

Quarterly Industry Update

As of December 31, 2016

Industry: Online Educational Software



Industry Summary

Cogent Valuation identified Online Educational Software publicly traded companies, IPOs, and recent M&A transactions within the Online Educational Software industry, which provides a basis for market and transaction pricing that can be used by your firm in estimating market sentiment and its impact on your firm's value. Over the last year since December 31, 2015, the median 52-week share price return of the Online Educational Software industry was 13.9%. Between December 31, 2014 and December 31, 2016, the median EV/EBITDA multiple decreased from 26.5 to 16.7. However, the median price-to-earnings multiple increased from 55.1 to 78.3 over the same period.

Comparable Public Company Key Statistics

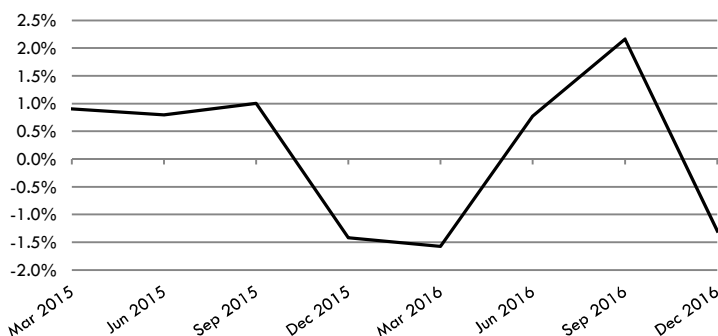
Median 52-Week Return	13.9%	Median EV/Revenue Multiple	0.7x	Median Price/Earnings Multiple	78.3x
Median 3-Year CAGR Return	-8.4%	Median EV/EBITDA Multiple	16.7x	Median EV/Gross CF Multiple	43.2x

Comparable Public Company Market Price Returns As of December 31, 2016

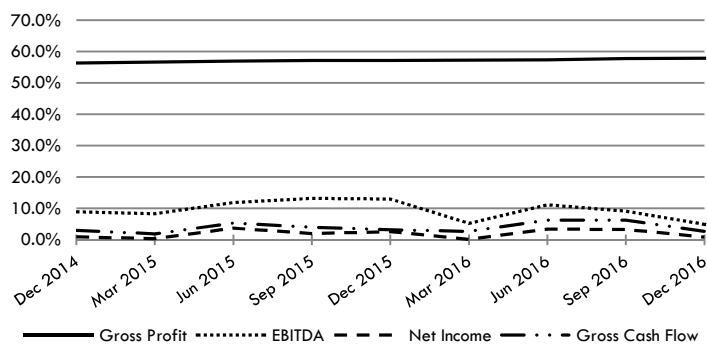
	YTD	3 Month	1 Year	2 Year	3 Year	5 Year	2015	2014	2013	2012	2011
eHealth, Inc.	6.7%	-5.0%	6.7%	-34.6%	-38.8%	-6.2%	-60.0%	-46.4%	69.2%	86.9%	3.6%
Healthstream Inc.	13.9%	-9.2%	13.9%	-7.8%	-8.4%	6.3%	-25.4%	-9.6%	34.2%	31.8%	129.5%
K12, Inc.	95.0%	19.6%	95.0%	20.2%	-7.6%	-0.9%	-25.9%	-45.4%	6.4%	13.9%	-37.4%
Spark Networks, Inc.	-78.2%	-46.8%	-78.2%	-51.6%	-48.5%	-26.1%	7.2%	-41.7%	-21.0%	105.3%	27.9%
XO Group Inc.	21.1%	0.6%	21.1%	3.3%	9.4%	18.5%	-11.8%	22.5%	59.8%	11.5%	-15.6%
Median of Industry Public Companies	13.9%	-5.0%	13.9%	-7.8%	-8.4%	-0.9%	-25.4%	-41.7%	34.2%	31.8%	3.6%

(Multiple year periods are calculated as the average annual return.)

Median Quarterly Revenue Growth of All Online Educational Software Companies



Median Gross Profit, EBITDA, Net Income and Gross Cash Flow Margins



Median Public Company Multiples of the Online Educational Software Industry

Date:	12/31/2014	3/31/2015	6/30/2015	9/30/2015	12/31/2015	3/31/2016	6/30/2016	9/30/2016	12/31/2016
EV/Revenues Multiple	2.0x	1.4x	1.1x	1.1x	1.6x	1.1x	0.9x	0.9x	0.7x
EV/EBITDA Multiple	26.5x	20.9x	17.8x	14.4x	17.0x	17.5x	12.0x	13.2x	16.7x
Price/Earnings Multiple	55.1x	42.1x	30.8x	42.0x	66.0x	77.6x	39.6x	59.6x	78.3x
EV/Gross Cash Flows Multiple	57.1x	19.3x	29.7x	19.9x	21.9x	39.8x	26.4x	26.7x	43.2x

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Industry Initial Public Offerings (dollars in millions, except share prices)

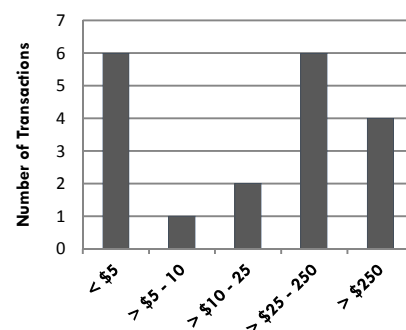
Offer Date	Company Name	Offer Price	Shares Offered	Amount Raised	Total Assets	Debt	LTM Revenues	LTM EBITDA	LTM Net Income	LTM Cash Flows
2/18/2016	Sylph Education Solutions Limited	\$0.18	4.0	\$0.7	\$1.8	\$0.0	\$0.0	(\$0.0)	\$0.0	(\$0.0)
11/12/2015	Instructure, Inc.	\$16.00	4.4	\$70.4	\$64.2	\$0.0	\$65.1	(\$55.5)	(\$58.9)	(\$53.7)
8/4/2010	Ambow Education Holding Ltd.	\$10.00	10.7	\$106.8	\$512.1	\$39.7	\$144.3	\$32.4	\$18.4	\$38.9
7/14/2010	Smart Technologies Inc.	\$17.00	38.8	\$660.1	\$528.1	\$1,003.6	\$648.0	\$151.2	\$142.0	\$169.1
4/15/2009	Rosetta Stone, Inc.	\$18.00	6.3	\$112.5	\$138.8	\$9.9	\$209.4	\$35.9	\$13.9	\$39.5
1/28/2008	ATA, Inc.	\$9.50	4.9	\$46.3	\$17.5	\$0.0	\$17.2	\$0.7	\$0.5	\$1.0
Median of All IPOs		nm	nm	\$88.6	\$101.5	\$5.0	\$104.7	\$16.5	\$7.2	\$19.9

nm: not meaningful, N/A: not applicable

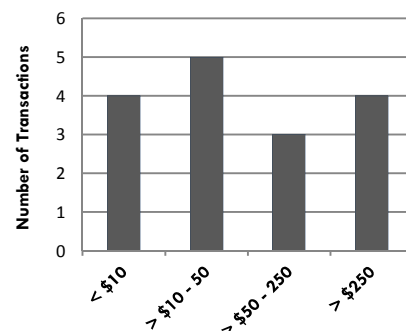
Recent Merger and Acquisition Transactions for a Majority Stake (dollars in millions)

Transaction Date	Target	Acquirer	Transaction Size	% Bought	LTM Revenues	EV/Revenues
12/23/2016	Smart Technologies Inc.	Foxconn Singapore Pte. Ltd.	\$216.4	52%	\$331.8	0.7x
5/4/2016	Cricket Media Group Ltd.	ZG Ventures, LLC	\$32.0	100%	\$13.3	2.4x
4/4/2016	LeapFrog Enterprises Inc.	Vtech Holdings Limited	\$93.3	100%	\$222.9	0.2x
2/9/2016	Constant Contact, Inc.	Endurance International	\$1,112.1	100%	\$361.9	2.6x
1/7/2016	Celtic Training & Consultancy	iCollege Limited	\$1.6	100%	\$1.2	1.4x
12/22/2015	SmartPros Ltd.	Kaplan Professional	\$16.8	100%	\$13.5	0.9x
12/10/2015	Career Partner GmbH	Apollo Global Germany GmbH	\$119.4	100%	\$42.4	2.8x
10/15/2015	Promethean World Plc	Best Assistant Education	\$143.2	100%	\$180.8	0.8x
5/14/2015	lynda.com, Inc.	LinkedIn Corporation	\$1,682.0	100%	\$161.8	10.4x
3/6/2015	Callista Software Services	Tribal Group plc	\$2.8	100%	\$12.3	0.2x
12/4/2014	Lollipops Educare Holdings	Evolve Education Group	\$53.0	100%	\$25.5	2.1x
12/4/2014	Concur Technologies, Inc.	SAP America, Inc.	\$8,468.0	100%	\$667.9	11.5x
11/20/2014	Transformations - Pathways	Academies Australasia	\$1.1	100%	\$3.1	0.3x
5/1/2014	Wunderkind Group Pty Ltd.	Massive Interactive, Inc.	\$5.5	100%	N/A	N/A
4/3/2014	TESOL Asia Group Inc.	Site Group International	\$2.3	100%	N/A	N/A
3/31/2014	Online Courses Australia	Intueri Education Group	\$3.6	50%	\$2.9	1.9x
3/3/2014	Health Care Compliance	Healthstream Inc.	\$16.0	100%	\$6.8	2.4x
10/31/2013	Xing Wei Institute	ATA, Inc.	\$3.2	100%	N/A	N/A
12/28/2012	Ancestry.com	Permira Advisers	\$1,609.1	100%	\$460.2	3.4x
Median of the 19 M&A Transaction Targets			\$32.0	100%	\$34.0	2.0x

Size of M&A Transactions



LTM Revenues Reported



Definitions of Financial Terms Used in this Quarterly Industry Update:

Enterprise Value (EV): Market Value of Equity + Market Value of Debt - Cash

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA): Profitability metric sometimes also referred to as operating profit or operating earnings.

Gross Cash Flows: Net Income + Depreciation and Amortization Expense

Latest Twelve Months (LTM): Financial information is as of the latest twelve months through the date of this Quarterly Industry Update.

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