

Review of 2001 Corporate Experience

2002-01-01

The difficult economic environment of 2001 challenged many of our clients to do more with less. We offered legal and business insights to maximize the opportunity for success. And while financing markets were tight, we continued to help new and growing companies move forward.

We expanded our client base of more than 100 public companies and thousands of private companies. Notable public companies, such as American Tower, Cognizant Technology Solutions, Cytogen, Dun & Bradstreet, EXE Technologies, Genaissance Pharmaceuticals, GoAmerica, Infineon Technologies, Netegrity and SpeechWorks International, became clients of the firm.

Venture Capital and PIPE Financings

Venture financing transactions are a cornerstone of our corporate practice, reflecting our longstanding work with technology and entrepreneurial companies. Despite a challenging private equity market in 2001, we served as company counsel in more than 150 venture financings, raising more than \$3 billion. Over the past three years we served as company counsel in more than 500 venture financings, raising over \$10 billion.

We helped many current and future market leaders obtain venture financing in 2001, including some of the largest and most prominent deals of the year:

In **biopharmaceuticals**, we advised:

- **Achillion Pharmaceuticals** (\$41,000,000)
- **First Genetic Trust** (\$14,300,000)
- **Infinity Pharmaceuticals** (\$12,200,000)
- **NitroMed** (\$31,400,000)
- **Novirio Pharmaceuticals** (\$44,000,000)

In **software**, we represented:

- **Business Layers** (\$25,000,000)
- **ChannelWave Software** (\$29,000,000)
- **deNovis** (\$43,800,000)

- **Endeca Technologies** (\$15,000,000)
- **GlobalWare Solutions** (\$30,000,000)

In **telecom and wireless**, we counseled:

- **Corechange** (\$36,000,000)
- **InfiniSwitch** (\$26,000,000)
- **PhotonEx** (\$90,000,000)
- **Water Cove Networks** (\$40,000,000)
- **Winphoria Networks** (\$42,000,000)

In **semiconductors and electronics**, we advised:

- **Aegis Semiconductor** (\$16,200,000)
- **Digital 5** (\$12,000,000)
- **Nantero** (\$6,000,000)

In **Internet and electronic commerce**, we closed venture financings for:

- **GoldK** (\$36,800,000)
- **Princeton eCom** (\$35,500,000)
- **TruSecure** (\$22,000,000)
- **VistaPrint.com** (\$12,300,000)
- **Yet2.com** (\$20,000,000)

We also advised a number of public company clients on significant **PIPE financings**, including:

- **Arch Wireless** (\$75,000,000)
- **BioTransplant** (\$19,000,000)
- **Penwest Pharmaceuticals** (\$30,000,000)
- **RSA Security** (\$80,000,000)
- **The Medicines Company** (\$44,000,000)

Public Offerings and Rule 144A Placements

For more than a decade Hale and Dorr has been the leading law firm in the eastern U.S. for IPOs. Reflecting the year's market conditions, our public offering practice was weighted more heavily toward follow-on offerings and Rule 144A placements than IPOs. In 2001 we handled more than 30 public offerings with gross proceeds in excess of \$8 billion. In the past three years we have participated in more than 150 public offerings raising over \$30 billion.

During 2001 we represented major investment banks and market leaders in life sciences, medical devices, healthcare, telecommunications, semiconductors and education in various complex public offerings:

- In biopharmaceuticals, **Sepracor** completed a Rule 144A placement of convertible subordinated notes with proceeds of \$500,000,000 and **Transkaryotic Therapies** raised \$267,757,500 from public offerings of common stock.

- Medical device company **BioSphere Medical** raised \$50,600,000 in a follow-on offering of common stock and healthcare solutions provider **Eclipsys** completed a follow-on offering of common stock with proceeds of \$130,812,500.
- **American Tower**, the leading independent operator of communications sites in North America, completed a follow-on offering of common stock for \$365,000,000 and a Rule 144A placement of senior notes with proceeds of \$1,000,000,000.
- Semiconductor giant **Infineon Technologies** raised E1,500,000,000 (\$1,279,800,000) in a follow-on offering of common stock on the Frankfurt Stock Exchange.
- **Edison Schools**, America's largest private manager of public schools, raised \$164,568,750 in a common stock follow-on offering, and SkillSoft, a leading provider of web-based learning solutions for Global 2000 companies, completed a follow-on offering of common stock with proceeds of \$102,235,000.
- We represented **Thermo Electron** in the spin-off of Kadant (first day trading value of \$151,000,000) and **Viasys Healthcare** (first day trading value of \$447,000,000).
- We represented the underwriters in public offerings by market leaders Centene, Ciena, Fisher Scientific, Mykrolis (formerly the Microelectronics Division of Millipore), PS Business Parks and Rudolph Technologies, among others.

Mergers and Acquisitions

In 2001 we advised companies on more than 100 M&A transactions valued at over \$10 billion. In the past three years, we have completed more than 400 mergers and acquisitions valued in excess of \$75 billion. This year's M&A highlights include:

- **Analog Devices'** acquisition of Chiplogic for \$99,000,000 in stock.
- The acquisition of Renaissance Worldwide by **Aquent** for \$110,000,000 in cash, topping a management-led bid.
- The sale by **Arch Wireless** of excess spectrum assets to Nextel Communications for \$175,000,000 in cash.
- The acquisition by **CareerBuilder's** parent company of rival HeadHunter.Net, Inc. in a \$200,000,000 cash tender offer.
- **Dun & Bradstreet's** sale of its receivable management services business for \$90,000,000 in cash.
- **Keane's** acquisition of Metro Information Services in a \$203,000,000 stock merger.
- **Millennium Pharmaceuticals'** acquisition of COR Pharmaceuticals for \$2,000,000,000, one of the largest biotech to biotech mergers in history.
- **MKS Instruments'** acquisition of Applied Science and Technology in a \$300,000,000 stock merger and its pending acquisition of the ENI Division of Emerson Electric Co. for \$250,000,000 in stock.
- **PerkinElmer's** acquisition of Packard BioScience for \$650,000,000 in stock and the pending sale of its detection systems business for \$100,000,000 to L-3 Communications Corporation.
- The acquisition of **Prodigy** by SBC Communications for \$465,000,000 in a cash tender offer/merger transaction.

- **RSA Security's** cash mergers to acquire Xcert International for \$70,000,000 and Securant Technologies for \$140,000,000.
- **Thermo Electron's** sale of Thermo Cardiosystems to Thoratec Laboratories for \$572,000,000 in stock.
- Various other M&A transactions for clients such as **Ascent Pediatrics, Bookham Technology, CCBN.com, CMGI, GoAmerica, Intrado, Netegrity, NMT Medical, Nortel Networks, Open Market, OPNET Technologies, OTG Software, Princeton eCom, SkillSoft, Staples, Student Advantage, Torrent Systems, uDate.com and worldweb.net.**

Technology and License Transactions

In 2001 we handled hundreds of licensing, product development, distribution, joint venture, strategic alliance and other technology related agreements for clients, including the following deals that are helping to shape the future of science and technology:

- We represented **Encompys**, a joint venture among Accenture, Advent Software, Compaq, Microsoft and The Bank of New York formed to provide straight-through processing solutions to asset management companies, in its formation and funding.
- We advised **American Home Products** in its collaboration and license agreement with Taxolog to research, develop, manufacture and commercialize novel compounds for use as potential anti-tumor agents.
- We advised **Millennium Pharmaceuticals** in the formation of its strategic alliance with Abbott Laboratories covering joint discovery, development and commercialization of drugs and molecular diagnostics for the treatment and management of obesity and diabetes.
- We represented **Syngenta** in its joint venture with Land O'Lakes to develop value-added specialty high-protein and white corn hybrids for the food and feed markets.
- We advised **The SNP Consortium** in connection with agreements with Motorola Life Sciences and Celera Genomics for the genotyping of human DNA samples in the construction of a genome-wide, single nucleotide polymorphism-based linkage map.

Other Client Successes

Our Fund Formation Group represented **Greylock** and **Matrix Partners** in the formation of billion dollar venture capital funds and **Village Ventures** in the formation of a number of regional venture capital funds. We also handled the organization of **Draper Fisher Jurvetson's** New England fund.

Our Venture Capital Finance Group represented **Arete Corporation, Atlas Venture, Boston Millennia Partners, Egan-Managed Capital, EnerTech Capital Partners, Greylock, Kinetic Ventures, Matrix Partners, Nomura International, North Bridge Venture Partners, OneLiberty Ventures, TL Ventures** and several other leading venture capitalists in more than 50 portfolio investments.

Our Investment Management Group advised over 200 open and closed-end funds on innovative fund products, reorganizations, corporate governance and regulatory compliance issues and represented several investment advisers in the organization of private hedge funds. The group also

handled the sale by **Standish, Ayer & Wood** of its fund and asset management businesses to Mellon Financial Corp. and the sale of **Harbor Capital Advisors** to Robeco Groep, N.V.

Our International Group handled a broad range of sophisticated legal matters for a variety of U.S., non-U.S. and multinational clients, including **ASML Holding, BE Semiconductor, Bookham Technology, Bose, Chubb, Exact Software, Modus Media International, Parthus Technologies (now CEVA, Inc.), Saucony and Swisscom.**

Hale and Dorr Venture Group

In 2001 we launched the Hale and Dorr Venture Group, located in Waltham, Massachusetts, to serve the special needs of start-up companies. While start-ups remain a staple of the entire firm, the Hale and Dorr Venture Group works exclusively with start-ups. This team of seasoned corporate lawyers draws on the resources of the entire Corporate Department to provide comprehensive and cost-effective legal services to early stage companies.

New Offices in Technology Centers

We expanded our offices to meet client needs in the major east coast technology centers. Lawyers who have played pioneering roles in the New Jersey/New York technology law community lead our Princeton office, established in 2001. Our expanded New York City office represents venture capitalists, underwriters and technology companies. Our Reston, Virginia office was formed by a group of corporate lawyers who relocated from the firm's long-established Washington office.

International Expansion

Our international joint venture firm, based in London, expanded into the European technology centers of Munich and Oxford to better serve global technology companies and the cross-border needs of our domestic clients. In January 2001, the firm was honored as both the U.K. Technology Law Firm of the Year and the Best U.S. Law Firm in London.