



Mergers & Acquisitions

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OVERVIEW

Foreign-based multinationals and U.S. domestic companies rely on our Mergers & Acquisitions Group to help them structure and efficiently execute their most critical strategic transactions, including acquisitions, divestitures, joint ventures and strategic alliances.

Our M&A team is recognized in *Chambers USA America's Leading Lawyers for Business* and has received Martindale-Hubbell's highest rating. Our core strength is the timely and efficient completion of middle market deals. Our practice is international in scope. Our clients include foreign-based multinationals, U.S. public and private companies, private equity firms and their portfolio companies, family-owned businesses, health care organizations, and entrepreneurs. We are passionately committed to working in partnership with our clients to help them achieve their strategic goals.

Deals completed by our team include asset sales, stock sales, mergers, leveraged buyouts, management buyouts, leveraged recapitalizations, going public by "reverse merger," joint ventures and strategic alliances.

On the "sell side," we work with our foreign and domestic public company clients to execute strategic divestitures, and we have deep experience selling family-owned businesses. For sales being made to a private equity or other financial buyer, we represent the management team in negotiating their incentive equity promote with the acquirer.

On the "buy side," our deals include both strategic and "bolt-on" acquisitions, and foreign direct investment in the U.S. accounts for a significant part of our practice.

Our M&A team is supported by other lawyers in the firm who provide assistance in related practice areas such as tax, real estate, intellectual property, environmental and labor and employment.

Areas of Concentration

- Middle market M&A and private equity
- International/cross-border and U.S. domestic transactions
- Joint ventures and strategic alliances

REPRESENTATIVE MATTERS

International/Cross Border Transactions

- \$250 million sale by a U.K.-based, LSE-listed multinational of its U.S. Precious Metals businesses (including subsidiaries in U.K., France, Japan, PRC, Hong Kong, U.S. Virgin Islands and the Dominican Republic) to Berkshire Hathaway, Inc.
- \$50 million acquisition by a Paris-based, Euronext-listed multinational with annual revenues in excess of \$2 billion of a Boston-based emerging technology company.
- Acquisition by a Providence-based, LSE/AIM-listed company of the brand protection and authentication business of a public company based in Israel.
- Sale by a U.K.-based, LSE-listed multinational of its North American Stencils Business to an Ontario, Canada technology company.
- Joint venture/strategic alliance between a Providence-based, LSE/AIM-listed company and a governmental agency of the People's Republic of China.
- Acquisition by a Providence-based, LSE/AIM-listed company of a Canadian business which develops and markets internal control systems for lotteries worldwide.
- \$600 million acquisition by a \$3 billion U.K.-based, LSE-listed multinational of a worldwide chemical manufacturer which expanded our client's product range and made it a global player in the printed circuit-board fabrication industry.
- \$250 million acquisition of the U.S., European and Asian electronics businesses of a NYSE-listed company.
- Acquisition by a \$2 billion Netherlands-based multinational of the assets of a Connecticut software development company.
- Strategic alliance between a U.K.-based, LSE-listed multinational and a group of five companies in the U.S., Thailand and Israel, increasing our client's vertical integration and access to state-of-the-art international manufacturing facilities.
- Technology license by which the world's largest supplier of precious metals milled products to the jewelry manufacturing industry acquired the rights to manufacture and distribute a patented silver germanium alloy invented at Middlesex University in the U.K.

- Sale of the stock of an Australia-based equipment manufacturer to a U.S. publicly traded strategic buyer.
- Representation of senior management team in connection with \$400 million sale of a Rhode Island-based software development firm to a French-based, publicly traded multinational.
- Sale of a Swedish company and its U.S. subsidiary to a U.S.-based, publicly traded strategic buyer.
- Sale by a Dublin-based company of one of its U.S. subsidiaries in a management buy-out.
- Reorganization of the U.S. holding company structures of a \$3 billion U.K.-based, LSE-listed multinational, designed to achieve cross-border tax efficiencies.

U.S. Transactions

- Representation of a portfolio company's senior management team in connection with the \$600 million sale of the company and the negotiation of management's employment contracts with, and co-investment and incentive equity stake in, the acquirer.
- \$50 million acquisition of an Ohio-based chemical manufacturing company's assets in a multi-step transaction.
- \$50 million acquisition of an Illinois-based medical device manufacturer by a global manufacturer of highly engineered precision products.
- \$30 million acquisition by a U.S.-based, NYSE-listed multinational of a Minnesota manufacturer of hydraulic shears, structured to qualify as a tax-free reverse triangular merger and as a "pooling of interests" for accounting purposes.
- \$27 million acquisition of stock of a Georgia-based manufacturer by a NASDAQ-listed industrial company.
- \$33 million disposition by a NYSE-listed manufacturer of "discontinued operations" consisting of manufacturing plants in Pennsylvania, Iowa, Texas, Georgia and Illinois.
- \$80 million sale of a U.S., China and Mexico-based manufacturer to a NYC-based private equity firm.
- Creation of a joint venture combining the Northeast-based precious metals operations of two U.S. entities with a mechanism resulting in 100 percent acquisition by one of the investors.
- \$42 million sale of a privately-held holding company with operating subsidiaries in Illinois and Utah to the private equity affiliate of an international mutual funds group.
- \$40 million acquisition of a Massachusetts-based manufacturer by a global

manufacturer of highly engineered precision products.

- Acquisition by a Delaware limited liability company of 22 motor fuel stations.

Rhode Island/New England Transactions

- \$35 million sale of a family-owned Rhode Island manufacturer to a Florida-based private equity fund, and negotiation of management's incentive equity promote with the acquirer.
- \$40 million sale of Rhode Island jewelry manufacturer.
- Acquisition of the assets of a Rhode Island-based manufacturer for \$13 million.
- Acquisition of a publicly traded Rhode Island community bank by a publicly traded regional bank holding company.
- \$60 million acquisition of the stock of a New Hampshire-based electronics products company.
- \$110 million reorganization designed to solve a dispute among the three family-shareholder groups of a Massachusetts textiles manufacturing company.
- Acquisition of a Massachusetts-based public manufacturing company for \$45 million.
- \$80 million sale of the stock of a New England-based manufacturing and distribution company.
- \$45 million sale of a non-profit hospital group by a for profit hospital group.
- \$18 million sale of Rhode Island waste hauling business to a Fortune 500 waste management company.
- \$12 million sale of Rhode Island electronics company to diversified conglomerate.

AWARDS

Rated Tier 1 Metropolitan "Best Law Firm" by U.S. News-Best Lawyer.

