

## MERGERS & ACQUISITIONS

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Our Mergers & Acquisitions attorneys counsel publicly traded and privately held companies that are selling, acquiring and merging businesses. We routinely manage the full spectrum of topics critical to the completion of a transaction, from structuring the transaction, performing due diligence, obtaining financing and negotiating deal terms to documenting the transaction and assisting with post-closing requirements. Our attorneys invest the time to understand each client's business and end goals and are therefore able to better understand the challenges and dynamics unique to each transaction. As such, we offer innovative, practical and cost-effective solutions to achieve successful outcomes.

Our business attorneys advise clients in mergers, acquisitions, divestitures, joint ventures, leveraged buyouts, spin-offs and split-offs, business restructuring, distressed transactions and recapitalizations and reorganizations. In addition, we combine the legal and business experiences of our attorneys across related practice areas to provide additional expertise in areas such as labor and employment, employee benefits, environmental, real estate, antitrust and intellectual property. We work closely with our Finance practice area to assist with debt financing, convertible debt and private equity. In addition, we have attorneys who provide strategic tax advice and planning as certified specialists in Federal Taxation Law by the Ohio State Bar Association.

### Representative Services

- Acquisitions of Minority Interests
- Debt Financing, Convertible Debt and Leveraged Buyouts
- Distressed Company Transactions
- Divestitures
- Mergers and Acquisitions
- Joint Ventures and Strategic Alliances
- Divestitures
- Private Tender Offers
- Management and Leveraged Buyouts
- Private Equity/Venture Capital Investments
- Recapitalizations
- Stock and Asset Transactions
- Regulatory Compliance
- Due Diligence
- Corporate Governance Counseling

### Representative Matters

- Negotiated and effected the sale of a large regional employee benefits brokerage and payroll administration business as part of an aggregation ("roll-up") involving 25 agencies.
- Counseled the investment group purchaser of a consumer products distributor and negotiated acquisition financing through mezzanine and SBA financing.
- Represented the buyer of a healthcare marketing company thereby expanding the company's capabilities offered.
- Negotiated and finalized the purchase of a product line from a client's competitor, which was owned by a private equity fund.
- Structured, negotiated and documented the sale of an automotive and heavy duty aftermarket products distributor.
- Represented an entrepreneur purchaser of a gear manufacturer and negotiated SBA financing terms.
- Completed the sale of a men's and women's apparel and accessory company.
- Negotiated and facilitated the acquisition of a digital marketing company by a regional private equity firm.
- Represented the seller of the assets of eight store brand-named furniture retailer locations, together with the sale and leaseback of facilities and the lease of a newly constructed facility.

- Counseled a professional sports league in facilitating the transfer of ownership of a franchised team and establishing and implementing conditions to transfer.
- Represented a major chemical distributor in its sale to a private equity group.
- Advised the shareholder of an environmental compliance company being sold to a private equity firm as part of a “rollup.”
- Represented the purchaser of a majority interest in an import-export compliance national consulting firm.
- Guided the purchaser of a manufacturer of masonry products in restructuring the seller’s trade debt and negotiating the acquisition financing.
- Advised a stalking horse in the sale of a manufacturer in bankruptcy.
- Represented the purchaser of an internationally known supplier of roll tooling to the tube and pipe and roll forming industry and assisted the purchaser in establishing a physical presence in a new geographic market.
- Negotiated and effected the sale of a large regional employee benefits brokerage and payroll administration business as part of an aggregation (“roll-up”) involving multiple agencies.
- Represented the sellers of two employee benefits insurance firms to a large regional agency.
- Negotiated with investment banking teams and structured, negotiated and documented transactions for a major printing and merchandising company achieving the sale of the company and executive employment agreements for its principals.
- Handled all aspects of the sale of a plastic injection molding company.
- Negotiated the acquisition and equity restructuring of two women’s professional sports teams.
- Represented the selling shareholders of a manufacturer of a portfolio of various rubberized products for commercial and industrial use.
- Completed the sale of a professional liability insurance agency to a large regional insurance agency/ brokerage.
- Assisted regional steel service center in the acquisition of a local competitor and in transitioning the acquired business.
- Represented the shareholders of a chemical distribution company sold to a major competitor.
- Represented a publicly held company in divesting itself of insurance book of business in a sale to the responsible producers.
- Counseled a prominent regional architectural services firm in establishing a presence in the western United States and assisted in structuring two strategic acquisitions.
- Represented the seller of a proprietary architectural glass manufacturer and the concurrent sale of its production facilities.
- Advised a private equity firm in acquiring a group of industrial companies specializing in alloy welding, calibration equipment, valves and a variety of industrial products in separate transactions.
- Represented management in the purchase of a general insurance agency from a non-profit trade association.
- Represented the purchaser of a sprinkler installation company in a stock transaction.

## Attorneys

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| • Peter D. Brosse, Chair | • Mario J. Fazio   |
| • Hunter W. Benson       | • Robert A. Fuerst |
| • David V. Croft         | • Scott M. Lewis   |
| • Bryan J. Dardis        | • Anne L. Meyers   |