

# SMITH ANDERSON

Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.

Our 2011 transactions encompassed diverse industries, including biotechnology, construction, energy, financial services, food, health care, insurance, agricultural technology, life sciences, manufacturing, real estate, and technology.

Advanced Animal Diagnostics, Inc., Private placement of Series B Preferred Stock, March 2011 • Advion BioSciences, Inc., Acquisition by Quintiles Transnational Corp., we represented Quintiles, November 2011 • Archer Western Contractors, Ltd., Construction contract matters relating to the Broughton Hospital and New Cherry Hospital projects, 2011 • Aseptia, Inc., Private placement of Series A Preferred Stock and Series B Preferred Stock, 2011

• Balance Therapeutics, Inc., Private placement of Series A Preferred Stock, we represented Pappas Ventures, June 2011 • Big Rock Sports, LLC, Acquisition of assets of Inland Pacific Distributors, Ltd., November 2011 • Big Rock Sports, LLC, Foreign credit facility, July 2011 • Biolex Therapeutics, Inc., Bridge financing, May 2011 • Capital Bank Corporation, Sale of majority equity interest, January 2011 • CardioDX, Inc., Private placement of Series BB Preferred Stock, we represented Pappas Ventures, February 2011 • Charles & Colvard, Ltd., Assistance with branding and IP initiatives, 2011 • Cherokee Land Company, LLC, Sale of real estate, we represented Progress Energy Carolinas, Inc., February 2011 • Chick-fil-A, Inc., Assistance with zoning approvals for flagship store in Cameron Village, April 2011 • Clinipace Worldwide, Inc., Acquisition of Regulus Pharmaceutical Consulting, Inc., February 2011 • Clinipace Worldwide, Inc., Acquisition of PFC Pharma Focus, Ltd., May 2011 • Colucid Pharmaceuticals, Inc., Bridge financing, we represented Pappas Ventures, February 2011 • Cree, Inc., Acquisition of Ruud Lighting, Inc., August 2011 • CTMG, Inc., Private placement of Series C Preferred Stock, April 2011 • Dex One Corporation, Divestiture of assets of Business.com, Inc. to Resource Nation, Inc., February 2011 • Entegriion, Inc., Notes offerings, 2011 • EnviCor Enterprises, LLC, Private placement of Class A Preferred Units, we represented Lookout Capital Beta Investment, LLC, October 2011 • FDH Engineering, Inc., Acquisition of Energy Solutions, Inc., July 2011 • Fifth Third Bank, Loan to Sherrill, Inc., October 2011 • FreeHand Endoscopic Devices, Inc., Notes offering, August 2011 • Gentis, Inc., Bridge financing, we represented Pappas

Ventures, September 2011 • Gryphon Investors, Acquisition of interest in Trinity Consultants, Inc., November 2011 • Gunter Realty, LLC, Purchase of retail furniture store in Raleigh, April 2011 • HAB Properties, LLC, Sale of real estate for western Wake County transmission project, we represented Progress Energy Carolinas, Inc., December 2011 • Hallco Industries, Inc., Purchase of industrial facility in Salisbury, April 2011 • Harris Wholesale, Inc., Sale of certain assets to RAJDC Holdings, Inc., January 2011 • Home Physicians Management, LLC, Senior debt transaction, we represented Triangle Capital Corporation, March 2011 • Hospice of Wake County, Inc., Mortgage loan from North Carolina Housing Finance Agency, June 2011 • Intarcia Therapeutics, Inc., Clinical development strategic alliance, we represented Quintiles Transnational Corp., December 2011 • Intervolve, Inc., Restructuring and bridge financing, February 2011 • Invida Group Private Limited, Sale of minority interest to A. Menarini S.r.l., we represented Quintiles Transnational Corp., November 2011 • Kareus Therapeutics, SA, Drug development strategic alliance, we represented Quintiles Transnational Corp., June 2011 • KBR Building Group and Kellogg, Brown & Root, Assistance with construction of the NC Department of Health & Human Services Headquarters Building, 2011 • K-Flex USA L.L.C., Manufacturing and warehouse lease in Youngsville with NODA, L.L.C., December 2011 • K-Flex USA L.L.C., Senior secured credit facility renewal and amendment, June 2011 • Life Technologies Corporation, License agreement, we represented Two Blades Foundation, May 2011 • Lookout Ventures, Inc. and HH Trinity Apex Investments, Assistance with zoning approvals for Veridea, a 1,000 acre sustainable, mixed-use development in Apex, March 2011 • Lookout Capital Beta Investment, LLC, Private placement of Class A Preferred Units, October 2011 • Luihn Four, Inc., Acquisition of real estate, August 2011 • Luihn Real Estate Investments LLC, Acquisition of real estate, September 2011 • Martin Marietta Materials, Inc., Acquisition of Colorado-based ready-mix concrete business, December 2011 • Martin Marietta Materials, Inc., Acquisition of Texas-based aggregates business, June 2011 • Martin Marietta Materials, Inc., Land use, rezoning and acquisition matters related to quarry properties, 2011 • Matchpoint Careers, Inc., Private placement of Series A Preferred Stock, April 2011 • MBI Acquisition Company, Acquisition of Service Building Supply, Inc., January 2012 • MBM Corporation, Renewal of agreement for provision of food distribution services to California Pizza Kitchen, Darden Restaurants and El Pollo Loco, 2011 • MBM Corporation, Secured credit facilities, April 2011 • Metrics, Inc., Acquisition of Midlothian Laboratories, May 2011 • NCDOT and Barnhill Contracting Company, Acquisition of real estate for construction of Fayetteville Outer Loop, we represented Progress Energy Carolinas, Inc., September 2011 • North Carolina Insurance Underwriting Association and North Carolina Joint Underwriting Association, Purchase of property and casualty reinsurance, 2011 • NovaQuest Pharma Opportunities Fund III, L.P., Specialty business spin-out from Eli Lilly & Company,

Our  
*Experience.*  
Your  
*Goals.*  
Exceptional  
*Results.*

Smith Anderson received the highest ranking in the "Corporate/M&A" category from *Chambers USA: America's Leading Lawyers for Business*. Smith Anderson received the most first-tier rankings of any firm in the Raleigh area by *U.S. News-Best Lawyers* "Best Law Firm Ranking."

May 2011 • NovaQuest Pharma Opportunities Fund III, L.P., Convertible security investment in Revance Therapeutics, Inc., May 2011 • Orlian Capital Fund I, LLC, Formation of venture fund, October 2011 • Outcome Sciences, Inc., Acquisition by Quintiles Transnational Corp., we represented Quintiles, October 2011 • Oxygen Biotherapeutics, Inc., Convertible note and warrant offering, June 2011 • Oxygen Biotherapeutics, Inc., Registered direct offering of convertible preferred stock and warrants, December 2011 • Pappas Ventures, Private placement of Series F Preferred Stock and warrants, February 2011 • Pappas Ventures, Bridge financing of Lumena Pharmaceuticals and RiverVest Ventures, October 2011 • Pappas Ventures, Formation of Lumena Pharmaceuticals and in-license of pharmaceutical intellectual property from Satiogen Pharmaceuticals, Inc., February 2011 • Patheon Inc., Registration of

Over 170 deals representing approximately \$11 billion in value, including mergers & acquisitions, commercial transactions, debt financings, and public and private securities offerings.

securities, March 2011 • Pepsi Bottling Ventures LLC, Credit facility, June 2011 • PepsiCo, Inc., Counsel to monitor under Federal Trade Commission order in connection with acquisition of Pepsi Bottling Group and PepsiAmericas, 2011 • PharmaBio Development Inc., Sale of royalty rights and certain other interests, December 2011 • PharmaBio Development Inc., Share repurchase, December 2011 • Precision BioSciences, Inc., Spin-out of affiliate Precision PlantSciences, Inc., January 2012 • Progress Energy Carolinas, Inc., Public debt offering, September 2011 • Progress Energy Carolinas, Inc., Representation in connection with federal grant under the American Recovery and Reinvestment Act, 2011 • Progress Energy Florida, Inc., Public debt offering, August 2011 • Quality Equipment, LLC, Acquisition of Riddle

Over 40 life science and health care and 20 information and materials technology transactions totaling approximately \$3 billion in value.

Equipment, January 2011 • Quality Equipment, LLC, Acquisition of Bowers Implement Company Incorporated, January 2012 • Quintiles Transnational Corp., Credit agreement, June 2011 • Quintiles Transnational Corp., Strategic alliance with Clinipace Worldwide, Inc., September 2011 • Quintiles Transnational Corp., Tender offer and redemption of senior notes, July 2011 • Raleigh Boychoir, Inc., Debt financing, May 2011 • Raleigh-Durham Airport (RDU) Authority, Construction contract matters for RDU Airport Terminal 2 project, we represented Archer Western Contractors, Ltd., 2011 • Raleigh-Durham Roadbuilders, LLC, Construction matters relating to the I-540 Western Loop project, 2011 • Ram Realty Services, Construction and development matters relating to mixed-use project in Chapel Hill, 2011 • Reliance Trust Company, Leveraged ESOP purchase of Essential Ingredients, Inc., August 2011 • Securus, Inc., Acquisition of Zoombak, LLC, February 2011 • Securus, Inc., Bridge financing, December 2011 • Semprius, Inc., Office and manufacturing lease in

Over 40 debt financing transactions totaling in excess of \$4 billion in value.

Henderson with TNCP One, September 2011 • Semprius, Inc., Private placement of Series C Preferred Stock, June 2011 • Siemens AG, Supply agreement, we represented Semprius, Inc., June 2011 • StoneMor Partners, L.P., Credit facility, April 2011 • SunTrust Bank, Loan to Villari Bros. Foods, Inc. and Villari Food Group, LLC, July 2011 • Taproot Technology, Inc., Sale of assets, April 2011 • TearScience, Inc., Office, warehouse and manufacturing lease with Duke Realty Limited Partnership, February 2011 • Tekelec, Acquisition by private equity consortium led by Siris Capital Group, January 2012 • Tekelec, Credit facility, January 2012 • Thalle Integrated Systems, Inc., Private placement of Series A Preferred Stock, 2011 • The Pantry, Inc., Sale of various convenience stores and properties throughout the Southeast, 2011 • Triangle Capital Corporation, Addition to credit facility, December

Over 40 real estate and construction transactions involving major transportation projects, public works projects, and commercial development totaling in excess of \$3 billion in value.

2011 • Triangle Capital Corporation, Senior debt transaction with DLR Management, LLC, March 2011 • Two Blades Foundation, License agreement with Syngenta Biotechnology, Inc., December 2011 • U.S. Tobacco Cooperative Inc., Acquisition of Franchise Wholesale Co., L.L.C., October 2011 • U.S. Tobacco Cooperative Inc., Acquisition of Premier Manufacturing, Inc., October 2011 • VCG & A, Inc., Acquisition by Quintiles Transnational Corp., we represented Quintiles, October 2011 • Vergent Medical Systems, Inc., Private placement of Series A Preferred Stock, November 2011 • Winston Jacksonville Fund, LLC, LLC Unit offering, November 2011 • Xerium Technologies, Inc., Credit agreement and senior notes offering, May 2011