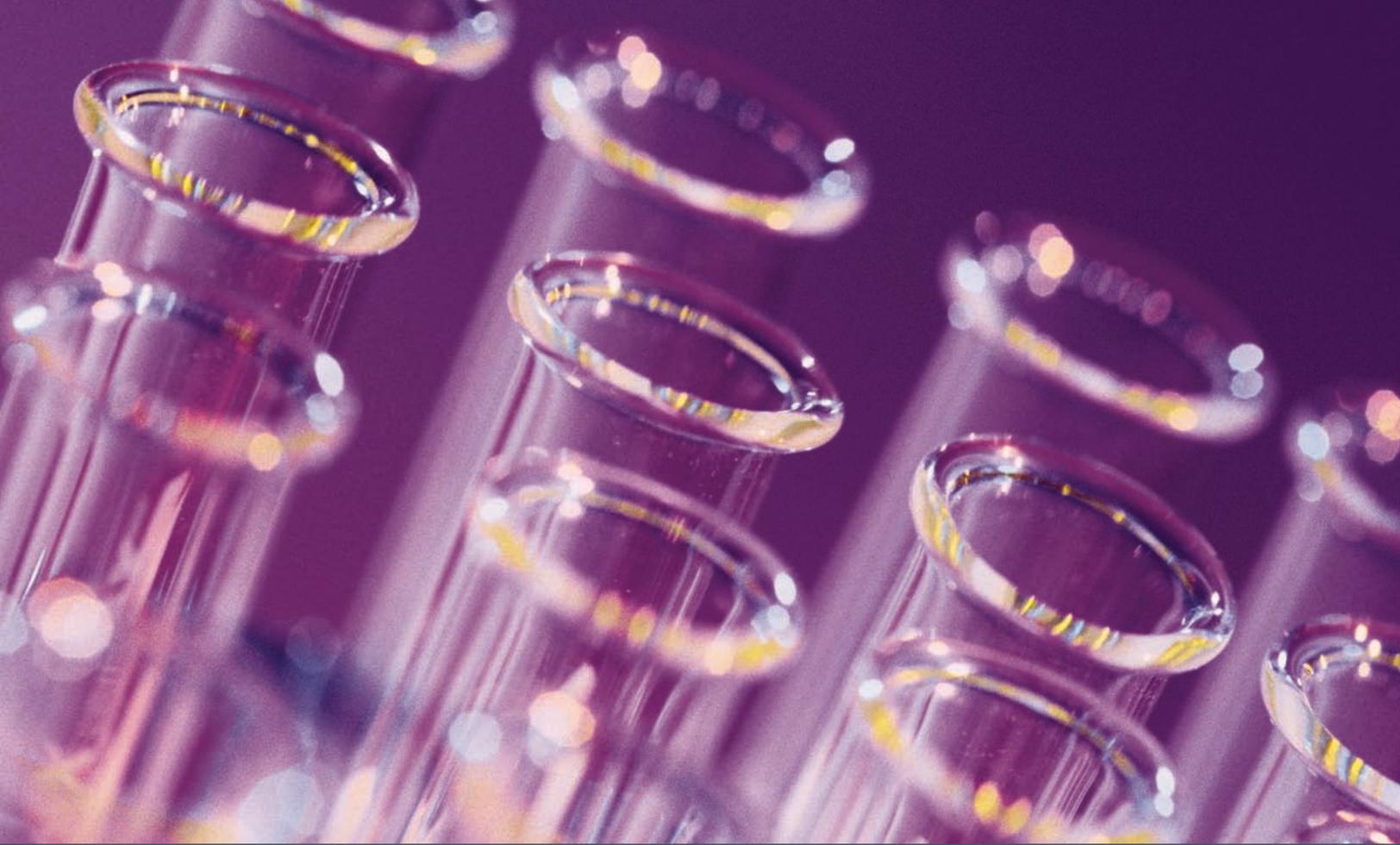


DEWEY & LeBOEUF

Life Sciences



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“Dewey & LeBoeuf LLP is recommended on the strength of its representation of pharmaceuticals, medical devices and biologics manufacturers in corporate finance, licensing and partnering deals.”

— *Legal 500 US 2011*

About Dewey & LeBoeuf

Dewey & LeBoeuf is a full-service law firm providing counsel throughout the Americas, Europe, Russia/CIS, the Middle East, Asia and Africa. With more than 1,100 lawyers in major financial and commercial centers, the firm represents national and global corporations, financial institutions and government agencies in their most complex legal matters.

For additional information, please visit www.dl.com.

Life Sciences

Dewey & LeBoeuf's Life Sciences Group offers a full range of services in the life sciences industries. The Life Sciences Group includes more than 95 lawyers in offices around the world. We work with Life Sciences companies at every phase of their growth cycle, from formation, obtaining financing, raising additional capital, expanding their business through acquisitions, acquiring and protecting intellectual property rights, navigating regulatory regimes, and dealing with both offensive and defensive IP and product litigation.

Our Approach

4 | We understand our clients' business strategies and goals. The breadth and depth of our practices enable us to employ a multidisciplinary approach, seamlessly leveraging the experience of our lawyers in our intellectual property, corporate, litigation, tax, international trade, regulatory and other related practices.

Our Clients

We serve a broad range of clients, including established pharmaceutical, vaccine and biotechnology companies, start-up and emerging companies, medical device and medical technology companies,

healthcare companies, universities, hospitals, venture capital and private equity firms, pension funds and investment banks.

Transactional Experience:

- Structuring and negotiating licenses, collaborations, strategic alliances, joint ventures, partnerships and other transactions for major and emerging players in the biotechnology, pharmaceutical, medical device and healthcare industries.
- Buying and selling life science companies, products, platforms, technologies and related assets.
- Capital markets transactions, including IPOs, shelf takedowns, PIPES and registered direct offerings, Rule 144A private placements and "At-the-Market" offerings, conducted in the US, offshore and globally.
- Private debt and equity financings, including seed and mezzanine financings, and other venture capital transactions.

Litigation Experience:

- All aspects of IP litigation worldwide, resulting in an outstanding record of success.

- Matters concerning patent rights, know-how, trade secrets, trademarks, and copyrights on behalf of both rights holders and accused infringers.

- Extensive courtroom experience, coupled with the strong science and technology backgrounds of our lawyers, enabling us to present evidence and arguments that can be readily understood by lay judges and juries.
- Many of our IP litigators are registered before the United States Patent and Trademark Office, and hold technical degrees in engineering, physics, chemical or biotechnology-related fields.

Counseling Experience:

- Counseling on IP strategies and strategic patent prosecution.
- Formulating global, integrated strategies for commercializing technologies.
- Investigating intellectual property portfolios.

Mergers and Acquisitions

Life science companies often turn to mergers, acquisitions, divestitures, strategic investments and joint ventures to achieve growth and to diversify. In these industries, companies also use these strategies to enhance drug pipelines and optimize development of promising technologies. Such transactions can be stand-alone or include ancillary licensing or collaboration arrangements. We have extensive experience

with the acquisition and divestiture of life science entities and related assets. Our clients include pharmaceutical, vaccine and biotech companies, medical device companies, healthcare providers, investment banks, institutional lenders and management groups.

We advise clients in all facets of M&A transactions, including reviewing and evaluating the intellectual property

assets of target companies. This experienced due diligence can provide critical information which radically changes the strategic and financial assessment of a transaction. The following is a selection of our recent transactions:

| Client | Legal Representation |
|-----------------------|---|
| Abgenix | Sale to Amgen |
| Actavis Group | Acquisition of Alpharma's human generics business |
| Actavis Group | Acquisition of Amide Holdings |
| Actavis Group | Acquisition of Abrika Pharmaceuticals |
| Bruker BioSciences | Acquisition of Bruker BioSpin group of companies |
| Bruker Daltonics | Merger with Bruker AXS to form Bruker BioSciences |
| Eclipsys | Unsolicited bid for Shared Medical Systems |
| Eli Lilly and Company | Acquisition of ICOS |
| Eli Lilly and Company | Acquisition of Applied Molecular Evolution |
| Eli Lilly and Company | Acquisition of Ivy Animal Health, Inc. |
| Gilead Sciences | Acquisition of Calistoga Pharmaceuticals |
| Illumina | Acquisition of Solexa |
| Illumina | Acquisition of Avantome |
| King | Acquisition of Alpharma |
| Liposome Company | Acquisition by Elan |
| MedImmune | Acquisition of Aviron |

Mergers and Acquisitions (cont'd)

| Client | Legal Representation |
|---------------------------|--|
| MedImmune | Sale to AstraZeneca |
| Merz Pharma | Acquisition of BioForm Medical |
| Novartis | Acquisition of a majority interest in Idenix Pharmaceuticals |
| Novartis | Sale to Tyco Healthcare of intellectual property and related assets in connection with Anafranil®, Restoril®, Tofranil® and Pamelor® |
| Novartis | Acquisition from SmithKline Beecham of assets relating to Famvir® and Denavir® |
| Novartis | Acquisition of minority interest in Alnylam Pharmaceuticals and other biotechs |
| Novartis | Equity investment and collaboration with Immusol, Inc. |
| Novartis | Equity investment in Cubist Pharmaceuticals, Inc. |
| Novartis | Equity recapitalization of Idun Pharmaceuticals, Inc. |
| Novartis | Equity investment and collaboration with Geneprot, Inc. |
| Novartis | Restructuring and bankruptcy of Organogenesis, Inc. |
| Novartis | Equity investment and related investor rights matters in connection with Infinity Pharmaceuticals, Inc. |
| Novartis | Sale of assets relating to Brethine® and related license agreements |
| Novartis | Sale of malt extract assets and related IP in Brazil |
| Onyx Pharmaceuticals | Acquisition of Proteolix |
| Progenics Pharmaceuticals | Acquisition of IP assets related to methylnaltrexone |
| Spine Solutions | Sale to Synthes-Stratec of an interest in a developer and manufacturer spinal implants |
| Stratec Medical | Merger with The Synthes Companies |
| Wyeth | Sale to Barr Laboratories of intellectual property and related assets in connection with Aygestin®, Diamox®, Zebeta® and Ziac® |
| Zimmer Holdings | Unsolicited acquisitions of Centerpulse and InCentive |

Licensing Transactions, Collaborations and Related Intellectual Property Asset Acquisitions

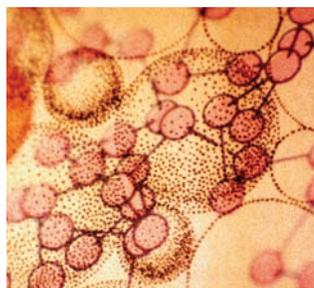
Dewey & LeBoeuf has extensive experience in the structuring and negotiating of licenses, strategic alliances and partnerships, and other commercial transactions in the biotechnology, pharmaceutical, medical devices and technology, and healthcare industries. Such transactions have become increasingly important for industry participants to raise capital, develop and commercialize their own technolo-

gies, obtain new technology from external sources, and gain access to domestic and global markets.

We seek to address licensing and strategic partnering within the larger framework of managing and leveraging an intellectual property portfolio. We also structure and negotiate such transactions with an understanding of our clients' capital requirements in the context of their strategic goals, whether they are emerging or established compa-

nies. Our lawyers are experienced in licensing and strategic partnering transactions, confidentiality agreements, material transfer agreements, university licenses, co-development and co-commercialization agreements, clinical trial agreements, manufacturing and supply agreements, and multiple variations of these arrangements.

| Client | Legal Representation |
|------------------------------------|--|
| Aaron Diamond AIDS Research Center | Licensing and research arrangements for AIDS vaccines with International AIDS Vaccine Initiative |
| GenVec | Termination of development alliance with Pfizer |
| Illumina | Strategic collaboration with Invitrogen, Inc. |
| Illumina | Strategic alliance with Oxford Nanopore Technologies, including a commercialization agreement and equity investment |
| Intermune | Termination of clinical research and supply arrangements with Boehringer Ingelheim Austria |
| MedImmune | Licensing and development arrangements regarding proprietary monoclonal antibodies with BioTransplant Technologies |
| MedImmune | Sale to MGI Pharma of intellectual property assets related to Hexalen® and related arrangements |
| MedImmune | Purchase of preferred stock of Genaera Corporation and related research, development and commercialization collaboration |



Licensing Transactions, Collaborations and Related Intellectual Property Asset Acquisitions (cont'd)

| Client | Legal Representation |
|-------------------------------|--|
| MiddleBrook Pharmaceuticals | Co-promotion arrangements with Auriga Laboratories |
| MiddleBrook Pharmaceuticals | Sale, financing and license-back arrangements with Deerfield Management L.P. |
| Novartis | Research, development, commercialization and manufacturing collaboration with Idenix |
| Novartis | Licensing and supply arrangements with GlaxoSmithKlein in connection with Famvir® |
| Novartis | Licensing arrangements with Alnylam Pharmaceuticals in connection with siRNA technology |
| Novartis | Licensing arrangements with Alnylam in connection with siRNA compounds to fight pandemic influenza, including bird flu |
| Novartis | Out-licensing arrangements related to various discontinued research programs of gene therapy and related equity arrangements |
| 8 Progenics Pharmaceuticals | Acquisition of an international portfolio of patent rights |
| Progenics Pharmaceuticals | Co-development and co-promotion agreement with Wyeth in connection with Progenics' methylnaltrexone technology |
| Progenics Pharmaceuticals | Termination of Co-development agreement with Wyeth |
| Progenics Pharmaceuticals | Co-development and co-promotion agreement with Ono Pharmaceuticals in connection with Progenics' methylnaltrexone technology |
| Progenics Pharmaceuticals | Licensing and joint venture arrangements with Cytogen Corporation |
| Wyeth | Co-promotion and supply arrangements with King Pharmaceuticals |
| Wyeth | License and sublicense agreement to and supply agreement with Barr Laboratories in connection with progestin, and sale to Barr Laboratories of Aygestin®, Diamox®, Zebeta® and Ziac® product lines |

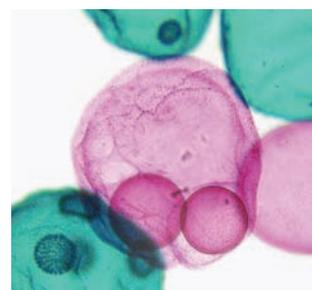
Corporate Finance

Dewey & LeBoeuf represents clients in a wide variety of corporate finance transactions in the life sciences industries, including capital markets transactions such as IPOs, shelf takedowns, PIPES and registered direct offerings, Rule 144A private placements and “At-the-Market” offerings, conducted in the US, offshore and globally.

The firm also represents clients in the life sciences industries in acquisition financings, term b facilities, secured and unsecured facilities, general corporate and working capital facilities, syndicated and single lender facilities, subordinated debt financings, employee stock ownership plan facilities and letter of credit facilities.

We combine comprehensive corporate finance knowledge with an extensive understanding in the life sciences industries to assist clients in these often complex transactions. The firm also has significant experience in assessing intellectual property portfolios as well as FDA, CMS, and other federal and state healthcare regulatory issues. Since January 1, 2001, we have represented issuers, underwriters and initial purchasers in more than 175 completed life sciences corporate finance transactions, including IPOs, follow-on equity offerings, non-registered offerings and investments, and convertible notes.

In addition, we counsel clients in the life sciences industries on public-company disclosure, compliance and governance requirements. We apply this experience not only in advising our public-company clients, but also in connection with due diligence investigations we conduct on behalf of financial intermediaries and investors we represent in financing transactions.



Patent and Other Intellectual Property Litigation

We understand that patent protection is a vital component to innovation in the life sciences. A strong patent portfolio permits companies to recoup their substantial research and development expenses and also pursue new treatments. Accordingly, when it comes to patent litigation and dispute resolution matters, we offer not only extensive litigation experience and extensive scientific knowledge, but also a special sensitivity to our clients' underlying strategic and financial goals.

We routinely represent clients in complex patent and other intellectual property litigation in fora throughout the world, as well as in alternative dispute resolution proceedings such as arbitrations and mediations. The firm's IP litigators have handled some of the largest and most complex international intellectual property litigations.

Examples of technologies on which the firm's IP litigators have appeared on behalf of both plaintiffs/complain-

ants and defendants/respondents in patent infringement litigation in the life sciences sector include:

- Pharmaceuticals
- Vaccines
- Cardiac pacemakers and defibrillators
- Optics
- Imaging systems
- Biotechnology
- Laparoscopic surgical instruments
- Coronary stents
- Bioprosthetic heart valves
- Hip implants
- Breast implants
- Incontinence products
- HCV
- Medical informatics
- Sterilization equipment
- Diagnostics
- Various business method technologies
- Chemicals

Patent Litigation

Successful patent litigation, particularly in life sciences, is the product of a combination of diverse skills and experience. Stellar trial skills are crucial if cases are to be handled efficiently and the optimal outcome for the client is to be achieved. Deep knowledge of patent law is a must, and industry knowledge and experience is, of course, essential too.

Dewey & LeBoeuf IP partners possess all of these attributes. Numerous partners have served as lead trial counsel in cases affecting the vital IP interests of our clients. There are more than 45 lawyers in our group whose knowledge of patent law and the patent process are second to none, several of whom have served as judicial clerks. Many of these lawyers have spent years representing major research universities, as well as a broad array of healthcare companies, including those that produce pharmaceuticals, medical devices, biologics, and medical testing and diagnostic equipment. They have advanced degrees in the biological or chemical sciences, giving us the technical experience to address even the most complex life science problems.

Our constant focus is the bottom line: obtaining the best result for our clients. Having appeared in, or supervised patent litigation in, many

international courts, we bring our skills, knowledge, experience and creativity to bear in every case we handle. This gives us an outstanding record of success.

Some of the clients Dewey & LeBoeuf's IP lawyers have represented in the life sciences sector include Affymetrix Inc., Amgen Inc., Bayer, Bill & Melinda Gates Foundation, Biosite, Ciba Vision Immunomedics, Cornell University, Eli Lilly, Eon Labs, Inc., Guidant, Illumina, Impax Laboratories Inc., MedImmune, Medtronic, Monsanto Co., National Human Genome Research Institute, National Institutes of Health Office of Technology Transfer, Pfizer, Sanofi Pasteur, Schering-Plough Corp., Synthon Pharmaceuticals, Inc., Ventana Medical Systems Inc., United States Surgical Corp. and the University of Washington Research Foundation.

For example, Dewey & LeBoeuf litigators helped MedImmune to challenge the validity of a biotechnology patent that threatened the development of numerous monoclonal antibodies. This suit led all the way to the U.S. Supreme Court, where it resulted in a landmark decision dramatically expanding the right to bring declaratory judgment actions challenging patent validity.

Other representative cases include:

- The prosecution and defense of numerous patent infringement cases involving branded pharmaceuticals, vaccines, intermediates and ophthalmic products, and various devices such as hemodialysis catheters (American Homes/Tyco), implants for cosmetic uses (Artes Medical) and software-related medical diagnostic systems (Zmed Inc);
- The prosecution and defense of many patent cases involving medical devices such as spinal implants, laparoscopic surgical instruments and sutures, coronary stents, bioprosthetic heart valves, cardiac pacemakers and defibrillators, optics and medical imaging systems;
- The prosecution and defense of patent cases involving biologics such as monoclonal antibody technology, human papillomavirus technology, the diagnostic use of monoclonal antibodies and a tumor necrosis factor-alpha blocker; and
- Patent litigation involving medical testing and diagnostic equipment such as DNA assays, triage systems, tox drug screens and drugs of abuse panels.



Patent Litigation (cont'd)

Representative patent matters we have handled include the following (client in bold):

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|---|--|
| <i>American Cyanamid Co. v. United States Surgical Corp.</i> (D. Conn.) | Patent infringement case concerning surgical sutures |
| <i>Applera Corp. and Applied Biosystems Group v. Illumina, Inc.</i> (N.D. Cal.) and <i>Illumina, Inc. v. Applera Corp.</i> (Cal. Sup. Ct., San Diego) | Patent infringement and contractual dispute cases concerning DNA assay for analysis of single nucleotide polymorphisms |
| <i>Applied Medical Resources Corp. v. United States Surgical Corp.</i> (C.D. Cal.) | Patent infringement case concerning surgical trocars |
| <i>Celltech Chiroscience Ltd. v. MedImmune, Inc.</i> (High Court of Justice, Patents Court, England and D.D.C.) | Patent infringement and licensing case concerning monoclonal antibody technology |
| <i>Ethicon, Inc. v. United States Surgical Corp.</i> (Fed. Cir.) | Inventorship case concerning trocar devices |
| <i>Genentech, Inc. v. MedImmune, Inc.</i> (E.D. Tex.) | Patent infringement action |
| <i>In re Brand Name Prescription Drugs Antitrust Litigation</i> (N.D. Ill.) | Sherman Act jury trial |
| <i>MedImmune, Inc. v. Centocor, Inc.</i> (D. Md. and Fed. Cir.) | Patent infringement case concerning monoclonal antibody technology |

| | |
|--|---|
| MedImmune, Inc. v. Genentech, Inc. et. al. (C.D. Cal., Fed. Cir. and S.Ct.) | Patent infringement and antitrust case concerning monoclonal antibody technology that resulted in a landmark Supreme Court decision expanding the right to bring declaratory judgment actions challenging patents |
| <i>MediGene v. Loyola University et al.</i> (N.D. Ill. and 7th Cir.) | Represented MedImmune in dispute over rights to human papillomavirus technology |
| <i>Milton D. Goldenberg and Immunomedics, Inc. v. Cytogen, Inc. and C.R. Bard, Inc.</i> (D.N.J. and Fed. Cir.) | Patent infringement case concerning diagnostic use of monoclonal antibodies |
| <i>Chiron v. Murex Diagnostics</i> | HCV patents and diagnostic kits |
| Mentor v. Hollister | Patent infringement action involving healthcare products |
| Mentor v. Coloplast | Patent infringement action involving healthcare products |
| Depuy (J&J) v. various defendants | Patent infringement action involving hip implants |
| New York University | Remedial patent litigation against Centocor |



Trade Secret, Trademark and Copyright Disputes

Dewey & LeBoeuf has represented clients in trade secret actions to prevent former employees from disclosing/using confidential or proprietary client information, in addition to representing clients accused of obtaining such information by hiring competitors' employees or through other means. We have often found ways to resolve such matters either before or outside of litigation, limiting for our clients the risk of disclosure of competitive information and, not incidentally, reducing the cost of solving the problem. In addition, we have counseled clients with respect to agreements that can eliminate or reduce such problems.

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The firm's litigators regularly represent plaintiffs and defendants in trademark infringement, unfair competition, false advertising, anti-dilution, right of publicity and counterfeiting cases. They have obtained and successfully defended against preliminary injunc-

tions, temporary restraining orders and seizure actions in various courts, as well as exclusion orders (permanent and temporary) and cease and desist orders on behalf of firm clients. The firm has successfully proceeded on ex parte motions for seizure of infringing goods and, in cases of repeat offenders, obtained judgments for civil contempt. Our lawyers have also been retained to give advice regarding the prosecution of cable signal piracy cases.

The firm represents clients in copyright infringement cases. For example, we have litigated software copyright infringement claims for established and start-up computer software companies and claims relating to rights in photographs of celebrities and in motion pictures.

Counseling on Intellectual Property Strategies and Strategic Patent Prosecution

Counseling on IP Strategies

IP rights are a cornerstone of the life sciences sector. Counseling services are of particular importance to advanced and developing technologies in this sector. Many of the IP lawyers in our Life Sciences group possess technical backgrounds in molecular biology, biochemistry and related disciplines. As a result, we can address complex scientific concepts as well as complicated legal issues.

Dewey & LeBoeuf's IP lawyers regularly assist clients with assessing the validity, value, scope, and strength of our clients' intellectual property and technology assets and potential threats posed by the intellectual property assets of others, in connection with the various transactions in which our clients engage. Our role in such transactions can involve investigating the ownership and protection of rights in technology assets; preparing and negotiating confidentiality agreements, letters of intent, joint development agreements, license and cross-license agreements,

technology transfer agreements and research agreements, co-promotion, marketing, joint venture and business alliance agreements and proprietary rights agreements; identifying whether the new owner of technology assets may need transitional services and rights from the former owner or from third-party vendors, and implementing such services; and preparing documents relating to the attachment and perfection of a security interest in intellectual property rights.

We are highly skilled at counseling clients in the optimal means of protecting the fruits of their research, and expanding their pipelines through acquisitions of patents, product lines or entire companies, and other means.

Strategic Patent Prosecution

Our IP lawyers include registered patent lawyers who hold Ph.D.s and masters degrees in molecular biology, chemistry, biochemistry and related technologies. While our patent prosecution team has the technical familiarity to communicate effectively

on a wide range of complex scientific concepts, its distinction rests with the multidisciplinary training our patent prosecution lawyers receive. All possess significant experience in intellectual property litigation and counseling. The counseling engagements that our lawyers frequently advise on include freedom to operate assessments, product formation and due diligence assessments. Moreover, many of our patent prosecution lawyers have in-house counsel experience. All this facilitates comprehensive patent prosecution that is mindful of how the initial application and examination process fits into the long-term development of our clients' global patent portfolios as a strategic business asset.



Dewey & LeBoeuf LLP

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