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2011 YEAR IN REVIEW

Market Contraction Bodes Ill for 2012

by Dan Lonkevich

The U.S. small cap equity financing market contracted sharply in the fourth quarter of 2011 and is showing few signs of a resurgence in 2012, as investors avoid risk amid fears about the global economy.

"In the past year, the options available to individual small cap companies have been held captive to macroeconomic issues, such as what's going on in the renegotiation of euro zone sovereign debt, fear of a recession in the U.S. and the extent of growth versus inflation in China," said Charles Mather, the head of private placements at **Janney Montgomery Scott** in New York.

To be sure, private placements, registered direct offerings, public offerings and reverse merger transactions still can be executed "at a price," albeit a heavily discounted one, Mather said.

"It's not like 2008 and 2009 when the alternative markets were effectively shut down," Mather said. "Clients don't like where their stocks are trading. It's not a question of execution, but of dilution."

The Standard & Poor's 500 Index gained 9.6% in the fourth quarter to end 2011 unchanged from where it started the year. Despite the upward trajectory in the fourth quarter, the markets were buffeted by large swings in both positive and negative directions. Such volatility has caused many companies to try to wait for things to settle down before trying to raise capital.

"Banks from the top down are reducing their dedication to trading," said Fred Johnson, head of equity capital markets at **William Blair & Co.** in Chicago. "In that kind of a market, the first thing to go is liquidity and that hits the small cap alternative finance market right in the teeth.

"Public valuations are currently below valuations for private companies and venture capital investors are more reluctant to pull the trigger on investing in public companies," he said.

The outlook for small cap equity financing in 2012 is likely to be similar to the last half of 2011, said John Borer, the head of investment banking at **Rodman & Renshaw**, the leading placement agent for PIPEs in nine of the last 10 years.

"I don't see any reason why it won't be," Borer said. Market volatility may continue until Europe settles its sovereign debt issues. Then the concern may turn to the U.S.'s own debt issues.

"Market volatility is going to be motivated by investors' mood about the European sovereign debt crisis and in the U.S.," he said.

Presidential election year politics are likely to be "a further distraction" for small cap companies and their managements, Borer said.

Also, "I don't see the job market getting any better," he added. "Corporate profits will probably be alright because companies are making due with less. They don't need to hire and they won't if they don't have to."

Borer, who sits on the Securities & Exchange Commission's Advisory Committee on Small and Emerging Companies, also doesn't hold out much hope for efforts in Congress to ease regulations on private placements and IPOs.

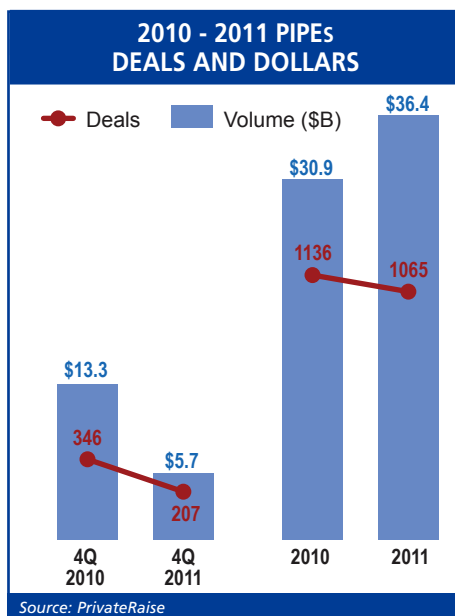
"People can pass whatever they want on the Hill, but the SEC still has to write the regulations," he said. Borer noted that regulators are still drafting rules to implement the Dodd-Frank Wall Street Reform Act, two years after its passage, after many fits and starts.

"You can say all you want that Congress is trying to ease the rules on capital formation, but it's really just trading one set of rules for another," he said. "I'm not a big believer in the government fixing things by creating new regulations."

In the meantime, Borer and other bankers said the weakness of the market will lead to an even larger winnowing of the field of placement agents and investment banks serving small cap companies.

Borer's own firm has been slashing costs to make up for a drop in revenue from PIPEs, registered direct offerings, and IPOs. And Rodman is hardly the only boutique bank wrestling over what to do in a dwindling market. San Francisco-based **Merriman Capital** said in September that it was considering strategic alternatives, including a possible sale.

"We are PIPEs and RDs, but we've never really been an IPO house," Borer said. PIPEs and registered direct offerings will continue to be the things Rodman



SMALL CAP MARKETS

does in 2012 in sectors such as life sciences and health care, energy, and metals and mining.

IPOs will be more of a challenge, he said. "It can take six to 12 months to know whether you're even going to get paid and you have all that work to do," Borer said. "If you have that much uncertainty, you can't afford to use your resources unwisely."

PIPE Review

The PIPE market contracted in the fourth quarter to the fewest number of private placements since the first quarter of 2009. Dollar volume also was down dramatically as fewer investors were willing to put their money to work without significant discounts and downside protection.

During the fourth quarter, which is usually the most active of the year, the number of PIPEs was limited to 207 worth \$5.7 billion. That compares with 346 PIPEs worth \$13.3 billion in the fourth quarter of 2010. The recent quarter continued the downward trend in the market that started in the third quarter when 233 deals raised \$11.8 billion.

For all of 2011, the PIPE market produced 1,065 deals worth \$36.4 billion, compared with 1,136 PIPEs worth \$30.9 billion in 2010. The figures exclude PIPEs that raised less than \$1 million and those by foreign companies that weren't listed on U.S. stock markets.

The health care industry once again produced the largest number of PIPEs in the recent quarter, with 64 deals worth \$1 billion. Technology companies issued 36 PIPEs worth \$1.29 billion. Industrial companies did 24 PIPEs worth \$346.5 million.

Reverse Merger Market

Reverse mergers slowed to a trickle in the fourth quarter, with only 33 transactions. For the year, there were 174 reverse mergers completed, a total that represents the lowest number of reverse mergers

since 2003, when just 63 transactions were closed.

The marketplace was hurt by extraordinary events, including a public statement that the SEC issued in June, warning investors about reverse mergers. The Public Company Accounting Oversight Board issued an alert in October, pointing to the dangers it observed in reverse merger companies.

In November, the SEC set a new requirement for reverse-merged companies to "season" before they can list on a senior stock exchange, in response to requests from the New York Stock Exchange and Nasdaq. The exchanges made the requests after more than three dozen reverse-merged companies were subject to investigations by the SEC or securities delistings in 2011.

"I am positive as I look at the new year, but I am the eternal optimist," said Richard Anslow, managing partner with the law firm of **Anslow & Jaclin** in Manalapan, N.J. "I think it will probably take three to six months for people to get a sense of the new rules [requiring seasoning before stock listings] and how deal structure will work."

Much of the controversy about reverse mergers sprung from accounting practices uncovered in China-based companies. The numbers of reverse mergers by Chinese companies show the impact. Only 38 reverse mergers were completed in 2011 involving Chinese companies, the lowest total since 2005. Just four of those deals included financings, raising a total of \$13.45 million. It was the lowest sum recorded since PrivateRaise, DealFlow Media's data service, began tracking alternative public offerings.

The pattern carried over for all alternative public offerings. In 2011, just 38 deals were completed that included reverse mergers with U.S. shell companies and PIPEs. They raised a total of \$150.8 million. That compares with 75 APOs that raised \$343 million in 2010.

IPOs

The number of U.S. IPOs in the fourth quarter fell to 29 worth \$6.9 billion from 57 worth \$24.1 billion in the fourth quarter of 2010, according to data from **Renaissance Capital** in Greenwich, Conn. For the year, IPOs in the U.S. fell to 125 worth \$36.3 billion from 154 worth \$38.7 billion.

"The risk tolerance for IPOs wasn't as high in the fourth quarter and the year," said Nicholas Einhorn, a research analyst at Renaissance.

The outlook for IPOs in 2012 may be better, however, as some 200 companies have filed with the SEC for public offerings. That's the largest number of companies in the IPO pipeline since the financial crisis in 2008, according to Einhorn. From 2004 to 2007, about 200 companies completed IPOs each year.

"If we see stability for the European debt crisis and if we see the U.S. economy stabilize and volatility decrease, we could see a resurgence of IPO activity," he said. "We could get back to the levels of 2004 to 2007."

Bleak Outlook for SPACs

SPACs made something of a comeback in 2011, albeit on a relatively small scale. There were 15 IPOs by special purpose acquisition companies in 2011, raising a total of \$1.07 billion. That compared to seven offerings in 2010, which raised \$580.2 million. There was just one SPAC IPO in 2009. SPAC IPOs comprised nearly 20% of total U.S. IPO issuance in 2007 and 14% in 2008.

SPACs are blank check companies that raise capital in public offerings that they use to acquire operating companies.

Also in 2011, 19 SPACs filed to raise a total of \$1.4 billion. Twelve of those have gone public, raising \$839 million. In 2010, 10 SPACs filed to raise a total of \$739.3 million. Nine of those have gone public, raising \$732.7 million.

However, the SPAC IPO tap is

SMALL CAP MARKETS

expected to run dry for the foreseeable future, until some of that money is put to use buying companies. Since the restart of the SPAC market in 2010, only one SPAC has completed an acquisition and no other acquisitions by SPACs have been announced.

And the one deal that was announced – the purchase of cupcake bakery chain **Crumbs Inc. (CRMB)** by **57th Street General Acquisition Corp.** last spring – hasn't gone well. The combined

company's stock has fallen from \$13.25 in early August to \$4.08 on Jan. 4.

"The Crumbs deal does not look good for SPACs," said an investment banker who has worked on dozens of SPAC IPOs and acquisitions, including 57th Street and Crumbs. "It is very difficult to point to one that works."

Investors may be done buying new SPAC shares until some of the money that SPACs have already raised is put to work.

"We hope to see some [deal] announcements, at least one or two, this quarter," said Phillip Goldstein, who heads up **Bulldog Investors**, which has a number of SPAC holdings. "Some of the current SPACs need to burn off."

With reporting by Bill Meagher and Joshua Sisco.

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PIPE TRANSACTION ACTIVITY FOR 2011

PIPE ISSUANCE BY SECURITY TYPE

Security Type	#	Total \$	Avg. \$
Common Stock	597	\$14,304,596,803	\$23,960,799
Pref: Conv	109	\$3,349,908,561	\$30,733,106
Pref: non-Conv	5	\$5,075,957,000	\$1,015,191,400
Debt: Conv	108	\$1,866,094,148	\$17,278,650
Debt: non-Conv	18	\$368,437,541	\$20,468,752
Other: Conv	3	\$277,561,285	\$92,520,428
Prepaid Warrant	19	\$374,627,484	\$19,717,236
Equity Line	100	\$1,335,450,000	\$13,489,394
At-the-Market Offering	109	\$9,499,380,022	\$130,128,493
Unknown	-	-	-
Totals	1,068	\$36,452,012,844	\$35,355,978

PIPEs BY ISSUER MARKET CAPITALIZATION

Issuer Market Cap	#	Total \$	Avg. \$
Less than \$50 m	487	\$4,368,992,441	\$9,008,232
\$50 m - \$99 m	191	\$3,285,132,154	\$17,290,169
\$100 m - \$249 m	174	\$4,119,100,255	\$24,518,454
\$250 m - \$499 m	68	\$2,084,206,740	\$32,565,730
\$500 m - \$999 m	57	\$4,616,084,027	\$98,214,554
\$1 b - \$4.9 b	56	\$7,018,592,253	\$152,578,092
Greater than \$5 b	21	\$10,690,481,239	\$593,915,624
Totals	1,054	\$36,182,589,109	\$35,542,818

TOTAL PIPE PLACEMENTS (ISSUER MARKET CAPITALIZATION & SECURITY TYPE)

Security Type	Less \$50 m	\$50 m - \$99 m	\$100 m - \$249 m	\$250 m - \$499 m	\$500 m - \$999 m	\$1 b - \$4.9 b	Greater \$5 b
Common Stock	254	131	108	47	29	21	2
Pref: Conv	66	11	18	4	5	3	-
Pref: non-Conv	2	-	-	2	-	-	1
Debt: Conv	67	12	12	4	5	2	1
Debt: non-Conv	9	6	2	1	-	-	-
Other: Conv	-	-	-	-	2	1	-
Prepaid Warrant	4	9	4	-	2	-	-
Equity Line	73	11	10	5	-	-	-
At-the-Market Offering	12	11	20	5	14	29	17
Unknown	-	-	-	-	-	-	-

TOTAL PIPE DOLLARS RAISED/SECURED (ISSUER MARKET CAPITALIZATION & SECURITY TYPE)

Security Type	Less \$50 m	\$50 m - \$99 m	\$100 m - \$249 m	\$250 m - \$499 m	\$500 m - \$999 m	\$1 b - \$4.9 b	Greater \$5 b
Common Stock	\$2,749	\$2,238	\$2,053	\$1,560	\$2,427	\$2,950	\$86
Pref: Conv	\$562	\$82	\$748	\$135	\$1,107	\$713	-
Pref: non-Conv	\$26	-	-	\$50	-	-	\$5,000
Debt: Conv	\$192	\$325	\$168	\$156	\$375	\$325	\$311
Debt: non-Conv	\$24	\$39	\$300	\$5	-	-	-
Other: Conv	-	-	-	-	\$203	\$75	-
Prepaid Warrant	\$14	\$216	\$29	-	\$116	-	-
Equity Line	\$702	\$179	\$336	\$109	-	-	-
At-the-Market Offering	\$99	\$207	\$485	\$70	\$390	\$2,955	\$5,293
Unknown	-	-	-	-	-	-	-

PIPE ACTIVITY - BY PRICE TYPE

Security Type	Fixed-Price			Reset-Price			Variable-Price		
	#	Total \$m	Avg. \$m	#	Total \$m	Avg. \$m	#	Total \$m	Avg. \$m
Common Stock	590	\$14,195.34	\$24.06	7	\$109.26	\$15.61	-	-	-
Pref: Conv	96	\$3,227.47	\$33.62	10	\$113.94	\$11.39	3	\$8.50	\$2.83
Debt: Conv	92	\$1,761.58	\$19.15	9	\$91.31	\$10.15	7	\$13.20	\$1.89
Other: Conv	3	\$277.56	\$92.52	-	-	-	-	-	-
Prepaid Warrant	19	\$374.63	\$19.72	-	-	-	-	-	-
Equity Line	2	\$4.00	\$2.00	-	-	-	93	\$1,299.45	\$14.12
At-the-Market Offering	-	-	-	-	-	-	109	\$9,499.38	\$130.13
Totals	802	\$19,840.58	\$24.74	26	\$314.51	\$12.10	212	\$10,820.53	\$61.83

All data is based on proprietary information from PrivateRaise, a service of DealFlow Media. Data includes PIPEs that are at least US\$1.0 million and have been executed by public corporations domiciled in the U.S. or by public, foreign companies that have a primary listing or a significant or consistent trading presence on a U.S. stock exchange or market. Data is updated based on availability of public disclosures (e.g. press releases and SEC filings) and has been obtained from sources deemed reliable, including certain third party sources. However, DealFlow Media cannot guarantee the accuracy and completeness of this information. League tables exclude equity lines, corporate investors, and PIPEs executed by foreign-based issuers that trade on the Over-The-Counter market (Pink Sheets).

PIPE LEAGUE TABLES FOR 2011

INVESTMENT MANAGERS

RANKED BY TOTAL DOLLARS INVESTED

Rank	Investment Manager	Total \$m	Avg. \$m	#
1	Berkshire Hathaway Inc.	\$5,000.00	\$5,000.00	1
2	BDT Capital Partners, LLC	\$680.00	\$340.00	2
3	Kayne Anderson Rudnick Inv.	\$417.54	\$59.65	7
4	North American Financial Holdings	\$398.07	\$199.03	2
5	Oaktree Capital Management, LLC	\$377.40	\$188.70	2
6	Goldman Sachs Group, Inc.	\$335.64	\$67.13	5
7	Technology Crossover Ventures	\$330.84	\$110.28	3
8	Apax Managers, Inc.	\$330.00	\$330.00	1
9	Fidelity Management & Research	\$261.34	\$29.04	9
10	China Investment Corporation Ltd.	\$250.00	\$250.00	1
11	Crestview Partners	\$225.00	\$225.00	1
12	Tortoise Capital Advisors, LLC	\$211.00 *	\$52.75 *	5
13	T. Rowe Price Group, Inc.	\$210.62	\$105.31	2
14	Fortress Investment Group LLC	\$205.00	\$205.00	1
15	Thomas H. Lee Partners, L.P.	\$177.40	\$177.40	1
16	Carlyle Group	\$173.52	\$86.76	2
17	Morgan Stanley	\$165.00	\$55.00	3
18	Wellington Management Company	\$131.86 *	\$26.37 *	8
19	Oak Hill Capital Management, Inc.	\$128.89	\$64.44	2
20	Corsair Capital Management Inc.	\$122.85	\$40.95	3
21	Deerfield Management Company	\$114.44	\$6.02	19
22	Fiduciary Asset Management	\$102.70 *	\$20.54 *	6
23	Anchorage Advisors, LLC	\$94.63	\$94.63	1
24	Invesco Ltd.	\$91.58 *	\$22.90 *	5
25	Clearbridge Advisors LLC	\$87.50	\$21.88	4

* EXCLUDES transactions where Investment Amount has not yet been disclosed

RANKED BY # OF INVESTMENTS

Rank	Investment Manager	Total \$m	Avg. \$m	#
1	Iroquois Capital L.P.	\$29.82 *	\$0.61 *	50
1	Downsview Capital, Inc.	\$26.96 *	\$0.55 *	50
3	Kingsbrook Partners LP	\$15.08 *	\$0.54 *	29
4	Hudson Bay Capital Management LP	\$31.52 *	\$1.21 *	27
5	Heights Capital Management, Inc.	\$68.41	\$2.97	23
6	LH Financial Services Corp.	\$13.19 *	\$0.82 *	21
7	Deerfield Management Company, L.P.	\$114.44	\$6.02	19
8	Empery Asset Management, LP	\$31.30	\$1.96	16
9	Brio Capital, LP	\$2.69 *	\$0.19 *	15
10	Anson Capital, LP	\$10.77	\$0.77	14
11	DAFNA Capital Management, LLC	\$7.10	\$0.55	13
11	Gemini Strategies, LLC	\$4.54	\$0.35	13
13	Ayer Capital Management, LP	\$24.36 *	\$2.21 *	12
14	Global Capital Management Services	\$2.96	\$0.30	10
14	Rockmore Capital	\$2.01 *	\$0.22 *	10
14	Mickelson Investment Management	\$1.46 *	\$0.16 *	10
14	Warberg Asset Management LLC	\$0.84	\$0.08	10
18	Fidelity Management & Research	\$261.34	\$29.04	9
18	Great Point Partners, LLC	\$40.03	\$4.45	9
18	AQR Capital Management, LLC	\$14.33	\$1.59	9
18	Lyrical Partners, L.P.	\$6.39	\$0.71	9
22	Wellington Management Company	\$131.86 *	\$26.37 *	8
22	Special Situations Funds	\$53.55	\$6.69	8
22	Octagon Capital LLC	\$2.43	\$0.30	8
25	Kayne Anderson Rudnick Inv.	\$417.54	\$59.65	7

* EXCLUDES transactions where Investment Amount has not yet been disclosed

PLACEMENT AGENTS

RANKED BY TOTAL DOLLARS RAISED

Rank	Placement Agent	Total \$m	Avg. \$m	#
1	Jefferies & Company Inc.	\$2,623.06	\$119.23	22
2	J.P. Morgan Chase & Co.	\$1,998.69	\$153.75	13
3	Sandler O'Neill & Partners, L. P.	\$1,348.80	\$134.88	10
4	Rodman & Renshaw, LLC	\$1,270.29	\$17.40	73
5	Barclays Capital Inc.	\$968.77	\$121.10	8
6	Leerink Swann LLC	\$903.21	\$69.48	13
7	Canaccord Financial Inc.	\$884.03	\$44.20	20
8	Oppenheimer & Co. Inc.	\$810.99	\$67.58	12
9	BMO Financial Group	\$807.14	\$269.05	3
10	Roth Capital Partners, LLC	\$718.81	\$15.63	46
11	Citigroup Global Markets Inc.	\$631.86	\$157.96	4
12	Piper Jaffray & Co.	\$587.76	\$48.98	12
13	Needham & Company, Inc.	\$575.12	\$57.51	10
14	JMP Group, Inc.	\$543.93	\$36.26	15
15	Cowen and Company, LLC	\$520.30	\$52.03	10
16	William Blair & Company	\$500.53	\$35.75	14
17	BNY Mellon Capital Markets, Inc.	\$500.00	\$500.00	1
17	Natixis	\$500.00	\$500.00	1
17	Rabobank Group	\$500.00	\$500.00	1
20	Lazard	\$434.77	\$20.70	21
21	Stifel Nicolaus Weisel	\$389.88	\$38.99	10
22	ThinkEquity, LLC	\$337.75	\$48.25	7
23	Keefe Bruyette & Woods, Inc.	\$289.12	\$48.19	6
24	RBC Capital Markets	\$288.85	\$96.28	3
25	Ladenburg Thalmann & Co., Inc.	\$256.77	\$16.05	16

RANKED BY # OF PLACEMENTS

Rank	Placement Agent	Total \$m	Avg. \$m	#
1	Rodman & Renshaw, LLC	\$1,270.29	\$17.40	73
2	Roth Capital Partners, LLC	\$718.81	\$15.63	46
3	Jefferies & Company Inc.	\$2,623.06	\$119.23	22
4	Lazard	\$434.77	\$20.70	21
5	Canaccord Financial Inc.	\$884.03	\$44.20	20
6	Ladenburg Thalmann & Co., Inc.	\$256.77	\$16.05	16
7	JMP Group, Inc.	\$543.93	\$36.26	15
8	William Blair & Company	\$500.53	\$35.75	14
8	Chardan Capital Markets, LLC	\$91.38	\$6.53	14
10	J.P. Morgan Chase & Co.	\$1,998.69	\$153.75	13
10	Leerink Swann LLC	\$903.21	\$69.48	13
12	Oppenheimer & Co. Inc.	\$810.99	\$67.58	12
12	Piper Jaffray & Co.	\$587.76	\$48.98	12
12	Maxim Group, LLC	\$113.60	\$9.47	12
15	Sandler O'Neill & Partners, L. P.	\$1,348.80	\$134.88	10
15	Needham & Company, Inc.	\$575.12	\$57.51	10
15	Cowen and Company, LLC	\$520.30	\$52.03	10
15	Stifel Nicolaus Weisel	\$389.88	\$38.99	10
19	Northland Securities	\$156.91	\$17.43	9
20	Barclays Capital Inc.	\$968.77	\$121.10	8
21	ThinkEquity, LLC	\$337.75	\$48.25	7
21	Craig-Hallum Capital Group, LLC	\$102.83	\$14.69	7
23	Keefe Bruyette & Woods, Inc.	\$289.12	\$48.19	6
23	B. Riley & Co.	\$122.89	\$20.48	6
23	C.K. Cooper & Company, Inc.	\$110.94	\$18.49	6

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PIPE LEAGUE TABLES FOR 2011

INVESTOR LEGAL COUNSEL

RANKED BY TOTAL DOLLARS ADVISED

Rank	Investor Legal Counsel	Total \$m	Avg. \$m	#
1	Munger, Tolles & Olson LLP	\$5,680.00	\$1,893.33	3
2	Schulte Roth & Zabel LLP	\$2,439.30	\$26.23	93
3	Greenberg Traurig, LLP	\$1,974.00	\$42.00	47
4	Baker Botts, L.L.P.	\$1,586.21	\$226.60	7
5	Simpson, Thacher & Bartlett LLP	\$1,057.34	\$132.17	8
6	Davis Polk & Wardwell	\$1,048.24	\$209.65	5
7	Skadden, Arps, et al	\$923.09	\$131.87	7
8	Wachtell, Lipton, Rosen & Katz	\$823.07	\$205.77	4
9	Kirkland & Ellis LLP	\$665.84	\$166.46	4
10	Thompson & Knight L.L.P.	\$550.00	\$275.00	2
11	Weil, Gotshal & Manges LLP	\$525.00	\$525.00	1
12	Gibson, Dunn & Crutcher LLP	\$405.00	\$135.00	3
13	Paul, Weiss, et al	\$394.99	\$98.75	4
14	Ropes & Gray LLP	\$342.29	\$68.46	5
15	King & Spalding LLP	\$331.40	\$331.40	1
16	Milbank, Tweed, Hadley & McCloy	\$325.00	\$325.00	1
17	Cleary, Gottlieb, Steen & Hamilton	\$273.17	\$136.59	2
18	Sullivan & Cromwell LLP	\$247.00	\$123.50	2
19	Latham & Watkins LLP	\$230.00	\$115.00	2
20	Husch Blackwell LLP	\$204.00	\$204.00	1
21	Wilson Sonsini Goodrich & Rosati	\$190.47	\$63.49	3
22	Paul Hastings LLP	\$179.50	\$44.88	4
23	Wells, Jaworski, & Liebman LLP	\$177.00	\$177.00	1
24	Vinson & Elkins L.L.P.	\$170.00	\$170.00	1
25	DLA Piper	\$136.55	\$68.28	2

RANKED BY # OF PLACEMENTS ADVISED

Rank	Investor Legal Counsel	Total \$m	Avg. \$m	#
1	Schulte Roth & Zabel LLP	\$2,439.30	\$26.23	93
2	Greenberg Traurig, LLP	\$1,974.00	\$42.00	47
3	Simpson, Thacher & Bartlett	\$1,057.34	\$132.17	8
3	Lowenstein Sandler PC	\$72.87	\$9.11	8
5	Baker Botts, L.L.P.	\$1,586.21	\$226.60	7
5	Skadden, Arps, et al	\$923.09	\$131.87	7
5	Weinstein Smith, LLP	\$38.22	\$5.46	7
8	Mintz, Levin, et al	\$69.79	\$11.63	6
9	Davis Polk & Wardwell	\$1,048.24	\$209.65	5
9	Ropes & Gray LLP	\$342.29	\$68.46	5
9	Seward & Kissel LLP	\$80.90	\$16.18	5
9	Katten Muchin Rosenman LLP	\$72.53	\$14.51	5
13	Wachtell, Lipton, Rosen & Katz	\$823.07	\$205.77	4
13	Kirkland & Ellis LLP	\$665.84	\$166.46	4
13	Paul, Weiss, et al	\$394.99	\$98.75	4
13	Paul Hastings LLP	\$179.50	\$44.88	4
13	Kramer Levin Naftalis & Frankel	\$75.87	\$18.97	4
13	Sichenzia Ross Friedman Ference	\$13.21	\$3.30	4
13	Ellenoff Grossman and Schole LLP	\$9.18	\$2.29	4
20	Munger, Tolles & Olson LLP	\$5,680.00	\$1,893.33	3
20	Gibson, Dunn & Crutcher LLP	\$405.00	\$135.00	3
20	Wilson Sonsini Goodrich & Rosati	\$190.47	\$63.49	3
20	Cooley LLP	\$100.06	\$33.35	3
20	Willkie Farr & Gallagher LLP	\$23.90	\$7.97	3
20	Proskauer Rose LLP	\$17.11	\$5.70	3

ISSUER LEGAL COUNSEL

RANKED BY TOTAL DOLLARS ADVISED

Rank	Issuer Legal Counsel	Total \$m	Avg. \$m	#
1	Wachtell, Lipton, Rosen & Katz	\$5,000.00	\$5,000.00	1
2	Vinson & Elkins L.L.P.	\$1,068.61	\$152.66	7
3	Skadden, Arps, et al	\$960.33	\$96.03	10
4	Kilpatrick Townsend & Stockton	\$842.80	\$105.35	8
5	Cooley LLP	\$838.29	\$39.92	21
6	Wilson Sonsini Goodrich & Rosati	\$776.00	\$77.60	10
7	K & L Gates	\$736.46	\$61.37	12
8	Latham & Watkins LLP	\$731.74	\$60.98	12
9	Morgan, Lewis & Bockius LLP	\$631.38	\$70.15	9
10	Jones Day	\$559.89	\$79.98	7
11	McAfee & Taft A Professional Corp.	\$550.00	\$275.00	2
12	Conyers Dill & Pearman	\$513.27	\$171.09	3
13	Davis Wright Tremaine LLP	\$508.40	\$254.20	2
14	Mintz, Levin, et al	\$478.95	\$47.90	10
15	Paul, Weiss, et al	\$454.83	\$90.97	5
16	Sullivan & Cromwell LLP	\$363.64	\$181.82	2
17	Arnold & Porter LLP	\$359.51	\$179.75	2
18	Goodwin Procter LLP	\$357.26	\$59.54	6
19	Kirkland & Ellis LLP	\$331.40	\$331.40	1
20	Khaitan & Co.	\$330.00	\$330.00	1
21	Morrison & Foerster LLP	\$312.93	\$31.29	10
22	Akerman Senterfitt	\$310.75	\$44.39	7
23	Schell Bray, et al	\$310.00	\$310.00	1
24	M & A Law Firm	\$308.90	\$308.90	1
24	Slaughter and May	\$308.90	\$308.90	1

RANKED BY # OF PLACEMENTS ADVISED

Rank	Issuer Legal Counsel	Total \$m	Avg. \$m	#
1	Sichenzia Ross Friedman Ference	\$177.48	\$4.44	40
2	Cooley LLP	\$838.29	\$39.92	21
3	Greenberg Traurig, LLP	\$137.08	\$9.14	15
4	Ropes & Gray LLP	\$214.50	\$15.32	14
5	K & L Gates	\$736.46	\$61.37	12
5	Latham & Watkins LLP	\$731.74	\$60.98	12
7	Anslow & Jaclin, LLP	\$73.88	\$6.72	11
8	Skadden, Arps, et al	\$960.33	\$96.03	10
8	Wilson Sonsini Goodrich & Rosati	\$776.00	\$77.60	10
8	Mintz, Levin, et al	\$478.95	\$47.90	10
8	Morrison & Foerster LLP	\$312.93	\$31.29	10
8	DLA Piper	\$188.97	\$18.90	10
8	O'Melveny & Myers LLP	\$171.28	\$17.13	10
8	Dorsey & Whitney LLP	\$49.59	\$4.96	10
8	Ellenoff Grossman and Schole LLP	\$42.56	\$4.26	10
16	Morgan, Lewis & Bockius LLP	\$631.38	\$70.15	9
17	Kilpatrick Townsend & Stockton LLP	\$842.80	\$105.35	8
17	WilmerHale	\$283.18	\$35.40	8
17	Loeb & Loeb LLP	\$105.38	\$13.17	8
20	Vinson & Elkins L.L.P.	\$1,068.61	\$152.66	7
20	Jones Day	\$559.89	\$79.98	7
20	Akerman Senterfitt	\$310.75	\$44.39	7
23	Goodwin Procter LLP	\$357.26	\$59.54	6
23	Haynes and Boone, LLP	\$74.89	\$12.48	6
23	Gottbetter & Partners, LLP	\$25.14	\$4.19	6

All data is based on proprietary information from PrivateRaise, a service of DealFlow Media. Data includes PIPES that are at least US\$1.0 million and have been executed by public corporations domiciled in the U.S. or by public, foreign companies that have a primary listing or a significant or consistent trading presence on a U.S. stock exchange or market. Data is updated based on availability of public disclosures (e.g. press releases and SEC filings) and has been obtained from sources deemed reliable, including certain third party sources. However, DealFlow Media cannot guarantee the accuracy and completeness of this information. League tables exclude equity lines, at-the-market offerings, corporate investors, and PIPES executed by foreign-based issuers that trade on the Over-The-Counter market (Pink Sheets).

PIPE LEAGUE TABLES FOR 2011
PLACEMENT AGENT LEGAL COUNSEL

RANKED BY TOTAL DOLLARS ADVISED

Rank	Placement Agent Legal Counsel	Total \$m	Avg. \$m	#
1	Latham & Watkins LLP	\$886.38	\$80.58	11
2	Goodwin Procter LLP	\$821.96	\$24.18	34
3	Dewey & LeBoeuf LLP	\$724.99	\$145.00	5
4	Proskauer Rose LLP	\$404.71	\$18.40	22
5	Davis Polk & Wardwell	\$321.57	\$80.39	4
6	Ropes & Gray LLP	\$321.18	\$80.29	4
7	Weinstein Smith, LLP	\$232.44	\$8.30	28
8	Ellenoff Grossman and Schole LLP	\$223.49	\$6.98	32
9	Lowenstein Sandler PC	\$193.99	\$10.21	19
10	Cravath, Swaine & Moore LLP	\$172.50	\$172.50	1
11	Wilson Sonsini Goodrich & Rosati	\$149.96	\$149.96	1
12	Andrews Kurth LLP	\$143.75	\$143.75	1
13	Hogan Lovells	\$125.09	\$62.54	2
14	K & L Gates	\$124.96	\$31.24	4
15	DLA Piper	\$111.75	\$37.25	3
16	Pillsbury Winthrop Shaw Pittman	\$94.45	\$18.89	5
17	Faegre Baker Daniels LLP	\$74.98	\$24.99	3
18	Mintz, Levin, et al	\$70.61	\$23.54	3
19	White & Case LLP	\$64.76	\$64.76	1
20	Paul Hastings LLP	\$64.69	\$64.69	1
21	Morrison & Foerster LLP	\$58.70	\$11.74	5
22	Baker Botts, L.L.P.	\$55.17	\$55.17	1
23	Simpson, Thacher & Bartlett LLP	\$52.90	\$52.90	1
24	Jones Day	\$51.23	\$51.23	1
25	Edwards Angell Palmer & Dodge	\$49.51	\$49.51	1

RANKED BY # OF PLACEMENTS ADVISED

Rank	Placement Agent Legal Counsel	Total \$m	Avg. \$m	#
1	Goodwin Procter LLP	\$821.96	\$24.18	34
2	Ellenoff Grossman and Schole LLP	\$223.49	\$6.98	32
3	Weinstein Smith, LLP	\$232.44	\$8.30	28
4	Proskauer Rose LLP	\$404.71	\$18.40	22
5	Lowenstein Sandler PC	\$193.99	\$10.21	19
6	Latham & Watkins LLP	\$886.38	\$80.58	11
7	Dewey & LeBoeuf LLP	\$724.99	\$145.00	5
7	Pillsbury Winthrop Shaw Pittman	\$94.45	\$18.89	5
7	Morrison & Foerster LLP	\$58.70	\$11.74	5
10	Davis Polk & Wardwell	\$321.57	\$80.39	4
10	Ropes & Gray LLP	\$321.18	\$80.29	4
10	K & L Gates	\$124.96	\$31.24	4
13	DLA Piper	\$111.75	\$37.25	3
13	Faegre & Benson LLP	\$74.98	\$24.99	3
13	Mintz, Levin, et al	\$70.61	\$23.54	3
13	Schulte Roth & Zabel LLP	\$37.17	\$12.39	3
13	Kramer Levin Naftalis & Frankel	\$13.83	\$4.61	3
13	Manatt, Phelps, & Phillips, LLP	\$13.18	\$4.39	3
13	Blake, Cassels & Graydon LLP	\$8.90	\$2.97	3
20	Hogan Lovells	\$125.09	\$62.54	2
20	Sichenzia Ross Friedman Ference	\$27.44	\$13.72	2
20	Littman Krooks LLP	\$26.80	\$13.40	2
20	Golenbock Eiseman, et al	\$14.35	\$7.17	2
20	Buchalter, Nemer, Fields & Younger, P.C.	\$12.26	\$6.13	2
20	Greenberg Traurig, LLP	\$10.68	\$5.34	2

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