



AlliedBarton Security Services and Universal Services of America to Merge to Create Leading Security Company in North America

-- Combined Company, to be Named AlliedUniversal, Will Provide Localized Response and National Support with Approx. 140,000 Security Officers --

Conshohocken, PA and Santa Ana, CA, MAY 3, 2016 — [AlliedBarton Security Services](#) and [Universal Services of America](#) today announced that they have agreed to merge, creating the leading security company in North America.

The combined company, which will operate under the AlliedUniversal brand following the close of the transaction, will offer its clients localized response and national support with industry-leading technology solutions and approximately 140,000 highly-trained officers. It is expected to have total annual revenues of approximately \$4.5 billion. The transaction is expected to close in the third quarter of 2016, subject to customary regulatory approvals.

The two companies have a shared value proposition and aligned values. Founded in 1957, AlliedBarton Security Services is a leader in providing responsive and customizable security services to a diversified group of clients from more than 120 regional and district offices located throughout the United States in a number of markets. Founded in 1965, Universal Services of America is the largest American-owned security company, providing an innovative mix of traditional manned security solutions and advanced digital security technologies to ensure the safety of clients throughout North America. The company also offers clients janitorial solutions, as well as safety and emergency preparation services.

Steve Jones, Chief Executive Officer of Universal Services of America, will serve as the CEO of the combined company, and Bill Whitmore, CEO of AlliedBarton, will serve as its Chairman of the Board. Warburg Pincus and Wendel will be lead investors in the combined entity with equal voting rights and Board representation; Partners Group and members of management will also have ownership interests in the combined company.

Mr. Jones commented, "AlliedBarton Security Services and Universal Services of America share a deep focus on the customer experience. Bill Whitmore and the AlliedBarton team have established a sterling reputation in the industry for reliability and support. This combination brings together two excellent teams, and we are very excited to partner in a seamless integration that we expect to complete by the end of the year."

Mr. Whitmore remarked, "Through this combination with Universal Services of America, we expect to deliver tremendous value to our clients through access to Universal's portfolio of technology-based security solutions. This merger will drive compelling



opportunities for both our employees and clients, creating an organization that is well-positioned for continued growth, and I look forward to working with Steve."

Chandler Joel Reedy, Managing Director of Warburg Pincus, added, "The key factors in contemplating this merger were the mutual respect of these organizations and the overwhelming support and enthusiasm exhibited by the leadership teams of both companies."

David Darmon, Managing Director and CEO of Wendel North America, commented, "We see a very compelling opportunity in the combination of AlliedBarton Security Services and Universal Services of America. These two best-in-class companies are distinguished by strong leadership talent, and together they will provide unmatched service and support to their clients."

Cleary Gottlieb Steen & Hamilton LLP acted as legal counsel to Warburg Pincus and Universal Services of America. Skadden, Arps, Slate, Meagher & Flom LLP acted as legal counsel to Wendel and AlliedBarton Security Services, along with Fried, Frank, Harris, Shriver & Jacobson LLP, who acted as counsel with respect to executive compensation matters.

About AlliedBarton Security Services

For more than 50 years AlliedBarton Security Services has provided superior security officer services to protect people, homes and businesses. AlliedBarton tailors security programs to meet clients' needs with committed professionals who enhance clients' brands. The most honored security services provider, AlliedBarton consistently delivers exceptional service which creates a differentiated experience for clients and the people they serve. More than 60,000 employees and 120 offices serve thousands of clients with levels of protection that anticipate needs and build enduring relationships. For more information, please visit www.alliedbarton.com.

About Universal Services of America

Founded in 1965, Universal Services of America is one of the leading facility services companies in the U.S., combining an innovative mix of tradition with cutting edge systems and technology to keep pace with the ever-evolving needs of today's business environments. Headquartered in Santa Ana, Calif., today, Universal is a \$2.5 billion company with more than 80,000 employees on staff. The company is now the second largest manned guarding security company in North America and employs a hands-on, highly experienced management team and continuous training to deliver consistent, high quality security solutions. Universal has four unique divisions: Universal Protection Service, Universal Protection Security Systems, Universal Fire/Life Safety Services and Universal Building Maintenance. For more information, please visit www.universalpro.com.

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