

January 7, 2014

FINANCIAL TECHNOLOGY PARTNERS LP FTP SECURITIES LLC

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



in its acquisition of



a subsidiary of

Willis

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TECHNOLOGY
PARTNERS

***The Only Investment Bank
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Insureon Acquisition of Insurance Noodle

FT Partners Advises Insureon on its Strategic Acquisition of Insurance Noodle

Transaction Overview and Rationale

Overview of Transaction

- On January 7, 2014, Insureon (“Insureon” or the “Company”) announced its acquisition of Insurance Noodle (“Insurance Noodle” or “Noodle”), a former subsidiary of Willis Group
- Insureon is the leading online insurance agency and delivery platform for small-and-micro business owners
- Insurance Noodle is a premier small commercial and personal insurance online broker
- Terms of the transaction were not disclosed

Significance of Transaction

- Enables greater operational efficiency; opportunity to leverage scalable platform with over \$100mm in total combined premium
- Positions combined business to even better serve small business owners in need of commercial insurance
 - Provides Insurance Noodle’s brokers / agents increased access to Insureon’s technology platform, wide product offering covering more than 550 industry segments, vertical-specific underwriting and expertise, and “A” rated carrier network
- Combination of Insureon’s successful online strategy with Noodle’s network of brokers / agents supports Insureon’s long-term plans
 - Provides significant footprint for Insureon in the independent and captive agent market
- Reinforces importance of the large population of small-and-micro businesses to the commercial insurance market and U.S. economy

FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor for the acquisition and related financing to Insureon and Accretive LLC, the Company’s controlling shareholder
- FT Partners leveraged its deep insurance industry knowledge and experience to help Insureon execute a highly successful acquisition
- Transaction demonstrates FT Partners’ continued success in advising leading insurance technology and services clients across the financial technology landscape

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Insureon Acquisition of Insurance Noodle

Insureon Overview

Company Overview

- CEO:** Ted Devine
- Headquarters:** Chicago, IL
- Founded:** 1997
- Insureon is the premier online insurance agency / delivery platform focused on serving the small-and-micro business sector
 - Enables clients to purchase small business insurance using an all-online application, and compare coverage and cost options with the help of certified agents
 - Innovative business model allows for efficient and profitable online customer acquisition, underwriting, quoting, binding and servicing
 - Provides bindable quotes online in a matter of minutes
 - Leverages relationships with “A” rated insurance carriers to offer attractive coverage and pricing options
 - Specialized agents across 9 verticals and 550 industry segments enable Insureon to offer an outstanding service experience for its clients
 - 100,000+ small business owners have chosen to work with Insureon in the last decade

Representative Insurance Coverages Offered

General Liability

- For lawsuits alleging bodily injury or property damage
- Protects businesses against claims including unsafe work environments and damaged personal property

Errors & Omissions

- For lawsuits alleging a business’s services caused a financial loss
- Pays legal defense as well as any judgments or settlements

Business Owners’ Policy

- Bundled Property and General Liability insurance for low risk businesses
- Allows business owners to replace property quickly so they can return to operations

Workers’ Compensation

- Covers costs associated with workplace illness and injury
- Also covers the legal defense for illness or injury in question

Transaction Commentary

- *“The acquisition will position Insureon to even better serve small business owners around the country. The combination of Insureon’s top-tier online strategy with Noodle’s geographically diverse network of brokers / agents is a key component of our long-term strategy for growth. The acquisition reinforces the change that technology is enabling in the small commercial buying process.”*

– Ted Devine, CEO, Insureon

Selected Carrier Relationships



Insureon Acquisition of Insurance Noodle

Insurance Noodle Overview

Company Overview	Representative Insurance Coverages Offered
<p>President and CEO: Ralph Blust</p> <p>Headquarters: Chicago, IL</p> <p>Founded: 2001</p> <ul style="list-style-type: none"> Provides independent agents with online access to small commercial and personal lines insurance products and services through a single-entry, multi-carrier, multi-line, web-based portal <ul style="list-style-type: none"> Established itself as a pioneer in online quoting in 2001 Offers multi-line solutions for personal lines classes and over 1,700 commercial lines classes Enables broker and agent clients to submit risks online to its carrier network, view proposals and bind selected quotes from a customized home page <ul style="list-style-type: none"> Aggregates premium to benefit clients with improved commissions, broader product offerings and better service from carriers Subsidiary of Willis Group; originally acquired by Willis Group in June 2007 	<p>Commercial Lines</p> <ul style="list-style-type: none"> Business Owners Commercial Auto Commercial Package General Liability Liquor Liability Professional Property Coverage Special Events Liability Umbrella Liability Vacant Property Package Workers' Compensation <hr/> <p>Personal Lines</p> <ul style="list-style-type: none"> Auto Homeowners Additional lines such as ATV, Watercraft and Umbrella may be available upon request
Transaction Commentary	Selected Carrier Relationships
<ul style="list-style-type: none"> <i>"Insureon's focused investment in IT enables the constant, incremental improvement that's essential for both companies to remain responsive to the needs of small business owners and competitive in the small commercial marketplace."</i> <ul style="list-style-type: none"> Dominic Casserley, CEO, Willis Group 	<p>Standard Lines</p>  <p>Surplus Lines</p>  <p>Personal Lines</p> 

Source: Company management; company website.

Insureon Acquisition of Insurance Noodle

Advisor of Choice in the Insurance Sector

FT Partners has advised on the most prominent transactions in the Insurance Technology Sector

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

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Significant interest from leading private equity firms and strategic partners

Financial Technology Partners LP
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is pleased to announce its exclusive role as sole strategic and financial advisor to

in its recapitalization by

BainCapital Ventures
of approximately

\$ 238,000,000

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Highlights FT Partners' ability to rapidly and confidentially execute complex transactions

Financial Technology Partners LP
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is pleased to announce its role as strategic and financial advisor to

on its sale to an Affiliate of

*The Only Investment Bank
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Leading provider of finance and insurance ("F&I") solutions to the automotive industry

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in its sale of

Zywave Insurance Solutions
to

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Provides insurance software to the P&C insurance distribution and employee benefits industries

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We Simplify Selling Insurance

in its sale to

*The Only Investment Bank
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Provides life insurance and annuity automation solutions

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Highlights FT Partners' continued strength in the insurance, securities and capital markets industries

Insureon Acquisition of Insurance Noodle

FT Partners Named “Dealmaker” and “Investment Bank” of the Year

Awards Overview

- FT Partners consistently receives top honors and recognition from national association:
 - **Dealmaker of the Year (2007, 2008, 2009 and 2012)**
 - **Professional Services Deal 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)**
 - **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



Boutique Investment Bank of the Year Deal of the Decade

Selected Transactions:

- The \$1.3 billion sale of AmWINS to New Mountain Capital
- The \$238 mm capital raise for SquareTrade
- The \$370 million sale of Custom House to Western Union
- The \$680 million sale of ATD to Citigroup
- The \$145 million sale of EDC to Cardtronics
- The \$50 million minority investment in YapStone led by Accel Partners
- The 60% strategic growth investment for Mercury Payment Systems by Silver Lake
- The \$525 million sale of Lynk to The Royal Bank of Scotland
- The \$325 million cash sale of Verus Financial Management to Sage Group PLC
- The \$245 million cash sale of Corillian Corp to CheckFree
- The \$110 million minority recapitalization of TradingScreen
- The \$250 million capital raise for Liquidnet