



## Mark I. Fisher

Partner

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*New York*

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### Practices

FOCUS: Corporate  
Corporate Governance  
Mergers and  
Acquisitions  
Securities  
Real Estate  
Structured Finance and  
Securitization

### Industries

Private Client Services

### Recognition

Super Lawyers, New  
York, 2007

### Education

LLB, Columbia Law  
School, *cum laude*,  
Harlan Fiske Stone  
Scholar

BBA, The City College  
of The City University  
of New York, *magna  
cum laude*

### Bar Admissions

New York

Mark I. Fisher's practice encompasses a broad range of transactional, corporate and securities matters. He has represented investors, issuers, underwriters and placement agents in billions of dollars of public and private placements of debt and equity securities, including initial public offerings (IPOs) and private investment in public entity transactions (PIPEs), and has extensive experience in representing real estate investment trusts (REITs). He has also represented issuers in connection with rollups of limited partnerships into master limited partnerships and conversions of limited partnerships into REITs.

Mark has significant experience in advising both sides in consensual and contested merger and acquisition (M&A) transactions including mergers, tender offers, exchange offers and proxy statements. A portion of his practice is devoted to counseling investment managers and public companies on securities regulatory compliance.

Mark's clients include Deerfield Management, a leading health care investment organization, Winthrop Realty Trust, an NYSE-listed REIT, and US Realty Advisors, a financial services firm specializing in net leased real estate investments and advisory services. Mark has represented Deerfield in transactions involving investments aggregating more than \$1.6 billion in public and private biotechnology companies.

Prior to joining Katten, Mark served as law clerk to Judge Harold R. Medina of the US Court of Appeals for the Second Circuit.

### Selected Experience

- Representation of Deerfield Management in investment transactions with Discovery Laboratories, Inc.; Pacific Biosciences of California, Inc.; WorldOne, Inc.; Mako Surgical Corp.; Tengion, Inc.; Flamel Technologies SA.; Arena Pharmaceuticals, Inc.; Array Biopharma Inc.; BioHorizons, Inc.; WaferGen Bio-systems, Inc.; iCad, Inc.; Titan Pharmaceuticals, Inc.; Ista Pharmaceuticals, Inc.; Tesaro, Inc.; Talon Therapeutics, Inc.; Cytokinetics, Incorporated; Exelixis, Inc.; Neurometrix, Inc.; Insulet Corporation; Rockwell Medical Technologies, Inc.; Zymogenetics, Inc.; Vivus, Inc.; Dynavax Technologies Corporation; and Middlebrook Pharmaceuticals, Inc.
- Representation of Winthrop Realty Trust in three separate shareholder rights offerings that raised more than \$100 million.



- Representation of the group of underwriters led by Merrill Lynch & Co. in a \$155 million public offering of preferred stock of Lexington Realty Trust, an NYSE-listed REIT.
- Representation of group that acquired controlling interest in Winthrop Realty Trust through a tender offer and purchase of newly issued shares.
- Representation of Newkirk Realty Trust in a \$240 million public offering of common stock.
- Representation of the buyer in connection with the acquisition of all of the outstanding stock of NitroMed, Inc., a NASDAQ-traded company.
- Representation of Concord Debt Holdings, a joint venture of Winthrop Realty Trust and Lexington Realty Trust, in a \$465 million collateralized debt offering.
- Representation of the placement agents in a \$300 million Rule 144A offering of exchangeable guaranteed notes of The Lexington Master Limited Partnership.
- Representation of Winthrop Realty Trust in private offerings of \$100 million of convertible redeemable preferred shares.
- Representation of Newkirk Realty Trust, an NYSE-listed REIT, in its \$4.6 billion merger with Lexington Realty Trust.
- Representation of Winthrop Realty Trust in underwritten public offerings of more than \$300 million of senior notes, preferred shares and common shares.

### **Memberships**

- Town of Harrison, New York, Board of Zoning Appeals, Chairman

### **Advisories**

- On the Road to Recovery: "At-the-Market" Offerings in an Improving but Volatile Market (May 17, 2010)
- US Treasury Names Asset Managers and Launches Legacy Securities Program (July 13, 2009)
- Treasury Releases Rule on TARP Executive Compensation and Corporate Governance (June 19, 2009)
- Federal Reserve Adds Legacy CMBS to TALF (May 20, 2009)
- Expansion of TARP to Newly Issued CMBS Creates Opportunities for TARP Investors, Commercial Mortgage Lenders and Property Owners (May 4, 2009)
- TARP Capital Purchase Program Expanded to Include Mutual Holding Companies (April 16, 2009)
- Treasury Unveils Public-Private Investment Program for Legacy Assets (March 26, 2009)
- Federal Reserve Launches TALF, Removes Executive Compensation Limits and Revises Terms (March 18, 2009)



- Proposed Addition of CMBS to TALF May Create Opportunities for Commercial Mortgage Loan Originators, Servicers, Borrowers and Investors (March 12, 2009)
- Treasury's New Capital Assistance Program to "Stress Test" and Provide Billions to Banks (March 3, 2009)
- Stimulus Act Expands Executive Compensation Restrictions for TARP Recipients (February 26, 2009)
- Federal Reserve and Treasury Provide TALF Pricing, Haircuts and Other Further Revised Terms (February 12, 2009)
- Treasury Department Unveils New Financial Stability Plan (February 10, 2009)
- Treasury Releases Additional Executive Compensation Guidance for TARP Capital Purchase Program (January 27, 2009)
- TARP Capital Purchase Program Expanded to Include Qualifying S Corporations (January 16, 2009)
- Federal Reserve Announces Revised TALF Terms (December 23, 2008)
- Federal Reserve Supports Consumer ABS Issuance by Creating Term Asset-Backed Securities Loan Facility (TALF) (December 1, 2008)
- Privately Held Financial Institutions Offered TARP Capital Purchase Program Funds (November 18, 2008)
- Treasury Secretary Paulson TARP Update (November 12, 2008)
- US Banks and Thrifts Offered Billions of Federal Funds Under Treasury's Capital Purchase Program (October 15, 2008)
- Summary of Final Legislation — Emergency Economic Stabilization Act of 2008 (EESA)/Troubled Asset Relief Program (TARP) (October 13, 2008)
- Analysis of the TARP: Challenges and Opportunities for Your Business (October 13, 2008)
- Emergency Economic Stabilization Act of 2008/Troubled Asset Relief Program (TARP) (September 29, 2008)
- Analysis of Congressional Response to Treasury's Troubled Asset Relief Program (TARP) (September 23, 2008)
- Time Running Out for Pre-6/1/2006 Limited Liability Entities to Complete New York Publication and Filing Requirement (February 28, 2007)
- Limited Liability Entities in New York Must Meet Amended Publication Requirements or Face Suspension of Authority to do Business in New York (June 6, 2006)