

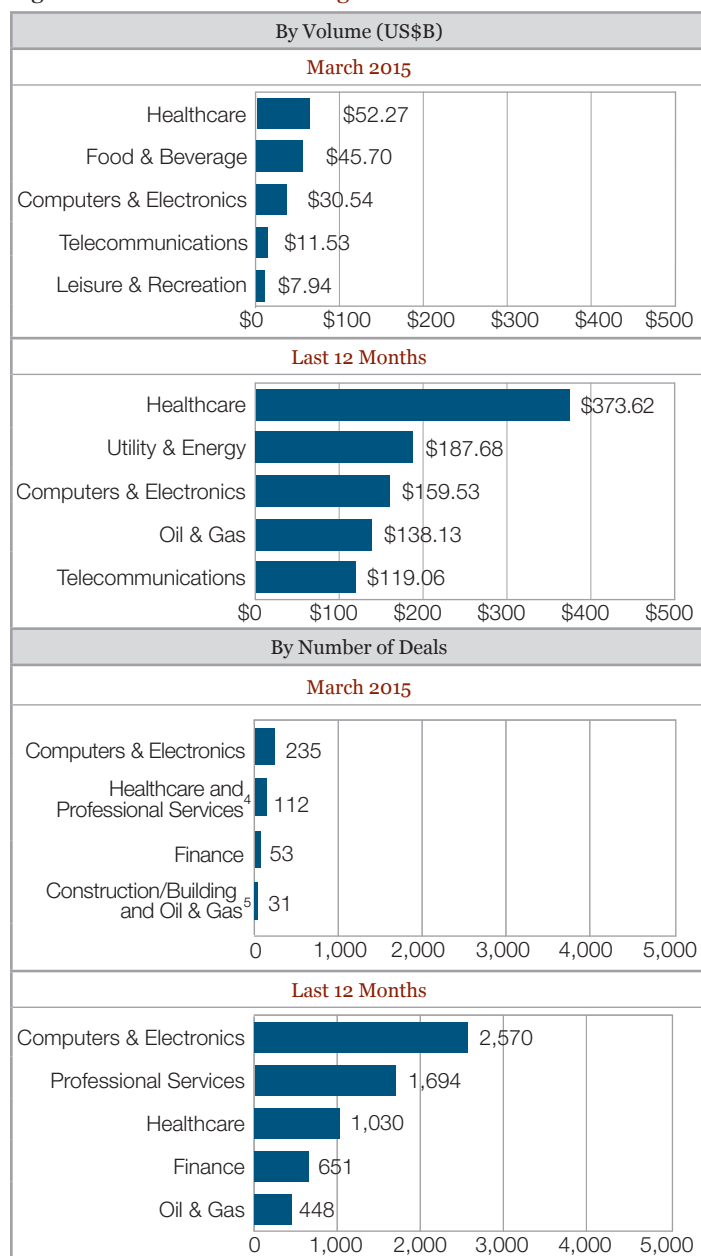
April 2015, Issue 37

M&A Activity

Figure 1

March 2015	Global	+/- From Prior Month	U.S.	+/- From Prior Month
Total				
Volume (US\$B)	353.64	102.62	189.39	73.64
No. of deals	3,252	208	878	68
Avg. value of deals (US\$mil)	230.5	55.9	637.7	270.2
Avg. deal multiple ¹	13.1x	1.3	16.9x	2.1
Strategic Transactions				
Volume (US\$B)	225.57	15.09	92.24	(8.51)
No. of deals	2,886	233	694	40
Avg. value of deals (US\$mil)	162.8	0.5	390.9	23.1
Avg. deal multiple ¹	12.8x	1.4	18.0x	3.2
Sponsor-Related Transactions				
Volume (US\$B)	128.06	87.53	97.15	82.15
No. of deals	366	(25)	184	28
Avg. value of deals (US\$mil)	865.3	575.8	1,592.6	1,226.9
Avg. deal multiple ¹	15.6x	0.0	15.0x	15.0
Crossborder Transactions²				
Volume (US\$B)	123.46	11.99	Inbound 33.61 Outbound 21.35	Inbound 1.83 Outbound (4.46)
No. of deals	759	23	Inbound 127 Outbound 150	Inbound 30 Outbound (5)
Avg. value of deals (US\$mil)	363.1	17.0	Inbound 579.5 Outbound 368.1	Inbound (126.7) Outbound (6.0)
Avg. deal multiple ¹	12.6x	0.2	Inbound 23.4x Outbound 12.7x	Inbound 11.8 Outbound 1.0

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and valued at \$100 million or higher regardless of whether a definitive merger agreement was reached and filed or withdrawn.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 April 2015 unless otherwise specified. "Last 12 Months" data is for the period from April 2014 to March 2015 inclusive. Data from Dealogic and FactSet MergerMetrics may 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.

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.

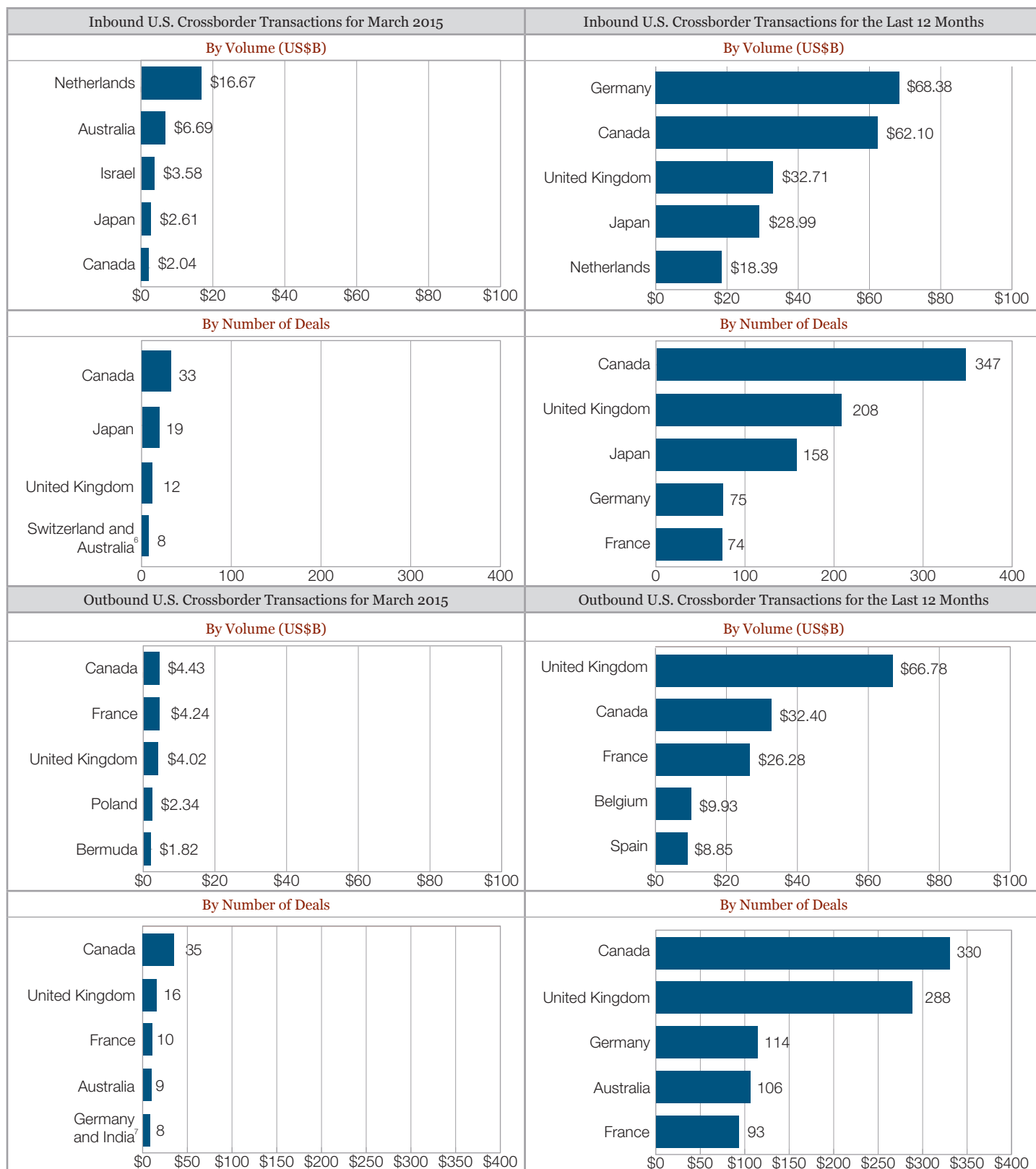
³ Industries categories are determined and named by Dealogic.

⁴ Each of Healthcare and Professional Services had 112 deals in March 2015.

⁵ Each of Construction/Building and Oil & Gas had 31 deals in March 2015.

M&A Activity (Continued)

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



⁶ Each of Switzerland and Australia was the country of origin for eight transactions in March 2015.

⁷ Each of Germany and India was the country of destination for eight transactions in March 2015.

M&A Activity (Continued)

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

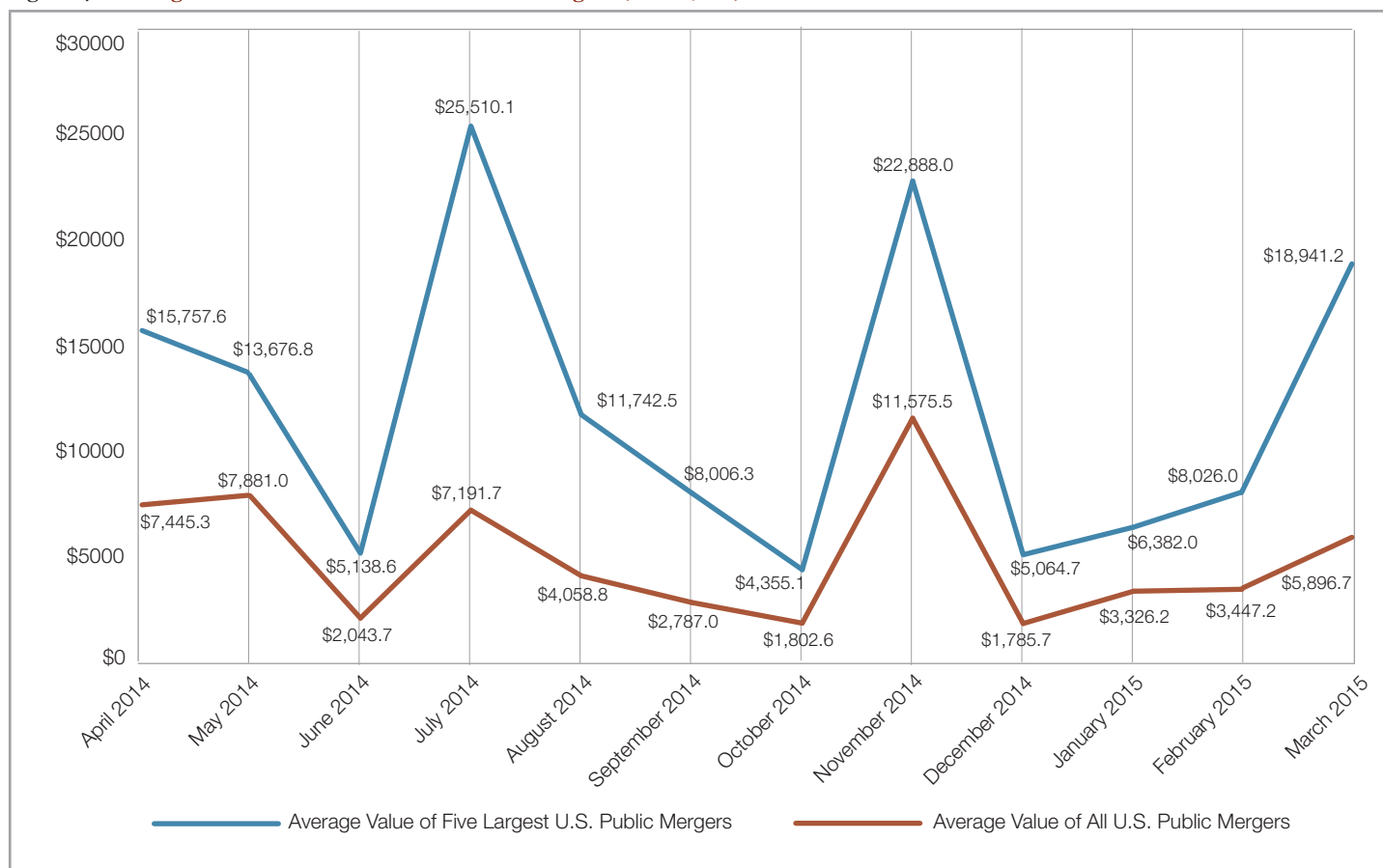
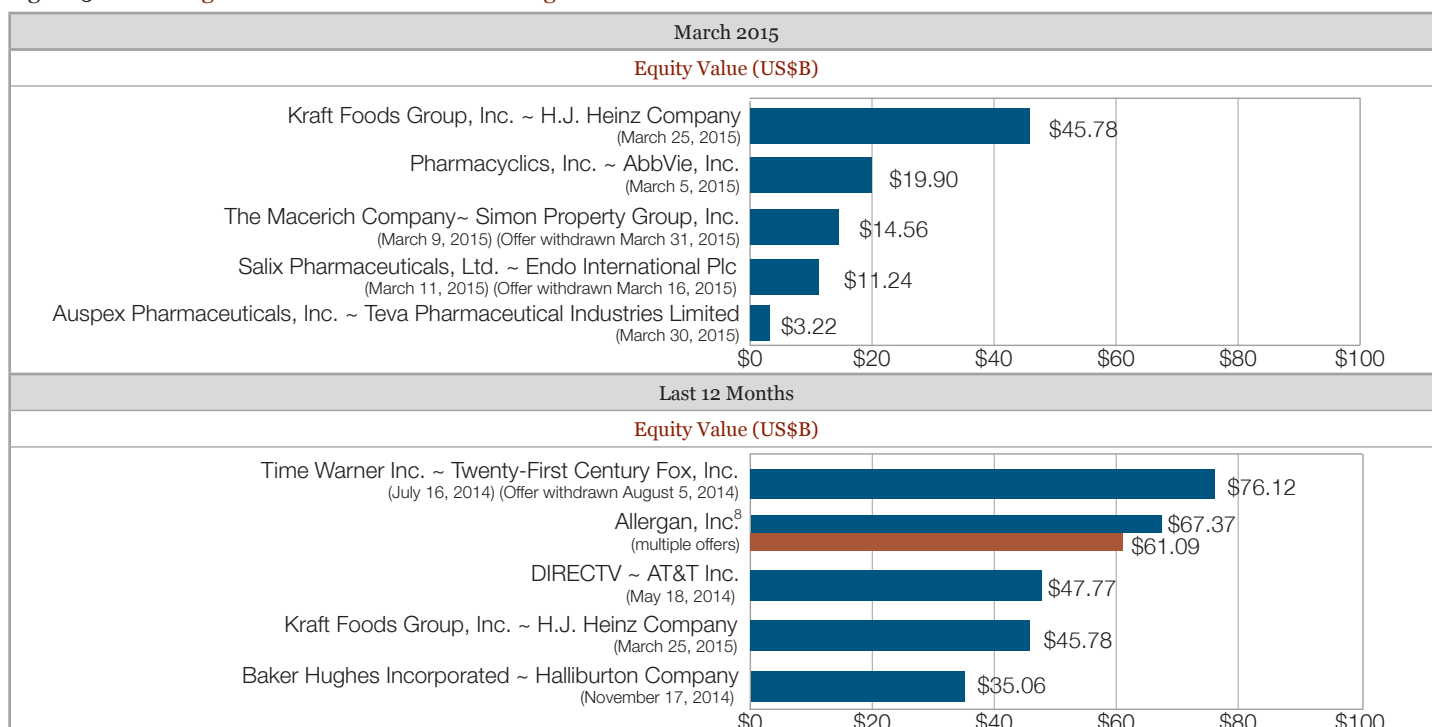


Figure 5 - Five Largest Announced U.S. Public Mergers



⁸ Data reported by FactSet MergerMetrics includes the November 17, 2014 offer by Actavis plc, reported at \$67.37 billion, and the April 22, 2014 offer by Valeant Pharmaceuticals International, Inc., reported at \$61.09 billion.

M&A Terms

Figure 6 - Average Break Fees as % of Equity Value⁹

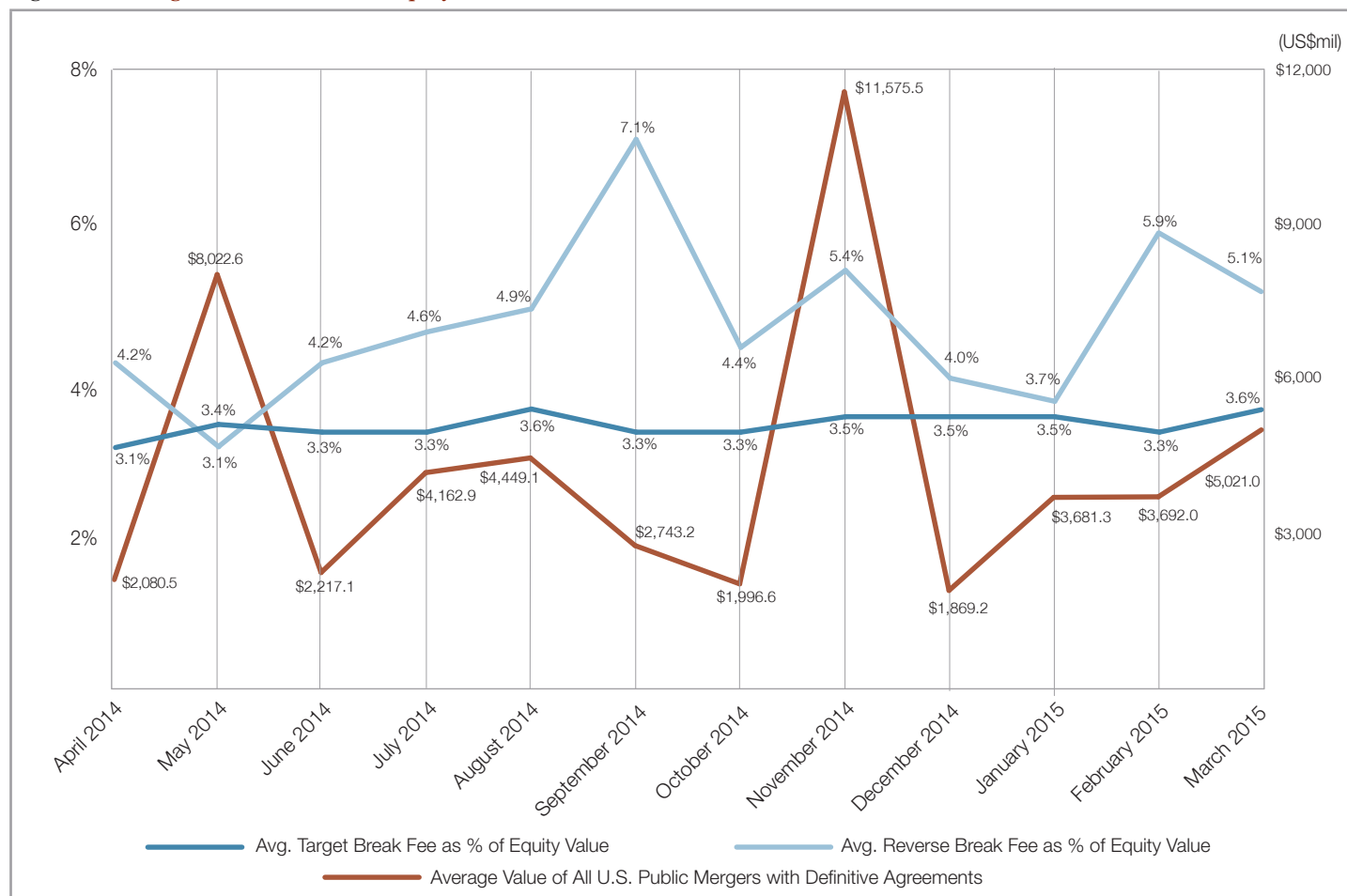


Figure 7 - Average Break Fees as % of Equity Value⁹

	March 2015	Last 12 Months
Target Break Fee for All Mergers	3.6	3.4

	March 2015	Last 12 Months
Reverse Break Fee for All Mergers	5.1	4.8
Reverse Break Fee for Mergers Involving Financial Buyers ¹⁰	4.5	6.4
Reverse Break Fee for Mergers Involving Strategic Buyers	5.4	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

	March 2015	Last 12 Months
% of Mergers with Go-Shops	18.8	6.2
% of Mergers Involving Financial Buyers with Go-Shops ¹¹	0.0	18.8
% of Mergers Involving Strategic Buyers with Go-Shops	21.4	4.8
Avg. Go-Shop Window (in Days) for All Mergers with Go-Shops ¹²	30.3	34.6
Avg. Go-Shop Window (in Days) for Mergers Involving Financial Buyers with Go-Shops ¹³	N/A	41.7
Avg. Go-Shop Window (in Days) for Mergers Involving Strategic Buyers with Go-Shops	30.3	31.6

⁹ Based on the highest target break fees and reverse break fees payable in a particular deal.

¹⁰ Only two transactions in March 2015 involving a financial buyer had a reverse break fee.

¹¹ Only two transactions in March 2015 involved a financial buyer.

¹² Only three transactions in March 2013 had a go-shop provision.

¹³ No transactions in March 2015 involving a financial buyer had a go-shop provision.

Figure 9 - Form of Consideration as % of U.S. Public Mergers¹⁴

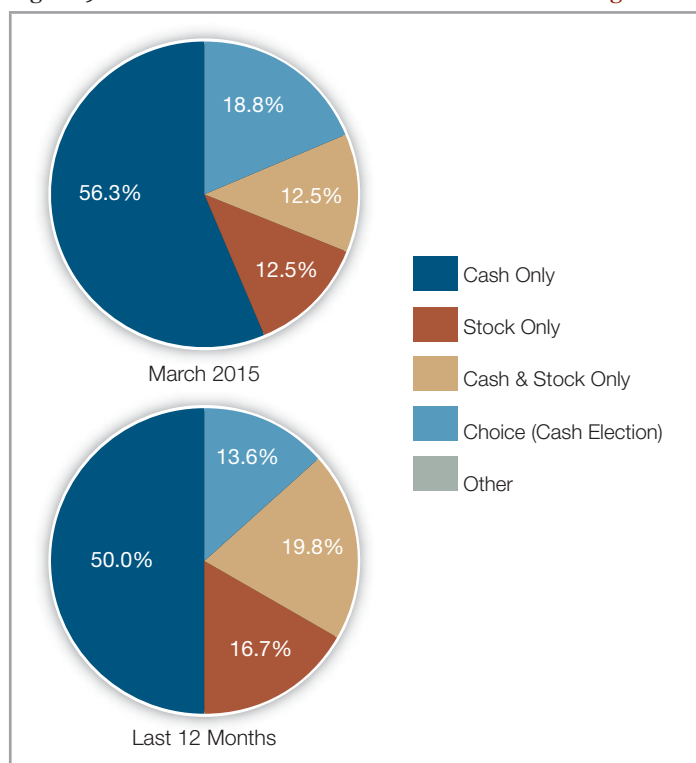


Figure 10 - % of Partial and All Stock Deals that Have a Fixed Exchange Ratio

March 2015	100.0
Last 12 Months	89.8

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

March 2015	43.8
Last 12 Months	24.7

Figure 12 - Hostile/Unsolicited Offers as % of U.S. Public Mergers¹⁵

March 2015	11.1
Last 12 Months	13.2

¹⁴ Due to rounding, percentages may not add up to 100%.

¹⁵ 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).

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