J.P. Morgan Ultimate Services Conference
November 12, 2014

James Brill
Senior VP, CAO & Treasurer

Rand Blazer
President, Apex Systems, Inc.
Safe Harbor

This presentation contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and involve a high degree of risk and uncertainty. Forward-looking statements include statements regarding the Company's anticipated future financial and operating performance. All statements in this presentation, other than those setting forth strictly historical information, are forward-looking statements. Forward-looking statements are not guarantees of future performance, and actual results might differ materially. In particular, the Company makes no assurances that estimates of revenues, gross margin, SG&A, Adjusted EBITDA, cash flow and other financial metrics will be achieved. Factors that could cause or contribute to such differences include actual demand for our services, our ability to attract, train and retain qualified staffing consultants, our ability to remain competitive in obtaining and retaining staffing clients, the availability of qualified temporary and permanent placement professionals, management of our growth, continued performance of our enterprise-wide information systems, and other risks detailed from time to time in our reports filed with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the SEC on March 3, 2014 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, as filed with the SEC on November 7, 2014. We specifically disclaim any intention or duty to update any forward-looking statements contained in this presentation.
Key Investment Highlights

• Large and Growing Provider of Professional Staffing Services

• Strategically Positioned to Capitalize on Secular Shift in Professional Staffing

• Differentiated Platform Featuring High-end and Mission Critical Skill Sets

• Established Footprint with Significant Scale

• Experienced Management Team with a Proven Track Record to Execute On Assignment’s Growth

• Attractive Financial Characteristics – Strong Operating Margins and Substantial Free Cash Flow Generation
Large and Growing Provider of Professional Staffing Services

- One of the largest professional staffing companies in the U.S.
- $1.8 billion LTM revenues\(^1\)
- Approximately 13,000 contract professionals at ~2,700 clients\(^2\)
- Focused on placing professionals with higher-end math and science skills
- Over 1,800 staffing consultants in approximately 140 branch offices in the North America and Europe\(^2\)
- Deliver fast, quality sales and fulfillment services
- Staffing industry revenue projected to be $132 billion in 2015\(^3\)
- Participates in the most attractive sub-segments of staffing: IT/Engineering, Life Sciences, Locum Tenens, Healthcare
- 2\(^{nd}\) largest publicly-traded U.S. professional staffing firm
- One of the highest gross margins in the industry – 32.6\%\(^2\)
- High gross margin despite low contribution (~5\%) from permanent placement revenue\(^2\)
- High operating efficiency

Revenues by Segment\(^1\)

- Oxford: 26.6\%
- Life Sciences Europe: 2.5\%
- Physician: 7.2\%
- Apex: 63.7\%

Gross Margin by Segment\(^1\)

- Oxford: 42.2\%
- Life Sciences Europe: 36.2\%
- Physician: 29.6\%
- Apex: 28.1\%

---

\(^1\) LTM (9/30/14). Excludes the operating results of the Allied Unit (which will be treated as discontinued operations) and includes the operating results of CyberCoders and Whitaker as if those acquisitions had occurred at the beginning of 2013. The Healthcare Information Management and Valesta U.S. units have been reclassified to be reflected in the results of the Oxford segment. Lab Support U.S. has been reclassified to be reflected in the results of the Apex segment.

\(^2\) As of September 30, 2014

\(^3\) Staffing Industry Analysts Insight: Staffing Industry Forecast (September 2014)
Secular Shift in Professional Staffing

Professional Staffing Industry Revenue

(Dollars in billions)

<table>
<thead>
<tr>
<th>Year</th>
<th>Professional</th>
<th>Commercial</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>$49</td>
<td>$53</td>
</tr>
<tr>
<td>2012</td>
<td>$53</td>
<td>$56</td>
</tr>
<tr>
<td>2013</td>
<td>$56</td>
<td>$60</td>
</tr>
<tr>
<td>2014</td>
<td>$60</td>
<td>$63</td>
</tr>
<tr>
<td>2015</td>
<td>$63</td>
<td></td>
</tr>
</tbody>
</table>

CAGR: 6.4%

Growth Drivers

• Variable cost structure provides potential cost savings and staff flexibility
• Technology is increasingly embedded in business
• Aging U.S. population may constrain workforce supply
• Healthcare reform may stimulate staffing demand
• Companies are utilizing temporary labor as a larger percentage of their workforce

Commercial vs. Professional Staffing Trend

1995
Industry Revenue: $55 billion

2015
Industry Revenue: $132 billion

Professional Staffing Industry Revenue

(Dollars in billions)

<table>
<thead>
<tr>
<th>Year</th>
<th>Professional</th>
<th>Commercial</th>
</tr>
</thead>
<tbody>
<tr>
<td>1995</td>
<td>$55 billion</td>
<td>$55 billion</td>
</tr>
<tr>
<td>2015</td>
<td>$132 billion</td>
<td>$132 billion</td>
</tr>
</tbody>
</table>

Structural Change Towards Professional Staffing

• Driven in part by IT staffing (the largest segment)
• Rapid rate of technological change driving companies to flexible workforces
• Increasing scarcity of math & science skills and new graduates
• Specialized expertise eliminates the need for training or long lead times to reach full productivity

Source: Staffing Industry Analysts
Market Overview

**IT & Engineering**
- IT Staffing involves providing temporary professionals and placing full-time employees in areas ranging from multiple platform systems integration to end-user support, including specialists in programming, networking systems integration, database design and help desk support

- IT is one of the fastest growth areas of staffing, fueled by:
  - The penetration of technology
  - Rate for computer and mathematical temporary occupations expanding rapidly
  - Cycle of current technical skills becoming obsolete and shortage of new technical skills becoming more acute
  - Shorter development cycle
  - IT a priority for U.S. healthcare organization
  - Immigration reform and "political winds" driving trends toward onshore resources

- Demand for senior-level IT and engineering consultants among the most robust in staffing

**Clinical / Scientific**
- Scientific professionals assist clients in the life sciences industries with research and development, production, quality control assurance, regulatory affairs and compliance, engineering, consumer testing and clinical research

- Highly fragmented; market dynamics favorable

- Middle markets, small/medium clients favor personalized service

- Clinical trials already in progress tend to carry through the length of assignments which can last several months or even years

- The industry is saturated with start-up companies with venture capital-backed funding that, in some cases, may have a need for the use of temporary help or “temp-to-perm” staffing models as a way of managing a flexible workforce

**Physician**
- Locum tenens involves placing physicians on temporary and permanent assignments in a variety of healthcare settings

- High barriers to Entry
  - Need for malpractice insurance
  - Complexities involved in recruiting and marketing physicians
  - Specialized positions requiring specific training and experience
  - Lack of licensing reciprocity between states (unlike nursing)
  - Greater lead time needed to successfully fill positions

- Long-term growth may be fueled by a growing shortage, an aging population and accessible healthcare insurance to more citizens with healthcare reform

- Private practices being consolidated into large hospitals and systems

- The MSP/VMS environment expected to thrive

---

**Projected Market Size & Growth**

1. **CAGR: 7.8%**
   - Staffing Industry Analysts (September 2014)

2. **CAGR: 6.3%**

3. **CAGR: 8.8%**

---

**Description**

**Industry Dynamics**

**Projected Market Size & Growth**

1. **CAGR: 7.8%**
   - Staffing Industry Analysts (September 2014)
IT Growth Drivers

Highlights

- Constant technology change and specialization
- Growth in IT spending
- Supply/demand imbalance for IT professionals
- Increasing compliance requirements in financial services and healthcare industries
- Healthcare reform will stimulate demand for staffing in the long run
- Changing business model for resource use by CIO’s

Emerging Trends

Financial Services
- Technology has transformed day-to-day operations in the finance sector
- Consolidation amongst industry players continues
- Regulation and innovation
- Global financial markets are increasingly intertwined

Healthcare Digitization
- Healthcare IT is an evolving industry
- IT staffing will be integral to catalogue, cleanse and support system development
- Conversion to EHR projected to save Medicare and private payers $50+ billion per year

Mobile/Applications/Cloud Infrastructure
- Mobile adoption continues to increase rapidly
- Widespread smartphone adoption
- Need for mobile app developers
- Rapidly evolving customer needs
- Cyber security threats are increasing

Social Media
- Extends reach to customers and potential employees
- Corporations are seeking programmers fluent in social media platform development
- Extends brand beyond traditional space
ASGN Operates in Most Attractive End Markets

### Select Professional Staffing Industry Revenue

- **Market Size 2014**
  - IT: $26 Billion
  - Engineering: $8 Billion
  - Clinical/Scientific: $2 Billion
  - Physician: $3 Billion

### ASGN LTM Revenues by Service Offerings

- **Total Revenues**: $1,825.9 million
  - **Apex**
    - IT: $1,163.4 million
    - Clinical / Scientific
  - **Oxford**
    - IT: $485.5 million
    - Engineering
    - Clinical / Scientific
    - IT Perm Placement
  - **Physician**
    - Physician: $132.1 million
  - **Life Sciences Europe**
    - Clinical / Scientific: $44.9 million

---

1. LTM (9/30/14). Excludes the operating results of the Allied Unit (which will be treated as discontinued operations) and includes the operating results of CyberCoders and Whitaker as if those acquisitions had occurred at the beginning of 2013. The Healthcare Information Management and Valesta U.S. units have been reclassified to be reflected in the results of the Oxford segment. Lab Support U.S. has been reclassified to be reflected in the results of the Apex segment.
2. Staffing Industry Analysts Insight: Staffing Industry Forecast (September 2014)
## ASGN: A Decade of Growth

**Strategic Actions**
- Peter Dameris Appointed CEO
- Implemented Revitalization Plan
- Established $1B revenue goal
- Surpassed $1B NYSE Listing
- Developed 5 Year Strategic Plan
- Divested Nurse Travel
- Divested Allied Healthcare

### Acquisitions
- Oxford
- CyberCoders
- VISTA Staffing Solutions
- The Cambridge Group
- Valesta Clinical Research Solutions
- APEX Systems
- Sharpstream Life Sciences
- Healthcare Partners
- Whitaker Medical

### Revenue (M$)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>$373</td>
<td>$516</td>
<td>$1,138</td>
<td>$1,632</td>
<td></td>
<td>$1,717</td>
</tr>
<tr>
<td>PF Revenue</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1. Revenues as reported in the Company’s 2013 Form 10-K
2. Pro forma which assumes the acquisitions of CyberCoders and Whitaker as if those acquisitions had occurred at the beginning of 2013
Differentiated Platform Featuring High-end and Mission Critical Skill Sets

**High Skill, High Bill Rate Market**

**Market Characteristics**
- Specialized skills
- Scarce talent; typically travels
- Direct buyer with urgent need
- Many small competitors

**Business Model**
- Recruiting-driven
- Served via long-line approach
- Quality/unique skill of candidate and speed of response most valued
- Fewer assignments per client
- Higher rates and gross margins

**Bill Rates**
- **IT**
  - Oxford: $121/hour
  - VISTA: $177/hour
  - Health Information Management: $65/hour
  - On Assignment: $67/hour

**Mid-tier Skill, Volume Market**

**Market Characteristics**
- More accessible skills
- Large and local talent pool
- Centralized buyer program
- More large and small competitors

**Business Model**
- Sales-driven
- Fortune 500 and local retail clients
- Served by local offices
- Relationship, speed, reliability, price most valued
- More assignments per client
- Lower rates and gross margins
- Scale matters; requires highly efficient delivery system.

**Bill Rates**
- **IT**
  - APEX Systems: $61/hour
  - Laboratory Support: $30/hour

**Note:** Bill rates based on Q3 ‘14 operating unit results; Lab Support and Valesta bill rates reflect combined U.S. and European operations.
High Margins & Conversion Rates

Note: ASGN’s operating results are on a pro-forma basis which assumes the acquisitions of CyberCoders and Whitaker occurred at the beginning of 2013. These results have also been adjusted to exclude certain one-time items.

Source: Company management and company filings
On Assignment Overview

### Apex
- **Apex Systems**
  - Provides mission-critical IT professionals for contract and contract-to-hire positions
- **Lab Support**
  - Provides locally-based contract scientific professionals to clients in the biotechnology, pharmaceutical, food and beverage, medical devices, personal care, chemical, automotive, educational and environmental industries

### Oxford
- **Oxford Global Resources**
  - Provides seasoned IT, engineering, regulatory compliance, health information management (HIM), and clinical research professionals (Valesta U.S.) across North American and Europe
- **CyberCoders**
  - Recruits professionals primarily for permanent placement across all industries throughout the U.S.

### Physician
- **Vista Staffing Solutions & Whitaker Medical**
  - Provides short- and long-term physician staffing (locum tenens) services and full-service physician search and consulting services, primarily in the United States, with some locum tenens placements in Australia and New Zealand

### Life Sciences Europe
- **Life Sciences Europe**
  - Life Sciences Europe segment includes Lab Support, Valesta and Sharpstream

#### Business Description
- **Footprint**
  - **Geography**
    - U.S. & Canada
  - **U.S. & Europe**
  - **U.S., Australia & New Zealand**
  - **Europe**
  - **Europe**

#### Key Statistics
- **Bill Rate**
  - $54.65
  - $112.33
  - $176.80
  - $54.06
  - $54.06

- **On Assignment**
  - ~10,000
  - ~1,800
  - ~700
  - ~400

#### Revenues
- **$1,163 million**
- **$486 million**
- **$132 million**
- **$45 million**

---

1 LTM (9/30/14). Excludes the operating results of the Allied Unit (which will be treated as discontinued operations) and includes the operating results of CyberCoders and Whitaker as if those acquisitions had occurred at the beginning of 2013. The Healthcare Information Management and Valesta U.S. units have been reclassified to be reflected in the results of the Oxford segment. Lab Support U.S. has been reclassified to be reflected in the results of the Apex segment.
Apex – Segment Overview

Apex Systems

• Provides mission critical IT skill sets to Fortune 500 and mid-market companies

• 100+ National Accounts with a presence in 56 markets
  – Over 16,000 temporary IT professionals staffed annually

• Service clients in:
  – IT, business services, financials, healthcare, pharmaceuticals, government services, consumer industrials and telecommunications industries

• Provides highly skilled professionals:
  – Network Engineers
  – Application Developers
  – Social & Mobile App. Developers
  – Help Desk

• Current statistics:
  – Approximately 7,800 contract professionals at ~650 clients
  – Average bill rate at $61 an hour
  – Top 10 clients represent ~34% of segment revenue
  – Average assignment length ~7 months

Lab Support

• Provides scientific skill sets for every stage of the product life cycle

• Current statistics:
  – Approximately 2,300 contract professionals at ~800 clients
  – Average bill rate at $29 an hour
  – Top 10 clients represent ~22% of segment revenue
  – Average assignment length ~4 months

1 Q3 2014
Oxford – Segment Overview

Oxford’s disciplined focus on the high-end of IT and engineering markets yields industry leading bill rates, success rates and margins

- “The Right Talent. Right now.®”
- Three divisions:
  - Oxford - U.S. & European recruitment for local & travel assignments
  - Healthcare IT - functional and technical recruitment in all aspects of healthcare IT
  - Cybercoders - fills permanent staffing needs
- High-end IT and engineering focus
  - Time sensitive project requirements
  - Average assignment length of ~5 months
  - Average bill rate of $112 per hour
- Proactive, recruiting-driven organization
  - Significantly higher success rate filling engagements than competitors
- Attractive financial characteristics
  - Minimal client and industry business concentration; no customer accounts for more than 5% of sales
  - Top 10 clients represent ~14% of segment revenue
- Dedicated perm placement practice
  - Automated client generation, lead distribution, candidate sourcing supported by global cloud solution
  - 11,000+ unique clients
  - 2.5 million opt-in recipients of job alerts
  - 700,000 unique website visitors per month
  - 115,000 web-based job applications received per month

---

1 Q3 2014
2 LTM (9/30/14). Includes the operating results of CyberCoders as if the acquisition had occurred at the beginning of 2013. The Healthcare Information Management and Valesta U.S. units have been reclassified to be reflected in the results of the Oxford division
Physician – Segment Overview

• Full-service physician recruitment and staffing
  – Offering contract staffing solutions to commercial, government, and correctional facilities in a variety of physician specialties
• Places physicians throughout the United States, Australia and New Zealand
• Summary statistics:
  – Approximately 30 specialties through 16 employee teams
  – Pool of 1,300+ physicians worldwide, with a range of medical specialties
  – Approximately 700 physicians at ~260 clients
  – Average bill rate at $177 an hour
• Average domestic locum tenens assignment lasts 6 weeks
  – New line of business for longer engagements

Life Sciences Europe – Segment Overview

Valesta Europe, Lab Support Europe & Sharpstream

• Operates primarily in Europe
• Delivers services in:
  – Biotechnology, pharmaceutical, food and beverage, medical device, personal care, materials science chemical, nutraceutical, petrochemical consumer products, environmental, and contract manufacturing industries
• Provides highly skilled professionals:
  – Chemists, clinical research associates, clinical lab assistants, engineers, biologists, biochemists, microbiologists, molecular biologists, food scientists, regulatory affairs specialists, lab assistants, and other skilled scientific professionals
• Current statistics:
  – Approximately 400 contract professionals at ~150 clients
  – Average bill rate at $54 an hour

1 Q3 2014 Average
2 LTM (9/30/2014). Includes the operating results of Whitaker as if the acquisition had occurred at the beginning of 2013
3 LTM (9/30/2014)
4 Q3 2014
Experienced Management Team With a Proven Track Record to Execute On Assignment’s Growth

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Years in Industry</th>
<th>Years with ASGN</th>
</tr>
</thead>
<tbody>
<tr>
<td>Peter Dameris</td>
<td>President &amp; CEO</td>
<td>16 years</td>
<td>10 years</td>
</tr>
<tr>
<td>Edward Pierce</td>
<td>Executive VP &amp; CFO</td>
<td>13 years CFO</td>
<td>7 years</td>
</tr>
<tr>
<td>James Brill</td>
<td>Senior VP, CAO &amp; Treasurer</td>
<td>25 years CFO</td>
<td>7 years</td>
</tr>
<tr>
<td>Michael McGowan</td>
<td>COO, On Assignment &amp; President, Oxford Global Resources</td>
<td>19 years</td>
<td>7 years</td>
</tr>
<tr>
<td>Rand Blazer</td>
<td>President, Apex Systems</td>
<td>30 years</td>
<td>2 years</td>
</tr>
<tr>
<td>Ted Hanson</td>
<td>CFO, Apex Systems &amp; President, Lab Support</td>
<td>15 years</td>
<td>2 years</td>
</tr>
<tr>
<td>Christian Rutherford</td>
<td>President, VISTA Staffing Solutions</td>
<td>19 years</td>
<td>2 years</td>
</tr>
</tbody>
</table>
Established Footprint With Significant Scale

Geographical Footprint

Over 1,800 staffing consultants in approximately 140 branch offices

Revenues by Geography

Provides staffing solutions for in-demand skill talent throughout U.S., Canada and select European countries

1 Q3 2014
On Assignment’s Strategic Growth Opportunities

<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
</tr>
</thead>
</table>
| Cyclical Stabilization and Growth            | • Labor markets indicate job recovery continues to strengthen, albeit at an anemic rate  
• Companies will look to temporary staffing to meet cyclical recovery in demand                                                                                                                                                                                                 |
| Secular Trends Will Favor On Assignment      | • Aging U.S. population may constrain supply of available workforce  
• Healthcare reform should stimulate demand for staffing in the long term  
• On Assignment focuses on the highly-skilled component of the labor force, which companies typically find most difficult to fill/hire                                                                                                                                 |
| Numerous Areas of Opportunity for Incremental Revenues | • Information technology  
• Locum tenens  
• Scientific  
• Permanent placement                                                                                                                                                                                                                                                               |
| Acquisition Environment Is Favorable         | • On Assignment is well positioned to enhance its market position and/or add new capabilities / service offerings  
• Low borrowing costs and quick deleveraging since the acquisition of Apex Systems allow for an acquisition strategy to be redeployed                                                                                                                                 |
| Significant Sources of EPS Leverage          | • Revenue growth vs. fixed costs creates margin opportunity  
• Strong cash flow generation provides liquidity for rapid deleveraging and executing acquisition strategies with internally generated cash  
• 338(h)(10) elections yield approximately $20 million in annual cash tax savings\(^1\)                                                                                                                                                                       |

\(^1\) Represents combined estimated cash tax shields from elections associated with the acquisitions of Apex, Oxford, HealthCare Partners, and CyberCoders
Financials
## Q3 2014 Financial Performance

(In thousands, except per share amounts)

<table>
<thead>
<tr>
<th></th>
<th>Q3 2014 Reported</th>
<th>Q3 2013 Reported</th>
<th>Q3 2013 Pro Forma¹</th>
<th>YoY Growth Reported</th>
<th>YoY Growth Pro Forma¹</th>
</tr>
</thead>
<tbody>
<tr>
<td>Apex</td>
<td>$306,027</td>
<td>$276,850</td>
<td>$276,850</td>
<td>10.5%</td>
<td>10.5%</td>
</tr>
<tr>
<td>Oxford</td>
<td>125,943</td>
<td>107,413</td>
<td>124,272</td>
<td>17.3%</td>
<td>1.3%</td>
</tr>
<tr>
<td>Physician</td>
<td>34,948</td>
<td>26,223</td>
<td>33,573</td>
<td>33.3%</td>
<td>4.1%</td>
</tr>
<tr>
<td>LS Europe</td>
<td>10,905</td>
<td>11,006</td>
<td>11,006</td>
<td>(0.9%)</td>
<td>(0.9%)</td>
</tr>
<tr>
<td><strong>Consolidated Revenues</strong></td>
<td><strong>$477,824</strong></td>
<td><strong>$421,491</strong></td>
<td><strong>$445,700</strong></td>
<td>13.4%</td>
<td>7.2%</td>
</tr>
<tr>
<td><strong>Consolidated Gross Margin</strong></td>
<td><strong>32.6%</strong></td>
<td><strong>30.2%</strong></td>
<td><strong>32.2%</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>EPS (Diluted):</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>From Continuing Operations (Non-GAAP)²</td>
<td>$0.41</td>
<td>$0.36</td>
<td>$0.38</td>
<td></td>
<td></td>
</tr>
<tr>
<td>As Adjusted³</td>
<td>$0.57</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td>$56,118</td>
<td>$47,563</td>
<td>$51,910</td>
<td>18.0%</td>
<td>8.1%</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA Margin</strong></td>
<td><strong>11.7%</strong></td>
<td><strong>11.3%</strong></td>
<td><strong>11.6%</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

¹ Pro forma results and growth rates include the operating results of Whitaker and CyberCoders as if those acquisitions occurred at the beginning of 2013. Pro forma results have also been adjusted to exclude certain one-time items.
² EPS from continuing operations has been adjusted to exclude (i) the write-off of loan costs related to refinancing of the credit facility and (ii) acquisition, integration and strategic planning expenses.
³ EPS As Adjusted, a non-GAAP measurement, is defined as EPS from continuing operations adjusted for amortization of identifiable intangible assets, cash tax savings on indefinite-lived intangible assets and excess capital expenditures over depreciation, net of income taxes.
Management Estimates for Q4 2014

(In millions, except per share amounts)

<table>
<thead>
<tr>
<th></th>
<th>Q4</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Low  -</td>
</tr>
<tr>
<td>Revenues</td>
<td>$467.0</td>
</tr>
<tr>
<td>Growth Rate(^1)</td>
<td>4.8% -</td>
</tr>
<tr>
<td>Gross Margin</td>
<td>31.9% -</td>
</tr>
<tr>
<td>SG&amp;A Expenses</td>
<td>$109.0</td>
</tr>
<tr>
<td>Amortization of Intangible Assets</td>
<td>$6.1</td>
</tr>
<tr>
<td>Net Income:</td>
<td></td>
</tr>
<tr>
<td>GAAP</td>
<td>$17.7</td>
</tr>
<tr>
<td>Adjusted(^2)</td>
<td>$26.3</td>
</tr>
<tr>
<td>EPS (Diluted):</td>
<td></td>
</tr>
<tr>
<td>GAAP</td>
<td>$0.33</td>
</tr>
<tr>
<td>Adjusted(^2)</td>
<td>$0.50</td>
</tr>
<tr>
<td>Adjusted EBITDA(^3)</td>
<td>$48.0</td>
</tr>
<tr>
<td>Diluted Shares</td>
<td>53.1</td>
</tr>
</tbody>
</table>

\(^1\) Pro forma growth rate assumes the acquisitions of Whitaker and CyberCoders occurred at the beginning of 2013
\(^2\) Adjusted Net Income, a non-GAAP financial measure, is defined as net income adjusted for amortization of identifiable intangible assets, cash tax savings on indefinite-lived intangible assets and excess capital expenditures over depreciation, net of income taxes
\(^3\) Adjusted EBITDA, a non-GAAP financial measure, is defined as EBITDA (earnings before interest, income taxes, depreciation and amortization) adjusted, among other things, for equity-based compensation expense, strategic planning expenses, acquisition, integration and strategic planning expenses
Adjusted EPS Estimates 2014

(In millions, except per share amounts)

<table>
<thead>
<tr>
<th></th>
<th>Q4</th>
<th></th>
<th>Full Year</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Low</td>
<td>High</td>
<td>Low</td>
<td>High</td>
</tr>
<tr>
<td>Net Income - GAAP Basis</td>
<td>$ 17.7</td>
<td>$ 19.5</td>
<td>$ 74.4</td>
<td>$ 76.2</td>
</tr>
<tr>
<td>Add-backs:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amortization of identifiable intangible assets</td>
<td>6.1</td>
<td>6.1</td>
<td>24.5</td>
<td>24.5</td>
</tr>
</tbody>
</table>
| Cash income tax savings on amortization of indefinite-lived intangible assets
  (Goodwill & Trademarks)²   | 4.0      | 4.0      | 16.1      | 16.1     |
| Deductions:                   |          |          |           |          |
| Estimated excess of capital expenditures over depreciation, net-of-tax | (1.0)    | (1.0)    | (4.1)     | (4.1)    |
| Income taxes on amortization for financial reporting purposes
  not deductible for income tax purposes³ | (0.5)    | (0.5)    | (2.1)     | (2.1)    |
| Net Income - As Adjusted      | $ 26.3   | $ 28.1   | $ 108.8   | $ 110.6  |
| Earnings Per Share (Diluted): |          |          |           |          |
| GAAP Basis                    | $ 0.33   | $ 0.37   | $ 1.37    | $ 1.41   |
| As Adjusted                   | $ 0.50   | $ 0.53   | $ 2.05    | $ 2.08   |

Table above shows adjustments to GAAP Net Income to calculate Adjusted Net Income

1 Amortization of identifiable intangible assets (e.g., customer/contractor relationships, non-compete agreements, etc.) related to the acquired businesses. The year-over-year reductions in this add-back will result in a corresponding increase in operating income for GAAP purposes.

2 Income tax benefit (using 39 percent marginal tax rate) from amortization for income tax purposes of certain indefinite-lived intangible assets (goodwill & trademarks), on acquisitions in which the company received a step-up in tax basis. For income tax purposes, these assets are amortized on a straight-line basis over 15 years. For financial reporting purposes, these assets are not amortized and a deferred tax provision is recorded that fully offsets the cash tax benefit in the determination of net income.

3 Income taxes (assuming a 39 percent marginal rate) on the portion of amortization of identifiable intangible assets, which are not deductible for income tax purposes (mainly amortization associated with the CyberCoders acquisition that the Company was not able to step-up the tax basis in those acquired assets for tax purposes).

Note: Full year estimates include three quarters of actuals and Q4 guidance.
## Selected Cash Flow and Balance Sheet Data

*(In millions)*

### Cash Flow Data *(year ended December 31):*

<table>
<thead>
<tr>
<th></th>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash Flow from Operating Activities</td>
<td>$110.5</td>
<td>$40.7</td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>16.5</td>
<td>14.4</td>
</tr>
<tr>
<td>Free Cash Flow</td>
<td>94.0</td>
<td>26.3</td>
</tr>
</tbody>
</table>

### Balance Sheet Data:

<table>
<thead>
<tr>
<th></th>
<th>September 30, 2014</th>
<th>December 31, 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and Cash Equivalents</td>
<td>$29.9</td>
<td>$37.4</td>
</tr>
<tr>
<td>Working Capital</td>
<td>199.4</td>
<td>180.9</td>
</tr>
<tr>
<td>Long-term Debt</td>
<td>403.7</td>
<td>389.8</td>
</tr>
<tr>
<td>Shareholders' Equity</td>
<td>643.0</td>
<td>640.1</td>
</tr>
<tr>
<td>Leverage Ratio <em>(debt to trailing 12-months EBITDA)</em> (^1)</td>
<td>2.06x</td>
<td>2.20x</td>
</tr>
</tbody>
</table>

\(^1\) Includes accrued earnout liabilities and other indebtedness
Five-year Financial Goals

- **$3 billion** in revenue
- Stable gross margin ~ **31% to 32%**
- SG&A Expenses (as a % of revenues) ~ **19.5%**
- Adjusted EBITDA margin: **11.5% to 12.5%**
- Cumulative free cash flow of more than **$675 million**
- Continued double digit **EPS growth**

($ in millions)

<table>
<thead>
<tr>
<th>Year Ended(ing) December 31</th>
<th>Pro Forma 2013 ¹</th>
<th>2018</th>
<th>5-Year CAGR</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenues</td>
<td>$1,717</td>
<td>$3,000</td>
<td>11.8%</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>547</td>
<td>930 - 960</td>
<td>11.2% - 11.9%</td>
</tr>
<tr>
<td>Cash SG&amp;A Expenses</td>
<td>369</td>
<td>585</td>
<td>9.7%</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>183</td>
<td>345 - 375</td>
<td>13.5% - 15.4%</td>
</tr>
<tr>
<td>Free Cash Flow</td>
<td>94</td>
<td>175 - 195</td>
<td>13.2% - 15.7%</td>
</tr>
</tbody>
</table>

**Margins:**

<table>
<thead>
<tr>
<th></th>
<th>31.9%</th>
<th>31.0% - 32.0%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash SG&amp;A Expense (as % of revenues)</td>
<td>21.5%</td>
<td>19.5% - 19.5%</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>10.7%</td>
<td>11.5% - 12.5%</td>
</tr>
</tbody>
</table>

**Conversion of Gross Profit into Adjusted EBITDA**

<table>
<thead>
<tr>
<th></th>
<th>33.5%</th>
<th>37.1% - 39.1%</th>
</tr>
</thead>
</table>

¹ Pro forma results and growth rates include the operating results of Whitaker and CyberCoders as if those acquisitions had occurred at the beginning of 2013. Pro-forma results have also been adjusted exclude certain one-time items.
Putting *People First* since 1985.