



Healthcare M&A Update

4Q 2021

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Trevor Hulett

Managing Director thulett@rlhulett.com

Ryan Hartman

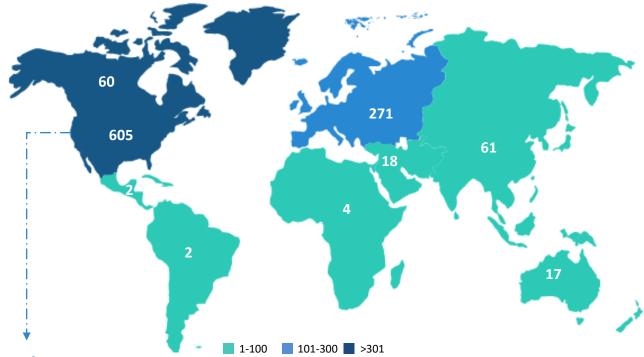
Analyst rhartman@rlhulett.com

For more information on R.L Hulett & Co. or this report please visit our website at **rlhulett.com** or call us at **(314) 721-0607**

REPORT HIGHLIGHTS

- M&A deal volume in the healthcare sector saw a slight pullback in Q4 2021 to 1,040 deals, down 7.4% from 1,123 deals in Q3 2021.
- Total capital invested decreased 54.9% in Q4 2021 to \$110.6B from \$245B in Q3 2021 and 13.7% from \$128.1B in Q4 2020.
- PE investors accounted for 54.7% of deal volume in 2021 vs Strategic buyers with 45.3%.
- The acquisition of Pharmaceutical Product Development by Thermo Fisher Scientific (NYS: TMO) for \$17.4B represented the largest Healthcare deal in Q4 2021.
- Stock prices trended higher in Q4 2021 from prior year levels while valuation multiples generally remained consistent.

Of the 1,040 deals in Q4 worldwide, North America was the most active market with 665, most notably was Thermo Fisher Scientific's \$17.4B acquisition of Pharmaceutical Product Development in December 2021. Europe was the second most active with 271. All other regions combined for a total of 104 completed transactions.



Canada: 60

United States Regions:

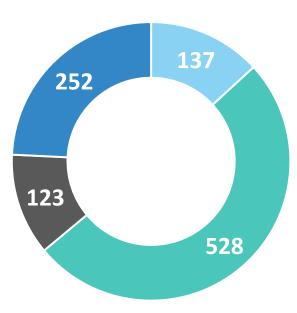
Southeast:	130
West Coast:	129
Mid Atlantic:	121
Great Lakes:	59
New England:	48
Other:	118

In the North American market, the Southeast region was the most active in Q4 2021 with 130 deals. Merck & Co's \$11.5B acquisition of Acceleron Pharma in November 2021 represented another significant transaction in the U.S. market this quarter.

Outside of the U.S. in the North America market, 60 transactions closed in the Canadian market in Q4 2021. The acquisition of Trillium Therapeutics by Pfizer for \$2.26B in November of 2021 represented the largest completed transaction in Canada in the quarter.

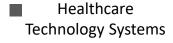
Of the 1,040 Healthcare deals in Q4 2021, 528 were in the Healthcare Services subsector, making it the most active subsector in the industry from an M&A standpoint. Pharmaceuticals and Biotechnology was the second most active with 252 deals followed by Healthcare Devices and Supplies and Healthcare Technology Systems with 137 and 123 closed transactions, respectively.

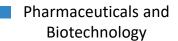
Deal by Subsector



Healthcare Devices and Supplies

































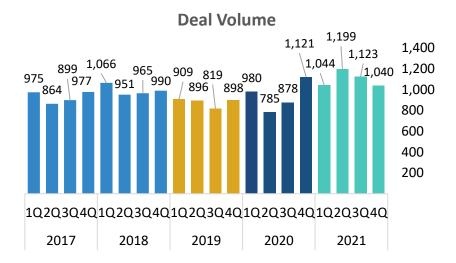


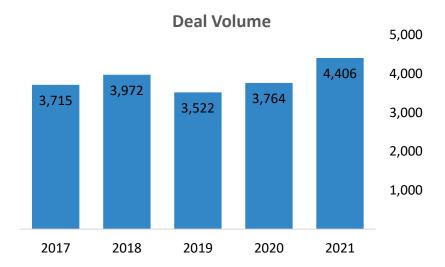


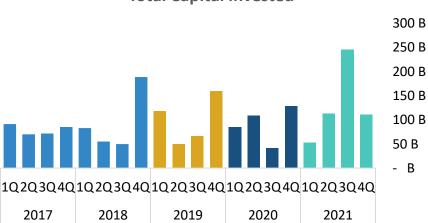
Deal volume in the Healthcare sector had been trending higher by an average of 11.9% per quarter since its covid trough in Q2 2020. However, we've seen a reversal of this trend in Q3 and Q4 2021 where volume has dipped a bit but is still running well ahead of pre-covid levels.

Despite a decline in Q4, M&A deal volume increased substantially in 2021 over the prior year and rose above pre-pandemic levels. This was primarily due to the rollout of vaccines and a "return-to-normal" mentality, which sparked M&A volume in 2021 relative to 2020 coupled with a backlog of deals that got pushed back in 2020 along with anticipation of upcoming increases in the capital gains tax rate.

Total capital invested in the Healthcare sector decreased 54.9% to \$110.6B in Q4 from \$245B in Q3. Q3 was a bit of an anomaly driven in large part from the three large acquisitions totaling \$146.2B, CJ CheilJedang's acquisition of CJ Bioscience for \$73.2B, AstraZeneca's acquisition of Alexion for \$39B and Blackstone's acquisition of Medline Industries for \$34B. Adjusting for these three transactions in Q3, Q4 rose 12% to \$110.6B from \$98.8B in Q3.







Total Capital Invested

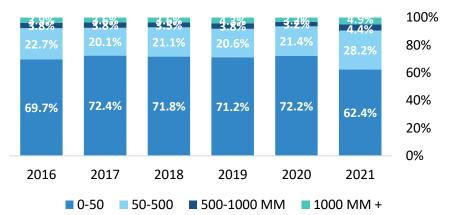
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Deal volume in the lower middle market (\$50-\$500MM) saw the largest increase from 21.4% in FY 2020 and 28.2% in FY 2021. On the other hand, we saw a decrease in volume in the small cap market (\$0-\$50MM) from 72.% to 62.4%.

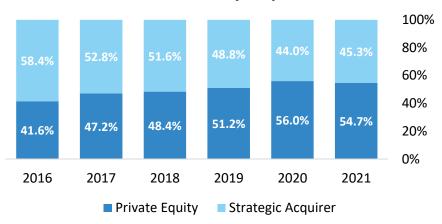
Over the last six years, PE participation has steadily increased from 41.6% in 2016 to 54.7% in 2021. This trend is in large part due to the proliferation of PE funds raised and the attractive nature of the healthcare sector to PE buyers given the tailwinds for continuing growth in the space. In comparison, participation from strategic buyers has declined from 58.4% in 2016 to 45.3% in 2021 as they have struggled to be as competitive with PE buyers.

PE participation has increased significantly in 2021 to represent 41.8% of total capital invested. This increase came after consistent participation between 24% and 26% from 2017 to 2020. Several large-scale private equity-sponsored M&A buyouts in 2021 have been the primary driver of the higher % of capital invested for the year.

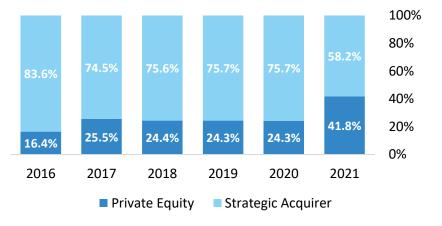
Deal Volume by Deal Size



Deal Volume by Acquirer

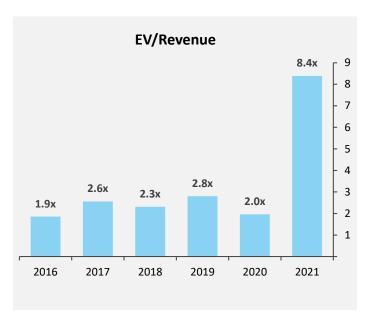


Total Capital Invested by Acquirer



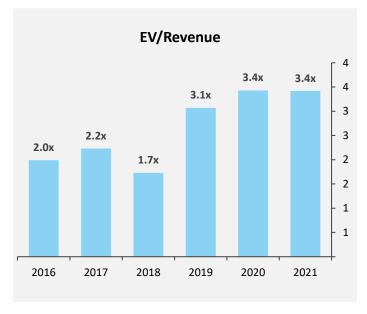
Valuation Multiples

PE Multiples





Strategic Multiples





Largest Deals (Disclosed)

Deal Date	Company Name	Investor	Deal Type	Deal Size (\$mm)	E\ Revenue		- Target Business Description
08-Dec-2021	1 Pharmaceutical Product Development	Thermo Fisher Scientific (NYS: TMO)(Marc Casper)	Merger/Acquisition				PPD is a global contract research organization that provides clinical trial and laboratory services to pharmaceutical, device, and diagnostic firms.
19-Nov-202	1 Acceleron Pharma	Merck & Co. (NYS: MRK)(Robert Davis)	Merger/Acquisition	11,500.00	155.87x		Acceleron Pharma is a biotechnology company focused on the discovery, development, and commercialization of novel therapies.
13-Dec-2021	1 Hill-Rom Holdings	Baxter International (NYS: BAX)(Jose Almeida)	Merger/Acquisition	10,500.00	0.01x	0.02x	Hill-Rom Holdings Inc is a global provider of hospital equipment and medical supplies, including hospital beds for high- and low-acuity settings.
24-Nov-202:	1 Inovalon Holdings	22C Capital, Insight Partners(Deven Parekh), Nordic Capital(Fredrik Näslund)	Buyout/LBO	7,300.00	9.59x	33.83x	Inovalon Holdings Inc provides cloud-based analytics and platforms for healthcare providers and pharmaceutical firms.
28-Dec-2021	Dicerna Pharmaceuticals (BER: DPL)	Novo Nordisk (CSE: NOVO B)(Marcus Schindler)	Merger/Acquisition	3,300.00	14.18x		Dicerna Pharmaceuticals is a biotechnology company involved in the discovery and development of treatments for liver disease.
14-Oct-2021	L Ginger	Headspace (Educational and Training Services (B2C))(CeCe Morken)	Merger/Acquisition	3,000.00			Developer of a virtual healthcare platform designed to provide on-demand mental health support.
)1-Nov-202	1 Masterflex (Vernon Hills)	Avantor (NYS: AVTR)(Michael Stubblefield)	Merger/Acquisition	2,900.00			Manufacturer of peristaltic pumps and aseptic single-use fluid transfer technologies for pharma and biotech customers.
17-Nov-202	1 Trillium Therapeutics	Pfizer (NYS: PFE)(Chris Boshoff)	Merger/Acquisition	2,260.00	46,728x		Trillium Therapeutics Inc is a clinical-stage immuno- oncology company that is engaged in developing therapies for the treatment of cancer.
)9-Nov-202	1 Kadmon Holdings	Sanofi (PAR: SAN)(Olivier Charmeil)	Merger/Acquisition	1,900.00	101.93x		Kadmon Holdings Inc is a clinical-stage biopharmaceutical company.
30-Dec-2021	1 PeproTech	Thermo Fisher Scientific (NYS: TMO)(Marc Casper)	Merger/Acquisition	1,850.00			Developer of recombinant cytokines and growth factors dedicated to supporting life science research, cellular therapy and regenerative medicine.
17-Dec-2021	1 TransUnion Healthcare	Clearlake Capital Group(Behdad Eghbali), nThrive(Hemant Goel)	Buyout/LBO	1,735.00	9.13x	20.29x	Developer of healthcare revenue cycle management and data analytics insights software .
21-Dec-2021	1 BK Medical Holding	GE Healthcare(Roland Rott)	Merger/Acquisition	1,450.00			Developer and manufacturer of global intraoperative imaging and surgical systems intended to offer real-time image guidance. Provider of genetic testing services for reproductive
30-Nov-202	1 Igenomix	Vitrolife (STO: VITR)(Thomas Axelsson)	Merger/Acquisition	1,427.19			health clinics in Paterna, Spain.
27-Dec-2021	1 ProVation Medical	Fortive (NYS: FTV)(James Lico)	Merger/Acquisition	1,425.00			Developer of a healthcare workflow software intended for health systems, hospitals and ambulatory surgical centers (ASCs).
28-Oct-2021	L Lifebrain	Cerba HealthCare(Stefano Massaro), EQT (STO: EQT)	Buyout/LBO	1,391.93			Provider of clinical laboratory testing services based in Rome, Italy.
29-Oct-2021	L SpecialtyCare	Morgan Stanley Infrastructure Partners(Christopher Ortega)	Buyout/LBO	1,325.00			Provider of intraoperative neuromonitoring (IONM), perfusion and surgical services .
17-Dec-2021	1 EQRx (NAS: EQRX)	CM Life Sciences III(Eli Casdin)	Reverse Merger	1,300.00			EQRx Inc is a biotechnology company.
19-Oct-2021	Hinduja Global Solutions I (Healthcare Outsourcing Division)	Baring Private Equity Asia(Jimmy Mahtani)	Buyout/LBO	1,200.00			Provider of healthcare services based in Bangalore, India.
20-Dec-2021	1 PT Solutions	General Atlantic	Buyout/LBO	1,200.00			Provider of physical therapy services based in Atlanta, Georgia.
10-Dec-2021	1 Elysium Healthcare	Ramsay Health Care (ASX: RHC)(Craig Mcnally)	Merger/Acquisition	1,034.33			Provider of specialist mental health services across the United Kingdom.
08-Nov-202	1 Langdi Pharmaceutical	Canada Pension Plan Investment Board, FountainVest Partners	Buyout/LBO	1,000.00			Operator of a pharmaceutical company specialized in the production and supply of calcium supplements.
23-Dec-2021	1 Omeros (Omidria Franchise)	CVC Capital Partners, Rayner Group(Timothy Clover)	Buyout/LBO	1,000.00			Provider of phenylephrine and ketorolac intraocular product intended for use during cataract surgery or intraocular lens. Developer of a payment processing platform
01-Nov-202	1 Rectangle Health	GI Partners(David Kreter)	Buyout/LBO	1,000.00			designed to provide a bridge between patients and providers while enhancing the overall patient experience.
29-Oct-2021	L Shields Health Solutions	Walgreens Boots Alliance (NAS: WBA)(Rosalind Brewer)	Merger/Acquisition	970.00	0.65x		Provider of specialty pharmacy integration and car services.
13-Dec-202	21Forendo Pharma	Organon & Co. (NYS: OGN)	Merger/Acquisition	954			Developer of therapeutic drugs designed to assist i the treatment of women's health indications.

Source: PitchBook Data

Leading M&A Deals

Deal	Deal Synopsis	Driver
TRILLIUM THERAPEUTICS INC.	Trillium Therapeutics Inc is a clinical-stage immuno-oncology company that is engaged in developing therapies for the treatment of cancer. The company was acquired by Pfizer (NYS: PFE) for \$2.26B in November 2021. The acquisition strengthens Pfizer's category leadership in Oncology with the addition of next-generation, investigational immunotherapeutics for hematological malignancies.	Merger/ Acquisition
Thermo Fisher Scientific Thermo Fisher Scientific		Merger/ Acquisition
ACCELERON	Acceleron Pharma is a biotechnology company focused on the discovery, development, and commercialization of novel therapies. The company was acquired by Merck & Co. (NYS: MRK) for \$11.5B in November 2021. The acquisition complements and strengthens Merck's Cardiovascular Pipeline and give an access to the company's rare disease drug candidate, sotatercept.	Merger/ Acquisition
Hillrom. Baxter	Hill-Rom Holdings Inc is a global provider of hospital equipment and medical supplies, including hospital beds for high- and low-acuity settings. The company was acquired by Baxter International (NYS: BAX) for \$10.5B on December 13, 2021. The acquisition will enable Baxter to provide a broader array of medical products and services to patients and clinicians across the care continuum and around the world.	Merger/ Acquisition

Source: PitchBook Data R.L. Hulett & Company, Inc.

Public Comps

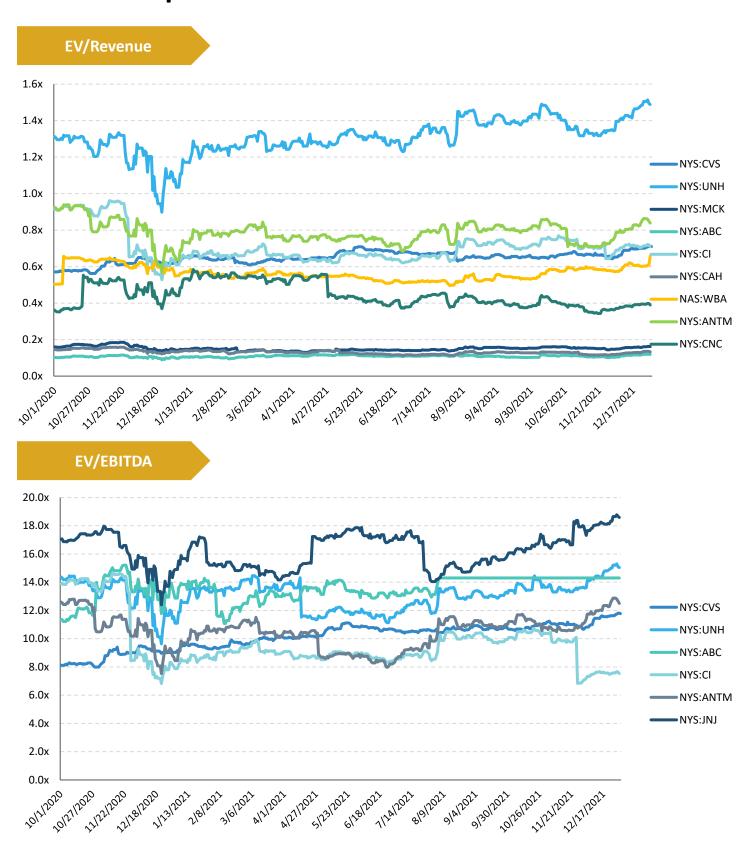




Financial & Valuation

\$MM	Ticker	Stock Price	Market Cap	Total Debt	EV/Revenue		EV/EBITDA			Revenue Growth			Gross Margin			EBITDA Margin			
Company	пскег				20A	21A	22E	20A	21A	22E	20A	21A	22E	20A	21A	22E	20A	21A	22E
CVS Health	NYS:CVS	103.2	136177.3	78658.0	0.6x	0.7x	0.7x	9.0x	11.8x	10.5x	3%	30%	14%	16%	18%	19%	5%	6%	7%
UnitedHealth Group	NYS:UNH	502.1	472941.2	43345.0	1.4x	1.8x	1.6x	13.4x	19.9x	16.4x	12%	9%	17%	23%	23%	25%	9%	9%	10%
McKesson	NYS:MCK	248.6	37952.2	7938.0	0.2x	0.2x	0.2x	9.3x	N/A	9.1x	4%	5%	13%	5%	5%	5%	1%	0%	2%
AmerisourceBergen	NYS:ABC	132.9	27658.8	6683.9	0.1x	0.2x	0.1x	N/A	11.1x	9.1x	10%	7%	12%	3%	3%	3%	1%	1%	2%
Cigna	NYS:CI	229.6	76105.8	41391.0	0.7x	0.7x	0.6x	10.1x	7.6x	10.6x	8%	188%	28%	N/A	N/A	11%	10%	8%	7%
Cardinal Health	NYS:CAH	51.5	14509.3	5654.0	0.1x	0.1x	0.1x	9.8x	10.8x	6.7x	7%	6%	9%	5%	5%	4%	1%	-2%	2%
Walgreens Boots Alliance	NAS:WBA	52.2	45063.4	33393.0	0.5x	0.6x	0.6x	22.6x	16.0x	11.9x	12%	-9%	19%	23%	23%	19%	6%	6%	5%
Anthem (Life and Health Insurance)	NYS:ANTM	463.5	112508.0	22785.0	0.8x	1.0x	0.9x	11.2x	14.2x	12.4x	3%	10%	29%	N/A	N/A	24%	7%	7%	8%
Johnson & Johnson	NYS:JNJ	171.1	450358.4	33928.0	5.2x	5.0x	4.6x	16.1x	16.6x	12.2x	9%	0%	8%	66%	66%	77%	31%	28%	39%
Centene	NYS:CNC	82.4	48080.6	22699.0	0.4x	0.5x	0.4x	8.1x	17.7x	9.3x	19%	28%	59%	14%	12%	19%	3%	4%	5%
					1.0x	1.1x	1.0x	12.2x	14.0x	10.8x	8.6%	27.4%	20.7%	19.4%	19.5%	20.6%	7.5%	6.7%	8.59

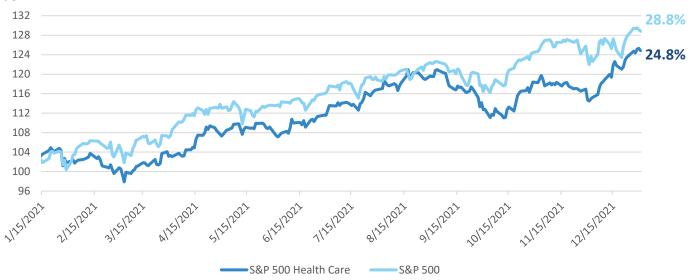
Public Comps



Public Markets

Index Performance

Since January 2021, the S&P 500 Health Care Index had a 24.8% return compared to a 28.8% return for the S&P 500 Index.

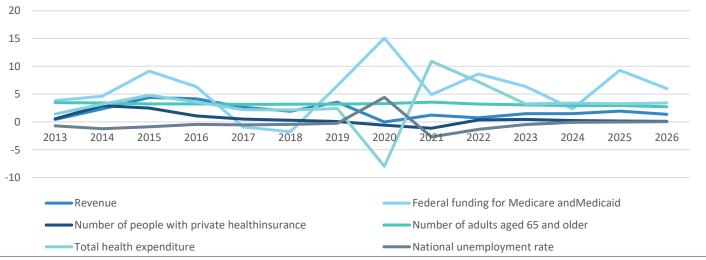


Key External Drivers

Operators in this sector are influenced by the level of funding provided by the federal government. Rebates and funding arising from Medicare and Medicaid enable services to be charged at lower costs to patients. In addition, as the baby boomer generation ages and average life expectancy rises, more people will need assistance for medical coverage, expanding Medicare expenditure.

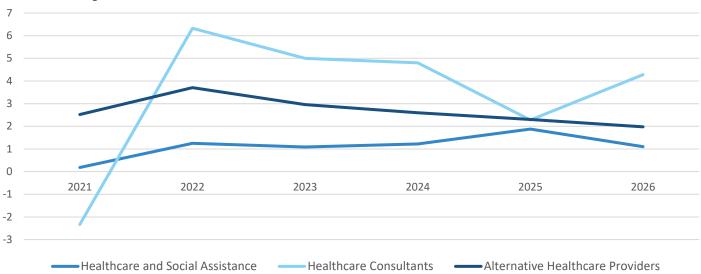
People covered by private health insurance typically use healthcare services more frequently, and their insurers often pay more for healthcare services than public insurers. As more of the US population is covered by private health insurance, demand and spending on health services will rise.

Total health expenditure measures public and private spending on activities that, through the application of medical, paramedical and nursing knowledge and technology, promote health and prevent disease.



Source: IBISWorld R.L. Hulett & Company, Inc.

Industry Outlook



Heightened demand from an aging population

Revenue growth over the next five years is expected to be influenced by the performance of the overall economy, the growing US population, unemployment and federal funding for programs such as Medicare and Medicaid. For example, in response to demographic changes introduced by the aging baby boomer population, federal funding for Medicare and Medicaid, the second-largest source of revenue for the sector, is slated to rise a rapid annualized 3.6% over the five years to 2026, according to IBISWorld estimates. Increased funding for elderly populations covered by Medicaid, combined with rising total health expenditure, is expected to provide steady funding for sector services. As a result, revenue for the Healthcare and Social Assistance sector is forecast to grow at an annualized rate of 1.4% to \$3.2 trillion over the five years to 2026.

Digitization and telehealth reshape healthcare delivery models

The rising prominence of telehealth services in ambulatory care settings is expected to bridge the gap between urban and rural communities that have limited access to healthcare, as well as present significant cost savings to healthcare providers. Growth in telehealth has been augmented by numerous clinical research studies, validating the efficacy of telehealth treatment. Furthermore, there has been prolific growth in telehealth as a mode of healthcare delivery due to the rise of smartphones and tablets, which can store and send information easily to healthcare professionals without a trip to a doctor's office. Already, many healthcare professionals now provide digital doctors' visits, with some clinics offering live online visits. These services are expected to offer simple, convenient solutions to mild and less serious health concerns while also saving time and money for both the provider and the patient. These trends are expected to redefine healthcare delivery models over the next five years.

Consolidation and private equity investment to drive efficiency

Overall, fundamental forces driving capital investment during the outlook period include an aging population, longer life expectancy due to advancing technologies and drugs and the rising prevalence of chronic disease. However, as demand for sector services grows over the next five years, operators will have to contain rising compliance and labor costs. Many operators within the ambulatory healthcare services subsector, such as Primary Care and Specialist Doctors, are expected to join group practice models to spread operating expenses and buoy profitability amid rising labor expenses. As a result, we expect this trend to continue during the outlook period alongside increasing consolidation through M&A activity. The average profit margin for an operator in the sector is expected to reach 10.2% in 2026.

Our Service Offerings



Sell-Side Advisory: Sell your business

Sell your business for the highest price and for the best terms. At R.L Hulett, communicating the value of your business to targeted buyers and finding the best fit for your team is our forte. We strive to maintain your company's culture and heritage even as you transition out of your business.



Buy-Side Advisory: Buy a business

Searching for acquisition targets can be a challenging and time-consuming task when trying to run your own business at the same time. Navigating the risks and pitfalls in negotiating valuation and deal structure can also be a daunting task for many business owners. Let our team help you minimize your risk and reduce time wasting efforts with our decades of experience in advising in both buy and sell-side M&A transactions. We utilize industry-leading M&A databases to scout for opportunities and pre-screen for "real" actionable targets so you can stay focused on what matters.



Capital Raise: Gain financial support

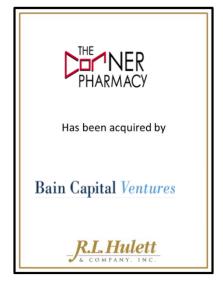
With nearly 40 years of experience in middle-market M&A advisory, we know how to package up your deal and put you in front of the right kind of investors who have the capital and the industry expertise you need to grow your business. Our team will develop a go-to-market strategy and advise on deal structure, valuation, due diligence and transition issues. Whether you are seeking capital for growth or trying to buy out other shareholders, we have the tools, expertise, and experience to execute a strategic process and find the optimal outcome to meet your objectives.



Restructuring: reorganization of your business

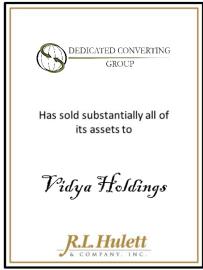
In today's uncertain economic times, more and more companies are finding themselves in unfamiliar, and unwanted, positions. Many business owners are hoping recovery is just around the corner; however, proactive measures are often required to maximize the remaining value of the business. Our team can aid banking institutions with workout situations by implementing internal controls over cash management and performing ongoing cash flow modeling for their clients. We can also help business owners avoid having trouble making payments on their debts and avoid the cumbersome and low-value asset liquidation process.

Selected Transactions





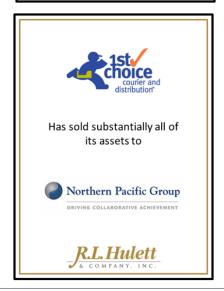














Our M&A Deal Leaders



R. Trevor Hulett, CPA
Managing Director
(314) 721-0607 x112
thulett@rlhulett.com

Mr. Hulett has led M&A transactions in a variety of industries including manufacturing/industrial, software development/IT, business services and value-added distribution for over 15 years. Prior to joining the firm, he held senior level accounting and financial management positions in both public accounting and large corporations. Mr. Hulett began his career as a Certified Public Accountant with MPP&W, a St. Louis-based public accounting firm specializing in middle market companies. He then held various management positions in internal audit and corporate accounting with a Fortune 1000 industrial manufacturing company and also spent nine years with Enterprise Rent-A-Car Company as a department manager in the Corporate Accounting group. Mr. Hulett holds his Series 62, 63 and 79 securities registration. Mr. Hulett earned a Bachelor's Degree in Accounting from the University of Missouri, Columbia.



Robert L. Hulett
Chairman Emeritus
(314) 721-0607 x134
rlhulett@rlhulett.com

Mr. Hulett founded the firm in 1981 and has negotiated and completed more than 200 transactions throughout his career. He began his career as a Certified Public Accountant and practiced with Peat, Marwick, Mitchell & Co. in St. Louis as an Audit Manager and in New York as the Director of Training for Private Business. Mr. Hulett has also served as Chief Executive & Board Member for various middle market companies. As an educator, he was an adjunct professor at New York University and a tenured faculty member at Lindenwood University in St. Louis. He conducted training sessions for middle market CPA firms throughout the country for more than ten years. Mr. Hulett earned his BS/BA Cum Laude in Accounting from the University of Missouri-Columbia, and an MBA from Lindenwood University.



David T. Vass
Director
(314) 721-0607 x115
dvass@rlhulett.com

Mr. Vass has over 30 years of business management experience including more than 10 years as President of a highly successful consumer products manufacturing company with revenues exceeding \$25 million. During this time, he not only reversed a declining sales and earnings trend, but increased both sales and operating income over 100%. In addition, he has spent over 20 years at the executive level of Vice President of Sales and Business Development. Mr. Vass also has experience in a number of other industry niches including consumer products, commercial furniture and fixtures and metal recycling. He holds a Bachelor's Degree in Economics from DePauw University and an MBA from the University of Michigan.

Our M&A Deal Leaders



Ron Litton
Director
(816) 810-0799
rlitton@rlhulett.com

Mr. Litton has been advising business owners in mergers and acquisitions since 2013. His primary industry focus areas have included industrials, paper and packaging, distribution, energy, promotional products and direct to consumer e-commerce. Prior to 2013, Mr. Litton held a variety of C-level roles with several companies in the paper and packaging industry including Unisource, Maverick Paper, Universal Graphics and Sabin Robbins. He has bought and sold a number of businesses, advised in the sale of family/founder owned businesses, and advised in start-ups and turnaround situations for banks, owners, and private equity firms. He enjoys working with owners that want to sell or transition out of their businesses. Ron covers the Kansas City and surrounding markets for the firm. He graduated from Central Missouri State University with a BS in Graphic Arts Technology and Management.



Max Leible
Director
(314) 721-8039
mleible@rlhulett.com

Mr. Leible is an experienced M&A advisor having spent years in both investment banking and due diligence transaction advisory services. Prior to joining the firm, Mr. Leible served as a Management Consultant at Aon, plc (NYSE: AON) within the M&A and Transaction Solutions practice providing due diligence services for private equity and corporate clients. Before that, Max worked at Douglas Group, as an Investment Banking Associate. Mr. Leible received a Bachelor of Science in Accounting and Bachelor of Science in Business Administration with an Emphasis in Finance from the University of Missouri-St. Louis and graduated magna cum laude for each major. During his time at the University of Missouri-St. Louis, Max co-founded the Finance Club, an organization at the university, and represented the university as a participant in the Chartered Financial Analyst Research Challenge.



Ryan Hartman
Analyst
(314) 721-8027
rhartman@rlhulett.com

Ryan joined R.L. Hulett & Company in 2021 and provides transaction support for senior-level deal managers including financial modeling, valuations, industry research, offering memorandums and a variety of presentations. Ryan graduated with a Bachelor of Science in Management Degree with a major in finance from The Freeman School of Business, Tulane University. Prior to joining the firm Ryan worked as an equity analyst for Burkenroad reports, an equity research program that produces widely circulated financial reports on small- to medium-sized companies. During his time at Tulane University, Ryan was elected as Vice President of Administration for Tulane's community government, took extensive courses in Investment Banking M&A transactions, and volunteered as a data analyst for American Red Cross.

About R.L. Hulett & Company

R.L. Hulett & Company is a middle-market investment bank based in St. Louis, Missouri. Since 1981, the firm specializes in providing financial advisory services to middle market companies. Since IB inception, the firm has advised in over 230 transactions in a variety of industries including manufacturing, distribution, business services, transportation/logistics, health care and software/technology. The firm has an experienced team of M&A advisors consisting of former business owners, seasoned corporate executives, professional service firm partners, CPAs and MBAs. Our ability to deliver customized solutions to meet or exceed our clients' expectations is what sets us apart from our competitors.

Industry Sectors Covered:



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