

SEWARD & KISSEL LLP

BUSINESS TRANSACTIONS GROUP REPRESENTATIVE MEDIA, INFORMATION AND MARKETING TRANSACTIONS

Members of the Business Transactions Group have assisted clients with the following transactions in the media, information and marketing industries:

Mergers & Acquisitions – Buy Side

- Represented **UBM plc** (UBM.L) in connection with its \$920 million tender offer acquisition of **CMP Media Inc.**, a media company focused on the technology sector
- Represented **UBM plc** (UBM.L) in connection with its acquisition of trade event producer **Content Marketing Institute**
- Represented **UBM plc** (UBM.L) in connection with its \$45 million acquisition of **Allison-Fisher International, Inc.**, a supplier of syndicated market research for the automotive industry
- Represented **UBM plc** (UBM.L) in connection with its \$42.5 million tender offer acquisition of the market research company **Audits & Surveys Worldwide Inc.**
- Represented **Interactive Imaginations Inc.** (now **24/7 Real Media**), in connection with its \$40 million merger with online advertising networks **Petry Interactive** and **Katz Millennium**
- Represented **UBM plc** (UBM.L) in connection with its \$24 million acquisition of **Informex**, a specialty and custom chemicals trade show and exhibition, from the **Synthetic Organic Chemical Manufacturers Association**
- Represented **Visual Communications Group**, formerly the professional images and stock photography subsidiary of **UBM plc** (UBM.L), in connection with its \$20 million acquisition of **Definitive Stock Inc.**, an online stock photography business
- Represented **OAG**, an aviation information and analytical services provider and a division of London-based information group **AXIO Data Group** (a portfolio company of private equity firm **Electra Partners**), in connection with its acquisition of **FlightView, Inc.**, a provider of real-time flight information solutions for the aviation and travel industries
- Represented **UBM plc** (UBM.L) in connection with its \$18 million acquisition of the pharmaceutical and healthcare market research business of **Strategic Marketing Corporation**

- Represented **CMPMedica**, a subsidiary of **UBM plc** (UBM.L), in connection with its \$17.5 million acquisition of **Physicians Practice**, a healthcare media business, from **Med-IQ, LLC**
- Represented **UBM plc** (UBM.L) in connection with its \$14.3 million buyout of **RISI, Inc.**, an information provider for the global forest products industry
- Represented **CMP Media LLC**, a subsidiary of **UBM plc** (UBM.L), in connection with its \$12.3 million acquisition of the US technology events business of **Shorecliff Communications, LLC**
- Represented **UBM plc** (UBM.L) in connection with its \$10.5 million acquisition of **Cozint Interactive Inc.**, a specialist online healthcare research and consulting group
- Represented **CMP Technology**, a subsidiary of **UBM plc** (UBM.L), in connection with its \$8 million acquisition of **Portelligent, Inc.**, a provider of teardown data and analyses of high volume portable consumer electronics products
- Represented **PR Newswire Association LLC**, a subsidiary of **UBM plc** (UBM.L), in connection with its \$6.5 million acquisition of Virtual Press Office Inc., a provider of communications and marketing services to live event organizers, exhibitors and attendees
- Represented **CMP Technology**, a subsidiary of **UBM plc** (UBM.L), in connection with its \$5.5 million acquisition of the **Software 2007 Conference** from **Sand Hill Group LLC**
- Represented **PR Newswire Association LLC**, a subsidiary of **UBM plc** (UBM.L), in connection with its \$5.5 million acquisition of **Hispanic PR Wire**, a news distribution service targeting the Hispanic media and community, and related services **Latin Clips** and **Hispanic Digital Network**, from **HispaniMark, LLC**
- Represented **UBM Live**, a division of **UBM plc** (UBM.L), in connection with its \$5 million acquisition of a 70% equity stake in **Catersource**, a U.S. catering tradeshow business
- Represented **Everything Channel**, a division of **UBM plc** (UBM.L), in connection with its \$5 million acquisition of **Next Level**, a provider of international sales, marketing and analytical services to the technology channel
- Represented **Miller Freeman PSN, Inc.**, formerly the trade magazine subsidiary of **UBM plc** (UBM.L), in connection with its \$4 million acquisition of **MP&A Editorial Inc.**, a magazine, Internet and trade show publisher specializing in entertainment technologies

- Represented **EE Times Group**, a division of **UBM plc** (UBM.L), in connection with its \$1.4 million acquisition of **DesignCon**, an exhibition and conference serving the electronic design and semiconductor industry
- Represented **CMP Technology**, a subsidiary of **UBM plc** (UBM.L), in connection with its \$1.2 million acquisition of **How Machines Work Corporation**, a designer and developer of customized interactive online environments
- Represented **Lord Waheed Alli** and his new international group, **Silvergate Media**, as U.S. counsel in connection with the acquisition of the rights owned by UK-based **Chorion** to *The World of Beatrix Potter* and *The Octonauts* artistic and literary works
- Represented **OMUSA, Inc.**, a full-service advertising and media agency, in connection with its acquisition of **21st Century Productions**, a video, film and commercial production house
- Represented **Altvest, Inc.**, a web-based provider of hedge fund-related information, in connection with its merger with **Investor Force Holdings, Inc.**, a business solutions provider to the institutional investment community
- Represented **UBM Global Trade, Inc.**, a subsidiary of **UBM plc** (UBM.L), in connection with its acquisition of select assets of **CentTradeX**, a provider of market intelligence tools
- Represented **JOC Exchange**, a subsidiary of our client **UBM Global Trade, Inc.**, in connection with its acquisition a business developing an Internet-based electronic marketplace for the trading of container slots on ships
- Represented **Advent International** portfolio company **Financial Dynamics**, a business and financial communications consulting firm, in connection with the acquisitions of public affairs consultants **Dittus Communications** and **Westhill Partners**
- Represented **CMP Media LLC**, a subsidiary of **UBM plc** (UBM.L), in connection with its acquisition of **DotNetJunkies.com** and **SqlJunkies.com**, independent online communities for developers using the Microsoft.NET Framework and those building solutions using Microsoft SQL Server
- Represented **United Entertainment Media, Inc.**, a subsidiary of **UBM plc** (UBM.L), in connection with its acquisition of **Music Yellow Pages**, a print and online BtoB music industry directory
- Represented **NOP World**, formerly the market research division of **UBM plc** (UBM.L), in connection with its purchase of several **data collection** businesses

Mergers & Acquisitions – Sell Side

- Represented **UBM plc** (UBM.L) in connection with its \$520 million sale of **United Advertising Publications, Inc.**, a publisher of real estate magazines, apartment guides, and parenting publications, including *Harmon Homes*, *For Rent*, and *Parenting*, to **Trader Publishing Company**
- Represented **UBM plc** (UBM.L) in connection with the £383 million sale of its market research division, **NOP World**, to **GfK Aktiengesellschaft** (GFK.F), a market research company
- Represented **UBM plc** (UBM.L) in connection with the \$220 million sale of its professional images and stock photography business, **Visual Communications Group**, to **Getty Images, Inc.**, an e-commerce provider of imagery and related products and services
- Represented **CMP Technology**, a subsidiary of **UBM plc** (UBM.L), in connection with the \$47 million sale of its consumer and enthusiast media assets, including titles such as *Guitar Player*, *Bass Player*, *Pro Sound News*, *Systems Contractor News*, *DV* and *Technology & Learning*, to **The Wicks Group of Companies, L.L.C.**, a New York-based private equity firm
- Represented **Work-Loss Data Institute**, a leading provider of health care data and guidelines to the workers' compensation industry, in connection with its sale to **Hearst**, a diversified media, information and services company
- Represented **UBM plc** (UBM.L) in connection with the sale of its electronics media portfolio to an affiliate of **Arrow Electronics Inc.** (NYSE: ARW)
- Represented digital marketing agency **Intersect, Inc.** in connection with the sale of its business to eBusiness firm **Crown Partners, LLC**
- Represented **UBM plc** (UBM.L) in connection with the sale of its **UBM Channel** division, a provider of sales and marketing solutions for the technology channel, to an executive management team led investment group
- Represented **UBM plc** (UBM.L) as U.S. counsel in connection with the sale of its **Pyramid Research** division, a provider of business information and market analysis for the information and communications technology industry, to **Progressive Digital Media Group plc** (LON:PRO), a provider of business information to the consumer and technology markets
- Represented **UBM plc** (UBM.L) in connection with the sale of its **Light Reading** division, a provider of research-led online communities and events focused on the global communications industry, to one of its original founders, Stephen Saunders
- Represented **ABP International, Inc.**, d/b/a **Tech Briefs Media Group**, which publishes a variety of design engineering magazines and supplements in both print and digital

formats, including flagship publication *NASA Tech Briefs*, to **SAE International**, a global association of engineers and related technical experts in the aerospace, automotive and commercial-vehicle industries

- Represented **Paperloop** (now **RISI Inc.**), in connection with the sale of its **Converting Machinery and Materials (CMM) International** conference and exhibition business to **PennWell Corporation**, a business-to-business media company
- Represented **India Abroad Publications, Inc.**, publisher of the oldest publication in North America targeted to expatriate Asian Indians, in connection with its sale to **Rediff.com India Limited** (Nasdaq: REDF), a provider of online services focusing on the global Indian community
- Represented **R.A. Rapaport Publishing, Inc.**, a health-related magazine and digital information publisher, in connection with its sale to **Madavor Media**
- Represented **Expocentric plc** in connection with its sale of **Expocentric Inc.**, a global provider of online exhibitions, conferences and corporate communications products, to Expocentric Inc.'s management
- Represented **CMP Technology**, a subsidiary of **UBM plc** (UBM.L), in connection with the sale of its **TechCareers** division to **Beyond.com, Inc.**, a niche career network for business professionals
- Represented **CMP Technology**, a subsidiary of **UBM plc** (UBM.L), in connection with the sale of its 50% stake in **CMP-CyberMedia LLC** to joint venture partner **CyberMedia (India) Limited** (CYBERMEDIA.BO), a South Asian specialty media house

Private Equity, Venture Capital & Private Investments in Public Equity (PIPEs)

- Represented content provider **Screaming Media Inc.** in connection with its \$30 million second round preferred stock sale to venture capital investors placed by **Deutsche Banc Alex. Brown**
- Represented **Garban-Intercapital plc** (now **ICAP plc**) and was lead counsel to an investor group that also included **Accel Partners**, **Bank of America**, **Comdisco**, **Global Crossing** and **Merrill Lynch** in connection with a \$36 million venture capital investment in **MoneyLine Network Inc.**, leading provider of real-time information to financial professionals
- Represented **UBM plc** (UBM.L) in connection with its minority investment in **eXalt Solutions, Inc.**, a provider of on-demand, web-based services for IT solution sales
- Represented **UBM plc** (UBM.L) in connection with its minority investment in **Qiosk.com, Inc.**, a provider of digital magazine solutions for the publishing industry

- Represented a global media company in connection with its minority investment in professional magazine publisher **Red Herring, Inc.**
- Represented various **institutional investors** and **hedge funds** in connection with PIPEs, venture capital and private equity investments in the following companies:
 - **Perion Network Ltd.** (NASDAQ: PERI), an Israeli digital media company
 - **Media 100 Inc.** (MDEA:OTC), a provider of advanced editing systems for corporate, broadcast, post production, and new media industries
 - **UQ, Inc.**, a social media company
 - **Chinayou Inc.**, an online Chinese books business
 - **Dietsmart, Inc.**, a provider of online diet information services
 - **Essential Entertainment, Inc.**, a video production company
 - **LastMinuteTravel.com, Inc.**, an online website providing last minute prices on a variety of travel products
 - **The Weinstein Company Holdings LLC**, a holding company for various businesses in the motion picture industry
 - **BCKSTGR Media, LLC**, a social and mobile media fanclub platform

Joint Ventures:

- Represented **CMP Technology**, a subsidiary of **UBM plc** (UBM.L), in connection with its formation of a joint venture with **CyberMedia (India) Limited** (CYBERMEDIA.BO), a South Asian specialty media house, to build a global media portfolio focused on worldwide services
- Represented **Miller Freeman, Inc.**, formerly a subsidiary of **UBM plc** (UBM.L), in connection with the formation of the global forest products information business **Paperloop.com** (now **RISI Inc.**), a joint venture with private equity firm **Pegasus Capital Advisors L.P.**

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