

# BUSINESS CENTER

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## CORPORATE

# Drug Firm Buys Another for \$464 Million Through Merger, Company Will Gain Drugs for Treating HIV and Hepatitis B

By Toni Vranjes

In a move to broaden its pipeline of antiviral drugs, Gilead Sciences Inc. of Foster City has agreed to buy North Carolina's Triangle Pharmaceuticals Inc.

Cooley Godward advised Gilead, led by partner Richard E. Climan in Palo Alto.

The acquisition will provide Gilead with complementary drugs for treating HIV and hepatitis B, according to Gregg Alton, Gilead's vice president and general counsel. The deal is valued at \$464 million in cash.

For instance, Triangle's Coviracil drug is complementary to Gilead's Viread product for HIV treatment, Alton says. If the acquisition closes, the company plans to blend the two into a combination pill.

"They have products that when added to our portfolio make us a stronger competitor," says Alton, a former Cooley Godward attorney.

The final phase of negotiations began Dec. 1, when Alton and the rest of Gilead's legal team flew to Raleigh, N.C. They held

discussions with Triangle's team at the offices of North Carolina firm Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, which serves as counsel to Triangle.

The negotiations, which wrapped up Dec. 3, required an intense effort by both groups of lawyers. Alton says that lots of coffee and a jolt of adrenaline carried him through the marathon negotiations.

"We negotiated around the clock," Climan adds. "We got very little sleep."

The companies expect the acquisition to close in the first half of 2003.

The deal comes a year after Gilead announced an agreement to sell its oncology operations to OSI Pharmaceuticals Inc. Climan also advised Gilead in that transaction.

For the current deal, the Cooley Godward team also included partners David Lipkin and Laura Berezin and associates Luke Bergstrom and Paul Gibson in Palo Alto.

The outside lawyers for Triangle were Gerald Roach of Smith Anderson in North Carolina and William Baxley of King & Spalding in Atlanta.



Photo by S. Todd Rogers

"We negotiated around the clock," says Cooley Godward's Richard E. Climan, who advised Gilead. "We got very little sleep."

## CORPORATE

# Deal Maker's Success Hinges on Credence

By Joel Rosenblatt

Warren Lazarow, a corporate partner at San Francisco's Brobeck, Phleger & Harrison and a member of Forbes Magazine's 2002 list of the top 100 venture capital deal makers, credits his success to one company: Credence Systems Corp. of Fremont.

"My entire skill set and a significant portion of my client base can be traced to this company," Lazarow says.

Lazarow represented Credence, which sells semiconductor test equipment to technology companies like Intel Corp., in its latest acquisition. On Nov. 27, Credence purchased Mountain View-based Optonics Inc., manufacturer of the infrared chip debugging device EmiScope, for nearly \$20 million.

Optonics was represented by Wilson, Sonsini, Goodrich & Rosati of Palo Alto.

The all-stock transaction is one of 15 acquisitions Lazarow has negotiated for Credence -- and one of his many rewards for serving the company for 13 years.

Lazarow, 42, first represented Credence in 1990 when he joined Brobeck Phleger from New York's Cahill Gordon & Reindel. At the time, Lazarow successfully resolved a

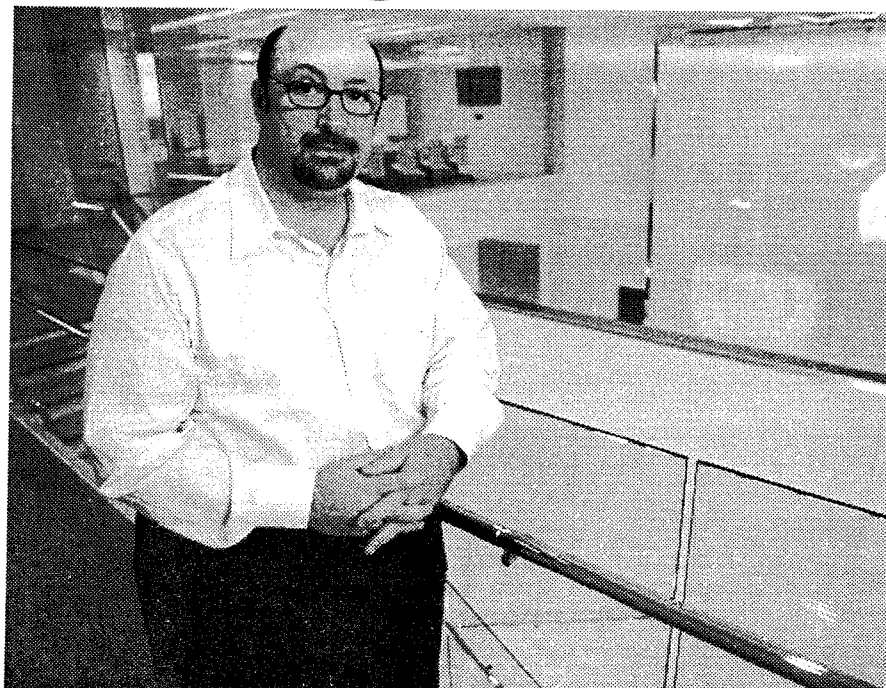


Photo by S. Todd Rogers

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## FINANCING

# Macerich Debt to \$15 Billion

By Toni Vranjes

The Macerich REIT's public offering of real estate investment trusts associated with a

"It was one of the largest common offerings this year," says Fred McLellan, Los Angeles partner at O'Melveny & Myers who represented the REIT.

The Santa Monica-based REIT will raise the \$420 million proceeds to pay for the acquisition of Real Estate Realty Limited Partnership.

The company develops, leases, and manages shopping malls and centers throughout the country. The REIT is planned to sell the underwriters because of high demand.

"They had a very offering in a choppy market."

The lead attorneys were McLellan, Mark Easton.

Los Angeles partner, Arps, Slate, and a group of underwriters at Bank Securities.

Macerich is a joint venture of Bayer and Mador, who played key roles in the offering.

## CORPORATE

# Wilson Guides Clients

By Toni Vranjes

IBM Corp. has a key software company.

The target company is Palo Alto-based Goodrich & Rosati.