
Review of 2004 Corporate Experience

2005-01-01

In 2004, we served industry leaders in technology, life sciences, financial services, communications and beyond in significant venture capital transactions, public offerings, mergers and acquisitions, and technology transactions and licensing.

Venture Capital

Emerging companies and leading venture capitalists throughout the United States and Europe turn to WilmerHale for legal advice and business advantage. Hundreds of start-up companies have relied on us from formation to funding to market leadership and successful IPOs or acquisitions. In 2004, we served as counsel in more than 150 venture financings raising more than \$1.5 billion, including some of the largest and most prominent deals of the year. In the past five years, we have served as company counsel in more than 750 venture financings raising over \$10 billion. We are counsel to more venture capital-backed companies in the eastern half of the United States than any other law firm.

We advised:

- **A123 Systems** — \$20.0 million
- **Acopia Networks**— \$25.0 million
- **Aegis Semiconductor**— \$10.0 million
- **Airwide Solutions**— \$10.0 million
- **Archivas**— \$10.0 million
- **Authoria**— \$10.5 million
- **Compound Therapeutics** — \$15.5 million
- **Context Media**— \$11.0 million
- **CoreStreet** — \$8.5 million
- **Endeca Technologies**— \$15.0 million
- **Evident Software**— \$10.0 million
- **Gloucester Pharmaceuticals**— \$29.0 million
- **Icera**— \$22.5 million
- **Idenix Pharmaceuticals**— \$75.6 million
- **IMlogic** — \$16.0 million

- **Infinity Pharmaceuticals** — \$25 million
- **Invento Networks**— \$10.0 million
- **Kalido Holdings**— \$10.0 million
- **Microbia**— \$40.0 million
- **Mobile Cohesion**— \$6.0 million
- **Momenta Pharmaceuticals**— \$20.5 million
- **Neotropix**— \$10.0 million
- **Netezza** — \$15 million
- **NxStage** — \$20 million
- **Ounce Labs**— \$10.0 million
- **PharMetrics** — \$8.0 million
- **Polychromix** — \$8.0 million
- **Propagate Networks**— \$8.0 million
- **SiCortex**— \$21.0 million
- **Softricity** — \$7.5 million
- **Starent Networks**— \$25.0 million
- **SurfKitchen**— \$17.5 million
- **Transitive** — \$11.5 million
- **Veveo.tv** — \$14 million
- **Virtual Iron** — \$12 million
- **VistaPrint Limited**— \$52.0 million

Public Offerings

In 2004, we handled more than 75 public offerings and Rule 144A placements raising more than \$20 billion. In the past five years, we have served as counsel to the issuer, underwriters or agents in more than 250 public offerings and Rule 144A placements raising over \$100 billion, including more IPOs in the eastern United States—as both issuer counsel and underwriters’ counsel—than any other law firm in the country.

We represented:

- **Amylam Pharmaceuticals**— Initial Public Offering of Common Stock — \$32,085,000 — Counsel to Issuer
- **Amdocs**— Rule 144A Placement of 0.50% Convertible Senior Notes due 2024 — \$450,000,000 — Counsel to Issuer
- **Barrier Therapeutics**— Initial Public Offering of Common Stock — \$75,000,000 — Counsel to Underwriters
- **Blackboard**— Initial Public Offering of Common Stock — \$88,550,000 — Counsel to Issuer
- **CapitalSource**— Rule 144A Placements of Senior Convertible Debentures due 2034 — \$555,000,000 — Counsel to Initial Purchasers
- **Casella Waste Systems**— Rule 144A Placement of 9.75% Senior Subordinated Notes due 2013 — \$51,100,000 — Counsel to Issuer
- **CB Richard Ellis Group** — Initial Public Offering and Secondary Public Offering of Common

Stock — \$943,356,700 — Counsel to Selling Stockholder

- **CIT Group** — Public Offerings of Medium-Term Notes — \$12,040,000,000 — Counsel to Underwriters and Agents
- **Civica** — Initial Public Offering of Ordinary Shares — £45,000,000 — Counsel to Underwriters
- **Corporación Andina de Fomento** — Public Offerings of Floating Rate Notes — \$350,000,000 — Counsel to Underwriters
- **Critical Therapeutics** — Initial Public Offering of Common Stock — \$42,770,000 — Counsel to Issuer
- **Cubist Pharmaceuticals** — Follow-On Public Offering of Common Stock — \$119,999,040 — Counsel to Underwriters
- **EPIX Medical** — Rule 144A Placement of 3.00% Convertible Senior Notes due 2024 — \$100,000,000 — Counsel to Initial Purchasers
- **Essex** — Follow-On Public Offering of Common Stock — \$114,000,000 — Counsel to Underwriters
- **Eyetech Pharmaceuticals** — Initial Public Offering of Common Stock — \$156,975,000 — Counsel to Issuer
- **First Marblehead** — Follow-On Public Offering of Common Stock — \$270,330,388 — Counsel to Issuer
- **Gatekeeper Systems** — Initial Public Offering of Common Stock — £8,112,000 — Counsel to Issuer
- **GTx** — Initial Public Offering of Common Stock — \$78,300,000 — Counsel to Underwriters
- **John Hancock** — Initial Public Offerings of Common Stock and Preferred Stock of Closed-End Funds — \$1,221,400,000 — Counsel to Issuer
- **Idenix Pharmaceuticals** — Initial Public Offering of Common Stock — \$81,200,000 — Counsel to Issuer
- **LTX** — Follow-On Public Offering of Common Stock — \$132,825,000 — Counsel to Issuer
- **MapInfo** — Follow-On Public Offering of Common Stock — \$47,437,500 — Counsel to Issuer
- **MKS Instruments** — Follow-On Public Offering of Common Stock — \$115,316,020 — Counsel to Issuer
- **Momenta Pharmaceuticals** — Initial Public Offering of Common Stock — \$39,991,250 — Counsel to Issuer
- **NitroMed** — Follow-On Public Offering of Common Stock — \$87,553,982 — Counsel to Issuer
- **Open Solutions** — Follow-On Public Offering of Common Stock — \$90,614,328 — Counsel to Issuer
- **Pioneer** — Initial Public Offerings of Common Stock and Preferred Stock of Closed-End Funds — \$1,036,553,000 — Counsel to Issuer
- **PS Business Parks** — Follow-On Public Offerings of Preferred Stock — \$395,000,000 — Counsel to Underwriters
- **Red Hat** — Rule 144A Placement of 0.50% Convertible Senior Debentures due 2024 — \$600,000,000 — Counsel to Issuer

- **Sepracor** — Rule 144A Placement of 0% Convertible Senior Subordinated Notes due 2024 — \$500,000,000 — Counsel to Issuer
- **SS&C Technologies** — Follow-On Public Offering of Common Stock — \$100,912,500 — Counsel to Issuer
- **Timberland** — Secondary Public Offerings of Common Stock — \$399,173,389 — Counsel to Underwriters
- **Transkaryotic Therapies** — Follow-On Public Offering of Common Stock — \$90,000,000 — Counsel to Issuer
- **Vicuron Pharmaceuticals** — Follow-On Public Offering of Common Stock — \$74,502,250 — Counsel to Underwriters

Mergers and Acquisitions

In 2004, we advised clients on more than 150 M&A transactions with an aggregate value of more than \$25 billion, providing guidance in areas including corporate, securities, antitrust and tax. In the past five years, we have participated in more than 800 mergers and acquisitions valued in excess of \$400 billion, ranging from sales of VC-backed companies to multibillion-dollar global mergers.

We advised:

- **Angiolink** — acquisition by Medtronic — \$45,000,000 plus potential earnout
- **Avid** — acquisition by M-Audio — \$175,000,000 plus potential earnout of \$45,000,000
- **Baltimore Ravens** — acquisition by Stephen J. Bisciotti — \$600,000,000
- **Bank One** — has acquired the private-label credit card operation of Circuit City — \$1,800,000,000
- **Bell** — acquisition of the Canadian operations and selected US assets of 360Networks — \$275,000,000 CDN
- **Berkshire Mortgage** — sale of mortgage servicing business to Deutsche Bank — Undisclosed
- **Blockbuster** — split-off from Viacom and payment of \$905,000,000 special distribution (counsel to special committee)
- **Bookham** — acquisition of New Focus — \$330,500,000
- **Bose** — acquisition of EnduraTEC Systems — Undisclosed
- **CCBN** — acquisition by Thomson — Undisclosed
- **Danaher** — acquisition of Trojan Technologies — \$192,000,000
- **DoubleClick** — acquisition of Performics — \$58,000,000 plus potential earnout of \$7,000,000
- **Eastman Kodak** — sale of Remote Sensing Systems operations to ITT Industries — \$725,000,000
- **Eclipsys** — acquisition of CPMRC — Undisclosed
- **Educational Testing Service** — sale of Capstar subsidiary to Thomson Learning — Undisclosed
- **Franklin Street Properties** — acquisition of four REITs — \$193,000,000
- **Granite Systems** — acquisition by Telcordia — Undisclosed

- **Keane** — acquisition of Nims Associates — \$20,000,000 plus potential earnout of \$15,000,000
- **Kronos** — acquisition of Ad Opt — \$69,000,000 CDN
- **Legg Mason** — acquisition of selected offices of the Scudder asset management business of Deutsche Bank — \$81,300,000 (including potential earnout)
- **Manufacturers' Services Limited** — acquisition by Celestica — \$293,000,000
- **Mellon** — acquisition of EACM — Undisclosed
- **MicroLine** — acquisition by Pentax — \$48,000,000
- **Modus Media** — acquisition by CMGI — \$230,500,000
- **Netegrity** — acquisition by Computer Associates — \$430,000,000
- **Oracle** — acquisition of PeopleSoft — \$10,300,000,000 (EU antitrust co-counsel)
- **Pure Encapsulations** — acquisition by Aeterna Laboratories — \$50,000,000
- **QAS** — acquisition by Experian — £106,000,000
- **Quantum Bridge Communications** — acquisition by Motorola — \$57,500,000 plus potential earnout of \$142,500,000
- **SallieMae** — acquisition of Arrow Financial Services — \$165,000,000
- **Switchboard** — acquisition by InfoSpace — \$160,000,000 (counsel to principal stockholder)
- **Telica** — acquisition by Lucent — \$295,000,000
- **Verizon Wireless** — acquisition of spectrum assets from NextWave Telecom — \$930,000,000
- **Victory** — acquisition by Hannaford Bros. — \$175,000,000
- **WebMD** — acquisition of ViPS — \$160,000,000

Technology Transactions and Licensing

In 2004, our corporate, licensing and intellectual property lawyers handled hundreds of licensing, product development, outsourcing, manufacturing, distribution, joint venture, strategic alliance and similar agreements, including deals that are helping to shape the future of science and technology. In recent years, we have advised clients on strategic alliances that have received industry recognition for their importance, and our lawyers have been recognized as global leaders in this field.

We counseled:

- **Achillion Pharmaceuticals** — Collaboration with Gilead for the development and commercialization of Achillion's hepatitis C compounds
- **America Online** — Exclusive payment processing agreement with Paymentech
- **Analog Devices** — Product development, supply, OEM and license agreements
- **ASML** — Strategic alliance with IBM and SUNY for advanced semiconductor lithography equipment
- **Bayer** — License of liposome technology from Zilip-Pharma for use in Kogenate® hemophilia product
- **Bose** — Agreements for international distribution of premier sound systems

- **Caprion** — Lung cancer drug discovery collaboration with Abbott Laboratories
- **Columbia University** — Licensing of thin film display technology to major Asian electronics manufacturers
- **Curis**— Strategic partnership with Wyeth to develop therapeutics for neurological disorders
- **Diners Club International** — Alliance with MasterCard for domestic and international transaction processing
- **DoubleClick** — Alliance for integration of Omniture analytics solution with DoubleClick products
- **ETS**— Outsourcing agreement with Thomson Prometric for computerized educational testing services
- **Hybridon**— Research collaboration with Lexicon Genetics
- **IETF**— Intellectual property advice for the leading Internet standards body
- **Icagen**— Development and commercialization agreement with McNeil for treatment of sickle cell disease
- **IMlogic**— Collaboration with AOL to provide instant messaging support services
- **Infinity Pharmaceuticals** — Small molecule alliances with Johnson & Johnson and Novartis
- **KB Toys** — Exclusive agreement with WiseBuys for retail toy distribution
- **Mentasys** — Worldwide software license agreement with eBay
- **Mentor Graphics** — Advice on international software licensing transactions
- **Microbia** — Biomanufacturing alliances with leading drug and chemical manufacturers
- **Millennium Pharmaceuticals**— License agreement with GlaxoSmithKline for exclusive European rights to heart drug Integrilin
- **MKS Instruments**— Alliance for resale of Umetrics' products into semiconductor market
- **Myrio** — Worldwide OEM agreement with Siemens
- **NFL** — Advice on various television broadcast issues
- **O2** — Strategic agreement with NTT Docomo for mobile Internet service technology in the UK, Germany and Ireland
- **Pronova Biocare** — US license and supply agreement with Reliant Pharmaceuticals for Omacor® product
- **Public Interest Registry**— Advice to .org Internet domain registry
- **RedHat** — Establishment of South American distribution channel
- **SemBioSys** — Agreement with Dow AgroSciences for collaborative research
- **SmartBargains**— Agreements with online merchants for B2C shopping portal
- **Starent Networks**— Product supply and OEM agreements with major U.S. and European telecom companies
- **Syngenta** — Advice on licensing and distribution matters
- **TargetRx**— Marketing information engagements by major pharmaceutical companies
- **Wyeth** — Sale to Genzyme of commercialization rights to Synvisc® pain relief product
- **WebMD** — Search and health-related sponsored advertising agreement with Google