



Passion drives what we do



Joe Conroy



Dear Clients and Friends,

At Cooley, our passion is serving you, working with you and counseling you as you strive to achieve your most critical business imperatives. We are proud and energized by the fact that many of you are the source or culmination of a zealous belief in an idea for a new and better way of doing something. We are immensely gratified to be partners with some of the most innovative and successful companies of our time.

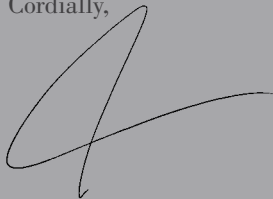
We are privileged to represent an incredibly wide range of clients including individual innovators, startups and Fortune 100 companies. Regardless of size or industry, all of you face increasingly complex business challenges and unique legal issues in today's fast-paced and evolving global economy. Whether these challenges arise in the courtroom, in the lab or at the negotiating table, we are there, dedicated to providing responsive, timely and excellent legal advice and efficient, practical business solutions.

We relish the opportunity to immerse ourselves in your businesses and challenges, and gain insights and understandings that will enable us to better meet your legal needs. To that end, our attorneys utilize their legal expertise and deep industry knowledge and experience to inform their work on a day-in and day-out basis. Across Cooley, you will find attorneys whose passion for their work is obvious. Some have industry experience relevant to the area of law in which they practice, and many more have devoted themselves to particular industries for their entire legal careers.

We make it a top priority to bring this expertise and experience to bear in a team-oriented fashion. When you call upon us for advice, we assemble the most knowledgeable and proficient team of attorneys regardless of their departmental designation, practice group affiliation or office location. Our sole goal is to address your legal issues and business challenges with the most appropriate firm-wide resources.

We are gratified to have the opportunity to help facilitate and to witness your successes, and we thank each of you for relying upon us to act as your trusted legal adviser and advocate. We fully appreciate the importance of the role and constantly dedicate ourselves to exceeding your expectations and delivering value at the highest level.

Cordially,



Joe Conroy
Chief Executive Officer
Cooley LLP

industry
expertise

CLEAN ENERGY & TECHNOLOGIES
DIGITAL MEDIA & ENTERTAINMENT
ECOMMERCE
EDUCATION
HEALTH CARE
INSURANCE
INVESTMENT BANKING
LIFE SCIENCES
MEDICAL DEVICES
RETAIL & CONSUMER PRODUCTS
SEMICONDUCTOR
SOCIAL MEDIA
SOFTWARE
SPORTS
TELECOMMUNICATIONS
WEB 2.0

Cooley
LLP
at a glance

practices

- Chairman: Steve Neal | CEO: Joe Conroy
- Founded in 1920 in San Francisco
- Deep roots in Silicon Valley; national footprint; four East Coast offices; international client base
- Go-to firm for companies and investors in technology, life sciences and clean technology
- Winning track record in courtrooms across the country in high-stakes litigation
- Balance of transactional attorneys and litigators

ANTITRUST & TRADE REGULATION
BANKRUPTCY & RESTRUCTURING
CLASS ACTION LITIGATION
COMMERCIAL LITIGATION
COMPENSATION & BENEFITS
CREDIT FINANCE
DEBT SECURITIES TRANSACTIONS
EMERGING COMPANIES
EMPLOYMENT & LABOR
ENVIRONMENTAL
ESTATE PLANNING & PERSONAL REPRESENTATION
GOVERNMENT CONTRACTS
INTELLECTUAL PROPERTY
INTERNATIONAL
LIFE SCIENCES
MERGERS & ACQUISITIONS
NATIONAL SECURITY
PRIVACY
PRIVATE EQUITY & BUYOUT
PRO BONO
PROJECT DEVELOPMENT & FINANCE
PUBLIC COMPANIES
REAL ESTATE
SECURITIES LITIGATION
SECURITIES REGULATION
TAX
TAX LITIGATION
TECHNOLOGY TRANSACTIONS
TRADEMARK, COPYRIGHT & ADVERTISING
VENTURE CAPITAL
WHITE COLLAR & REGULATORY DEFENSE



Mike Rhodes

Head of the Litigation Department

Passion drives what we do

Every law firm has a culture. What clients tell us over and over is that Cooley attorneys immerse themselves into their clients' business with a drive to know every aspect of the business or case in a way they rarely see.



Eric Jensen

Head of the
Business Department

COOLEY TURNS THE TABLES ON BREACH OF CONTRACT CLAIM AND SECURES \$1.5 BILLION LICENSING AGREEMENT FOR NVIDIA

Since NVIDIA's earliest days in 1993, Cooley has been proud to serve as its primary outside counsel on corporate and litigation matters. In February 2009, Cooley was again called upon by NVIDIA when it was sued by Intel for breach of contract in Delaware Chancery Court.

Intel sought a judgment that NVIDIA was not licensed to manufacture chipsets that are compatible with Intel's latest microprocessors and also sought a declaration that NVIDIA breached a 2004 chipset licensing agreement with Intel by falsely claiming it was authorized to produce these chipsets. NVIDIA fired back, counterclaiming that both licenses were subject to one-way termination by virtue of Intel's wrongdoing.

After two years of hard fought litigation, NVIDIA announced in January 2011 that it had settled its disputes over its cross licenses with Intel by entering into a new agreement pursuant to which NVIDIA will receive \$1.5 billion over a five-year payment term.

Cooley served as lead counsel in the Delaware case and had an integral role in the negotiations between the two parties and the structuring of the cross-licensing agreement.

COOLEY PARTNER REPRESENTS FORMER MLB PITCHER ROGER CLEMENS

Partner Mike Attanasio stood alongside Roger Clemens at his arraignment in August when Clemens faced charges that he lied in his testimony to Congress about performance-enhancing drug allegations. Attanasio, a former federal prosecutor, joined the defense team after Clemens testified before Congress and came under investigation by federal prosecutors. Clemens entered a plea of "not guilty" at the hearings and a trial is expected to follow in 2011.

LITIGATION TEAM SECURES COMPLETE VICTORY FOR FORMER INSURANCE EXECUTIVE

A team of committed Cooley litigators did not rest until their job was completely done. They convinced the New York State Supreme Court to throw out the lone conviction from the original 37-count indictment against Edward McNenney. The former executive at insurance broker Marsh & McLennan Cos. was implicated in an alleged conspiracy to fraudulently obtain millions of dollars for Marsh and accomplice insurance companies by rigging the market for excess casualty insurance.

The charges stemmed from an investigation of alleged anti-competitive practices in the insurance industry by the New York Attorney General's office. Following Cooley's representation of Mr. McNenney in a 10-month long trial that resulted in his exoneration on 36 counts, Cooley successfully appealed the only conviction. After the court threw out the conviction, the Attorney General dismissed the indictment, resulting in a complete victory for our client in the case.



"We are at our best in the courtroom."

Steve Neal

Cooley Chairman Steve Neal is among the foremost trial lawyers in the country. He has tried some of the most headline grabbing cases in recent years, and he has served as lead trial counsel in dozens of cases. He has persuaded appellate courts to rule in favor of his clients in 23 out of 25 appearances. Most recently in a high stakes litigation for long-time client NVIDIA against Intel, Steve and the Cooley team turned Intel's breach of contract claim into a \$1.5 billion licensing agreement for NVIDIA.

Connie Bertram, a D.C.-based partner in our Employment & Labor Practice, advises federal government contractors on the many unique employment and compliance issues that arise in the government contracting context. She has six times been named a “Leading Employment Lawyer” by *Washingtonian Magazine*, *Washington Business Journal* and *Legal Times*.



“We live at the intersection of innovation and regulation—right where our clients need us.”

Connie Bertram

COOLEY SCORES WIN IN FACEBOOK'S FIRST TRIAL

Last summer, facing its very first trial of any kind, Facebook knew where to turn. Based on a relationship that spans many patent and trademark cases and class actions, Facebook and Cooley teamed up to defeat Leader Technologies' patent infringement claims in Delaware federal court.

After a hard fought two-week trial, the jury concluded that the suit was invalid, and the trial judge affirmed the verdict.

TRIAL VICTORY RESTORES EBAY OWNERSHIP STAKE IN CRAIGSLIST

Cooley won a significant victory for eBay in the much-publicized trial that pitted the online auction site and craigslist against each other in a shareholder dispute. In the bench trial, which included the testimony of former eBay CEO Meg Whitman and other company executives, eBay challenged various corporate governance measures that diluted eBay's ownership and participation as a craigslist shareholder following its share purchase in 2004.

The ruling rescinded a poison pill and right of first refusal adopted by the controlling shareholders in January 2008, and restored eBay's 28.4 percent share in the company. In the decision, the judge found that the two directors of craigslist had "breached their fiduciary duty of loyalty by using their power as directors and controlling stockholders to implement an interested transaction that was not entirely fair to eBay, the minority stockholder."

INTENSE EFFORT SAVES AN EMERGING GROWTH BUSINESS IN "BET THE COMPANY" CASE

In a "bet the company" case, a nimble Cooley litigation team won a significant victory in New York State Supreme Court for client Mobile Commons. The venture-backed company provides wireless text messaging "short code" services for a number of charities and non-profits, allowing customers to run campaigns whereby their target audience can participate through texting codes.

On a Thursday night, without warning, OpenMarket, a middleman aggregator, sent a letter informing Mobile Commons that it was cutting off all services the next day due to alleged contractual breaches. On Friday, the termination occurred, and Mobile Commons's business was completely shut down. Without service, the company was on life support.

In an intense weekend effort, former U.S. attorney Laura Grossfield Birger led the Cooley team that worked to master the facts and the law and put together temporary restraining order papers. At a hearing the following Wednesday, the judge granted Cooley's temporary restraining order, allowing Mobile Commons to return to normal operations.

COOLEY ADVISES DIONEX CORPORATION IN \$2.1 BILLION SALE

Thermo Fisher Scientific (NYSE: TMO), the world leader in serving science, and Dionex Corporation (NASDAQ: DNEX), a leading manufacturer and marketer of chromatography systems, announced in late 2010 that their boards of directors had unanimously approved a transaction whereby Thermo Fisher would acquire all of the outstanding shares of Dionex for \$118.50 per share in cash, or a total purchase price of approximately \$2.1 billion. Cooley's M&A practice advised Dionex in the transaction.

Under the terms of the agreement, Thermo Fisher has commenced a tender offer to acquire all of the outstanding shares of Dionex common stock. Thermo Fisher expects to realize total operating synergies of \$60 million in year three following the transaction's close through a combination of cost savings and revenue enhancements.

Dionex, based in Sunnyvale, California, introduced the first ion chromatography system for water analysis shortly after its founding in 1975.

\$545 MILLION HEALTHCARE DEAL CREATES TOP TEN MEDICARE PLAN

A team of Cooley M&A attorneys advised long-time client and Medicare-coverage provider Bravo Health, Inc. in its sale to HealthSpring, Inc. (NYSE: HS) for \$545 million. Bravo is an operator of Medicare Advantage coordinated care plans in Pennsylvania, the Mid-Atlantic Region, and Texas, and Medicare Part D stand-alone prescription drug plans in 43 states. The deal created the seventh largest Medicare Advantage plan in the United States.

GILEAD ACQUISITION EXTENDS PORTFOLIO FOR CANCER TREATMENT

A Cooley M&A team advised Gilead Sciences, Inc. (NASDAQ: GILD) in its acquisition of Arresto Biosciences, Inc., a privately-held, development-stage biotechnology company focused on medicines to treat fibrotic diseases and cancer. Pursuant to the terms of the agreement, Gilead acquired Arresto for \$225 million and potential future payments based on achievement of certain sales levels.

M&A PRACTICE FEATURES BREADTH AND VOLUME

Over the past five years, Cooley has handled more than 400 M&A transactions, ranging in size from less than \$4 million to more than \$4 billion, making our practice one of the most active in the country.

We represent all categories of participants in transactions, including buyers, sellers, major stockholders, lenders, financial advisors, management, special board committees, venture capitalists, individual investors, private equity funds, hedge funds and others.



"We thrive on adding value to our clients' defining moments."

Suzanne Sawochka Hooper

Suzanne Sawochka Hooper serves as Vice Chair of the Business Department. She specializes in securities transactions, corporate governance and SEC reporting matters and mergers & acquisitions, particularly in the life sciences industry.

Mike Lincoln leads Cooley's Emerging Companies group in the Mid-Atlantic Region which handled 60% of all venture financings in the market in 2010. He also teaches a course on emerging growth companies and venture capital at the University of Virginia School of Law and has been recognized many times, including by *Washingtonian Magazine* as one of the Top 150 Most Powerful People in the Washington, DC area.

Mike Lincoln

"Helping emerging companies grow and shape their strategy is extremely rewarding. To be part of an entrepreneur's inner circle is truly an honor."



DELL ACQUIRES COMPELLENT TO STRENGTHEN CLOUD ENVIRONMENTS

A Cooley M&A team advised Compellent Technologies, Inc. (NYSE: CML) in a definitive agreement for Dell (NASDAQ: DELL) to acquire Compellent for \$960 million. The acquisition represented a strategic investment by Dell as it expands its portfolio of enterprise-class storage solutions. Compellent is a rapidly growing provider of highly-virtualized storage solutions with automatic data management features, including tiering and thin provisioning for enterprise and cloud computing environments.

COOLEY TEAM ADVISES OFFICE DEPOT IN STRATEGIC OUTSOURCING TRANSACTIONS

Cooley's Technology Transactions Group assisted Office Depot, Inc. (NYSE: ODP) with a series of strategic outsourcing transactions encompassing IT, Audit, and Finance & Accounting operations. Cooley's attorneys brought industry-leading sourcing expertise to Office Depot to efficiently source core operations to several prominent service providers leading to improved service delivery and price optimization.

CONVERTIBLE SENIOR NOTE FINANCING FOR ROVI CORPORATION

A Cooley debt securities team advised Rovi Corporation (NASDAQ: ROVI) in its offering of \$460 million aggregate principal amount of 2.625% convertible senior notes due 2040. The notes were issued in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The closing included \$60 million aggregate principal amount of notes issued following the full exercise, by the initial purchasers of the notes, of an option to purchase such notes solely to cover over-allotments.

Concurrently with the offering, the company used \$159.6 million of the net proceeds of the offering to repay all outstanding amounts under its senior secured credit facility, \$100 million of the net proceeds of the offering to repurchase approximately 2.7 million shares of its common stock in negotiated transactions with institutional investors, and approximately \$56.4 million of the net proceeds of the offering to repurchase \$40.9 million aggregate principal amount of Rovi Corporation's outstanding 2.625% convertible senior notes due 2011 in individually negotiated transactions with institutional investors.

COOLEY SECURES SIGNIFICANT TAX SAVINGS FOR ENTERGY CORPORATION

A team of New York-based tax litigators secured favorable rulings from the United States Tax Court that could yield \$330 million in tax savings for Entergy Corporation (NYSE: ETR). Judge James S. Halpern ruled that Entergy was entitled to a foreign tax credit for taxes paid by its subsidiary in the United Kingdom yielding \$250 million in tax savings. In July, Cooley prevailed on a separate issue in the case when the judge ruled that Entergy was entitled to a revised depreciation deduction for its lighting assets (streetlights). The ruling, which saved Entergy \$80 million in taxes, had industry-wide implications as it established a shorter depreciation recovery period for streetlights.

HIGH RANKING IN CORPORATE SCORECARD

In the *American Lawyer's* annual Corporate Scorecard issue, Cooley ranked #4 among law firms in follow-on offerings. "During the slowdown in Capital Markets in 2010, which reduced activity across the board, companies continued to turn to Cooley for their milestone events," said Eric Jensen, Head of the Business Department.

THE RETURN OF IPOs

When IPOs began their re-emergence after a dormant two years in early 2010, QuinStreet, Inc. (NASDAQ: QNST) tapped Cooley for counsel in the first IPO of the year in Silicon Valley, a \$150 million initial public offering of common stock.

COOLEY LEADS ONE OF 2010's BEST PERFORMING IPOs

Cooley represented long-time client BroadSoft, Inc. (NASDAQ: BSFT) in its \$67.5 million initial public offering in June, which was one of the year's best performing IPOs. BroadSoft makes software that enables telecommunications service providers to deliver voice and multimedia services to businesses and consumers over IP-based networks. Goldman Sachs & Co. was the lead underwriter for the IPO. Cooley also advised BroadSoft in its \$134 million follow-on offering in December. Goldman Sachs and Jefferies & Company were the lead underwriters for the follow-on offering.

INNOVATIVE ANTIBIOTICS COMPANY BOLSTERS R&D WITH IPO

Cooley advised biopharmaceutical company Trius Therapeutics, Inc. in its initial public offering, which began trading on the NASDAQ (TSRX) in early August. Citigroup Global Markets Inc. was the sole book-running manager, with Piper Jaffray & Co. as co-lead manager and Canaccord Genuity Inc. and JMP Securities as co-managers for the offering.

EIGHT-YEAR-OLD BIOPHARMA COMPANY GOES PUBLIC WITH ITS BORON CHEMISTRY PLATFORM

Cooley advised Anacor Pharmaceuticals, Inc. (NASDAQ: ANAC) in its initial public offering of 12,000,000 shares of common stock at a price of \$5.00 per share.

Concurrent with the completion of the initial public offering, Anacor completed a private placement of 2,000,000 shares of common stock, at a price of \$5.00 per share, to affiliates of an existing investor in Anacor. Cooley advised Anacor in the private placement, as well. Including proceeds from the exercise of the over-allotment option and the concurrent private placement, the gross proceeds before expenses were approximately \$76.9 million.



NASDAQ
Dream it.

NASDAQ



“We are a close-knit group, and our clients respond to that closeness. They realize it provides an edge—whether it be at the negotiating table or in the courtroom.”

Jay Indyke

Jay Indyke, who serves as Head of Cooley's Bankruptcy & Restructuring Practice, was recognized by *The Deal's Bankruptcy Insider* as one of the top unsecured creditor lawyers in the United States for the past seven years, as well as being declared one of the top three bankruptcy M&A attorneys in 2010.

COOLEY ADVISES UNSECURED CREDITORS IN BLOCKBUSTER VIDEO

Reaffirming that it continues to be counsel of choice for creditors faced with major retail bankruptcies, Cooley's Bankruptcy & Restructuring Practice was selected to represent the unsecured creditors committee in the bankruptcy proceedings of the U.S. video rental retailer Blockbuster, one of the most high-profile cases in the retail sector for 2010. Blockbuster was able to continue as a going concern following the sale of its assets to Dish Network Corporation.

BANKRUPTCY TEAM SECURES RECOVERY FOR PIZZERIA UNO

Cooley advised the committee of unsecured creditors of Uno Restaurant Holdings Corp. (Pizzeria Uno) in a settlement with the company's secured noteholders, who took control of the company when it emerged from Chapter 11.

As counsel for the creditors committee, Cooley focused its efforts on achieving a recovery greater than the zero percent recovery contemplated by the debtors and their noteholders in the pre-arranged Chapter 11 filings. The efforts of Cooley and the creditors committee resulted in a global settlement with the debtors and a majority of their noteholders which provides for a successful reorganization of Uno's as a going concern, a significantly greater recovery, a purchase of a percentage of each unsecured claim and an agreement among the parties that preference actions will not be pursued.

COOLEY NAMED RESTRUCTURING LAW FIRM OF THE YEAR

Cooley's Bankruptcy & Restructuring Practice was awarded top honors for its performance in 2010, receiving the "Restructuring Law Firm of the Year" award at the Turnaround Atlas Awards. In addition, the Firm received the "Chapter 11 Reorganization of the Year" award for its representation of Crabtree & Evelyn in the retailer's successful emergence from bankruptcy. Crabtree & Evelyn was one of the lone retailers to emerge from Chapter 11 in 2010.

The Cooley team appeared on the ballot frequently at the 2010 Turnaround Atlas Awards. The Firm also earned a second nomination as a "Chapter 11 Reorganization of the Year" finalist for its representation of the unsecured creditors in the Filene's Basement bankruptcy. Larry Gottlieb, former head of Cooley's bankruptcy practice, was nominated as a finalist for "Lawyer of the Year."

The awards were presented at the Turnaround Atlas Awards annual dinner, which recognizes outstanding performances from the distressed M&A, restructuring and reorganization communities.

HELPING BRING TO MARKET ADVANCED TREATMENT FOR KIDNEY DISEASE

Led by Barbara Kosacz, a team of Cooley attorneys represented Reata Pharmaceuticals in its groundbreaking collaboration with Abbott Laboratories for the development and commercialization of bardoxolone—an oral, first-in-class antioxidant inflammation modulator in markets outside of the U.S. and Japan and certain other Asian countries. In two Phase 2 clinical trials, bardoxolone significantly improved kidney function in patients with advanced chronic kidney disease (CKD) and type 2 diabetes.

The terms of the agreement included upfront and near-term payments to Reata of \$450 million, additional milestones of up to \$350 million and royalties, and a minority equity investment by Abbott. Reata, based in Irving, Texas, retains all rights to the U.S. market for bardoxolone.

ACQUISITION SPAWNS NEW PLAYER IN PHARMA

A new company known as Horizon Pharma, Inc. was born as a result of the acquisition of Switzerland's Nitec Pharma AG by Cooley's client Horizon Therapeutics, Inc., a late-stage biopharmaceutical company focused on the development and commercialization of innovative medicines for pain-related diseases and chronic inflammation. Cooley's M&A and corporate teams led the deal which included an all-stock transaction and a \$30 million preferred stock and convertible note financing and \$12 million debt financing.

COOLEY HOSTS MEDICAL DEVICE LEADERS IN EXAMINING KEY DRIVERS AFFECTING THE INDUSTRY

At its acclaimed annual Medical Device Conference, Cooley hosted leading executives, investors, entrepreneurs and thought leaders for an all-day discussion in the San Francisco Bay Area on the key changes and drivers affecting the medical device industry. Special focus at the 2010 event was paid to M&A and strategic partnerships, as well as managing resources and growing business in uncertain times, especially in light of the proposed healthcare reform and anticipated changes to the regulatory environment. In addition, a number of prominent CEOs described their "experiences in the trenches."

COOLEY EARNS #1 RANKING IN NORTH AMERICA, EUROPE AND ASIA-PACIFIC

In 2010, Cooley dominated the BioPharm Insight™ League Tables throughout the year for global biotech and pharma licensing activity. Cooley ranked #1 in the 2010 Global and North American Tables with 23 transactions valued at \$8.4 billion and with 22 deals totaling \$7.7 billion—as well as topping the league tables for both value and volume tables in Europe with 13 deals worth \$4.4 billion.

Cooley also ranked #1 in 2010 in the Asia-Pacific Value Table with three deals valued at \$1.8 billion and ranked #1 in the Global Licensing League Tables for volume, advising on five transactions valued at \$1.6 billion.

Barbara Kosacz is Head of Cooley's Life Sciences Practice, which represents over 600 public and private life sciences companies. She is a member of the BIO Emerging Companies' Section Governing Board and a guest lecturer at the University of California, Berkeley (Boalt Hall) and Stanford University on biotechnology law, biotech business models and corporate partnering negotiations.

"Helping our clients do well while doing good—that's what gets us up in the morning."

Barbara Kosacz





“We are thrilled to be working alongside the innovators of clean energy and green technology in this critical new frontier.”

Jim Fulton

Jim Fulton is co-Head of Cooley's Clean Energy & Technologies Practice. Named a Top Clean Tech Lawyer in California by *The Daily Journal*, Jim was recognized by *The Best Lawyers in America* in corporate law and venture capital law from 2008–2010.

COOLEY HELPS BRING CLEAN ENERGY TO THE CARIBBEAN AND CENTRAL AMERICA

Attorneys from Cooley's Clean Energy & Technologies group advised Gildan in its development of biomass facilities in the Dominican Republic and Honduras and in the purchase of renewable energy resources to help power its textile and hosiery manufacturing operations in those countries. This included services related to the negotiation of the biomass facility construction and fuel supply contracts, as well as a purchase and sale agreement for certified emissions reductions (CERs).

CLEAN TECH SURVEY FORECASTS CHINA OPPORTUNITY

According to a 2010 Cooley survey of industry leaders, China's rapidly growing population and energy needs, coupled with its government-supported growth in the global renewable energy market, pose both an opportunity and a threat for U.S. clean energy and technology companies.

Nearly 90 percent of the 126 respondents believe that China's support of clean energy and technology ventures will have a significant impact on U.S. clean tech companies and investors. However, attitudes toward China were split: 53 percent believe the market opportunity in China trumps the challenges it presents in terms of increased competition, while 47 percent believe competition from China outweighs the opportunity for potential market growth.

COOLEY'S CLEAN ENERGY & TECHNOLOGIES GROUP RANKS #1 NATIONALLY

Cooley's Clean Energy & Technologies group was ranked #1 nationally by Vault, a leading provider of career information for the legal profession, based on a survey of attorneys. Cooley advises companies and investors in the formation and commercialization of innovative clean energy solutions, with a focus on emerging companies and investors, project development and finance, government financing, carbon management and finance.

"We have a unique approach to our practice in that we focus on the entire clean energy value chain—from the early-investment stages of emerging clean energy and technology solutions to the project development and financing of maturing technologies—successfully marrying project finance with deep technology and life sciences industry expertise," said Tom Amis, Washington, DC-based practice co-Head.

COOLEY HOSTS MARKET LEADERS TO DISCUSS CLEAN ENERGY TECHNOLOGY

Cooley's Annual Clean Energy & Technologies Conference has become a destination for leaders from business, government and finance. The 2010 conference in November in the San Francisco Bay Area covered innovative business and financial models that are reshaping the clean energy and technology markets; legal structures and regulatory reforms; and creative approaches to identifying opportunities for clean energy technology deployment.

CLIENT DEFENDED IN ONE OF THE LARGEST FCPA CASES BROUGHT

Cooley's white collar team successfully defended James Giffen, a U.S. national who was a senior advisor to the Republic of Kazakhstan since its inception, in a case many have described as the largest ever brought against an individual under the the Foreign Corrupt Practices Act (FCPA). Mr. Giffen, who negotiated major oil deals between the Republic of Kazakhstan and several multinational oil conglomerates, was under indictment for seven years, accused of having arranged \$80 million in payments associated with those deals to be funneled to secret Swiss bank accounts controlled by senior Kazakh officials—payments the Department of Justice described as blatant bribes. Following a vigorous defense in which the Cooley team argued that Giffen's actions were authorized by American intelligence agencies, the government ultimately agreed to reduce the charges against Giffen to a single tax misdemeanor for failing to check a box on a single tax return. After citing the Cooley lawyers for their "relentless and thoroughly professional" representation, the Court released Mr. Giffen without punishment, asking, "How does Mr. Giffen reclaim his good name? This court begins that process by acknowledging his service."

A NEW CEO FOR FINLAND'S NOKIA, INC.

The Employment & Labor group led the negotiations that resulted in client Stephen Elop moving to Nokia as CEO. Nokia is a \$57 billion company and the world's largest cell phone manufacturer. A Cooley team spearheaded by practice head Frederick Baron and compensation & benefits partner Thomas Welk advised on a unique mix of issues including Finland/U.S. tax treaty analysis, State of Washington intellectual property law and securities compliance issues in Finland and the U.S.

COMPLEX CONSTRUCTION TRANSACTION FOR NEW CARIBBEAN RESORT

A Cooley real estate team advised Caribbean Property Group LLC on the closing of \$231 million of construction financing for the construction of a luxury Ritz Carlton Reserve in Puerto Rico, one of the few construction financings made in the hospitality field in 2010. The Ritz Carlton Reserve is part of the re-development of the Dorado Beach Resort which will include four championship golf courses and several phases of luxury condominium townhomes. The financing in this complex transaction was structured as loans by a local Puerto Rico bank and a Puerto Rico governmental entity and note purchases by other entities. The entire financing was guaranteed by another Puerto Rico governmental entity. In addition, a third Puerto Rico governmental entity invested \$15 million as preferred equity.



"We formed the first venture fund in Silicon Valley in 1959 and one of the first venture funds to invest in China in 1989, so our relationships with venture investors around the world run deep."

Craig Dauchy

Craig Dauchy is Head of Cooley's top ranked Venture Capital Practice. He has participated in the formation of more than 200 venture capital and private equity funds, is co-author of the book, *The Entrepreneur's Guide to Business Law*, and was named 2010 Corporate Lawyer of the Year in the San Francisco Bay Area by *The Best Lawyers in America*.



COOLEY HELPS GLOBAL MEDICAL DEVICE MAKER ESTABLISH COSTA RICAN OPERATIONS

A Cooley securities team advised Volcano Corporation (NASDAQ: VOLC) on its issuance of \$115 million aggregate principal amount of 2.875% convertible senior notes, along with a concurrent convertible note hedge transaction that Volcano entered into that is intended to reduce dilution of Volcano's common stock upon conversion of the notes. Volcano is using a portion of the proceeds from the issuance of the notes to establish manufacturing facilities in Costa Rica.

"We serve as a catalyst for companies right in our own backyard that transform industry sectors around the world."

Al Browne

Al Browne was one of the 10 founding partners of Cooley's Boston office, which handles transactions in Germany, China, India and Canada. With deep experience in cross-border transactions, his clients include strategic and financial buyers and sellers in public and private acquisitions, including private equity sponsored leveraged buyouts and take-private transactions.



COOLEY AND LEGAL AID SOCIETY COLLABORATE IN WIN FOR CHILDREN'S RIGHTS

Cooley litigators Bill Schwartz, Rachel Kane and Karen Won acted as co-counsel with The Legal Aid Society of New York in a class action filed in New York state court against the New York State Office of Children and Family Services (OCFS), the state agency that has custody of juveniles placed in detention after a finding of delinquency. The lawsuit was brought on behalf of children in OCFS custody to challenge the agency's policy and practice of routinely shackling children in its custody when transporting them to and from courthouses without conducting any evaluation of whether the children are dangerous to themselves or others. Children were often forced to remain in those shackles for hours (15 hours in the case of the named plaintiff) while being transported to and from courthouses and while awaiting the calling of their cases in the courthouses.

Justice Tingling of the New York State Supreme Court granted plaintiffs' motion for summary judgment, holding that the agency's policy and practice violated its own regulations, and entered an injunction preventing OCFS from restraining children detained in non-secure or "limited secure" facilities with handcuffs and/or footcuffs during time spent in New York City court buildings unless there has been a reasonable determination that the child is uncontrollable and constitutes a serious and evident danger to himself and others. Following the Court's decision, the agency revised its policies and practices and is no longer routinely shackling the children in its custody.

TERMINATION OF OUTPATIENT MENTAL HEALTH SERVICES IN SACRAMENTO COUNTY BLOCKED

Cooley attorneys, with co-counsel organizations Disability Rights California and Western Center on Law and Poverty, obtained a preliminary injunction in a federal class action case on behalf of thousands of people who are served by Sacramento County's outpatient mental health program.

The suit, *Napper v. County of Sacramento, et al.*, alleged that the County's plan to terminate outpatient mental health services violated federal and state laws, including the Americans with Disabilities Act, by placing thousands of mental health consumers at risk of unnecessary institutionalization. In July 2010, District Judge Mendez issued a preliminary injunction preventing the County from ending its longstanding contracts with non-profit providers, thereby preventing the interruption of crucial services to thousands of mental health consumers.

Under an interim settlement agreement the County also agreed to use the existing providers of outpatient services to adult Medi-Cal recipients and maintain the current level of services until at least June 30, 2011, the end of the County's fiscal year, and to engage an expert to review the mental health services delivery system.

COOLEY RECEIVES LEGAL AID SOCIETY'S 2010 PRO BONO PUBLICO AND PUBLIC SERVICE LAW FIRM AWARD

Cooley was awarded The Legal Aid Society of New York's 2010 Pro Bono Publico and Public Service Law Firm Award, in recognition of the Firm's longstanding support of the country's oldest and largest private, not-for-profit legal services organization. Under the leadership of New York partner Alan Levine, who has served as chairman of The Legal Aid Society for the past four years, Cooley provides legal assistance to clients throughout the Society's three practices: civil, criminal and juvenile rights. The Firm has served as co-counsel on major litigation impacting clients and has expanded its traditional pro bono immigration practice to include preparation and filing of tax returns for immigrants seeking to remain in the United States. Cooley has also dedicated substantial attorney hours toward representation of adults accused of criminal behavior.

COMMITTED TO DIVERSITY

Our Diversity Fellowship Program is a key component of our on-going effort to recruit and retain a diverse team of attorneys at Cooley. Under our program, we have received more than 400 applications from over 60 law schools for our select fellowships. The program was founded in 2008 and has awarded \$150K to law school students in tuition reimbursement.

Koji Fukumura, co-Head of the Firm's Securities Litigation Practice, has been named one of the "Top 50 Lawyers" in San Diego for the last three years and is the Chair of Cooley's Diversity Committee.

"Our firm culture allows us to bring a multifaceted approach to solving our clients' problems which leads to better analyses, solutions and outcomes."

Koji Fukumura





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