

Private Equity & Venture Capital Practice

Fund Sponsors

Intellectual
Property

Emerging
Managers

private
equity
& venture
capital

Portfolio Companies

Management Team

Fund Formation

Due Diligence

Exit Strategy

Private Equity & Venture Capital Practice

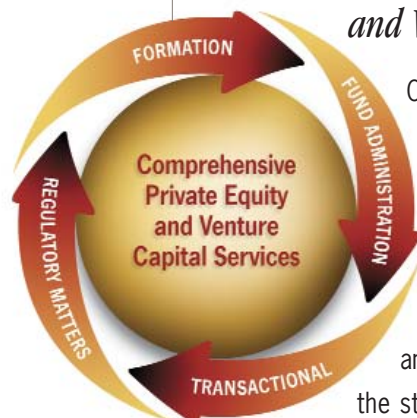
At Foley & Lardner LLP, we understand the unique needs and objectives of private equity and venture capital funds. We have represented venture investors and buyout groups for nearly half a century. With a team of over 200 attorneys focusing on the full range of public and private debt and equity vehicles and their investment activities, we bring a sophisticated and efficient approach to structuring funds and their investments. Our comprehensive understanding of the market, trends, and issues positions us as integral members of our clients' teams, working collaboratively to achieve their objectives.

As a national, multidisciplinary law firm, our full range of legal services for private equity and venture capital clients strengthens our competitive edge. Drawing on the experience of attorneys and professionals in more than 60 practice areas and 11 industry teams, we can customize our team according to your legal needs — whether in Boston; Palo Alto; Madison, Wisconsin; Brussels; or Tokyo.

When a private equity client — whether a buyout fund, venture capital fund, fund-of-fund, pension fund, university endowment, or other public or private institution — is grappling with the ever-increasing pressures of corporate governance reform, we have attorneys on hand who have worked specifically with such clients on corporate compliance issues. As one of the leading intellectual property (IP) law firms in the country, we have highly skilled intellectual property attorneys on our team who have worked with our private equity clients and their portfolio companies in recognizing, evaluating, and protecting their intellectual assets.

We deliver considerable depth and range of private equity and venture capital experience, backed by the breadth of our firm's comprehensive legal resources, to meet — and exceed — your expectations.

Focused Fund Experience to Meet Your Private Equity and Venture Capital Needs



Our Private Equity & Venture Capital attorneys address the entire range of our fund clients' legal needs, including formation, fund administration, transactional, and regulatory matters. From business, securities, tax, and Employee Retirement Income Security Act (ERISA) issues to IP, banking, communication, insolvency, and employment concerns, we are well-versed in the structuring and offering of domestic and offshore funds.

Remaining true to our core values — integrity, insight, and innovation — Foley is continually recognized and honored. Whether for our sophisticated legal services, the comprehensive thought leadership of our attorneys, or our innovations in legal technology, we have been honored with numerous awards and accolades.

- Nearly 400 attorneys have been awarded the highest rating by Martindale-Hubbell®
- BTI Consulting Group's Top 30 Client Service All Star Team (2002, 2003, and 2005)
- Fifteen practice groups were recognized for excellence by *Chambers USA: America's Leading Business Lawyers* (2003)
- Issuer's Counsel for two of the top 20 completed IPOs (2003)

U.S. Securities and Exchange Commission (SEC) New Registrations Report 2003

- Top 10 firm as Issuer's Counsel for IPOs (by maximum offering price) SEC New Registrations Report 2003
- Top 15 firm as Issuer's Counsel for IPOs (by number of registrations) SEC New Registrations Report 2003



- #2 ranking as Underwriters Counsel in Health Care Finance Transactions (by number of issues)
Thomson Financial Research Services 2003
- #5 ranking as Underwriters Counsel in Health Care Finance Transactions (by overall dollar volume)
Thomson Financial Research Services 2003
- #6 ranking as Bond Counsel in Health Care Finance Transactions (by overall dollar volume of issues)
Thomson Financial Research Services 2003
- Top 10 firm for patent litigation defense
IP Law & Business 2003
- Top 10 firm for patents issued
Intellectual Property Today 2003
- Top 25 firm for U.S. trademark registrations issued
Intellectual Property Today 2003
- CIO magazine's CIO-100 (2001, 2002, and 2004)
- CIO magazine's 2004 Enterprise Value Award (EVA) in the management services category — the only law firm to have ever won this prestigious award



We create the appropriate vehicles for private equity funds, fund-of-funds, angel funds, early and late stage venture capital funds, mezzanine funds, hedge funds, turnaround and distressed debt funds, and employee co-investment funds, among others. Our experience is not limited to U.S.-based fund work; we have significant know-how in structuring funds in non-U.S. jurisdictions.

Fund Sponsors

We represent fund sponsors in the creation and fund-raising efforts of a wide variety of fund types and sizes, including geographically focused and international fund vehicles; emerging managers; and experienced sponsors who have created multiple funds. We are at the forefront of issues such as preferred return, carry terms and calculations, additional public disclosure of fund results, management fee variables, and changes in clawbacks, among others. With our considerable technical and geographical experience, our attorneys and our fund clients promote and close funds in a wide variety of market conditions.

The added value provided by strategic partners who source deals, provide industry insight, and contribute management expertise has proven critical to the long-term success of private equity funds. Therefore, we have honed our experience in developing co-investment vehicles to support a fund's overall objectives, as well as the strategic partners' interests. Our experience ranges from complex investment programs to tax and estate planning investment structures for fund principals, officers, and employees. The ultimate goal of our co-investment vehicles is to maximize after-tax returns and personal wealth management objectives for these groups.

Fund Investors

Our Private Equity & Venture Capital attorneys serve a wide array of investor clients such as:

- Private and government pension plans
- Insurance companies
- Financial institutions
- Religious and charitable organizations
- University pension funds
- High net worth individuals
- Foreign entities and individuals
- Family offices

We have proven methods for quickly analyzing fund terms. When coupled with our extensive experience serving a variety of private equity funds, our attorneys efficiently guide investor clients' initiatives and counsel them on market trends and issues surrounding particular funds.



Comprehensive Legal Services and Industry Savvy to Support Your Growth

After the closing of the fund, we continue to closely participate with our clients in connection with portfolio investments. Our tightly integrated team approach ensures continuity between Foley attorneys and clients. Unless requested otherwise, the same team of transactional lawyers is available to handle all deals for a specific client. Yet, if required, we can deploy a task force ranging from one to 50 professionals to address due diligence, business, financial, or regulatory issues, whether driven by the characteristics of a unique industry; national, regional, or local regulatory or political constraints; or technological considerations. As counsel for promising businesses, we also make introductions to our private equity clients, both in the venture investment and buyout areas.

Depending on the nature of the fund investments, the Foley attorneys working most closely with a client can call upon the expertise of our business, tax, ERISA and pension, real estate, finance, international, employment, and other practice groups. We know that different types of transactions require different lawyering. We are capable of meeting our clients' needs, whether they involve venture capital investments ranging from seed to later round and mezzanine stages; controlling equity investments in public and private companies; PIPE investments; buyout transactions; or initial public offerings.

Of course, the exit strategy is just as important as the initial investment in a portfolio company. Our merger and acquisition attorneys and securities lawyers are highly sensitive to the specific needs of private equity clients as they create the optimum structure for a liquidity event, be it a merger, sale, or IPO.

Creating and Protecting Intellectual Property Assets

Foley continues to be recognized as a leading provider of intellectual property services — Foley was ranked by global corporations as one of the top five go-to-firms for IP counsel in both a 2003 and 2004 survey. With over 150 lawyers in our IP Department and dedicated Emerging Technologies, Nanotechnology, and Life Sciences Industry Teams, we have integrated our IP capabilities to deliver an innovative lifecycle of IP services to protect and add value to our clients' IP assets. We provide the critically important services of securing patents and trademarks, providing product clearance and patent opinions, licensing and tech transfer agreements, and IP due diligence for corporate transactions. When and if those assets are in jeopardy, we handle the patent, trademark, and other IP enforcement

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**Foley's National
Directors Institute: Offering
Insight and Guidance**

Foley consistently raises the bar in the corporate governance and corporate compliance arena. Since 2002, we have conducted our annual National Directors Institute (NDI), a seminar offering practical insight and guidance to directors, CEOs, CFOs, general counsel, and boardroom advisors of public, private, and non-profit companies.

proceedings using our skilled and experienced IP litigators. Our team develops IP management strategies that complement each client's overall competitive strategy.

*Understanding Complex Regulatory Issues That
Affect Your Success*

Our firm's status as one of the preeminent law firms in securities law, compliance, corporate governance, and government relations enables us to advise our private fund clients on a wide range of increasingly complex regulatory, tax, and other legal issues that affect private funds and their sponsors and investors.

We regularly advise clients on the most complex issues arising under the Securities Act, Securities Exchange Act, and Commodity Exchange Act; the Investment Advisers Act and Investment Company Act; rules of the NYSE, NASDAQ, and other self-regulatory bodies; and state securities laws. We are often in close contact with the key regulators administering these laws and understand their goals and perspectives — an understanding that is critical to our effective work on behalf of our fund clients.

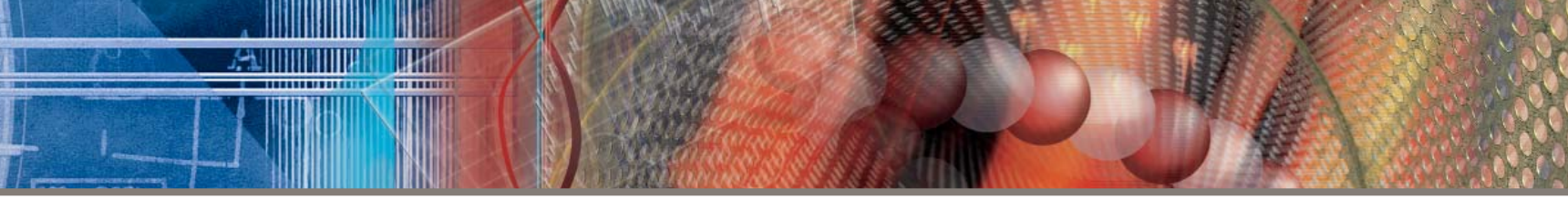
Our investment management practice provides ongoing counsel on compliance issues affecting investment advisors, broker-dealers, and commodity pools, including the following areas:

- ERISA
- Privacy regulations
- Sarbanes-Oxley
- USA PATRIOT Act

Many of our attorneys have previously served in the regulatory agencies and departments that enforce the laws and regulations that impact our clients, including the U.S. Securities and Exchange Commission and the Department of Justice. This first-hand experience has enabled our attorneys to forge solid relationships with regulators as they consider matters affecting our fund clients.

*Foley's attorneys understand the mindset of the investor
and the entrepreneur; many have launched, operated, or
invested in high-growth companies.*

We understand the regulatory environment affecting our fund clients' limited partners, as well as their target investments. Our tax practitioners are deeply versed in the latest U.S. and international fund formation techniques and vehicles; innovative equity structures for portfolio company founders and management teams; the most efficient merger and acquisition techniques; and the "lore" — as well as the law — of creative, but conservative, tax strategies. Our ERISA lawyers are up to date on the concerns of fund investors from for-profit and



non-profit spheres and are adept at integrating these requirements into appropriate fund structures. Most importantly, all of our tax and ERISA attorneys understand the importance of balancing complex and creative structuring ideas with pragmatic business needs. They put business objectives first and foremost in their planning of optimal fund vehicles and transactional structures.

Delivering Perspective Through National Industry Teams

Through our integrated industry team approach, we take a comprehensive view of our clients' industries and bring together the right practitioners and competencies to address their needs. For our buyout fund clients, we offer the unique experience and perspective of our Automotive, Energy, Entertainment & Media, Food, Golf & Resort Services, Health, Insurance, and Sports Industry Teams. For our venture capital fund clients, we provide our highly focused Life Sciences, Nanotechnology, Health, and Emerging Technologies Industry Teams. Each of our Industry Teams is ready to be deployed for our fund clients — with the right people, at the right time — to analyze, structure, and close deals.

Our unique industry-focused approach enables us to blend hands-on industry experience with sophisticated legal skills to provide our clients with significantly enhanced value-added service.

Our Proactive Approach Provides Value-Added Results — From Formation to Closing

We understand what our clients truly care about because we remain constantly alert to new concerns — whether raised by our clients, by the market environment, or by regulatory authorities. We also know what our clients consider insignificant or counterproductive. We maintain a close relationship with our clients and an in-depth understanding of the legal and business world in which they operate, to assist them in navigating a road that maximizes value with acceptable risk parameters. Our guiding principle is that our advice should be proactive, accurate, value-added, business driven, and timely. In practice, this means the proper analysis of the transaction at its outset, the early identification of potential risks, and rigorous project planning and timelines.

We welcome the opportunity to put our team to work for you.

For more information on our Private Equity & Venture Capital capabilities, please contact your Foley attorney or visit us on the Web at www.foley.com/privateequity.



About Foley

Foley & Lardner LLP provides the full range of corporate legal counsel. Our attorneys understand today's most complex business issues, including corporate governance, securities enforcement, litigation, mergers and acquisitions, intellectual property counseling and litigation, labor and employment, and tax. The firm offers total solutions in the automotive, e-business and information technology, energy, entertainment and media, financial services, food, golf and resort services, insurance, health care, life sciences, nanotechnology, and sports industries.

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