

McDermott
Will & Emery

Life Sciences Practice

Global legal services from world-class advisors

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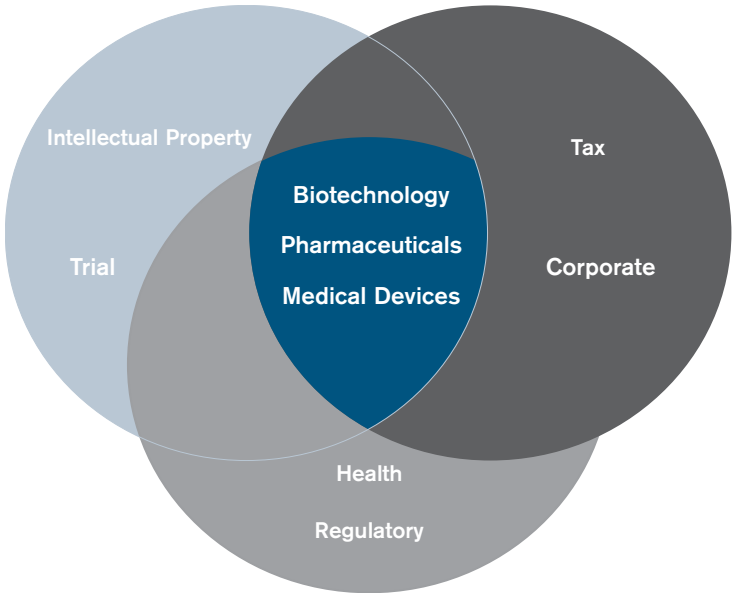


Practice Summary



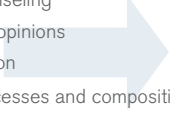

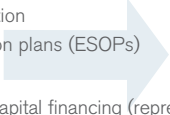
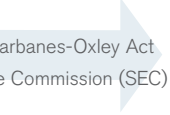
Your business is life sciences. Our business is helping companies develop, test, finance and market discoveries—providing legal counsel on all aspects of this work during pre-clinical development, clinical trials and post-approval development, marketing and use.

By working side-by-side with clients, we have developed extensive experience in handling the issues often faced and the operational, corporate and financing details that can make or break a business, and we have devised strategies and tactics to address them. We strive to understand what you want to deliver to the market and the value it will offer, thus tailoring our efforts to help achieve your organization's goals.

We have assembled an integrated, cross-disciplinary, international team of recognized practitioners to tackle the toughest problems with workable legal solutions. Drawing from our health, corporate, tax, trial, intellectual property and regulatory teams, our Life Sciences Practice is composed of lawyers who have worked with clients across all stages of product development and who are experienced in addressing the full continuum of legal issues that can arise wherever you are in the drug/device development life cycle.



McDermott Life Sciences Practice: We Are Everywhere You Are on the Development Continuum

PRE-CLINICAL DEVELOPMENT	CLINICAL TRIAL DEVELOPMENT	POST-APPROVAL, MARKETING AND TRANSACTIONS
PRODUCT DEVELOPMENT		
<ul style="list-style-type: none"> ▪ Secure IP rights animal welfare/Association for Assessment and Accreditation of Laboratory Animal Care (AAALAC) 	<ul style="list-style-type: none"> ▪ U.S. Federal Drug Administration (FDA) investigational new drug application process (NDA) ▪ National Institutes of Health ▪ European Medicines Agency ▪ Institutional Review Boards (IRBs)/contract research organizations (CROs) ▪ Clinical trial/CRO agreements ▪ Privacy (HIPAA and EU data protection) ▪ Subject recruitment ▪ Conflicts of interest ▪ Informed consent/authorization ▪ Outcomes research ▪ Reimbursement ▪ Data mining/management 	<ul style="list-style-type: none"> ▪ U.S. Federal Trade Commission (FTC) ▪ FDA (NDA, orphan drugs, post-marketing) ▪ European Medicines Agency (EMA) ▪ Medicare reimbursement counseling/litigation ▪ Medicare Modernization Act compliance ▪ U.S. Office of Inspector General/compliance ▪ Pharmaceutical Research and Manufacturers of America (PhRMA) sales/marketing guidance ▪ Privacy (HIPAA/State/EU data protection) ▪ Antitrust (U.S. and EU) ▪ Product/disease registries ▪ Good manufacturing process regulations (FDA) ▪ Products liability ▪ Prescriber data usage
INTELLECTUAL PROPERTY		
<ul style="list-style-type: none"> ▪ Secure IP rights ▪ Strategic patent counseling ▪ Freedom-to-operate opinions ▪ Trade secret protection ▪ Patent methods, processes and compositions developed ▪ Scope of and protection from Section 271(e)(1) exemption 	<ul style="list-style-type: none"> ▪ Strategic patent counseling ▪ Freedom-to-operate opinions ▪ Public company IP disclosure issues 	<ul style="list-style-type: none"> ▪ Patent enforcement and defense ▪ Hatch-Waxman litigation ▪ Strategic patent counseling ▪ Freedom-to-operate opinions ▪ Public company IP disclosure issues ▪ Due diligence/early case assessment in contemplation of litigation
CORPORATE/FINANCING & PARTNERING		
<ul style="list-style-type: none"> ▪ Structure/governance ▪ Venture capital/follow-on round financing ▪ Private equity ▪ Collaboration/licensing ▪ Tax ▪ Executive compensation ▪ Employee stock option plans (ESOPs) ▪ Entity formation ▪ Early stage/venture capital financing (representing companies and venture capitalists) ▪ Royalty stream financing transactions ▪ Strategic advice ▪ Commercial contracts ▪ Real estate leases 	<ul style="list-style-type: none"> ▪ Initial public offerings (representing issuers and underwriters) ▪ Royalty stream financing transactions ▪ Collaboration/licensing ▪ Tax ▪ Mergers and acquisitions ▪ Executive compensation ▪ Corporate governance and Sarbanes-Oxley Act ▪ U.S. Securities and Exchange Commission (SEC) ▪ Strategic advice ▪ Commercial contracts ▪ Cross-border transactions ▪ Real estate leases ▪ Bank finance 	<ul style="list-style-type: none"> ▪ Follow-on securities offerings (including Private Investments in Public Equity (PIPEs) and convertible debt offerings) ▪ Collaboration/licensing ▪ Tax ▪ Mergers and acquisitions ▪ Corporate governance, Sarbanes-Oxley Act and advising boards of directors ▪ SEC compliance ▪ Private equity ▪ Strategic advice ▪ Commercial contracts ▪ Cross-border transactions ▪ Real estate leases ▪ Bank finance ▪ Debt restructuring

Facts at a Glance

#1 ranked health practice in the United States, and lauded by clients as an "international powerhouse" and having "the greatest depth of talented health care lawyers around"
Chambers USA, 2008, The Best Lawyers in America, 2009

Among the world's top biotechnology and life sciences patent firms
Managing Intellectual Property, 2009

McDermott partners ranked as leaders in biotechnology law
The Best Lawyers in America, 2009

Recognized for life sciences in the United States
PLC Which Lawyer? Yearbook, 2008

Nationally ranked practices in the United States include antitrust, appellate, government: political law, intellectual property, tax: corporate and finance, and tax controversy, among others
Chambers USA, 2008

Among the top 20 M&A legal advisors in the Americas
Mergermarket, Mergerstat, ThomsonReuters, 2008

Recognized for achieving outstanding results for clients in high-stakes disputes and for the notable depth and breadth of talent that the Firm demonstrated in 2006 and 2007
American Lawyer's Litigation Department of the Year, 2008

Recognized as one of the leading law firms in the areas of intellectual property litigation, tax, employee benefits and tax controversy
The Legal 500 United States, 2008

One of the most active patent prosecution firms in 2007
Intellectual Property Today, 2008

Among the world's top patent firms
Managing Intellectual Property, 2009

Nationally recognized trademark practice
Managing IP's World IP Survey, 2009

Intellectual Property, Media & Technology Department named among the leading U.S. firms for trademark contentious work and trademark prosecution and counseling
Managing Intellectual Property's World IP Survey, 2009

The most active "general practice firm" before the International Trade Commission (ITC) and one of the top 10 busiest IP litigation firms in the United States in 2006
IP Law & Business, 2008

Trademark litigation practice was ranked among the top 10 U.S. general practice firms
Law360's 2009 Litigation Almanac

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New York Orange County Rome San Diego Silicon Valley Washington, D. C.

Strategic alliance with MWE China Law Offices (Shanghai)

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World-Class Advisors

McDermott Will & Emery's Life Sciences Practice is composed of professionals situated across Europe and the United States, as well as lawyers practicing with MWE China Law Offices, which has a strategic alliance with McDermott. Our lawyers are knowledgeable about the regulatory and market environments where you want to operate or distribute. Whether your organization is active in one country or many, we can anticipate and address your legal needs.

Please refer to the enclosed card for a list of McDermott Will & Emery Life Sciences Practice leaders.

For more information about McDermott's Life Sciences Practice, please visit www.mwe.com/life/ or contact one of the practice co-chairs:

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(pocket folder)