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U.S. M&A deal activity decreased in September, going down 8.3% with 982 announcements compared to 1,071 in August. Aggregate M&A spending decreased as well. In September 33.9% less was spent on deals compared to August.

Over the past 3 months, the sectors that saw the biggest increases in M&A deal activity, relative to the same three-month period one year ago, was: Commercial Services (558 vs. 426), Industrial Services (166 vs. 106), Consumer Services (228 vs. 187), Producer Manufacturing (190 vs. 150), and Finance (406 vs. 370). Fifteen of the 21 sectors tracked by FactSet Mergerstat posted relative gains in deal flow over the last three months compared to the same three months one year prior.

Over the past 3 months, the sectors that have seen the biggest declines in M&A deal volume, relative to the same three-month period one year ago have been: Technology Services (459 vs. 471), Energy Minerals (36 vs. 46), Health Services (163 vs. 171), Process Industries (119 vs. 126), and Consumer Non-Durables (85 vs. 88). Five of the 21 sectors tracked by FactSet Mergerstat posted negative relative losses in deal flow over 40 deals.

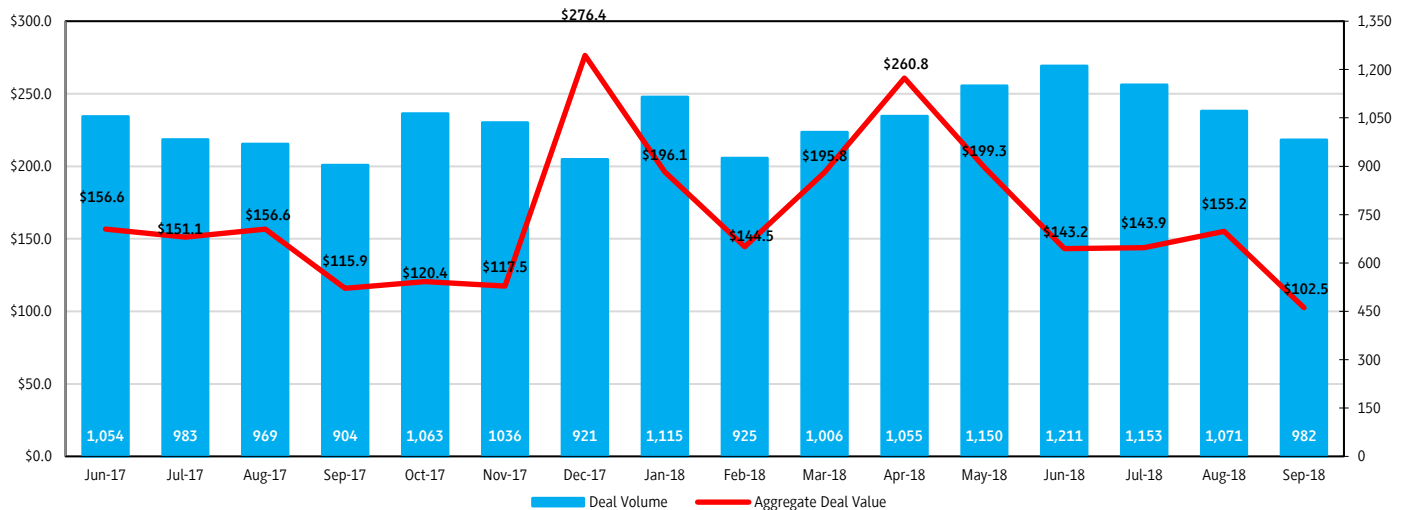
Topping the list of the largest deals announced in September are: The Carlyle Group LP acquiring an undisclosed majority stake in Sedgwick Claims Management Services, Inc. for \$6.7 billion in cash; Adobe Systems, Inc. entering an agreement to acquire Marketo, Inc. for \$4.75 billion; Sirius XM Holdings, Inc.'s deal to acquire Pandora Media, Inc. \$2.7 billion; UnitedHealth Group, Inc. acquiring Genoa A QoI Healthcare Co. LLC for a reported value of \$2.5 billion; Government Properties Income Trust agreeing to acquire the remaining 72.2% stake in Select Income REIT for \$1.1 billion.

U.S. private equity activity increased in September up 17.6% from August. There were 120 deals in September compared to 102 in August. Aggregate transaction value also increased, up by 39.7% to \$18 billion from August's \$12.9 billion.

The top financial advisors for 2018 based on deal announcements, are: Goldman Sachs & Co., JPMorgan Chase & Co, Morgan Stanley, Citigroup, and Houlihan Lokey, Inc. The top five financial advisors, based on the aggregate transaction value of the deals worked on, are: Morgan Stanley, Goldman Sachs & Co., JPMorgan Chase & Co, Barclays Plc, and Bank of America Merrill Lynch.

The top legal advisors for 2018 based on deal announcements, are: Kirkland & Ellis LLP, Jones Day LP, Latham & Watkins LLP, Skadden, Arps, Slate, Meagher & Flom LLP, and Morgan, Lewis & Bockius LLP. The top five legal advisors, based on the aggregate transaction value of the deals worked on, are: Kirkland & Ellis LLP, Jones Day LP, Latham & Watkins LLP, Skadden, Arps, Slate, Meagher & Flom, and Morgan, Lewis & Bockius LLP.

The US Mergers & Acquisitions Market Index

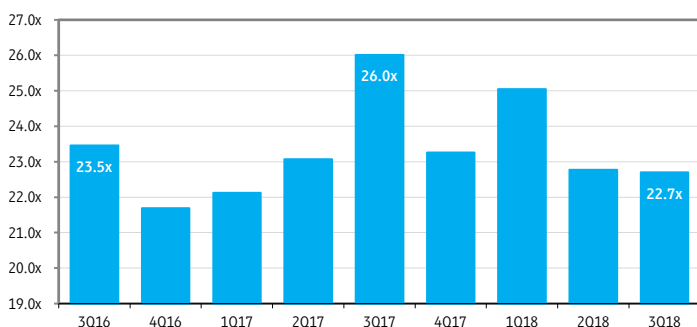


Merger Stats

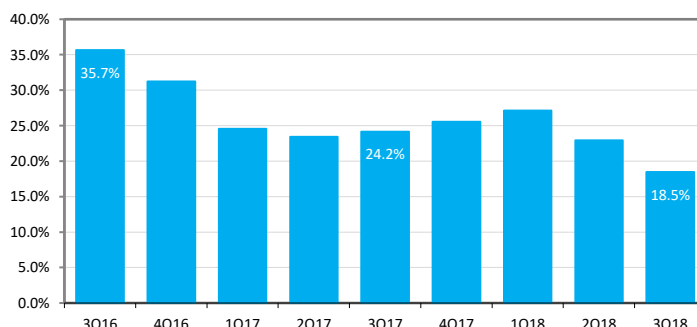
Deal Size	Number of Deals			Agg. Transaction Value (\$Bil)			Average P/E
	12 Months Ended			12 Months Ended			
	9/30/18	9/30/17	Change	9/30/18	9/30/17	Change	
\$1 Billion +	375	338	10.9%	\$1,622.3	\$1,451.0	11.8%	30.8
\$500M to \$999.9M	262	262	0.0%	183.2	187.1	-2.1%	24.8
\$250M to \$499.9M	314	301	4.3%	112.1	106.6	5.1%	24.5
\$100M to \$249.9M	508	565	-10.1%	81.4	92.1	-11.6%	28.9
\$50M to \$99.9M	448	455	-1.5%	32.2	32.0	0.8%	25.8
\$25M to \$49.9M	402	470	-14.5%	14.4	16.8	-14.5%	32.4
\$10M to \$24.9M	442	537	-17.7%	7.3	8.8	-16.5%	25.7
Under \$10M	917	1,094	-16.2%	2.9	3.5	-19.1%	16.8
Undisclosed	<u>9,020</u>	<u>8,354</u>	<u>8.0%</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Total	12,688	12,376	2.5%	\$2,055.7	\$1,897.8	8.3%	27.7

M&A at a Glance

MEDIAN P/E

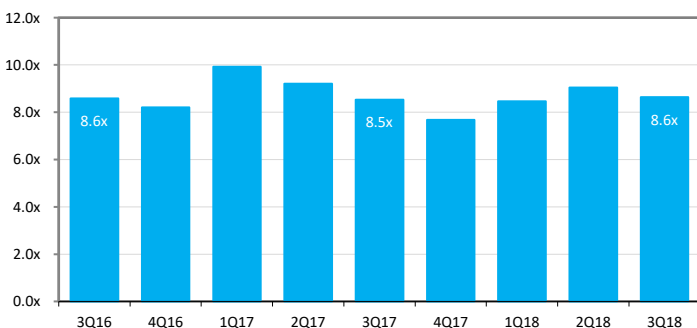


MEDIAN PREMIUM

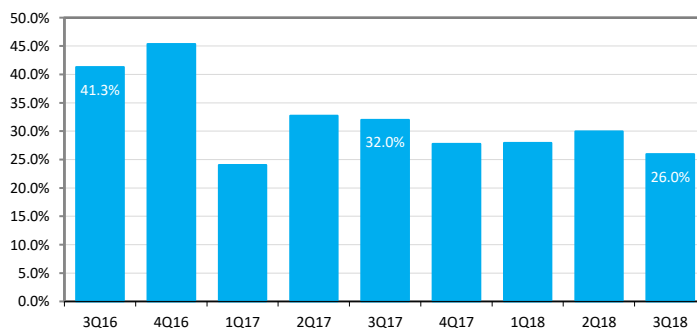


US Middle Market Monitor

MEDIAN EV/EBITDA



MEDIAN PREMIUM



*Middle Market defined as deals valued between \$1 million and \$500 million, plus undisclosed deals.

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SECTOR BY ACTIVITY

Target Sector	L3M 9/30/18 Deal Count	L3M 9/30/17 Deal Count	Difference
Commercial Services	558	426	132
Industrial Services	166	106	60
Consumer Services	228	187	41
Producer Manufacturing	190	150	40
Finance	406	370	36
Retail Trade	103	86	17
Transportation	76	62	14
Consumer Durables	58	47	11
Electronic Technology	90	79	11
Distribution Services	154	144	10
Health Technology	123	118	5
Government	12	7	5
Utilities	71	66	5
Non-Energy Minerals	60	58	2
Communications	37	36	1
Miscellaneous	12	12	0
Consumer Non-Durables	85	88	(3)
Process Industries	119	126	(7)
Health Services	163	171	(8)
Energy Minerals	36	46	(10)
Technology Services	459	471	(12)
Total	3,206	2,856	350

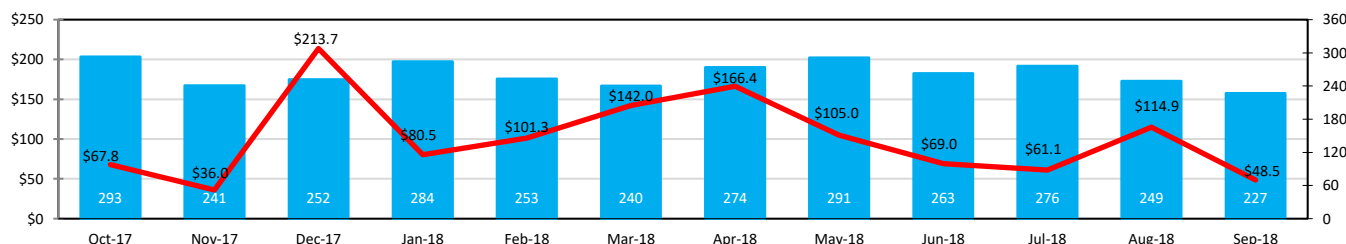
SECTOR BY VALUE

Target Sector	L3M 9/30/18 Value	L3M 9/30/17 Value	Difference
Industrial Services	\$81,474.4	\$9,113.0	\$72,361.4
Technology Services	55,340.0	27,621.6	27,718.4
Energy Minerals	27,774.2	11,292.7	16,481.5
Process Industries	27,751.1	12,505.7	15,245.4
Non-Energy Minerals	11,334.8	5,379.2	5,955.6
Producer Manufacturing	12,299.7	7,756.7	4,543.0
Consumer Durables	6,780.5	3,839.0	2,941.5
Health Services	12,142.3	11,057.2	1,085.1
Government	0.0	22.1	(22.1)
Retail Trade	8,850.0	9,376.6	(526.6)
Transportation	5,772.4	8,406.3	(2,633.9)
Communications	4,618.3	8,803.0	(4,184.7)
Consumer Non-Durables	7,186.3	14,226.3	(7,040.0)
Distribution Services	4,043.6	12,517.8	(8,474.2)
Finance	62,267.2	71,639.4	(9,372.3)
Commercial Services	22,281.4	33,142.7	(10,861.3)
Health Technology	12,141.9	30,049.1	(17,907.2)
Consumer Services	15,628.1	38,424.3	(22,796.2)
Utilities	11,663.2	34,543.9	(22,880.7)
Miscellaneous	696.1	26,742.3	(26,046.2)
Electronic Technology	11,576.7	47,033.2	(35,456.6)
Total	\$401,622.1	\$423,492.1	(\$21,870.0)

Merger Stats

Deal Size	Number of Deals			Agg. Transaction Value (\$Bil)			Average P/E
	12 Months Ended		Change	12 Months Ended		Change	
	9/30/18	9/30/17			9/30/18		9/30/17
\$1 Billion +	219	178	23.0%	\$1,149.5	\$908.8	26.5%	30.6
\$500M to \$999.9M	146	153	-4.6%	101.9	107.6	-5.3%	23.6
\$250M to \$499.9M	195	174	12.1%	70.0	61.9	13.2%	26.0
\$100M to \$249.9M	330	361	-8.6%	53.2	59.0	-9.8%	30.5
\$50M to \$99.9M	320	315	1.6%	23.1	21.9	5.4%	26.2
\$25M to \$49.9M	272	357	-23.8%	9.8	12.8	-23.6%	34.4
\$10M to \$24.9M	320	404	-20.8%	5.3	6.6	-20.0%	29.9
Under \$10M	577	759	-24.0%	1.8	2.5	-27.0%	15.7
Undisclosed	<u>6,878</u>	<u>6,362</u>	<u>8.1%</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Total	9,257	9,063	2.1%	\$1,414.7	\$1,181.2	19.8%	28.4

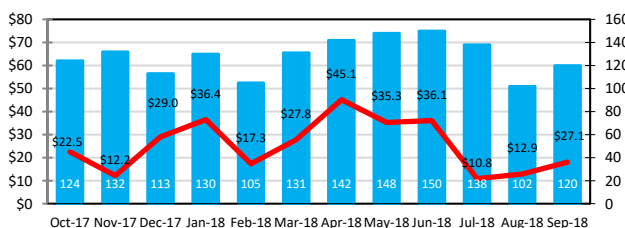
PUBLIC BUYER INDEX LTM 9/30/18



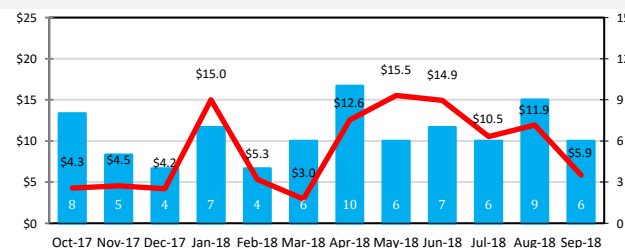
US Private Equity Report

Indices

PE BUYER INDEX: LTM 9/30/18



GOING PRIVATE INDEX: LTM 9/30/18



Top Private Equity Fundraisings: YTD 2018

Open Date	Value (\$Mil)	Fund (Private Equity Sponsor)
29-May-2018	\$40,404.0	Canyon Laurel Co. Invest LLC Canyon Partners Real Estate LLC (Real Estate)
1-Mar-2018	16,000.0	Hellman & Friedman Capital Partners IX Hellman & Friedman LLC
12-Feb-2018	12,000.0	Lexington Capital Partners IX LP Lexington Partners LP
20-Mar-2018	12,000.0	TPG Partners VIII Fund TPG Capital LLC
1-Jan-2018	12,000.0	Vista Equity Partners Fund VII Vista Equity Partners Management LLC
1-Jun-2018	10,000.0	Thoma Bravo Fund XIII Thoma Bravo LLC
29-Mar-2018	9,000.0	Coller International Partners VIII Fund Coller Capital Ltd.
1-Jan-2018	8,000.0	Sequoia Capital Global Growth Fund III- Endurance Partners LP Sequoia Capital
30-May-2018	8,000.0	Strategic Partners Fund VIII Strategic Partners Fund Solutions Advisors LP
16-Jan-2018	7,400.0	KKR Global Infrastructure Investors III Fund Kohlberg Kravis Roberts & Co. LP

BASED ON US ANNOUNCED DEALS – RANKED BY TRANSACTION VALUE: YTD 2018

Financial Advisor		Transaction Value (\$Mil)*	Total Deals**	Legal Advisor		Transaction Value (\$Mil)*	Total Deals**
1.	Morgan Stanley	\$487,159.2	126	1.	Wachtell, Lipton, Rosen & Katz	\$317,670.9	57
2.	Goldman Sachs & Co.	473,812.7	193	2.	Skadden, Arps, Slate, Meagher & Flom	279,355.2	120
3.	JPMorgan Chase & Co	413,052.4	157	3.	Latham & Watkins LLP	266,787.7	162
4.	Barclays Plc	322,653.9	111	4.	Cleary Gottlieb Steen & Hamilton LLP	240,776.4	46
5.	Bank of America Merrill Lynch	276,409.3	87	5.	Sullivan & Cromwell LLP	217,084.4	95
6.	Credit Suisse	266,861.2	91	6.	Cravath, Swaine & Moore LLP	215,827.4	50
7.	Citigroup	265,544.4	117	7.	Simpson Thacher & Bartlett LLP	193,146.4	94
8.	Evercore, Inc.	241,031.9	95	8.	Weil, Gotshal & Manges LLP	173,665.4	107
9.	Centerview Partners LLC	187,567.2	32	9.	Paul, Weiss, Rifkind, Wharton & Garrison	171,138.7	108
10.	Lazard	183,431.9	75	10.	Kirkland & Ellis LLP	154,874.7	299
11.	Deutsche Bank AG	135,872.8	59	11.	Fried, Frank, Harris, Shriver & Jacobson	152,692.7	52
12.	PJT Partners, Inc.	129,543.1	14	12.	Davis Polk & Wardwell LLP	136,871.9	60
13.	Rothschild & Co	93,555.3	79	13.	Richards, Layton & Finger PA	132,062.7	12
14.	Wells Fargo & Co.	75,424.8	30	14.	Vinson & Elkins LLP	124,916.9	57
15.	UBS Group AG	74,798.2	54	15.	Gibson, Dunn & Crutcher LLP	123,269.8	91
16.	Mizuho Financial Group, Inc.	74,608.7	8	16.	Potter Anderson & Corroon LLP	123,246.0	6
17.	Jefferies LLC	64,005.2	110	17.	Jones Day LP	117,324.2	233
18.	RBC Capital Markets	60,658.9	77	18.	Freshfields Bruckhaus Deringer LLP	107,011.7	35
19.	Robey Warshaw LLP	60,023.1	3	19.	Morrison & Foerster LLP	99,331.6	41
20.	The Raine Group LLC	59,652.4	4	20.	Shearman & Sterling LLP	95,347.7	62
21.	Sumitomo Mitsui Financial Group, Inc.	58,849.4	2	21.	Clifford Chance LLP	95,061.6	46
22.	Moelis & Co.	55,824.8	68	22.	Goodwin Procter LLP	90,470.8	54
23.	Guggenheim Capital LLC	42,691.6	16	23.	Morgan, Lewis & Bockius LLP	89,790.2	119
24.	Macquarie Group	39,656.8	33	24.	DLA Piper Group	80,729.1	60
25.	Qatalyst Group LP	38,816.8	13	25.	Pillsbury Winthrop Shaw Pittman LLP	78,104.8	57
26.	Perella Weinberg Partners Group	37,036.4	25	26.	Herbert Smith Freehills LLP	76,705.8	31
27.	Sandler O'Neill & Partners	33,668.0	68	27.	Hogan Lovells LLP	75,371.6	95
28.	Scotiabank	27,983.9	15	28.	Morris, Nichols, Arsht & Tunnell LLP	74,643.7	15
29.	BDT & Co. LLC	27,279.9	3	29.	Holland & Knight LLP	68,924.5	11
30.	AFW LP	27,024.9	1	30.	K&L Gates LLP	62,586.7	16
31.	The Toronto-Dominion Bank	26,968.1	11	31.	Allen & Overy LLP	58,389.0	57
32.	BNP Paribas SA	26,349.5	12	32.	Sidley Austin LLP	53,099.6	55
33.	Ernst & Young Global Ltd.	26,018.3	82	33.	Baker Botts LLP	52,283.7	47
34.	Houlihan Lokey, Inc.	23,785.7	117	34.	Wilson Sonsini Goodrich & Rosati	49,662.2	68
35.	Dyal Co. LLC	20,742.6	3	35.	Debevoise & Plimpton LLP	49,658.1	36
36.	HSBC Holdings Plc	19,144.5	10	36.	Akin, Gump, Strauss, Hauer & Feld LLP	46,932.1	39
37.	Bank of Montreal	18,723.6	18	37.	B&D Holding di Marco Drago e C. SApA	46,105.8	1
38.	Greenhill & Co., Inc.	17,187.5	20	38.	Mayer Brown LLP	44,669.0	35
39.	KPMG International Coop.	14,767.4	62	39.	Proskauer Rose LLP	41,386.9	25
40.	PricewaterhouseCoopers	14,767.4	54	40.	Alston & Bird LLP	40,157.8	40
41.	The Valence Group LLC	13,324.7	3	41.	Linklaters LLP	38,899.7	28
42.	Stifel, Nicolaus & Co., Inc.	12,939.0	71	42.	Covington & Burling LLP	36,965.3	34
43.	Raymond James Financial, Inc.	12,931.1	72	43.	Slaughter & May Ltd.	34,312.0	13
44.	William Blair & Co.	12,790.4	66	44.	McDermott Will & Emery LLP	34,270.0	22
45.	JMP Group LLC	12,579.4	5	45.	Stikeman Elliott LLP	33,288.9	49
46.	Stone Key Partners LLC	12,094.8	2	46.	Willkie Farr & Gallagher LLP	31,667.7	52
47.	Canson Capital Partners I Ltd.	11,000.0	1	47.	Paul Hastings LLP	30,809.3	72
48.	Allen & Co., Inc.	10,756.1	9	48.	Cooley LLP	26,571.7	35
49.	Robert W. Baird & Co.	10,228.8	70	49.	Dechert LLP	25,939.7	53
50.	Piper Jaffray Cos.	9,835.7	56	50.	Torys LLP	23,072.6	5

* Transaction Value is the aggregate base equity plus the target's net debt, where applicable.

** Total Deals includes deals that reported a deal value as well as those that did not.

If you would like to participate in our league table rankings or have questions about league table criteria, please contact advisors@factset.com.

Rank	Seller (Unit Sold) Financial Advisor Legal Advisor	Buyer Financial Advisor Legal Advisor	Transaction Value** (\$Mil)	Seller Sector
1	Express Scripts Holding Co. Centerview Partners LLC Lazard <i>Cravath, Swaine & Moore LLP</i> <i>Holland & Knight LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i>	Cigna Corp. Morgan Stanley <i>Paul, Weiss, Rifkind, Wharton & Garrison LLP</i> <i>Wachtell, Lipton, Rosen & Katz</i>	\$67,695.9	Health Services
2	Energy Transfer Partners LP Barclays Plc <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Richards, Layton & Finger PA</i> <i>Vinson & Elkins LLP</i>	Energy Transfer Equity LP Citigroup <i>Latham & Watkins LLP</i> <i>Potter Anderson & Corroon LLP</i>	\$62,506.7	Industrial Services
3	SoftBank Group Corp. (Sprint Corp.) Centerview Partners LLC JPMorgan Chase & Co. Mizuho Securities Co., Ltd. SMBC Nikko Securities Inc. The Raine Group LLC <i>Goodwin Procter LLP</i> <i>Morrison & Foerster LLP</i> <i>Pillsbury Winthrop Shaw Pittman LLP</i> <i>Potter Anderson & Corroon LLP</i> <i>Simpson Thacher & Bartlett LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i>	T-Mobile US, Inc. Credit Suisse Deutsche Bank AG Evercore, Inc. Goldman Sachs & Co Morgan Stanley PJT Partners LP <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Cravath, Swaine & Moore LLP</i> <i>DLA Piper LLP</i> <i>Fried, Frank, Harris, Shriver & Jacobson LLP</i> <i>Latham & Watkins LLP</i> <i>Richards, Layton & Finger PA</i> <i>Wachtell, Lipton, Rosen & Katz</i> <i>Weil, Gotshal & Manges LLP</i>	\$58,849.4	Communications
4	Sky Plc Barclays Plc Morgan Stanley PJT Partners LP <i>Herbert Smith Freehills LLP</i>	Comcast Corp. Bank of America Merrill Lynch Evercore, Inc. Robey Warshaw LLP Wells Fargo Securities LLC <i>CMS International BV</i> <i>Davis Polk & Wardwell LLP</i> <i>Freshfields Bruckhaus Deringer LLP</i> <i>Wachtell, Lipton, Rosen & Katz</i>	\$46,105.8	Consumer Services
5	Andeavor Goldman Sachs & Co <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Morgan, Lewis & Bockius LLP</i> <i>Sullivan & Cromwell LLP</i>	Marathon Petroleum Corp. Barclays Plc <i>Jones Day LP</i> <i>Shearman & Sterling LLP</i>	\$31,312.5	Energy Minerals
6	Dr Pepper Snapple Group, Inc. Credit Suisse <i>Morgan, Lewis & Bockius LLP</i> <i>Morris, Nichols, Arsh & Tunnell LLP</i>	Keurig Green Mountain, Inc. AFW LP Bank of America Merrill Lynch BDT & Co. LLC Goldman Sachs & Co JPMorgan Chase & Co <i>Clifford Chance LLP</i> <i>McDermott Will & Emery LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i>	\$27,024.9	Consumer Non-Durables
7	CA, Inc. Qatalyst Group LP <i>Morrison & Foerster LLP</i> <i>Wilson Sonsini Goodrich & Rosati PC</i>	Broadcom, Inc. Bank of America Merrill Lynch Barclays Plc Citigroup Credit Suisse Deutsche Bank AG Morgan Stanley <i>Wachtell, Lipton, Rosen & Katz</i>	\$18,199.4	Technology Services
8	Flipkart Internet Pvt Ltd. Goldman Sachs & Co <i>Allen & Gledhill LLP</i> <i>Allen & Overy LLP</i> <i>Cyril Amarchand Mangaldas</i> <i>Dentons Rodyk & Davidson LLP</i> <i>Gunderson Dettmer Stough Villeneuve Franklin & Hachigian LLP</i> <i>Khaitan & Co. LLP</i>	Walmart, Inc. Barclays Plc JPMorgan Chase & Co <i>Fried, Frank, Harris, Shriver & Jacobson LLP</i> <i>Gibson, Dunn & Crutcher LLP</i> <i>Hogan Lovells US LLP</i> <i>Shardul Amarchand Mangaldas & Co.</i>	\$16,000.0	Technology Services
9	SCANA Corp. Morgan Stanley RBC Capital Markets <i>Kirkland & Ellis LLP</i> <i>Mayer Brown LLP</i>	Dominion Energy, Inc. Credit Suisse <i>Latham & Watkins LLP</i> <i>McGuireWoods LLP</i> <i>Morgan, Lewis & Bockius LLP</i>	\$14,195.7	Utilities
10	CYS Investments, Inc. Barclays Plc Credit Suisse <i>Sullivan & Cromwell LLP</i> <i>Vinson & Elkins LLP</i>	Two Harbors Investment Corp. JMP Securities LLC <i>Sidley Austin LLP</i>	\$12,287.4	Finance
**Total Market Value of Top 10 Deals YTD			\$354,177.8	