

The Rise of Latham & Watkins



Charles Nathan

IN 2006, LATHAM & WATKINS CAME in fifth in the U.S. for deal value in Thompson Financial's league tables and took second place for the number of deals. "Seven years before that," says the firm's Charles Nathan, global co-chair of the firm's Mergers and Acquisitions Group, "we weren't even in the top twenty." Latham also came in fourth place for worldwide announced deals with \$470.103 million worth of transactions, and sixth place for worldwide completed deals worth \$364.051 million.

What is behind the rise of Latham & Watkins in the world of M&A?

"If you look back to the late nineties," Mr. Nathan says, "Latham was not well-recognized as an M&A firm. We had no persona in M&A. We were a very large firm then and we did a lot of deals, but we were under the radar screen. This was partly due to our own lack of making sure our deals were submitted to the league tables, partly because nobody was focusing on how large and vibrant our practice had grown, and partly because we didn't have a strong M&A presence in New York."

Things began to change, Mr. Nathan says, when Mark Gerstein, who recently represented the Special Transaction Committee of CBOT Holdings, Inc. in the merger of Chicago Mercantile Exchange Holdings Inc. and CBOT Holdings, Inc., joined Latham & Watkins in the late nineties in Chicago as a young lateral partner from Katten Muchin. "He quickly became a guiding spirit in our M&A practice. As co-chair of our M&A practice group, he focused on pulling together our national M&A practice, giving it cohesion, creating some glue. The next step came when I joined the firm in 2001 and joined Mark as an M&A co-chair. I was able to do similar work in New York, pulling it all together and giving it more focus. We've had a great deal of success—not just by better counting what we do, but also by gaining new clients, and upgrading the effort in public M&A and private equity practice. If you look at the league tables in the early 2000s, we begin to emerge. We moved from twenty-first place to the low teens and then into the top ten in

terms of deal value."

Mr. Nathan sees the U.S. market as crucial. "This is a big part of our global position," he says, and it is the Achilles' heel of some of the firm's main competitors. "The magic circle—as they dub themselves—Allen & Overy, Freshfields, Linklaters, Clifford Chance and Slaughters—have very high European M&A rankings and global rankings, but none has a meaningful M&A presence in the U.S.," Mr. Nathan says. Slaughter & May, he notes, has no offices abroad.

Similarly, in the U.S., Mr. Nathan says that his firm has a much larger footprint than its domestic rivals. "Unlike all the other major M&A firms," he says, "we have true national representation. We're in northern California, Silicon Valley and San Francisco, and in Los Angeles. We dominate Orange County M&A, which is home to a huge number of large companies. We're the leading M&A firm in San Diego. Then, we have Chicago and a very large practice in New York. That is our single largest M&A practice, with fifteen partners in New York. Seven years ago, we did virtually no public M&A work in New York—we built all this since 2000. In D.C., we do work for Carlyle and we do public company work. We've come from nowhere to be one of the top five M&A firms in the country."

And then there is Europe. "In 2001," Mr. Nathan recalls, "we began expanding rapidly overseas using our business model of lots of offices with strong practices. You harness the offices and give them all common cause, and you apply farsighted global leadership. It's all done collegially. No one gives or takes orders. Each partner operates with autonomy."

In 2004, Thomas Forschbach, one of the leading M&A lawyers in France, joined Latham after beginning his career with Jeantet & Associés, later working for Freshfields and joining Ashurst's Paris office in 1991. He is now the third co-head of global M&A at Latham. "The three of us have focused on building our European M&A practice," says Mr. Nathan. "We have full service legal practices in the three major legal markets in Europe with over 130 lawyers in London,



Mark Gerstein



Thomas Forschbach

over 100 lawyers in Paris, where the main corporate practice is M&A, and over 120 lawyers in Germany—Hamburg, Frankfurt, Munich, all with strong M&A practices. We have an office in Brussels where we do European and worldwide antitrust work. We have new offices in Madrid and Barcelona. In London, we house strong Scandinavian and Italian M&A practices and in Asia we have a leading M&A position in Singapore as well as good M&A offices in Hong Kong, Shanghai and Tokyo.”

Last year, Latham represented Bayer AG when it successfully rode in as a white knight and carried off Schering, halting Merck’s efforts at a hostile takeover. “We helped Bayer fend off a last-minute challenge from Merck, which tried to buy a blocking position,” Mr. Nathan recalls. “We secured two novel SEC no-action positions that were instrumental in Bayer’s victory. We also represented Banca Intesa in its merger with Sanpaolo IMI, which created the Italy’s largest bank. And we represented Autostrade, the Italian toll road manager, when it was acquired by

Abertis Infraestructuras. We represented Carlyle in its €2.5 billion sale of its interest in Avio, the Italian aerospace firm, to Cinven, the U.K.-based private equity group. There have been many critical European deals.” (See “A Sampling”, below.)

Surveying his competition, Mr. Nathan sees Sullivan & Cromwell and Simpson Thacher & Bartlett with strong offices in London but with limited practices. He sees Cleary, “which pioneered European offices in the 1940s and, though much smaller than we are, has tremendous capability in Europe. He sees Gibson, Dunn, “which has some international offices but they tend to be boutiques.”

The typical business model of the competition, Mr. Nathan says, is a U.S.-centric or New York-centric law firm with branch offices in Europe and the Far East but no full service capabilities outside the U.S. But Latham, he maintains, is a true full service international firm. “Back in the 1980s, Latham was a California firm based in Los Angeles with a couple of offices. Now, we’re a truly global practice with 1,900 lawyers around the world.”

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Mergers and Acquisitions

A Sampling of Announced Deals: 2006

Client	Description	Amount
Lehman Brothers, Inc.	Acquisition by AT&T of BellSouth, a telecommunications company. Latham is representing Lehman Brothers as financial advisor to AT&T.	\$89,000,000,000
Banca Intesa S.P.A.	Merger of Banca Intesa in its merger with Sanpaolo IMI creating Italy’s largest bank.	€29,600,000,000
Harrah’s Entertainment, Inc.	Unsolicited leveraged buyout offer by Apollo Management and Texas Pacific Group to acquire Harrah’s Entertainment, Inc., the world’s largest casino company. The deal is one of the largest LBOs in US corporate history.	\$27,800,000,000
Special Committee of CBOT, Inc.	Merger between Chicago Mercantile Exchange Holdings Inc. and CBOT Holdings, Inc. to create the most extensive and diverse global derivatives exchange. Latham advised The Special Committee to CBOT Holdings.	\$25,000,000,000
*Autostrade S.p.A.	Proposed merger of Autostrade S.p.A., one of Europe’s largest toll road contractor and manager, with Abertis Infraestructuras SA.	€23,000,000,000
The Carlyle Group	Acquisition by The Carlyle Group of Kinder Morgan, an energy transportation, storage and distribution company.	\$22,000,000,000
Bayer AG	Bayer AG’s friendly tender offer for Schering AG, creating one of world’s top ten providers of pharmaceutical specialty products. With this “white knight” bid, Bayer brought an end to the Merck/Schering hostile takeover battle.	€16,900,000,000
UBS Investment Bank	Cemex’s S.A.B. de C.V. proposed takeover offer for Rinker Group Ltd., the Australian building materials company. Latham is representing UBS as financial advisor to Rinker Group.	\$13,000,000,000

Mergers and Acquisitions

A Sampling of Announced Deals: 2006 (continued)

Client	Description	Amount
VNU Acquisition Consortium	Acquisition of VNU NV, a global information and media company, by a consortium of six private equity firms including AlInvest Partners N.V., The Blackstone Group L.P., The Carlyle Group, Hellman & Friedman LLC, Kohlberg Kravis Roberts & Co. L.P. and Thomas H. Lee Partners, L.P.	\$12,000,000,000
Kohlberg Kravis Roberts & Co.	Acquisition by Kohlberg Kravis Robert & Co. (KKR) of Biomet, Inc., a manufacturer of joint replacement systems.	\$10,900,000,000
Citibank Global Markets Inc.	Acquisition by BlackRock of Merrill Lynch's investment management business in exchange for BlackRock stock. Latham represented Citigroup Global Markets Inc., financial advisor to BlackRock.	\$9,800,000,000
Deutsche Bank Securities Inc.	Acquisition by Fertitta Colony Partners of Station Casinos, a gaming and entertainment company that owns and operates several hotel and casino properties throughout Las Vegas. Latham advised Deutsche Bank as financial advisor to Fertitta Colony Partners.	\$8,000,000,000
Citigroup Corporate and Investment Banking Goldman Sachs	Acquisition by PNC Financial Services Group of Mercantile Bankshares Corporation. Latham represented Citigroup Corporate and Investment Banking and Goldman, Sachs & Co. as financial advisors to PNC.	\$6,000,000,000
Advanced Micro Devices, Inc.	Acquisition by Advanced Micro Devices, Inc. (AMD) of ATI Technologies (ATI), a producer of microprocessors.	\$5,400,000,000
Health Care Property Investors, Inc.	Acquisition by Health Care Property Investors of CNL Retirement Properties, a real estate investment trust (REIT).	\$5,200,000,000
Sabre Holdings Corporation	Acquisition of Sabre Holdings Corp., a travel distribution and technology firm, by Silver Lake Partners and Texas Pacific Group.	\$5,000,000,000
Axa Private Equity	Acquisition by Axa Private Equity, along with Texas Pacific Group, of Telediffusion de France (TDF), the largest owner of broadcast and telecommunications infrastructure in continental Europe.	€4,900,000,000
Nycomed	Acquisition by Nycomed of ALTANA Pharma AG, the pharmaceutical business of German-based pharmaceuticals and chemicals group, ALTANA AG.	€4,215,000,000
Goldman Sachs & Co.	Acquisition of Agere Systems, a manufacturer of semiconductors and software solutions for storage, mobility, and networking markets, by LSI Logic Corporation. Latham represented Goldman Sachs as financial advisor to Agere Systems.	\$4,000,000,000
Pan Pacific Retail Properties, Inc.	Acquisition of Pan Pacific Retail Properties, Inc., an equity real estate investment trust (REIT), by Kimco Realty Corporation.	\$4,000,000,000
UBS AG	Sale by GE Advanced Materials (Silicones & Quartz), a high-technology materials solutions company, to Apollo Management, L.P. Latham represented UBS as financial advisor to GE.	\$3,800,000,000
The Tokyo Electric Power Company, Incorporated (TEPCO) Marubeni Corporation	Acquisition by The Tokyo Electric Power Company Incorporated and Marubeni Corporation consortium of Mirant Asia-Pacific Limited, which is the largest independent power producer in the Philippines. The deal is the largest energy M&A transaction in Asia.	\$3,400,000,000

Client	Description	Amount
Eton Park Capital Management	Advising Eton Park in the acquisition of Prisma Energy International Inc., a holding company for Enron's portfolio of international generation, gas pipeline and energy distribution assets scattered across Latin America, Europe and Asia.	\$2,900,000,000
Carlyle France	Sale by The Carlyle Group of its stake in Avio, an aerospace company, to Cinven.	€2,570,000,000
ICOS Corporation	Acquisition of ICOS Corporation, a healthcare company, by Eli Lilly and Company.	\$2,300,000,000
LM Ericsson	Acquisition by LM Ericsson of Redback Networks, Inc., a provider of multi-service edge routing for broadband networks.	\$2,100,000,000
Watson Pharmaceuticals, Inc.	Acquisition by Watson Pharmaceuticals, Inc. of Andrx Corporation, a public pharmaceutical company which manufactures generic drugs.	\$1,900,000,000
The Carlyle Group	Sale by The Carlyle Group of Rexnord Corporation, a manufacturer of highly engineered precision motion technology products and wholly owned subsidiary of RBS Global, Inc., to Apollo Management L.P.	\$1,825,000,000
FileNet Corp.	Acquisition of FileNet, a software company, by IBM.	\$1,600,000,000
LS Power Equity Partners, L.P.	Acquisition by LS Power of Duke Energy's DENA Power Generation Assets. The DENA assets include approximately 6,200 megawatts of power generation, located in the western and northeast United States.	\$1,600,000,000
United Components, Inc. The Carlyle Group	Purchase by United Component Inc., a portfolio company of The Carlyle Group, of ACAS Acquisitions (ASC) Inc. from America Capital Strategies	\$1,587,000,000
Jefferies & Company, Inc.	Acquisition by First Avenue Networks Inc., a provider of fixed wireless transport services, of FiberTower Corporation, a provider of wireless backhaul. Latham represented Jefferies & Company, Inc., which delivered a fairness opinion to the board of directors of First Avenue Networks.	\$1,500,000,000
Carlyle Europe Partners II LP	Acquisition by Carlyle European Partners II, of H.C. Stark, a chemical production company, with joint bidder Advent International.	€1,400,000,000
Spectrum Equity Investors LP	Sale by Spectrum Equity Investors of Eutelsat Communications SA, the leading European satellite provider, to Abertis Infraestructuras SA.	\$1,400,000,000
Goldman Sachs	Acquisition by Broadwing Corp. a competitive technology company, by Level 3 Communications, Inc. Latham represented Goldman, Sachs & Co. which provided a fairness opinion to Broadwing in connection with the transaction.	\$1,400,000,000
Apollo Management LP	Acquisition by Apollo of International Paper's catalog and magazine papers business.	\$1,400,000,000
Energy Capital Partners	Acquisition by Energy Capital Partners of Northeast Utilities' competitive generation business in Connecticut and Massachusetts. The sale includes 15 hydro-electric generating plants at 14 sites, with a total output of 1,442 megawatts.	\$1,340,000,000
The Carlyle Group	Acquisition by The Carlyle Group and Providence Equity Partners Inc. of Open Solutions Inc., a software and financial services company.	\$1,300,000,000

Mergers and Acquisitions

A Sampling of Announced Deals: 2006 (continued)

Client	Description	Amount
COMSTAR United Telesystems	Acquisition by Comstar of a blocking stake 25% plus one share in Telecommunication Investment Joint Stock Company (Svyazinvest) from Mustcom Limited.	\$1,300,000,000
UBS Securities LLC	Acquisition by Baldor Electric Company of the Reliance Electric Company and certain of its affiliated companies (the "Power Systems business") of Rockwell Automation, Inc. Latham represented UBS Securities who provided a fairness opinion to Baldor.	\$1,250,000,000
The Goldman Sachs Group, Inc.	Sale by The Goldman Sachs Group, Inc. of East Coast Power LLC, a natural gas cogeneration facility, to General Electric Capital Corporation.	\$1,175,000,000
Deutsche Bank M&A	Acquisition by Western Refining Inc., of Giant Industries, Inc., an oil and gas refining, marketing and distribution company. Latham represented Deutsche Bank as financial advisor to Giant Industries.	\$1,127,227,024
Goldman Sachs & Co.	Acquisition by Merck & Co., Inc. of Sirna Therapeutics, Inc. Latham represented Sirna's financial advisor, Goldman Sachs.	\$1,100,000,000
Avenue Capital Group	Refinancing of Impress Holdings BV and its subsidiary through the formation of a Dutch Co-op, Impress Cooperatieve U.A. The group was restructured so that existing and new investors acquired a holding in Impress Holdings BV via Impress Cooperatieve U.A. Latham advised one of the majority existing investors, Avenue Capital, a New York based fund.	€1,000,000,000
Avenue Capital Group	Acquisition by Avenue Capital of Impress Coöperatieve U.A., a metal packaging company.	€1,000,000,000
Intermediate Capital Group Ltd. (ICG)	Sale by Intermediate Capital Group and 3i of Keolis, the largest private sector transport group in France, to Deutsche Bank.	€1,000,000,000
Highbridge Capital Management, LLC JP Morgan Partners	Joint Venture between Highbridge Capital and JPMorgan Chase with Louis Dreyfus, a privately owned global commodities investment firm. The new joint venture company will trade and own energy products and assets.	\$1,000,000,000
Merrill Lynch & Co.	Acquisition of Stewart & Stevenson Services Inc., a manufacturer of military vehicles, by Armor Holdings, Inc. Latham was financial advisor to Merrill Lynch & Co., financial advisor to Stewart & Stevenson.	\$1,000,000,000
Oriental Trading Company	Acquisition of the Oriental Trading Company, a mail order catalog party supply company, by The Carlyle Group.	\$1,000,000,000
Rockefeller Group International	Sale by the Rockefeller Group of Cushman & Wakefield, a real estate solutions company, to IFIL Group.	\$975,000,000
Morgan Stanley West Coast Financial Advisory	Acquisition by General William Lyon of the remaining shares of William Lyon Homes, a home building company. Latham represented Morgan Stanley as financial advisor to the Special Committee of William Lyon.	\$866,000,000
Merrill Lynch & Co.	Acquisition by Angiotech Pharmaceuticals, Inc., of American Medical Instrument Holdings Inc., a manufacturer of medical instruments. Latham represented Merrill Lynch, as financial advisor to Angiotech.	\$785,000,000
Merrill Lynch & Co., Inc.	Acquisition by Quantum Corporation of Advanced Digital Information Corporation, a software solutions company. Latham represented Merrill Lynch as financial advisor to Quantum.	\$770,000,000

Client	Description	Amount
Leonard Green & Partners, L.P.	Acquisition by Leonard Green & Partners of David's Bridal, a retailer of wedding gowns, dresses, and accessories, from Federated Department Stores, Inc.	\$750,000,000
Kyphon, Inc.	Acquisition by Kyphon Inc., of St. Francis Medical Technologies, Inc. a company engaged in the discovery, development and marketing of novel treatments for degenerative spinal disorders.	\$725,000,000
Plexxikon, Inc.	Financing a global collaboration to research, develop, and commercialize V600E B-Raf kinase inhibitors for the treatment of cancer.	\$706,000,000
Goldman Sachs & Co.	Acquisition of Connetics Corporation, a pharmaceutical company, by Stiefel Laboratories. Latham represented Goldman Sachs as financial advisor to Connetics.	\$640,000,000
Goldman Sachs & Co.	Acquisition of Eddie Bauer Holdings, Inc. by Sun Capital Partners and Golden Gate Capital. Latham represented Goldman Sachs as financial advisor to the Eddie Bauer.	\$614,000,000
Merrill Lynch & Co.	Acquisition by Illumina of Solexa Inc., a biotechnology company. Latham represented Merrill Lynch as financial advisor to Illumina.	\$600,000,000
Odyssey Investment Partners LLC	Acquisition of Odyssey Investment Partners, a middle-market private equity investment firm, by DLJ Merchant Banking Partners.	\$583,000,000
Grotech Capital Group Inc. Sagitarrius Brands	Acquisition by Grotech Capital of Del Taco, the second largest Mexican quick-service restaurant chain.	\$575,100,000
Carlyle Japan Partners II	Acquisition by Carlyle Japan Partners II, in its acquisition of Toshiba Ceramics Co., a producer of ceramic materials.	\$506,000,000
Bridgepoint Capital	Acquisition by Bridgepoint of Alain Afflelou, a French listed optician chain, from Alain Afflelou and Apax Partners.	€500,000,000
Bear Stearns & Co. Inc.	Sale by Cambrex Corporation of the businesses that comprise its Bioproducts and Biopharma segments to Lonza Group Limited. Latham represented Bear Stearns as financial advisor to Cambrex Corporation.	\$460,000,000
Deutsche Bank M&A	Acquisition of Cadmus Communications Corporation, a commercial printing company, by Cenvéo Inc. Latham represented Deutsche Bank Securities as financial advisor Cadmus.	\$430,000,000
Jefferies & Company, Inc.	Acquisition of Riviera Holdings Corporation by a group of private developers. Latham represented Jefferies & Company as financial advisor to Riviera Holdings.	\$426,500,000
Ace Cash Express, Inc.	Acquisition of Ace Cash Express, a check cashing and coin conversion company, by JLL Partners.	\$425,000,000
UBS Investment Bank	Acquisition by JLL Partners Fund and Warburg Pincus of significant interests in Builders FirstSource, a supplier of materials and manufactured components to professional builders. Latham represented UBS as financial advisor to JLL Partners Fund.	\$398,017,369

Mergers and Acquisitions

A Sampling of Announced Deals: 2006 (continued)

Client	Description	Amount
The Carlyle Group	Acquisition by Coast Acquisition Corporation, company owned by The Carlyle Group, of Water Pik Technologies, Inc. a manufacturer of shower-heads and various pool products.	\$380,000,000
*UBS Securities LLC	Acquisition of Excel Technology Inc., a company that designs, develops, manufactures and markets tunable solid state and multi-wavelength laser products, by Coherent Inc. Latham represented UBS Securities as financial advisor to Excel Technology.	\$376,000,000
HOB Entertainment, Inc. (House of Blues)	Acquisition of HOB Entertainment, the owner of the House of Blues music clubs, by Live Nation, which owns, operates, and has booking rights for more than 100 venues worldwide.	\$350,000,000
Pflegen & Wohnen	Advised the City of Hamburg in the privatization and sale of all City-owned old people's and nursing homes ("pflegen & wohnen") to a consortium formed by Vitanas GmbH & Co. KGaA and the Franke Group.	€340,000,000
Credit Suisse	Acquisition of Aames Investment Corporation, a mortgage company, by Accredited Homes Lenders Holding. Latham represented Credit Suisse as financial advisor to Aames.	\$340,000,000
Global Crossing, Ltd.	Acquisition by Global Crossing Limited of Impsat Fiber Networks, Inc., a telecommunication network and internet service provider to financial institutions and governmental agencies in Latin America.	\$336,000,000
Morgan Stanley West Coast Financial Advisory	Acquisition of PowerLight Corporation, a solar energy company, by SunPower Corporation. Latham represented Morgan Stanley as financial advisor to PowerLight.	\$325,000,000
Special Committee of Alpha	Acquisition by Alpha Inc., a pharmaceutical company, of all of its outstanding shares being held by A.L. Industrier ASA ("ALI"). Latham represented The Special Committee to Alpha.	\$303,000,000
Banc of America Securities LLC	Sale by Del Monte Foods Company of its private label soup and infant feeding businesses to TreeHouse Foods, Inc. ("TreeHouse"). Latham represented Banc of America Securities LLC as financial advisor to Del Monte Foods.	\$277,500,000
Texas Petrochemicals	Acquisition by Texas Petrochemicals, L.P. of Huntsman Corporation's U. S. butadiene and MTBE business, which includes a manufacturing facility located in Port Neches, Texas.	\$275,000,000
UBS Securities LLC	Sale by Huntsman Petrochemical of its US Butadiene and MTBE business to Texas Petrochemical. Latham represented UBS Securities as financial advisor to Texas Petrochemical.	\$275,000,000
Ligand Pharmaceuticals, Inc.	Ligand agreed to sell to King Pharmaceuticals, Inc. all of its United States and Canadian rights in and to Avinza (morphine sulfate extended-release capsules), including, among other things, all Avinza inventory, equipment, records and related intellectual property.	\$265,000,000
Entercom Communications Corporation	Acquisition by Entercom Communications of CBS Corporation, a broadcast radio company.	\$262,000,000
Jazz Semiconductor, Inc.	Acquisition of Jazz Semiconductor, a pure-play semiconductor wafer foundry, by Acquiror Technology.	\$260,000,000

Client	Description	Amount
Capvis Equity Partners AG	Acquisition by Capvis Equity II LP of WMF AG, a cutlery and flatware manufacturer, from Deutsche Bank and MunicRe.	€250,000,000
Songa Drilling AS	Acquisition of Songa Drilling, an oil and gas company, by Abbott Group plc.	£247,000,000
Avago Technologies, Inc.	Sale by Avago Technologies, the world's largest privately held semiconductor company, of its Printer ASICs business to Marvell Technology Group Ltd.	\$240,000,000
Deutsche Banc M&A	Acquisition by Hologic Inc., of Suros Surgical Systems Inc., a medical device manufacturer. Latham represented Deutsche Bank, as financial advisor to Hologic.	\$240,000,000
Georgia-Pacific Corporation	Acquisition by Georgia-Pacific Corporation of International Paper, a producer and distributor of paper products.	\$237,000,000
*Morgan Stanley	Acquisition of Embarcadero Technologies, Inc. by Thomas Cressey Partners. Latham represented Morgan Stanley as financial advisor to Embarcadero Technologies.	\$234,000,000
PPM Capital	Acquisition by PPM Capital of Histoire d'Or, the French chain of jewelry stores, from Apax Partners in an MBO transaction.	€230,000,000
Mattel, Inc.	Acquisition by Mattel of Radica Games Limited, an electronic games manufacturer.	\$230,000,000
R2 Technology, Inc.	Acquisition of R2 Technology, Inc., a global expert in the field of computer-aided breast cancer and lung disease detection, by Hologic, Inc.	\$220,000,000
Thomas Weisel Partners	Acquisition by Internap Network Services Corporation of VitalStream Holdings, Inc, an audio and video streaming services company. Latham represented Thomas Weisel Partners which rendered a fairness opinion to Internap.	\$217,000,000
JPMorgan Chase & Co.	Acquisition of Lowrance Electronics, Inc., a manufacturer of sport fishing mapping instruments, by Simrad Yachting AS. Latham represented JP Morgan Chase as financial advisor.	\$215,000,000
Jefferies & Company, Inc.	Acquisition by Primedex Health Systems of Radiologix, a diagnostic imaging service provider. Latham advised Jefferies & Co. as financial advisor to Primedex.	\$208,000,000
Technology Crossover Ventures JMI Equity	Acquisition by TA Associates of Global 360, Inc., a provider of business management solutions. Latham represented Technology Crossover Ventures (TCV) and JMI Equity as lead investors.	\$200,000,000
UBS Securities LLC	Acquisition of Security Capital Corporation, a managed care company, by Sedgwick CMS Holdings. Latham was counsel to UBS, financial advisor to Security Capital.	\$191,500,000
PPM Capital	Acquisition by PPM Capital of all shares in orizon AG, Augsburg, a leading German temporary employment agency, from majority shareholder GL Aktiengesellschaft, Hamburg, and other private shareholders.	€180,000,000
Complete Production Services	Acquisition by Complete Production Services of Pumpco Services, a provider of pressure pumping, stimulation and cement-related services.	\$180,000,000

Mergers and Acquisitions

A Sampling of Announced Deals: 2006 (continued)

Client	Description	Amount
Caribe Media, Inc.	Acquisition by Welsh Carson's subsidiary Caribe Media Inc. of ACS Media, Inc., a phone directory publisher.	\$175,000,000
Avamar Technologies	Acquisition of Avamar Technologies, a provider of enterprise-class data protection software and technology, by EMC Corporation	\$165,000,000
Camélia Participations Apax Partners & CIE	Acquisition by Camélia Participations, owned by the funds advised by Apax Partners, of Prosodie SA, a French listed telecommunications company, from Alain Bernard.	£163,000,000
Conforma Therapeutics Corporation	Acquisition of Conforma Therapeutics, a biopharmaceutical company, by Biogen Idec.	\$150,000,000
Sagard	Acquisition by Sagard of The Olympia Group, an asset management company specializing in funds of alternative funds.	€149,700,000
Genstar Capital, LLC	Acquisition by Genstar Capital LLC of Fort Dearborn Company, a label manufacturing company.	\$146,000,000
Pharmacyclics, Inc.	Acquisition of Celera's technology and intellectual property relating to drugs that target histone deacetylase (HDAC) enzymes, selective HDAC enzymes, angiogenesis molecules and B cell tyrosine kinases involved in immune function by Pharmacyclics. In addition, Pharmacyclics will sell between 500,000 and 1,000,000 shares of Pharmacyclics common stock to Celera.	\$144,000,000
The Sands Regent	Acquisition of The Sands Regent, a hotel located in Reno, Nevada, by Herbst Gaming, Inc.	\$143,000,000
Littlejohn and Company LLC	Sale by Littlejohn & Co of Eliokem Group, a specialty chemical company, to AXA Private Equity.	€130,000,000
Singapore Technologies Engineering Ltd	Acquisition by Singapore Technologies Engineering of B.R. Lee Industries, a manufacture of asphalt paving and road maintenance equipment, from Arcapita.	\$129,510,000
Axonyx Inc.	Acquisition of Axonyx Inc., a biopharmaceutical company, by TorreyPines Therapeutics, Inc.	\$121,000,000
LS Power Equity Partners, L.P.	Acquisition by LS Power Equity Partners of a 50% ownership interest in the 600-megawatt Griffith power plant located in Kingman, Arizona from PPL Corporation.	\$115,000,000
Truflo Group Limited	Acquisition of the Truflo Group, a leading specialist in valves and related flow products by IMI plc, a major international engineering group.	£113,000,000
Merrill Lynch & Co., Inc.	Acquisition by Asyst Technologies of Shinko Electric Company, a electronics company. Latham represented Merrill Lynch as financial advisor to Asyst.	\$113,000,000
Oakley, Inc.	Acquisition by Oakley of Eye Safety Systems, a producer of protective eye-wear.	\$110,000,000

Client	Description	Amount
UPC Wind Management Partners	Acquisition of UPC Wind Partners LLC, a wind energy development company, by D. E. Shaw and Madison Dearborn Partners.	\$107,600,000
Deutsche Annington Group	Sale by Deutsche Annington Group of Viterra Development GmbH, a real estate development group, to Orco Property Group	€100,000,000
Jefferies & Company, Inc.	Acquisition by L-I Identity Solutions, Inc. of SpecTal, LLC, a provider of consulting services to the intelligence community. Latham represented Jefferies & Company as financial advisor to L-I Identity Solutions.	\$100,000,000
Kendall-Jackson Winery, Ltd.	Acquisition by Kendall-Jackson Wine Estates, Ltd., of three wineries run by the Legacy Estate Group, including the Freemark Abbey in Napa Valley, Arrowood in Sonoma County and Byron in Santa Barbara County.	\$97,000,000
Rabobank Netherlands	Acquisition by Rabobank Netherlands of two Indonesian banks.	\$95,000,000
AGRIUM, INC.	Acquisition by Agrium Polymer Coatings, Inc. of Pursell Holdings, a producer of controlled release fertilizer.	\$87,000,000
Reliant Pharmaceuticals, Inc.	Acquisition of Reliant Pharmaceuticals of Oscient Pharmaceuticals.	\$82,300,000
Emaar Properties	Acquisition by Emaar Properties of Hamptons International, a property sales company, from Wheelock Properties Limited.	£82,000,000
Management of Lil-Lets	Sale by Duke Street Capital of Lil-lets feminine hygiene division of Accantia, the health and beauty manufacturer, to Electra Partners. Latham represented the management of Lil-lets.	£80,000,000
Libbey, Inc.	Acquisition by Libbey Inc. of Crisa, a glass tableware manufacturer in Mexico and Latin America, from Vitro, S.A. de C.V. (Vitro)	\$80,000,000
Integrated Device Technology, Inc.	Acquisition by Integrated Device Technology Inc. (IDT) of Notebook Audio Product Lines, a PC products and technology unit, from SigmaTel Inc.	\$72,000,000
Avago Technologies, Inc.	Sale by Avago Technologies of its CMOS image sensor business to Micron Technology.	\$70,290,000
FTD, Inc.	Acquisition by FTD Group of Interflora Holdings Limited, a U.K. based provider of floral-related products and services.	\$65,000,000
Sony Pictures Entertainment	Acquisition by Sony Pictures Entertainment of Grouper Networks, an online video streaming website provider.	\$65,000,000
Loudeye Corp.	Acquisition of Loudeye Corp., a technology and media distribution company, by Nokia.	\$60,000,000
Tessera Technologies, Inc.	Acquisition by Tessera Technologies of Digital Optics Corp., an optical solutions company.	\$60,000,000
WebSideStory Inc.	Acquisition by a subsidiary of WebSideStory, Inc. of all outstanding equity interests and options of Visual Sciences LLC, a provider of streaming data analysis and visualization software.	\$56,500,000
Oakley, Inc.	Acquisition by Oakley, Inc. of privately held Oliver Peoples, Inc., a luxury eyewear company and its subsidiaries.	\$55,700,000

Mergers and Acquisitions

A Sampling of Announced Deals: 2006 (continued)

Client	Description	Amount
Cabrellis Pharmaceuticals Corporation	Acquisition of Cabrellis Pharmaceuticals, a specialty pharmaceutical company committed to the development of therapies for the treatment of cancer, by Pharmion Corporation.	\$55,000,000
Global Crossing, Ltd.	Acquisition by Global Crossing of Fibernet, a business internet service provider.	£50,000,000
Susquehanna Financial Group	Acquisition by NAVTEQ Corporation of Traffic.com, a provider of digital maps for vehicle navigation. Latham represented Susquehanna Financial Group as financial advisor to Traffic.com.	\$50,000,000
Tenaska II Texas Partners Tenaska Power Fund	Sale of partnership interests in Tenaska II Texas Partners, a Texas general partnership, to Direct Energy, part of the Centrica group of companies, which is the largest non-utility retail energy provider in North America.	\$47,500,000
Needham & Company, Inc.	Acquisition of Micro Linear Corporation, a supplier of integrated digital wireless transceivers, by Sirenza Microdevices, Inc. Latham represented Needham & Company as financial advisor to Micro Linear.	\$45,000,000
Senator Group	Acquisition from Senator by GE Commercial Finance of six nursing homes in Germany's states of Schleswig-Holstein and Lower Saxony in a sale-and-lease-back transaction.	€44,000,000
Integra LifeSciences Holdings Corporation	Acquisition by Integra Lifescience Holdings of Kinetikos Medical Inc., a manufacturer of medical devices.	\$40,000,000
Jefferies & Company, Inc.	Acquisition by Cash America of CashNetUSA, a provider of online fast cash advance payday loans. Latham represented Jefferies & Company, Inc. as financial advisor to Cash America.	\$35,000,000
AVANIR Pharmaceuticals	Acquisition by AVANIR Pharmaceuticals of Alamo Pharmaceuticals.	\$33,000,000
Cricket Communications, Inc.	Acquisition by Cricket Communications of 13 wireless FCC licenses from debtor-in-possession Urban Comm-North Carolina, Inc.	\$31,800,000
ModeLabs	Acquisition by ModeLabs of 99 percent of Innovi Technologies Ltd., a Hong Kong company which produces Bluetooth products.	€30,000,000
Adventist Health	Sale by Adventist Healthcare of Paradise Valley Hospital, a 301-bed facility, to Prime Health.	\$30,000,000
Kyphon, Inc.	Acquisition by Kyphon of Innospine.	\$30,000,000
Nextera Enterprises, Inc.	Acquisition by Nextera Enterprises of Woodbridge Labs, a producer of skin care products.	\$30,000,000
JH Partners, LLC	Acquisition by JH Partners of Jurlique International Pty Ltd, an Australian company engaged in the business of developing, manufacturing, marketing, and selling all-natural skincare products.	\$29,200,000
ViaSat, Inc.	Acquisition by ViaSat, Inc. of Enerdyne Technologies, Inc., a data link equipment and digital video systems provider for defense and intelligence markets.	\$25,700,000
Wall Street Institute (WSI)	Acquisition by the Wall Street Institute of Gamma Master China, its english language learning franchise operations in Asia.	\$25,000,000

Client	Description	Amount
Spectrum Equity Investors	Acquisition of by Spectrum Equity Investors of Bug Music, an independent music publishing company.	\$24,000,000
Innovative Card Technologies	Acquisition by Innovative Card Technologies (ITC) of breakthrough one-time-password (OTP) DisplayCard for secure online transactions, from co-developer nCryptone.	€20,000,000
Benchmark Capital Index Ventures	Representation of Benchmark Capital and Index Ventures in a joint \$20M Series A investment in Sweden-based voice over internet (VoIP) mobile communications company RebTel.	\$20,000,000
GE Corporate Financial Services	Sale by 13 banks led by General Electric Commercial Financial Services of Barjan Products to Monomoy Capital Partners.	\$20,000,000
Monster Worldwide, Inc.	Acquisition by Monster Worldwide of PWP, LLC., a web-based school and program directory.	\$20,000,000
Thomas Weisel Partners	Acquisition of 724 Solutions, Inc. by Austin Ventures VIII, L.P. Latham represented Thomas Weisel Partners as the financial advisor to the special committee of the Board of Directors of 724 Solutions.	\$17,000,000
	Acquisition by Spectrum Linear of the PC Clock product line, which includes the frequency timing generators and buffers for desktop and notebook computers, computer servers and memory modules, from Cypress Semiconductor.	\$14,000,000
SAFECO Corporation	Sale of Safeco Financial Institution Solutions, Inc., the fourth largest provider of creditor-placed homeowners insurance and a division of Safeco Corporation, to Assurant, Inc.	\$11,000,000
AGA Foodservice PLC	Acquisition by Aga Foodservice of Eloma, a German based combi oven maker from the German foodservice group, Gustatus.	€10,500,000
Electronics For Imaging, Inc.	Sale of Electronics for Imaging's MVA Product Line, a workforce and assets management company, to MVA Intelligence, LLC.	\$10,000,000
LightFull Foods	Brand New Brands, Inc. spun out LightFull Foods, Inc., a former product division, contributing assets to LightFull in exchange for shares of common stock, and Series A Preferred Stock. In connection with the asset contribution, Lightfull also sold bridge notes to certain investors in several closings. The bridge notes converted into shares of Series B Preferred Stock at a 25% discount in connection with LightFull's Series B financing completed in August 2006.	\$9,450,000
Bublik Limited	Advising Bublik Limited, a pharmaceutical company, with respect to issues relating to sale of its stake in A.P. Apteka Holding Ltd., the parent company of Apteka Holding ZAO to Alliance UniChem Plc.	\$8,200,000
Symmetricom, Inc.	Acquisition by Symmetricom, Inc. of Timing Solutions Corporation, a provider of high-performance time and frequency products and services for government, aerospace and military markets.	\$8,000,000
National Semiconductor Corporation	Sale by National Semiconductor Corporation of intellectual property and other assets to a storage, communications and consumer silicon solutions company.	\$7,000,000