



ATTORNEYS AT LAW

Transactions in which our firm has been lead counsel for our clients include:

Special counsel to North American Propane and subsidiaries in connection with the sale of their New England and Mid-Atlantic assets to NGL Energy Partners LP (NYSE: NGL).

Representation of Southfield Capital Advisors in its acquisition of majority ownership of Toronto-based Hallcon Corporation, a leading provider of specialty outsourced services to the railway and transit sectors in North America, including crew transportation and passenger coach and train station cleaning.

Representation of GarMark Advisors LLC, Northwood Ventures LLC and Stockton Road Capital, LLC in connection with the acquisition of Designer Whey, a leading brand of protein powder products in the sports nutrition market.

Representation of BIC USA Inc. in its acquisition of assets of Sologear, LLC, the Wisconsin based maker of FlameDisk®, a portable charcoal-alternative heat source for grilling.

Representation of Oak Investment Partners XI, L.P. in connection with the sale of its portfolio company, Equaterra, Inc. to KPMG, LLP and its related entities. Equaterra is an international outsourcing advisory firm, with operations in the United States, Canada and Europe.

Representation of Brook & Whittle Limited in connection with its acquisition of Packstar Group, Inc., a leading manufacturer of heat shrinkable packaging products in the personal care, beverage and food sectors in the U.S. and Canada.

Representation of Oak Investment Partners in a preferred stock investment in Revolution Foods, Inc., a company that prepares and delivers healthy meals each day to schools and other institutions in large metropolitan markets across the U.S.

Counsel to a Mauritius investment fund in an investment in a digital marketing company principally based in India.

Represented a finance company, as agent and a lender, in a senior secured acquisition financing transaction with a company engaged in third-party yard management services and solutions, including a revolving credit facility (with letter of credit and swingline sub-facilities) and a term loan facility.

Represented a finance company, as agent and a lender, in a senior secured financing transaction with a company engaged in the collection of market research data for the refinancing of existing indebtedness and working capital, including a revolving credit facility (with letter of credit and swingline sub-facilities) and a term loan facility.

Represented a finance company, as agent and a lender, in a senior secured financing transaction with a company engaged in the production of golf equipment for the refinancing of existing indebtedness and working capital, including a revolving credit facility (with letter of credit and swingline sub-facilities) and a term loan facility.

Represented Oak Investment Partners in connection with the sale of CLARiENT, INC., a cancer diagnostic company listed on the NASDAQ, to GE Healthcare, a unit of General Electric Company for \$587 million. The transaction was structured as a two step tender offer and Oak Investment Partners, along with another stockholder, owned approximately 47% of CLARiENT's stock before

the acquisition.

Representation of Catterton Growth Partners, L.P. in a preferred stock investment in The Nest Collective, Inc., a leading provider of wellness food brands geared toward babies, toddlers and young children.

Lead seller counsel in the \$90 million sale of Cattron Group International, Inc., a producer of wireless remote control systems serving the railroad, mining, and industrial markets, with operations in North America, South America, Africa, Europe and Asia, to Laird Technologies, a subsidiary of Laird plc.

Representation of Oak Investment Partners in a Series D Preferred Stock investment in TxVia, Inc., a developer of payment-processing technology, processing a broad range of prepaid cards, including general purpose re-loadable cards, gift cards, incentive payments, government disbursements, payroll and expense managements.

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Counsel to seller in connection with the sale of private equity-backed Fieldbrook Foods Corporation, a manufacturer of frozen novelty and ice-cream products (Dunkirk, NY), to Arbor Investments (Chicago).

Representation of Oak Investment Partners in a Series E Preferred Stock investment in Nexant, Inc., a provider of intelligent grid software and clean energy solutions -- pioneering, developing, and advancing electric power grid and alternative energy technologies and services.

Representation of Oak Investment Partners in a Series B Preferred Stock investment in Benefitfocus.com, Inc. Benefitfocus provides employers, carriers and consumers a single Web-based platform for benefit shopping, enrollment, management and industry standard data exchange.

Represented Young Bae Ku, former founder and CEO of Gmarket, Inc., in connection with a joint venture with Ebay, Inc. (NASDAQ: EBAY) with respect to the development and expansion of online marketplaces in certain APAC territories. The joint venture is named Giosis Gmarket International.

Advised major stockholder in connection with the sale of Point Carbon A/S, a Norwegian provider of energy and environmental information, to Thomson Reuters Corp.

Representation of a private equity firm's portfolio company in its acquisition of certain assets from Canopy Financial, Inc., in Canopy's pending bankruptcy case in the Northern District of Illinois. The purchase, which was approved by the Bankruptcy Court in February 2010, was consummated pursuant to a formal auction pursuant to Section 363 of the Bankruptcy Code.

Representation of Capital Partners, Inc., in connection with its acquisition of Ames, Inc., a leading provider of maintenance project and workforce management solutions to the U.S. commercial nuclear power industry.

Representation of RFE Investment Partners in connection with its \$13 million equity investment in iMedX, Inc., a leading outsource provider of healthcare software and services to hospitals and medical practices throughout the U.S.

Represented Alternative Investment Partners, LLC, a provider of open end mutual funds utilizing hedge fund strategies known as AIP Mutual Funds, in its sale to Hatteras Funds.

Representation of BIC Corporation in its acquisition of Norwood Promotional Products in Norwood's pending bankruptcy cases in the District of Delaware. The purchase, which was for total consideration in excess of \$160 million and was approved by the Bankruptcy Court at the end of June, 2009, was consummated pursuant to a formal auction pursuant to Section 363 of the Bankruptcy Code.

Representation of a private equity fund in its stalking horse bid for the acquisition of a publication from Butler Services International, and in its eventual purchase of that publication following a formal auction process. The purchase was consummated pursuant to Section 363 of the Bankruptcy Code in Butler's pending bankruptcy cases in the District of Delaware, and was approved by the Bankruptcy Court in July, 2009.

Representation of Capital Partners, Inc. in connection with its leveraged acquisition of Weaver Leather, LLC, a producer of equine tack, arborist products, pet products and other leather goods.

Representation of a leading supplier of pressure sensitive roll and sheet products in connection with a second lien subordinated debt and warrant financing.

Representation of a lead US investor in the financing of an advanced telecommunications startup company in India involving multiple closings.

Representation of the lead US investor in the preferred stock financing of Chamate, a Chinese style fast food food and beverage chain with restaurants primarily in China.

Representation of RFE Investment Partners in connection with its acquisition and financing of Extrusion Technologies, a leading global supplier of mechanical systems for circuit board technology and other embedded systems.

Representation of Palm Ventures in connection with its acquisition of Sequest Technologies, Inc., a leading business solutions and software provider for the health and human services industry.

Representation of Oak Investment Partners in a follow-on investment in Major League Gaming, Inc., a professional video game league with services, events and destination websites for players, developers, publishers, media partners, and advertisers connected to the video game lifestyle.

Representation of RFE Investment Partners in the sale of ConsoliDent, Inc., a dental practice management company operating in Florida and Michigan, to Great Expressions (an Audax portfolio company).

Representation of certain members of senior management in connection with the sale of Andrews Holdings, Inc., a leading provider of private security and risk mitigation services headquartered in Valencia, CA and New York, NY, to Audax Group.

Representation of Capital Partners, Inc. in connection with its investment in Harbor Linen, LLC, a leading distributor of quality linens and other textile products for the hospitality, healthcare, cruise line, foodservice, government and other markets.

Representation of Greenhaven Partners in connection with its sale of Pyramid Research to TechWeb, a division of United Business Media. Pyramid Research is an industry leader in analyzing and forecasting demand for communications and media services, applications, networks and devices in more than 100 countries.

Representation of Financial Media Holdings Group, Inc. in connection with its sale of Compliance Week to Haymarket Media, Inc. Compliance Week is the leading provider of corporate governance, risk, and compliance information for financial and legal

executives at public companies.

Represented Wheel Pros, Inc., one of the largest distributors of high performance aftermarket automotive wheels in North America, in its sale to Platinum Equity Partners.

Representation of Oak Investment Partners in connection with its investment in Argus Information and Advisory Services, LLC. Argus is engaged in providing analytics and services to financial institutions.

Represented FCP Investors in its acquisition of Levin HomeCare, one of Florida's largest nurse registries.

Representation of Oak Investment Partners in a Series A Preferred Stock investment in Beacon Capital Strategies, Inc., a provider of Fixed Income trading solutions. Their products are designed to offer price transparency, anonymity and a level playing field in the debt and credit markets. Beacon's goal is to address the significant cost of doing business in the fixed income markets by making bond trading more efficient.

Representation of BIC USA, Inc. in its acquisition of Atchison Products, a Kansas-based designer and seller of promotional bags.

Representation of RFE Investment Partners in connection with its recent acquisition and financing of Tennessee-based Metal Systems, Inc., the largest manufacturer of custom metal enclosures that protect electrical process control equipment.

Representation of Oak Investment Partners in a Series A Preferred Unit investment in Franklin & Seidelmann Subspecialty Radiology, a leading, national subspecialty teleradiology interpretation provider in the U.S. serving imaging centers, physician practices, and hospitals.

Representation of the investor syndicate, including Oak Investment Partners, in the equity financed acquisition by Oberon Media, Inc. of iPlay. Each of Oberon and iPlay I-play are developers and publishers of casual mobile games.

Representation of Saugatuck Capital Company in connection with its investment in Femco Machine Company. Established in 1965, Femco is a leading provider of repair services and producer of aftermarket and OEM replacement parts for customers that operate heavy equipment and vehicles.

Representation of iTouch Ventures Limited, a market leader in the distribution of mobile entertainment products and services, and certain of its shareholders, including Oak Investment Partners, in connection with the signing of a definitive agreement to sell 100% of the share capital of iTouch for Euro 141 million to Buongiorno S.P.A., a leading multinational digital entertainment company listed on the Italian Stock Exchange.

Representation of Oak Investment Partners in connection with the sale of Harbor Payments, Inc. to American Express Company. Oak Investment Partners was the majority owner of Harbor Payments, Inc., an Atlanta, Georgia based company that is a leading provider of electronic billing, invoicing and payment management solutions.

Representation of Union Capital Corporation in connection with its investment in Multi-Ad Services, Inc. Headquartered in Peoria, Illinois, Multi-Ad Services is one of the nation's leading providers of marketing services, facilitating local advertising and marketing through its online, software and print divisions.

Representation of LaSalle Bank in connection with an international syndicated loan facility to Baldwin Technology Company, Inc.

Representation of Oak Investment Partners in connection with the reorganization of, and investment in, China Payments Network

Limited, a Cayman Islands limited company that distributes and sells stored value integrated circuit cards for use in the Beijing transport network and is developing a point-of-sale payments network for processing these cards.

Representation of a private equity fund in connection with a subordinated debt financing and preferred unit financing of a global provider of various metal mill services, including slag removal and processing.

Representation of Banc of America Securities LLC as underwriters of \$14,450,000 of general obligation bonds of the Georgetown Special Taxing District (Town of Redding), the first such offering by a Northeast issuer.

Representation of Oak Investment Partners in connection with its acquisition, together with Catteron Partners, of Cheddar's Holding Corp. from Brazos Private Equity Partners LLC. Cheddar's operates a casual restaurant chain with more than \$245,000,000 in annual revenue. An article regarding the transaction appeared in the August 28, 2006 edition of The Daily Deal.

Representation of underwriters led by UBS Securities, LLC in the offering of \$180,070,000 State of Connecticut State Revolving Fund General Revenue Bonds, 2006 Series.

Representation of Oak Investment Partners in connection with a partial sale of its investment in Gmarket Inc. to Yahoo Inc. and a subsequent sale of a portion of its remaining investment as a selling shareholder in the initial public offering by Gmarket Inc. of ADRs representing shares of common stock on the NASDAQ. Gmarket, based in Seoul, South Korea, is an emerging leader in the market for online commerce in South Korea.

Representation of Spine Wave, Inc. in connection with \$36,000,000 Series C Preferred Stock financing. Spine Wave develops and delivers technologies and products to assist physicians in the fields of vertebroplasty and vertebral repair and spinal nucleus replacement, augmentation and repair.

Representation of The Applied Biosystems Group of Applied Biosystems, Inc. in connection with its strategic investment in VisiGen Biotechnologies, Inc., a DNA sequencing technology company. The Applied Biosystems Group, one of two operating groups of Applied Biosystems Corporation and publicly traded on the NYSE, serves the life science industry and research community by developing and marketing instrument-based systems, consumables, software and services.

Representation of The CBORD Group, Inc. in connection with its acquisition of Student Advantage, LLC, one of the nation's largest student discount programs. CBORD is one of the world's largest supplier of foodservice software, nutrition service software, campus-wide ID card programs, cashless dining and housing management systems.

Representation of lead investor in \$75,000,000 Series C financing by Nanosolar, Inc., a Palo Alto, California-based company involved in photovoltaic solar electricity technology.

Representation of Oak Investment Partners in connection with a €17,000,000 Series B Preferred Stock investment in Nemerix SA. Nemerix, based in Manno, Switzerland, is a fabless semiconductor company developing ultra low power RF and baseband solutions for GPS (Global Positioning System) and wireless markets.

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Represented lead investor in \$15,000,000 preferred stock round of financing for Alveolus, Inc., a Charlotte, North Carolina-based company engaged in the development of non-vascular stenting technologies.

Representation of Citizens Communications, Inc. in connection with the sale of its CLEC, Electric Lightwave, LLC to Integra.

Representation as bond counsel for the offering by the Capital City Economic Development Authority of \$100,000,000 Parking and Energy Fee Revenue Bonds to finance the construction of the Connecticut Convention Center in Hartford.

Represented lead investor in the \$75,000,000 preferred stock financing of Microbia, Inc., a pharmaceutical company headquartered in Cambridge, Massachusetts.

Representation of a national franchisee of casual Italian dining restaurants (private equity-backed by Saugatuck Capital Company) in a complementary add-on acquisition of restaurants and exclusive development rights in the San Francisco Bay area.

Representation of Oak Investment Partners in connection with its \$50,000,000 investment in Series E Preferred Stock of HealthDialog Services Corporation, a provider of analytic health services located in Boston, Massachusetts.

Representation of Capital Partners, Inc. in connection with its acquisition of Dayton Parts, Inc., a leading manufacturer and distributor of truck and trailer replacement parts.

Representation of Transnational Industries, Inc., a public company, in its delisting, sale of its Spitz, Inc. subsidiary to Evans & Sutherland in a stock deal and ultimate liquidation.

Representation of GSO Capital in an acquisition of a minority stake in Houghton, Incorporated by way of a tender to Houghton's shareholders registered under the Pennsylvania anti-takeover statute.

Representation of Oak Investment Partners in connection with an investment and recapitalization of iHealth Technologies, Inc. iHealth is an national leader in comprehensive medical payment policy solutions.

Representation of GSO Capital in connection with its investment in Aurora Diagnostics, LLC.

Representation of Wilmington, Delaware-based DelStar Technologies Inc., a leading manufacturer of highly-engineered, thermoplastic nonwoven products used by OEMs in filtration, healthcare and industrial applications, in sale to American Capital Strategies Ltd. (Nasdaq: ACAS). Precise terms were not disclosed by the parties, but American Capital publicly announced that its

investment totaled \$114,000,000.

Representation of Halyard Capital in connection with its acquisition of Women's Marketing, Inc., a media marketing services company.

Representation of Oak Investment Partners in connection with its \$40,000,000 investment in Series D Convertible Preferred Stock of Nexxar, Inc., a money transfer company located in Paramus, New Jersey.

Representation of a private equity fund in connection with restructuring and disposition of portfolio investment in the Republic of Georgia.

Representation of Albuquerque, NM-based Peak Medical Corp. in its stock-for-stock merger (enterprise value \$150,000,000) with Sun Healthcare, Inc. (Ticker: SUNH).

Representation of the general partner in the formation of a New York-based private equity fund with \$250,000,000 of committed capital.

Representation of a private equity group in connection with acquisition of a packaging company located in the Province of Ontario and follow-on acquisitions.

Representation of Citizens Communications in connection with its sale of its conferencing business.

Representation of Oak Investment Partners in connection with the acquisition of Harbor Payments, Inc.

Representation of CBORD Holdings, Inc. in connection with the acquisition of Diebold's card system division.

Refinancing of Houston, Texas-based software services company, including senior and subordinated debt facilities.

Representation of Oak Investment Partners in connection with its investment in Series E Preferred Stock of CareMedic, Inc., a healthcare information technology provider that designs, implements, and supports innovative revenue management and regulatory compliance solutions.

Representation of Halyard Capital in connection with its investment in Stoneacre Financial Partners, a leading developer of affinity and customer loyalty programs that has secured long-term, exclusive rights from NASCAR to create, develop and manage the NASCAR RacePoints program.

Representation of a hedge fund in connection with its \$20,000,000 investment in Preferred Stock and Warrants in a leading provider of 3D technology.

Representation of Elm Street Ventures and related entities in the formation and funding of a seed and early stage venture capital firm, based in New Haven, Connecticut, with a principal focus on the life sciences.
