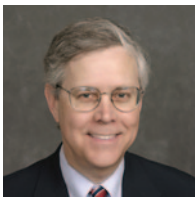


Private Equity / Venture Capital Team

Womble Carlyle's private equity and venture capital team advises venture and private equity firms in fund formations, portfolio investments, acquisitions, governance, recapitalizations, and exits. We also represent growing companies in fundraisings, acquisitions, dispositions, joint ventures, governance, and licensing.

We have team attorneys in key markets throughout the Southeast and Mid-Atlantic regions to serve client needs. Our team members work closely with the other transactional attorneys and professionals at Womble Carlyle to deliver fully integrated services. Firm lawyers in tax, executive compensation, intellectual property, real estate, environmental law, ERISA, litigation, securities, and corporate governance work seamlessly with team members to deliver creative and comprehensive solutions.

Steering Committee



Clinton D. Richardson (Atlanta), team chair, works with venture and private equity funds as well as growing companies in the IT and life science industries. Clint is the author of the critically acclaimed *Growth Company*

Guide 4.0 – Investors, Deal Structures, Legal Strategies, the fourth in a series of finance primers that first published in 1987 as *The Venture Magazine Complete Guide to Venture Capital*. He is also a founder and director of the oldest private equity and venture trade association in the Southeast, the Atlanta Venture Forum. Clint has been named to several best advisor listings.



Jeffrey C. Howland (Winston-Salem), chairman of the firm's Corporate and Securities Practice, advises public and privately held corporations, with particular focus on biotechnology, software, semiconductor and other high technology

businesses. His practice concentrates on corporate finance, fund formation, securities regulation, corporate governance, mergers and acquisitions, corporate spin-outs, technology transfer and strategic partnering. His clients include publicly traded corporations, venture and private equity firms, universities, entrepreneurs and privately held technology businesses.



Jeffrey S. Hay (Charlotte) has represented corporate clients, venture capital funds and private equity investors for more than 20 years. He has extensive experience in representing middle market, emerging growth and

technology companies in venture capital and private equity financings, mergers and acquisitions, technology licensing, joint ventures and securities matters. Jeff's multidisciplinary practice includes addressing the varied needs of middle market corporate clients. In addition to his long experience in private practice, Jeff served as in-house general counsel and a member of the board of a privately held consumer products company.



W.H. (Kip) Johnson (Research Triangle Park, NC) advises technology, software, Internet and wireless clients and angel and venture capital investors. He advises on venture and mezzanine financings, initial and secondary public

securities offerings, strategic alliances, technology transfer arrangements, mergers and acquisitions, and employee recruitment and retention issues. Kip is an active angel investor and a member of The Atlantis Group. He has led or participated in more than a dozen venture and angel investments in the past few years.



Dean W. Rutley (Tysons Corner, VA/Washington, DC) advises on corporate, transactional, and securities matters, including venture capital firms in organization, financing, equity distribution, investments, and other

operational matters. His clients come from many industry segments including information technology, computer hardware and software, telecommunications, government contracts, e-commerce, and biotechnology. He also works on venture capital, angel, and other private equity financings, and in senior debt financings.



G. Donald Johnson (Atlanta) is a senior transactional lawyer on the team. Don advises venture investors as well as public and private companies in transactional matters. His practice includes both buyers and sellers in

private and public equity and debt capital raises in domestic and international transactions.



Jeffrey A.D. Cohen (Tysons Corner, VA/Washington, DC) advises mid-market technology companies and government contractors with venture capital and private equity financings, mergers and acquisitions, securities

regulation, joint ventures, and corporate governance matters. Jeff also represents venture capital and private equity funds with formation matters, securities compliance, and investments, and represents institutional investors in connection with private equity and hedge fund investments.



L. Kent Webb (Atlanta) advises on acquisitions, venture capital and private equity financings, restructures, and other transactions. His experience includes commercialization of intellectual property, strategic alliances, outsourcing, and

offshoring. Kent previously worked at BellSouth Corporation in a variety of capacities for thirteen years. His roles included serving as the chief financial officer for BellSouth NetSource. Kent is the former Chair of the Technology Law Section of the State Bar of Georgia.



Christopher J. Gyves (Winston-Salem) represents general partners in the formation of private equity funds, mezzanine debt funds, and funds of funds, and major limited partners in investments in international and domestic private

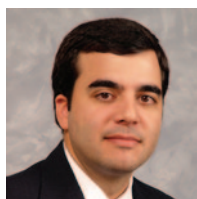
equity funds, venture capital funds, energy funds, timber funds and real estate investment trusts. He also advises clients in private equity and venture capital investments, technology transactions, public and private offerings, and acquisitions.



D. Scott Anderson (Charlotte), formerly a management consultant in the banking and payment systems industry, advises venture capital investors, private equity funds and operating companies in venture capital financing,

recapitalizations, and acquisitions. Scott also represents small businesses and middle market companies in a range of general corporate and technology licensing matters.

Partners



David B. Baddour (Research Triangle Park, NC) concentrates on corporate finance, corporate governance, mergers and acquisitions, securities and investment fund work, on both the fund and investor sides. He has advised

on private real estate investment funds, large institutional investors, and various venture capital financings.



David P. Broughton (Winston-Salem), formerly an investment banker, represents public and private companies in mergers and acquisitions, corporate finance, venture capital and securities regulation. His legal and business

experience includes serving venture funds, private equity groups, lenders and borrowers/issuers in acquisitions, sales, divestitures, recapitalizations, joint ventures, corporate finance and venture capital, including representation of equity and debt financings, and public and private offerings.



Jacqueline E. Camp (Greensboro, NC) has extensive experience representing both borrowers and lenders in syndicated financings, single-lender financings, international project finance and mezzanine finance, combined with

additional experience in mergers and acquisitions, private equity, venture capital financings, corporate restructurings, equity offerings, and divestitures. Her work includes general corporate advice on commercial and securities law compliance and structuring, negotiating, documenting and closing complex business transactions.



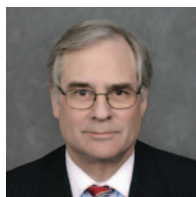
Gregory M. Chabon (Greensboro, NC) negotiates complex business transactions, including strategic alliances and business mergers, acquisitions, and divestitures, and structures capital raising and debt/equity investments

for emerging companies. His practice includes facilitating licensing and supply arrangements in domestic and foreign markets, including high technology businesses.



Guanming Fang (Atlanta) advises clients on acquisitions and strategic alliances and serves as the team's liaison to the firm's China Initiative. Guanming, a China native, is fluent in Mandarin and Cantonese in addition to English.

Guanming is a co-founder of the Georgia China Alliance, a non-profit organization that promotes business exchanges with China. She was named to Georgia Rising Stars by Atlanta Magazine, Who's Who in Law & Accounting by the Atlanta Business Chronicle, and Who's Who in Asian American Communities by the WWAAC Committee.



T. Clark Fitzgerald (Atlanta) is the senior securities lawyer on the team and has extensive experience in representing business and investment banking clients in initial and other public offerings, SEC filing requirements, and private

placements. He also advises on corporate governance, mergers and acquisitions, venture capital investments, strategic alliances, technology, licensing, and distribution agreements. Clark has been recognized as a Georgia Super Lawyer for his work in corporate finance.



Lisa A. Thieler (Atlanta), a member of the firm's Capital Markets Practice, advises clients on capital markets transactions, including syndicated loan transactions, senior debt financings, letter of credit-backed industrial bond

financings and structured finance transactions. Lisa also has significant experience with representation of lenders in commercial real estate and general asset-based secured transactions and work-out situations for troubled loans.



Christopher A. Kimbel* (Atlanta)

is responsible for leading the team's strategic and business development initiatives. He came to Womble Carlyle in 2003 after having held a variety of roles in the consumer products and financial

services industries. While with The Coca-Cola Company, Chris held positions with responsibility for national account management, sales training, and leading teams of customer management professionals.

* Not licensed to practice law.

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