

JUNEWICZ & Co.

PRIVATE INVESTMENT BANKING FOR THE LIFE SCIENCES INDUSTRY

TABLE OF CONTENTS

Overview.....	1
Mergers & Acquisitions Advisory	2
Private Equity Financing	3
Representative Clients and Services Provided.....	4
Principal.....	5
Contact Information.....	6

OVERVIEW

Founded in 1990, Junewicz & Co. focuses on providing a full range of private investment banking services to companies in the Life Sciences Industry – Specialty Pharmaceutical, Biotechnology and Medical Device companies. Junewicz & Co. is located in New York City.

Private investment banking services provided by Junewicz & Co. include providing advice on mergers & acquisitions and strategic alternatives and acting as agent on private placements of equity securities.

Junewicz & Co. was founded by J. Mark Junewicz, a former Merrill Lynch Managing Director, to provide independent advice and “hands-on” investment banking services to small and mid-cap companies in the Life Sciences Industry. The firm's philosophy is to be highly selective in the assignments it takes on, thereby assuring full-time attention and focus to each client's project. Junewicz & Co. has in-depth knowledge of the Life Sciences Industry and a proven record of achieving results for clients. Junewicz & Co. maintains extensive contacts with the most active private equity investors in the Life Sciences area, leading Life Sciences companies and with other Wall Street Life Sciences specialists.

Mark Junewicz, the principal of Junewicz & Co., has over 30 years experience in the investment banking industry, 15 years of which as a senior investment banker and Managing Director of two major Wall Street firms – Merrill Lynch and Bear Stearns. While at those firms, he served as the senior investment banker to a number of Fortune 500 companies. He provides a level of technical expertise, transaction skills, experience and focus not generally available to small and mid-cap Life Sciences companies. Mark Junewicz has put his clients first for his entire investment banking career, both at Junewicz & Co. and before.

MERGERS & ACQUISITIONS ADVISORY

Mergers and acquisition and strategic advisory services for both publicly-traded and private companies include:

- Acquisitions, divestitures and exclusive sale assignments;
- Corporate partnering and business development assistance;
- Product acquisitions, divestitures and licensing transactions;
- Fairness Opinions; and
- IPO advisory

Junewicz & Co. has performed strategic advisory services for: **Afferon Corporation**, **Carter-Wallace, Inc.** (acquired by MedPointe Pharmaceuticals), **Gentium S.p.A.**, **Integrity Pharmaceutical Corp.** (acquired by Xanodyne Pharmaceuticals), **Kos Pharmaceuticals, Inc.**, **Medicis Pharmaceutical Corp.**, **NMT Medical, Inc.**, **Richwood Pharmaceutical Company** (acquired by Shire Pharmaceuticals, Inc.), **SCIREX Corporation** (acquired by Omnicom) and **UtiliMed, Inc.** (acquired by American Imaging Management).

Fairness Opinions

Junewicz & Co. has provided fairness opinions to both publicly-traded and private companies in connection with a broad range of transactions including recapitalizations, mergers, acquisitions, shareholder rights plans, stock option plans and valuations of securities.

PRIVATE EQUITY FINANCING

Junewicz & Co. acts as agent on private placements of equity securities. Junewicz & Co. provides a number of functions on a private equity financing including:

- Advising the client on the expected structure, terms and valuation of their contemplated financing, given the client's business and stage of development, and market conditions for Life Sciences Industry companies in the private placement market;
- Assisting the client with the preparation of the private placement memorandum, investor slide presentation, and due diligence and other offering materials;
- Identifying, contacting and arranging meetings with the appropriate investors (given our knowledge of investor sector interest and financing stage), participating in and assisting the client in investor conference calls and meetings, and managing the offering process; and
- Assisting the client in negotiating term sheets with prospective investors and closing the transaction.

Junewicz & Co. has raised private equity capital for a number of emerging companies in the Life Sciences Industry. The firm has extensive contact in the Life Sciences private equity community. Private placements (ranging from first institutional round to mezzanine financings) have been successfully completed for: **Animas Corporation** (acquired by Johnson & Johnson), **DentalXChange, Inc.** (acquired by MetLife), **Endius Inc.**, **NMT Medical, Inc.** and **SCIREX Corporation** (acquired by Omnicom).

PIPE Transactions

PIPE (Private Investments in Public Equity) offerings have become an important source of equity financing for public-traded Life Sciences companies, particularly for emerging biopharmaceutical companies. Junewicz & Co. advises public Life Sciences companies on PIPE offerings. Junewicz & Co. recently advised **Gentium S.p.A.** on two successful PIPE offerings which raised over \$67 million for the Company.

REPRESENTATIVE CLIENTS AND SERVICES PROVIDED

	Service Provided
Publicly-traded:	
Animas Corporation (Medical Devices – insulin pumps for the diabetes market, acquired by Johnson & Johnson)	Private Equity*
Carter-Wallace, Inc. (Specialty Pharma, acquired by MedPointe Pharmaceuticals)	M&A Advisory
Gentium S.p.A. (Biotechnology – treatment of vascular disease and oncology-related conditions) NASDAQ:GENT	M&A Advisory/ PIPE
Kos Pharmaceuticals, Inc. (Specialty Pharma – cardiovascular, acquired by Abbott Laboratories)	IPO/ M&A Advisory
Medicis Pharmaceutical Corp. (Specialty Pharma – dermatology) NYSE:MRX	M&A Advisory
NMT Medical, Inc. (Medical Devices – minimally invasive solutions for the treatment of cardiac sources of stroke) NASDAQ:NMTI	Private Equity*/ M&A Advisory
Private:	
Afferon Corporation (Specialty Pharma – urology)	M&A Advisory
DentalXChange, Inc. (Online Dental Services, acquired by MetLife)	Private Equity
Endius Inc. (Medical Devices – minimally-invasive spine surgery, acquired by Zimmer Holdings)	Private Equity
Integrity Pharmaceutical Corporation (Specialty Pharma – women's health, merged with Xanodyne Pharmaceuticals)	M&A Advisory
Richwood Pharmaceutical Company (Specialty Pharma–ADHD drug ADDERALL®, acquired by Shire Pharmaceuticals)	M&A Advisory
SCIREX Corporation (CRO, acquired by Omnicom)	Private Equity/ M&A Advisory
UtiliMED, Inc. (Radiology Services, acquired by American Imaging Management)	M&A Advisory

* *While private.*

PRINCIPAL

Mark Junewicz has over 30 years of experience in the investment banking industry. Prior to forming Junewicz & Co. in 1990, he was a Managing Director of Merrill Lynch and Bear Stearns, where he had senior responsibility for a number of large corporate clients and was involved in over 200 financing and merger & acquisition transactions. He received a B.S. in Economics, *cum laude*, from the University of Pennsylvania in 1974 and a M.B.A. from The Wharton School in 1975.

Mark also serves on the CEO Advisory Board of Great Point Partners I, a leading healthcare private equity fund.

CONTACT INFORMATION

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