CORPORATE PRACTICE

OVERVIEW
We have substantial experience representing clients in complex corporate transactions, and our work includes counseling clients on some of the largest transactions in history. We leverage our experience to effectively and efficiently deliver sophisticated advice across a broad range of corporate transactions and matters for a variety of clients, ranging from the top ranks of the Fortune 500, to middle-market and emerging companies, to private equity and hedge funds and to closely held and family businesses.

MERGERS AND ACQUISITIONS
Our lawyers regularly represent public and private companies of all sizes, private equity investors, special committees and other parties in a broad range of U.S. and cross-border M&A transactions, including acquisitions, divestitures, spin-offs, MBOs, LBOs, going-private transactions and reorganizations. We assist our clients in all aspects of M&A transactions – from front-end strategic planning and structuring to managing the deal process through successful execution and closing. Our corporate lawyers work closely with lawyers from our employee benefits and executive compensation, environmental, government contracts, labor, privacy and data security, real estate, tax and other groups to provide comprehensive due diligence and integrated transaction structures and advice. Our lawyers have extensive and varied transaction experience, across a broad range of industries, with up-to-date knowledge of the constantly changing legal environment.

Our corporate lawyers are also active in advising clients in all aspects of the formation, financing, operation and restructuring of cross-border joint ventures and strategic alliances in addition to advising clients on the on-going governance of joint ventures and applicable exit strategies.

CORPORATE FINANCE
We have extensive experience in corporate finance transactions, with specific proficiency in acquisition and leveraged finance, commercial finance, secured and unsecured lending, cross-border finance, public and private debt placements (including medium-term note and commercial paper programs), equipment leasing, debtor in possession and exit financings and workouts and restructurings. Our lawyers regularly represent sophisticated U.S. and international corporations, financial institutions, investment funds and private equity sponsors in complex financing transactions. Working closely with lawyers from our bankruptcy and workout group, we also play a key role in company reorganizations.

SECURITIES
We have extensive experience in a wide variety of securities transactions and counseling matters. We represent clients in capital-raising activities ranging from small private placements to the very largest public offerings and Rule 144A debt offerings, and in connection with the securities law aspects of merger and acquisition transactions and tender and exchange offers.

We regularly counsel large and small publicly held companies on a wide range of securities compliance, 1934 Act reporting and ongoing disclosure matters, including with regard to financial reporting and the requirements of the Sarbanes-Oxley Act, and the related SEC and securities exchange rules thereunder.

We also represent public company audit committees, as well as independent directors and other public company committees, in matters involving the federal securities laws.

PRIVATE EQUITY AND INVESTMENT MANAGEMENT
We provide strategic advice and legal counsel on all aspects of M&A transactions, acquisition financing and fund formation for private equity, hedge fund and other asset management clients. Our practice includes:
- Acquisitions of public and private portfolio companies
- Portfolio company exits, including IPOs and divestitures
- Growth equity investments
- Transactional, corporate and securities advice for portfolio companies
- Portfolio company recapitalization and restructuring transactions
- Formation of private investment funds
- Representation of institutional investors in private fund investments and direct co-investment transactions
- Structuring and organizing fund sponsors entities, including representation of principals
- Direct lending transactions for private fund and other asset management clients
- Acquisition financing
- Counseling clients on investment advisory engagements

We provide comprehensive counseling to our clients through the combined resources of leading corporate, securities, tax, ERISA, executive compensation and real estate lawyers. Many of our private equity and investment fund lawyers have been recognized by Chambers USA and other authorities as leaders in their fields. Our lawyers regularly speak at national conferences and seminars on topics relevant to private equity firms, hedge funds and other asset managers.
MERGERS AND ACQUISITIONS

General Motors
- $50+ billion sale of substantially all of the assets of GM to a newly formed entity sponsored by the United States Treasury in connection with GM’s bankruptcy
- $5.6 billion sale of Allison Transmission business to The Carlyle Group and Onex Corporation
- Sale of 34% of Hughes Electronics (DirecTV) to News Corp. for $6.6 billion and spin-off of the balance to GM stockholders

General Dynamics
- $2.2 billion acquisition of publicly traded Anteon International
- $960 million acquisition of Vangent
- $640 million acquisition of publicly traded Axsys Technologies
- $360 million acquisition of publicly traded Force Protection
- $175 million acquisition of Arma Global Corporation
- $95 million sale of AxleTech International
- Approximately 50 additional acquisitions and divestitures over the past several years

Archer Daniels Midland
- $1.3 billion sale of global cocoa business to Olam International
- $440 million sale of global chocolate business to Cargill

Merge Healthcare
- $1 billion sale to IBM

Honeywell
- $720 million acquisition of Metrologic Instruments
- $525 million acquisition of Thomas Russell
- $400 million acquisition of Hand-Held Products
- $185 million acquisition of Datamax-O’Neil
- $90 million acquisition of phenol business of Sunoco
- $77 million sale of minority interest of Convergent Technologies
- $55 million acquisition of Income International
- Divestiture of on-board sensor business to Sensata Technologies

Hertz Corporation
- $930 million acquisition of Donlen Corporation
- Acquisition of the minority interests in Navigation Solutions
- $2 billion spin-off of its equipment rental business

Novozymes A/S
- Global strategic alliance with Monsanto, including $300 million upfront payment

US Foods Holdings Corp.
- Acquisition of Dierks Waukesha Foods

21st Century Fox
- Acquisitions and creations of regional and national sports networks, including the Yankees Entertainment & Sports (YES) Network (valued by Forbes at $4 billion), Fox Sports San Diego and the Big Ten Network
- Acquisition of LAPTV, a leading operator of premium movie channels in Latin America, including Moviestar
- Joint ventures for television networks, including the National Geographic Channels, Nat Geo Wild and FX Canada

Lonza Group
- $5.5 billion acquisition of Capsugel from KKR
- $1.2 billion acquisition of publicly traded Arch Chemicals

Takeda Pharmaceutical
- Multi-billion split-off transaction involving TAP Pharmaceutical Products, a joint venture between Takeda and Abbott Laboratories

Obagi Medical Products
- $441 million cross-border sale to Valeant Pharmaceuticals

Schneider Electric
- $53 million acquisition of InStep Software, LLC
- €35 million sale of Telvent Trafico Y Transporte, S.A

Tekelec
- Representation of executive management team as part of acquisition by Oracle Corporation

Frutarom Industries
- $53 million acquisition of Hagelin & Company

Behringer Harvard Holdings
- M&A self-management transaction between non-traded REIT sponsor and TIER REIT
- M&A self-management transaction between non-traded REIT sponsor and Monogram Residential Trust

CPPGroup PLC
- $40 million sale of its North American business to AMT Warranty Corp. for a total cash consideration

Jet Aviation of America
- Acquisition of Enterprise Jet Center

RCN Corporation
- $1.2 billion sale of publicly traded RCN to ABRY Partners

GCP Applied Technologies
- $47 million acquisition of Halex Corporation

2020 Company LLC
- Sale of the company to Acentia
General Motors
- $23.1 billion IPO of common stock and Series B mandatory convertible junior preferred stock
- $17.6 billion multi-tranche global offering of straight and convertible debt securities
- $5.5 billion share repurchase of common stock from the U.S. Treasury
- $5.0 billion five-year secured revolving credit facility
- $4.5 billion Rule 144A offering of senior notes and subsequent $4.5 billion SEC-registered exchange offering of senior notes
- $2.5 billion SEC-registered underwritten public offering of senior notes
- $1.7 billion public secondary offering of common stock
- $1.5 billion public offering of convertible debt securities
- $911 million public offering of News Corp. ADRs
- $300 million secured international LC facility

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- $1.5 billion public offering of convertible debt securities
- $911 million public offering of News Corp. ADRs
- $300 million secured international LC facility

Hertz Corporation
- Multiple public offerings of debt securities in the amounts of $2.4 billion, $2 billion, $1.5 billion, $1.1 billion, $1.0 billion and $750 million
- $1.0 billion multi-currency revolving credit facility

Hertz Corporation
- Multiple Rule 144A offerings of senior notes in the amounts of $1.2 billion, $1.0 billion, $700 million, $500 million and $250 million
- €425 million European offering of senior notes by a wholly-owned European subsidiary of Hertz
- $4.0 billion in separate underwritten secondary offerings of common stock, including a stock repurchase from a private equity sponsor
- Registered exchange offers for senior notes, totaling over $3.5 billion

NPS Pharmaceuticals
- $100 million public offering of common stock

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Snyder’s-Lance
- Securities counsel and corporate governance counsel in the $1.91 billion acquisition of Diamond Foods, Inc

US Foods Holdings Corp.
- $1.175 billion debt initial public offering

Primus Telecommunications
- $240 million exchange offer note refinancing
- $119 million negotiated repurchase of Rule 144A notes and related indenture amendment
- $87 million Rule 144A offering of notes and indenture amendment

Chicago Board of Trade
- $200 million IPO of common stock

Viskase Companies
- Multiple Rule 144A offerings of notes in the amounts of $175 million and $40 million
- Preferred stock offering and related registered rights offering

EMCORE Corporation
- $162 million registered exchange offer of common stock and new convertible debt for outstanding convertible debt securities
- Private placement and subsequent registration of $100 million of common stock

Heartland Payment Systems
- $775 million senior secured credit facility for acquisition and other corporate purposes
- $350 million senior secured revolving credit facility
- $100 million revolving credit facility and $50 million senior secured credit facilities

Merge Healthcare
- $275 million debt refinancing through new senior secured credit facilities following a tender offer for outstanding senior notes
- $235 million senior secured term loan facility

HHI Group Holdings
- €475 million asset-based and term credit facilities
- €425 million asset-based and term credit facilities

Great Lakes Dredge & Dock
- $400 million surety bonding facility
- $175 million revolving credit facility with springing lien
- Multiple construction and long-term lease financings of vessels
- Section 1031 like-kind exchange transactions and program structuring

Honeywell
- $100 million senior secured credit facilities for ANH Refractories Company

Lonza Group
- €2.25 billion multicurrency credit facilities

Bank of Montreal
- $225 million senior secured credit facilities for UniversalPegasus International
- $16 million senior secured credit facilities for Medical Transportation Management

John B. Sanfilippo & Son
- $162 million senior secured revolving and term credit facilities
- $100 million private note placement
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<td>Recapitalization of Iron Data Solutions LLC, Investment in Compusearch Systems, Inc.</td>
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<td><strong>Maj Invest Equity A/S</strong></td>
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Some of these private equity/investment funds transactions were completed by Jenner & Block lawyers while at other law firms.