



QUESTIONS AND ANSWERS ABOUT ACCELLOS' ACQUISITION OF PROPHESY SOFTWARE

Who is Accellos?

Accellos is a global provider of technology solutions for the logistics, warehouse, third party, transportation, and mobile fleet management markets. Accellos was formed by software industry executives with experience in the logistics market that believe that a company with a great culture of innovation and excellence can provide more value to its customers, employees, partners, and stakeholders than its competition. Accellos will lead the industry in innovative products and services, customer satisfaction, growth, partner satisfaction and employee satisfaction.

Why did Accellos acquire Prophecy?

The acquisition of Prophecy is part of Accellos' strategy of adding superior, customer-centric supply-chain solutions with strong brands and industry reputations to our growing organization. Prophecy's solutions will become a key piece of Accellos One Transport, the component of our Accellos One suite aimed at the trucking and transportation industry.

By adding Prophecy to our family, Accellos now has over 160 dedicated employees, nearly 3,000 loyal customers, a reputation for innovation, and a proven track record of growth and success in our industry. Accellos aims to become the worldwide leader in supply chain solutions for the markets we serve, both in terms of business excellence as well as customer satisfaction. Prophecy will help us expand our reach in transportation, a segment in which we already enjoy considerable success.

We will continue to market and support the Prophecy product lines under the Accellos banner, as well as invest in key Prophecy product initiatives as part of Accellos One Transport.

How will Prophecy be Integrated into the Accellos Organization?

Prophecy will share the common management structure of the entire Accellos organization and retain its focus on innovation from Bloomfield, Connecticut.

Who leads Accellos?

Mike Cornell serves as Chairman and Chief Executive Officer of Accellos and leads an experienced team including Joel Kremke, Chief Operating Officer, Ross Elliott, Chief Strategy Officer, and Flint Seaton, Chief Financial Officer.

All four were formerly part of NxTrend, a leader in ERP, WMS, CRM, and e-commerce solutions to the Distribution market.

Key members of Prophecy's operational, sales and development teams will also take on expanded roles in Accellos' transportation practice. Bill Ashburn, one of Prophecy's founders, will continue with Accellos in a key strategic role with Accellos One Transport. Although Ed Forman will be leaving Prophecy, the remainder of the Senior Management team at Prophecy will be moving forward with Accellos, and most customer facing personnel will be unaffected by the acquisition.

How will this impact the employees of Prophecy?

Accellos is thrilled to have Prophecy as part of our organization, and we look forward to working together. From a customer perspective, Prophecy will operate much as it does today. The main office of Prophecy will remain in Bloomfield, Connecticut. Certain functional areas of the organization will be consolidated within the combined Accellos organization, and ultimately we will be providing expanded coverage for all of Accellos' Transportation products as a result of combining the employees of Prophecy with our other Transportation focused employees.

Prophecy's reputation for a dedicated, highly qualified team of employees played a key role in our decision to acquire the company, and we believe that the combination of our organizations will result in many new opportunities.

Will there be any changes in the location of Prophecy's office?

We plan on maintaining an office or offices in the Bloomfield area.

What are the benefits of combining Prophecy with Accellos?

The benefits of becoming a part of Accellos are numerous. At present, there is no established worldwide leader in the market for 3PL, WMS, and Transportation technology solutions, particularly for the small to medium sized market. By combining Prophecy's market share with Accellos' resources and capabilities, we will very quickly establish a leadership position in the markets we serve. The result will be increased opportunities for employees, partners, and customers.

Accellos' customers will benefit from enhanced and expanded solution offerings while customers of Prophecy will benefit from the diversity, stability and long-term investment that Accellos offers. Employees of both companies will benefit from increased opportunities created by the expansion and growth that will result from the acquisition. Partners will benefit from having additional products to sell, expanded development of current products, and increased growth and stability of the parent organization.

At a company level, this acquisition will allow us to increase our competitive advantages. Additionally, it will enable us to continue our rapid growth and create an organization that retains and attracts the best employees, customers and partners.

Some of the many benefits to our customers of combining Prophecy with Accellos include:

Stability, long-term investment and growth.

Accellos is a profitable, well-funded company with a proven management team, multiple offices throughout North America and a strong network of global distribution partners that includes hundreds of companies. The combined resources of Accellos and Prophecy allow us to better support our valued customers.

Enhanced product functionality.

Accellos will leverage all available technologies within our product lines, creating additional solutions and value for our customers.

Sustained commitment to the trucking and transportation industries.

Prophecy has a long and impressive history of serving the trucking and transportation market for small to medium business. Accellos is committed to maintaining and augmenting Prophecy's well-respected solutions and expertise. In addition, you will now have access to Accellos' full network of resources and technology.

Doesn't Accellos already have a transportation product, and will this acquisition jeopardize either product line?

While Accellos does currently serve a segment of the trucking market, it is not the same as the market Prophecy currently serves, and the products lines do not overlap. Therefore, the only future changes will be to offer all of our customers all of our combined products as well as enhancing both of our product lines with the best of both products. Both product lines have a bright and long future in front of them and Accellos is committed to putting its considerable resources behind expanding our solutions to the transportation industry to make us the worldwide leader in both business expansion as well as customer satisfaction and innovation.

Will Accellos continue to support Prophecy's product lines?

Accellos will continue to market and support Prophecy's product lines and we will also invest in key Prophecy product initiatives as part of Accellos One Transport. You will now have options from the complimentary pieces from all our current and future product offerings. Prophecy will become a key part of Accellos One Transportation, the component of our supply-chain suite focused on the transportation industry. Technology investments our customers are making today will not be jeopardized in any way. In fact, we will be offering more capabilities and expansion due to our larger size and commitment to research and development and being innovation leaders. The combination of the two companies, whose transportation products served very different markets, will allow both sets of customers to benefit from the newly expanded product line we will be able to offer the entire trucking and transportation market.

Will there be changes to release dates and product road maps?

There will be no changes to committed release dates. Over the next few months, we will deliver to all of our customers a comprehensive product road map and overall technology strategy for Accellos One Transport.

What happens to the name of Prophecy and mile.com?

We believe the team at Prophecy has built a strong brand around mile.com and the name Prophecy. The product line will continue in the short-term as Prophecy. Prophecy's solutions will become a key part of Accellos One Transport, providing you with even greater options for product functionality. The web site mile.com will transition to Accellos branding and product names and will continue to play a key role in our marketing strategy.

When will new products be made available?

We will be announcing a product roadmap within the first 90 days of the acquisition.