

MEDIA SECTOR REVIEW

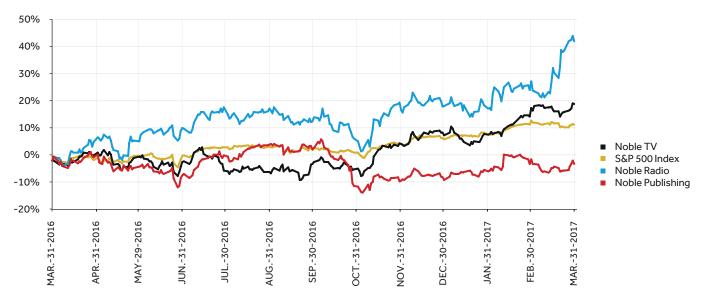
Will The Stellar Run Continue

The question that soon will be answered is whether or not the media stocks, which had a stellar run following the Presidential election, will keep the substantial valuation lift or build upon it following first quarter results. Most media stocks posted double digit gains in the first quarter and year to date. In our view, the valuation lift has been on a wave of optimism regarding taxes, the economy, and even deregulation. But, the very near term fundamentals do not seem to be as robust as the stock prices might suggest. We believe that the first quarter results likely will be perceived as being lackluster. With valuations extended and many media stocks near 52 week highs, we believe that there is room for consolidation. As such, we would look for possible pullbacks related to disappointing very near term fundamentals as an opportunity to build positions in our favorite media names. We hope that you will look for updates on the industry and be with us in Las Vegas for the NAB Media Finance Forum April 24 and April 25.

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STOCK MARKET PERFORMANCE: TRADITIONAL MEDIA



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OUTLOOK - TRADITIONAL MEDIA

BROADCAST TELEVISION

The Broadcast Television stocks were up 12% in the first quarter 2017, building upon the strength in the fourth quarter. Near current levels, the TV stocks trade at 8.9x times enterprise value to our blended 2017/2018 cash flow estimates, or near the low end of historic 15-year valuations. We believe that stock valuations may hit a speed bump in the upcoming first quarter results. In our view, there was a lot of hope regarding the early rebound in advertising in March. With very little advertising in the months of January and February, March makes the quarter. But, we believe that the strength faded, which may cause some disappointment in what we believe will be a lackluster quarter. Investors likely will turn their attention toward an improving second quarter. In addition, we look forward toward the upcoming NAB Media Finance Forum to discuss the long-term opportunities for the industry, including deregulation, the new ATSC 3.0 broadcast standard, programmatic advertising, artificial intelligence advertising, and the impact of addressable televisions. Look for future updates.

BROADCAST RADIO

The Radio stocks added to gains in the fourth quarter, with a nice 23% market cap weighted increase in valuations in the first quarter. The biggest news in the industry last quarter was the announced merger with Entercom (ETM: Buy Rated) and CBS Radio (CBS: Not Rated). We believe that the merger will create an un-levered, large platform, radio company that will be investable for many institutional investors. The industry has been mired by two of the leading radio broadcasters, which have been burdened by heavy debt loads. Hopefully, a new force in the industry may be able to break through this mark on the industry with its compelling argument for a bigger share of the advertising dollars. We look for this question to be answered in the upcoming NAB Media Finance Forum to be held in Las Vegas. Despite research that indicates that radio audiences remain stable, even as other mediums have fragmented, radio has had difficulty breaking through to advertisers. We believe that the industry has investment merit and look forward toward several broadcasters to highlight operation strategies at the upcoming Vegas conference.

PUBLISHING

The publishing stocks have underperformed its media peers in the first quarter, down 5% as investors turned toward the momentum of the broadcast stocks. This is interesting because the fourth quarter results were in line to slightly better than expectations. In addition, investors seem uninterested in some potential favorable developments, discussed later. In our view, investors shunned publishing stocks due to management changes, absence of deal activity, and a slowdown in Digital Media revenues. Importantly, we believe that these issues should be assuaged as we move toward the balance of the second half. Companies, like McClatchy (MNI: Rated Buy), should benefit from the potential sale of CareerBuilder, which reportedly may be sold for \$1 billion or more. This would be significant for McClatchy, given its 15% ownership, with proceeds that could equate to as much as \$20 per share or more. In addition, we believe that both tronc (TRNC: Rated Buy) and Gannett (GCI: Rated Buy) are building upon solid balance sheets which provides room to augment strong cash flows with possible acquisition fueled growth. We believe that the publishing stocks are among the most under valued stocks in the media group. Investors are encouraged to participate in tronc's presentation at the NAB Media Finance Forum and in the Al Technology panel, which the company will play a role in. See you there!

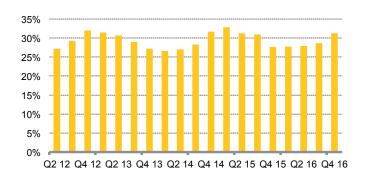




TV-SEGMENT ANALYSIS

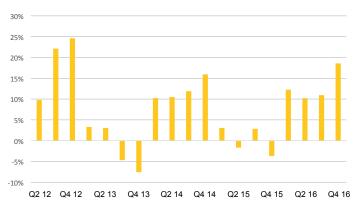
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	SHARE PRICE	% OF 52 WEEK HIGH	MARKET CAP	NET DEBT.	ENT. VALUE (EV)	REVENUE	EBITDA	LTM	2016E	2017E	LTM	2016E	2017E	NET DEBT / EBITDA	3 YEAR REVENUE CAGR	EBITDA MARGIN	DIV YIELD
CBS Corporation	\$68.57	97.8%	\$27,948	\$8,777	\$36,761	\$13,166	\$3,095	2.8x	2.7x	2.6x	11.9x	11.4x	10.4x	2.8x	(2.0%)	23.5%	1.1%
TEGNA	25.84	97.0%	5,550	3,966	9,844	3,341	1,209	2.9x	2.8x	2.6x	8.1x	9.0x	7.8x	3.3x	27.7%	36.2%	2.2%
Nexstar Media Group	69.35	93.8%	3,267	5,145	8,412	1,103	404	5.1x	3.5x	3.1x	13.9x	10.4x	8.5x	5.6x	30.0%	36.7%	1.8%
Sinclair Broadcast	40.40	93.8%	4,141	3,944	8,054	2,737	881	2.9x	2.9x	2.7x	9.1x	9.7x	8.0x	4.5x	26.2%	32.2%	1.8%
Tribune Media	38.41	94.3%	3,337	2,834	6,177	1,948	454	3.2x	3.2x	3.0x	13.6x	13.4x	11.5x	6.2x	19.3%	23.3%	2.7%
Gray Television	14.95	99.0%	1,077	1,432	2,497	812	304	3.1x	2.9x	2.5x	8.2x	9.4x	7.1x	4.7x	32.9%	37.5%	NA
The E. W. Scripps	22.50	93.2%	1,849	259	2,108	943	186	2.2x	2.3x	2.0x	11.3x	18.1x	10.2x	1.4x	29.7%	19.8%	NA
Entravision	6.15	74.0%	555	234	789	259	65	3.1x	2.9x	2.6x	12.2x	11.9x	8.9x	3.6x	4.9%	25.0%	2.0%
							Mean	3.2x	2.9x	2.6x	11.1x	11.7x	9.1x	4.0x	21.1%	29.3%	1.9%

LTM EBITDA MARGIN



REVENUE GROWTH

3.0x 2.9x 2.6x 11.6x 10.9x 8.7x



NET DEBT / LTM EBITDA



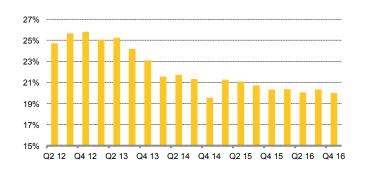




RADIO-SEGMENT ANALYSIS

						LT	м	EV	/ REVEN	IUE	ΕV	V / EBITI	DA .			
	SHARE PRICE	% OF 52 WEEK HIGH	MARKET CAP	NET DEBT.	ENT. VALUE (EV)	REVENUE	EBITDA	LTM	2016E	2017E	LTM	2016E	2017E	3 YEAR REVENUE CAGR	EBITDA MARGIN	DIV YIELD
Iheart Media	\$3.08	76.8%	\$279	\$19,517	\$19,931	\$6,274	\$1,830	3.2x	3.2x	NA	10.9x	10.8x	NA	10.7x	29.2%	0.0%
Cumulus Media	0.23	6.3%	7	2,253	2,260	1,141	201	2.0x	2.0x	2.0x	11.2x	10.7x	10.1x	11.2x	17.6%	0.0%
Radio One	3.35	94.1%	162	960	1,135	456	124	2.5x	NA	NA	9.2x	NA	NA	7.8x	27.1%	0.0%
Entercom	13.15	79.5%	534	426	987	460	107	2.1x	2.1x	2.0x	9.2x	8.6x	8.0x	4.0x	23.2%	2.3%
Townsquare Media	11.06	85.0%	204	520	725	517	103	1.4x	1.4x	1.3x	7.1x	6.8x	6.3x	5.1x	19.8%	0.0%
Beasley Broadcast	12.90	90.5%	372	234	606	137	30	4.4x	NA	NA	20.4x	NA	NA	7.9x	21.7%	1.4%
Salem Media Group	7.40	90.6%	192	262	455	274	49	1.7x	1.6x	1.5x	9.4x	9.2x	8.1x	5.4x	17.7%	3.6%
Saga Communications	51.35	98.7%	303	10	312	143	37	2.2x	NA	NA	8.4x	NA	NA	0.3x	26.2%	2.8%
Emmis	2.29	52.9%	28	216	279	222	31	1.3x	NA	NA	9.1x	NA	NA	7.1x	13.8%	0.0%
							Mean	2.3x	2.1x	1.7x	10.5x	9.2x	8.1x	6.6x	21.8%	1.3%

LTM EBITDA MARGIN

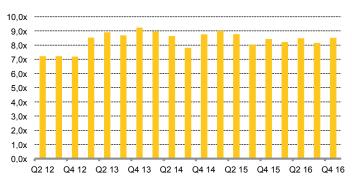


REVENUE GROWTH



NET DEBT / LTM EBITDA







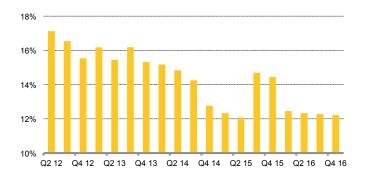


PUBLISHING-SEGMENT ANALYSIS

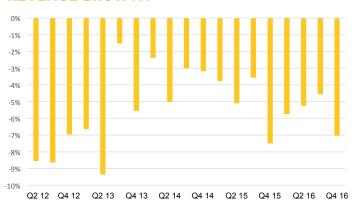
						LT	М	EV	/ REVEN	IUE	E۱	/ / EBITE)A				
	SHARE PRICE	% OF 52 WEEK HIGH	MARKET CAP	NET DEBT.	ENT. VALUE (EV)	REVENUE	EBITDA	LTM	2016E	2017E	LTM	2016E	2017E	NET DEBT / EBITDA	3 YEAR REVENUE CAGR	EBITDA MARGIN	DIV YIELD
News Corporation	\$12.43	84.7%	\$7,233	(\$1,209)	\$6,401	\$8,198	\$669	0.8x	0.8x	0.8x	9.6x	6.9x	6.5x	NM	(2.3%)	8.2%	1.6%
The New York Times	14.60	89.3%	2,353	(303)	2,047	1,555	213	1.3x	1.3x	1.3x	9.6x	9.1x	8.7x	NM	(0.5%)	13.7%	1.1%
Gannett	8.42	47.5%	957	286	1,242	3,047	337	0.4x	0.4x	0.4x	3.7x	3.8x	3.8x	0.8x	(2.9%)	11.1%	7.8%
The McClatchy Company	9.79	49.5%	74	892	967	977	141	1.0x	1.0x	NA	6.9x	7.4x	NA	6.3x	(7.0%)	14.4%	0.0%
New Media Investment Group	13.97	70.3%	744	181	925	1,255	143	0.7x	0.7x	0.7x	6.5x	5.7x	5.9x	1.3x	34.4%	11.4%	10.1%
Lee Enterprises	2.75	70.2%	156	554	710	600	135	1.2x	1.2x	NA	5.3x	5.1x	NA	4.1x	(3.2%)	22.5%	0.0%
tronc, Inc.	14.59	81.4%	532	172	704	1,606	120	0.4x	0.4x	NA	5.8x	4.0x	NA	1.4x	(3.6%)	7.5%	0.0%
A.H. Belo Corporation	6.10	76.7%	133	(80)	56	260	11	0.2x	0.2x	0.2x	5.3x	2.8x	2.1x	NM	(2.0%)	4.1%	0.0%

Mean 0.8x 0.8x 0.7x 6.6x 5.6x 5.4x 2.8x 1.6% 11.6% 2.6% Median 0.8x 0.8x 0.7x 6.2x 5.4x 5.9x 1.4x (2.6)% 11.2% 0.6%

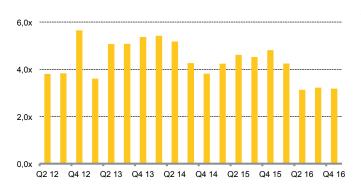
LTM EBITDA MARGIN

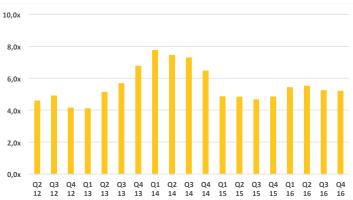


REVENUE GROWTH



NET DEBT / LTM EBITDA







TRADITIONAL MEDIA M&A ACTIVITY

4Q 2016 M&A ACTIVITY

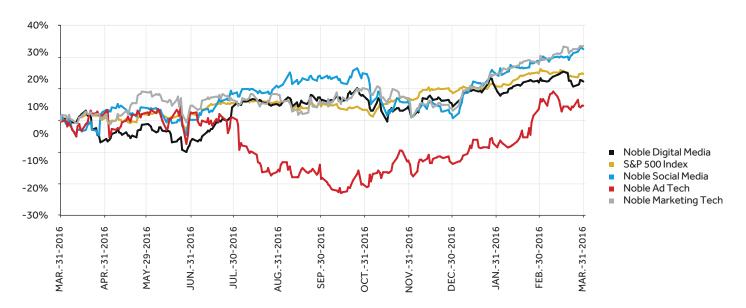
DATE	BUYER	TARGET	TRANSACTION VALUE (\$M)	EV / REVENUE	EV / EBITDA
3-21-2017	Davler Media Group LLC	Metrosource Publishing Inc.	NA	NA	NA
3-21-2017	Valassis Communications Inc.	ReachUSA Sales Group, LLC, Reach Magazine	NA	NA	NA
3-17-2017	Providence Equity Partners LLC	Modern Times Group Mtg AB, Baltic Broadcasting Businesses	\$1,094.0	1.1x	NA
3-16-2017	Eleven Sports Network Ltd	One World Sports, Certain Distribution Assets	NA	NA	NA
3-15-2017	American Media, Inc.	Us Weekly LLC	NA	NA	NA
3-15-2017	Entravision	Kit Beam LLC	\$3.8	NA	NA
3-8-2017	Ivanhoe Pictures (HK) Limited (nka:SK Global)	Sidney Kimmel Entertainment Inc.	NA	NA	NA
3-3-2017	Stingray Digital Group Inc.	NatureVision TV	NA	NA	NA
3-1-2017	Sinclair Broadcast Group, Inc.	Tennis Media Co LLC	\$14.0	NA	NA
3-1-2017	Cogeco Connexion Inc.	Briand et Moreau Cable Inc.	NA	NA	NA
2-23-2017	Recon Wenyuan Cable Co., Ltd.	A&T Media, Inc.	\$190.3	NA	NA
2-23-2017	Hour Media LLC	Emmis Communications (4 monthly magazines)	\$6.5	NA	NA
2-20-2017	Meredith Corporation	Superstation, Inc., WPCH-TV Atlanta	\$70.0	NA	NA
2-16-2017	Gray Television, Inc.	Diversified Communications Inc., WABI in Bangor and WCJB in Gainesville	\$85.0	NA	NA
2-10-2017	CBS Corporation	Kapital Entertainment, LLC	NA	NA	NA
2-8-2017	NA	Flint PBS Station	\$14.0	NA	NA
2-6-2017	Inner Banks Media	Beasley Broadcast Group	\$11.0	NA	NA
2-2-2017	Kew Media Group Inc.	Our House Media Inc.	\$10.0	1.7x	16.5x
2-2-2017	Kew Media Group Inc.	Frantic Films Corporation	\$7.0	NA	NA
2-2-2017	Kew Media Group Inc.	Bristow Global Media Inc.	\$7.1	NA	NA
2-2-2017	Entercom Communications Corp.	CBS Radio Inc.	\$1,484.6	1.2x	4.5x
1-31-2017	New Media Investment Group Inc.	Dix Communications Inc., Ohio Publishing Division	\$21.2	NA	NA
1-31-2017	Rosebud Media	The Mail Tribune, Inc. and Ashland Daily Tidings	\$15.0	NA	7.0x
1-27-2017	The Devil's Advocates Radio	Good Karma Broadcasting, LLC, WRRD-AM (1510)	NA	NA	NA
1-23-2017	The Hearst Corporation	The Pioneer Group, Inc.	NA	NA	NA
1-19-2017	Mediacom Communications Corporation	TV Cable Company of Andalusia, Inc.	NA	NA	NA
1-17-2017	Cable ONE, Inc.	Rural Broadband Investments, LLC	\$735.0	4.1x	11.5x
1-12-2017	Hour Media Group LLC	Palm Beach Media Group Inc.	NA	NA	NA
1-11-2017	Stern Partners Inc.	OUTtv Network Inc.	NA	NA	NA
1-6-2017	The Hearst Corporation	Litton Entertainment	NA	NA	NA
1-3-2017	Platinum Equity, LLC	Cox Target Media, Inc.	NA	NA	NA





OUTLOOK - INTERNET AND DIGITAL MEDIA

STOCK MARKET PERFORMANCE: INTERNET AND DIGITAL MEDIA



INTERNET & DIGITAL MEDIA

Both Magna Global and eMarketer proclaimed internet advertising to have exceeded TV advertising in 2016. Zenith Media believes internet advertising will surpass TV ad spend in 2017. It will be interesting to see what online ad spends final numbers are when the Internet Advertising Bureau (IAB) reports numbers in late April. Nevertheless, of the more than 20 publicly traded digital advertising companies we track, 4Q 2016 revenues increased a strong 26%, with full year revenues coming in up 25%.

The growth in internet advertising is certainly encouraging given several issues that surfaced in 2016, including concerns over ad fraud (i.e., bots masquerading as human beings), viewability, ad blocking, and fake news.

Despite some of these challenges, the outlook for 2017 continues to look promising for internet ad spend. Total internet advertising is projected to grow by 14%, driven by mobile ad spend (\pm 35%), social (\pm 26%) and search (\pm 14%). Desktop advertising is expected to decline by 5%.

In the first quarter of 2017, stocks in the digital media, social media, ad tech and marketing tech sectors reflected this optimism, with all 4 sectors outperforming the S&P 500. Stocks in the digital, social, ad tech and marketing tech sectors were up 8%, 22%, 21%, and 20%, respectively, versus a 6% return for the S&P 500.

The first quarter of 2017 marks the first quarter since the first quarter of 2016 that ad tech stocks outperformed the broader market. Drivers of outperformance in the ad tech sector were Rocket Fuel (+213%), The Trade Desk (+35%) and Criteo (+22%). Historically, ad tech companies, whether public or private, pursued growth at the expense of margin with a goal of dominating their market segment. We believe ad tech investors have begun to place a premium on profitability, or at least a path to profitability. With all ad tech companies posting positive EBITDA in 4Q 2016 and most companies posting positive EBITDA for all of 2016, we are beginning to see ad tech companies demonstrate a clear path to profitability.



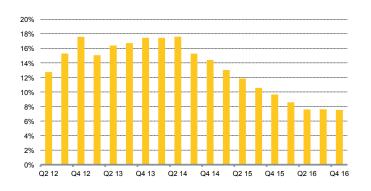
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DIGITAL MEDIA -SEGMENT ANALYSIS

						LT	М	EV	/ REVEN	IUE	ΕV	V / EBITE	DA .			
	SHARE PRICE	% OF 52 WEEK HIGH	MARKET CAP	NET DEBT.	ENT. VALUE (EV)	REVENUE	EBITDA	LTM	2017E	2018E	LTM	2017E	2018E	3 YEAR REVENUE CAGR	EBITDA MARGIN	GROSS MARGIN
Alphabet Inc.	\$839.65	96.0%	\$580,551	(\$82,398)	\$490,496	90,272	\$29,860	5.6x	4.6x	4.0x	16.4x	11.4x	9.8x	17.6%	33.1%	61.1%
Yahoo! Inc.	46.60	97.3%	44,632	(5,594)	39,087	5,409	261	7.6x	11.1x	11.2x	NM	43.4x	42.3x	3.4%	4.8%	45.3%
IAC/InterActiveCorp	72.36	93.4%	5,625	184	5,983	3,140	420	2.0x	1.9x	1.7x	14.3x	10.4x	8.4x	1.3%	13.4%	76.3%
Pandora Media, Inc.	11.52	76.9%	2,711	105	2,816	1,385	(239)	1.9x	1.7x	1.4x	NM	NM	34.2x	28.4%	(17.2%)	37.2%
WebMD Health Corp.	50.33	74.5%	1,855	54	1,909	705	188	2.8x	2.7x	2.6x	10.1x	8.0x	7.9x	11.0%	26.7%	64.0%
XO Group Inc.	16.89	80.5%	428	(106)	322	152	20	2.2x	2.0x	1.8x	15.9x	10.7x	8.4x	4.4%	13.3%	93.6%
Leaf Group Ltd.	7.65	91.6%	154	(51)	101	113	(24)	1.0x	0.8x	0.7x	NM	NM	NM	(18.5%)	(20.9%)	40.8%

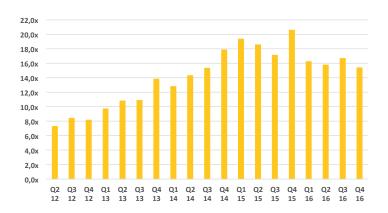
							6.8%		
Median	2.2x	2.0x	1.8x	15.1x	10.7x	9.1x	4.4%	13.3%	61.1%

LTM EBITDA MARGIN



REVENUE GROWTH







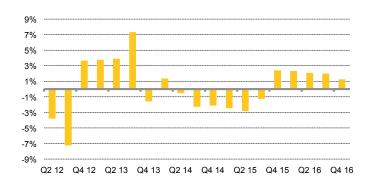


ADVERTISING TECHNOLOGY - SEGMENT ANALYSIS

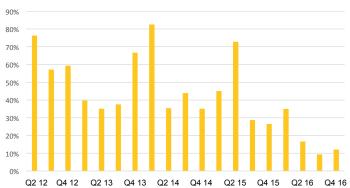
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	SHARE PRICE	% OF 52 WEEK HIGH	MARKET CAP	NET DEBT.	ENT. VALUE (EV)	REVENUE	EBITDA	LTM	2017E	2018E	LTM	2017E	2018E	3 YEAR REVENUE CAGR	EBITDA MARGIN	GROSS MARGIN
Criteo S.A.	\$51,42	97,3%	\$3.290	(\$185)	\$3.115	\$1.799	\$178	1,7x	3,3x	2,8x	17,5x	10,9x	8,7x	45,1%	9,9%	35,8%
The Trade Desk, Inc.	35,86	77,6%	1.403	(108)	1.296	203	60	6,4x	4,8x	3,9x	21,8x	17,9x	13,3x	0,0%	29,3%	80,3%
RhythmOne plc	0,48	95,0%	235	(41)	204	156	(21)	1,7x	1,2x	1,0x	NM	22,6x	12,1x	(5,6%)	(13,2%)	38,7%
Rocket Fuel Inc.	4,35	77,5%	201	2	203	456	(11)	0,4x	0,4x	0,4x	NM	21,5x	15,0x	23,8%	(2,5%)	36,6%
Synacor, Inc.	3,55	83,5%	130	(7)	123	127	0	1,0x	0,7x	0,5x	NM	15,7x	7,1x	4,4%	0,3%	53,6%
Matomy Media Group	1,08	78,0%	103	(6)	118	277	15	0,5x	0,5x	0,4x	7,7x	6,7x	5,7x	12,7%	5,5%	20,6%
The Rubicon Project	5,74	28,2%	278	(190)	88	278	27	0,3x	0,4x	0,4x	3,3x	2,9x	1,9x	49,2%	9,7%	73,7%
YuMe, Inc.	3,98	91,3%	135	(60)	75	160	(1)	0,5x	0,5x	NA	NM	5,2x	NA	2,0%	(0,5%)	50,0%
Tremor Video, Inc.	2,01	72,8%	101	(42)	59	167	(10)	0,4x	0,3x	0,3x	NM	13,0x	4,6x	8,2%	(6,1%)	45,7%
SeaChange Int., Inc.	2,46	62,9%	87	(34)	53	84	(20)	0,6x	0,7x	0,6x	NM	NM	11,4x	(17,0%)	(24,5%)	47,0%
MaxPoint Interactive	6,05	50,7%	40	3	43	149	(12)	0,3x	0,4x	NA	NM	21,5x	NA	31,2%	(8,1%)	52,3%
Social Reality, Inc.	1,97	21,6%	16	2	18	36	(4)	0,5x	0,4x	0,3x	NM	3,8x	2,2x	118,8%	(10,4%)	35,1%

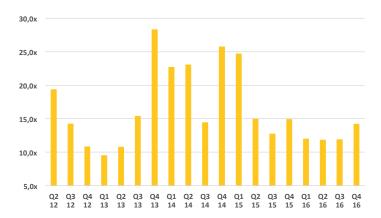
Mean 1,2x 1,1x 1,1x 12,6x 12,9x 8,2x 22,7% (0,9)% 47,4% Median 0,5x 0,5x 0,5x 17,5x 13,0x 7,9x 10,4% (1,5)% 46,3%

LTM EBITDA MARGIN



REVENUE GROWTH





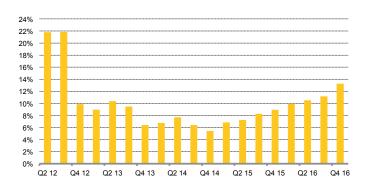


MARKETING TECHNOLOGY -SEGMENT ANALYSIS

						LT	М	EV	/ REVEN	IUE	E۱	/ / EBITE	DΑ			
	SHARE PRICE	% OF 52 WEEK HIGH	MARKET CAP	NET	ENT. VALUE (EV)	REVENUE	EBITDA	LTM	2017E	2018E	LTM	2017E	2018E		EBITDA MARGIN	GROSS MARGIN
salesforce.com, inc.	\$83.50	96.6%	\$59,076	\$501	\$59,577	\$8,392	\$505	7.1x	5.9x	4.9x	NM	27.4x	21.9x	27.3%	6.0%	73.4%
Adobe Systems	130.22	99.2%	64,420	(2,764)	61,656	6,153	1,984	10.0x	8.6x	7.2x	31.1x	21.6x	17.4x	13.0%	32.3%	86.0%
Akamai Technologies	59.68	83.3%	10,361	(197)	10,164	2,340	708	4.3x	4.0x	3.6x	14.4x	10.4x	9.2x	14.0%	30.3%	65.4%
HubSpot, Inc.	63.80	96.5%	2,307	(113)	2,194	271	(39)	8.1x	6.2x	5.0x	NM	NM	NM	51.7%	(14.2%)	77.2%
Bazaarvoice, Inc.	4.55	74.2%	377	(46)	330	202	(8)	1.6x	1.6x	1.5x	NM	19.7x	13.4x	10.8%	(4.2%)	62.3%
Brightcove Inc.	8.45	61.2%	289	(36)	253	150	(1)	1.7x	1.5x	1.4x	NM	29.2x	20.6x	11.0%	(0.7%)	63.4%
Marin Software	1.80	58.3%	71	(31)	40	100	(6)	0.4x	NA	NA	NM	NA	NA	8.9%	(6.2%)	64.9%

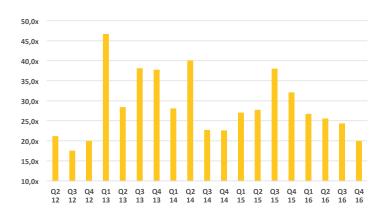
Mean	4.8x	4.6x	3.9x	22.7x	21.7x	16.5x	19.5%	6.2%	70.4%
Median	4.3x	4.9x	4.2x	22.7x	21.6x	17.4x	13.0%	(0.7)%	65.4%

LTM EBITDA MARGIN



REVENUE GROWTH







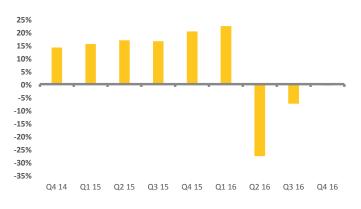


SOCIAL MEDIA -SEGMENT ANALYSIS

						LT	М	EV	/ REVEN	IUE	E۱	/ / EBITE)A			
	SHARE PRICE	% OF 52 WEEK HIGH		NET DEBT.	ENT. VALUE (EV)	REVENUE	EBITDA	LTM	2017E	2018E	LTM	2017E		3 YEAR REVENUE CAGR	EBITDA MARGIN	GROSS MARGIN
Facebook, Inc.	\$142.27	99.2%	\$412,208	(\$29,449)	\$382,759	\$27,638	\$14,835	13.8x	10.1x	7.9x	25.8x	16.2x	12.7x	52.0%	53.7%	86.3%
Snap, Inc.	20.62	70.0%	23,862	(972)	22,890	404	(491)	56.6x	22.1x	11.1x	NM	NA	NA	0.0%	(121.5%)	(11.7%)
Twitter, Inc.	14.54	55.5%	10,537	(2,088)	8,449	2,530	62	3.3x	3.6x	3.3x	NM	14.2x	12.2x	56.1%	2.4%	65.1%
The Meet Group, Inc.	5.70	70.3%	382	(22)	360	76	26	4.7x	2.9x	2.5x	14.0x	8.7x	7.2x	23.5%	33.8%	100.0%

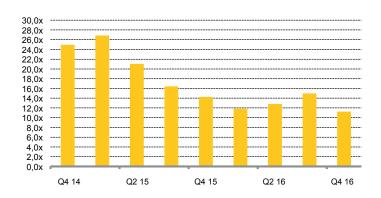
Mean Median	19.6x	9.7x	6.2x	19.9x	13.0x	10.7x	32.9%	(7.9)%	59.9%
Median	9.3x	6.8x	5.6x	19.9x	14.2x	12.2x	37.8%	18.1%	75.7%

LTM EBITDA MARGIN



REVENUE GROWTH









INTERNET AND DIGITAL MEDIA M&A ACTIVITY

4Q 2016 M&A ACTIVITY

DATE	BUYER	TARGET	TRANSACTION VALUE (\$M)	EV / REVENUE	EV / EBITDA
3-30-2017	Dolphin Digital Media, Inc.	42West, LLC	\$28.0	NA	NA
3-27-2017	Stratacache, Inc.	LIFT Network	NA	NA	NA
3-27-2017	Spotify USA Inc	pref.tv, Inc.	NA	NA	NA
3-23-2017	Digilant, Inc.	Anagram	NA	NA	NA
3-22-2017	Pamplona Capital Management	Legacy.com, Inc.	NA	NA	NA
3-21-2017	Altice N.V.	Teads	\$308.2	1.5x	NA
3-21-2017	Conversocial, Inc.	Orthogonal Labs, Inc.	NA	NA	NA
3-21-2017	Mom2Mom.cat	Parabebes Servicios Infantiles Y Premama SL	NA	NA	NA
3-21-2017	HootSuite Media Inc.	Naritiv, Snapchat Analytics Platform	NA	NA	NA
3-20-2017	Ströer Digital Group GmbH	Seeding Alliance GmbH	NA	NA	NA
3-19-2017	Cision AB	Capitol Acquisition Corp. III	NA	NA	NA
3-10-2017	Oracle Corporation	Webtrends Inc, Infinity	NA	NA	NA
3-10-2017	7Digital Group PLC	24-7 Entertainment AG	\$2.0	0.2x	NA
3-8-2017	Avoriaz Inc.	Spirited Media, Inc.	NA	NA	NA
3-8-2017	Google Inc.	Kaggle Inc.	NA	NA	NA
3-8-2017	New Media News LLC	Gothamist LLC	NA	NA	NA
3-8-2017	Pinterest, Inc.	Jelly Industries, Inc.	NA	NA	NA
3-7-2017	Function(x) Inc.	BumpClick, LLC	\$25.0	NA	NA
3-3-2017	Bright Mountain Media, Inc.	Daily Engage Media Group LLC	\$4.9	NA	NA
3-3-2017	Stingray Digital Group Inc. (TSX:RAY.A)	NatureVision TV	NA	NA	NA
3-3-2017	BumpClick, LLC	ViralNova, LLC	NA	NA	NA
3-3-2017	Gartner, Inc.	L2, Inc.	NA	NA	NA
3-3-2017	MeetMe, Inc. (nka:The Meet Group, Inc.)	Ifwe Inc.	\$60.0	1.4x	NA
3-2-2017	Altice USA	Audience Partners, LLC	NA	NA	NA
3-2-2017	Entravision Communications	Headway	\$46.5	NA	NA
2-28-2017	Yelp Inc.	Nowait, Inc.	\$40.0	NA	NA
2-22-2017	Amobee, Inc.	Turn Inc.	\$310.0	2.8x	NA
2-15-2017	Cliqz GmbH	Ghostery, Inc., Consumer Operations	NA	NA	NA
2-7-2017	HootSuite Media Inc.	AdEspresso, Inc.	NA	NA	NA
2-6-2017	Inuvo, Inc.	NetSeer, Inc.	\$7.5	NA	NA
1-31-2017	Centerfield Media Holdings, LLC	Qology Direct, LLC	NA	NA	NA
1-31-2017	Plex, Inc.	Watchup, Inc.	NA	NA	NA
1-31-2017	Take-Two Invest Espana, S.L.	Social Point S.L.	\$280.3	3.1x	14.1x
1-27-2017	GOOD Worldwide	Upworthy (Tiger Cloud Media)	NA	NA	NA
1-26-2017	Evans Communications Inc.	Clear Channel Outdoor, Inc., Frontdoors News	NA	NA	NA
1-23-2017	Viant Technology Inc.	Adelphic, Inc.	NA	NA	NA





DATE	BUYER	TARGET	TRANSACTION VALUE (\$M)	EV / REVENUE	EV / EBITDA
1-19-2017	Wix.com Ltd.	flok LTD	NA	NA	NA
1-18-2017	Alphabet Inc.	Fabric Inc.	NA	NA	NA
1-18-2017	Innotech	Ad-Juster, Inc.	NA	NA	NA
1-12-2017	Hubert Burda Media	Immediate Media Company London	\$329.7	NA	NA
1-12-2017	CBS 247 Inc.	Scout Media, Inc.	\$9.5	NA	NA
1-9-2017	Stratacache, Inc.	Real Digital Media, LLC	NA	NA	NA
1-5-2017	The Carlyle Group	Claritas, LLC	NA	NA	NA
1-4-2017	NA	Wow Media Products, Inc.	NA	NA	NA
1-1-2017	Taboola Inc.	Commerce Sciences Ltd.	NA	NA	NA





NOBLE CAPITAL MARKETS

NOBLE CAPITAL MARKETS

NOBLE CAPITAL MARKETS is a research-driven investment and merchant bank focused on small cap, emerging growth companies in the healthcare, technology, media and natural resources sectors. That's what we are. Who we are is what makes us different.

Our people are talented, dedicated, experienced professionals who come together with a common cause; advising on long-term client-solutions by employing innovative, collaborative and responsive strategies. We're passionate and personable. We approach things from our clients' perspective.

We know that developing lasting relationships is reliant upon putting our clients' interests before ours. We understand the impact of our services. Insightful advisory and effective capital procurement can change lives. Empowering our clients to create employment, engineer technological and medical breakthroughs, producing products and services that lay the foundation for the future. For more than 30 years these have been our guiding principles. While much has changed over the three decades since we began, these core values and our reputation have not. Our clients must know what to expect from us. Then we can strive to exceed expectations.

A SIMPLE FORMULA. OUR VALUE PROPOSITION

It starts with research With a fundamental belief that information guides the management process, NOBLE understands that there is no short-path to success. With this as a solid foundation, apply experience and execution delivered by people with passion. This is our formula to add value to your creation.

Research + Experience & Execution + People with Passion = Value

FULL-SERVICE INVESTMENT BANK

- Established 1984.
- Private firm, employee owned.
- Built on commitment to provide value and support for our clients.

FOCUSED INSTITUTIONAL SALES AND TRADING

- Seasoned sales and sales trading team.
- Long standing relationships with premier growth- focused Investors.

RESEARCH DRIVEN CAPITAL MARKETS PLATFORM

- Experience team of Research Analysts covering approximately 100 companies.
- Focus on Technology, Media, Healthcare and Natural Resources.
- Strong Institutional Sponsorship.

INVESTMENT BANKING COMMITMENT

- Proven track record.
- Senior level attention to every client and transaction
- Ability to deliver complete "mind share" of NOBLE on all transactions.





INVESTMENT BANKING

Our investment banking team, together with our well-recognized equity research analysts and the equity capital markets group, provide our clients with fundamental capital markets advisory and support - prior, during and most importantly, after a transaction. NOBLE's investment banking team works closely with the management and Board of our corporate clients in order to fully understand operational and financial objectives. With this knowledge our banking team will develop an efficient and effective advisory program which offers a variety of services including:

EQUITY CAPITAL MARKETS

- Secondary and Follow-on Offerings
- Registered Direct Offerings
- Initial Public Offerings
- At the market Offerings (ATM's)
- PIPEs/Private Sale Offerings

DEBT CAPITAL MARKETS

- Senior Debt
- Mezzanine
- Convertible Debt
- Bridge Financings

ADVISORY SERVICES

- Merger & Acquisitions
- Fairness Opinions
- Valuation Services

SELECT MEDIA TRANSACTIONS

(SRAX)

Valuation Services

ASC 350



April 2017

THE McCLATCHY COMPANY

(MNI)

Valuation Services

ASC 350



March 2017

SALEM DI MEDIA GROUP.

(SALM)

Valuation Services

ASC 350



March 2017



Valuation Services

ASC 350



March 2017

SRAX

(SRAX)

\$8,000,000

Debt Refinancing



September 2016

ronc (TRNC)

Valuation of Warrants



August 2016

SALEM. COMMUNICATIONS

(SALM)

Advisory

ASC 350



March 2016

CUMULUS (CMLS)

Advisory

ASC 350



March 2016





VALUATION SERVICES

NOBLE's Valuation and Advisory Services team specializes in providing business and intangible asset valuations, fairness opinions, financial and strategic analysis, and transaction support services covering a broad spectrum of industries and situations from early stage, middle market and Fortune 500 companies and capital market constituents. NOBLE's team is made up of professionals with numerous accreditations and bring excellence in accounting, taxation, and financial due diligence to provide companies with valuation advice for a multitude of purposes.

Valuation – NOBLE's professionals have significant experience in the valuation of privately owned and public businesses across a wide range of industries. We perform an extensive analysis of the business as well as evaluate industry trends and various other factors in order to inform our clients as to the likely range of value they can expect. Our services are characterized by intellectual and analytical rigor and our conclusions are backed by thorough documentation.

Chief Accounting Officers, Corporate Controllers, CFOs, and Corporate Boards rely on Noble's experienced valuation professionals to produce sophisticated, supportable, and timely valuations to assist in complying with financial reporting requirements, including:

- Purchase price allocation and fresh start accounting
- Goodwill and long-lived asset impairment testing
- Tangible asset valuation
- Fair Value measurement of financial assets & liabilities

Opinions - Whether our clients are looking to fulfill their fiduciary duties, mitigate risk or determine corporate value, we are there throughout the transaction process to offer objective advice based on rigorous analysis. We work on behalf of boards of directors, investors, trustees and other corporate leaders to advise and provide opinions on a wide range of transactions.

We have advised Corporate Boards, special transaction committees, independent trustees, management and other fiduciaries of middle-market public and private companies on the financial aspects of a transaction. Our independent advice withstands scrutiny from shareholders, bondholders, the SEC, IRS, or counterparties to a transaction.

MERCHANT BANKING

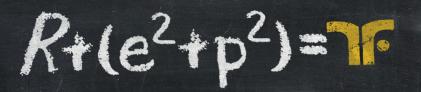
Our Principal Investment focus is primarily on private and small-cap public (\$10mill to \$50mill market caps) companies in industries within NOBLE's research verticals. Investments are made directly by NOBLE and its affiliates and may also involve syndicate participants. We work to identify those companies with game-changing or superior products and technologies that have management teams with proven track-records of success. NOBLE structures investments to meet a company's capital needs whether its growth capital, liquidity or debt repayment. Capital commitment ranges from \$200k to \$2million principal and \$2million above with syndicate.

The scope of our Merchant Banking activities includes:

- Targeting domestic companies within our areas of focus and expertise
- Analyzing a company's opportunities and assessing its risks within their respective industry
- Structuring, negotiating and executing the transaction
- \blacksquare Work in assessing the appropriate time and manner in which to harvest the investment

NOBLE's Merchant Banking Team works continuously with our portfolio companies to assist the management team and Board of Directors to create value and grow their businesses to facilitate long-term shareholder value. Through our extensive sector research coverage, institutional investor non-deal road shows, equity conferences and market making, we blend a powerful mix of capital markets acumen to procure success.





INVESTMENT BANKING TEAM

Richard Giles, Managing Director (Boston)

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- Joined NOBLE in 2010 as Head of the Technology, Media & Telecommunications Investment Banking Group.
- 25 years of investment banking experience.
- Executed more than 100 M&A and capital raising transactions totaling \$10+ billion.
- Former head of Stifel Nicolaus' Technology Group.
- Former head of A.G. Edwards' Emerging Growth. Group and member of Investment Committee for A.G. Edwards Capital.
- A.B., Harvard College; M.B.A., Harvard Business School.

Christopher Ensley, Managing Director (New York)

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- Joined Noble in 2016
- 20 years of equity capital market expertise
- Previous experience at Salomon Brother, Lazard, Bear Stearns, Coady Diemar Partners
- Participated in \$16+ billion transactions over his tenure on Wall Street
- M.B.A., Vanderbilt University Owen Graduate School of Management
- B.S., William & Mary

John Cooleen, Managing Director Investment Banking / Head of Private Placements

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- Joined Noble in 2016 as Head of Private Placements
- 20 years of Capital Markets experience gained working with emerging growth companies in sectors ranging from TMT, Healthcare, Consumer, Industrial and Energy
- Previous Investment Banking and Capital Markets experience at Merriman Capital, Roth Capital, Wells Fargo/Van Kasper, and Merrill Lynch
- B.A., Stockton State College

Francisco Penafiel, Vice President (Boca Raton)

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- Executed M&A and capital raising transactions totaling over \$1 billion dollars in value.
- 7 years of sell side equity research experience, covering enterprise & infrastructure software, business services, media. communications. and banks.
- \blacksquare 6 years of portfolio managing experience.
- Manage the business development efforts in LATAM for NOBLE.
- Engineering, IT & Statistics, Escuela Superior Politecnica (Guayaquil, Ecuador); M.S. Economics, Florida Atlantic University.

Stevan Grubic, Director - Valuation Services

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- 15 years of middle-market investment banking experience
- Expertise in valuations, including business valuations, fairness opinions, litigation, and valuations for financial and tax reporting purposes (ASC805, ASC350, 123R, 409A).
- Accredited Senior Appraiser with the American Society of Appraisers (ASA) and has completed over 100 valuation engagements representing well over \$1.0 billion in asset values.
- Prior experience includes Orion Valuation Group, Singer Lewak, B. Riley & Co., L.H. Friend Weinress, Frankson & Presson and North American Capital Partners.

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- Joined Noble Capital Markets as an Investment Banking Analyst in 2016
- Worked previously as a private equity analyst for the family office of Marc Bell
- B.S. Investment Management, Lynn University





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