

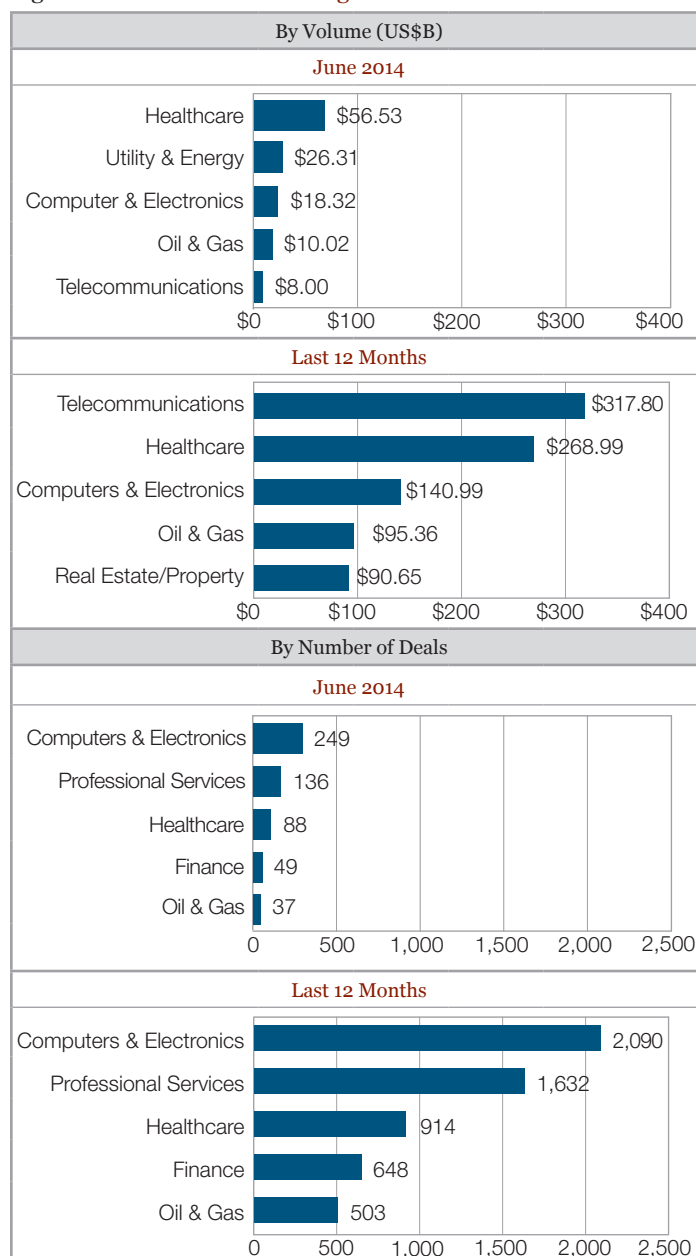
July 2014, Issue 28

M&A Activity

Figure 1

| June 2014 | Global | +/- From Prior Month | U.S. | +/- From Prior Month |
|---|--------|----------------------|-----------------------------------|------------------------------------|
| Total | | | | |
| Volume (US\$B) | 340.64 | 43.52 | 155.29 | (1.42) |
| No. of deals | 3,106 | 26 | 875 | (29) |
| Avg. value of deals (US\$mil) | 225.7 | 33.8 | 493.0 | 57.7 |
| Avg. deal multiple ¹ | 12.5x | 0.1 | 13.5x | 0.4 |
| Strategic Transactions | | | | |
| Volume (US\$B) | 291.73 | 58.45 | 135.26 | 7.35 |
| No. of deals | 2,655 | (41) | 692 | (38) |
| Avg. value of deals (US\$mil) | 221.5 | 51.7 | 534.6 | 90.5 |
| Avg. deal multiple ¹ | 12.3x | 0.0 | 13.5x | (0.1) |
| Sponsor-Related Transactions | | | | |
| Volume (US\$B) | 48.90 | (14.93) | 20.03 | (8.77) |
| No. of deals | 451 | 67 | 183 | 9 |
| Avg. value of deals (US\$mil) | 254.7 | (112.1) | 323.1 | (77.0) |
| Avg. deal multiple ¹ | 13.8x | 0.7 | N/A | N/A |
| Crossborder Transactions² | | | | |
| Volume (US\$B) | 128.20 | 38.00 | Inbound 17.37 Outbound 71.46 | Inbound (10.83) Outbound 57.08 |
| No. of deals | 691 | (9) | Inbound 100 Outbound 124 | Inbound (20) Outbound (10) |
| Avg. value of deals (US\$mil) | 404.4 | 144.5 | Inbound 394.8 Outbound 1,323.3 | Inbound (75.3) Outbound 1,017.4 |
| Avg. deal multiple ¹ | 13.8x | 0.7 | Inbound 8.7x Outbound 19.2x | Inbound (6.8) Outbound 5.2 |

Figure 2 - Most Active U.S. Target Industries³



Figures 1-3 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 4 and 5 were compiled using data from FactSet MergerMetrics, 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and valued at \$100 million or higher regardless of whether a definitive merger agreement was reached and filed or withdrawn. All data is as of July 10, 2014 unless otherwise specified. "Last 12 Months" data is for the period from July 2013 to June 2014 inclusive. Data from Dealogic and FactSet MergerMetrics June include multiple offers, as applicable, for the same target company. Data obtained from Dealogic and FactSet MergerMetrics has not been reviewed for accuracy by Paul, Weiss.

¹ 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. No data available for ratio of enterprise value to EBITDA, trailing 12 months, for U.S. sponsor-related transactions in July 2014.

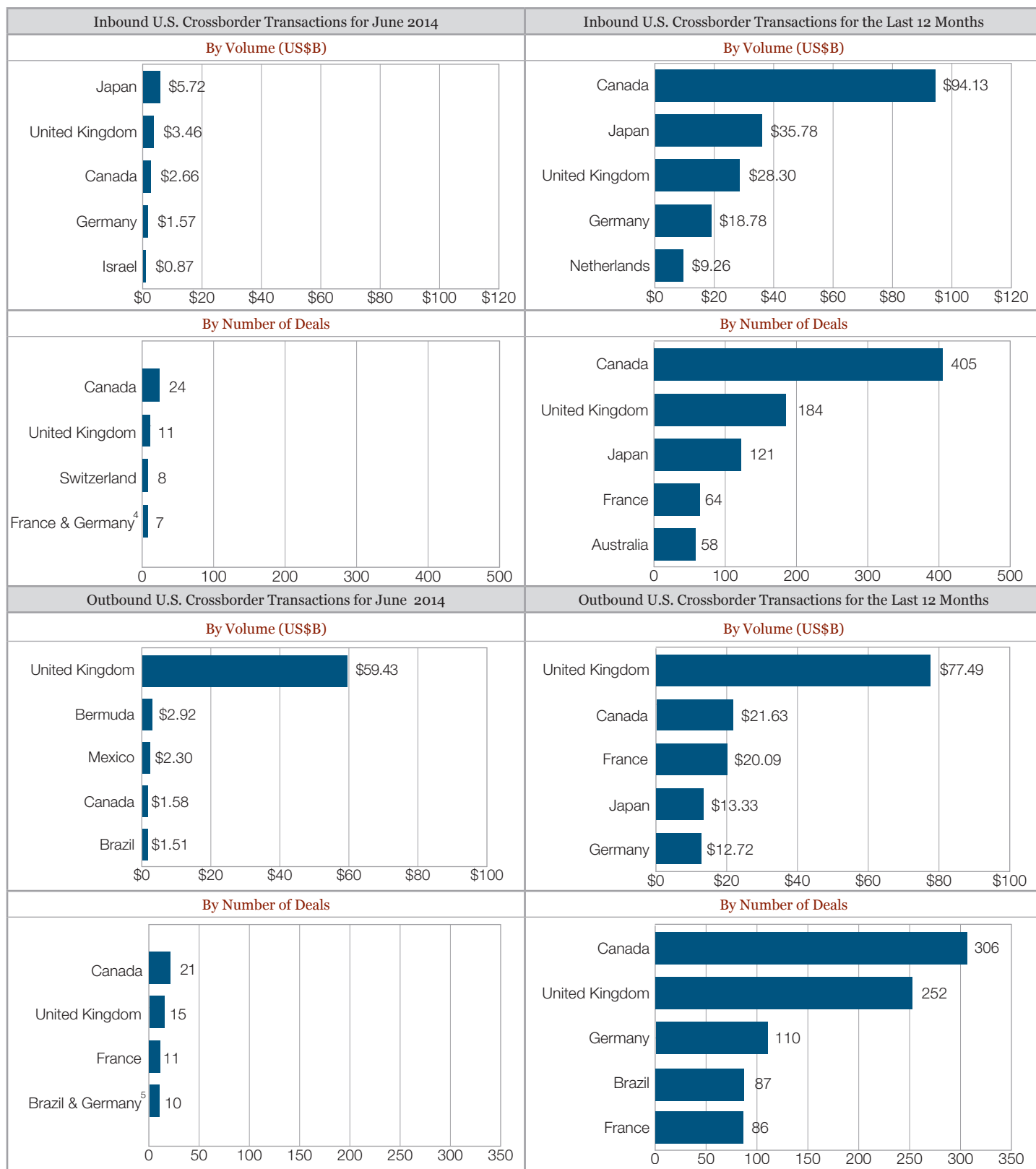
² Global crossborder transactions are those where the acquirer and the target have different nationalities. Nationality is based on where a company has either its headquarters or a majority of its operations.

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.

³ Industries categories are determined and named by Dealogic.

M&A Activity (Continued)

Figure 3 - Top 5 Countries of Origin or Destination for U.S. Crossborder Transactions



⁴ Each of France and Germany was the country of origin for seven transactions in June 2014.

⁵ Each of Brazil and Germany was the country of destination for 10 transactions in June 2014.

M&A Activity (Continued)

Figure 4 - Average Value of Announced U.S. Public Mergers (in US\$mil)

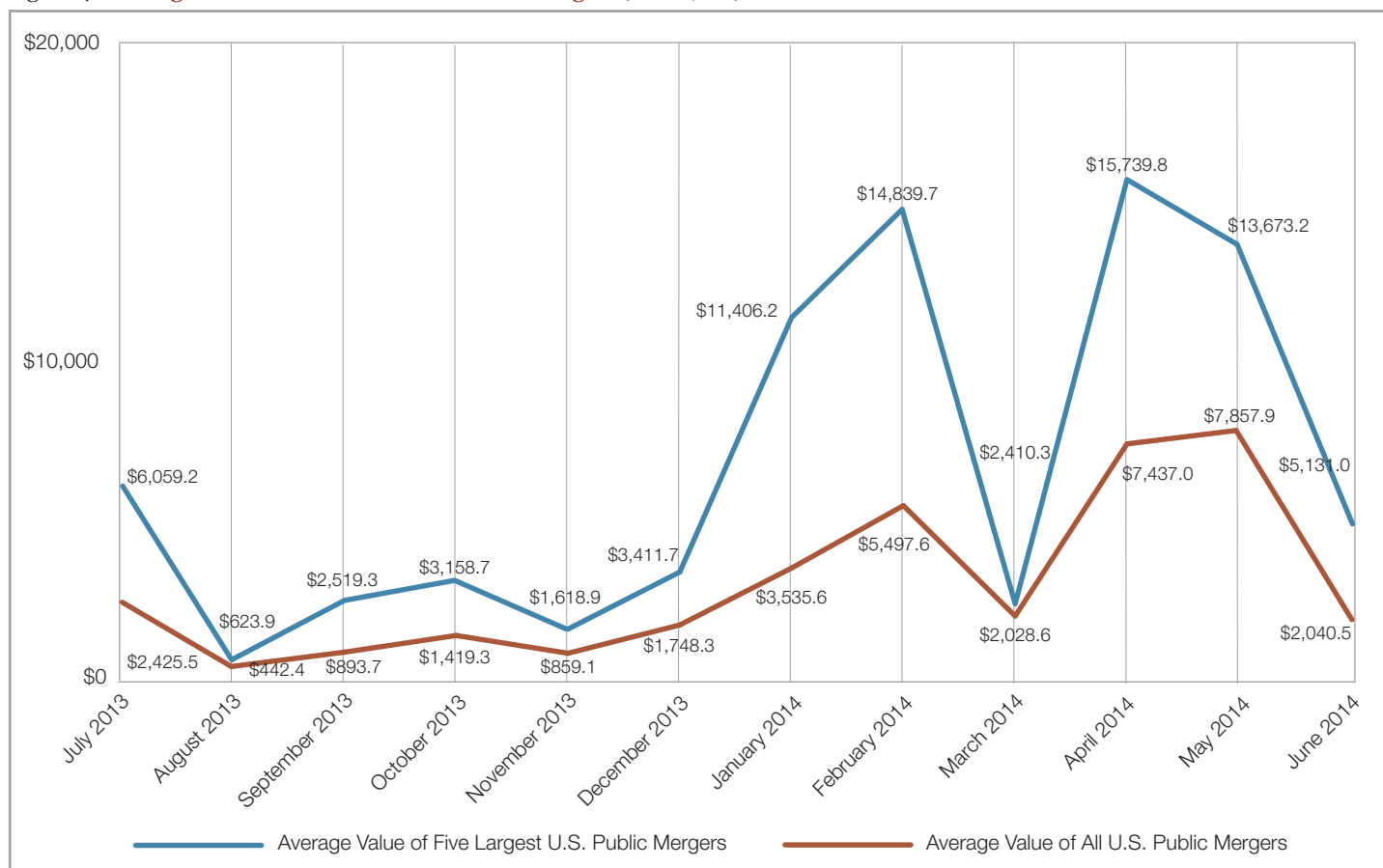
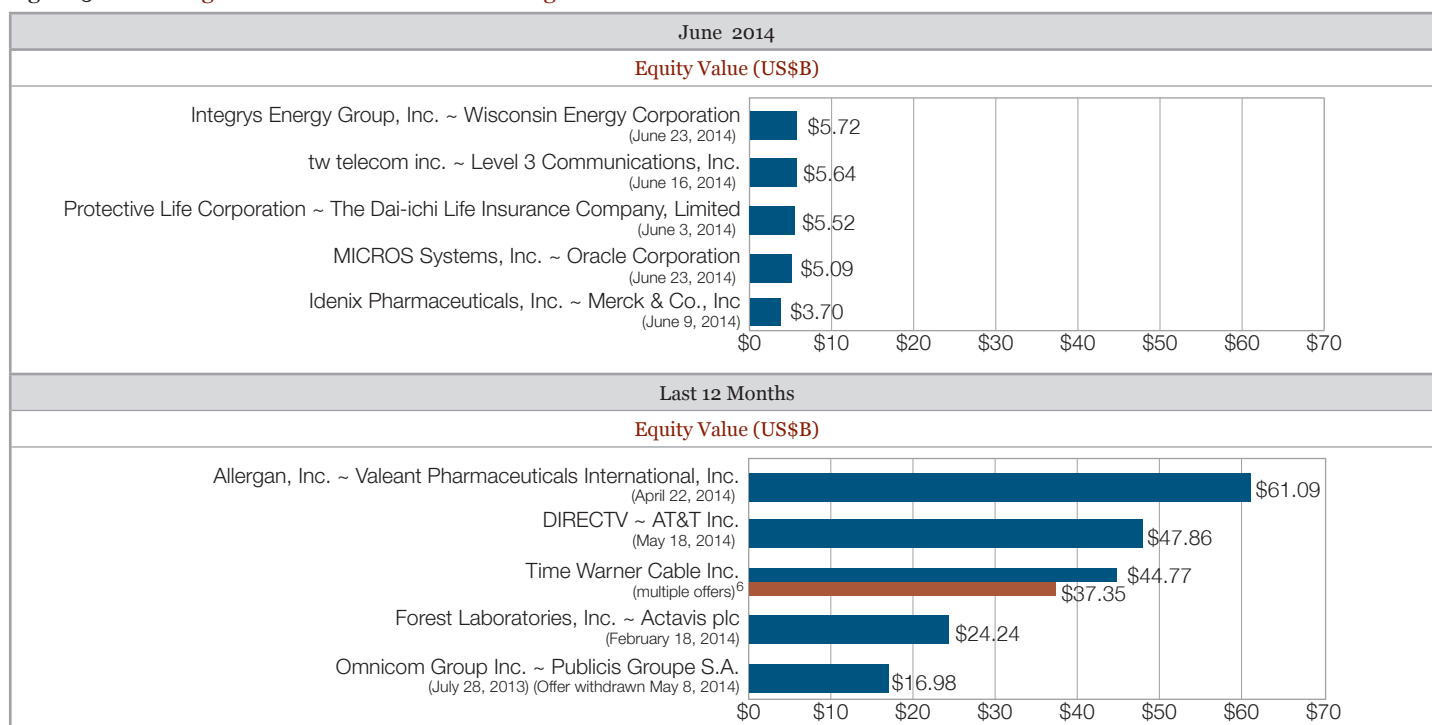
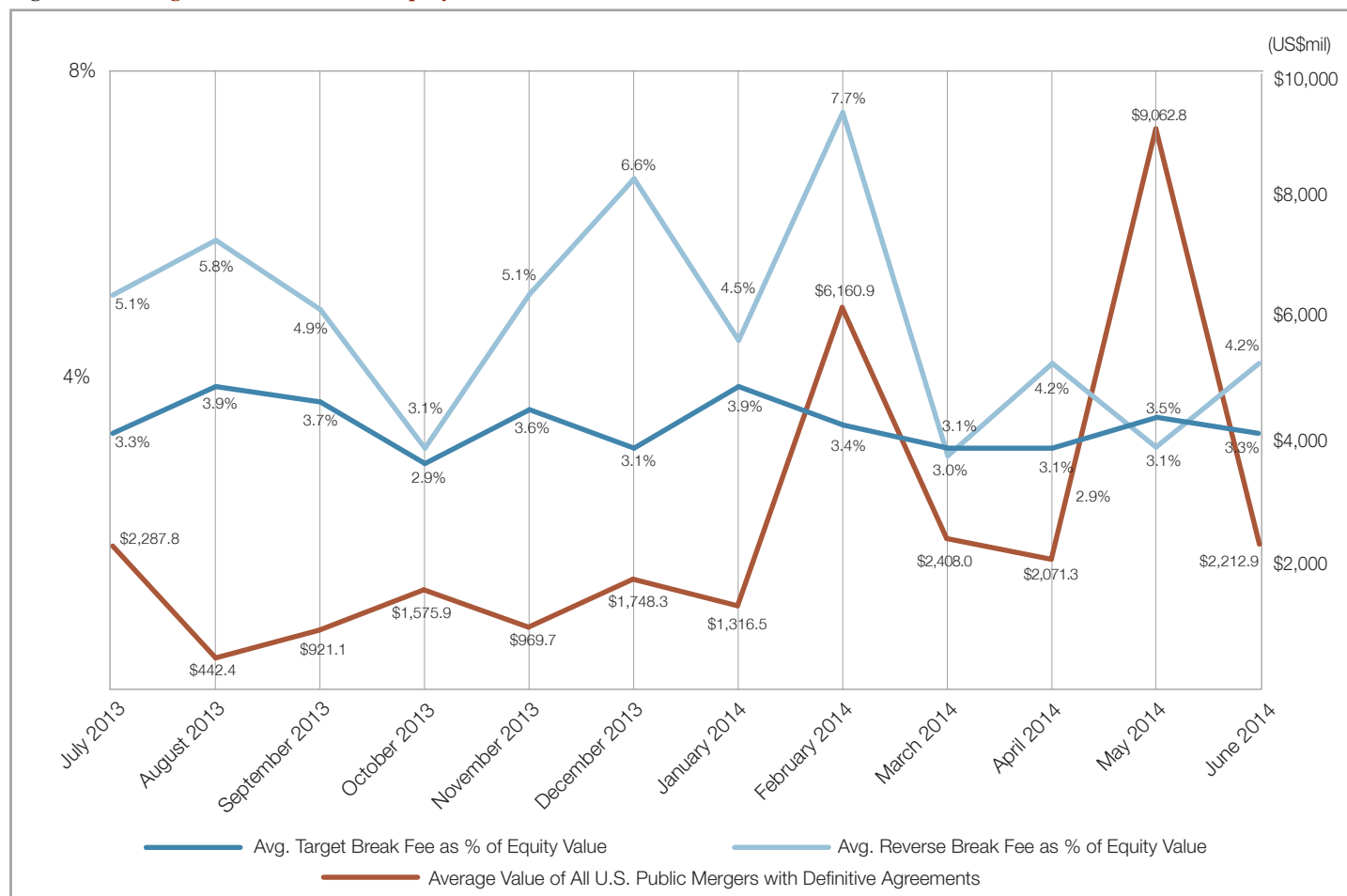


Figure 5 - Five Largest Announced U.S. Public Mergers



⁶ Data reported by FactSet MergerMetrics includes the February 13, 2014 offer by Comcast Corporation, reported at \$44.77 billion, and the January 13, 2014 offer by Charter Communications, Inc., reported at \$37.35 billion.

M&A Terms

Figure 6 - Average Break Fees as % of Equity Value⁷Figure 7 - Average Break Fees as % of Equity Value⁷

| | June 2014 | Last 12 Months |
|----------------------------------|-----------|----------------|
| Target Break Fee for All Mergers | 3.3 | 3.4 |

| | June 2014 | Last 12 Months |
|---|-----------|----------------|
| Reverse Break Fee for All Mergers | 4.2 | 4.9 |
| Reverse Break Fee for Mergers Involving Financial Buyers ⁸ | N/A | 6.2 |
| Reverse Break Fee for Mergers Involving Strategic Buyers | 4.2 | 4.4 |

Figures 6-12 were compiled using data from FactSet MergerMetrics, and are limited to select 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). Data from Dealogic and FactSet MergerMetrics may include multiple offers for the same target company. Data obtained from FactSet MergerMetrics has not been reviewed for accuracy by Paul, Weiss.

Figure 8 - U.S. Public Merger Go-Shop Provisions

| | June 2014 | Last 12 Months |
|--|-----------|----------------|
| % of Mergers with Go-Shops | 5.9 | 10.4 |
| % of Mergers Involving Financial Buyers with Go-Shops ⁹ | N/A | 30.4 |
| % of Mergers Involving Strategic Buyers with Go-Shops | 5.9 | 6.6 |
| Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops ¹⁰ | 25.0 | 30.1 |
| Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops ⁹ | N/A | 29.0 |
| Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops ¹¹ | 25.0 | 31.0 |

⁷ Based on the highest target break fees and reverse break fees payable in a particular deal.

⁸ No transactions in June 2014 involved a financial buyer.

⁹ No transactions in June 2014 involved a financial buyer.

¹⁰ Only one transaction in June 2014 had a go-shop provision.

¹¹ Only one transaction in June 2014 involving a strategic buyer had a go-shop provision.

M&A Terms (Continued)

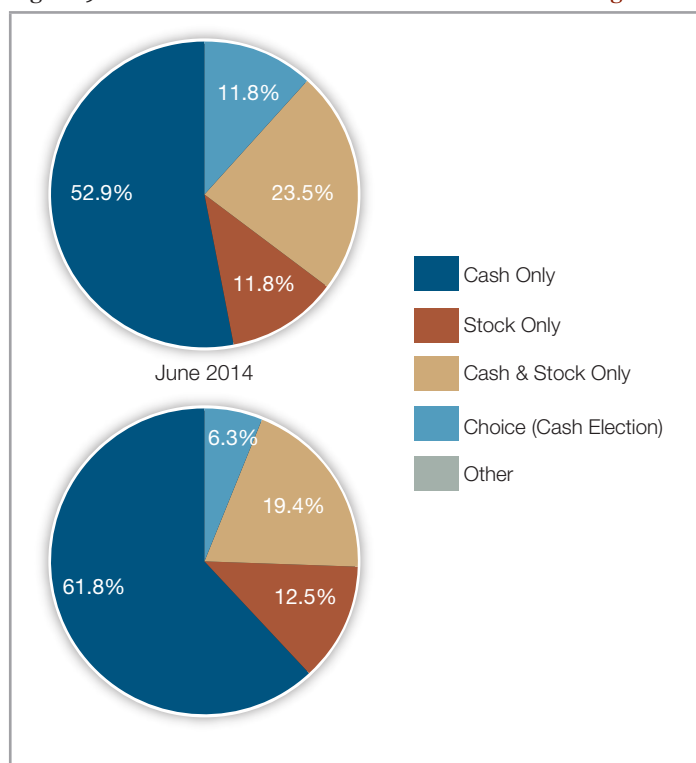
Figure 9 - Form of Consideration as % of U.S. Public Mergers¹²

Figure 10 - % of Partial and All Stock Deals that Have a Fixed Exchange Ratio

| | |
|----------------|------|
| June 2014 | 83.3 |
| Last 12 Months | 91.3 |

Figure 11 - Tender Offers as % of U.S. Public Mergers

| | |
|----------------|------|
| June 2014 | 35.3 |
| Last 12 Months | 27.8 |

Figure 12 - Hostile/Unsolicited Offers as % of U.S. Public Mergers¹³

| | |
|----------------|------|
| June 2014 | 10.5 |
| Last 12 Months | 14.3 |

¹² Due to rounding, percentages may not add up to 100%

¹³ 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 (including withdrawn transactions).

Paul, Weiss is a leading law firm serving the largest publicly and privately held corporations and financial institutions in the United States and throughout the world. Our firm is widely recognized for achieving an unparalleled record of success for our clients, both in their bet-the-company litigations and their most critical strategic transactions. We are keenly aware of the extraordinary challenges and opportunities facing national and global economies and are committed to serving our clients' short- and long-term goals.

Our Mergers & Acquisitions Practice

The Mergers & Acquisitions Group at Paul, Weiss is among the most experienced and active in the world. We represent publicly traded and privately held companies, leading private equity firms, hedge funds, financial advisors, and other financial institutions and investors in their most important mergers and acquisitions, joint ventures and other strategic transactions.

Our expertise advising corporations and private investors in a broad range of sophisticated transactions enables us to identify new opportunities for our clients to realize value. We have particular experience in guiding clients as they engage in proxy battles, company-altering and market consolidating transactions or capital markets transactions.

A sampling of recent engagements includes: advising Time Warner Cable in its pending \$45 billion merger with Comcast; representing Firth Rixson, a UK-based aerospace jet engine component provider, in its pending \$2.85 billion sale to Alcoa; advising Yamana Gold in its Cdn.\$3.9 billion acquisition of Osisko Mining; representing Oak Hill Capital Partners in its \$1.475 billion sale of its controlling interest in The Hillman Companies; advising Wesley Edens and Marc Lasry in their purchase of the Milwaukee Bucks of the National Basketball Association; and representing IMAX Corporation in its sale of a 20 percent stake in its Greater China business.

Contacts

Ariel J. Deckelbaum

Partner
New York
212-373-3546
ajdeckelbaum@paulweiss.com

Frances Mi

Counsel
New York
212-373-3185
fmi@paulweiss.com

Associates Elana D. Bensoul, Joseph S. Friedman, Samuel J. Welt and Jonathon A. Zytneck and law clerk Yashreeka Z. Huq contributed to this publication.

© 2014 Paul, Weiss, Rifkind, Wharton & Garrison LLP.

In some jurisdictions, this publication may be considered attorney advertising. Past representations are no guarantee of future outcomes.