

SERVICE

# Mergers & Acquisitions



## ATTORNEYS

Thomas S. Brennan  
Sam Webb  
Richard D. Bickelman  
Paul A. Schmid  
Michael E. Rubin  
Michael L. Andresino  
Jeannette Carneiro McLaughlin  
Ira J. Deitsch  
Donald H. Siegel, P.C.  
Deborah DiVerdi Carlson  
David M. Barbash  
Clayton Gritz  
Bryce W. Donohue

## WE HAVE THE KNOWLEDGE AND EXPERIENCE TO HANDLE THE MOST COMPLEX TRANSACTIONS.

Posternak's mergers and acquisitions practice, a key component of the firm's Corporate Group, is comprised of knowledgeable and highly regarded corporate, tax and securities lawyers with extensive experience in corporate transactions of every nature. The types of transactions in which we are involved range from modest asset and stock acquisitions and divestitures to upper middle-market buy-outs, cross-border mergers, joint ventures, reorganizations, going private transactions and tender offers.

## WE TAKE A PRACTICAL APPROACH TO TRANSACTIONS, ALWAYS SEEKING TO HELP THE CLIENT GET THE DEAL DONE ON TIME AND WITHIN BUDGET.

We guide clients through the myriad issues that may arise in a deal, however complex, including structuring and tax planning, securities and regulatory compliance, drafting and negotiating. Posternak's corporate attorneys work closely with our specialists in tax, employment, intellectual property, real estate and other practices. We are results oriented, always striving to understand and achieve our clients' business objectives, maximizing value and minimizing risk, while fostering and maintaining a positive, constructive relationship between the parties to the deal.

## PRIVATELY-HELD BUSINESSES FORM THE CORE OF OUR M&A PRACTICE.

Our clients range from publicly traded companies to emerging businesses, with middle-market, family or private-equity backed enterprises forming the core of our practice. Our clients include sellers, strategic and financial buyers, founders, boards of directors, joint venture partners, investors and lenders in a wide range of industries.

We work with the principals of these entities, as well as their accountants and financial advisors, in order to help them appreciate not only the legal aspects of acquiring or selling a

business but also the related issues of integrating business cultures, financing, and capital and ownership structures. We also advise regarding business succession planning and individual financial, tax, retirement and estate planning.

## EXPERIENCE

- The Holmes Group, and its principal shareholders in the structuring, negotiation and documentation of Holmes' merger into a subsidiary of Jarden Corporation. This transaction was valued at approximately \$625 million in cash and Jarden stock.
- National Rural Telecommunications Cooperative in its participation with other investors in a \$156 million strategic equity financing and a \$200 million term loan financing in WildBlue Communications, Inc.
- Infoscitex Corporation in its merger with DCS Corporation.
- RKW SE in its purchase of capital stock of Danafilms from its founder and ESOP.
- National Dentex Corporation, a public company, in its merger with GeoDigm Corporation.
- BrandMuscle, Inc. in its merger with an affiliate of The Riverside Company.
- Atlantic Beverage Express LLC and ABEX Transportation LLC in the acquisition of Bonney's Express, Inc.
- Riverside Community Care, Inc. in its merger with Somerville Mental Health Association, Inc.
- Martin Bauer Group and its U.S. subsidiaries in the acquisition of Beverage House, Inc.
- Schafer Corporation in its acquisition by MetalMark Capital and certain members of management, including the structuring and negotiation of seller Senior Notes and buyer subordinated debt financing.
- Shawmut Design and Construction in the acquisition of its common stock by its ESOP and related financing transactions with Lasalle Bank, N.A.
- National Dentex Corporation, a public company, in its acquisition of dental labs throughout the US and Canada, including Green Dental of Arkansas and Keller Dental of Missouri, and its eventual going-private sale.
- Arnold Communications in its \$300 million merger with Snyder Communications.
- Diversified Optical Products, Inc., a military and government technology supplier, in its \$60 million stock sale to Axsys Technologies.
- JM Lafferty Associates Inc. in a stock redemption by Reuters Research, Inc. and sale of assets comprising its "IRagent" business to Thomson Financial.
- iParty Corp., a public company, in its Chapter 11 acquisition of The Big Party Corporation and its eventual sale to Party City Holdings.
- Intraser Technologies in its \$70 million stock merger with LSI Logic, Inc.

- ProVision Dental Systems, Inc., a dental imaging company, in the sale of its assets to a subsidiary of Danaher Corp., a Fortune 500 company. The deal crossed several international borders and involved counsel from two European nations.
- Commonwealth Venture Funding Group in various acquisitions, including Antaya Technologies, Inc., a cross-border acquisition of substantially all the assets of Tectran Inc. and Carroll Engineering Co., together with related debt and equity offerings.
- StepTech, Inc. in connection with a strategic partnering with and subsequent sale to LTX Corporation.
- Lily Transportation Corporation in numerous debt financing transactions and asset acquisitions and dispositions.