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Fish advises Right Media from start-up through successful acquisition

Fish & Richardson provides the legal guidance and strategy that companies need at every point in their life cycle to build a bright future, and our client Right Media is a shining example. Corporate attorneys at Fish have worked with Right Media from its start-up days. Over the past several years, we have handled almost all of Right Media's legal needs, from financing to general business strategy and intellectual property advice, including an initial strategic investment by Yahoo! Several months later, when Yahoo! purchased the remaining 80 percent of Right Media, our Fish team guided Right Media every step of the way. *The Wall Street Journal* reported that the transaction – at \$850 million – was the largest M&A transaction in the United States in the third quarter of 2007.

We are inspired by the entrepreneurial fearlessness of our innovative clients, and we take pride in their successes. We believe that our mission is to advise these entrepreneurs today so that they, like Right Media CEO Mike Walrath, can become the legends of tomorrow.

Fish client, Comverge, has solid 2007

The corporate attorneys at Fish have extensive experience in conducting public offerings of both debt and equity securities, including several IPOs. A prime example of such a public offering is our client Comverge, Inc., a leading clean capacity provider through demand response and energy efficiency, in connection with its \$133.4 million follow-on offering of common stock. Citi and Goldman, Sachs & Co. acted as joint book-running managers of the offering, which closed on December 12, 2007. Cowen and Company, LLC, and RBC Capital Markets Corporation acted as co-lead managers, and Stephens, Inc., and Pacific Growth Equities, LLC, acted as co-managers in the offering. Fish attorneys have played a significant role in Comverge's growth since its first round of venture financing.

In addition to this follow-on offering, in 2007 Fish advised Comverge on its acquisition of 100 percent of the equity interests of the four companies that make up Public Energy Solutions, a provider of base load electrical capacity through energy-efficient solutions. Prior to that acquisition, Fish also counseled Comverge on the approximately \$90 million acquisition of Enerwise Global Technologies, Inc., which manages energy services to commercial and industrial customers.

Recent M&A deals

- Representation of Signal Technology Corporation (NASDAQ) in a merger following a tender offer by Crane Company (NYSE) (transaction value \$160 million)
- Representation of National Instruments, Inc. (NASDAQ), in an acquisition of Measurement Computing Corporation and Software Technology in an asset purchase (transaction value confidential)
- Representation of Punch Software in a cash acquisition of CadSoft Solutions, Inc. (transaction value confidential)
- Representation of Marketing & Planning Systems in an acquisition by WPP Group PLC (NYSE) in a stock sale of an undisclosed but substantial consideration
- Representation of LeCroy Corporation (NASDAQ) in its acquisition of Computer Access Technology Corporation (NASDAQ) in a merger valued at approximately \$130 million in cash, and in its acquisition of Catalyst Enterprises, Inc., in a merger valued at approximately \$35 million in cash
- Representation of EchoTarget Inc. in its sale to Acxiom Inc. (NYSE) (transaction value confidential)

- Representation of Ouidad Salon Corporation in its sale to JH Partners (transaction value confidential)
- Representation of MCF Corporation (AMEX: MEM), parent company of the investment bank Merriman Curhan Ford & Co., in its acquisition of MedPanel, Inc., and in the preparation and filing of a Form S-4 relating to the acquisition (transaction valued at \$6.5 million in MCF stock, plus an additional up to \$11.5 million in cash and stock, depending on achievement of earn-out milestones)
- Representation of California Products Corporation in an acquisition by Apollo Group, a major buyout firm, in a merger for an undisclosed but substantial consideration
- Representation of Venture Tape Corp. to 3M Company (transaction value confidential)

Fish & Richardson's Corporate Group

Fish & Richardson has long been nationally recognized as the most trusted name in intellectual property protection. But we're not just IP any more. Several years ago, we launched our national corporate practice, which provides corporate and securities legal advice to clients of every size, from small start-ups to large established companies. We have worked with clients in diverse industries, including many that depend on their intellectual property assets for their competitive edge.

Within our Corporate Group, we have built a Venture and Technology Group to focus on emerging companies and the venture capitalists that fund them. By leveraging Fish's IP strength, we are able to provide entrepreneurs with a team of business- and technology-savvy attorneys who advise our clients on all entrepreneurial growth strategies – organizational, funding, employment, and IP protection and enforcement. We are also uniquely positioned to advise VCs in their investments as well as in IP due diligence and strategic patent portfolio planning.

Fish offers the premier hybrid of corporate and technology law. The synergistic benefits of that combination produce corporate advice enriched by our deep understanding of intellectual property strategy, planning, and protection. Further, our firm's unique blend of expertise allows us to offer exceptional counseling at the intersection of intellectual property and corporate law, such as IP-driven transactions from licensing agreements to IP securitization to IP acquisition deals. By adding business savvy and transactional expertise to the leading intellectual property practice, Fish & Richardson has redefined what it means to be a technology-focused firm.

FISH & RICHARDSON P.C.

Intellectual Property

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