

2009 Corporate and Securities Deal Diary

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Mergers & Acquisitions

- **J.F. Lehman & Company**, a private equity investment firm that focuses on acquiring middle market companies in the defense, aerospace and maritime industries, in its \$120-million acquisition of Drew Marine. The transaction closed on August 31, 2009.
 - **Hospira, Inc.**, a global specialty pharmaceutical and medication delivery company, in its acquisition of worldwide rights to the biogeneric business of PLIVA Hrvatska, including its manufacturing facility in Zagreb, Croatia. The transaction closed on November 16, 2009 and the terms were undisclosed.
 - **U.S. Gas & Electric, Inc.**, a leading provider of energy supply to commercial and residential consumers, in its acquisition of Energy Services Providers, Inc., making USG&E one of the top 10 energy marketers in the United States. The transaction closed on July 31, 2009 and the terms were undisclosed.
 - **GSI Commerce, Inc.** (NASDAQ: GSIC), a leading provider of e-commerce and interactive marketing services, in several transactions, including:
 - The acquisition of Silverlign Group, Inc., an integrated marketing strategy and design agency. The transaction closed on April 6, 2009 and the terms were undisclosed.
 - The acquisition of certain assets of Pepperjam, an affiliate marketing and full-service, interactive marketing agency. The transaction closed in September 2009 and the terms were undisclosed.
 - The acquisition of Retail Convergence Inc. ("RCI"), which operates RuelLa.com and SmartBargains.com.
- The transaction closed on November 17, 2009 and was valued at up to \$350 million, including \$180 million at closing (50 percent cash, 50 percent stock) and an earn-out of up to \$170 million.
- **NetQoS**, a provider of network performance management and service delivery management solutions, in its sale to IT management software company, CA Inc. for \$200 million. The transaction closed on November 19, 2009.
 - **Vendor shareholders of Asia Pacific Inspection Limited**, a quality control company specializing in electrical, toy and hard goods inspections and lab tests, in the sale of their interests in a group of companies (headquartered in Hong Kong, with subsidiaries in Asia including China, Vietnam and Indonesia) specializing in quality control, inspection and testing to a French owned investment fund. The transaction closed in January 2009 and the terms were undisclosed.
 - **Liberty Partners, L.P.**, a private equity firm that specializes in investments in middle market manufacturing, business services, and education-related companies, in a secured creditor sale of certain assets of HighTower Software, Inc., for cash and stock. The transaction closed in January 2009 and the terms were undisclosed.
 - **SunGard Data Systems, Inc.**, global leader in software and processing solutions for financial services, higher education and the public sector, in its acquisition of substantially all of the assets of Performance Pathways, Inc., a leading provider of instructional management software for K-12 school districts. The transaction closed in March 2009 and the terms were undisclosed.

- **Lakeland Tours, LLC** (d/b/a WorldStrides), a provider of educational tours, in its acquisition of New Century Tours, Inc. The transaction closed on December 14, 2009 and the terms were undisclosed.
- **The p.i.n.k. Spirits Company**, an alcoholic beverages company and a portfolio company of Guggenheim Partners, in its sale to Prohibition Beverage, Inc. The transaction closed in February 2009 and the terms were undisclosed.
- **Anderson & Schwab, Inc.**, mining and coal consultants, and its affiliates in the sale of their assets to Behre Dolbear Group, Inc., an international mining and minerals consultant. The transaction closed in April 2009 and the terms were undisclosed.
- **Codan Limited**, an Australian publicly traded designer of electronics products, in its acquisition of Locus Microwave, Inc. for an aggregate value of \$4 million. The transaction closed on April 30, 2009.
- **IntriCon Corporation**, a designer and manufacturer of miniature and micro-miniature electronic products, in its acquisition of Datrix. The transaction closed on August 13, 2009 and the terms were undisclosed.
- **Animal Scan, LLC**, a provider of advanced veterinary imaging equipment, in its acquisition of 100% of the stock of Iams PET Imaging, LLC. The transaction closed on August 7, 2009 and the terms were undisclosed.
- **SSG Capital Advisors, LLC**, a nationally recognized investment bank that helps middle market companies with challenging financial transactions, in its acquisition of the special situation investment banking group from National City. The transaction closed in May 2009 and the terms were undisclosed.
- **Happy Lawn of America, Inc.**, a landscaping company, in the sale of its assets to the ServiceMaster Company. The transaction closed on September 10, 2009 and the terms were undisclosed.
- **Safeway Group, Inc.**, a leader in developing, leasing, and managing commercial real estate, with a focus on retail shopping centers, in its acquisition of real estate and certain other operating assets from a group of related New Jersey private companies. The transaction closed on September 30, 2009, and the terms were undisclosed.
- **Midway Games Inc.**, a videogame developer and publisher, and its subsidiaries, with several transactions, including:
 - Represented as debtors-in-possession in the sale of substantially all of their assets to Warner Bros. Entertainment, for approximately \$46 million. The transaction closed on July 10, 2009.
 - The sale pursuant to Section 363, of assets to THQ. The transaction closed on August 19, 2009 and the terms were undisclosed.
 - The sale of certain assets relating to TNA Impact video games. The transaction closed on October 2, 2009 and the terms were undisclosed.
- **Lincoln Foodservice Products LLC**, a subsidiary of The Manitowoc Company, Inc., in the sale of the assets of Lincoln's Smallwares Division to The Vollrath Company LLC. The transaction closed on December 23, 2009 and the terms were undisclosed.
- **MdBio Foundation**, an organization that supports Maryland's bioscience community, in the sale of a biomanufacturing facility to Emergent Bio Solutions for \$7.85 million. The transaction closed on November 17, 2009.
- **DecisionOne**, provider of technology support solutions, in its acquisition of the MVS division of Anacom, a San Diego information technology and business services company. The transaction closed on December 21, 2009 and the terms were undisclosed.
- **Fastech Investment Group, LLC**, a portfolio company of NewSpring Mezzanine Capital, in its acquisition of Aserdiv, Inc. and Transcend Communications, Inc. The transaction closed on November 24, 2009 and terms were not disclosed.
- **StoneMor Partners L.P.** (NASDAQ: STON), the second largest publicly traded cemetery company in the United States, in several transactions, including:
 - The sale of the Alexander Newby Funeral Home to Family Heritage Funeral Home, Inc. The transaction closed on March 20, 2009 and was valued at \$475,000.
 - An operating agreement with Rest Haven Memorial Park for a 40-year term. The transaction closed on May 14, 2009 and was valued at \$1.75 million.
 - An operating agreement with Kingwood Memorial Park for a 40-year term. The transaction closed on May 22, 2009 and the terms were undisclosed.
 - An operating agreement with Green Lawn Cemetery for a 40-year term. The transaction closed on July 1, 2009 and was valued at \$2.8 million.

- **A&J Carter (HK) Limited** in its acquisition of Richtex Mauritius Limited, a holding company of a Chinese factory that sources, manufactures and supplies quality children's clothing to the high-end retail market in the UK. The transaction closed in April 2009 and the terms were undisclosed.

Private Equity/Venture Capital/ Strategic Investments

- **SunGard Data Systems Inc.**, global leader in software and processing solutions for financial services, higher education and the public sector, in a minority equity investment in Quadriserve, Inc. The transaction closed on March 11, 2009 and the terms were undisclosed.
- **Cortec Group**, a private equity fund that targets middle-market manufacturing, distribution and service companies, in its acquisition of a majority stake in 180 Medical, Inc. The transaction closed on September 16, 2009 and the terms were undisclosed.
- **MentorTech Ventures II, LP**, an early-stage venture capital fund, as the lead investor in an up to \$3.3 million Series C investment in Molecular Detection, Inc., a Pennsylvania based developer of DNA-based rapid diagnostic test kits, with significant R&D activities in Israel. This investment followed a Series B financing round led by SVM Israel Opportunity Fund II, LP and SVM Israel Parallel Fund LP, both affiliated with MentorTech Ventures. Ben Franklin Technology Partners and Robin Hood Ventures also participated in the transaction, which closed on June 12, 2009.
- **Edison Venture Fund, Smith Defieux Capital Partners and a group of Edison's limited partners** in a \$5.6 million follow-on investment in Health Market Science (HMS). The transaction closed on April 20, 2009.
- **Sanovia Corporation**, a pharmaceutical management company, in its \$8 million round of Series C financing provided by Chrysalis Ventures, HLM Venture Partners and Claritas Capital. The transaction closed on April 22, 2009.
- **Core Solutions, Inc.**, a healthcare information technology provider to the mental and behavioral health sectors, in a follow-on venture financing provided by Emerald Stage2 Ventures and Trestle Ventures. Previously, Ben Franklin Technology Partners invested in Core Solutions. The transaction closed in October 2009 and the terms were undisclosed.
- **The Learning Annex, LLC**, a leading educational media company and a portfolio company of Apax Partners, in several transactions, including:
 - A strategic combination with One Day University, an educational media company backed by JLL Partners and CMS Small-Cap Private Equity Fund. The transaction closed in April 2009 and the terms were undisclosed.
 - A preferred equity financing transaction with Saban Ventures. The transaction closed in June 2009 and the terms were undisclosed.
- **Blue 9 Capital**, a private equity firm specializing in middle-market company investments, in an investment in TSX, LP. The deal closed in February 2009 and the terms were undisclosed.
- **Pure Earth, Inc.**, a leading provider of sustainable recycling options for waste management, in a \$1 million Series C Preferred Stock offering. The transaction closed in December 2009.
- **EdisonLearning, Inc.**, a provider of educational development services, in an investment in Linden Schools. The transaction closed in June 2009 and the terms were undisclosed.
- **Meakem Becker Venture Capital**, an early-stage venture capital firm which invests in a wide range of information technology and life sciences companies, in its follow-on investment in Leostream Corporation, a software company that builds hosted desktop connection brokering tools. The transaction closed in November 2009 and the terms were undisclosed.
- **Phytomedics, Inc.**, a privately held biopharmaceutical company with a broad portfolio of novel compounds for chronic diseases, in a Series C financing round led by Inventages Venture Capital of up to \$10 million. The transaction closed on April 30, 2009.
- **Griswold Special Care, Inc.**, a non-medical homecare company, and its affiliates, in a strategic majority investment into the company by a portfolio company of an American franchise company. The transaction closed in June 2009 and the terms were undisclosed.

- **Kobo Products, Inc.**, a provider of innovative, technology-based raw materials to the cosmetic industry, in a strategic collaboration agreement with Sumitomo Osaka Cement Co., Ltd., a public company traded on the Tokyo Stock Exchange, which included a \$3 million, Series A Preferred Stock investment in Kobo. The transaction closed on October 20, 2009.
- **Liberty Partners, L.P.**, a private equity investment firm specializing in investments in middle-market manufacturing, business services, and education-related companies, in a follow-on investment in Henley-Putnam University, an online provider of educational services. The transaction closed in June 2009 and the terms were undisclosed.

Securities

- **Iconix Brand Group, Inc.** (NASDAQ: ICON), a worldwide licensor and marketer of fashion and home brands, in a registered public offering of \$152.9 million of common stock, including shares sold by the company and selling stockholders. The transaction closed in June 2009.
- **Lincoln Financial Group** (NYSE: LNC), a diversified financial services organization, in several transactions, including:
 - A registered public underwritten offering of \$690 million of common stock. The transaction closed in June 2009.
 - A registered public underwritten offering of \$500 million of senior notes. The transaction closed in June 2009.
 - A \$300 million senior note offering. The transaction closed in December 2009.
- **Evergreen Energy, Inc.** (EEE), an environmentally friendly power generator, as investor of \$15 million in convertible senior secured promissory notes in a PIPE transaction that closed on March 26, 2009.
- **Brightpoint, Inc.** (NASDAQ: CELL), a distributor of mobile phones and other wireless products, in a registered public offering of \$75 million of common stock by one of its shareholders. The transaction closed in July 2009.
- **A.C. Moore Arts & Crafts, Inc.** (ACMR), a retailer of art and craft products, as issuer of \$10 million of common stock in a PIPE transaction that closed on May 27, 2009.
- **GSI Commerce, Inc.** (NASDAQ: GSIC), a leading provider of e-commerce and interactive marketing services, in several transactions, including:
 - A registered public underwritten offering of \$232 million of common stock, including shares sold by the company and selling stockholders. The transaction closed on August 18, 2009.
 - An underwritten block trade of \$50 million common stock by former stockholders of Retail Convergence, Inc. (RCI). The transaction closed on December 11, 2009.
- **Firstgold Corporation** (FGOC), a mining and exploration company, as investor of \$12 million in non-convertible senior secured promissory notes in a PIPE transaction that closed on August 7, 2009.
- **Hudson Technologies, Inc.** (HDSN), a provider of innovative solutions to the refrigeration industry, as issuer of \$1,690,500 of common stock-shelf sale (registered direct), in a PIPE transaction that closed on August 6, 2009.
- The **lead investor** in a \$21.1 million convertible preferred stock and warrants PIPE transaction with PMFG, Inc., a NASDAQ-listed company. The transaction closed in September 2009.
- **Sandler O'Neill**, an investment bank focused on the financial services sector, underwriter, in a \$23 million offering of common stock issued by Citizens & Northern. The transaction closed in December 2009.
- Registration for **Global Real Estate Investments Fund** being sold on a continuous basis as an interval fund by the Fund's affiliated broker dealer Ascent Real Estate Securities, LLC. The transaction closed in October 2009.
- **Metro Bancorp** (NASDAQ: METR), the holding company for Metro Bank with 30 plus branches in south-central Pennsylvania, in a registered public underwritten offering of \$75 million of common stock. The transaction closed on September 30, 2009.
- **Amacore Group, Inc.** (ACGI), a discount eyecare plan provider, as issuer of \$6 million of convertible preferred stock as a PIPE transaction that closed on November 13, 2009.
- **Commerce Energy Group, Inc.** (EGR), an electricity and natural gas marketing company, as investor of \$23,156,990 in convertible senior secured promissory notes as a PIPE transaction that closed on August 21, 2009.

Financings and Restructurings

- **Akeida Capital Management LLC**, an environmental asset management firm focused on originating and investing in sustainable energy products, in several transactions, including:
 - A \$12.5 million senior secured financing for two biomass power generation facilities located in the San Joaquin Valley in California. The transaction closed in June 2009.
 - A \$10.5 million senior secured loan facility for a biomass power generation facility located in Blue Lake, California. The transaction closed on October 6, 2009.
- A **private equity fund** that invests in the electric power sector in the restructuring of an investment in one of their portfolio companies. The deal closed in March 2009 and the terms were undisclosed.
- **General Cable Corporation** (NYSE: BGC), a global leader in the development, design and distribution of copper, aluminum and fiber optic wire and cable products in a \$439.4 million note exchange offer. The transaction closed in December 2009.
- **Codi, Inc.**, a leading manufacturer of mobile computing bags and accessories and a portfolio company of Milestone Partners, in a refinancing transaction. The transaction closed in September 2009 and the terms were undisclosed.
- **Sealy Corporation**, a manufacturer and retailer of bedding products, in a \$627 recapitalization, including \$100 million asset based loan, \$350 senior secured notes, and \$177 million-rights offering of senior secured convertible PIK notes. The transaction closed in June 2009.
- **Penn Detroit Diesel-Allison**, a major distributor and service center for diesel engines, automatic transmissions, generator sets and replacement parts and a portfolio company of Allied Capital Corporation, in a financing transaction. The transaction closed in June 2009 and the terms were undisclosed.
- **StoneMor Partners L.P.** (NASDAQ: STON), the second largest publicly traded cemetery company in the United States, in a refinancing of \$80 million of senior secured debt through an increase in its acquisition line from \$40 million to \$102,850,000 and a further increase in its revolver from \$35 million to \$45 million. The transaction closed on April 30, 2009.
- **Good Health Natural Products**, a leading producer of branded natural and organic consumer products and a portfolio company of Milestone Partners, in a refinancing transaction. The transaction closed in November 2009 and the terms were undisclosed.
- **SDI Health LLC**, a leading healthcare data analysis provider and a portfolio company of LLR Partners and Tailwind Capital, in a recapitalization financing. The transaction closed in October 2009 and the terms were undisclosed.
- **WMS Industries, Inc.** (NYSE: WMS), a casino gaming machine manufacturer, in a series of transactions in which WMS made cash payments to a number of note holders to induce the early conversion of over \$110 million of \$115 million of outstanding convertible notes. The transaction closed in September 2009.

Private Investment Funds

- A **private equity client** in a fund formation focusing on retail liquidation projects. The transaction closed in May 2009 and the terms were undisclosed.
- Formation of a **New York-based commercial finance opportunity fund**. The transaction closed in March 2009 and the terms were undisclosed.
- Formation of a **New York-based private investment fund** organized to provide capital to underwriting syndicates internationally. The transaction closed in September 2009 and the terms were undisclosed.