



**PRESS RELEASE – JANUARY 25, 2012  
FOR IMMEDIATE RELEASE**

## **SYMBILITY AND MARSHALL & SWIFT/BOECKH JOIN FORCES TO CREATE A BEST-OF-BREED SOLUTION FOR THE PROPERTY CLAIMS INDUSTRY**

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### **HIGHLIGHTS:**

- Symbility Solutions and Marshall & Swift/Boeckh's (MSB) will integrate their complementary property claims workflow software, claims loss estimating solutions and process analytics to create a new industry driving force committed to service, innovation and fair play.
- Symbility Solutions is acquiring MSB's claims division, including contracts, claims employees, software and analytics assets; in consideration for these assets and a cash investment, MSB's parent company, Decision Insight Information Group, will become the largest shareholder with a one-third equity stake in Symbility's parent company, Automated Benefits Corp.
- MSB also has entered into a long-term strategic license agreement with Symbility to integrate MSB's claims estimation data into Symbility's mobile claims software.
- Decision Insight is a TPG Capital portfolio company and representatives of both organizations will join the Automated Benefits' Board of Directors.

TORONTO, ONTARIO and MILWAUKEE, WISCONSIN -- (January 25, 2012) Symbility Solutions Inc.<sup>®</sup>, a wholly-owned subsidiary of Automated Benefits Corp.<sup>®</sup> (TSX:V – AUT), and Marshall & Swift/Boeckh, a wholly-owned subsidiary of Decision Insight Information Group, today announced that they have entered into a definitive arm's length agreement under which Symbility will acquire MSB's claims division (the "Acquisition") in exchange for the issuance to Decision Insight of such number of common shares of Automated Benefits ("Common Shares") as is equal to 30 percent of the Common Shares issued and outstanding immediately following such issuance, after adjusting for issued and outstanding options to acquire Common Shares ("Options").

Based upon the number of Common Shares and Options issued and outstanding on January 24, 2012, and the weighted-average trading price of the Common Shares on the TSX Venture Exchange ("TSX-V") for the 10 trading days ended January 24, 2012, the Acquisition would result in the issuance to MSB and/or certain of its affiliates of 51,982,216 Common Shares, having a value of approximately C\$16.8 million. The actual number of Common Shares issuable to MSB and/or certain of its affiliates pursuant to the Acquisition is subject to change and will be based upon the number of Common Shares and Options issued and outstanding, as well as upon

the trailing 10-day weighted-average trading price of the Common Shares on the TSX-V, as at closing of the transaction (“Closing”).

In addition, in connection with the Acquisition, Decision Insight has agreed to purchase by way of private placement at a price of \$0.27 per Common Share (the “Private Placement”) a further number of Common Shares equal to 3.29% of the Common Shares issued and outstanding immediately following the issuance of Common Shares to Decision Insight pursuant to both the Acquisition and the Private Placement, after adjusting for issued and outstanding Options. Following completion of the Acquisition and the Private Placement Decision Insight will become the largest shareholder of Automated Benefits, with 33.29 percent of the Common Shares, including Common Shares issuable upon the exercise of Options.

Based upon the number of Common Shares and Options issued and outstanding on January 24, 2012, and the weighted-average trading price of the Common Shares on the TSX-V for the 10 trading days ended January 24, 2012, the Private Placement would result in the issuance to MSB and/or certain of its affiliates of an additional 7,124,450 Common Shares for gross proceeds to Automated Benefits of approximately C\$1.9 million. The actual number of Common Shares issuable to MSB and/or certain of its affiliates pursuant to the Private Placement is subject to change and will be based upon the number of Common Shares and Options issued and outstanding, as well as upon the trailing 10-day weighted-average trading price of the Common Shares on the TSX-V, as at Closing.

“Bringing together Symbility’s leadership in workflow and property estimating technologies with MSB’s 80 years of expertise in property cost data and analytics under a single corporate structure will allow us to leverage the specific strengths of each company to offer the market a new choice,” announced James Swayze, Chief Executive Officer, Symbility Solutions. “We are extremely excited to be adding a team of claims industry professionals with decades of experience and subject matter expertise. Current and prospective customers will benefit from a customer-centric software organization that delivers flexible solutions to provide their policyholders a better claims experience. We believe that shareholders of Automated Benefits will also gain from top-line and bottom-line growth that we expect the transaction to generate. MSB and Automated Benefits estimate that current run rate annualized revenue from the MSB claims division is approximately \$8 million and that the division is profitable (excluding discontinued software development costs) at this time.”

“Joining forces with Symbility will accelerate our growth in the claims market and complement our underwriting franchise,” stated Chris Cartwright, Chief Executive Officer, MSB and Decision Insight Information Group. “The integration of MSB’s data solutions with Symbility’s technology solutions supports our strategy to be the premier enterprise information, analytics and workflow provider for property insurers. We believe this

innovative, market-driven solution will provide the best option for property insurers to manage their operations effectively.”

"TPG is excited about this strategic transaction," added Nehal Raj of TPG. "We look forward to working with the management team as board members and long-term shareholders of the company."

### **Additional Details for Investors**

The transaction, including approval of Decision Insight as a new control person of Automated Benefits, must be approved by shareholders of Automated Benefits at a special meeting of shareholders to be called and held to consider the transaction. Closing of the transaction is expected to occur in April 2012, subject to customary closing conditions and required regulatory approvals. Investors can find more detail on the transaction [here](#) and in the addendum attached to the back of this press release.

### **About Marshall & Swift/Boeckh (MSB) and Decision Insight Information Group**

Marshall & Swift / Boeckh (MSB) is the creator of total component data for property valuation and the leading provider of building cost estimating, book of business management, and rule-based claims estimating and analytics solutions for property insurance companies. Over eight decades, MSB has consistently delivered innovative solutions, analyzing our customer’s property operations and providing insight and assistance to improve their business results. MSB is a Decision Insight Information Group company.

Decision Insight Information Group, located in the U.S., Canada and Europe, delivers a comprehensive range of information, infrastructure and decision support products and services for financial and legal professionals. Operating at the heart of the property industry, Decision Insight Information Group manages complex information solutions and provides clarity on decision making for buying, selling, conveyancing, financing and insurance. Decision Insight companies include MSB and DataQuick in the U.S., Access Point Information Canada, SearchFlow, xit2 and Decision Insight Hub in the UK, Millar & Bryce in Scotland, Rochford Brady Group in the Republic of Ireland, and Wertweiser, a joint venture with HVB Bank, in Germany. Decision Insight has 1,100 employees in 16 offices. Decision Insight is a portfolio company of TPG Capital.

### **About Automated Benefits Corp.**

Automated Benefits Corp.® (TSX:V – AUT) is a progressive software company dedicated to developing applications for the insurance industry in North America and Europe. The organization currently has two platforms: Symbility® and Adjudicare®.

Symbility Solutions provides powerful, accurate and easy-to-use claims processing and estimating software solutions for Property & Casualty Insurers. Our collaborative workflow management, mobile estimating and claims triage solutions allow insurers to reduce costs while delivering a market leading claims experience.

Adjudicare is an advanced, practical software solution used by a network of Employee Benefits Brokers and Third Party Administrator partners across Canada in the adjudication of health and dental claims. Adjudicare's rules-based engine and leading-edge features ensure that claims are precisely adjudicated and paid in real-time, giving our partners' customers optimum flexibility, along with transparent disclosure on the benefit plan's financial performance.

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### **Forward-Looking Statements Advisory**

Certain information included in this press release and in the addendum attached to this press release constitutes forward-looking statements and information and future-oriented financial information under applicable securities legislation and is provided for the purpose of expressing management's current expectations and plans for the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes, such as making investment decisions.

More particularly, this press release and the addendum attached to this press release contain statements concerning the anticipated Closing of the transaction described in this press release and in the addendum attached to this press release, as well as Automated Benefits' and Symbility's anticipated: business development strategy, sales, revenue, income and revenue and income growth. The forward-looking statements are based on a number of key expectations and assumptions made by Automated Benefits and Symbility, including expectations and assumptions concerning receipt of TSX-V and shareholder approval of the transaction and the satisfaction of all conditions precedent to the transaction, target market acceptance of Automated Benefits' and Symbility's products, current and new product performance, and evolving markets for their products. Although Automated Benefits believes that the expectations and assumptions used to develop the forward-looking statements are reasonable, undue reliance should not be placed on the forwardlooking statements because Automated Benefits can give no assurance that they will prove to be correct.

Since forward-looking statements address future events and conditions, by their very nature they involve numerous risks and uncertainties that contribute to the possibility that the projections and forecasts in the forward-looking statements will not occur and that actual performance or results could differ materially from those anticipated in the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks associated with failure by TSX-V or shareholders to approve the transaction or failure of any other condition precedent to the transaction being satisfied, uncertainty as to product development milestones

being met, product performance risks, competition for capital and market share, uncertainty as to target markets, uncertainty as to patent and proprietary rights, availability and retention of management and key personnel, uncertainties relating to potential delays or changes in plans with respect to product development or capital expenditures, and the ability of Automated Benefits to access sufficient capital on acceptable terms. This is not an exhaustive list and additional information on these risks and other factors that could affect Automated Benefits' and Symbility's operations and financial results are included in reports on file with the Canadian securities regulatory authorities and can be accessed through the SEDAR website at [www.sedar.com](http://www.sedar.com). The forward-looking statements contained in this press release and in the addendum attached to this press release are made as of the date hereof and Automated Benefits undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. Additionally, Azure undertakes no obligation to comment on the expectations of, or statements made by, third parties about Azure.

All trade names are the property of their respective owners.

***Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***

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Detail on the transaction is provided below for investors. Investors also can contact G. Scott Paterson at [spaterson@automatedbenefits.com](mailto:spaterson@automatedbenefits.com) or 416.368.6464.

SYMBILITY AND MARSHALL & SWIFT/BOECKH JOIN FORCES TO CREATE A BEST-OF-BREED SOLUTION FOR THE  
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**Information on the Agreement Symbility Solutions AND MARSHALL & Swift/Boeckh Agreement**

Symbility Solutions Inc.<sup>®</sup>, a wholly owned subsidiary of Automated Benefits Corp.<sup>®</sup> (TSX:V – AUT), and Marshall & Swift/Boeckh (MSB) today announced that they have entered into a definitive agreement under which Symbility will acquire MSB's Claims Division (the "Acquisition") in exchange for the issuance to MSB's parent company, Decision Insight Information Group, of such number of common shares of Automated Benefits ("Common Shares") as is equal to 30% of the Common Shares issued and outstanding immediately following such issuance, after adjusting for issued and outstanding options to acquire Common Shares ("Options").

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In addition, in connection with the Acquisition, Decision Insight has agreed to purchase by way of private placement at a price of \$0.27 per Common Share (the "Private Placement") a further number of Common Shares equal to 3.29% of the Common Shares issued and outstanding immediately following the issuance of Common Shares to Decision Insight pursuant to both the Acquisition and the Private Placement, after adjusting for issued and outstanding Options. Following completion of the Acquisition and the Private Placement Decision Insight will become the largest shareholder of Automated Benefits, with 33.29 percent of the Common Shares, including Common Shares issuable upon the exercise of Options.

Based upon the number of Common Shares and Options issued and outstanding on January 24, 2012, and the weighted-average trading price of the Common Shares on the TSX-V for the 10 trading days ended January 24, 2012, the Private Placement would result in the issuance to MSB and/or certain of its affiliates of an additional 7,124,450 Common Shares for gross proceeds to Automated Benefits of approximately C\$1.9 million. The actual number of Common Shares issuable to MSB and/or certain of its affiliates pursuant to the Private Placement is subject to change and will be based upon the number of Common Shares and Options issued and outstanding, as well as upon the trailing 10-day weighted-average trading price of the Common Shares on the TSX-V, as at Closing.

The proceeds of the Private Placement will principally be used to fund a cash dividend in the amount of \$0.01 per Common Share, which will be declared and paid by Automated Benefits no later than 30 days following Closing to the holders of record of Common Shares as of a date to be fixed by the board of directors of Automated Benefits, which date will be no more than 30 days and no less than one day prior to the date of Closing. The balance of proceeds of the Private Placement after payment of such dividend, if any, will be used by Automated Benefits for general corporate purposes.

As part of the transaction, MSB and Symbility will also enter into a Data License Agreement, pursuant to which (i) MSB will grant a license to Symbility and certain of its subsidiaries in respect of the MSB North American Partial Loss Estimating Database (as well as any variations and/or other versions thereof developed in the future), which has previously been provided to Symbility under a separate arrangement and (ii) Symbility and certain of its subsidiaries will grant a license to MSB in respect of claims data generated by Symbility and such subsidiaries.

Automated Benefits has also agreed, subject to the approval of its shareholders, to increase the number of directors that will comprise its board of directors to nine persons and to provide MSB and/or certain of its affiliates with certain rights of representation on the boards of directors and each committee of the boards of directors of Automated Benefits, Symbility and each subsidiary of Symbility. In this regard, MSB and/or certain of its affiliates, Symbility, Automated Benefits and certain management shareholders of Automated Benefits have entered into a securityholders' agreement (the "Securityholders' Agreement"), pursuant to which they have agreed, for a period of up to five years, to vote together in supporting any slate of directors nominated by management of Automated Benefits (the "Management Nominees"). Assuming a board comprised of nine directors, for so long as MSB and its affiliates own greater than 20% of the outstanding Common Shares, the Management Nominees will include three persons proposed by MSB and/or certain of its affiliates and for so long as MSB and its affiliates own between 10% and 20% of the outstanding Common Shares, the Management Nominees will include 2 persons proposed by MSB and/or certain of its affiliates. The Securityholders' Agreement also provides that MSB and/or certain of its affiliates will be entitled, for a period of up to five years, to similar representation on the boards of directors of Symbility and each subsidiary of Symbility, and to one third of the total number of directors on each committee of the boards of directors of Automated Benefits, Symbility and each subsidiary of Symbility. MSB and/or certain of its affiliates will have no right to propose any Management Nominees, and no right to representation on the boards of directors or any committees of the boards of Automated Benefits, Symbility or any subsidiary of Symbility, if the shareholdings of MSB and its affiliates in Automated Benefits fall below 10% of the issued and outstanding Common Shares.

The Securityholders' Agreement also will contain restrictions prohibiting MSB and its affiliates, subject to certain limited exceptions, from making a tender offer or takeover bid for Common Shares or other securities of Automated Benefits, participating in a solicitation of proxies in respect of the voting of any securities of Automated Benefits, or otherwise acquiring additional Common Shares or other securities of Automated Benefits. Notwithstanding the foregoing, subject to applicable securities laws, MSB and its affiliates will be permitted by the terms of the Securityholders' Agreement to increase their holdings in Common Shares up to such number of Common Shares as is equal to but not greater than 40% of the outstanding Common Shares, provided that MSB and its affiliates will either (A) not vote more than 33.29% of the total number of Common Shares outstanding as of the record date of any applicable vote or (B) vote any Common Shares in excess of 33.29% of the total number of Common Shares outstanding as of the record date of any applicable vote in proportion to the votes cast by all shareholders.

The parties have also agreed that, subject to TSX-V acceptance, Automated Benefits will adopt a Restricted Share Unit Plan, effective as at Closing, pursuant to which up to 2.5% of the Common Shares outstanding immediately following Closing of the transaction will be issued in trust for the benefit of certain management employees and directors of Automated Benefits, subject to the satisfaction of certain vesting criteria relating,

among other things, to successful integration of the MSB Claims Division with Automated Benefits' other businesses and to the achievement of other specific performance targets to be agreed upon by the parties.

The transaction, including approval of Decision Insight as a new control person of Automated Benefits, must be approved by shareholders of Automated Benefits at a special meeting of shareholders to be called and held to consider the transaction. In that regard, certain senior officers and directors of Automated Benefits, who collectively hold 23,989,360 Common Shares, representing approximately 20.3% of the outstanding Common Shares, have entered into Voting and Support Agreements with MSB and Decision Insight, pursuant to which they have agreed to vote their Common Shares in favour of approval of the transaction. In addition, the board of directors of Automated Benefits has determined to recommend to shareholders that they approve the transaction by voting their Common Shares in favor of the transaction.

Closing of the transaction is expected to occur in April, 2012, subject to customary closing conditions, including approval of the Transaction by shareholders of Automated Benefits at a special meeting of shareholders to be called and held to consider the transaction, approval of the TSX-V and receipt of any other required regulatory approvals.

Further information regarding the transaction, including full details in respect of the matters summarized above, will be contained in a management information circular that Automated Benefits will prepare and mail to all holders of Common Shares in connection with the special meeting of shareholders to be held to approve the transaction. It is expected that these materials will be mailed in March 2012 for a meeting to be held in April 2012. Once mailed, the management information circular will also be available on SEDAR at [www.sedar.com](http://www.sedar.com). All shareholders are urged to read the management information circular carefully and in its entirety once it becomes available since it will contain additional important information concerning the Transaction.