Simpson Thacher

SOCIAL ISSUES IN SELECTED RECENT MERGERS AND ACQUISITIONS TRANSACTIONS

2004-2015 SUPPLEMENT

By: Robert E. Spatt, Esq.
Michael T. Holick, Esq.
Gabriela C. Botifoll, Esq.

January 29, 2015

 Mr. Spatt is a member, and Mr. Holick and Ms. Botifoll are associates, of the firm of Simpson Thacher & Bartlett LLP. Kim de Glossop, Esq., an associate of the firm Simpson Thacher & Bartlett LLP, assisted with a previous version of this article. All or part of this article may have been or may be used in other materials published by the authors or their colleagues.

Simpson Thacher & Bartlett LLP

Simpson Thacher

Social Issues In Selected Recent Mergers And Acquisitions Transactions

2004-2015 Supplement

This memorandum is a supplement of an earlier memorandum (the "April 2004 Memorandum"), attached as Exhibit I, prepared by attorneys at Simpson Thacher & Bartlett LLP, that addressed social issues in selected 2003 and early 2004 mergers and acquisitions transactions (and which in turn updated a prior memorandum covering earlier periods). Readers should review the April 2004 Memorandum for a substantive review of the issues and concepts applicable to this analysis.

In the recent high profile stock-for-stock deals, there are a limited number of transactions described by the parties as a "merger of equals," and those that use the label not only often include cosmetic provisions like joint names and split headquarters to accentuate the equality, but also include provisions addressing certain governance-related social issues — namely that the board of directors of the successor is split more evenly between the constituent companies, the roles of CEO and executive or non-executive chairman are often divided between the acquirer's CEO or chairman and the target's CEO or chairman and/or there can be a clear succession plan with respect to the position of CEO or chairman. Although none of the announced "merger of equals" transactions during the past year resulted in co-CEOs leading the relevant company, the roles of CEO and chairman in each of the three announced "merger of equals" transactions in 2014 were divided between the acquirer and target. In 2013, two of the four announced "merger of equals" transactions – the Office Depot/OfficeMax transaction and the ultimately terminated Publicis/Omincom transaction – involved co-CEOs leading the relevant company for a period following the closing and clear succession provisions with respect to the roles of CEO and chairman.[1] Moreover, while not described by the parties as a "merger of equals", we have also observed some transactions where certain governance-related measures typical of a "merger of equals" are prevalent, such as the American Airlines/US Airway merger in which there is a clearly delineated succession plan with respect to the chairman of the combined company.

While the avoidance of true "power sharing" has generally prevailed throughout the last decade, as noted above, there have been select instances of co-CEOs, and there have been instances of defined succession. As examples, the Sprint/Nextel transaction in 2004 and Bank of New York/Mellon Financial transaction in 2006 included provisions for CEO succession to the role of chairman after certain periods of time.[2] The Sprint/Nextel and Bank of New York/Mellon Financial governance structures were protected by requiring super-majority action by the board of directors to fire the CEO or chairman. While the use of CEO/chairman "defined succession" had seemed to atrophy since 2006, perhaps because of the impracticability of tying the directors' hands in leadership situations, there was a small resurgence from 2009 through 2013.[3] Six deals

---

1 In the Office Depot/OfficeMax transaction, the chairman and CEO of Office Depot and the president and CEO of OfficeMax, became co-CEOs of the combined company upon the closing of the transaction. However, shortly after the closing, the co-CEOs stepped down as an outside successor CEO was appointed. See a further explanation of this transaction below.

In the ultimately terminated Publicis/Omnicom transaction, the president and CEO of Omnicom and the CEO of Publicis, were to become co-CEOs for a period of 30 months following closing of the merger, after which the president and CEO of Omnicom was to become the sole CEO and the CEO of Publicis was to become the sole chairperson. The chairman of Omnicom was initially to be the chairman of the combined company and the chairperson of Publicis was to become the vice-chairperson. After the 2015 annual meeting, the chairperson of Publicis was to become the chairperson of the combined company and the chairman of Omnicom was to become the vice-chairman. The roles were to alternate annually until the CEO of Publicis would have become the chairman of the combined company. See a further explanation of this transaction below.

A third merger of equals transaction, the AMB Property/ProLogis merger announced in 2011, also incorporated co-CEOs, albeit with each CEO having clearly defined roles and responsibilities. See a further explanation of this transaction below.

2 In the Sprint/Nextel transaction, the Sprint CEO became CEO of the combined company and the Nextel CEO was given the role of executive chairman, with a clear succession for Sprint's CEO to succeed to the role of chairman after three years. In the Bank of New York/Mellon Financial transaction, the Mellon Financial CEO became CEO of the combined company and the Bank of New York CEO was given the role of executive chairman, with a clear succession for Mellon Financial's CEO to succeed to the role of chairman after eighteen months.

3 While the overall period from 2009-2013 saw a resurgence of the use of succession provisions, 2012 and 2014 represented hiatus years, as the 2012 and 2014 transactions surveyed did not typically provide for a defined succession or co-CEO structure; however, in those years, there were several transactions

that we reviewed that occurred during the 2009-2013 period, the UAL/Continental Airlines merger, RRI Energy/Mirant merger, Northeast Utilities/N STAR merger, and previously mentioned AMB Property/ProLogis, Office Depot/OfficeMax and the ultimately terminated Publicis/Omincom mergers, all described further below, used a succession provision for their top management roles, which indicates that some type of power sharing arrangement is seen to resolve some of the social issues in a "merger of equals" situation.[4]

While in the past decade parties only occasionally described a transaction as a "merger of equals" regardless of the post-merger structure of the combined company, the years 2009-2014 saw a relative increase in that label, with 11 announced transactions in our sample pool where either the parties labeled it as such in the initial press release or categorized it as such in contemporaneous statements. This increasing trend of labeling transactions as a "merger of equals" stalled in 2012, during which there were no such announced transactions. Even still, while none of the announced strategic transactions in 2012 were described by the parties as a "merger of equals" and a premium was paid in every instance, a number of these transactions did have certain power sharing characteristics, as discussed further below. The stall in the trend of "merger of equals" transactions appears to have been short lived as 2013 and 2014 were relatively active years for such transactions. There were four transactions labeled by the parties as a "merger of equals" announced in 2013 and three such transactions in 2014, numbers similar to the numbers of such transactions in the past six years, with the exclusion of 2012. Out of the announced strategic transactions that we reviewed involving equity as a currency (in whole or in part) over the past six years, the significant transactions described by the parties as a "merger of equals" were the Live Nation, Inc./Ticketmaster Entertainment transaction announced on February 10, 2009, the RRI Energy, Inc./Mirant Corporation transaction announced on April 11, 2010, the UAL Corporation/Continental Airlines, Inc. transaction announced on May 2, 2010, the Northeast Utilities/N STAR Inc. transaction announced on October 16, 2010, the AMB Property Corporation/ProLogis transaction announced on January 31, 2011, the ultimately terminated Deutsche Börse AG/NYSE Euronext transaction announced on February 15, 2011[5] , the Holly Corporation/Frontier Oil Corporation transaction announced on February 22, 2011, the ultimately terminated Allied World Assurance Company Holdings, AG/Transatlantic Holdings, Inc. transaction announced on June 12, 2011[6] , the Office Depot/OfficeMax transaction announced on February 21, 2013, the Inergy Midstream/Crestwood Midstream transaction announced May 6, 2013, the ultimately terminated Publicis/Omnicom transaction announced on July 28, 2013[7], the Applied Materials/Tokyo Electron transaction announced on September 24, 2013, the RF Micro Devices, Inc./TriQuint Semiconductor, Inc. transaction announced on February 24, 2014, the Alliant Techsystems

where the CEO of the target took on a greater role at the combined company than his counterpart at the acquirer, such as the Leucadia National Corporation/Jefferies Group, Alliant Techsystems/Orbital Sciences, Actavis/Forest Laboratories and Media General/LIN Media. The Washington Prime Group/Glimcher Realty Trust transaction presents an interesting example of power sharing as the target CEO will become the CEO and vice chairman of the combined company and will report to the current CEO of the acquiror, who will become the executive chairman of the combined company. These transactions are discussed further below.

[4] See also the 2009 The Black and Decker Corporation/The Stanley Works deal described below where Stanley's CEO became the combined company CEO and the Black and Decker CEO became the combined company executive chairman, but only for a period of three years.

[5] The press release announcing the Deutsche Börse/NYSE Euronext transaction did not categorize it as a "merger of equals", but on the day the transaction was announced NYSE Euronext and Deutsche Börse held a joint investor conference call. In the transcript of the investor call, Duncan Niederauer, the CEO of NYSE Euronext stated, "Reto [the CEO of Deutsche Börse] and I have never called it an acquisition. It is a merger of equals. It is a business combination."

[6] The Allied World Assurance Company Holdings, AG/Transatlantic Holdings, Inc. transaction was terminated by the parties on September 15, 2011. Pursuant to the terms of the agreement, however, the current chairman, president and CEO of Allied World was to serve as the president and CEO of the combined company, and Transatlantic's non-executive chairman was to serve as the non-executive chairman of the board of the combined company for the first year following the closing of the merger. Transatlantic's current president and CEO was to retire upon the closing of the transaction. Allied World shareholders were to hold 42%, and Transatlantic shareholders 58%, of the stock of the combined company on a pro forma basis. The 11 member board was to be split with five Allied World directors and six Transatlantic directors. The transaction offered shareholders of Transatlantic a 16% premium based on the closing share price on June 10, 2011 (the last trading day before public announcement of the merger). On July 12, 2011, Validus Holdings, Ltd announced that it had delivered a proposal to Transatlantic to combine the businesses through a merger (Validus withdrew its exchange offer on November 28, 2011). Transatlantic subsequently entered into an agreement to be acquired by Alleghany Corporation, announced November 21, 2011, pursuant to which three independent directors from Transatlantic's board joined the board of Alleghany upon the completion of the transaction.

[7] The Publicis/Omnicon transaction, announced on July 28, 2013, was terminated by the parties on May 8, 2014. The terms of the transactions and the reasons behind its termination are discussed further below.

Inc./Orbital Sciences Corporation transaction announced on April 29, 2014, and the Cypress Semiconductor Corp./Spansion Inc. transaction announced on December 1, 2014.[8]

The Live Nation, Inc./Ticketmaster Entertainment transaction was effectuated through a tax-free stock swap transaction, in which neither party received a premium. The combined company boasted an enterprise value of approximately $2.5 billion at the time the deal was announced, with Live Nation and Ticketmaster Entertainment shareholders each owning approximately 50% of the combined company. The board of the combined company, named Live Nation Entertainment, was divided equally, with each party holding seven of the fourteen board seats. Post-closing, Barry Diller, the former chairman of the board of Ticketmaster Entertainment, served as chairman of the board of the combined company, Michael Rapino, the former CEO of Live Nation, served as CEO and president of the combined company, and Irving Azoff, the former CEO of Ticketmaster, served as executive chairman of the combined company.[9]

Likewise, in the UAL Corporation/Continental Airlines, Inc. transaction, described by the parties as a “merger of equals,” the combined company, now known as United Continental Holdings, Inc., evenly shared 14 board seats, with two additional seats reserved for union directors required by United’s charter. Glenn Tilton, the chairman, president and CEO of United, became the non-executive chairman of the combined company through the second anniversary of the closing, which was on May 2, 2012. Jeff Smisek, Continental’s chairman, president and CEO became CEO of the combined company and a director. In addition, Mr. Smisek succeeded to the role of executive chairman of the board on December 31, 2012, replacing Mr. Tilton in that capacity. Continental shareholders held approximately 55% of the combined company and United shareholders 45% after the transaction.

The self-described “merger of equals” between Northeast Utilities and N STAR Inc. included a succession provision for Thomas J. May, N STAR’s chairman and CEO, to assume the role of chairman after 18 months, in addition to his role as president and CEO of the combined company until that time. Upon the closing of the merger, which occurred on April 10, 2012, Mr. May became president and CEO of Northeast Utilities, and Charles W. Shivery, chairman and CEO of Northeast Utilities, became the non-executive chairman of the combined company’s board of trustees. The 14-member board of trustees was divided evenly between the two companies, and the new Northeast Utilities has dual headquarters in Hartford, Connecticut and Boston, Massachusetts. At the time of closing, the combined company had a market capitalization of approximately $12 billion.

Exemplifying true “power sharing”, albeit for a limited period, the “merger of equals” between AMB Property Corporation and ProLogis provided for co-CEOs for an initial period following the completion of the merger. Hamid R. Moghadam, CEO of AMB, and Walter C. Rakowich, CEO of ProLogis, both served as co-CEOs until the end of 2012. On December 27, 2012, the company announced that, effective December 31, 2012, Mr. Rakowich would retire from his position as a member of the board of directors and co-CEO, and effective January 1, 2013, Mr. Moghadam became the sole CEO of the combined company, named ProLogis. During the period while the two served as co-CEOs, Mr. Moghadam also served as chairman of the board of the combined company and Mr. Rakowich as chairman of the board’s executive committee. This defined succession plan was protected by provisions in the bylaws of the combined company, which required the affirmative vote of at least 75% of the independent directors to remove either Mr. Moghadam or Mr. Rakowich (or appoint any other person) as co-CEO prior to December 31, 2012 or to remove Mr. Moghadam (or appoint

[8] The Grey Wolf/Basic Energy Services transaction, announced on April 21, 2008, which was later withdrawn by the parties, was also described by the parties as a merger of equals. Under the terms of the agreement, the current Grey Wolf Chairman, president and CEO was to take on the role of chairman of the combined company while the current president and CEO of Basic Energy was to become the CEO of the combined company. Grey Wolf shareholders were to hold 54% of the stock and Basic Energy shareholders 46% of the stock of the combined company on a pro forma basis. Representation on the nine member board was to be nearly split with five former Grey Wolf directors and four former Basic Energy directors. The transaction offered shareholders’ of Basic Energy a premium of 8.5% over the price of the stock on the last trading day prior to the execution of the merger agreement. The transaction was terminated on July 15, 2008, after Grey Wolf’s shareholders did not approve the merger agreement. Grey Wolf was subsequently acquired by Precision Drilling Trust after it made an unsolicited offer for the company. In the merger agreement ultimately signed between Grey Wolf and Precision Drilling Trust, Grey Wolf obtained the right to appoint three of the 12 board members of the combined company.

[9] Mr. Diller resigned as chairman of the board on September 28, 2010, but continued to serve as a director of the combined company. Effective January 24, 2011, Mr. Diller resigned from the board.

any other person) as CEO or chairman prior to December 31, 2014. Perhaps in an effort to avoid the confusion that often resulted from the co-CEO structures of the late 1990s, the parties delineated the responsibilities of each as co-CEO: Mr. Moghadam being primarily responsible for shaping the company's vision, strategy and private capital franchise, and Mr. Rakowich being primarily responsible for operations, integration and optimizing the merger synergies. The board of the combined company consisted of eleven members, with six designated by ProLogis and five designated by AMB, and a former ProLogis board member serving as lead independent director. The transaction had a value of approximately $17 billion at the time it was completed, and former ProLogis equity holders held approximately 60%, with former AMB equity holders owning approximately 40%, of the equity of the combined company. The company's corporate headquarters are located in San Francisco, California (AMB's headquarters), and the company's operations headquarters are located in Denver, Colorado (ProLogis' headquarters).

As previously discussed, the proposed but ultimately terminated Deutsche Börse AG/NYSE Euronext transaction, while not described as a "merger of equals" in the initial press release, was described as such by Duncan Niederauer, the CEO of NYSE Euronext, in a joint investor conference call held the day the transaction was announced. The proposed transaction contained certain of the power-sharing features common in the "merger of equals" transactions of the past few years, although it appeared that Deutsche Börse would initially be paying a premium for the NYSE Euronext shares.[10] Mr. Niederauer was expected to become the CEO of the combined company with Reto Francioni, CEO of Deutsche Börse, becoming the chairman of the combined company. The combined company would have had dual headquarters in Frankfurt, Germany and New York, New York. Following completion of the transaction, it was expected that Deutsche Börse stockholders would own 60% of the combined company, with NYSE Euronext shareholders expected to own 40%. The board would be comprised of 17 members, with the chairman and CEO being joined by nine directors designated by Deutsche Börse and six directors designated by NYSE Euronext.

However, on February 1, 2012, almost one-year after the announcement of the transaction, the European Commission announced it was blocking the proposed Deutsche Börse AG/NYSE Euronext deal on antitrust grounds. Deutsche Börse AG and NYSE Euronext terminated the merger agreement, leaving NYSE Euronext to continue exploring other possibilities for a potential merger. Eleven months later it announced it was planning to merge with IntercontintalExchange, Inc. ("ICE"), an exchange from Atlanta, Georgia. In contrast to the original merger between the NYSE and Euronext in 2006, as well as the proposed merger with Deutsche Börse, this transaction was not presented as a "merger of equals." Even though the combined company maintained dual headquarters in New York and Atlanta, ICE's directors were expected to comprise most of the board with 11 seats, whereas NYSE Euronext's members were expected to occupy only four. Jeffrey Sprecher, ICE's chairman and CEO, continued in such roles at the combined company, whereas Mr. Niederauer became the combined company's president as well as the CEO of the NYSE Group. At the time of announcement, former ICE shareholders were expected to own 64% of the combined company, with NYSE Euronext's shareholders owning the other 36%. The purchase price represented a premium of 37.7% over NYSE Euronext's closing share price the day before the transaction was announced.

More typical of the "classic" "merger of equals" transactions of the past few years, the Holly Corporation and Frontier Oil Corporation self-described "merger of equals" incorporated very typical "classic" "merger of equals" social and structural elements and no premium was paid. Michael Jennings, the former chairman, president and CEO of Frontier, became president and CEO of the combined company, which took the name "HollyFrontier Corporation", and Matthew Clifton, the former chairman and CEO of Holly, became the executive chairman of the combined company. Frontier and Holly each designated seven of the directors of the combined company upon completion of the transaction. The combined company was expected to have an

[10] Deutsche Börse's business would have been brought under a holding company through an exchange offer with an exchange ratio of one holding company share for each Deutsche Börse share, and NYSE Euronext's business would have been brought under the holding company through a merger with an exchange ratio of 0.47 of a holding company share for each NYSE Euronext share. The parties disclosed that the NYSE Euronext board considered that the exchange ratios implied that NYSE Euronext shareholders would receive a premium on their shares of approximately 10% on the basis of the closing price of the NYSE Euronext and Deutsche Börse shares as of February 8, 2011 (the date prior to public reports regarding a possible business combination), assuming that each holding company share had a value equal to $78.55, which was the closing price of one Deutsche Börse share on February 8, 2011 converted into U.S. dollars based on a specified exchange rate.

enterprise value of $7 billion at the time the transaction was announced, with Holly's former shareholders owning approximately 51%, and Frontier shareholders approximately 49%, of the combined company.

Even though a premium was paid and Office Depot became the parent company in the Office Depot/OfficeMax merger, the transaction had various power sharing provisions characteristic of "classic" "merger of equals" transactions to ensure that both parties played equal roles in the combined company. The succession plan for a new CEO set forth in the merger agreement provided that a selection committee composed of equal numbers of Office Depot and OfficeMax independent directors would be created as soon as practicable after the announcement of the transaction to engage a search firm, establish the search criteria and participate in the interview and candidate selection process. The selection committee would then recommend, by a majority vote its members, a candidate to the combined board which would elect the CEO by a majority vote, unless one of the co-CEOs was recommended, in which case a vote of two-thirds of the independent directors of the combined board would be required to elect the candidate. If neither of the co-CEOs became the CEO of the combined company, then both would be required to resign as directors, and the board of directors would be comprised of 11 directors (5 Office Depot seats, 5 OfficeMax seats, 1 CEO); however, if the successor CEO was either of the co-CEOs, then the party whose CEO was not appointed would have the right to appoint another director, in which case the size of the board of directors will remain at 12. The succession plan also provided that if a successor CEO had not been elected to serve as CEO as of the consummation of the merger, that the CEOs of the two companies would serve as co-CEOs until a successor was selected by the combined board. Therefore, immediately following the closing of the merger on November 5, 2013, Neil R. Austrian, the chairman and CEO of Office Depot, and Ravi K. Saligram, the president and CEO of OfficeMax, served as the co-CEOs of the combined company, each with responsibility over the business operations of Office Depot and OfficeMax, respectively. During the period the combined company had co-CEOs, the board consisted of 12 directors; 5 directors from Office Depot, 5 from OfficeMax, and a seat for each of the Office Depot and OfficeMax co-CEOs. On November 12, 2013, the combined company announced that Roland C. Smith, who was associated with neither Office Depot nor OfficeMax, would become chairman and CEO of the combined company and that Mr. Austrian and Mr. Saligram would step down from their positions as co-CEOs and from the board of directors. The combined company was initially required to maintain dual headquarters in Boca Raton, Florida (Office Depot) and Naperville, Illinois (OfficeMax) until a CEO was selected. However, following the appointment of Mr. Smith, Boca Raton, Florida was selected as the combined company's headquarters. The transaction had a value of approximately $1.2 billion, with Office Depot's former shareholders owning approximately 55%, and OfficeMax's shareholders approximately 45% of the combined company.

The ultimately terminated merger of the Publicis Groupe SA and Omnicom Group, Inc. strongly exemplified a "classic" "merger of equals" transaction with a name incorporating both parties' names, no premium paid and certain power sharing provisions such as co-CEOs and succession provisions for the CEO and chairman. The combined company resulting from the transaction was to be named Publicis Omnicom Group and was to have dual headquarters in Paris and New York. Ownership of the entity was to be almost equally split – Publicis shareholders would have owned 50.64% and Omnicom shareholders would have owned 49.36% of the combined company. John D. Wren, the president and CEO of Omnicom, and Maurice Levy, the CEO of Publicis, were to be co-CEOs. Mr. Wren and Mr. Levy were to remain co-CEOs for 30 months following closing, after which Mr. Wren would have become the sole CEO and Mr. Levy would have become the sole chairman. Until Mr. Levy would have become chairman, the role of chairman would have alternated annually between Bruce Crawford, the chairman of Omnicom, who was to become the chairman initially after the closing, and Elisabeth Badinter, the chairperson of Publicis, who was to become the vice-chairperson initially. After the 2015 annual meeting, Ms. Badinter was to become the chairperson and Mr. Crawford was to be the vice-chairman. The board of the combined company was to be composed of 16 members with 7 directors from Omnicom, 7 from Publicis, and one seat for each of the co-CEOs. Equal representation in the board of directors was to be maintained until the later of the 2019 annual shareholders meeting of the combined company and the modification of the governance structure by an affirmative vote of two-thirds of the entire board.

However, almost a year after the transaction was announced, on May 8, 2014, the parties terminated the merger agreement, which illustrates the difficulties that can be presented by social issues in effectuating a true "merger of equals". The company cited the "many hurdles" and delays in the deal as two reasons for the termination of the merger agreement. While the combined company was to have a power sharing structure with the two CEOs of the companies becoming co-CEOs, it was reported that their personalities clashed. It was also reported that there were personality clashes among the integration teams and disagreements over which company would be the acquirer in the transaction.

The transaction between Applied Materials and Tokyo Electron, while labeled a "merger of equals" by the parties, involved a premium and considerably disparate ownership of the combined company with 68% ownership by Applied Materials shareholders and 32% by Tokyo Electron shareholders. Nonetheless, the parties will share power with respect to the board of directors of the combined company, have provided for the preservation of the power sharing structure and have provided for dual headquarters. Board membership will be split equally with 5 directors from Tokyo Electron, 5 directors from Applied Materials, and one director to be mutually agreed upon by Tokyo Electron and Applied Materials. During the five year period following the closing, the nominating committee of the combined company will take into account the allocation of seats among Applied Materials and Tokyo Electron directors when recommending nominees with the intention of preserving the allocation of seats at the time of the merger. The nominating committee will initially be comprised of three non-executive directors. Tokyo Electron and Applied Materials will each select one of the three non-executive directors on the nominating committee, and will jointly select the third. The CEO of the combined company will be Gary Dickerson, the president and CEO of Applied Materials. The chairman, president and CEO of Tokyo Electron, Testsuro Higashi, will become chairman of the combined company. The headquarters of the combined company will be in Tokyo, Japan and Santa Clara, California.

The merger between Inergy Midstream, L.P. and Crestwood Midstream Partners LP presents an instance in which the parties referred to the transaction as a "merger of equals;" however, the transaction contained a very deal specific collection of characteristics that were related to the fact that the merger was between two master limited partnerships. The ultimate merger was accomplished through a series of transactions, one of which included the acquisition of the general partner of Inergy, L.P. by Crestwood Holdings LLC, an affiliate of Crestwood Midstream. Through its ownership of the general partner of Inergy, L.P., Crestwood Holdings has indirect control over the general partner of the combined company. While it was announced that the board of directors of the general partner of the combined company would initially be comprised of 4 directors affiliated with Inergy Midstream and 4 directors affiliated with Crestwood Midstream, Crestwood Holdings maintains control over the composition of the board as well as the combined company through its indirect control of the general partner of the combined company. While Inergy Midstream was the surviving entity in the merger, the name of the combined company was changed to Crestwood Midstream Partners LP at closing and the headquarters were moved to Houston, Texas, where Crestwood Midstream is also headquartered. Furthermore, the transaction did not result in a sharing of the chairman and CEO positions, as Robert G. Phillips, the chairman, president and CEO of Crestwood Midstream became chairman, president and CEO of the combined company. The chairman, CEO and president of Inergy Midstream resigned from his position, but continued to serve on the board of directors immediately following the transaction. While the foregoing is consistent with Crestwood Holdings' indirect control of the general partner post-closing, it does not track the ownership of the unitholders of the combined company upon the consummation of the transaction, which was owned 57.2% by Inergy Midstream unitholders, 38.1% by Crestwood Midstream unitholders and 4.7% by Inergy, L.P.[11] Overall, this merger presents a mixed characteristic, deal specific transaction.

Although a low premium is being paid in the transaction between RF Micro Devices, Inc. and TriQuint Semiconductor Inc., the transaction is structured as a merger of equals with various power sharing mechanisms in place. The combined company is to have a new name – Quorvo Inc. Quorvo's ownership will be split equally between the former shareholders of each company. Representation on the board of directors is

[11] The Inergy Midstream unitholders are comprised of the public unitholders of Inergy Midstream, the public unitholders of Inergy, L.P. and management of Intergy Midstream and Inergy, L.P. The Crestwood Midstream unitholders are comprised of the public unitholders of Crestwood Midstream and Crestwood Holdings LLC and its affiliates.

also to be shared, with each company filling half of the seats of the combined company's board. Bob Bruggeworth, the CEO of RF Micro Devices, will serve as the CEO of the combined company, and Ralph Quinsey, the CEO of TriQuint Semiconductor, will serve as the non-executive chairman of the combined company. The combined company will have dual headquarters in Greensboro, North Carolina and Hillsboro, Oregon, the locations of the headquarters of each of the companies.

The transaction between Alliant Techsystems Inc. and Orbital Sciences Corporation involves a new name incorporating the names of each of the companies, nearly split ownership of the combined company between the shareholders of each of the companies, shared representation on the board of directors of the combined company, and representatives from each company serving in senior management. The name of the combined company will be Orbital ATK, Inc. and its ownership will be split, with 53.8% ownership by the former shareholders of Alliance Techsystems and 46.2% ownership by the former shareholders of Orbital Sciences. The board of directors will be comprised of 16 members with seven representatives from Alliant Techsystems and nine from Orbital Sciences. General Ronald R. Fogleman, the non-executive chairman of Alliant Techsystems, will serve as the chairman of Orbital ATK, and David W. Thompson, the Chairman and CEO of Orbital Sciences, will serve as the CEO of Orbital ATK. The headquarters of Orbital ATK will remain in Dallas, Texas, where Orbital Sciences is headquartered.

The transaction between Cypress Semiconductor Corp. and Spansion Inc. involves no premium, split ownership of the combined company, shared representation on the board of the combined company, and representatives from each company in senior management. The combined company will be owned 50/50 by the shareholders of Spansion and Cypress. Representation on the board of directors of the combined company will be split equally, with four board members representing each company. T.J. Rodgers, the CEO of Cypress, will serve as the CEO of the combined company, and Ray Bingham, the chairman of the board of Spansion, will serve as the non-executive chairman of the combined company.

Hinting at the difficulties to which defined succession (and the power sharing challenges it can create) can lead, one "merger of equals" transaction from the last few years saw its defined succession plan get derailed after completion of the transaction. In the RRI Energy, Inc./Mirant Corporation merger, the identified CEO successor left the company before the stated succession occurred. Under the terms of the agreement, Edward R., Muller, chairman and CEO of Mirant, became the chairman and CEO of the combined company, now known as GenOn Energy, Inc., until his retirement in 2013. Upon Mr. Muller's retirement in 2013, Mark M. Jacobs, former president and CEO of RRI Energy, was to take over as CEO of GenOn Energy. In the interim, Mr. Jacobs was to serve as president and chief operating officer of the combined company and as a member of its board of directors. While Mr. Jacobs held these positions following the closing of the transaction on December 3, 2010, GenOn Energy announced on August 24, 2011 that Mr. Jacobs was leaving the company and stepping down as a director as well. Additional information regarding the reasons for his departure was not provided, but it is at a minimum an example of the difficulties that can be encountered in sustaining defined succession arrangements. The board of GenOn Energy was divided evenly, with each party holding five of the 10 board seats. The combined company had a pro forma market capitalization at the time the deal was announced of $3.1 billion, with Mirant stockholders owning approximately 54% of the equity of the combined company and RRI Energy stockholders owning approximately 46% of the equity of the combined company.[12]

It is not only a "merger of equals" scenario that can highlight the complexities of power sharing. The most dramatic recent example of this in 2012 was the merger between Duke Energy Corporation and Progress Energy, Inc, two utility companies based in North Carolina. Under the terms of the merger agreement, Jim Rogers, Duke Energy's CEO, was to become the executive chairman of the combined company, while Bill

[12] On April 30, 2012, it was announced that GenOn Energy itself would be party to a merger, this time with NRG Energy, Inc. This transaction, however, was not billed as a "merger of equals," and GenOn Energy was clearly the target. The combined company retained the name NRG Energy, GenOn Energy directors comprised only one-quarter of the new company's board, and NRG shareholders would own 71% of the combined company, with the remaining 29% to be owned by GenOn Energy shareholders. Furthermore, NRG's chairman and CEO would both remain in their respective roles, while Mr. Muller joined the NRG board as vice chairman. Nonetheless, the combined company retained its dual headquarters, with its financial and commercial headquarters in Princeton, NJ and its operational headquarters in Houston, TX.

Johnson, Progress Energy's CEO and president, was expected to continue as CEO and president of the combined company. However, a majority of the board seats of the combined company – eleven out of eighteen – were reserved for former members of Duke's board, with the remaining seven allocated to Progress Energy's former directors. Upon the consummation of the merger, Duke's shareholders were expected to own approximately 63% of the combined company, with Progress Energy's shareholders holding the remaining 37%. Only hours after the board of the combined company had elected Mr. Johnson as CEO and president, it then took the unusual step of ousting him through another vote and installed Mr. Rogers. As expected, the decision proved controversial. One Progress Energy board member, in a letter to the Wall Street Journal, said he did not believe a single Progress Energy director would have voted for the transaction if they had known that Mr. Rogers would shortly thereafter be at the helm again. A number of senior Progress Energy managers, including Mark Mulhern, its chief financial officer and the combined company's chief administrative officer, resigned in protest, and regulators in North Carolina commenced their own inquiries into whether they had been misled. Under the terms of a settlement with the regulators announced on November 29, 2012, Mr. Rogers agreed to step down by the end of 2013, which occurred on July 1, 2013.

Although not described by the parties as a "merger of equals", the past few years did see some other transactions in which power sharing occurred between the parties in the combined company. The 2011 Exelon Corporation/Constellation Energy Group, Inc. transaction contained elements of power sharing, despite the fact that following completion of the merger Exelon shareholders were expected to own approximately 78%, and Constellation shareholders approximately 22%, of the combined company. Mayo A. Shattuck III, chairman, president and CEO of Constellation, went on to become executive chairman of the combined company, and Christopher M. Crane, president and chief operating officer of Exelon, became president and CEO of the combined company. John W. Rowe, the CEO of Exelon, retired upon completion of the merger. The combined company's board was expected to have sixteen members, comprised of twelve Exelon directors and four Constellation directors.[13] Constellation shareholders would receive a premium of approximately 12.5% premium over the closing price of Constellation common stock as of April 27, 2011 (which was the last trading day prior to the execution of the merger agreement).[14]

Similarly, the proposed merger of the Jefferies Group, Inc. with Leucadia National Corporation, had a number of characteristics indicating a degree of power sharing was contemplated. Announced in late 2012, the transaction provided that Jefferies would continue to operate in its then current form as a subsidiary of Leucadia, which, prior to the merger, was the Jefferies Group's biggest shareholder. Although the proposed transaction was not presented as a "merger of equals", Leucadia's Registration Statement on Form S-4 filed in connection with the transaction on December 6, 2012 made reference to Citi, one of Jefferies' financial advisors, surveying mergers of equals for the purpose of analyzing premiums.[15] Furthermore, Richard Handler, Jefferies' chairman and CEO, in addition to retaining his titles, also became Leucadia's CEO as well as one of its directors. Leucadia's president, Joseph Steinberg, became the chairman of the board of the combined company, and continued to work in an executive capacity at Leucadia after the closing of the transaction. In addition, the board of the combined company upon the closing of the transaction was comprised of eight members of Leucadia's board, and six members of Jefferies' board.

The 2009 Black and Decker Corporation/The Stanley Works transaction contained some structural indications of a merger of equals, but lacked critical others. On the merger of equals side of the ledger, following the close of the transaction, ownership of the combined company was split almost equally with The Stanley Works shareholders owning approximately 50.5% of the shares of the combined company and Black & Decker shareholders holding approximately 49.5% of the shares. The combined company operates under the

[13] Upon completion of the transaction, Mr. Shattuck and three independent Constellation directors joined Exelon's fifteen person board. Effective December 31, 2012, two directors of Exelon Corporation retired in accordance with the merger agreement that the size of the board to be 16 by the end of 2012. At such time, all of the members of the board of directors were independent, except for the chairman and the CEO.

[14] Please see the Washington Prime Group/Glimcher Realty Trust transaction discussed later in this article for another example of power sharing between CEO's.

[15] The S-4 indicates that Citi selected "equal board" merger of equals transactions based on advice from Jefferies that Leucadia's board would have a similar makeup, as well as the fact that the second merger agreement provided that half of the seats on the Leucadia Nominating and Corporate Governance Committee would be allocated to independent directors selected by Leucadia and the other half by Jefferies.

new name of Stanley Black & Decker. Although the headquarters of the combined company are in New Britain, Connecticut, the company maintains a large presence in Towson, Maryland, the former headquarters of Black & Decker, by maintaining the headquarters of the power tools division there. On the non-merger of equals side, quite powerfully, Stanley paid a 22.1% premium for the Black and Decker shares based on the October 30, 2009 closing price. Management control is mixed, with the balance of power shared for at least a three year period from the transaction's closing, with the Stanley side taking over thereafter. Stanley holds nine seats on the combined company's board of directors while Black & Decker holds only six seats, disproportionate to the stock ownership. The chairman and CEO of Stanley is president and CEO of the combined company and the chairman, president and CEO of Black & Decker is executive chairman of the combined company but only for a period of three years following the close of the transaction.

The 2010 Biovail Corp./Valeant Pharmaceuticals International, Inc. transaction contains mixed signals as to which entity is the true acquirer in the transaction. The press release announcing the transaction fails to identify either party as the acquirer or to identify the transaction as a merger of equals and merely states that the two companies have agreed to merge. Both FactSet Mergers and Westlaw Business report Biovail as the acquirer and Valeant as the target, but certain of the structural attributes of the transaction might suggest otherwise. For example, in terms of operational control, Valeant seems to be the acquirer as Valeant's chairman and CEO J. Michael Pearson became the CEO of the combined company, while Bill Wells, the CEO of Biovail, became the non-executive chairman of the combined company.[16] Furthermore, Valeant seems to have paid a 15% premium to Biovail stockholders based on a calculation of the stock prices over the 10 trading days ending June 21, 2010. In addition, the combined company maintains the Valeant name (although the headquarters will be in Mississauga, Ontario, the headquarters of Biovail). The shareholder split is roughly equal with former Biovail stockholders holding 50.5% of the combined company to 49.5% of the combined company for former Valeant stockholders, and the 11 member board was split equally with each party having five directors with the remaining director an independent Canadian resident director.

Three other 2008-2009 stock-for-stock transactions of note with respect to power sharing were the Xerox Corporation/Affiliated Computer Services, Inc. transaction, the Fidelity National Information Services, Inc./Metavante Technologies, Inc. transaction, and the CenturyTel/Embarq transaction. Xerox announced an agreement to acquire Affiliated Computer Services on September 29, 2009. Although the transaction resulted in Affiliated Computer Services shareholders owning approximately 34% of the combined company, there was no change to the Xerox board of directors (including any representation from the ACS side to the Xerox board of directors) or management following the transaction. The parties announced that the two companies, at least initially, would not be integrated following the close of the transaction, and that Affiliated Computer Services would operate as a stand-alone organization led by Lynn Blodgett, the current president and CEO of Affiliated Computer Services, who would report to the CEO of Xerox, Ursula Burns. Affiliated Computer Services was branded ACS, a Xerox Company.

The Fidelity National Information Services/Metavante Technologies, Inc. transaction is also interesting from the standpoint of the target CEO stepping up in the transaction. Frank Martire, chairman and CEO of Metavante, the acquired company, whose stockholders held 43.7% of the combined company, became the president and CEO of the combined company following the close of the transaction. William Foley II, the chairman of FIS, the acquiror, continued in that role following the close of the transaction. FIS maintained control of the nine member board of directors with only three of the members being former members of the Metavante board of directors.[17]

---

[16] On December 13, 2010, Valeant announced that Mr. Wells had resigned from the board to pursue other interests.

[17] See also the Leucadia/Jefferies transaction discussed earlier for another example of the target's CEO playing a greater than typical role in the combined company and the Duke Energy/Progress Energy transaction for an example of where the target's CEO was supposed to have a greater than typical role in the combined company.

Similarly, in the Thomson Corporation and Reuters Group PLC transaction announced on May 15, 2007, the target CEO took over the management of the combined company and there was no stated ongoing process for succession. In the transaction Reuters was acquired for cash and stock consideration representing a 43% premium over the closing share price of Reuters on May 3, 2007 (the last trading date prior to the announcement that the two companies were discussing a transaction). The companies announced that, upon the closing of the transaction, Richard J. Harrington, the then current

Similarly, in the CenturyTel/Embarq transaction announced on October 27, 2008, without any suggestion of "merger of equals" being used, the smaller company, CenturyTel, was the de facto acquirer. CenturyTel's shareholders only obtained ownership of 34% of the stock of the combined company on a pro forma basis with the remaining 66% held by former Embarq shareholders; however, the CEO and chairman of CenturyTel assumed the role of CEO of the combined company, while the non-executive chairman of Embarq assumed the role of non-executive chairman of the combined company and the CEO of Embarq assumed the role of executive vice-chairman of the combined company. The combined CenturyTel announced another transaction on April 22, 2010, in which it was to acquire Qwest Communications.[18] Despite the relatively large 49.5% ownership by the target company Qwest's shareholders, CenturyTel retained 14 of the 18 seats on the board of directors, and its CEO and chairman remained in power. Qwest shareholders received an approximately 15% premium over Qwest's closing stock price on April 21, 2010.

More recently, the merger between AMR Corp., the parent of American Airlines, and US Airways Group, Inc., although not labeled by either party as a "merger of equals," involves power sharing between the two companies with respect to the combined company. AMR Corp. was the acquirer in the transaction, with the headquarters of the combined company remaining in Dallas, Texas and AMR owning 72% of the combined company; however, the merger agreement contained clear successor provisions for the chairman of the combined company (but not for the CEO role, filled by W. Doug Parker from US Airways), which could only be deviated from upon a super majority vote of the board of directors as further described below. Thomas Horton, the chairman, president and CEO of American Airlines continued as chairman of the combined airline's board of directors through the day before the June 4, 2014 shareholder meeting of the company.[19] At such time, W. Doug Parker, chairman and CEO of US Airways, and the CEO of the combined company, became chairman of the board. Mr. Parker will serve as chairman until the election of a new chairman by the affirmative vote of the board of directors, which prior to the date that is the 18 month anniversary of the closing date of the merger, which occurred on December 9, 2013, will require the affirmative vote of at least 75% of the members of the board of directors, and which must include at least one director who was designated by US Airways.

The transaction between Washington Prime Group and Glimcher Realty Trust presents another interesting example of power sharing between the two parties with respect to the combined company. In this transaction, although Washington Prime will acquire WP Glimcher and own 86% of the combined company, Michael P. Glimcher, the CEO of Glimcher Realty Trust, will become the CEO and vice chairman of the combined company. However, Mr. Glimcher will ultimately report to the executive chairman of the combined company, who will be Mark S. Ordan, the current CEO of Washington Prime, thus providing for a situation of power sharing between the current CEOs of the two companies.

In addition to the Washington Prime Group/Glimcher Realty Trust transaction, 2014 saw an increase in transactions where the CEO of the target is to become the CEO of the combined company. In the Actavis/Forest Laboratories transaction, Actavis plc was the acquirer and owned 65% of the combined company. Still, the CEO and President of Forest became the CEO of the combined company upon the completion of the transaction and the former chairman and CEO of Actavis continued as the chairman of the combined company. Similarly, in the Media General/LIN Media transaction, Media General will acquire 64% of the combined company; however, the CEO of LIN, Vincent L. Sadusky, will become the CEO of the combined company and the chairman of Media General, J. Stewart Bryan III, will continue as the chairman of the combined company.

* * *

president and CEO of Thomson, intended to retire and Tom Glocer, the then current CEO of Reuters, would become CEO of the combined entity, to be renamed Thomson-Reuters Corporation.

[18] CenturyTel, now known as CenturyLink, Inc., announced on April 27, 2011 that it had agreed to acquire SAVVIS, Inc.

[19] The merger agreement provided that Thomas Horton would continue as chairman of the combine company's board through the earliest of (i) December 9, 2014, (ii) the day prior to the date of the first annual meeting of the stockholders of the combined company following the closing date (provided it does not occur prior to May 1, 2014), or (iii) the election of a new chairman by the affirmative vote of at least 75% of the members of the board of directors, which must include at least one director who was nominated as a director by AMR.

Attached as Annex A is a chart providing an overview of how social issues were resolved in many of the largest stock-for-stock transactions (where both parties are public and the target is a US company) of 1998, attached as Annex B is a similar chart from 2003/2004 and attached as Annex C is a similar chart from 2004-2014.

Simpson Thacher

Exhibit I

SOCIAL ISSUES IN SELECTED 2003 and 2004 MERGERS AND ACQUISITIONS TRANSACTIONS

By: John Finley, Esq.
Callistus N. Udalor, Esq.
Kenneth E. Young, Esq.

April 26, 2004

____

 Mr. Finley is a member, and Mr. Udalor and Mr. Young are associates, of the firm of Simpson Thacher & Bartlett LLP. All or part of this article may have been or may be used in other materials published by the authors or their colleagues.

Social Issues in Selected 2003 and 2004 Mergers And Acquisitions Transactions

This memorandum revisits an earlier memorandum, prepared by attorneys at Simpson Thacher & Bartlett LLP, that addressed social issues in selected 1998 mergers and acquisitions transactions. The past fifteen months have seen a modest resurgence of stock-for-stock, multi-billion dollar megadeals after a two-year decline in merger and acquisition activity. Despite a relatively slow first half of 2003, the second half of 2003 and the first few months of 2004 have showed activity levels not seen since 2000. Many merger and acquisition professionals credit this rebound of M&A activity to the strengthened stock market, improved earnings and greater CEO confidence.

While the issues of price and premium are key terms in any public transaction, the resolution of important social issues is often key to reaching a meeting of the minds in high profile stock-for-stock transactions. These social issues include such matters as the name of the combined entity, the location of its headquarters, the composition of the combined board and, most importantly, who will lead the combined company after the closing of the transaction. For both worthy and less noble reasons, these social issues, particularly who will lead the combined company after the transaction, often play significant roles in determining whether the negotiations for stock-for-stock transactions proceed or fall apart. A legitimate reason for a board to focus upon which CEO (and other executives) will lead the combined company is that the success of a transaction (e.g., realization of cost and/or revenue synergies) is dependent on effective leadership. Members of the boards of the constituent parties can also be properly concerned that their continuing role on the board of the combined company is critical to ensuring that the rationale for the combination is realized. Of course, any action by a CEO or board in negotiating social issues would not be proper to the extent primarily driven by an entrenchment motive.

One difference between the high profile transactions that were the subject of this memorandum and the 1998 transactions that we analyzed is the relative absence of "merger of equals" transactions. This may reflect the investor disappointment with a number of high profile "merger of equals" or lingering skepticism as to the ability of merger partners to achieve the synergies upon which such deals are predicated.[1] In 2003 and so far in 2004, only three of the largest announced deals were either self-styled or cast in published reports as "mergers of equals": Biogen/IDEC Pharmaceuticals, St. Paul/Travelers, and Anthem/WellPoint.[2] Of that group, only the IDEC/Biogen transaction provided for the board of the combined entity to be split evenly between directors from the two companies. The St. Paul/Travelers transaction provides for a combined board with a 12/11 split in Travelers' favor, even though St. Paul is much smaller than Travelers. That transaction, however, contemplates that the CEO of St. Paul, the smaller entity, will lead the combined company after a brief transition period. In the Anthem/WellPoint transaction, Anthem will control the board with eleven seats out of a total of nineteen seats. The JP Morgan/Bank One and Fisher/Apogent transactions are two other transactions in which membership of the board of directors of the combined entity is split evenly between directors of the combining companies, but neither the parties to those deals nor press reports characterized the respective deals as a "merger of equals".

[1] One of the most notable "merger of equals" of the late 1990s was that of Daimler-Benz and Chrysler, creating DaimlerChrysler. The press release and related disclosure touted the transaction as a "merger of equals". Kirk Kerkorian, who was a Chrysler shareholder, subsequently [unsuccessfully] sued DaimlerChrysler claiming that he was denied a premium because of the companies' use of the "merger of equals" label, notwithstanding that Daimler-Benz executives allegedly admitted in private that they were acquiring Chrysler.

[2] There was a sizable difference in the relative values of the transactions analyzed in 1998 and analyzed in our 2003-2004 list. The value of the smallest deal in our 1998 list was $9 billion. The smallest on the current list is valued at just under $1.5 billion, and a $9 billion transaction would have placed sixth on this year's list. While we have not done the empirical research, an issue worth further exploration is whether larger transactions are more likely to be characterized as "merger of equals" and/or to be dependent on the successful resolution of "social issues".

In contrast, in many of the transactions in the late 90's the combining companies went to great lengths to characterize their transactions as "mergers of equals" regardless of whether the companies were of comparable size or whether their stockholders would own approximately the same percentage of the combined company after the transaction closed.[3] In many instances, the phrase "merger of equals" appears to have been used, and the related social issues addressed, to create the perception, and perhaps the reality, that neither party was acquiring the other. While a true "merger of equals" is often an ideal rather than a reality, the manner in which these social issues are addressed is often a function of the parties' desire to reach the ideal. To be sure, sometimes a transaction is styled as a "merger of equals" to address the lack of a premium. Our list in 1998 included three deals that did not provide for a premium while the number in 2003-2004 was only two.

The chart attached as Annex B provides an overview of how social issues were resolved in many of the largest stock-for-stock transactions (where both parties are public) of the past fifteen months (the chart from 1998 is attached as Annex A). Aside from premium, the most critical social issue in assessing the extent to which one party is the acquiror is the allocation of management responsibility for leading the combined company. In general terms, the twenty-four selected stock-for-stock mergers from the past fifteen months can be divided into three categories, although in some cases a deal may have aspects of more than one category:

(i) Traditional Acquisition: In this type of transaction, the target company's Chairman/CEO was given no role or a secondary role in the combined entity. For example, he or she serves as Vice-Chairman of the combined entity and/or as chief executive of a business or division of the combined entity (e.g., the business or division which he or she brought to the combination). The acquiring company's Chairman/CEO, however, runs the combined entity and is responsible for setting its overall policies and goals. Moreover, the board is not evenly split and the headquarters and name of the combined company is the same as the acquiror.[4] Most of the deals on our current list fall in this category and consist of Bank of America/FleetBoston, First Data Corp./Concord EFS, North Fork Bank/Greenpoint, Manulife/John Hancock, Caremark/Advance PCS, Devon Energy/Ocean Energy, Juniper/NetScreen, BB&T/First Virginia Banks, Kerr-McGee/Westport, UnitedHealth Group/Mid-Atlantic Medical Services as well as UnitedHealth Group/Oxford, Lehman/Neuberger, Lyondell Chemicals/Millennium Chemicals, National City Corp/Provident Financial, EMC/Documentum, PeopleSoft/J.D. Edwards, Yahoo!/Overture Services and Fisher/Apogent.

(ii) Defined Succession: In this type of transaction, there was a specified post-closing succession plan put in place whereby the Chairman/CEO of one entity initially holds the top executive position and the Chairman/CEO of the other is designated as the successor to that position at a pre-determined point in time. The JP Morgan/Bank One, Anthem/WellPoint, St. Paul/Travelers and Regions Financial/Union Planters transactions all had defined succession plans. This type of plan provides for continuity of management and, by deciding in advance on the timing and terms of succession, a more effective and timely integration of the merging companies' operations. A number of these defined succession plans could only be altered with a supermajority vote of the Board (e.g., JP Morgan/Bank One, Anthem/Wellpoint and Regions Financial/Union Planters). The potential disadvantage of this structure is that it somewhat commits a corporation into a CEO choice years in advance (subject to change by board action) despite a potential change in circumstances. In addition, both the initial and the successor CEOs need to cooperate effectively in order to avoid, among other issues, the perception of the initial CEO having "lame duck" status. The "lame duck" issue can be somewhat mitigated with true power sharing arrangements as set forth below.

---

[3] Seven of the transactions from the 1998 list were described as a "merger of equals" by the parties. In our current list, the number is only one. While the use of labels can be arbitrary, other data confirms the trend. On our 1998 list there were eight transactions with a split board while in 2003-2004 there were only four.

[4] Although the traditional acquisition transactions did not provide for split boards, even most of the transactions under this category provided for some representation on the combined board for the acquired company. Only four transactions on the entire 2003-4 list provided for no board representation for one of the constituent parties.

(iii) Power Sharing: In the late 1990's, power sharing was often achieved with Co-CEO positions. This structure may have been used, in part, to "seal the deal" on social issues. The Co-CEO management structure is now, however, largely discredited: at best a transitional measure and at worst breeding management confusion and infighting. None of the surveyed transactions over the past fifteen months provided for a Co-CEO management structure. Nonetheless, seven of the twenty-four transactions that we surveyed from the past fifteen months utilized some form of power sharing structure. This typically consisted of one CEO becoming CEO of the combined company and one becoming Chairman of the Board.[5] This type of power sharing is a more stable arrangement than Co-CEOs, because, among other reasons, it contemplates less "sharing". Sometimes the power sharing is limited in time. In the defined succession transactions involving Anthem/WellPoint, St. Paul/Travelers and Regions Financial/Union Planters, one of the constituents party's CEO is slated to be the Chairman of the combined entities but only for one or two years, following which time they are expected to retire from the position and at which time the other party's CEO would take that position as well. In some cases, this arrangement of specifying a departure date has the potential of diminishing the influence of the soon to retire Chairman particularly if, among other reasons, the Chairman and the CEO fail to mutually support each other. This issue is mitigated in the IDEC/Biogen, Bank of America/FleetBoston, JP Morgan/Bank One, and New York Community/Roslyn Bancorp transactions because the CEO who was initially designated as Chairman (or who subsequently becomes Chairman pursuant to a plan of succession) remains as Chairman for an unspecified period.

The absence of self styled merger of equals and Co-CEO positions in recent high profile stock-for-stock transactions may reflect a recognition of the difficulties in managing without clear leadership at the top. Interestingly, very few companies implement the Co-Chairman/Co-CEO concept on their own in the absence of a significant business combination transaction. While the most important factor in judging the absence of blockbuster "merger of equals" may be the disappointing financial track record of a number of these transactions, the trend towards more traditional acquisitions that we have observed in large stock-for-stock transactions (or at least a modification of the type that was used) may also be reflective of the difficulty of the power sharing arrangements (e.g., Co-CEO) that were used in the heyday of merger of equals transactions in the late nineties.

[5] In the IDEC/Biogen transaction, the power sharing arrangement was accentuated by designating the Chairman as an "Executive Chairman".

Annex A

Social Issues In Selected Announced 1998 M&A Transactions With U.S. Target Companies

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[(1)]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$79 billion	Exxon Corporation	Mobil Corporation	Exxon Mobil Corporation	12/1/98	Yes	70% - Exxon 30% - Mobil	19 members: 13 – Exxon 6 - Mobil (including Chairman/CEO of Mobil as Vice Chairman).	Chairman/CEO of Exxon will be the Chairman, CEO and President of Exxon Mobil. Mobil's Chairman/CEO will be Vice Chairman of Exxon Mobil.	No	Irving, TX (Exxon)
$73 billion	Travelers Group Inc.	Citicorp	Citigroup Inc.	4/5/98	Yes	50% each	24 members evenly split, with 11 outside Directors from the prior Boards of each company.[(2)]	Chairman/ CEO of Travelers and Chairman/ CEO of Citicorp will serve as Co-Chairmen/ Co-CEOs of Citigroup.	No	New York, NY (Citicorp)

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[1]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$63 billion	SBC Communications Inc.	Ameritech Corp.	SBC Communications Inc.	5/11/98	Yes	56% - SBC 44% - Ameritech[3]	At the effective time, up to 5 members of the Ameritech Board may become members of the SBC Board, including Ameritech's Chairman/ CEO.[4]	Chairman/CEO of SBC will remain in his position. Ameritech's Chairman/CEO will remain as Chairman/CEO of Ameritech.	No	San Antonio, TX (SBC)
$62 billion	Nations Bank Corporation	BankAmerica Corporation	BankAmerica Corporation	4/10/98	No	54% - NationsBank 46% - BankAmerica	20 directors: 11 – NationsBank 9 – BankAmerica	CEO of NationsBank will be Chairman/CEO of BankAmerica Corporation and the Chairman/CEO of BankAmerica will be the President of BankAmerica Corporation.	Board's stated intention was that BankAmerica's CEO would become Chairman/CEO of BankAmerica Corporation upon retirement of NationsBank's Chairman/CEO.[5]	Charlotte, NC (NationsBank)

Simpson Thacher

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[1]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$54 billion	AT&T Corp.	Tele-Communications Inc.	AT&T Corp.	6/24/98	Yes	75% - AT&T 25% - TCI	TCI's Chairman will join the AT&T Board.	AT&T's Chairman/CEO will remain in his position after the transaction. TCI's Chairman will run the television programming unit of AT&T.	No	New York, NY (AT&T)
$53 billion	Bell Atlantic Corporation	GTE Corporation	To be decided at the effective time of the merger.	7/28/98	No	57% - Bell Atlantic 43% - GTE	Evenly split.	Chairman/CEO of GTE will serve as Chairman/Co-CEO of combined company and CEO of Bell Atlantic will serve as President/ Co-CEO of the combined company.	On June 30, 2002, CEO of Bell Atlantic will become the sole CEO, and on June 30, 2004, the sole Chairman.	New York, NY (Bell Atlantic)

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[(1)]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$48 billion	British Petroleum Company p.l.c.	Amoco Corporation	BP Amoco p.l.c.	8/11/98	Yes	60% - BP 40% - Amoco	22 members: 13 - BP (7 non-executives) 9 - Amoco (7 non-executives)	BP's CEO will be CEO of BP Amoco. BP's Chairman and Amoco's Chairman/CEO will be Co-Chairmen of BP Amoco. Amoco's Chairman/CEO will be the Deputy Chairman of the management committee.	Chairman/CEO of Amoco will remain an Executive Director (deputy Chairman of the management committee) until his retirement in the first half of 2000.	London, England (BP)[(6)]
$40 billion	Daimler-Benz AG	Chrysler Corporation	Daimler Chrysler AG	5/7/98	Yes	58% - Daimler-Benz 42% - Chrysler	Supervisory Board & Management Board evenly split.[(7)]	For three years after the effective time, CEO of Daimler-Benz and Chairman/CEO of Chrysler will be Co-Chairmen/Co-CEOs of the Management Board.	Chairman/CEO of Chrysler will retire three years after the effective time of the merger.	Dual corporate headquarters in Stuttgart, Germany (Daimler-Benz) and Auburn Hills, Michigan, USA (Chrysler)

Simpson Thacher

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[1]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$36 billion	American Home Products Corporation	Monsanto Company	Undecided[8]	5/31/98	No	65% - AHP 35% - Monsanto	22 evenly split.	Chairman/CEO of AHP and the Chairman/CEO of Monsanto will be Co-Chairmen/Co-CEOs of the combined entity.	No	Madison, NJ (AHP)
$34 billion	Norwest Corporation	Wells Fargo & Company	Wells Fargo & Company	6/7/98	Yes	47.5% - Norwest 52.5% - Wells Fargo	Up to 28 evenly split.	Norwest's Chairman/CEO will be the President/CEO of Wells Fargo & Company. Wells Fargo's Chairman/CEO will be the Chairman of Wells Fargo & Company.	No	San Francisco, CA (Wells Fargo)
$30 billion	Banc One Corporation	First Chicago NBD Corporation	Bank One Corporation	4/10/98	Yes	59.9% - Banc One 40.1% - First Chicago	22 evenly split, including Chairman/CEO of each company and 5 designees from each company.	First Chicago's CEO will be Chairman of Bank One Corporation and BancOne's CEO will be CEO/President of Bank One Corporation.	No	Chicago, IL (First Chicago)

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[1]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$22 billion	Berkshire Hathaway, Inc.	General Re Corporation	Berkshire Hathaway, Inc.	6/19/98	Yes	81.8% - Berkshire Hathaway 18.2% - General Re	General Re's Chairman/CEO will join the Berkshire Hathaway Board.	Berkshire Hathaway's Chairman will remain in his position after the transaction.	No	Omaha, NE (Berkshire)
$18 billion	American International Group, Inc.	SunAmerica Inc.	American International Group, Inc.	8/20/98	Yes	83.7% - AIG 16.3% - SunAmerica	19 members: 17 – AIG 2 – SunAmerica	AIG's Chairman/CEO will remain in his position after the transaction.	No	New York, NY (AIG)
$15 billion	Washington Mutual, Inc.	H.F. Ahmanson & Company	Washington Mutual, Inc.	3/17/98	Yes	65% - WAMU 35% - Ahmanson	3 Ahmanson Board members will join the WAMU Board.	Chairman/CEO and President of WAMU will remain in his position. Ahmanson's CEO will serve as an officer of WAMU for a year after the effective time of the transaction.	No	Seattle, WA (WAMU)

Simpson Thacher

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[1]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$14 billion	McKesson Corporation	HBO & Company	McKesson HBOC, Inc.	10/17/98	Yes	40% - McKesson 60% - HBOC	10 evenly split.	HBOC's Chairman/CEO will be the Chairman of McKesson HBOC and President/CEO of McKesson will retain the same position in McKesson HBOC.	No	San Francisco, CA (McKesson)[9]
$13 billion	USA Waste Services, Inc.	Waste Management, Inc.	Waste Management, Inc.	3/10/98	Yes	40% - USA Waste 60% - Waste Management	14 evenly split.	Chairman/CEO of Waste Management will be non-executive Chairman of Waste Management, Inc. for a 12 month term and Chairman/CEO of USA Waste will be CEO of Waste Management, Inc. and Chairman upon the retirement of Waste Management's Chairman.	No	Houston, TX (USA Waste)

Simpson Thacher

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[(1)]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$13 billion	The Kroger Co.	Fred Meyer Inc.	The Kroger Co.	10/19/98	Yes	62% - Kroger 38% - Fred Meyer	19 directors: 13 - Kroger 6 - Fred Meyer[(10)]	Chairman of Kroger will be Chairman/CEO of Kroger.[(11)]	No	Cincinnati, OH (Kroger)
$13 billion	Scottish Power PLC	PacifiCorp	ScottishPower	12/7/98	Yes	64% - ScottishPower 36% - PacifiCorp[(12)]	13 directors: 10 – ScottishPower 3 – PacifiCorp[(13)]	ScottishPower's Chairman will remain in his position and ScottishPower's CEO will remain in his position after the transaction.[(14)]	No	Glasgow, Scotland. (ScottishPower)
$12 billion	Albertson's Inc.	American Stores Company	Albertson's Inc.	8/3/98	Yes	59% - Albertson's 41% - American Stores	20 directors: 15 - Albertson's 5 - American Stores	Chairman/CEO of Albertson's will remain in his position after the transaction. Chairman/ CEO of American Stores will be vice chairman of Albertson's.	No	Boise, ID (Albertson's)

Simpson Thacher

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[1]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$11 billion	Tyco International Ltd.	AMP	Tyco International Ltd.	11/22/98	Yes	N/A	AMP's Chairman/CEO will join the Tyco Board.[15]	The management of Tyco will remain the same after the merger. AMP's Chairman/ CEO will continue as President of AMP.	No	Exeter, NH (Tyco)
$11 billion	AT&T Corp.	Teleport Communications Group Inc.	AT&T Corp.	1/8/98	Yes	N/A	AT&T Board will remain the same after the transaction.	Chairman/CEO of AT&T remained in his position after the merger. Chairman/CEO of Teleport will become an executive vice president of AT&T.	No	New York, NY (AT&T)

Simpson Thacher

Size	Acquiror	Target	Name of Combined Entity	Date Announced	Premium Paid[(1)]	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$9 billion (Cash)	Deutsche Bank AG	Bankers Trust Corporation	Deutsche Bank AG	11/30/98	Yes	N/A	Bankers Trust's Chairman/CEO will join Deutsche Bank's Supervisory Board.	Deutsche Bank's CEO will remain in his position after the merger. Chairman/CEO of Bankers Trust will assume operative responsibility jointly with Deutsche Bank's CEO.	No	Frankfurt, Germany (Deutsche Bank)
$9 billion	Compaq Computer Corporation	Digital Equipment Corporation	Compaq Computer Corporation	1/26/98	Yes	85.1% - Compaq 14.9% - Digital	No change to Compaq's Board as a result of the transaction.	Compaq's President/CEO will remain in his position after the transaction.	No	Houston, TX (Compaq)
$9 billion	Northern Telecom Limited	Bay Networks, Inc.	Northern Telecom Limited	6/15/98	Yes	79% - Northern Telecom 21% - Bay Networks	Chairman/CEO of Bay Networks will join Northern Telecom's Board.	Northern Telecom's President/CEO will be the CEO of Northern Telecom and Bay Networks' CEO will be the President of Northern Telecom after the transaction.	No	New Brunswick, Canada (Northern Telecom)

Source: Size, and "Acquiror" and "Target" characterizations from Securities Data Corporation

1. Premium information is based on the offer price relative to the closing price of target's common stock prior to the announcement of the transaction and does not factor out any run up in the price of target's common stock prior to such announcement.
2. Subsequently, the number of directors was reduced to a total of 18, with 9 coming from each party.
3. Ownership percentages are prior to SBC completing its merger with SNET.
4. The SBC Board consisted of 12 members at the time of the announcement.
5. Chairman/CEO of BankAmerica resigned on October 23, 1998.
6. Amoco's head office in Chicago will be the headquarters for BP Amoco's North American refining, marketing and transportation business and is expected to be the worldwide headquarters for the chemicals business.
7. Initially the Supervisory Board will consist of 12 members, six recommended by each of Chrysler and Daimler-Benz. Subsequently, the Board will consist of 20 members, five recommended by each of Chrysler and Daimler-Benz, with the other 10 being employee representatives. For a period of not less than 2 years after the effective time, the current chairman of Daimler-Benz Supervisory Board will continue as chairman of the DaimlerChrysler Supervisory Board. The Management Board will consist of 18 members (eight members from Chrysler, eight from Daimler-Benz and two further members).
8. Transaction was terminated on October 13, 1998.
9. Atlanta will be the headquarters for the McKesson HBOC's healthcare information business.
10. If the board of directors of the combined entity is reduced below 13 members, only 5 representatives of Fred Meyer will be elected to the board.
11. Fred Meyer's chairman will become chairman of the executive committee of Kroger's after the merger and Fred Meyer's vice chairman will become vice chairman and chief operating officer of Kroger.
12. The percentage ownership is before allowance for any share buyback by ScottishPower. ScottishPower intends to implement a share buyback program of up to approximately $835 million following approval by both sets of shareholders, but prior to completion of the transaction.
13. The Chairman/CEO of PacifiCorp will join the ScottishPower as deputy Chairman, together with two non-executive directors from PacifiCorp. The PacifiCorp will be reconstituted as an executive only , chaired by the current CEO of ScottishPower with ScottishPower having the majority of the seats.
14. The Managing Director of Power Systems at ScottishPower will become the new CEO of PacifiCorp. PacifiCorp's CEO will jointly chair an interim joint executive committee with ScottishPower's CEO to handle transition matters.
15. On April 1, 1999 AMP announced that its Chairman/CEO would resign effective April 30, 1999, after completion of the merger with Tyco International Ltd. He will not stand for election to Tyco's Board.

Simpson Thacher

Annex B

Social Issues In Selected Announced 2003 and Early 2004 M&A Transactions With U.S. Target Companies

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.38 billion	BB&T Corporation	First Virginia Banks, Inc.	BB&T Corporation	January 21, 2003	Yes	84.1% - BB&T 15.9% - First Virginia	BB&T to appoint three First Virginia designees to its board	John Allison, Chairman and CEO of BB&T, will remain Chairman and CEO	None	Winston-Salem, NC (BB&T)
$5.30 billion	Devon Energy Corporation	Ocean Energy, Inc	Devon Energy Corporation	February 24, 2003	Yes[2]	68% - Devon 32% - Ocean	13 Members 9 – Devon 4 – Ocean	Larry Nichols, Chairman, president and CEO of Devon, will retain the Chairman and CEO position James Hackett, chairman, president and CEO of Ocean, will become President and COO of Devon[3]	None	Oklahoma City, OK (Devon)
$6.98 billion	First Data Corporation	Concord EFS, Inc.	First Data Corporation	April 2, 2003	Yes	79% - First Data Corporation 21% - Concord EFS	10 members 9 – First Data 1 – Concord	Charlie Fote, Chairman and CEO of First Data Corporation, will remain Chairman and CEO	None	Greenwood Village, CO (First Data Corporation)

[1] Source: GSI Online.

[2] The premium was negligible (approximately 3.6%).

[3] Devon announced on December 3, 2003 that Jim Hackett was resigning as President and COO of Devon to become the CEO of Anadarko Petroleum Corporation.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.54 billion	PeopleSoft, Inc.	J.D. Edwards & Company	PeopleSoft, Inc.	June 2, 2003	Yes	75% - PeopleSoft 25% - J.D. Edwards	8 members 7 – PeopleSoft 1 – J.D. Edwards	Craig Conway, President and CEO of PeopleSoft, will remain President and CEO	None	Pleasanton, CA (PeopleSoft)
$6.78 billion	IDEC Pharmaceuticals Corporation	Biogen, Inc.	Biogen IDEC Inc.	June 23, 2003	Yes[4]	50.5% - IDEC 49.5% - Biogen	12 members 6 – IDEC 6 – Biogen	William Rastetter, IDEC's CEO, will serve as Executive Chairman James Mullen, Biogen's Chairman and CEO, will serve as CEO	None	Cambridge, MA (Biogen)
$1.57 billion	New York Community Bancorp, Inc.	Roslyn Bancorp	New York Community Bancorp, Inc.	June 27, 2003	Yes[5]	70% - New York Community 30% - Roslyn Bancorp.	11 members 6- New York Community 5 – Roslyn	Joseph Ficalora, President and CEO of New York Community, will remain as President and CEO Joseph Mancino, President and CEO of Roslyn, will become Co-Chairman	None	Westbury, NY (New York Community)

4 The premium was negligible (approximately 2%).

5 Based on the final exchange ratio, New York Community paid a nominal 2.6% premium to Roslyn's closing price on June 25, 2003, approximately a day or so before reports that a transaction was imminent. The exchange ratio, however, represented a slight nominal discount to Roslyn's share price at the close on June 26, 2003, the last day of trading before the announcement and subsequent to such reports.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.45 billion	Yahoo! Inc.	Overture Services Inc.	Yahoo! Inc.	July 14, 2003	Yes	Not available	No change to Yahoo!. board as a result of this transaction	Terry Semel, Chairman and CEO of Yahoo!, will remain Chairman and CEO	None	Sunnyvale, CA (Yahoo!)
$2.93 billion	Lehman Brothers Holdings Inc.	Neuberger Berman Inc.	Lehman Brothers Holdings Inc.	July 22, 2003	Yes	87.7% - Lehman 12.3% - Neuberger	No change to the Lehman Brothers board as a result of this transaction	Richard S. Fuld, Chairman and CEO of Lehman Brothers, to remain Chairman and CEO Jeff Lane, president and CEO of Neuberger, will become Vice Chairman of Lehman and Chairman of Neuberger	None	New York, NY (Lehman)
$4.96 billion	Caremark Rx, Inc.	AdvancePCS Inc.	Caremark Rx, Inc.	September 2, 2003	Yes	58% - Caremark 42% - AdvancePCS	14 members 11 – Caremark 3 – AdvancePCS	Mac Crawford, Chairman and CEO of Caremark, will remain Chairman and CEO	None	Nashville, TN (Caremark)

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$10.36 billion	Manulife Financial Corporation	John Hancock Financial Services, Inc.	Manulife Financial Corporation	September 28, 2003	Yes	58% - Manulife 42% - John Hancock	5 current John Hancock directors, will join Manulife's board (which currently has 13 members)	Dominic D'Alessandro, the CEO of Manulife, to remain CEO	None	Toronto, Canada (Manulife)
$1.57 billion	EMC Corp.	Documentum Inc.	EMC Corp.	October 14, 2003	Yes	93.4% - EMC 4.6% - Documentum	No change to EMC board as a result of this transaction	Joe Tucci, President and CEO of EMC, will remain President and CEO Dave DeWalt, Documentum CEO, will operate Documentum as a software division of EMC	None	Pleasanton, CA (EMC)
$47.83 billion	Bank of America Corporation	FleetBoston Financial Corporation	Bank of America Corporation	October 27, 2003	Yes	72% - Bank of America 28% - FleetBoston	19 members 12 – Bank of America 7 – FleetBoston	Kenneth Lewis, Chairman and CEO of Bank of America, to be CEO Charles Gifford, Chairman and CEO of FleetBoston, to be Chairman	None	Charlotte, NC (Bank of America)

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.98 billion	UnitedHealth Group	Mid-Atlantic Medical Services, Inc.	UnitedHealth Group	October 27, 2003	Yes	94% - UnitedHealth 6% - Mid-Atlantic	No change to UnitedHealth board as a result of this transaction	William McGuire, Chairman and CEO of UnitedHealth, will remain Chairman and CEO of the new company	None	Minneapolis, MN (UnitedHealth Group)
$15.56 billion	Anthem, Inc.	WellPoint Health Networks Inc.	WellPoint Health Networks Inc.	October 27, 2003	Yes	47% - Anthem 53% - WellPoint	19 members 11 – Anthem (6 independent) 8 – WellPoint (5 independent)	Larry C. Glasscock, Chairman and CEO of Anthem, will be President and CEO Leonard D. Schaffer, Chairman and CEO of WellPoint, will be Chairman	By the second anniversary of the completion of the merger, Leonard D. Schaeffer will retire as Chairman and Larry C. Glasscock will succeed him[6]	Indianapolis, IN (Anthem)
$16.01 billion	The St. Paul Companies, Inc.	Travelers Property Casualty Corp.	St. Paul Travelers Companies, Inc.	November 17, 2003	No	34% - St. Paul 66% - Travelers	23 members 11 – St. Paul 12 – Travelers	Jay Fishman, Chairman and CEO of St. Paul, to become CEO Robert I. Lipp, Chairman and CEO of Travelers, to become Chairman	Mr. Fishman to become Chairman, January 1, 2006 which will be the retirement date of Mr. Lipp	St. Paul, MN (St. Paul)

[6] The surviving entity's by-laws provide that an 80% board vote is necessary to deny Mr. Glasscock the Chairman position.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$57.40 billion	JP Morgan Chase & Co.	Bank One Corporation	JP Morgan Chase & Co.	January 14, 2004	Yes	58% - JP Morgan 42% - Bank One	16 members (14 outside directors) 8 – JP Morgan 8- Bank One	William Harrison, Chairman and CEO of JP Morgan Chase, to be Chairman and CEO Jamie Dimon, Chairman and CEO of Bank One, to be President and COO	Mr. Dimon is to succeed Mr. Harrison as CEO in 2006, with Mr. Harrison remaining as Chairman [7]	New York, NY (JP Morgan)
$7.14 billion	Regions Financial Corp.	Union Planters Corp.	Regions Financial Corp.	January 23, 2004	No	59% - Regions 41% - Union Planters	26 members Regions – 13 seats Union – 13 seats	Carl Jones, Chairman and CEO of Regions, will be the CEO until June 2005 and Chairman until June of 2006	Jackson Moore, Chairman and CEO of Union, will succeed Mr. Jones as CEO in 2005 and Chairman in 2006 Mr. Moore will serve as President until he becomes CEO[8]	Birmingham, AL (Regions)

[7] The surviving entity's by-laws provide that a 75% board vote is necessary to prevent Mr. Dimon from succeeding Mr. Harrison.

[8] The surviving entity's by-laws provide that a 66-2/3% board vote is necessary to deny Mr. Moore either of the CEO or, later, the Chairman position.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.83 billion	Juniper Networks	NetScreen Technology	Juniper Networks	February 9, 2004	Yes	75.5% - Juniper 24.5% - NetScreen	Juniper to appoint one board member designated by NetScreen	Scott Kriens, Chairman and CEO of Juniper, to remain Chairman and CEO Robert Thomas, CEO of Netscreen, to become head of the combined company's security division	None	Sunnyvale, CA (Juniper)
$6.13 billion	North Fork Bancorporation, Inc.	GreenPoint Financial Corp.	North Fork Bancorporation, Inc.	February 16, 2004	Yes[9]	54% - North Fork 46% - GreenPoint	15 members 10 – North Fork 5 – GreenPoint	John Adam Kanas, Chairman and CEO of North Fork, will be Chairman and CEO	None	Melville, NY (North Fork)
$2.13 billion	National City Corporation	Provident Financial Group	National City Corporation	February 17, 2004	Yes	92% - National City 8% - Provident Financial	1 member of Provident's board will join National City's board	David Daberko, Chairman and CEO of National City, will remain Chairman and CEO	None	Cleveland, OH (National City)

[9] Based on the final exchange ratio, North Fork paid a nominal 14% premium to GreenPoint's closing price on February 3, the day before the news broke that GreenPoint had hired Keefe, Bruyette & Woods and Lehman Brothers to find a buyer. The exchange ratio, however, represented a slight nominal discount to GreenPoint's share price at the close on February 13, the last day of trading before the announcement, due to a run-up in GreenPoint's stock after news of a potential sale was released.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Composition of Board of Directors	Chairman/ CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.98 billion	Fisher Scientific International, Inc.	Apogent Technologies, Inc.	Fisher Scientific International, Inc.	March 17, 2004	Yes	57% - Fisher 43% - Apogent	10 members 5 – Fisher 5 – Apogent	Paul Montrone, Chairman and CEO of Fisher, will continue as Chairman and CEO Frank Jellnick, Chairman and CEO of Apogent, will become Chairman Emeritus of the combined company	None	Hampton, NH (Fisher)
$2.41 billion	Lyondell Chemical Co.	Millennium Chemicals Inc.	Lyondell Chemical Co.	March 29, 2004	Yes	72% - Lyondell 28% - Millennium	2 independent members of Millennium's board will join Lyondell's board	Dan F. Smith, President and CEO of Lyondell, will continue as President and CEO	None	Houston, TX (Lyondell)
$3.36 billion	Kerr-McGee Corp	Westport Resources Corp.	Kerr-McGee	April 7, 2004	Yes	67% - Kerr-McGee 33% - Westport	10 members 9 – Kerr-McGee 1 – Westport	Luke Corbett, Chairman and CEO of Kerr-McGee, will remain Chairman and CEO	None	Oklahoma City, OK (Kerr-McGee)
$5.77 billion	UnitedHealth Group	Oxford Health Plans Inc.	UnitedHealth Group	April 26, 2004	Yes	92% - UnitedHealth 8% - Oxford	No change to UnitedHealth board as a result of this transaction	William McGuire, Chairman and CEO of UnitedHealth, will remain Chairman and CEO of the new company	None	Minneapolis, MN (UnitedHealth Group)

Simpson Thacher

Annex C

Social Issues In Selected Announced 2004 Through 2014 M&A Transactions With U.S. Target Companies That Included Stock As A Component Of Consideration

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$36.30 billion[2]	Sprint Corp.	Nextel Communications, Inc.	Sprint Nextel Corp.	December 15, 2004	Yes	50% - Sprint 50% - Nextel	Yes	14 members 7 – Sprint (50%) 7 – Nextel (50%)	Gary D. Forsee, Chairman and CEO of Sprint, to be CEO[3] Timothy M. Donahue, President and CEO of Nextel, to be Executive Chairman[4]	Gary D. Forsee to become Chairman on the earlier of the third anniversary of the completion of the merger or a vacancy in the Chairmanship.	Reston, VA (Nextel) (Executive); Overland, KS (Sprint) (Operational)

1 Source: Westlaw Business (previously GSI Online). According to Westlaw Business, size is the total value of consideration paid by the acquirer, excluding fees and expenses. The dollar value includes the amount paid for all common stock, common stock equivalents, preferred stock, debt, options, assets, warrants, and stake purchases made within six months of the announcement date of the transaction. Liabilities assumed are included in the value if they are publicly disclosed. Preferred stock is only included if it is being acquired as part of a 100% acquisition. If a portion of the consideration paid by the acquirer is common stock, the stock is valued using the closing price on the last full trading day prior to the announcement of the terms of the stock swap. If the exchange ratio of shares offered changes, the stock is valued based on its closing price on the last full trading date prior to the date of the exchange ratio change. The number of shares at date of announcement is used for the purposes of calculations.

2 Consideration included a cash element capped at approximately $2.8 billion.

3 The CEO may only be removed from office upon a greater than two-thirds vote of the combined board of directors.

4 The Executive Chairman may only be removed from office upon a greater than two-thirds vote of the combined board of directors.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$13.03 billion	Symantec Corp.	VERITAS Software Corp.	Symantec Corp.	December 16, 2004	Yes	60% - Symantec 40% - VERITAS	No	10 members 6 – Symantec (60%) 4 – VERITAS (40%)	John W. Thompson, Chairman and CEO of Symantec, to be Chairman and CEO Gary L. Bloom, Chairman, President and CEO of VERITAS to be Vice Chairman and President.	None.	Cupertino, California (Symantec)
$12.19 billion	Exelon Corporation	Public Service Enterprise Group Incorporated[5]	Exelon Electric & Gas	December 20, 2004	Yes	68% - Exelon 32% - PSEG	No	18 members 12 – Exelon (67%) 6 – PSEG (33%)	John W. Rowe, Chairman, President and CEO of Exelon, to be President and CEO. E. James Ferland, Chairman, President and CEO of PSEG, to be non-executive Chairman until his retirement in 2007.	John W. Rowe will become Chairman following E. James Ferland's retirement.	Chicago, IL (Exelon)

5 Deal was terminated.

Simpson
Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$17.35 billion	May Department Stores Co.	Federated Department Stores Inc.	Federated Department Stores Inc.	February 28, 2005	Yes	Federated - 64% May - 36%	No	10 members 8 – Federated (80%) 2 • May (20%)	Terry Lundgren, Chairman, President and CEO of Federated, with remain Chairman, President and CEO of Federated	None	New York, NY and Cincinnati, OH (Federated)
$3.05 billion	American Tower Corp.	SpectraSite Inc.	American Tower Corp.	May 4, 2005	Yes	59% - American Tower 41% - SpectraSite	No	10 members 6 – American Tower (60%) 4 – SpectraSite (40%)	Jim Taiclet, Chairman and CEO of American Tower, to be Chairman and CEO Steve Clark, President and CEO of SpectraSite, to join board of American Tower	None	Boston, MA (American Tower)
$9.35 billion	Duke Energy Corp.	Cinergy Corp.	Duke Energy Corp.	May 9, 2005	Yes	76% - Duke 24% - Cinergy	No	15 members 10 – Duke Energy (67%) 5 – Cinergy (33%)	Paul Anderson, Chairman and CEO of Duke Energy, to be Chairman James Rogers, President, Chairman and CEO of Cinergy, to be CEO	None	Charlotte, NC (Duke)

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$7.48 billion[6]	Lincoln National Corporation	Jefferson Pilot Corporation	Lincoln National Corporation	October 10, 2005	Yes	61% - Lincoln 39% - Jefferson	Yes	15 members 8 – Lincoln (53%) 7 – Jefferson (47%)	Jon Boscia, Chairman and CEO of Lincoln, to be Chairman and CEO Dennis Glass, President and CEO of Jefferson Pilot, to be President and COO	None	Philadelphia, PA (Lincoln)
$66.82 billion	AT&T Inc.	BellSouth Corp.	AT&T Inc.	March 6, 2006	Yes	62% - AT&T 38% - BellSouth	No	3 directors of BellSouth board to be added to AT&T board	Edward E. Whitacre Jr. Chairman and CEO of AT&T, to be CEO Duane Ackerman, Chairman and CEO of BellSouth, to be Chairman and CEO of former BellSouth operations for transitional one year period	None	San Antonio (AT&T)

6 Consideration included a cash element representing approximately 25% of the total consideration.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$14.29 billion	Alcatel SA	Lucent Technologies, Inc.	To be determined	April 2, 2006	Yes	60% - Alcatel 40% - Lucent	Yes	14 members 6 – Alcatel (43%) 6 – Lucent (43%) 2 – new outside directors (14%)	Patricia Russo, chairman and CEO of Lucent, to be CEO. Serge Tchuruk, Chairman and CEO of Alcatel, to be Non-Executive Chairman.	None	Paris, France (Alcatel)

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$11.9 billion	Thermo Electron Corporation	Fisher Scientific International Inc.	Thermo Fisher Scientific Inc.	May 8, 2006	Yes	61% - Fisher 39% - Thermo	No	8 members 5 – Thermo (62.5%) 3 – Fisher (37.5%)	Marijn E. Dekkers, President and CEO of Thermo, to be President and CEO. Paul M. Meister, vice Chairman of the board of Fisher, to be Chairman.	None.	Waltham, MA (Thermo)
$9.82 billion	Regions Financial Corp.	AmSouth Bancorporation	Regions Financial Corp.	May 25, 2006	No	62% - Regions 38% - AmSouth	Yes	21 members[7] 12 – Regions (57%) 9 – AmSouth (43%)	Jackson W. Moore, Chairman, President and CEO of Regions, to be Chairman.[8] C. Dowd Ritter, Chairman, President and CEO of AmSouth, to be President and CEO.	None	Birmingham, AL (Regions and AmSouth)

[7] The merger agreement permits the parties to agree, prior to closing, to add one additional director each.

[8] Removal of the CEO or Chairman as directors of the combined corporation requires a 75% vote of the full combined board.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$22.80 billion	CVS Corp.	Caremark RX Inc.	CVS/Caremark Corporation	November 1, 2006	Yes[9]	54.5% - CVS 45.5% - Caremark	Yes	50% – CVS 50% – Caremark	Mac Crawford, Chairman, President and CEO of Caremark, will become Chairman of CVS/Caremark. Tom Ryan, Chairman, President and CEO of CVS, will become President and CEO of CVS/Caremark.	None	Woonsocket, RI (CVS) Pharmacy services business based in Nashville, TN (Caremark) for at least the first three years.
$5.10 billion	LSI Logic Corp.	Agere Systems Inc.	LSI Logic Corporation	December 4, 2006	Yes	52% - LSI 48% - Agere	No	9 members 6 – LSI (67%) 3 – Agere (33%)	Abhi Talwalkar, President and CEO of LSI, will remain CEO of LSI.	None	Milpitas, CA (LSI)

9 The premium was negligible (approximately 6.4%).

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$16.50 billion	Bank of New York Co. Inc.	Mellon Financial Corp.	The Bank of New York Mellon Corporation	December 4, 2006	n/a[10]	63% - Bank of NY 37% - Mellon	Yes	18 members 10 – Bank of NY (56%) 8 – Mellon (44%)	Thomas Renyi, chairman and CEO of Bank of NY, will become executive chairman of The Bank of New York Mellon Corporation. Robert Kelly, president, chairman and CEO of Mellon, will become CEO of The Bank of New York Mellon Corporation and will succeed Mr. Renyi.	Robert Kelly will succeed Thomas Renyi as chairman after 18 months[11]	New York, NY (Bank of NY)

10 "Top hat" structure.

11 Removal of chairman, CEO or president requires a 75% vote of the full combined board.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.27 billion	Abitibi-Consolidated Inc.	Bowater Incorporated	AbitibiBowater Inc.	January 29, 2007	No	52% - Bowater 48% - Abitibi-Consolidated	Yes	14 members 7 – Bowater (50%) 7 – Abitibi-Consolidated (50%)	John W. Weaver, President and CEO of Abitibi-Consolidated, will become Executive Chairman of AbitibiBowater. David J. Paterson, Chairman, President and CEO of Bowater, will become President and CEO of AbitibiBowater.	None	Montreal, Quebec (Abitibi-Consolidated)
$2.07 billion	Universal Compression Holdings Inc.	Hanover Compressor Co.	Exterran Holdings, Inc.	February 5, 2007	n/a[12]	53% - Hanover 47% - Universal	Yes	10 members 5 – Hanover (50%) 5 – Universal (50%)	Stephen Snider, President, CEO and Chairman of Universal, will become President and CEO of Exterran. Gordon Hall, Chairman of Hanover, will become Chairman of Exterran.	None	Houston, TX (both parties)

[12] "Top hat" structure.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.53 billion	State Street Corporation	Investors Financial Services Corp.	State Street Corporation	February 5, 2007	Yes[13]	83% - State Street 17% - Investors Financial	No	No change	Ronald Logue will remain CEO and Chairman of State Street. Kevin Sheehan, CEO and Chairman of Investors Financial, will become a consultant to State Street.	None	No change
$4.66 billion	Vulcan Materials Company	Florida Rock Industries Inc.	Vulcan Materials Company	February 19, 2007	Yes[14]	88% - Vulcan 12% - Florida Rock	No	Added 1 Florida Rock director	No change at Vulcan John Baker II, President and CEO of Florida Rock, will become a director of Vulcan. Thompson Baker II, VP of Florida Rock, will become President of the Florida Rock division.	None	No change

13 Approximate 38.5% premium over the closing price of Investors Financial stock on February 2, 2007.

14 Approximate 45% premium over the closing price of Florida Rock stock on February 16, 2007.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.57 billion	SIRIUS Satellite Radio Inc.	XM Satellite Radio Holdings Inc.	SIRIUS Satellite Radio Inc.	February 20, 2007	Yes[15]	50% - SIRIUS 50% - XM	Yes	12 members 5 – SIRIUS (42%) 5 – XM (42%) 1 – General Motors (8%) 1 – American Honda (8%)	Mel Karmazin, CEO of SIRIUS, will continue to be CEO of SIRIUS. Gary Parsons, Chairman of XM, will become Chairman of SIRIUS.	None	New York, NY (Sirius)

15 Approximately 21.7% above the closing price of XM stock on February 16, 2007.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$7.15 billion	Hologic, Inc.	Cytyc Corporation	Hologic, Inc.	May 21, 2007	Yes[16]	55% - Cytyc 45% - Hologic	No	11 members 6 – Hologic (55%) 5 – Cytyc (45%)	John Cumming, Chairman and CEO of Hologic, will continue to be CEO of Hologic. Patrick Sullivan, Chairman, President and CEO of Cytyc, will become Chairman of Hologic. Dr. Jay A. Stein, chairman emeritus, director and chief technical officer of Hologic, will continue to be chairman emeritus and chief technical officer of Hologic.	None	Hologic corporate offices to be located in Bedford, MA (Hologic) Headquarters of Cytyc business to be in Marlborough, MA (Cytyc)

16 Approximately 32.5% above the closing price of Cytyc stock on May 18, 2007.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$6.80 billion	Wachovia Corporation	A.G. Edwards Inc.	Wachovia Corporation	May 31, 2007	Yes[17]	96% - Wachovia 4% - A.G. Edwards	No	No change to Wachovia's board.	No change at Wachovia Corporation. David Luderman will continue to be President and CEO of Wachovia Securities, LLC.[18] Robert Bagby, Chairman and CEO of A.G. Edwards, will become Chairman of Wachovia Securities, LLC.	None	Wachovia corporate offices to be located in Charlotte, NC (Wachovia) Headquarters of Wachovia Securities to be located in St. Louis, MO (A.G. Edwards)
$5.36 billion	Plains Exploration & Production Company	Pogo Producing Company	Plains Exploration & Production Company	July 17, 2007	Yes[19]	66% - Plains 34% - Pogo	No	9 members 7 – Plains (78%) 2 – Pogo (22%)	James Flores will continue to be Chairman, President and Chief Executive Officer of Plains.	None	Houston, TX (both parties)

[17] Approximately 16% above the closing price of A.G. Edwards stock on May 30, 2007.

[18] Existing investment bank and brokerage subsidiary of Wachovia Corporation.

[19] Approximately 15.3% above the closing price of Pogo common stock on July 13, 2007.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$17.07 billion	Transocean Inc.	GlobalSantaFe Corporation	Transocean Inc.	July 23, 2007	No	66% - Transocean 34% - GlobalSantaFe	Yes	14 members 7 – Transocean (50%) 7 – GlobalSantaFe (50%)	Robert Long will continue to be CEO of Transocean. Jon Marshall, President and CEO of GlobalSantaFe, will become President and COO of Transocean. Robert Rose, Chairman of GlobalSantaFe, will become Chairman of Transocean.	None	Houston (both parties)
$1.08 billion	Fifth Third Bancorp	First Charter Corporation	Fifth Third Bancorp	August 16, 2007	Yes[20]	95% - Fifth Third 5% - First Charter	No	No change	No change at Fifth Third. Robert James, Jr., President and CEO of First Charter, will become President and CEO of a Fifth Third affiliate in Charlotte, NC (First Charter's location).	None	Cincinnati, OH (Fifth Third)

[20] Approximately 53.1% above the closing price of First Charter common stock on August 15, 2007.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$8.64 billion	Toronto-Dominion Bank	Commerce Bancorp	Toronto-Dominion Bank	October 2, 2007	Yes[21]	90% - Toronto-Dominion 10% - Commerce	No	No change	No change at Toronto-Dominion. Dennis DiFlorio, Chairman of Commerce, and Bob Falese, President and CEO of Commerce, will continue to run Commerce.	None	No change
$7.50 billion	National Oilwell Varco Inc.	Grant Prideco, Inc.	National Oilwell Varco Inc.	December 17, 2007	Yes[22]	86% - National Oilwell 14% - Grant Prideco	No	No change	No change	None	Houston, TX (both parties)
$9.75 billion	Ingersoll-Rand Company Limited	Trane Inc.	Ingersoll-Rand Company Limited	December 17, 2007	Yes[23]	86% - Ingersoll-Rand 14% - Trane	No	Ingersoll Rand to add 2 Trane directors	No change	None	Hamilton, Bermuda (Ingersoll Rand)
$4.1 billion	Bank of America Corporation	Countrywide Financial Corporation	Bank of America Corporation	January 11, 2008	Yes[24]	97% - Bank of America 3% - Countrywide	No	No change	No change	None	Charlotte, NC (Bank of America
$1.5 billion	JPMorgan Chase & Co.	The Bear Stearns Companies, Inc.	JPMorgan Chase & Co.	March 16, 2008	No[25]	99% - JPMorgan 1% - Bear Stearns	No	No change	No change	None	New York, NY

21 The premium was negligible (approximately 6.6%).

22 Approximately 22%.

23 Approximately 28.5% above the closing price of Trane on December 14, 2007.

24 Approximately 37.9% based on January 9, 2008 closing price.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$11.1 billion	CME Group, Inc.	NYMEX Holdings, Inc.	CME Group, Inc.	March 17, 2008	Yes[26]	81.4% - CME 18.6% - NYMEX	No	33 members 30 - CME (91%) 3 - NYMEX (9%)	No change	None	Chicago, IL (CME Group)
$2.92 billion	Delta Air Lines, Inc.	Northwest Airlines Corporation	Delta Air Lines, Inc.	April 14, 2008	Yes[27]	51.1% - Delta 48.9% - Northwest	No	13 members 7 - Delta (54%) 5 - Northwest (38%) 1 - Air Line Pilots Association (8%)	No change	None	Atlanta, GA (Delta)

25 Represents an approximately 93% discount to the closing price of Bear Stearns stock on March 14, 2008 based on initial consideration by JPMorgan of $2 per share of Bear Stearns stock. On March 24, 2008, the parties announced revised terms in which each share of Bear Stearns stock would receive $10, representing a discount of approximately 67% to the closing price of Bear Stearns stock on March 14, 2008.

26 Approximately 5% over the closing price of NYMEX stock on March 14.

27 Approximately 16.8% based on April 14, 2008 closing price.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.6 billion[28]	Grey Wolf, Inc.	Basic Energy Services, Inc.	Grey Wolf, Inc.	April 21, 2008	Yes[29]	54% - Grey Wolf 46% - Basic Energy	Yes	9 members 5 - Grey Wolf (56%) 4 - Basic Energy (44%)	Tom Richards, Grey Wolf's Chairman, President and CEO, was to become Chairman of the combined company. Ken Huseman, Basic Energy's President and CEO, was to become CEO of the combined company.	None	Houston, TX (Grey Wolf)
$1.8 billion	Stone Energy Corporation	Bois d'Arc Energy, Inc.	Stone Energy Corporation	April 30, 2008	No[30]	72% - Stone 28% - Bois d'Arc	No	No change	No change	None	Lafayette, LA (Stone)
$3.0 billion	Smith International, Inc.	W-H Energy Services, Inc.	Smith Internationa l, Inc.	June 3, 2008	Yes[31]	93% - Smith 7% - W-H Energy	No	No change	No change	None	Houston, TX (Smith)

28 The transaction was terminated on July 15, 2008, after Grey Wolf's shareholders did not approve the merger agreement. Grey Wolf was subsequently acquired by Precision Drilling Trust after it made an unsolicited offer for the company.

29 Basic Energy shareholders received an 8.5% premium over the stock price of Basic Energy on the last day of trading prior to the execution of the merger agreement.

30 Approximately a 4% discount to closing price of Bois d'Arc stock on April 29, 2008.

31 Approximately 9.4% over the closing price of W-H Energy stock on June 2, 2008.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.1 billion	Willis Group Holdings Limited	Hilb, Rogal & Hobbs Company	Willis Group Holdings Limited (North American operations renamed Willis HRH)	June 8, 2008	Yes[32]	85.6% - Willis 14.4% - Hilb, Rogal & Hobbs	No	No change	No change	None	London (Willis)
$1.8 billion	Precision Drilling Trust	Grey Wolf, Inc.	Precision Drilling Trust	June 10, 2008	Yes[33]	75% - Precision Drilling 25% - Grey Wolf	No	12 Members 9 - Precision Drilling (75%) 3 - Grey Wolf (25%)	No change	None	Calgary, Alberta, Canada (Precision Drilling)
$6.4 billion	Invitrogen Corporation	Applied Biosystems Inc.	Life Technologie s Corporation	June 12, 2008	Yes[34]	55% - Invitrogen 45% - Applied Biosystems	No	12 Members 9 - Invitrogen (75%) 3 - Applied Biosystems (25%)	No change	None	Carlsbad, California (Invitrogen)
$6.49 billion	Republic Services, Inc.	Allied Waste Industries, Inc.	Republic Services, Inc.	June 23, 2008	Yes[35]	48% - Republic 52% - Allied	No	11 Members 6 - Republic (55%) 5 - Allied (45%)	No change	None	Phoenix, AZ (Allied)

32 48.9% over the closing price of HRH shares on June 6, 2008.

33 25.2% premium over Grey Wolf's unaffected stock price before Precision's previous public announcements regarding its desire to acquire Grey Wolf.

34 Approximately 17% over the closing price of Applied Biosystem's stock on June 11, 2008.

35 Approximately 17% based on the average closing price of Allied's stock for the 30 days prior to June 12, 2008.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.5 billion[36]	Bunge Limited	Corn Products International, Inc.	Bunge Limited	June 23, 2008	Yes[37]	79% - Bunge 21% - Corn Products	No	12 Members 11 - Bunge (92%) 1 - Corn Products (8%)	No change	None	White Plains, NY
$3.3 billion	Ashland Inc.	Hercules Incorporated	Ashland Inc.	July 11, 2008	Yes[38]	85.75% - Ashland 14.25% - Hercules	No	No Change	No change	None	Covington, KY (Ashland)
$9.8 billion[39]	Cleveland-Cliffs Inc.	Alpha Natural Resources, Inc.	Cliffs Natural Resources Inc.	July 16, 2008	Yes[40]	60% - Cleveland Cliffs 40% - Alpha	No	12 Members 10 – Cleveland Cliffs (83%) 2 – Alpha (17%)	No change	None	Cleveland, Ohio
$8.7 billion	Teva Pharmaceutical Industries, Ltd.	Barr Pharmaceuticals, Inc.	Teva Pharmaceutical Industries, Ltd.	July 18, 2008	Yes[41]	92.7% - Teva 7.3% - Barr	No	No change	No change	None	Petach Tikva, Israel (Teva)

36 On November 10, 2008, the Board of Bunge Limited voted to terminate the merger agreement citing the decision of the Corn Products Board to withdraw its recommendation of support for the merger.

37 30.5% based on the closing price on June 20, 2008.

38 Approximately 38% based on the closing prices of the common stock of Hercules and Ashland on July 10, 2008.

39 On November 18, 2008, the companies terminated their merger agreement, with Cleveland Natural Resources (f/k/a Cleveland-Cliffs) agreeing to pay Alpha Natural Resources $70 million as a termination fee ($30 million less than their agreement required). The friendly deal ran into trouble shortly after it was announced when Cleveland Natural Resources' largest shareholder, Harbinger Capital Management, announced that it opposed the transaction.

40 Approximately 35% based on closing price on July 15, 2008.

41 Approximately 42% over the closing price on July 16, 2008.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$44.4 billion	Bank of America Corporation	Merrill Lynch & Co., Inc.	Bank of America Corporation	September 14, 2008	Yes[42]	77.6% - Bank of America 22.4% - Merrill Lynch	No	19 Members 16 – Bank of America (84%) 3 – Merrill Lynch (16%)	No change	None	Charlotte, NC (Bank of America)
$15.3 billion	Wells Fargo & Company	Wachovia Corporation	Wells Fargo & Company	October 3, 2008	Yes[43]	88.6% - Wells Fargo 11.4% - Wachovia	No	20 Members 16 – Wells Fargo (80%) 4 – Wachovia (20%)	No change	None	San Francisco, CA (Wells Fargo)
$5.3 billion	The PNC Financial Services Group, Inc.	National City Corporation	The PNC Financial Services Group, Inc.	October 24, 2008	No[44]	81% - PNC 19% - National City	No	19 Members 18 – PNC (95%) 1 – National City (5%)	No change	None	Pittsburgh, PA (PNC)

42 Approximately 70.1% based on closing price on September 12, 2008.

43 Approximately 44% based on closing price on October 2, 2008.

44 Approximately a 19% discount based on closing price on October 23, 2008.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$12.2 billion	CenturyTel, Inc.	Embarq Corporation	CenturyLink	October 27, 2008	Yes[45]	34% - CenturyTel 66% - Embarq	No	15 Members 8 – CenturyTel (53%) 7 – Embarq (47%)	Glen F. Post III, CEO of CenturyTel will be the CEO of the combined company. William A Owens, non-executive Chairman of Embarq will be non-executive Chairman of combined company. Tom Gerke, CEO of Embarq will assume the role of executive vice-chairman of the combined company.	None	Monroe, LA (CenturyTel) (significant presence will be maintained in Overland Park, Kansas)
$68 billion[46]	Pfizer, Inc.	Wyeth	Pfizer, Inc.	January 26, 2009	Yes[47]	84% - Pfizer 16% - Wyeth	No	16 Members 14 – Pfizer (87.5%) 2 – Wyeth (12.5%)	No change	None	New York, New York (Pfizer)

45 Approximately 36% based on October 24, 2008 closing price.

46 Deal size at announcement. Due to the fact that a portion of the consideration is Pfizer stock, the total deal size will fluctuate in relation to changes in Pfizer's stock price.

47 Approximately 30% over Wyeth's closing share price before word of the deal leaked on January 23, 2009.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$419 million[48]	Live Nation, Inc.	Ticketmaster Entertainment, Inc.	Live Nation Entertainme nt	February 10, 2009	No	50% - Live Nation 50% - Ticketmaster	Yes	14 Members 7 – Live Nation (50%) 7 – Ticketmaster (50%)	Barry Diller, chairman of the board of Ticketmaster will serve as chairman of the board of the combined company. Michael Rapino, CEO of Live Nation will serve as CEO and president of the combined company. Irving Azoff, CEO of Ticketmaster will serve as executive chairman of the combined company.	None	Los Angeles, CA (Live Nation)
$40 billion	Merck & Co., Inc.	Schering-Plough Corporation	Merck	March 9, 2009	Yes[49]	68% - Merck 32% - Schering-Plough	No	18 Members 15 – Merck (83%) 3 – Schering-Plough (17%)	No change	None	Whitehouse Station, NJ (Merck)

48 Enterprise value of combined entity will be approximately $2.5 billion.

49 Approximately 34% based on the closing price of Schering-Plough stock on March 6, 2009.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.9 billion	Fidelity National Information Services, Inc.	Metavante Technologies, Inc.	Fidelity National Information Services, Inc.	April 1, 2009	Yes[50]	Fidelity – 56.3% Metavante – 43.7%	No	9 Members 6 – Fidelity (67%) 3 – Metavante (33%)	William Foley II, chairman of FIS, will serve as chairman of the combined company. Lee Kennedy, president and CEO of FIS, will serve as executive vice chairman of the board, with responsibility for integrating the two companies. Frank Matire, chairman and CEO of Metavante, will be president and CEO of the combined company.	None	Jacksonville, FL (Fidelity Information Services)

[50] 23.9% premium based on the closing price of Metavante common stock and FIS common stock as of March 30, 2009.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.1 billion	Pulte Homes, Inc.	Centex Corporation	Pulte	April 8, 2009	Yes[51]	Pulte Homes – 68% Centex Corporation – 32%	No	12 Members 8 – Pulte (67%) 4 – Centex (33%)	Richard J. Dugas, Jr., president and CEO of Pulte Homes will serves as chairman, president and CEO for the combined company. Timothy Eller, chairman and CEO of Centex, will join the Pulte board of directors and serve as a consultant to the company for two years following the close of the transaction.	None	Bloomfield Hills, Michigan (Pulte Homes)

[51] Approximately 32.6% to the 20-day volume weighted average trading price of Centex shares prior to April 7, 2009.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2 billion	Alpha Natural Resources, Inc.	Foundation Coal Holdings, Inc.	Alpha Natural Resources, Inc.	May 12, 2009	Yes[52]	Alpha – 59% Foundation – 41%	No	10 Members 6 – Alpha (60%) 4 – Foundation (40%)	Michael Quillen, chairman and CEO of Alpha, will become chairman of the combined company. Kevin Crutchfield, president of Alpha, will become CEO of the combined company. Kurt Kost, president and COO of Foundation will become president of the combined company. James Roberts, chairman and CEO of Foundation will become a member of the combined company's board of directors.	None	Abingdon, VA (Alpha Natural Resources)

52 37% premium over the 5-day average closing price of Foundation shares ending May 8, 2009, relative to the 5-day average closing price of Alpha shares during the same period.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.3 billion[53]	NetApp Inc.	Data Domain, Inc.	NetApp, Inc.	May 20, 2009	Yes[54]	NetApp – 86% - 88% Data Domain – 12% to 14%	No	No change	No change	None	Sunnyvale, CA (NetApp)
$779 million	Cameron International Corporation	NATCO Group Inc.	Cameron International Corporation	June 1, 2009	Yes[55]	Cameron – 90% NATCO – 10%	No	No change	No change	None	Houston, TX (Cameron)
$5.2 billion	Baker Hughes Incorporated	BJ Services Company	Baker Hughes Incorporated	August 31, 2009	Yes[56]	Baker Hughes – 72.5% BJ Services – 27.5%	No	13 Members 11 – Baker Hughes (85%) 2 – BJ Services (15%)	No change	None	Houston, TX (Baker Hughes)
$3.9 billion	The Walt Disney Company	Marvel Entertainment, Inc.	The Walt Disney Company	August 31, 2009	Yes[57]	Walt Disney – 97% Marvel – 3%	No	No change	No change	None	Burbank, CA (Walt Disney)
$6.1 billion	Xerox Corporation	Affiliated Computer Services, Inc.	Xerox Corporation[58]	September 28, 2009	Yes[59]	Xerox – 66% ACS – 34%	No	No change	No change[60]	None	Norwalk, CT (Xerox)

53 On July 8, 2009, Data Domain terminated the merger agreement with NetApp. Data Domain entered into a merger agreement with EMC Corporation to be acquired for $33.50 per share in cash.

54 72% over the closing price of Data Domain's common stock on May 19, 2009, the last trading day prior to Data Domain board of directors' approval of the merger.

55 30.8% based on the closing prices of the common stock of NATCO and Cameron as of May 29, 3009.

56 16.3% over the closing price of BJ Services stock on August 28, 2009.

57 Approximately a 29% premium to the closing price on August 28, 2009.

58 ACS will operate as an independent organization and will be branded ACS, a Xerox Company.

59 Approximately a 33.6% premium based on closing prices on September 25, 2009.

60 Lynn Blodgett, president and CEO of ACS, will continue to lead ACS following the close of the transaction and will report to Ursula Burns, CEO of Xerox.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$687 million	Equinix, Inc.	Switch & Data Company, Inc.	Equinix, Inc.	October 21, 2009	Yes[61]	Equinix – 87.88% Switch & Data – 12.12%[62]	No	9 Members 8 – Equinix (89%) 1 – Switch & Data (11%)	No change	None	Foster City, CA (Equinix)
$622 million	Ares Capital Corporation	Allied Capital Corporation	Ares Capital Corporation	October 26, 2009	Yes[63]	Ares Capital – 65% Allied Capital – 35%	No	8 Members 7 – Ares Capital (87.5%) 1 – Allied Capital (12.5%)	No change	None	New York, NY
$3.2 billion	Denbury Resources Inc.	Encore Acquisition Company	Denbury Resources, Inc.	November 1, 2009	Yes[64]	Denbury – 68% Encore – 32%	No	No change	No change	None	Plano, Texas (Denbury Resources)

61 33.9% to the closing price of Switch and Data's common stock on October 20, 2009.

62 Pro forma ownership by Switch & Data shareholders may increase as a result of the cash/stock adjustment mechanism.

63 27.3% to Allied Capital's closing stock price on October 23, 2009.

64 Approximately a 35% premium to Encore's closing price on October 30, 2009.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.5 billion	The Stanley Works	The Black & Decker Corporation	Stanley Black & Decker	November 2, 2009	Yes[65]	Stanley – 50.5% Black & Decker – 49.5%	No	15 Members 9 – Stanley (60%) 6 – Black & Decker (40%)	John F. Lundgren, chairman and CEO of Stanley will be president and CEO of the combined company. Nolan D. Archibald, chairman, president and CEO of Black & Decker, will be executive chairman of the combined company for three years.	None	New Britain, Connecticut (Stanley Works)[66]
$26 billion	Berkshire Hathaway Inc.	Burlington Northern Santa Fe Corporation	Berkshire Hathaway Inc.	November 3, 2009	Yes[67]	Berkshire Hathaway – 94%[68,69] Burlington Northern – 6%	No	No change	No change	None	Omaha, NE

65 22.1% to Black & Decker's share price as of October 30, 2009.

66 The headquarters of the power tools division will remain in Towson, Maryland.

67 Approximately 33% to the closing price for shares of Burlington Northern on October 30, 2009.

68 Based on an exchange ratio of 0.001. The exchange ratio is calculated by dividing $100.00 by the average daily volume-weighted average trading prices per share of Berkshire Class A common stock over the ten trading day period ending on the second full trading day prior to the completion of the merger, provided, however, that if the average trading value is above $124,652.09 or below $79,777.34, then the exchange ratio will be fixed at 0.000802233 or 0.001253489. Class B shares will be issued in lieu of Class A shares of Berkshire Hathaway and cash will be paid in lieu of any fractional Class B shares. Calculated based on a 60/40 cash-stock split.

69 Not based on information released by the parties. Approximate calculations based on announced exchange ratio and estimates of pro forma outstanding shares, etc.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$746 million	People's United Financial, Inc.	Financial Federal Corporation	People's United Financial, Inc.	November 23, 2009	Yes[70]	People's United – 93%[71] Financial Federal – 7%	No	No change	No change	None	Bridgeport, CT (People's United Financial)
$1.1 billion	Windstream Corporation	Iowa Telecommunications Services, Inc.	Windstream Corporation	November 24, 2009	Yes[72]	Windstream – 94%[73] Iowa Telecom – 6%	No	10 Members 9 – Windstream (90%) 1 – Iowa Telecom (10%)	No change	None	Little Rock, AR (Windstream Corporation)
$41 billion	Exxon Mobil Corporation	XTO Energy, Inc.	Exxon Mobil Corporation	December 14, 2009	Yes[74]	Exxon – 92%[75] XTO – 8%	No	No change	No change	None	Irving, TX (Exxon Mobil)
$1.9 billion	Tyco International Ltd.	Brink's Home Security Holdings, Inc.	Tyco International Ltd.	January 18, 2010	Yes[76]	88.5% - Tyco 11.5% - Brink's	No	No change	No change	None	Schaffhausen, Switzerland (Tyco)
$8.6 billion	FirstEnergy Corp.	Allegheny Energy, Inc.	FirstEnergy Corp.	February 11, 2010	Yes[77]	73% - FirstEnergy 27% - Allegheny	No	13 members 11 – FirstEnergy (85%) 2 – Allegheny (15%)	No change	None	Akron, OH (First Energy)

70 Approximately a 35% premium over the closing price of Financial Federal stock on November 20, 2009.

71 Not based on information released by the parties. Approximate calculations based on announced exchange ratio and estimates of pro forma outstanding shares, etc.

72 26% over the price of Iowa Telecom shares as of market close on November 23, 2009.

73 Not based on information released by the parties. Approximate calculations based on announced exchange ratio and estimates of pro forma outstanding shares, etc.

74 25% premium to the price of XTO stock.

75 Not based on information released by the parties. Approximate calculations based on announced exchange ratio and estimates of pro forma outstanding shares, etc.

76 Premium of 36% to the closing price of Brink's shares on January 15, 2010.

77 Premium of 31.6% to the closing stock price of Allegheny on February 10, 2010, and a 22.3% premium to the average stock price of Allegheny over the last 60 days ending February 10, 2010.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$12.6 billion	Schlumberger Limited	Smith International, Inc.	Schlumberger Limited	February 21, 2010	Yes[78]	87.2% - Schlumberger 12.8% - Smith	No	No change	No change	None	Houston, TX (Schlumberger)
$1.7 billion	MSCI, Inc.	RiskMetrics Group, Inc.	MSCI, Inc.	March 1, 2010	Yes[79]	86.6% - MSCI, Inc. 13.4% - RiskMetrics	No	No change	No change	None	New York, NY (MSCI)
$4.7 billion	CF Industries Holdings, Inc.	Terra Industries, Inc.	CF Industries Holdings, Inc.	March 12, 2010	Yes[80]	84% - CF Industries 16% - Terra	No	No change	No change	None	Deerfield, IL (CF Industries)
$1.3 billion	SandRidge Energy, Inc.	Arena Resources, Inc.	SandRidge Energy, Inc.	April 3, 2010	Yes[81]	52.7% - SandRidge 47.3% - Arena	No	No change	No change	None	Oklahoma City, OK (SandRidge)

78 37.5% premium based on the closing prices on February 18, 2010 for both companies.

79 Premium of 17% to RiskMetrics' closing price on February 26, 2010.

80 Premium of 15% to Terra shareholders as of March 2, 2010.

81 17% premium in stock and cash consideration valued at $40 per share of Arena common stock based on SandRidge's April 1, 2010 closing price.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.7 billion	RRI Energy, Inc.	Mirant Corporation	GenOn Energy	April 11, 2010	No	Mirant – 54% RRI – 46%	Yes	10 members 5 – Mirant (50%) 5 – RRI (50%)	Edward R. Mueller, chairman and CEO of Mirant, will be Chairman and CEO of the combined company until 2013, when he plans to retire. Mark M. Jacobs, president and CEO of RRI, will be president and chief operating officer of the combined company.	Mark M. Jacobs will succeed Edward R, Muller as CEO in 2013.	Houston (RRI)
$3.9 billion	Apache Corporation	Mariner Energy, Inc.	Apache Corporation	April 14, 2010	Yes[82]	95% - Apache Corp 5% - Mariner	No	No change	No change	None	Houston, TX (Apache)
$12.3 billion	CenturyTel, Inc. (“CenturyLink”)	Qwest Communications International Inc.	CenturyTel, Inc.	April 22, 2010	Yes[83]	50.5% - CenturyTel 49.5% - Qwest	No	18 members 14 – CenturyTel (78%) 4 – Qwest (22%)	No change	None	Monroe, LA (CenturyTel)

82 Premium of 45% over Mariner’s closing price on April 14, 2010.

83 Approximately 15% premium over Qwest’s closing stock price on April 21, 2010.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.3 billion[84]	Hertz Global Holdings, Inc.	Dollar Thrifty Automotive Group, Inc.	Hertz Global Holdings, Inc.	April 25, 2010	Yes[85]	94.5% - Hertz 5.5% - Dollar Thrifty	No	13 members 12 – Hertz (92%) 1 – Dollar Thrifty (8%)	No change	No change	Park Ridge, NJ (Hertz)
$3.2 billion	UAL Corporation	Continental Airlines, Inc.	United Continental Holdings, Inc.	May 2, 2010	No	55% - United 45% - Continental	Yes	16 members: 6 – Continental (37.5%) 6 – United (37.5%) 2 – Union members (12.5%)	Glenn Tilton, chairman, president and CEO of UAL Corp., will be non-executive chairman of the combined company. Jeff Smisek, Continental's chairman, president and CEO will be CEO and a director.	Jeff Smisek will become executive chairman of the Board after December 31, 2012 when Tilton will cease to be non-executive chairman.	Chicago, IL (United)
$1.7 billion	Man Group plc	GLG Partners, Inc.	Man Group plc	May 17, 2010	Yes[86]	91.32% - Man Group 8.68% - GLG	No	No change	No change	None	London, United Kingdom (Man Group)

84 On October 1, 2010, Hertz terminated the merger agreement after the Dollar Thrifty shareholders voted to reject the merger proposal. On August 26, 2012, Hertz and Dollar Thrifty announced a new deal by which Hertz would acquire Dollar Thrifty for $2.6 billion in a cash tender offer. Hertz paid $87.50 per common share, representing an 8% premium over the closing price of Dollar Thirfty's common stock as of August 24, 2012.

85 42.6% premium over the 30-day volume weighted average price of Dollar Thrifty's common stock as of April 23, 2010, the close of the last trading day before the initial announcement of the merger and a 4.4% premium over the 30-day volume weighted average price of Dollar Thirfty's common stock as of September 8, 2010.

86 55% premium to the closing price of GLG stock on May 14, 2010.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.5 billion	Grifols, S.A.	Talecris Biotherapeutics Holdings Corp.[87]	Grifols, S.A.	June 7, 2010	Yes[88]	Unknown	No	10 members 8 – Grifols (80%) 2 – Talecris (20%)	No change	None	Barcelona, Spain (Grifols)
$1.3 billion	Allscripts-Misys Healthcare Solutions, Inc.	Eclipsys Corporation	Allscripts-Mysis Healthcare Solutions, Inc.	June 9, 2010	Yes[89]	63% - Allscripts-Misys 37% - Eclipsys	No	7 members: 4 – Allscripts (57%) 3 – Eclipsys (43%)	Glen Tullman, CEO of Allscripts, will be the CEO of the combined company. Phil Pead, president and CEO of Eclipsys will become Chairman of the combined company.	None	Chicago, IL (Allscripts)

87 Cerberus Capital Management LP owned an affiliate that controlled some 49% of Talecris prior to the transaction.

88 64% premium to the closing price of Talecris shares on June 4, 2010.

89 19% premium based on the June 8, 2010 closing price of Eclipsys stock.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.2 billion	Biovail Corp.	Valeant Pharmaceuticals International, Inc.	Valeant Pharmaceuticals International, Inc.	June 20, 2010	Yes[90]	50.5% - Biovail 49.5% - Valeant	No	11 members 5 – Biovail (45.5%) 5 – Valeant (45.5%) 1 – Independent Canadian resident director (9%)	J. Michael Pearson, chairman and CEO of Valeant, will be CEO of the combined company. Bill Wells, CEO of Biovail, will be the non-executive Chairman of the combined company.	None	Mississauga, Ontario, Canada (Biovail)
$3.0 billion	Celgene Corporation	Abraxis Bioscience, Inc.	Celgene Corporation	June 30, 2010	Yes[91]	98% - Celgene 2% - Abraxis	No	No change	No change	None	Summit, NJ (Celgene)
$4.9 billion	Aon Corporation	Hewitt Associates, Inc.	Aon Corporation	July 12, 2010	Yes[92]	84.2% - Aon 15.8% - Hewitt	No	16 members 14 – Aon (87.5%) 2 – Hewitt (12.5%)	No change	None	Chicago, IL (Aon)
$1.6 billion	First Niagara Financial Group, Inc.	NewAlliance Bancshares, Inc.	First Niagara Financial Group, Inc.	August 18, 2010	Yes[93]	70% - First Niagara 30% - NewAlliance	No	12 members 9 – First Niagara (75%) 3 – NewAlliance (25%)	No change	None	Buffalo, NY (First Niagara)

90 The transaction represents a 15% premium to Biovail stockholders based on a calculation of the stock prices over the last 10 trading days ending June 21, 2010.

91 Approximately 17% premium over the closing price of Abraxis shares on June 29, 2010.

92 41% premium to Hewitt's closing stock price on July 9, 2010.

93 Cash and stock consideration represent a premium of approximately 24% based on NewAlliance's closing price of $11.36, and a premium of about 19% over NewAlliance's 52-week average closing price, on August 18, 2010.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.5 billion	Southwest Airlines Co.	AirTran Holdings, Inc.	Southwest Airlines Co.	September 27, 2010	Yes[94]	93% - Southwest 7% - AirTran	No	No change	No change	None	Dallas, TX (Southwest)
$9.7 billion	Northeast Utilities	N STAR Inc.	Northeast Utilities	October 16, 2010	No	56% - Northeast Utilities 44% - NSTAR	Yes	14 members: 7 – Northeast Utilities (50%) 7 – NSTAR (50%)	Charles W. Shivery, chairman and CEO of Northeast Utilities, will be the Non-Executive chairman of the combined company. Thomas J. May, NSTAR's chairman and CEO, will be president and CEO of Northeast Utilities.	Thomas J. May will assume the additional role of chairman after 18 months.	Dual headquarters Hartford, CT (Northeast) Boston, MA (N STAR)
$734 million	Allegheny Technologies, Inc.	Ladish Co., Inc.	Allegheny Technologies, Inc.	November 17, 2010	Yes[95]	ATI - 93.6% Ladish - 6.4%	No	No change	No change	None	Pittsburgh, PA (ATI)
$2.4 billion	AGL Resources, Inc.	Nicor Inc.	AGL Resources, Inc.	December 7, 2010	Yes[96]	67% - AGL 33% - Nicor	No	16 members 12 –AGL (75%) 4 – Nicor (25%)	No change	None	Atlanta, GA (AGL)

94 69% premium over the September 24, 2010 closing price of Air Tran stock.

95 Ladish shareholders will receive a 63.6% premium based on Ladish's closing price on November 16, 2010.

96 Approximately 22% to the unaffected closing stock price of Nicor on December 1, 2010 and an approximately 17% premium to the average stock price of Nicor over the last 20 days ending December 1, 2010.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.7 billion	BMO Financial Group	Marshall & Ilsley Corporation (M&I)	BMO Financial Group	December 17, 2010	Yes[97]	89% - BMO 11% - M&I	No	No change	No change	None	Toronto, Canada (BMO)
$698 million[98]	Rovi Corporation	Sonic Solutions	Rovi Corporation	December 22, 2010	Yes[99]	Unknown	No	No change	No change	None	Santa Clara, CA (Rovi)
$1.5 billion	Hancock Holding	Whitney Holding Corporation	Hancock Holding Company	December 22, 2010	Yes[100]	Unknown	No	19 members 14 – Hancock (74%) 5 – Whitney (26%)	No change	None	Gulfport, MS (Hancock)

97 34% premium to the closing price of M&I shares on December 16, 2010.

98 Source: MergerMetrics.com.

99 38.2 percent premium to Sonic's 30 day average per share closing price as of December 21, 2010.

100 42% premium to Whitney's closing price of $10.87 on December 22, 2010.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$26 billion (Stock only)	Duke Energy Corporation	Progress Energy, Inc.	Duke Energy Corporation	January 10, 2011	Yes[101]	63% - Duke Energy 37% - Progress Energy	No	18 members 11 – Duke Energy (61%) 7 – Progress Energy (39%)	Jim Rogers, chairman, president and CEO of Duke Energy, became the executive chairman of the combined company. Bill Johnson, chairman, president and CEO of Progress Energy became president and CEO of the combined company. However, immediately after the merger, Bill Johnson was removed as CEO and president and Jim Rogers became the CEO and president of the combined company.	None	Charlotte, NC (Duke Energy)

101 6.4% premium to the average stock price of Progress Energy over the last 20 trading days ending January 7, 2011.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.0 billion (Stock only)	Comerica Incorporated	Sterling Bancshares, Inc.	Comerica Incorporated	January 18, 2011	Yes[102]	90% - Comerica 10% - Sterling	No	No change	No change[103]	None	Dallas, TX (Comerica)
$5.3 billion (Common stock and cash)	Rock-Tenn Company	Smurfit-Stone Container Corporation	Rock-Tenn Company	January 23, 2011	Yes[104]	56% - Rock-Tenn 44% - Smurfit-Stone	No	13 members 10 – Rock-Tenn (77%) 3 – Smurfit-Stone (23%)	No change	None	Norcross, GA (Rock-Tenn)
$7.3 billion (Common stock and cash)	Alpha Natural Resources, Inc.	Massey Energy Company	Alpha Natural Resources, Inc.	January 29, 2011	Yes[105]	54% - Alpha 46% - Massey	No	No change	No change	None	Abingdon, VA (Alpha)
$8.4 billion (Stock only)	AMB Property Corporation	ProLogis	ProLogis	January 31, 2011	No	60% - ProLogis 40% - AMB	Yes	11 members 6 – ProLogis (55%) 5 – AMB (45%) Irving F. "Bud" Lyons, III, an existing ProLogis Board member, will	Hamid R. Moghadam, CEO of AMB, and Walter C. Rakowich, CEO of ProLogis, will serve as co-CEOs of the combined company. Mr. Moghadam will be chairman	Walter C. Rakowich will retire on December 31, 2012, at which time Hamid R. Moghadam will become sole CEO of the combined	San Francisco, CA (corporate headquarters) (AMB) Denver, CO (operations headquarters) (ProLogis)

102 48% premium to the closing price of Sterling common stock on January 7, 2011 (the last trading day prior to market rumors regarding a transaction involving Sterling), based on the closing price of Comerica common stock as of market close on the trading day prior to the public announcement of the merger.

103 J. Downey Bridgwater, chairman and CEO of Sterling, will become Comerica's Houston market president following completion of the transaction.

104 27% premium to Smurfit-Stone's closing stock price on January 21, 2011.

105 25% premium over the closing price of Massey common stock on January 26, 2011 (the last trading day before the board of directors of Massey resolved to enter into the merger agreement), 28% premium over the average closing price of Massey common stock for the 30 trading days ending January 26, 2011 and 95% premium over the unaffected closing price of Massey common stock on October 18, 2010 (the day the Wall Street Journal first reported Massey was reviewing strategic alternatives), based on the closing price of Alpha common stock on January 26, 2011.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
								serve as lead independent director.	of the board of the combined company and will be primarily responsible for shaping the company's vision, strategy and private capital franchise. Mr. Rakowich will be primarily responsible for operations, integration of the two platforms and optimizing the merger synergies. Until December 31, 2012, Mr. Rakowich will also serve as chairman of the board's executive committee.	company.	
$7.4 billion (Common stock and cash)	Ensco plc	Pride International, Inc.	Ensco plc	February 7, 2011	Yes[106]	62% - Ensco 38% - Pride	No	10 members 8 –Ensco (80%) 2 – Pride (20%)	No change	None	UK (Ensco)

106 21% premium to Pride's closing share price as of February 4, 2011 and 25% premium to the one month volume-weighted average closing price of Pride.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.0 billion (Common stock and cash)	Kindred Healthcare, Inc.	RehabCare Group, Inc.	Kindred Healthcare, Inc.	February 8, 2011	Yes[107]	77% - Kindred 23% - RehabCare	No	12 members 10 – Kindred (83%) 2 – RehabCare (17%)	John Short, president and CEO of RehabCare, is expected to serve as non-executive vice chairman.	None	Louisville, KY (Kindred)
$10.2 billion[108] (Stock only)	Deutsche Börse AG	NYSE Euronext	Not determined	February 15, 2011	Yes[109]	60% - Deutsche Börse 40% - NYSE Euronext	Not in press release, but in transcript of joint investor conference call	17 members 9 – Deutsche Börse (53%) 6 – NYSE Euronext (35%) 1 – chairman (6%) 1– CEO (6%)	Reto Francioni, CEO of Deutsche Börse, will be chairman of the combined company, and will also be responsible for group strategy and global relationship management. Duncan Niederauer, CEO of NYSE Euronext, will be CEO of the combined company.	None	Dual headquarters Frankfurt, Germany and New York, NY

107 38.1% premium over the closing share price of RehabCare common stock on February 7, 2011 (the last trading day prior to the public announcement of the merger agreement), 42.3% premium over RehabCare's volume-weighted average daily closing price during the 30 trading days ending February 7, 2011, and 60.4% premium over RehabCare's volume-weighted average daily closing price during the 90 trading days ending February 7, 2011, based upon the closing price per share of Kindred common stock on February 7, 2011.

108 On February 1, 2012, the European Commission announced that it would block the transaction on antitrust grounds, and as such, the transaction was not consummated.

109 The transaction was structured such that each entity will be brought under a newly formed holding company. Exchange ratios represent a premium of approximately 10% for the benefit of the NYSE Euronext shareholders as of February 8, 2011 (the date prior to public reports that discussions were being held regarding a possible business combination), on the basis of the closing price of the NYSE Euronext and Deutsche Börse shares.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.9 billion (Stock only)	Holly Corporation	Frontier Oil Corporation	HollyFronti er Corporation	February 22, 2011	No[110]	51% - Holly 49% - Frontier	Yes	14 members 7 – Frontier (50%) 7 – Holly (50%)	Michael Jennings, chairman, president and CEO of Frontier, will serve as president and CEO of the combined company. Matthew Clifton, chairman and CEO of Holly, will serve as executive chairman of the combined company.	None	Dallas, TX (Holly)

110 Exchange ratio reflects an implied discount of approximately 4% as of February 18, 2011 (the last trading day before public announcement of the merger).

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$5.7 billion (Stock only)	Ventas, Inc.	Nationwide Health Properties, Inc.	Ventas, Inc.	February 28, 2011	Yes[111]	65% - Ventas 35% - Nationwide Health	No	13 members 10 – Ventas (77%) 3 – Nationwide Health (23%)	Debra A. Cafaro, chairman and CEO of Ventas, will continue to serve as chairman and CEO of the combined company. Douglas M. Pasquale, chairman, president and CEO of Nationwide Health, will serve as a senior advisor of the combined company.	None	Chicago, IL (Ventas)

111 15.5% premium based on the closing price per share of Nationwide Health common stock on February 25, 2011 (the last trading day before the proposed merger was announced) and 19% premium based on the average price per share of Nationwide Health common stock over the one-month period preceding February 25, 2011.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.0 billion (Stock only)	The Charles Schwab Corporation	optionsXpress Holdings, Inc.	The Charles Schwab Corporation	March 21, 2011	Yes[112]	Unknown	No	No change	Walter W. Bettinger II will continue to serve as president and CEO. David Fisher, CEO of optionsXpress, will serve as a senior vice president of Schwab and president of optionsXpress.	None	San Francisco, CA (Schwab)
$3.0 billion (Common stock and cash)	CenturyLink, Inc.	Savvis, Inc.	CenturyLink, Inc.	April 27, 2011	Yes[113]	96% - CenturyLink 4% - Savvis	No	No change	No change[114]	None	Monroe, La (CenturyLink)
$22.4 billion (Common stock and cash)	Johnson & Johnson	Synthes, Inc.	Johnson & Johnson	April 27, 2011	Yes	93% - Johnson & Johnson 7% - Synthes	No	No change	No change	None	New Brunswick, NJ (Johnson & Johnson)

112 20% premium based on the average closing price during the 30 trading days ending on March 18, 2011, the last trading day before the announcement of the merger agreement, and 21% premium based on the 90-day average price of optionsXpress common stock as of such date.

113 11% premium over Savvis' closing stock price as of the close of trading on April 26, 2011.

114 James Ousley, the CEO of Savvis, served as President of CenturyLink's Enterprise Markets Group upon the closing of the transaction.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$7.7 billion (Stock only)	Exelon Corporation	Constellation Energy Group, Inc.	Exelon Corporation	April 28, 2011	Yes[115]	78% - Exelon 22% - Constellation	No	16 members 12 – Exelon (75%) 4 – Constellation (25%)	Christopher M. Crane, president and COO of Exelon, will become president and CEO of the combined company. Mayo A. Shattuck III, chairman, president and CEO of Constellation, will become executive chairman of the combined company. John W. Rowe, chairman and CEO of Exelon, will retire upon closing of the transaction.	None	Chicago, IL[116] (Exelon)

115 12.5% premium over the closing price of Constellation common stock as of April 27, 2011 (the last trading day prior to the execution of the merger agreement), 20.6% premium over the 30-day average closing price of Constellation common stock as of April 27, 2011.

116 Exelon's power marketing business and Constellation's retail and wholesale business were consolidated under the Constellation brand and are headquartered in Baltimore, MD. Both companies' renewable energy businesses are also headquartered in Baltimore, MD.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/CEO	Headquarters
$3.2 billion[117] (Stock only)	Allied World Assurance Company Holdings, AG	Transatlantic Holdings, Inc.	TransAllied Group Holdings, AG	June 12, 2011	Yes[118]	58% - Transatlantic 42% - Allied World	Yes	11 members 6 – Transatlantic (55%) 5 – Allied World (45%)	Scott Carmilani, chairman, president and CEO of Allied World, was to serve as president and CEO of the combined company. Richard Press, Transatlantic's non-executive chairman, was to serve as the non-executive chairman of the board for the combined company for the first year following the closing of the merger. Robert Orlich, president and CEO of Transatlantic, was to retire upon the closing of the transaction.	None	Zug, Switzerland (Allied World)

117 On September 15, 2011, Allied World and Transatlantic entered into an agreement terminating the merger agreement.

118 16% premium based on the closing share price on June 10, 2011 (the last trading day before public announcement of the merger).

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.5 billion[119,120] (Common stock and cash)	Validus Holdings, Ltd.	Transatlantic Holdings, Inc.	No change specified in proposal	July 12, 2011	Yes[121]	52% - Validus 48% - Transatlantic	No	Proposal stated Validus was open to discussing an increase in the size of Validus' board to add representation from Transatlantic.	No change specified	None	Not specified in proposal
$8.3 billion (Common stock and cash)	Ecolab Inc.	Nalco Holding Company	Ecolab Inc.	July 20, 2011	Yes[122]	77% - Ecolab 23% - Nalco	No	14 members 11 – Ecolab (79%) 3 – Nalco (21%)	J. Erik Fyrwald, chairman, president and CEO of Nalco, will become the president of Ecolab.	None	St. Paul, MN (Ecolab)
$28.5 billion (Common stock and cash)	Express Scripts, Inc.	Medco Health Solutions, Inc.	Express Scripts Holding Company	July 21, 2011	Yes[123]	59% - Express Scripts 41% - Medco	No	13 members 11 – Express Scripts (85%) 2 – Medco (15%)	No change	None	St. Louis, MO (Express Scripts)

119 Validus delivered a proposal to Transatlantic to combine the businesses through a merger in which Validus would acquire all of the outstanding stock of Transatlantic, and subsequently launched a third-party exchange offer. This summary reflects the terms of the proposal.

120 Validus withdrew its offer on November 28, 2011.

121 27.1% premium to Transatlantic's closing price of June 10, 2011, the last trading day prior to Transatlantic's announcement of its proposed acquisition by Allied World; 14.1% premium to Transatlantic's closing price of July 12, 2011. Validus' proposal represents a 12.1% premium to the value of Transatlantic's previously announced proposed acquisition by Allied World as of July 12, 2011.

122 34.4% premium to the closing price for shares of Nalco common stock on July 19, 2011, the date of execution of the merger agreement, a premium of 40.8% to the volume-weighted average price for shares of Nalco common stock over the 30-day period ended July 19, 2011 and a premium of 20% over Nalco's 52-week high closing price.

123 A new holding company was formed as part of the transaction. The exchange ratios implied a 28% premium to Medco's closing share price on July 20, 2011.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.2 billion (Stock only)	Windstream Corp.	PAETEC Holding Corp.	Windstream Corp.	August 1, 2011	Yes[124]	87% - Windstream 13% - PAETEC	No	No change	No change	None	Little Rock, AR (Windstream)
$2.7 billion (Common stock and cash)	Superior Energy Services, Inc.	Complete Production Services, Inc.	Superior Energy Services, Inc.	October 10, 2011	Yes[125]	52% - Superior 48% - Complete	No	9 members 7 – Superior (78%) 2 – Complete (22%)	No change	None	New Orleans, LA (Superior Energy)
$37.7 billion (Common stock, warrants and cash)	Kinder Morgan, Inc.	El Paso Corporation	Kinder Morgan, Inc.	October 16, 2011	Yes[126]	68% - Kinder 32% - El Paso	No	15 members 13 – Kinder Morgan (87%) 2 – El Paso (13%)	No change	None	Houston, TX (Kinder Morgan)
$3.7 billion (Common stock and cash)	Alleghany Corporation	Transatlantic Holdings, Inc.	Alleghany Corporation	November 21, 2011	Yes[127]	51% - Alleghany 49% - Transatlantic	No	14 members 11 – Alleghany (79%) 3 – Transatlantic (21%)	No change[128]	None	New York , NY (Alleghany)

124 27.1% premium to the closing price of PAETEC on July 29, 2011 (the last trading day before the board of PAETEC approved the merger).

125 61.4% premium to the closing price of Complete common stock on October 7, 2011, 64.5% premium to the average implied historical exchange ratio between the shares of common stock of the two companies for the 10 trading day period ended October 7, 2011 and 29% premium to Complete's average price over the two months prior to announcement of the merger.

126 37% premium over the closing price of El Paso common shares on October 14, 2011 and 47% premium to the 20-day average closing price of El Paso common shares as of October 14, 2011.

127 10% premium to Transatlantic closing stock price on November 18, 2011. The transaction represents a 36% premium to Transatlantic's closing stock price on June 10, 2011, the last trading day before public announcement of the later-terminated merger agreement with Allied World Assurance Company Holdings, AG.

128 Alleghany operates Transatlantic as an independent standalone subsidiary. Michael C. Sapnar retained his roles as president and CEO of Transatlantic.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.7 billion[129] (Stock only)	Martin Marietta Materials, Inc.	Vulcan Materials Company	Not determined (proposed changing the name of the combined company to reflect the names of each organization)	December 12, 2011	Yes[130]	58% - Vulcan 42% - Martin Marietta	No	Proposal states Martin Marietta contemplates directors from both companies serving on the combined company's board	Martin Marietta proposed Donald M. James, CEO and chairman of Vulcan, serve as chairman of the combined company.	None	Raleigh, NC (Martin Marietta)
$3.3 billion (Stock only)	Lam Research Corporation	Novellus Systems, Inc.	Lam Research Corporation	December 14, 2011	Yes	59% - Lam Research 41% - Novellus	No	14 members 10 – Lam (71%) 4 – New directors jointly nominated by Lam and Novellus (29%)	Martin Anstice, who, as was previously announced, assumed the position of CEO of Lam Research effective January 1, 2012, continued as CEO following the close of the transaction.	None	Fremont, CA (Lam)
$4.2 billion (Common stock and cash)	United Rentals, Inc.	RSC Holdings, Inc.	United Rentals, Inc.	December 16, 2011	Yes[131]	70% - United Rentals 30% - RSC	No	14 members 11 – United Rentals (79%) 3 – RSC (21%)	No change	None	Greenwich, CT (United Rentals)

129 Martin Marietta delivered a proposal to Vulcan and commenced an exchange offer to effect a business combination with Vulcan after Vulcan was unwilling to move towards a definitive agreement with Martin Marietta. This summary reflects the terms of Martin Marietta's proposal. The transaction was ultimately not consummated.

130 15% premium to the average exchange ratio based on the closing share prices during the 10-day period ended December 9, 2011 and 18% to the average exchange ratio based on the closing share prices during the 30-day period ended December 9, 2011.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.7 billion[132] (Common stock and cash)	Eastman Chemical Company	Solutia Inc.	Eastman Chemical Company[133]	January 27, 2012	Yes[134]	90% – Eastman Chemical Company 10% - Solutia	No	12 members 12 – Eastman Chemical Company (100%) 0 – Solutia Inc. (0%)	James Rogers, Eastman's chairman and CEO, continued in these roles at the combined company following the closing of the transaction.	None	Kingsport, TN (Eastman)
$4.1 billion (Common stock and cash)	SXC Health Solutions Corp. ("SXC")	Catalyst Health Solutions, Inc.	Catamaran Corporation	April 18, 2012	Yes[135]	65% – SXC 35% – Catalyst	No	9 members 7 – SXC (78%) 2 – Catalyst (22%)	Mark Thierer, SXC's chairman and CEO, continued in these roles at the combined company following the closing of the transaction.	None	Lisle, IL (SXC)

131 58% premium based on RSC's closing price as of December 15, 2011.

132 Eastman paid $3.4 billion in cash and stock and assumed approximately $1.3 billion in debt.

133 Solutia Inc. survived the merger as a wholly-owned subsidiary of Eastman Chemical Company.

134 42% premium to the closing price per share of Solutia common stock of $19.51 on January 26, 2012, the last trading day prior to the approval of the merger by the Solutia board of directors, and premiums of approximately 52.8% and 70.7%, respectively, to the one-month and six-month trailing average closing prices of Solutia common stock as of the close of trading on January 26, 2012.

135 28% premium based on the closing stock prices of SXC and Catalyst on April 17, 2012, the day before the announcement of the merger.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.9 billion[136] (Common stock and cash)	Energy Transfer Partners, L.P. ("ETP")	Sunoco, Inc.	Energy Transfer Partners, L.P.[137]	April 30, 2012	Yes[138]	80% – Energy Transfer Equity 20% – Sunoco	No	5 members 5 – ETP (100%) 0 – Sunoco (0%)	Kelly Warren, chairman and CEO of ETP, continued in these roles at the combined company following the closing of the transaction.	None	Dallas, TX (ETP)
$11.5 billion (Common stock and cash)	Eaton Corporation	Cooper Industries plc[139]	Eaton Corporation plc	May 21, 2012	Yes[140]	73% - Eaton 27% - Cooper	No	12 members 10 – Eaton (83%) 2 – Cooper (17%)	Alexander Cutler, chairman and CEO of Eaton, continued in these roles at the combined company following the closing of the transaction.	None	Cleveland, OH (Eaton)

136 This represents the size of the transaction at settlement.

137 Sunoco, Inc. survived the merger as a wholly owned subsidiary of ETP.

138 29% premium to the 20-day average closing price of Sunoco shares as of April 27, 2012.

139 Cooper was incorporated in Ireland but has been included in our survey as its headquarters and significant operations were located in the U.S.

140 29% premium to the closing price per Cooper share on May 21, 2012.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/CEO	Headquarters
$1.7 billion (Stock only)	NRG Energy, Inc.	GenOn Energy, Inc.	NRG Energy, Inc.[141]	July 22, 2012	Yes[142]	71% - NRG 29% - GenOn	No	16 members 12 – NRG (75%) 4 – GenOn (25%)	Howard E. Cosgrove, NRG's chairman, and David Crane, NRG's CEO, continued in their respective roles at the combined company following the closing of the transaction. Edward Muller, chairman and CEO of GenOn, was appointed as vice chairman of the board following the closing of the transaction.	None	Dual headquarters. Princeton, NJ - financial and commercial headquarters (NRG) Houston, TX – operational headquarters (GenOn)
$3.0 billion (Common stock and cash)	Chicago Bridge & Iron Company N.V. ("CB&I")	The Shaw Group Inc.	Chicago Bridge & Iron Company N.V.[143]	July 30, 2012	Yes[144]	90% - CB&I 10% – Shaw	No	8 members 7 – CB&I (88%) 1 – Shaw (12%)	Philip Asherman, CB&I's president and CEO, will continue in these roles at the combined company.	None	The Hague, The Netherlands (CB&I)

141 GenOn will survive the merger as a direct, wholly owned subsidiary of NRG Energy, Inc.

142 20.6% premium based on the closing sale price for NRG common stock on July 20, 2012, the last trading day before the announcement of the merger.

143 The Shaw Group Inc. will become a wholly-owned subsidiary of CB&I.

144 76% premium over the price of Shaw's shares at the close on July 27, 2012, the last trading day before the merger agreement was signed.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$7.2 billion[145] (Common stock and cash)	Aetna Inc.	Coventry Health Care, Inc.	Aetna Inc.[146]	August 20, 2012	Yes[147]	86.5% - Aetna 13.5% - Coventry	No	No change.	Mark T. Bertolini, chairman and CEO of Aetna, will continue in these roles at the combined company.	None	Hartford, CT (Aetna)
$3.8 billion (Common stock and cash)	M&T Bank Corporation	Hudson City Bancorp, Inc.	M&T Bank Corporation [148]	August 27, 2012	Yes[149]	Unspecified[150]	No	16 members 15 – M&T (94%) 1 – Hudson[151] (6%)	Robert Wilmers, chairman and CEO of M&T, is expected to continue in these roles at the combined company.	None	Buffalo, NY (M&T)
$2.0 billion (Common stock and cash)	Realty Income Corporation	American Realty Capital Trust, Inc. (“ARCT”)	Realty Income Corporation	September 6, 2012	Yes[152]	74.4% - Realty Income 25.6% - American Realty Capital Trust	No	Expected to be composed 100% of Realty Income’s board.	Tom Lewis, CEO of Realty Income, is expected to become the CEO of the combined company.	None	Escondido, CA (Realty Income)

145 Aetna paid $5.7 billion in cash and stock and assumed approximately $1.5 billion in debt.

146 Coventry Health Care, Inc. will survive the merger and become a wholly-owned subsidiary of Aetna Inc.

147 30.3% premium over the volume-weighted average closing price per share of Coventry’s common stock over the 30 days ended August 14, 2012.

148 Hudson City will merge into Wilmington Trust Corporation, a wholly-owned subsidiary of M&T.

149 12% premium over the closing price of Hudson City’s common stock on August 24, 2012 (the last trading day before public announcement of the merger).

150 As per M&T Bank’s S-4 dated January 9, 2013.

151 Hudson’s CEO will join the board of M&T for a term of one year.

152 6.8% premium over the average closing price per share of ARCT common stock over the 30 calendar days prior to September 5, 2012 and a premium of approximately 12.3% over the average closing price per share of ARCT common stock since March 1, 2012, the date that ARCT’s common stock was listed on the NASDAQ.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$20.1 billion (Common stock and cash)	Softbank Corp.	Sprint Nextel Corporation	Sprint Corporation [153]	October 15, 2012	Yes[154]	70% - Softbank 30% - Sprint	No	10 members 6 – Softbank (60%) 4 – Sprint (40%)	Dan Hesse, Sprint's CEO, will continue as CEO of Sprint Corporation and will be a member of the board. Masayoshi Son, Softbank's chairman and CEO, is expected to become the chairman of Sprint Corporation.	None	Overland Park, KS (Sprint)
$2.5 billion (Common stock and cash)	ASML Holding N.V. ("ASML")	Cymer, Inc.	ASML Holding N.V.[155]	October 17, 2012	Yes[156]	91.9% - ASML 8.1% - Cymer	No	No change.	No change[157]	None	Veldhoven, The Netherlands (ASML)
$2.8 billion (Common stock and cash)	Phillips-Van Heusen Corp. ("PVH")	The Warnaco Group, Inc.	Phillips-Van Heusen Corp.[158]	October 31, 2012	Yes[159]	90% - PVH 10% - Warnaco	No	13 members 12 – PVH (92%) 1 - Warnaco[160] (8%)	Emanuel Chirico, PVH's chairman and CEO, is expected to continue in these roles at the combined company.	None	New York, NY (PVH and Warnaco)

153 Sprint Nextel Corporation will become a 70% owned subsidiary of Softbank Corp. and will become Sprint Corporation. Sprint Corporation will remain a public company, 30% of which will be owned by its current shareholders.

154 39% premium and a 54% premium to the average of the previous 30 and 90-day unaffected day's closing prices of Sprint's stock, respectively.

155 Cymer, Inc. will be converted to Cymer LLC and will become a wholly owned subsidiary of ASML.

156 61% premium over Cymer's 30-day volume-weighted average price and 52% over Cymer's 90-day volume-weighted average price, using ASML's price for the comparable period ending October 16, 2012.

157 The officers of Cymer immediately prior to the effective time of the merger will be the initial officers of the surviving corporation.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.0 billion (Common stock and cash)	priceline.com Incorporated	KAYAK Software Corporation	priceline.com Incorporated[161]	November 8, 2012	Yes[162]	96% - priceline.com 4% - KAYAK	No	No change.	No change.[163]	None	Norwalk, CT (KAYAK and priceline.com)[164]
$2.6 billion (Stock only)	Leucadia National Corporation	Jefferies Group, Inc.	Leucadia National Corporation	November 12, 2012	Yes[165]	64.7% - Leucadia 35.3% - Jefferies	No[166]	14 members 8 – Leucadia (57%) 6 – Jefferies (43%)	Richard Handler, CEO and chairman of Jefferies, is expected to become CEO of Leucadia. Joseph Steinberg, Leucadia's President and one of its directors, is expected to become the chairman of Leucadia.	None	New York, NY (Leucadia and Jefferies)

158 Warnaco will survive the merger as a wholly-owned subsidiary of PVH.

159 36% premium over Warnaco's per share closing price on October 26, 2012, the last trading day prior to the Warnaco board's approval of the merger.

160 Helen McCluskey, Warnaco's president and CEO, is expected to join the board of directors of PVH.

161 KAYAK Software Corporation will become a wholly owned subsidiary of priceline.com Incorporated.

162 19.7% premium over the 30-day volume weighted average trading price of KAYAK's Class A common stock and a 24.6% premium over the 77-day volume weighted average trading price of KAYAK's Class A common stock.

163 Steve Hafner, Kayak's CEO, will continue as CEO of KAYAK Software Corporation.

164 Both companies were based in Norwalk, CT. Prior to the merger, KAYAK had entered into a lease agreement for office space in Stamford, CT that is under construction. Upon the completion of this space, it is expected that KAYAK will close its offices in Norwalk and move into its new offices in Stamford.

165 19.2% premium over the closing price of Jefferies common stock on November 9, 2012 (the last trading day before the public announcement of the merger).

166 However, the S-4 filed by Leucadia in connection with the merger makes reference to Citi (Jefferies' financial adviser) surveying mergers of equals for the purpose of its "Premium Paid" Analysis.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$6.9 billion (Common stock and cash)	Freeport-McMoRan Copper & Gold Inc. ("FCX")	Plains Exploration & Production Company ("PXP")	Freeport-McMoRan Copper & Gold Inc.	December 5, 2012	Yes[167]	Not specified	No	15 members 12 – FCX (80%) 3 – PXP (20%)	James Moffett, Chairman of FCX, is expected to continue as chairman of the combined company. Richard Adkerson, CEO of FCX, is expected to continue as CEO of the combined company. Upon completion of the acquisition, James Flores, PXP's chairman, president and CEO is expected be vice-chairman of FCX and CEO of FCX's oil and gas operations.	None	Phoenix, AZ (FCX)

167 39% premium to PXP's closing price on December 4, 2012, and 42% to its one-month average price at that date.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$8.2 billion (Common stock and cash)	IntercontinentalExchange, Inc.	NYSE Euronext	IntercontinentalExchange, Inc.	December 20, 2012	Yes[168]	64% - ICE 36% - NYSE	No	15 members 11 – ICE (73%) 4 – NYSE Euronext (27%)	Jeffrey Sprecher, chairman and CEO of Intercontinental, will continue as chairman and CEO of the combined company. Duncan Niederauer, the CEO of NYSE, will be president of the combined company and CEO of NYSE Group.	None	Dual headquarters. Atlanta, GA (ICE) New York, NY (NYSE)
$5.0 billion (Unit for unit)	Kinder Morgan Energy Partners, L.P.	Copano Energy, L.L.C.	Kinder Morgan Energy Partners, L.P.	January 29, 2013	Yes[169]	Copano to hold no more than 14.5% of the aggregate number of Kinder Morgan common units and no more than 10.3% of the total units of Kinder Morgan.	No	No change	No change	None	Houston, TX (Kinder Morgan)

168 37.7% premium over NYSE Euronext's closing share price on December 19, 2012 (the last trading day before the public announcement of the merger).

169 23.5% premium over Copano's closing unit price on January 29, 2013 (the last trading day before the public announcement of the merger).

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$13.1 billion (Common stock and cash) [170]	Liberty Global, Inc.	Virgin Media Inc.	New Liberty Global[171]	February 5, 2013	Yes[172]	64% - Liberty Global 36% - Virgin Media	No	12 members 11 – Liberty Global (92%) 1 – Virgin Media (8%)	No change	None	Englewood, CO (Liberty Global)
$3.1 billion (Stock only)	AMR Corp.	US Airways Group, Inc.	American Airlines Group, Inc. ("AAG")	February 14, 2013	No[173]	72% - AMR Corp. 28% - US Airways Group, Inc.	No	12 members 3 – AMR[174] (25%) 4 – US Airway[175] (33%) 5 – selected by AMR creditor representative s (42%)	W. Douglas Parker, chairman and CEO of US Airways, will serve as CEO and a member of the board of directors of the combined company. Thomas Horton, chairman, president and CEO of American Airlines, will serve as chairman of the combined company. At the conclusion of	Thomas Horton will initially serve as chairman of the combined company, until the earlier of December 9, 2014, the first annual meeting of the stockholders of AAG or a new chairman is elected by the board. Following Thomas	Dallas-Fort Worth, TX (AMR)

170 The merger consideration consisted of approximately 63% stock and 37% cash.

171 As part of the transaction, Liberty Global created a new holding company, a UK public limited company, that will be listed on NASDAQ. Virgin Media shareholders received shares of this new holding company that have similar rights as the shares of Liberty Global, Inc.

172 24% premium over Virgin Media's closing share price on February 4, 2013 (the last trading day before the public announcement of the merger).

173 No premium was disclosed. In the S-4, the parties noted that the value of the consideration could not be determined by reference to trading values of US Airways Group common stock or AMR common stock.

174 This includes Thomas Horton, the former president and CEO of American Airlines.

175 This includes W. Douglas Parker, the former chairman and CEO of US Airways.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
									Thomas Horton's service, W. Douglas Parker, chairman and CEO of US Airways, will assume the position of chairman of the combined company.[176]	Horton's removal as chairman (other than due to an election of a new chairman by the board of directors), W. Douglas Parker will serve as chairman of the combined company until a new chairman is elected by the board of directors.	
$4.9 billion (Stock for stock)	Linn Energy, LLC	Berry Petroleum Co.	Linn Energy, LLC[177]	February 21,2013	Yes[178]	34% - LinnCo LLC[179] 66% - Linn Energy	No	7 members 6 – Linn Energy (86%) 1 – Berry (14%)	Mark E. Ellis, chairman, president and CEO of Linn Energy, will continue as chairman, president and CEO of Linn Energy.	None	Houston, TX (Linn)

176 Upon Thomas Horton stepping down as chairman (other than due to the election of a new chairman by the board of directors), W. Douglas Parker will serve as chairman until the election of a new chairman by the affirmative vote of the board of directors, which prior to the date that is the 18 month anniversary of December 9, 2013 will require the affirmative vote of at least 75% of the members of the board of directors, which must include at least one director who was designated as a director by US Airways Group. Mr. Horton will serve as chairman of the combined company until the earliest of (i) December 9, 2014, (ii) the day prior to the date of the first annual meeting of the stockholders of AAG (provided it does not occur prior to May 1, 2014), or (iii) the election of a new chairman by the affirmative vote of at least 75% of the members of the board of directors, which must include at least one director who was nominated as a director by AMR.

177 Berry survived the two-step merger as a wholly-owned subsidiary of Linn.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.2 billion (Stock only)	Office Depot, Inc.	OfficeMax Incorporated	Office Depot, Inc.	February 20, 2013	Yes [180]	55% - Office Depot 45% - OfficeMax	Yes	12 members 6 – Office Depot (50%)[181] 6 – OfficeMax (50%)[182]	Each of Neil Austrian, CEO and chairman of Office Depot, and Ravi Saligram, CEO and chairman of OfficeMax, will become Co-CEOs, co-chairpersons and co-lead outside directors of the combined company (unless a successor CEO is appointed prior to the consummation of the transaction) until the appointment of a new CEO.[183] Office Depot and OfficeMax will each designate one director for election as Co-Chairperson.	Yes, for chairman[184]	Dual headquarters.[185] Boca Raton, FL (Office Depot) Naperville, IL (OfficeMax)

178 19.8% premium over Berry's closing price per share on February 20, 2013 (the last trading day before the public announcement of the merger) and a 23.1% premium to the one month average price of Berry's shares on February 20, 2013.

179 LinnCo LLC is a publicly traded limited liability company whose sole assets are ownership units in Linn Energy. The Berry shareholders received units in LinnCo LLC, which in turn owns 34% of the units of Linn Energy. The percentage of LinnCo LLC owned by the Berry shareholders was not disclosed.

180 14.9% premium over OfficeMax's closing price per share on February 15, 2013.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/CEO	Headquarters
$1.6 Billion (Units and cash)[186]	Inergy Midstream LP	Crestwood Midstream Partners LP	Crestwood Midstream Partners LP[187]	May 6, 2013	Yes[188]	57.2% - Inergy Midstream[189] 38.1% - Crestwood Midstream[190] 4.7% Inergy, L.P.[191]	Yes	Initially, 8 members[192] 4 – Crestwood Midstream (50%) 4 – Inergy Midstream (50%) Crestwood Holdings LLC indirectly controls the general	Robert G. Phillips, Crestwood Midstream's chairman, president and CEO, will become chairman, president and CEO of the combined company. The chairman,	None	Houston, TX (Crestwood)

181 Includes Neil Austrian, former CEO and chairman of Office Depot and co-CEO of the combined company.

182 Includes Ravi Saligram, former CEO and chairman of OfficeMax and co-CEO of the combined company.

183 The merger agreement provided for the creation of a selection committee composed of equal numbers of Office Depot and OfficeMax independent directors as soon as practicable after the announcement of the transaction to recommend a new CEO candidate to the combined board. On November 12, 2013, the combined company announced the appointment of Roland C. Smith, who was associated with neither Office Depot or OfficeMax, as chairman and CEO of Office Depot, Inc. Both Neil Austrian and Ravi Saligram resigned from the company and Board.

184 If the successor CEO is one of the Co-CEOs or any former or current executive officer of either party, then the party whose CEO is appointed successor CEO will have the right to designate the chairperson and lead outside director from among its independent director designees. If the successor CEO is not a Co-CEO or any former or current executive officer of either party, then Office Depot would elect the lead outside director and chairperson from the date on which the successor CEO is appointed until the date halfway between such date and the four year anniversary of the closing of the merger, upon which time OfficeMax will appoint the lead outside director and chairperson until the four year anniversary of the closing of the merger.

185 The combined company had dual headquarters upon the consummation of transaction (and was to continue to have dual headquarters until a single headquarters was approved). On December 10, 2013, the combined entity announced that its sole headquarters would be Boca Raton, FL.

186 All unitholders of Crestwood Midstream Partners LP received 1.070 common units of Inergy Midstream LP per unit of Crestwood Midstream Partners LP. Additionally, unitholders of Crestwood Midstream Partners LP other than Crestwood Holdings LLC received $1.03 per unit of Crestwood Midstream Partners LP. The consideration consisted of approximately 98% stock and 2% cash.

187 Crestwood Midstream was initially merged with a subsidiary of Inergy Midstream. Following the initial merger, Crestwood Midstream was then merged with Inergy Midstream, with Inergy Midstream being the surviving entity. The entity was then renamed Crestwood Midstream Partners LP.

188 The total consideration to unitholders of Crestwood Midstream other than Crestwood Holdings LLC represented a 14% premium over Crestwood Midstream's closing unit price on May 3, 2013, (the last trading day preceding announcement of the transaction). The consideration of Inergy Midstream units represented a 5% premium on the 20-day volume weighted average price of the common units of Crestwood Midstream.

189 This includes the current public unitholders of Inergy Midstream, the current public unitholders of Inergy, L.P. and the current management of Inergy Midstream and Inergy, L.P.

190 This includes Crestwood Midstream unitholders and Crestwood Holdings and its affiliates.

191 This transaction took place through a series of transactions, which included the acquisition of the general partner of Inergy, L.P. by Crestwood Holdings LLC. Inergy, L.P. indirectly owns 100% of the general partner of combined company.

192 The board of directors which makes decisions for the combined company is the board of directors of the general partner of the combined company.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
								partner of the combined entity and, therefore, controls the composition of the board on a going forward basis.	CEO and president of Inergy Midstream will resign from those roles, but will continue to serve as a director of the combined company.		
$2.9 Billion (Common stock and cash)[193]	Fidelity National Financial, Inc. ("FNF")	Lender Processing Services, Inc. ("LPS")	Fidelity National Financial, Inc.[194]	May 28, 2013	Yes[195]	86% - FNF 14% - LPS	No	No change	No change	None	Jacksonville, FL (FNF[196])
$2.2 billion (Stock only)	Mid-America Apartment Communities, Inc. ("MAA")	Colonial Properties Trust ("CPT")	Mid-America Apartment Communities, Inc.	June 3, 2013	Yes[197]	56% - MAA 44% - CPT	No	12 members 7 – MAA (58%) 5 – CPT (42%)	H. Eric Bolton, Jr., CEO and chairman of MAA, will continue as CEO and chairman of the combined entity.	None	Memphis, TN (MAA)

193 Approximately 50% of the consideration was to be paid in cash and 50% of the consideration was to be paid in stock.

194 LPS will survive the transaction as a wholly owned subsidiary of FNF. At closing, FNF will combine its ServiceLink business with LPS in a new consolidated holding company, Black Knight Financial Services, Inc. ("Black Knight"). As part of the Black Knight transaction, Thomas H. Lee Partners, L.P. ("THLee") will make an investment in Black Knight Financial Services, Inc., resulting in FNF owning 81% and THLee 19% of Black Knight, respectively.

195 19% premium to the prior 30-day average closing prices and a 25% premium to the prior 60 day average closing price for Lender Processing Services, Inc.'s common stock through May 22, 2013, (the last trading day before the public announcement of the merger).

196 Both of the companies were headquartered in Jacksonville, FL.

197 10.7% premium on the closing share price of CPT shares on May 31, 2013 (the last trading day before the public announcement of the merger).

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.0 billion (Common stock, preferred stock and cash)[198]	American Realty Capital Properties, Inc. ("ARCP")	American Realty Capital Trust IV, Inc. ("ARCT IV")	American Realty Capital Properties, Inc.	July 2, 2013	Yes[199]	63% - ARCP 37% - ARCT IV[200]	No	No change[201]	No change	None	New York, NY (ARCP)
$2.3 billion (Common stock and cash)[202]	PacWest Bancorp	CapitalSource Inc.	PacWest Bancorp[203]	July 22, 2013	Yes[204]	45% - PacWest 55% - CapitalSource	No	13 members 8 – PacWest (62%) 5 – CapitalSource (38%)	Matt Wagner, CEO of PacWest, will continue as CEO of combined company. John Eggemeyer, chairman of PacWest, will continue as chairman of the combined company.	None	Los Angeles, CA (PacWest)

198 For each share of ARCT IV, ARCP issued (1) $9.00 in cash, (2) 0.5190 of a share of ARCP common stock, and (3) 0.5937 shares of ARCP Series F Cumulative Redeemable Preferred Stock for a fixed nominal consideration of $30.52. The consideration consisted of approximately 29% cash, 22% common stock and 49% Series F Cumulative Redeemable Preferred Stock.

199 The consideration represents a 22% share premium.

200 This assumes that 75% of the merger consideration is paid in the form of shares of ARCP common stock.

201 The board of directors of the combined company was to be unchanged from ARCP's board; however, following the death of an ARCP director, in October 2013, William G. Stanley, the lead independent director of ARCT IV prior to the closing of the merger, was nominated as an independent director of ARCP effective upon closing of the transaction.

202 CapitalSource shareholders will receive $2.47 in cash and 0.2837 shares of PacWest common stock for each share of CapitalSource common stock, for a total value of $11.64 based on the closing price of PacWest on July 19, 2013. The consideration consists of approximately 21% cash and 79% stock.

203 The combined subsidiary bank will be called Pacific Western Bank.

204 19% premium over ARCT IV's closing share price on July 19, 2013 (the last trading day before the public announcement of the merger).

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$14.2 billion (Stock only)[205]	Publicis Groupe SA	Omnicom Group Inc.	Publicis Omnicom Group N.V.	July 28, 2013	No	50.64% - Publicis 49.36% Omnicom	Yes	16 members[206] 8 – Omnicom[207] (50%) 8 – Publicis[208] (50%)	John D. Wren, the president and CEO of Omnicom, and Maurice Lévy, the CEO of Publicis, were to become Co-CEOs. The chairman of Omnicom was initially to be the chairman, and the chairperson of Publicis was to become the vice-chairperson. After the 2015 annual meeting, the vice-chairperson was to become the chairperson, and the chairman was to be the vice-chairman. The roles were to alternate annually until Maurice Lévy would have become the chairman.	30 months following the closing, John D. Wren, the president and CEO of Omnicom, was to become the sole CEO, and Maurice Lévy, the CEO of Publicis, was to become the sole chairman.	Dual headquarters. Paris, France (Publicis) New York, NY (Omnicom)

205 The merger agreement between Publicis and Omnicom was terminated on May 8, 2014.

206 Equal representation on the board of directors will be maintained until the later of (i) the 2019 annual shareholders meeting of combined company and (ii) modification of such governance structure by an affirmative vote of two-thirds of the entire board of directors.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$5.8 billion (Common stock and cash)[209]	Community Health Systems, Inc. ("CHS")	Health Management Associates, Inc. ("HMA")	Community Health Systems, Inc.[210]	July 30, 2013	Yes[211]	84% - CHS 16% - HMA	No	No change	No change	None	Franklin, TN (CHS)
$1.0 billion (Stock for stock)	Parkway Properties, Inc.	Thomas Properties Group Inc.	Parkway Properties, Inc.	September 5, 2013	Yes[212]	78.7% - Parkway 21.3% - Thomas Properties	No	10 members 9 – Parkway Properties (90%) 1- Thomas Properties (10%)	James A. Thomas, president and CEO of Thomas Properties, became chairman of Parkway's board of directors.	None	Orlando, FL (Parkway Properties)

207 This includes John D. Wren, the current President and CEO of Omnicom.

208 This includes Maurice Lévy, the current CEO of Publicis Groupe.

209 The consideration will consist of $10.50 per share in cash plus 0.06942 of shares of CHS common stock for each HMA share, for a total value of $13.78 per HMA share based on CHS's closing stock price on July 29, 2013. The consideration will consist of approximately 76% cash.

210 HMA will survive the merger as a wholly-owned subsidiary of CHS.

211 23% premium over the HMA's closing share price on May 24, 2013, the final day prior to the public announcement of the implementation of its shareholder rights plan.

212 9.8% premium over Thomas Properties' closing share price on September 4, 2013 (the last trading day before the public announcement of the merger).

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.9 billion (Common stock and cash)[213]	Umpqua Holdings Corporation	Sterling Financial Corp.	Umpqua Holdings Corporation	September 11, 2013	Yes[214]	51% - Umpqua 49% - Sterling	No	13 members 9 – Umpqua (69%) 4 – Sterling (31%)	Ray Davis, the Umpqua president and CEO, will continue as president and CEO of the combined company. Greg Seibly, the Sterling president and CEO, will become co-president with current Umpqua co-president (Cort O'Haver). Peggy Fowler, the Umpqua board chair, will continue as board chair of the combined company.	None	Portland, OR (Umpqua)

213 Sterling shareholders will receive 1.671 shares of Umpqua common stock and $2.18 cash for each share of Sterling common stock for a total value of $30.52, based on the closing price of Umpqua shares on September 11, 2013. The consideration will consist of approximately 7% cash and 93% stock.

214 15% premium over Sterling's September 11, 2013 closing stock price (the last trading day before the public announcement of the merger) and 16% premium over Sterling's 30-day average closing stock price.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$9.3 billion (Stock only)	Applied Materials Inc.	Tokyo Electron Ltd.	To be determined by the parties prior to the closing of the merger.[215]	September 24, 2013	Yes[216]	68% - Applied Materials 32% - Tokyo Electron	Yes	11 members[217] 5 – Applied Materials[218] 5 – Tokyo Electron[219] 1 –mutually agreed upon between Tokyo Electron and Applied Materials	Gary E. Dickerson, president and CEO of Applied Materials, will be the CEO of the combined company. Tetsuro Higashi, chairman, president and CEO of Tokyo Electron, will become chairman of the combined company. Michael R. Splinter, the executive chairman of Applied Materials and Tetsuo Tsuneishi, the vice chairman of Tokyo Electron, will become co-vice chairmen of the combined company.	None	Dual headquarters. Santa Clara, CA (Applied Materials) Tokyo, Japan (Tokyo Electron)

215 On July 7, 2014, Applied Materials and Tokyo Electron announced the new name of the combined company, which will be Eteris.

216 6% premium over Tokyo Electron's closing share price on September 23, 2013 (the last trading day before the public announcement of the merger).

217 The Nominating Committee of the combined company will initially be comprised of 3 non-executive directors (one selected by Applied Materials, one selected by Tokyo Electron and one jointly selected by Applied and Tokyo Electron). During the 5 year period following the closing of the transaction, the Nominating Committee will take into account and preserve the composition of the board and allocation among directors among Applied Materials and Tokyo Electron as of the closing of the merger.

218 Two of these members will be Michael R. Splinter, the Executive Chairman of Applied Materials, and Gary Dickerson, the President and CEO of Applied Materials.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$5.3 billion (units and cash)[220]	Regency Energy Partners L.P.	PVR Partners, L.P.	Regency Energy Partners LP	October 10, 2013	Yes[221]	62% - Regency[222] 38% - PVR	No	No change	No change	None	Dallas, TX (Regency)
$6.5 billion (Common stock and cash)[223]	American Realty Capital Properties, Inc. ("ARCP")	Cole Real Estate Investments, Inc.	American Realty Capital Properties, Inc.	October 23, 2013	Yes[224]	60% - ARCP[225] 40% - Cole Real Estate	No	9 members[226] 7 – ARCP (78%) 2 – Cole (22%)	Nicholas S. Schorsch, founder and chairman of ARCP, will be executive chairman and interim CEO of the combined company, pending completion of search for new CEO.	None	New York, NY (ARCP)

219 Two of these members will include Tetsuro Higashi, the chairman, CEO and President of Tokyo Electron Ltd. and Tetsuo Tsuneishi, the Vice Chairman of Tokyo Electron Ltd.

220 PVR unitholders will receive 1.020 common units of Regency for each PVR unit held and a one-time cash payment at closing of the merger of approximately $40 million in the aggregate. The merger consideration will consist of approximately 1% cash and 99% stock.

221 25.7% premium on the closing price of PVR's common units on October 9, 2013 (the last trading day before the public announcement of the merger) and a 24.8% premium to the volume weighted average closing price of PVR's common units for the 10 trading days ending October 9, 2013.

222 This includes a 1.6% general partner interest held by Regency GP LP, the general partner of Regency.

223 Cole stockholders may elect to receive 1.0929 shares of ARCP common stock or $13.82 cash per share. In the event elections of cash payments exceed 20% of Cole's outstanding shares, the elections will be prorated. The consideration is valued at $14.59 per share of Cole common stock based on ARCP's closing price on October 22, 2013 and a fixed exchange ratio of 1.0929. At least 80% of the merger consideration will consist of common stock.

224 13.8% premium on Cole's closing share price of $12.82 on October 22, 2013 (the last trading day before the public announcement of the merger).

225 This assumes 80% of the merger consideration is paid in the form of shares of ARCP common stock. If no cash elections are made, ARCP stockholders would hold approximately 35% and Cole stockholders will hold 65% of the combined company's common stock.

226 Two of Cole's existing independent directors will become additional independent directors of ARCP, subject to approval by the current ARCP board.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.3 billion (Stock and cash)[227]	Essex Property Trust, Inc.	BRE Properties, Inc.	Essex Property Trust, Inc.	December 19, 2013	Yes[228]	63% - Essex 37% - BRE	No	13 members 10 – Essex (76.9%) 3 – BRE (23.1%)	No change	None	Palo Alto, CA (Essex)
$2.4 billion (Stock for stock)[229]	Martin Marietta Materials, Inc.	Texas Industries, Inc.	Martin Marietta Materials, Inc.	January 28, 2014	Yes[230]	69% - Martin Marietta 31% - Texas Industries	No	10 members 9 – Martin Marietta (90%) 1 – Jointly selected by Martin Marietta and Texas Industries (10%)	No change	None	Raleigh, NC (Martin Marietta)
$45.8 billion (Stock for stock)[231]	Comcast Corporation	Time Warner Cable Inc. ("TWC")	Comcast Corporation[232] ("Comcast")	February 13, 2014	Yes[233]	76% - Comcast 24% - TWC[234]	No	No change	No change	None	Philadelphia (Comcast)

227 Each BRE common share will be converted into 0.2971 shares of Essex common stock plus $12.33 in cash, for a total value of $56.21 per BRE share based on the closing stock price for Essex on December 18, 2013. The merger consideration will consist of approximately 22% cash.

228 .5% premium based on the closing price of BRE shares on December 18, 2013 (the last trading day before the public announcement of the merger).

229 For each share of Texas Industries, Texas Industries stockholders will receive 0.700 shares of Martin Marietta common stock.

230 15% premium based on the closing stock prices of both companies on December 12, 2013, the last trading day prior to market speculation of a potential transaction.

231 Each TWC share will be exchanged for 2.875 shares of Comcast Class A common stock, for a value of approximately $158.82 per share based on the closing price of Comcast shares on February 12, 2014.

232 TWC will survive as a wholly-owned subsidiary of Comcast.

233 18% premium to TWC's closing price on February 12, 2014, the last trading day prior to the announcement of the transaction.

234 The Comcast Class A common stock received by TWC stockholders will represent 24% of the outstanding shares of Comcast common stock and approximately 18% of the combined voting power of Comcast common stock.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$25.6 billion (Stock and cash)[235]	Actavis plc	Forest Laboratories Inc.	Actavis plc	February 18, 2014	Yes[236]	65% - Actavis 35% -Forest	No	14 members 11 – Actavis (79%) 3 – Forest (21%)	Brent Saunders, the former CEO and President of Forest, became the CEO of Actavis. Paul Bisaro, the former chairman and CEO of Actavis, continued as chairman of Actavis.	None	Dublin (Actavis)
$2.8 billion (Stock for stock)[237]	Brookdale Senior Living, Inc.	Emeritus Corporation	Brookdale Senior Living, Inc.	February 20, 2014	Yes[238]	73.1% - Brookdale 26.9% - Emeritus	No	8 members 7 – Brookdale (87.5%) 1 – Emeritus (12.5%)	Andy Smith, CEO of Brookdale, will serve as CEO of the combined company.	None	Nashville, TN (Brookdale)

235 Each Forest stockholder may elect to receive either (i) $26.04 in cash and 0.3306 Actavis shares, (ii) $86.81 in cash or (iii) 0.4723 Actavis shares for each share of Forest common stock, subject to proration.

236 25% premium to Forest's closing price on February 14, 2014, the last trading day before the announcement of the transaction.

237 Each share of Emeritus will be converted into 0.95 of a share of Brookdale.

238 32% premium to Emeritus' closing price on February 19, 2014, the last trading day before the announcement of the transaction.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.6 billion (Stock for stock)[239]	RF Micro Devices, Inc. ("RFMD")	TriQuint Semiconductor, Inc. ("TriQuint")	Qorvo, Inc.	February 24, 2014	Yes[240]	50% - RFMD 50% - TriQuint	Yes	10 members 5 – RFMD (50%) 5 – TriQuint (50%)	Bob Bruggeworth, CEO of RFMD, will serve as CEO of the combined entity. Ralph Quinsey, CEO of TriQuint, will serve as the non-executive chairman of the combined entity.	None	Dual Headquarters Greensboro, NC and Hillsboro, OR
$1.6 billion (Stock and cash)[241]	Energy XXI (Bermuda) Limited ("Energy XXI")	EPL Oil & Gas Inc. ("EPL")	Energy XXI (Bermuda) Limited	March 12, 2014	Yes[242]	77% - Energy XXI 23% - EPL	No	9 members 8 – Energy XXI (89%) 1 – EPL (11%)	John Schiller, Energy XXI chairman and CEO, will become the CEO and chairman of the combined company.	None	Houston, TX (Both)

239 Each share of TriQuint will be converted into 1.675 shares of the combined company and each share of RFMD will be converted into one share of the combined company.

240 5.4% premium to TriQuint's closing price on February 21, 2014, the last trading day prior to the announcement of the transaction.

241 For each share of EPL, EPL stockholders will receive either (i) $39.00 in cash, (ii) 1.669 common shares of Energy XXI or (iii) $25.35 in cash plus 0.584 common shares of Energy XXI per EPL share at their election, subject to proration.

242 34% premium to EPL's closing price on March 11, 2014, the last trading day before the announcement of the transaction.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.5 billion (Stock and cash)[243]	Media General Inc.	LIN Media LLC	Media General, Inc.	March 21, 2014	Yes[244]	64% - Media General 36% - LIN	No	11 members 7 – Media General (64%) 4 – LIN (36%)	Vincent L. Sadusky, president and CEO of LIN, will become the President and CEO of the combined company. J. Stewart Bryan III, the chairman of Media General, will continue as the chairman of the combined company.	None	Richmond, VA (Both)
$5.7 billion (Stock and cash)[245]	Mallinckrodt plc	Questcor Pharmaceuticals Inc.	Mallinckrodt plc	April 7, 2014	Yes[246]	50.5% - Mallinckrodt 49.5% - Questcor	No	12 members 9 – Mallinckrodt (75%) 3 – Questcor (25%)	No change	None	Dublin (Mallinckrodt)

243 For each share of LIN, LIN stockholders will receive either (i) $27.82 in cash or (ii) 1.5762 shares of the combined company at their election, subject to proration. Media General stockholders will receive one share of the combined company for each share of Media General.

244 28% premium to LIN's trailing 20-day volume weighted average price on March 19, 2014, the last trading day before the announcement of the transaction.

245 For each share of Questcor, Questcor stockholders received $30.00 in cash and 0.897 shares of Mallinckrodt for each share of Questcor common stock for a total value of approximately $86.10 based on the stock price of Mallinckrodt on April 4, 2014.

246 27% premium to Questcor's closing price on April 4, 2014, the last trading day prior to the announcement of the transaction.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$1.7 billion (Units and cash)[247]	Energy Transfer Partners L.P. ("ETP")	Susser Holdings Corporation ("Susser")	Energy Transfer Partners L.P.	April 28, 2014	Yes[248]	95,4% - ETP 4.6% - Susser[249]	No	No change	Kelcy L. Warren of ETP will continue as CEO and chairman of the board of directors. Bob Owens, president and CEO of Sunoco, Inc., will serve as CEO of Susser Petroleum Partners L.P. and will report to Kelcy Warren, CEO of Energy Transfer. Sam Susser, chairman of Susser Holdings, will continue as chairman of Susser Petroleum Partners, L.P.	None	Dallas, TX (ETP)[250]

247 Susser stockholders have the right to elect either (i) a combination of $40.125 in cash and 0.7253 common units of ETP, (ii) $80.25 in cash or (iii) 1.4506 common units of ETP, for each share of Susser held; subject to proration to ensure that the aggregate amount of cash paid and common units issued equals approximately 50% of the aggregate merger consideration.

248 41% premium to Susser's closing price on April 25, 2014, the last trading day before the public announcement of the transaction.

249 Susser's stockholders hold approximately 15.8 million common units of ETP, which is 4.6% of 325,444,109, the number of outstanding common units reported in ETP's 10-Q filed on August 7, 2014 (the last filing prior to the closing), plus the 15.8 million shares issued in connection with the transaction.

250 Susser Petroleum Partners, L.P. will continue to be headquartered in Houston, Texas.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$9.8 billion (Stock for stock)[251]	Alliant Techsystems Inc. ("ATK")	Orbital Sciences Corporation	Orbital ATK, Inc.	April 29, 2014	No[252]	53.8% - ATK 46.2% - Orbital	Yes	16 members 9 – Orbital (56%) 7 – ATK (44%)	Gen. Ronald R. Fogleman, chairman of ATK's board, will continue as the chairman of the combined company. David W. Thompson, CEO of Orbital, will be President and CEO of the combined company.	None	Dulles, VA (Orbital)
$49.6 billion (Stock and cash)[253]	AT&T Inc.	DIRECTV	AT&T Inc.	May 18, 2014	Yes[254]	84.4-85.7% - AT&T 14.3-15.6% - DIRECTV	No	No change	No change	None	Dallas, TX[255] (AT&T)
$1.9 billion (Stock and cash)[256]	Ventas Inc.	American Realty Capital Healthcare Trust, Inc.	Ventas Inc.	June 2, 2014	Yes[257]	92% - Ventas 8%[258] - American Realty Capital	No	No change	No change	None	Chicago, IL (Ventas)

251 For each share of Orbital, Orbital stockholders will have the right to receive 0.449 of a share of ATK common stock. ATK stockholders will continue to hold their shares of ATK common stock.

252 No premium was disclosed. In the S-4, the parties noted that the value of the consideration could not be determined prior to the effective time of the merger as prior to the consummation of the merger, ATK will consummate a spin-off of certain assets.

253 For each share of DIRECTV, DIRECTV stockholders will receive a fixed value of $95 comprised of $28.50 per share in cash and AT&T shares, subject to a collar mechanism on the stock portion of the consideration.

254 30% premium to DIRECTV's closing price on March 25, 2014, the last trading day prior to the Bloomberg article speculating on DISH to approach DirecTV.

255 DIRECTV will be headquartered in El Segundo, CA.

256 For each share of American Realty Capital, American Realty Capital stockholders may elect to receive either (i) $11.33 in cash or (ii) 0.1688 shares of Ventas, subject to proration if the cash election exceeds 10% of the shares of American Realty Capital common stock issued and outstanding as of immediately prior to the consummation of the merger.

257 14% premium to American Realty Capital's closing price on May 30, 2014, the last trading day prior to the announcement of the transaction.

258 This assumes a 10% cash election.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$7.3 billion (Stock and cash)[259]	Level 3 Communications, Inc.	tw telecom, Inc.	Level 3 Communications, Inc.	June 16, 2014	Yes[260]	71% - Level 3 29% - tw	No	12 members 9 – Level 3 (75%) 3 – tw (25%)	No change	None	Broomfield, CO (Level 3)
$9.0 billion (Stock and cash)[261]	Wisconsin Energy Corporation	Integrys Energy Group Inc.	WEC Energy Group, Inc.	June 23, 2014	Yes[262]	72% - Wisconsin Energy 28% - Integrys	No	12 members 9 – Wisconsin Energy (75%) 3 – Integrys (25%)	Gale Klappa, chairman and CEO of Wisconsin Energy, will continue as chairman and CEO of the combined company.	None	Milwaukee, WI[263] (Wisconsin Energy)
$4.1 billion (Stock and cash)[264]	AECOM Technology Corporation	URS Corporation	AECOM Technology Corporation	July 13, 2014	Yes[265]	65% - AECOM 35% - URS	No	13 members 11 – AECOM (85%) 2 – URS (15%)	Michael S. Burke, president and CEO of AECOM, will be CEO of the combined entity. John M. Dionisio, chairman of AECOM's board, will be the chairman of the combined company.	None	Los Angeles, CA[266] (AECOM)

259 For each share of tw, tw stockholders will receive a combination of $10.00 in cash and 0.7 shares of Level 3 common stock, valued at $40.86 per share based on market close as of June 13, 2014. The consideration will be comprised of 76% stock and 24% cash.

260 12% premium to tw's closing price on June 13, 2014, the last trading day prior to the announcement of the transaction.

261 Integrys stockholders will receive a combination of 1.128 Wisconsin Energy common shares and $18.58 in cash per Integrys share, for a total value of $71.47 per share as of June 20, 2014, the last trading day before the announcement of the transaction. The consideration is comprised of 74% stock and 26% cash.

262 17.3% premium to Integrys' closing price on June 20, 2014, the last trading day prior to the announcement of the transaction.

263 The company will have operating headquarters in Chicago (where Integrys is headquartered), Green Bay, and Milwaukee.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$25.0 billion (Stock and cash)[267]	Reynolds American Inc.	Lorillard, Inc.	Reynolds American Inc.	July 15, 2014	Yes[268]	85% - Reynolds 15% - Lorillard	No	13 members 12 – Reynolds (92%) 1 – Lorillard (8%)	Susan Cameron, president and CEO of Reynolds, will be the CEO of the combined company. Tom Wajnert, chairman of Reynolds, will continue as non-executive chairman of the combined company.	None	Winston-Salem, NC (Reynolds)

264 Stockholders of URS Corporation received $53.91 in cash or 1.8879 shares of AECOM common stock per share of URS stock at the stockholders' election. The aggregate consideration to be paid will be equal to $2,257,950,321 in cash and 50,222,289 shares of AECOM common stock (assuming 68,422,737 shares of Target common stock are outstanding immediately prior to the closing). Elections are subject to proration if the amount of cash to be paid is greater or less than $2,257,950,321 once elections have been made.

265 19% premium over the trailing 30-day average closing price of URS shares ended July 11, 2014, the last trading day prior to the announcement of the transaction.

266 AECOM will maintain a key operational presence in San Francisco, where URS is headquartered.

267 For each share of Lorillard, Lorillard stockholders will receive $50.50 in cash and 0.2909 of a share of Reynolds stock, for a total value of $68.88 per share as of July 14, 2014, the last trading day prior to the announcement of the transaction.

268 40.4% premium to the stock price on February 28, 2014, the last trading day prior to initial media speculation around a possible transaction.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$6.2 billion (Stock and cash)[269]	Albemarle Corp.	Rockwood Holdings, Inc.	Albemarle Corp.	July 15, 2014	Yes[270]	70% - Albemarle 30% - Rockwood	No	11 members 8 – Albemarle (72%) 3 – Rockwood (28%)	Luke Kissam, CEO and president of Albemarle, will continue as CEO of the combined company. Jim Nokes, chairman of Albemarle, will be the non-executive chairman of the combined company.	None	Baton Rouge, LA (Albemarle)
$6.5 billion (Stock and cash)[271]	GTECH S.P.A.	International Game Technology (“IGT”)	GTECH plc	July 16, 2014	Yes[272]	80% - GTECH 20% - IGT	No	13 directors 8 – GTECH (61.5%) 5 – IGT (38.4%)	Marco Sala, CEO of GTECH, will continue as CEO of the combined company.	None	United Kingdom[273]

269 Each share of Rockwood common stock will be exchanged for $50.65 in cash plus 0.4803 of a share of Albemarle common stock, for a total value of $85.53 per share as of July 14, 2014, the last trading day prior to the announcement of the transaction.

270 13% premium based on the closing price on July 14, 2014, the last trading day before the announcement of the transaction.

271 For each share of IGT, IGT stockholders will receive a fixed value of $18.25 in stock and cash. The stock component will be subject to a collar mechanism and will be determined by a floating exchange ratio calculated by dividing $4.56 by GTECH’s recent average share price, such ratio not to be below 0.1582 or above 0.1819. The cash component will equal $13.69 less the per share amount of a special dividend to be paid, subject to increase if the floating exchange ratio would have been above 0.1819. Each GTECH share will be exchanged for one share of the combined company.

272 46% premium to IGT’s closing price on June 6, 2014, the last trading day prior to initial reports that IGT was exploring a potential sale.

273 Operating headquarters will be maintained in each of Las Vegas (IGT), Providence (GTECH World Headquarters) and Rome (GTECH Registered Office).

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3 billion (unit for unit exchange)[274]	BreitBurn Energy Partners L.P. ("BBEP")	QR Energy LP	Breitburn Energy Partners LP[275]	July 24, 2014	Yes[276]	63% - BBEP 37% - QR Energy	No	7 members 6 – BBEP (85.7%) 1 – QR Energy (14.3%)	No change	None	Los Angeles, CA (BBEP)
$8.5 billion (Stock and cash)[277]	Dollar Tree Store, Inc.	Family Dollar Stores, Inc.	Dollar Tree Store, Inc.[278]	July 28, 2014	Yes[279]	Dollar Tree – 85.6%-87.9% Family Dollar – 12.1% - 14.4%	No	12 members[280] 11 – Dollar Tree (91.7%) 1 – Family Dollar (8.3%)	Bob Sasser, CEO of Dollar Tree, will continue as CEO of the combined company.[281]	None	Chesapeake, VA (Dollar Tree)
$3.1 billion (Stock for stock)[282]	Zillow Inc.	Trulia Inc.	Zillow Inc.	July 28, 2014	Yes[283]	67% - Zillow 33% - Trulia	No	10 members 8 – Zillow (80%) 2 – Trulia (20%)	Spencer Rascoff, CEO of Zillow, will continue as CEO of the combined company.[284]	None	Seattle, WA (Zillow)

274 For each unit of QR Energy, QR Energy unitholders will receive 0.9856 of a BBEP unit.

275 QR Energy will continue as a wholly-owned subsidiary of BBEP.

276 19% premium to QR Energy's closing price on July 23, 2014, the last trading day before the deal was announced.

277 For each share of Family Dollar, Family Dollar stockholders will receive a fixed value of $74.50 per share comprised of $59.60 in cash plus the equivalent of $14.90 in Dollar Tree shares, subject to a collar mechanism for the share component of the consideration.

278 Family Dollar will survive the merger as a wholly-owned subsidiary of Dollar Tree.

279 22.8% premium over Family Dollar's closing price as of July 25, 2014, the last trading day prior to the announcement of the transaction.

280 The current board of Dollar Tree has 11 members. At the time of the merger, Family Dollar's CEO will be appointed to the board of directors.

281 Howard Levine, the chairman and CEO of Family Dollar, will become the CEO of the wholly-owned subsidiary and report to Bob Sasser.

282 For each share of Trulia, Trulia stockholders will receive 0.444 shares of Class A common stock of Zillow. Holders of Zillow Class A common stock will receive one share of the combined entity's Class A common stock per share of Class A common stock and holders of Zillow Class B common stock will receive one share of the combined company's Class B common stock per share of Class B common stock.

283 25% premium to Trulia's closing price on July 25, 2014, the last trading day prior to the announcement of the transaction.

284 The Trulia CEO will remain the CEO of Trulia and will report to Spencer Rascoff.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$2.4 billion (Stock and cash)[285]	Select Income REIT	Cole Corporate Income Trust Inc.	Select Income REIT	September 2, 2014	Yes[286]	68% [287]- Select Income 32% - Cole	No	No change	No change	None	Newton, MA (Select Income)
$2.6 billion (Stock and cash)[288]	Alliance Data Systems Corp. ("ADS")	Conversant, Inc.	Alliance Data Systems Corp.	September 11, 2014	Yes[289]	93% - ADS 7% - Conversant	No	No change	No change	None	Plano, TX (ADS)
$4.3 billion (Stock and cash)[290]	Washington Prime Group Inc.	Glimcher Realty Trust	WP Glimcher	September 16, 2014	Yes[291]	86% - Washington Prime 14% - Glimcher	No	9 members 7 – Washington Prime (78%) 2 – Glimcher (22%)	Mark S. Ordan, CEO of Washington Prime, will serve as executive chairman. Michael P. Glimcher, CEO of Glimcher, will be the CEO and vice chairman of the combined company.[292]	None	Columbus, OH (Glimcher)

285 For each share of Cole, Cole stockholders have the right to elect to receive either (i) $10.50 in cash or (ii) 0.36 shares of Select Income common stock with neither the cash nor the stock consideration exceeding over 60% of the total consideration.

286 3.8% premium over Cole's original issue price of $10.00 per share based on the 60-day volume weighted average price as of September 2, 2014.

287 Pro forma ownership assumes 60% of Cole stockholders elect cash consideration.

288 For each share of Conversant, Conversant stockholders will receive a fixed value of $35. Conversant stockholders will have the right to elect to receive such fixed value in all cash or all stock of ADS or a mix of cash and stock of the combined company. The all cash and all stock elections are subject to proration. The stock portion of the consideration is subject to a collar mechanism.

289 34% premium to the 30 day average closing price of Conversant's stock.

290 For each share of Glimcher, Glimcher stockholders will receive $10.40 in cash and 0.1989 of a share of Washington Prime stock for a total of $14.20 per share, based on the ten day volume weighted average stock price of Washington Prime common stock prior to the announcement.

291 33% premium based on the closing prices of the companies on September 15, 2014, the last trading day prior to the announcement of the transaction.

292 Mr. Glimcher will report to Mr. Ordan.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$3.8 billion (Stock and cash)[293]	Becton Dickinson and Company ("BD")	CareFusion Corp.	Becton Dickinson and Company[294]	October 5, 2014	Yes[295]	92% - BD 8% - CareFusion	No	No change	No change	None	Franklin Lakes, NJ[296] (BD)
$2.6 billion (Stock and cash)[297]	Endo International plc	Auxilium Pharmaceuticals Inc.	Endo International plc[298]	October 9, 2014	Yes[299]	88% - Endo 12% - Auxilium[300]	No	No change	No change	None	Dublin, PA (Endo)
$1.8 billion (Stock and cash)[301]	Kindred Healthcare Inc.	Gentiva Health Services, Inc.	Kindred Healthcare Inc.	October 9, 2014	Yes[302]	88% - Kindred 12% - Gentiva	No	No change	Benjamin A. Breier, president and CEO of Kindred, will be the CEO of the combined company.	None	Louisville, KY[303] (Kindred)
$1.6 billion (Stock and cash)[304]	Targa Resources Corp.	Atlas Energy L.P.	Targa Resources Corp.[305]	October 13, 2014	No[306]	80% - Targa 20% - Atlas	No	No change	No change	None	Houston, TX (Targa)

293 For each share of CareFusion, CareFusion stockholders will receive $49.00 in cash plus 0.0777 of a share of BD stock, for a total of $58.00 per share based on BD's closing price on October 3, 2014.

294 CareFusion will survive the merger as a wholly-owned subsidiary of BD.

295 26% premium to CareFusion's closing price on October 3, 2014, the last trading day prior to the announcement of the transaction.

296 The company will maintain a strong presence in San Diego, CA, where CareFusion is headquartered.

297 For each share of Auxilium, Auxilium stockholders may elect one of the following: (i) 0.488 of an Endo share, (ii) $33.25 in cash, or (iii) a combination of $16.625 in cash and 0.244 of an Endo share, all subject to proration. The total cash consideration will not exceed 50% of the total equity value and the equity consideration will not exceed 75% of the total equity value.

298 Auxilium will survive the merger and become an indirect wholly owned subsidiary of Endo.

299 55% premium to Auxilium's closing price on September 16, 2014, the day Endo made public its proposal for Auxilium.

300 This is based on the number of shares of Endo outstanding on December 23, 2014, the last practicable day prior to the mailing of the proxy statement. Shares issued to Auxilium stockholders will not exceed 18,610,000 shares of Endo. On December 23, 2014, there were 153,879,386 shares of Endo outstanding.

301 For each share of Gentiva, Gentiva stockholders will receive $14.50 in cash and 0.257 shares of Kindred common stock, for a total value of $19.50 per share as of October 8, 2014, the last trading day for the transaction was announced.

302 16.8% premium to Gentiva's closing price on October 8, 2014, the last trading day before the transaction was announced.

303 The company will maintain a significant, regional presence in Atlanta, GA where Gentiva is headquartered.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$6.9 billion (Stock and cash)[307]	Targa Resources Partners LP	Atlas Pipeline Partners LP	Targa Resources Partners LP	October 13, 2014	Yes[308]	66% - Targa Resources Partners 34% - Atlas Pipeline Partners	No	No change	No change	None	Houston, TX (Targa)
$1.9 billion (Stock for stock)[309]	Omega Healthcare Investors, Inc.	Aviv REIT Inc.	Omega Healthcare Investors, Inc.	October 31, 2014	Yes[310]	70% - Omega 30% - Aviv	No	11 members 8 – Omega (73%) 3 – Aviv (27%)	Taylor Pickett, CEO of Omega, will continue as CEO of the combined company.	None	Hunt Valley, MD (Omega)
$6.0 billion (Stock and cash)[311]	Laboratory Corporation of America Holdings ("LabCorp")	Covance Inc.	Laboratory Corporation of America Holdings	November 3, 2014	Yes[312]	15.5% - Covance 84.5% - LabCorp	No	Not specified	Dave King, chairman and CEO of LabCorp, will continue as chairman and CEO of the combined company.	None	Burlington, NC[313] (LabCorp)

304 For each common unit of Atlas Energy, each holder of Atlas Energy common units will have the right to receive 0.1809 of a share of Targa Resources common stock and $9.12 in cash for a total of $31.13 per share based on the closing stock price of Targa Resources Corp. on October 10, 2014.

305 Atlas Energy will survive the merger as a wholly owned subsidiary of Targa Resources.

306 -4% premium to Atlas Energy's closing price on October 10, 2014, the last trading day prior to the announcement of the merger.

307 For each unit of Atlas Pipeline, Atlas Pipeline unitholders will receive a fixed ratio of 0.5846 units of Targa plus $1.26 in cash, for a total value of $38.66 per unit based on the closing price for Atlas Pipeline on October 10, 2014.

308 15% premium to Atlas Pipeline's closing unit price on October 10, 2014, the last trading day prior to the announcement of the transaction.

309 For each share of Aviv, Aviv stockholders will receive a fixed exchange ratio of 0.90 Omega shares, which was valued at $34.97 per share based on the closing price for Omega on October 30, 2014, the day prior to the announcement of the transaction.

310 16.2% premium over Aviv's closing price on October 30, 2014, the last trading day before the transaction was announced.

311 For each share of Covance, Covance stockholders will receive $75.76 in cash and 0.2686 of a share of LabCorp for a total value of $105.12, as of October 31, 2014, the last trading day prior to the announcement of the transaction.

312 32% premium to Covance's closing price on October 31, 2014, the last trading day prior to the announcement of the transaction.

313 Covance division headquarters will remain in Princeton, NJ, where Covance is headquartered.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.1 billion (unit for unit exchange)[314]	Enterprise Products Partners L.P.	Oiltanking Partners L.P.	Enterprise Products Partners L.P.[315]	November 12, 2014[316]	Yes[317]	66% - Enterprise 44% - Oiltanking Partners	No	No change	No change	None	Houston, TX (Enterprise)
$2.5 billion (Stock and cash)[318]	BB&T Corporation	Susquehanna Bancshares Inc.	BB&T Corporation	November 12, 2014	Yes[319]	Not specified	No	Two Susquehanna members will join the BB&T board.	No change	None	Winston-Salem, NC (BB&T)
$34 billion (Stock and cash)[320]	Halliburton Company	Baker Hughes Incorporated	Halliburton Company	November 17, 2014	Yes[321]	64% - Halliburton 36% - Baker Hughes	No	15 members 12 – Halliburton (80%) 3 – Baker Hughes (20%)	Dave Lesar, Chairman and CEO of Halliburton, will continue as Chairman and CEO of the combined Company.	None	Houston, TX (Both)

314 For each Oiltanking Partners common unit, unitholders of Oiltanking Partners will receive 1.3 Enterprise common units. Westlaw Business calculated the transaction value by using Enterprise's closing price on November 11, 2014, the last trading day prior to the announcement that a merger agreement had been entered into.

315 Oiltanking will survive as a wholly-owned subsidiary of Enterprise.

316 This transaction followed the acquisition by Enterprise Products Partners L.P. on October 1, 2014 of the general partner and related incentive distribution rights in Oiltanking Partners, L.P. held by Oiltanking Holding Americas, Inc.

317 5.6% premium to Oiltanking Patners' closing unit price on September 30, 2014, the last trading day before the merger was proposed.

318 For each share of Susquehanna, Susquehanna stockholders will receive 0.253 shares of BB&T common stock and $4.05 in cash for a total of $13.50 per share based on the closing price of BB&T over the 45 trading days ending November 10, 2014.

319 36% premium to Susquehanna's closing price on November 11, 2014, the last trading day before the announcement of the transaction.

320 For each share of Baker Hughes, Baker Hughes stockholders will receive 1.12 Halliburton shares and $19.00 in cash.

321 40.8% premium to Baker Hughes' closing price on October 10, 2014, the last trading day prior to Halliburton's initial offer to Baker Hughes.

Simpson Thacher

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$67.4 billion (Stock and cash)[322]	Actavis plc	Allergan Inc.	Actavis plc	November 17, 2014	Yes[323]	Not specified	No	16 members[324] 14 – Actavis (87.5%) 2 – Allergan (12.5%)	Brent Saunders, CEO and president of Actavis, will become the CEO of the combined company. Paul Bisaro, executive chairman of Actavis, will continue as executive chairman.	None	Dublin (Actavis)
$1.6 billion (Stock for stock)[325]	Cypress Semiconductor Corp.	Spansion Inc.	Cypress Semiconductor Corporation	December 1, 2014	No	50% - Spansion 50% - Cypress	Yes	8 members 4- Cypress (50%) 4 – Spansion (50%)	T.J. Rodgers, CEO of Cypress, will continue as CEO of the c ombined company. Ray Bingham, the chairman of Spansion, will continue as the non-executive chairman of the combined company.	None	San Jose, CA (Both)

322 For each share of Allergan, Allergan stockholders will receive $129.22 in cash and 0.3683 of a share of Actavis for a total value of $219 per share in cash and Actavis shares based on the closing price of Actavis shares on November 14, 2014, the last trading day prior to the announcement of the transaction.

323 Approximately 54% premium to Allergan's price prior to takeover efforts by Valeant Pharmaceuticals and Pershing Square Capital Management began.

324 This assumes expansion of the Actavis board of directors to accommodate two members of the Allergan board who will join the Actavis board in connection with the transaction.The Actavis board currently has 14 members who serve until their successors are duly elected and qualify.

325 For each share of Spansion, Spansion stockholders will receive 2.457 Cypress shares.

Size[1]	Acquirer	Target	Name of Combined Entity	Date Announced	Premium Paid	Approximate Percentage Ownership of Combined Entity	Described by Parties as an MOE	Composition of Board of Directors	Chairman/CEO	Succession Provision for Chairman/ CEO	Headquarters
$4.3 billion (Stock and cash)[326]	NextEra Energy, Inc.	Hawaiian Electric Industries, Inc.	NextEra Energy, Inc.	December 3, 2014	Yes[327]	Not specified	No	Not specified	Not specified	None	Juno Beach, FL (NextEra Energy) Honolulu, HI (Hawaiian Electric)

326 For each share of Hawaiian Electric, Hawaiian Electric stockholders will receive 0.2413 shares of NextEra Energy plus a one-time special cash dividend payment of $0.50 per share plus shares of ASB Hawaii, Hawaiian Electric's banking subsidiary, valued at $8.00 through a spinoff transaction for a combined value of approximately $33.50 per share of Hawaiian Electric based on the volume-weighted average stock price for the 20 trading days ended December 2, 2014.

327 21% premium to Hawaiian Electric's trailing 20-day volume-weighted average price as of the close on December 2, 2014, the last trading day before the announcement of the transaction.