

DELTEK, INC.
Common Stock
Issuable Upon Exercise of Subscription Rights
The Rights Offering Will Expire at 5:00 p.m., New York City Time,
on May 27, 2009, Unless the Rights Offering is Extended
INSTRUCTIONS AS TO USE
OF SUBSCRIPTION RIGHTS CERTIFICATE
Consult the Information Agent or Your Bank, Broker or Other Nominee With Any Questions

These instructions are being distributed to you in connection with the offering (the "Rights Offering") by Deltek, Inc. ("Deltek") of its common stock, par value \$0.001 per share (the "Common Stock") pursuant to subscription rights (the "Rights") distributed by Deltek to the holders of record of its Common Stock as of 5:00 p.m., New York City time, on April 14, 2009 (the "Record Date"). The Rights are described in the Prospectus for the offering (a copy of which accompanies these instructions) (the "Prospectus") and are evidenced by a subscription rights certificate (a "Subscription Rights Certificate"), which is registered on the books of Deltek in your name or the name of your bank, broker or other nominee holder, as appropriate.

Each holder of record as of the Record Date is entitled to one Right for each share of Common Stock owned as of the Record Date. Each Right entitles its holder to subscribe for 0.4522 shares of Common Stock at a subscription price (the "Subscription Price") of \$3.00 per share of Common Stock (the "Basic Subscription Privilege"). If you fully exercise your Basic Subscription Privilege, you may also exercise an over-subscription privilege (the "Over-Subscription Privilege") to purchase any additional shares of Common Stock that remain unsubscribed for at the expiration of the Rights Offering, subject to availability and the allocation of persons exercising their Over-Subscription Privilege. Fractional shares of Common Stock resulting from the exercise of the Basic Subscription Privilege and the Over-Subscription Privilege will be eliminated by rounding down to the nearest whole share. For example, if you owned 100 shares of our common stock as of 5:00 p.m., New York City time, on the Record Date, you would receive the same number of Rights and would have the right to purchase 45.22 shares of Common Stock (rounded down to 45 shares) at the Subscription Price.

The number of Rights that you are receiving is printed on the face of your Subscription Rights Certificate. You should indicate your wishes with regard to the exercise of your Rights by completing the appropriate form or forms on the back of your Subscription Rights Certificate and returning it to Computershare Trust Company, N.A., the subscription agent for the Rights Offering (the "Subscription Agent"), in the envelope that accompanies these instructions.

The Rights will expire at 5:00 p.m., New York City time, on May 27, 2009, unless the subscription period is extended (such date and time, including as it may be extended, the "Expiration Date").

Your Subscription Rights Certificate, or Notice of Guaranteed Delivery, must be duly completed and received by the Subscription Agent for the Rights Offering, Computershare Trust Company, N.A., together with payment in full of the Subscription Price for each Right that is exercised pursuant to the Basic Subscription Privilege plus the full Subscription Price for any shares of Common Stock subscribed for pursuant to the Over-Subscription Privilege, including final clearance of any checks, by 5:00 p.m., New York City time, on the Expiration Date. Any Rights not exercised prior to such time will be null and void. Any subscription for shares of Common Stock made pursuant to the Subscription Rights Certificate upon exercise of the Basic Subscription Privilege or Over-Subscription Privilege is irrevocable.

In order for you to validly exercise your Rights, Computershare Trust Company, N.A. must receive the following items from you prior to 5:00 p.m., New York City time, on the Expiration Date:

- Your Subscription Rights Certificate, properly executed and delivered by you; and

- Payment in full of the Subscription Price for each Right that is exercised pursuant to the Basic Subscription Privilege plus the full Subscription Price for any additional shares of Common Stock subscribed for pursuant to the Over-Subscription Privilege, including final clearance of any checks.

For more complete information on the terms of the Rights Offering, please see the discussion set forth under the headings “Questions and Answers Relating to the Rights Offering” and “The Rights Offering” in the Prospectus. Copies of the Prospectus are available upon request from the Information Agent, Georgeson Inc., by calling (888) 897-6149.

1. How to Exercise Your Rights

To exercise your Rights, complete Section 1 and Section 2 on the reverse side of your Subscription Rights Certificate and send your properly completed and executed Subscription Rights Certificate evidencing such Rights with any signatures required to be guaranteed, so guaranteed, or Notice of Guaranteed Delivery (as defined below), if applicable, together with payment in full of the Subscription Price for each Right that you exercise pursuant to the Basic Subscription Privilege plus the full Subscription Price for any additional shares of Common Stock you subscribe for pursuant to the Over-Subscription Privilege, to the Subscription Agent, prior to the Expiration Date.

Your payment of the Subscription Price must be in U.S. Dollars, and may be made by:

- Uncertified check payable to “Computershare Trust Company, N.A. (acting as Subscription Agent for Deltek)” (*please allow sufficient time for your check to clear by the Expiration Date*);
- Certified or cashier’s check or bank draft drawn upon a U.S. bank and payable to “Computershare Trust Company, N.A. (acting as Subscription Agent for Deltek)”; or
- U.S. postal money order payable to “Computershare Trust Company, N.A. (acting as Subscription Agent for Deltek)”.

The Subscription Price will be deemed to have been received by Computershare Trust Company, N.A. only upon the:

- Clearance of any uncertified check; or
- Receipt by the Subscription Agent of any certified or cashier’s check or bank draft drawn upon a U.S. bank or any U.S. postal money order.

If you are paying by uncertified check, please note that an uncertified check may take five or more business days to clear. Accordingly, holders of Rights who wish to pay the Subscription Price by uncertified check are urged to pay for their subscriptions sufficiently in advance of the Expiration Date to ensure that such payment is received and clears prior to the expiration of their Rights, and are urged to consider making payment by means of a certified or cashier’s check or money order.

If you do not indicate the number of Rights being exercised, or do not forward full payment of the Subscription Price, then you will be deemed to have exercised your Rights with respect to the maximum number of Rights that may be exercised with the aggregate Subscription Price you delivered to the Subscription Agent. If your aggregate Subscription Price is greater than the amount you would owe for exercise of your Basic Subscription Privilege in full, you will be deemed to have exercised your Over-Subscription Privilege to purchase the maximum number of shares of Common Stock that could be purchased with your over-payment. If we do not apply your full Subscription Price payment to your purchase of shares of Common Stock, the Subscription Agent will return the excess amount to you by mail, without interest or penalty, as soon as practicable after the Expiration Date of the Rights Offering.

Brokers, custodian banks and other nominee holders of Rights who exercise the Basic Subscription Privilege and the Over-Subscription Privilege on behalf of beneficial owners of Rights will be required to certify to the Subscription Agent and Deltek, in connection with the exercise of the Over-Subscription Privilege, as to the

aggregate number of Rights that have been exercised pursuant to the Basic Subscription Privilege and the number of shares of Common Stock that are being subscribed for pursuant to the Over-Subscription Privilege, by each beneficial owner of Rights (including such nominee itself) on whose behalf such nominee holder is acting. If more shares are subscribed for pursuant to the Over-Subscription Privilege than are available for sale, the shares will be allocated among beneficial owners exercising the Over-Subscription Privilege in proportion to such owners' exercise of Rights pursuant to the Basic Subscription Privilege, as described in the Prospectus.

2. How to Properly Execute Your Subscription Rights Certificate

(a) *Execution by Registered Holder.* The signature on your Subscription Rights Certificate must correspond to the name of the holder exactly as it appears on the face of the Subscription Rights Certificate, without any alteration or change whatsoever.

(b) *Execution by Person Other than Registered Holder.* Anyone signing a Subscription Rights Certificate in a representative or fiduciary capacity must indicate his or her capacity when signing and, unless waived by the Subscription Agent in its sole and absolute discretion, must present to the Subscription Agent satisfactory evidence of his or her authority to so act.

(c) *Signature Guarantees.* Your signature must be guaranteed by a commercial bank, trust company, securities broker or dealer, credit union, savings association or other eligible guarantor institution that is a member of, or a participant in, a signature guarantee program acceptable to the Subscription Agent if your Subscription Rights Certificate is not registered in your name or you are not an eligible institution.

3. How to Deliver Your Subscription Rights Certificate and Payment to the Subscription Agent

The addresses and facsimile number for deliveries to the Subscription Agent are:

By Mail:

Computershare Trust Company, N.A.
Attn: Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

By Overnight Courier:

Computershare Trust Company, N.A.
Attn: Voluntary Corporate Actions
250 Royall Street, Suite V
Canton, MA 02021

By facsimile transmission (for eligible institutions only):

(617) 360-6810

Delivery to an address other than as set forth above or transmission via facsimile other than as set forth above does not constitute valid delivery.

The method of delivery of Subscription Rights Certificates, or, if applicable, Notices of Guaranteed Delivery, and the payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holder. Neither Deltak nor the Subscription Agent is liable for deliveries that are not timely received. If you send your Subscription Rights Certificate and payment by mail, you are urged to send them by registered mail, properly insured, with return receipt requested, and to allow a sufficient number of days to ensure delivery and clearance of payment prior to the Expiration Date. Because uncertified personal checks may take five or more business days to clear, you are strongly urged to pay, or arrange for payment, by certified or cashier's check drawn upon a U.S. bank or U.S. postal money order.

If you are unable to deliver a properly completed Subscription Rights Certificate to the Subscription Agent on or before the Expiration Date, you may cause a written guarantee of delivery substantially in the form available from the Subscription Agent which accompanies these instructions (the "Notice of Guaranteed Delivery"), from a commercial bank, trust company, securities broker or dealer, credit union, savings association or other eligible guarantor institution which is a member of or a participant in a signature guarantee program

acceptable to the Subscription Agent (an “eligible institution”), to be received by the Subscription Agent on or prior to the Expiration Date together with payment in full of the applicable Subscription Price. Such Notice of Guaranteed Delivery must state your name, the number of Rights represented by your Subscription Rights Certificate and the number of Rights being exercised pursuant to the Basic Subscription Privilege and the number of additional shares being subscribed for pursuant to the Over-Subscription Privilege. The Notice of Guaranteed Delivery may be delivered to the Subscription Agent in the same manner as your Subscription Rights Certificates at the address set forth above. A Notice of Guaranteed Delivery will guarantee the delivery of your properly completed and executed Subscription Rights Certificate within three business days following the date of the execution of the Notice of Guaranteed Delivery. If this procedure is followed, the Subscription Agent must receive your Subscription Rights Certificate within three business days of the date of execution of the Notice of Guaranteed Delivery.

4. Rights Are Not Transferable

The Rights evidenced by your Subscription Rights Certificate are not transferable, and, therefore, you may not sell, transfer or assign your rights to anyone.

5. Special Provisions Relating to the Delivery of Rights Through the Depository Trust Company

In the case of Rights that are held of record through The Depository Trust Company (“DTC”), exercises of the Basic Subscription Privilege and of the Over-Subscription Privilege may be effected by instructing DTC to transfer Rights from the DTC account of such holder to the DTC account of the Subscription Agent, together with certification as to the aggregate number of Rights subscribed for pursuant to the Basic Subscription Privilege and the number of shares subscribed for pursuant to the Over-Subscription Privilege by each beneficial owner of Rights on whose behalf such nominee is acting, and payment of the Subscription Price for each share of Common Stock subscribed for pursuant to the Basic Subscription Privilege and the Over-Subscription Privilege.

6. Delivery of the Shares of Common Stock That You Purchase in the Offering

The following deliveries and payments will be made to the address shown on the face of your Subscription Rights Certificate, unless you provide instructions to the contrary in your Subscription Rights Certificate. Stock certificates will not be issued for shares of our Common Stock offered in the Rights Offering.

(a) *Basic Subscription Privilege.* As soon as practicable after the Expiration Date and the valid exercise of Rights, the Subscription Agent will arrange for issuance through DTC to each exercising Rights holder that has validly exercised its Basic Subscription Privilege, the shares of common stock purchased pursuant to the Basic Subscription Privilege.

(b) *Over-Subscription Privilege.* As soon as practicable after the Expiration Date and after all pro-rations and adjustments contemplated by the terms of the Rights Offering have been effected, the Subscription Agent will cause to be delivered to each Rights holder who validly exercises the Over-Subscription Privilege, through DTC, the shares subscribed for pursuant to the Over-Subscription Privilege.

(c) *Excess Cash Payments.* As soon as practicable after the Expiration Date and after all pro-rations and adjustments contemplated by the terms of the Rights Offering have been effected, the Subscription Agent will mail to each Rights holder any excess amounts, without interest or penalty, received in payment of the Subscription Price.

**NOTICE OF GUARANTEED DELIVERY
FOR
RIGHTS CERTIFICATES
ISSUED BY
DELTEK, INC.**

This form, or one substantially equivalent hereto, must be used to exercise the subscription rights (the "Rights") pursuant to the rights offering (the "Rights Offering") described in the Prospectus for the offering (a copy of which accompanies this form) (the "Prospectus") of Deltek, Inc., a Delaware corporation ("Deltek"), if a holder of Rights cannot deliver the certificate(s) evidencing the Rights (the "Rights Certificate(s)"), to the Subscription Agent (as defined below) prior to 5:00 p.m., New York City time, on May 27, 2009, unless the subscription period is extended by Deltek as described in the Prospectus (such date and time, including as it may be extended, the "Expiration Date"). Such form must be delivered by facsimile transmission, first class mail or overnight courier to the Subscription Agent, and must be received by the Subscription Agent on or prior to the Expiration Date.

Payment of the Subscription Price of \$3.00 per share for each share of Deltek common stock subscribed for upon exercise of such Rights must be received by the Subscription Agent in the manner specified in the Prospectus prior to 5:00 p.m., New York City time, on the Expiration Date even if the Rights Certificate(s) evidencing such Rights is (are) being delivered pursuant to the Guaranteed Delivery Procedures thereof. See "The Rights Offering – Method of Exercising Subscription Rights" and "– Notice of Guaranteed Delivery" in the Prospectus.

All deliveries must be addressed to Computershare Trust Company, N.A., the subscription agent for the Rights Offering (the "Subscription Agent"), as follows:

By Mail:

Computershare Trust Company, N.A.
Attn: Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

By Overnight Courier:

Computershare Trust Company, N.A.
Attn: Voluntary Corporate Actions
205 Royall Street, Suite V
Canton, MA 02021

By facsimile transmission (for Eligible Institutions Only):
(617) 360 -6810

Delivery of this instrument to an address other than as set forth above or transmission of this instrument via facsimile other than as set forth above does not constitute valid delivery.

You should confirm receipt of all facsimile transmissions by calling Computershare Trust Company, N.A. at (781) 575-2332.

You may obtain additional information regarding the Rights Offering from the Information Agent, Georgeson Inc., by calling (888) 897-6149.

Ladies and Gentlemen:

The undersigned represents that the undersigned is the holder of Rights Certificate(s) representing Right(s) and that the Rights Certificate(s) cannot be delivered to the Subscription Agent prior to the Expiration Date. Upon the terms and subject to the conditions set forth in the Prospectus, receipt of which is acknowledged by execution of this form, the undersigned elects to exercise (i) the Basic Subscription Privilege to subscribe for _____ share(s) of Common Stock and (ii) the Over-Subscription Privilege relating to such Rights, to the extent that there are available shares of Common Stock that are not otherwise purchased pursuant to the exercise of the Basic Subscription Privilege, for an aggregate of up to _____ share(s) of Common Stock, subject to availability and pro-rata as described in the Prospectus.

The undersigned understands that payment of the Subscription Price of \$3.00 per share for each share of Common Stock subscribed for pursuant to the Basic Subscription Privilege and the Over-Subscription Privilege must be received by the Subscription Agent prior to the Expiration Date, and represents that such payment, in the aggregate amount of \$ _____ either (check appropriate box):

Is being delivered to the Subscription Agent herewith

OR

Has been delivered separately to the Subscription Agent in the manner set forth below (check appropriate box and complete information relating thereto):

Uncertified check payable to "Computershare Trust Company, N.A. (acting as subscription agent for Deltek)" (Payment by uncertified check will not be deemed to have been received by the Subscription Agent until such check has cleared. Holders paying by such means are urged to make payment sufficiently in advance of the Expiration Date to ensure that such payment clears by such date.)

Certified or cashier's check or bank draft drawn upon a U.S. bank and payable to "Computershare Trust Company, N.A. (acting as subscription agent for Deltek)"

U.S. postal money order payable to "Computershare Trust Company, N.A. (acting as subscription agent for Deltek)"

Date of check, draft or money order:

Check, draft or money order number:

Bank on which check is drawn:

Signature(s)

Address:

Name(s)

(Please type or print)

(Area code and Tel. No.(s))

Rights Certificate No(s). (if available):

GUARANTEE OF DELIVERY
(Not To Be Used For Rights Certificate Signature Guarantee)

The undersigned, a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, or a commercial bank or trust company having an office or correspondent in the United States, or a bank, stockbroker, savings and loan association or credit union with membership in an approved signature guarantee medallion program, pursuant to Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, guarantees that the undersigned will deliver to the Subscription Agent the certificates representing the Rights being exercised hereby, with any required signature guarantee and any other required documents, all within three (3) business days after the date hereof.

Dated:

(Authorized Signature)

(Name of Firm)

(Address)

(Area code and Tel. No.)

The institution which completes this form must communicate the guarantee to the Subscription Agent and must deliver the Rights Certificate(s) to the Subscription Agent within the time period specified above and in the Prospectus. Failure to do so could result in a financial loss to such institution.

Deltek, Inc.
Offer to Purchase Common Stock
Pursuant to Subscription Rights

May 8, 2009

To Securities Dealers, Commercial Banks,
Trust Companies and Other Nominees:

This letter is being distributed by Deltek, Inc., a Delaware corporation (“Deltek”), to securities dealers, commercial banks, trust companies and other nominees in connection with the rights offering (the “Rights Offering”) by Deltek of shares of Common Stock (as defined below) pursuant to non-transferable subscription rights (the “Rights”) being distributed to all holders of record (a “Recordholder”) of shares of Deltek’s common stock, par value \$0.001 per share (the “Common Stock”) as of 5:00 p.m., New York City time, on April 14, 2009 (the “Record Date”). The Rights and Common Stock are described in the prospectus for the offering (a copy of which accompanies this letter) (the “Prospectus”).

In the Rights Offering, Deltek is offering an aggregate of 20,000,000 shares of Common Stock, as described in the Prospectus.

The Rights will expire if not exercised prior to 5:00 p.m., New York City time, on May 27, 2009, unless the subscription period is extended in the sole discretion of Deltek (such date and time, including as it may be extended, the “Expiration Date”).

As described in the accompanying Prospectus, each beneficial owner of shares of Common Stock registered in your name or the name of your nominee is entitled to one Right for each share of Common Stock owned by such beneficial owner as of 5:00 p.m., New York City time, on the Record Date. Each Right entitles the holder to subscribe for 0.4522 shares of Common Stock (the “Basic Subscription Privilege”) at a subscription price (the “Subscription Price”) of \$3.00 per share of Common Stock. For example, if a Recordholder owned 100 shares of Common Stock as of 5:00 p.m., New York City time, on the Record Date, it would receive 100 Rights and would have the right to purchase 45.22 shares of Common Stock (rounded down to 45 shares) for the Subscription Price.

If a holder exercises the Basic Subscription Privilege in full, the holder may also exercise an over-subscription privilege (the “Over-Subscription Privilege”) to purchase any shares of Common Stock that remain unsubscribed at the expiration of the Rights Offering. If holders exercise their Over-Subscription Privileges for more shares than are available to be purchased pursuant to the Over-Subscription Privileges, Deltek will allocate the shares of Common Stock to be issued pursuant to the exercise of Over-Subscription Privileges pro rata among holders who have exercised their Over-Subscription Privileges as described in the Prospectus. See “The Rights Offering — The Rights — Over-Subscription Privilege” in the Prospectus.

Each Recordholder will be required to submit payment in full for all the shares it wishes to buy with its Over-Subscription Privilege. Because we will not know the total number of Unsubscribed Shares prior to the expiration of the Rights Offering, if a Recordholder wishes to maximize the number of shares it purchases pursuant to the Recordholder’s Over-Subscription Privilege, the Recordholder will need to deliver payment in an amount equal to the aggregate Subscription Price for the maximum number of shares of Common Stock that the Recordholder wishes to receive pursuant to the Over-Subscription Privilege. Fractional shares of Common Stock resulting from the exercise of the Over-Subscription Privilege will be eliminated by rounding down to the nearest whole share. Any excess subscription payments received by the Subscription Agent will be returned, without interest or penalty, as soon as practicable.

The Rights will be evidenced by non-transferable Rights certificates (the “Rights Certificates”) and will cease to have any value at 5:00 p.m., New York City time, on the Expiration Date.

We are asking persons who hold shares of Common Stock beneficially and who have received the Rights distributable with respect to those shares through a broker, dealer, commercial bank, trust company or other nominee, as well as persons who hold certificates of Common Stock directly and prefer to have such institutions effect transactions relating to the Rights on their behalf, to contact the appropriate institution or nominee and request it to effect the transactions for them. In addition, we are asking beneficial owners who wish to obtain a separate Rights Certificate to contact the appropriate nominee as soon as possible and request that a separate Rights Certificate be issued.

If you exercise the Over-Subscription Privilege on behalf of beneficial owners of Rights, you will be required to certify to the Subscription Agent (as defined below) and Deltek, in connection with the exercise of the Over-Subscription Privilege, as to the aggregate number of Rights that have been exercised pursuant to the Basic Subscription Privilege, whether the Basic Subscription Privilege of each beneficial owner of Rights on whose behalf you are acting has been exercised in full, and the number of shares of Common Stock being subscribed for pursuant to the Over-Subscription Privilege by each beneficial owner of Rights on whose behalf you are acting.

All commissions, fees and other expenses (including brokerage commissions and transfer taxes), other than fees and expenses of the Subscription Agent, incurred in connection with the exercise of the Rights will be for the account of the holder of the Rights, and none of such commissions, fees or expenses will be paid by Deltek or the Subscription Agent.

Enclosed are copies of the following documents:

1. The Prospectus;
2. Rights Certificate for the beneficial holder;
3. Instructions as to Use of Deltek Rights Certificates (including Guidelines for Request for Taxpayer Identification Number and Certification of Substitute Form W-9);
4. A form of letter, including a beneficial owner election form, which may be sent to your clients for whose account you hold shares of Common Stock registered in your name or the name of your nominee;
5. Notice of Guaranteed Delivery;
6. A nominee holder certification that you must submit if you exercise the Over-Subscription Privilege on behalf of beneficial holders of Rights; and
7. A return envelope addressed to Computershare Trust Company, N.A., the subscription agent for the Rights Offering (the "Subscription Agent").

Your prompt action is requested. To exercise Rights, you must properly complete and sign the Rights Certificate (or the Notice of Guaranteed Delivery if you are following the Guaranteed Delivery Procedures) and forward it, with payment of the Subscription Price in full for each share of Common Stock subscribed for pursuant to the Basic Subscription Privilege and the Over-Subscription Privilege, to the Subscription Agent, as indicated in the Prospectus. The Subscription Agent must receive the Rights Certificate or Notice of Guaranteed Delivery with payment of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., New York City time, on the Expiration Date. A Rights holder cannot revoke the exercise of its Rights. Rights not exercised prior to the Expiration Date will expire.

Additional copies of the enclosed materials, as well as a separate beneficial owner election form, may be obtained from the Information Agent, Georgeson Inc. by calling (888) 897-6149.

Very truly yours,

Deltek, Inc.

NOTHING IN THE PROSPECTUS OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY PERSON AS AN AGENT OF DELTEK, INC, THE SUBSCRIPTION AGENT, THE INFORMATION AGENT OR ANY OTHER PERSON MAKING OR DEEMED TO BE MAKING OFFERS OF THE SECURITIES ISSUABLE UPON VALID EXERCISE OF THE RIGHTS, OR AUTHORIZE YOU OR ANY OTHER PERSON TO MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE OFFERING EXCEPT FOR STATEMENTS MADE IN THE PROSPECTUS.

Deltek, Inc.
Offer to Purchase Common Stock
Pursuant to Subscription Rights

May 8, 2009

Dear Stockholder:

This letter is being distributed by Deltek, Inc., a Delaware corporation (“Deltek”), to all holders of record of shares of its common stock, par value \$0.001 per share (the “Common Stock”) as of 5:00 p.m., New York City time, on April 14, 2009 (the “Record Date”), in connection with a distribution in a rights offering (the “Rights Offering”) of non-transferable subscription rights (the “Rights”) to subscribe for and purchase shares of Common Stock. The Rights and Common Stock are described in the Prospectus for the offering (a copy of which accompanies this letter) (the “Prospectus”).

In the Rights Offering, Deltek is offering an aggregate of 20,000,000 shares of Common Stock, as described in the Prospectus.

The Rights will expire if not exercised prior to 5:00 p.m., New York City time, on May 27, 2009, unless the subscription period is extended in the sole discretion of Deltek (such date and time, including as it may be extended, the “Expiration Date”).

As described in the accompanying Prospectus, you will receive one Right for each share of Common Stock owned of record as of 5:00 p.m., New York City time, on the Record Date. Each Right entitles you to subscribe for 0.4522 shares of Common Stock (the “Basic Subscription Privilege”) at a subscription price (the “Subscription Price”) of \$3.00 per share of Common Stock. For example, if you owned 100 shares of Common Stock as of 5:00 p.m., New York City time, on the Record Date, you would receive 100 Rights and would have the right to purchase 45.22 shares of Common Stock (rounded down to 45 shares) for the Subscription Price.

If you exercise your Basic Subscription Privilege in full, you may also exercise an over-subscription privilege (the “Over-Subscription Privilege”) to purchase any shares of Common Stock that remain unsubscribed for at the expiration of the Rights Offering. If holders exercise their Over-Subscription Privileges for more shares than are available to be purchased pursuant to the Over-Subscription Privileges, Deltek will allocate the shares of Common Stock to be issued pursuant to the exercise of Over-Subscription Privileges pro rata among holders who have exercised their Over-Subscription Privileges as described in the Prospectus. See “The Rights Offering — The Rights — Over-Subscription Privilege” in the Prospectus.

You will be required to submit payment in full for all the shares you wish to buy with your Over-Subscription Privilege. Because we will not know the total number of Unsubscribed Shares prior to the expiration of the Rights Offering, if you wish to maximize the number of shares you purchase pursuant to your Over-Subscription Privilege, you will need to deliver payment in an amount equal to the aggregate Subscription Price for the maximum number of shares of Common Stock that you wish to receive pursuant to the Over-Subscription Privilege. Fractional shares of Common Stock resulting from the exercise of the Over-Subscription Privilege will be eliminated by rounding down to the nearest whole share. Any excess subscription payments received by the Subscription Agent will be returned, without interest or penalty, as soon as practicable.

The Rights will be evidenced by non-transferable Rights certificates (the “Rights Certificates”) and will cease to have any value at 5:00 p.m., New York City time, on the Expiration Date.

Enclosed are copies of the following documents:

1. The Prospectus;
2. Your Rights Certificate;

3. Instructions as to Use of Deltek Rights Certificates (including Guidelines for Request for Taxpayer Identification Number and Certification of Substitute Form W-9);
4. Notice of Guaranteed Delivery; and
5. A return envelope addressed to Computershare Trust Company, N.A., the subscription agent for the Rights Offering (the "Subscription Agent").

Your prompt action is requested. To exercise Rights, you must properly complete and sign the Rights Certificate (or the Notice of Guaranteed Delivery if you are following the Guaranteed Delivery Procedures) and forward it, with payment of the Subscription Price in full for each share of Common Stock subscribed for pursuant to the Basic Subscription Privilege and the Over-Subscription Privilege, to the Subscription Agent, as indicated in the Prospectus. The Subscription Agent must receive the Rights Certificate or Notice of Guaranteed Delivery with payment of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., New York City time, on the Expiration Date. A Rights holder cannot revoke the exercise of its Rights. Rights not exercised prior to the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from the Information Agent, Georgeson Inc., by calling at (888) 897-6149.

Very truly yours,

Deltek, Inc.

Deltek, Inc.
Offer to Purchase Common Stock
Pursuant to Subscription Rights

May 8, 2009

To Our Clients:

Enclosed for your consideration are a prospectus for the offering (the "Prospectus"), and "Instructions as to use of Deltek Rights Certificates" relating to the offering (the "Rights Offering") by Deltek, Inc., a Delaware corporation ("Deltek"), of shares of its Common Stock (as defined below) pursuant to non-transferable subscription rights (the "Rights") being distributed to all holders of record of shares of Deltek's common stock, par value \$0.001 per share (the "Common Stock") as of 5:00 p.m., New York City time, on April 14, 2009 (the "Record Date"). The Rights and Common Stock are described in the Prospectus.

In the Rights Offering, Deltek is offering an aggregate of 20,000,000 shares of Common Stock, as described in the Prospectus.

The Rights will expire if not exercised prior to 5:00 p.m., New York City time, on May 27, 2009, unless the subscription period is extended in the sole discretion of Deltek (such date and time, including as it may be extended, the "Expiration Date").

As described in the accompanying Prospectus, you will receive one Right for each share of Common Stock carried by us in your account as of 5:00 p.m., New York City time, on the Record Date. Each Right entitles you to subscribe for 0.4522 shares of Common Stock (the "Basic Subscription Privilege") at a subscription price (the "Subscription Price") of \$3.00 per share of Common Stock. For example, if you owned 100 shares of Common Stock as of 5:00 p.m., New York City time, on the Record Date, you would receive 100 Rights and would have the right to purchase 45.22 shares of Common Stock (rounded down to 45 shares) for the Subscription Price.

If you exercise your Basic Subscription Privilege in full, you may also exercise an over-subscription privilege (the "Over-Subscription Privilege") to purchase any shares of Common Stock that remain unsubscribed for at the expiration of the Rights Offering. If holders exercise their Over-Subscription Privileges for more shares than are available to be purchased pursuant to the Over-Subscription Privileges, Deltek will allocate the shares of Common Stock to be issued pursuant to the exercise of Over-Subscription Privileges pro rata among holders who have exercised their Over-Subscription Privileges as described in the Prospectus. See "The Rights Offering — The Rights — Over-Subscription Privilege" in the Prospectus.

You will be required to submit payment in full for all the shares you wish to buy with your Over-Subscription Privilege. Because we will not know the total number of Unsubscribed Shares prior to the expiration of the Rights Offering, if you wish to maximize the number of shares you purchase pursuant to your Over-Subscription Privilege, you will need to deliver payment in an amount equal to the aggregate Subscription Price for the maximum number of shares of Common Stock that you wish to receive pursuant to the Over-Subscription Privilege. Fractional shares of Common Stock resulting from the exercise of the Over-Subscription Privilege will be eliminated by rounding down to the nearest whole share. Any excess subscription payments received by the Subscription Agent will be returned, without interest or penalty, as soon as practicable.

The Rights will be evidenced by non-transferable Rights certificates (the "Rights Certificates") and will cease to have any value at 5:00 p.m., New York City time, on the Expiration Date.

THE MATERIALS ENCLOSED ARE BEING FORWARDED TO YOU AS THE BENEFICIAL OWNER OF COMMON STOCK CARRIED BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. EXERCISES AND SALES OF RIGHTS MAY BE MADE ONLY BY US AS THE RECORD OWNER AND PURSUANT TO YOUR INSTRUCTIONS.

Accordingly, we request instructions as to whether you wish us to elect to subscribe for any shares of Common Stock to which you are entitled pursuant to the terms and subject to the conditions set forth in the enclosed Prospectus. However, we urge you to read the document carefully before instructing us to exercise your Rights.

If you wish to have us, on your behalf, exercise the Rights for any shares of Common Stock to which you are entitled, please so instruct us by completing, executing and returning to us the instruction form on the reverse side of this letter.

Your instructions to us should be forwarded as promptly as possible in order to permit us to exercise or sell Rights on your behalf in accordance with the provisions of the Rights Offering. **The Rights Offering will expire at 5:00 p.m., New York City time, on the Expiration Date. Once you have exercised the Basic Subscription Privilege and the Over-Subscription Privilege, such exercise may not be revoked.**

Additional copies of the enclosed materials may be obtained from Georgeson, Inc., the Information Agent, at (888) 897-6149. Any questions or requests for assistance concerning the rights offering should be directed to the Information Agent.

**BENEFICIAL OWNER ELECTION FORM
INSTRUCTIONS**

The undersigned acknowledge(s) receipt of your letter and the enclosed materials referred to in the enclosed materials relating to the grant of non-transferable subscription rights (the "Rights") to purchase shares of common stock, par value \$0.001 per share (the "Common Stock"), of Deltek, Inc., a Delaware corporation ("Deltek").

This will instruct you whether to exercise Rights to purchase shares of Common Stock distributed with respect to the shares of Common Stock held by you for the account of the undersigned, pursuant to the terms and subject to the conditions set forth in the Prospectus and the related "Instructions as to Use of Deltek Rights Certificates."

I (we) hereby instruct you as follows:

(CHECK THE APPLICABLE BOXES AND PROVIDE ALL REQUIRED INFORMATION)

Box 1. Please DO NOT EXERCISE RIGHTS for shares of Common Stock.

Box 2. Please EXERCISE RIGHTS for shares of Common Stock as set forth below:

	<u>Number of Shares of Common Stock Subscribed For</u>	<u>Subscription Price</u>	<u>Payment</u>
Basic Subscription Privilege	_____ x	\$3.00 =	\$ _____ (Line 1)
Over-Subscription Privilege	_____ x	\$3.00 =	\$ _____ (Line 2)
Total Payment Required			\$ _____ (Sum of Lines 1 and 2)

Box 3. Payment in the following amount is enclosed: \$ _____.

Box 4. Please deduct payment of \$ _____ from the following account maintained by you as follows:

(The total of Box 3 and Box 4 must equal the total payment required specified above.)

Type of Account

Account No.

I (we) on my (our) own behalf, or on behalf of any person(s) on whose behalf, or under whose directions, I am (we are) signing this form:

- irrevocably elect to purchase the number of shares of common stock indicated above upon the terms and conditions specified in the prospectus; and
- agree that if I (we) fail to pay for the shares of common stock I (we) have elected to purchase, you may exercise any remedies available to you under law.

Signature(s).

Date:

Please type or print name(s) below:

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name: _____

Capacity: _____

Address (including Zip Code): _____

Telephone Number: _____

DELTEK, INC.

NOMINEE HOLDER CERTIFICATION

The undersigned, a broker, custodian bank, trustee, depository or other nominee holder of rights (the “Rights”) to purchase shares of common stock (“Common Stock”) of Deltek, Inc. (“Deltek”) pursuant to the Rights Offering described and provided for in the Prospectus for the offering (a copy of which accompanies this certification) (the “Prospectus”), hereby certifies to Deltek, Computershare Trust Company, N.A., as subscription agent for the Rights Offering, and to Georgeson Inc., as information agent for the Rights Offering, that (1) the undersigned has exercised, on behalf of the beneficial owners thereof (which may include the undersigned), the number of Rights specified below pursuant to the basic subscription privilege (as defined in the Prospectus), and on behalf of beneficial owners of Rights who have subscribed for the purchase of additional shares of Common Stock pursuant to the over-subscription privilege (as defined in the Prospectus), listing separately below each such exercised basic subscription privilege and the corresponding over-subscription privilege (without identifying any such beneficial owner), and (2) each such beneficial owner’s basic subscription privilege has been exercised in full:

Number of Shares of Common Stock Owned on the Record Date	Rights Exercised Pursuant to Basic Subscription Privilege	Number of Shares Subscribed For Pursuant to Over-Subscription Privilege
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		

Provide the following information if applicable:
Depository Trust Company
 (“DTC”)
Participant Number

[PARTICIPANT]

By:

Name:

Title:

DTC Basic Subscription
Confirmation Number(s)

FORM OF NOTICE OF IMPORTANT TAX INFORMATION

The tax information is provided in connection with the Prospectus of Deltek, Inc. (“Deltek”) for the offering (a copy of which accompanies this form) (the “Prospectus”).

Under the United States federal income tax laws, dividend payments that may be made by Deltek on shares of its common stock, par value \$0.001 (the “Common Stock”), issued upon the exercise of non-transferable subscription rights (the “Rights”) may be subject to backup withholding. Generally, such payments will be subject to backup withholding unless the holder (i) is exempt from backup withholding or (ii) furnishes the payer with its correct taxpayer identification number (“TIN”) and certifies, under penalties of perjury, that the number provided is correct and provides certain other certifications. Each holder that exercises Rights and wants to avoid backup withholding must, unless an exemption applies, provide the subscription agent, as Deltek’s agent in respect of the exercised Rights (the “Requester”), with such holder’s correct TIN (or with a certification that such holder is awaiting a TIN) and certain other certifications by completing Substitute Form W-9 below.

Certain holders (including, among others, corporations and certain foreign individuals) are exempt from these backup withholding and reporting requirements. In general, in order for a foreign holder to qualify as an exempt recipient, that holder must submit a properly completed Form W-8, Certificate of Foreign Status (instead of a Substitute Form W-9), signed under penalties of perjury, attesting to such holder’s foreign status. Such Form W-8 may be obtained from Computershare Trust Company, the subscription agent. Although a foreign holder may be exempt from backup withholding, payments of dividends may be subject to withholding tax, currently at a 30% rate (or, if certain tax treaties apply, such applicable lower rate). Exempt U.S. holders should indicate their exempt status on Substitute Form W-9 to avoid possible erroneous backup withholding. See the enclosed “Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9” for additional instructions. Holders are urged to consult their tax advisors to determine whether they are exempt from withholding and reporting requirements.

If backup withholding applies, Deltek or the subscription agent, as the case may be, will be required to withhold taxes (currently at a 28% rate) on any dividend payments made to a holder that exercises Rights. Backup withholding is not an additional tax. Rather, the amount of backup withholding can be credited against the U.S. federal income tax liability of the holder subject to backup withholding, provided that the required information is provided to the Internal Revenue Service (“IRS”). If backup withholding results in an overpayment of taxes, a refund may be obtained.

A holder that exercises Rights is required to give the subscription agent the TIN of the record owner of the Rights. If such record owner is an individual, the TIN is generally the taxpayer’s social security number. For most other entities, the TIN is the employer identification number. If the Rights are in more than one name or are not in the name of the actual owner, consult the enclosed “Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9” for additional guidelines on which number to report. If the subscription agent is not provided with the correct TIN in connection with such payments, the holder may be subject to a penalty imposed by the IRS.

If you do not have a TIN, consult the enclosed “Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9” for instructions on applying for a TIN, write “Applied For” in the space for the TIN in part 1 of the Substitute Form W-9 and, under penalties of perjury, sign and date the Substitute Form W-9 and the Certificate of Awaiting Taxpayer Identification Number set forth herein. If you do not provide your TIN to the subscription agent within 60 days, backup withholding will begin and continue until you furnish your TIN to the subscription agent. Please note that writing “Applied For” on the Substitute Form W-9 means that you have already applied for a TIN or that you intend to apply for one in the near future.

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU WROTE
“APPLIED FOR” INSTEAD OF A TIN IN THE SUBSTITUTE FORM W-9**

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number to the subscription agent, 28% of all reportable payments made to me will be withheld, but will be refunded to me if I provide a certified taxpayer identification number within 60 days.

Signature _____ Date _____, 200_.

NOTE: FAILURE TO COMPLETE AND RETURN THIS SUBSTITUTE FORM W-9 MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS OF DIVIDENDS MADE TO YOU. IN ADDITION, FAILURE TO PROVIDE SUCH INFORMATION MAY RESULT IN A PENALTY IMPOSED BY THE INTERNAL REVENUE SERVICE. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL INFORMATION.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Give the Payer — Social Security Numbers have nine digits separated by two hyphens (i.e., 000-00-0000). Employer Identification Numbers have nine digits separated by only one hyphen (i.e., 00-0000000). The table below will help determine the number to give the payer.

<u>For this type of account:</u>	<u>Give the name and SOCIAL SECURITY number of —</u>	<u>For this type of account:</u>	<u>Give the Name and EMPLOYER IDENTIFICATION number of</u>
1. An individual's account	The individual	6. A valid trust, estate or pension trust	The legal entity(4)
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	7. Corporate (or LLC electing corporate status on Form 8832) account	The corporation
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	8. Religious, charitable, or educational organization account	The organization
4.a. The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee(1)	9. Partnership account held in the name of the business	The partnership
b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	10. Association, club, or other tax-exempt organization	The organization
5. Sole proprietorship or single owner LLC account	The owner(3)	11. A broker or registered nominee	The broker or nominee
		12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) You must show your individual name, but you may also enter your business or "doing business as" name. You may use either your social security number or employer identification number (if you have one).
- (4) List first and circle the name of the legal trust, estate, or pension trust. Do not furnish the taxpayer identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title.

NOTE: *If no name is circled when there is more than one name listed, the number will be considered to be that of the first name listed.*

GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9

Obtaining a Number

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for Social Security Number Card, or Form SS-4, Application for Employer Identification Number, and apply for a number. You may obtain Form SS-5 from your local Social Security Administration office and Form SS-4 from the IRS from the IRS's internet web site at www.irs.gov. Section references in these guidelines refer to sections under the Internal Revenue Code of 1986, as amended.

Payees specifically exempt from backup withholding include:

- An organization exempt from tax under Section 501(a), an individual retirement account ("IRA"), or a custodial account under Section 403(b)(7), if the account satisfies the requirements of Section 401(f)(2).
- The United States or a state thereof, the District of Columbia, a possession of the United States, or a political subdivision or wholly-owned agency or instrumentality of any one or more of the foregoing.
- An international organization or any agency or instrumentality thereof.
- A foreign government or any political subdivision, agency or instrumentality thereof.

Payees that may be exempt from backup withholding include:

- A corporation.
- A financial institution.
- A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States.
- A real estate investment trust.
- A common trust fund operated by a bank under Section 584(a).
- An entity registered at all times during the tax year under the Investment Company Act of 1940, as amended.
- A middleman known in the investment community as a nominee or custodian.
- A futures commission merchant registered with the Commodity Futures Trading Commission.
- A foreign central bank of issue.
- A trust exempt from tax under Section 664 or described in Section 4947.

Payments of dividends and patronage dividends not generally subject to backup withholding include the following:

- Payments to nonresident aliens subject to withholding under Section 1441.
- Payments to partnerships not engaged in a trade or business in the U.S. and which have at least one nonresident alien partner.
- Payments of patronage dividends where the amount received is not paid in money.
- Payments made by certain foreign organizations
- Section 404(k) payments made by an ESOP.

Payments of interest not generally subject to backup withholding include the following:

- Payments of interest on obligations issued by individuals. Note: You may be subject to backup withholding if this interest is \$600 or more and is paid in the course of the payer's trade or business and you have not provided your correct taxpayer identification number to the payer.

- Payments of tax-exempt interest (including exempt-interest dividends under Section 852).
- Payments described in Section 6049(b)(5) to nonresident aliens.
- Payments on tax-free covenant bonds under Section 1451.
- Payments made by certain foreign organizations.
- Mortgage or student loan interest paid to you.

Exempt payees described above should file Substitute Form W-9 to avoid possible erroneous backup withholding. FILE THIS FORM WITH THE PAYER, FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, WRITE “EXEMPT” IN PART 2 OF THE FORM, SIGN AND DATE THE FORM AND RETURN IT TO THE PAYER.

Certain payments other than interest, dividends, and patronage dividends, which are not subject to information reporting are also not subject to backup withholding. For details, see sections 6041, 6041A, 6042, 6044, 6045, 6049, 6050A and 6050N and the regulations under such sections.

Privacy Act Notice. — Section 6109 requires most recipients of dividend, interest, or certain other income to give taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. The IRS may also provide this information to the Department of Justice for civil and criminal litigation and to cities, states and the District of Columbia to carry out their tax laws. The IRS may also disclose this information to other countries under a tax treaty, or to Federal and state agencies to enforce Federal non-tax criminal laws and to combat terrorism. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold a portion of taxable interest, dividend, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

Penalties

(1) *Penalty for Failure to Furnish Taxpayer Identification Number.* — If you fail to furnish your taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

(2) *Civil Penalty for False Information With Respect to Withholding.* — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.

(3) *Criminal Penalty for Falsifying Information.* — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

(4) *Misuse of Taxpayer Identification Numbers.* — If the Requester discloses or uses taxpayer identification numbers in violation of federal law, the Requester may be subject to civil and criminal penalties.

FOR ADDITIONAL INFORMATION CONTACT YOUR TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.