

## Summary Transaction List

ACQUIROR (PARENT) / TARGET (SUBSIDIARY)	YEAR	TECHNIQUE	SIZE (MM)	COMMENTS
• <b>Authentication Metrics</b> / Cisco	2009	• Management carveout	Undisc	Carveout of certain Cisco Ironport technologies.
• <b>Circadiant</b> / JDSU	2008	• Private company sell-side	Undisc	Sale of venture backed Test & Measurement company.
• Embarcadero Technologies (TCB) / <b>Borland (CodeGear)</b>	2008	• Divestiture for cash	\$30	Divestiture of Borland's CodeGear division (Turbo Pascal, Delphi, Interbase) in an auction process.
• <b>ThromboVision</b>	2007	• Private placement of equity	Undisc	First institutional financing round for anti-platelet therapy company based in Houston.
• <b>FCI SA</b> / Various targets	2006-9	• Acquisition program	\$25-\$750	Acquisition program for Versailles, France based multi-national electrical connector company.
• <b>Free Conference</b> / American Capital	2006	• Private company sell-side	Undisc	Sale of closely held mid-Western telecommunications services company.
• <b>Authenticlick</b>	2006	• Private placement of equity	Undisc	First institutional financing round for California-based provider of online advertising anti-fraud technology.
• <b>Zeiss</b> / FEI Company	2005-6	• Cross-border private/public deal	\$800E	Acquisition by subsidiary of a German conglomerate of a US public company, including securing substantial external financing. Terminated.
• <b>ADIC</b> / Overland	2005	• Unsolicited offer for Overland, a public company	\$125	Unsolicited offer for Overland, including acquisition of significant stake in target.
• <b>Mattson Inc.</b>	2005	• Poison pill	NM	Takeover defense review; installation of rights plan.
• <b>Finisar</b> / Infineon Fiber Optics business	2005	• Acquisition of subsidiary for stock	\$275/\$110/\$50	Acquisition of subsidiaries and assets of the fiber optics division. Renegotiated twice over 9 months.
• <b>Rambus</b>	2005	• Convertible offering	\$300	Co-manager of 0% coupon/0% yield.
• Verisign / <b>Jamba</b>	2004	• Private company sell-side	\$275	Sale of German new-media start-up with Summit Partners as lead investor.
• <b>Newport</b> / Spectraphysix	2004	• Acquisition for cash, note & equity	\$300	Carveout of SpectraPhysics assets from ThermoElectron.
• Synopsys / <b>Accelerant</b>	2004	• Private company sell-side	\$25	Sale of Mohr Davidow / Worldview / Goldman startup.

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• RSI / <b>Research Scientists</b>	2003	• Corporate sale	\$100E	Private-private transaction in the healthcare contract research space. Dual track M&A/private placement.
• BlackPearl / <b>Avinon</b>	2003	• Corporate sale / bankruptcy	NM	Private-private transaction in the business process management space. Microsoft, Partech and Weiss Peck & Greer are the investors in this web services company.
• <b>Clickability</b>	2002	• Fundraising advisory	\$10	Convergence Partners is the lead investor in this content management software company.
• <b>Rambus (MV \$5Bn)</b>	2001	• Shareholder rights plan	NM	Plan renewal.
• <b>Adaptec (MV \$2Bn) / Roxio</b>	2001	• One-step spin-off • Restructuring study	\$200	The Roxio PC software subsidiary was separated from the parent and spun off pursuant to a restructuring study.
• SonicBlue / <b>ReplayTV (Kleiner Perkins)</b>	2001	• Private/public 3(a)10 stock merger • Bridge loan; dissident shareholders	\$125	Sale of distressed Kleiner Perkins asset included arrangement of a bridge loan. Auction process involving potential suitors from numerous industry sectors.
• Thrupoint / <b>Netigy (Benchmark Capital)</b>	2001	• Sale of assets for cash • Restructuring assistance	NM	Auction process involving potential suitors from numerous industry sectors.
• <b>Xilinx (MV \$25Bn) / Rocketchips</b>	2000	• Public/private merger for S-3 stock • Fairness opinion	\$300	Acquisition of communications design firm.
• <b>Broadbase (MV \$2Bn) / Servicesoft</b>	2000	• Public/private transaction for S-4 stock • Co-advisory on buy-side	\$650	Acquisition of a private company for approximately 35% interest in the pro forma entity.
• <b>OpenTV / Spyglass</b>	2000	• Public/public Revlon stock merger • "IPO of Newco"	\$2,500	Transaction to build a stronger cable set-top software company.
• <b>Infoseek / Disney Internet Group</b>	1999	• Tracking stock merger • Highly complicated valuation issues and unwinding of prior relationships; • "IPO of Newco"	\$2,000	Follow-up to original minority investment.
• <b>Cisco / IBM</b>	1999	• Product and service agreement	NA	Arrangement trading a VAR relationship for planned obsolescence of certain IBM network equipment.
• <b>@Home Networks / Excite</b>	1999	• Public/public Revlon stock merger • "IPO of Newco"	\$6,700	Attempt by @home to add content and ad revenues to access and subscription revenues, respectively.

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• <b>Infoseek</b>	1999	• Shareholder rights plan	NM	Plan installation.
• <b>Computer Sciences (MV \$10Bn) / CSA Holdings</b>	1999	• Cross-border acquisition for cash • Tender offer on Singapore exchange for closely held target	\$100	Expansion of CSC presence in Asia via this Singapore-based acquisition.
• <b>AST Research / Chromatic Research</b>	1999	• Corporate sale for cash • Significant retention issues	\$85	Sale of distressed asset. Merrill, Benchmark and Kleiner Perkins were among the investors.
• <b>DST / USCS</b>	1998	• Public/public stock merger • Closely-held acquiror and target • Acquiror being spun-off during course of transaction	\$800	Combination of USCS, a cable TV billing systems company, and DST, a mutual fund systems company.
• <b>Disney / Infoseek</b>	1998	• Purchase of minority stake • Warrants; standstill agreements; advertising consideration; two JVs • Complex governance arrangement	\$900	Attempt by Disney to secure internet distribution for its content.
• <b>Raytheon / Triquint Semiconductor</b>	1997	• Cash divestiture pursuant to antitrust decree	\$100	Sale of semiconductor subsidiary in an auction process.
• <b>Verio</b>	1997	• IPO	\$100	Co-manager on this SOHO ISP.
• <b>Boeing / McDonnell Douglas</b>	1996	• Public/public stock merger • Anti-trust issues • Pooling cure	\$15,000	Transaction to build premiere airframe company with \$50Bn of revenues.
• <b>Boeing / Rockwell Aerospace &amp; Defense</b>	1996	• Morris Trust • Pension plan issues; Debt Tender	\$3,000	Included space shuttle and GPS business.
• <b>Malaysia Pacific / National Semi Lead Frame Business</b>	1996	• Cross-border cash acquisition • Environmental, IP, transitional issues	\$70	MPIB, a unit of a Malaysian public company, purchased an integrated circuit packaging business
• <b>IBM / Lotus</b>	1995	• Unsolicited cash tender • Crown jewel lock-up	\$3,300	Transaction rationale was to acquire Lotus Notes and create associated services sell-through.
• <b>Northern Telecom / Micom</b>	1995	• Cash tender offer	\$150	Transaction rationale was the acquisition of distribution channels to low-end customers.

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• <b>Mattel</b> / Hasbro	1995	• Hostile stock swap; terminated	\$2,000	Attempted hostile acquisition of the two largest US toy manufacturers.
• <b>Kawasaki Steel</b> / MEMC	1994	• Divestiture for cash	ND	Sale of Kawasaki's US semiconductor activities.
• <b>KKR</b> / <b>Alden Press</b>	1994	• Sale of public company for cash	\$300	Addition of a color printing business to KIII communications, mainly for advertising insert business.
• Various acquirors / 4 <b>Dynatech</b> subsidiaries	1992-3	• Divestitures for cash/MBOs	\$5 - \$30	Divestiture of four non-core subsidiaries as part of an asset pruning program. Company eventually.
• <b>IBJ Schroeder (ESI Securities)</b> / Mgmt	1992	• Leveraged MBO • Senior, sub, equity syndication	\$50	A leveraged transaction of ESI, a small-order institutional agency broker.
• <b>Digital Equipment Corporation</b> / Olivetti	1992	• Minority investment	\$300	Cash investment in exchange for an approximately 10% equity stake and a European distribution relationship.
• <b>Lotus</b> / Samna	1991	• Cash tender offer	\$75	Lotus acquired a word-processor company.
• Investor Group / G&H unit of <b>Penn Central</b>	1991	• Divestiture for cash	\$20	\$20MM sale to an investor group. First in a number of transactions executed by CSFB for Penn Central.