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U.S. M&A deal activity decreased in December, going down 18.8% with 776 announcements compared to 956 in November. Aggregate M&A spending decreased as well. In December 15.8% less was spent on deals compared to November.

Over the past 3 months, the sectors that have seen the smallest decreases in M&A deal activity, relative to the same three-month period one year ago, have been: Non-Energy Minerals (71 vs. 66), and Government (5 vs. 4). Only two 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: Industrial Services (119 vs. 165), Producer Manufacturing (148 vs. 194), Commercial Services (428 vs. 463), Health Services (111 vs. 146), and Finance (364 vs. 398). Nineteen of the 21 sectors tracked by FactSet Mergerstat posted negative relative losses in deal flow over the last three months compared to the same three months one year prior, for a combined loss of 444 deals.

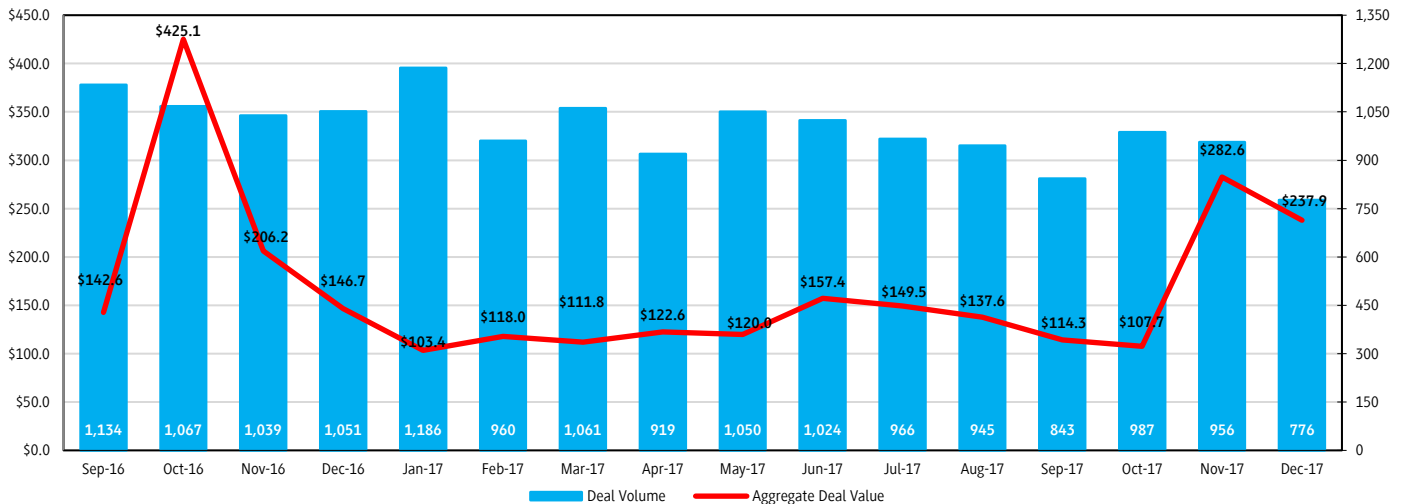
Topping the list of the largest deals announced in November are: CVS Health Corp. agreeing to acquire Aetna, Inc. for \$67.8 billion; The Walt Disney Co.'s agreement to acquire Twenty First Century Fox, Inc. for \$54.7 billion; Kohlberg Kravis Roberts & Co LP offer to acquire the the Unilever NV's Spreads division for \$8 billion; Campbell Soup Co. entering into an agreement to acquire Snyder's Lance, Inc. for \$4.9 billion; Optum, Inc., a subsidiary of UnitedHealth Group, Inc., agreeing to acquire DaVita Medical Holdings LLC from DaVita, Inc. for \$4.9 billion.

U.S. private equity activity decreased in December, down 32.0% from November. There were 87 deals in December compared to 128 in November. However, aggregate transaction increased, up by 82.3% to \$21.3 billion from November's \$11.7 billion.

The top financial advisors for 2017 based on deal announcements, are: Goldman Sachs & Co, Morgan Stanley, JPMorgan Chase & Co, Citigroup, and Houlihan Lokey, Inc. The top five financial advisors, based on the aggregate transaction value of the deals worked on, are: Goldman Sachs & Co, Morgan Stanley, JPMorgan Chase & Co, Citigroup, and Barclays Plc.

The top legal advisors for 2017 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: Skadden, Arps, Slate, Meagher & Flom LLP, Sullivan & Cromwell LLP, Simpson Thacher & Bartlett LLP, Kirkland & Ellis LLP, and Latham & Watkins LLP.

The US Mergers & Acquisitions Market Index

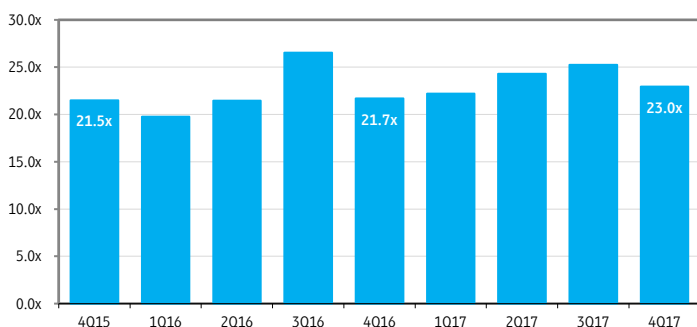


Merger Stats

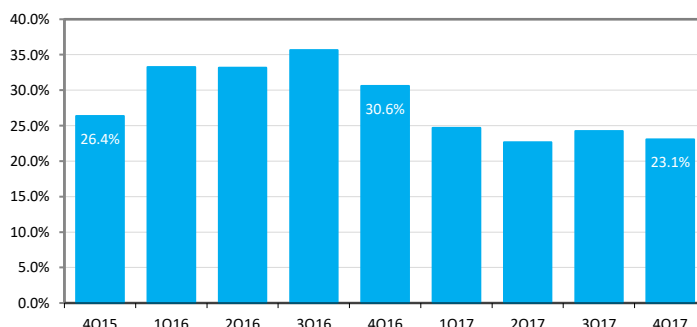
Deal Size	Number of Deals			Agg. Transaction Value (\$Bil)			Average P/E
	12 Months Ended		Change	12 Months Ended		Change	
	12/31/17	12/31/16		12/31/17	12/31/16		
\$1 Billion +	317	311	1.9%	\$1,343.3	\$1,539.1	-12.7%	32.2
\$500M to \$999.9M	247	220	12.3%	174.3	156.6	11.4%	26.2
\$250M to \$499.9M	295	329	-10.3%	103.4	117.0	-11.6%	25.9
\$100M to \$249.9M	513	514	-0.2%	84.1	81.2	3.5%	32.0
\$50M to \$99.9M	447	407	9.8%	31.6	29.4	7.5%	26.6
\$25M to \$49.9M	421	405	4.0%	15.0	14.6	2.6%	31.4
\$10M to \$24.9M	482	471	2.3%	7.9	7.7	3.5%	24.7
Under \$10M	917	988	-7.2%	3.0	3.1	-1.8%	22.2
Undisclosed	<u>8,034</u>	<u>9,281</u>	<u>-13.4%</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Total	11,673	12,926	-9.7%	\$1,762.7	\$1,948.6	-9.5%	28.6

M&A at a Glance

MEDIAN P/E

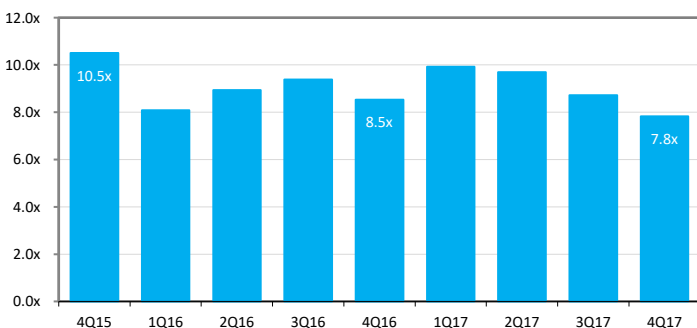


MEDIAN PREMIUM

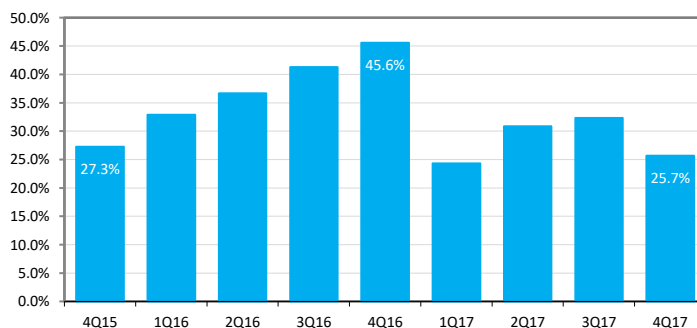


US Middle Market Monitor

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 12/31/17 Deal Count	L3M 12/31/16 Deal Count	Difference
Non-Energy Minerals	71	66	5
Government	5	4	1
Miscellaneous	10	12	(2)
Transportation	54	64	(10)
Distribution Services	143	158	(15)
Health Technology	82	98	(16)
Technology Services	424	440	(16)
Energy Minerals	41	59	(18)
Process Industries	107	126	(19)
Electronic Technology	77	96	(19)
Communications	30	50	(20)
Retail Trade	108	128	(20)
Consumer Durables	51	71	(20)
Consumer Services	196	216	(20)
Utilities	68	94	(26)
Consumer Non-Durables	82	109	(27)
Finance	364	398	(34)
Health Services	111	146	(35)
Commercial Services	428	463	(35)
Producer Manufacturing	148	194	(46)
Industrial Services	119	165	(46)
Total	2,719	3,157	(438)

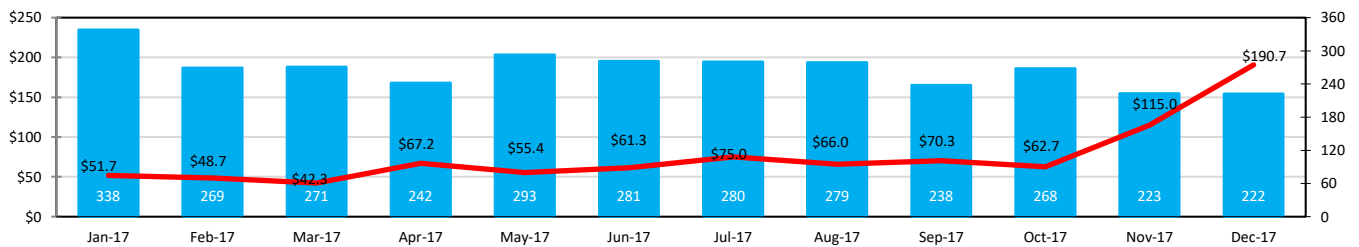
SECTOR BY VALUE

Target Sector	L3M 12/31/17 Value	L3M 12/31/16 Value	Difference
Distribution Services	\$92,719.8	\$9,192.1	\$83,527.7
Health Services	88,362.3	6,121.9	82,240.4
Electronic Technology	99,939.4	67,657.2	32,282.3
Commercial Services	29,271.1	19,200.2	10,070.9
Utilities	22,387.9	16,715.3	5,672.6
Consumer Durables	15,617.9	14,551.4	1,066.5
Government	400.0	32.0	368.0
Miscellaneous	411.0	1,438.3	(1,027.4)
Transportation	3,758.8	5,644.8	(1,886.0)
Non-Energy Minerals	3,851.2	6,033.2	(2,182.0)
Energy Minerals	9,250.0	15,306.1	(6,056.1)
Producer Manufacturing	15,951.1	23,477.7	(7,526.5)
Retail Trade	3,483.7	12,440.7	(8,957.0)
Technology Services	20,810.0	36,464.9	(15,654.9)
Finance	53,307.4	76,648.2	(23,340.8)
Health Technology	15,755.5	47,313.4	(31,557.9)
Communications	2,826.0	42,061.8	(39,235.9)
Process Industries	11,684.9	55,458.0	(43,773.1)
Consumer Services	99,298.9	146,534.9	(47,236.0)
Consumer Non-Durables	13,638.8	71,092.1	(57,453.3)
Industrial Services	25,470.8	104,584.2	(79,113.4)
Total	\$628,196.4	\$777,968.3	(\$149,771.9)

Merger Stats

Deal Size	Number of Deals			Agg. Transaction Value (\$Bil)			Average P/E
	12 Months Ended		Change	12 Months Ended		Change	
	12/31/17	12/31/16		12/31/17	12/31/16		
\$1 Billion +	172	159	8.2%	\$802.8	\$907.3	-11.5%	31.6
\$500M to \$999.9M	151	127	18.9%	104.5	89.8	16.3%	26.4
\$250M to \$499.9M	170	196	-13.3%	59.6	70.7	-15.7%	21.9
\$100M to \$249.9M	326	327	-0.3%	53.3	51.8	2.9%	29.8
\$50M to \$99.9M	315	282	11.7%	22.1	20.4	8.6%	26.4
\$25M to \$49.9M	319	299	6.7%	11.4	10.7	6.5%	29.8
\$10M to \$24.9M	359	366	-1.9%	5.9	5.9	0.2%	25.1
Under \$10M	606	701	-13.6%	2.0	2.3	-10.4%	18.8
Undisclosed	6,028	7,273	-17.1%	N/A	N/A	N/A	N/A
Total	8,446	9,730	-13.2%	\$1,061.6	\$1,158.9	-8.4%	27.4

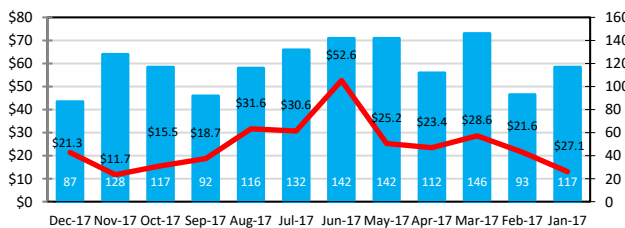
PUBLIC BUYER INDEX LTM 12/31/17



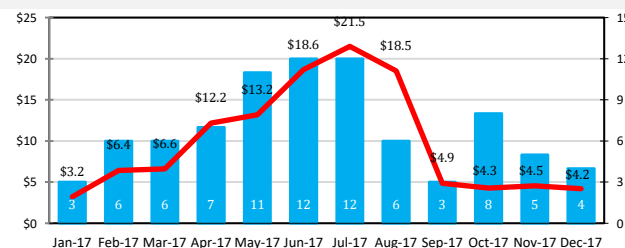
US Private Equity Report

Indices

PE BUYER INDEX: LTM 12/31/17



GOING PRIVATE INDEX: LTM 12/31/17



Top Private Equity Fundraisings: YTD 2017

Open Date	Value (\$Mil)	Fund (Private Equity Sponsor)
21-Feb-2017	\$100,000.0	Softbank Vision Fund LP SB Investment Advisers (UK) Ltd.
20-May-2017	40,000.0	Blackstone PIF Infrastructure Fund Blackstone Corporate Private Equity
12-Jun-2017	15,000.0	Carlyle Partners VII Fund The Carlyle Group LP (Corporate Private Equity)
17-Jul-2017	12,500.0	Ascribe Opportunities Fund IV Ascribe Capital LLC /Private Equity/
1-Jan-2017	9,400.0	Bain Capital Fund XII Bain Capital Private Equity LP
16-May-2017	7,150.0	Onex Partners V Fund Onex Partners
4-May-2017	6,500.0	ISQ Global Infrastructure Fund II I Squared Capital Advisors (US) LLC
10-Jan-2017	6,150.0	New Mountain Partners V New Mountain Capital LLC
1-Jan-2017	6,000.0	Abraaj Private Equity Fund VI Abraaj Capital Ltd.
20-Sep-2017	6,000.0	American Securities Partners VIII Fund American Securities LLC

BASED ON US ANNOUNCED DEALS – RANKED BY TRANSACTION VALUE: YTD 2017

Financial Advisor		Transaction Value (\$Mil)*	Total Deals**	Legal Advisor		Transaction Value (\$Mil)*	Total Deals**
1.	Goldman Sachs & Co	\$657,954.5	214	1.	Skadden, Arps, Slate, Meagher & Flom LLP	\$412,421.3	219
2.	JPMorgan Chase & Co	501,510.3	198	2.	Sullivan & Cromwell LLP	366,982.3	117
3.	Morgan Stanley	472,051.8	167	3.	Simpson Thacher & Bartlett LLP	336,125.8	140
4.	Citigroup	383,343.8	140	4.	Kirkland & Ellis LLP	308,783.4	376
5.	Barclays Plc	324,530.5	130	5.	Latham & Watkins LLP	280,004.1	284
6.	Bank of America Merrill Lynch	322,225.0	122	6.	Wachtell, Lipton, Rosen & Katz	251,398.6	79
7.	Centerview Partners LLC	308,340.6	51	7.	Davis Polk & Wardwell LLP	226,726.9	89
8.	Evercore, Inc	300,119.8	110	8.	Cleary Gottlieb Steen & Hamilton LLP	226,515.9	72
9.	Deutsche Bank AG	296,465.0	82	9.	Paul, Weiss, Rifkind, Wharton & Garrison LLP	206,200.8	144
10.	Lazard	184,120.7	108	10.	Cravath, Swaine & Moore LLP	188,870.8	62
11.	Credit Suisse	175,025.3	130	11.	Fried, Frank, Harris, Shriver & Jacobson LLP	170,997.5	52
12.	Moelis & Co	140,477.7	77	12.	Blake, Cassels & Graydon LLP	165,058.8	126
13.	Wells Fargo & Co	129,265.4	50	13.	Shearman & Sterling LLP	162,350.2	73
14.	Guggenheim Capital LLC	115,469.5	25	14.	Debevoise & Plimpton LLP	160,063.2	56
15.	Allen & Co, Inc	105,232.0	18	15.	Hogan Lovells	143,801.1	131
16.	UBS Group AG	102,294.7	75	16.	Weil, Gotshal & Manges LLP	135,772.0	151
17.	Jefferies LLC	84,030.0	114	17.	Allen & Overy LLP	131,094.9	87
18.	Perella Weinberg Partners Group LP	78,169.7	32	18.	Jones Day LP	113,017.4	314
19.	RBC Capital Markets	60,811.6	73	19.	Clifford Chance LLP	106,728.6	88
20.	HSBC Holdings Plc	58,100.7	19	20.	Covington & Burling LLP	99,480.3	46
21.	Rothschild & Co	56,947.7	92	21.	Gibson, Dunn & Crutcher LLP	97,624.8	129
22.	Ernst & Young Global Ltd	43,693.2	111	22.	Dechert LLP	87,619.5	41
23.	PJT Partners, Inc	36,201.6	17	23.	Stikeman Elliott LLP	86,227.6	127
24.	The TorontoDominion Bank	27,352.3	12	24.	McDermott Will & Emery LLP	81,810.3	30
25.	Mitsubishi UFJ Morgan Stanley Securities Co, Ltd	25,229.8	9	25.	Ropes & Gray LLP	58,490.0	71
26.	Robey Warshaw LLP	21,912.3	2	26.	Freshfields Bruckhaus Deringer LLP	57,236.5	43
27.	LionTree LLC	21,172.2	13	27.	Vinson & Elkins LLP	55,828.9	76
28.	Macquarie Group	20,810.1	34	28.	Morrison & Foerster LLP	51,525.9	75
29.	Piper Jaffray Cos	20,273.4	67	29.	Linklaters LLP	50,853.4	40
30.	Raymond James Financial, Inc	19,540.6	83	30.	Goodwin Procter LLP	48,751.1	169
31.	William Blair & Co	19,095.7	87	31.	White & Case LLP	48,538.7	38
32.	Stifel, Nicolaus & Co, Inc	18,702.8	110	32.	Akin, Gump, Strauss, Hauer & Feld LLP	46,786.3	52
33.	Sandler O'Neill & Partners	18,679.2	66	33.	Baker Botts LLP	46,109.2	56
34.	Houlihan Lokey, Inc	18,061.5	132	34.	Morgan, Lewis & Bockius LLP	44,861.0	196
35.	PricewaterhouseCoopers	17,955.6	91	35.	Bracewell LLP	44,527.4	28
36.	Nomura Securities Co, Ltd	17,033.4	12	36.	Alston & Bird LLP	44,099.0	71
37.	Robert W Baird & Co	16,847.4	71	37.	Sidley Austin LLP	43,863.7	50
38.	KPMG International	16,435.2	102	38.	Proskauer Rose LLP	41,813.0	43
39.	Bank of Montreal	15,422.8	40	39.	Wilson Sonsini Goodrich & Rosati	36,073.8	88
40.	BDT & Co LLC	13,678.8	7	40.	Andrews Kurth Kenyon LLP	34,945.1	14
41.	BNP Paribas SA	13,598.9	26	41.	Jenner & Block LLP	32,962.9	5
42.	Cowen Execution Holdco	13,421.0	13	42.	Paul Hastings LLP	32,914.6	80
43.	Qatalyst Group LP	13,041.7	8	43.	Willkie Farr & Gallagher LLP	29,107.7	93
44.	Deloitte LLP	10,393.5	47	44.	Herbert Smith Freehills LLP	28,865.3	44
45.	Jones Lang LaSalle, Inc	10,305.5	7	45.	Pillsbury Winthrop Shaw Pittman LLP	27,385.4	23
46.	Harris Williams & Co	10,209.4	51	46.	Slaughter & May Ltd.	25,757.0	18
47.	Huatai Securities Co, Ltd	10,048.1	2	47.	Cooley LLP	23,729.6	39
48.	Nordea	9,268.4	4	48.	Nishimura & Asahi	22,060.8	12
49.	TripleTree LLC	8,075.9	4	49.	Norton Rose Fulbright LLP	19,403.6	46
50.	BDO LLP	7,842.9	130	50.	Squire Patton Boggs (US) LLP	19,234.4	60

* 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	QUALCOMM, Inc. Centerview Partners LLC Evercore, Inc. Goldman Sachs & Co. <i>Paul, Weiss, Rifkind, Wharton & Garrison LLP</i>	Broadcom Ltd. Bank of America Merrill Lynch Citigroup Deutsche Bank AG JPMorgan Chase & Co. Moelis & Co. LLC Morgan Stanley Wells Fargo & Co. <i>Latham & Watkins LLP</i> <i>Wachtell, Lipton, Rosen & Katz</i>	\$88,212.0	Electronic Technology
2	Guangdong Cang Bao Tian Xia Art Co. Ltd.	National Art Exchange, Inc.	\$80,000.0	Distribution Services
3	Aetna, Inc. Allen & Co., Inc. Evercore, Inc. Lazard <i>Davis Polk & Wardwell LLP</i> <i>Simpson Thacher & Bartlett LLP</i>	CVS Health Corp. Barclays Plc Centerview Partners LLC Goldman Sachs & Co. <i>Dechert LLP</i> <i>Kirkland & Ellis LLP</i> <i>McDermott Will & Emery LLP</i> <i>Shearman & Sterling LLP</i> <i>Sullivan & Cromwell LLP</i>	\$72,053.8	Health Services
4	Twenty-First Century Fox, Inc. Centerview Partners LLC Deutsche Bank AG Goldman Sachs & Co. <i>Allen & Overy LLP</i> <i>Blake, Cassels & Graydon LLP</i> <i>Fried, Frank, Harris, Shriver & Jacobson LLP</i> <i>Hogan Lovells US LLP</i> <i>Simpson Thacher & Bartlett LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i>	The Walt Disney Co. Guggenheim Capital LLC JPMorgan Chase & Co. <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Covington & Burling LLP</i> <i>Cravath, Swaine & Moore LLP</i> <i>Debevoise & Plimpton LLP</i>	\$67,669.8	Consumer Services
5	Rockwell Collins, Inc. Citigroup JPMorgan Chase & Co. <i>Davis Polk & Wardwell LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i>	United Technologies Corp. Morgan Stanley <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Stikeman Elliott LLP</i> <i>Sullivan & Cromwell LLP</i> <i>Wachtell, Lipton, Rosen & Katz</i>	\$30,132.1	Electronic Technology
6	GGP, Inc. Citigroup Goldman Sachs & Co. <i>Simpson Thacher & Bartlett LLP</i> <i>Sullivan & Cromwell LLP</i>	Brookfield Property Partners LP Deutsche Bank AG Morgan Stanley <i>Weil, Gotshal & Manges LLP</i>	\$28,053.2	Finance
7	C.R. Bard, Inc. (New Jersey) Goldman Sachs & Co. <i>Fried, Frank, Harris, Shriver & Jacobson LLP</i> <i>Wachtell, Lipton, Rosen & Katz</i>	Becton, Dickinson & Co. Citigroup Perella Weinberg Partners LP <i>Skadden, Arps, Slate, Meagher & Flom LLP</i>	\$23,789.5	Health Technology
8	Mead Johnson Nutrition Co. Goldman Sachs & Co. Morgan Stanley <i>Cleary Gottlieb Steen & Hamilton LLP</i> <i>Kirkland & Ellis LLP</i>	Reckitt Benckiser Group Plc Bank of America Merrill Lynch Deutsche Bank AG HSBC Holdings Plc Robey Warshaw LLP <i>Clifford Chance LLP</i> <i>Davis Polk & Wardwell LLP</i> <i>Linklaters LLP</i>	\$17,712.3	Consumer Non-Durables
9	ONEOK Partners LP Barclays Plc <i>Andrews Kurth Kenyon LLP</i>	ONEOK, Inc. JPMorgan Chase & Co. Morgan Stanley <i>Simpson Thacher & Bartlett LLP</i> <i>Skadden, Arps, Slate, Meagher & Flom LLP</i>	\$17,118.1	Industrial Services
10	Calpine Corp. Lazard <i>Sullivan & Cromwell LLP</i> <i>White & Case LLP</i>	Calpine Corp. /Private Group/ Barclays Plc <i>Debevoise & Plimpton LLP</i> <i>Latham & Watkins LLP</i> <i>Shearman & Sterling LLP</i>	\$15,959.7	Utilities
**Total Market Value of Top 10 Deals YTD			\$440,700.4	