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## ***KippsDeSanto & Co. Advises IT Consulting Firm, Asynchrony Solutions, Inc. on its Sale to Schafer Corporation***

KippsDeSanto & Co. is pleased to send you the attached press release announcing the acquisition of our client, Asynchrony Solutions, Inc. ("Asynchrony"), by Schafer Corporation ("Schafer"). Schafer acquired Asynchrony to broaden its agile software development capabilities, as well as add additional depth and breadth in highly sought after federal government and commercial customers. The transaction closed on August 9, 2010.

Headquartered in St. Louis, MO, Asynchrony is a leading provider of systems integration, custom application development, and secure collaboration solutions to U.S. government agencies, particularly the Department of Defense and U.S. Transportation Command, and commercial customers, such as Kaiser Permanente. The Company's deep engineering and technology expertise drives its ability to provide future-focused architecture solutions to improve the performance and efficiency of its customers.

We believe this transaction represents a number of key trends in government technology M&A:

- Interest in acquiring targets that have a strong focus and considerable depth within a specific target capability area and customer domain.
- There is a growing demand for solutions on the high-end of the IT spectrum. Companies providing innovative technology solutions, particularly with exposure to national security initiatives, continue to generate strong interest among acquirers.
- Financial sponsor activity in the government technology space has continued at a robust pace, with ten financial sponsor-backed acquisitions announced thus far in 2010.

KippsDeSanto & Co. is an investment bank focused on delivering exceptional M&A and financing transaction results for leading technology and defense companies. For more information on KippsDeSanto & Co., please visit [www.kippsdesanto.com](http://www.kippsdesanto.com).

We welcome the opportunity to discuss how KippsDeSanto & Co. can help you achieve your strategic objectives. For more information on this particular transaction, please contact one of our senior professionals.



*has been acquired by*

**Schafer**

KIPPSDESANTO & CO. SERVED  
AS THE EXCLUSIVE FINANCIAL  
ADVISOR TO ASYNCHRONY  
SOLUTIONS, INC.

**KippsDeSanto**   
INVESTMENT BANKING



## ASYNCHRONY SOLUTIONS JOINS SCHAFER CORPORATION

**WASHINGTON – August 12, 2010** – Schafer Corporation, a leading provider of scientific and engineering products and analysis, systems integration, programmatic support, and technical solutions to government clientele, today announced that it had completed the acquisition of Asynchrony Solutions, Inc., a Saint Louis-based provider of agile software development, enterprise architecture, and systems integration services for a range of government and commercial customers. Schafer Corporation is majority owned by Metalmark Capital. Financial terms were not disclosed.

"The addition of Asynchrony's talented team and agile development methodology will deepen Schafer's information technology competencies and accelerate the company's objective of providing innovative support and problem-solving solutions to help customers achieve success on their most challenging missions"

"We are very pleased to welcome the Asynchrony Solutions team to the Schafer family," said Tony Frederickson, Schafer's President and Chief Executive Officer. "Asynchrony brings superior, specialized knowledge and a proven track record of success in agile-software development, which is critical for us to meet the needs of our Department of Defense and other government clients. In addition, Asynchrony's current focus directly addresses the important areas of cyber security and weapons of mass destruction counter proliferation."

Bob Elfanbaum, Asynchrony Solutions' CEO, stated: "In Schafer, we have found a partner who both embraces the culture of agile innovation at the heart of Asynchrony and brings additional customers and resources to accelerate our on-going growth and development, fortifying our offerings and our potential."

"The addition of Asynchrony's talented team and agile development methodology will deepen Schafer's information technology competencies and accelerate the company's objective of providing innovative support and problem-solving solutions to help customers achieve success on their most challenging missions," said Jeff Siegal, Managing Director of Metalmark Capital. "We are excited about this combination and look forward to working with Bob Elfanbaum and his exceptional team."

KippsDeSanto & Co. and Armstrong Teasdale LLP served as financial and legal advisors to Asynchrony Solutions. Kirkland & Ellis LLP served as legal advisor to Schafer Corporation.

### **About Schafer Corporation:**

Schafer Corporation is a provider of scientific and engineering products and analysis, systems integration, programmatic support, and technical services/solutions, primarily to government clientele. Schafer has a national footprint supporting mission-critical programs for customers including the US Armed Services, the Defense Advanced Research Projects Agency (DARPA), the Missile Defense Agency (MDA), the National Aeronautics and Space Administration (NASA), and the Department of Homeland Security. The Company has been widely recognized for its technical expertise and ability to provide objective analysis that leads to the development of innovative prototypes and problem-solving solutions. For more information, please visit [www.schafercorp.com](http://www.schafercorp.com).

### **About Asynchrony Solutions:**

Asynchrony Solutions is an innovative software technology firm focused on the agile delivery of systems integration, custom application development, and tactical collaboration solutions. Clients include government agencies and Global 2000 companies. More information is available at [www.asolutions.com](http://www.asolutions.com).

### **About Metalmark Capital:**

Metalmark Capital is a leading private equity firm whose principals have a long track record of successful investing in targeted sectors, with particular focus and competence in defense/government services, energy/natural resources, industrials, and healthcare. Metalmark Capital seeks to build long-term value through active and supportive partnerships with the companies and management teams in which it invests. Metalmark Capital is an investment center of Citi Capital Advisors. For more information, please visit [www.metalmarkcapital.com](http://www.metalmarkcapital.com).