

[C. Kevin Kelso, Gordon K. Davidson, William A. Fenwick. (Aug. 20, 2001). Letter of Engagement with Leader Technologies LLC, later Inc. Fenwick & West LLP.]

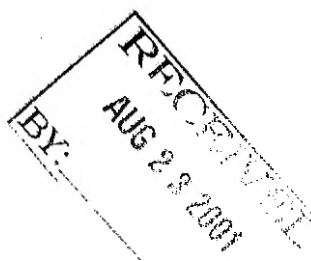


FENWICK & WEST LLP
A LIMITED LIABILITY PARTNERSHIP

SUITE 200 | 815 CONNECTICUT AVENUE NW | WASHINGTON, DC 20006
TEL 202.261.0400 | FAX 202.463.6520 | www.fenwick.com

August 20, 2001

Mr. Michael T. McKibben
Chairman & CEO
Leader Technologies LLC
Spectrum Commerce Center
921 Eastwind Drive, Suite 118
Westerville, Ohio 43081



Re: Legal Services Agreement for Leader Technologies LLC

Dear Mike:

We are pleased to have the opportunity to work with Leader. This letter sets forth the terms under which Fenwick & West LLP (the "Firm") would provide legal services to Leader Technologies LLC (the "Company").

1. Scope of the Firm's Representation. We would represent the Company in connection with [REDACTED]

2. Staffing. I will be the partner in charge of your account. I anticipate that Phyllis Andes, a senior associate in our Washington, D.C. office, might assist me, and that I would utilize a junior associate and paralegal as necessary. In addition, Bill Fenwick will be involved in the larger strategic questions. We may change the associate and paralegal assignments over time in consultation with you. We would involve others in the Firm to work on your account as necessary or appropriate to provide services in particular areas such as intellectual property, tax or litigation.

3. Fees, Billing Rates and Investment Opportunities.

(a) Standard Rates. We would normally charge the time we spend on our representation of the Company at the standard rates of the partners and associates, paralegals, case assistants and clerks of the Firm that perform services on the Company's behalf. The current hourly rates for the attorneys we expect to work on your account are described on Exhibit A. Our hourly rates typically increase at the end of the year based upon changes in our costs or the increase in experience and expertise of our personnel. When our hourly rates are increased, the new rates would be applied to the Firm's subsequent representation of the Company. Except as indicated below, we would bill the Company at our standard rates.

(b) Equity Investment Opportunity in the Company. In consideration of our attendance at board meetings without charge, other nonbillable services, and the fee discount

arrangements described below, we request that at or shortly after the conversion transaction is completed the Firm be offered the opportunity to purchase shares of common stock (by means of a warrant or possibly by a purchase of shares), at the common stock price, representing approximately 0.25% of the anticipated common-equivalent equity of the Company after the conversion. In addition, we request that the Firm or its investment partnership be offered the opportunity to invest up to \$200,000 in each of the Company's rounds of equity financing, on substantially the same terms as other investors. We appreciate these opportunities and believe that they would build a strong relationship between the Firm and the Company.

(c) Premium for Acquisition. In the event of an acquisition of the Company, because of the intensity of the work required and the opportunity cost of losing a client, it is our practice to charge a fixed fee that includes a premium above our standard rates, payable on closing, for the work done in connection with the acquisition. We would propose an appropriate fee for your approval at the time of such a transaction.

4. Billing and Payment; Fee Deferral Arrangements. The Firm will bill the Company monthly for our legal services rendered at our applicable rates. The time spent on each matter by each time keeper each day would be shown on our statements, together with a description of the work performed. The Company would normally be expected to pay our fees and costs within 30 days after you receive each statement.

You have requested a proposal from us designed to mitigate the Company's legal fees during the startup phase of our relationship. We would be willing to defer 50% of our fees (but not our costs) until the total of deferred fees reaches \$35,000, and to defer payment of those fees until the closing of your first financing (or your receipt of funds under a significant contract providing a revenue stream to the Company) after the date of this letter (or nine (9) months, whichever occurs first). In consideration of the foregoing, we would request an initial retainer of \$5,000 to be applied against our fees and costs that are not being deferred, which you may deliver by check along with a signed copy of this letter. These deferral arrangements notwithstanding, and recognizing that the Company needs to apply its resources to the current launch of LeaderPhone™, the Firm will be flexible and work with the Company with the goal that the undeferred amounts to be paid are manageable and will not become an undue burden on the Company's cash flow during this startup phase of our relationship.

5. Costs for Which the Company Is Responsible. We will advance certain costs that are reasonably incurred in the course of our representation of the Company. These costs include payments that are made to third parties, such as filing fees with government agencies and courts, as well as costs that are paid by the Firm in the ordinary course of our representation of the Company, such as costs of obtaining or copying documents, messenger fees, travel expenses (including mileage, transportation, lodging and meals), computerized legal research and telephone fees. Should any cost exceed \$1,000, we would normally ask that the Company pay the cost directly or provide us a retainer to cover the cost. The Firm also charges 15 cents per page for photocopying and \$1.50 per page for sending facsimiles on the Company's behalf. We also bill a two percent to three percent surcharge—depending upon the amount of fees billed—to cover direct and indirect costs for telephone (we find it impractical and costly to keep track of ordinary telephone charges on an individual basis). The amount of these costs that are incurred each month would also be shown in detail on the bill that is sent to the Company monthly.

6. Potential Conflicts of Interest. We agree with the Company objective to avoid conflicts of interest where possible. Where the principal attorneys at the Firm who work with the Company become aware that a conflict of interest requiring disclosure may exist with respect to representation of another person or entity (other than those disclosed below), we will endeavor to disclose the potential conflict of interest prior to devoting substantial time and effort to the opportunity. We are not aware of any potential conflicts of interest which the Firm might have in connection with the Firm's representation of the Company except as noted below:

(a) Investors. We work with many of the venture capital funds you may approach for possible investment, and our Firm's investment partnership has investments in some of them. While we would not represent the venture funds in any financing of the Company, we have represented them in other matters from time to time and expect to represent them in the future in matters not involving the Company. Although we do not anticipate a conflict at this point, our investment in, or representation of, a venture fund that invests in the Company could create a potential conflict of interest with the Company. If a dispute should develop between such an investor and the Company, we might not be able to represent either party in the dispute unless the investor agrees in advance to an alternative arrangement that would permit the Firm to represent the Company in the dispute. If one or more venture capital funds or other persons or entities that are clients of the Firm with respect to other matters enter into negotiations with the Company concerning a possible investment in the Company, we would, of course, represent the Company and its interests and not the potential investors or their interests.

(b) Possible Equity Investment. Our prospective equity investment in the Company as part of a financing transaction would create a conflict of interest for the Firm in representing the Company in the financing. Notwithstanding our proposed investment in your financing, we will endeavor at all times to represent the Company's interests vigorously to obtain the terms most favorable to the Company. You should consult separate counsel if you have any concerns about our ability to represent the Company fairly and vigorously in the financing.

(c) Equity Interests and Voting. Our prospective equity interests in the Company, if we purchase shares of common stock or preferred stock, could create a conflict between our interests as shareholders of the Company and our legal representation of the Company. To minimize that conflict, we agree to vote all shares of Company stock over which we have voting power in accordance with the recommendations of the Company's Board of Directors on any matter submitted to the Company's shareholders. Although we believe our equity interests in the Company would create an alignment of interest with the Company rather than a conflict, and would not impair our objectivity in advising the Company, you should consult separate legal counsel concerning our potential conflict of interest.

(d) We Represent the Company. As described in this letter, our client engagement is with the Company as an entity and not with any individual constituent(s) of the Company. We will represent the Company and not any individual or group within the Company, including you individually, as the Founder, or any member of the Board of Directors (or similar governing body of the LLC) or any other co-founders or officers or interest holders or shareholders of the Company individually (although as noted in paragraph 6(a) above, we may represent one or more future investors with respect to other matters), although of course each of these groups has a

shared interest in the success of the Company. In the event of a dispute between you as the Founder or another co-founder or officer or interest holder or shareholder or director and the Company, we would represent the Company and would not be able to represent any such other person in that dispute. However, in the event of a pending or actual dispute between you as the Founder with the Company, we would not counsel or represent the Company in that dispute, although we would expect to continue to represent the Company with respect to other matters. You as Founder and the co-founders should consult other legal counsel on any matter relating to the Company and your individual interests. The preceding notwithstanding, the Firm acknowledges your current controlling interest and position in the Company and will take its direction from you until such time, if any, as there is a change in the relevant circumstances. We further acknowledge your request, consistent with our ethical obligations, to be informed in advance of any pending seminal decision and/or event that we are aware of and/or are involved in as counsel that might otherwise change your controlling interest in the Company.

(e) Other Entities. As you know, the Firm represents many companies participating in the software, internet, e-commerce, telecommunications and other information technology industries, some of which may be actual or potential competitors of the Company. While I do not believe that these other representations present conflicts of interest issues, we will endeavor to see that attorneys who devote significant time and attention to other Firm clients whose business may be competitive with the Company will not work on or review Company materials or projects and will not receive Company proprietary information, without your prior consent.

(f) Acknowledgment of Conflicts and Consent. By signing this letter, you acknowledge our actual and potential conflicts of interest and give your informed consent to our representation of the Company on the terms described in this letter. If you ever have a concern about our ability to represent the Company, I urge you to contact me to express your concern and to consult separate legal counsel.

(g) Communications Policy and Procedure. During the course of our engagement, the Firm may have contact with a range of constituents of the Company and might become privy to information, actions or pending actions unknown to the Chief Executive Officer that might hinder his/her ability to manage successfully. The Firm recognizes that in its counsellor role some constituents of the Company might try to involve the Firm in side-channel conversations in attempts to garner support and influence for individual agendas. We will endeavor to avoid discussions that are not related to the proper interests of the Company. And as noted in paragraph 6(d) above, in situations that develop into a dispute between you and the Company, we would withdraw from representing the Company (and similarly would not represent or any constituent individually) with respect to that matter. We recognize that the interests of the Company are best served by clear communications between the Chief Executive Officer and the Firm. Except as otherwise authorized by the Chief Executive Officer of the Company and with the exception of participation by representatives of the Firm at Board meetings (and responding to ordinary course of business communications from officers or directors of the Company concerning routine corporate matters, which we would endeavor to keep you apprised of), the Firm will conduct business and direct all communications through the office of the Chief Executive Officer of the Company. However, in the case of suspected civil and/or criminal misconduct by the Chief Executive Officer, the Firm may communicate its concerns to the Chairman of the Board and may take such other actions, if any, as may be required by law. If you are also the Chairman at that moment, we may

also express our concerns to you and the Board in session at its next subsequent meeting. The preceding notwithstanding, the Firm will endeavor to bring to the attention of the Chief Executive Officer of the Company material information that the Firm receives from third parties that we believe would reasonably be expected to affect management of the Company by the Chief Executive Officer. All of the foregoing is, of course, subject to our need to take such actions as the Firm deems necessary or appropriate to comply with our ethical obligations.

7. The Company's Responsibilities. It will be the Company's continuing obligation to assist the Firm in the Company's representation and provide us any relevant information that bears on our representation. We also request you to keep us informed of parties who may be in conflict with or adverse to the Company or the legal representation we have undertaken for the Company. The Company will also need to make its representatives available for personal appearances upon reasonable notice as necessary in the course of our representation. Such appearances could include, but are not limited to planning meetings and, in the case of any litigation, depositions, settlement conferences, hearings and trials.

8. Termination of Representation. Either the Company or the Firm may terminate the Firm's representation of the Company at any time by written notice. The Company will be responsible only for the payment of fees and costs that have been incurred up to the date the Firm gives or receives notice of the termination, plus fees for any work reasonably incurred by the Firm in winding up the Company's representation. The work product, work files, pleadings files and correspondence files generated or maintained by the Firm would be owned by the Firm. In the event that the Company requests the Company's own copy of those work products and files in connection with termination of the Company's representation by the Firm, the Firm would provide the Company a copy at the Firm's expense.

9. Effective Date. The effective date of our agreement would be the date when, having been executed by you, one copy of this letter is received by the Firm. Once effective, this Agreement would apply to services provided by the Firm on this matter before its effective date. Should this agreement not take effect, the Company would be obligated to pay the Firm the reasonable value of any services the Firm may have provided for you.

10. Arbitration. We appreciate the opportunity to serve as the Company's attorneys and anticipate a productive and harmonious relationship. If the Company becomes dissatisfied for any reason with the services we have performed or the fees charged, we encourage the Company to bring that to our attention immediately. If we perceive a problem with the representation, we would discuss it with you. We believe most such problems can be rectified by communication and discussion. However, a dispute could arise between us which cannot be resolved by negotiation. We believe that such attorney-client disputes are most satisfactorily resolved through binding arbitration rather than by litigation in court.

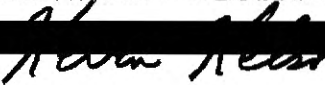
By signing this letter, you, the Company and the Firm agree that, if any dispute arises out of or relating to this agreement, our relationship, or the services performed (including but not limited to disputes regarding attorneys' fees or costs and claims of professional errors or omissions, breach of contract or fiduciary duty, fraud or any claim based upon a statute), such dispute would be resolved by submission to binding arbitration in Washington, D.C., or such other location as is mutually acceptable, before a retired judge or justice. If we are unable to agree on a

retired judge or justice, each party would name a retired judge or justice and the two named persons would select a neutral judge or justice who would act as the sole arbitrator. We will both be entitled to conduct discovery in accordance with the provisions of the D.C. Code of Civil Procedure, but either of us may request that the arbitrator limit the amount or scope of such discovery, and in determining whether to do so, the arbitrator shall balance the need for the discovery against the parties' mutual desire to resolve disputes expeditiously and inexpensively. THE FOREGOING AGREEMENT TO ARBITRATE CONSTITUTES A WAIVER OF ANY RIGHT THAT YOU OR THE COMPANY MAY HAVE TO A COURT OR JURY TRIAL.

12. No Third Party Beneficiaries. Nothing in this letter, express or implied, is intended to or shall confer upon any person other than the Company and the Firm any legal or equitable right, benefit or remedy of any nature whatsoever under or by reason of this letter.

13. Confirmation. We look forward to representing the Company. If the terms set forth in this Agreement are satisfactory to you, please sign the original and the copy of this agreement in the space provided for your signature and return the original agreement to the Firm. You should keep a copy for your records.

Sincerely,
FENWICK & WEST LLP


C. Kevin Kelso
Partner

Accepted:

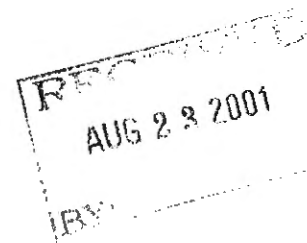
Michael T. McKibben

LEADER TECHNOLOGIES LLC

By: _____
(please sign your name here)

Its: _____
(please print your title here)

Dated: August 20, 2001



Mr. Michael T. McKibben
Leader Technologies LLC
Page 6

retired judge or justice, each party would name a retired judge or justice and the two named persons would select a neutral judge or justice who would act as the sole arbitrator. We will both be entitled to conduct discovery in accordance with the provisions of the D.C. Code of Civil Procedure, but either of us may request that the arbitrator limit the amount or scope of such discovery, and in determining whether to do so, the arbitrator shall balance the need for the discovery against the parties' mutual desire to resolve disputes expeditiously and inexpensively. THE FOREGOING AGREEMENT TO ARBITRATE CONSTITUTES A WAIVER OF ANY RIGHT THAT YOU OR THE COMPANY MAY HAVE TO A COURT OR JURY TRIAL.

12. No Third Party Beneficiaries. Nothing in this letter, express or implied, is intended to or shall confer upon any person other than the Company and the Firm any legal or equitable right, benefit or remedy of any nature whatsoever under or by reason of this letter.

13. Confirmation. We look forward to representing the Company. If the terms set forth in this Agreement are satisfactory to you, please sign the original and the copy of this agreement in the space provided for your signature and return the original agreement to the Firm. You should keep a copy for your records.

Sincerely,
FENWICK & WEST LLP

C. Kevin Kelso
Partner

Accepted:


Michael T. McKibben

LEADER TECHNOLOGIES LLC

By: 

(please sign your name here)

Its: Sr. Mgr/Chairman/CEO

(please print your title here)

Dated: August 20, 2001

RECEIVED
AUG 23 2001
BY: _____


6/7

Exhibit A

Attorney Billing Rates

Kevin Kelso	Partner	\$425
Phyllis Andes	Associate	\$330
First Year Associates		\$170-225
Paralegal		\$90-\$200

RECEIVED
AUG 23 2001
BY: _____



William A. Fenwick

Partner

Phone: 650.858.7200

Fax: 650.494.1417

e-mail: bfenwick@fenwick.com

Emphasis:

Intellectual Property Dispute
Resolution & Litigation involving:

Patent
Licensing
Copyright
Trademark
Trade Secret
Unfair Competition
On-line & Other Internet Matters

William A. Fenwick is one of the founding partners of Fenwick & West LLP and is a member of the Litigation and Intellectual Property Groups. Fenwick & West is a 250-attorney law firm specializing in high technology matters and has offices in Palo Alto, California, Washington, D.C. and San Francisco, California.

In the early 1970's, when computer handling of personal information generated sufficient concern to coalesce libertarians, academicians and politicians, Mr. Fenwick traveled, spoke and wrote extensively on the need for rationality and caution in the flood of legislative proposals to regulate privacy and information handling. He appeared before various federal and state legislative committees to testify about proposed "privacy legislation," including the Privacy Act of 1974. He contributed to drafting changes to proposed legislation to eliminate undesirable side effects of the rush to regulate what were as yet uncharacterized activities involving information. He worked with WEMA (now AEA) to prevent the permanent retardation of the developing automation of information handling through the use of computers.

Mr. Fenwick has served as Chairman, EFT Transfer Committee, American Federation of Information Processing Societies, Inc. and is a member of the Committee on Electronic Legal Research, New York Bar Association. He has served as Chairman, Committee on Law Relating to Computers, Section on Science & Technology. He was Chairman of the Practicing Law Institute's program on Computer Litigation for three years during which he was the editor of three volumes of working papers on various subjects related to law and technology. He co-authored the report on the use of technology in the courts for the California Future of the Courts Commission and has been a member of the Court Technology Committee since its creation. Since 1992 he has been involved in a number of Internet-related matters as well as online commerce and communications. Most recently, he has been involved in advising clients in Y2K-related matters.

Some of the client matters on which he has worked have involved:

- | | |
|-------------------------------|------------------------|
| ■ A.C. Nielsen Company | ■ Apple Computer, Inc. |
| ■ Data East Corp. | ■ Dun & Bradstreet |
| ■ Electronic Arts | ■ Excite@Home |
| ■ Information Storage Devices | ■ Sharp Corporation |
| ■ Smithsonian Institution | ■ Symantec Corporation |



FENWICK & WEST LLP

PALO ALTO • SAN FRANCISCO • WASHINGTON DC

Mr. Fenwick is admitted to practice in the state and federal courts of New York and California and in the Courts of Appeals in the 2nd, 7th and 9th Circuits, the Court of Appeals for the Federal Circuit, the U.S. Tax Court and the U.S. Supreme Court.

Mr. Fenwick received his B.S. in business management from Southern Illinois University where he graduated with Honors and was elected to *Beta Gamma Sigma*. He received his J.D. from Vanderbilt Law School and was elected to the *Order of the Coif*.





Gordon K. Davidson

Chair, Fenwick & West LLP
Partner, Corporate Group

Phone: 650.858.7237

Fax: 650.494.1417

e-mail: [gdavidson@fenwick.com](mailto:g davidson@fenwick.com)

Emphasis:

Start-Up Companies

Venture Capital Financings

Initial Public Offerings

Mergers & Acquisitions

Strategic Alliances

International Transactions

Intellectual Property Protection

Technology Licensing

Gordon K. Davidson is a partner in the Corporate Group and Chairman of the law firm of Fenwick & West LLP, which specializes in representing high technology companies. Fenwick & West is headquartered in Palo Alto, California, with offices in San Francisco, California, and Washington, D.C. Mr. Davidson advises high technology companies, including Internet, computer software and electronics companies as well as medical technology companies.

Mr. Davidson's clients range from start-ups to publicly traded companies. Among the companies he has represented through initial public offerings are:

- | | |
|---------------------------------|--------------------------------|
| ■ @Home Corporation | ■ HomeStore.com |
| ■ AdForce, Inc. | ■ Intuit Inc. |
| ■ Broadbase Software, Inc. | ■ Macromedia, Inc. |
| ■ Cadence Design Systems, Inc. | ■ ONI Systems corp. |
| ■ Centaur Pharmaceuticals, Inc. | ■ Oracle Systems Corporation |
| ■ Elantec Semiconductor, Inc. | ■ Symantec Corporation |
| ■ Electronic Arts, Inc. | ■ Transmeta Corporation |
| ■ Exodus Communications, Inc. | ■ VeriSign, Inc. |
| ■ HNC Software, Inc. | ■ VERITAS Software Corporation |

Other clients include Cisco Systems, Kleiner Perkins Caufield & Byers, The Industry Standard, Morgan Stanley and Sun Microsystems.

His practice also emphasizes mergers and acquisitions of technology companies, including:

- \$17 billion acquisition of Network Solutions by VeriSign
- \$6.5 billion acquisition of GlobalCenter by Exodus
- \$7 billion merger of Excite and @Home
- \$2.5 billion acquisition of Seagate Software by VERITAS
- \$1.5 billion attempted acquisition of Intuit by Microsoft

He has chaired the Practising Law Institute programs on Private Placements and Mergers & Acquisitions of High Technology Companies.

Mr. Davidson is a member of the state bar of California. He graduated *Phi Beta Kappa* from Stanford University in 1970 with a B.S. in electrical engineering and received an M.S. in computer systems from Stanford in 1971. He graduated from Stanford Law School in 1974 and was a member of the *Order of the Coif*. Prior to and during law school, Mr. Davidson worked as a computer systems engineer at Stanford Research Institute and at Measurex Corporation. Following law school, he was a law clerk for Judge Ben C. Duniway in the United States Ninth Circuit Court of Appeals in San Francisco.

Mr. Davidson was recognized by the National Law Journal in June 2000 as one of the 100 Most Influential Lawyers in America and by Forbes Magazine in February 2001 as one of the 50 Most Powerful Venture Capital Dealmakers.



FENWICK & WEST LLP

PALO ALTO • SAN FRANCISCO • WASHINGTON DC



C. Kevin Kelso

Partner

Corporate Group

Phone: 650.858.7600

Fax: 650.494.1417

e-mail: kkelso@fenwick.com

C. Kevin Kelso is a partner in the Corporate Group of Fenwick & West LLP, a law firm specializing in high technology matters. Fenwick & West is headquartered in Palo Alto, California with offices in Washington, D.C. and San Francisco, California. He represents high technology, software and start-up clients. His practice includes venture financings, public offerings, mergers and acquisitions, advising companies regarding federal and state corporate and securities matters, and corporate formation, financing and representation. Mr. Kelso has represented a wide range of technology companies, from privately held start-ups to publicly traded companies. Among the clients he has represented are:

- Cellegy Pharmaceuticals, Inc.
- Copernicus Therapeutics
- Corel Corporation
- HomeStore.com, Inc.
- InPower, Inc.
- Integral Systems, Inc.
- International Microcomputer Software, Inc.
- Metrowerks, Inc.
- Netopia, Inc.
- SmartAge, Inc.
- Ventana Corporation

Mr. Kelso has been a member of the Corporations Committee of the State Bar of California. He was its Vice Chair for Legislation during 1995-1996 and Co-Chair of the Committee during 1996-1997. He has authored several articles on a variety of subjects and is the author of the CEB Action Guide on "Securities Transactions Deadlines." He has been a speaker at various continuing education programs, including the Practicing Law Institute program in California on recent corporate developments.

Mr. Kelso is a member of the State Bar of California. He received a bachelor of arts degree (*summa cum laude*) in 1975 from the University of Illinois. Mr. Kelso graduated from Harvard Law School (*magna cum laude*) in 1978, where he was a member of the Harvard Law Review from 1976-1978 and was a Supreme Court Editor in 1977-1978. He was a law clerk for the Honorable Anthony M. Kennedy (now a Justice of the United States Supreme Court) on the Ninth Circuit Court of Appeals from 1978-1980.



FENWICK & WEST LLP

PALO ALTO ► SAN FRANCISCO ► WASHINGTON DC

SELECTED RECENT FENWICK & WEST LLP IPOs

In the past few years, Fenwick & West LLP has closed more than 100 initial public offerings raising nearly \$6.0 billion. The following is a selective list of these companies.

Intuit Inc.	\$ 34,500,000	March 1993
Macromedia, Inc.	31,050,000	December 1993
Veritas Software Corporation	20,913,744	December 1993
Cidco Incorporated*	57,787,500	March 1994
Oak Technology, Inc.	76,475,000	February 1995
Premisys Communications, Inc.	36,800,000	April 1995
HNC Software Inc.	36,225,000	June 1995
ESS Technology, Inc.	120,750,000	October 1995
Pixar*	151,800,000	November 1995
Excite, Inc.	39,100,000	April 1996
CardioGenesis Corporation	69,000,000	May 1996
Technology Modeling Associates, Inc.	41,400,000	September 1996
Rambus Inc.*	37,950,000	May 1997
At Home Corporation	108,675,000	July 1997
Galileo Technology Ltd.*	58,650,000	August 1997
Ocular Sciences, Inc.	136,620,000	August 1997
VeriSign, Inc.	48,300,000	February 1998
Artisan Components, Inc.*	33,350,000	February 1998
Exodus Communications, Inc.	77,625,000	March 1998
Asymetrix Learning Systems, Inc.	37,950,000	June 1998
eBay Inc.	72,450,000	September 1998
Concur Technologies, Inc.	44,562,500	December 1998
MarketWatch.com, Inc.	53,754,000	January 1999
Healtheon Corporation*	46,000,000	February 1999
Autoweb.com, Inc.	80,500,000	March 1999
Marimba, Inc.*	92,000,000	April 1999
Flycast Communications Corporation*	86,250,000	May 1999
AdForce, Inc.	77,625,000	May 1999
Ariba, Inc.*	132,250,000	June 1999
Showcase Corporation	31,050,000	June 1999
Liquid Audio, Inc.*	72,000,000	July 1999
homestore.com	154,000,000	August 1999
Netro Corporation*	46,000,000	August 1999
Agile Software Corporation*	72,000,000	August 1999
MyPoints.com, Inc.*	46,000,000	August 1999
Kana Communications, Inc.*	56,925,000	September 1999
Broadbase Software, Inc.	64,400,000	September 1999
Alteon WebSystems, Inc.*	87,400,000	September 1999
Keynote Systems, Inc.	64,400,000	September 1999
Silicon Image, Inc.	53,820,000	October 1999
Interwoven Inc.	61,582,500	October 1999
InterTrust Technologies Corporation*	134,550,000	October 1999
Immersion Corporation*	58,650,000	November 1999
Mediaplex, Inc.*	82,800,000	November 1999
GRIC Communications, Inc.	74,060,000	December 1999
Ncoforma.com, Inc.	104,650,000	January 2000
Quantum Effect Devices*	68,448,000	January 2000
Avanex Corporation*	248,400,000	February 2000
Niku Corporation	220,800,000	February 2000
ImproveNet, Inc.*	50,784,000	March 2000
Snowball.com, Inc.	79,062,500	March 2000
ONI Systems, Corp.	230,000,000	May 2000
Handspring Inc.	230,000,000	June 2000
Talarian Corporation	77,280,000	July 2000
Lexar Media, Inc.	59,800,000	August 2000
O, Micro International Limited*	41,400,000	August 2000
Computer Access Technology Corporation*	48,300,000	November 2000
Transmeta Corporation	313,950,000	November 2000

* Represented the underwriters.

** Initial offering was a debt offering

INTERNET ARCHIVE
Wayback Machine
25 captures
14 Apr 01 - 6 Jan 11

http://fenwick.com/directory/Kelso/kelso.htm

Go

AUG DEC F
11
2000 2001 2

 **FENWICK & WEST LLP**
ATTORNEY BIOGRAPHY

ABOUT F&W ATTORNEYS PUBLICATIONS PRESS ROOM RECRUITING



C. Kevin Kelso

**Partner,
Corporate Group**

Phone: 202.261.0405

Fax: 202.463.6520

e-mail:

kkelso@fenwick.com

C. Kevin Kelso is a partner in the Corporate Group of Fenwick & West LLP.

He represents high technology, software and start-up clients. His practice includes venture financings, public offerings, mergers and acquisitions, advising companies regarding federal and state corporate and securities matters, and corporate formation, financing and representation. Mr. Kelso has represented a wide range of technology companies, from privately held start-ups to publicly traded companies. Among the clients he has represented are:

- Cellegy Pharmaceuticals, Inc.
- Copernicus Therapeutics
- Corel Corporation
- Datacore Software, Photuris, Inc
- Gemplex Internet
- GroupSystems Corporation
- Homestore.com, Inc.
- InPower, Inc.
- Integral Systems, Inc.
- International Microcomputer Software, Inc.
- Leader Technologies
- Metrowerks, Inc.
- Netopia, Inc.
- Symantec Corporation
- Telcontar

Mr. Kelso has been a member of the Corporations Committee of the State Bar of California. He was its Vice Chair for Legislation during 1995-1996 and Co-Chair of the Committee during 1996-1997. He has authored several articles on a variety of subjects and is the author of the CEB Action Guide on "Securities Transactions Deadlines." He has been a speaker at various continuing education programs, including the Practicing Law Institute program in California on recent corporate developments.

Mr. Kelso is a member of the State Bar of California. He received a bachelor of arts degree (*summa cum laude*) in 1975 from the University of Illinois. Mr. Kelso graduated from Harvard Law School (*magna cum laude*) in 1978, where he was a member of the Harvard Law Review from 1976-1978 and was a Supreme Court Editor in 1977-1978, and was a Supreme Court Editor in 1977-1978. He was a law clerk for the Honorable Anthony M. Kennedy (now a Justice of the United States Supreme Court) on the Ninth Circuit Court of Appeals from 1978-1980.

[\[home\]](#) [\[about f&w\]](#) [\[attorneys\]](#) [\[publications\]](#) [\[press room\]](#) [\[recruiting\]](#)

The contents of this Web page are not intended, and cannot be considered,
as legal advice or opinion. [Terms of Use](#)
© 2001 Fenwick & West LLP. All rights reserved.



FENWICK & WEST LLP

A LIMITED LIABILITY PARTNERSHIP

TWO PALO ALTO SQUARE | PALO ALTO, CA 94306

TEL 650.494.0600 | FAX 650.494.1417 | www.fenwick.com

Our Firm

Fenwick & West LLP ("Fenwick & West") has offices in Palo Alto and San Francisco, California, and Washington, D.C. Established in 1972, we have grown to over 300 lawyers serving clients of national and international standing.

Our Practice

Fenwick & West's national offices, its diverse clientele, its high technology focus, and its size and breadth of experience enable it to offer both an entrepreneurial, aggressive approach to counseling and problem solving and a full-service national and international practice.

Our full-service practice includes corporate and securities law; intellectual property law; technology licensing and e-Commerce; computer law; business dispute resolution and litigation; antitrust counseling and litigation; employment and labor law and executive benefits; domestic and international tax planning; international business transactions; and Food and Drug Administration law.

Business Counseling

Our clients range from start-up corporations to major domestic and international companies, and we are involved in complex business transactions of nearly every kind, including public offerings and private placements of securities, venture capital investments, mergers and acquisitions, joint ventures, licensing and distributorships, and international project financings. As general counsel and as special counsel, we advise clients on a full range of day-to-day concerns in areas such as intellectual property protection and transfer, domestic and international taxation, executive compensation and employee benefits, domestic and international antitrust, employment and labor, and securities and general corporate matters. Our executive compensation and employee benefit group provides seamless assistance to our clients as an integral part of the corporate group and counsels clients on the tax, securities law, corporate and accounting issues present in the implementation or administration of stock plans and compensation arrangements. The executive compensation and employee benefit group also advises companies in connection with the drafting and structuring of the use of qualified plans to achieve corporate financial goals and the use of employee stock ownership plans and other employee benefit plans in leveraged buyout transactions. Our corporate and tax groups also provide structuring and ongoing advice for a variety of specialized tax-oriented offerings.

Technology Industries

Fenwick & West is one of the few general practice law firms in the world to have a significant number of attorneys whose primary practice is in the legal issues facing companies in the high technology industries, particularly in the Internet, computer software and hardware, and electronics industries. Several members of the firm are nationally recognized experts on technology-related legal problems, including product distribution, the right of privacy, technology development, domestic and international licensing, trade secrets, trademark and copyright, and other protection of proprietary information, including software. Our technology practice group includes a patent prosecution, licensing, and litigation defense capability. The patent group now consists of over approximately 40 attorneys who are members of the patent bar. We also provide comprehensive advice and assistance in structuring national and international product distribution networks, particularly for clients producing technology-related products.

Venture Capital and Securities

Fenwick & West has considerable depth of experience in venture capital transactions and public offerings as a result of its representation of rapid growth companies from inception to becoming major public companies. We represent corporations, partnerships, joint ventures, public and private funds, and individual investors specializing in venture capital investments.

Dispute Resolution and Litigation

Fenwick & West is nationally recognized for its expertise in business-related dispute resolution. We have extensive experience and expertise in antitrust, technology related, intellectual property, trade secret, employment and securities litigation. Our litigation practice includes complex and multi-jurisdiction litigation throughout the United States. We have built a reputation for efficient, thorough preparation, effective negotiation, and aggressive defense and prosecution.

Employment and Labor Law

Our Employment and Labor Law Group supports our corporate clients with both advice and litigation services, especially with respect to employment discrimination (race, sex, disability, and sexual harassment), wrongful termination, wage and hour issues, testing, OSHA, affirmative action, use of independent contractors, union organizing and other issues pertaining to hiring, promotion, compensation and termination.

International Transactions and Trade Counseling

We provide a full range of business, tax and trade-related advice for companies and individuals from East Asia, Europe, Scandinavia, Latin America, the Middle East and Africa doing business in the United States and for domestic companies doing business abroad.

Members of the firm have represented, and continue to represent, foreign companies in trade disputes arising as actions under current U.S. laws; in investments in, and acquisitions of, U.S. high technology companies; in two-way development and licensing transactions, and in negotiations

and conclusion of complex high tech joint ventures between major U.S. and foreign electronics companies.

Firm attorneys lecture frequently to business and legal groups in the United States on doing business in Singapore, Japan, China, Korea and Europe, and in the Far East on doing business in the United States.

Domestic and International Taxation

Fenwick & West is internationally recognized for its extensive practice in domestic and international taxation. Our tax practice is extraordinarily diverse, with particular strengths in corporate and international tax, partnership tax, and technology-related issues. We provide sophisticated tax advice for a varied clientele that includes over fifty "Fortune 500" corporations and a number of foreign-based entities. Several of our attorneys are nationally known experts in the tax field, regularly publish articles in professional journals, and address business and legal audiences on tax matters throughout the United States and abroad. Our tax attorneys also produce and make available to the firm's clients memoranda of general client applicability with respect to domestic and international tax issues.

Washington Office

Our Washington, DC office advises technology clients locally and nationally on government contracts and technology transfer, e-Commerce issues, licensing, international trade (import and export), dispute resolution, and corporate law.

San Francisco Office

Our San Francisco office is an extension of our Silicon Valley practice and focuses on advising Internet and software clients on licensing, trademark, and corporate matters.

Fenwick West LLP
Partial List of Major Clients*

3DFX Interactive Incorporated	Genoa	OXO Chemie AG
Abrizio Incorporated	Golden Moon Tea Ltd	PE/Applied Biosystems Inc.
Accolade Inc.	GolfWeb Inc.	PeopleSoft, Inc.
Acira Business Systems	Graphisoft U.S. Inc.	Phoenix Leasing Incorporated
Adaptac Inc.	Gric Communications Inc.	Pioneer Associates
Addison Wesley	HAL Computer Systems	Pioneer Standard Electronics
AG Associates	Harrah's Entertainment Inc.	Pantronics Inc.
AIP Corporation	Hasbro Inc.	Papa.com
AirTouch Inc.	Health Hero Network	Poseidon Technology Inc.
Allied Telesyn International Corp.	Hitachi Sales Corp. of America	PowerPlan
Amazon.com	HNC Software, Inc.	Premises Communications
AMD	Homestore.com	Prism Solutions Inc.
Amdehl Corporation	Hughes Electronics Corporation	Prudential Securities
American Airlines	Hybrid Networks	Qiagen GmbH
American Electronics Association	ICTV Inc.	Qualcomm Inc.
Amtrak	Ingis	Radialan
Andersen Consulting Group	Infotmaging Technologies Inc.	Radius Inc.
Appleby, Spurling & Kempe	Information Storage Devices	Rational Corporation
Apple Computers, Inc.	Insigina Solutions, Inc.	Red Dot Interactive
Applied Materials, Inc.	Instaw Inc.	Rendition Inc.
Arrow International	Intel Corporation	Resource Group International
ARTX, Inc.	Interwoven Inc.	Ricoh Silicon Valley Inc.
Asymetrix Learning Systems	Intuit Inc.	Ross Stores Inc.
Axolotl Corp.	Ion Systems Inc.	S3 Incorporated
Baxter International	Ireedy Corporation	Sara Lee Corporation
Best Internet Communications	IXMicro	Savi Technology, Inc.
Biochemia GES.M.B.H.	Jenmar Visual Systems	Scenix Semiconductor
Broadbase Information Systems	Jupiter Partners LP	Seaboard Corporation
Brocade Communications Systems	K-Mart Corporation	Sega of America
Broderbund Software	Kid One For Fun	ServiceSoft
BT Alex. Brown & Sons Inc.	KLM Capital Management Inc.	Sharp Corporation
Cagent Technologies Inc.	Kreativ Inc.	Silicon Graphics
Cal-ISO	L3 Communications	Silicon Image, Inc.
California Casualty Management	Laidlaw	Silicon Storage Technology Inc.
Canon Kabushiki Kaisha	Levi Strauss & Co.	Skyway Freight Systems
Capcom USA	Lexar Media Inc.	Snowball.com
Cellagy Pharmaceuticals	Likeminds	Spelling Entertainment Group
Centaur Pharmaceuticals	Lockheed Martin Corporation	Splash Technology Inc.
Corner Corporation	Logitech Inc.	SSR Realty Advisors
Chrysler Corporation	Lokring Corporation	Standard Charter
Cidon Incorporated	Loral Space and Communications Inc.	Stanford University
Cisco Corporation	Los Alamos National Laboratory	Stryker Biotech Corporation
Cloudscape Inc.	LSI Logic	Sun Microsystems, Inc.
Compuware Corp.	Luminate Software Corporation	Sunup Design Systems
Comstar	Macromedia Inc.	Symantec Corporation
Concur Technologies Inc.	Macrovision Corporation	Synacom Technology Inc.
Copernicus Therapeutics	Mainsoft Corporation	Synopsis
Corel Corporation	MarketFirst Software	Talarian Corporation
Creative Design Solutions Inc.	MarketWatch.com LLC	Taos Mountain Inc.
Creative Wonders LLC	Massachusetts Institute of Technology	Technology Fund Pte. Ltd.
Crossland Mortgage Corp.	Mellor, Inc.	Technology Modeling Associates
Customer Analytics Inc.	McKesson Corporation	Telcelar
D2K Incorporated	MedAcoustics	Textron Inc.
Delicato Vineyards	Medison America Inc.	The Danco Group
Digital Link Corporation	Merant PLC	The Learning Company
Digital Persona	MelnNet Inc.	The Limited Inc.
Divio Inc.	Metropolitan Regional Information	Therics Inc.
Documagix, Inc.	Metroworks Inc.	Thomas Staz
Dresser Industries	Micron Electronics Inc.	Torrent Networking Technologies
Duel Technologies	Micron Quantum Devices	Transenergy Management Inc.
Deutsche Morgan Grenfell	Micronics Computers, Inc.	Transmeta Corporation
E-Tek Dynamics	Mindscape	TSL International Software Ltd.
Eagle's Eye	Mindsteps Inc.	Union Camp Corporation
Electronic Arts	Minitab Inc.	USWeb/CKS
Elsag Bailey Inc.	Miller Inc.	Van Herten, Harari, Ayyar, et. al.
Entegry Solutions Corporation	Moog Inc.	Vayu Web Sites
Eventus Software Inc.	Mountain View Pharmaceuticals	Verbalin Corp.
Evolve Software	Myelos Neurosciences Corp.	VeriSign, Inc.
Excite@Home	NEC Electronics	Veritas Software Corporation
Exodus Communications	Neoparadigm Labs Inc.	Versant Technology
Extricity Software Inc.	Netopia	Vertical Networks Incorporated
Fannie Mae	Netscape Communications Corp.	Virage Logic Corp
Financial Engineering Associates	Netscreen Technologies Inc.	Viregen
FirstUse.com	Netsselect Inc.	Volumetrics Medical Imaging
Flextronics International	Network Information Technology	Wink Communications
FormFactor Inc.	Ocular Sciences Inc.	Xerox Corporation
Foundation Health Systems Inc.	OHS Inc.	Zing Network Inc.
Frito-Lay, Inc.	Onlow Corporation	
Gametech International	Optical Networks Inc.	
Gemfire	Origin Medsystems, Inc.	
Gemplus	OSI Software Inc.	
	OTC Telecom	

* Based on 1998/1999 representations. Companies listed may be current or former clients of the firm.

FENWICK & WEST LLP
REPRESENTATIVE PRIVATE COMPANY CLIENTS

Adaptive Telecom	ICTV
Adsavers.com	iHarvest
AllAdvantage.com	Industry Standard
Allegis	Intensys
Angara	iReady
Asera	ISR Global Telecom
Atomz.com	ixMicro
AuctionWatch.com	Jamcracker
Aurigin Systems	Kinecta
Big Island Communications	Listen.com
BigWords.com	Luminate Software
BRECIS Communications	Mainsoft
BroadLogic	NeoParadigm Labs
Broncus Technologies	Netmosphere
Canesta	NetScreen Technologies
Centaur Pharmaceuticals	Onflow Corporation
Copernicus Therapeutics	Pensoft
D2K	Perspecta
DataCore Software	Pogo.com
Digital Pictures	PolicyOne
Divio	Postive Communications
DotComix	Prime Advantage
DoveBid	Radiant Logic
Eazel	RadioCentral
ebates.com	RadioLAN
eHobbies	Reach Cast
eHow	Savi Technology
eLance	Scenix
Encirq	shockwave.com
Entegrity Solutions	Simulation Magic
Entera	Softface
ePIT	Speedera Networks
eProNet	Switchhouse
Exactly Vertical	Synacom
Excess Bandwidth	Terawave Communications
FormFactor	Transmeta
Gemfire	Uniteq Application Systems
GenOA	Vantra Group
Great Entertaining	VereComm Systems
Gyration	WebMiles
Health Hero Network	WebSwap
i-Escrow	
iCargo	
Icarian	

FENWICK & WEST LLP
REPRESENTATIVE VENTURE CAPITAL CLIENTS

Accel Partners
August Capital, L.P.
Benchmark Capital
Bessemer Venture Partners
Crosspoint Venture Partners
Foundation Capital
Integral Capital Partners
InterWest Partners
Kleiner Perkins Caufield & Byers
Mayfield Fund
Mohr Davidow Ventures
Morgan Stanley Dean Witter Venture Partners
Oak Investment Partners
Redpoint Ventures
Sequoia Capital
Sofinnova Ventures
21st Century Internet Venture Partners
U.S. Venture Partners
Vector Capital
Venture TDF Ptd Ltd.
Vertex Management Inc.
Walden International/
WIIG International Group

FENWICK & WEST LLP
SELECTED SOFTWARE CLIENTS*

Accolade, Inc.	Hitachi Software Engineering	Pinpoint Software
AEC Software, Inc.	HNC Software Inc.	Pogo.com
AimQuest Corporation	Hybrid Network Inc.	Pragmatica, Inc.
Apple Computer, Inc.	IDX Systems Corporation	Prediction Company
Applied Information Sciences, Inc.	Infosystems Technology, Inc.	Protozoa, Inc.
AIP Corporation	Insignia Solutions plc	Quarterdeck Corporation
Appleby Spurling & Kempe	InsLaw, Inc.	RadioLan, Inc.
Asymetrix Corporation	Integral Systems, Inc.	Resource/Phoenix
Attest Systems, Inc.	Interactive Entertainment Ltd.	Resumix, Inc.
Bear Rock Technologies Corporation	Intuit Inc.	SBT Accounting Systems
Bethesda Softworks	Invincible Data Systems	Sega of America
BMC Software	ISR Global Telecom, Inc.	Sequoia Software
Broadbase	J.D. Edwards & Co.	ServiceSoft Corporation
Broderbund Software, Inc.	JavaSoft	Siebel Systems, Inc.
Canon Inc.	Lockheed Martin Corporation	Signature Systems
Capcom U.S.A., Inc.	Logical Data Solutions, Inc.	Software Publishing Association
Cerner Corporation	Logitech Inc.	Soliel Software
Cloudscape, Inc.	Loral Space & Communications Ltd.	SRI International
CompuWare Corporation	Luminate Software Corporation	Stanford University
Consis Corporation	Macromedia, Inc.	Stardust Technologies, Inc.
Corel Corporation	MAEStro Software	Sun Microsystems, Inc.
Creative Wonders	MAI Systems, Inc.	SunSoft, Inc.
Crossover Technologies	MainSoft Corporation	SunUp Design Systems, Inc.
CrossRoute Software, Inc.	Make Systems, Inc.	Supermation, Inc.
Cypher Comm, Inc.	MarketFirst Software, Inc.	Symantec Corporation
D2K Incorporated	Massachusetts Institute of Technology	Systems & Computer Technology
Datasoft, Inc.	Mattel Interactive	Talarian Corporation
Datastorm Technologies, Inc.	Merant PLC	Technology Modeling Associates, Inc.
Decisis Corporation	Metaphor Information Systems	TestDrive Corporation
Digital Persona	Metrowerks, Inc.	3 Ring Interactive Media
Discovery Communications, Inc.	Mindscape, Inc.	The Learning Company
Duet Technologies, Inc.	MRA Associates, Inc.	Tiltek
Dun & Bradstreet	Nanco Limited	TransEnergy Management Inc.
Egghead.com	National Geographic Society	TSI International Software, Ltd.
Electronic Arts, Inc.	NEC Systems Laboratory, Inc.	280 Inc.
Eventus Software	Netscape Communications Corporation	VERITAS Software Corporation
Excite@Home Corporation	Network Imaging Corporation	Versant Corporation
FirstUse.com	nFX Corporation	Viewlogic Systems, Inc.
Gateway Technologies, Inc.	Open Vision Technologies, Inc.	Wasatch Education Systems
Geoworks	OSI Software, Inc.	Weyerhaeuser Company
GRC International, Inc.	Pacific Data Images	Wink Communications, Inc.
HAL Computers, Inc.	Phoenix Technologies, Ltd.	
Harrah's Entertainment, Inc.		
Hitachi Computer Products		

FENWICK & WEST
2001 ACQUISITION WORK

2001 Transactions - Closed or, if Pending, Publicly Announced

24 Acquisitions in 2001 valued at over \$4.5 Billion (excludes collective value of confidential transactions)

<u>Acquiring Company</u>	<u>Acquired Company</u>	<u>Date</u>	<u>Approximate Amount</u>
Citrix Systems Inc.	Sequoia Software Corp.*	4/01	185,000,000
Exodus Communications*	Global Crossing Ltd.	1/01	2,170,000,000
Exodus Communications*	Sanrise	1/01	57,000,000
Flextronics International*	ASIC International, Inc.	5/01	(Confidential)
Flextronics International*	Remix Ltd.	5/01	(Confidential)
Flextronics International*	Vextra Design Inc.	2/01	(Confidential)
Flextronics International*	Wave Optics, Inc.	2/01	99,000,000
Flextronics International*	Ericsson (Mobile Phone Division)	4/01	500,000,000
Handspring*	Bluelark Systems, Inc.	2/01†	16,400,000
Homestore.com*	Move.com††	2/01	761,000,000
Homestore.com*	Homestyles	Pending	(Not Available)
ONI Systems Corp.*	Finisar Corporation (Opticity Product Line Assets)	2/01	50,000,000
Princeton eCom Corporation	Intuit Inc.* (Bill Payment/Presentment Business)	Pending	(Not Available)
Kana Communications	Broadbase*	Pending	75,500,000
Macromedia, Inc.*	Allaire Corp.	3/01	360,000,000
Micron Electronics Inc.*	Interland	Pending	130,000,000
Gores Technology Group	Micron Electronics Inc. (PC business assets)*	5/01	(Confidential)
NetObjects	MyComputer.com*	Pending	57,000,000
Savi Technology*	AceFusion	2/01	(Confidential)
Shockwave.com*	Atomfilms	1/01	(Confidential)
Silicon Image*	CMD Technology	6/01	50,000,000
Silicon Image*	Silicon Communication Lab, Inc.	Pending	12,000,000
VeriSign*	Internet Authentication Services of the Internet Health Division of Intel (certain assets)	4/01	(Confidential)
VERITAS Software Corporation*	EntireNet, LLC	1/01	(Confidential)
Total			\$4,000,000,000

* Fenwick clients

† Deal announced in 2000

†† Representation for proxy statement only

FENWICK & WEST
2000 ACQUISITION WORK

2000 Transactions - Closed or, if Pending, Publicly Announced

91 Acquisitions in 2000 valued at over \$ 47.1 Billion

<u>Acquiring Company</u>	<u>Acquired Company</u>	<u>Date</u>	<u>Approximate Amount</u>
Akamai Technologies	CalltheShots, Inc.*	2/00	6,000,000
AltaVista Company	Transium Corporation*	2/00	10,000,000
ATI Technologies	ArtX*	4/00	520,000,000
Aurigin*	SolutionWerx	6/00	(Confidential)
Aurigin*	Cartia	9/00	(Confidential)
Be Free Inc.	TriVida*	3/00	196,000,000
BigVine.com, Inc.*	AllBusiness.com	11/00	(Confidential)
Broadbase Software, Inc.*	Aperio, Inc.	06/00	17,400,000
Broadbase Software, Inc.*	Decisionism Inc.	12/00	10,700,000
Broadbase Software, Inc.*	Panopticon, Inc.	9/00	62,600,000
Broadbase Software, Inc.*	Rubric, Inc.	02/00 †	318,000,000
Broadbase Software, Inc.*	Servicsoft Inc.	12/00	240,000,000
Burntsand, Inc.	Altro Solutions, Inc.*	10/00	33,000,000
Cacheflow	Entera*	12/00	470,000,000
CMGI	AdForce, Inc.*	1/00	1,800,000,000
Conexant Systems, Inc.	HotRail, Inc.*	7/00	420,000,000
Critical Path, Inc.	Netmosphere	6/00	50,000,000
DoveBid, Inc.*	Haltek Electronics Corporation	3/00	7,000,000
DoveBid, Inc.*	Norman Levy Associates	3/00	30,000,000
DoveBid, Inc.*	AccuVal Associates Incorporated and LiquiTec Industries Incorporated	3/00	5,500,000
DoveBid, Inc.*	Philip Pollack & Co., Inc.	3/00	4,500,000
DoveBid, Inc.*	OneWeb Place		
DoveBid, Inc.*	Fairfield Industries B.V.	6/00	13,000,000
DoveBid, Inc.*	Greenwich Industrial Services	2/00	6,250,000
DoveBid, Inc.*	MasonGreene Australasia	7/00	3,000,000
DoveBid, Inc.*	Champion Computer Products	7/00	11,000,000
DoveBid, Inc.*	Victor Morris		8,632,000
DoveBid, Inc.*	C.L. Van Beusekom B.V.	7/00	3,901,490
Dynaptics*	Ultimode	6/00	(Confidential)
Efficient Networks Inc.	Netscreen Technologies, Inc.*	6/00	905,000,000
Electronic Arts*	Kesmai Corporation	2/00	32,000,000
Excite @Home	Pogo.com*	Pending	150,000,000
Excite @Home	Worldprints.com International, Inc.	4/00	(Confidential)
Excite @Home*	Kendara, Inc.	2/00	(Confidential)
Excite @Home*	Rucker Design Group, Inc.	1/00	(Confidential)
Exodus Communications*	Network-1 Security Solutions, Inc. (Professional Services Division)	2/00 †	4,000,000
Exodus Communications*	KeyLabs, Inc.	2/00	60,000,000
Exodus Communications*	Global Crossing Ltd	01/01	2,170,000,000
Exodus Communications*	Paris		
Exodus Communications*	Sanrise	Pending	57,000,000
Flextronics International Ltd.*	The Dii Group	3/00	4,500,000,000
Flextronics International Ltd.*	PCB Assembly Inc.	3/00	51,300,000
Flextronics International Ltd.*	Palo Alto Products International	4/00	100,000,000
Flextronics International Ltd.*	Chatham	8/00	700,000,000
Flextronics International Ltd.*	Photonic Technologies Packaging Ing.	8/00	(Confidential)
Flextronics International Ltd.*	Siemens Communications & Mobile (Texas Facility)	9/00	(Confidential)
Flextronics International Ltd.*	JIT Holdings	11/00	600,000,000
Flextronics International Ltd.*	Lightning	8/00	
Flextronics International Ltd.*	IEC Holding Ltd.	8/00	(Confidential)
Flextronics International Ltd.*	FICO, Inc.	12/00	(Confidential)

<u>Acquiring Company</u>	<u>Acquired Company</u>	<u>Date</u>	<u>Approximate Amount</u>
<u>Acquiring Company</u>	<u>Acquired Company</u>	<u>Date</u>	<u>Approximate Amount</u>
Flextronics International Ltd.*	Cabletron (U.S./Irish Mfg. Facilities/Assets)	2/00	(Confidential)
Globespan	iCompression*	7/00	400,000,000
Good Technology*	Unnamed Partnership	6/00	(Confidential)
GoTo.com, Inc.	Cadabra Inc.*	1/00 †	250,000,000
HNC Software Inc.*	The Center for Adaptive Systems Applications, Inc.	2/00	23,900,000
HNC Software Inc.*	ONYX Technologies, Inc.	3/00	38,500,000
HNC Software Inc.*	Advanced Information Management Solutions, Inc.	2/00	750,000
HNC Software Inc.*	Celerity Technologies, Inc.	4/00	20,220,000
HNC Software Inc.*	Systems Link Corporation	9/00	36,000,000
Homestore.com*	Move.com	Pending	761,000,000
Intel	Basis Communications Corporation*	3/00	450,000,000
Interwoven, Inc.*	Neonyoyo	7/00	70,000,000
Interwoven, Inc.*	Metacode Technologies	11/00	151,000,000
Interwoven, Inc.*	Ajuba Solutions	10/00	31,000,000
Intuit Inc.*	Venture Finance Software Corp.	7/00	150,000,000
Keynote Systems, Inc.*	Velogic Inc.	6/00	51,000,000
Keynote Systems, Inc.*	Digital Content LLC.	8/00	
Listen.com	Wired Planet, Inc.	9/00	(Confidential)
LinuxWorks, Inc.	Integrated Software & Devices Corporation*	10/00	(Confidential)
Macromedia, Inc.*	Middlesoft, Inc.	7/00	(Confidential)
Metawave	Adaptive Telecom*	9/00	122,540,000
Neoforma.com, Inc.*	U.S. Lifeline.com	3/00	8,000,000
Neoforma.com, Inc.*	EquipMD	4/00	40,000,000
NetObjects	MyComputer.com*	Pending	57,000,000
Netopia*	WebOrder	3/00	23,000,000
Niku Corporation*	Legal Anywhere, Inc.	1/00	10,000,000
Niku Corporation*	bSource.com, Inc.	6/00	10,000,000
Niku Corporation*	ABT Corp.	8/00	100,000,000
Niku Corporation*	600 Monkeys, Inc.	5/00	6,000,000
Redback Networks Inc.	Siara Systems, Inc.*	3/8/00 †	10,730,913,676
Shockwave.com*	Atomfilms	1/01	(Confidential)
Tumbleweed Communications Corp.	Worldtalk Communications Corporation*	1/00	186,400,000
VeriSign Inc.*	GreatDomains.com	11/00	(Confidential)
VeriSign Inc.*	Network Solutions Inc.	6/00	17,000,000,000
VeriSign Inc.*	Signio, Inc.	2/00†	1,400,000,000
VeriSign Inc.*	Thawte Consulting	2/00	575,000,000
VeriSign Inc.*	Nanobiz Inc.	12/00	(Confidential)
VeriSign Inc.*	NameSecure Inc.	12/00	(Confidential)
Virata Corporation	Excess Bandwidth Corporation*	9/00	415,000,000
Wind River Systems Inc.	Integrated Systems, Inc.*	2/00 †	400,000,000
WineShopper.com (Naxon)*	Wine.com	11/00	50,000,000
Total			\$47,100,000,000

* Fenwick clients

† Deal announced in 1999

FENWICK & WEST
1999 ACQUISITION WORK

1999 Transactions - Closed or, if Pending, Publicly Announced

71 Acquisitions in 1999 valued at over \$27 Billion

<u>Acquiring Company</u>	<u>Acquired Company</u>	<u>Date</u>	<u>Approximate Amount</u>
24/7 Media	Sift, Inc.*	3/99	26,000,000
@Home	Excite, Inc.*	5/99	7,200,000,000
@Home*	iMALL, Inc.	10/99	425,000,000
Audiohighway.com*	Mass Music, Inc.	4/99	1,000,000
Ardent Software, Inc.	Prism Solutions, Inc.*	4/99	42,000,000
Avery Dennison Corp.	Bear Rock Technologies Corp*	10/99	(Confidential)
Accent Health	Axolotl Corporation*	10/99	(Confidential)
Broadbase Software, Inc.*	Rubric, Inc.	pending	360,000,000
BroadLogic Inc.*	Adaptec (Satellite Networking Group)	5/99	(Confidential)
CFI ProServices, Inc.	Ultradata Corporation*	8/99	70,000,000
CMGI	AdForce, Inc.*	pending	500,000,000
Compuware Corporation*	Data Processing Resources Corporation	8/99	350,000,000
Concur Technologies, Inc.*	Seeker Software	6/99	150,000,000
Confluent*	E*Trade	9/99	(Confidential)
DLZ Corporation	Digital Link Corporation*	11/99	43,000,000
Electronic Arts*	PlayNation	7/99	(Confidential)
Ericsson Inc.	Torrent Networking Technologies Corp.*	4/99	450,000,000
Excite@Home*	Blue Mountain.com	12/99	780,000,000
Excite@Home*	Webshots Corporation	11/99	80,000,000
Exodus Communications*	American Information Systems, Inc.	2/99	20,000,000
Exodus Communications*	Cohesive Technology Solutions, Inc.	7/99	100,000,000
Exodus Communications*	Service Metrics	11/23	280,000,000
Exodus Communications*	Global OnLine Japan Co. Ltd.	12/99	45,000,000
Flextronics International Ltd.*	Kyrel EMS Oyj	7/99	100,000,000
Flextronics International Ltd.*	The Dii Group, Inc.	pending	2,400,000,000
Flextronics International Ltd.*	CBA	11/99	21,000,000
Flextronics International Ltd.*	Summit Manufacturing	11/99	2,300,000
GoTo.com, Inc.	Cadabra Inc.*	1/00	254,000,000
Infolink Systems, Inc.*	Savi Technology, Inc. (Raytheon Sub)	5/99	(Confidential)
Informix Corporation	Cloudscape, Inc.*	10/99	85,000,000
Integrated Device Technology Inc.*	Quality Semiconductor	4/99	35,000,000
Intuit Inc.*	Boston Light Software	8/99	10,000,000
Intuit Inc.*	Computing Resources Inc.	5/99	250,000,000
Intuit Inc.*	Rock Financial Corp.	10/99	580,000,000
Legato Software, Inc.	Intelliguard Software, Inc.*	4/99	52,000,000
Macromedia*	Andromedia	12/99	221,000,000
Macromedia*	ESI Software, Inc.	10/99	(Confidential)
MarketWatch.com*	BigCharts Inc.	6/99	160,000,000
Maxtor Corporation	Creative Design Solutions, Inc.*	9/99	55,000,000
Merant Inc.*	Essential Software, Inc.	8/99	15,000,000
Merant Inc.*	EnterpriseLink Technology Corporation	11/99	22,000,000
Mixman Technologies, Inc.*	Beatnik, Inc.	12/99	(Confidential)
Netopia*	Starnet Technologies	10/99	(Confidential)
Netselect*	Infotouch Corporation	2/99	(Confidential)
Niku Corporation*	Proamics Corporation	12/99	50,000,000
Onsale, Inc.*	Egghead.com, Inc.	11/99	400,000,000
Optical Networks*	Object-Mart, Inc.	6/99	(Confidential)
OSI Software, Inc.	KBC Advanced Technologies PLC (Assets of)	6/99	5,000,000
PMC-Sierra, Inc.	Abrizio Inc.*	8/99	435,000,000
Redback	Siara Systems, Inc.*	pending	4,300,000,000

<u>Acquiring Company</u>	<u>Acquired Company</u>	<u>Date</u>	<u>Approximate Amount</u>
Security First Technologies	Edify Corporation*	11/99	350,000,000
Segue Software	Eventus Software Inc.*	2/99 †	8,000,000
Snowball.com*	High School Alumni.com	10/99	(Confidential)
ST Microelectronics	Adaptec, Inc. (Peripheral Tech Group)*	1/99 †	73,000,000
Steag Electronics GmbH	AG Associates, Inc.*	2/99 †	35,000,000
SalesLogix Corporation	Symantec Corporation* (ACT! Products only)	pending	80,000,000
Tekelec*	IEX Corporation	5/99	163,000,000
TSI International Software Ltd.*	Braid Group Ltd.	3/18	120,000,000
Tumbleweed Communications Corp.	Worldtalk Communications Corporation*	pending	186,400,000
VeriSign Inc.*	Signio, Inc.	pending	728,000,000
VeriSign Inc.*	Thawte Consulting	2/2000	575,000,000
Verio Inc.	Best Internet Communications, Inc.*	1/99 †	300,000,000
VERITAS Software Corporation*	Business of Seagate Software, Inc. NSMG ¹	5/99	3,400,000,000
VERITAS Software Corporation*	Telebackup Systems Inc.	5/99	138,000,000
Vignette Corporation	Diffusion, Inc.*	6/99	34,000,000
Waters Instruments, Inc.	Garrett Communications, Inc.*	pending	4,500,000
Wind River Systems	Integrated Systems, Inc.*	pending	400,000,000
ZDNet	Gamespot, Inc.*	99	9,000,000
Zilog*	Seattle Silicon Corporation	4/99	6,000,000
Zing Network, Inc.*	Pix.com Ltd.	pending	5,000,000
Zhone Technologies, Inc.	Premisys Communications, Inc.*	12/99	208,441,500
Total			6,465,341,500

* Fenwick clients

† Deal announced in 1998

¹ Network & Storage Management Group.

Representative Communications Technology Licensing Transactions

Fenwick & West takes an interdisciplinary approach to client counseling and transaction support. We have an understanding and appreciation for new products and technologies, business model development and planning, structuring strategic business and technology relationships, transactions support in preparing and negotiating business terms and definitive documents, and intellectual property counseling. Our practice supports start-up, emerging growth and mature companies across high technology industries and includes an interdisciplinary Telecommunications Group. Representative recent transactions in this area include the following (please note that these transactions represent only a small portion of our work and that the names of the parties are omitted for confidentiality purposes):

Representation of major broadband networking company in negotiation of a patent licensing agreement for DSL-related technology with major computer and electronics manufacturers.

Representation of a start-up company with regard to a network services agreement with a major wireless service provider for provision of network services to enable delivery of remote email access.

Representation of a leading wireless device manufacturer in license agreement for operating system software.

Representation of a major networking company for technology licensing agreements with major wireless and long-distance service providers related to wireless CPE and base stations.

Representation of a venture-backed manufacturer of hardware devices in the negotiation for a technology extraction agreement from the U.S. Government.

Representation of major Internet hardware / appliance manufacturer in licensing agreements with several major wireless and long-distance service providers.

Representation of major broadband networking company with regard to licensing of ATM patents.

Representation of start-up optical networking equipment company with regard to various commercial agreements.

Representation of major network security equipment provider in negotiation of supply and licensing agreements with multiple parties.