

## **COREY A. LEVENS**

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### **LEGAL EMPLOYMENT**

May 2003 - Present                   **LEVENS LAW FIRM**, Palo Alto, California  
Solo practice specializing in corporate, licensing and general counsel matters

September 1998 -                   **MORRISON & FOERSTER**, Palo Alto, California  
April 2003                           Associate in the Corporate Department

February 1989 –                   **WINSTON & STRAWN**, Chicago, Illinois  
December 1990                   Associate in the Corporate Department

February 1986 -                   **KIRKLAND & ELLIS**, Chicago, Illinois  
February 1989                   Associate in the Corporate Department

June 1984 -                       **KATTEN MUCHIN ZAVIS**, Chicago, Illinois  
February 1986                   Associate in the Commercial Department

Please see attached Addendum for a description of legal work experience.

### **OTHER EMPLOYMENT**

October 1993 -                   **ONCE UPON A CHILD**  
March 1999                       Mountain View (1994) and San Jose (1997), California  
Independently owned and operated franchise retail stores specializing in new  
and used children's clothes, toys, furniture and accessories.

January 1991 -                   **INTERLINK ASSOCIATES**  
December 1994                   Independently owned and operated consulting business specializing in doing  
business with India.

### **EDUCATION, PROFESSIONAL DEGREES**

**UNIVERSITY OF ILLINOIS COLLEGE OF LAW**, Champaign, Illinois  
J.D., May 1984

**UNIVERSITY OF CHICAGO GRADUATE SCHOOL OF BUSINESS**  
M.B.A., June 1980 (Finance and Accounting)

**HAVERFORD COLLEGE**, Haverford, Pennsylvania  
B.A., May 1978 (Economics)  
George F. Baker Trust Fund Scholar

**CERTIFIED PUBLIC ACCOUNTANT**  
Passed all parts of November 1980 CPA exam

## **ADDENDUM**

### **I. Description of Work Experience at Levens Law Firm**

Since forming Levens Law Firm, my practice has evolved into three distinct categories: (a) representation of Bay Microsystems, Inc., (b) representation of start-up and emerging companies, and (c) acting as co-counsel with George Grellas & Associates, a law firm based in Cupertino, CA. A brief description of each of these areas follows:

#### **A. Bay Microsystems, Inc.**

I have represented Bay Microsystems since its inception in 1998 (see II.A.1 and II.C.7 below), initially as an attorney at Morrison & Foerster. Upon leaving Morrison & Foerster in 2003, Bay retained me to act as its general counsel to perform and supervise all of its legal matters. In this capacity, I perform the following functions:

- (i) Attend all executive staff meetings.
- (ii) Attend all meetings of the Board of Directors, act as secretary of the meetings, draft minutes to the meetings.
- (iii) Draft and negotiate all intellectual property licenses, including licenses with ARM, AMCC, Cadence, Marconi, and Network Equipment Technologies.
- (iv) Draft and negotiate term sheets and definitive agreements for all venture capital financings, including Series D, E, and E-1 financings.
- (v) Negotiate all bank financing documents with Comerica Bank.
- (vi) Draft and negotiate letter of intent and definitive agreements for acquisition of Parama Networks, Inc.
- (vii) Review all human resources issues and work with outside counsel when necessary; draft offer letters, employment agreements, change of control agreements, and termination letters. Advised in the implementation of two reductions in force.
- (viii) Managed the formation of the "Road to 100G Alliance" standard setting organization of which Bay was a founding member.
- (ix) Work with and manage outside counsel, when necessary, for issues relating to patents, human resources, and immigration.
- (x) Draft stock incentive plan and stock option agreements.
- (xi) Draft and review all contracts and agreements, including distributor, reseller, sales representative, and consulting agreements.
- (xii) Set up export control and review program.
- (xiii) Review contracts with U.S. Government entities.

On average, in any given month, Bay will require 50-60% of my time.

#### **B. General Representation**

Levens Law Firm represents primarily start-up and emerging companies engaged in the high-tech industry. The following are some of the companies Levens Law Firm has represented and the primary nature of the representation. The business or industry of each company is indicated in parentheses:

- (i) Broadtext, Inc. (software) – start-up and general counsel services.

- (ii) CareOne Healthcare Corporation (healthcare provider) – general counsel services; negotiate Management Services Agreement; corporate restructuring.
- (iii) Cyrun (security) – general counsel services; corporate restructuring; (see also II.C.2 below).
- (iv) MediaMobz (web 2.0; video file creation and sharing) – start-up and general counsel services.
- (v) Outhink, Inc. (online video community) – general counsel services; drafting and negotiating license and distribution agreements; acquisition of Ourmedia, Inc. (non-profit entity) and 49 Media; corporate restructuring.
- (vi) MedRule Business Solutions (software for healthcare providers; billing systems) – general counsel services; corporate restructuring; intellectual property licensing; supervising outside patent and litigation counsel.
- (vii) Nethra Imaging, Inc. (software for the manufacture and design of semiconductor chips) – software licensing.
- (viii) Secure Campus, Inc. (network security systems) – start-up and general counsel services; corporate restructuring; dissolution.
- (ix) Xetus, Inc. (software for the real estate industry) – start-up and general counsel services; Series B Preferred Stock financing; (see also II.A.12 below).

**C. George Grellas & Associates**

I have been of counsel with George Grellas & Associates since May 2003. The following is a list of some of the legal matters I have assisted on during that time:

- (i) Aeroground, Inc. (airport services) – assisted in negotiations for sale of company, drafting of documents, and due diligence review. The transaction ultimately failed to close.
- (ii) Buildfolio.com, Inc. (software for the real estate industry) – drafted and negotiated Series C Preferred Stock financing.
- (iii) Pause-TV, Inc. (hardware and software for television industry) – assisted in negotiations and closing of transaction for the sale of the company to Broadcom Corporation.
- (iv) RingCube Technologies (virtual desktop technology) – assisted in negotiation and closing of Series A Preferred Stock financing.
- (v) Zentek Technology – negotiate joint venture with SOMA Networks, strategic alliance with Asian partner, and Series B Preferred Stock financing.

**II. Description of Work Experience at Morrison & Foerster**

The following is a listing of many of the transactions I was involved in during my tenure at Morrison & Foerster. In virtually all of these transactions, I was the senior associate and often the senior and billing attorney:

**A. Financings and General Corporate Counseling**

1. Represented Bay Microsystems, Inc. in its Series A, B and C Preferred Stock financings. Also provided general corporate counseling.
2. Represented CoCoLink, Inc. in its Series A and A-2 Preferred Stock financings. Also provided general corporate counseling.

3. Represented Hikari Tsushin Capital in its later round investments in Tumbleweed Software Corporation, StockPower, Inc., OpenWave Communications (f/k/a Unwired Planet, Inc.), and Direct Hit Technologies, Inc.
4. Represented Intel 64 Fund in its investments in Black Pearl, Inc., Moai Technologies, Inc., TheBeast.com, Inc., LavaStorm, Inc., Visual Insights, Inc., and Framework Technologies Corporation.
5. Represented Menerva Technologies, Inc. in its Series A and B Preferred Stock financings. Also provided general corporate counseling.
6. Represented NetChip Technology, Inc. in its Series D and E Preferred Stock financings.
7. Represented Octasoft Corporation in its Series B and C Preferred Stock financings. Also provided general corporate counseling.
8. Represented printChannel.com, Inc. in its Series B and C Preferred Stock financings. Also provided general corporate counseling.
9. Represented Sonics, Inc. in its Series A, B and C Preferred Stock financings. Also provided general corporate counseling.
10. Represented Accenture in its investment in Citron Haligman Bedecarre Incorporated.
11. Represented Indian Motorcycle Corporation in its bridge financings and Series A through J Preferred Stock financing. Also provided general corporate counseling.
12. Represented Xetus, Inc. in its formation and Series A Preferred Stock financing. Also provided general corporate counseling.

**B. Mergers and Acquisitions**

1. Represented Altera Corporation in its acquisitions of Right Track Ltd. and DesignPro Ltd. (stock purchases).
2. Represented BEA Systems in its acquisition of Component Systems, LLC (purchase of membership interests).
3. Represented management in its acquisition of H-Square Corporation (stock purchase).
4. Represented ITW Newcorp, Inc. in its acquisition by LookSmart Ltd. (asset acquisition).
5. Represented OPC Technology, Inc. in its acquisition by Mentor Graphics Corporation (stock purchase).
6. Represented Network Computer Systems in its acquisition of the assets of the Network Computing Division of Tektronix.
7. Represented Picazo Communications, Inc. in its acquisition of the assets of the NetACD unit of Compaq Computer Corporation.
8. Represented Picazo Communications, Inc. in its acquisition by Intel Corporation (stock purchase).
9. Represented an ex-founder of Softcom Corporation (and co-founder of Bay Microsystems, Inc. (see A.1. above)) in the acquisition of Softcom by Intel Corporation (stock purchase).
10. Represented printChannel.com, Inc. in its acquisition of the assets of MediaFlex, Inc. and in the sale of its assets to Printcafe Software, Inc.
11. Represented pdqVET.com Corporation in its acquisition of the assets of Creative Veterinary Concepts.
12. Represented Teamscape Corporation in its acquisition by PeopleSoft Corporation (stock purchase).

**C. Licensing**

1. Represented Zayante Corporation in the licensing of its software to Philips Electronics Corporation.
2. Represented Cyrun in the proposed licensing of its software to GTE Corporation and Bay Area Rapid Transit (BART).
3. Represented Sonics, Inc. in the licensing of its software to Broadcom Corporation, Toshiba Corporation, Toshiba America Electronics Corporation, Mips, and others.
4. Represented Sonics, Inc. and the OCP International Partnership Association, Inc. in the formation of OCP-IP, a standards setting organization created to manage and oversee the Open Core Protocol created by Sonics. The initial board of directors of OCP-IP included Nokia, Texas Instruments, Sonics and ST Microelectronics Corporation.
5. Represented Teamscape Corporation in the licensing of its software to Charles Schwab Corporation.
6. Represented Octasoft Corporation in the licensing of its software to Korea Bank.
7. Represented Bay Microsystems, Octasoft, Sonics, printChannel, In-Depth Networks and several other clients in their day-to-day licensing operations.

**D. Securities**

1. Represented Credit Suisse First Boston in the initial public offering of shares of E.piphany (I was not the lead attorney in this transaction.).
2. Represented CSFB in the E.piphany follow-on offering (I was not the lead attorney in this transaction).
3. Represented CSFB in the Credence Systems Corporation follow-on offering.
4. Represented Indian Motorcycle Corporation in its aborted initial public offering.

**II. Description of Work Experience at Winston & Strawn**

I was involved in various types of corporate transactions at W&S, including leveraged buyouts, workouts and reorganizations, venture capital transactions and acquisitions. In all of these transactions, I was the senior associate and often the senior attorney. In that capacity, I had primary responsibility for drafting and negotiating the principal documents, supervising junior attorneys and staff and closing the transaction.

The following is a representative sample of the transactions in which I participated at W&S:

**A. Heller Financial, Inc. Financing of the Acquisitions of Falcon First, Inc. and USA Mobile, Inc.**

These were unrelated transactions in which our client, Heller Financial, Inc., provided fully secured acquisition and working capital financing in the amounts of \$100 million and \$85 million and purchased equity positions in the form of a contingent payment obligation and a warrant, respectively. I negotiated, drafted and supervised the preparation of the loan and equity documents as well as the legal opinions. I negotiated subordination agreements with the debtholders and reviewed all acquisition documents in connection with structuring the financing of each transaction.

**B. Settlement of Wirtz v. Norris Litigation**

W&S represented the Wirtz family (a prominent Chicago family which owned, among other things, the Chicago Blackhawks hockey team) and its affiliated corporations in the settlement of litigation with the Norris family. In a settlement valued at approximately \$50 million, the parties settled complex litigation which had been initiated in the 1970s. The settlement included stock purchases, the creation and spinoff of a subsidiary, cash payments, notes secured by letters of credit and transfers of real estate. Due to the nature of the parties involved and the claims alleged, this transaction required input from real estate, estate planning, litigation, tax and corporate attorneys. I was primarily responsible for drafting the settlement agreement and coordinating the efforts of the various attorneys.

**C. Workouts and Reorganizations**

During my tenure at W&S, I worked on several workouts and reorganizations. My experience in this area included (a) analyzing the financing of the Campeau Corporation acquisition of Federated Department Stores, Inc. and Allied Stores Corporation and working closely with attorneys in the Bankruptcy Department in W&S's successful bid to be appointed counsel to the Unsecured Creditors' Committee; (b) working with management and certain venture capital investors in Prestolite Electric, Inc.'s attempt to reorganize including negotiating a standstill agreement with Prestolite's bank group; and (c) negotiating interim financing for certain solvent subsidiaries of Amdura Corporation during Amdura's bankruptcy.

**III. Description of Work Experience at Kirkland & Ellis**

My practice at K&E concentrated on venture capital transactions, leveraged buyouts, mergers and acquisitions and reorganizations. I was involved in negotiating and drafting senior and subordinated credit agreements, asset purchase agreements, stock purchase agreements, legal opinions on behalf of sellers and buyers and for lenders and borrowers, and all of the ancillary documentation which accompanies such transactions. I conducted due diligence reviews, initially performing the due diligence and later supervising the due diligence process.

The following is a representative sample of the transactions in which I participated at K&E:

**A. \$625 Million Acquisition Financing and Working Capital Facility to Tonka Corporation**

K&E represented The First National Bank of Chicago in its financing of Tonka Corporation's acquisition of Kenner Parker Toys Inc. I participated in drafting and negotiating the credit agreement and legal opinions and also had primary responsibility for drafting and negotiating all security documents relating to the assets of Tonka, Kenner Parker and their domestic and foreign subsidiaries. My responsibilities in this transaction also required the supervision of junior associates and legal assistants.

**B. Bessemer Securities Corporation Acquisition of Stant, Inc. and Stant, Inc. Acquisition of Standard-Thomson Corporation**

In the first transaction, I was primarily responsible for negotiating the \$43 million credit agreement with Harris Bank which refinanced a bridge loan by Bessemer financing the acquisition of Stant and for negotiating the security documents and legal opinion. In the second transaction, I was involved in all phases of the acquisition including negotiating the asset purchase agreement and performing due diligence on Standard-Thomson's assets.

**C. Acquisition of Ryan-Walsh Stevedoring Company**

K&E represented Citicorp Venture Capital, Ltd. in the acquisition of Ryan-Walsh and certain of its affiliates from Dravo Corporation. I drafted the loan and security agreements for the bridge financing provided by CVC and also shared primary responsibility for negotiating the loan agreement with Congress Financial Corporation refinancing the bridge loan. I was also active in negotiating all security documents and drafting and negotiating the legal opinion. Later I participated in negotiating the sale-leaseback transaction by Ryan-Walsh with Joy Finance Company and in drafting and negotiating the legal opinions relating to this transaction. After I moved to W&S, at Ryan-Walsh's request, I was assigned to represent W&S's client, Washington Square Capital, Inc., in a loan by WSC to an affiliate of Ryan-Walsh. This was a secured loan in which I negotiated and drafted the loan agreement and legal opinions and supervised the preparation of all ancillary documents.

**D. Acquisition of Republic Drilling and Service, Inc.**

K&E represented First Capital Corporation of Chicago in its acquisition of Republic. At the time of the acquisition, Republic was in the midst of bankruptcy proceedings and the acquisition therefore required the approval of the Bankruptcy Court. I was primarily responsible for drafting the acquisition and reorganization documents, including a loan agreement and stock purchase agreement, and for dealing with Republic's bankruptcy counsel in obtaining court approval for the acquisition.

**E. \$1.8 Billion Restructuring of USG Corporation**

K&E represented USG Corporation in its corporate restructuring to avert a takeover. I participated in negotiating the credit agreement, the collateral trust agreement and all other security documents and in drafting and negotiating the legal opinion. My role in this transaction required supervising junior associates

and legal assistants and extensive contact with USG's general counsel in performing the due diligence and other responsibilities required to close this transaction.

**F. Acquisition of Interconnection Products Incorporated**

K&E represented Citicorp Venture Capital, Ltd., in the acquisition of the assets of Interconnection Products Incorporated from Midland-Ross Corporation by CVC and management. I drafted and negotiated the documents evidencing CVC's \$16.6 million equity investment, including a note purchase agreement, convertible promissory note, registration agreement and employment and management agreements.

**G. Reorganizations and Workouts.**

In addition to items D and E above, I was involved in the Hawkeye Bancorporation workout of its indebtedness which totaled approximately \$100 million and in the refinancing of loans to Ausco Manufacturing Corporation. Among my responsibilities were compiling schedules to the loan and restructuring agreement, negotiating the loan and security agreement and closing the transactions.

**IV. Description of Work Experience at Katten Muchin Zavis**

At Katten Muchin Zavis, as part of its first year associate program, I spent my first eleven months rotating in the corporate, commercial and litigation departments. I was finally placed into the Commercial Law Department where I was involved primarily in bankruptcy matters, including bankruptcy litigation, and in the Chapter 11 reorganization of Xonics, Inc. I also had minor involvement in several real estate loan transactions.