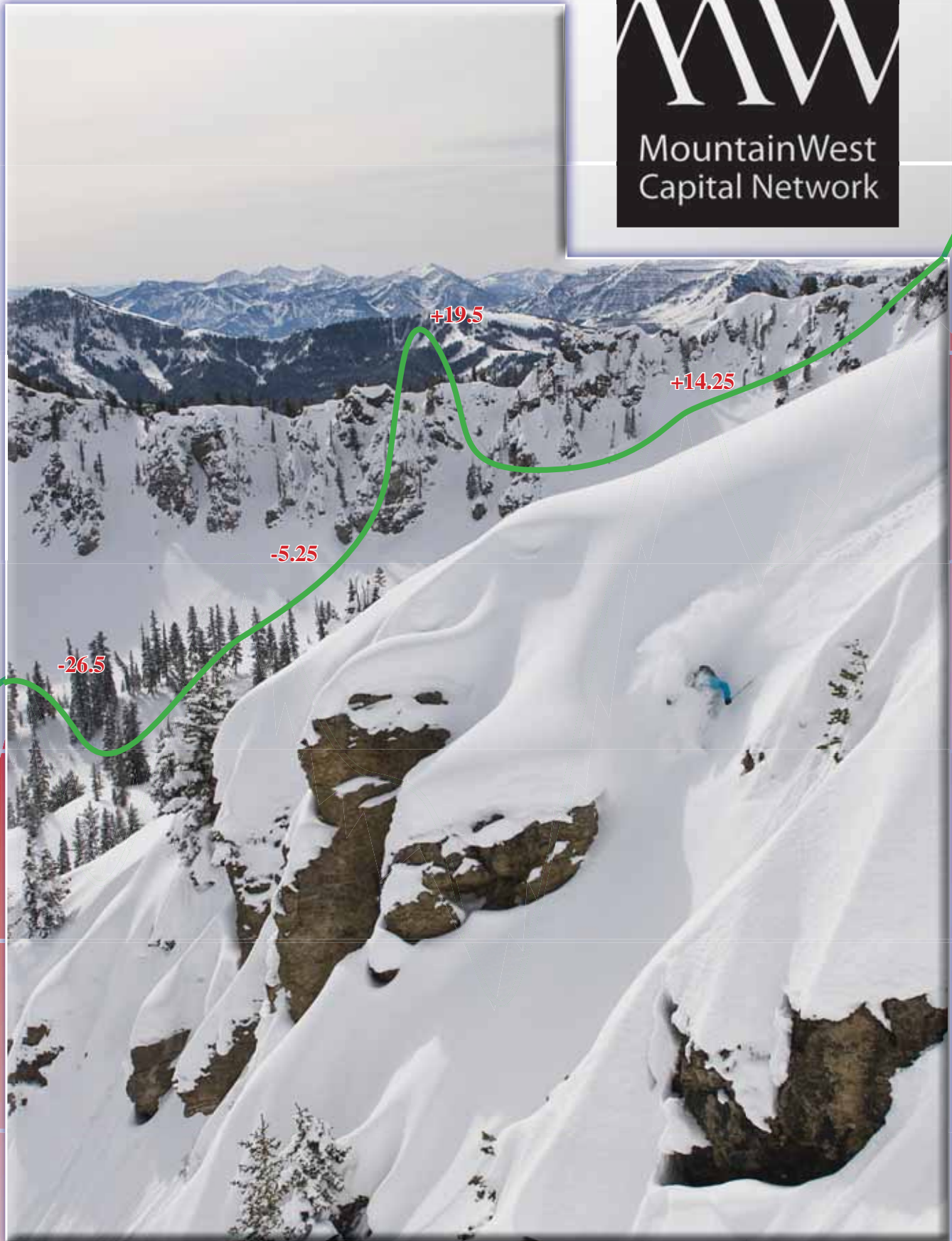


# 2009 UTAH DEAL FLOW REPORT



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Mat Wells



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# Introduction

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The MountainWest Capital Network is pleased to present the 2009 Utah Deal Flow Report. The Deal Flow Report is Utah's only comprehensive publication tracking financial deals statewide. The information presented in this year's report was primarily collected from the members of the MountainWest Capital Network Deal Flow Committee, SiliconSlopes.com (our partner site), the PricewaterhouseCoopers' Money Tree Report, various print and internet media sources and other members and friends of the MountainWest Capital Network.

This is the Deal Flow Report's fifteenth edition and this year's report contains 124 transactions representing a full spectrum of public offerings, angel and venture debt financings venture capital and private equity transactions, private placements, mergers, acquisitions and asset sales. The transactions range in size from \$30,000 to more than \$1.8 billion. We have not included transactions with a value of less than \$30,000 or straight debt transactions due to banking privacy limitations. This year's report includes an expanded analysis section comparing data received in the last 7 annual Deal Flow Reports. We have also included a number of articles from industry professionals who will be presenting at this year's inaugural Deal Flow Conference and a glossary of commonly used terms related to capital raising.

The "Deals" segment of this year's Report is divided into three sections: (1) Public Offerings, (2) Venture Capital/Private Equity Investments, and (3) Mergers and Acquisitions. Angel financings, venture debt transactions, and other types of transactions have been included in the Venture Capital/Private Equity section. We did not include full-page deal summaries in any of these three sections for deals where the transaction value was not disclosed for confidentiality or other reasons, but we have included a page at the end of the report listing the companies involved in such transactions.

We invite you to continue to report your deals throughout the year on our partner website [www.siliconslopes.com](http://www.siliconslopes.com). By highlighting these transactions, we hope to promote capital formation and capital availability throughout the state of Utah. We also seek to showcase Utah as a place where businesses can find the resources they need to grow and succeed, and investors can find dynamic and innovative companies worthy of their investments.

We want to thank this year's sponsors – CBIZ and Mayer Hoffman McCann, CFO Solutions, Durham Jones & Pinegar, Grant Thornton, Holland & Hart, KALL 700 Sports, KUED/KUER, MonaVie, PricewaterhouesCoopers LLP, Silicon Valley Bank, SiliconSlopes.com, Tanner LC, Utah CEO Magazine, USTAR, Utah Division of Securities, ViaWest, Wells Fargo and Zions Bank. I would also like to thank the members of the Deal Flow Executive Committee, the full Deal Flow Committee and the Deal Flow Interns for their tireless efforts in gathering deal data, verifying information and putting together this year's report; without their help this report would not exist.

Sincerely,

Matthew J. Thorne  
Holland & Hart, LLP  
Chair, Deal Flow Committee

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Together we'll go far





May 20, 2010

The MountainWest Capital Network is proud to announce the unveiling today of our 2009 Deal Flow Report. This year's Deal Flow Report marks the 15th year that we have gathered, summarized and published this information for the Utah business community and others involved in the capital raising process. The purposes of the Report are to identify and recognize:

- Companies that raised capital and participated in other significant business transactions;
- Financing sources that provided capital to Utah-based business; and
- Service providers and other professionals who supported capital raising efforts.

The Deal Flow Report is prepared and published in order to further the MountainWest Capital Network's mission of (a) fostering the dynamic flow of information about capital formation and distribution, (b) educating and mentoring excellence, (c) recognizing and rewarding business success and performance and (d) fostering relationships through networking. The Report does not report transactions that were either confidential or otherwise not publicly disclosed. Nonetheless, the Report represents the most comprehensive and complete annual assessment of capital raising and business transactions compiled in the State of Utah. Here are some highlights:

- There was a significant increase in angel and seed stage investments in Utah during 2009 while new venture capital deals decreased slightly. There were 94 deals reported in 2009, down slightly from 97 deals reported in 2008 – a significant accomplishment given the difficult state of the economy for much of 2009. Several large investment deals helped push 2009 total investment to \$663 million, an increase over the \$404 million investment total reported in 2008. Utah entrepreneurs continue to come up with innovative ideas supported by venture capital groups and angel investors who are drawn to Utah.
- M&A activity remained slow in 2009. This year's report includes 31 M&A transactions with a total valuation of approximately \$2.7 billion; a slight decrease from the 34 transactions valued at approximately \$3.2 billion in 2008. The current economic recession has heavily affected both acquisition and exit opportunities nationally and in Utah.
- There were nine initial public offerings totaling \$319 million in 2008, and one, Ancestry.com, for \$100 million in 2009.

In addition to the Deal Flow Report, the MountainWest Capital Network produces several other programs supporting business and entrepreneurial growth each year, including the Utah 100 Program, the Entrepreneur of the Year Award Program, monthly networking luncheons for members and guests, Executive Forums for C-Suite executives and a quarterly tour of a Utah 100 Winner. MountainWest Capital Network members are participants in or facilitators of over 90% of Utah deals each year – it is *the* organization for those active in building Utah's businesses.

We salute the tireless efforts of the members of the Deal Flow Committee who donated 2,000 hours of their time, talent and energies to this worthwhile and ambitious project. We also express appreciation to the sponsors of the Deal Flow Program. Without their financial support, this effort would not be possible.

Sincerely,

A handwritten signature in black ink, appearing to read 'Todd Leishman'.

Todd Leishman  
Chairman

A handwritten signature in black ink, appearing to read 'Lex Watterson'.

Lex Watterson  
President

---

# Directors and Officers of the MountainWest Capital Network

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## Directors

Lex Watterson, President	MountainWest Capital Network
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Thomas R. Taylor, <i>Vice Chairman</i>	Durham Jones & Pinegar
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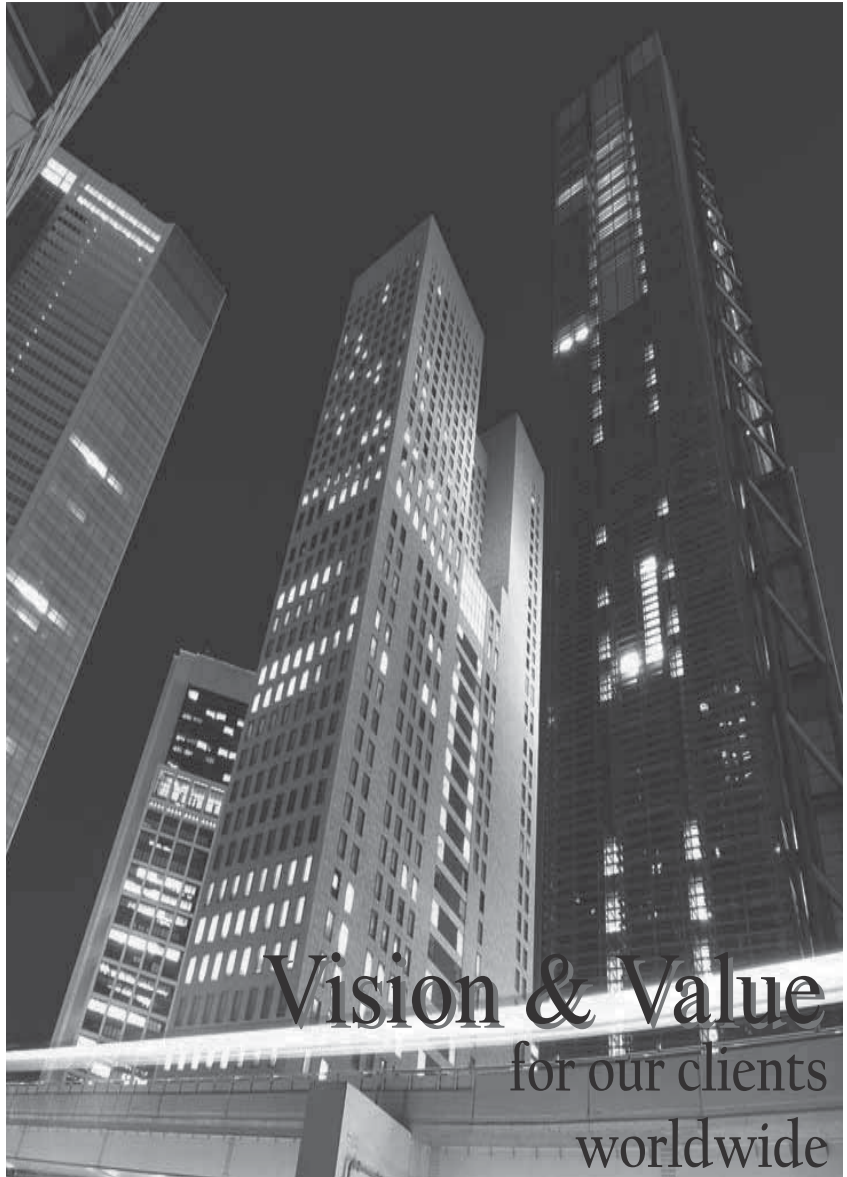
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N. Todd Leishman, <i>Chairman</i>	Durham Jones & Pinegar
Cheri M. Farnsworth, <i>VP, Executive Coordinator</i>	MountainWest Capital Network
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# 2009 Deal Flow Committee

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Katina Curtis, Vice-Chair – PricewaterhouseCoopers LLP

## Committee Members

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Mark Adams – SiliconSlopes

Brad Bertoch – Wayne Brown Institute

Reed Chase – Tanner LC

Eli Clemens – CBIZ and Mayer Hoffman McCann PC

Mike Dickamore – The Buckner Company

Preston Eichers – Hansen, Barnett & Maxwell P.C.

Cheri Farnsworth – MountainWest Capital Network

Steve Grizzell – Innoventures Capital Partners

Gary Jackson – Silicon Valley Bank

Kevin Jessop – Diversified Insurance Brokers

Andrew Laver – Wilson-Davis & Co., Inc. / APL Capital Advisors

John Monk – Merrill Lynch

Dan Schwendiman – Korea Technology Industry America, Inc.

Kent Thomas – CFO Solutions

Devin Thorpe – MonaVie

Lex Watterson – MountainWest Capital Network

Wes Yeoman – Deloitte

## Interns

Blake Klinkner

Douglas Stilson

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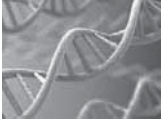
# MountainWest Capital Network Program Schedule

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## 2010 MountainWest Capital Network Events

- Jan 21, 2010 “Boards of Directors that Work,” Business Forum, Little America Hotel
- Feb 5, 2010 “A Legacy of Entrepreneurship,” Larry H. Miller, 2010 MountainWest Capital Network Entrepreneur of the Decade, Little America Hotel
- Feb 26, 2010 Field Trip to Utah 100 Winner, Hosted by Skullcandy
- Mar 12, 2010 ACG Capital Conference Luncheon Host
- Apr 22, 2010 Joseph Grenny, “Crucial Conversations,” Karen Gail Miller Conference Center, Half day morning event
- May 20, 2010 Deal Flow Conference, Grand America Hotel**
- June 17, 2010 How Brigham Young University and the University of Utah are Commercializing their Technologies, Little America Hotel
- July 15, 2010 MWCN Building Business Golf Tournament, Thanksgiving Point Golf Course
- Aug 19, 2010 MWCN/UTC/UEVF/WBI Joint Luncheon, TBA, Thanksgiving Point
- Sept 9, 2010 Executive Roundtable, Hosted by Wells Fargo Bank
- Sept 16, 2010 Women Tech Awards, Grand America Hotel
- Sept 28, 2010 Utah 100 Winners Tour, MonaVie
- Oct 21, 2010 Utah 100 Award Program, Grand America Hotel
- Nov 11, 2010 Executive Roundtable, Hosted by CBIZ and Mayer Hoffman McCann
- Nov 18, 2010 Celebration of Entrepreneur Week, Little America Hotel
- Dec 16, 2010 Business Forum TBA, Little America Hotel



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The first area involves funding for strategic investments at the University of Utah and Utah State University to recruit world-class researchers. The second area is to build state-of-the-art interdisciplinary facilities at these institutions for the innovation teams. The third program area involves teams that work with companies and entrepreneurs across the State to promote science, innovation, and commercialization activities.



[www.innovationutah.com](http://www.innovationutah.com)  
[Twitter.com/Innovationutah](https://twitter.com/Innovationutah)

For more information, call (801) 538-8622  
or email [ustar@utah.gov](mailto:ustar@utah.gov).

324 South State Street  
Salt Lake City, Utah 84111



# UTAH'S DEAL NETWORK

## The Rewards of Membership

The MountainWest Capital Network welcomes all individuals and organizations with an interest in fostering business growth in Utah. If you are ready to develop relationships critical for raising capital, meeting business challenges and gaining a competitive advantage, join us today!

### *As a member you will enjoy...*

- The opportunity to develop vital business contacts through monthly luncheons.
- Participation in some of Utah's most exciting business recognition events, including the *Utah 100 Awards*.
- Access to important financial information through the *Utah Deal Flow Report*.

## Membership Application

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Company \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Phone # \_\_\_\_\_ Fax # \_\_\_\_\_

E-mail \_\_\_\_\_

Company Description (25 words or less) \_\_\_\_\_

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- \$650 Corporate – Any two people may attend each event
  - \$350 Each additional member added to Corporate membership
  - \$350 Individual – Entitles named individual to attend each event
  - \$35 Non-member luncheon fee

### Includes...

- ✓ Attendance at all monthly luncheons at no additional charge
- ✓ Online access to the Membership Directory
- ✓ Utah Deal Flow Report
- ✓ Listing in the online Membership Directory
- ✓ Eligibility to participate on all Committees
- ✓ Online access to the Deal Flow database with full query functionality

Join online at [www.mwcn.org](http://www.mwcn.org) or mail application with check or money order payable to:  
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[info@mwcn.org](mailto:info@mwcn.org); (801) 966-1430, phone; (801) 966-1705, fax

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## Deal Flow Conference Materials

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This section includes an agenda for this year's inaugural Deal Flow Conference, bios of the conference presenters and articles written by the presenters. These Articles include information on a variety of subjects, from early stage financing, to preparing a company for an exit transaction. The following is a list of the articles included in this section:

1. Five Steps to Prepare for Early Stage Financing – By Kent Thomas, CFO Solutions
2. Financing Options for Early-Stage Companies – By Marc Porter, Holland & Hart LLP
3. Revenue Recognition Impacts Technology Firms – By Frank Maughan, Mayer Hoffman McCann P.C.
4. Proactive Strategies for Structuring Cross-Border Sales – By Matt Wysong, Silicon Valley Bank
5. Assembling the “Right” M&A Team – Thomas R. Taylor and N. Todd Leishman, Durham Jones & Pinegar
6. Know your options: Three alternative sources of financing for companies preparing for growth Provided by Jason Watson – Wells Fargo Bank

# Welcome to the Mountain West Capital Network's Deal Flow Event

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# Deal Flow Conference Agenda

8:00 a.m. – Registration 8:30 a.m. – Welcome and Introduction – Lex Watterson			
<b>Opening Session &amp; Keynote Speaker – David Bradford</b> <b>“Seven Steps to Building a Billion Dollar Company in Utah”</b> 8:40 a.m. to 9:30 a.m.			
9:30 a.m. – 9:40 a.m.	<b>Break</b>		
	<b>Track A – Early Financing</b>	<b>Track B – Growth &amp; Later Stage Financing</b>	<b>Track C - Plan for the Exit</b>
9:40 a.m. – 10:40 a.m.	<b>Analytic &amp; Benchmarking Information for Early-Stage Growth Companies: Deal Terms from Across the Nation</b>  Presenters: Dave Krimm, Vincent Timoney, and Cindy Moore, SVB Financial Group	<b>“Any Stage” Bank Financing Options</b>  Presenters: Wells Fargo Bank	<b>Preparing Your Business for the Sale</b>  Presenters: Thomas R. Taylor and Todd Leishman, Durham, Jones Pinegar David Hardman, CBIZ and Mayer Hoffman McCann
10:40 a.m. – 10:50 a.m.	<b>Break</b>		
10:40 a.m. – 11:50 a.m.	<b>Exploring Early-Stage Financing Options – What’s Available &amp; How to Get it</b>  Presenters: Marc Porter, Holland & Hart Kent Thomas, CFO Solutions	<b>Private Equity: How it Works and What to Expect</b>  Presenters: Scott Nixon, PricewaterhouseCoopers Luke Sorenson, Sorenson Capital	<b>Selling Your Business — What to Expect</b>  Presenters: Brian Glass, Wells Fargo Securities
11:50 a.m. – 12:00 p.m.	<b>Break</b>		
12:00 p.m. – 1:15 p.m.	<b><u>MWCN Deal Flow Awards Luncheon</u></b> Presentation of the Utah Deal Flow Report, Analysis of Utah deal data and Recognition of Utah Deals and Dealmakers		
Sponsored by: <b>Wells Fargo</b> CBIZ   MHM, CFO Solutions, Durham Jones & Pinegar Grant Thornton, Holland & Hart, MonaVie PricewaterhouseCoopers, Silicon Valley Bank Tanner LC, USTAR, ViaWest, Zions Bank KALL 700, KUER, Utah CEO Magazine			



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A stylized graphic at the bottom of the page shows a city skyline with various skyscrapers of different heights and shapes. To the right of the buildings is a large, white silhouette of a mountain with snow-capped peaks. The entire graphic is set against a dark background.

SiliconSlopes.com provides resources and a free database for technology companies, people, investors and organizations associated with Utah, that anyone can add to or edit.

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## Presenter Bios

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### Presenters



David Bradford is a proven business leader with over 25 years of experience in the computer industry. Mr. Bradford has used innovation and foresight to play a significant role in shaping the expansive growth of the world of Information Technology.

Today, Mr. Bradford serves as an active Chairman of the Board of Fusion-io, a company that is revolutionizing the way data is stored, shared, and distributed causing CIO's worldwide to rethink how their data centers are architected. Mr. Bradford served as CEO from February 2009 to March 2010. He chaired the Advisory Board of the company from June of 2008 bringing Steve Wozniak into the Company. During his tenure as CEO, he brought a new level of maturity, excitement, and communications to the organization positioning it as a long-term growth Company. During the past year, Fusion-io has grown from 90 employees to 205, the valuation of the Company has more than doubled, and the Company was named the Most Promising Information Technology Company in America by the Wall Street Journal.



Brian Glass is a Director in the Investment Banking Middle Market Group of Wells Fargo Securities supporting businesses throughout the Midwest, Central and Mountain states. Mr. Glass advises clients on a broad range of investment banking services, including buy-side and sell-side mergers and acquisitions, issuances of public and private debt and equity, and general corporate advisory. Prior to joining Wells Fargo Securities in 2008, Mr. Glass was in the mergers & acquisitions group of A.G. Edwards where he sourced and executed middle-market M&A and capital markets transactions primarily in the consumer and industrial industries. Mr. Glass received a BS from Indiana University and a MBA from Washington University in St. Louis. Mr. Glass is also a Certified Public

Accountant.



Dave Hardman is a Shareholder with Mayer Hoffman McCann P.C. After graduating from college, Dave began his career and spent nine years in public accounting with Price Waterhouse. After leaving public accounting, Dave spent seven years as a Vice President and Controller for a multi-national publicly traded company in California. Dave then spent two years as a CFO of a privately held company with sales in excess of \$2 billion per year. Dave is experienced in audits of private and public multi-national companies, SEC reporting and compliance, mergers and acquisitions, initial public and secondary stock offerings, public and private debt offerings, stock compensation, system implementation management, and accounting standards adoption.

Dave Krimm is Head of Information Services for Silicon Valley Bank. In this role he is spearheading the design and launch of our new peer group benchmarking service for private companies: the SVB KnowledgeBank. Prior to this role Dave was head of our R&D capability, charged with analyzing potential new businesses/products for SVB, helping to reach a decision about their viability and fit, developing business plans, and helping to implement the new business or product. Dave holds an MBA from the Yale School of Management and a BA from Brown University.



N. Todd Leishman practices transactional and corporate law in the Salt Lake City office of Durham Jones & Pinegar, with special emphasis on mergers and acquisitions and corporate finance. He is listed in the Best Lawyers in America, Chambers USA, Mountain States Super Lawyers and Utah Business magazine's Legal Elite. He can be reached at (801) 297-1123 or [tleishman@djplaw.com](mailto:tleishman@djplaw.com)

Cindy Moore is Director of Research for SVB's Knowledge Bank. She joined SVB Financial Group in 2007, and brings over ten years' experience in mathematical modeling and statistical analysis. Ms. Moore has worked for Andersen Consulting (Accenture) and the Federal Reserve Bank, as well as software start-ups in the affinity recommendation, price optimization and supply chain collaboration sectors. She holds a bachelor's degree in theoretical mathematics from University of California at Davis, and a master's degree in theoretical mathematics from the University of Oregon.



Scott Nixon currently serves as the managing partner of the Salt Lake City office of PricewaterhouseCoopers. He has 24 years of experience in public accounting, most of which has been in the Salt Lake City office. His experience includes providing audit and business advisory services to public and private companies in various industries. Scott has been involved in numerous complex filings with the SEC and has been instrumental in resolving unique accounting issues with the SEC on behalf of his clients. He is a frequent instructor of continuing professional education courses.



Marc Porter is an attorney in the Salt Lake City office of Holland & Hart LLP, the largest law firm and emerging growth practice group based in the Mountain West. Marc represents start-up and emerging growth companies in a variety of business transactions. He also represents venture capital and private equity funds. His experience includes venture capital financings, private placements, mergers and acquisitions, licensing, fund formation and governance, joint ventures, management buy outs, partnerships, general business matters and commercial contracts. Marc can be reached by phone at 801.799.5916 or by e-mail at [mcporter@hollandhart.com](mailto:mcporter@hollandhart.com).



Luke Sorenson is a Managing Director at Sorenson Capital Partners. Mr. Sorenson has had extensive experience in deal origination, due diligence, transaction processing, portfolio management, administrative operations, and portfolio and limited partner relationships. Mr. Sorenson led or co-led the investments in Mountain City Meat Company, Provo Craft & Novelty, Atlas Aerospace, Interstate, LifePort, and Michael's Finer Meats. Mr. Sorenson also led the realization of Atlas Aerospace. He currently serves as a member of the board of directors for each of these companies except for Atlas Aerospace, where he served as a director until the realization of the investment. He is also a director at Western States Lodging and Management. Mr. Sorenson received a Master of Business Administration degree from the Wharton School of Business at the University of Pennsylvania and a B.S. in Accounting from Brigham Young University.



Kevin Sullivan has over 10 years experience in actuarial and benefits consulting. Kevin specializes in plan design for employers of professionals and other highly compensated employees. He has been published in the publication "Employee Benefits for Nonprofits." Education and Professional Designations: Kevin received his BS degree in Mathematics from the University of Tennessee at Martin and his MS degree in Mathematics from Murray State University. He is a Fellow of the Society of Actuaries and an Enrolled Actuary. Kevin is also a member of the American Academy of Actuaries.



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Kent L Thomas is the founder of CFO Solutions, L.C. a consulting business dedicated to providing the finance and accounting needs for over 90 active clients on an outsourced / part-time basis at a fraction of the cost of similar full-time staff. With CFO Solutions' assistance, their clients have raised nearly \$500 Million in equity, debt and lease financing. Kent is currently the Acting Chief Financial Officer of three of their clients. Prior to starting CFO Solutions in 1996, Kent worked as the CEO or CFO/controller of seven companies and started his career with Ernst & Whinney in 1979. Kent has a BS in Accounting from Brigham Young University and an MBA from the University of Utah and is a licensed CPA in Utah. Kent currently serves as the

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Vince Timoney is a Business Development Associate for SVB Analytics, a subsidiary of SVB Financial Group and provider of analytical and administrative problems unique to technology and life science companies. In this role he routinely speaks with C-level executives to showcase SVB Analytics' suite of services, including CapMx® and Valuation work. Vince demonstrates the value CapMx provides private companies in relation to capitalization and equity management and ASC 718 (FAS 123R) option expensing. Vince also explains the risks a company can be exposed to as the result of not performing a third party 409A valuation opinion. Prior to his role in business development, Vince served as a CapMx Account Representative, assisting new clients transitioning onto the system and providing support and training for CapMx users. Prior to joining SVB Analytics, Vince worked at First American Title as a commercial title insurance assistant guiding clients through complex multi-property/multi-state transactions by limiting risk and reducing cost to clients. Vince holds an MAT from the University of San Francisco School of Education and a BA from the University of San Francisco.

### Panel



(Moderator) Jason Watson is a business development officer for the Wells Fargo Commercial Banking Group responsible for growing relationships with middle market businesses (\$10MM - \$500MM in annual revenue) in the state of Utah. Prior to his current role, Jason spent nine years in community banking, five of which were with the Wells Fargo Business Banking Group. Actively involved in the business community, Jason is a proud supporter of the Mountain West Capital Network where he serves on the Board of Directors and on the Executive Committee. Jason received a B.S. in Technical Sales from Weber State University.



Troy Akagi is a Senior Vice President in the Wells Fargo Commercial Banking Office of Utah managing a portfolio of companies who utilize a comprehensive suite of banking and financial solutions tailored for the needs of middle-market business. Mr. Akagi strives to be a trusted advisor for his customers while being responsible for underwriting his clients' credit requirements. He takes a relationship banking approach dedicated to understanding his customers' business, anticipating their needs, and coordinating all of Wells Fargo's specialists and resources to meet their unique challenges and help them grow. Wells Fargo's specialists and resources include credit, investment banking, treasury services, international, equipment finance, risk management, insurance services, capital management, and wealth management.

Prior to joining Wells Fargo Bank/First Security Bank in 1997, Mr. Akagi was in the Corporate Finance group of The Mitsubishi Trust & Banking Corporation, Los Angeles Agency, handling a portfolio of Fortune 1000 customers including research and credit analysis of the cogeneration industry resulting in a portfolio of half a billion dollars in commitments. Mr. Akagi received a BA from the University of Utah and an MBA from Idaho State University.



James Hilton is a development officer for Wells Fargo's SBA Lending Group. Prior to joining Wells Fargo in 2009, Mr. Hilton spent 16 years in the SBA lending industry including 10 years with the Commercial Finance division of General Electric. Mr. Hilton also spent time in the venture capital industry as an investment officer. He received a BS from the University of Utah.



Courtney Mark is a Vice President, Business Development Officer for the Receivables Funding Group of Wells Fargo Capital Finance. Courtney spends his time in several offices in a multi-state territory working with companies with revenues in excess of \$2MM. The Receivables Funding Group of Wells Fargo Capital Finance works with company's who typically need cash to support: Expansion/Growth, Mergers and Acquisitions, Restructures, Start-ups, Highly Leveraged and Turnarounds. Courtney is a 17 year industry veteran and has been with the group since 1990. Prior to him joining Wells Fargo he was with GE Capital.



As Vice President, Business Development Officer of Wells Fargo Capital Finance, Greg Smith's professional experience includes over eight years of commercial and corporate lending experience with specific current focus on asset based lending. ABL is a working capital financing that is supported by a closely monitored facility of underlying collateral. Mr. Smith is responsible for the sourcing, negotiating and closing of the identified ABL prospects that typically include high growth companies, leverage buyouts candidates, and trouble and turnaround situations. Mr. Smith's previous professional experience includes an additional seven years in a broad range of accounting and finance activities for privately held institutions across multiple industries. He also served active duty in the US Army for four years receiving an Honorable discharge. Mr. Smith received a BS in Business, and an MBA from the Ken Blanchard College of Business at Grand Canyon University in Phoenix Arizona.

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# Five Steps to Prepare for Early-Stage Financing

*Are you hoping to secure capital to properly fund your business? If so, you need to know how to prepare in order to increase your chances of success. I've outlined five important steps that will help you in the process.*

**1 - Know Your Customers and Understand the Market** - If your business is a startup, you have to prove that customers will actually buy your product or service. If you already have customers and revenue, you have to prove that your customers will continue to buy your solutions over the competition. Presumably you developed your company to solve a problem in the market and the better you understand your customers' needs, the better your solution will resonate with them and the more likely they are to keep coming back to you. A sophisticated lender or investor will want to talk to your customers or potential customers to verify that your business actually has a market and that the identified customers really will buy your product or service.

**2 - Develop a Financing Strategy** – This includes preparing a comprehensive forecast that is strategically tied to your business plan. Here are five questions that you should be able to answer when this step is completed:

1. How much money do you need & when do you need it?
2. What type of financing does your business qualify for?
3. What type of financing is best for your business & shareholders?
4. What is your plan to secure financing?
5. What if you can't get all of the financing that you need? What is "Plan B"?

**3 - Assure Timely & Accurate Reporting** – You must demonstrate that you have timely & accurate reporting of key financial and non-financial information about

your business. This tells lenders and investors that the Company and its team understand their business model and are able and prepared to monitor and act on key information to keep the business on track.

**4 - Build & Leverage Relationships** – This is more than networking – it is establishing relationships of trust that can get you introductions to and help you build positive relationships with potential investors or lenders. Such relationships must be established before you need the money, so don't delay! Update your contacts regularly as you continue to generate revenue and demonstrate customer traction. This will significantly improve your chances for success and increases the potential valuation of your business.

**5 - Surround Yourself with the "Best"** – whether management team members, employees or consultants / advisors, lenders and investors want to know that you have a team that can execute on your plan. Having highly-qualified, experienced team members who have demonstrated success will go a long way to helping you secure their trust and then their money!

**Kent L Thomas** is the Founder and Managing member of CFO Solutions, L.C. With over 400 clients served and experience with financing transactions totaling over \$500 million, CFO Solutions is Utah's largest and oldest provider of out-sourced CFO and Controller services. We become the CEO's trusted, strategic financial partner, integrating technology and information to provide real solutions. We help our clients make decisions based on accurate information, thorough analysis and sound advice – all for a fraction of the cost of the equivalent full time staff! Check out our website at [www.utahcfo.com](http://www.utahcfo.com) and call 801-942-0408 to arrange a free consultation.





# Financing Options for Early-Stage Companies

*This article briefly discusses financing options for early-stage companies and the advantages and disadvantages of those options.*

## **Bootstrapping**

This term refers to founders funding their company with their own funds rather than from outside sources. This approach allows founders to retain all ownership without accountability to or involvement from lenders or equity investors.

Bootstrapping requires the founders to expend their personal funds and put their own credit at risk, thereby increasing their personal risk profile. Bootstrapping may only serve as a temporary band aid and delay the need for outside capital if the founders' personal assets are not sufficient to fully execute the business plan. Even if it is a temporary solution, bootstrapping may enable the founders to achieve a higher pre-money valuation by the time the company seeks equity financing. By the same token, bootstrapping may put the company in a position to qualify for a bank loan rather than a hard money loan or other non-traditional loan.

As compared to funding the company through angel debt or equity, it may be more difficult for a bootstrapped company to gain broad access to management and operational talent, industry expertise, networks, future capital sources and sales channels.

## **Friends and Family**

As compared to banks and angel investors, it is easy to access friends and family. Because of the pre-existing relationships, it may be easier for the founders to convince friends and families of founders' ability to successfully build the company and persuade these investors to commit their capital to the cause. The terms required by friends and family are often more flexible and favorable than terms requested by banks and angels. Additionally, friends and family may have little interest in participating in the management and operation of the company. As compared to bootstrapping, raising money from friends and family enables the founders to preserve their personal assets and credit.

The cost of this form of early-stage capital tends to be high. The founders may be required to give up significant ownership for an amount of capital that is

relatively small when forecasting the company's total capital needs over the next few years.

In addition, because friends and family typically invest less on an individual basis than angels, the company may have an unusually large number of shareholders for a company of its size. Friends and family may be less sophisticated and have unreasonable expectations about the company and their investment. Although somewhat unusual, they may also demand unreasonable (commonly referred to as "out of market") terms, such as complete anti-dilution protection or a guaranteed board seat. Out of market terms can pose significant challenges to the company's future fund raising efforts. Relationships may be strained and future interactions may be awkward if the company fails or the ownership of friends and family is later significantly diluted or washed out by future rounds of financing.

If the investment is structured as a loan, the company must also consider some of the same issues presented by bank loans discussed below.

Regardless if the investment is structured as equity or debt, it is usually more difficult and costly for the company to comply with securities laws unless all of the investors are "accredited investors" as that term is defined under federal securities laws. It is also possible that friends and family will not add any value to the company beyond the cash investment itself and they may not be a source of additional capital should the need arise in the future.

## **Banks**

Bank loans and other forms of debt allow the founders to retain all of the ownership and upside of the company. Banks typically do not involve themselves in the management of the company, leaving the founders free to manage and direct the company as they see fit.

Although banks do not get involved in management, the loan terms themselves are restrictive. The repayment obligation (both of principal and interest) reduces the amount of cash flow that would otherwise be available if the company had structured the investment as equity. Typical loan terms also require the bank's consent to take certain significant actions, such as borrowing funds from third parties, granting liens on its assets, acquiring other businesses, changing business lines, making capital expenditures in excess of agreed to limits and making distributions to its founders. The company may also be required to maintain minimum levels of working

capital and tangible net worth and satisfy certain ratios, such as liquidity and debt-to-equity.

Bank loans are secured by the assets of the company. If the company defaults on the loan, the bank can foreclose on the company's assets. This is in stark contrast to the terms of a typical equity investment, which does not expose the company's assets to foreclosure. Founders may be required to expose their personal assets and credit as well through personal guarantees, introducing some of the same risks associated with bootstrapping.

### **Hard Money Lenders**

Since a traditional bank loan is not a viable option for many early-stage companies, a company must often look to other debt sources, such as hard money lenders. In this context, the term "hard money lender" refers to a lender that make loans to companies that may not yet qualify for traditional financing. Because these loans involve significant risk, the terms are more onerous. Interest rates are significantly higher, personal guarantees are required and the founders may also be required to pledge their ownership in the company as collateral. The non-payment terms are also more restrictive and may impose tight controls on the company's core assets securing the loan.

### **Angels**

The term "angel" refers to a wealthy individual that invests in early-stage companies. Many angels are technology or life science entrepreneurs who have founded successful companies. Some angels participate through angel networks or more formal organizations.

Angels structure their investments as equity or debt. Debt is often convertible into the company's future equity financing. Angels typically invest more capital than any one friend or family member. Angels not only bring personal expertise and experience to bear, but they also give the company access to management and operational talent, networks, sales channels and future sources of capital. Because angels are sophisticated and wealthy enough to qualify as "accredited investors," it is easier and less costly for a company to comply with securities laws. Angels may also be willing to invest additional capital into the company in the future if the need arises.

The terms of angel debt are usually more friendly than the terms of bank or hard money loans. By contrast, the terms of angel equity are usually less favorable than terms available from friends and family. Typical angel terms are best described as "venture capital light." They are far more protective and preferential than what a close friend or relative may offer, but they generally stop short of the full suite of terms typically required in a venture capital financing.

As with equity financings from other sources, the cost of angel equity is usually high in light of the company's low value and the amount of capital invested by angels relative to the company's total capital needs over the next few years.

As compared to friends and families, it is more difficult to access angels. Some groups and networks first screen business plans, invite a handful of companies to present at a meeting and then select just a few companies to investigate further and consider an investment. Angels also insist on more involvement in the company's management than family or friends. This is a two-edged sword. The expertise, experience, access points and networks of angels may be accompanied by philosophies, visions, personalities and styles that conflict with those of the company's management.

Marc is an attorney in the Salt Lake City office of Holland & Hart LLP, the largest law firm and emerging growth practice group based in the Mountain West. Marc represents start-up and emerging growth companies in a variety of business transactions. He also represents venture capital and private equity funds. His experience includes venture capital financings, private placements, mergers and acquisitions, licensing, fund formation and governance, joint ventures, management buy outs, partnerships, general business matters and commercial contracts.



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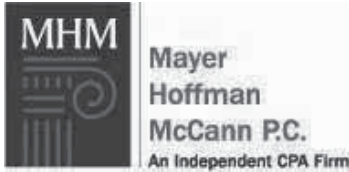
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# Changes in Revenue Recognition That Impact Technology Firms

Accounting for revenue recognition can be a simple or complex undertaking depending on what line of business a company operates in. For technology companies that develop products that have both software and hardware it has been particularly complex. This complexity has arisen from something called “an arrangement with multiple deliverables.” Recent accounting guidance has simplified some of this complexity.

The complexity around multiple deliverables arises when the deliverables contain “more than one unit of accounting.” If they are determined to contain more than one unit of accounting then the company must allocate the sales price (including all consideration) among the separate units of accounting. Under the existing guidance, for a delivered item to be considered a separate unit of accounting, all of the following criteria be met:

1. A delivered item has value to the customer on a standalone basis;
2. There is objective and reliable evidence of the fair value of the undelivered item(s); and
3. If the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered item(s) is considered probable and substantially in the control of the vendor.

Under the previous guidance, if you are a company selling a product with multiple deliverables, you would have to allocate revenue to each separately identifiable unit of accounting based upon the requirements noted above. If, based on the above guidance, you were unable to separate the deliverables you were required to defer the revenue recognition of some or all of the consideration received for these arrangements. In some cases, you would not be permitted to recognize revenue for part or the entire sale until the final deliverable had been delivered to the customer. Obviously, this shows the importance of being able to separate the deliverables for revenue recognition. Many companies were unable or had great difficulty in separately identifying deliverables for purposes of revenue recognition.

Specifically, the revised guidance provided by Accounting Standards Update No. 2009-13 (ASU 2009-13)(formerly EITF 08-01) eliminates the second requirement that objective and reliable

evidence of the fair value exists for the undelivered items in order for a delivered item to be treated as a separate unit of accounting. In addition to this change, ASU 2009-13 also modifies the fair value requirements to a less onerous hierarchy that retains the old concepts of vendor specific objective evidence of fair value (VSOE) and third-party evidence (TPE) from previous guidance, but adds the ability to use the “best estimate of selling price” when VSOE or TPE cannot be determined. These changes eliminate the use of the residual method commonly used under previous guidance. When multiple deliverables exist, this guidance makes it easier to “separate” the deliverables and results in fewer circumstances where revenue must be deferred.

## ASU No. 2009-14, Certain Revenue Arrangements that Include Software Elements

When multiple deliverables exist where the product contains an element of software and the software element is significant to functioning of the overall product then software revenue recognition rules have been traditionally applied (software revenue recognition falls under ASC Section 985 - which was formerly referred to as SOP 97-2). Given the increase of products in the marketplace containing elements of software embedded in tangible products (such as MP3 players, cell phones, GPS devices, etc) and the uneconomic nature of prior guidance in this area, the FASB determined that a change was also needed to the software revenue recognition model.

ASU 2009-14 changes the scope of ASC 985 for non-software components of tangible products and software components of tangible products where the tangible and software components essentially function as a single product (MP3 players, cell phones, GPS devices, etc). This change will result in more products containing software and hardware being scoped out of the software revenue recognition rules. Because of this change, the accounting model for revenue recognition should now more closely mirror the economics of the transaction. The example below illustrates the change in revenue recognition with the new guidance.

XYZ Company manufactures telephone systems; the software component of the telephone systems is determined to be more than incidental due to the additional features the software provides. Due to the significance of the software component, the accounting for this arrangement previously was in accordance with ASC 985, as software. Upon adoption of the new

revenue guidance XYZ Company would generally account for the telephone systems upon shipment whereas previously all or part of the revenue would have been deferred and recognized at a later date.

#### What This Means

The modification of the guidance related to multiple element arrangements and the recognition by the FASB of the impact that software is having on the accounting for many tangible products is anticipated to result in a better matching of the accounting and economics related to many transactions. We anticipate that in many situations revenue recognition will occur at an earlier point in time compared to the historical accounting practices of many companies. Both ASU 2009-13 and 2009-14 are effective for fiscal years beginning on or after June 15, 2010. Earlier adoption is permitted; however, if a company has revenue subject to both ASU 2009-13 and 2009-14, both standards must be adopted.

Additionally, for companies contemplating future sales or investments from outside investors, the new guidance should reduce the number and magnitude of valuation adjustments relative to revenue recognition because the accounting now better matches the economics. In the past, there were often significant adjustments made to

GAAP revenue and deferred revenue in these scenarios. These adjustments, if not handled properly, sometimes led to loss of value in transactions.

Finally, as a word of caution, revenue recognition issues can be very complex and dependent on specific facts and circumstances. We recommend that you consult a qualified public accounting firm to evaluate your specific circumstances.

*Frank Maughan has over 25 years of public accounting experience. He is a member of the board of directors for Mayer Hoffman McCann P.C. (MHM) and the board of directors for the Mountain West Capital Network. He also serves as the Attest Practice Leader for MHM in Salt Lake City office. CBIZ and Mayer Hoffman & McCann P.C. is the 8<sup>th</sup> largest accounting firm in the United States.*

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# Proactive Strategies for Structuring Cross-Border Sales

Trade finance is one of the oldest means of financing exports, and according to the World Trade Organization, it is used to pay for approximately 90 percent of global trade. In past years, many companies have used open account terms to sell to overseas clients; however, they may want to reevaluate using trade as a financing structure as they continue to expand overseas, particularly in the current market environment. Although trade finance mechanisms are likely to be more expensive and require a longer timeframe to complete the transaction, the protection afforded by them often justifies the additional expense and time burden, such as the added effort of managing discrepancies in the letter of credit. Companies should think about ensuring that the higher cost of credit leaves enough room for required profit margins.

A brief description of trade finance structures and their benefits as well as other forms of payment follows:

## *Four Ways to Pay*

There are four basic ways to consider structuring an export sale. Some of these are used exclusively or can be combined (cash-in-advance for example with the balance of the sale structured by letter of credit):

### *Cash-in-advance*

In this approach, the buyer pays cash upfront by wire transfer, credit card or check. While this arrangement provides maximum security for the exporter, it places all of the risk with the importer and may deter a potential sale. For this reason, cash-in-advance tends to be used only in high-risk trade relationships.

### *Letter of credit*

A letter of credit is a commitment by a bank on behalf of the buyer guaranteeing payment to the exporter, as long as the exporter meets specific documentary terms and conditions. The letter of credit spreads the risk of the transaction to both the buyer and seller, with their banks serving as honest brokers in between.

An exporter can also use a letter of credit as an instrument to enhance its working capital position instead of approaching a bank for a credit facility.

For example, an exporter could require the buyer overseas to issue a letter of credit on its terms, (typically 90 to 120 days but in some markets such as Saudi Arabia buyers ask for up to 360 days). Once the exporter presents documents to its bank and these are accepted by the importer's bank, the exporter can request that its bank discount the draft under the letter of credit, obtaining working capital to continue to fund

its growth. Rates for financing under this structure depend on the issuing bank and country risk but are often discounted close to 100 percent and generally priced below working capital credit lines.

Silicon Valley Bank (SVB) has export clients that sell in most markets around the world using predominantly letters of credit to finance their working capital needs so it continues to be a common form of financing.

### *Documentary collection (D/C)*

A faster way of handling payments through a neutral third-party is to arrange a documentary collection—where the exporter uses only a draft and some additional documents and entrusts the collection of payment to its bank.

This approach costs less than a letter of credit, but it does ensure that the banks act as intermediaries handling documents between the buyer and seller. Collections are often used for situations in which companies still want their banks involved but aren't quite ready to move to an open account structure. Exporters can structure sales on a collection basis with drafts on terms, as with a letter of credit, and discount the proceeds for their benefit.

### *Open account*

In an open account sale, the exporter ships and delivers product before payment is due from the buyer. Since it is the least secure payment option for the exporter, companies tend to use the open account structure for established trade relationships.

In today's competitive export markets, foreign buyers often press exporters for open account terms. Exporters who are reluctant to extend credit could lose sales to competitors who are willing to offer better payment terms. The trade finance techniques mentioned above provide opportunities for the seller to extend favorable terms to the buyer while at the same time realizing cash on the sale much sooner.

### *A Helping Hand from Export Credit Agencies*

Several government agencies and programs offer export finance resources and assistance, including the United States Commercial Service ([www.export.gov](http://www.export.gov)), U.S. Small Business Administration ([www.sba.gov](http://www.sba.gov)) and the Export-Import Bank (Ex-Im Bank) of the United States ([www.exim.gov](http://www.exim.gov)). Among these, the Ex-Im Bank in particular provides significant value to fast-growing technology and life sciences exporters.

Ex-Im Bank was established as an independent agency of the U.S. government in 1934 to finance the export sale of U.S.-made goods and services. In the years since, it has supported more than \$450 billion in exports through a variety of programs including loan guarantees (working capital and medium-term loans) to primarily financial institutions and export credit insurance.

As one of the top users of the Export-Import Bank Working Capital Guarantee program, SVB has placed in the top three banks on a volume basis year-over-year. SVB also earned Ex-Im Bank's Small Business Bank, Bank of the Year Award in 2005.

The Ex-Im Bank Working Capital Guarantee program provides loan guarantee coverage to financial institutions to support their

client's sales in more than 100 countries around the world, providing coverage for advance rates as high as 90 percent on accounts receivable and 75 percent on inventory. Borrowers pay the same interest rate on export-related collateral as they pay for domestic-related collateral, and they pay an annual facility of no more than 1.5 percent of the total loan amount to arrange the guarantee. Because SVB is a Super Delegated Lender within the Ex-Im bank program, we can obtain approval from Ex-Im Bank in less than ten business days.

### ***Export Credit Insurance: Protection for the Exporter***

Companies may want to consider obtaining export credit insurance in their favor if they are looking for protection to their direct benefit for the export sale. Export Credit Insurance policies are offered by both private sector insurers, such as FCIA, Atradius and Coface, and government agencies, such as Ex-Im Bank. Export credit insurance gives the exporter conditional assurance that payment will be made in the event that a foreign buyer is unable to pay, depending on terms and conditions outlined in the policy. It also provides security to banks that offer their clients working capital to finance exports. This type of insurance protects exporters against a wide range of commercial losses (default, insolvency, bankruptcy) and political losses (war, nationalization, currency inconvertibility), ensuring access to financing for both the production of goods for export as well as any credit the exporter needs while it awaits payment.

Policies may be offered for short-term or medium-term coverage. Prices are determined by individual risk factors; however, fees tend to run less than the cost of a letter of credit. Most policies cost between 100-200 basis points of the insured sales. Export credit insurance is most effective when it's used proactively. Ideally, you should put a policy in place before a customer becomes a problem.

### ***Government Guarantee or Insurance Policy?***

Both an Ex-Im Bank guarantee and an export credit insurance policy help mitigate risk in international sales, but there are some key differences between the two techniques that will determine which solution is best for each company:

#### **Guarantee versus insurance**

An Ex-Im Bank guarantee secures loans made by a lender, while an insurance policy guarantees receivables owed to the exporter or borrower. If the exporter borrows against the insured receivables, which happens in many cases, the lender will be named as the loss payee and will be the ultimate beneficiary. A financial institution would normally view a guarantee as a stronger form of repayment than being named as loss payee within an insurance policy.

#### **Coverage**

While export credit insurance covers up to 95 percent of the sales that are insured, an Ex-Im Bank guarantee covers up to 90 percent of the loan facility.

#### **Cost**

The cost of an Ex-Im Bank guarantee is lower. Costs for insurance policies depend on the financial condition of the

buyer, as well as country risk, and can range from 100 to 200 basis points of the gross amount of insured sales over the policy period (usually one year).

#### ***Approval time***

Arranging an export credit insurance policy takes approximately two weeks, provided the insurer has a complete application and information on the buyer while an Ex-Im Bank guarantee requires approximately ten business days for approval in addition to the time to underwrite and document the credit facility.

#### ***Complexity***

In general, insurance policies are more complex to manage than an Ex-Im Bank guarantee, for both the exporter/ borrower and the lender.

#### ***Plan Ahead***

The time to develop an international growth strategy is now, before you've exhausted all domestic growth opportunities. Planning an efficient structure for financing export sales is a critical component and the right approach can not only protect against the risk of nonpayment but also allow better use of working capital.

Companies that focus on this aspect of their business are in a stronger position to expand and compete aggressively in the global economy.

### ***About Silicon Valley Bank***

Silicon Valley Bank is the premier commercial bank for emerging, growth and mature companies in the technology, life science, private investment and international banking services to its clients worldwide. Through its focus on specialized markets and extensive knowledge of the people and business issues driving them, Silicon Valley Bank provides a level of service and partnership that measurably impacts its clients' success. Founded in 1983 and headquartered in Santa Clara, Calif., the company serves clients around the world through 27 U.S. offices and five international operations. More information on the company can be found at [www.svb.com](http://www.svb.com) or contact 408.654.7400.

#### ***Matt Wysong***

Matt Wysong is a Global Trade Advisor for Silicon Valley Bank. He is responsible for advising clients on international expansion and provides foreign accounts receivable financing as well as risk mitigation. Prior to joining Silicon Valley Bank in 2008, Mr. Wysong was a Relationship Manager for Wells Fargo focusing on credit and domestic cash management for commercial clients in the Rocky Mountain Region. He started his career in industry as an account manager at Matchlogic, an e-Customer Relationship Management Solutions (eCRM) company. Mr. Wysong holds both a BS and MBA from the University of Colorado at Boulder, possesses an NASD Series 6 license, is a FCIB Certified International Credit Professional and has completed the Export-Import Bank Delegated Authority Underwriting Program.

# The world is banking on innovation. And so are we.

Every day Silicon Valley Bank clients push the boundaries of what was previously thought possible. Their innovations make our lives more efficient, connect people across geographies, make our environment cleaner and safer, eradicate disease and improve the quality of life. Their vision for the world will create a better future. We're banking on it.

Mike Devery, Market Manager, Rocky Mountain Region  
Phone 303.410.3404 E-mail [mdevery@svb.com](mailto:mdevery@svb.com)

Gary Jackson, Relationship Manager  
Phone 801.977.3673 E-mail [gjackson@svb.com](mailto:gjackson@svb.com)

4750 West 2100 South, 3rd Floor Salt Lake City, Utah 84120

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[svb.com](http://svb.com)





## ASSEMBLING THE “RIGHT” M&A TEAM

Thomas R. Taylor and N. Todd Leishman

Selling a company is often the largest, most complex and important transaction of an entrepreneur’s career, and the sale process can be one of the most stressful events in her or his life. One complicating factor in many sales of closely-held, private companies is that, when it comes to selling a company, the leverage usually resides on the buyer’s side of the table. Although for many sellers, selling their company is a one-time, once-in-a-lifetime event, many buyers are M&A professionals who routinely do M&A transactions.

Private equity firms or other financial buyers are highly sophisticated and well-funded, and have top-tier legal, accounting and financial advisors to assist with investigating, structuring, negotiating and documenting transactions. Similarly, many strategic buyers have experienced dealmakers on their executive teams, and generally will retain experienced and capable outside advisors as well. By contrast, many sellers are entrepreneurs and business people with limited or no M&A experience. Because of this disparity, it is critical that a seller assemble the “right” M&A deal team as early in the process as possible in order to protect the seller’s interests and maximize value, while minimizing the risk of the deal not closing.

### **Timing is Important**

Many well-intentioned business owners erroneously believe they can assemble their advisory teams after they have been approached by a buyer and commenced negotiations. Frequently, business owners will assume they can work out the business arrangement in a letter of intent, then turn it over to the lawyers to draft the documents and work out the details. Such people fail to understand three critical things:

- Although most letters of intent are, for the most part, legally non-binding, after basic business terms are agreed to, it is very difficult to negotiate different terms without being accused of going back on one’s word or trying to renegotiate the deal.
- The seller’s leverage in the transaction will be at its all-time high during the negotiation of the letter of intent. Therefore, sellers should try to pin down the most important elements of the transaction at that stage. Sophisticated buyers would prefer to negotiate many important terms later in the deal, when the buyer’s leverage is higher.
- In order to effectively negotiate important sell-side points in the letter of intent, the seller needs to know (i) what will be the important points in the deal, (ii) what the ranges of industry practice are for those points, and (iii) what the seller will insist on in the transaction and whether or not it is consistent with market practices.

As a consequence of many sellers’ failure to understand these things, frequently sellers will try to negotiate on their own with sophisticated buyers, thus allowing themselves to be locked into disadvantageous or off-market terms, and failing to use their leverage to

negotiate other points that should be negotiated at the letter of intent stage. As a result, often, by the time the letter of intent has been executed, substantial damage to the sell-side’s position has been inflicted, and sellers find themselves scrambling to regain the lost ground. Sometimes the lost ground can be made up with motivated buyers through firm negotiating positions and careful document drafting. Unfortunately, in many instances sellers unwittingly agree to certain provisions or deal structures that are not in their best interest and that cannot be overcome, leaving them with the difficult decision of going forward with a sub-optimal deal, or terminating the transaction. Such decisions can have a substantial adverse impact on the deal, including the valuation, tax consequences and risk allocation for the seller, thereby materially impacting the economics of the deal and the seller’s post-closing exposure.

### **When to Retain M&A Advisors**

To help ensure a successful and efficient sale process, sellers should begin the process of preparing the company for a possible M&A transaction long before beginning to explore sale opportunities or reaching out to potential buyers. Before undertaking a sale transaction, the management team should identify experienced legal counsel, accounting and tax professionals, and an investment banker to advise the seller through the process. In addition, oftentimes the seller is well-advised to retain a financial advisor to assist in managing the deal proceeds post-closing. Forging these relationships well in advance of a transaction is one way to level the playing field and will allow a seller to quickly and appropriately respond once a deal starts moving. Twelve to 18 months prior to commencing an M&A transaction is not too early to assemble the team.

One of the critical tasks early on is to consult with the entire team to identify important legal, accounting, tax and operational issues that need to be addressed and resolved before prospective buyers commence their due diligence investigations. Conducting a thorough “deal audit,” or internal due diligence investigation, and completing all necessary corporate housekeeping prior to entering into negotiations with prospective buyers is imperative. One of the worst things that can happen in a deal is for the buyer or its advisors to learn about a previously undisclosed problem during the buyer’s due diligence investigation and raise the issue after the parties have devoted substantial time and attention to the deal. At best, the seller will lose credibility, and may be placed in the untenable position of being forced to reduce the purchase price and/or having a substantial portion of the purchase price held back in an escrow account pending the resolution of the matter. At worst, the buyer may terminate negotiations and seek any remedies available to it under the transaction documents.

### **Factors to Consider in Selecting M&A Counsel**

An experienced M&A lawyer will be able to anticipate issues and identify matters that must be considered and addressed in order to have a successful exit. Sellers should consider several factors when choosing M&A counsel,

including deal experience, industry understanding, breadth of expertise, access to other professionals, fees and business acumen.

Often one of the first concerns for sellers is transaction costs, as it should be. It makes no sense to sell your business in order to simply pay all of the sale proceeds to the advisors. After taxes, the investment banking or brokerage fees are typically the single largest out-of-pocket expense in M&A transactions. Legal fees are usually the next largest expense. Legal fees vary widely based upon the firm that is retained, its size and geographical location. Inexperienced sellers often make several mistakes in engaging legal counsel, including: (i) paying more than is necessary by engaging large, national or regional firms merely on the theory that “bigger is better,” (ii) paying too little by choosing a lawyer or a law firm that lacks the necessary expertise and experience in mergers and acquisitions and all of the other substantive areas of law that are involved in most M&A transactions, thus essentially paying the lawyer to try to learn how to do an M&A transaction, and (iii) waiting until too late in the process to retain counsel, thus being in the difficult position of needing to correct previous mistakes.

A generalist lawyer, or the lawyer who handled your divorce or car accident or who prepared your will and estate plan, is generally not equipped to anticipate or adequately deal with the plethora of issues that arise in M&A transactions. Sellers need to understand that mergers and acquisitions are extremely complicated, multi-disciplinary transactions, and involve numerous different substantive areas of the law, none of which can be mastered by a single lawyer. Most M&A transactions involve the following substantive areas of law: employment, employee benefits, labor, securities, real estate, environmental, state and federal tax, partnership tax, regulatory and intellectual property, among others.

All lawyers and law firms claim to be highly experienced. Based solely on their websites, every law firm in the country has the best and most experienced attorneys. Law firms tout the credentials of individual lawyers and provide lists of transactions they have worked on, making it difficult to distinguish between legitimate experience and puffery. One of the best ways for a seller to truly distinguish experience is to meet with the attorneys and talk with trusted business advisors to narrow the list. Then diligently research the level of experience, breadth and background of those lawyers and law firms on the short list. Always ask the lawyer you are considering engaging for references of current or former clients who can speak to the skill, responsiveness and negotiating style of the lawyer.

Furthermore, sellers need to understand that this type of transactional work does not scale—the reality of M&A transactions is that most deals, no matter how large or small, take the same amount of time and effort to successfully complete and often involve the same issues. In other words, it generally takes the same amount of time and effort to complete a \$500 million M&A transaction as it does to do a \$10 million transaction.

The “right” law firm is one that has current and relevant experience with deals of the size, structure and nature of your transaction, and that can and will allocate its best lawyers to your transaction and charge reasonable

billing rates. It is also essential to retain a law firm that has a broad practice platform and adequate bandwidth to get your deal done on a timely basis. M&A counsel ideally should have resources and external connections to draw upon when the firm does not itself have specialized expertise needed for the transaction. Of course, there should be a good fit in terms of personality, business philosophy and risk appetite, as sellers will spend countless hours together over the weeks and months that it takes to get an M&A deal documented and closed. Ultimately, sellers will need to trust the advice of their lawyers. Finally, it is important that all members on the sell-side team—both company employees and outside advisors—be able to work with one another and drive the transaction to a successful closing.

Excellent M&A lawyers will have an understanding of business, finance and accounting and tax matters, and must understand the client’s business and strategic goals and objectives. They will know when to press an issue, and when not, which battles to fight and when to back off. The ability to understand and adjust to the business aspects of a transaction sets the best M&A lawyers apart from the rest of the field.

### **Conclusion**

Sellers often enter M&A transactions with an unrealistic understanding of how the transaction will unfold. It is often disheartening for business owners to see their hopes for the acquisition plans flounder, falter and even fail because of unforeseen or unanticipated issues. A successful M&A transaction depends largely on selecting experienced M&A counsel who understands the business issues and risks, and can assist the seller in implementing and carrying out a viable acquisition strategy.



Thomas R. Taylor is a corporate and M&A lawyer in the Salt Lake City office of Durham, Jones & Pinegar. Tom is listed as one of the leading corporate and M&A lawyers in the United States by Chambers & Partners, as one of the Top 75 lawyers in the Mountain States Region by Super Lawyers, and as one of the leading corporate lawyers in the State of Utah by *Utah Business* magazine. He can be reached at (801) 297-1370 or ttaylor@djplaw.com.



N. Todd Leishman practices transactional and corporate law in the Salt Lake City office of Durham Jones & Pinegar, with special emphasis on mergers and acquisitions and corporate finance. He is listed in the Best Lawyers in America, Chambers USA, Mountain States Super Lawyers and *Utah Business* magazine’s Legal Elite. He can be reached at (801) 297-1123 or tleishman@djplaw.com.

The authors would like to thank Justin J. Atwater for his assistance in drafting this article. Justin is a corporate associate in the Salt Lake City office of Durham, Jones & Pinegar.



## Know your options:

# Three alternative sources of financing for companies preparing for growth

*As the economy rebounds, many companies are evaluating growth opportunities, whether by expanding into new markets or through a merger or acquisition. For companies to meet their growth goals, it is critical to have sufficient capital available. If your company is unable to secure traditional bank financing, or needs additional financing beyond what your lender can extend, here are three alternatives worth considering.*

### Asset-based lending

Asset-based lending typically provides companies with greater credit availability and more flexibility than traditional bank financing. Traditionally, asset-based credit facilities consist of revolving lines of credit secured by accounts receivable and inventory and term loans secured by equipment and real estate. With growing frequency, however, companies are also leveraging assets such as trademarks, patents, saleable contracts, recurring revenue streams, and enterprise value.

By focusing on your company's underlying assets — rather than on financial statement strength or leverage — and through special monitoring of credit and collateral, an asset-based lender can structure a flexible financing option that is outside the typical criteria of most traditional lenders.

### Factoring

Factoring, also known as accounts receivable financing, is one of the oldest forms of financing and can be an ideal solution for growing companies and for companies considering mergers or acquisitions. As business picks up, either from new orders or due to a merger or acquisition, your company may require additional capital to support increasing operational and payroll expenses.

Growth through increasing sales and through mergers and acquisitions will lead to an increase in your company's accounts receivable. Instead of waiting 30-, 60- or even 90-days for your customers to submit payment on open invoices, you can sell your invoices to a factor. After purchasing the accounts receivable from your company, the factor advances you funds, typically within 48 hours of purchase, and collects on the invoices directly from your customer.

The most obvious benefit of working with a factor is the ability to quickly get working capital. The accelerated

cash flow a factor can provide may help ensure the success of a company experiencing growth.

Factors typically offer attractive advance rates on purchased accounts receivable as compared to advance rates typically available with a traditional line of credit and can also provide credit protection against customer bad debt losses.

An established factor can offer the ability for a client to outsource credit, accounts receivable bookkeeping, and collections functions. This typically speeds accounts receivable collections and can free-up additional working capital for a company. It also converts accounts receivable management costs from fixed to variable, and they may be eligible for off balance sheet treatment.

### Purchase order financing

When a company lands a large sales opportunity only to find that it doesn't have sufficient credit lines from its lender, a purchase order finance program may be the answer the company is looking for.

A purchase order financing facility can work alongside a traditional line of credit, asset-based lending facility, or factoring facility as a short-term alternative to fund the inventory your company requires to fulfill increasing sales transactions.

Purchase order financing allows you to secure inventory from both your overseas and domestic suppliers. And, in addition to the funds provided, a company specializing in purchase order finance brings the ability to assist in analyzing, structuring, executing, and minimizing international trade risk. Its expertise in international trade credit enhancements, such as letters of credit, payments, or acceptances in exchange for documents (DPs or DAs) generally creates a more disciplined and profitable transaction for everyone.

Since an integral part of the financing will be to establish contractual arrangements, as appropriate, with vendors, shippers, freight and duty companies, warehouses, etc., the purchase order finance company's involvement may aid the client in properly structuring its transactions, facilitate product delivery, and mitigate potential risks to all involved parties.

The final result is that the client can take advantage of sales opportunities and experience business growth.

### **About Wells Fargo Capital Finance**

Wells Fargo Capital Finance offers traditional asset-based financing, specialized senior secured financing, accounts receivable financing, purchase order financing, and supply chain financing to a wide range of companies throughout the U.S. and Canada. In addition, specialty industry groups within Wells Fargo Capital Finance develop financing tailored to retailers, software and technology companies, commercial finance companies, staffing companies, government contractors, and timeshare developers. For more information on Wells Fargo Capital Finance contact us today at [CapitalFinance@wellsfargo.com](mailto:CapitalFinance@wellsfargo.com) or visit us online at [wellsfargocapitalfinance.com](http://wellsfargocapitalfinance.com).

The opinions expressed in this document are general in nature and not intended to provide specific advice or

recommendations for any individual or association. Contact your banker, attorney, accountant or tax advisor with regard to your individual situation. The opinions of the author do not necessarily reflect those of Wells Fargo Capital Finance or any other Wells Fargo entity.

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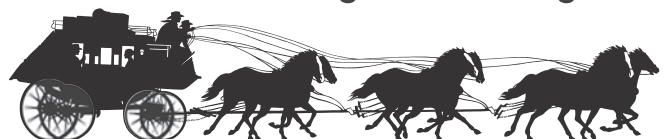
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Business Banking Manager  
(801) 246-1717  
bennetrl@wellsfargo.com

Darrin Baker  
Business Banking Manager  
(801) 246-1721  
bakerdw@wellsfargo.com

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## Public Offerings

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There was only one public offering transaction in 2009 totaling approximately \$100,000,000 which is a substantial decrease from the \$318,000,000 raised in public offerings in 2008 and is consistent with the substantial decline in initial public offerings and secondary offerings nation-wide. The only major transaction reported in this category was the initial public offering of Ancestry.com. Several Utah public companies did raise money through private investments in 2009 and we have included these transactions in the Venture Capital/Private Equity section below. The information in this section was primarily obtained from SEC filings.

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# Ancestry.com

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360 West 4800 North  
Provo, UT 84604

www.ancestry.com

(801) 705-7000 (P) 801-705-7001 (F)

## Company Information:

Ancestry.com is the world's largest online resource for family history, with more than one million paying subscribers around the world as of December 2009. Since starting as publishing company in 1983, we have been a leader in the family history market for over 20 years and have helped pioneer the market for online family history research. We believe that most people have a fundamental desire to understand who they are and from where they came, and that anyone interested in discovering, preserving and sharing their family history is a potential user of Ancestry.com. We strive to make our service valuable to individuals ranging from the most committed family historians to those taking their first steps towards satisfying their curiosity about their family stories.

**CEO:** Tim Sullivan

**Stage of Development:** Public

**CFO:** Howard Hochhauser

**Number of Employees:** 620

**Industry:** Internet

**Year Founded:** 1983

## Transaction

**Description:** Initial Public Offering

**Amount Raised:** \$100,000,000

**Date of Financing:** 11-10-2009

## Outside Professionals

### **Company**

**Counsel:** Gibson, Dunn & Crutcher

**Accounting Firm:** Ernst & Young LLP

**Other Advisor:** Morgan Stanley; Bank of America/Merrill Lynch; Jefferies & Company; Piper Jaffray & Co.; BMO Capital Markets

### **Underwriter**

**Counsel:** Wilson Sonsini Goodrich & Rosati

# *Congratulations*

to those Utah companies recognized  
in the 2009 Deal Flow Book.

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WE HAVEN'T FORGOTTEN WHO KEEPS US IN BUSINESS.<sup>®</sup>



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## Venture Capital / Private Equity / Venture Debt / Angel Investments

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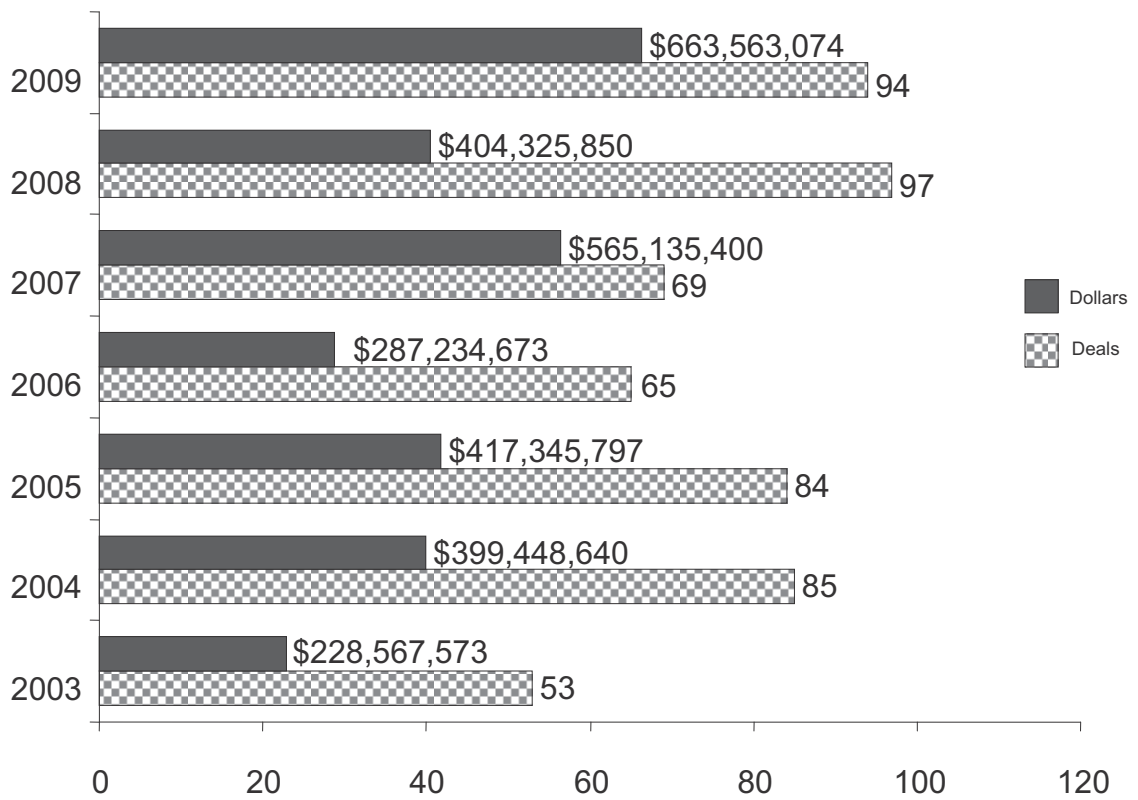
There were 94 total of angel / venture debt / venture capital / private equity deals reported in 2009 which is only a slight decrease from the 97 deals reported in 2008. This is a significant accomplishment given the difficult state of the economy for much of 2009. There was a significant increase in the number of angel and seed stage investments in Utah during 2009, while the number of new venture capital deals decreased slightly. Several large investment deals helped push the 2009 investment dollar total to \$663 million, which is an increase over the \$404 million investment total reported in 2008. Utah entrepreneurs continue to come up with innovative ideas supported by venture capital firms and angel investors that are committed to Utah.

We have included deals in this section completed by angel investors that would not traditionally be categorized as venture capital or private equity type transactions. We feel this broader categorization provides interesting insights into the patterns of capital investment in the State of Utah. Other sources publish venture capital investing data that strictly defines what constitutes a “venture capital investment,” but we feel the broader view of all capital raising and investment activity provides a more useful picture of the types and availability of capital in Utah.

The information in this section was obtained from a variety of sources, including our partner website ([www.siliconslopes.com](http://www.siliconslopes.com)), which received submissions from a number of companies, press releases, capital providers and the local financial community.

The following pages provide a graphical analysis of data collected since 2003. The aggregated data is useful in showing trends, but no claim is made as to its overall accuracy or completeness.

### Deals & Dollars 2003 - 2009



This graph represents the number and dollar amounts of reported capital raising activities from 2003 to 2009.

## Angel, Venture Capital and Private Equity Deals by Industry Segments 2003-2009

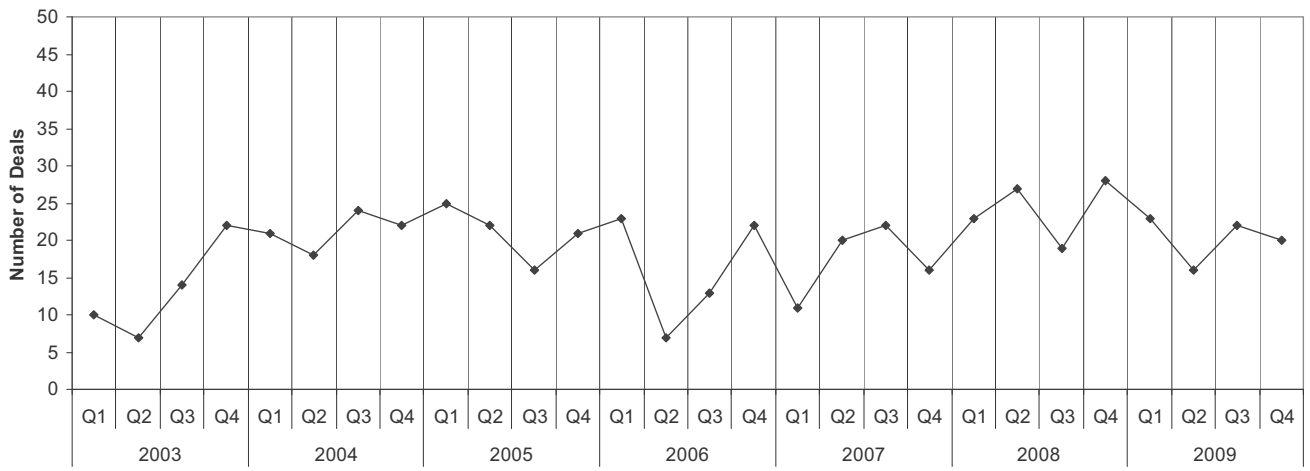
Number of Deals by Year and Industry Segment

	2003	2004	2005	2006	2007	2008	2009
Biotechnology	8	14	8	3	11	11	12
Communication	3	4	3	2	4	4	6
Consumer Products	4	10	15	17	4	11	12
Energy	4	0	2	1	3	0	2
Hardware	1	0	2	2	3	7	1
Information Service	6	9	7	14	8	9	15
Internet	2	3	5	5	6	17	11
Medical Devices	2	2	3	1	1	1	5
Services	5	13	12	12	8	10	11
Software	11	15	18	4	7	14	10
Other	7	15	9	4	14	13	9
Total	53	85	84	65	69	97	94

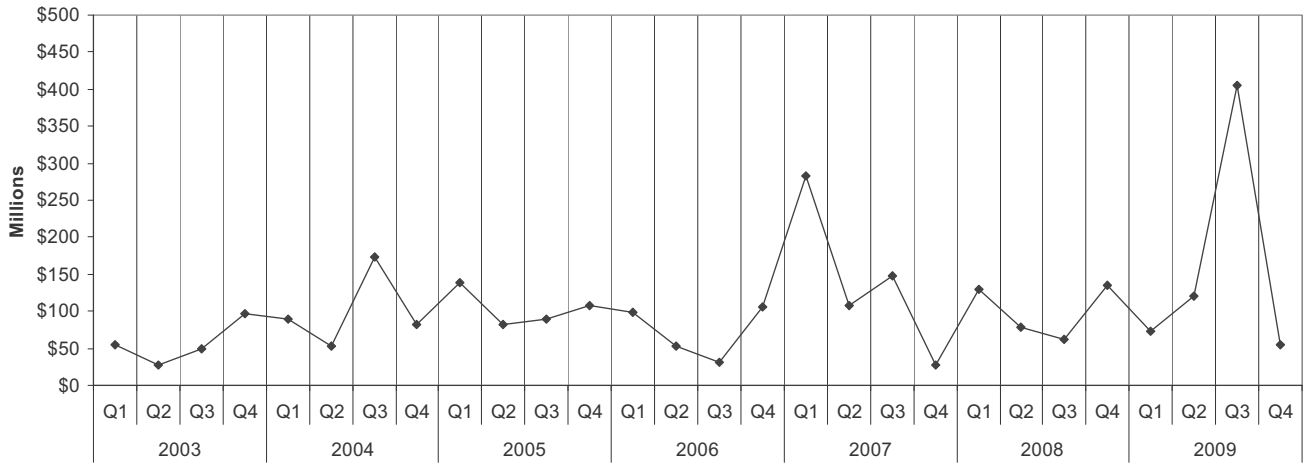
Percentage of Deal by Year and Industry Segment

	2003	2004	2005	2006	2007	2008	2009
Biotechnology	15%	16%	10%	5%	16%	11%	13%
Communication	6%	5%	4%	3%	6%	4%	6%
Consumer Products	8%	12%	18%	26%	6%	11%	13%
Energy	8%	0%	2%	2%	4%	0%	2%
Hardware	2%	0%	2%	3%	4%	7%	1%
Information Service	11%	11%	8%	22%	12%	9%	16%
Internet	4%	4%	6%	8%	9%	18%	12%
Medical Devices	4%	2%	4%	2%	1%	1%	5%
Services	9%	15%	14%	18%	12%	10%	12%
Software	21%	18%	21%	6%	10%	14%	11%
Other	13%	18%	11%	6%	20%	13%	10%

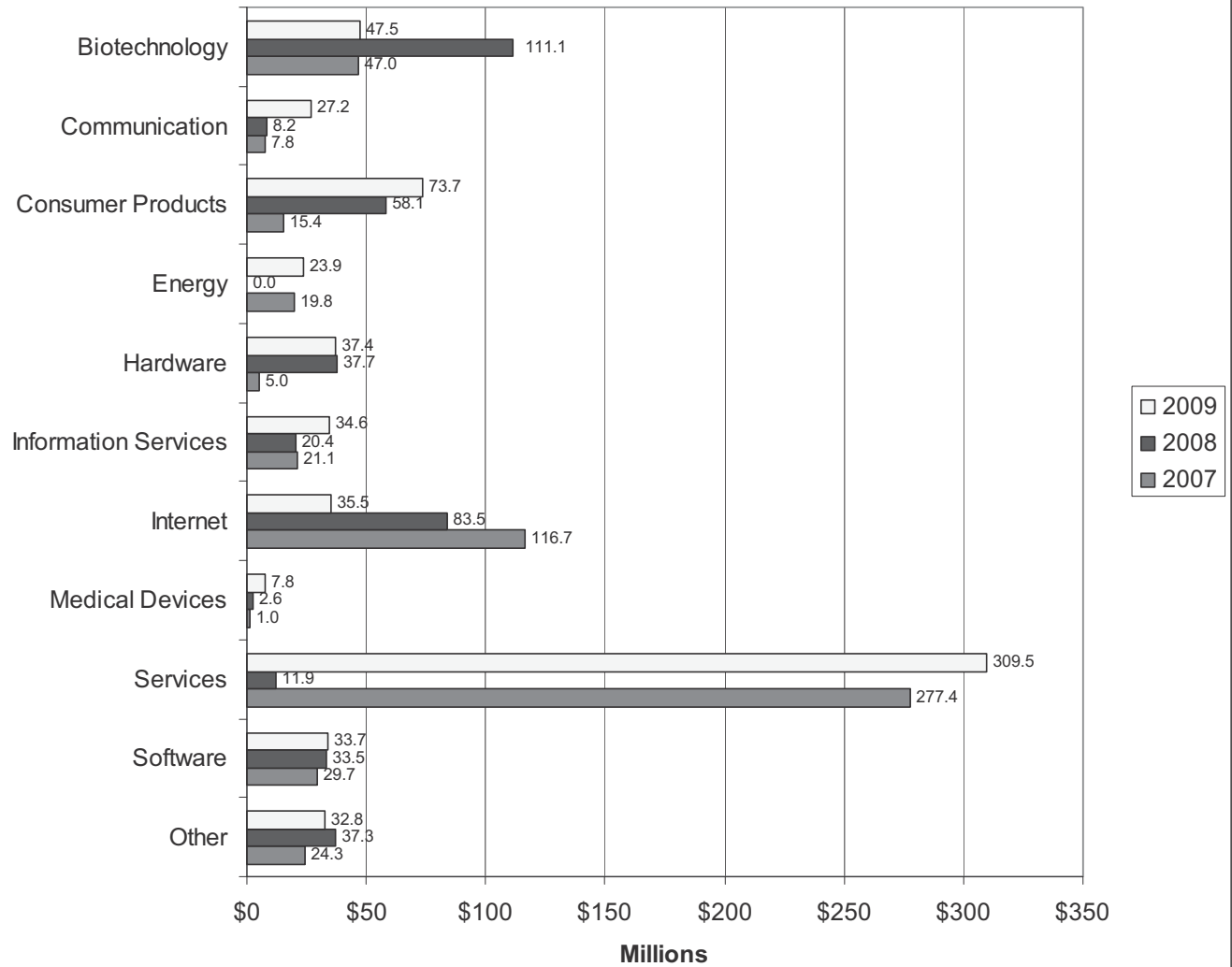
Deals by Quarter



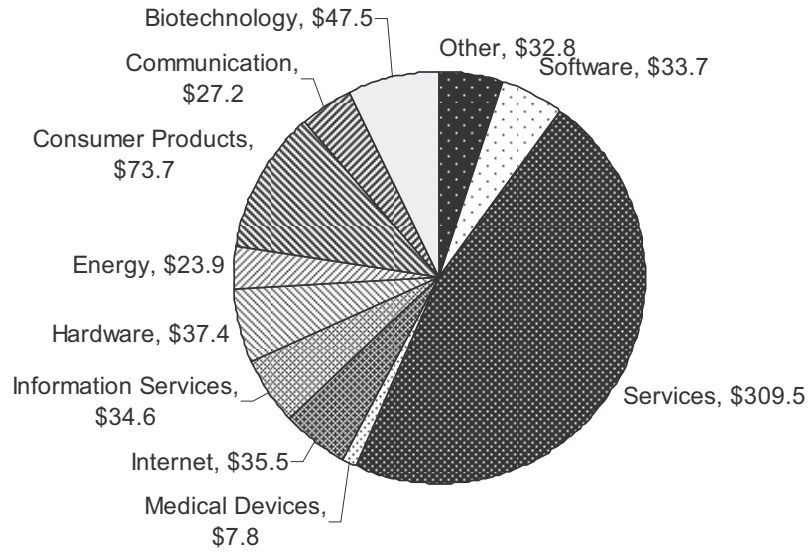
Dollars by Quarter



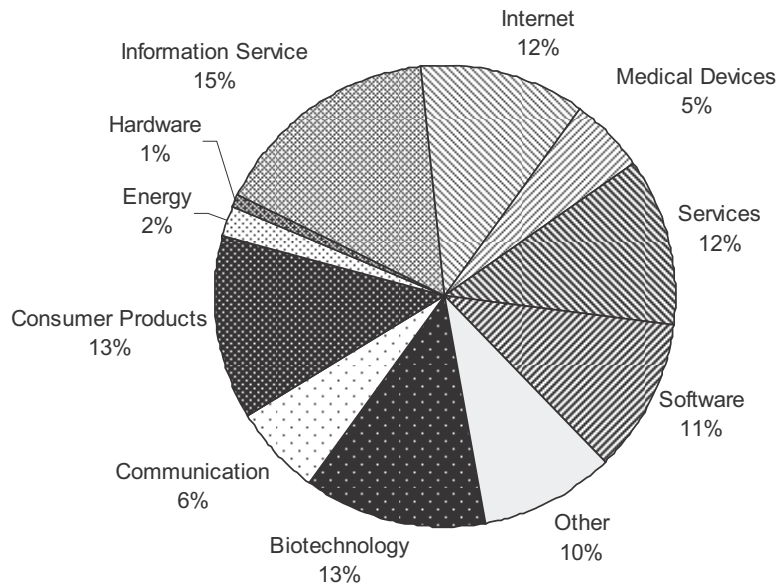
### Dollars Invested by Industry - 3 Year Comparison



## 2009 Dollars Invested by Industry



## 2009 Number of Deals by Industry





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[www.monavie.com](http://www.monavie.com)

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# 48 Hour Network

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**450 S Simmons Way Suite 740**

**Kaysville, Utah 84037**

[www.48hn.com](http://www.48hn.com)

(800) 354-4201 (P) (801) 593-2010 (F)

## **Company Information:**

48 Hour Network is dedicated to helping you get an edge in real estate by providing quality appraisals handled with personal attention.

**CEO:** Eamon Arnett

**Year Founded:** 2007

**Industry:** Real Estate

## **Financing**

**Description:** Equity

**Amount Raised:** \$142,440

**Date of Financing:** Multiple Rounds

**Investors:** Island Park Investments

## **Outside Professionals**

### **Company**

**Counsel:** Ballard Spahr Andrews & Ingersoll

**Accounting Firm:** Schmitt Griffiths Smith & Co.



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# Acceptx Financial Solutions, Inc.

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501 W 2600 S # 200  
Bountiful, Utah 84010  
[www.acceptx.com](http://www.acceptx.com)  
(800) 560-4196 (P)

## **Company Information:**

Acceptx Financial Solutions, Inc. is focused on one goal: helping doctors earn more money without spending more time in their practice. The company was founded by Dr. Jed Feller who purchased his orthodontic practice in Las Vegas in November of 2004 and grew a \$750K practice to a \$3.5 million practice in just 2 years. Acceptx Software was at the core of his success.

**CEO:** Brett Blake

**Number of Employees:** 1-4

**Industry:** Software (Healthcare)

**Year Founded:** 2005

## **Financing**

**Description:** Debt

**Amount Raised:** \$70,000

**Investors:** Island Park Group of Companies

## **Outside Professionals**

### **Company**

**Counsel:** Reinhart, Fitzer

**Accounting Firm:** Lake Hill & Meyers

**Other Advisors:** USTAR



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# ActiveCare

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5095 West 2100 South  
Salt Lake City, Utah 84120  
<http://activecare.com>  
(877) 219-6050 (P)

## Company Information:

ActiveCare is creating a paradigm shift redefining independence and lifestyle expectations for all stages of life. From monitoring health to assisting with everyday needs, ActiveCare helps members live independently with greater security and peace of mind. Our industry leading technology provides superior emergency and monitoring services, so health care providers and loved ones can always have peace of mind.

**Industry:** Medical Equipment

**Stage of Development:** Public

**Year Founded:** 1991

## Financing

**Description:** Equity

**Amount Raised:** \$200,000

**Investors:** Remote MDX Inc.

## Outside Professionals

### **Company**

**Counsel:** Durham Jones & Pinegar

**Accounting Firm:** Hansen, Barnett & Maxwell, PC

**Other Advisors:** Tanner LC



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## Advent Systems Inc.

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1213 Flint Meadow Dr.

Kaysville, Utah 84037

www.adventdvr.com

(801) 444-3790 (P) (253) 390-6088 (F)

### **Company Information:**

Advent Systems Inc. ("Advent") is a Utah company that was formed in 2001 as a developer and distributor of advanced digital security and surveillance systems utilizing digital video recorders (DVR), digital capture technology, digital cameras and data compression technology to stream full-motion images over computer networks and the Internet. Advances and refinements to DVR systems coupled with advanced data compression techniques controlled by Advent place the Company as a leading security and surveillance provider currently serving its target markets.

**CEO:** Doug Reed

**Year Founded:** 2001

**Industry:** Security and Surveillance

### **Financing**

**Description:** Equity

**Amount Raised:** \$100,000

**Investors:** Island Park Investments, Davis County Council of Governments

### **Outside Professionals**

#### **Company**

**Counsel:** Mel Martin

**Other Advisors:** CFO Solutions; USTAR



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## Alliance Health Care/ Love Health Care

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1405 W 2200 S Suite 200  
Salt Lake City, Utah 84119  
www.lovehealthcare.com  
(801) 973-0900 (P) (801) 973-9571 (F)

### **Company Information:**

Love Healthcare is Utah's largest privately-owned home services company. We are also its fastest growing.

**CEO:** Steve Love

**Industry:** Hospice

### **Financing**

**Amount Raised:** \$3,300,000

**Financing Date** June 2009

### **Outside Professionals**

#### **Company**

**Counsel:** Joe Emas

**Other Advisors:** Bonneville Capital

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# Alliance Health Networks

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224 South 200 West, Suite 250

Salt Lake City, UT 84101

<http://www.alliancehealth.com>

(801) 355-6002 (P) (801) 355-5198 (F)

## **Company Information:**

Alliance Health is building a universe of social health networks that unite individuals and market participants online in communities focused on health conditions. Its first social health network, DiabeticConnect.com, has attracted the largest online population of people living with or treating diabetes.

**CEO:** Stead Burwell

**Stage of Development:** Generating Revenue

**Industry:** Internet | Marketing

**Year Founded:** 2006

## **Financing**

**Description:** Equity

**Amount Raised:** \$3,300,000

**Date of Financing:** 9/16/2009

**Investors:** Highway 12 Ventures; EPIC Ventures

## **Outside Professionals**

### **Company**

Accounting Firm: Tanner LC



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# Alliance Health Networks

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225 South 200 West, Suite 250

Salt Lake City, UT 84102

<http://www.alliancehealth.com>

(801) 355-6002 (P) (801) 355-5198 (F)

## **Company Information:**

Alliance Health is building a universe of social health networks that unite individuals and market participants online in communities focused on health conditions. Its first social health network, DiabeticConnect.com, has attracted the largest online population of people living with or treating diabetes.

**CEO:** Stead Burwell

**Stage of Development:** Generating Revenue

**Industry:** Internet | Marketing

**Year Founded:** 2006

## **Financing**

**Description:** Equity

**Amount Raised:** \$413,520

**Date of Financing:** 8/14/2009

**Investors:** Highway 12 Ventures; EPIC Ventures

## **Outside Professionals**

### **Company**

Accounting Firm: Tanner LC



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## AlloCure Inc.

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615 Arapeen Drive Suite 300

Salt Lake City, Utah 84108

[www.allocure.com](http://www.allocure.com)

(801) 583-8450 (P) (801) 583-8452 (F)

### **Company Information:**

AlloCure is poised to be the first company to develop viable cell therapies for the effective treatment of many serious and debilitating medical conditions. AlloCure's cell therapies represent a novel and proprietary class of biological therapeutics that will change the way kidney disease is treated. AlloCure's most advanced therapies target acute kidney injury (AKI), kidney transplantation and multi organ failure. AlloCure's Phase I Clinical Trial for AKI enrollment has ended and is currently preparing for Phase II Clinical Trials.

**CEO:** John Wirthlin

**Industry:** Biotechnology/Drug Development

### **Financing 1**

**Amount Raised:** \$14,500,000

**Date of Financing:** 6/30/2009

**Investors:** Undisclosed

### **Financing 2**

**Amount Raised:** \$5,500,000

**Date of Financing:** 11/5/2009

**Investors:** Undisclosed

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# Apple Medical Services, Inc.

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12402 Deer Mountain Blvd  
Kamas, Utah 84036  
(786) 586-5941 (P) (305) 233-8051 (F)

## Company Information:

<b>CEO:</b> Jim Kahn	<b>Stage of Development:</b> Generating Revenue
<b>CFO:</b> Diana Kahn/ Mark Stromberg (Bonneville Capital)	<b>Number of Employees:</b> 20
<b>Industry:</b> Financial Services	<b>Year Founded:</b> 1996

## Financing

**Description:** Debt  
**Amount Raised:** \$400,000  
**Date of Financing:** 11/3/2009  
**Investors:** InnoVentures Capital and undisclosed

## Outside Professionals

**Company**  
**Counsel:** Joe Emas  
**Other Advisors:** Bonneville Capital



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# Apple Medical Services, Inc.

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12403 Deer Mountain Blvd  
Kamas, Utah 84036  
(786) 586-5942 (P) (305) 233-8052 (F)

## Company Information:

<b>CEO:</b> Jim Kahn	<b>Stage of Development:</b> Generating Revenue
<b>CFO:</b> Diana Kahn/ Mark Stromberg (Bonneville Capital)	<b>Number of Employees:</b> 20
<b>Industry:</b> Financial Services	<b>Year Founded:</b> 1996

## Financing

**Description:** Debt  
**Amount Raised:** \$250,000  
**Date of Financing:** 11/3/2009  
**Investors:** InnoVentures Capital

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# aVinci Media Corporation

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11781 South Lone Peak Parkway

Draper, Utah 84020

[www.avincimedia.com](http://www.avincimedia.com)

(801) 495-5700 (P) (801) 495-5701 (F)

## **Company Information:**

The aVinci Experience was created to spontaneously transform personal photos and video into compelling, professional quality multi-media productions using the latest Hollywood effects and occasion-based storyboards in mere minutes.

**CEO:** Chett Paulsen

**Industry:** Software

**Stage of Development:** Generating Revenue

**Number of Employees:** 15

**Year Founded:** 2003

## **Financing**

**Description:** Equity

**Amount Raised:** \$1,202,627

**Date of Financing:** 9/1/2009

**Investors:** Undisclosed

## **Outside Professionals**

### **Company**

**Counsel:** Sichenza Ross Freidman Ference

**Accounting Firm:** Tanner LC



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# Boart Longyear Limited

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10808 South River Front Parkway Ste 600

South Jordan, Utah 84095

[www.boartlongyear.com](http://www.boartlongyear.com)

(801) 977-3334 (P) (801) 977-3374 (F)

## Company Information:

As a global company, we find global solutions. In China, for example, a growing city needs metal for machinery, homes and infrastructure. Miles away, a Boart Longyear drill rig is pulling a core sample out of the ground in order to find that metal. Our customers supply the resources to make automobiles, build bridges, buildings and washing machines, find water and supply energy to the world. Boart Longyear doesn't build houses, but we are an important partner in bringing the world's resources into your home.

**CEO:** Craig Kipp

**Number of Employees:** 9,500+

**CFO:** Joe Ragan

**Industry:** Drilling Services & Equipment

## Financing

**Description:** Common

**Amount Raised:** \$302,100,000

**Date of Financing:** 8/17/2009

## Outside Professionals

### **Company**

Accounting Firm: Deloitte LLP

Other Advisors: Tanner LC



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## Brothers Bikes Inc.

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# BROTHERS BIKES

520 North Main Street, Suite D

Heber City, Utah 84032

<http://www.brothersbikes.com>

(435) 657-9570 (866) 881-0231 (F)

### Company Information:

As the Heber Valley's premier year-round bicycle retailer, Brothers Bikes has bicycle products and accessories for every type and level of rider. Our customer service oriented service department specializes in a broad range of repairs, including kids/family bikes, high end specialty bikes and everything in between. Bike rentals and demos are also available for those who are looking to test out a couple different models before purchasing or are visitors to the area. Bicycle brands include Specialized, GIANT, Diamondback, FIT/S&M, and intense. In addition to our year-round bicycle inventory, we carry snowboards and accessories for sale, and offer rentals of both skis and snowboards in the winter months. Our service department is also certified to wax and tune any snowboard or skis. Snow brands include BURTON and Rossignol. We are conveniently located next to Smith's Grocery Store, Great Clips and the UPS Store.

**CEO:** Enoch Tatton

**Industry:** Sporting Goods

**Stage of Development:** Generating Revenue

**Number of Employees:** 7

**Year Founded:** 2006

### Financing

**Description:** Debt

**Amount Raised:** \$250,000

**Date of Financing:** 8/3/2009

**Investors:** Innoventures Capital Partners

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# CardioRisk Laboratories

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9690 South 300 West, Suite 306

Sandy, Utah 84070

[www.cardiorisk.us](http://www.cardiorisk.us)

(801) 957-5445 (P) (801) 957-5435 (F)

## **Company Information:**

CardioRisk Laboratories is a national service company offering Carotid Intima Media Thickness (CIMT) screening to primary care physicians, cardiologists, and other health care professionals to help them identify and reduce cardiac, and cerebrovascular events in their patients. A CIMT test provides patients with an assessment of their individual risk for heart attack, stroke, and other ischemic events.

**CEO:** Todd Eldredge

**CFO:** Mark White

**Industry:** Biotechnology

**Stage of Development:** Generating Revenue

**Number of Employees:** 60

**Year Founded:** 2002

## **Financing**

**Amount Raised:** \$250,000

**Date of Financing:** February 2009

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# Career Step LLC

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4692 North 300 West, Suite 150

Provo, Utah 84604

www.careerstep.com

(801) 489-9393 (P) (801) 491-6645 (F)

## Company Information:

Career Step, a leading online healthcare education company, offers training programs in Medical Transcription, Medical Transcription Editing, and Medical Coding and Billing. The company enjoys a tremendous market advantage in the industry by virtue of its reputation as an innovative, competency-based training provider. Career Step is committed to helping each enrolling student graduate and successfully transition to a rewarding career. Career Step has been in business for almost 20 years and is headquartered in Provo, Utah.

**CEO:** Michael Wilstead

**CFO:** John Hiatt

**Industry:** Educational/Training

**Stage of Development:** Generating Revenue

**Number of Employees:** 100

**Year Founded:** 1992

## Financing 1

**Description:** Equity

**Amount Raised:** \$22,000,000

**Date of Financing:** 2/25/2009

**Investors:** DW Healthcare Partners, BB&T Capital Partners LLC

## Financing 2

**Description:** Equity

**Amount Raised:** \$12,000,000

**Date of Financing:** 11/12/2009

**Investors:** BB&T Capital Partners, DW Healthcare Partners

## Outside Professionals

### **Company**

**Counsel:** Bennett Tueller Johnson & Deere LLC; Durham, Jones & Pinegar

**Accounting Firm:** Ernst & Young

**Other Advisors:** McColl Partners

### **Investor**

**Counsel:** Porter & Hedges

**Accounting Firm:** Alvarez & Marshal



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# Caspian Services, Inc.

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257 East 200 South, Suite 490

Salt Lake City, Utah 84111

[www.caspianservicesinc.com](http://www.caspianservicesinc.com)

(801) 746-3700 (P)

## Company Information:

Caspian Services, Inc. is a recognized leader in the Republic of Kazakhstan for providing quality, cost effective solutions to a number of the challenges inherent in Kazakhstan's oil industry. CSI offers a growing slate of services to oil and gas exploration companies operating on land and is a recognized industry leader in Kazakhstan's offshore marine services industry. Currently, the Company's major emphasis is on the developing offshore oil industry and its related infrastructure requirements as well as the provision of marine and land based seismic services.

**CEO:** Kerry T. Doyle

**CFO:** John Baile

**Industry:** Oil & Gas

**Stage of Development:** Public

**Number of Employees:** 500

**Year Founded:** 1999

## Financing

**Description:** Debt

**Amount Raised:** \$23,600,000

**Date of Financing:** March 2009

**Investors:** European Bank for Reconstruction & Development

## Outside Professionals

### **Company**

**Counsel:** Poulton & Yordan

**Accounting Firm:** Hansen, Barnett & Maxwell, PC

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# Catheter Connections, Inc.

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4434 Cove Crest Drive  
Salt Lake City, Utah 84124  
www.catheterconnections.com  
(435) 729-9397 (P) (888) 862-2693 (F)

## Company Information:

Catheter Connections, Inc. is a private, venture-backed company founded in 2008 that develops innovative infection control and vascular access products that: Protect patients from acquiring infections during infusion therapy, Establish a new standard of care, Improve clinical outcomes, and Save hospitals and alternate care settings costs. The Company's transformative products are based patent-pending antiseptic technologies and are due for commercialization starting in 2010.

<b>CEO:</b> Vicki Farrar	<b>Stage of Development:</b> Market Ready, Awaiting FDA Approval
<b>CFO:</b> Kent Thomas (CFO Solutions)	<b>Number of Employees:</b> 5
<b>Industry:</b> Medical Devices & Equipment	<b>Year Founded:</b> 2008

## Financing

<b>Description:</b> Equity
<b>Amount Raised:</b> \$1,300,000
<b>Date of Financing:</b> 4/2/2009
<b>Investors:</b> KickStart Seed Fund, vSpring Capital, Sears Capital Management, Albion Financial Group, Aphelion Capital, Life Science Angels

## Outside Professionals

<b>Company</b>
<b>Counsel:</b> Stoel Reeves
<b>Accounting Firm:</b> Tanner LC
<b>Other Advisors:</b> CFO Solutions, Tom Lund; USTAR





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# Celtek

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1207 Major St

Salt Lake City, Utah 84111

[www.celtekclan.com](http://www.celtekclan.com)

(801) 953-1439 (P) (801) 953-1475 (F)

## Company Information:

In 2003, two brothers created CELTEK with one aim: to revolutionize the action sports industry by tapping the creativity of riders, artists, and the community itself. From a few gloves sold by a small group of core riding shops in that first season, CELTEK has since experienced an organic and exponential evolution, maturing into a full-fledged accessory source that supplies shops in 15 countries around the globe with its unique, art-inspired designs.

**CEO:** Erik Leines

**CFO:** Todd Sullivan

**Industry:** Action Sports

**Stage of Development:** Developing

**Number of Employees:** 4

**Year Founded:** 2003

## Financing

**Description:** Debt

**Amount Raised:** \$40,000

**Date of Financing:** 12/3/2009

**Investors:** Olympus Angels, Park City Angel Network, InnoVentures Capital Partners

## Outside Professionals

### **Company**

**Other Advisors:** CFO Solutions; USTAR



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# C7 Data Centers

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357 South 670 West, Suite 100

Lindon, Utah 84042

[www.c7dc.com](http://www.c7dc.com)

(801) 822-5300 (P) (801) 822-5301 (F)

## **Company Information:**

C7 Data Centers is now the Intermountain area's leader in data center solutions. With a disaster safe location and the nation's lowest power rates, C7 Data Centers offers a very popular disaster recovery solution. C7 also offers a robust colocation, data backup and virtual server cloud environment. Companies typically do business with C7 because of their low prices, geographic location, excellent customer service and selection of high quality service offerings. C7 has been proactive in researching out new ways to provide the best experience for our customers and reduce costs. Our implementation of cold-aisle containment systems reduce the overall power consumption significantly, and make the data center a more comfortable working environment.

**CEO:** Nathan Hatch

**Year Founded:** 2000

**CFO:** Cory Argyle

**Industry:** Technology/ Data Storage Services

## **Financing**

**Description:** Debt

**Amount Raised:** \$1,950,000

**Investors:** Canopy Ventures I, LLP

## **Outside Professionals**

### **Company**

**Counsel:** Ballard Spahr Andrews & Ingersoll

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# Cohere Medical

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**3598 West 1820 South**  
**Salt Lake City, Utah 84104**  
www.coherex.com  
(801) 433-9900 (P) (801) 433-9901 (F)

## **Company Information:**

Cohere is a Medical device company focused on addressing structural heart conditions through the development of innovative medical devices.

<b>CEO:</b> Richard Linder	<b>Stage of Development:</b> Generating Revenue
<b>CFO:</b> Trent Loveless	<b>Number of Employees:</b> 45
<b>Industry:</b> Biotechnology	<b>Year Founded:</b> 2006

## **Financing**

<b>Description:</b> Equity
<b>Amount Raised:</b> \$16,500,000
<b>Date of Financing:</b> 8/20/2009
<b>Investors:</b> vSpring Capital, Oxford BioScience Partners, Tullis Health Investors, Abbott Laboratories

## **Outside Professionals**

<b>Company</b>
Counsel: DLA
Accounting Firm: Tanner LC



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# Control Medical Technology

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136 Heber Avenue, Suite 101

Park City, Utah 84098

aspirationmedical.com

(954) 457-2450 (P) (954) 457-2448 (F)

## **Company Information:**

Control Medical Technology, headquartered in Park City, Utah, designs, develops, and markets medical devices to help physicians, nurses, technicians, and other care givers improve patient care.

**CEO:** Shawn Fajtik

**Industry:** Medical Devices

## **Financing**

**Amount Raised:** \$3,000,000

**Date of Financing:** 5/15/2009

**Investors:** Spring Bay Ventures

## **Outside Professionals**

### **Company**

**Counsel:** Vancott Bagley Cornwall & McCarthy

**Other Advisors:** Foley & Lardner; TraskBritt

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# Control4

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11734 S Election Road  
Salt Lake City, Utah 84020

www.control4.com

(888) 400-4070 (P) (801) 523-3199 (F)

## Company Information:

Control4 offers a complete line of home-automation products that makes sophisticated home-control solutions practical and affordable for every home. With Control4, everything works better because it works together - home theater, multi-room music, lighting, temperature, safety and security systems – are all controlled by a single platform.

**CEO:** Will West

**CFO:** Dan Strong

**Industry:** Networking & Equipment

**Stage of Development:** Generating Revenue

**Number of Employees:** 250

**Year Founded:** 2003

## Financing

**Description:** Equity

**Amount Raised:** \$17,300,000

**Date of Financing:** 7/8/2009

**Investors:** Foundation Capital, Mercato Partners, Thomas Weisel Venture Partners, University Venture Fund, vSpring Capital, Best Buy Capital, Frazier Technology Ventures

## Outside Professionals

**Company**

**Investor**

**Counsel:** Holland & Hart (Mercato Partners)

**Other Advisors:** CBIZ & Mayer Hoffman McCann PC



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# CrimeReports

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11781 South Lone Peak Parkway, Suite 200

Draper, Utah 84020

www.crimereports.com

(801) 828-2700 (P) (801) 998-3093 (F)

## Company Information:

Working with over 700 agencies across North America, CrimeReports is the largest online resource for accurate, up-to-date crime information. The CrimeReports network offers a family of affordable, easy-to-use software tools for law enforcement agencies to understand crime trends and share current neighborhood crime data with the public. Community members can access the integrated crime map and receive email crime alerts for free at [www.CrimeReports.com](http://www.CrimeReports.com), empowering them to make informed decisions to help improve the safety of their neighborhood and community.

**CEO:** Greg Whisenant

**Industry:** Internet

**Stage of Development:** Generating Revenue

**Number of Employees:** 37

**Year Founded:** 2007

## Financing

**Amount Raised:** \$7,200,000

**Date of Financing:** 8/14/2009

**Investors:** Austin Ventures, vSpring Capital

## Outside Professionals

### **Company**

**Counsel:** Cooley Godward Kronish  
LLP

**Accounting Firm:** Pinnock, Robbins, Posey &  
Richins, PC, Tanner LC

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# Direct Pointe, Inc.

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333 South 520 West

Lindon, Utah 84042

www.directpointe.com

(801) 805-9700 (P)

## **Company Information:**

Direct Pointe, Inc. is a Utah-based Managed IT Service Provider offering a full suite of managed IT services to both businesses and now individuals. DirectPointe commenced operations in March of 2000 and has consistently grown its client base. The comprehensive managed IT service solutions provide one payment and one point of contact for customer's complete computing needs. By providing a more holistic approach the company improves reliability and in many cases lowers overall costs. The company's phone and web-based managed IT support consistently offers service levels that surpass large vendors and internal IT service departments.

**CEO:** Alan Taylor

**CFO:** Jeff Morrin

**Industry:** Managed Service Provider

**Stage of Development:** Generating revenue

**Year Founded:** 2000

## **Financing**

**Description:** Equity

**Amount Raised:** \$3,240,000

**Date of Financing:** 12/23/2009

**Investors:** Canopy Ventures I, LLP

## **Outside Professionals**

### **Company**

Counsel: Holland & Hart LLP



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# EcoNova Inc.

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537 West 600 South Suite 900

Salt Lake City, Utah 84101

[www.econovainc.com](http://www.econovainc.com)

(801) 298-9800 (P) (801) 359-4188 (F)

## **Company Information:**

EcoNova Inc. is an environmental services company that assists businesses and improves the environment by providing environmental friendly technology solutions (Eco2Solutions) that leapfrog legacy technologies in terms of performance, efficiency, and cost. EcoNova delivers to its customers Smart Economics and Better Ecology™ by solving water related environmental and process challenges for industries operating in areas such as petrochemical, nuclear energy, and remediation.

**CEO:** Mark Kendell

**Year Founded:** 1997

**CFO:** Bryon Barton

**Industry:** Water Treatment

## **Financing**

**Amount Raised:** \$3,600,000

**Date of Financing:** 9/14/2009

## **Outside Professionals**

**Company:**

Counsel: Holland & Hart





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# eFileCabinet, Inc.

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5252 Edgewood Drive, Suite 250

Provo, Utah 84604

www.efilecabinet.com

(801) 374-5505 (P) (801)374-5506 (F)

## Company Information:

eFileCabinet, Inc. offers a suite of Enterprise Content Management (ECM) products and services that help businesses and individuals work quicker, smarter and more collaboratively. More than 22,000 users worldwide rely on eFileCabinet solutions to store, share and protect their valuable and confidential data assets.

**Industry:** IT

**Stage of Development:** Generating revenue

## Financing

**Description:** Equity

**Amount Raised:** \$1,060,000

**Date of Financing:** Continuous Closings

**Investors:** Canopy Ventures II, LLP

## Outside Professionals

### **Company**

Counsel: Holland & Hart

Other Advisors: CFO Solutions

### **Investor**

Counsel: Ballard Spahr Andrews & Ingersoll



**HOLLAND & HART**



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# Encover, Inc.

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680 W 10000 S #210

South Jordan, Utah 84095

www.encover.com

(801) 727-0200 (P) (801) 208-5002 (F)

## Company Information:

Encover, Inc. is a market leader in helping manufacturers and their channel partners manage, market and sell service contracts and subscription agreements. Our solutions provide key services to help you develop 100% of your installed base opportunities, including: SaaS-based service opportunity and quoting collaboration solution with a service quoting module fully integrated into Salesforce.com. Full service opportunity and contract management solution on a hosted platform. Designed to handle high-volumes of service and subscription contracts, and to co-exist with existing CRM and ERP systems. Dedicated sales professionals trained in your products and service offerings. Global business services such as; Order Management, Client Marketing, and Analytics, providing valuable insight into your service sales opportunity. Strategic services to help organize and cleanse your data so your support services programs can be implemented quickly and smoothly.

**CEO:** John Vitalie

**Stage of Development:** Generating Revenue

**CFO:** Barry Papenfuss

**Number of Employees:** 95

**Industry:** Software Information Services

## Financing

**Amount Raised:** \$3,089,168

**Date of Financing:** 9/2/2009

**Investors:** Baird Venture Partners, DCM, Sigma Partners, private investors

## Outside Professionals

### **Company**

**Counsel:** Cooley Godward Kornish LLP

**Accounting Firm:** Tanner LC



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# EnticeLabs

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34 E. 1700 S. Bldg A Suite 220

Provo, Utah 84606

[www.enticelabs.com](http://www.enticelabs.com)

(801) 692-4000 (P) (888) 470-2706 (F)

## **Company Information:**

EnticeLabs utilizes and builds cutting-edge technology to bring a new level of efficiency and effectiveness to sourcing and recruiting.

**CEO:** Mark Webb

**CFO:** John Anderson

**Industry:** Internet

**Stage of Development:** Startup

**Number of Employees:** 33

**Year Founded:** 2007

## **Financing**

**Description:** Equity

**Amount Raised:** \$2,000,000

**Date of Financing:** 9/29/2009

**Investors:** First Advantage

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## FamilyLink.com, Inc. (FKA: World Vital Records, Inc.)

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4778 N. 300 W.

Provo, Utah 84604

[www.familylink.com](http://www.familylink.com)

(877) 365-9546 (P) (801) 373-6568 (F)

### **Company Information:**

FamilyLink provides the platform for the family social experience. Family members can create family generated content, preserve interactions, add historical content and communicate across a number of mediums. FamilyLink's flagship application We're Related launched in 2007 and today has more than 60 million users making it a top family Facebook application. More than 20 million users use the product on a monthly basis. FamilyLink also leverages its content relationships to provide valuable historical family content. Families can search over 1.2 billion names to find, tag and integrate ancestors.

**CEO:** Paul Allen

**Stage of Development:** Startup

**CFO:** Garth Allred

**Number of Employees:** 30

**Industry:** Media & Entertainment

### **Financing**

**Description:**

**Amount Raised:** \$2,850,000

**Date of Financing:** 2/25/2009

**Investors:** TPP Capital Advisors, vSpring Capital

### **Outside Professionals**

**Company**

Other Advisors: CFO Solutions



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# FatPipe Networks

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4455 South 700 East

Salt Lake City, Utah 84107

[www.fatpipe.com](http://www.fatpipe.com)

(801) 281-3434 (P) (801) 281-0317 (F)

## **Company Information:**

FatPipe Networks is the inventor and multiple patents holder of technology that provides the highest levels of WAN optimization, reliability, security, and bandwidth management. FatPipe's line of products cover an array of features and benefits for companies that run mission critical applications over any type of WAN infrastructure.

**CEO:** Ragula Bhaskar

**Industry:** Technology/ Electronics

## **Financing**

**Amount Raised:** \$250,000

**Financing Date:** March 2009

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# Fertile Earth Corporation

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9384 South 670 West

Sandy, Utah 84070

[www.fertileearth.com](http://www.fertileearth.com)

(801) 676-0888 (P) (801) 676-0892 (F)

## **Company Information:**

Plants and landscapes become an extension of our sanctuary. They enhance our environment, provide us stress relief and clean our air. At Fertile Earth, our goal is to design products that complement the basic elements of nature and make plant care fun, easier, and more environmentally friendly.

**CEO:** Dave Morton

**CFO:** Lloyd Kearn

**Industry:** Industrial/Energy

**Stage of Development:** Development

**Number of Employees:** 19

## **Financing**

**Amount Raised:** \$282,000

**Date of Financing:** 6/10/2009

**Investors:** VCE Capital

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# FleetFly Inc.

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1053 Hackmore Drive  
Draper, Utah 84020  
www.fleet-fly.com  
(801) 808-9650 (P)

## Company Information:

**CEO:** Curt Payne & Tracy Scott  
**CFO:** Mark Marshall  
**Industry:** Transportation

**Stage of Development:** Development  
**Number of Employees:** 9  
**Year Founded:** 2008

## Financing

**Description:** Debt  
**Amount Raised:** \$225,000  
**Date of Financing:** 1/21/2009  
**Investors:** Innoventures Capital Partners

## Outside Professionals

**Company**  
Counsel: Holland & Hart LLP



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# Fonix Corporation

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387 South 520 West, Suite 110

Lindon, Utah 84042

<http://www.fonix.com>

(801) 553-6600 (P) (801) 553-6707 (F)

## Company Information:

Fonix Corporation was founded in 1994 and is headquartered in Salt Lake City, Utah. Fonix Corporation owns Fonix Speech, Inc., an innovative speech recognition and text-to-speech technology company that provides speech interfaces for devices and systems. Fonix Speech licenses its technology to major electronic manufacturers and software developers in the United States, Asia and Europe.

**CEO:** Roger D. Dudley

**Stage of Development:** Public

**Industry:** Technology

**Year Founded:** 1994

## Financing

**Description:** Equity

**Amount Raised:** \$78,000

**Investors:** Southridge LLC

## Outside Professionals

### **Company**

**Counsel:** Durham Jones & Pinegar

**Accounting Firm:** Hansen, Barnett & Maxwell, PC

**Other Advisors:** Tanner LC





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# Franchise Foundry

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730 S Sleepy Ridge Dr.

Orem, Utah 84058

[www.franchisefoundry.com](http://www.franchisefoundry.com)

(801) 704-6500 (P) (801) 515-8229 (F)

## **Company Information:**

Franchise Foundry provides franchise services such as Franchise Investment/Growth Capital, Franchise Legal Compliance, Franchise Marketing, Franchise Sales, Franchise Operations Development, and Franchise Technology Development. Whether you are just starting out or need a boost in your franchise offering, we can help. Discover what a partnership with Franchise Foundry can do for your business.

**CEO:** Christian Faulconer

**CFO:** Steve Guymon

**Industry:** Franchise Services

**Stage of Development:** Generating Revenue

**Number of Employees:** 15

**Year Founded:** 2008

## **Financing**

**Description:** Debt

**Amount Raised:** \$250,000

**Date of Financing:** 7/20/2009

**Investors:** Innoventures Capital Partners

## **Outside Professionals**

### **Company**

**Counsel:** Franchise Smith LLC

**Accounting Firm:** Tanner LC



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# Fusion-io

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6350 South 3000 East, 6th Floor

Salt Lake City, Utah 84121

www.fusionio.com

(801) 424-5500 (P) (801) 293-3054 (F)

## Company Information:

Ushering in a new era of application-centric, solid-state storage solutions for the enterprise, Fusion-io is revolutionizing the way database, application and system administrators architect their data centers. The company is closing the gap between processing power and storage needs by delivering breakthrough performance at a fraction of the cost of traditional disk-based storage systems. Now, the performance of an entire disk array can be placed inside a server.

**CEO:** David Bradford

**Stage of Development:** Generating Revenue

**CFO:** Dennis Wolf

**Number of Employees:** 130

**Industry:** Computers & Peripherals

**Year Founded:** 2007

## Financing

**Description:** Equity

**Amount Raised:** \$47,500,000 | \$50,000

**Date of Financing:** 4/3/2009 | 7/1/2009

**Investors:** Lightspeed Venture Partners (FKA: Weiss, Peck & Greer), Mercato Partners, New Enterprise Associates, Sumitomo Corporation, UV Partners, Cougar Capital

## Outside Professionals

### **Company**

Counsel: O'Melveny & Myers;

### **Investor**

Counsel: Cooley Godward Kronish, LLP

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# Great Basin Scientific

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**GREAT BASIN**  
*Scientific*



**405 S. Main St. Suite 810**

**Salt Lake City, Utah 84111**

[www.gbscience.com](http://www.gbscience.com)

(801) 596-2896 (P) (801) 596-2746 (F)

## **Company Information:**

Great Basin Scientific was founded to provide healthcare professionals with rapid, accurate, cost-effective and easy-to-use molecular diagnostic test platform in the point of care setting. We are developing technology and products that meet the critical success factors required for point-of-care molecular testing. Our goal? To cost-effectively reduce time to diagnostic answer, resulting reduced treatment cost and improved clinical outcomes for all patients.

**CEO:** Ryan Ashton

**CFO:** Jeffrey Selander

**Industry:** Biotechnology | Diagnostics

**Stage of Development:** Development

**Year Founded:** 2003

## **Financing**

**Description:** Equity

**Amount Raised:** \$3,600,000

**Date of Financing:** 6/18/2009

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# GuestSpan

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**3007 S. West Temple #L  
Salt Lake City, Utah 84115**

[www.guestspan.com](http://www.guestspan.com)

(800) 606-3703 (P) (206) 203-4264 (F)

## **Company Information:**

GuestSpan is not your normal hospitality solution. Rather than a cost center, we provide a solution that guests love, incremental revenue to hotels and a connection to guest services unavailable to guests worldwide. Our focus is to bring higher degrees of guest loyalty by better serving guest needs, especially in limited-service level hotels. When people are not available to make the difference, we bring technology to guests to bridge the gap between their needs and available services. Our goal was to provide a simple system that benefits the guests, hotel and community. Judging by the guest usage, we hit the bull's-eye.

**CEO:** Robert Kunz

**Stage of Development:** Generating Revenue

**CFO:** CFO Solutions

**Number of Employees:** 2

**Industry:** Consumer Products

**Year Founded:** 2008

## **Financing**

**Description:** Equity

**Amount Raised:** \$450,000

**Date of Financing:** 3/20/2009

**Investors:** Ventuerblue Capital

## **Outside Professionals**

### **Company**

**Counsel:** Fabian & Clendenin

**Other Advisors:** CFO Solutions



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# Headwaters, Inc.

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10653 S River Front Parkway, Suite 300

South Jordan, Utah 84095

[www.headwaters.com](http://www.headwaters.com)

(801) 984-9400 (P) (801) 984-9410 (F)

## **Company Information:**

Whether it is improving processes that generate or consume energy or improving materials that comprise our built environment, Headwaters is committed to sustainable business practices and sustainable products. With leading positions in each of their markets, Headwaters operating companies discover and capitalize on opportunities for making more efficient use of our world's natural resources – especially fossil fuels. Many opportunities can be found on the coal value chain.

**CEO:** Kirk A. Benson

**Stage of Development:** Public

**CFO:** Steven G. Stewart

**Industry:** Industrial Supplies

## **Financing**

**Amount Raised:** \$37,400,000

**Date of Financing:** 9/17/2009

## **Outside Professionals**

### **Company**

Other Advisors: Tanner LC



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# Health Line International Corporation

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803 N. 1250 W. Suite 1

Centerville, Utah 84014

[www.hlic.net](http://www.hlic.net)

(801) 773-7798 (P) (801) 820-8007 (F)

## **Company Information:**

Health Line International Corporation (HLIC) is a quality medical spec developer with manufacturing capabilities through subsidiary and affiliate companies. HLIC was established to meet the growing needs of an ever-changing healthcare industry. At HLIC our focus is on quality production methods and products, patient safety, custom product design, innovative technology, and cost savings for our customers.

**CEO:** Joel Faulkner

**Stage of Development:** Generating Revenue

**CFO:** Todd Schlee

**Number of Employees:** 36

**Industry:** Medical Devices

**Year Founded:** 2005

## **Financing**

**Description:** Debt

**Amount Raised:** \$250,000

**Date of Financing:** 11/3/2009, 4/24/2009

**Investors:** Innoventures Capital Partners

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# Hub City Enterprises, Inc

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1667 Wildcat Lane  
Ogden, Utah 84403  
www.geigerrig.com  
(801) 399-2196 (P)

## Company Information:

Premier Pressurized Hydrations Packs That Spray. Carry a GEIGERRIG and you'll never suck again.

**CEO:** Curt Geiger

**Stage of Development:** Generating Revenue

**CFO:** Ashley Anderson

**Number of Employees:** 24

**Industry:** Action Sports

## Financing

**Description:** Equity

**Amount Raised:** \$125,000

**Date of Financing:** 11/11/2009

**Investors:** Island Park Investments, individuals

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# iArchives

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355 South 500 West Suite 250

Lindon, Utah 84042

www.iarchives.com

(801) 494-6500 (P) (801) 494-6490 (F)

## **Company Information:**

iArchives' vision is to be the world leader in transforming microfilm and other print content into searchable, digitized, online databases. To achieve that vision, iArchives is providing technology and a process that will substantially reduce the cost and time it takes to archive documents while enhancing the user's experience in exploring those documents.

**CEO:** Russell Wilding

**Industry:** Technology

**Stage of Development:** Generating Revenue

**Number of Employees:** 35

## **Financing**

**Description:** Equity

**Amount Raised:** \$1,000,000

**Date of Financing:** 12/1/2009

**Investors:** Canopy Ventures I, LP, Century Capital

## **Outside Professionals**

### **Company**

**Counsel:** Dorsey & Whitney LLP

**Accounting Firm:** Tanner LC





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# IKANO Communications

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**124 N. Charles Lindbergh**

**Salt Lake City, Utah 84116**

[www.ikano.com](http://www.ikano.com)

(801) 924-0900 (P) (801) 924-0908 (F)

## **Company Information:**

IKANO Communications is a leading single-source provider of cost-effective Internet access and IP services delivered with high reliability to end users throughout North America. IKANO is both a direct Internet Service Provider to retail consumers under numerous brands such as ISP.com and an indirect provider to end users through over 1,000 wholesale customers and 100 private label partners.

**CEO:** George Naspo

**Year Founded:** 1995

**CFO:** Ed Dailey

**Industry:** Software Technology

## **Financing**

**Amount Raised:** \$25,000,000

**Date of Financing:** 6/23/2009

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# inContact

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7730 Union Park Ave. Suite 500

Midvale, Utah 84047

www.incontact.com

(801) 320-3200 (P) (801) 320-3531 (F)

## **Company Information:**

inContact began in 1997 as a reseller of telecommunications services and has evolved to become the leading provider of cloud-based, on demand call center software solutions, and the only company to pair a software offering with network connectivity. We provide contact routing and agent optimization solutions to help our customers reduce the cost and improve the quality of every customer interaction.

**CEO:** Paul Jarman

**Year Founded:** 1997

**CFO:** Gregory Ayers

**Industry:** Telecommunications

## **Financing**

**Amount Raised:** \$8,400,000

**Date of Financing:** 12/21/2009

**Investors:** Kinderhook Partners, L.P.

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# Infopia, Inc.

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56 East Broadway - 4th Floor

Salt Lake City, Utah 84111

www.infopia.com

(888) 337-6352 (P) (801) 990-4710 (F)

## Company Information:

Infopia provides the industry's most effective eCommerce platform, as well as expert eCommerce assistance that helps to rapidly grow online revenue. Infopia's eCommerce platform has won numerous industry awards and addresses all critical areas of the inventory-to-cash cycle—from providing a single place to manage all web storefront and comparison shopping sites—to bringing all orders back to a single place for shipping and fulfillment. Piecemeal hosted solutions are unwieldy and expensive to operate. Our powerful online retail software platform streamlines business processes and integrates seamlessly with your existing systems.

**CEO:** Coleman Barney

**Industry:** e-commerce

**Stage of Development:** Generating Revenue

**Number of Employees:** 19

**Year Founded:** 1999

## Financing

**Description:** Equity

**Amount Raised:** \$3,000,000

**Investors:** UV Partners, Trident

## Outside Professionals

### **Company**

Counsel: Holland & Hart

Other Advisors: Tanner LC

### **Investor**

Counsel: DLA

HOLLAND & HART<sup>LLP</sup>



TANNER LC

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# Ingeo

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**1300 N 200 E Suite 118**

**Logan, Utah 84321**

[www.ingeo.com](http://www.ingeo.com)

(435) 755-9837 (P) (435) 755-9625 (F)

## **Company Information:**

Since 1996, Ingeo has helped businesses and government agencies across the nation save time and money by providing secure electronic document recording solutions. As the leader in the eRecording industry, Ingeo customizes recording solutions for any agency that processes land record documents. We work with county recorders and partners to provide the largest population coverage of any eRecording service for our submitters.

**CEO:** Karl Klessig

**Year Founded:** 1996

**Industry:** Web Technology

## **Financing**

**Description:** Debt

**Amount Raised:** \$150,000

**Date of Financing:** 12/9/2009

**Investors:** InnoVentures Capital Partners

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# IntelliSchematic, LLC

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53 N Main

Alpine, Utah 84004

[www.intellischematic.com](http://www.intellischematic.com)

(801) 794-3232 (P) (801) 794-3234 (F)

## **Company Information:**

IntelliSchematic, LLC provides industry with assets and services that give measurable results in improved equipment utilization by reducing down time that results from inadequate troubleshooting of failures related to hydraulics, electrical, or mechanical components.

**CEO:** Brad Jensen

**CFO:** Robert Wood

**Industry:** Software

**Stage of Development:** Generating Revenue

**Number of Employees:** 12

**Year Founded:** 2001

## **Financing**

**Description:** Debt

**Amount Raised:** \$150,000

**Date of Financing:** 4/17/2009

**Investors:** Innoventures Capital Partners

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# Jive Communications

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313 E 1200 S.  
Orem, Utah 84058  
www.getjive.com  
(801) 426-5782 (P)

## **Company Information:**

Jive Communications was founded to deliver enterprise-quality telephone systems and services to businesses of all sizes. Jive's virtual platform offers a wide range of features including music on hold, extension dialing, unified messaging, and online account management. Jive also provides inbound and outbound dial-tone, long-distance, toll-free, and international calling services.

**CEO:** Brent Thomson

**CFO:** Sam Simmons

**Industry:** Internet

**Stage of Development:** Generating Revenue

**Number of Employees:** 27

**Year Founded:** 2006

## **Financing**

**Description:** Debt

**Amount Raised:** \$300,000

**Date of Financing:** 2/10/2009

**Investors:** InnoVentures Capital Partners

## **Outside Professionals**

**Company**

**Counsel:** Holland & Hart



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# Kahuna Creations Inc

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**375 S Stewart Way**

**Ogden, Utah 84404**

[www.kahunacreations.com](http://www.kahunacreations.com)

(801) 627-0100 (P) (815) 642-4158 (F)

## **Company Information:**

The Kahuna Creations crew is building a brand that is founded on the love of board riding. Our brand covers surf, pavement, snow, and fresh water. We are all about shaping boards that are dialed in to various riding styles. Whether the riders are looking for a “grab the rail and bury the turn performance board” or a “barefoot noserider board”, Kahuna Creations has the board for you.

**CEO:** Steve McBride

**Industry:** Action Sports

## **Financing**

**Description:** Equity

**Amount Raised:** \$30,800

**Investors:** Island Park, individuals

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## LaneLinks®, Inc.

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1656 S. East Bay Blvd. Ste 200

Provo, Utah 84606

[www.lanelinks.com](http://www.lanelinks.com)

(801) 850-5300 (P) (801) 434-9654 (F)

### **Company Information:**

LaneLinks® is a team of dedicated transportation professionals that utilizes proprietary tracking tools to create and manage customized partnerships between private fleets and shippers. LaneLinks focuses exclusively on building customized backhaul solutions for private fleets and helping shippers customize initiatives that enables them to utilize private fleets as a key component of their transportation strategy.

**CEO:** Jason Johnson

**Industry:** Software

**Stage of Development:** Generating Revenue

**Number of Employees:** 20 to 49

### **Financing**

**Description:** Debt

**Amount Raised:** \$500,000

**Date of Financing:** 1/12/2009

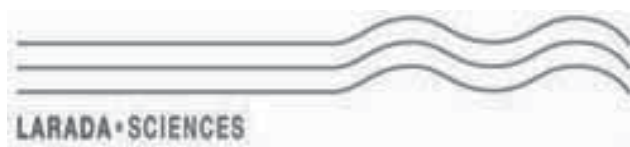
**Investors:** Innoventures Capital Partners



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# Larada Sciences

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350 West 800 North, Suite 203

Salt Lake City, Utah 84103

[www.lousebuster.com](http://www.lousebuster.com)

(801) 533-5423 (P) (801) 355-5423 (F)

## Company Information:

Larada Sciences is a science-based medical technology company formed to develop, manufacture and market proprietary products and services based on breakthrough medical technology for the sale and effective non-chemical treatment of head lice.

**CEO:** Larry Rigby

**CFO:** Randall Block

**Industry:** Life Sciences

**Stage of Development:** Generating Revenue

**Number of Employees:** 20

**Year Founded:** 2006

## Financing

**Description:** Equity

**Amount Raised:** \$1,800,000

**Date of Financing:** 11/1/2009

**Investors:** Salt Lake Life Sciences Angels

## Outside Professionals

### **Company**

**Counsel:** Stoel Rives

**Other Advisors:** Tanner LC



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# Luxul Wireless

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357 South 670 West #160

Lindon, Utah 84042

[www.luxulwireless.com](http://www.luxulwireless.com)

(801) 882-5450 (P) (801) 822-5460 (F)

## **Company Information:**

Luxul Wireless is in the business of enhancing the performance of wireless networks. We are experts in delivering cost-effective solutions for implementing more clear, stable, and productive wireless networking environments. This is done through the use of patented antenna technologies and signal booster products that improve the signal quality, data throughput and coverage area, while also reducing overall infrastructure, installation and maintenance costs.

**CEO:** Jeffrey Curtis

**Industry:** Telecommunications

## **Financing**

**Description:** Convertible Debt

**Amount Raised:** \$1,525,000

**Date of Financing:** 1/15/2009

**Investors:** Canopy Ventures I, LLP

## **Outside Professionals**

### **Company**

Counsel: Ballard Spahr Andrews & Ingersoll

### **Investor**

Counsel: Holland & Hart



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# Mangia

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The logo for Mangia, featuring the word "mangia." in a lowercase, sans-serif font. The letter "i" has a dot above it. The logo is set against a light gray rectangular background.

1935 E Vine St Suite 350  
Salt Lake City, Utah 84121

www.mangia.net

(877) 762-6442 (P) (801) 850-9128 (F)

## Company Information:

It's one of the coolest things to happen to sports fans since the invention of the nacho. With Mangia, you can order food and merchandise (and eventually tickets) using your mobile phone and have it all delivered right to your seat. No waiting in line, no missing any of the game.

**CEO:** Hal Widlansky

**Stage of Development:** Developing

**CFO:** CFO Solutions

**Number of Employees:** 9

**Industry:** Mobile Technology

**Year Founded:** 2007

## Financing

**Description:** Angel

**Amount Raised:** \$1,500,000

**Date of Financing:** Q1 2009

**Investors:** JCP Capital, Olympus Angels, Park City Angel Network, Sports Capital Partners, Kickstart Seed Fund, Western Pacific Group

## Outside Professionals

### **Company**

**Counsel:** Holland & Hart

**Accounting Firm:** Wallace Tax Services

**Other Advisors:** Pate, Pierce & Baird (Patent Counsel), CFO Solutions; USTAR



HOLLAND & HART LLP



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# Matchbin

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420 West 1500 South Suite 200

Bountiful, Utah 84010

www.matchbin.com

(801) 797-8350 (P) (801) 797-8360 (F)

## Company Information:

Matchbin's Content Management System is an unparalleled online publishing solution that is transforming hundreds of community newspapers, radio stations, and TV stations from "traditional media" to "new online media" success stories. Local online advertising is growing at over 40% per year and will reach \$22B over the next 4 years. Matchbin's technology platform and business directory solution ensures our media partners can quickly capture a significant market share of local online advertising revenue.

**CEO:** Reed Brown

**Number of Employees:** 40

**CFO:** Troy Giles

**Industry:** Internet Media

## Financing

**Description:** Equity

**Amount Raised:** \$1,000,000 | \$474,000

**Date of Financing:** 8/1/2009 | 11/1/2009

**Investors:** Kickstart Seed Fund, Decathlon Capital Ventures, ULU Ventures and undisclosed investors

## Outside Professionals

### **Company**

**Counsel:** Cooley Godward Kronish LLP

**Accounting Firm:** Tanner LC

**Other Advisors:** USTAR, The Wayne Brown Institute



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## Medsource-Direct Inc. (DBA: Medsource RX)

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9883 S. 500 W.

Sandy, Utah 84070

[www.medsourcerx.com](http://www.medsourcerx.com)

(801) 727-0080 (P) (801) 727-0090 (F)

### **Company Information:**

Medsource RX is a trusted distributor of pharmaceutical, diabetic and over the counter products. We have 14 years of experience serving over 3000 loyal independent pharmacies, grocery stores, consumers and small regional chains throughout the Western United States.

**CEO:** Rich Effriss

**Stage of Development:** Generating Revenue

**CFO:** William Kullback

**Industry:** Biotechnology

### **Financing**

**Description:** Debt

**Amount Raised:** \$250,000

**Date of Financing:** 3/13/2009

**Investors:** Innoventures Capital Partners

### **Outside Professionals**

#### **Company**

**Counsel:** Bennett Tueller Johnson & Deere, LLC

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## Medsource-Direct Inc. (DBA: Medsource RX)

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9883 S. 500 W.

Sandy, Utah 84070

[www.medsourcerx.com](http://www.medsourcerx.com)

(801) 727-0080 (P) (801) 727-0090 (F)

### **Company Information:**

Medsource RX is a trusted distributor of pharmaceutical, diabetic and over the counter products. We have 14 years of experience serving over 3000 loyal independent pharmacies, grocery stores, consumers and small regional chains throughout the Western United States.

**CEO:** Rich Effriss

**Stage of Development:** Generating Revenue

**CFO:** William Kullback

**Industry:** Biotechnology

### **Financing**

**Description:** Equity

**Amount Raised:** \$1,800,000

**Date of Financing:** 2/17/2009

**Investors:** Undisclosed

### **Outside Professionals**

#### **Company**

**Counsel:** Bennett Tueller Johnson &  
Deere, LLC

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# My911 Inc.

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**info@my-911.com**

**www.my-911.com**

**(888) 699-1121 (P) (801) 772-2016**

## **Company Information:**

My911 provides lifesaving communications technology that allows users to get help from just about all locations around the globe. Using cutting edge technology, My911 is able to offer people unmatched peace of mind that they as well as their loved ones have immediate help, risk or danger notifications and emergency services no matter their location. With the My911 patented processes, My911 can comfortably say it is the “**eMobile**” solution supporting your well-being in any situation.

**CEO:** Larry K. Hurwitz

**Chairman:** John M. Knab

**Industry:** Telecommunications

## **Financing**

**Amount Raised:** \$250,000

**Date of Financing:** 12/30/2009

**Investors:** Island Park LLC, Alan Hall

## **Outside Professionals**

**Company**

**Counsel:** Holland & Hart; Parr, Brown,  
Gee & Loveless



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# Netvision

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752 E 1180 S. Suite 120

American Fork, Utah 84003

www.netvision.com

(801) 770-3700 (P) (801) 770-3740 (F)

## Company Information:

NetVision provides periodic assessment and real-time monitoring of all three components that comprise the power of digital identity: Controls, Behavior, and Power. NetVision is focused on providing relevant answers to critical identity and access related questions across platforms on core network directories and file systems.

**CEO:** David Rowe

**CFO:** Mark Marshall

**Industry:** Services

**Stage of Development:** Generating Revenue

**Number of Employees:** 25

**Year Founded:** 1995

## Financing

**Description:** Equity

**Amount Raised:** \$2,210,000

**Date of Financing:** 4/22/2009

**Investors:** vSpring Capital, Prospector Equity Capital, Novell, Inc.

## Outside Professionals

### **Company**

Counsel: Cooley Godward Kronish  
LLP

### **Investor**

Counsel: Holland & Hart (vSpring)

Accounting Firm: CBIZ and Mayer Hoffman  
McCann (Prospector)

HOLLAND & HART<sup>LLP</sup>



Mayer  
Hoffman  
McCann P.C.  
An Independent CPA Firm



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# NVH Technologies

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45 E 100 N

Alpine, Utah 84004

[www.nvhtechnologies.com](http://www.nvhtechnologies.com)

(801) 756-5692 (P) (801) 756-5341 (F)

## **Company Information:**

NVHT specializes in providing custom, cutting edge active noise and vibration cancellation technologies to our customers and industry partners. NVHT's products are based on patent pending technology developed by in-house engineers and at Brigham Young University. With a combined total of over 50 years experience in providing solutions for the heavy equipment, locomotive, manufacturing, aviation, medical, HVAC, and automotive industries, our team of PhD's and Engineers can create a solution for any problem. All of our products are developed in accordance with governing regulations of the applicable industry.

**Industry:** Consumer Technologies

## **Financing**

**Amount Raised:** \$1,000,000

**Financing Date:** February 2009

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# OGIO International Inc.

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14926 Pony Express Rd

Bluffdale, Utah 84065

www.ogio.com

(801) 619-4100 (P) (801) 619-4111 (F)

## Company Information:

From humble beginnings to a modern phenomenon, top gear bag designer OGIO still thrives on the substance that spurred its existence and vision. Michael Pratt fostered the prodigy that is OGIO, and with intuition and a little financial reinforcement spawned the young company's venture into gear bag design. With an innovative line of duffels and packs loaded with excess features, OGIO dished out the inner extreme everyone craved. With this driving appetite, OGIO reinvented golf with a fresh contemporary line and a pimped out "golf cart", more widely known as the BRV (battle-ready vehicle). OGIO spurred new age golf, and recognized the vast potential of their entity. Sharing a synonymous intense direction with action sports, OGIO's eminence emerged from the get-go with the production of the hit motocross film "Global Addiction". With a die-hard crew and collective insight, OGIO gathered top athletes from across the nation from moto, BMX, skate, snow, and surf to produce Team OGIO. Together OGIO designers and athletes unite to create specific action sports packs. This cutting-edge company has single handedly revolutionized bag design and there is more where that came from.

**CEO:** Michael Pratt

**CFO:** Gary Bowen

**Industry:** Outdoor Retail

**Stage of Development:** Generating Revenue

**Number of Employees:** 50

## Financing

**Description:** Common Stock

**Amount Raised:** \$5,000,000

**Date of Financing:** 8/28/2009

**Investors:** Undisclosed

## Outside Professionals

### **Company**

Counsel: Snell & Wilmer

Accounting Firm: Tanner LC



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# OrangeSoda

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732 E Utah Valley Dr.

American Fork, Utah 84003

[www.orangesoda.com](http://www.orangesoda.com)

(801) 610-2500 (P) (801) 310-2501 (F)

## **Company Information:**

Our local internet marketing experts are 100% focused on bringing paying customers to your website. OrangeSoda takes the mystery out of internet marketing so you can focus on what you do best. Our campaign management technologies, online marketing processes, and detailed reporting capabilities were designed from the very beginning to help small and medium-sized businesses use their websites to increase profits.

**CEO:** Jay Bean

**Industry:** Internet Marketing Services

## **Financing**

**Amount Raised:** \$3,750,000

**Date of Financing:** 11/6/2009

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# OtoKinetics, Inc.

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1338 S Foothill Dr Suite 265

Salt Lake City, Utah 84108

www.otokinetics.com

(801) 583-2544 (P) (801) 583-2544 (F)

## Company Information:

OtoKinetics Inc. was formed in 2009 to develop and commercialize a surgically implanted, totally invisible hearing aid device. Invented by a world renowned ear surgeon, the Fully Implantable Hearing System uses several proprietary technologies to directly stimulate the primary sensory organ of hearing, the cochlea. This concept is unique in the world of medical devices to help improve the quality of life of hearing impaired persons, who comprise 10% of the developed world's population according to the World Health Organization. Our inventions are protected by 13 U.S. patents and multiple foreign patents. Our management team grew two previous hearing aid start-ups to over \$100 million in revenue and executed successful IPOs for both.

**CEO:** Andrew Raguskus

**Stage of Development:** Generating Revenue

**CFO:** CFO Solutions

**Number of Employees:** 4

**Industry:** Medical Devices

**Year Founded:** 2009

## Financing

**Description:** Series A Preferred Stock

**Amount Raised:** \$3,000,000

**Date of Financing:** 10/9/2009

**Investors:** 11 Medical Doctors (Angel Group out of the Midwest)

## Outside Professionals

### Company

Accounting Firm: CBIZ & Mayer Hoffman McCann P.C.

Other Advisors: CFO Solutions



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# Panoptic Security

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14193 South Minuteman Dr. # 100

Salt Lake City, Utah 84020

[www.panopticsecurity.com](http://www.panopticsecurity.com)

(888) 303-7770 (P) (801) 208-1109 (F)

## Company Information:

Panoptic Security is a technology security company that specializes in PCI compliance programs for small and mid-size merchants, ISOs, Acquiring Banks and credit card processors. Our executive team includes some of the security industry's leading technologists and PCI compliance experts.

**CEO:** Tim Cranny

**CFO:** Leslie Norris

**Industry:** Software

**Stage of Development:** Generating Revenue

**Number of Employees:** 7

**Year Founded:** 2007

## Financing

**Description:** Preferred Equity

**Amount Raised:** \$750,000

**Date of Financing:** 7/1/2009

**Investors:** KickStart Seed Fund, Island Park Investment, Olympus Angels, Park City Angels, Utah Angels

## Outside Professionals

### **Company**

**Counsel:** DLA Piper

**Accounting Firm:** Hawkins Cloward, & Simister, LC

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# Phonex Broadband Corporation

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6952 High Tech Drive

Midvale, UT 84047

www.phonex.com

(801) 566-0100 (P) (801) 566-0880 (F)

## Company Information:

Phonex Broadband Corporation designs, manufactures, and markets powerline-based voice and data products that transmit telephone, data, audio, and video over household electrical wiring. It offers NEVERWIRE 14, a powerline Ethernet bridge that passes digital signals between Ethernet enabled devices; and Easy Jack 2 that turns various electrical outlet into a phone connection for satellite receivers, digital video recorders, postage-meter machines, and dial-up modems.

**CEO:** John M. Knab

**Year Founded:** 1999

**Chairman** Martin Frey

**Industry:** Telecommunications

## Financing

**Description:** Debt & Equity

**Amount Raised:** \$1,700,000

**Transaction Date:** December 23, 2009

**Investors:** Scott Frazier, Martin Frey, Nobutaka Mutaguchi, Ron Lindorf, Lindsay Atwood

## Outside Professionals

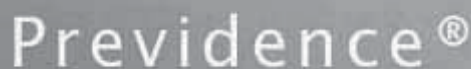
**Company**

**Counsel:** Parr, Brown, Gee & Loveless

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# Previdence Corporation

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The logo for Previdence Corporation, featuring the word "Previdence" in a sans-serif font with a registered trademark symbol (®) to its upper right, all contained within a grey rectangular box.

5677 S 1475 E Suite 4A

Ogden, Utah 84404

[www.previdence.com](http://www.previdence.com)

(801) 409-0904 (P) (866) 409-0905 (F)

## Company Information:

The Previdence Risk Management Concept was first created as a paper-based system by clinicians whose task it was to estimate and manage behavioral risk. After 15 years as a paper-based tool, Previdence harnessed the power of the computer in 2004. Computerization allowed the Risk Model to become a total Standard of Care for an organization providing consistent workflow, empirically guided assessments, individualized management plans with resource materials, reporting and tools to help your organization become more effective and efficient in working with those in your care.

**CEO:** O. Kent Allen

**Number of Employees:** 10

**Industry:** Mental Health

**Year Founded:** 2004

## Financing

**Description:** Debt & Equity

**Amount Raised:** \$267,270

**Investors:** Island Park, Willoway, Zions Bank, individuals

## Outside Professionals

### **Company**

**Counsel:** Callister, Nebeker & McCullough

**Accounting Firm:** Carver Hovey & Florek, LLC

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# Prince Perelson & Associates

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2755 East Cottonwood Parkway Ste 580

Salt Lake City, Utah 84121

[www.perelson.com](http://www.perelson.com)

(801) 532-1000 (P) (801) 532-7676 (F)

## **Company Information:**

At Prince, Perelson & Associates, we are committed to individuals and businesses find the right fit. Our range of expertise and a wide array of services as one of the leading Salt Lake City employment agencies goes beyond the common employment agency. We set a higher standard than other employment agencies. Our Salt Lake City recruiter and placement services are accountable to these standards. From temp services, information technology, to permanent professional placement, we treat each candidate with personalized attention. Our specialized service of placing businesses and individuals together makes us your ideal recruiting partner.

**CEO:** Jill Perelson

**CFO:** Gretchen Laird

**Industry:** Business Products & Services

**Stage of Development:** Generating Revenue

**Year Founded:** 1992

## **Financing**

**Description:** Debt

**Amount Raised:** \$250,000

**Date of Financing:** 2/26/2009

**Investors:** Innoventures Capital Partners



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# RawData

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The logo for RawData, featuring the word "RAW" in a bold, sans-serif font with a vertical line separating it from the word "DATA" in a lighter, spaced-out sans-serif font.

55 South 200 East  
Bountiful, Utah 84010  
www.therawdata.com  
(801) 856-7018 (P)

## Company Information:

RawData, with its advanced technology, does for traditional media what web analytics did for the internet. RawData, tracks exactly how the consumer moves through all media. RawData has an entirely new way to track media consumption for TV, Radio, Web, and other platforms. Leaving the traditional, single media, hand written diaries and telephone interviews behind, RawData uses advanced technology to report exactly when and what media consumers were exposed to. In addition to tracking and reporting media consumption, RawData listens to how the consumer moves back forth from each type media adding more value for clients.

**CEO:** Chad Nuesmeyer

**Stage of Development:** Pre-revenue

**CFO:** Bradford Pack

**Number of Employees:** 9

**Industry:** Media

**Year Founded:** 2009

## Financing

**Description:** Debt

**Amount Raised:** \$160,000

**Financing Date:** October 2009

**Investors:** Island Park, individuals

## Outside Professionals

### **Company**

Other Advisors: USTAR



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## Remote MDX, Inc.

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150 W Civic Center Drive Suite 400

Sandy, Utah 84070

www.remotemdx.com

(801) 451-6141 (P) (801) 451-6281 (F)

### Company Information:

SecureAlert (OTTCBB: SCRA), specializes in patented, wireless, Global Positioning System (GPS) location technologies and systems, providing active GPS offender monitoring solutions since 2001. SecureAlert features GPS products that were the first to utilize GPS and cellular technologies in conjunction with a world-class, in-house monitoring center – offering a comprehensive suite of products and services all under one roof. Currently, SecureAlert provides GPS solutions to several hundred agencies throughout the United States.

**CEO:** David Derrick

**CFO:** Chad Olsen

**Industry:** Technology

**Stage of Development:** Public

**Number of Employees:** 200

**Year Founded:** 1997

### Financing

**Description:** Equity

**Amount Raised:** \$3,250,000

**Date of Financing:** Q2 2009

**Investors:** Solomon Tenenhaus, Kofler Ventures, Euromicron

### Outside Professionals

#### **Company**

**Counsel:** Durham Jones & Pinegar

**Accounting Firm:** Hansen, Barnett & Maxwell, PC

**Other Advisors:** Tanner LC



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## Remote MDX, Inc.

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150 W Civic Center Drive Suite 400

Sandy, Utah 84070

www.remotemdx.com

(801) 451-6141 (P) (801) 451-6281 (F)

### Company Information:

SecureAlert (OTTCBB: SCRA), specializes in patented, wireless, Global Positioning System (GPS) location technologies and systems, providing active GPS offender monitoring solutions since 2001. SecureAlert features GPS products that were the first to utilize GPS and cellular technologies in conjunction with a world-class, in-house monitoring center – offering a comprehensive suite of products and services all under one roof. Currently, SecureAlert provides GPS solutions to several hundred agencies throughout the United States.

**CEO:** David Derrick

**CFO:** Chad Olsen

**Industry:** Technology

**Stage of Development:** Public

**Number of Employees:** 200

**Year Founded:** 1997

### Financing

**Description:** Debt

**Amount Raised:** \$4,400,000

**Date of Financing:** 10/1/2009

**Investors:** Advance Technology

### Outside Professionals

#### **Company**

**Counsel:** Durham Jones & Pinegar

**Accounting Firm:** Hansen, Barnett & Maxwell, PC

**Other Advisors:** Tanner LC



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# Rockwell Time

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1431 S Redwood Rd.  
Woods Cross, Utah 84087  
www.rockwelltime.com  
(801) 231-0800 (P)

## **Company Information:**

Rockwell designs and sells branded apparel and designer watches to retail and on-line distributors.

**CEO:** Rich Eggett  
**Industry:** Manufacturing

**Stage of Development:** Generating Revenue

## **Financing**

**Description:** Equity  
**Amount Raised:** \$500,000  
**Date of Financing:** 1/8/2009

## **Outside Professionals**

### **Company**

**Counsel:** Bennett Tueller Johnson & Deere LLC

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# S2, Inc.

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56 E Broadway Suite 100  
Salt Lake City, Utah 84111

www.S2.com

(801) 260-2012 (P)

## Company Information:

S2 is a second-generation entrepreneurial venture and strategic consulting firm specializing in the development of emerging technology companies.

**CEO:** Mike Anderer

**Stage of Development:** Generating Revenue

**Industry:** Software/ Imaging

**Year Founded:** 2006

## Financing

**Description:** Angel

**Amount Raised:** \$150,000

**Date of Financing:** Q2 2009

**Investors:** Island Park, Angels

## Outside Professionals

### **Company**

**Counsel:** Bennett, Tueller, Johnson & Deere;

**Accounting Firm:** Schmitt Griffiths Smith & Co.

**Other Advisors:** Conner Group, USTAR

### **Investor**

**Counsel:** Stoel Rives, Kirton & McConkie



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# Saga Games

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34 East 1430 North  
Orem, Utah 84057  
(801) 623-3573 (P)

## Company Information:

Saga is a unique submission that will offer the MMORPG and RTS enthusiast an alternative to the standard Fantasy 1<sup>st</sup> person / 3<sup>rd</sup> person MMO games that have saturated the market.

**CEO:** Jason Faller  
**Industry:** Entertainment

**Stage of Development:** Generating Revenue

**Number of Employees:** 2

**Year Founded:** 2005

## Financing

**Description:** Angel

**Amount Raised:** \$125,000

**Date of Financing:** Q2 2009

**Investors:** Olympus Angels, Park City Angels

## Outside Professionals

### **Company**

Other Advisors: USTAR



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## Schillinger Road Discover LLC

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9257 S Redwood Road Suite 6B

West Jordan, Utah

[www.discoverrentalpurchase.com](http://www.discoverrentalpurchase.com)

### **Company Information:**

Discover Rental Purchase is a new name to you and we have spent some time trying to figure out how to make a better and more honest way to rent quality name brand merchandise. We believe that being more fair to the customer means better business. We believe that our competitors had some real opportunities in this area to do a better job and to treat their customers better. We want you to do business with us and so we have come up with a better way to do rental purchase and that means a better deal for you as a Discover customer.

**CEO:** Doug McDougal

**Year Founded:** 2005

**Industry:** Retail

### **Financing**

**Amount Raised:** \$300,000

**Investors:** Innoventures Capital Partners

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# Scintilla Communications, Inc.

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PO Box 350

Heber City, Utah 84032

www.scintillacommunications.com

(801) 676-8877 (P)

## **Company Information:**

Sometimes the most important and powerful communications can occur through the very smallest of messages. We specialize in providing advanced applications for mobile devices. Text messaging, SMS, and mobile devices are permeating society and are rapidly becoming the best way to reach consumers and employees ... whenever and wherever. We have several off-the-shelf solutions for consumers or employees that provide group messaging and notifications, reminders, and two-way response solutions. With our self-service portals, end-users are able to create their account and maintain their own mobile device information. Our flexible design provides you security and access control over who can send to which groups of users.

**CEO:** Scott Lemon

**Stage of Development:** Development

**Industry:** Communications

**Year Founded:** 2008

## **Financing**

**Description:** Equity

**Amount Raised:** \$297,220

**Investors:** Island Park Investments

## **Outside Professionals**

**Company**

Other Advisors: USTAR





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# Simplure LLC

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9690 S 300 W Suite 310

Sandy, Utah 84070

www.simplure.com

(801) 957-5611 (P) (801) 931-4966 (F)

## Company Information:

Simplure is a holding company for a broad base of technology and intellectual property with applications in energy efficiency, power conditioning, dermal healthcare, and heat dissipation.

**CEO:** Wayne Viehweg

**CFO:** Fred Goff

**Industry:** GreenTech

**Stage of Development:** Generating Revenues

**Number of Employees:** 11

**Year Founded:** 2007

## Financing

**Description:** Loan

**Amount Raised:** \$150,000

**Date of Financing:** 12/1/2009

**Investors:** Utah Lending Corporation

## Outside Professionals

### **Company**

**Counsel:** Fabian & Clendenin

**Accounting Firm:** JAT Accounting

**Other Advisors:** CFO Solutions



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# Smart Bomb Interactive, Inc.

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105 North 400 West  
Salt Lake City, Utah 84103  
www.smartbombinteractive.com  
(801) 355-4440 (P)

## Company Information:

Smart Bomb Interactive is a Salt Lake City-based development studio whose mission is to combine talent, tools and fun. Our team has been assembled from game industry veterans, and features some of the best artistic, programming and design talent currently working in interactive entertainment. We develop innovative, original titles for gamers of all ages and across all platforms, including home consoles, PCs, and handheld devices.

**CEO:** Kris Johnson  
**Industry:** Video Game Development

**Stage of Development:** Generating Revenue  
**Number of Employees:** 53  
**Year Founded:** 2003

## Financing

**Description:** Equity  
**Amount Raised:** \$5,530,000  
**Date of Financing:** Continuous Closings  
**Investors:** Canopy Ventures I,LP

## Outside Professionals

**Company**  
Counsel: Holland & Hart



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# Solera Network, Inc.

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10713 So. Jordan Gateway Suite 100

South Jordan, Utah 84095

www.soleranetworks.com

(801) 545-4100 (P) (801) 545-4040 (F)

## Company Information:

Solera Networks develops network forensics solutions that enable complete visibility into network traffic. They improve network security, management, forensics and compliance capabilities by providing a complete historical record of all network activity through deep packet capture and stream-to-storage technology. This results in full visibility of all traffic crossing the network. Think of it as a DVR or surveillance for your network-but Solera Networks records every channel, every program, all the time.

**CEO:** Steve Shillingford

**Stage of Development:** Generating Revenue

**CFO:** Cristal Kelshaw

**Number of Employees:** 30

**Industry:** Information Services

## Financing

**Description:** Equity

**Amount Raised:** \$7,050,000

**Date of Financing:** 3/6/2009

**Investors:** Allegis Capital, Canopy Ventures II, LP, Cougar Capital

## Outside Professionals

### **Company**

**Counsel:** Ballard Spahr Andrews & Ingersoll

### **Investor**

**Counsel:** Holland & Hart (Canopy Ventures)



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# Standfast Media Corporation

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60 S Main St Suite 325  
Brigham City, Utah 84302  
www.webjamads.com  
(888) 203-8055 (P) (435) 695-1200 (F)

## Company Information:

WebJamAds is an online advertising network that is comprised of today's top media properties. WebJamAds was established in 2006 and built upon many years of internet marketing and consulting experience. They have been largely recognized within the industry for its dedication in generating a higher quality of lead and delivering excellence across the board.

<b>CEO:</b> Rachelle Burt	<b>Stage of Development:</b> Generating Revenue
<b>CFO:</b> David Norton	<b>Number of Employees:</b> 12
<b>Industry:</b> Online Advertising	<b>Year Founded:</b> 2006

## Financing

<b>Description:</b>	Equity
<b>Amount Raised:</b>	\$170,000
<b>Date of Financing:</b>	2009
<b>Investors:</b>	Island Park Group of Companies, LLC

## Outside Professionals

<b>Company</b>	
Counsel:	Ballard Spahr Andrews & Ingersoll
Accounting Firm:	Schmitt Griffiths Smith & Co.

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# TechniScan Inc.

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3216 S. Highland Dr. Suite 200

Salt Lake City, Utah 84106

www.techniscanmedicalsyste.ms.com

(801) 521-0444 (P) (801) 747-1100 (F)

## Company Information:

TechniScan Medical Systems is a publicly traded medical device company engaged in the development and commercialization of an automated ultrasound imaging system. TechniScan's automated imaging system is designed to provide physicians with a new, non-invasive, imaging tool that is intended to aid physicians in breast imaging.

**CEO:** David Robinson

**Stage of Development:** Generating Revenue

**CFO:** Steve Passey

**Number of Employees:** 22

**Industry:** Biotechnology/Diagnostics

## Financing1

**Description:** Equity

**Amount Raised:** \$534,468

**Date of Financing:** 3/31/2009

**Investors:** Private Investors

## Financing 2

**Description:** Equity

**Amount Raised:** \$853,751

**Date of Financing:** 9/15/2009

**Investors:** Private Investors

## Outside Professionals

### **Company**

**Counsel:** Jesup & Lamont

**Accounting Firm:** Tanner LC



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# TechniScan Inc.

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3216 S. Highland Dr. Suite 200

Salt Lake City, Utah 84106

www.techniscanmedicalsyste.ms.com

(801) 521-0444 (P) (801) 747-1102 (F)

## **Company Information:**

TechniScan Medical Systems is a publicly traded medical device company engaged in the development and commercialization of an automated ultrasound imaging system. TechniScan's automated imaging system is designed to provide physicians with a new, non-invasive, imaging tool that is intended to aid physicians in breast imaging.

**CEO:** David Robinson

**CFO:** Steve Passey

**Industry:** Biotechnology/Diagnostics

**Stage of Development:** Generating Revenue

**Number of Employees:** 22

## **Financing 3**

**Description:** Equity

**Amount Raised:** \$882,810

**Date of Financing:** 10/6/2009

**Investors:** Private Investors

## **Outside Professionals**

### **Company**

**Counsel:** Jesup & Lamont

**Accounting Firm:** Tanner LC



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# Telesphere

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5296 South Commerce, Ste 104

Salt Lake City, Utah 84107

www.telesphere.com

(801) 466-7743 (P)

## Company Information:

Telesphere provides small and medium businesses with the extensive service and features generally available only to larger corporations—all without the cost, hassle, and limitations of traditional systems. Rather than a business needing to buy an expensive PBX for their office and then pay a technician to maintain it, technology has enabled providers like Telesphere to “centralize” all of the functionality of the traditional PBX into a central “softswitch” for the whole country. By connecting your office with a private and dedicated pure IP T1, Telesphere is able to provide all of your telephone and internet service through a “hosted” solution.

**CEO:** Clark Peterson

**Stage of Development:** Development

**CFO:** Linda Allen

**Number of Employees:** 90

**Industry:** Communications

**Year Founded:** 2008

## Financing

**Description:** Equity

**Amount Raised:** \$15,000,000

**Date of Financing:** 5/27/2009

**Investors:** Hawkeye Investments, Rally Capital, Greenspun Corporation

## Outside Professionals

### **Company**

Counsel: Snell & Wilmer LLP

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# The American Academy, Inc.

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175 S. Main Suite 1130  
Salt Lake City, Utah 84111  
www.theamericanacademy.com  
(801) 931-2707 (P) (801) 931-2706 (F)

## **Company Information:**

The American Academy, Inc. (TAA) was established in 2007 with the vision is to become the leading online educational services partner to public high schools throughout the U.S. In addition to providing online and alternative educational services to high schools, TAA operates an accredited, private, online high school (The American Academy) that serves high school age and adult students worldwide who want to supplement their high school education and/or earn a full high school diploma.

**CTO:** Gregg Rosann  
**Industry:** Education

**Stage of Development:** Generating Revenue  
**Year Founded:** 2007

## **Financing**

**Description:** Equity  
**Amount Raised:** \$5,900,000  
**Date of Financing:** 12/15/2009  
**Investors:** Austin Ventures, vSpring Capital, Peterson Ventures

## **Outside Professionals**

<b>Company</b>	<b>Investor</b>
Counsel: Holland & Hart LLP	Counsel: Wilson Sonsini Goodrich & Rosati (Austin Ventures)
Other Advisors: CFO Solutions	





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# TopTenREVIEWS, Inc.

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2425 Lincoln Avenue  
Ogden, Utah 84401  
www.toptenreviews.com  
(801) 528-4154

## **Company Information:**

TopTenREVIEWS gives you the information you need to make a smart purchase. We make a recommendation for the best product in each category. Through our side-by-side comparison charts, news, articles, and videos we simplify the buying process for consumers.

**CEO:** Jerry Popelato

**CFO:** Marc White

**Industry:** Web Advertising

**Stage of Development:** Generating Revenue

**Year Founded:** 2003

## **Financing**

**Description:** Equity

**Amount Raised:** \$1,500,000

**Date of Financing:** 12/30/2009

**Investors:** Villiage Ventures and Highway 12

## **Outside Professionals**

### **Company**

**Counsel:** Holland & Hart

**Other Advisors:** CFO Solutions



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# Velosum

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9690 South 300 West, Suite 313

Sandy, Utah 84070

[www.velosum.com](http://www.velosum.com)

(801) 839-3138 (801) 208-9266

## Company Information:

Velosum is a leading provider of digital acquisition and Internet-based, on-demand portal technologies based out of Sandy, Utah. Velosum solutions enable organizations to "Write Paper to the Web!" Velosum's software provides management and real-time integration of handwritten data to other databases and Internet sites. Velosum launched its first vCitePlus application in January of 2008 and now has nineteen public safety customers across the United States. Velosum has also launched vTrialsPlus, a clinical trials monitoring tool, and vFormsPlus, a manufacturing/logistics data collection and reporting tool, using the Velosum digital portal technologies. Velosum licenses digital pattern from Anoto Group AB. For more information, please visit [www.velosum.com](http://www.velosum.com).

**CEO:** Leland H. Boardman

**Stage of Development:** Generating Revenue

**Number of Employees:** 20

**Industry:** Software (Data Capture & Management)

**Year Founded:** 2002

## Financing

**Description:** Equity

**Amount Raised:** \$2,055,000

**Date of Financing:** January 2009

**Investors:** Private equity investors

## Outside Professionals

### **Company**

**Counsel:** Parr, Brown, Gee & Loveless

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# Vital Access, Inc.

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2302 S. President's Dr. Suite C

Salt Lake City, UT 84120

[www.vital-access.com](http://www.vital-access.com)

(801) 433-9390 (801) 433-9300

## Company Information:

Vital Access, Inc. conducts research and development activities to generate less invasive medical devices and products to improve long-term vascular access.

**CEO:** Doug Smith

**CFO:** Trent Loveless

**Industry:** Medical Device

**Stage of Development:** Development

**Number of Employees:** 10

**Year Founded:** 2006

## Financing

**Description:** Equity

**Amount Raised:** \$1,050,000

**Date of Financing:** May 2009

**Investors:** ATP Investor

## Outside Professionals

### **Company**

**Counsel:** Mark Schneider

**Accounting Firm:** Tanner LC



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# Waste Water Compliance Systems

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PO Box 58065

Salt Lake City, Utah 84158

www.wastewater-compliance-systems.com

(801) 647-0068

## **Company Information:**

Wastewater Compliance Systems, Inc. (WCS) is a provider of customized engineered wastewater lagoon treatment systems incorporating the patented poo-gloo. WCS addresses wastewater lagoon operators' need to comply with state and federal environmental regulations. Poo-gloo systems are capable of enhancing the efficiency and capacity of existing systems without dramatically increasing capital or operating costs.

**CEO:** Fred Jaeger

**Stage of Development:** Generating Revenue

**Number of Employees:** 4

**Industry:** Environmental Technology Products

**Year Founded:** 2008

## **Financing**

**Description:** Angel

**Amount Raised:** \$185,000

**Date of Financing:** Q2 2009

**Investors:** Park City Angels

## **Outside Professionals**

### **Company**

Other Advisors: CFO Solutions; USTAR

### **Investor**

Other Advisors:



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# Zinch

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42 North University Avenue, Suite 210

Provo, Utah 84601

www.zinch.com

(888) 229-4624 (801) 734-3939

## Company Information:

Based on our comprehensive student profile, we can match students to any scholarship out there. Students tell us who they are...and we hook them up with scholarships that matter. Zinch allows students to learn about, get recruited by, and interact with more than 807 colleges and universities from all over the world. And it happens on a platform that students embrace - the web. The college admissions process is very stressful. We know. So we let students connect with other students who are going through the same frustration, struggles and pains as they are. Hopefully that way the process can be a little bit easier.

**CEO:** Mike Hagen

**CFO:** Tina Yan

**Industry:** Internet/User Content

**Stage of Development:** Generating Revenue

**Number of Employees:** 5

**Year Founded:** 2007

## Financing

**Description:** Equity

**Amount Raised:** \$4,000,000

**Date of Financing:** 10/15/2009

**Investors:** New World Ventures

Utah Department of Commerce

# Division of Securities

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Salt Lake City, UT 84111  
phone (801) 530-6600  
[www.securities.utah.gov](http://www.securities.utah.gov)

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## Mergers and Acquisitions

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Merger and acquisition activity remained slow in 2009. This year's report includes 31 M&A transactions with a total valuation of approximately \$2.7 billion; a slight decrease from the 34 transactions valued at approximately \$3.2 billion in 2008. The current economic recession has heavily affected both acquisition and exit opportunities nationally and in Utah.

This section always presents the most difficult data to obtain because of the turnover in management, which frequently occurs as a result of acquisitions. In addition, a large number of transactions or transaction values were not reported for confidentiality reasons. The information in this section was obtained from a variety of sources including the MountainWest Capital Network website, Columbia West Capital LLP - Utah Deal Intelligence Alerts, SiliconSlopes.com, the local financial community and the press.

In addition to the 31 deals included in this year's Report, we received a number of additional submissions that did not include a transaction value. Information with respect to those deals can be found on page 171 of this report and on our partner's website at [www.siliconslopes.com](http://www.siliconslopes.com).

The following pages provide a graphical analysis of data collected since 2003. The aggregated data is useful in showing trends, but no claim is made as to its overall accuracy or completeness.

# Utah CEO

What forward thinkers read today

*All three times, we gambled everything.  
And the interesting part of it was there  
was no pattern or model to indicate that  
we could turn the situation around--just  
a belief in oneself."*

— Larry Miller (1944-2009), Founder, LHM Group of Companies, referring  
to three critical make-or-break moments in his ownership of the  
Utah Jazz. (*Utah CEO*, July 2008)



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comes  
**aspiration**

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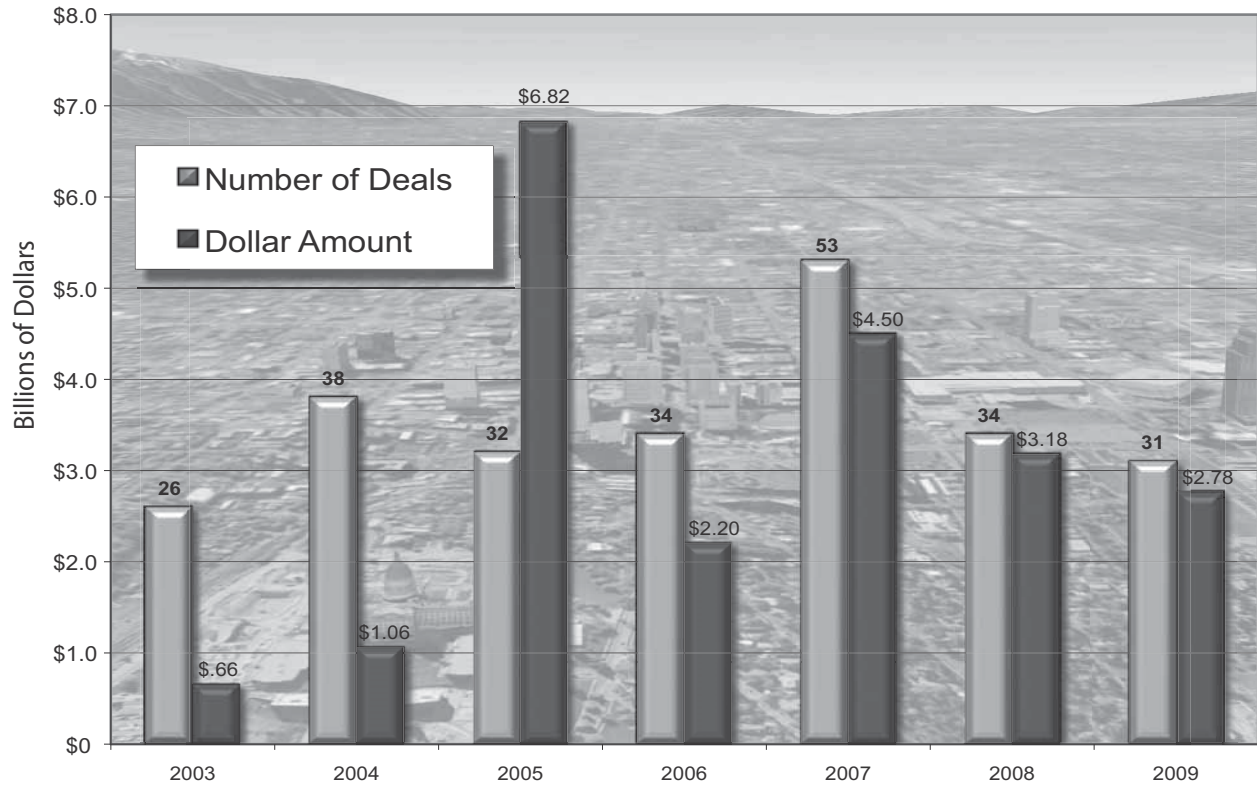
## Number of M&A Deals by Year and Industry

	2003	2004	2005	2006	2007	2008	2009
Biotechnology	2	4	5	7	10	3	6
Communication	3	2	4	5	3	1	0
Consumer Products	2	0	0	1	1	0	0
Energy	0	5	0	1	3	0	3
Financial Services	0	2	3	2	1	1	0
Hardware	0	0	0	2	1	0	0
IS/Internet	2	2	3	1	5	3	6
Manufacturing	2	5	1	3	6	3	2
Medical Devices	0	0	0	0	0	0	0
Retail	3	0	1	1	4	1	0
Services/Marketing	2	3	1	3	8	7	0
Software	7	8	7	2	5	11	6
Other	3	7	7	6	6	4	8
Total	26	38	32	34	53	34	31

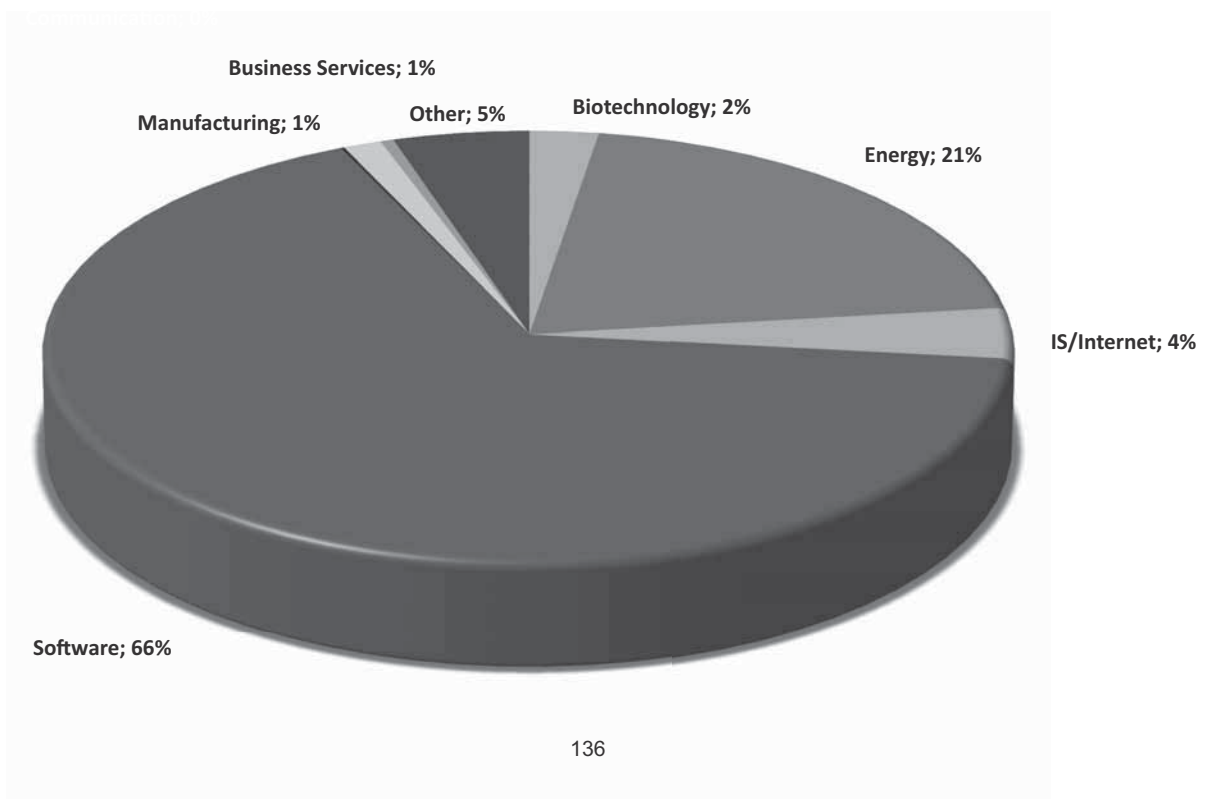
## Percentage of M&A Deals by Year and Industry

	2003	2004	2005	2006	2007	2008	2009
Biotechnology	7.7%	10.5%	15.6%	20.6%	18.9%	8.8%	19.4%
Communication	11.5%	5.3%	12.5%	14.7%	5.7%	2.9%	0.0%
Consumer Products	7.7%	0.0%	0.0%	2.9%	1.9%	0.0%	0.0%
Energy	0.0%	13.2%	0.0%	2.9%	5.7%	0.0%	9.7%
Financial Services	0.0%	5.3%	9.4%	5.9%	1.9%	2.9%	0.0%
Hardware	0.0%	0.0%	0.0%	5.9%	1.9%	0.0%	0.0%
IS/Internet	7.7%	5.3%	9.4%	2.9%	9.4%	8.8%	19.4%
Manufacturing	7.7%	13.2%	3.1%	8.8%	11.3%	8.8%	6.5%
Medical Devices	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Retail	11.5%	0.0%	3.1%	2.9%	7.5%	2.9%	0.0%
Services/Marketing	7.7%	7.9%	3.1%	8.8%	15.1%	20.6%	0.0%
Software	26.9%	21.1%	21.9%	5.9%	9.4%	32.4%	19.4%
Other	11.5%	18.4%	21.9%	17.6%	11.3%	11.8%	25.8%

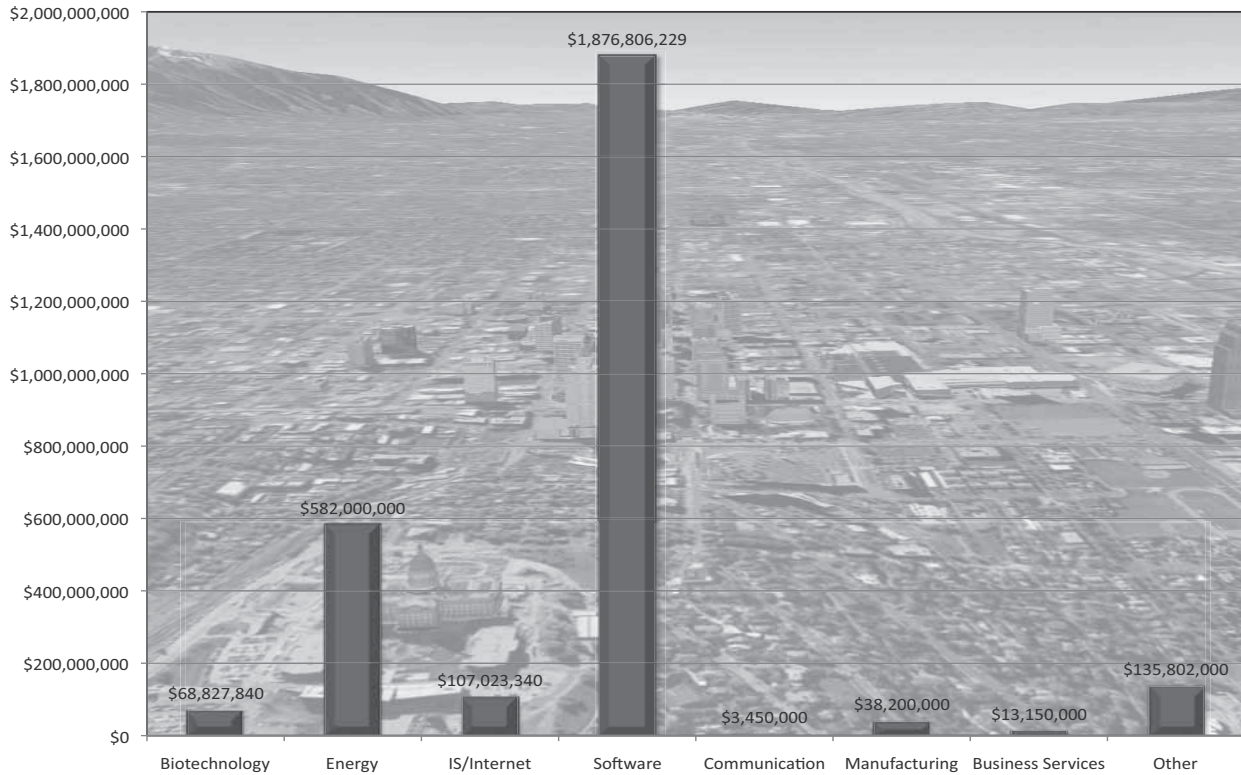
## Historic M&A Deals and Dollar Amounts



## 2009 M&A Deals by Industry Based on Dollar Amounts



# 2009 M&A Deals by Industry and Dollar Amounts



## PICTURE YOUR SLICE OF THE PIE



Visual Communications for the  
Legal & Financial Fields



**PERSUASION  
STRATEGIES**  
A SERVICE OF HOLLAND & HART LLP

Contact: Pen Volkman  
Director of Graphics & Video Services  
pvolkmann@persuasionstrategies.com  
303-295-8120

# KALL 700 SPORTS



Mike & Mike  
4am - 8am

Colin Cowherd  
8am - 12pm

Dan Patrick  
12pm - 3pm

Bill & Spence  
3pm - 7pm

[www.kall700sports.com](http://www.kall700sports.com)

[www.kall700sports.com](http://www.kall700sports.com)

***Congratulations to Utah's Business Leaders.***

***Thank you for making KALL 700 ESPN  
your preferred radio partner.***

***Chuck Norris listens to KALL 700 ESPN Radio***

**KALL 700  
SPORTS**



**ESPN  
((RADIO))**



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# ActiveCare, Inc.

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5095 West 2100 South  
Salt Lake City, Utah 84120

www.activecare.com

801-974-9474 (P) 801-974-9553 (F)

## Company Information:

ActiveCare, Inc. provides services to seniors, the chronically ill and the disabled that gives them the independence and freedom that they deserve. It offers a state of the art cell-phone-like device that has been designed for ease of use, connecting customers with the company's Care Center at the touch of a button or when a fall is detected. The Care Center provides services from concierge services to assisting in dispatching emergency services in the event of a medical or other emergency. ActiveCare's unique service and product offerings combine cellular and GPS technologies and robust member databases with an experienced monitoring center management team. Through these services ActiveCare aims to keep seniors in their homes for an additional 1 to 5 years.

<b>CEO:</b> James Dalton	<b>Stage of Development:</b> Public
<b>CFO:</b> Michael Acton, CFO	<b>Number of Employees:</b> 16
<b>Industry:</b> Medical Equipment	<b>Year Founded:</b> 1991

## Transaction

<b>Transaction Description:</b>	Acquisition of all outstanding shares of HG Partners	
<b>Transaction Value:</b> \$735,840	<b>Date of Transaction:</b>	9/2/2009
<b>Acquiror:</b>	ActiveCare, Inc.	
<b>Acquiree:</b>	HG Partners, Inc.	

## Outside Professionals

	<b>Acquiror:</b>	<b>Acquiree:</b>
<b>Counsel:</b>	Durham Jones & Pinegar	Haynes & Boone, LLP; Peter J. Weisman, P.C.
<b>Accounting Firm:</b>	Hansen, Barnett & Maxwell, PC	
<b>Other Advisors:</b>	Tanner LC	



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# Avinti

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384 South 400 West, Suite 110

Lindon, UT 84042

www.avinti.com

801 443 3200 (P)

## Company Information:

Avinti, Inc. develops email security solutions. Its products include iSolation Server, a security solution that enables organizations to protect their email from zero-day malware attacks, targeted threats, mass variants, and blended threats. The company serves government, healthcare, technology, educational, and financial institutions.

**CEO:** Acquired

**Stage of Development:** Startup

**CFO:** Acquired

**Number of Employees:** 15

**Industry:** Software

**Year Founded:** 2002

## Transaction

**Transaction Description:** Asset Sale

**Transaction Value:** \$840,100

**Date of Transaction:** 4/14/2009

**Acquiror:** Marshal8e6

**Acquiree:** Avinti

## Outside Professionals

**Counsel:**

**Acquiror:**

Lovells LLP

**Acquiree:**

Ray Quinney & Nebeker PC

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# Bard Access Systems, Inc.

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*Advancing the Delivery of Health Care.™*

605 N. 5600 W.

Salt Lake City, UT 84116

www.bardaaccess.com

801 595 0700 (P) 801 595 4975 (F)

## **Company Information:**

Bard Access Systems, Inc. is an innovator and market leader in vascular access devices. Bard Access Systems creates products that have a positive impact on people's lives. We develop, manufacture and distribute medical devices used by an array of practitioners in the process of gaining access to the circulatory and other select systems for the purpose of delivering chemotherapy, blood products, antibiotics, drugs or nutrition.

<b>CEO:</b> Timothy M. Ring	<b>Stage of Development:</b> Generating Revenue
<b>CFO:</b> Sandy Stoddard, CFO	<b>Number of Employees:</b> 300
<b>Industry:</b> Medical Equipment	<b>Year Founded:</b> 1923

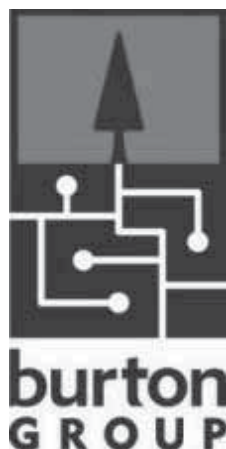
## **Transaction**

<b>Transaction Description:</b>	Acquisition		
<b>Transaction Value:</b>	\$14,900,000	<b>Date of Transaction:</b>	9/4/2009
<b>Acquiror:</b>	Bard Access Systems, Inc.		
<b>Acquiree:</b>	Spire Biomedical Inc. (hemodialysis catheter division)		

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# Burton Group, Inc.

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7090 Union Park Center  
Suite 200

Midvale, UT 84047-6051

[www.burtongroup.com](http://www.burtongroup.com)

800.824.9924 (P) 801.556.3611 (F)

## Company Information:

Burton Group provides in-depth, IT research and advisory services to executives and technologists at Global 2000 organizations. Focused on strategic business technologies and the unique needs of enterprise organizations, Burton Group provides clients broad access to a suite of powerful, intuitive research and decision support tools unmatched in the industry.

**CEO:** Jamie Lewis                      **Stage of Development:** Generating Revenue  
**CONTROLLER:** Jancy Loughridge  
**Industry:** Internet / E-commerce                      **Year Founded:** 1990

## Transaction

**Transaction Description:** Acquisition of all outstanding shares  
**Transaction Value:** \$56,000,000                      **Date of Transaction:** 12/30/2009  
**Acquiror:** Gartner Inc.  
**Acquiree:** Burton Group, Inc.

## Outside Professionals

**Counsel:**                                      **Acquiror:**                                      **Acquiree:**  
Verrill Dana LLP                                      Wilson Sonsini Goodrich & Rosati PC  
**Accounting Firm:**                                      KPMG



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# The Buckner Company

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6550 S. Millrock Drive, Suite 300  
Salt Lake City, UT 84121

www.buckner.com

801.937.6700 (P) 801.937.6710 (F)



## Company Information:

The Buckner Company is a third-generation, family-owned business led by President and CEO Terry H. Buckner. Rooted in the Great Depression, when Terry's grandfather Elmer Ray first started the firm, the company began a tradition of placing customer service ahead of profits. Today, that tradition is still alive and well. But customer service is just one reason The Buckner Company has a client retention rate of 95%. The average tenure of our producers and staff is nearly 20 years, so we have the knowledgeable, experienced professionals necessary to make sure you and your business are given the best advice and service available.

<b>CEO:</b> Terry H. Buckner	<b>Stage of Development:</b> Generating Revenue
<b>CFO:</b> Matt Frost	<b>Number of Employees:</b> 120
<b>Industry:</b> Insurance	<b>Year Founded:</b> 1936

## Transaction

### **Transaction Description:**

**Transaction Value:** \$17,000,000 (\$2 Million in Revenue and approximately \$15 million in premiums)

**Date of Transaction:** 11/19/2009

**Acquiror:** The Buckner Company

**Acquiree:** Flying J Insurance

## Outside Professionals

### **Acquiror:**

**Counsel:** Snow, Christensen and Martineau

**Accounting Firm:** Ulrich and Associates

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# ClearOne Communications, Inc.

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5225 Wiley Post Way, Suite 500

Salt Lake City, Utah 84116

www.clearone.com

801.975-7200 (P) 801.937.6710 (F)

## Company Information:

ClearOne develops and markets advanced audio and video connectivity technologies that enhance the quality of life through better communication, education, and entertainment. These technologies include conferencing, collaboration, multimedia and network solutions.

**CEO:** Zee Hakimoglu

**Stage of Development:** Generating Revenue

**CFO:** Narsi Narayanan

**Number of Employees:** 121

**Industry:** Communications

**Year Founded:** 1983

## Transaction

**Transaction Description:** Acquisition

**Transaction Value:** \$3,450,000

**Date of Transaction:** 11/3/2009

**Acquiror:** ClearOne Communications, Inc.

**Acquiree:** NetStreams, Inc.

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# EconoReel Corp.

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**P.O. Box 4865**  
**Logan, UT 84323**

www.econoreel.com

435 713 4900 (P) 217 824 4871 (F)

## **Company Information:**

EconoReel™ designs, manufactures, and distributes plastic and composite spools and reels. We provide quality spools and reels to our customers at lower prices than our competitors. That's a bold statement, but it is true. We do this by using patented, cutting edge technology and the latest engineering and manufacturing methods. We have a long history of supplying spools and reels to the wire and cable industry.

**CEO:** Robert Ripplinger

**Stage of Development:** Generating Revenue

**Industry:** Manufacturing

**Year Founded:** 2002

## **Transaction**

**Transaction Description:** Acquisition off all outstanding shares

**Transaction Value:** \$7,200,000

**Date of Transaction:** 12/1/2009

**Acquiror:** Sonoco Products Co.

**Acquiree:** EconoReel Corp.

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# Flying J, Inc.

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1104 Country Hills Drive  
Ogden, UT 84403

www.flyingj.com

801-624-1000 (P)

## Company Information:

Based in Ogden, Utah, Flying J Inc. is among the 20 largest private companies in America. This fully integrated oil company employs approximately 14,700 people in the U.S. and Canada through its interstate operations, transportation, refining and supply, exploration and production, as well as its financial services and communications, divisions.

**CEO:** Crystal Call Maggelet

**Stage of Development:** Generating Revenue

**CFO:** Scott Clayson

**Number of Employees:** 14,500

**Industry:** Energy

**Year Founded:** 1968

## Transaction

**Transaction Description:** Sale of Assets

**Transaction Value:** \$103,500,000

**Date of Transaction:** 12/22/2009

**Acquiror:** El Paso Corp

**Acquiree:** Flying J, Oil and Gas

## Outside Professionals

**Accounting Firm**

**Acquiree:**

KPMG

**Other Advisors:**

Blackstone Group

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# Flying J, Inc.

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1104 Country Hills Drive  
Ogden, UT 84403

www.flyingj.com

801-624-1000 (P)

## Company Information:

Based in Ogden, Utah, Flying J Inc. is among the 20 largest private companies in America. This fully integrated oil company employs approximately 14,700 people in the U.S. and Canada through its interstate operations, transportation, refining and supply, exploration and production, as well as its financial services and communications, divisions.

**CEO:** Crystal Call Maggelet

**Stage of Development:** Generating Revenue

**CFO:** Scott Clayson

**Number of Employees:** 14,500

**Industry:** Energy

**Year Founded:** 1968

## Transaction

**Transaction Description:** Sale of Assets

**Transaction Value:** \$350,000,000

**Transaction Value:** \$350,000,000

**Acquiror:** Magellan Midstream Partners L.P.

**Acquiree:** Flying J subsidiary; Longhorn Partners Pipeline, L.P.

## Outside Professionals

**Accounting Firm**

**Acquiree:**

KPMG

**Other Advisors:**

Blackstone Group

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# Fonix Corp.

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387 South 520 West, Suite 210  
Lindon, UT 84942

www.fonix.com

801-553-6600 (P) 801-553-6707 (F)

## Company Information:

Fonix Corporation was founded in 1994 and is headquartered in Salt Lake City, Utah. Fonix Corporation owns Fonix Speech, Inc., an innovative speech recognition and text-to-speech technology company that provides speech interfaces for devices and systems. Fonix Speech licenses its technology to major electronic manufacturers and software developers in the United States, Asia and Europe.

**CEO:** Roger Dudley

**Stage of Development:** Generating revenue

**Number of Employees:** 50+

**Industry:** Software

**Year Founded:** 1994

## Transaction

**Transaction Description:** Acquisition

**Transaction Value:** \$3,510,000

**Date of Transaction:** 3/10/2009

**Acquiror:** Fonix Corp.

**Acquiree:** Gaozhi Software Systems Ltd.

## Outside Professionals

### **Acquiror:**

**Counsel:**

Durham Jones & Pinegar

**Accounting Firm:**

Hansen, Barnett & Maxwell, PC

**Other Advisors:**

Tanner LC



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# Huntsman Corporation

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**HUNTSMAN**

Enriching lives through innovation

500 Huntsman Way  
Salt Lake City, UT 84108

www.huntsman.com

801-584-5700 (P) 801-584-5781 (F)

## Company Information:

We are a global manufacturer of differentiated organic chemical products and of inorganic chemical products. Our Company, a Delaware corporation, was formed in 2004 to hold the Huntsman businesses. Jon M. Huntsman founded the predecessor to our Company in the early 1970s as a small polystyrene plastics packaging company. Since then, we have grown through a series of significant acquisitions and now own a global portfolio of businesses. In 2005, we completed an initial public stock offering.

<b>CEO:</b> Peter R. Huntsman	<b>Stage of Development:</b> Public
<b>CFO:</b> J. Kimo Esplin	<b>Number of Employees:</b> 11,000
<b>Industry:</b> Chemicals	<b>Year Founded:</b> 1970

## Transaction

<b>Transaction Description:</b>	Purchase of Division		
<b>Transaction Value:</b>	\$31,000,000	<b>Date of Transaction:</b>	6-23-2009
<b>Acquiror:</b>	Huntsman Corp		
<b>Acquiree:</b>	Baroda Division of Metrochem Industries		

## Outside Professionals

**Other Advisors:**

**Acquiror:**

Tanner LC



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# Ikano

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**124 North Charles Lindbergh  
Salt Lake City 84116**

<http://www.ikano.com>

801-924-0900 (P) 801-924-0908 (F)

## **Company Information:**

IKANO Communications was founded over 10 years ago as a regional Internet service provider in the Intermountain West and since then has flourished to become the industry leader in private-label, wholesale, and retail Internet services. IKANO leverages its ISP platform to provide outstanding services at highly competitive prices. The company's rapid growth and excellence in the field have resulted in IKANO's ranking in the Inc. 500, Technology Fast 500, Inner City 100, Utah 100, and Call Center of the Year.

**CEO:** George Naspo

**Stage of Development:** Generating Revenue

**CFO:** Ed Dailey

**Number of Employees:** 250

**Industry:** Internet

**Year Founded:** 2000

## **Transaction**

**Transaction Description:** Acquisition

**Transaction Value:** \$5,000,000

**Date of Transaction:** 12/1/2009

**Acquiror:** Ikano

**Acquiree:** Defender Technologies Group



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# Merit Medical

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1600 West Merit Parkway  
South Jordan, UT 84095

www.merit.com

801-253-1600 (P) 801-253-1652 (F)

## Company Information:

Merit Medical Systems, Inc. (Nasdaq: MMSI) is a leading manufacturer of medical devices used in diagnostic and interventional cardiology and radiology procedures. Its primary products consist of inflation devices used in angioplasty, stent placement and discography; diagnostic and therapeutic catheters used for various procedures in cardiology and radiology; guide wires used to place balloon angioplasty catheters within a patient's coronary arteries; products used to manage and monitor the administration of contrast and other fluid solutions during diagnostic and therapeutic procedures; thrombolytic catheters and fluid dispensing systems; angiography accessories; and standard and custom angiography kits.

<b>CEO:</b> Fred P. Lampropoulos	<b>Stage of Development:</b> Public
<b>CFO:</b> Kent Stanger	<b>Number of Employees:</b> 1,654
<b>Industry:</b> Biotechnology	<b>Year Founded:</b> 1987

## Transaction

<b>Transaction Description:</b>	Acquisition	
<b>Transaction Value:</b>	\$1,600,000	<b>Date of Transaction:</b> 3/10/2009
<b>Acquiror:</b>	Merit Medical	
<b>Acquiree:</b>	Biosearch Medical Products	

## Outside Professionals

	<b>Acquiror:</b>
<b>Counsel:</b>	Parr Brown Gee & Loveless

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# Merit Medical

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1600 West Merit Parkway  
South Jordan, UT 84095

www.merit.com

801-253-1600 (P) 801-253-1652 (F)

## Company Information:

Merit Medical Systems, Inc. (Nasdaq: MMSI) is a leading manufacturer of medical devices used in diagnostic and interventional cardiology and radiology procedures. Its primary products consist of inflation devices used in angioplasty, stent placement and discography; diagnostic and therapeutic catheters used for various procedures in cardiology and radiology; guide wires used to place balloon angioplasty catheters within a patient's coronary arteries; products used to manage and monitor the administration of contrast and other fluid solutions during diagnostic and therapeutic procedures; thrombolytic catheters and fluid dispensing systems; angiography accessories; and standard and custom angiography kits.

<b>CEO:</b> Fred P. Lampropoulos	<b>Stage of Development:</b> Public
<b>CFO:</b> Kent Stanger	<b>Number of Employees:</b> 1,654
<b>Industry:</b> Biotechnology	<b>Year Founded:</b> 1987

## Transaction

<b>Transaction Description:</b>	Asset Acquisition		
<b>Transaction Value:</b>	\$19,000,000	<b>Transaction Value:</b>	\$19,000,000
<b>Acquiror:</b>	Merit Medical		
<b>Acquiree:</b>	Alvelous		

## Outside Professionals

	<b>Acquiror:</b>
<b>Counsel:</b>	Parr Brown Gee & Loveless

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# Merit Medical

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1600 West Merit Parkway  
South Jordan, UT 84095

www.merit.com

801-253-1600 (P) 801-253-1652 (F)

## Company Information:

Merit Medical Systems, Inc. (Nasdaq: MMSI) is a leading manufacturer of medical devices used in diagnostic and interventional cardiology and radiology procedures. Its primary products consist of inflation devices used in angioplasty, stent placement and discography; diagnostic and therapeutic catheters used for various procedures in cardiology and radiology; guide wires used to place balloon angioplasty catheters within a patient's coronary arteries; products used to manage and monitor the administration of contrast and other fluid solutions during diagnostic and therapeutic procedures; thrombolytic catheters and fluid dispensing systems; angiography accessories; and standard and custom angiography kits.

<b>CEO:</b> Fred P. Lampropoulos	<b>Stage of Development:</b> Public
<b>CFO:</b> Kent Stanger	<b>Number of Employees:</b> 1,654
<b>Industry:</b> Biotechnology	<b>Year Founded:</b> 1987

## Transaction

<b>Transaction Description:</b>	Asset Acquisition
<b>Transaction Value:</b> \$21,000,000	<b>Transaction Value:</b> \$21,000,000
<b>Acquiror:</b> Merit Medical	
<b>Acquiree:</b> EN Snare foreign body retrieval device	From Hatch Medical

## Outside Professionals

<b>Counsel:</b>	<b>Acquiror:</b>
	Parr Brown Gee & Loveless

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# Move Networks

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796 East Valley Drive  
American Fork, UT 84003

www.movenetworks.com  
801-756-5805 (P) 801-756-5806

## **Company Information:**

Move Networks is a global provider of comprehensive solutions that delivers the next generation of live, multi-channel television over the Internet. Leveraging its award-winning adaptive streaming technology, Move Networks integrates middleware, content management, subscription packaging, billing, and digital rights management to deliver a rich television experience through the Internet. Move's platform provides both telecommunications providers and media companies with the ability to generate revenue through both subscription-based services and enhanced advertising solutions.

**CEO:** Roxanne Austin

**Stage of Development:** Generating Revenue

**CFO:** Jamie Harper

**Industry:** Internet

**Year Founded:** 2000

## **Transaction**

**Transaction Description:** Acquisition

**Transaction Value:** \$7,783,349

**Date of Transaction:** 4/22/2009

**Acquiror:** Move Networks

**Acquiree:** Inuk Networks

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# National Fitness

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1645 East Highway 193

Layton, UT 84040

www.nationalfitness.com

801-926-3121 (P) 800-574-0074 (F)

## Company Information:

National Fitness provides accounts receivable management and billing services for health clubs throughout the United States. In addition National provides access to club management productivity software that they have developed for their customers along with other products that are complementary to the fitness industry.

<b>CEO:</b> Bailey Hall	<b>Stage of Development:</b> Growth
<b>CFO:</b> George Ulrich	<b>Number of Employees:</b> 110
<b>Industry:</b> Business Services	<b>Year Founded:</b> 12/31/2002

## Transaction

<b>Description:</b> Acquisition of National Fitness by Bailey Hall	
<b>Transaction Value:</b> \$13,150,000	<b>Date of transaction:</b> 6/30/2009
<b>Acquirer:</b> Bailey Hall	
<b>Acquiree:</b> National Fitness	

## Outside Professionals

	<b>Acquirer:</b>	<b>Acquiree:</b>
<b>Company's Counsel:</b>	Stanford Smith	
<b>Accounting Firm:</b>	Mayer Hoffman McCann, PC	Ulrich & Associates



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# Natural Blue Resources

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Natural Blue Resources

www.naturalblueresources.com

800-878-4349 (P)

## **Company Information:**

Natural Blue Resources will meet the challenge of recycling and conservation with its interrelated business operations and opportunities. As our first priority, our management team has begun to carefully select, acquire, and negotiate acquisitions of operating businesses that are both operating efficiently and are companies that meet our corporate mantra of promoting and operating green technologies while conserving Natural Resources.

State-of-the-art technology such as Natural Blue's water purification in tandem with the energy efficient microwave residual drying using its newly acquired and exclusive Eco Wave Technology can provide communities with comprehensive, focused strategies and a proven real-world application, which will meet future needs.

**CEO:** Toney Anaya

**Stage of Development:** Public

**Industry:** Environmental

## **Transaction**

**Transaction Description:** Acquisition of all outstanding stock

**Transaction Value:** \$17,900,000

**Date of Transaction:** 8/14/2009

**Acquiror:** Natural Blue Resources

**Acquiree:** Eco Wave

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# Nutraceutical International

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1400 Kearns Boulevard

Park City, UT 84060

www.nutraceutical.com

(800) 669-8877 (P) (800) 767-8514 (F)

## Company Information:

Nutraceutical International Corporation is one of the nation's largest manufacturers of nutritional supplements sold in health and natural food stores. Since 1932, we have led the industry in innovation, quality products, and service to our retailers and consumers.

**CEO:** Frank W. Gay II

**Stage of Development:** Public

**CFO:** Cory J. McQueen

**Number of Employees:** 655

**Industry:** Healthcare

**Year Founded:** 1932

## Transaction

**Transaction Description:** Acquisition of Assets

**Transaction Value:** \$4,624,000

**Date of Transaction:** 7/1/2009

**Acquiror:** Nutraceutical International Corporation

**Acquiree:** AJG Brand

## Outside Professionals

Acquiror:

**Other Advisors:**

CBIZ and Mayer Hoffman  
McCann; Columbia West  
Capital



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# Nutraceutical International

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1400 Kearns Boulevard

Park City, UT 84060

www.nutraceutical.com

(800) 669-8877 (P) (800) 767-8514 (F)

## Company Information:

Nutraceutical International Corporation is one of the nation's largest manufacturers of nutritional supplements sold in health and natural food stores. Since 1932, we have led the industry in innovation, quality products, and service to our retailers and consumers.

**CEO:** Frank W. Gay II

**Stage of Development:** Public

**CFO:** Cory J. McQueen

**Number of Employees:** 655

**Industry:** Healthcare

**Year Founded:** 1932

## Transaction

**Transaction Description:** Acquisition of Assets

**Transaction Value:** \$8,578,000

**Transaction Value:** \$8,578,000

**Acquiror:** Nutraceutical International

**Acquiree:** Baywood International

## Outside Professionals

Acquiror:

**Other Advisors:**

CBIZ and Mayer Hoffman  
McCann; Columbia West  
Capital





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# Omniture

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550 East Timpanogos Circle

Orem, UT 84097

<http://www.omniture.com>

801-722-7000 (P) 801-722-7001 (F)

## Company Information:

Omniture is the leading provider of online business optimization, which it delivers through the Omniture Online Marketing Suite™. Online business optimization is a strategy for using customer insight to drive innovation and increased loyalty in Internet marketing. The Omniture Online Marketing Suite - a combination of Internet marketing services and solutions - empowers marketers to use customer insight to optimize interactions, creating more personalized, relevant customer experiences while also maximizing their marketing spend. Our customers are the first to successfully deliver on the vision of more personalized customer-centric experiences, online marketing best practices and innovation using our marketing automation software and services.

<b>CEO:</b> Josh James	<b>Stage of Development:</b> Public
<b>CFO:</b> Michael Herring	<b>Number of Employees:</b> 1,234
<b>Industry:</b> Software	<b>Year Founded:</b> 1996

## Transaction

<b>Transaction Description:</b>	Acquisition of all outstanding stock
<b>Transaction Value:</b> \$1,800,000,000	<b>Date of Transaction:</b> 10/26/2009
<b>Acquiror:</b> Adobe	
<b>Acquiree:</b> Omniture	

## Outside Professionals

	<b>Acquiror:</b>	<b>Acquiree:</b>
<b>Counsel:</b>	Latham & Watkins LLP	Wilson, Sonsini, Goodrich & Rosati
<b>Other Advisors:</b>	CBIZ and Mayer Hoffman McCann	



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# Park City Group

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3160 Pinebrook Road  
Park City, UT 84098

www.parkcitygroup.com  
435-645-2000 (P) 435-645-2010 (F)

## Company Information:

Park City Group is an Software as a Service (SAAS) provider that brings unique visibility to the consumer goods supply chain, delivering actionable information that ensures product is on the shelf when the consumer expects it. Our service increases our customers' sales and profitability while enabling lower inventory levels for both retailers and their suppliers.

<b>CEO:</b>	Randy Fields	<b>Stage of Development:</b>	Public
<b>CFO:</b>	John Merrill	<b>Number of Employees:</b>	70
<b>Industry:</b>	Software Technology – Business Services	<b>Year Founded:</b>	2001

## Transaction

<b>Transaction Description:</b>	Stock Purchase		
<b>Transaction Value:</b>	\$8,305,302	<b>Date of Transaction:</b>	1/13/2009
<b>Acquiror:</b>	Park City Group		
<b>Acquiree:</b>	Prescient Applied Intelligence		

## Outside Professionals

	<b>Acquiror:</b>
<b>Counsel:</b>	Ed Clissold, Esq. – SEC Counsel, Disclosure Law Group
<b>Accounting Firm:</b>	HJ Associates & Consultant LLP
<b>Other Advisors:</b>	Tanner LC



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# Ralph L. Wadsworth Construction

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166 E 14000 South

Suite 200

Draper, UT 84020

www.wadscow.com

801-533-3020 (P) 801-553-1696 (F)

## Company Information:

Founded by Ralph L. Wadsworth in 1975, this Company is a privately owned and operated enterprise that constructs multi-million dollar projects throughout the Intermountain West. As second-generation owners, Kip, Con, Tod and Ty Wadsworth serve as senior executives with Kip currently serving as President and CEO. They surround themselves with a talented and creative pool of key staff members who work hard to fulfill the company's vision, mission and core values.

**CEO:** Kip Wadsworth

**Stage of Development:** Generating revenue

**CFO:** Kevan Blair

**Industry:** Construction

**Year Founded:** 1975

## Transaction

**Transaction Description:** Acquisition of 80% stake

**Transaction Value:** \$64,700,000

**Date of Transaction:** 12/3/2009

**Acquiror:** Sterling Construction Co. Inc.

**Acquiree:** Ralph A Wadsworth Construction

## Outside Professionals

**Counsel:**

**Acquiror:**  
Andrews Kurth, LLP

**Acquiree:**

Kirton & McConkie  
CBIZ and Mayer Hoffman McCann

**Other Advisors:**



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# Remote MDX Inc.

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150 West Civic Center Drive  
Suite 400  
Sandy, UT 84070

www.remotemdx.com  
801-908-5132 (P) 801-451-6281 (F)

## Company Information:

Remote mdX and its subsidiary SecureAlert specialize in patented, wireless, Global Positioning System (GPS) location technologies and systems, providing active GPS offender monitoring solutions since 2001. SecureAlert features GPS products that were the first to utilize GPS and cellular technologies in conjunction with a world-class, in-house monitoring center – offering a comprehensive suite of products and services all under one roof. Currently, SecureAlert provides GPS solutions to several hundred agencies throughout the United States.

**CEO:** David Derrick

**Stage of Development:** Generating revenue

**CFO:** Chad Olsen

**Number of Employees:**

**Industry:** Technology

**Year Founded:** 1997

## Transaction

**Transaction Description:** Acquisition

**Transaction Value:** \$850,827

**Date of Transaction:** 1/14/2009

**Acquiror:** Remote MDX Inc.

**Acquiree:** Bishop Rock Software

## Outside Professionals

**Counsel:**

**Acquiror:** Durham Jones & Pinegar

**Acquiree:**

**Accounting Firm:**

Hansen, Barnett & Maxwell, PC

**Other Advisors:**

Tanner LC



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# Rock Canyon Rehab & Castle Country Care

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27101 Puerta Real  
Suite 450  
Mission Viejo, CA 92691

[www.ensigngroup.net](http://www.ensigngroup.net)

949-487-9500 (P)

## Company Information:

At The Ensign Group, Our mission is to lead the long-term care field by providing an unexpected level of excellence and care in each community we serve. Our Mission is to find and create the most highly-qualified leaders in the delivery of long-term care, and then support them and their fellow caregivers with a world-class service organization. Our mission is to “serve the whole organization:” our caregivers, our residents, their families, the community and our fellow healthcare professionals, bringing everyone together in common goals and accomplishments.

**CEO:** Christopher Christensen      **Stage of Development:** Generating revenue

**CFO:** Suzanne D. Snapper

**Industry:** Healthcare      **Year Founded:** 1999

## Transaction

**Transaction Description:** Acquisition of 3 care facilities; two in Utah

**Transaction Value:** \$23,000,000      **Date of Transaction:** 10/1/2009

**Acquiror:** The Ensign Group

**Acquiree:** Rock Canyon Rehab & Castle Country Care



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# Sparxent

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2795 E. Cottonwood Parkway, Suite 360  
Salt Lake City, UT 84121

www.sparxent.com

801-231-1033 (P) 949-222-2226 (F)

## Company Information:

From systems lifecycle management to endpoint security, help desk to managed services, mid-market companies around the world rely on Sparxent to deliver comprehensive solutions to meet business objectives.

**CEO:** Tyrone Pike

**Stage of Development:** Generating Revenue

**CFO:** Andrew Hyde

**Industry:** Information Services

**Year Founded:** 2007

## Transaction

**Transaction Description:** Acquisition

**Transaction Value:** \$16,800,000

**Date of Transaction:** 7/28/2009

**Acquiror:** Sparxent

**Acquiree:** Cemaphore Systems

## Outside Professionals

**Counsel:**

**Acquiror:**

Holland & Hart



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# Sparxent

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2795 E. Cottonwood Parkway, Suite 360  
Salt Lake City, UT 84121

www.sparxent.com

801-231-1033 (P) 949-222-2226 (F)

## Company Information:

From systems lifecycle management to endpoint security, help desk to managed services, mid-market companies around the world rely on Sparxent to deliver comprehensive solutions to meet business objectives.

**CEO:** Tyrone Pike

**Stage of Development:** Generating Revenue

**CFO:** Andrew Hyde

**Industry:** Information Services

**Year Founded:** 2007

## Transaction

**Transaction Description:** Acquisition

**Transaction Value:** \$7,000,000

**Transaction Value:** \$7,000,000

**Acquiror:** Sparxent

**Acquiree:** XAware

## Outside Professionals

**Counsel:**

**Acquiror:**

Holland & Hart





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# Sparxent

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2795 E. Cottonwood Parkway, Suite 360  
Salt Lake City, UT 84121

www.sparxent.com

801-231-1033 (P) 949-222-2226 (F)

## Company Information:

From systems lifecycle management to endpoint security, help desk to managed services, mid-market companies around the world rely on Sparxent to deliver comprehensive solutions to meet business objectives.

**CEO:** Tyrone Pike

**Stage of Development:** Generating Revenue

**CFO:** Andrew Hyde

**Industry:** Information Services

**Year Founded:** 2007

## Transaction

**Transaction Description:** Acquisition

**Transaction Value:** \$14,400,000

**Transaction Value:** \$14,400,000

**Acquiror:** Sparxent

**Acquiree:** Arbyte Group

## Outside Professionals

**Counsel:**

**Acquiror:**

Holland & Hart



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# Techniscan

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**3216 South Highland Dr. Suite 200  
Salt Lake City 84106**

www.techniscanmedicalsistemas.com  
801-521-0444 (P)

## Company Information:

TechniScan Medical Systems is a publicly traded medical device company engaged in the development and commercialization of an automated ultrasound imaging system. TechniScan's automated imaging system is designed to provide physicians with a new, non-invasive, imaging tool that is intended to aid physicians in breast imaging.

**CEO:** David C. Robinson                      **Stage of Development:** Public  
**CFO:** Steven K. Passey                      **Number of Employees:** 22  
**Industry:** Medical Equipment

## Transaction

**Transaction Description:** Acquisition  
**Transaction Value:** \$11,592,000                      **Date of Transaction:** 10/9/2009  
**Acquiror:** Castillo, Inc.  
**Acquiree:** Techniscan, Inc.

## Outside Professionals

**Counsel:**    **Acquiror:**    **Acquiree:**  
**Accounting Firm:**    Tanner LC    Greenberg Traurig



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# TheraDoc

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257 East 200 South, Suite 600  
Salt Lake City 84111

www.theradoc.com

801 415 4400 (P) 801 415 4444 (F)

## Company Information:

For over 10 years, a growing number of hospitals have come to rely on TheraDoc to monitor diverse patient data, identify safety issues, and facilitate appropriate and timely interventions. Our focus is on transforming clinical decision making through technology that reduces the fragmentation and isolation that exists between patient data and best practice guidelines. At present, TheraDoc software has been licensed by more than 200 US hospitals in 31 states ranging in size from 50-bed community hospitals to integrated delivery networks (IDNs) with more than 3,700 beds, academic and VA medical centers, and children's and oncology specialty hospitals.

**CEO:** Stanley Pestotnick

**Stage of Development:** Generating Revenue

**Industry:** Software

**Number of Employees:** 50

**Year Founded:** 1999

## Transaction

**Transaction Description:** Purchase of all outstanding stock

**Transaction Value:** \$63,300,000

**Date of Transaction:** 12/2/2009

**Acquiror:** Hospira, Inc.

**Acquiree:** Theradoc, Inc.

## Outside Professionals

**Counsel:**

**Acquiror:** Kattan Muchin Rosmann LLP

**Acquiree:** Holland & Hart

**Accounting Firm:**

Mayer Hoffman McCann P.C.

HOLLAND & HART<sup>LLP</sup>



Mayer  
Hoffman  
McCann P.C.  
An Independent CPA Firm

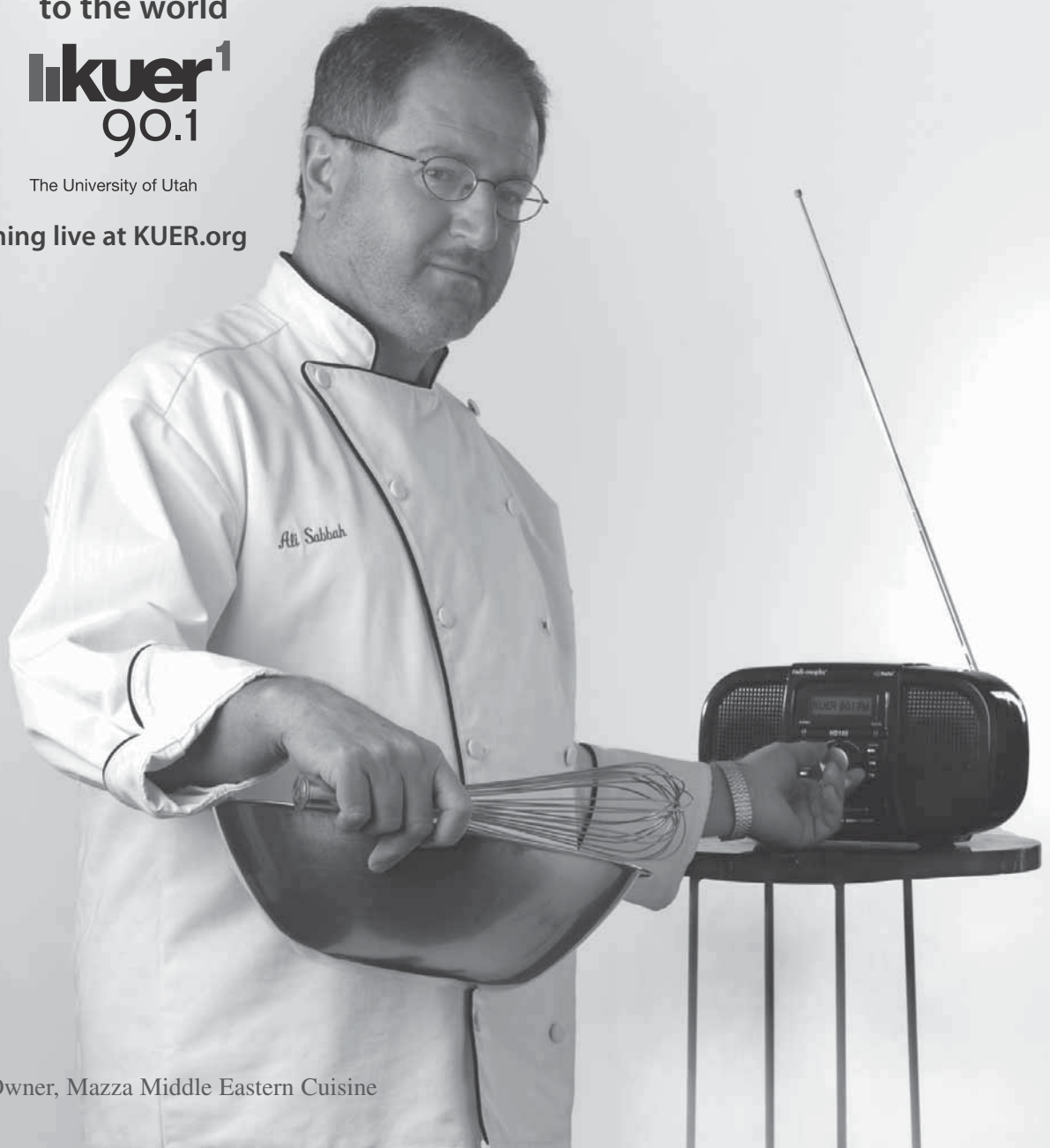
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The University of Utah

On HD & streaming live at [KUER.org](http://KUER.org)



Ali Sabbah, Owner, Mazza Middle Eastern Cuisine

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## Transactions Without Values

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We are including a list of the companies for which transactions were reported, but for which we were unable to obtain transaction values. In some cases these transactions were significant, but the parties elected to keep the details of such deals confidential and therefore we were unable to report them here. We include the names of the companies so that interested parties may pursue additional information should they desire.

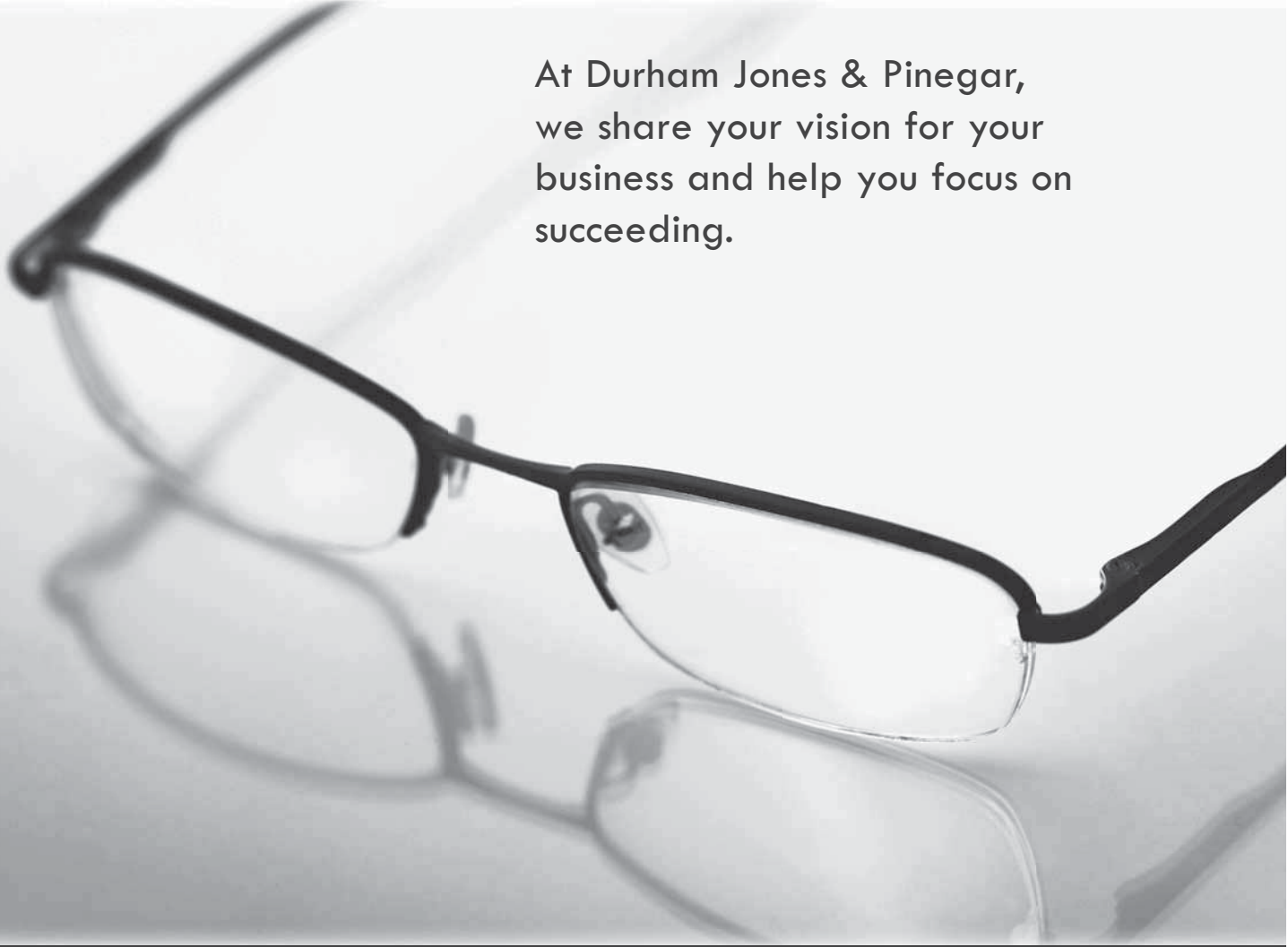
Powdr Corporation	USSO Holding Company, LLC (Real Salt Lake)
Allegiance	Wavelink
Allegiance/Silent Whistle/National Hotline Service	Celio Corp (Redfly)
Apx Alarm, Inc.	HireVue, Inc.
Basic Research	Lingotek
BroadWeave Networks	Sentrx Animal Care
Veracity	Wavelink
Contexo Media	Concerity
Daz Productions	Lean Dispatch
Future Vision	MediProPharma
Informatix Laboratories Corporation	Zerista
MSTAR.NET	Alianza, Inc.
Natural Blue Resources	AxisPointe
Staker Parson	Honey Naturals, LLC
Summit Valley Equipment & Engineering, LLC	Pressure Products, dba OGWA
Team Downhole Services West LLC	Venafi
TopTenReviews	BlackLedger

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[www.djplaw.com](http://www.djplaw.com)

(801) 415-3000

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# Glossary of Investment Terms

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**“A” round** – a financing event whereby angel groups or venture capitalists become involved in a fast growth company that was previously financed by founders and their friends and families, or can refer to the series of Preferred Stock issued in the financing round such as Series A Preferred Stock.

**Accredited investor** – a person or legal entity, such as a company or trust fund, that meets certain net worth and income qualifications and is considered to be sufficiently sophisticated to make investment decisions in complex situations. Regulation D of the Securities Act of 1933 exempts accredited investors from protection under the Securities Act. Qualifications for a person are: \$1 million net worth or annual income exceeding \$200,000 individually or \$300,000 with a spouse. Directors and executive officers of the company selling the securities are considered to be accredited investors.

**Angel** – a wealthy individual that invests in companies in relatively early stages of development. Usually angels invest less than \$1 million per investment. Angels may invest individually or as a group through “angel networks.”

**Anti-dilution** – a contractual clause that protects investors from substantial reduction in percentage ownership in a company due to the issuance by the company of additional shares to other entities.

**“B” round** – a financing event whereby investors such as venture capitalists and organized angel groups are sufficiently interested in a company to provide additional funds after the “A” round of financing, or can refer to the series of Preferred Stock issued in the financing round such as Series B Preferred Stock.

**Basis point** – one one-hundredth (1/100) of a percentage unit. For example, 50 basis points equals one half of one percent. Banks quote variable loan rates in terms of an index plus a margin and the margin is often described in basis points, such as LIBOR plus 400 basis points.

**Blue sky** – regulations in individual states regarding the sale of securities and mutual funds. These laws are intended to protect investors from purposely fraudulent transactions. State laws vary considerably and the laws of the home state of the investor will control for such investment.

**Bootstrapping** – the actions of the founders of a startup company to minimize expenses and build cash flow, thereby reducing or eliminating the need for outside investors.

**Bridge financing** – temporary funding that will eventually be replaced by permanent capital from equity investors or debt lenders. In venture capital, a bridge is usually a short term note (6 to 12 months) that converts to preferred stock. Typically, the bridge lender has the right to convert the note to preferred stock in the next round of financing and sometimes at a discount from the price of the preferred stock sold to other investors in the round. Warrants are also often offered as part of a bridge financing to sweeten the potential upside for the bridge investors.

**Broad-based weighted average ratchet** - a type of anti-dilution mechanism. A weighted average ratchet adjusts downward the price per share of the preferred stock of investor A due to the issuance of new preferred shares to new investor B at a price lower than the price investor A originally received. Investor A's preferred stock is re-priced to a weighted average of investor A's price and investor B's price. A broad-based ratchet uses all common stock outstanding on a fully diluted basis (including all convertible securities, warrants and options) in the denominator of the formula for determining the new weighted average price.

**Burn rate** – the rate at which revenue exceeds expenses, or the rate at which a startup uses available cash to cover expenses. Usually expressed on a monthly or weekly basis.

**Business plan** – a document that describes a concept for a business opportunity. A business plan typically includes the following sections: executive summary, market need, solution, technology, competition, marketing, management, operations and financials.

**C Corporation** – an ownership structure that allows any number of individuals or companies to own shares of a company. A C corporation is a stand-alone legal entity so it offers protection to its owners, managers and investors from liability resulting from the company's actions.

**Capitalization table** – a table showing the owners of a company's shares and their ownership percentages as well as the debt holders. It also lists the forms of ownership, such as common stock, preferred stock, warrants, options, senior debt, and subordinated debt.

**Capital stock** – a description of stock in a company that encompasses all stock types such as common and preferred.

**Capped participating preferred stock** – preferred stock whose participating feature is limited so that an investor cannot receive more than a specified amount.

**Closing** – the conclusion of a financing round whereby all necessary legal documents are signed and capital has been transferred.

**Common stock** – a type of security representing ownership rights in a company. Usually, company founders, management and employees own common stock while investors own preferred stock. In the event of a liquidation of the company, the claims of secured and unsecured creditors, bondholders and preferred stockholders take precedence over common stockholders.

**Control** – the authority of an individual or entity that owns more than 50% of equity in a company or owns the largest block of shares compared to other shareholders.

**Conversion** – the right of an investor or lender to force a company to replace the investor's preferred shares or the lender's debt with common shares at a preset conversion ratio.

**Convertible debt** – a loan which allows the lender to exchange the debt for common or preferred stock in a company at a preset conversion ratio.

**Convertible preferred stock** – a type of stock that gives an owner the right to convert to common shares of stock. Usually, preferred stock has certain rights that common stock doesn't have, such as decision-making management control, a promised return on investment (dividend), or senior priority in receiving proceeds from a sale or liquidation of the company. Typically, convertible preferred stock automatically converts to common stock if the company makes an initial public offering (IPO).

**Convertible security** – a security that gives its owner the right to exchange the security for common shares in a company at a preset conversion ratio. The security is typically preferred stock, warrants or debt.

**Co-sale right** – a contractual right of an investor to sell some of the investor's stock along with the founder's or majority shareholder's stock if either the founder or majority shareholder elects to sell stock to a third-party. Also known as Tag-along right.

**Covenant** – a legal promise to do or not do a certain thing. For example, in a financing arrangement, company management may agree to a negative covenant, whereby it promises not to incur additional debt.

**Cram down round** – a financing event upon which new investors with substantial capital are able to demand and receive contractual terms that effectively cause the issuance of sufficient new shares by the startup company to significantly reduce ("dilute") the ownership percentage of previous investors.

**Cumulative dividends** – the owner of preferred stock with cumulative dividends has the right to receive accrued (previously unpaid) dividends in full before dividends are paid to any other classes of stock.

**Data room** – a specific location where potential buyers or investors can review confidential information about a target company. This information may include detailed financial statements, client contracts, intellectual property, property leases, and compensation agreements.

**Demand rights** – a type of registration right. Demand rights give an investor the right to force a startup to register its shares with the SEC and prepare for a public sale of stock (IPO).

**Dilution** – the reduction in the ownership percentage of current investors, founders and employees caused by the issuance of new shares to new investors.

**Dividends** – payments made by a company to the owners of certain securities. Typically, dividends are paid quarterly, by approval of the board of directors, to owners of preferred stock.

**Down round** – a round of financing whereby the valuation of the company is lower than the value determined by investors in an earlier round.

**Drag-along rights** – the contractual right of an investor in a company to force all other investors to agree to a specific action, such as the sale of the company.

**Due diligence** – the investigatory process performed by investors to assess the viability of a potential investment and the accuracy of the information provided by the target company.

**Earn out**- an arrangement in which sellers of a business receive additional future payments, usually based on financial performance metrics such as revenue or net income.

**Equity** – the ownership structure of a company represented by common shares, preferred shares or unit interests. Equity = Assets – Liabilities.

**First refusal** –the right of a privately owned company or certain of the company's investors to purchase any shares that employees would like to sell.

**Founder** – a person who participates in the creation of a company.



**Founders stock** – nominally priced common stock issued to founders, officers, employees, directors, and consultants at or near the time that the company is founded.

**Friends and family financing** – capital provided by the friends and family of founders of an early stage company.

**Full ratchet** – an anti-dilution protection mechanism whereby the price per share of the preferred stock of investor A is adjusted downward due to the issuance of new preferred shares to new investor B at a price lower than the price investor A originally received. Investor A's preferred stock is repriced to match the price of investor B's preferred stock. Usually as a result of the implementation of a ratchet, company management and employees who own a fixed amount of common shares suffer significant dilution.

**Fully diluted basis** – a methodology for calculating any per share ratios whereby the denominator is the total number of shares issued by the company on the assumption that all warrants and options are exercised and preferred stock is converted at the applicable conversion ratio.

**Grossing up** – an adjustment of an option pool for management and employees of a company which increases the number of shares available over time. This usually occurs after a financing round whereby one or more investors receive a relatively large percentage of the company. Without a grossing up, managers and employees would suffer the financial and emotional consequences of dilution, thereby potentially affecting the overall performance of the company.

**Hockey stick** – the general shape and form of a chart showing revenue, customers, cash or some other financial or operational measure that increases dramatically at some point in the future. Entrepreneurs often develop business plans with hockey stick charts to impress potential investors.

**Incorporation** – the process by which a business receives a state charter, allowing it to become a corporation. Many corporations choose Delaware because its laws are business-friendly, up to date and well understood by institutional investors.

**Incubator** – a company or facility designed to host startup companies. Incubators help startups grow while controlling costs by offering networks of contacts and shared back-office resources.

**Initial public offering (IPO)** – the first offering of stock by a company to the public. New public offerings must be registered with the Securities and Exchange Commission.

**Inside round** – a round of financing in which the investors are the same investors as the previous round. The terms of the inside round may be considered self-dealing if they are onerous to any set of shareholders or if the investors give themselves additional preferential rights.

**Institutional investors** – professional entities that invest capital on behalf of companies or individuals. Examples are: pension plans, insurance companies, venture capital firms, private equity firms and university endowments.

**Intellectual property (IP)** – knowledge, techniques, writings and images that are intangible but often protected by law via patents, copyrights, and trademarks.

**Junior debt** – a loan that has a lower priority than a senior loan in case of a liquidation of the asset or borrowing company. Also known as “subordinated debt”.

**Lead investor** – the venture capital investor that makes the largest investment in a financing round and manages the documentation and closing of that round. The lead investor sets the price per share of the financing round, thereby determining the valuation of the company.

**Letter of intent** – a document confirming the intent of an investor to participate in a round of financing for a company. By signing this document, the subject company agrees to begin the legal and due diligence process prior to the closing of the transaction. Also known as a “Term Sheet”.

**Leverage** – the use of debt to acquire assets, build operations and increase revenues. By using debt, a company is attempting to achieve results faster than if it only used its cash available from pre-leverage operations. The risk is that the increase in assets and revenues does not generate sufficient net income and cash flow to pay the interest costs of the debt.

**Leveraged buyout (LBO)** – the purchase of a company or a business unit of a company by an outside investor using mostly borrowed capital.

**License** – a contract in which a patent owner grants to a company the right to make, use or sell an invention under certain circumstances and for compensation.

**Limited liability company (LLC)** – an ownership structure designed to limit the founders' losses to the amount of their investment. An LLC does not pay taxes, rather its owners pay taxes on their proportion of the LLC profits at their individual tax rates.

**Liquidation** – the sale of a company. This may occur in the context of an acquisition by a larger company or in the context of selling off all assets prior to cessation of operations (Chapter 7 bankruptcy). In a liquidation, the claims of secured and unsecured creditors, bondholders and preferred stockholders take precedence over common stockholders.

**Liquidation preference** – the contractual right of an investor to priority in receiving the proceeds from the liquidation of a company. For example, a venture capital investor with a “2x liquidation preference” has the right to receive two times its original investment upon liquidation.

**Liquidity event** – a transaction whereby owners of a significant portion of the shares of a private company sell their shares in exchange for cash or shares in another, usually larger company. For example, an IPO is a liquidity event.

**Lock-up agreement** – investors, management and employees often agree not to sell their shares for a specific time period after an IPO, usually 6 to 12 months. By avoiding large sales of its stock, the company has time to build interest among potential buyers of its shares.

**Management rights** – the rights often required by a venture capitalist as part of the agreement to invest in a company. The venture capitalist has the right to consult with management on key operational issues, attend board meetings and review information about the company’s financial situation.

**Narrow-based weighted average ratchet** – a type of anti-dilution mechanism. A weighted average ratchet adjusts downward the price per share of the preferred stock of investor A due to the issuance of new preferred shares to new investor B at a price lower than the price investor A originally received. Investor A’s preferred stock is repriced to a weighed average of investor A’s price and investor B’s price. A narrow-based ratchet uses only common stock outstanding in the denominator of the formula for determining the new weighted average price.

**No-shop clause** – a section of an agreement to purchase a company whereby the seller agrees not to market the company to other potential buyers for a specific time period.

**Non-cumulative dividends** – dividends that are payable to owners of preferred stock at a specific point in time only if there is sufficient cash flow available after all company expenses have been paid. If cash flow is insufficient, the owners of the preferred stock will not receive the dividends owed for that time period and will have to wait until the board of directors declares another set of dividends.

**Non-disclosure agreement (NDA)** – an agreement issued by entrepreneurs to protect the privacy of their ideas when disclosing those ideas to third parties in connection with potential partnering or investment opportunities.

**Optics** – the way a concept is presented. Sometimes entrepreneurs’ presentations are strong on optics but weak in content.

**Option pool** – a group of options set aside for long term, phased compensation to management and employees.

**Orphan** – a startup company that does not have a venture capitalist as an investor.

**Outstanding shares** – the total amount of common shares of a company, not including treasury stock, warrants and unexercised options.

**Pay to play** – a clause in a financing agreement whereby any investor that does not participate in a future round agrees to suffer significant dilution compared to other investors. The most onerous version of “pay to play” is automatic conversion to common shares, which in essence ends any preferential rights of an investor, such as the right to influence key management decisions.

**Pari passu** – a legal term referring to the equal treatment of two or more parties in an agreement. For example, a venture capitalist may agree to have registration rights that are pari passu with the other investors in a financing round.

**Participating dividends** – the right of holders of certain preferred stock to receive dividends and participate in additional distributions of cash, stock or other assets.

**Participating preferred stock** – a unit of ownership that includes advantages of both preferred stock and common stock. The preferred stock entitles the owner to receive a predetermined sum of cash (usually the original investment plus accrued dividends) if the company is sold or has an IPO, and the common stock element allows for continued ownership in the company. Participating preferred stock has been characterized as “having your cake and eating it too.”

**Piggyback rights** – rights of an investor to have his or her shares included in a registration of a startup’s shares in preparation for an IPO.

**Portfolio company** – a company that has received an investment from a private equity or venture capital fund.

**Post-money valuation** – the valuation of a company including the capital provided by the current round of financing. For example, a venture capitalist may invest \$5 million in a company valued at \$2 million “pre-money” (before the investment was made). As a result, the startup will have a post-money valuation of \$7 million.

**Preemptive rights – (AKA Participation Right or a Right of First Offer)** the rights of shareholders to maintain their percentage ownership of a company by buying shares sold by the company in future financing rounds.

**Preference** – seniority, usually with respect to dividends and proceeds from a sale or dissolution of a company.

**Preferred stock** – a type of stock that has certain rights that common stock does not have. These special rights may include dividends, participation, liquidity preference, anti-dilution protection and veto provisions, among others. Private equity and venture capital investors usually purchase preferred stock when they make investments in companies.

**Pre-money valuation** – the valuation of a company prior to the current round of financing. For example, a venture capitalist may invest \$5 million in a company valued at \$2 million pre-money. As a result, the startup will have a “post-money” valuation of \$7 million.

**Private placement** – the sale of a security directly to a limited number of institutional and qualified individual investors. If structured correctly, a private placement avoids registration with the Securities and Exchange Commission.

**Private placement memorandum (PPM)** – a document explaining the details of an investment to potential investors. For example, a private equity fund will issue a PPM when it is raising capital from institutional investors. Also, a startup may issue a PPM when it needs growth capital. Also known as “Offering Memorandum.”

**Private securities** – securities that are not registered with the Securities and Exchange Commission and do not trade on any exchanges. The price per share is negotiated between the buyer and the issuer.

**Ratchet** – a mechanism to prevent dilution. An anti-dilution clause is a contract clause that protects an investor from a reduction in percentage ownership in a company due to the future issuance by the company of additional shares to other entities.

**Recapitalization** – the reorganization of a company’s capital structure.

**Redeemable preferred** – preferred stock that can be redeemed by the owner (usually a venture capital investor) in exchange for a specific sum of money, usually the original purchase price.

**Redemption rights** – the right of an investor to force the startup company to buy back the shares issued as a result of the investment. In effect, the investor has the right to take back his/her investment and may even negotiate a right to receive an additional sum in excess of the original investment.

**Registration** – the process whereby shares of a company are registered with the Securities and Exchange Commission under the Securities Act of 1933 in preparation for a sale of the shares to the public.

**Registration rights** – the rights of an investor in a startup regarding the registration of a portion of the startup’s shares for sale to the public. Piggyback rights give the shareholders the right to have their shares included in a registration. Demand rights give the shareholders the option to force management to register the company’s shares for a public offering. Often, registration rights are hotly negotiated among venture capitalists in multiple rounds of financing.

**Regulation D** – an SEC regulation that governs private placements. Private placements are investment offerings for institutional and accredited individual investors but not for the general public. There is an exception that 35 nonaccredited investors can participate.

**Rights offering** – an offering of stock to current shareholders that entitles them to purchase the new issue, sometimes at a discount.

**Right of first refusal** – a contractual right to participate in a transaction. For example, a venture capitalist may participate in a first round of investment in a startup and request a right of first refusal in any following rounds of investment.

**Round** – a financing event involving one or more investors investing at a particular time and on particular terms.

**S corporation** – an ownership structure that limits its number of owners to 100. An S corporation does not pay taxes, rather its owners pay taxes on their proportion of the corporation’s profits at their individual tax rates.

**Secured debt** – debt that has seniority in case the borrowing company defaults or is dissolved and its assets sold to pay creditors.

**Security** – a document that represents an interest in a company. Shares of stock, notes and bonds are examples of securities.

**Securities and Exchange Commission (SEC)** – the regulatory body that enforces federal securities laws such as the Securities Act of 1933 and the Securities Exchange Act of 1934.

**Seed capital** – investment provided by angels, friends and family to the founders of a startup in seed stage.

**Seed stage** – the state of a company when it has just been incorporated and its founders are developing their product or service.

**Senior debt** – a loan that has a higher priority in case of a liquidation of the asset or company.

**Series A preferred stock** – preferred stock issued by a company in exchange for capital from investors in the “A” round of financing. This preferred stock is usually convertible to common shares upon the IPO or sale of the company.

**Spin out** – a division of an established company that becomes an independent entity. Also known as a spin-off.

**Stock** – a share of ownership in a corporation.

**Stock option** – a right to purchase or sell a share of stock at a specific price within a specific period of time. Stock purchase options are commonly used as long term incentive compensation for employees and management of fast growth companies.

**Strategic investor** – a relatively large corporation that agrees to invest in a young company in order to have access to a proprietary technology, product or service. By having this access, the corporation can potentially achieve its strategic goals.

**Subordinated debt** – a loan that has a lower priority than a senior loan in case of a liquidation of the asset or company. Also known as “junior debt”.

**Sweat equity** – ownership of shares in a company resulting from work rather than investment of capital.

**Tag-along right** – the right of a minority investor to receive the same benefits as a majority investor. Usually applies to a sale of securities by investors. Also known as **Co-sale right**.

**Term sheet** – a document confirming the intent of an investor to participate in a round of financing for a company. By signing this document, the subject company agrees to begin the legal and due diligence process prior to the closing of the transaction. Also known as “Letter of Intent”.

**Tranche** – a portion of a set of securities. Each tranche may have different rights or risk characteristics.

**Two x** – an expression referring to 2 times the original amount. For example, a preferred stock may have a “two x” liquidation preference, so in case of liquidation of the company, the preferred stock investor would receive twice his or her original investment.

**Under water option** – an option is said to be under water if the current fair market value of a stock is less than the option exercise price.

**Unsecured debt** – debt which does not have any priority in case of dissolution of the company and sale of its assets.

**Venture capital** – a segment of the private equity industry which focuses on investing in new companies with high growth rates.

**Vesting** – a schedule by which employees gain ownership over time of a previously agreed upon amount of retirement funding or stock options.

**Warrant** – a security which gives the holder the right to purchase shares in a company at a pre-determined price. A warrant is a long term option, usually valid for several years or indefinitely. Typically, warrants are issued concurrently with preferred stocks or bonds in order to increase the appeal of the stocks or bonds to potential investors.

**Weighted average ratchet** – an anti-dilution protection mechanism whereby the conversion rate of preferred stock is adjusted in order to reduce an investor’s loss due to an increase in the number of shares in a company. Without a ratchet, an investor would suffer from a dilution of his or her percentage ownership. Usually as a result of the implementation of a weighted average ratchet, company management and employees who own a fixed amount of common shares suffer significant dilution, but not as badly as in the case of a full ratchet.

**Zombie** – a company that has received capital from investors but has only generated sufficient revenues and cash flow to maintain its operations without significant growth. Typically, a venture capitalist has to make a difficult decision as to whether to kill off a zombie or continue to invest funds in the hopes that the zombie will become a winner.

Source: Tuck School of Business at Dartmouth Center for Private Equity and Entrepreneurship

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# Directory of Funding Organizations

Company	Address	Phone	Website	Fund
Advance Technology Ventures	485 Ramona Street Palo Alto, California 94301	650.321.8601	<a href="http://www.atvcapital.com">www.atvcapital.com</a>	VC
Albion Financial Group	812 East 2100 South Salt Lake City, Utah 84106	801.487.3700	<a href="http://www.albionfinancial.com">www.albionfinancial.com</a>	PE
Alerion Capital Group, LLC	1338 South Foothill Drive, Stn 190 Salt Lake City, Utah 84108	801.415.9163	<a href="http://www.alerion.com">www.alerion.com</a>	VC
Allegis Capital	130 Lytton Avenue, Suite 210 Palo Alto, California 94301	650.687.0500	<a href="http://www.allegiscapital.com">www.allegiscapital.com</a>	VC
Alphelion Capital	One Ferry Building, Suite 255 San Francisco, California 94111	415.944.8123	<a href="http://www.aphelioncapital.net">www.aphelioncapital.net</a>	VC
Aries Capital Partners	6510 South Millrock Dr, Suite 425 Salt Lake City, Utah 84121	801.453.1000	<a href="http://www.ariescp.com">www.ariescp.com</a>	VC
Austin Venures	300 West 6th Street Austin, Texas 78701	512.485.1900	<a href="http://www.austinventures.com">www.austinventures.com</a>	VC
Baird Venture Partners	77 Mansell Street London E1 8AF, United Kingdom	44.20.7667.8 400	<a href="http://www.bairdprivateequity.com">www.bairdprivateequity.com</a>	PE
Banyan Ventures	343 West 400 South Salt Lake City, Utah 84101	801.415.2000	<a href="http://www.banyanventures.com">www.banyanventures.com</a>	VC
BB&T Capital Partners, LLC	101 N. Cherry St., Ste 700 Winston-Salem, North Carolina 27101	336.733.0350	<a href="http://www.bbtcp.com">www.bbtcp.com</a>	VC
Cache Valley's Venture Accelerator	Utah State University Research Foundation, 570 Research Parkway, Suite 101 North Logan, Utah 84341	801.797.9607		VC
Canopy Ventures	333 South 520 West Lindon, Utah 84042	801.229.2223	<a href="http://www.canopy.com">www.canopy.com</a>	VC
Coldwell Bankers	6550 South Millrock Drive, Suite 200 Salt Lake City, Utah 84121	801.947.8300	<a href="http://www.coldwellutah.com">www.coldwellutah.com</a>	RE
Columbia West Capital, LLC	14646 N. Kierland Blvd., Ste. 125 Scottsdale, Arizona 85254	480.664.3949	<a href="http://www.columbiawestcap.com">www.columbiawestcap.com</a>	IB
Cougar Capital	Brigham Young University Provo, Utah 84602	801.422.5654	<a href="http://www.byucougarcapital.org">www.byucougarcapital.org</a>	VC
Crocker Ventures Ltd.	3764 Thousand Oaks Cir Salt Lake City, Utah 84124	801.278.9546		PE
Cross Creek Capital	150 Social Hall Avenue, 4th Floor Salt Lake City, Utah 84111	801.533.0777	<a href="http://www.crosscreekcapital.com">www.crosscreekcapital.com</a>	VC
D.A. Davidson	30 East 100 South, Suite 100 Salt Lake City, Utah 84111	801.333.3123	<a href="http://www.davidsoncompanies.com">www.davidsoncompanies.com</a>	IB
DCM	2420 Sand Hill Road Ste 200 Menlo Park, California 94025	650.233.1400	<a href="http://www.dcm.com">www.dcm.com</a>	VC
Dell Ventures	1 Dell Way78682 Round Rock , Texas 78682	512.338.4400	<a href="http://www.dell.com">www.dell.com</a>	VC
Dixie Angels			<a href="http://www.dixieangels.com">www.dixieangels.com</a>	AGL
Dolphin Capital	136 Heber Avenue Suite 101 Park City, Utah 84060	801.649.6482	<a href="http://www.dolphincapitalgroup.com">www.dolphincapitalgroup.com</a>	PE
DW Healthcare	6440 South Wasatch Boulevard, Suite 105 Salt Lake City, Utah 84121	801.365.4000	<a href="http://dwhp.com">dwhp.com</a>	VC

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Company	Address	Phone	Website	Fund
Endeavor Capital	601 West Fifth Street, Suite 700 Las Angeles, California 90071	801.891.0115	www.ml.comwww.endeavourcapital.com	VC
Epic Ventures	One South Main Street, 8th Floor Salt Lake City, Utah 84111	801.524.8939	epicvc.com/	VC
EsNet	5255 North Edgewood Dr, Suite 200 Provo, Utah 84604	801.434.3000	www.esnetgroup.com	VC
European Bank for Reconstruction & Development	One Exchange Square London EC2A 2JN, United Kingdom	44.20.7338.6000	www.ebrd.com	IB
Funding Universe	3630 W. South Jordan Prkwy South Jordan, Utah 84095	888.558.5751	www.fundinguniverse.com	VC
Grow Utah Ventures	450 S. Simmons Way, Suite 500 Kaysville, Utah 84037	801.593.2265	www.growutahventures.com	VC
Hawkeye Investments LLC	2365 Carillon Point Kirkland, Washington 98033	425.893.7821	www.hawkeyeinvestmentsllc.com	VC
Highway 12	802 West Bannock, 7th Floor Boise, Idaho 83702	208.345.8383	www.highway12ventures.com	VC
Hummer Winblad Venture Partners	One Lombard Street Suite 300 San Fransisco, California 94111	801.979.9600	www.humwin.com	VC
Huntsman Gay Capital	9815 South Monroe Street Salt Lake City, Utah 84070	801.984.2700	www.hgequity.com	VC
InnoVentures Capital Partners	699 East South Temple, Suite 220 Salt Lake City, Utah 84102	801.741.4200	www.innoventurescapitalpartners.com	VC
Island Park Investments	25th and Grant Ave. Ogden, Utah 84401		www.islandparkinvestments.com	VC
JCP Capital	2825 E. Cottonwood Parkway, Suite 435 Salt Lake City, Utah 84121	801.438.0351	www.jcccapital.com	VC
Kick Start Seed Fund	615 Arapeen Drive, Suite 310 Salt Lake City, Utah 84108	801.942.8999	kickstartseedfund.com	Seed
Kinderhook Partners, L.P.	1 Executive Dr., Suite 160 Fort Lee, New Jersey 0	201.461.7793	www.kinderhookpartners.com	VC
Life Science Angels	Salt Lake City, Utah		www.lifescienceangels.com	AGL
Lightspeed Venture Partners	2200 Sand Hill Road Menlo ParkCalifornia	650.234.8300	www.lightspeedvp.com	IBVC
Maverick Angels	5737 Kanan Road, No. 177 Agoura Hills, California 91301	818.706.7686	www.maverickangels.com	AGL
Mercato Partners	201 South Main Street Salt Lake City, Utah 84111	801.220.0055	www.mercatopartners.com	VC
Merrill Lynch Bank USA	15 West South Temple, Suite 300 Salt Lake City, Utah 84111	801.526.8300		IB
New Enterprise Associates	2855 Sand Hill Road Menlo Park, California 94025	650.854.9499	www.nea.com/	VC
New World Ventures	111 S Wacker Drive, Suite 4000 Chicago, Illinois 60606	312.447.6000	www.newworldvc.com/	VC
Olympus Angels			olympusangelinvestors.angelgroups.net	AGL
Oxford Bioscience Partners	30765 Pacific Coast Highway, Suite 427 Malibu, California 90265	310.457.0010	www.oxbio.com	VC
Park City Angels			parkcityangels.angelgroups.net	AGL

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Peterson Partners	2825 East Cottonwood Parkway, Suite 400 Salt Lake City, Utah 84121	801.365.0180	petersonpartnerslp.com	PE
Peterson Ventures/ JCP PARTNERS	2825 East Cottonwood Parkway, Suite 400 Salt Lake City, Utah 84121	801.438.0351	www.jcpcapital.com	VC
Promontory Angels		801.737.4000		AGL
Prospector Equity Capital, LP	136 Heber Avenue, Suite 304 Park City, Utah 84068	801.647.5614	www.pecinvestors.com	VC
Rally Capital, LLC	350 N La Salle Dr # 1100 Chicago, Illinois 60654	312.645.1975	www.rallyllc.com	VC
RenewableTech Ventures	136 E. South Temple, Suite 925 Salt Lake City, Utah 84101	801.363.1700	renewablevc.com	VC
Sage Creek Partners	175 West Canyon Crest Road, Ste 300 Alpine, Utah 84004	801.753.7500	www.sagecreekpartners.com	VC
Salt Lake Life Sciences Angels		801.308.1001	www.sllsa.com	AGL
Seare Marriott & Co.	175 S. Main Street Suite 1410 Salt Lake City, Utah 84111	801.990.3354	searemarriott.com	IB
Sears Capital Management, Inc.	300 Third Street, Second Floor, Suite 6 Los Altos, California 94022	650.947.9167	www.searscapital.net/	VC
Sigma Partners	4000 Executive Parkway, Suite 530 San Ramon, California 94583	650.853.1700	www.sigmapartners.com	VC
Silicon Valley Bank	4750 West 2100 South Salt Lake City, Utah 84120	801.977.3673	www.svb.com	IB
Sorenson Capital Partners	3400 N. Ashton Boulevard, Suite 400 Lehi, Utah 84043	801.407.8400	www.sorensoncapital.com	VC
Southridge LLC	90 Grove Street Ridgefield, Connecticut 0	212.994.9870	www.southridgellc.com	VC
Sports Capital Partners	200 Park Avenue, 16th Floor New York, New York 10166	212.490.1414	www.scpworldwide.net	VC
Spring Bay Ventures	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082	904.273.8755	www.spring-bay.com/	VC
ThinkAtomic, Inc		801.705.4242	www.thinkatomic.com	VC
Trident Capital	505 Hamilton Avenue, Ste 200 Palo Alto, California 94301	650.289.4400	www.tridentcap.com	VC
Tullis Health Investors	263 Tresser Boulevard Stamford, Connecticut 0	203.629.8700	www.thi-funds.com	VC
ULU Ventures	600 Hansen Way Palo Alto, California 94304		www.uluventures.com/	VC
United Mergers & Acquisitions, LLC	6985 Union Park Ctr Ste 650 Midvale, Utah 84047	801.565.8824	www.unitedmanda.com	
University Venture Fund	299 South Main St. 8th Floor Salt Lake City, Utah 84111	801.246.1873	www.uventurefund.com	VC
Utah Angels	2155 North Freedom Boulevard Provo, Utah 84604	801.812.1311	www.utahangels.com	AGL
Utah Fund of Funds	310 South Main Street #1310 Salt Lake City, Utah 84101	801.521.3078	utahfundoffunds.com	FoF

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UV Partners	2755 E. Cottonwood Parkway, Suite 520 Salt Lake City, Utah 84121	801.365.0262	www.uvpartners.com	VC
VCE Capital	29 Constitution Court Tuxedo Park, New York 10987	914.588.7200	www.vcecapital.com	VC
Vencor Capital	4500 SW Kruse Way, Suite 350 Lake Oswego, Oregon 97035	303.410.4495	www.vencorecapital.com	VC
VentureBlue Capital	2825 East Cottonwood Parkway Cottonwood Heights, Utah 84121	801.433.3055	www.venturebluecapital.com	VC
Village Ventures	1512 Larimer Street, Suite 200 Denver, Colorado 80202	303.339.7270	www.villageventures.com	VC
vSpring	2795 E. Cottonwood Pkwy. Suite 360 Salt Lake City, Utah 84121	801.942.8999	www.vspring.com	VC
Wayne Brown Institute	P.O. Box 2135 Salt Lake City, Utah 84110	801.595.1141	www.venturecapital.org	VC
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Wells Fargo Small Business (SBA)	299 South Main St. 11th Floor Salt Lake City, Utah 84111	(801) 246-1616	www.wellsfargo.com	SBA
Western Pacific Group	136 South Main St., Suite 720 Salt Lake City, Utah 84101	801.236.2500	westernpacificgroup.com	
Zions Bank	One South Main Street Salt Lake City, Utah 84133	801.844.7122	www.zionsbank.com	BNK

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