

EVERGREEN SYSTEMS AND NET.WORKS, CORP (NDW) ANNOUNCE INTENT TO MERGE

Sterling, VA, February 20, 2008 - Evergreen Systems (<http://www.evergreensys.com/>), a leader in the area of IT process improvement consulting and net.works Corp. (NDW) (<http://www.ndwcorp.com/>), Hewlett Packard's (HP) premier Business Service Automation partner, today announced intentions to merge. Both companies will share ownership and leadership in the new entity, which will assume the Evergreen Systems' brand identity.

"The driving force behind our decision to merge was the fact that NDW and Evergreen really complement one another with absolutely no overlap. Both companies have a strong national presence with enterprise level customers coast-to-coast which will see a portfolio of products and services beyond compare. The merge will offer accelerated growth potential and provide more career opportunities for our employees. This is a merger of equals, a win-win situation and we're really excited about the future."
commented NDW's President, Clay Flory.

Evergreen's CEO Don Casson commented, "The combination of NDW and Evergreen will bring significant value to our customers and to our technology partner, HP. Together we will offer a complete solution for dramatically improving IT operations that will be somewhat unmatched in our market space."

Both companies are HP 'Gold' software partners with focus in HP's Operations enterprise software portfolio. Evergreen has deep experience in ITIL process consulting and HP's Service Management products AssetCenter and ServiceCenter (formerly Peregrine products). NDW leads the industry in the end-to-end management of enterprise automation with HP's Business Service Automation products (Client Automation formerly Radia products). These technologies are core to HP's Business Technology Optimization (BTO) approach. The new company will merge IT service management on the service desk and infrastructure side of the enterprise with data center (server) and client (desktop) automation capabilities. This is a significant development for large enterprises that are looking for a 'one stop shop' for consulting and technology implementation, from their help desk to the desktop and the data center.

The merger will create a new entity positioned to be the leader in IT process and systems management and with expertise that spans from IT infrastructure and help desk optimization all the way through the data center and desktop for enterprise IT organizations seeking process and technology improvement. Both companies have been leaders in their space for more than a decade, serving a variety of Fortune 1000 companies, non-profit organizations and government agencies. Evergreen is headquartered in Sterling, Virginia and NDW is headquartered in Salt Lake City, Utah, each with employees located throughout the United States. The union should also be a boon for HP enterprise clients since it will combine expertise across HP's Business Technology Optimization product line, from IT help desk technology to data center server and desktop automation.

"We are very pleased with the news that two of our strategic Gold partners have combined their organizations to form a unique offering," said Scott Strubel, Director Americas Software Alliances and Channels for HP. "These two partners are immersed in high growth, high value areas of HP's BTO solutions. Their combination will add tremendous value to HP software customers."

Background on Evergreen Systems

Evergreen Systems is a well-known name in the area of IT and ITIL process improvement consulting and has worked with customers ranging from financial services, healthcare, IT,

telecom and high end retail to manufacturing, government and energy. Evergreen specializes in combining highly skilled ITSM and ITIL expertise with 'real world' experience in process improvement transformation, from strategy to technology implementation. Evergreen's services include ITIL business case development and strategy, ITIL assessment services including gap analysis and roadmaps, and consulting services that encompass Service Catalog, Change Management, Incident and Problem Management, CMDB and Asset Management. Evergreen's technology implementation division resells and implements a variety of HP's IT service management technologies including the ServiceCenter and AssetCenter software suites. The company also has past experience in the implementation of CA and BMC service desk solutions and has a long history of bridging the gap between ITIL best practices and implementing IT service management process improvements and technologies.

Evergreen has also developed a reputation for the development and distribution of a broad array of tools that address all aspects of ITIL practices, including manuals, ITIL self assessments, white papers, Power Point presentations, training materials and sample work products. Evergreen distinguishes itself by never charging clients for their tools and routinely offering them to interested prospects over a variety of online distribution channels. The company's unique 'quick time to value' methodology (Q2V) teams them with clients, stressing a structured but flexible approach that begins with IT process maturity assessments, analysis, benchmarking and working through to solution and build and implementation, completing with continuous improvement processes and overlaying ITIL and CoBit best practices.

Most recently Evergreen has announced new offerings that combine ITIL process improvement services with HP BTO technologies for fixed price and fixed timeframe engagements aimed towards new 'high growth' market emergers that have outgrown their current IT tools and systems and are looking to grow IT infrastructure into the 'enterprise' level. The offer, known as the 'ITIL Boxed Set' provides a comprehensive package of consulting and technology services that include ITIL alignment, IT service management, Incident, Problem and Change management and a bundle of SLA development and consulting and customer service surveys and reports.

Evergreen is also well known for its online presence via its industry blog (<http://blog.evergreensys.com>) as well as its web site (www.evergreensys.com) and its widely reviewed paper on developing the business value of and the business case for ITIL www.evergreensys.com/downloads/businessvalueofitil/.

Background on NDW

NDW was founded 11 years ago based on some basic business principles that include (1) superior customer service 2) the utilization of best practices and superior technology (3) the deployment of the most qualified individuals in their respective fields. NDW has established a large customer base in both the commercial and government sectors by delivering on these principles and uniquely positioning itself to help organizations achieve positive outcomes from IT.

The company's history has contributed to its comprehensive range of client and data center automation services that transform the way its customers process change. NDW's recent growth in Client Automation software support services allows enterprises immediate access to technology experts with proven expertise in remote automation and control of network and desktop technology. Deep experience in these skillsets combined with a staff of industry experts skilled in proprietary implementation and migration methodologies make NDW a leader in its market space. NDW holds the distinction of staffing the largest certified group of HP business automation experts in the world specializing in sales, implementation, training and software support.

The company prides itself on operating at the highest level of expertise and customer service and points as proof of this to the fact that 99% of its customers are referenceable and the company maintains an employee retention rate much higher than the national average.

NDW has always invested heavily in areas that help customers improve IT operation. To prove this, NDW has recently expanded into automation processes and providing technology solutions that increase customer satisfaction. These include the automation of network devices, servers, clients and storage, helping customers with compliance, increasing security and lowering the cost to deliver business services with increased uptime. NDW's latest offering helps customers automate IT processes that include incident resolution, change orchestration and routine maintenance tasks to enforce compliance help and drive cost savings. These services and offers have led NDW to take a leadership role in the management of virtual and physical IT systems.

Evergreen Systems' Industry Expertise

Evergreen Systems has established particularly deep expertise in the banking, insurance, healthcare and retail sectors with unique experience in areas such as the mapping of ITIL best practices with CoBit (Control Objectives for Information and Related Technology) audit and compliance objectives, asset and configuration management (especially relating to the development of CMDB and service catalogs) and Change and Release Management. Evergreen's consultants have a reputation for balancing organizational change, business value, process, technology and compliance demands through a systematic approach of identifying business needs, creating consistent policies and streamlining and automating processes. The company develops metrics through driving value from IT, typically by reducing reactive and unscheduled work, developing better 'demand management' procedures and eliminating redundancies by reducing IT complexity, targeting overspending and resource over-allocation and improving inefficient processes. Evergreen credits its success in these areas to the assessment and re-engineering of key workflows managed across IT functional organizations.

Evergreen's unique consulting approach helps customer achieve business results as quickly as possible by proving value early and often, aligning IT objectives with business priorities, establishing firm 'value' objectives and measuring progress every step of the way, through ROI (return on investment), strategic alignment, risk mitigation and improved customer service and agility and flexibility. Evergreen accomplishes this through their ITIL maturity modeling tools and methodology, using workshops and questionnaires, interview templates, special data gathering techniques, maturity measurements and mapping tools. All of these tools use pre-defined process workflows, design documents and templates that cross all 10 core ITIL process areas, as well as Project Management Methodologies (based on PMI). These tools have evolved from 10 years experience and expertise from hundreds of infrastructure management projects that stress proactive (Sarbanes Oxley) audit compliance and Change Management as the workflow engine of IT, using ITIL and CoBIT to drive efficiency.

NDW Industry Expertise

NDW has extensive experience in a variety of commercial and government accounts that have come to NDW for the automation of change. Customers have trusted NDW to utilize HP technologies to develop secure architectures that scale from managing thousands of servers and desktops distributed across multiple data centers to details as small as increasing visibility and control by discovering and reporting on technology resources.

NDW is responsible for some of the largest implementations in the world providing HP Software's Client Automation solutions, some as large as 350,000 PCs and 5,000 servers. NDW's expertise at using and implementing HP's Business Service Automation software have helped hundreds of companies develop and implement comprehensive policies that capture best practices and desired state management of their hardware and software resources

The expansion of the Business Service Automation portfolio that occurred when HP acquired Opsware showcased the knowledge and expertise of NDW, a legacy Opsware partner. NDW has certified Opsware engineers on staff specializing in Network Automation, Server Automation and

Process automation. NDW has extensive experience with patch compliance, provisioning of systems and change, configuration and release management.

Evergreen and NDW Personnel

Evergreen and NDW are staffed by highly qualified, experienced personnel, most of whom are ITIL foundation certified, and hold master's status in a variety of ITIL functional areas and technology certifications in Asset and Service Management. NDW staffs the largest group of certified business service automation experts in the world, many of whom have mastered multiple disciplines inside of HP's automation suite of products. NDW's employees have set a standard of excellence to its customers, HP and its partners that still stands unmatched in the industry.

Merger Implications

The new company will take Evergreen's name but will have the capabilities of a company more than twice its size. It will form the industry's most comprehensive solution provider for enterprise IT service management, server, network, storage, desktop, ATM and point of sale device automation and process improvement combined with HP Software technology implementation and management. The combined operations of both companies will allow the new enterprise to cover all regions in the U.S. and Canada and provide better service to its ever-growing customer base.

Evergreen's deep expertise in the commercial and government sectors will enhance and complement NDW's experience in the same sectors, offering a single source for IT consulting, implementation and management for all components of the IT infrastructure enterprise, including desktop and data center configuration. Both companies specialize in personnel who are 'cross-trained' on multi-vendor and multi-technology solutions. The merger also positions the new company as one of the most comprehensive resellers of HP Business Technology Optimization (BTO) Software in the market and offers (Peregrine, Radia and Opsware) legacy customers the added benefit of a single source for process improvement and technology solutions.

Industry Implications

Analysts that follow the market space for IT infrastructure technologies (IT helpdesk, Incident and Problem management, Service Level Management, Service Performance management, Configuration Management and Service Catalog development and delivery) and others that follow server and desktop automation and remote management may find the merger of interest in that it brings together two leaders in their respective spaces. This will provide the market with what may be the first 'one stop shop' for IT process improvement and technology implementation across groups that fall within the enterprise IT operations arena.

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