

## Review of 2006 Corporate Experience

2007-01-01

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### **Selected 2006 Public Offerings and Rule 144A Placements (PDF Version)**

- **Achillion Pharmaceuticals** — Initial Public Offering of Common Stock — \$59,512,500 — Counsel to Issuer
- **Acme Packet** — Initial Public Offering of Common Stock — \$116,584,000 — Counsel to Underwriters
- **Alexion Pharmaceuticals** — Public Offering of Common Stock — \$148,350,000 — Counsel to Underwriters
- **Alnylam Pharmaceuticals** — Public Offerings of Common Stock — \$165,917,000 — Counsel to Issuer
- **Altus Pharmaceuticals** — Initial Public Offering of Common Stock — \$120,750,000 — Counsel to Underwriters
- **CapitalSource** — Public Offering of Common Stock — \$414,000,000 — Counsel to Underwriters
- **Ciena** — Public Offering of 0.25% Convertible Senior Notes due 2013 — \$300,000,000 — Counsel to Underwriters
- **CIGNA** — Public Offering of 6.150% Senior Notes due 2036 — \$250,000,000 — Counsel to Issuer
- **CIT Group** — Public Offerings of Medium-Term Notes — \$16,350,216,000 — Counsel to Underwriters and Agents
- **CollaGenex Pharmaceuticals** — Public Offering of Common Stock — \$45,500,000 — Counsel to Issuer
- **Corporación Andina de Fomento** — Public Offering of 5.75% Notes Due 2017 — \$250,000,000 — Counsel to Underwriters

- **CTC Media** — Initial Public Offering of Common Stock — \$380,525,000 — Counsel to Issuer
- **Cubist Pharmaceuticals** — Public Offering of 2.25% Convertible Subordinated Notes due 2013 — \$350,000,000 — Counsel to Underwriters
- **Dean Foods** — Public Offering of 7.000% Senior Notes due 2016 — \$500,000,000 — Counsel to Issuer
- **Emergent BioSolutions** — Initial Public Offering of Common Stock — \$62,500,000 — Counsel to Issuer
- **Evercore Partners** — Initial Public Offering of Common Stock — \$95,392,500 — Counsel to Underwriters
- **Globalstar** — Initial Public Offering of Common Stock — \$146,625,000 — Regulatory Counsel to Issuer
- **GTx** — Public Offering of Common Stock — \$60,793,600 — Counsel to Underwriters
- **Labopharm** — Initial Public Offering of Common Stock — \$101,200,000 — Counsel to Underwriters
- **LeMaitre Vascular** — Initial Public Offering of Common Stock — \$38,500,000 — Counsel to Underwriters
- **MBB Industries** — Initial Public Offering of Common Stock — €17,480,000 — Counsel to Issuer
- **Medtronic** — Rule 144A Placement of 1.50% Convertible Senior Notes due 2011 and 1.625% Convertible Senior Notes due 2013 — \$4,400,000,000 — Counsel to Issuer
- **Millennium Pharmaceuticals** — Public Offering of 2.25% Convertible Senior Notes due 2011 — \$250,000,000 — Counsel to Issuer
- **NitroMed** — Public Offering of Common Stock — \$62,504,500 — Counsel to Issuer
- **NxStage Medical** — Public Offering of Common Stock — \$56,336,000 — Counsel to Issuer
- **Optos** — Initial Public Offering of Ordinary Shares — £50,000,000 — Counsel to Issuer
- **PS Business Parks** — Public Offerings of Preferred Stock — \$94,600,000 — Counsel to Underwriters
- **SS&C Technologies** — Exchange Offer for 11 3/4% Senior Subordinated Notes due 2013 — \$205,000,000 — Counsel to Issuer
- **Speedel** — Public Offering of Common Stock — CHF 96,541,500 — Counsel to Issuer
- **Targacept** — Initial Public Offering of Common Stock — \$45,000,000 — Counsel to Underwriters
- **Temenos Group** — Public Offering of 1.5% Convertible Bonds due 2013 — CHF 132,500,000 — Counsel to Issuer
- **Visicu** — Initial Public Offering of Common Stock — \$110,400,000 — Counsel to Underwriters
- **Watts Water Technologies** — Public Offering of Common Stock — \$230,000,000 — Counsel to Issuer
- **World Energy Solutions** — Initial Public Offering of Common Stock — \$25,525,000 — Counsel to Issuer

## Selected 2006 M&A Transactions (PDF Version)

- **Akamai Technologies** — acquisition of Nine Systems — \$160,000,000
- **Arlington Tankers** — asset acquisition from Stena Group — \$92,000,000
- **Becton Dickinson** — acquisition of GeneOhm Sciences — \$230,000,000
- **Blackstone** — sale of Kabel BW to EQT — undisclosed
- **BrassRing** — acquisition by Kenexa — \$115,000,000
- **Danaher** — acquisition of Sybron Dental Specialties — \$2,200,000,000 (co-counsel)
- **Domantis** — acquisition by GSK — £230,000,000
- **GeoTrust** — acquisition by VeriSign — \$125,000,000
- **GlycoFi** — acquisition by Merck — \$400,000,000
- **HMS Holdings** — acquisition of the Benefits Solutions Practice Area division of Public Consulting Group — \$100,000,000
- **IDEXX Laboratories** — acquisition of Osmetech's Critical Care Division — \$44,900,000\*
- **IDX Systems** — acquisition by GE Healthcare — \$1,200,000,000
- **I-Logix** — acquisition by Telelogic — \$80,000,000
- **IMLogic** — acquisition by Symantec — \$90,000,000
- **Infinity Pharmaceuticals** — acquisition of Discovery Partners — \$162,500,000
- **Kronos** — acquisition of Unicru — \$150,000,000
- **Lifeline Systems** — acquisition by Philips Electronics — \$750,000,000
- **Linde** — acquisition of BOC Group — \$14,800,000,000 (worldwide antitrust counsel)
- **Lucent** — merger with Alcatel — \$13,000,000,000 (US CFIUS counsel and worldwide antitrust co-counsel)
- **MatrixOne** — acquisition by Dassault Systèmes — \$408,000,000
- **PAREXEL International** — acquisition of California Clinical Trials Medical Group and Behavioral and Medical Research — \$65,000,000
- **PepsiCo** — acquisition of Stacy's Pita Chip Company — undisclosed
- **Red Hat** — acquisition of JBoss — \$420,000,000 (including earnout)
- **RSA Security** — acquisition by EMC — \$2,300,000,000
- **Savient Pharmaceuticals** — sale of oral liquid pharmaceuticals business to Close Brothers Private Equity — \$176,000,000
- **SkillSoft** — acquisition of NETg from Thomson — \$285,000,000\*
- **Softtricity** — acquisition by Microsoft — undisclosed
- **Thermo Fisher Scientific** — acquisition of Cohesive Technologies — undisclosed
- **Verizon Communications** — acquisition of MCI — \$8,500,000,000 (regulatory counsel)
- **WebMD** — acquisition of Subimo — \$60,000,000
- **WiderThan** — acquisition by RealNetworks — \$350,000,000

## Selected 2006 Venture Financings As Company Counsel (PDF Version)

- **Acopia Networks** — \$20,000,000
- **Adnexus Therapeutics** — \$27,000,000
- **Airwide Solutions** — \$25,000,000
- **Akorri** — \$15,000,000

- **A123 Systems** — \$30,000,000
- **Archivas** — \$12,000,000
- **Aushon BioSystems** — \$7,800,000
- **Axsun Technologies** — \$15,000,000
- **BlueNote Networks** — \$15,000,000
- **Codon Devices** — \$20,000,000
- **Egenera** — \$26,000,000
- **Gigle Semiconductor** — \$11,000,000
- **GloNav** — \$16,200,000
- **Icera** — \$40,000,000
- **IGA Worldwide** — \$17,000,000
- **Incipient** — \$24,000,000
- **IntelliVid** — \$8,000,000
- **Intercept Pharmaceuticals** — \$41,000,000
- **Mintera** — \$10,000,000
- **NanoNexus** — \$32,000,000
- **Njini** — \$13,000,000
- **Partsearch Technologies** — \$10,750,000
- **Pivot Solutions** — \$8,000,000
- **Reflexis Systems** — \$10,000,000
- **Scanbuy** — \$9,000,000
- **SiCortex** — \$21,000,000
- **SmartBargains** — \$10,000,000
- **SupplyScape** — \$8,000,000
- **Tetraphase Pharmaceuticals** — \$25,000,000
- **Transitive** — \$12,250,000
- **TransMedics** — \$29,750,000
- **Ubiquisys** — \$12,000,000
- **U3 Pharma** — €27,000,000
- **WeeWorld** — \$15,500,000
- **Xanthus Pharmaceuticals** — \$25,000,000
- **Zipcar** — \$25,000,000
- **Zopa** — \$15,000,000

#### **Selected 2006 Strategic Alliances, Joint Venture and Licensing Transactions (PDF Version)**

- **Airwide Solutions** — US and international reseller and sales agreements
- **Alantos Pharmaceuticals** — Collaboration with Servier for oral administration treatment for type 2 diabetes
- **Alnylam Pharmaceuticals** — Collaboration with Novartis Institutes for BioMedical Research to develop RNAi therapeutics for pandemic flu
- **Applix** — International software solution partner agreement
- **AVEO Pharmaceuticals** — License from Kirin Brewery of clinical-stage cancer product

- **Avid** — Key licensing, distribution and supply agreements for Avid Technology and its Digidesign division
- **Bose** — Various licensing and collaboration matters
- **Braintree Laboratories** — License to Schering-Plough of MiraLAX® over-the-counter gastrointestinal products
- **Broadcom** — Licenses in connection with various acquisitions
- **Brooks Automation** — Formation of Japanese joint venture with Yaskawa Electric
- **Cephalon** — Licensing advice in connection with settlements of Provigil® generic patent infringement litigation
- **Constant Contact** — Various co-promotion and licensing matters
- **Emergent BioSolutions** — Supply agreements for a therapeutic anthrax immune globulin product
- **From the Top** — Agreements with WGBH, Carnegie Hall and others for production of public television series
- **Idera Pharmaceuticals** — Collaboration with Merck to develop vaccines incorporating toll-like receptor agonists
- **IETF** — Advice to the leading standards body for the Internet
- **IGA Worldwide** — Online game advertising agreement with Electronic Arts
- **Infinity Pharmaceuticals** — Alliance with MedImmune for novel small molecule cancer drugs
- **Momenta Pharmaceuticals** — Alliance with Sandoz to develop complex generic and follow-on biotechnology drugs
- **Palm** — Various patent licenses
- **Panera Bread** — Licensing and supply arrangements for Canadian retail expansion
- **PTC Therapeutics** — Collaboration with Schering-Plough for the development of hepatitis C virus drugs
- **ReGen Therapeutics** — Distribution and marketing of nutraceutical compounds through Metagenics
- **SiCortex** — Various development, manufacturing, services and distribution agreements
- **Silicon Integration Initiative** — Formation of low-power integrated circuit design flow coalition
- **Starent Networks** — International distribution agreements and licensing transactions
- **Sucampo Pharmaceuticals** — Licensing advice in connection with corporate reorganization
- **Syntonix Pharmaceuticals** — Strategic alliance with Biovitrum for long-acting hemophilia B product
- **Xanthus** — Acquisition from Schering AG of rights to clinical-stage cancer compounds
- **Ziopharm** — Acquisition from Baxter Healthcare of clinical-stage anti-cancer agent program

## **Selected 2006 Information Technology Transactions (PDF Version)**

### ***Venture Capital Financings***

- **Acopia Networks** — \$20,000,000
- **Airwide Solutions** — \$25,000,000
- **Axsun Technologies** — \$15,000,000
- **BlueNote Networks** — \$15,000,000
- **Egenera** — \$26,000,000
- **Icera** — \$40,000,000
- **Incipient** — \$24,000,000
- **NanoNexus** — \$32,000,000
- **Reflexis Systems** — \$10,000,000
- **SiCortex** — \$21,000,000
- **SmartBargains** — \$10,000,000

#### ***Licensing, Outsourcing and Alliances***

- **Applix** — International software solution partner agreement
- **Avid** — Key licensing, distribution and supply agreements for Avid Technology and its Digidesign division
- **Bose** — Various licensing and collaboration matters
- **Broadcom** — Licenses in connection with various acquisitions
- **Constant Contact** — Various co-promotion and licensing matters
- **Columbia University** — Advice regarding open source and proprietary software licensing
- **IETF** — Advice to the leading standards body for the Internet
- **IGA Worldwide** — Online game advertising agreement with Electronic Arts
- **Palm** — Various patent licenses
- **Starent Networks** — International distribution agreements and licensing transactions
- **State Street** — Outsourcing of financial services functions for major mutual funds and institutions

#### ***Public Offerings and Rule 144A Placements***

- **Acme Packet** — Initial Public Offering of Common Stock — \$116,584,000 — Counsel to Underwriters
- **Ciena** — Public Offering of 0.25% Convertible Senior Notes due 2013 — \$300,000,000 — Counsel to Underwriters
- **Globalstar** — Initial Public Offering of Common Stock — \$146,625,000 — Regulatory Counsel to Issuer
- **Medtronic** — Rule 144A Placement of 1.50% Convertible Senior Notes due 2011 and 1.625% Convertible Senior Notes due 2013 — \$4,400,000,000 — Counsel to Issuer
- **Optos** — Initial Public Offering of Ordinary Shares — £50,000,000 — Counsel to Issuer
- **SS&C Technologies** — Exchange Offer for 11 3/4% Senior Subordinated Notes due 2013 — \$205,000,000 — Counsel to Issuer
- **Temenos Group** — Public Offering of 1.5% Convertible Bonds due 2013 — CHF 132,500,000 — Counsel to Issuer
- **Watts Water Technologies** — Public Offering of Common Stock — \$230,000,000 —

Counsel to Issuer

- **World Energy Solutions** — Initial Public Offering of Common Stock — \$25,525,000 — Counsel to Issuer

### ***Mergers and Acquisitions***

- **Akamai Technologies** — acquisition of Nine Systems — \$160,000,000
- **Blackboard** — acquisition of WebCT — \$180,000,000
- **Danaher** — acquisition of Sybron Dental Specialties — \$2,200,000,000 (co-counsel)
- **Kronos** — acquisition of Unicru — \$150,000,000
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- **WebMD** — acquisition of Subimo — \$60,000,000
- **WiderThan** — acquisition by RealNetworks — \$350,000,000

### **Selected 2006 Life Sciences Transactions (PDF Version)**

#### ***Venture Capital and PIPEs Financings***

- **Adnexus Therapeutics** — \$27,000,00
- **Aushon BioSystems** — \$7,800,000
- **BioSphere Medical** — \$14,525,000
- **Codon Devices** — \$20,000,000
- **Intercept Pharmaceuticals** — \$41,000,000
- **Tetraphase Pharmaceuticals** — \$25,000,000
- **TransMedics** — \$29,750,000
- **U3 Pharma** — €27,000,000
- **Xanthus Pharmaceuticals** — \$25,000,000

#### ***Strategic Alliances and Collaborations***

- **AVEO Pharmaceuticals** — License from Kirin Brewery of clinical-stage cancer product
- **Braintree Laboratories** — License to Schering-Plough of MiraLAX® over-the-counter gastrointestinal products
- **Bristol-Myers Squibb** — Licensing advice for drug discovery and development agreements
- **Cephalon** — Licensing advice in connection with settlements of Provigil® generic patent infringement litigation
- **Idera Pharmaceuticals** — Collaboration with Merck to develop vaccines incorporating toll-like receptor agonists
- **Infinity Pharmaceuticals** — Alliance with MedImmune for novel small molecule cancer drugs
- **Momenta Pharmaceuticals** — Alliance with Sandoz to develop complex generic and follow-on biotechnology drugs

- **Novartis** — License by Novartis Pharma to Cerimon of Simulect® antibody for treatment of inflammatory bowel disease
- **PTC Therapeutics** — Collaboration with Schering-Plough for the development of hepatitis C virus drugs
- **Syntonix Pharmaceuticals** — Strategic alliance with Biovitrum for long-acting hemophilia B product
- **Ziopharm Oncology** — Acquisition from Baxter Healthcare of clinical-stage anti-cancer agent program

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- **IDX Systems** — Acquisition by GE Healthcare — \$1,200,000,000
- **Infinity Pharmaceuticals** — Acquisition of Discovery Partners — \$162,500,000
- **Lifeline Systems** — Acquisition by Philips Electronics — \$750,000,000



- **PAREXEL International** — Acquisition of California Clinical Trials Medical Group and Behavioral and Medical Research — \$65,000,000
- **Savient Pharmaceuticals** — Sale of oral liquid pharmaceuticals business to Close Brothers Private Equity — \$176,000,000
- **Thermo Fisher Scientific** — Acquisition of Cohesive Technologies — undisclosed
- **WebMD** — Acquisition of Subimo — \$60,000,000

\*pending