

The acquisition was accounted for as a business combination. This method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date.

The following table summarizes the consideration paid for BookFresh and the estimated fair value of the assets acquired and liabilities assumed at the closing date (in thousands, except share data):

Consideration:	
Stock (2,103,560 shares of common stock)	\$15,259
Recognized amounts of identifiable assets acquired and liabilities assumed:	
Current assets (inclusive of cash acquired of \$71)	\$ 128
Non-current assets	9
Intangible customer assets	1,300
Intangible technology assets	2,300
Total liabilities assumed	(1,091)
Total identifiable net assets assumed	2,646
Goodwill	12,613
Total	<u>\$15,259</u>

As of December 31, 2014, 540,170 shares of the total share consideration remain withheld for indemnification purposes.

Goodwill from the BookFresh acquisition is primarily attributable to expected synergies from future growth opportunities. None of the goodwill generated from the BookFresh acquisition is deductible for tax purposes.

The results of operations from the BookFresh acquisition have been consolidated with those of the Company as of the acquisition date. The BookFresh acquisition's impact on revenue and net earnings for the year ended December 31, 2014 or for the nine months ended September 30, 2015 were not material. Similarly, its impact on the Company's revenue and net earnings on a pro forma basis for all periods were not material.

Fiscal 2013

Minetta, LLC

On November 29, 2013, the Company acquired certain assets and liabilities of Minetta, LLC ("Minetta"). Minetta's main business purpose was to develop and support the Viewfinder mobile application, a tool for photo-sharing and social networking. The purpose of the transaction was to acquire technology and employees. The aggregate purchase price was \$3.2 million and was paid in cash and equity of 24,270 shares of common stock (17,902 of the shares related to post

F-24

Table of Contents

combination compensation expense). Acquisition related costs of \$0.2 million were recognized in general and administrative expenses.

The acquisition was accounted for as a business combination. This method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date.

The following table summarizes the consideration paid for Minetta and the estimated fair value of the assets acquired and liabilities assumed at the closing date (in thousands, except share data):

Consideration:	
Cash	\$2,872
Stock (63,680 shares of common stock)	278
Fair value of total consideration transferred	\$3,150
Recognized amounts of identifiable assets acquired and liabilities assumed:	
Current assets	\$ 91
Property and equipment	27
Intangible assets	<u>2,430</u>