

THE CLEAN TECH REPORT

2009

Welcome

These days, it is difficult to pick up a newspaper or listen to a news broadcast without encountering a story about clean technology and renewable energy. Everyone, it seems, is focused on the promise of this industry, and that includes Wilson Sonsini Goodrich & Rosati—not because clean tech suddenly has become a media sensation, but because we view it as being a critical part of the global economy.

In fact, clean tech has been an increasingly important area for the firm for many years. As a law firm with roots in Silicon Valley, we have seen the birth and growth of many exciting technologies that have changed the world in fundamental ways, and we are confident that clean tech will become one of these revolutionary industries. We are proud to represent many of the leading companies in the field, as well as the top venture capital and private equity firms in the space, and look forward to working with them as they develop innovative products and solutions that address the world's need for clean and renewable energy.

The articles in this issue will give you a wealth of information about the firm's clean technology and renewable energy practice. I appreciate your taking the time to get better acquainted with our dynamic practice, and hope that you enjoy this inaugural issue of *The Clean Tech Report*.



John Roos
Chief Executive Officer



A CLEAN TECH PRACTICE WITH A UNIQUE PERSPECTIVE

The challenges are well understood—international energy security, climate change, rising energy and commodity prices, water and other resource constraints. These and other factors are driving a global transformation in the way that energy and natural resources are produced, distributed, and consumed. Wilson Sonsini Goodrich & Rosati recognizes that with great challenges come great opportunities. We believe that companies devoted to the promotion of efficient, sustainable, and responsible uses of energy and natural resources represent a massive opportunity for technological innovation that will transform our global infrastructure. As the leading law firm to innovative technology and growth companies worldwide, we are uniquely positioned at the forefront of this global opportunity that has come to be known as “clean tech.”

Wilson Sonsini Goodrich & Rosati represents a dynamic client base that includes hundreds of emerging companies seeking to be tomorrow's energy and resources leaders, mature energy technology and project development companies, and major public companies developing winning strategies within the clean tech movement. Our team provides strategic counsel to clients across a broad range of industry sectors, including renewable energy (such as biofuels, biomass, geothermal, solar, ocean and hydro, and wind); battery and other energy storage technologies; energy efficiency; smart grid; green building; and electric vehicle and other transportation technologies. We also represent many of the leading venture capital firms, private equity firms, and energy project investors critical to the development and commercialization of those technologies.

In 2008 alone, the firm represented clean tech and renewable energy clients in approximately 40 company-side financings and 24 investor-side financings worth more than \$1 billion collectively. According to Dow Jones VentureSource, the firm ranked No. 1 in 2007 and 2008 among U.S. law firms representing clean tech companies in connection with venture capital financings, as illustrated in the chart on the next page. In addition, we regularly represent nearly half of the most active clean tech venture funds that have been committed to the sector over the past five years.

With more than 300 clean tech clients, we have built a strategic clean technology and renewable energy practice designed to meet a variety of complex and interconnected needs. In addition to our market-leading venture capital and emerging-company capabilities, our services include the following:

Renewable Energy Project Development and Finance. Led by senior attorneys with extensive experience developing and financing major energy and infrastructure projects domestically and abroad, our team has the specialized knowledge and skills needed to help project sponsors secure the key commercial contracts and financing required to succeed in the electricity, fuels, and natural resource sectors. We have experience in a wide variety of project finance transactions, including bank and insurance company financings, limited partnerships, syndications, joint ventures, credit arrangements, and taxation (including tax equity and tax credit monetization financings). Our project development and finance team regularly provides strategic advice with respect to project-oriented

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A CLEAN TECH PRACTICE WITH A UNIQUE PERSPECTIVE

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business models, as well as experienced counsel with respect to environmental permitting and entitlement and many of the contracts critical to the success of projects, such as turbine and equipment supply agreements, feedstock and hedging transactions, power purchase and other offtake agreements, and engineering, procurement, and construction agreements.

Climate Change and Strategic Carbon Counseling. Wilson Sonsini Goodrich & Rosati helps our clients to mitigate risks posed by global climate change and to maximize opportunities created by the solutions to this issue. Our team counsels clients on the ways in which existing and emerging international, regional, and state-level greenhouse gas regulations may impact their businesses. This practice integrates strategic analysis and advice on energy efficiency, energy and fuel portfolios, and carbon offsetting in the context of carbon constraints and markets, corporate structuring, and project finance. In addition, we provide cutting-edge advice on how corporate directors and officers can assess and report risks and pursue opportunities.

Government Initiatives. We recognize that successful navigation of government policy and funding programs can be critical to the success of many of our clean technology and renewable energy clients. With this in mind, our government initiatives team focuses on providing clients with critical information regarding legislative and regulatory developments, as well as an understanding of the processes that companies must follow to obtain government funding for their clean technology ventures and renewable energy projects. Our attorneys work closely with clients on submissions for loan guarantees, grants, and other federal funding programs and give strategic advice on best practices in managing these complex processes.

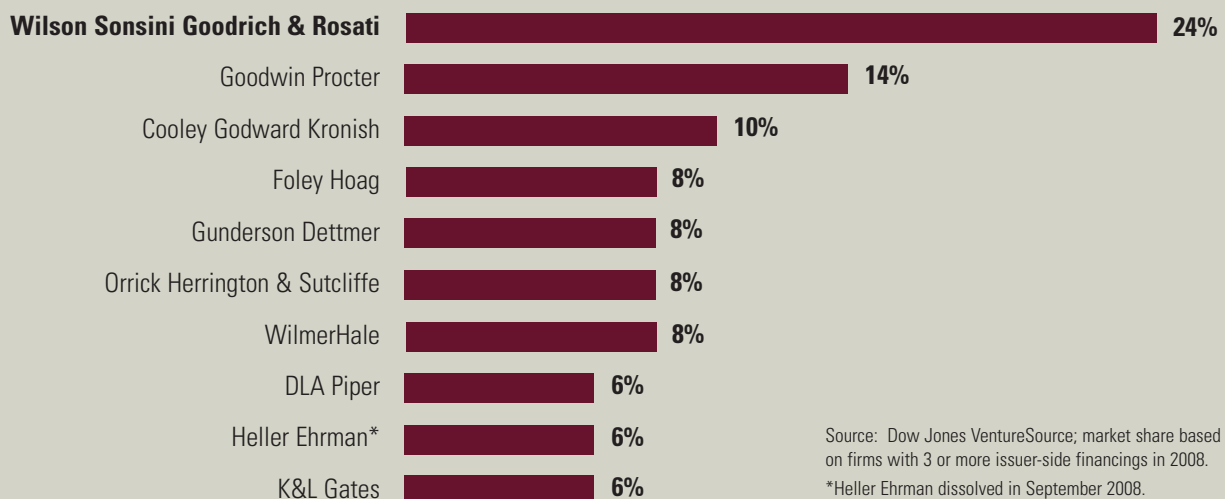
Clean Technology Intellectual Property Counseling & Patents. We work closely with the companies, entrepreneurs, and investors who create and commercialize next-generation clean technologies, helping them to develop and protect their intellectual property. The vast majority of our team possesses advanced degrees in various technical backgrounds such as engineering,

inorganic and organic chemistry, electrochemistry, biology, and materials science. Our patent attorneys, agents, and scientific advisors come from a wide variety of industry segments, which provides a practical and deep appreciation for renewable energy and energy storage technology.

Technology Transactions. Our technology transactions practice, which includes a number of attorneys with engineering and other technical backgrounds, specializes in advising clean technology clients in a broad range of commercial transactions related to the creation and operation of companies involved in energy generation, as well as those involved in the development and supply of technology to such companies. These transactional matters include joint ventures and other strategic relations; acquisitions, sales, and licensing of technology and intellectual property rights; R&D arrangements; technology, equipment, and materials development and procurement; technology and product sales; and IP diligence.

Clean Technology Financings 2008 Market Share

Wilson Sonsini Goodrich & Rosati represents more clean technology companies that receive venture financing than any other U.S. law firm



Source: Dow Jones VentureSource; market share based on firms with 3 or more issuer-side financings in 2008.

*Heller Ehrman dissolved in September 2008.

CLIENT HIGHLIGHTS

In 2008, as clean tech companies matured and began to scale up their project development activities and introduce commercial products to the market, Wilson Sonsini Goodrich & Rosati's clean technology and renewable energy practice provided strategic guidance in connection with the development and financing of their energy projects, the licensing of their intellectual property, their supply and offtake commercial agreements, and their entry into complex partnering and joint venture relationships, among other matters.

Our recent representative engagements include the following:



Advanced Solar Wafer Fabrication, Cell, or Balance of System Technology

Represented **IOSIL Energy Corporation**, a provider of a technology that enables the production of solar-grade silicon, in connection with its investment led by EnerTech Capital Partners, Applied Ventures, MILCOM Technologies, and Cycad Group (November 2007).

Represented **Convexa Capital** in connection with the \$12.7 million Series A financing of Confluence Solar, a manufacturer of high-quality single crystal silicon for the solar photovoltaic industry (September 2008).

Represented **Rockport Capital** and **NGP Energy Technology Partners** in connection with their \$25 million investment in SatCon Technology Corporation, a developer and supplier of power management and system architecture solutions for the alternative energy and distributed power markets (December 2007).

Thin-Film Solar

Negotiated multi-year, international module sales agreements, assisted with corporate equity raise, and advised on Department of Energy loan guarantees and other project finance strategies for the scale-up of **Solyndra's** manufacturing capacity for patented thin-film CIGS solar modules, as well as the application for certain loan guarantees. Additionally, the firm represented Solyndra in its \$219 million Series E financing (November 2008).

Represented investors in connection with the \$22 million Series B financing of **Xunlight**, a developer of flexible thin-film silicon solar modules (April 2008). In addition, the firm represented Xunlight in connection with intellectual property counseling and patent prosecution matters.

Represented **Signet Solar**, a thin-film PV manufacturer, in a broad range of corporate, intellectual property, and technology transactions.

Solar Service Providers

Represented **SunRun**, a provider of distributed residential solar electricity, in connection with its key commercial contracts and with its tax equity commitment for up to \$105 million in financing from an affiliate of U.S. Bancorp (November 2008). The firm also advised SunRun in connection with licensing matters.

Represented **Recurrent Energy** in the development of various solar projects in California, including the negotiation of a power purchase agreement and site lease with the City of San Francisco to provide 5 MW of solar photovoltaic renewable energy to the city.

In addition, certain of our attorneys have represented **MMA Renewable Ventures** as project development and finance counsel on more than 30 solar PV projects in eight states, including the Nellis AFB Project (14.2 MW)

near Las Vegas, Nevada. MMA Renewable Ventures coordinates the financing, installation, and operation of renewable energy systems and energy-efficiency projects.

Represented solar-system installer **SolarCity Corporation** in its \$30 million Series D financing (October 2008), as well as with general corporate and employment matters.

Concentrating Photovoltaic (CPV) and Solar Thermal

Represented concentrating PV technology company **GreenVolts** in its \$30 million Series B financing (September 2008) and in securing a power purchase agreement from Pacific Gas & Electric, permits, and construction contracts for its first grid-connected concentrating PV project, GV-1, in California.

Represented **Cool Earth Solar**, a developer and owner of high concentrating photovoltaic (CPV) power plants, in its \$21 million Series A financing (February 2008).

Represented **Ausra**, a provider of large-scale solar thermal energy systems for industrial processes and utility electricity generation, in its \$60.6 million financing (October 2008). The firm also represented Ausra in connection with the procurement of major equipment, EPC contracting and other development activities, corporate debt and equity finance, and other corporate, licensing, and supply matters.

Represented **Pacific Light & Power** in relation to the development of several solar projects in Hawaii for the generation of steam and electricity.

In addition, certain of our attorneys previously represented **BrightSource Energy** in its negotiation of a series of five power purchase agreements executed in March 2008 with Pacific Gas & Electric totaling 900 MW. BrightSource develops utility-scale solar power projects.

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CLIENT HIGHLIGHTS

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Represented **Solar Systems**, a solar concentrator company, in connection with its financing, strategic commercial relations, technology transactions, and intellectual property matters.

Represents numerous companies supplying or acquiring components, equipment, and materials to energy companies, including developers and suppliers of inverters and other components to the PV industry, packaging service for solar concentrator companies, and raw materials for the manufacture of PVs.



Represented **Sapphire Energy** in its \$50 million Series B financing (September 2008), bringing the company's total funding to substantially more than \$100 million. The firm also represented Sapphire Energy in connection with intellectual property counseling, patent prosecution, and licensing matters. Sapphire Energy uses sunlight, CO₂, industrial microorganisms, non-arable land, and non-potable water to produce alternatives to common products made from petroleum.

Represented **Cobalt Technologies** in its \$25 million Series C equity financing to accelerate the commercialization of biobutanol, an advanced biofuel (October 2008). The firm also provided a variety of project development and licensing counsel to Cobalt.

Represented **OPX Technologies** in the in-license of core technology from the University of Colorado (April 2008), patent prosecution matters, and its venture-backed funding. OPX's technology is based on a new breakthrough synthetic biology approach to quickly engineer microbes used to make biofuels and biorefined chemicals.

Represented **Greenline Industries** in its \$20 million Series A financing (March 2008). Greenline is a provider of waterless modular processing technology with more than 33 biodiesel processing lines in four countries.

Represented **Amyris Biotechnologies**, a company that applies a unique science platform to enable the creation of renewable fuels, in connection with IP counseling and patent prosecution matters.

Representing **Snake River Ethanol** with the ongoing structuring, funding, and development of a second-generation biofuels production facility.

Represented **BioFuelBox Corporation**, a provider of solutions to problems associated with biofuels production, in licensing matters and patent prosecution.

Represented **Standard Biodiesel**, a renewable-diesel provider, and its affiliate, **Tellus Renewables**, in relation to their multi-state business expansion, commercial contracting, funding matters, and intellectual property and licensing matters. Tellus Renewables is dedicated to discovering, developing, installing, and utilizing techniques for converting waste and other vegetable matter into alternative fuels.

Represented **Blue Marble Energy** in relation to its algae technology and transactions in Europe and Asia, as well as related funding matters. Blue Marble Energy generates biochemicals and natural gas from algae and other cellulosic biomass.

Represented **NewEarth Renewable Energy**, a biomass fuel company, in relation to the funding of its pilot facility in Canada and related contractual arrangements.

Represented **Chemrec** in relation to the commercial application of its pulp-waste-related technology in the U.S. and abroad, private- and public-sector funding of its facilities, and related commercial contracting. Chemrec helps pulp and paper mills transform into biorefineries with its black-liquor gasification technology.

Represented **SynGest**, which manufactures bio-ammonia from biomass, in relation to the commercial application of its technology in the U.S. and abroad, private- and public-sector funding of its facilities, and related commercial contracting.



Represented **Project FROG**, a green building systems company, in its \$8 million Series B financing led by RockPort Capital Partners (November 2008).

Represented **Sustainable Spaces**, a provider of energy-efficiency services, in its \$6 million Series A financing (September 2008).

Represented **Nexant**, a provider of carbon and energy management software and solutions, in connection with the development of a strategy to capture renewable energy and energy-efficiency credits for corporations engaged in carbon-footprint reduction initiatives.

Represented **Adura Technologies** in its \$5 million Series A financing, which was co-led by VantagePoint Venture Partners and Claremont Creek Ventures (October 2008). Adura Technologies designs and manufactures turnkey wireless lighting management systems for offices and other commercial facilities.

Represented **Nth Power** and **Element Partners** in connection with the Series A financing of Microposite, a manufacturer of next-generation, energy-efficient residential siding.

Represented **Nth Power**, **Element Partners**, and **Emerald Technology Ventures** in connection with the Series B financing of ARXX, a green building materials company (February 2008).

Represented the **Sacramento Municipal Utility District**, one of the largest municipal utilities in the U.S., in the development and acquisition of technology in area energy management and related technology transactions.

Represented **Serious Materials** in connection with its \$50 million Series B financing led by New Enterprise Associates and Foundation Capital, along with Rustic Canyon Partners (November 2007). The firm also represented Serious Materials in connection with intellectual property counseling and patent prosecution matters. Serious Materials develops and manufactures sustainable green building materials that reduce the impact of the "built environment" on the climate.

Represented **CalStar Cement**, a developer and manufacturer of low-cost, energy-efficient green building materials, in its Series A and Series B financing rounds, as well as in connection with strategic intellectual property counseling and patent prosecution matters.

Represented **Integrity Block**, a sustainable-building-material manufacturer and provider of a green replacement for concrete block, in venture financings.



Represented **ActaCell**, a developer and producer of next-generation high-power lithium-ion batteries, in its \$5.8 million Series A financing (July 2008).

Represented **Imara** (formerly Lion Cells), a lithium-ion battery company, in intellectual property counseling, licensing, and patent prosecution matters.

Represented **Bloom Energy**, a supplier of fuel cells, in a broad range of corporate, intellectual property, and technology transactions.



Represented **Wasatch Wind** in company financing and in the development and finance of a portfolio of development-stage, grid-scale wind energy projects.

Represented **EnerTech Capital Partners** in connection with the Series A financing of OwnEnergy, a company that enables landowners to develop and own wind farms on their land (October 2008).

Represented **Oski Energy** in the project development of multiple geothermal project sites in the western United States.

Represented **Ram Power**, a geothermal and solar thermal energy project developer, with respect to its initial financing and subsequent project development.

Represented **Humdinger Wind Energy**, a developer of non-turbine harvesting technology, in connection with patent prosecution matters.

Represented **GoNano Technologies**, a developer of environmentally friendly nanomaterials for catalytic processing and catalytic-based energy generation, in connection with corporate and licensing matters.

Represented **U.S. Geothermal**, which harnesses geothermal energy for electrical power and direct use, in matters related to the development of its Raft River Project.

Represents **Klean Industries** in its various dealings with renewable energy facility buyers and procurers, in particular relating to biomass, biogas, and fuel-cell generation and related technologies.

Represents ethanol-producer **BioFuel Energy** in relation to its development of landfill and other waste gases for self-generation facilities built in tandem with fuel cells.



Represented **NGEN Venture Partners** and **RRE Ventures** in connection with their \$14 million Series B financing of FlipSwap, an environmentally responsible mobile phone trade-in and recycling company (November 2008).

Represented **Simbol Mining**, a company that extracts lithium carbonate and other metals from geothermal and other brines, in its \$6.7 million Series A financing led by Mohr

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FIRM DEMONSTRATES COMMITMENT TO CLEAN TECHNOLOGY PRO BONO CLIENTS

In 2008, Wilson Sonsini Goodrich & Rosati attorneys undertook a significant amount of pro bono work for several clean energy industry and other groups, ranging from formation work and legislative advocacy to patent counsel and the purchase of renewable energy credits. Please see below for information on several representative pro bono matters in this sector.

Algal Biomass Organization

The firm, led by partner John Pierce, assisted in the conception and founding of both the annual Algae Biomass Summit (ABS) and the Algal Biomass Organization (ABO), a nonprofit trade association dedicated to the advancement of the algal biomass industry, and conducts ongoing legislative and government regulatory advocacy on behalf of the algae biomass industry. The ABO works to promote the development of viable commercial markets for renewable and sustainable commodities derived from algae. The firm currently serves as general counsel to the ABO. (www.algalbiomass.org)

American Jewish Committee

The firm completed a purchase of renewable energy credits (RECs) for the American Jewish Committee (AJC) that was part of the Leadership in Energy and Environmental Design (LEED) certification of the organization's Manhattan headquarters. LEED certification provides independent, third-party verification that a building project is environmentally responsible, profitable, and a healthy place to live and work. The AJC is a think tank and advocacy organization that, among other aims, focuses on combating anti-Semitism and all forms of bigotry; promoting pluralism and shared democratic values; and strengthening Jewish life. (www.ajc.org)

American Solar Energy Society

The firm provided a variety of assistance to the American Solar Energy Society (ASES) pertaining to energy policy, as well as trademark, copyright, licensing, and employment matters. Established in 1954, ASES is a nonprofit organization dedicated to increasing the use of solar energy, energy

efficiency, and other sustainable technologies in the U.S. (www.ases.org)

California Clean Tech Open

The firm is a founding sponsor of the California Clean Tech Open business-plan competition, now in its fourth year, and partner Marc Gottschalk is a co-founder of the event. A number of the firm's attorneys have provided guidance to the clean tech entrepreneur entrants as they developed their plans, and several have served as legal co-chairs and judges of the event. The CCTO is designed to encourage the creation and growth of innovative companies in the field of clean technology. (www.cleantechopen.com)

Center for Resource Solutions

The firm performed tax, corporate, and employee benefits work for the Center for Resource Solutions (CRS), a national nonprofit organization working to mitigate climate change by building policies and consumer-protection mechanisms in renewable energy, greenhouse gas reductions, and energy efficiency. Partner Peter Mostow serves on the board of directors of CRS. (www.resource-solutions.org)

Electric Auto Association

The firm provided general corporate counsel to the Electric Auto Association, a nonprofit educational organization that promotes the advancement and widespread adoption of electric automobiles. Its mission is to act as a public source of information about developments in electric-vehicle technology, to encourage experimentation in the building of electric vehicles, and to organize public exhibits and events to educate the public on

the progress and benefits of electric-vehicle technology. (www.eaaev.org)

Energy Crossroads

The firm engaged in formation work and filed the 501(c)(3) application of Energy Crossroads, a Stanford University affiliate and nonprofit coalition of young business leaders focused on clean energy solutions. Energy Crossroads chapters convene conferences, workshops, and other community-building events on their campuses, and between campuses, where all relevant stakeholders can meet and collaborate to create a clean, prosperous, and secure energy future. (www.energycrossroads.org)

ICE911

Wilson Sonsini Goodrich & Rosati provided patent and nonprofit formation assistance to ICE911, an organization focused on addressing the challenges of melting polar ice caps.

Vote Solar Initiative

The firm conducted legislative advocacy work for the Vote Solar Initiative on ways to implement an innovative municipal financing mechanism for renewable energy and energy-efficiency improvements in 14 key states. This financing concept was first passed in Berkeley, California, and is catching on throughout the U.S. The firm now is drafting legislation in these and other states to make the "Berkeley FIRST" program a reality elsewhere. The Vote Solar Initiative is a nonprofit organization with the mission of stopping global warming, fostering economic development, and increasing energy independence by bringing solar energy into the mainstream. (www.votesolar.org)

GOING GREEN AT WSGR



Formed in 1998, Wilson Sonsini Goodrich & Rosati's Green Team is a volunteer group of employees who share concerns about the firm's carbon footprint and

impact on the environment. They have implemented a number of significant green initiatives and activities over the years, including ones aimed at recycling paper, glass, aluminum, plastic, batteries, and e-waste; conserving paper; and promoting alternative transportation. Some recent activities are highlighted below.

Green Initiatives Recognized by Palo Alto Mayor

On April 1, 2008, Palo Alto Mayor Larry Klein recognized the firm for its commitment to purchase wind and solar renewable electricity for its offices nationwide. He also commended Wilson Sonsini Goodrich & Rosati for its participation in the U.S. Environmental Protection Agency Law Office Climate Challenge, its Energy Star Rating, and its commitment to using recycled products, as well as its receipt of Office Depot's Green Customer Award.

Palo Alto Office Receives Energy Star Ratings

In August 2008, the firm achieved Energy Star ratings from the U.S. EPA Energy Star Program for its two primary office buildings in Palo Alto. The energy performance of commercial and industrial facilities is scored on a 1-100

scale, and those facilities that achieve a score of 75 or higher are eligible for the Energy Star, indicating that they are among the top 25 percent of facilities in the country for energy performance.

Firm Participates in ABA-U.S. EPA Law Office Climate Challenge and Santa Clara County Green Business Program

Wilson Sonsini Goodrich & Rosati is currently participating in the American Bar Association – U.S. Environmental Protection Agency Law Office Climate Challenge and its associated programs, including the WasteWise Program, the Green Power Partnership, and the



Energy Star Program. The challenge is designed to encourage law offices to take specific steps to conserve energy and resources, as well as reduce emissions of greenhouse gases and other pollutants.

The firm also participates in the Santa Clara County Green Business Program, an initiative developed by Bay Area local governments in collaboration with the U.S. EPA, the Cal EPA

Department of Toxic Substances Control, and the business community. The Green Business Program certifies and recognizes businesses that operate using environmentally sound practices. Businesses are evaluated in the areas of water and energy conservation, pollution prevention, and solid waste reduction/recycling.

Firm Adopts Numerous Green Programs

At present, the firm has implemented or is in the process of implementing numerous activities designed to reduce its carbon footprint, including the use of green cleaning and moving products, the installation of lighting retrofits, the purchase of renewables from the City of Palo Alto, and the use of potato-based products and recyclable containers instead of plastic in the firm's cafe.

In addition, the firm's Green Team plays an active role in encouraging environmentally friendly actions among employees. This includes promoting double-sided printing and the re-use of office paper; recycling glass, aluminum, and plastic containers; promoting alternative modes of transportation to and from work (including participation in RideSpring, a service that facilitates carpooling among the firm's employees); and recycling e-waste and dead batteries. The Green Team also organizes the firm's annual Earth Day celebrations, featuring exhibits and displays from a variety of local green vendors, and the Green Team Speaker Series.

WSGR ALERTS

Over the past year, Wilson Sonsini Goodrich & Rosati has issued several client alerts addressing topics of particular interest to the clean tech community. These include the following:

President Obama Signs Stimulus Act Containing Important Renewable Energy Tax Changes

On February 17, 2009, a follow-up to the WSGR Alert noted below was distributed to the firm's clean tech clients. It discussed the substantial incentives for renewable energy contained in the final American Recovery and Reinvestment Tax Act of 2009, which was passed by the U.S. Congress on February 13 and signed by President Obama on February 17. The final version of the bill incorporates substantially all of the relevant features from the original House version of the legislation and the Senate Finance Committee bill, and makes several additional changes.

To view the alert, please visit http://www.wsgr.com/WSGR/Display.aspx?SectionName=publications/PDFSearch/clientalert_hr1_update.htm.

House Stimulus Act Contains Important Renewable Energy Tax Changes

On January 30, 2009, the firm issued a WSGR Alert examining several important renewable energy tax provisions contained in the American Recovery and Reinvestment Act of 2009, which was passed by the U.S. House of Representatives on January 28. Overall, the tax provisions included in the legislation

provide approximately \$20 billion in incentives for renewable energy.

To view the alert, please visit http://www.wsgr.com/WSGR/Display.aspx?SectionName=publications/PDFSearch/clientalert_renewable_energy_stimulus.htm.

AB 32 Implementation Progresses with Draft Scoping Plan's Release

On July 22, 2008, the firm issued a WSGR Alert on the California Air Resources Board's Draft Scoping Plan, which represented a major milestone for the implementation of the Global Warming Solutions Act of 2006 (AB 32). The legislation establishes requirements and a timetable for California to take inventory of all

and Energy Act of 2008 passed by Congress. The alert was designed to inform clients that although the legislation provides substantial financial incentives for biofuel development, these incentives are conditioned by a prevailing-wage requirement that could negatively impact project viability.

To view the alert, please visit http://www.wsgr.com/WSGR/Display.aspx?SectionName=publications/pdf_search/clientalert_biofuelincentives.htm.

FTC Shows Renewed Interest in Green Marketing Claims

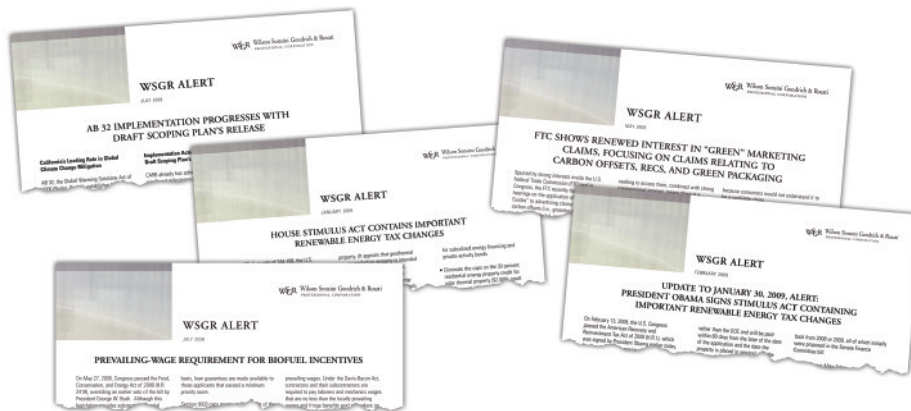
On May 13, 2008, the firm issued a WSGR Alert addressing the Federal Trade

Commission's interest in green marketing claims aimed at consumers that relate to carbon offsets, renewable energy certificates, and green packaging. More specifically, the alert provides details on the FTC's public hearings on the application of its "Green Guides," the agency's policy statements on how it will measure

environmental marketing claims against its mission to prevent unfair or deceptive marketplace practices.

To view the alert, please visit http://www.wsgr.com/WSGR/Display.aspx?SectionName=publications/PDFSearch/clientalert_greenmarketing.htm.

If you are interested in receiving WSGR Alerts on legal and legislative developments related to clean technology and renewable energy, please contact John Brown in the firm's marketing department (jrbrown@wsgr.com).



statewide greenhouse gas emissions and to reduce aggregate emissions to 1990 levels by 2020.

To view the alert, please visit http://www.wsgr.com/WSGR/Display.aspx?SectionName=publications/PDFSearch/clientalert_AB32_implementation.htm.

Prevailing-Wage Requirement for Biofuel Incentives

On July 7, 2008, a WSGR Alert was distributed discussing the Food, Conservation,

IN THE NEWS

Wilson Sonsini Goodrich & Rosati is often featured in publications because of its clean tech activities and expertise. Recent coverage includes:

The firm is a key participant in the California Clean Tech Open (CCTO), a successful and highly regarded annual competition for start-up clean technology companies co-founded by partner **Marc Gottschalk**. In June 2008, the CCTO was awarded the *San Francisco Business Times*' second annual Green Business Champion Award and was profiled in the publication.

Wilson Sonsini Goodrich & Rosati's clean technology practice was highlighted in a July 21, 2008, article in *The Recorder*, which

featured several quotes from partner **Bob O'Connor**. The firm was recognized for its involvement in several of the top clean technology transactions of 2007, including second-round venture financings for Serious Materials and Solaria and Series A financings for Ausra and GreenVolts.

In an October 3, 2008, *New York Times Magazine* article on clean energy investing, all of the major companies profiled (including Ausra, Bloom Energy, and Amyris) were Wilson Sonsini Goodrich & Rosati clients.

The firm's representation of SunRun in its \$105 tax equity financing deal, announced in November 2008, was the subject of a December 4, 2008, article in *The Recorder*

featuring commentary from partners **Greg Broome** and **Bob O'Connor**. The article, titled "Solar Deal Energizes Wilson Team," characterized the transaction as "unique" and cited the "creativity" demonstrated by the Wilson Sonsini Goodrich & Rosati deal team.

Marc Gottschalk also was featured in a February 20, 2009, *Silicon Valley/San Jose Business Journal* executive Q&A piece titled "Cleantech Pro Spots Successful Startups." The article addresses his focus on alternative energy companies and discusses both his general expertise as it relates to the clean technology industry and his experience as co-chair of the California Clean Tech Open.

REVOLUTIONARY BATTERY-ELECTRIC BUS MAKES STOP AT FIRM'S PALO ALTO CAMPUS

On February 9, 2009, the Palo Alto office played host to firm client Proterra's revolutionary battery-electric transit bus, which used the office's electric-car-charging stations to power up overnight. The next morning, the bus transported several clean technology entrepreneurs to venture capital meetings on Sand Hill Road following a 2009 California Clean Tech Open (CCTO) breakfast briefing hosted by the firm.

The event was part of the first-ever California Clean Bus Tour hosted by Proterra, a leading provider of clean commercial transit solutions based in Colorado. The tour began in San Jose on February 6 with the unveiling of the company's zero-emission, fast-charge battery-electric bus, and made stops in select California cities, including Los Angeles, Sacramento, and San Francisco. At each location, Proterra officials met with energy, environmental, and city stakeholders to introduce clean transit solutions that will help the state to meet its emission-reduction goals.



To learn more about Proterra and its green transit solutions, please visit <http://www.proterraonline.com/pressrelease.asp?id=5>.

2008 CLEAN TECHNOLOGY EVENTS

As a recognized leader in the clean technology and renewable energy sector, Wilson Sonsini Goodrich & Rosati regularly hosts and sponsors a wide variety of private-label and third-party industry events, including the following:

California Clean Tech Open

The firm is a co-founder and key participant in the California Clean Tech Open (CCTO), a successful and highly regarded annual business-plan competition for start-up clean technology companies. As part of the 2008 CCTO, which concluded in October, the firm

the CCTO has mentored more than 95 entrepreneurs and has awarded more than \$1.2 million in cash and services. Each year, 50 finalists are selected from the original entries in six different categories—air, water, and waste; energy efficiency; green building; renewables; smart power; and transportation—and paired with mentors (including legal mentors from Wilson Sonsini Goodrich & Rosati) and receive assistance to develop a more detailed business plan. Winners receive \$50,000 in cash and \$50,000 in services, including office space for a year, as well as legal, recruiting, accounting, public relations, insurance, and marketing services.

Due to the success of the CCTO, the competition has expanded to the Rocky Mountain region, which will kick off a separate Clean Tech Open competition in the Colorado area during the spring of 2009.



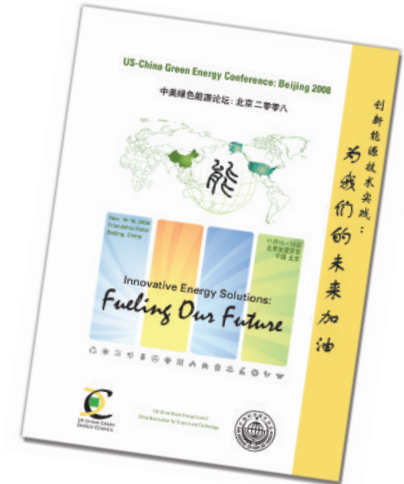
hosted a series of meetings and a reception featuring representatives from the U.S. Department of Energy, including Alexander Karsner, the Assistant Secretary of the U.S. Department of Energy, and David Rodgers, the Deputy Assistant Secretary for Energy Efficiency. In June 2008, the CCTO was awarded the second annual Green Business Champion Award by the *San Francisco Business Times*.

Since its first business-plan competition in 2006,



U.S.-China Green Energy Conference

Wilson Sonsini Goodrich & Rosati sponsored the inaugural U.S.-China Green Energy Conference on November 16-18, 2008, in

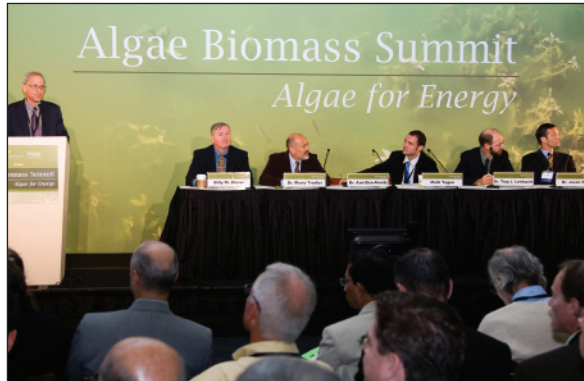


Beijing, China, which represented the first time that leaders from business, academia, technology, and government convened to discuss energy issues of mutual interest. The event, for which Professor Han Guide, vice chairman of the Standing Committee of the National People's Congress of China, and U.S. Senator Dianne Feinstein (D-California) served as honorary co-chairs, featured plenary discussions, keynote speeches, and session discussions on more than 20 topics, including the implications of energy policy for greenhouse gas emissions; innovations in education relating to energy, the environment, and sustainability; and green energy technology partnerships between private parties in the U.S. and China. Partners Don Williams and Wei Zhou spoke at the event.

Algae Biomass Summit

On October 23 and 24, 2008, the firm co-hosted the second annual Algae Biomass Summit, a popular event at which

technologists, producers, scientists, investors, and policymakers explored the emerging use of algae as feedstock for biofuels and other sustainable commodities. More than 650 CEOs, start-up executives, scientists, educators, and investors from 25 countries attended the summit, which was held in Seattle. The program was comprised of nine sessions and 45 speakers, including venture capitalist Vinod Khosla of Khosla Ventures and Congressman Jay Inslee (D-Washington), a member of the House Energy and Commerce Committee. In addition, panels of experts addressed such topics as U.S. government laboratory and university algal-based research, open-pond algal biomass production technologies, the prospects for algal-based jet fuel in the commercial aviation market, and the environmental sustainability of transportation fuels derived from algal feedstocks. The event served as an official conference of the Algal Biomass Organization.



Energy Tech Winter Fest

On March 3-5, 2008, an exclusive group of industry innovators and active investors gathered in Deer Valley, Utah, for the invitation-only Energy Tech Winter Fest, which has become a premier annual clean technology industry event. During two days of productive deal development and networking, 10 innovative portfolio companies selected by event founders Wilson Sonsini Goodrich & Rosati, Nth Power, and Cowen and Company

made presentations to a group of investors. Attendees also had the opportunity to exchange new insights with peers and access new opportunities for growth during afternoon social activities and evening dinners.

Additional clean technology events that Wilson Sonsini Goodrich & Rosati hosted or sponsored in 2008 include the Clean Energy Venture Summit, the NREL Industry Growth Forum, and the North American Energy Summit, among others.



CLIENT HIGHLIGHTS

(Continued from page 5)

Represented **Davidow Ventures** and **Firelake Capital Partners** (August 2008), as well as the structuring and development of its initial pilot and commercial-scale facilities.

Represented **Mohr Davidow Ventures** in connection with its Series A financing of **Laurus Energy**, an underground coal gasification company (December 2008).

Represented **Draper Fisher Jurvetson** in connection with its investment in **Planet Metrics** (November 2008), a developer of software to help companies reduce greenhouse gas emissions.

Represented **Optimum Energy**, a developer of networked building control applications and products to reduce energy consumption in commercial buildings, in connection with licensing and transactional matters.



Represented **Tesla Motors**, a manufacturer of all-electric, zero-emission vehicles, in a \$40

million convertible debt financing (announced November 2008; initial round closed in December 2008; second round closed in January 2009).

Representing **Smith Electric Vehicles (SEV)**, a manufacturer of commercial electric vehicles, in its collaboration with **Ford Motor Company** through which the two companies will work together to introduce a battery-electric, zero-emission light van (announced February 2009).

CLEAN TECHNOLOGY & RENEWABLE ENERGY PRACTICE WELCOMES NEW ATTORNEYS

With nearly two dozen partners already focused on the clean tech sector, Wilson Sonsini Goodrich & Rosati recently was pleased to welcome the following new attorneys to the team.



John Mizroch. Based in Washington, D.C., John became Of Counsel to the firm in February 2009. He joins Wilson Sonsini Goodrich & Rosati from the U.S. Department of Energy, where he most recently

served as Acting Assistant Secretary for the Office of Energy Efficiency and Renewable Energy. He focuses on providing strategic regulatory counsel to clients in the areas of energy and environmental technology.



Michael Hostetler. In February 2009, Michael was promoted to partner in the firm's intellectual property practice. Based in San Diego, he advises clients in such fields as clean technology,

biotechnology, and nanotechnology on patent prosecution, litigation, interferences, opinions, licensing, and other aspects of IP law.



Todd Glass. Todd joined the firm in October 2008 as a partner in its clean technology and renewable energy practice. Formerly the chair of Heller Ehrman's energy practice and co-chair of its energy

and clean technology practice, Todd has substantial experience representing project developers, utilities, and financiers on energy-related matters. He divides his time between the firm's Seattle, San Francisco, and Palo Alto offices.



Michael Faber. A partner in the firm's tax practice, Mike joined Wilson Sonsini Goodrich & Rosati's New York office in October 2008. The former chair of Heller Ehrman's tax department,

he advises clients on corporate and partnership tax issues and has significant expertise in the clean technology industry.



John Randall Lewis. In February 2008, Randy was promoted to partner in the firm's corporate and securities practice. Based in San Francisco, he was a founding member of the firm's clean

technology and renewable energy practice. He has extensive experience working with clients ranging from start-ups to large public corporations.



Derek Willis. Based in Austin, Derek was promoted to partner in the corporate and securities practice in February 2008. His primary focus is on emerging growth

companies and venture capital funds and investment banks, and he has significant expertise in the clean technology and renewable energy sector.



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