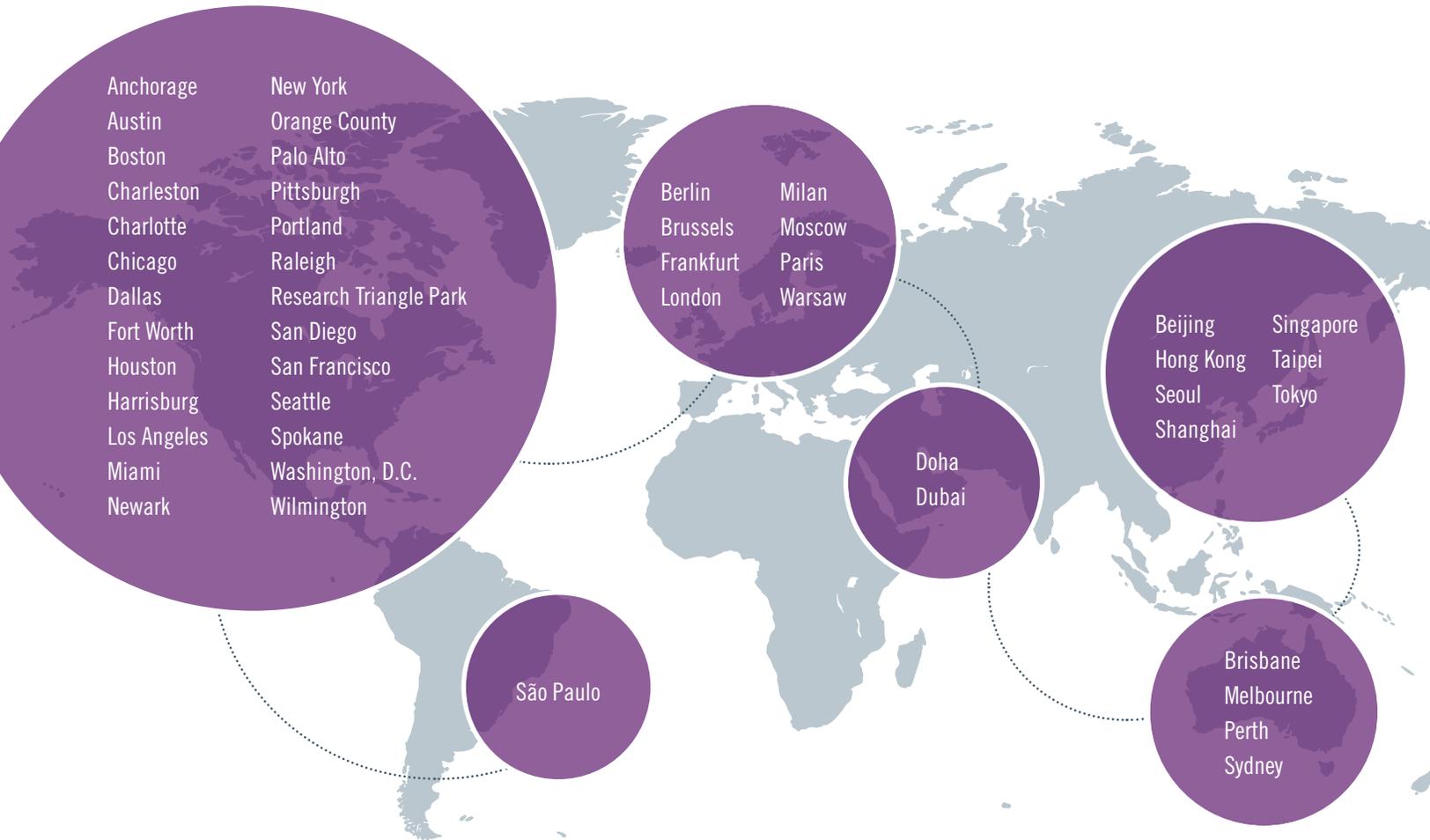


The logo consists of a solid orange square on the left, and the text "K&L GATES" in white, uppercase, sans-serif font to its right.

K&L GATES

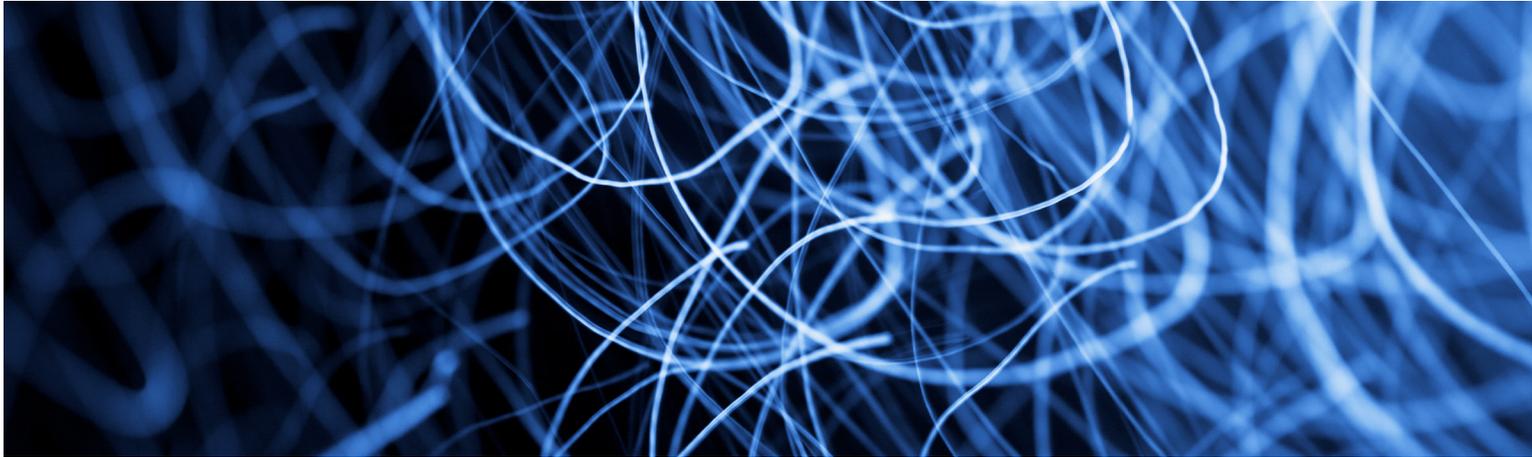
CORPORATE PRACTICE

2014 Transaction Highlights



## CORPORATE PRACTICE

# 2014 Transaction Highlights



In today's 24-hour global marketplace, K&L Gates provides clients tailored attention on a local and global level—promptly and efficiently.

Our unwavering dedication to client service drives our daily operations and we stand ready to assist clients in every aspect of their legal needs.

The K&L Gates corporate practice is global, integrated, and one of the most substantial in the profession, with more than 500 attorneys in the practice area. Located across five continents, our team counsels a comprehensive array of Global 500, Fortune 100, and FTSE 100 corporations, privately held and venture-backed companies, partnerships, private equity firms and other investment funds, management groups, and entrepreneurs.

We deliver full-service corporate counsel to facilitate the structuring, financing, and successful completion of domestic, international, and cross-border transactions across multiple industries. Our lawyers are leaders in the corporate legal space, with particular strength in the areas of:

- Mergers and acquisitions
- Divestitures
- Joint ventures/strategic alliances
- Recapitalizations
- Public and private debt and equity offerings

### INDUSTRY RECOGNITION:

In 2013, K&L Gates was named “Law Firm of the Year” by *Mergers & Acquisitions* magazine, as part of its annual M&A Mid-Market Awards.

*Chambers USA* ranked K&L Gates as “Highly Regarded” in the publication’s 2013 nationwide category for Corporate/M&A.

*U.S. News and World Report-Best Lawyers* ranked the K&L Gates corporate practice as a “Tier 1” law firm on the national level.

*Our transaction highlights brochure is released annually and reflects transactions completed in the previous calendar year.*

# Mergers & Acquisitions



**3D SYSTEMS**  
3D Systems Europe Ltd  
(NYSE: DDD)  
Public Tender Offer



**ADCORP**  
Adcorp Holdings Limited  
(JSE: ADR)  
Acquisition of Labour Solutions  
Australia Group



**ATI**  
Allegheny Technologies  
Incorporated  
(NYSE: ATI)  
Sale of its Tungsten Materials Business  
to Kennametal Inc. (NYSE: KMT)



**AMARA**  
MINING PLC  
Amara Mining PLC  
(AIM: AMA) (TSE: AMZ)  
Acquisition of AUMJ Limited



**American Airlines**  
American Airlines  
Group Inc.  
(NASDAQ: AAL)  
Combination with  
US Airways Group, Inc.



**amneal**  
PHARMACEUTICALS  
Amneal Pharma UK  
Holdings Ltd  
Acquisition of 60% Stake in Creo  
Pharma Holdings Limited



**Annaly**  
Capital Management, Inc.  
Annaly Capital  
Management, Inc.  
(NYSE: NLY)  
Acquisition of outstanding  
shares of common stock of CreXus  
Investment Corp. (NYSE: CXS)



**Biosceptre**  
Biosceptre International  
Limited  
Redomicile to the UK



**bluestone**  
global limited  
Bluestone Global Limited  
(ASX: BUE)  
Sale of contingent receivable  
concerning Coal Resources



**Brightstar**  
Serving Wireless  
Brightstar Corp.  
Sale of 50% ownership interest  
in TD Mobility, Inc.



**CalPERS**  
California Public Employees'  
Retirement System  
Various investment transactions



**Care**  
Pharmaceuticals  
Care Pharmaceuticals Pty Ltd  
Acquisition of shares in Cellegy Pty Ltd



**Carrier**  
Carrier Corporation  
Joint venture with Reefer  
Systems, Inc. and sale of Carrier  
Transcold of Southern California  
division to the joint venture



**Carrier**  
Carrier Corporation  
Joint venture with  
Robert Bosch North America



**CGA**  
Mining Limited  
CGA Mining Limited  
(ASX: CGX) (TSX: CGA)  
Merger with B2Gold Corp. (TSX: BTO)  
(OTCQX: BGLPF) (NAMIBIAN: B2G)



**chalice**  
Chalice Gold Mines Limited  
(TSX: CXN) (ASX: CHN)  
Acquisition of key subsidiaries of  
Coventry Resources Inc.



**DARLING**  
INGREDIENTS INC.  
Darling Ingredients Inc.  
(NYSE: DAR)  
Acquisition of Rothsay from  
Maple Leaf Foods, Inc. (MFI: TSX)



**DARLING**  
INGREDIENTS INC.  
Darling Ingredients Inc.  
(NYSE: DAR)  
Acquisition of  
Terra Renewal Services, Inc.



**DARLING**  
INGREDIENTS INC.  
Darling Ingredients Inc.  
(NYSE: DAR)  
Acquisition of VION Ingredients  
from VION Holding, N.V.



**Deutsche  
Wohnen**  
Deutsche Wohnen AG  
(ETR: DWN)  
Acquisition of 1,900-residential-  
unit portfolio



**ENDEAVOUR  
CAPITAL**  
Endeavour Capital  
Fund VI, LLP  
Investment in USNR, LLC



**FEI**  
FEI Company  
(NASDAQ GS: FEIC)  
Acquisition of  
nanoTechnology Systems Pty Ltd



**finnCap**  
finnCap Limited  
Nominated adviser and broker to  
Trakm8 Holdings Plc (AIM: TRAK) in its  
acquisition of BOX Telematics Limited,  
a placing, and its re-admission to AIM



**First Nations Capital  
Partners, LLC**  
First Nations Capital  
Partners, LLC  
Acquisition of Everson Cordage Works



**Flow**  
Flow International  
Corporation  
(NASDAQ: FLOW)  
Merger with Waterjet Holdings, Inc.



**GADGETREPAIR  
SOLUTIONS**  
Gadget Repair Solutions Ltd  
Joint venture with After Sales Group  
and FoneAsia Sdn Bhd



**gallus**  
Gallus BioPharmaceuticals,  
LLC  
Acquisition of outstanding stock  
of Laureate BioPharmaceutical  
Services, Inc.



**GILETTA**  
a BUCHER company  
Giletta S.p.A  
Acquisition of Gmeiner GmbH



**GGH**  
Global Gaming & Hospitality  
Global Gaming & Hospitality  
Joint venture with  
Husky Finance Holdings



**Hecla**  
MINING COMPANY  
Hecla Mining Company  
(NYSE: HL)  
Acquisition of Aurizon Mines Ltd.  
(TSX: ARZ) (NYSE: AZK)



**iiNet**  
connect better  
iiNet Limited  
(IIN: ASE)  
Acquisition of Adam Internet



**JAL**  
JAPAN AIRLINES  
Japan Airlines Co.,Ltd.  
(TYO: 9201)  
Acquisition of Airbus aircrafts



**KAMAN**  
Industrial Technologies  
Kaman Industrial  
Technologies  
(NYSE: KAMN)  
Acquisition of assets of  
Northwest Hose & Fittings, Inc.

Mergers & Acquisitions continued

Please Note: Transactions Below Completed in Previous Calendar Year

 <p>KBI Biopharma, Inc. Acquisition of Celeros, LLC</p>	 <p>Kiawah Development Partners, LLC Sale and buyback of equity interests</p>	 <p>Kidde Fire Protection, Inc. Sale of Forney Corporation to The Washington Post Company (NYSE: WPO)</p>	 <p>Le Duff America, Inc. Acquisition of Mimi's Café</p>	 <p>Long Point Capital, Inc. Sale of Torrent Resources to an Employee Stock Ownership Plan</p>
 <p>Merrill Gardens LLC Sale of equity interests and formation of a new joint venture for senior housing communities</p>	 <p>Michael Baker Corporation (NYSE: BKR) Merged into a subsidiary of Integrated Mission Solutions, LLC</p>	 <p>MRG Metals Ltd (ASX: MRQ) Acquisition of Sasak Resources Pty Ltd</p>	 <p>New South Companies, Inc. Phased Acquisition of Scotch &amp; Gulf Lumber, LLC</p>	 <p>NewWave Communications Exchange of telecommunications assets with Full Choice Communications, Inc.</p>
 <p>NewWave Communications Sale of outstanding equity of Telecommunications Management, LLC to GTCR's Rural Broadband Investments</p>	 <p>Northland Transportation Company Merger transaction sale to Lynden Incorporated</p>	 <p>Novozymes (Copenhagen: NZYMB) Acquisition of Allopatis Technologies, Inc.</p>	 <p>N+1 Singer Advisory LLP finnCap Limited Nominated Adviser (N+1 Singer) and Joint Brokers to Redcentric plc (AIM: RCN.L) in its acquisition of InTechnology Managed Services Limited</p>	 <p>OIA Global Acquisition of Bellville International Ltd.</p>
 <p>Perpetual Consulting Group Pty Ltd Acquisition of SW Energy Resources Company Ltd. and initial public offering</p>	 <p>Perpetual Resources Ltd (ASX: PEC) Acquisition of Neo Resources Ltd (ASX: NER)</p>	 <p>Piper Jaffray &amp; Co. (NYSE: PJC) Financial adviser to ArthroCare Corp. in its acquisition of ENTrigue Surgical, Inc.</p>	 <p>Polska Grupa Energetyczna SA Acquisition of Dong Energy Wind Power A/S portfolio</p>	 <p>Renren (NYSE: RENN) Sale of Nuomi Holdings to Baidu Inc.</p>
 <p>Robert Bosch GmbH Sale of 50% joint venture interest in Purolator Filters NA, LLC</p>	 <p>SoundBite Communications Inc. (NASDAQ: SDBT) Acquisition by Genesys Telecommunications Laboratories, Inc.</p>	 <p>State Street Bank &amp; Trust Company Independent fiduciary to the majority shareholder of Nypro Inc. in its acquisition by a subsidiary of Jabil, Inc. (NYSE: JBL)</p>	 <p>TeliaSonera AB (STO: TLSN) Sale of indirect ownership in Nepal Satellite</p>	 <p>Text Appeal Limited, Elliot Polak, and Fabienne Polak Acquisition of Text Appeal Limited by Love Europe Group Limited</p>
 <p>T-Mobile USA, Inc. (NYSE: TMUS) Acquisition of licenses from United States Cellular Corporation (NYSE: USM)</p>	 <p>T-Mobile USA, Inc. (NYSE: TMUS) Merger with MetroPCS Communications, Inc. (NYSE: PCS)</p>	 <p>T-Mobile USA, Inc. (NYSE: TMUS) Purchase of company interest held by CIVS</p>	 <p>TrueBlue, Inc. (NYSE: TBI) Acquisition of assets of The Work Connection, Inc.</p>	 <p>TrueBlue, Inc. (NYSE: TBI) Acquisition of assets of MDT Personnel, LLC</p>
 <p>United Technologies Corporation (NYSE: UTX) Sale of Keystone Engineering Company to Cornerstone Capital Holdings</p>	 <p>United Technologies Corporation (NYSE: UTX) Multiple sale transactions</p>	 <p>VTG AG (WKN: VTG999) Joint venture with Kuehne + Nagel International AG (SIX: KNIN)</p>	 <p>Wisent Oil &amp; Gas plc Joint venture and financing</p>	 <p>ZBB Energy Corporation (NYSE MKT: ZBB) Collaboration, R&amp;D, and license agreements with Lotte Chemical Corporation</p>

# Private Equity, Venture Capital, and Other Non-Public Financings



ActX, Inc.  
Series seed financing



Aeolus Pharmaceuticals  
(OTC: AOLS)  
PIPE financing



Alliance of Angels Members  
Various investment transactions



Aquaback Technologies, Inc.  
Series A Preferred Stock



Beadell Resources Limited  
(ASX: BDR)  
Institutional placement



Rubicon Media, Inc.  
Series A Preferred Stock

**Berlin Medical Agency**

BMA, Berlin Medical Agency GmbH  
Joint venture with iMER Group



Big Tree Farms, Inc.  
Series C Preferred Stock



Borex Inc.  
(TSX: BLX)  
European project finance



Capitala Finance Corp.  
(NASDAQ: CPTA)  
Various investment transactions



Central Rand Gold Limited  
(LSE: CRND) (SJ: CRD)  
Investment by Redstone Capital Limited and proposed move to AIM



Concordia Coffee Company, Inc.  
Bridge financing round and Series D Preferred Stock



CooCoo SMS, Inc.  
Software licensing and financing arrangements



DBRS Ratings Limited  
Various ratings transactions



Decision Sciences International Corporation  
Series F Convertible Preferred Stock



Deem, Inc.  
Recapitalization and equity financing



Duquesne Light Holdings, Inc.  
Private placement



GestSure Technologies Inc.  
Bridge financing round with angel investors



Giełda Papierów Wartościowych w Warszawie S.A.  
Acquisition of a 30% stake in Aquis Exchange Limited



Herbert Australian Private Equity Fund I  
Sale of 65% of Issued Capital of Emeis Holdings Pty Ltd



iCo Therapeutics  
(TSX-V: ICO)  
U.S. Private Offering



Internet Identity Inc.  
Series A Preferred Stock



InternMatch, Inc.  
Series A-1 Financing



Jordan Energy and Mining Limited  
\$6 million further funding round



MacarthurCook Funds Management Limited  
Responsible entity for MacarthurCook Property Securities Fund in fundraise



Madrona Venture Group  
Investment in Context Relevant, Inc.



MAYKOR  
Investment by an international consortium



Nektan Limited  
Fundraise for the acquisition of Mfuse Limited



Nuveen Investments, Inc.  
Multiple closed-end fund private placements



Onehub, Inc.  
Convertible promissory note

PANMURE GORDON & CO

FirstEnergy Capital  
Panmure Gordon & Co. FirstEnergy Capital LLP  
Private placement of Wentworth Resources Limited (OSE: WRL) (AIM: WRL)



PeaceHealth  
Purchase of Class B Membership Interests

 <p>PlaceFull Inc. Series A Preferred Stock</p>	 <p>Privlo, Inc. First outside financing round</p>	 <p>Prodea Systems, Inc. Private placement of Series G Convertible Preferred Stock</p>	 <p>Prodea Systems, Inc. Private placement of common stock</p>	 <p>QM Power, Inc. Second tranche of Series B Preferred Stock</p>
 <p>Rearden Commerce, Inc. Series of bridge financing rounds</p>	 <p>Resonant Systems, Inc. Series A-2 Preferred Stock</p>	 <p>Ridgmont Equity Partners Formation and capitalization of Pintail Oil &amp; Gas, LLC</p>	 <p>Roth Capital Partners LLC Placement agent in an offering by OCZ Technology Group, Inc. (NASDAQ CM: OCZ)</p>	 <p>SafeShot Technologies, Inc. Private placement of common stock</p>
 <p>Santen Pharmaceutical Co. Ltd. (Osaka: 4536) Investment in Series B offering by Clearside Biomedical, Inc.</p>	 <p>Southern Cross Explorations NL (ASX: SXX) Rights offering</p>	 <p>Tango Card, Inc. Series B Preferred Stock</p>	 <p>Tipp24 SE (XETRA: TIM) Capital increase under exclusion of shareholder subscription rights, private placement, and listing of the new shares on the Prime Standard of the Frankfurt Stock Exchange</p>	 <p>Triton Algae Innovations Series A Financing</p>
 <p>Two Rivers Water &amp; Farming Company Private placement of senior secured notes</p>	 <p>WaFangDian Bearing Corporation (Shenzhen: 200706) Acquisition of Kugel- und Rollenlagerwerk Leipzig GmbH</p>	 <p>Washington Research Foundation Multiple Investment Transactions</p>	 <p>Wonder Auto Technology, Inc. Going-private acquisition</p>	 <p>World Wrestling Entertainment, Inc. (NYSE: WWE) Preferred equity investment in Hero Ventures, LLC</p>

## Public Offerings, PIPEs, and Other Institutional Financings

 <p>Arch Coal, Inc. (NYSE: ACI) Registered exchange offer</p>	 <p>Aurora Parts &amp; Accessories LLC Leveraged Recapitalization</p>	 <p>Borex Inc. (TSX: BLX) U.S. debt refinancing</p>	 <p>Carolina Beverage Group, LLC (a portfolio company of SunTx Capital Partners) 10.625% senior secured notes due 2018</p>	 <p>Cenkos Securities plc (LSE: CNKS) \$75 million placing and IPO on AIM of Benchmark Holdings plc</p>
 <p>Cluff Natural Resources plc (AIM: CLNR) Subscription and private placement</p>	 <p>DARA BioSciences Inc. (NASDAQ: DARA) Registered direct offering of convertible preferred stock and warrants</p>	 <p>Electrical Geodesics (AIM: EGI) Admission to AIM</p>	 <p>Exact Sciences Corporation (NASDAQ: EXAS) Public offering of shares of common stock</p>	 <p>finncap Limited Nominated adviser and broker to Seeing Machines Limited (AIM: SEE) in relation to its subscription and private placement</p>

 <p>Hecla Mining Company (NYSE: HL) 6.875% senior notes due 2021</p>	 <p>Iveda Solutions (OTCBB: IVDA) 2013 Convertible Debenture Offering</p>	 <p>Lennar Corporation (NYSE: LEN) 4.125% senior notes due 2018; 4.750% senior notes due 2022</p>	 <p>Lotto24 AG (XETRA: LO24) Rights offering and listing of the new shares on the Prime Standard of the Frankfurt Stock Exchange</p>	 <p>Malabar Coal Limited (ASX: MBC) Initial public offering</p>
 <p>Maxim Group LLC At-the-market offering for RIT Technologies Inc. (NASDAQ: RITT)</p>	 <p>The McNair Group Investment in Riverstone Energy Limited (LSE: RSE)</p>	 <p>Nuveen Flexible Investment Income Fund (NYSE: JPW) Initial public offering</p>	 <p>Nuveen Intermediate Duration Quality Municipal Term Fund (NYSE: NIQ) Initial public offering</p>	 <p>Panmure Gordon &amp; Co plc (LSE: PMR) Nominated adviser to Kromek Group plc (AIM: KMK) in its admission to AIM</p>
 <p>Piper Jaffray &amp; Co. (NYSE: PJC) Underwriter for a public offering by S&amp;W Seed Company (NASDAQ: SANW)</p>	 <p>Piper Jaffray &amp; Co. (NYSE: PJC) Underwriter for offering of common stock and warrants of Mast Therapeutics, Inc. (NYSE MKT: MSTX)</p>	 <p>PPG Industries, Inc. (NYSE: PPG) Filing of a universal shelf registration statement</p>	 <p>RaH Energy S.r.l. Share capital increase</p>	 <p>Robinsons Retail Holdings Inc. (PSE: RRHI) Initial public offering</p>
 <p>Roth Capital Partners, LLC Various underwriter transactions GigOptix, Inc. (NYSE MKT: GIG) MoSys, Inc. (NASDAQ: MOSY) Pixelworks, Inc. (NASDAQ: PXLW)</p>	 <p>Sensor Medical Technology Follow-on financing</p>	 <p>Starcom plc (AIM: STAR) Initial public offering</p>	 <p>Traffic Technologies Limited (ASX: TTI) Dividend reinvestment plan</p>	 <p>Vmoto Limited (ASX: VMT) Private placement</p>
 <p>WaferGen Bio-systems, Inc. (WGBS: OTC US) Exchange transaction of convertible notes for common stock and follow-on offering</p>	 <p>Westhouse Securities Limited Nominated Adviser to Kleenair Systems International plc (AIM: KSI) in its reverse acquisition of Inspirit Energy Holdings plc (AIM: INSP)</p>	 <p>Westinghouse Air Brake Technologies Corporation (NYSE: WAB) 4.375% senior notes due 2023; Universal shelf registration</p>	 <p>WR Hambrecht &amp; Co., LLC Underwriter for the initial public offering of Truett-Hurst, Inc. (NASDAQ: THST)</p>	 <p>ZBB Energy Corporation (NYSE MKT: ZBB) Private placement of preferred stock and warrants</p>

## K&L GATES

K&L Gates comprises more than 2,000 lawyers globally who practice in fully integrated offices located on five continents. The firm represents leading multinational corporations, growth and middle-market companies, capital markets participants and entrepreneurs in every major industry group as well as public sector entities, educational institutions, philanthropic organizations and individuals. For more information about K&L Gates or its locations, practices and registrations, visit [klgates.com](http://klgates.com).

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