

WESLEY C. FREDERICKS, JR., Of Counsel

Wesley C. Fredericks, Jr. is the former chair of the firm's New York Corporate Practice. Clients seek his counsel in the areas of domestic and international mergers and acquisitions, corporate governance, finance and related transactions. Mr. Fredericks has extensive experience representing technology and life sciences companies, as well as companies in the industrial and manufacturing sectors, financial services, clean tech, transportation and automotive. He has served in chief executive positions in the automotive industry, including as chair of Lotus Cars USA, Inc. and as its general counsel. Mr. Fredericks also served on the board of directors of the Automobile Importers of America (now, the Association of Global Automakers), the US import automobile trade association.

Mr. Fredericks is AV Peer Review Rated, Martindale-Hubbell's highest peer recognition for ethical standards and legal ability. He has been recognized by Thomson Reuters as a *New York Super Lawyer* in the practice areas of both mergers and acquisitions and also business/corporate. Since the mid-1980s, he has been included in every annual edition of the Marquis publications, *Who's Who in America* and *Who's Who in American Law*. He has served in leadership positions at national law firms, including as deputy managing partner, as a member of the management committee and as head of the Corporate Practice. He has been a member of the firm's Audit Committee, Business Services and Transaction Executive Committee, and International Committee.

Mr. Fredericks is a past chair of the American Bar Association Business Law Section Committee on International Business Law and a former chair of its Subcommittee on Multinational Mergers and Acquisitions. He has also served as a member of the editorial board of the ABA's *The Business Lawyer*, the premier business law journal in the United States. Mr. Fredericks is a frequent speaker and moderator for legal, finance, and business programs, and is regularly quoted in the press on topics of relevance to mergers and acquisitions and corporate governance. In addition to his US bar and court admissions, Mr. Fredericks has qualified as a registered foreign lawyer in England and Wales.

Recent Transactions in connection with which Mr. Fredericks led the legal teams include:

- The cross border sale of Obagi Medical Products to Valeant Pharmaceuticals in a contested \$441 million cash tender offer after competing bids; reportedly the largest per share premium to stockholders in a public pharmaceutical transaction in at least the prior four years.
- The sale by Thornburg Mortgage of \$1.3 billion of convertible notes to a multiparty financial syndicate.
- The acquisition and rollup over a two-year period of more than 20 companies in the railroad services industry by RailWorks Corporation.



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PRACTICE GROUPS

Corporate
Japan Practice
Mergers & Acquisitions
Private Equity
Securities

EDUCATION

Columbia University School of Law, JD,
1973

Johns Hopkins University, BA, 1970

ADMISSIONS

Connecticut, 1976

New York, 1974

COURT ADMISSIONS

US Supreme Court, 1979

- The sale of Hemmings Motor News to American City Business Journals.
- The establishment of a Chinese manufacturing presence for Meter S.p.A., the Italian manufacturer of bearings for the automotive industry, as well as the establishment of a United States presence for Meter.
- The acquisition of a US division of Johnson & Johnson by SCA, the Scandinavian health care products company.
- Acquisitions by a US energy trading company of entities in Canada and Norway and the establishment of joint ventures for that company in England and in Japan.
- The reacquisition of control of Cooper Firearms by its founding principal.
- The acquisition by management of the US distribution operation for Lotus Cars and its subsequent resale to Lotus Cars.
- Several strategic acquisitions of credit card processing companies by Heartland Payment Systems, now the country's fifth largest payment processor.
- The sale of Panther Trucking to private equity firm Fenway Partners.
- Successful defense of proxy contest concerning board control of Obagi Medical Products, Inc.
- Successful proxy solicitation for Heartland Payment Systems, Inc.

Awards

- *New York Metro Super Lawyers*
Mergers & Acquisitions and Business/Corporate - 2010-2018

Community

- Johns Hopkins University Alumni Council
Past Chairman, Awards and Nominations Committee, which is responsible for nominating candidates to the seats on the University's Board of Trustees reserved for alumni.
- Weston (CT) Community Foundation
Director, 2008-present

Service To The Bar

- American Bar Association
Past Chairman, Business Law Section Committee on International Business Law
Past Chairman, Subcommittee on Multinational Mergers and Acquisitions
Past Member, Editorial Board, *The Business Lawyer*

Publications

- Co-Author, "Getting the Wheels Turning: Considerations for Foreign Companies Establishing a U.S. Facility," Bloomberg BNA, November 3, 2014
- Chapter Author, "International M&A Deals: Awareness of Differences as the Key to Success," *Structuring International M&A Deals: Leading Lawyers on Managing Mergers & Acquisitions in a Global Environment*, Thomson Reuters Westlaw, Spring 2012
- "Successor Liability in Asset Acquisitions," *New York Law Journal, Mergers & Acquisitions Special Issue*, November 2000

Speaking Engagements

- Moderator, "Macro Trends in the Marketplace," Argyle Executive Forum Leadership in Corporate Divestitures and Acquisitions Meeting, New York, NY, January 26, 2012
- Panelist, "Private Equity Exit Strategies - an International Perspective," 2009 American Bar Association Section of Business Law Spring Meeting, Vancouver, BC, April 18, 2009
- Chair/Moderator, "An International Perspective on M&A Deal Protection," American Bar Association Annual Meeting, New York, NY, August 08, 2008 to August 12, 2008
- Panelist, "Controlled Auctions: Negotiating the Definitive Agreement," American Bar Association Section of Business Law Spring Meeting, Washington, DC, March 15, 2007 to March 18, 2007
- Moderator, "Private Equity - the New King of M&A," American Bar Association, January 01, 2007
- Panelist, "Overview on Cross-Border Mergers & Acquisitions," American Bar Association Section of Business Law Spring Meeting, Young Lawyer Institute, Nashville, TN, April 01, 2005 to April 02, 2005
- Panelist, "Cross-Border Mergers & Acquisitions: Transactions between the U.S. and Europe," American Bar Association/Paris Bar Association, Paris, France, June 01, 2004
- Panelist, "Buying and Selling Overseas: Dealing with Contracts in a Multinational Market," American Bar Association Center for Continuing Legal Education, February 01, 2004
- Panelist, "International Ventures for the Old and New Economies," American Bar Association Center for Continuing Legal Education, September 01, 2000
- Chair, "United States Public Finance and the Middle Market Foreign Corporation," American Bar Association Annual Meeting, Toronto, ON, July 31, 1998 to August 04, 1998
- Chair/Co-Moderator, "Foreign Investment and Acquisition in the United States, a European Perspective," American Bar Association/Council of the Bars/Law Societies of the European Community, August 01, 1997