

Dewey Devlin & King, LLC.

Investment Bankers

Breathing Life into Life Sciences

Thomas E. Dewey, Jr. Anne Devlin Rochelle B. King

Founding Principals

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About DDK:

- Established January 1, 2005, Dewey Devlin & King, LLC is a boutique investment banking firm designed by its founders to provide strategic, focused, investment banking primarily to Life Sciences and Healthcare companies, as well as to middle market companies in other industries.
- DDK's founding principals collectively bring well over seventy years of banking experience at top tier Wall Street firms, including Kuhn, Loeb; Merrill Lynch; Donaldson Lufkin & Jenrette and Chase Capital Markets and boutique firms; such as Bentley Associates and McFarland Dewey & Co. The principals collectively have closed dozens of deals in their careers. The three founding principals also worked together as the healthcare team at McFarland Dewey before deciding to launch DDK.
- We believe DDK offers a unique combination of senior-level major firm experience, together with a very successful track record providing hands-on service to emerging growth companies at boutique firms. Our principals know how to help companies grow and mature into the successful companies their founders envisioned.
- Our focus is solely on our clients, providing private placements; mergers, acquisitions and divestitures; strategic partnering and IPO advisory services. DDK does not manage funds or do public underwriting.

The DDK Philosophy

- DDK is committed to providing the highest quality investment banking services to carefully selected clients.
- We believe principals should handle all aspects of the transaction and associates should assist. No assignment is turned over to a junior team for execution. The principals who make the presentation execute the transaction.
- DDK will only pursue those assignments we are confident can be successfully executed. The deals brought to DDK are new assignments from prior clients; referrals from venture and private equity funds; attorneys, accountants and other professionals; or companies which approach DDK directly, based on the founding principals' reputation.
- Over half our prior transactions have been brought to us by venture capital or private equity firms, seeking quality independent investment banking service for portfolio companies.
- Once we take on an assignment we stay with the Company, committing whatever resources are needed to complete the transaction. Our success is measured by quality not quantity of transactions.
- We believe in building long-term client relationships providing value - added resources and long-term strategic advice.
- Our goal is to do well while providing comprehensive advisory and banking services to meet our clients needs – helping companies grow their business while introducing them to the appropriate investors at each stage of their growth.

Founding Principals

Thomas E. Dewey, Jr. Founding Principal

Education: B.A. Princeton University, M.B.A. Harvard University

Experience: Mr. Dewey's experience covers all aspects of corporate and public finance, including underwriting, private placements, valuation studies, mergers and acquisitions, etc., with specialized experience in the public utility and railroad industries and corporate reorganizations and restructurings. Mr. Dewey has also testified extensively as an expert in litigation involving financial matters and in regulatory proceedings.

Noteworthy Positions: Associate, Kuhn, Loeb & Co. (1958 –1964), General Partner (1965-1975). President, Thomas E. Dewey Jr. & Co., Inc. (1976 - 1989). Founding Partner, (later Member) of McFarland Dewey & Co. (1989 - 2004). Vice Chairman (1972 - 1989) New York City Housing Development Corporation. Former Director Apple Bankcorp, Apple Bank for Savings, Levin-Townsend Computer Corp, Douglas Elliman & Co., GULL, Inc., InPhyNet Medical Management, Inc., Vysis, Inc. and Genelabs Technologies, Inc.

Mr. Dewey is a Director of Goldfield Corp, a Retired Director of Northwest National Gas Company, a Trustee of the Scripps Research Institute and an active Trustee (45 years) and Chairman Emeritus of Lenox Hill Hospital. He is also Managing Trustee of the Thomas E. Dewey Fund, a charitable foundation.

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Anne Devlin
Founding Principal

Education: B.A. Swarthmore College, M.B.A. Columbia University Graduate School of Business where she was elected to Beta Gamma Sigma.

Experience: Ms. Devlin's experience covers a wide range of investment banking activity include public and private financings, mergers, acquisitions and divestitures, and financial advisory services. Her industry focus has been life sciences, medical technology and certain healthcare services transactions although she has also handled transaction for companies in a variety of other industries.

Noteworthy Positions: Associate, Kuhn Loeb & Company, Inc. (1976 - 1977). Vice President, Donaldson Lufkin & Jenrette, Inc. (1977 - 1980), Senior Vice President (1980 - 1983). Vice President and Co-Manager of healthcare investment banking at Chase Manhattan Capital Markets Corporation (1984 - 1989). Managing Director and Co-Head of Healthcare, Bentley Associates (1990 - 2003). Partner, McFarland Dewey & Co. (2003 - 2004).

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Rochelle B. King
Founding Principal

Education: B.A. Queens College, CUNY, where she was elected to Phi Beta Kappa, J.D. University of Pennsylvania Law School

Experience: Mrs. King's experience covers a broad range of investment banking activities with an emphasis on healthcare/life sciences, media, telecommunications and the food services industries. She served as a Director of Paging Partners Corporation, a public corporation and as General Partner of Kagan Media Partners, L.P., a Paine Webber public media partnership.

Noteworthy Positions: Associate, Simpson, Thatcher and Bartlett, general corporate and securities law (1977 - 1980). Associate, Phillips, Nizer, Krim and Ballon, general corporate, securities law, (1980 - 1983). Vice President, Merrill Lynch Investment Banking (1983- 1989). President, King Investment Banking, Inc. focusing on media and food services transactions 1989-1991. Managing Director and Co-Head of healthcare, life sciences group, Bentley Associates (1991 - 2003). Partner, McFarland Dewey & Co.(2003 - 2004).

She serves as an advisor to the David & Gisela King Foundation, which focuses on disadvantaged children, and to Medical Mission International which is building a surgical hospital in El Salvador.

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Investment Banking Services

DDK specializes in assisting their clients with the development of their growth and expansion strategies, while focusing on their core competencies. We use our considerable experience in the healthcare sector to help determine the company's probable valuation in the private market or as a strategic investment or acquisition. In the area of **private placements**, we work with our clients on an exclusive basis and assist them in the preparation of a private placement memorandum and investor presentation to communicate the client's science, technologies, strengths and business prospects. We construct a highly focused list of appropriate lead investors and establish meetings for management. DDK's breadth of contacts covers over 400 potential investors in US, Canada, Europe and Pacific Rim. Virtually all are institutional or family offices investors who have a personal relationship with our partners.

DDK principals also have handled **acquisition assignments** for healthcare clients interested in either venture capital investments or acquisitions to further their strategic objectives. We assist our clients in identifying and evaluating opportunities and assist in negotiating the terms of the transaction. Our extensive network of relationships in the venture capital and private equity community are particularly helpful in carrying out such assignments. In the area of **sale assignments**, we prepare a sales memorandum and presentation to highlight the strengths and accomplishments of our clients. Together with our clients, we construct a highly-targeted list of prospective buyers, both strategic and financial.

In all private placements, acquisition and sale assignments, we assist in negotiating deal terms; secure additional investors, if necessary; review documentation; and guide clients through the financing or transaction process to closing. Because we maintain an ongoing relationship with our clients, we have assisted later stage clients in taking their securities into the public markets, selling their companies or making strategic acquisitions.

Healthcare Track Record

Overall, DDK principals have handled assignments for over 40 companies across all sectors of healthcare. These included private placements of equity or debt; company sales, buyouts, spin-offs and acquisitions and strategic alliance / financial advisory assignments. We have handled assignments for companies involved in pharmaceuticals, medical technology and device, biotechnology, drug delivery, information technology and healthcare services.

Healthcare companies served by DDK professionals are included on the following pages:

Health Care Assignments

- Affiliated Health Care Systems, Inc. – Advised on the potential acquisition of a group of psychiatric facilities by AHS from Hospital Corporation of America. DDK professionals arranged \$22 million of senior, mezzanine and equity financing for AHS, a newly formed health care management company. Placement completed, but transaction canceled by seller.
- Achievement and Guidance Centers of America – Exclusive financial advisor on the successful sale of this behavioral health managed care company to American Biodyne. Completed.
- Ascent Pediatrics, Inc. – Private placement agent for a \$24 million financing program for this pediatric pharmaceutical company. Financing consists of \$5 million of senior debt; \$7 million of mezzanine and \$12 million of equity. Ascent subsequently completed a successful public offering. Completed.
- Behavioral Stress Centers Group – Assignment to find buyer for this leading outpatient behavioral care provider offering broadly diversified services. We successfully sold BSC to Pioneer Healthcare for approximately 3x the offer from another company that BSC had received prior to retaining us. Completed.
- Bethany Centers – Brought in by the workout group of Bethany's senior lender to advise on the restructuring/sale of this free-standing chemical dependency facility. Completed.
- Bio-Plexus, Inc. – Exclusive financial advisor on potential acquisition. Completed.
- Bio-Plexus, Inc. – Exclusive financial advisor in 1999 on \$4.5 million private placement of convertible debt for this public company. Completed.
- CardioFocus, Inc. – Private placement of \$10.1 million convertible preferred stock for early stage cardiac device company. Deal oversubscribed. Completed.

- Caring Technologies, Inc. – Private placement of equity interests in this wireless vital signs monitoring company by Child Health Corporation of America, a national consortium of children’s hospitals in the US. Completed.
- Caring Technologies, Inc. – Advisory assignment to establish strategic alliances with European communications groups. Completed.
- Celsis, Inc. – Advisor on acquisitions to this publicly-held UK Company in the rapid antimicrobial testing kit and laboratory services businesses.
- Consolidated Catholic Health Care Consortium – Financial advisor to this national consortium of 20 Catholic hospital systems to develop and implement a joint venture to develop assisted living and congregate case retirement facilities. Completed.
- ContiCare Medical, Inc. – Strategic equity investment by Kimberly-Clark Ventures in this medical device company. Completed.
- Corporate Health Systems – Sale of this leading behavioral health managed care company in the New York metropolitan market. We obtained six very competitive bids for the company based on multiples of sales due to strong buyer interest in the Northeast market. Completed.
- DSB&A – Advisory assignment to privately-held EAP company for a joint venture with a strategic partner. Completed.
- E-Vision – Exclusive advisor on the sale of E-Vision to Johnson & Johnson. Completed.
- EmerGen, Inc. – \$15 million financing for this population-based genomics company using the Utah pioneer population. Completed.
- Epicept – Financial advisor to this drug delivery company on capital raising.

- Fertility Acoustics, Inc. Strategic equity investment by Kimberly-Clark Ventures in this diagnostics company. Completed.
- Four Winds, Inc. – Senior financing for the Katonah and Saratoga Springs, NY facilities of this privately-held behavioral health company. Completed.
- Heico Incorporated – Placement agent and advisor for \$25 million senior and mezzanine equity placement for public company in Diagnostic Imaging Centers and aerospace parts business. Completed
- ICAgen, Inc. – Private placement agent for \$5.8 million financing for this venture-backed biotech discovery company targeting ion channels. Six development programs now underway. Company just completed an IPO. Completed.
- Implemed, Inc. – A \$6.5 million private placement in 1995 for this early-stage company that has developed proprietary anti-bacterial polymers to be used to manufacture medical devices. Completed.
- Implemed, Inc. – Private placement agent for a \$6 million third round financing for Implemed. Completed.
- Implemed, Inc. – Private placement agent for a \$2.5 million strategic investment by Premier Inc., the largest healthcare network in the U.S. with nearly 1,700 affiliates representing \$20 billion in annual purchasing volume. Completed.
- Industrial Medicine Associates, Inc. – Exclusive placement agent on \$18 million expansion financing for this company providing comprehensive evaluations for Social Security disability applications (market growing at 27% pa) and independent medical examinations (also growing rapidly).
- InPlyNet Medical Management, Inc. – Financial advisors in a debt financing, two significant acquisitions, initial and one follow-on public offerings and sale of the Company.

- Jewish Board of Family and Children's Services, Inc. – We successfully arranged a joint venture between the Jewish Board and American Psych Systems, Inc. for Medicaid and commercial capitated behavioral health programs. The Jewish Board operates the largest mental health network in the New York metropolitan area. Completed.
- Kimberly-Clark Corporation – Exclusive financial advisor to form Kimberly-Clark Ventures and make five strategic health care venture capital investments and acquisitions. Completed.
- Kurron, Inc. – Advice on the development of a financing program for the acquisition of subacute and other specialty health care facilities for this privately-held company specializing in hospital management and workouts. Completed.
- Medical Science Partners II – Private placement agent for \$30 million venture capital fund focusing on investments in early stage biotech, medical device and services. MSP was founded by Harvard Medical School which owns 50% of General Partner. Completed.
- Medicare HMO – Private placement assignment for this privately-held Medicaid HMO located in the Midwest. Completed.
- MediVance, Inc. – Strategic equity investment by Kimberly-Clark Ventures in this early stage medical device company. Subsequently K-C bought temperature control business from Medivance. Completed
- Mustard Seed, Inc. – Successful assignment to find a buyer for this leading Medicaid behavioral managed care company based in Philadelphia. Completed.
- NexRay, Inc. – Private placement of \$21 million of convertible preferred stock for this medical technology company that has developed a radically new imaging system. Deal was substantially over-subscribed. Completed.

- Paul Sherman & Associates – Assignment to advise on the sale or joint venture for PS&A, a privately-held managed care company. Completed.
- Penwest Pharmaceuticals – Acted as exclusive advisor in creating this public company by spin-off from a larger public corporation principally engaged in non-healthcare business. Completed.
- Periodontix, Inc. – Exclusive financial advisor on \$8.3 million private equity placement for this privately-held periodontal products company. Financing was oversubscribed. Completed.
- Periodontix, Inc. – Exclusive financial advisor on \$4 million second round private equity placement. Completed.
- Physician Care Network – Successful sale of physician-owned HMO based in Westchester, New York. Completed.
- St.Croix Medical Inc. – Exclusive financial advisor on \$7 million equity placement for this implantable device company. Completed.
- Surgical Sealants, Inc. – Strategic equity investment by Kimberly-Clark Ventures in this medical device company. Completed.
- Surgical Sealants, Inc. – Exclusive advisor on \$6 million second round private equity placement for this medical device company. Completed.
- Vaxin, Inc. – Advisor on bridge and long-term equity financing for this biotechnology company that uses recombinant vectors applied to the skin or mucosal surfaces to achieve a lasting immune response.
- ViOptix, Inc. – Exclusive private placement agent for this medical technology company. ViOptix has developed and is commercializing a radically new technology to measure local tissue oximetry in real time which has application across a wide range of medical applications. Completed

- WorldCare, Inc. – Advisor to WorldCare, an international telemedicine company, on the purchase of a majority interest in a US diagnostic services company. DDK professionals originated this transaction. Completed.