

Mergers and Acquisitions

Schnader's Mergers & Acquisitions attorneys work with sellers and buyers of all sizes, both public and private, in a variety of industries. We have represented strategic buyers and sellers, financial buyers and sellers, investment companies, private equity, family businesses and those providing financing for recapitalizations and other strategic transactions. We have represented clients in smaller negotiated transactions, leveraged buyouts, ESOP sales, cross-border transactions, joint ventures and other alliances. Schnader's diverse talents can assist with all aspects of the transaction, from tax planning to employment agreements to integration.

Our Mergers & Acquisitions group assists clients in achieving business objectives while minimizing risks. Schnader attorneys provide support for all phases of the M&A process; from business succession planning and management buy-outs to creative financing techniques and capital formation, Schnader has the resources and experience to obtain sound business results in partnership with its clients. Our lawyers have significant experience in securities, asset-based lending, corporate governance, tax, employment and regulatory matters associated with the industries we represent.

Our attorneys are adept at the preparation of transactional documents and bid packages, the creation of data rooms, management of the due diligence process (both buy and sell side), and effective negotiation to ensure the deals we manage, in fact, close, while at the same time protecting our clients' interests. Our team also is available to assist in the integration of the new business and implementation of strategic alliances or joint ventures. As business advisors, we are there for the long haul; we are results-oriented and dedicated to assisting our clients in achieving their objectives. Schnader teams with its clients to approach legal issues in a manner consistent with the client's business philosophy. We do so in a creative, integrated and cost-effective manner.

In addition, Schnader's M&A attorneys can call on one or more disciplines within the firm when needed in order to deliver a fully integrated approach to our clients' needs. These disciplines include tax, real estate, environmental, antitrust, intellectual property and employee benefits, among others.

Representative matters include:

INSURANCE/BROKERAGE

- Represented a provider of insurance brokerage and related services and products throughout the United States, in connection with the sale of assets to a leading national brokerage with local insurance and benefits agencies and specialties.
- Represented a provider of insurance brokerage and related services and products, in connection with the sale of assets to a leading national brokerage with local insurance and benefits agencies and specialties.
- Represented a provider of insurance brokerage and related services and products, in connection with the purchase of the assets of a wholly-owned subsidiary of an insurance company specializing in workers compensation insurance and commercial package coverage for small to mid-sized businesses.

ENVIRONMENTAL/ENERGY

- Represented the largest environmental services company for over 20 years in the United States in over 250 acquisitions and divestitures throughout the United States with such transactions involving disposal, treatment, storage, and transportation assets and advised on integration and planning issues.
- Represented a Chinese company in the purchase of a Canadian solar electric inverter business.
- Represented a privately-owned mining, metals and minerals consulting business in the sale of its business and assets to an international mining and minerals consulting firm.
- Represented a U.S. company owning a controlling interest in a Chinese coal transportation and trading company in the sale of a majority of its equity interests to a local Chinese coal operator.
- Represented a family business in the scrap recycling industry in the purchase of shares from minority shareholders.
- Represented a strategic purchaser in expanding its holdings related to well field and energy services for mid-stream energy services companies in the Marcellus Shale formation and in Bakken.
- Represented a hazardous and universal waste company in the purchase of storage, treatment and disposal facilities and beneficial use facilities throughout the United States.
- Represented the interests of a Finnish entrepreneur in the sale of an oil/water separation company that services the ship industry and also represented a related U.S. corporation in the sale of a division to a Finnish buyer, which provides corrosion protection for ocean pilings.
- Represented a small cap U.S. public company in the sale of 85 percent of its stock to an oil and gas developer in West Texas.
- Represented a Canadian investment firm in the acquisition of substantially all of the intellectual

property assets of a bankrupt Israeli company engaged in a variety of projects in the electric vehicle arena and the ensuing joint venture with a California company similarly engaged in the electric vehicle arena.

- Represented an energy company in the purchase/sale and joint venturing of compressed natural gas facilities.

TECHNOLOGY

- Represented an acquiror in the purchase of a digital imaging company that included seller and bank financing and the related investment in the purchaser.
- Represented a Chinese company in the purchase of a hard disk manufacturing business in China from an international electronics manufacturer and the related supply and engineering services agreements.
- Represented a small cap U.S. public company in the acquisition of the stock of a software company with a proprietary mobile platform from a privately-held U.K. company.
- Represented a financial services software company in its acquisition of the stock of a Delaware trust company from a publicly-traded financial institution.

RETAIL/CONSUMER GOODS

- Represented one of the leading U.S. sports eyewear makers in its acquisition of assets, including leases of production facilities and warehouses, and business operations from one of its manufacturers in Utah.
- Represented a non-profit jewelry trade association in a merger with an affiliated jewelry organization.
- Served as counsel in the purchase of a sporting goods equipment business.
- Assisted with the formation of a joint venture between companies in the fertilizer and ice melt business and the subsequent buy-out.
- Assisted in the sale of a privately-held publisher of pet books and manufacturer of pet toys to a public company.
- Represented a purchaser in the acquisition of a regional Canadian sauce and marinade business.
- Represented a purchaser of a wholesale distribution business and closed the related bank financing, and handled the subsequent sale to a national supermarket chain.
- Represented several investors in the acquisition of a controlling interest in a food manufacturer.
- Represented a financial buyer in the acquisition of a nationally-branded candy company.
- Represented a financial investor in the acquisition of the assets of an international baking company and the creation of a private label consumer cookie, cracker and wafer baker.
- Represented a national quick service franchise restaurant chain in its sale to a publicly-traded company.
- Represented a purchaser of a wholesale consumer produce business.
- Represented an online publisher in the divestiture of its business units in Belgium, Italy, Germany, France and Turkey in a management buyout transaction and negotiated license of intellectual property rights to buyers.
- Represented an Italian company engaged in the sale and distribution of espresso coffee and coffee

products and the operation of franchised and proprietary coffee shops in a migratory merger of its US operating company from New York to Delaware.

- Represented a vertically integrated worldwide produce distribution company in the acquisition of a Pennsylvania-based distributor of fresh produce.
- Represented the acquiror of a trucking and logistics warehousing company with add-on acquisitions throughout the Mid-Atlantic area and the Midwest.
- Represented a regional retail chain in the sale of its pool/spa business to a national chain.

NONPROFIT

- Represented a nonprofit organization in the substitution of the membership interest in another nonprofit organization, including helping to structure the transaction and work through resolving various environmental and labor issues.
- Represented several large nonprofit social services organizations in acquiring a subsidiary entity, thereby adding that subsidiary's specific charitable programs to the acquiring charity's affiliated corporate structure while providing the subsidiary with administrative support and access to certain economies of scale in its operations.
- Represented a charity providing direct services to a variety of groups in need, including children, the elderly, and the homeless, in negotiating a potential affiliation or merger, including vetting potential partners and assisting with various labor, governance, and structural issues.
- Handled the merger of two organizations providing similar direct services to youth in Philadelphia.

INTERNATIONAL

- Represented a Swiss-owned company in its acquisition of a U.S. adhesives business.
- Represented a Singaporean company in its stock acquisition of a New York corporation that is a leading provider of prestige bags and boxes for a variety of retail industries.
- Represented a publicly-held European company in the purchase of a nationally-known business services provider from a venture fund.
- Advised the U.S. subsidiary of an Italian company, one of the world's leaders in the diagnostics business, in its \$240 million acquisition of a NASDAQ-listed manufacturer of contrast agents.
- Represented a leading European provider of supply management software and services in its acquisition of a U.S. vendor of on-demand supply management solutions for mid-market companies.
- Advised a consortium of European investors, including entities affiliated with a leading Israeli real estate investment fund and an Italian global hotelier, in connection with a \$724 million transaction to acquire and develop an existing hotel and casino in Las Vegas, Nevada.
- Represented an Italian company, one of the world's largest cement makers, in the acquisition of two concrete companies based in the United States and Canada.
- Represented an Australian consulting company selling an office location to the previous owners/management team.
- Represented the limited partners of an International Hotel and Restaurant Group in the takeover, operation and ultimate sale of a New York City restaurant.
- Represented a Singaporean company in its stock acquisition of a U.S. corporation that is the leading provider of prestige bags and boxes for retail businesses.

- Represented a Japanese conglomerate in unwinding of various joint ventures and subsequent sale of operations.

OTHER TRANSACTIONS

- Represented a seller of automotive aftermarket products in its successful bid to purchase inventory and equipment of a Chapter 7 debtor in the same industry at an auction in a Delaware bankruptcy proceeding as well as in its related warehouse lease negotiations.
- Represented an invoice and statement printing, electronic billing payment and presentment services and presentment and business process outsourcing services company and its shareholders in the in the sale of their shares to a newly-formed Employee Stock Ownership Plan and in the related financing from a consortium of banks.
- Represented a publicly-traded company in the environmental services industry in the divestiture/sale of non-core related assets and operations throughout United States, with sales on a quasi-auction basis to both strategic and financial buyers.
- Represented a family-owned investment company in the acquisition of an option to purchase the minority equity interests of a group of companies that support the marine and offshore industry with a wide range of equipment, services and support from a family of private equity funds.
- Represented buyers and sellers in purchasing personal services businesses such as consulting firms, engineering firms, accounting practices, veterinarian practices and dental practices.
- Represented several chemical and steel fabrication companies in selling and buying assets or equity to and from both strategic and financial institutions.
- Represented the Special Litigation Committee of the Board of Directors in a going private transaction involving a multi-billion dollar purchase of a publicly traded company by two private equity organizations with a purchase price in excess of \$27 billion.



Contacts

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