

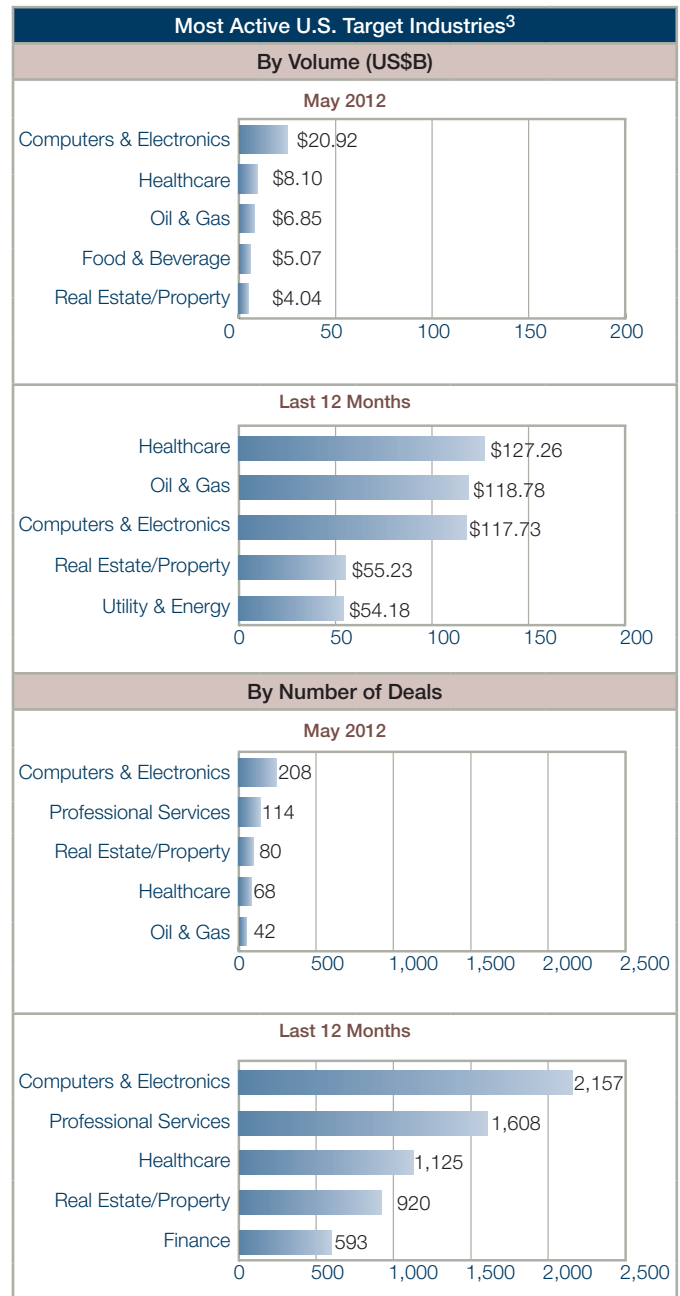
## M&A Activity

Figure 1

May 2012	Global	+/- From Prior Month	U.S.	+/- From Prior Month
<b>Total</b>				
Volume (US\$B)	224.44	36.61	77.93	7.13
No. of deals	3,154	(105)	872	(46)
Avg. value of deals (US\$mil)	148.3	25.6	204.6	6.8
Avg. deal multiple <sup>1</sup>	11.1x	0.1	13.2x	2.1
<b>Strategic Transactions</b>				
Volume (US\$B)	182.70	20.16	50.36	(9.02)
No. of deals	2,883	(94)	760	(27)
Avg. value of deals (US\$mil)	132.1	18.7	153.5	(33.8)
Avg. deal multiple <sup>1</sup>	11.1x	0.2	14.1x	2.7
<b>Sponsor-Related Transactions</b>				
Volume (US\$B)	41.74	16.45	27.57	16.14
No. of deals	271	(11)	112	(19)
Avg. value of deals (US\$mil)	321.1	60.3	520.2	241.5
Avg. deal multiple <sup>1</sup>	10.5x	(0.5)	11.1x	0.6
<b>Crossborder Transactions<sup>2</sup></b>				
Volume (US\$B)	80.96	3.61	Inbound 20.25 Outbound 18.21	Inbound (0.59) Outbound 4.30
No. of deals	751	(63)	Inbound 123 Outbound 162	Inbound (3) Outbound 6
Avg. value of deals (US\$mil)	220.0	7.5	Inbound 355.2 Outbound 271.7	Inbound (23.7) Outbound 18.9
Avg. deal multiple <sup>1</sup>	10.7x	(0.2)	Inbound 12.1x Outbound 10.7x	Inbound 6.5 Outbound (0.8)

Figures 1 and 2 were compiled using data from Dealogic, and are for the broader M&A market, including mergers of any value involving public and/or private entities. Figures 3 and 4 were compiled using data from FactSet Mergers, and are limited to mergers involving public U.S. targets announced during the period indicated and valued at \$100 million or higher regardless of whether a definitive merger agreement was reached and filed. All data is as of June 11-13, 2012 unless otherwise specified. "Last 12 Months" data is for the period from June 2011 to May 2012 inclusive. Data obtained from Dealogic and FactSet Mergers has not been reviewed for accuracy by Paul, Weiss.

Figure 2



<sup>1</sup> Ratio of enterprise value to EBITDA, trailing 12 months. This statistic is calculated using a smaller subset of deals for which this data is available.

<sup>2</sup> Global crossborder transactions are those where the acquirer and the target have different nationalities. Nationality is based on where a company has either its headquarters or a majority of its operations. U.S. crossborder transactions are those transactions where the acquirer and the target have different nationalities and either the acquirer ("Outbound") or the target ("Inbound") has a U.S. nationality.

<sup>3</sup> Industries categories are determined and named by Dealogic.

Figure 3

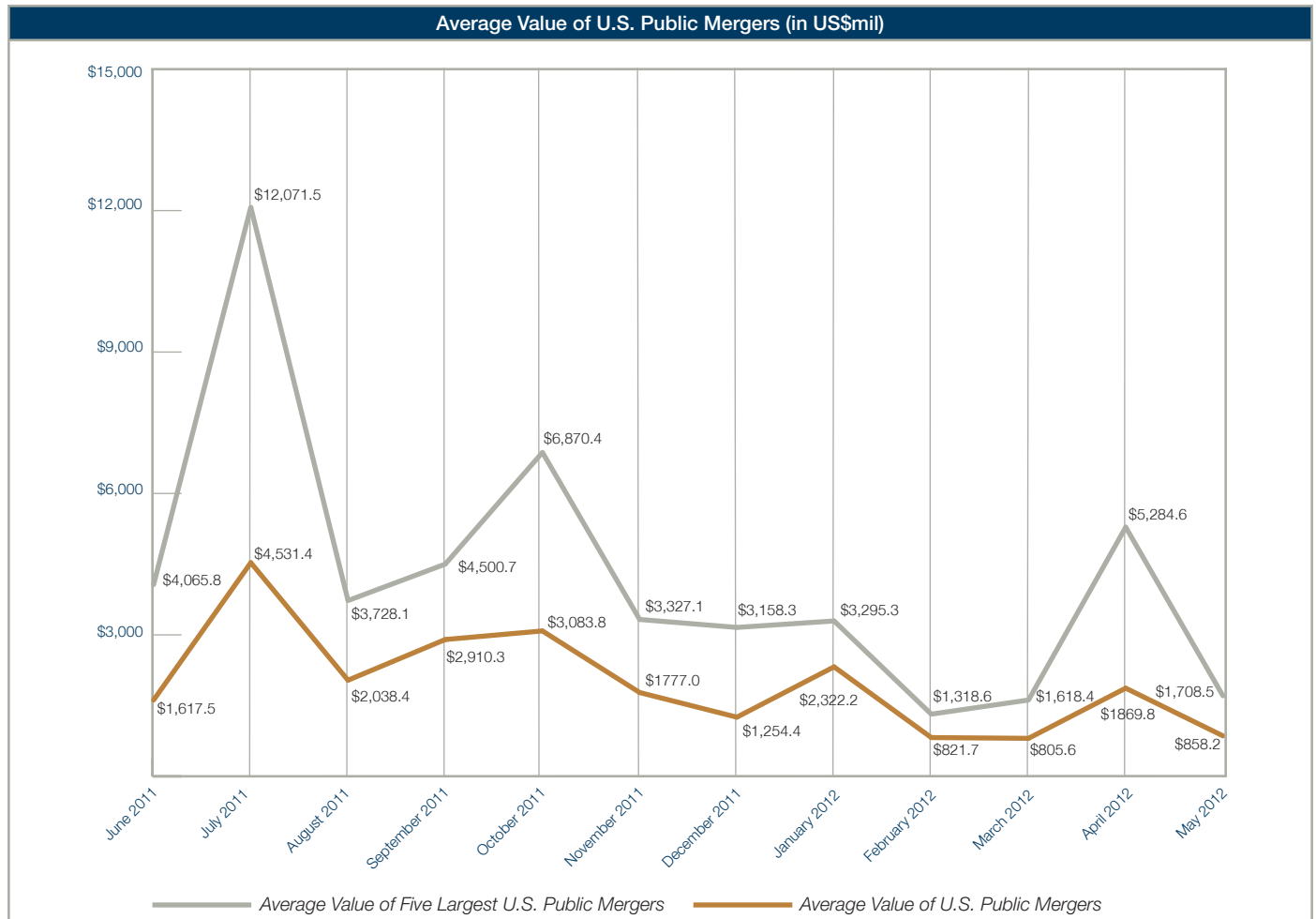
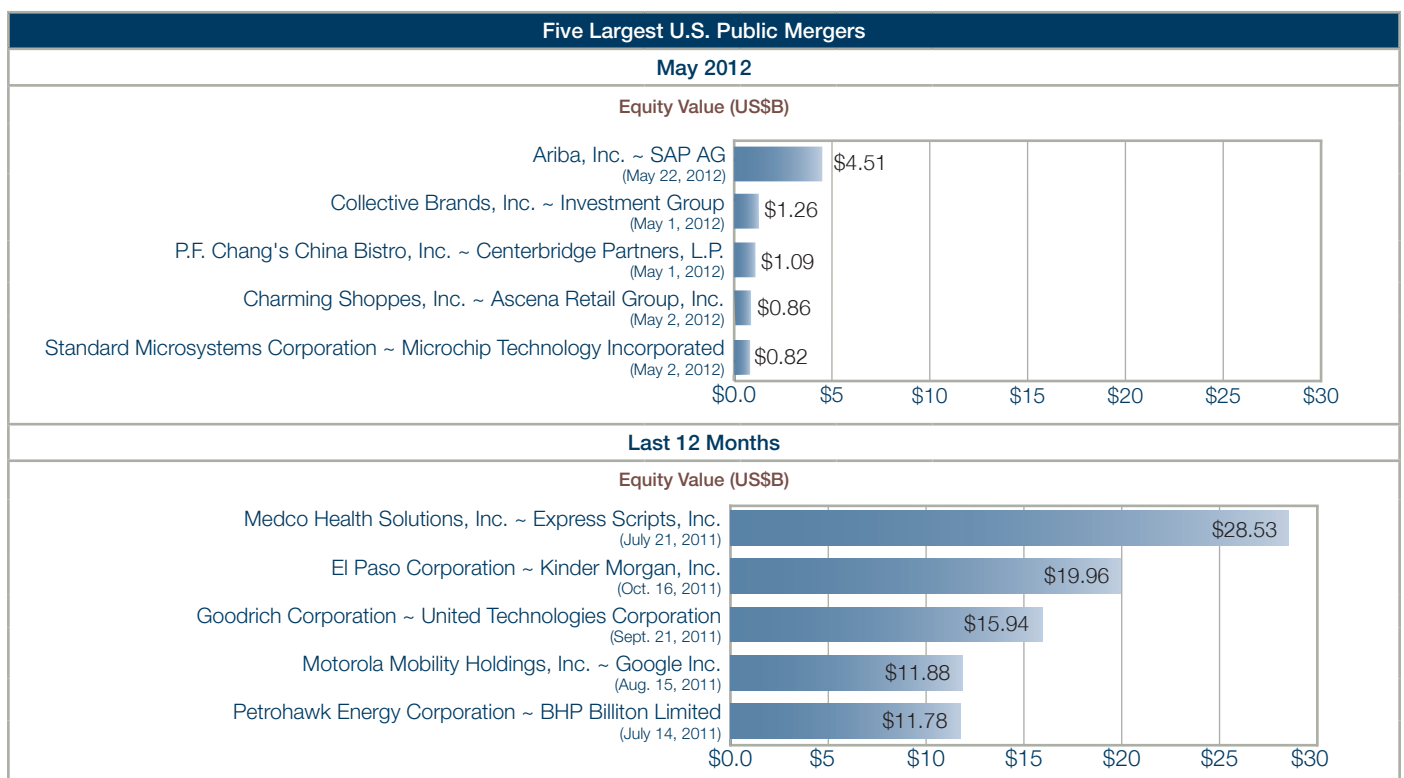


Figure 4



# M&A Terms

Figure 5

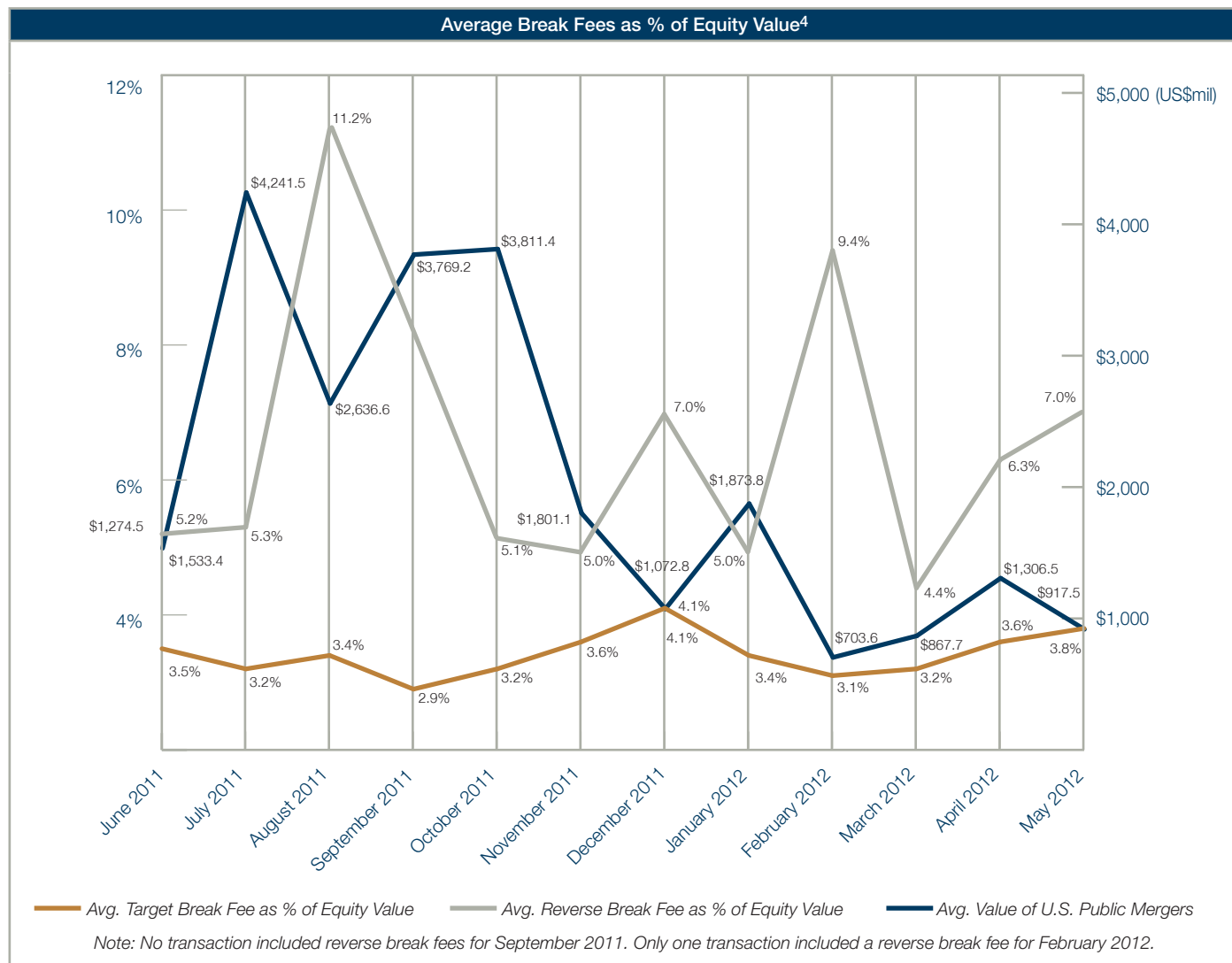


Figure 6

Average Break Fee as % of Equity Value		
	May 2012	Last 12 Months
Target Break Fee	3.8	3.5
Reverse Break Fee	7.0	6.1

Figure 7

Go-Shop Provisions		
	May 2012	Last 12 Months
% of U.S. Public Mergers with Go-Shops	25.0	14.8
% of Mergers Involving Financial Buyers with Go-Shops	75.0	40.6
% of Mergers Involving Strategic Buyers with Go-Shops <sup>5</sup>	0.0	5.6
Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops	33.3 days	37.6 days
Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops	33.3 days	39.4 days
Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops <sup>5</sup>	N/A	33.0 days

Figures 5-11 were compiled using data from FactSet Mergers, and are limited to mergers involving public U.S. targets announced during the period indicated, valued at \$100 million or higher and for which a definitive merger agreement was reached and filed (unless otherwise indicated).

<sup>4</sup> Based on the highest target break fees and reverse break fees payable in a particular deal.

<sup>5</sup> No transactions in May 2012 involving a strategic buyer had a go-shop provision.

Figure 8

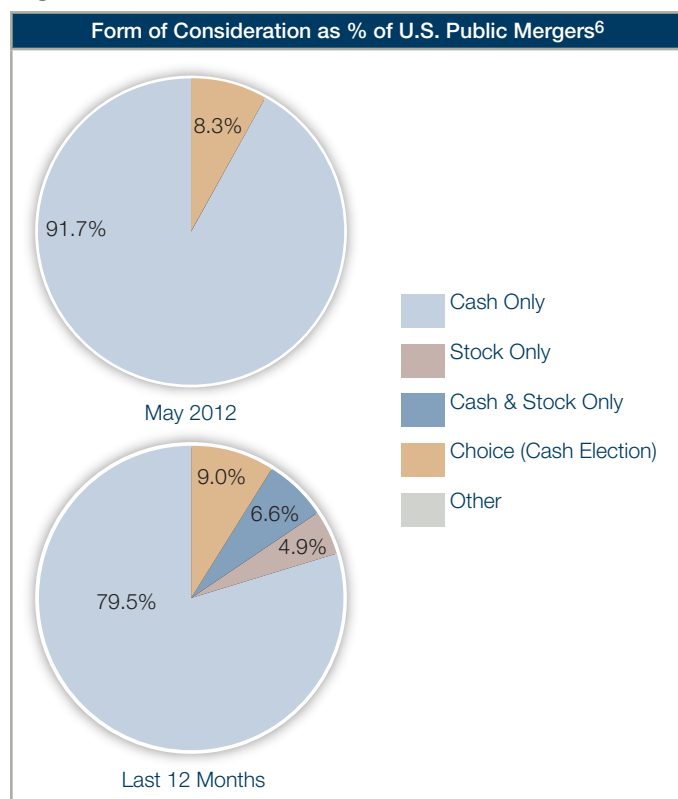


Figure 9

% of Stock-Only Deals that Have a Fixed Exchange Ratio	
May 2012 <sup>7</sup>	N/A
Last 12 Months	100

Figure 10

Tender Offers as % of U.S. Public Mergers	
May 2012	33.3
Last 12 Months	29.5

Figure 11

Hostile/Unsolicited Offers as % of U.S. Public Mergers <sup>8</sup>	
May 2012	14.3
Last 12 Months	20.7

<sup>6</sup> Due to rounding, percentages may not add up to 100%.

<sup>7</sup> There were no stock-only transactions in May 2012.

<sup>8</sup> This data includes both announced transactions for which a definitive merger agreement was reached and filed and those for which a definitive merger agreement was never reached and filed.

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We are dedicated to helping our clients achieve their goals using state-of-the-art market intelligence and experience and effective team work.

## Contacts

### Ariel J. Deckelbaum

Partner  
New York  
212-373-3546  
[ajdeckelbaum@paulweiss.com](mailto:ajdeckelbaum@paulweiss.com)

### Frances Mi

Counsel  
New York  
212-373-3185  
[fmi@paulweiss.com](mailto:fmi@paulweiss.com)

Law clerk Elana D. Bensoul (not yet admitted), summer associate Yashreeka Z. Huq (not yet admitted) and associate Jacob Kastiel contributed to this publication.