

A LEGACY OF EXCELLENCE

Cooley Godward LLP

## COOLEY GODWARD LLP

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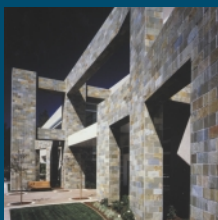
EXPERIENCE, BREADTH, VISION.  
TODAY, TOMORROW AND ALWAYS.



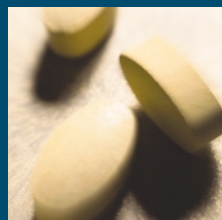
**1920** Arthur Cooley and Louis Crowley form a law partnership in San Francisco



**1948** Incorporated RAND for whom we continue to act as primary outside counsel



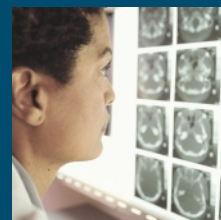
**1980** One of the first major firms to open an office in Silicon Valley



**1980s** Took Genentech and Amgen public, establishing the Firm as a leader in the life sciences industry



**1990s** Represented over 230 companies in public offerings, raising more than \$25 billion



**2003** Successfully represented PacifiCare Health Systems before the United States and California Supreme Courts

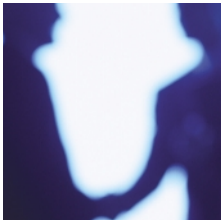
Since our founding more than 80 years ago in San Francisco, we have represented the companies, financial institutions and entrepreneurs that fueled the unprecedented economic growth of the twentieth century. Our singular focus on providing the highest quality legal services has enabled our clients to achieve their strategic business objectives and garnered for Cooley recognition as one of the country's leading law firms. Throughout, Cooley has remained true to the values that underscore its legacy of excellence.



## VISION

WE ARE THE COUNSELORS, STRATEGISTS AND ADVOCATES FOR TODAY'S AND TOMORROW'S LEADERS OF THE BUSINESS ECONOMY. WE SEEK TO MEET THE EVOLVING NEEDS OF OUR CLIENTS BY BUILDING A COMMUNITY OF PROFESSIONALS OF THE HIGHEST CALIBER WHO SHARE OUR VISION AND EMBRACE OUR VALUES.

## A DYNAMIC, GROUND-BREAKING BUSINESS PRACTICE



**1959** Formed Draper, Gaither and Anderson, the first institutional venture capital limited partnership in the nation



**1967** First California law firm hired by National Semiconductor, one of the original chip companies that gave "Silicon Valley" its name



**1998** Handled one of the largest medical-device mergers ever for Arterial Vascular Engineering and Medtronic



**1998-2002** Cooley ranked among the top five firms nationally for the number of completed IPOs



**2001-2003** Representing Yahoo! in landmark strategic alliance with SBC Communications



**2002** *VentureOne* ranked Cooley the #1 U.S. law firm in representing private, venture-backed biopharmaceutical companies

Across a wide spectrum of industries and technologies, Cooley is a nationally recognized leader in representing high-growth companies—and the firms and institutions that fund them.

Our superior reputation is due in no small measure to the way we have structured our business practice. We address our clients' complex legal needs within the context of their business objectives in a truly seamless and efficient manner. We provide a full range of legal services relevant to the growth and success of our clients' enterprises. Our practice covers all areas of venture capital fund formation, financing and securities, mergers and acquisitions, and debt leasing transactions with our general business practice groups focusing on requirements specific to each company's stage of growth. We also assist our clients with corporate governance, director and officer compliance and tax and real estate issues. Moreover, we offer a network of practice groups that concentrate solely on the development of our clients' human resources programs, including compensation, benefits and immigration.

The scope of Cooley's services is not limited by this country's borders. We help clients compete in the complex and nonstop global marketplace with a team of attorneys who specialize in the laws and customs of key international arenas, including Australia, China, France, Germany, India, Israel, Japan, Singapore and the United Kingdom. Many of our attorneys are fluent in the languages of these countries and others. Many are licensed in the countries where these languages are spoken or have practiced abroad as foreign legal advisors.

Our attorneys' legal expertise, business acumen and team-oriented approach to client service also differentiate Cooley's business practice. Our approach is to be viewed as a part of the "inner circle" of a client's team, not merely an outside advisor. We pride ourselves on being on-call and available whenever needed. We understand the exigencies that characterize today's global business environment.

## EXPERIENCE

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In helping our clients grow their businesses, we draw upon our experience with industry-leading public companies, as well as our extensive work with innovative entrepreneurs and emerging growth companies. From forming creative new ventures to handling industry defining mergers and acquisitions and corporate partnering transactions, Cooley is as equally adept at representing two-person start-ups as it is Fortune 500 corporations. Our nationally recognized litigation attorneys are experts in protecting our clients' business interests and assets through timely prelitigation counseling and hard-fought adversarial proceedings.

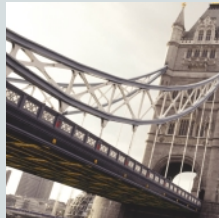
## A STALWART, PRECEDENT-SETTING LITIGATION PRACTICE



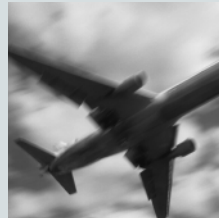
**1998** Represented the owners of the Oakland Athletics in claims and disputes over construction defects and lease termination issues



**1998-2003** Represented Linens-n-Things in a variety of complex employment and consumer point-of-sale cases and class actions



**2000** Obtained a jury verdict for Raytheon against Lloyd's of London and other insurers for environmental coverage under 1960s general liability policies



**2000** On the eve of trial obtained from defendant a favorable settlement of a professional negligence claim brought by America West Airlines against a software vendor



**2001** Successfully defended NVIDIA against allegations of unfair competition, misuse of proprietary information and noncompliance with noncompete agreements



**2003** Representing PG&E as lead trial counsel in the largest utility bankruptcy confirmation trial in history

Our litigation practice is nationally recognized for its expertise in representing clients in a wide variety of matters, including class action securities cases, SEC investigations, patent, trademark and copyright infringement claims, complex contract and commercial disputes, bankruptcy and creditors rights matters, antitrust, corporate governance, real estate and environment matters and white collar criminal defense.

Our litigators have a history of courtroom success, aggressively advocating our clients' claims and defenses in bet-the-company cases where multiple millions of dollars are at stake. We have represented clients in state and federal district courts throughout the country, as well as before the highest state and federal appellate courts, including the United States Supreme Court. We have also represented clients in thousands of mediations, arbitrations and other alternative resolution

proceedings across this country and internationally. Our litigators have achieved results that shape the law, serving as valuable precedent not only for our clients but for entire business sectors. As appropriate for each matter, we bring to bear our depth of litigation talent and experience to craft the best strategy to achieve the client's desired outcome in as cost-effective a manner as practicable.

We count among our litigators many who have achieved the highest recognition for their trial advocacy skills. Our litigation ranks include attorneys who have been named fellows of the American College of Trial Lawyers, voted as among "The Best Lawyers in America" by their peers, served this country in key legal roles and are members of the boards of many leading companies and nonprofit organizations.



## BREADTH

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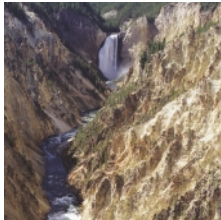


Using a team approach, we draw upon our broad base of expertise to provide our clients with high-quality, cost-effective legal advice based on each client's particular strategic business needs. This breadth of legal specialization and multi-industry expertise, together with our years of experience helping companies throughout their growth cycles, makes us effective and efficient and enables us to anticipate both future opportunities and potential challenges before they arise.

## THE COOLEY DIFFERENCE



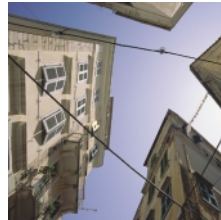
**1991** Established the William W. Godward Award to celebrate and encourage continued high regard for human values at Cooley



**1996** Co-counseled with Earthjustice to obtain summary judgment halting major new gold mining operation outside Yellowstone National Park; settlement announced by President Clinton



**1998** On behalf of the Japanese American Citizens League, filed an *amicus curiae* brief in the U.S. Supreme Court challenging undercounting of Asian Americans in 2000 Census



**2002** Represented four public-housing tenants before the U.S. Supreme Court in HUD vs. Rucker, a case that challenged HUD's one-strike eviction policy



**2002** Obtained the return of a historic landmark building in San Francisco to the Soko Bakai



**2002** Collaborated with Legal Aid of San Mateo County to develop Legal Aid's Guardianship Panel

At Cooley, we live our values; they are not simply esoteric, feel-good rhetoric. Because we do not compromise on quality, we ensure that we hire the best attorneys and offer them unmatched training and support. And because we are one Firm, we are dedicated to meeting the needs of our clients through teamwork and mutual support.

We also give generously of our time, talents and resources to our communities. Pro bono work is an important part of our culture. That is why attorneys throughout the Firm participate in our business and litigation pro bono efforts—nearly 25,000 hours in 2002. It is also the reason why our pro bono effort is so successful. Whether it is securing the return of a historic landmark building to the San Francisco Japanese

community, arguing a public housing case before the U.S. Supreme Court or establishing a legal-aid guardianship program for low-income child advocates, we deliver timely, relevant and expert legal services to those who cannot readily afford to pay for legal representation.

In the end, Cooley's most important asset and the key to our continued success is our people. We have attracted a group of attorneys known for not only their legal expertise, but also their integrity and cooperative spirit. Our non-attorney staff is unparalleled in their dedication to client service. This team of professionals is and will continue to be the Firm's greatest legacy.



## ENVISIONING THE FUTURE

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Year in and year out, we provide superior legal services on a broad array of complex and cutting-edge matters, supplying our clients with the counsel and insight to anticipate strategic challenges and exploit business opportunities. Maintaining our flourishing practice for more than 80 years requires focused business acumen, superior client service, teamwork and most importantly, vision.

[WWW.COOLEY.COM](http://WWW.COOLEY.COM)

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