross Border Deal of the Year**

2015

- **Dealmaker of the Year**
- **Technology Deal of the Year**

2014

- **Equity Financing Deal of the Year**
- **Professional Services Deal of the Year, Above \$100mm**

2012

- **Dealmaker of the Year**
- **Professional Services Deal of the Year, Above \$100mm**

2011

- **Boutique Investment Bank of the Year**
- **Deal of the Decade**
- *10 Deal of the Year Nominations Across 9 Categories*

2010

- **Upper Middle Market Deal of the Year, Above \$500 mm**
- **IT Services Deal of the Year, Below \$500mm**
- **Cross-Border Deal of the Year, Below \$500mm**

2007

- **Dealmaker of the Year – Steve McLaughlin**
- **Business to Business Services Deal of the Year**
- **Computer and Information Technology Deal of the Year, Above \$100mm**
- **Financial Services Deal of the Year, Above \$100mm**

Institutional Investor
Institutional Investor
Annual Ranking

2015

- Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List

2006 - 2008

- **Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology**



Middle Market
Financing Awards

2008

- **Equity Financing Dealmaker of the Year – Steve McLaughlin**
- **Information Technology Deal of the Year**
- **Financial Services Deal of the Year**

2006

- **Financing Professional of the Year – Steve McLaughlin**
- *Financing Deal of the Year - Equity*
- *Financing Deal of the Year - Debt*

Note: **Bold** represents awards that FT Partners has won, *italics* represents nominations.