

For more information visit us at:

www.mofo.com/cleantech

Or contact us at:

cleantech@mofo.com

CLEANTECH – GREEN MARKETING AND ADVERTISING

Morrison & Foerster has led the way in the Cleantech sector, having represented clients in related industries for more than 30 years. During this time, the firm has counseled a broad range of investors, emerging businesses, and established companies concerning policies, procedures, and practices that are socially responsible, sustainable, environmentally friendly, and green.

While many companies seek to promote themselves and their brands to customers as socially responsible or environmentally positive, any such representations and claims should be scrutinized closely for compliance with federal and state laws, regulations, and guidelines. In addition, using various green claims, green seals, or certification marks may raise risks of potential government enforcement action, lawsuits by competitors, or class action liability for false or misleading marketing and advertising.

Among other things, our expertise can help you comply with or defend and resolve administrative or litigation proceedings brought under the Lanham Act, the Federal Trade Commission (FTC) Act, and their state law equivalents. We are also carefully following and participating in FTC's evaluation and potential updating of its so-called "Green Guides," which provide guidance on a broad array of environmental marketing and advertising practices, as well as the emerging renewable energy credit (REC) sector.

More specifically, Morrison & Foerster can:

- Advise on risks and exposure related to "greening" your company, especially if socially responsible or environmental attributes are communicated on your products and labels;
- Assist in constructing and refining marketing claims and advertisements that reference green or environmental attributes of your company or its products, services, or operations while minimizing associated enforcement and litigation risks;
- Defend and resolve federal and state government enforcement actions, litigation, consumer class actions, and administrative actions related to social responsibility, sustainability, and various green representations and claims;
- Assist with recognizing, certifying, selling, trading, and using environmental attributes and credits (such as carbon offsets) that result from the manufacture and use of your product or service;

Cleantech – Green Claims

- Help you stay ahead of green marketing and advertising trends and related emerging federal, state, and local regulatory developments;
- Provide substantive advice on social responsibility and environmental issues arising from the manufacture, distribution, and disposal of your products or services.

Morrison & Foerster also can provide you with a wider range of legal services, such as:

- Help emerging and privately-owned Cleantech-related companies succeed at every stage of development - from initial business formation, to raising venture capital financing and achieving a successful exit through a sale, public offering or merger;
- Advise on how to capture the full value of your intellectual property, trade secrets, trademarks and other innovations. We also counsel you on an overall intellectual property portfolio management and strategy and, through our best-in-class litigation services, protect the full value and competitive advantage of your intellectual property assets;
- Help you scale and grow through assisting on strategic alliances, joint ventures, mergers and acquisitions, securities offerings and other capital-raising activities;
- Defend your firm's interests.

Representative Matters

- Represented consumer products company in litigation against competitor relating to environmental-related claims on household cleaning product label;
- Advised diverse U.S.-based consumer products company regarding biodegradability claims concerning its products;
- Defended major international electronics company from threatened citizens' group litigation concerning its sustainability policy and the presence of certain chemicals in its products;
- Helped specialized Canadian consumer product importer/distributor to construct marketing claims and on-package representations falling within FTC's environmental advertising guidelines and advised it on response to competitor's threats of litigation;
- Counseled European-based household products manufacturer on risks of making general "environmentally-friendly" claims on a product line for which they believed they had sufficient justification and substantiation;
- Advised on, structured, and consummated acquisition of sustainable products specialty manufacturer by major U.S. diversified conglomerate.



Brooks M. Beard
Partner

425 Market Street
San Francisco
California 94105

415.268.7339
bbeard@mofo.com

BROOKS M. BEARD

Mr. Beard has a trial and appellate litigation practice focusing on complex commercial matters. He represents clients in state and federal court, as well as before state and federal administrative agencies, in connection with matters involving patent infringement, trade secrets, false advertising, CERCLA/Superfund, California's Proposition 65, NEPA, and constitutional conflict preemption. His clients have spanned various industries, including, for example, mining companies, consumer product manufacturers, technology companies, pharmaceutical companies, financial institutions, consumer retailers, food product companies, and restaurants.

In addition, Mr. Beard is a member of Morrison & Foerster's Cleantech practice group. In this rapidly evolving area, he is currently focused on issues surrounding false advertising allegations relating to "green" claims made by companies in connection with consumer products and services, as well as patent infringement matters relating to cleantech companies and subject matter. In addition to the Cleantech practice group, Mr. Beard is part of Morrison & Foerster's e-Discovery Task Force, IP Litigation practice group, and Trial practice group.

Mr. Beard has also been active in Morrison & Foerster's *pro bono* program, having successfully represented an inmate in a prisoner's civil rights action brought against prison guards at California's San Quentin State Prison, a single mother in a retaliatory lawsuit brought against her by a former employer, a middle school student in a school expulsion proceeding in Oakland, and an inmate in a prisoner's civil rights action brought against prison guards and management at Salinas Valley State Prison. He currently represents a correctional officer in a lawsuit challenging the use within California prisons of "peacekeepers" — influential inmates (often gang members) who are used by prison officials to instill discipline among other prison inmates in exchange for illegal favors and preferred treatment, including such things as prison management-condoned drug trafficking, pornography trafficking, and inmate assaults.

Mr. Beard is also active in the San Francisco community. In October 2007, San Francisco Mayor Gavin Newsom appointed Mr. Beard to serve as a Commissioner on the San Francisco Rent Stabilization and Arbitration Board. He was sworn in as a Commissioner in January 2008.

Mr. Beard was born in Long Beach, California, in 1968. He received his B.A. from the University of California at Santa Barbara in 1991, his J.D., *cum laude*,

from Vermont Law School in 1995, and his LL.M., *with distinction*, from the Georgetown University Law Center in 1996. While in Vermont, he served as a judicial intern to Justice John A. Dooley of the Vermont Supreme Court. He is a member of the California and District of Columbia bars, and is admitted to practice before the Northern, Eastern, and Central Districts of California, the Eighth, Ninth, and Eleventh Circuit U.S. Courts of Appeals, and the Supreme Court of the United States.

Representative Matters

- *OpenTV, Inc. v. Liberate Technologies* (United States District Court, Northern District of California)
Represented OpenTV in a patent infringement case involving interactive television technology. The case settled before trial.
- *HPD Laboratories, Inc. v. The Clorox Company* (United States District Court, District of New Jersey)
Represented The Clorox Company in a lawsuit alleging that it was infringing patents relating to consumer product packaging and that the content of its product label constituted false advertising, in violation of the Lanham Act. The case settled before trial.
- *K.C. 1986 Limited Partnership v. Reade Mfg. Co., et al.* (United States Court of Appeals for the Eighth Circuit; United States District Court, Western District of Missouri)
For more than a decade, successfully represented U.S. Borax Inc. in a CERCLA case involving property located in North Kansas City, Missouri, which was contaminated by herbicide manufacturing operations. Following trial, obtained a 90% response costs allocation against other past and current owners and operators, and only a 10% allocation for Borax (itself a past operator). This matter is currently on appeal to the Eighth Circuit.
Some opinions at: 472 F.3d 1009 (8th Cir. 2007); 2007 U.S. Dist. LEXIS 74042 (W.D. Mo. 2007); 33 F. Supp. 2d 835 (W.D. Mo. 1998)
- *Dowhal v. SmithKline Beecham Consumer Healthcare* (Supreme Court of California)
Successfully represented SmithKline Beecham (now GlaxoSmithKline) in a California Proposition 65 case seeking a revised warning label on smoking cessation products. The Supreme Court of California, in a unanimous decision, affirmed the trial court's ruling that Proposition 65's labeling requirements as to SmithKline's smoking cessation products are preempted under the U.S. Constitution's Supremacy Clause by the federal Food, Drug and Cosmetic Act and FDA regulations.
Opinion at: 32 Cal. 4th 910 (Cal. 2004)
- *Tillis v. Lamarque* (United States District Court, Northern District of California)
Represented inmate Gregory Tillis in a prisoner's civil rights action involving an attack by gang members with the assistance and collusion of prison staff. Following extensive litigation, negotiated a very favorable settlement, including both monetary and injunctive relief.
Opinion at: 2006 U.S. Dist. LEXIS 14624 (N.D. Cal. 2006)
- *Waste Management of Alameda County, Inc. v. East Bay Regional Park District* (United States District Court, Northern District of California)
Successfully represented the East Bay Regional Park District in a CERCLA case involving a former landfill that was being converted into a shoreline regional park along San Francisco Bay. Following trial, obtained a 95% allocation against Waste Management, the former owner and

operator of the landfill, and a 5% allocation for the Park District, as the site's current owner.
Opinion at: 135 F. Supp. 2d 1071 (N.D. Cal. 2001)

For more information visit
us at:
www.mofo.com/cleantech

Or contact us at:
cleantech@mofo.com

**CLEANTECH
DEDICATED, EXPERIENCED ADVISORS – CUTTING-EDGE
EXPERTISE**

Morrison & Foerster's Cleantech attorneys are dedicated to representing clients that are bringing innovative and sustainable products, services, and processes to the marketplace. The firm has a long history of advising a broad range of investors, emerging companies, and established companies in related industries.

Cleantech is a dynamic, evolving, and expanding sector. Companies in this area are developing sustainable technologies and programs that offer returns for investors, provide worthwhile solutions to customers, reduce our dependence on fossil fuels, and protect the natural systems and resources of the planet.

While the Cleantech sector is relatively new, Morrison & Foerster already has vast knowledge and experience counseling leading companies in the following areas that are included in this sector:

- Biofuels
- Biological Solutions
- Carbon Markets and Trading
- Carbon Tracking and Sequestration
- Clean Conventional Energy
- Energy Efficiency
- Energy Intelligence
- Fuel Cells and Batteries
- Green Building
- Renewable Energy
- Solar Energy
- Sustainable Green Programs
- Sustainable Organic
- Waste Reduction
- Water Technology
- Other Alternative Energy
- Other Sustainable Technology

Morrison & Foerster's attorneys provide both substantive expertise and unique practical insights within a rich variety of practice areas, such as Corporate, Energy, Finance, Land Use and Environmental Law, Litigation, Patent/Intellectual Property, Tax, Technology Transactions, and Venture Capital, demonstrating a breadth of capabilities in virtually every area of law.

Advising clients in this evolving sector requires decades of legal experience. With a former EPA General Counsel and other industry specialists working together, Morrison & Foerster has led clients through the creation of new technologies, infrastructures, markets, and regulatory regimes. Additionally, the firm's global presence — more than 1,000 lawyers in 17 key financial and technology centers around the world — provides both substantive expertise and unique practical insights in domestic and cross-border financial, transactional, and regulatory matters.

CLEANTECH PRACTICE EXPERTISE

Corporate

Morrison & Foerster helps clients from all areas of the Cleantech sector take conventional and revolutionary products and services in new directions. The firm represents companies in various stages of their lifecycle – from clients in the startup stage to those involved in IPOs and mergers and acquisitions, to Fortune 500 companies looking to implement sustainability initiatives or acquire vital technology through licenses or acquisitions to ensure a continuing supply of natural resources. Morrison & Foerster also advises private equity and venture capital groups that are investing in growing companies in the Cleantech sector, or establishing and expanding funds to capitalize on this emerging market. Corporate practitioners counsel power developers, trade groups, local agencies, and municipalities looking to take the lead in the regulatory environment, as well as high-impact nonprofit organizations and other hybrid social enterprises that are revolutionizing the sustainability movement. Additionally, Morrison & Foerster supports CEOs, boards of directors, and special committees on critical issues related to fiduciary duties, disclosure, and other strategic and corporate governance issues.

Energy

Morrison & Foerster remains at the forefront of the emerging issues and concerns centered around greenhouse gas emissions and climate change. The firm's involvement in these issues is not only grounded in its long-standing interest in and expertise with renewable forms of energy, but also in the fact that it is knowledgeable about existing rules and regulations that are the backbone of this industry. The firm represents both startup ventures and established Fortune 500 companies; clients include a broad range of generators, gas, and energy traders and marketers, energy service providers, pipeline companies, industrial and commercial customers, investors, lenders, and public entities. Morrison & Foerster has worked closely with existing utility companies and their regulatory agencies, focusing on certificate and siting matters, rate matters, transactions, or litigation. Additionally, the firm has actively engaged with policy leaders in the executive branch, legislature, and regulatory agencies to help shape energy policy. As a result, the firm integrates emerging renewable technologies into the existing energy framework and infrastructure.

Finance

Morrison & Foerster is internationally recognized as one of the nation's premier finance firms, with expertise in handling and structuring virtually every type of real and personal property, secured and unsecured financing transaction that pertains to all types of Cleantech companies. The firm's attorneys oversee the financing of renewable energy projects and sustainable companies, and work closely with many major institutional lenders (including national and state banks), European and Asia Pacific-based banks, insurance companies, and non-bank financial institutions, as well as project owners, developers, and major national and international companies.

Because of the firm's size and breadth of knowledge, our finance lawyers are able to draw upon the expertise of attorneys in related practice groups, including Land Use and Environmental, Bank and Thrift Regulatory, Tax, ERISA, Intellectual Property, Employment and Labor, Antitrust, and Bankruptcy, to handle national and international financings quickly and seamlessly.

Land Use and Environmental Law

The Land Use and Environmental Law Group represents the full range of sustainable business entities, local governments, and nonprofits that are shaping and responding to new regulations surrounding the causes of climate change, greenhouse gas emissions, and renewable and non-renewable resources. The firm represents clients on all matters under all relevant U.S. laws and their state equivalents, such as the Endangered Species Act, Superfund (CERCLA), and the Clean Air and Water Act. Morrison & Foerster supports companies prior to “green” regulation, thereby ensuring that clients stay ahead of the regulatory curve in areas ranging from air quality and emissions trading, renewable energy, transmission facilities, water supply and infrastructure, sustainable organic products, sustainable forestry, and the green building certification practices.

Litigation

Morrison & Foerster is uniquely qualified to handle and coordinate litigation stemming from issues related to the emerging Cleantech industry. With more than 30 years of representing clients in similar industries, the firm has an unparalleled level of experience in addressing the legal issues raised by statutory and regulatory schemes. Morrison & Foerster represents both startup ventures and established companies within the Cleantech sector, including cogenerators, solar, biomass, and geothermal, and wind power producers, in matters before state and federal regulatory agencies. Attorneys regularly handle issues related to climate change, legislation, and regulation on both the state and federal level.

The firm’s world-class litigation attorneys work closely with attorneys in related practice groups, such as those in the Patent and Intellectual Property and Corporate groups. This close working relationship provides clients with a full set of skills and integrated expertise to ensure that their needs are appropriately met.

Patent/Intellectual Property

Morrison & Foerster leverages its extensive experience in the biotechnology, medical technology, pharmaceutical, health care, and life sciences industries to complement its expertise in patent and intellectual property issues as they pertain to the Cleantech sector. The firm’s attorneys regularly assist venture capitalists and other life sciences investors in performing intellectual property due diligence on investments relating to technologies that rely on or promote renewable resources and sustainable practices. In addition, Morrison & Foerster represents both startup ventures and established companies within the Cleantech sector in the creation and protection of patent portfolios and property. The Patent and Intellectual Property Group has provided intellectual property counsel for investments in technologies including coal and biomass gasification, biofuels, transgenic crops for biofuels, pre-treatment of cellulosic feed stocks for biofuels, water purification, batteries, bioplastics, and solar energy.

Tax

Morrison & Foerster has more than 40 tax attorneys who focus on structuring complex transactions, business enterprises, and tax plans, in addition to consulting and representing clients in tax controversies and litigation matters. The firm has a long history of advising and counseling clients in related practice groups, such as corporate transaction and M&A issues; state, local, and federal

taxation; litigation and dispute resolution; partnership taxation; employee benefits and executive compensation; trusts; estates; and estate planning. Morrison & Foerster's tax practitioners work closely with attorneys in related practice groups to bring clients a full set of skills and integrated expertise, ensuring that their needs are appropriately met.

Technology Transactions

Morrison & Foerster's Technology Transactions Group structures and negotiates complex transactions for early startups, established companies, and investors in the Cleantech sector. The firm's lawyers assist clients with all stages of a company's lifecycle – from creating new business models to devising overall intellectual property strategies as the company develops, acquires, and commercializes technologies and related intellectual property rights. Morrison & Foerster counsels clients in transaction negotiations, licensing terms, warranties, indemnities, damage disclaimers, limitations of liability, and commercial and joint ventures. The Technology Transactions Group works closely with attorneys in related Morrison & Foerster practice groups. For example, it collaborates with the Corporate and Patent Groups to assist venture capital companies and other investors in performing due diligence on investments relating to technologies that rely on or promote renewable resources and sustainable practices. Also, the Technology Transactions Group works with the Corporate and Finance attorneys to provide intellectual property expertise in financings and merger and acquisition transactions involving Cleantech companies.

Venture Capital

Morrison & Foerster's Venture Capital Group quickly and efficiently provides clients with practical answers to the unique legal issues Cleantech companies face. The firm's lawyers assist clients with all stages of a company's lifecycle – from creating new business models to raising venture capital financing to achieving a successful exit through a sale or public offering. The Venture Capital Group is constantly aware of market terms and trends; the attorneys advise, negotiate, and execute venture capital financing deals and intellectual property and due diligence contracts on a daily basis. The firm uses its diverse network of contacts with the venture capital, investment banking, and private equity industries to forge mutually beneficial relationships with emerging/startup companies seeking financing for Cleantech ventures.

Additionally, Morrison & Foerster is an internationally recognized leader in the formation of private funds. The firm regularly represents domestic and foreign general partners and institutional investors in the formation of all types of private equity funds, including hedge funds, buyout funds, mezzanine funds, distressed company funds, foreign funds, venture capital funds, and fund-of-funds.

CLEANTECH REGIONS

China

Morrison & Foerster has counseled companies in greater China for over 25 years, since the opening of its Hong Kong office in 1982. The firm now has offices in Beijing and Shanghai and uses the support of a global network of lawyers to provide PRC companies a readily-accessible local source of support for their international activities. Key areas of the firm's practice in China are private equity and venture capital, mergers and acquisitions, financings, regulatory matters, investment activities,

Cleantech - Overview

securities, capital markets, real estate, foreign direct investment, technology, and Japan-China practice. Morrison & Foerster currently represents leading PRC-based energy companies that are guiding the country toward greater energy efficiency.

Japan

Morrison & Foerster's Japan-based attorneys are experienced in many key industry sectors, including energy, technology, communications, life sciences, and financial services. Morrison & Foerster's Japan based attorneys represent Japanese, U.S., European, and other Asian clients in a broad range of matters, including mergers and acquisitions, private equity/venture capital, global strategic alliances and joint ventures, securities offerings, intellectual property and technology transactions, litigation and arbitration, real estate, banking and project finance, and antitrust matters. The project group is recognized as one of the leading law teams in Tokyo and represents sponsors, lenders, and construction contractors in clean, undeveloped land development projects and M&A transactions. Three partners lead the project group — which is focused on power, oil and gas, and transportation projects — and work closely with other project groups in all industry sectors across the globe.

Latin America

Morrison & Foerster's lawyers represent U.S., European, and Asian clients conducting business throughout Latin America, particularly in Argentina, Brazil, Chile, Colombia, and Mexico. The firm has worked on many successful Latin American acquisitions, joint ventures, and public-private partnerships in natural resources and transportation, project development and financing (from energy to water to industrial facilities), and securities transactions (from private equity, Rule 144A, and Regulation S transactions to U.S. public offerings and AIM listings in the UK). Morrison & Foerster's attorneys regularly speak and publish articles on subjects pertinent to Latin American business, such as capital markets financing, project development and finance, foreign investment and joint ventures, and banking and financial services.

UK /Europe

Morrison & Foerster's UK and U.S.-qualified lawyers provide counsel on all aspects of corporate, finance, securities, commercial transactions tax, privacy, and employment law, and also provides specialist capabilities in litigation and dispute resolution. From the London office, the firm's attorneys work closely with others across the globe and represent a wide range of clients, from startups to Fortune 100 and FTSE 100 companies. The firm's London attorneys work with clients across a broad range of industries and have particular expertise in the technology, media, telecommunications, and health care/life sciences sectors.

CLEANTECH INDUSTRY EXPERTISE

Biofuels

Biofuels are renewable liquid fuels derived from biomass sources, such as cellulose, corn, or other plant matter. Biofuels are biodegradable, non-toxic, and safe. The two most common types of biofuels are ethanol and biodiesel. Biofuels are increasingly popular due to growing political

instability in oil-producing countries, volatile energy prices, and concern about the impacts of fossil fuel consumption.

Ethanol is a clear, colorless liquid that is a much cleaner burning fuel than petrol. It is made by fermenting and then distilling starch and sugar crops (such as corn, sorghum, potatoes, wheat, sugar-cane, and even cornstalks, fruit, and vegetable waste). It is most commonly used as an additive for petroleum-based fuels to reduce toxic air emissions and increase octane.

Biodiesel is the only alternative fuel that runs in any conventional, unmodified diesel engine. It is made primarily from vegetable oil, animal fats, and/or soybean and canola oil through a process called transesterification, whereby glycerin is separated from the fat or vegetable oil, making the oil less viscous and more stable.

Biological Solutions

Biological solutions use the structure of natural science and the behavior of living organisms as a template for the design of solutions that contribute to a healthier planet. Many companies are making huge strides within the environmental, energy, and social fields by producing highly technical and innovative products that are on the market now or will be soon.

Carbon Markets and Trading

Carbon markets provide economic incentives to reduce greenhouse gas emissions. A government agency usually sets a limit, or cap, on the amount of pollutants that can be emitted by a company or country. Companies or countries are granted credits or allowances that represent the right to emit certain amounts of pollutants. Companies and organizations that emit less pollution than their allotted amount can sell credits; companies or organizations that emit more pollution than their allotted amount can purchase (or “trade”) credits from those selling credits (or pay a fine). This method reduces greenhouse gases at the lowest possible cost.

Carbon Tracking and Sequestration

Carbon tracking technology measures an individual’s or a company’s carbon footprint and can report and offset the total amount of emissions. This process contributes to a more efficient, long-term, performance-based strategy for companies.

Carbon sequestration refers to the removal and long-term storage of liquid carbon dioxide from the atmosphere. Once it is captured, it is pumped deep into geologically attractive areas underground. This process may help reduce this greenhouse gas and decrease climate change.

Clean Conventional Energy

Energy is becoming more expensive, which has created the opportunity for traditional industries to produce “clean” energy using the same conventional resources in order to meet the world’s growing demand for energy. Nuclear energy, for example, is produced by mining uranium, a mineral found in certain parts of the earth. Currently nuclear power produces approximately 11% of the world’s energy needs, producing a large amount of energy from a small amount of fuel, with minimal greenhouse gas emissions that contribute to global warming. Clean coal also reduces the harmful emissions caused by the burning of traditional fossil fuels. Coal itself is incredibly dirty, and produces emissions that contribute to global warming. Clean coal technology “cleans” the coal of

ash and sulfur dioxide, uses its water to make hydrogen, buries the carbon dioxide by-product and then burns the hydrogen, producing a cleaner energy source.

Energy Efficiency and Intelligence

Entrepreneurs of newly established companies and those from long-established companies are seeing the importance of producing energy efficient and intelligent products and services that will make a positive impact on global warming and energy security. Efficient and intelligent products and services use technologies that increase energy use without increasing the amount of resources needed to create the energy. These technologies help organizations see where and how energy is used, thus shifting energy loads and decreasing demand during peak hours when prices are high.

Fuel Cells and Batteries

Both fuel cells and batteries produce energy without burning fossil fuels. Both are enjoying unprecedented growth as a result of the need for reliable backup power, larger automotive batteries; smaller, more compact products for electronics; and new ways to look at electrical power generation. Both types of power generation decrease greenhouse gas emissions.

A fuel cell generates electricity without combustion, from an electrochemical reaction in which oxygen and a fuel (often hydrogen) combine to form water. Fuel cells produce high-quality electricity, are quiet in their operation, are long lasting, and will continue to create power as long as the fuel and oxygen are supplied to the cell. A fuel cell running on pure hydrogen is a zero-emission power source. Fuel cell technology can be used to power automobiles, machinery, electronics, and other energy conversion devices.

Batteries convert chemical energy to electrical energy through one or more cells connected to one another. Batteries are produced in two forms: primary and secondary batteries. Primary batteries can be used only once, while secondary batteries (known as rechargeable batteries) can be used many times due to their reversed chemical reaction. Secondary battery demand in the U.S. is expected to increase at a rate of 6.9% each year until 2009 (\$9.6 billion of the total battery market). The main advantages of batteries are their availability, portability, and low cost.

Green Building

Green building is the practice of creating healthier and more resource-efficient designs implemented through all stages of a building's lifecycle: construction, operation, maintenance, and demolition. Green building is a comprehensive process of design that employs techniques that reduce energy consumption by the building itself, leading to decreased operating costs by increasing productivity and using fewer natural resources. Green building encompasses an integrated, holistic systems approach to ensure that the building is designed as one system rather than a collection of separate stand-alone systems.

The initial costs may be higher, but savings from conserving resources (such as water and energy) are quite significant and lower the operating costs over the course of the life of the building. Buildings that demonstrate excellence in this area may qualify for the Energy Star building level, which recognizes the energy efficiency of a building. The LEED (Leadership in Energy and Environmental Design) Green Building rating system (developed by the United States Green Building Council) is the

nationally accepted benchmark for the design, construction, and operation of high-performance green buildings.

Renewable Energy

Renewable resources and the way in which they are used is a main focus of the Cleantech industry. A renewable resource is a substance used to benefit people that is naturally replenished in the same (or even less) amount of time it takes to use it. Renewable resources that possess an endless supply of energy include geothermal heat, solar, wind, and water. Energy obtained from the use of renewable resources helps to decrease the use of non-renewable resources, such as fossil fuel (coal, oil, and natural gas).

Sustainable Green Programs

Sustainable programs achieve economic prosperity for a company while still protecting the natural systems and resources of the planet. Companies are aligning sustainability programs with their business strategies and core competencies, providing a higher quality of life for their clients. Companies that support sustainable or “green,” programs within their business model implement initiatives that reduce, reuse, and recycle materials and equipment. These companies meet financial, ecological, and social needs (the “triple bottom line”) while developing an innovative supply chain process. Additionally, companies with sustainable programs or business models move beyond compliance with regulations and decrease the impact that their products and services deliver to customers.

Sustainable Organic

Sustainable organic consumer and food products provide environmental, social, and economic benefits while protecting public health, welfare, and the environment. Organic food is produced by farmers who use renewable resources and focus on the conservation of soil and water to enhance the nutritional quality of food. Organic food is grown without the use of chemical fertilizers, pesticides, growth hormones, or drugs. Organic food is regulated; government inspectors inspect each farm to ensure conformity with all rules needed to meet USDA organic standards. Companies that produce sustainable consumer products incorporate practices in which the manufacturing and distribution of the product are fully compatible with nature throughout the product’s lifecycle, allowing for economic development to occur while building on the quality of soil plantings and seed stocks to ensure high-quality production far into the future.

Waste Reduction

Waste reduction refers to the process of decreasing the amount of material and energy used in the manufacturing, use, and disposal of products. Waste reduction is also referred to as “source reduction.” Waste reduction is usually achieved through better product design, using supplies and equipment more efficiently, developing products that are more durable and easily repaired, and implementing closed-loop supply chains. Companies are finding that a comprehensive waste reduction strategy can provide significant financial benefits by decreasing the materials needed to produce products, and by reducing real estate and energy costs (decreases storage and transport costs).

Water Technology

Biotech, nanotech, energy, and water technologies are converging to yield new ways to produce, store, and recycle water. Water is one of the earth's most precious resources. Sustainable water management is crucial to social and economic stability.

Two main types of water technologies driving investment opportunities in the Cleantech industry are hydropower and water purification. Hydropower is replenished by the fall of rain and snow, creating moving water, thus producing hydroelectricity. Hydropower is a renewable resource that does not produce greenhouse gases or carbon dioxide and has been used for centuries. Water purification is the process of removing contaminants and microorganisms from surface water or ground water, resulting in safer water for human consumption and increased economic benefits through greater agricultural productivity.

Other Alternative Energy

Waste-to-energy is a treatment process in which clean/renewable energy is generated from unexploited waste assets, such as garbage, sewage, unusable crops, and other waste products. This technology has a positive effect on the climate, resulting in a decreased amount of greenhouse-gas-emitting landfills. Combustible fuel types, such as methane, methanol, ethanol, or some synthetic fuels are produced through this process.

Other Sustainable Technology

The number of people living on earth has doubled over the last century. This rapid growth has put increased strain on the earth's resources. Companies and organizations are pursuing sustainable technologies that place importance on the societal and ecological impact that their products and services generate. These products and services embody sustainability at the initial design process, using as little energy and as few materials as possible, taking the quality of the material resources available into mind, and ensuring that the end result makes a positive, worthwhile contribution to society.

For more information visit us at:

www.mofo.com/cleantech

Or contact us at:

cleantech@mofo.com

REPRESENTATIVE CLEANTECH CLIENTS

PRIVATE AND PUBLIC COMPANIES

Alternative and Renewable Energy (Biofuels, Solar, Wind, Waste to Energy)

- **AB Nynas Petroleum.** Represented AB Nynas Petroleum, a supplier of bitumen and naphthenic specialty oils, in its private placement of debt in the U.S.
- **Abengoa.** Represent Abengoa, a solar innovator and world leader in energy systems based in Spain, on licensing strategies.
- **AltraBiofuels.** Represent AltraBiofuels, a large manufacturer and developer of renewable biofuels, in general corporate matters, mergers and acquisitions, and intellectual property and intellectual property-related transactions.
- **Amyris Biotechnologies Inc.** Assist Amyris, a biotechnology and alternative fuel company, in the exploration of strategic alliances in alternative fuels in Brazil.
- **Ausra, Inc.** Represent Ausra, Inc., a manufacturer of solar thermal electric power stations that provide large-scale, low-cost, and reliable renewable energy, on various patent and trademark matters.
- **Bord na Móna.** Represented Bord na Móna, a supplier of peat moss energy, in its private placement of debt in the U.S.
- **Cleantech America.** Represent Cleantech America, a leading developer of utility scale photovoltaic solar power plants in the U.S., in its Series B financing, corporate restructuring, and development and finance activities associated with several projects they are pursuing in the State of California.
- **Constellation NewEnergy, Inc.** Represent Constellation NewEnergy in connection with various regulatory, litigation, and tax matters.
- **ElectraTherm, Inc.** Advise ElectraTherm, a provider of technology that captures waste heat and pressure to provide zero emissions electricity, on intellectual property issues and on corporate, technology, and commercial transactions.
- **ENECO Holdings NV.** Represented ENECO Holdings NV in its private placement of debt in the U.S.

- **Energy Works, LLC.** Represented Energy Works in connection with the development of the Tierras Morenas Wind Power Project, a 20 MW wind facility near Tierras Morenas in Costa Rica. Also represented Energy Works in connection with the \$10 million equity investment and financing of the Aeroenergia Wind Power Project, a 6.4 MW wind-power project in Costa Rica.
- **Generation Energy, Inc.** Advise Generation Energy, Inc., a wind-farm project development company, with several projects throughout the United States, as its outside general counsel on matters including capitalization, financing, employment and benefits, corporate governance, and intellectual property protection.
- **GoNano Technologies.** Provide advice to GoNano Technologies, a developer of one-dimensional nanomaterials that improve performance properties for renewable energy storage systems and components, in connection with intellectual property of the company and patent filings.
- **John Sperling/Solar Project.** Assisted John Sperling in a freedom to operate search and provided other patent counseling regarding solar energy production and thermal energy storage.
- **KP Renewables PLC.** Advise KP Renewables, a renewable energy company, on a reverse takeover of Island Gas Limited for £50 million, and readmission to AIM.
- **Maxwell Technologies, Inc.** Represent Maxwell Technologies, Inc., the inventor and maker of the BOOSTCAP® line of ultracapacitors, which are products that bring new levels of efficiency and power to everything from hybrid cars to windmills and other renewable energy sources. Maxwell has sued a new Korea-based competitor, NessCap Co., Ltd., for infringing Maxwell's ultracapacitor patents and has obtained a preliminary injunction against NessCap. The case is proceeding in federal district court in San Diego and the Court of Appeals for the Federal Circuit in Washington, D.C.
- **Mendel Biotechnologies, Inc.** Advise on global protection of biofuel feedstock development, including Miscanthus breeding, and provide overall patent portfolio strategy and services for this plant biotechnology company.
- **Photon Energy Systems.** Provide general corporate and financing advice to Photon Energy Systems, a nano-solar company.
- **Photovoltaic Cells Manufacturer.** Represent one of the world's leading solar energy companies measured by production output and capacity of solar cells and modules in:
 - the supply, banking, and intercreditor aspects of its supply agreement to purchase polysilicon;
 - a long-term supply agreement for the acquisition of polysilicon; and
 - the acquisition of equipment for the production of thin-film solar cell modules.
- **Plasma Fuels.** Advise this company that converts waste into energy on general corporate, financing, licensing, and intellectual property matters.
- **Qualifying Facilities.** Represented cogeneration QF and solar QF in an action to recover monies owed by Edison for electricity and capacity delivered under QF contracts and against Cal ISO for concerted refusal to deal.

- **Range Fuels, Inc.** Develop patent strategies and prosecute patents for this developer of biofuel technologies.
- **Suntech Power Holdings Co., Ltd.** Represented Suntech Power Holdings Co., Ltd., one of the world's leading solar energy companies measured by production output and capacity of solar cells and modules, in the supply, banking, and intercreditor aspects of its US\$678 million agreement to purchase polysilicon from Hoku Materials, a subsidiary of NASDAQ-listed Hoku Scientific, Inc. We also represented Suntech Power Holdings Co., Ltd., in the supply and banking aspects of its US\$168 million agreement to purchase polysilicon from NITOL Group.
- **Verenium Corporation.** Represent Verenium Corporation, a developer of cellulosic biomass and cellulosic ethanol, in all areas of intellectual property protection for its new technologies.

Biological Solutions

- **Arcadia.** Work with Arcadia Biosciences to develop and implement its intellectual property strategy including patents, trademarks, and trade secrets with respect to its technologies and programs, and provide general corporate, financing, and mergers and acquisitions advice. Arcadia Biosciences is working to establish the groundwork for a carbon-credit methodology in China and other countries applicable to nitrogen-efficient crops.
- **Biosignal Ltd.** Provide general corporate, intellectual property, and tax advice to this biomimicry company that offers anti-bacterial solutions across a broad range of applications, from industrial to therapeutics.
- **PURE Bioscience.** Represent PURE Bioscience, a developer and marketer of technology-based products that provide non-toxic solutions to global healthcare challenges, in connection with general corporate, SEC compliance, and technology transaction matters.
- **Synthetic Genomics, Inc.** Provide general corporate advice to Synthetic Genomics, Inc., a private company that develops genomic-driven and synthetically produced organisms with reduced or reoriented metabolic needs that will enable new, powerful, and more direct methods of bioengineered industrial production to address global energy and environmental challenges.

Carbon Tracking and Trading

- **Carbonetworks, Inc.** Provide general corporate, technology transaction, securities, and financing advice to Carbonetworks, a provider of software tracking for carbon emissions and a trading platform for credits.
- **Political Risk Insurer.** Provide counsel to a private political risk insurer on the development of multimillion-dollar carbon offset generation projects in two rural Chinese provinces that will lead to the verification and registration of voluntary offsets while combating desertification in the remote regions. We are also providing advice on an agricultural emission reduction project in the United States and a potential energy efficiency project under the Kyoto Protocol's Clean Development Mechanism.

Energy Efficiency

- **Agilewaves.** Provide corporate, intellectual property, and other legal advice for this company that has developed the Resource Monitor, which continuously measures electric, gas, and water

consumption of a home or business, calculates its carbon footprint in real-time, and makes this information readily available on a wall-mounted touchscreen or web page.

- **Coactive Networks.** Represent Coactive Networks, a leading electronic residential control systems manufacturer, in connection with its commercial and licensing agreements, general corporate and financing matters.
- **Lighting Science Group Corporation.** Represent Lighting Science Group, a provider of LED lighting solutions and products, in an action involving patents, unfair competition, and breach of fiduciary duty related to LED lighting systems technology.
- **Optimal Technologies.** Advised Optimal Technologies, a supplier of advanced management solutions targeted at the end-to-end optimization of power networks, regarding licensing and intellectual property issues, including issues related to corporate reorganization.
- **SuperBulbs, Inc.** Represent SuperBulbs, a start-up developer of LED lighting solutions and light bulbs that are energy efficient and safe for the environment, in general corporate and financing matters as well as various licensing transactions.

Fuel Cells and Batteries

- **Altairnanotechnologies, Inc.** Advise this fuel cell and battery company, in intellectual property and licensing matters, acquisitions, government contracts, and ITAR matters, as well as development of international manufacturing and sales arrangements.

Green Building Projects

- **BRE Properties.** Assist with the entitlement issues for the new BRE mixed-use, transit-oriented development project at the Walnut Creek BART Station in Walnut Creek, California.
- **Contra Costa Centre Association.** Assist with planning and green building issues for the commercial owners' association at the Pleasant Hill/Contra Costa Centre BART Station in Walnut Creek, California.
- **Lucasfilm, Ltd./Letterman.** Advised Lucasfilm, Ltd., in the development of the Letterman Digital Center, a unique development within the San Francisco Presidio National Trust Area, including obtaining the first LEED certification for a private building on federal land in negotiations with the Presidio Trust Authority.
- **NGDC Ltd.** Represent this U.K.-based startup that intends to build green data centers for financial institution customers in general corporate matters.
- **One Bryant Park.** Represent lenders in the construction financing of One Bryant Park, Bank of America's new building headquarters currently under construction in New York City; it will be the first office building in NYC to receive LEED designation.
- **PES Environment & Architecture.** Represented PES Environment & Architecture, an active promoter of green building concepts, in both Japan and the U.S., regarding its participation in an international conference on green building.
- **RREEF America.** Represent RREEF America in securing land use entitlements required for the redevelopment of an outmoded major retail center, including negotiations concerning compliance with green building policies for the Sunnyvale Town Center project. Further

represented Carr America/RREEF in connection with the expansion of existing offices and business park in Pleasanton, California.

- **Sunset Development Company.** Assist Sunset Development Company with the green building issues for an innovative transit-oriented retail, office, residential, and civic mixed-use proposal of approximately 2.1 million square feet at the Sunset Development Bishop Ranch Office Park in San Ramon, California.

Sustainable Programs

- **EDAW.** Represented EDAW in negotiating and documenting the sale of EDAW to AECOM in 2006 and effecting the 2004 recapitalization of this company. Further, we provided general corporate advice for over 10 years to EDAW, a company which provides services dedicated to shaping and enhancing sustainable environments around the world, including landscape architecture, planning/urban design, environmental planning, and economic, social, and cultural services.
- **Whole Travel, Inc.** Represent Whole Travel, a sustainable travel company headquartered in Palo Alto, in general corporate and trademark matters. Whole Travel provides research on unique destinations and activities to travelers and suppliers, and enables people to book sustainable travel worldwide through a simple and secure online platform.

Sustainable Organic

- **Athlete's Performance Food Bar Company.** Represented the founder of a nationally prominent athlete's performance food bar company in connection with a leveraged sale of an interest in the company.
- **Burt's Bees, Inc.** Represent Burt's Bees, a leader in natural personal care products, with a joint venture in Japan.
- **CleanFish.** Represented CleanFish, a leading brand in the United States for sustainable seafood products, in corporate organization, Series A financing, and various commercial and intellectual property matters.
- **Divinely D'lish/18 Rabbits.** Provide general corporate, intellectual property, and labor advice in connection with the operation of this organic granola company.
- **Mass Roots Project LLC.** Assist Mass Roots Project in its formation and funding and provide ongoing general corporate advice. Mass Roots Project organizes summits to bring people together to co-develop and launch consumer solutions for controlling climate change and fostering a sustainable future.
- **Natural Premium Juices.** Represented an organic premium juice company in connection with a \$10 million secured borrowing base revolving credit facility.
- **Oliver Ranch.** Provide general corporate, intellectual property, and labor advice in connection with the operations and financing of Oliver Ranch, a company that sources, markets, and sells sustainable beef products over the Internet.

- **Revolution Foods.** Advise Revolution Foods, a provider of organic and healthy lunches to schools in California, in general corporate, trademark, intellectual property, and technology transaction matters, and in connection with a Series B financing.
- **Small Potatoes Urban Delivery.** Provide advice in connection with mergers and acquisitions (in the United States) and general corporate matters for this Canadian organic home delivery company.

Waste Reduction

- **EnerTech Environmental.** Represent EnerTech Environmental, Inc., in the financing, construction, development, and operation of a biosolids processing and disposal facility to be located in the City of Rialto, California, including the issuance by the California Statewide Communities Development Authority of senior and subordinate tax-exempt and taxable revenue bonds. The project will derive revenues from biosolids agreements with the Orange County Sanitation District, the County Sanitation Districts of Los Angeles County, the San Bernardino Municipal Water Department, and the City of Riverside.
- **Hadron Partners.** Provide general corporate, intellectual property, environmental, and labor advice to this company that processes recycled materials and offers an array of recycling and waste management solutions.
- **Oryxe Energy International, Inc.** Provide general corporate and intellectual property advice in connection with the operations and expansion of Oryxe Energy International Inc., a company that produces and distributes additive technologies that improve fuel performance and reduce toxic emissions from renewable and fossil fuels.
- **R World, Inc.** Represent this start-up company, which focuses on the disposal and recycling of automobile oil filters.

Water Technology

- **Aqua Fund I** (an affiliate of the Texas Pacific group, a private equity infrastructure fund investing in water-related companies and projects worldwide). Represented Aqua Fund in acquiring an equity interest in a remote water metering/sensing company and in analysis and evaluation of investments in sugarcane-based biofuels in Hawaii and water concessions in Latin America.
- **WaterHealth International (“WHI”).** Represent WHI, a developer of water purification systems being sold to municipalities in India, in connection with investment and project financing issues. We recently advised WHI on international project finance lending terms from ICICI Bank.

Other Sustainable Technology

- **Electric Car Company.** Serve as regulatory and distribution counsel to an innovative electric car company.
- **Enviance, Inc.** Provide general corporate, merger and acquisition, and technology transaction advice to Enviance, a provider of environmental health and safety management software.

INVESTORS IN CLEANTECH

- **American River Ventures.** Represent American River Ventures in connection with Fund II, which will focus on cleantech investments.
- **BNP Paribas.** Acted as U.S. counsel to BNP Paribas, sole book runner and lead sponsor, in the US\$130 million initial public offering of Solargiga Energy Holdings Ltd. on the Main Board of the Stock Exchange of Hong Kong. Solargiga will be the first solar power company to list in Hong Kong. The renewable energy company is based northeastern China and produces monocrystalline silicon ingots and wafers. These items are used for the manufacturing of PV cells, which are the components of solar energy generation systems. Solargiga intends to use the proceeds from the initial public offering to expand its production facilities, as well as for acquisitions.
- **DT Capital Partners.** Represented DT Capital Partners in its Series A Preferred Shares investment in Sierra Solar Power, Inc., a provider of affordable thin-film Photovoltaic products based in Silicon Valley.
- **Finistere Partners.** Represent Finistere Partners, an international venture capital and fund management firm that focuses on the agriculture biotechnology industry, with IP due diligence matters.
- **Global Investment Bank.** Advised a global investment bank in a proposed polysilicon manufacturing joint venture in western China and related supply agreement.
- **Global Investment Bank/Acquisition of Vanadium Technology.** Represented a global investment bank in connection with the proposed acquisition of a vanadium technology developer.
- **Goldman Sachs (Asia) Finance.** Represented Goldman Sachs (Asia) Finance as the lead investor in Suntech's US\$80 million Series A financing, and GS in STP's subsequent NYSE listing and global IPO.
- **Illinois Ventures.** Represent this venture capital firm in its IP due diligence on Tetravite Bioscience Inc. (formerly Advanced Biofuels, Inc.).
- **Investment Consortium.** Represented a consortium of investors in connection with the proposed establishment of a polysilicon production facility in China.
- **Khosla Ventures.** Represent this venture capital firm in its IP due diligence on companies in the fields of solar power, water purification, biopolymer, polymer electrolyte/lithium batteries, efficient lighting, and alternatives/biofuels.
- **Kleiner Perkins Caufield & Byers.** Represent this venture capital firm in its IP due diligence on companies in the fields of high-performance batteries, coal gasification, and transgenic corn for ethanol production.
- **Mineral Acquisition Partners.** Represented Mineral Acquisition Partners in negotiating and structuring a financing facility for residential rooftop solar installations and in the development financing of wind-power royalty assets. The transaction was structured as a multiple-draw term

loan facility, the proceeds of which are to be used by the borrower to develop a portfolio of wind projects located across the United States.

- **Mineral Acquisition Partners.** Represented Mineral Acquisition Partners, as lender to the project owner, in a \$3.3 million loan secured by numerous solar energy projects in Southern California.
- **Mineral Acquisition Partners (MAP)/Sustainable Energy Education.** Assist MAP in negotiating contracts related to MAP's sustainable energy education program that subsidizes Summer Fellows who work at non-governmental organizations.
- **Mohr Davidow Ventures.** Represented Mohr Davidow in IP due diligence on companies in the field of biofuels.
- **Private Equity Fund/Multiple Investments.** Represent a private equity fund with respect to its investment in multiple companies in the People's Republic of China, each of which will operate a cycle power plant utilizing coke oven gas to produce electricity and will be authorized to trade Clean Development Mechanism credits on the global market.
- **Proteus Environmental Research.** Representing Proteus Environmental Research in setting up a venture capital fund that will focus on the commercialization of greentech/cleantech IP coming out of universities.
- **Sage Capital Partners, L.P.** Represented Sage Capital Partners, L.P., and Sage Capital Partners IA, L.P., two private equity funds, in connection with their investments in Altra Inc., a privately held company engaged in the business of developing renewable biofuels.
- **SDL Ventures.** Represented SDL Ventures in its investment in the Series C round of financing of Konarka Technologies, Inc., a provider of polymer photovoltaic products.
- **Stuart Mill Capital.** Represent Stuart Mill Capital, a private equity fund backed by GE to invest in green companies.

REPRESENTATION OF NON-PROFIT ORGANIZATIONS

- **Big Sur Land Trust.** Provide general corporate and other advice to assist the Big Sur Land Trust in its operations and expansion. The Trust has a mission to conserve the significant lands and waters of California’s Central Coast for all generations.
- **Biomimicry Institute.** Work with the Biomimicry Institute and the Biomimicry Guild to develop and implement their intellectual property strategy including patents, trademarks, and trade secrets with respect to the *Nature’s 100 Best* and provide general corporate advice in connection with the commercialization of the nature-inspired ideas.
- **Business for Social Responsibility (“BSR”).** Serve as outside general counsel to BSR and provide a wide array of general corporate, intellectual property, tax, and employment advice. BSR provides information, tools, training, and advisory services to make corporate social responsibility an integral part of business operations and strategies.
- **Chemical Strategies Partnership (“CSP”).** Assist CSP in preparing forms of outsourcing agreements. CSP seeks to reduce chemical use, waste, risks, and costs through transformation of the chemical supply chain.
- **City of San Francisco Tidal Energy Project.** Serve as Chair of the Tidal and Wave Energy Subcommittee of the Mayor’s Clean Technology Advisory Council and advise the City of San Francisco on federal, state, and local permitting processes and requirements for development of tidal energy under the Golden Gate Bridge and wave energy off the coast.
- **Environmental Defense Fund.** Advise the Environmental Defense Fund with respect to developing alternative ownership, governance, and funding structures to promote sustainable fishing practices.
- **Getty Trust.** Represent the Getty Trust in the early stages of an innovative New Urbanist master-planned community village project, which includes securing land use entitlements and addressing green building issues.
- **International Maize and Wheat Improvement Center.** Advising International Maize and Wheat Improvement Center (CIMMYT) on a public-private partnership research agreement with Monsanto and the African Agricultural Technology Foundation to develop drought-resistant maize (corn) under the “Water Efficient Maize for Africa” program funded by the Bill & Melinda Gates Foundation and the Howard G. Buffett Foundation.
- **Joint U.S.-China Cooperation on Clean Energy (“JUCCCE”).** Provide general corporate and tax advice to JUCCCE, a non-profit “incubator” of market-driven initiatives to accelerate energy productivity, encourage green building, and increase clean energy supply.
- **The Nature Conservancy.** Advise The Nature Conservancy in its initiative to purchase ground fish trawl vessel licenses and bank or sublease them with conservation conditions in order to promote sustainable fisheries and preserve coastal communities. We advise in crafting legal requirements for conservation of natural lands in Brazil, and overseeing creation of carbon credits from such lands. We also advise on creating legal mechanisms for conservation of forest lands in the Three Rivers area of Yunnan Province, China, and advise on acquisition of timber

harvesting concessions to protect old growth forests in Kalimantan, Indonesia, the last home of the “old man of the forest,” the orangutan.

- **Pacific Forest and Watershed Lands Stewardship Council.** Advise the Stewardship Council on development and implementation of a Land Conservation Plan for PG&E lands to promote beneficial public values, including open-space preservation, protection of historic values, sustainable forestry, habitat protection, agricultural uses, and outdoor recreation.
- **U.S. Green Building Council (“USGBC”).** Assisted USGBC in starting a regional chapter in Washington, D.C. Our work consisted of incorporation, federal and state tax exemption, and advice on lobbying issues for USGBC, which promotes green building legislation in the local legislatures.
- **William Good/Goodwill.** Advise Goodwill in structuring and funding its joint venture with Nick Graham (Joe Boxer) to manufacture and sell reconstituted clothing under the “William Good” trademark, and provide intellectual property and employment advice.

For more information visit us at:

www.mofo.com/cleantech

Or contact us at:

cleantech@mofo.com

REPRESENTATIVE CLEANTECH MATTERS

TRANSACTIONAL MATTERS

Transactions Involving Energy Companies

- **Calpine Corporation.** Representing Calpine Corporation in the purchase of a limited partnership interest in a Northern California geothermal power project.
- **China City Natural Gas Holdings Limited.** Represented China City Natural Gas Holdings, a Hong Kong-listed company, in its acquisition of several natural gas companies and the rights to negotiate nine additional natural gas projects across China.
- **China Resources Power Holdings Company Ltd.** Represented CR Power, one of the largest Hong Kong-listed power generation companies in mainland China. We represented this company in the HK\$555 million acquisition of controlling stakes in a hydropower plant and other power generation facilities located in Yunnan and Anhui provinces, respectively. We have also provided general corporate advice to China Resources Power Holdings.
- **Electric Generating Authority of Thailand.** Represented Electric Generating Authority of Thailand in connection with the negotiation of power purchase agreements and transmission facilities and arrangements associated with the development of the Nam Ngum 2 Hydroelectric Power Project, a 3000 MW hydroelectric plant in Laos. Our representation involved the negotiation and drafting of the power purchase agreement and transmission contract.
- **Electricity Supply Board of Ireland.** Represented Electricity Supply Board of Ireland in its private placement of debt in the U.S.
- **Entergy Power Group.** Representing Entergy in connection with the divestment of its Asian IPP holdings through the sale of independent power projects in China and India.
- **Gas Utility Company.** Representing Gas Utility Company in its bid to be awarded a service contract for the construction and operation of an LNG regasification terminal to be located in Manzanillo, Mexico.
- **Kansai Electric Power Co., Inc.** Represented Kansai Electric Power, an electric utility in the Kansai region of Japan (which includes the Kobe-

Osaka-Kyoto megalopolis). We represented Kansai Electric as a sponsor in connection with the San Roque Hydroelectric Project, a 345-MW hydroelectric facility in the Philippines. The representation involved review and analysis of the project and financing documents and negotiation of the shareholders' agreement. We also assisted in the affiliate share transfer in 2004.

- **Marubeni Corporation/Unison Co., Ltd.** Represented Marubeni Corporation as a sponsor of a 39.6-MW (gross) wind farm generating facility and ancillary facilities located in North Kyongsang, South Korea.
- **Marubeni Corporation.** Represented Marubeni Corporation as a sponsor of a 98-MW (gross) wind farm generating facility and ancillary facilities located in Gangwon Province, South Korea.
- **Political Risk Insurer/Natural Gas Distribution System (Russia).** Representing a private political risk insurer in connection with proposed arbitral award default coverage with respect to financing, through sale of Emissions Reduction Units under the Kyoto Protocol, of the upgrade of a natural gas distribution system in Russia.
- **Red Electrica de España.** Represented Red Electrica de España in its private placement of debt in the U.S.
- **Republic of Georgia.** Represented the government of the Republic of Georgia on the privatization of and tender to upgrade various hydroelectric and thermal power generation assets. We acted for the government in all aspects of the sale of generation assets to AES, and in addition, renegotiated sovereign debt credit lines with the World Bank, KfW, and EBRD.
- **Southwest Gas Corporation.** Providing general corporate advice to Southwest Gas Corporation.
- **Tejas Securities Group.** Represented Tejas Securities Group in the recapitalization of DayStar Technologies, Inc., a developer and manufacturer of CIGS photovoltaic products.
- **Toshiba.** Represented Toshiba's Power Systems Company in its \$300 million venture with Princeton, NJ-based NRG Energy Inc. to develop nuclear power projects in North America based on Toshiba's "ABWR" (advanced boiling water reactor) design.
- **U.S. Developer/Gasification Facility (U.S./Oklahoma).** Representing an equity investor in connection with the design, construction, and operation of a gasification facility in Muskogee, OK that will produce ammonia, methanol, CO₂, synthesis gas, and other products.
- **U.S. Developer/Gasification Facility (U.S./Texas).** Representing an equity investor in connection with the design, construction, and operation of a gasification facility in Beaumont, TX that will produce ammonia, methanol, CO₂, synthesis gas, and other products.
- **U.S. Developer/Geothermal Power Project (Chile & Elsewhere).** Representing a private U.S. developer in connection with a portfolio of geothermal power projects to be developed on an international project finance basis, the first of which will be in Chile.
- **U.S. TransCarbon/Faustina Project (U.S./Louisiana).** Representing U.S. TransCarbon as equity investor, and the project company Faustina Hydrogen Products, in connection with the design, construction, and operation of the \$1.8 billion Faustina project, a gasification facility in

St. James Parish, LA that will produce ammonia, methanol, CO₂, synthesis gas, and other products.

Transactions with Companies Engaged in Energy Efficiency

- **Cassatt Corporation.** Providing general corporate, securities, labor and employment, and trademark advice to Cassatt Corporation, a provider of Active Power Management software that safely and intelligently powers servers off and on, based on demand, cutting an organization's energy usage by as much as 50%.
- **Encorp, Inc.** Represented Encorp, Inc., in its \$7 million acquisition of Envenergy, Inc. Encorp is a provider of integrated services, software, and hardware technology solutions for the communication, control, and networking of distributed energy. We have also provided general corporate and financing advice to Encorp.

Transactions Involving Companies Engaged in Sustainable Technology and Solutions

- **3E Company, Inc.** Providing general corporate, technology transaction, and patent advice to 3E, a provider of chemical, regulatory, and environmental compliance information services.
- **Celltech Metals, Inc.** Providing intellectual property advice for this company that has developed a metal sandwich structure that is significantly lighter and stronger than traditional sheet metals used in the auto industry. The lighter weight will provide significant improvements in the fuel economy of vehicles, and is being promoted as the new "green metal of the 21st century."
- **Global Electric MotorCars, LLC.** Represented Global Electric MotorCars, LLC, the maker of the "GEM" electric car, in connection with its sale to DaimlerChrysler Corp.

Transactions Involving Water Technologies and Solutions

- **Citigroup.** Provided an investment risk analysis for water resources in California, focusing on the viability and regulatory obstacles to seawater desalination.
- **Inter-American Development Bank.** We advise the Inter-American Development Bank, a source of multilateral financing for sustainable economic, social, and institutional development in Latin America and the Caribbean, on multiple projects and investments across Latin America, including funding for acquisition and development of new water and wastewater fare in Argentina and Chile.
- **Nitto Denko Corporation/Mitsubishi Rayon Co., Ltd.** Represented Nitto Denko Corporation and Mitsubishi Rayon Co., Ltd., in their establishment of a joint venture to conduct R&D for water treatment membrane technology in the fields of seawater desalination and wastewater recycling and reuse. The parties anticipate that the joint venture may lead to the combination of their respective businesses in the water treatment field.

Other Green or Sustainable Transactions

- **The Clorox Company.** Represented The Clorox Company in its acquisition of Burt's Bees Inc., a leader in natural personal care products, for \$925 million in cash, including an additional \$25 million payment for anticipated tax benefits.

LITIGATION AND DISPUTE RESOLUTION MATTERS

Energy-Related Cases

- **Coso Partnership/California Energy.** Served as lead counsel for Coso Parties and CalEnergy in defense of breach of geothermal power contract action by Southern California Edison and in prosecution of cross-complaint and consolidated action against Edison for breach of contract, inducing breach of contract, slander per se, false advertising, and unfair competition.
- **El Paso Corp.** Represented El Paso Corp. and its affiliates both at FERC and in multi-district antitrust litigation involving El Paso's alleged manipulation of natural gas prices during the period of increased demand for gas and electricity in Western states in 2000-2001.
- **Idacorp Energy L.P.** Represented Idacorp Energy in declaratory judgment, damages, and injunctive relief action against Overton Power District in an action for the breach of a 10 year power purchase agreement signed at the height of the California energy crisis.
- **San Diego Gas & Electric.** Represented San Diego Gas & Electric in litigation concerning the San Onofre Nuclear Generating Station. The work included evidence and expert analysis concerning nuclear, geothermal, and gas-powered generating facilities and costs. The case was arbitrated for one week before a single arbitrator under AAA Commercial Rules, involved the rights of the parties under a co-owner operating agreement, and had hundreds of millions of dollars at stake. We prepared for and arbitrated the case with very lean staffing in a very cost-effective manner for the clients.
- **Wholesale Electricity Antitrust Cases I & II.** Represented 12 of 50 cross-defendants in the successful defense of two cross-complaint actions filed by Reliant Energy and Duke Energy in San Diego Superior Court (Judicial Council Coordination Proceeding Nos. 4204 and 4205) against 30 wholesale electricity market participants for indemnity and declaratory relief. The cross-actions were dismissed in November 2005.

Sustainability/Chemical Reduction Cases

- **Dell, Inc./Gateway, Inc.** Representing Dell and Gateway in litigation concerning use of lead-containing solder in motherboards and other circuit boards; negotiated low-cost settlement to resolve claim based on commitment to "reformulate" products at issue to reduce amounts, and produce more sustainable lead content standards consistent with the European Union's Regulation of Hazardous Substances (ROHS) requirements.
- **Mars, Inc./The Hershey Company.** Represented Mars and Hershey in the multi-party litigation concerning lead residues in Mexican-style candy products. Resolved claims based on negotiated, reduced product and packaging standards, quality control and testing procedures developed by our industry-leading clients.
- **Mattel, Inc.** Representing Mattel and its Fisher-Price subsidiary in litigation focused on reduction/virtual elimination of lead in surface coatings of toys and enhanced quality control/quality assurance procedures to ensure compliance by contractor and sub-contractor manufacturers in developing countries.

- **Royal Doulton.** Represented Royal Doulton and 24 additional manufacturers and distributors of fine china and other ceramic tableware in litigation resulting in commitment to address reduced lead and cadmium release requirements for food and non-food contact surfaces.

COUNSELING/REGULATORY MATTERS

- **Asian development investment fund.** Advising Asian development investment fund on procedures for certification of emission reductions within Clean Development Mechanism of Kyoto Protocol and subsequent sale of CERs in emission reduction purchase agreement.
- **Publicly traded company.** Counseling publicly traded company on development of voluntary carbon offset projects and subsequent registration of offsets.
- **Large-scale U.S. investment fund.** Counseling large-scale U.S. investment fund on climate change regulation and related impacts for large-scale water projects.
- **Industry group.** Advise industry group on strategy for state and regional carbon emission cap-and-trade programs.
- **San Gabriel Valley Water Company.** Represented San Gabriel Valley Water Company, a privately owned public utility, on an ongoing basis in a variety of water-related matters, including water rights, public utility code compliance, water supply and facilities acquisitions, and reclaimed water acquisitions and use.
- **World Bank Project.** Represented World Bank Project in the review and revision of the World Bank's Toolkit for Private Participation in Water and Sanitation: A guide for governments in developing countries.
- **Natural gas power plant developer.** Represented the developer of new natural gas power plant in all aspects of CEC proceedings, and negotiated water exchange program to allow operation without net impact on groundwater and surface water resources.
- **Private water company.** Assisted a private water company in the acquisition of water banking property in Madera County, California, and in developing conjunctive use and transfer program to implement desired banking arrangements.

For more information visit
us at:
www.mofo.com/cleantech

Or contact us at:
cleantech@mofo.com

CLEANTECH – KEY PRACTITIONERS

Attorney Name	Office	Email
Joseph Anderson	Singapore	janderson@mofo.com
Jack Auspitz	New York	jauspitz@mofo.com
Clare Badaracco	San Francisco	cbadaracco@mofo.com
Brooks Beard	San Francisco	bbeard@mofo.com
Matthew Berger	Tokyo	mberger@mofo.com
Rick Bergstrom	San Diego	rbergstrom@mofo.com
Sherri Blount	Washington, D.C.	sblount@mofo.com
Beth Brinkmann	Washington, D.C.	bbrinkmann@mofo.com
Dale Caldwell	Tokyo	dcaldwell@mofo.com
Christopher Carr	San Francisco	ccarr@mofo.com
Thomas Ciotti	Palo Alto	tcitti@mofo.com
Paul Claydon	London	pclaydon@mofo.com
Michael Cohen	Los Angeles	mcohen@mofo.com
Roger Collanton	San Francisco	rcollanton@mofo.com
Charles Comey	Shanghai	ccomey@mofo.com
Walter Conroy	San Francisco	wconroy@mofo.com
Michèle Corash	San Francisco	mcorash@mofo.com
Christopher Coulter	London	ccoulter@mofo.com
Robert Cudd	San Francisco	rcudd@mofo.com
Peter Davis	Washington, D.C.	pdavis@mofo.com
Jay de Groot	San Diego	jdegroot@mofo.com
Jonathan Dickstein	San Francisco	jdickstein@mofo.com
Gregory Einhorn	San Diego	geinhorn@mofo.com
Eric Elliff	Denver	jelliff@mofo.com
Larry Engel	San Francisco	lengel@mofo.com

Cleantech –Key Practitioners

Attorney Name	Office	Email
Gordon Erspamer	Walnut Creek	gerspamer@mofocom
Jordan Eth	San Francisco	jeth@mofocom
Robert Falk	San Francisco	rfalk@mofocom
Charles Farman	Sacramento	cfarman@mofocom
Jill Feldman	San Francisco	jfeldman@mofocom
Thomas Fitzgerald	Northern Virginia	tfitzgerald@mofocom
Roger Fones	Washington, D.C.	rfones@mofocom
Steve Freccero	San Francisco	sfreccero@mofocom
Edward Froelich	Washington D.C.	efroelich@mofocom
Hiroshi Furushima	Tokyo	hfurushima@mofocom
Gregory Giammittorio	Northern Virginia	ggiammittorio@mofocom
Jonathan Glass	San Francisco	jglass@mofocom
David Gold	Walnut Creek	dgold@mofocom
Arturo González	San Francisco	agonzalez@mofocom
Bruce Goodmiller	Walnut Creek	bgoodmiller@mofocom
Suzanne Graeser	Palo Alto	sgraeser@mofocom
Michael Graffagna	New York	mgraffagna@mofocom
Zane Gresham	San Francisco	zgresham@mofocom
James R. Gubbins	London	jgubbins@mofocom
Andrea Hasegawa	San Francisco	ahasegawa@mofocom
Peter Hanschen	Walnut Creek	phanschen@mofocom
Vivian Hanson	New York	vhanson@mofocom
Timothy Harris	Palo Alto	tharris@mofocom
John Hempill	New York	jhempill@mofocom
Douglas Hendricks	San Francisco	dhendricks@mofocom
Charles Holland	Palo Alto	cholland@mofocom
Simon Hollander	Tokyo	shollander@mofocom
Jeff Hom	Palo Alto	jhom@mofocom
Peter Hsiao	Los Angeles	phsiao@mofocom

Cleantech –Key Practitioners

Attorney Name	Office	Email
James Huston	San Diego	jhuston@mofocom
Michael Jacobs	San Francisco	mjacobs@mofocom
Frederick Jenney	Washington, D.C.	fjenney@mofocom
A.C. Johnston	Washington, D.C.	ajohnston@mofocom
Madeline Johnston	Palo Alto	mjohnston@mofocom
Michael Katz	Orange County	mkatz@mofocom
David Kaufman	New York	dkaufman@mofocom
Chet Kerr	New York	ckerr@mofocom
Thomas Knox	Northern Virginia	tknox@mofocom
Kenneth Kohler	Los Angeles	kkohler@mofocom
Gary Lee	New York	glee@mofocom
Marc Leh	Los Angeles	mleh@mofocom
Daniel Leventhal	San Francisco	dleventhal@mofocom
Jamie Levitt	New York	jlevitt@mofocom
Otis Littlefield	San Francisco	olittlefield@mofocom
Jaclyn Liu	San Francisco	jliu@mofocom
Judson Lobdell	San Francisco	jlobdell@mofocom
Robert Loeffler	Washington, D.C.	rloeffler@mofocom
Carl Loewenson	New York	cloewenson@mofocom
Jack Londen	San Francisco	jlonden@mofocom
Bradley Lui	Washington, D.C.	blui@mofocom
Edward Lukins	London	elukins@mofocom
Susan Mac Cormac	San Francisco	smaccormac@mofocom
Jeremy Jennings-Mares	London	jjenningsmares@mofocom
Brian Matsui	Washington, D.C.	bmatsui@mofocom
Mika Mayer	Palo Alto	mikamayer@mofocom
Susan McLean	London	smclean@mofocom
Fraser Mendel	Beijing	fmendel@mofocom
Barbara Mendelson	New York	bmendelson@mofocom

Cleantech –Key Practitioners

Attorney Name	Office	Email
Gladys Monroy	Palo Alto	gmonroy@mofocom
Stuart Plunkett	San Francisco	splunkett@mofocom
Catherine Polizzi	Palo Alto	cpolizzi@mofocom
Jay Ponazecki	Tokyo	jponazecki@mofocom
Anthony Press	Los Angeles	apress@mofocom
Diane Pritchard	San Francisco	dpritchard@mofocom
Rory Radding	New York	rradding@mofocom
Darryl Rains	Palo Alto	drains@mofocom
Mitch Randall	Walnut Creek	mrandall@mofocom
David Riley	Palo Alto	driley@mofocom
D. Anthony Rodriguez	San Francisco	drodriguez@mofocom
Steve Rowles	San Diego	srowles@mofocom
Christopher Russell	Sacramento	crussell@mofocom
Lori Schechter	San Francisco	lschechter@mofocom
James Schurz	San Francisco	jschurz@mofocom
Tessa Schwartz	San Francisco	tschwartz@mofocom
William Sloan	San Francisco	wsloan@mofocom
Stephen Smith	Washington, D.C.	ssmith@mofocom
Benjamin Sowards	San Diego	bsowards@mofocom
Laura Spiegelman	San Francisco	lspiegelman@mofocom
Nicholas Spiliotes	Washington, D.C.	nspiliotes@mofocom
Michael Stusiak	Sacramento	mstusiak@mofocom
Rosemary Tarlton	San Francisco	rtarlton@mofocom
Eric Tate	Palo Alto San Francisco	etate@mofocom
Jennifer Lee Taylor	San Francisco	jtaylor@mofocom
Julian Thurston	London	jthurston@mofocom
Robert Townsend	San Francisco	rtownsend@mofocom
William Veatch	San Francisco	wveatch@mofocom
Michael Vella	San Diego	mvella@mofocom

Cleantech –Key Practitioners

Attorney Name	Office	Email
Eric Walters	Palo Alto	ewalters@mofo.com
Michael Ward	San Francisco	mward@mofo.com
Edgar Washburn	San Francisco	ewashburn@mofo.com
Russell Weiss	Los Angeles	rweiss@mofo.com
Dan Westman	Northern Virginia	dwestman@mofo.com
Anna Erickson White	Palo Alto	awhite@mofo.com
Mark Wicker	San Diego	mwicker@mofo.com
Lawrence Yanowitch	Northern Virginia	lyanowitch@mofo.com
Ryugo Yoshimura	Tokyo	ryoshimura@mofo.com
Mark Zebrowski	San Diego	mzebrowski@mofo.com