



2012 Corporate and Securities Deal Diary

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(Note: the economic terms of certain deals are not disclosed due to confidentiality obligations)

Mergers and Acquisitions

Accutome, Inc., a supplier of ophthalmic medications, supplies, surgical instruments and diagnostic equipment, in its acquisition by a U.S. subsidiary of Halma p.l.c.

American Standard Energy Corp., an oil and natural gas production company, in the purchase of leasehold working interests in approximately 72,300 net acres across Texas, North Dakota, Wyoming and Nebraska.

Apotex, Inc., the largest Canadian-owned pharmaceutical company, in its acquisition of all of the stock of Aveva Drug Delivery Systems, a global developer and manufacturer of transdermal patches for branded and generic pharmaceuticals.

Article 9 Agents LLC, a legal document provider, in its sale to CT Corporation, a corporate business services provider.

Brightpoint, Inc. (NADSAQ: CELL), a leading provider of mobility lifecycle products and services, in its \$849 million acquisition by Ingram Micro Inc. (NYSE:IM), the world's largest technology distributor and supply-chain services provider.

Certain former managers and employees of Alencon Systems, Inc., a wholly-owned subsidiary of Rowan Technologies, in a management buyout in which all the assets of Alencon Systems were purchased by Alencon Acquisition Co., LLC, a company owned by the acquiring managers and employees and by an affiliate of Stephens Capital Partners LLC. As part of the transaction, Stephens

Capital agreed to invest in Alencon Acquisition subject to Alencon Acquisition meeting certain milestones.

Derivix Corp., a financial services software company that provides options analytics, risk visualization, and multi-broker electronic execution solutions to the industry's leading options traders, sales traders, and hedge funds, in its sale to Flex Trade Systems, Inc.

General Cable Corporation (NYSE: BGC), a global leader in the development, design, manufacture, marketing and distribution of copper, aluminum and fiber optic wire and cable products, in connection with its acquisition of the North American portion of Alcan Cable, the wire and cable business of Rio Tinto plc (Rio Tinto) (LSE: RIO), a 100-year-old leader in the production of aluminum cable for the utility and building industries. The transaction was valued at approximately \$151 million.

Healthcorp, Inc., in the acquisition of the assets of Strategem Healthcare Communications LLC by Dudnyk Acquisition LLC.

Hill H/T/B Bigston, Inc. and its sole shareholder in connection with the sale of 100% of the stock of the company as well as with the seller financing.

Iconix Brand Group, Inc. (NASDAQ: ICON), a worldwide licensor and marketer of fashion and home brands, in its \$225 million acquisition of The Umbro Brand, a sport apparel and footwear brand, and related intellectual property assets from Nike.

Kreisler Manufacturing Corporation, a manufacturer of precision metal components for commercial and military aircraft engine and industrial gas turbines, in connection with the sale of its wholly-owned Polish subsidiary, Kreisler Polska, to United Technologies/Pratt & Whitney, a leading supplier of commercial and military engines.

The management of AmerCable Incorporated, a cable manufacturer and provider of cable assembly solutions for mission critical equipment operating in harsh environments, in connection with the company's acquisition by Nexans USA Inc., a global leader in the cable industry.

MavenWire LLC, a provider of transportation management solutions and services, in the acquisition of Enterprise Integration Pte Ltd., based in Singapore, and Enterprise Integration Pty Ltd, based in Australia.

Michael Short and David Masterson in their sale of a majority equity interest in Hunterdon Brewing Company, LLC, the premier distributor of craft beers in New Jersey, to an affiliate of L. Knife & Son, Inc.

MinSec Holdings Inc., an operator of community corrections facilities, behavioral health treatment centers and outpatient programs for the treatment of chemical dependency and mental health disorders, and a portfolio company of NewSpring Healthcare and Camden Partners, in its acquisition by Community Education Centers, a provider of offender reentry, in-prison and jail management services. The acquisition will merge MinSec into Community Education Centers' existing Pennsylvania operations.

NetMotion Wireless, Inc., the leading provider of mobile virtual private network (VPN) and network performance management software solutions, in its acquisition by Clearlake Capital Group, L.P., a leading investment firm focused on private equity and special situation transactions.

PMC Group N.A., Inc., a diversified global producer of innovative performance chemical and plastics products, in its acquisition of Arkema's global organotin and organophosphine-based polymer stabilizers, catalysts and fine chemicals business in the Americas and Europe.

PRIZIM, an environmental and energy management consulting firm with a special focus on the government sector, in the sale of its equity to Hitachi Consulting Corporation.

Rand Diversified Companies, a full-service contract packaging and at-retail marketing company, and its owners in the sale of the company's assets to Menasha Packaging Company, a subsidiary of privately-held Menasha Corporation, a packaging, logistics and marketing services company based in Neenah, Wisconsin.

Sabre Industries, Inc., a leading manufacturer of utility structures, communication towers, shelters and building systems and tower accessories, in a joint venture with Brametel, S.A., a Brazilian company with extensive experience in engineering, design and testing of lattice transmission towers, and a subsidiary of Hollmore Participacoes E Investimentos S.A. The joint venture includes the development of a testing facility located on Sabre's 147-acre industrial complex in Alvarado, Texas.

Sabre Tubular Structures PA LLC, a subsidiary of Sabre Industries, in a strategic transaction in which it purchased certain assets from two different entities and entered into a lease for approximately 145,000 square feet of production space in Ellwood City, Pennsylvania. The transaction will allow Sabre Industries to significantly expand its capacity and reduce freight costs for its Northeast customers.

A senior executive and minority shareholder of Paskal Lighting, a provider of lighting and grip rental equipment to the entertainment industry, in connection with the company's acquisition by Production Resource Group, a supplier of entertainment and event technology.

Service Champ, Inc., a specialty distributor of fast-turning, consumable maintenance parts and accessories to oil change shops and general automotive repair facilities and a portfolio company of Snow Phipps Group, a private equity group focused on small to mid-market control investments, in its acquisition of all of the capital stock of Prend's Automotive Supply, Inc.

Shareholders of Techni-Tool, Inc. and PSS West, Inc. (d/b/a Wassco), supply manufacturers in the electronics, telecommunications and medical services industries, in connection with the sale of their shares of stock in the companies to W.W. Granger, Inc., which sells power tools, maintenance supplies and other industrial equipment.

StoneMor Partners L.P. (NYSE: STON), the second largest publicly-traded cemetery company in the United States, in several transactions, including:

- The acquisition of two funeral homes in California from Lodi All Faith Cremation.
- The acquisition of three funeral homes and two crematory businesses in Oregon.
- The acquisition of assets of Meyer Industries, a vault manufacturing company based in Indiana.
- The acquisition of eight funeral homes, four cemeteries, and two cremation related facilities in Florida from Lohman Funeral Homes, Cemeteries and Cremation for an aggregate purchase price of \$25 million.
- The acquisition of a funeral home in Florida from Allen J. Harden Funeral Homes.
- A stock purchase of Bronswood Cemetery, Inc. which operates Bronswood Cemetery in Oak Brook, Illinois.

Stockholders of Adaco, Inc., a leading provider of procurement software for the hospitality industry, in the sale of the Company to Fourth Hospitality Group of the UK, a leading provider of procurement software for restaurants.

STV Incorporated, an engineering, architectural, planning, environmental and construction management services firm, in its acquisition of ARCHITECTURE/vbn, an architectural design firm based in Oakland, California.

Subsidiary of AK Steel Holding Corporation, an integrated producer of flat-rolled carbon, stainless and electrical steels and tubular products, and a public company whose common stock is listed on the New York Stock Exchange, in its \$13.3 million acquisition of Coal Innovations, LLC, which operated a permitted coal washing plant in Somerset, Pennsylvania.

SunGard Financial Systems LLC, in the acquisition of XcitekSolutions Plus, LLC, a software vendor providing corporate actions processing and automation solutions and services.

TowerOne Partners, LLC, a developer of cellular towers, in the sale of its membership interests to Crown Castle USA Inc.

Private Equity

Cortec Group, a New York-based private equity firm that invests in middle-market healthcare, manufacturing, distribution, and proprietary service businesses, in connection with the sale of its portfolio company, 180 Medical Holdings, Inc., a leading distributor of disposable, single-use urologic catheters, to ConvaTec, Inc., a leading developer and marketer of innovative medical technologies for community and hospital care.

The Halifax Group, a private equity firm that invests alongside owners and managers of well established, growing and profitable companies that are leaders in their market niche, in connection with the sale of its portfolio company, Service Champ, Inc., a specialty distributor of fast-turning, consumable maintenance parts and accessories to oil change shops and general automotive repair facilities, to Snow Phipps Group, a private equity group focused on small to mid-market control investments.

L2 Capital Partners, a private equity family office focused on making investments in privately-owned lower middle market manufacturing, service and distribution companies, in an investment to facilitate the recapitalization of Surface Preparation Technologies, the leading contractor of milled-in rumble strips on roads and highways.

The majority stockholder of Martex Fiber Southern Corp., a company engaged in the business of collection and sale of textile waste, in its sale to Milestone Partners.

Merion Investment Partners II, LP in connection with structuring, negotiating and documenting a subordinated loan credit facility and a preferred equity co-investment to provide financing for the acquisition of Strategic Marketing, Inc. by a fund affiliated with Svoboda Capital Partners.

MRC Capital in connection with an equity investment in Frontera, an alternative financial services company that serves the large and fast-growing low-cost consumer finance market.

NewSpring Mezzanine Capital in structuring and negotiating the sale of substantially all of the assets of InternetFitness.com, Inc. (d/b/a Smooth Fitness), a leading online retailer of fitness equipment, to a sponsor-backed acquisition vehicle.

NewSpring Mezzanine Capital II in connection with structuring, negotiating and documenting a mezzanine credit facility and equity co-investment in connection with the acquisition by ADL Holdings, LLC of 100% of the equity in Atlantic Diagnostic Laboratories, LLC, a premier regional provider of clinical, forensic and toxicological laboratory services serving a wide array of clientele and providing unique, customized toxicology service.

The owner of MarketLab, Inc., a leading provider of focus group facilities throughout the United States, in his sale of a supermajority of the company's equity to an affiliate of MVC Private Equity, L.P.

Rufus Partners, L.P. in its acquisition of limited partnership interests in Chakdara, L.P. from Pegasus Partners.

SOS Security LLC, a leading provider of security service solutions, in connection with an investment by ZS Fund and SOS management to facilitate the recapitalization of the company.

U.S. Joiner, a leading independent domestic provider of turnkey marine joiner and furniture solutions for the U.S. government and commercial customers and a portfolio company of J.F. Lehman, in several transactions, including:

- The acquisition of Infinity Marine Offshore, LLC, a leading provider of turnkey marine joiner solutions to the offshore oil and gas market.
- The acquisition of JCI Metal Products, a leading provider of maintenance, repair and overhaul services focusing on habitability, fabrication, electrical and piping solutions to U.S. Navy vessels.

Versa Capital Management, LLC in its acquisition of Impressions Media, which operates *The Times Leader*, several community papers, associated websites and digital media businesses that serve communities in Northeastern Pennsylvania.

ZS Fund, L.P., a private equity firm engaged in making long-term investments in successful middle-market companies, in connection with the sale of its portfolio company, Smith Cooper International L.L.C., a producer and value-added distributor of high-quality pipe, valves and fittings, to Blue Point Capital Partners.

Venture Capital

A Philadelphia-based private investment group in its \$500,000 preferred equity financing of a New York City-based early stage business focused on global athletic recruiting.

Charles B. Scoville, Jr. Trust in an equity investment in Strategic Funding Source, Inc., a provider of cash advances to merchants.

Core Solutions, Inc., a provider of Electronic Medical/Health Records (EMR/EHR) software to the behavioral healthcare industry, in a Series A-1 Preferred Stock Purchase Agreement.

Halfpenny Technologies Inc., a leading provider of healthcare connectivity and integration solutions for Health Information Exchange, in a \$2.5 million venture capital financing by Vital Financial and Emerald Stage2Ventures, Osage Venture Partners, Milestone Venture Partners and certain members of LORE Associates.

Meakem Becker Venture Capital in several transactions, including:

- A Series A investment in Cloudmeter, Inc. (formerly Atomic Labs), a big data capture and analytics company.
- A Series B investment in Schoology, Inc., a cloud-based learning management system for academic institutions. FirstMark Capital led the \$6 million round.

Mobile Reactor LLC (d/b/a OneTwoSee), a developer and distributor of interactive television and social media technologies, in a convertible note offering to angel investors.

NRG Energy (NYSE: NRG), one of the country's largest power generation and retail electricity businesses, in connection with its strategic venture investment in Geostellar, a provider of advanced geomatic technology.

Shodogg, an emerging company that has developed an innovative proprietary video delivery platform, in its \$1.7 million angel financing.

Securities Offerings

Aegis Capital Corporation in several transactions, including:

- Sole underwriter in connection with an underwritten public offering of 6,900,000 shares of Neuralstem, Inc.'s common stock, offered at a price to the public of \$0.40 per share.
- Sole placement agent in connection with a registered direct offering of 7,000,000 shares of Neuralstem, Inc.'s common stock, offered at a price to the public of \$1.00 per share.
- Sole underwriter in connection with an underwritten public offering of 3,833,333 shares of Superconductor Technologies, Inc.'s common stock, offered at a price to the public of \$0.30 per share.
- Sole placement agent in connection with a registered direct offering of 6,250,000 shares of Superconductor Technologies, Inc.'s common stock, offered at a price to the public of \$0.32 per share.

Blue 9 Fund I, LP, a private equity fund that invests in middle market companies, as one of the selling shareholders in an initial public offering of common stock of Five Below, Inc.

Cornerstone Progressive Return Fund (NYSE MKT: CFP), a closed-end management investment company, in connection with a rights offering to purchase shares of beneficial interest. The offering resulted in gross proceeds to CFP of approximately \$48.9 million.

Cornerstone Strategic Value Fund, Inc. (NYSE MKT: CLM), a closed-end management investment company, in connection with a rights offering to purchase shares of its common stock. The offering resulted in gross proceeds to CLM of approximately \$22.9 million.

Cornerstone Total Return Fund, Inc. (NYSE MKT: CRF), a closed-end management investment company, in connection with a rights offering to purchase shares of its common stock. The offering resulted in gross proceeds to CRF of approximately \$17.7 million.

General Cable Corporation (NYSE: BGC), a global leader in the development, design, manufacture, marketing and distribution of copper, aluminum and fiber optic wire and cable products for the energy, industrial, specialty, construction and communications markets in connection with its private offering of \$600 million in aggregate principal amount of senior notes.

Intellipharmaceuticals International Inc. (NASDAQ: IPCI) (TSX: I), a pharmaceutical company specializing in the research, development and manufacture of novel and generic controlled-release and targeted-release oral solid dosage drugs, in connection with an offering of 1,818,182 common shares for gross proceeds of approximately \$5 million.

Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE MKT: LTS), as joint dealer manager with JMP Securities LLC, in connection with an underwritten non-transferable rights offering of 2.5 million shares of Oxford Lane Capital Corp.'s common stock, offered at a price to the public of \$13.75 per share resulting in gross proceeds of \$34.4 million. We also represented Ladenburg Thalmann & Co. Inc. in several transactions in which the company served as the lead bookrunning manager and representative of the several underwriters, these transactions included:

- A follow-on public offering of 5,060,000 shares of Firsthand Technology Fund, Inc.'s common stock, offered at a price to the public of \$27.00 per share resulting in gross proceeds of \$136.6 million.
- An underwritten public offering of 632,450 shares of Oxford Lane Capital Corp.'s newly designated 8.50% Series 2017 Term Preferred Stock, offered at a price to the public of \$25 per share.
- An underwritten public offering of 1,350,000 shares of Full Circle Capital Corporation's common stock, offered at a price to the public of \$7.90 per share.

Special Opportunities Fund, Inc. (NYSE: SPE), a closed-end management investment company, in connection with a rights offering to purchase shares of a newly-designated class of convertible preferred stock. The offering resulted in the issuance of 749,086 shares of preferred stock and gross proceeds to SPE of approximately \$37.5 million.

FOR MORE INFORMATION PLEASE CONTACT:

Alan L. Zeiger
Zeiger@BlankRome.com

Gary R. Goldenberg
Goldenberg@BlankRome.com

Alan H. Lieblich
Lieblich@BlankRome.com