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SOCIAL ISSUES IN SELECTED RECENT MERGERS AND ACQUISITIONS TRANSACTIONS

2004-2010 SUPPLEMENT

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SOCIAL ISSUES IN SELECTED RECENT MERGERS AND ACQUISITIONS TRANSACTIONS 2004-2010 SUPPLEMENT

This memorandum is a brief 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 very limited number of transactions described by the parties as "mergers of equals," and most of those that use that label are structured as a "traditional acquisition," except that the board of directors of the successor is split more evenly between the constituent companies and the role of CEO is often assumed by the CEO of the acquirer and that of executive or non-executive chairman by the target's CEO. The avoidance of true "power sharing" has continued throughout the 2000's, although in the Sprint/Nextel transaction in 2004, 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 in 2006, 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. 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.[1] However, the use of CEO "defined succession" has atrophied as well, perhaps because of the impracticability of tying the directors' hands in employment situations and was not present in any of transactions we reviewed that were announced in 2008 and 2009.

Although there were more self-described "mergers of equals" in the period since early 2004 through the end of 2007 than in the period from 2003 through early 2004 reviewed in the April 2004 Memorandum, this increase has seen a decline over the past couple of years. Regardless of the post merger structure of the combined entity, parties have almost always chosen not to describe the transactions as a "merger of equals." Out of the announced strategic transactions involving equity as a currency (in whole or in part)

1 See the 2009 The Black and Decker Corporation/The Stanley Works deal described below where Stanley's CEO will become the combined company CEO and the Black and Decker CEO will become the combined company Executive Chairman, but only for a period of three years.

over the past two years that we reviewed, the only significant transaction described by the parties as a "merger of equals," and which incorporates stated power sharing, was the Live Nation, Inc./Ticketmaster Entertainment transaction announced on February 10, 2009. [2] The transaction will be effectuated through a tax-free stock swap transaction, in which neither party will receive a premium. The combined entity will boast an enterprise value of approximately $2.5 billion, with Live Nation and Ticketmaster Entertainment shareholders each owning approximately 50% of the combined company. The board of the combined company, to be called Live Nation Entertainment, will be divided equally, with each party holding seven of the fourteen board seats. Barry Diller, the current Chairman of the Board of Ticketmaster Entertainment, will serve as Chairman of the Board of the combined company, Michael Rapino, the current CEO of Live Nation, will serve as CEO and President of the combined company, and Irving Azoff, the current CEO of Ticketmaster, will serve as Executive Chairman of the combined company.

Unlike 2008, this past year did not see a rash of transactions stemming from the intense distress and volatility that occurred in the markets and the financial services industry in 2008, as the markets stabilized quite a bit in 2009. These 2008 transactions included the Bank of America/Countrywide transaction, JPMorgan/Bear Stearns transaction, Bank of America/Merrill Lynch transaction, Wells Fargo/Wachovia transaction and PNC/National City transaction and were as far from being classified as "mergers of equals" as one can imagine. Not surprisingly, none of them resulted in the position of Chairman or CEO being assumed by an individual from the target company. The distressed targets in these transactions had limited leverage in negotiations and therefore

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2 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 5 former Grey Wolf directors and 4 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 3 of the 12 board members of the combined company.

the transactions did not result in significant power sharing of the operations of the combined company. [3]

Although not described by the parties as a “merger of equals”, the past year did see some transactions in which power sharing occurred between the parties in the combined company. The Black and Decker Corporation/The Stanley Works transaction contains some structural indications of a merger of equals, but lacks critical others. On the merger of equals side of the ledger, following the close of the transaction, ownership of the combined company will be 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 will operate under the new name of Stanley Black & Decker. Although the headquarters of the combined company will be in New Britain, Connecticut, the company will maintain a large presence in Towson, Maryland, the current 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, with the Stanley side taking over thereafter. Stanley will hold nine seats on the combined company’s board of directors while Black & Decker will only hold six seats, disproportionate to the stock ownership. The chairman and CEO of Stanley will become president and CEO of the combined company and the chairman, president and CEO of Black & Decker will become executive chairman of the combined company but only for a period of three years following the close of the transaction.

Two other 2009 stock-for-stock transactions of note in this regard are the Xerox Corporation/Affiliated Computer Services, Inc. transaction and the Metavante

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3 In 3 of the 5 transactions, the target company obtained the right to appoint at least some members to the board of the combined company. While Countrywide and Bear Stearns received no representation on the boards of the combined company, Merrill Lynch obtained 3 of the 19 board seats of the combined company, Wachovia obtained 4 of the 16 board seats of the combined company and National City obtained 1 of the 19 board seats of the combined company. The CEO’s of the distressed targets met with varying fates. John Thain, the CEO of Merrill Lynch who acted decisively to consummate a deal, served as President of Global Banking, Securities and Wealth Management for Bank of America until he resigned after he was asked to do so by Bank of America Chairman and Chief Executive Officer Kenneth Lewis, three weeks after the completion of the transaction (Kenneth Lewis in turn later came under intense fire for this transaction and subsequently lost first his Chairman’s role and then stepped down as CEO). Robert Steel, President and CEO of Wachovia now serves as one of the Wachovia appointed board members on the Wells Fargo board as well as continuing to serve as President and CEO of Wachovia. Countrywide CEO Angelo Mozilo, National City CEO Peter Raskind and Bear Stearns CEO Alan Schwartz, all left their respective companies following the mergers.

Technologies, Inc./Fidelity National Information Services, Inc. transaction. Xerox announced an agreement to acquire Affiliated Computer Services on September 29, 2009. Although the transaction will result in Affiliated Computer Services shareholders owning approximately 34% of the combined company, there will be 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, will not be integrated following the close of the transaction, and that Affiliated Computer Services will operate as a stand-alone organization led by Lynn Blodgett, the current president and CEO of Affiliated Computer Services, who will report to Xerox CEO, Ursula Burns. Affiliated Computer Services will be branded ACS, a Xerox Company.

The Metavante Technologies, Inc./Fidelity National Information Services, Inc. transaction is interesting from the standpoint of the target CEO stepping up in the transaction, in that Frank Matire, chairman and CEO of Metavante, the acquired company, whose stockholders will hold 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 aquiror, 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.[4]

Similarly, in the CenturyTel/Embarq transaction, which was announced on October 27, 2008, in the midst of some of the worst market volatility during the past year, 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.

4 The Thomson Corporation and Reuters Group PLC transaction announced on May 15, 2007, was another example of a transaction in which the target CEO took over the management of the combined company and that did not also involve any 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 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.

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 chart from 2003/2004 and attached as Annex C is a chart from 2004-2010.

EXHIBIT I

SOCIAL ISSUES IN SELECTED

2003 and 2004 MERGERS AND ACQUISITIONS TRANSACTIONS

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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

[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

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".

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.

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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 dependant on the successful resolution of "social issues".

[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.

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

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.

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.

(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.

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

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.

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	NationsBank 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)

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	DaimlerChrysler 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)

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)

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)

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	ScottishPower 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)

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)
$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)

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	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. èÐ Tyc

ANNEX B

SOCIAL ISSUES IN SELECTED ANNOUNCED 2003 and early 2004 M&A TRANSACTIONS WITH U.S. TARGET COMPANIES[1]

Size[2]	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[3]	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[4]	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)

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1 This chart includes transactions announced through December 2007.

2 Source: GSI Online.

3 The premium was negligible (approximately 3.6%).

4 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.

Size[2]	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[5]	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[6]	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)
$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)

5 The premium was negligible (approximately 2%).

6 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.

Size[2]	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
$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)
$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)
$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)

Size[2]	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
$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[7]	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)
$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 [8]	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[9]	Birmingham, AL (Regions)

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

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

9 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.

Size[2]	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[10]	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)
$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)

10 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.

Size[2]	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
$3.36 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)

ANNEX C

SOCIAL ISSUES IN SELECTED ANNOUNCED 2004 THROUGH 2009 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	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 7 – Nextel	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)
$13.03 billion	Symantec Corp.	VERITAS Software Corp.	Symantec Corp.	December 16, 2004	Yes	60% - Symantec 40% - VERITAS	No	10 members 6 – Symantec 4 – VERITAS	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)

1 Source: Westlaw Business (previously GSI Online)

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
$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 6 – PSEG	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)
$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 2 May	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 4 – SpectraSite	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)

5 Deal was terminated.

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
$9.35 billion	Duke Energy Corp.	Cinergy Corp.	Duke Energy Corp.	May 9, 2005	Yes	76% - Duke 24% - Cinergy	No	15 members 10 – Duke Energy 5 – Cinergy	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)
$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 7 – Jefferson	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

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 6 – Lucent 2 – new outside directors	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)
$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 3 – Fisher	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 9 – AmSouth	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[6]	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.

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 3 – Agere	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 8 – Mellon	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)
$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 5 – Universal	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)

10 "Top hat" structure.

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

12 "Top hat" structure.

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
$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 5 – XM 1 – General Motors 1 – American Honda	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)

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.

15 Approximately 21.7% above the closing price of XM 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
$7.15 billion	Hologic, Inc.	Cytyc Corporation	Hologic, Inc.	May 21, 2007	Yes[16]	55% - Cytyc 45% - Hologic	No	11 members 6 – Hologic 5 – Cytyc	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)
$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)

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

17 Approximately 16% above the closing price of A.G. Edwards stock on May 30, 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
$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 2 – Pogo	James Flores will continue to be Chairman, President and Chief Executive Officer of Plains	None	Houston, TX (both parties)
$17.07 billion	Transocean Inc.	GlobalSantaFe Corporation	Transocean Inc.	July 23, 2007	No	66% - Transocean 34% - GlobalSantaFe	Yes	14 members 7 – Transocean 7 – GlobalSantaFe	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)

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.

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
$1.08 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)
$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)

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

21 The premium was negligible (approximately 6.6%).

22 Approximately 22%.

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
$9.75 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

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.

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.

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 3 NYMEX	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 5 Northwest 1 Air Line Pilots Association	No change	None	Atlanta, GA (Delta)
$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 4 Basic Energy	Tom Richards, Grey Wolf Chairman, President and CEO was to become Chairman of the combined company. Ken Huseman, Basic Energy President and CEO was to become CEO of the combined company.	None	Houston, TX (Grey Wolf)

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

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

[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.

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
$1.8 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 International, Inc.	June 3, 2008	Yes[31]	93% - Smith 7% - W-H Energy	No	No change	No change	None	Houston, TX (Smith)
$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)

[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.

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
$1.8 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 3 Grey Wolf	No change	None	Calgary, Alberta, Canada (Precision Drilling)
$6.4 billion	Invitrogen Corporation	Applied Biosystems Inc.	Life Technologies Corporation	June 12, 2008	Yes[34]	55% - Invitrogen 45% - Applied Biosystems	No	12 Members 9 Invitrogen 3 Applied Biosystems	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 5 Allied	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.

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 1 Corn Products	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)

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

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.

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[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 2 – Alpha	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)

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 $70m 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.

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 3 – Merrill Lynch	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 4 – Wachovia	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 1 – National City	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.

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 7 – Embarq	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 2 – Wyeth	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 Entertainment	February 10, 2009	No	50% - Live Nation 50% - Ticketmaster	Yes	14 Members 7 – Live Nation 7 – Ticketmaster	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	Not yet announced.
$40 billion	Merck & Co., Inc.	Schering-Plough Corporation	Merck	March 9, 2009	Yes[49]	68% - Merck 32% - Schering-Plough	No	18 Members 15 – Merck 3 – Schering-Plough	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.

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 3 – Metavante	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.

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 4 – Centex	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.

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 4 – Foundation	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 Resrouces)
$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)

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.

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.

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
$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 2 – BJ Services	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)

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.

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
$6.1 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)
$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 1 – Switch & Data	No change	None	Foster City, CA (Equinix)

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.

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.

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
$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 1 – Allied Capital	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)

[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 6 – Black & Decker	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 ration 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 1 – Iowa Telecom	No change	None	Little Rock, AR (Windstream Corporation)

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.

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
$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)

[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.