



K&L GATES

CORPORATE PRACTICE
2011 Transaction Highlights



Global legal counsel in more than 40 fully integrated offices on four continents.



United States

Anchorage, Austin, Boston, Charleston, Charlotte, Chicago, Dallas, Fort Worth, Harrisburg, Los Angeles, Miami, Newark, New York, Orange County, Palo Alto, Pittsburgh, Portland, Raleigh, Research Triangle Park, San Diego, San Francisco, Seattle, Spokane, Washington, D.C.

South America

São Paulo

Europe

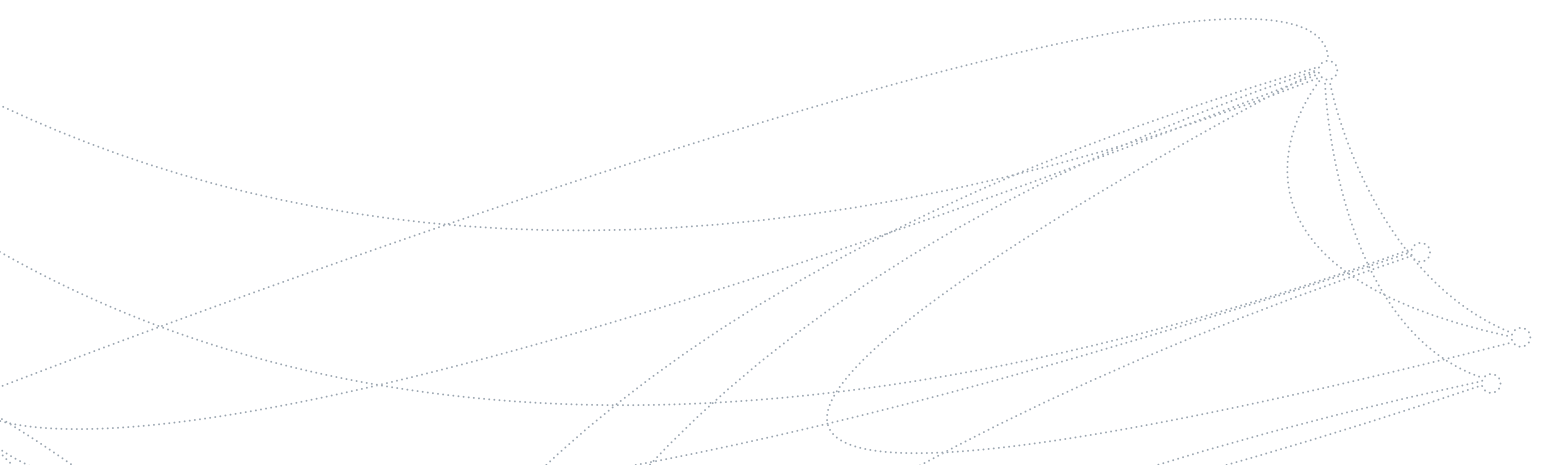
Berlin, Brussels, Frankfurt, London, Milan, Moscow, Paris, Warsaw

Middle East

Doha, Dubai

Asia

Beijing, Hong Kong, Shanghai, Singapore, Taipei, Tokyo





CORPORATE PRACTICE

2011 Transaction Highlights



K&L Gates has one of the legal industry's most substantial "full-market" corporate and transactional counseling practices providing corporate counsel to facilitate the structuring, financing, and successful completion of acquisitions, divestitures, mergers, joint ventures/strategic alliances and recapitalizations, and public and private debt and equity offerings. The firm's 500-lawyer team practices in more than 40 fully integrated offices across four continents, with a focus and dedication to the areas of corporate, M&A, securities, private equity, and venture capital.

Mergers & Acquisitions



ABeam Consulting Ltd.
Sale of entire issued share capital of
Catalyst Development Limited



ActiveState Software
Acquisition of Phenona



Advance America, Cash
Advance Centers, Inc.
Acquisition of Valued Services
business of CompuCredit



Allegheny Technologies
Incorporated
Acquisition of Ladish Co. Inc.



AmerisourceBergen
Specialty Group, Inc.
Acquisition of IntrisiQ Holdings, Inc.



AmerisourceBergen
Consulting Services, Inc.
Acquisition of Premier Source



Aptiv Solutions
Acquisition of outstanding membership
interests of SRA Global Clinical
Development LLC



Aptiv Solutions
Acquisition of Medical Device
Consultants, Inc.



ATG Stores
Acquisition by Lowe's Companies



BeamOne, LLC
Acquisition by Synergy Health PLC



Blue Point Capital Partners
Acquisition of Selmet, Inc.



Boise Paper Holdings, L.L.C.
Acquisition of Tharco Packaging, Inc.



Boise Paper Holdings, L.L.C.
Acquisition of Hexcomb packaging
business from Pregis Corporation



Boralex Inc.
Sale of U.S. wood-residue biomass
power stations to ReEnergy
Holdings, LLC



Bosque Disposal
Systems, LLC
Sale of certain assets to Waste
Management of Pennsylvania, Inc.



Capgemini SA
Acquisition of BI Consulting Group



Capgemini SA
Acquisition of order-to-cash receivables
management business



Capital Power Corporation
Acquisition of Bridgeport Energy LLC



Capital Power Corporation
Acquisition of Tiverton Power Inc. and
Rumford Power Inc.



CapitalSouth Partners Funds
Control acquisition of Tubular Textile
Machinery, Inc.



Cardiogenesis Corporation
Acquisition by CryoLife, Inc.



Carousel Capital Partners
Sale of Driven Brands, Inc. to
Harvest Partners, LP



Carrier Corporation
Sale of bus air conditioning assets



Carrier Corporation
Joint venture with Watsco, Inc.



Cascades Inc.
Sale of two boxboard facilities to
OpenGate Capital



Cascades Inc.
Sale of Dopaco Inc. to Reynolds Group
Holdings Limited



Copeley Capital
Sale of Roll-Rite Holdings



Corbis Corporation
Acquisition by GreenLight subsidiary of
Norm Marshall & Associates



Corbis Corporation
Acquisition of Splash News and
Picture Agency



Core Education and
Consulting Solutions
Acquisition of ITNMark Education
Limited



DGSE
Acquisition of outstanding securities of
Southern Bullion Trading, LLC



Duck Creek Technologies
Acquisition by Accenture Software



Elcoteq USA, Inc.
Acquisition of BroadTech, Inc.

 EMVI Holdings, LLC EMVI Holdings, LLC Acquisition of Emerging Vision, Inc.	 EVOFEM Evoform, Inc. Acquisition of Cosmederm Bioscience, Inc.	 FitchRatings Fitch Group Sale of Algorithmics Inc. subsidiary to IBM Corp.	 Flakeboard Flakeboard America Limited Sale of Louisiana particleboard plant	 4CS Service LifeCycle Management Solutions 4CS Sale to Parametric Technology Corporation
 Quorus Fridge Door, Inc. (d/b/a Quorus) Sale of assets to Amazon.com, Inc.	 Gold Metal Recyclers, Ltd. Joint venture with EMR USA Holdings LLC	 GROUPE LE DUFF Groupe Le Duff Acquisition by merger of Bruegger's Enterprises	 HEATHTECNA AIRCRAFT INTERIOR SOLUTIONS Heath Tecna, Inc. Acquisition by Zodiac Aerospace	 Tappin by GlobalScape HomePipe Networks Inc. (d/b/a Tappin) Acquisition by GlobalScape, Inc.
 htc quietly brilliant™ HTC Corporation Acquisition of 51% interest in Beats Electronics, LLC	 htc quietly brilliant™ HTC Corporation Acquisition of Dashwire, Inc.	 ITC GLOBAL NETWORKING SOLUTIONS ITC Global, Inc. Acquisition of satellite communications business of Broadpoint, LLC	 Iveda Solutions™ Iveda Solutions, Inc. Acquisition of MEGAsys	 KETTLE & CUISINE Kettle Cuisine, Inc. Merger with affiliates of Arlon Food and Agriculture Partners, LP and Rabobank
 Kindred Healthcare Kindred Healthcare, Inc. Acquisition of assets of CareSouth HHA Holdings, LLC	 LabCorp Laboratory Corporation of America Laboratory Corporation of America Holdings Multiple acquisitions and joint ventures	 LAC GROUP Library Associates, Inc. Acquisition of Chase Cost Management, Inc.	 LKQ OEM Recycled - Aftermarket by Keystone LKQ Corporation Acquisition of Euro Car Parts	 MERRILL GARDENS A one of a kind retirement community Merrill Gardens LLC Disposition of nine senior living facilities
 Baker Michael Baker Corporation Acquisition of RBF Consulting	 Microsoft Microsoft Corporation Sale of assets of Ciao	 Microsoft Microsoft Corporation Sale of certain assets of Amalga HIS	 NEWWAVE COMMUNICATIONS NewWave Communications Sale of Kentucky and Tennessee cable systems to Time Warner Cable	 OTIS Otis Elevator Co. Acquisition of Marshall Elevator
 clarisonic Pacific Bioscience Laboratories, Inc. Acquisition by L'Oreal USA	 PHILIPS Philips Holding USA Acquisition of AP-CTR Corp. (d/b/a AllParts Medical)	 <i>taste perfection</i> PRIMO Primo Water Corporation Acquisition of certain assets of Omnifrio Beverage Company, LLC	 PUBLIC CONSULTING GROUP Public Consulting Group, Inc. Acquisition of D2 Data Driven Software Corporation	 PYRAMID Healthcare Pyramid Healthcare Acquisition by Clearview Capital
 REARDEN commerce™ Rearden Commerce, Inc. Acquisition of Demand Chain, Inc.	 renren.com Renren, Inc. Acquisition of 56.com	 Ridgemont EQUITY PARTNERS Ridgemont Equity Partners Acquisition of Aurora Parts & Accessories LLC	 RIVERLAKE PARTNERS Riverlake Partners Acquisition of controlling interest of Omega Morgan, Inc.	 SABEY Data Centers Sabey Data Center Properties LLC Formation of Intergates.Manhattan LLC joint venture



Screen Subtitling
Systems Limited
Acquisition of entire issued share
capital of SysMedia Limited



Silurian Hallwood plc
Joint venture with Petrolinvest S.A.



Skanska USA Civil Inc.
Acquisition of Industrial
Contractors, Inc.



Strom Products Ltd.
Sale of No Yolks and Wacky Mac
brands to New World Pasta



STMicroelectronics
Acquisition of certain assets of
Arkados Group



Tea Forté, Inc.
Sale to Sara Lee Corporation



The Phillips Companies
Acquisition by
Exxon Mobil Corporation



T.W. Phillips Gas
and Oil Co.
Acquisition by SteelRiver Infrastructure
Fund North America



VTG Aktiengesellschaft
Acquisition of Railcraft group
of companies



Washington Family Interests
Formation of Greater China Intermodal
Investments with Seaspac Corporation
and The Carlyle Group

Public Offerings, PIPEs, and Other Institutional Financings



Allegheny Technologies
Incorporated
5.95% senior notes



Amherst Securities Group
Fannie Mae and Fannie Mae
mortgage-backed securities offering



Annaly Capital
Management, Inc.
Follow-on public offerings



Aurcana Corporation
Rule 144A private placement



Chimera Investment
Corporation
At-the-market equity distribution



China Auto Logistics Inc.
Common stock PIPE



China Vehicle Components
Technology Holdings Limited
Initial public offering



Crexus Investment Corp.
Common stock offering



Duquesne Light
Holdings, Inc.
Senior notes Rule 144A offering



Exact Sciences Corporation
Public offering of stock



Guodian Technology
& Environment Group
Corporation Limited
Initial public offering



Iveda Solutions
PIPE transaction



Leerink Swann LLC
Private placement of common stock
and warrants of NeurogesX, Inc.



Legend Strategy
International Holdings
Group Limited
Initial public offering – acted
for the underwriters



Lennar Corporation
Convertible debt offering



Liberum Capital
Placing and admission to AIM of
Waterlogic PLC



MFA Financial, Inc.
Rule 144A mortgage-backed securities
and follow-on public offering



Primo Water Corporation
Follow-on public offering



Residential Credit
Solutions Inc.
Rule 144A offering



ROTH Capital Partners
As underwriter of shelf registration
takedown of PixelWorks, Inc.



Technovator
International Limited
Initial public offering – acted
for the underwriters



Tri-Valley Corporation
PIPE transaction



ZBB Energy Corporation
Registered direct offerings

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



AmerisourceBergen
Specialty Group, Inc.
Equity investment in Novologix, Inc.



Blackford Capital
Leveraged buyout of Key Health Group
and mezzanine financing



CapitalSouth Partners
Subordinated debt and equity
investment in the leveraged buyout of
Terrapin Recycling, LLC



Carousel Capital Partners
Partnered with the management
of Hepaco, LLC in a majority
recapitalization



Concordia Coffee
Systems, Inc.
Series C Preferred Stock



Dell, Inc.
Investment in SeaMicro, Inc.



Dell, Inc.
Investment in ePals, Inc.



Epiomed Therapeutics
Series A Preferred Stock



Essex Woodlands
Health Ventures
Convertible notes and warrant financing
of ReVance Therapeutics, Inc.



GoNano Technologies, Inc.
Series A Preferred Stock



Halliburton Energy
Services, Inc.
Investment in Shamrock Abandonment
Solutions, LLC



JeNu Biosciences Inc.
Series A Preferred Stock



Kinetic Technologies
Series B Preferred Stock



L4 (d/b/a Splat Interactive)
Seed financing



New Enterprise Associates
Investment in ACADIA
Pharmaceuticals Inc.



NewWave Communications
Purchase of stock of Avenue
Broadband Holdings, Inc.
and subsidiaries



Powerit Solutions
Series B Preferred Stock



Rally Capital LLC
Series A Preferred Stock of
Geopass, Inc. (d/b/a Pirq)



ReadyForZero Inc.
Series A Preferred Stock



Rearden Commerce, Inc.
Series I-1 Preferred Stock



Resonant Systems, Inc.
Series A Preferred Stock



RF Surgical Systems, Inc.
Series B Preferred Stock



Richmond I, LLC and
Uhuru Capital, LLC
Series G Preferred Stock of
Obopay, Inc.



Ridgemont Equity Partners
Investments in Gallus
BioPharmaceuticals, LLC and
Indigo Minerals II LLC



The Rising Beverage
Company
Convertible note financing



Sahale Snacks, Inc.
Series D Preferred Stock



Scout Partners LLC
Investment in International
Planning Group, Ltd.



ServiceMax, Inc.
Series C Preferred Stock



SocialVibe
Series D Preferred Stock



SpectraRep LLC
Series A preferred unit financing



Stelac Capital Partners, LLC
Series B-1 Preferred Stock and
Warrants of EyeLock, Inc.



YOU On Demand
Holdings, Inc.
Private placement



For more information on the Corporate Practice 2011 Transaction Highlights, please contact:

Christopher M. Carletti
+1.206.370.8314
chris.carletti@klgates.com

D. Mark McMillan
+1.312.807.4383
mark.mcmillan@klgates.com

Martin Lane
+44.20.7360.8117
martin.lane@klgates.com

Robert P. Zinn
+1.212.536.4887
+1.412.355.8687
robert.zinn@klgates.com

K&L GATES

Anchorage Austin Beijing Berlin Boston Brussels Charleston Charlotte Chicago Dallas Doha Dubai Fort Worth Frankfurt Harrisburg Hong Kong London Los Angeles Miami Milan Moscow Newark New York Orange County Palo Alto Paris Pittsburgh Portland Raleigh Research Triangle Park San Diego San Francisco São Paulo Seattle Shanghai Singapore Spokane Taipei Tokyo Warsaw Washington, D.C.

K&L Gates includes lawyers practicing out of more than 40 fully integrated offices located in North America, Europe, Asia, South America, and the Middle East, and represents numerous GLOBAL 500, FORTUNE 100, and FTSE 100 corporations, in addition to growth and middle market companies, entrepreneurs, capital market participants and public sector entities. For more information about K&L Gates or its locations and registrations, visit www.klgates.com.

This publication is for informational purposes and does not contain or convey legal advice. The information herein should not be used or relied upon in regard to any particular facts or circumstances without first consulting a lawyer.

©2012 K&L Gates LLP. All Rights Reserved.