

**Ballard Spahr**  
LLP



# Mergers and Acquisitions/ Private Equity

Providing In-Depth Deal  
Coverage for Buyers, Sellers,  
and Investors

In every transaction, business perspective informs our legal strategy.

Client goals are met with outcomes that pave the way for growth and success.

Because of the scale and depth of our practice, we can respond to the unique requirements of every client and transaction.

#### **BUILDING LONGSTANDING RELATIONSHIPS**

We represented Medegen Holdings LLC in the MBO that formed the company. In the years that followed, we helped Medegen acquire several companies and product lines; represented it in the divestiture of a subsidiary to Medical Action Industries, Inc.; and served as its outside general counsel. Most recently, we represented the company in its \$225 million sale to a subsidiary of CareFusion Corporation.

#### **UNDERSTANDING GROWTH STRATEGIES**

We have represented Teleflex Incorporated in numerous M&A transactions, as both buyer and seller. We represented the company in the sale of its global automotive business to Kongsberg Automotive Holding ASA in a cash transaction valued at \$560 million and involving 34 manufacturing sites worldwide. We also represented the company in several bolt-on acquisitions that increased its product portfolio. Most recently, we represented Teleflex in the sale of a business unit to HoustonWire & Cable Company for \$50 million.

#### **DEFENDING A HOSTILE TAKEOVER**

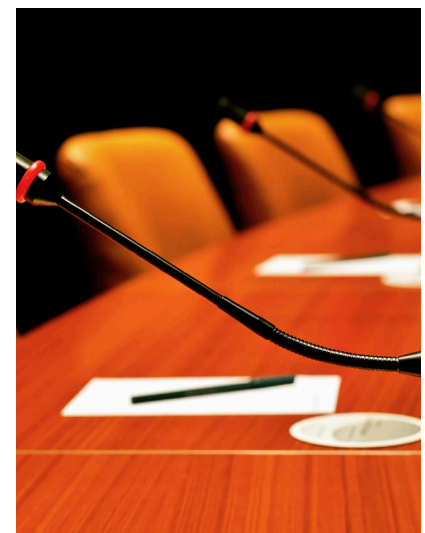
We served as Maryland corporate counsel to Terra Industries, Inc., a Maryland corporation, in its defense against a hostile takeover attempt by CF Industries, Inc.; its proposed \$4.6 billion sale to Yara International ASA; the subsequent \$5.2 billion topping bid by CF Industries; its ultimate acquisition by CF Industries; and related stockholder litigation. The takeover attempt extended for more than a year and included a proxy contest, tender offers for common stock, litigation, and a special cash dividend declared by Terra on its outstanding common stock.

#### **RESTRUCTURING FOR GROWTH AND SUCCESS**

We represented MTM Technologies, Inc., in the restructuring of more than \$100 million of debt and equity facilities. The transaction involved representation of the borrower in connection with the restructuring of a senior secured loan facility, a senior letter of credit facility, a senior secured subordinated credit facility, unsecured promissory notes, and nine layers of preferred stock. We also represented MTM in its sale of three business divisions and the restructuring of more than 30 major contracts.

#### **CLOSING CROSS BORDER TRANSACTIONS**

We represented UFA Cooperative Limited, a Canadian farmers' cooperative, in its \$54 million acquisition from Sportsman's Warehouse, Inc., of 15 store locations in five states. The transaction took place on the eve of Sportsman's Warehouse filing for bankruptcy and involved a number of different practice areas within our firm, including M&A, bankruptcy, immigration, employment, and regulatory law. We continue to represent UFA Cooperative with its day-to-day legal needs in the United States.



#### **OUR CLIENTS**

We have represented clients in industries such as

- Life sciences
- Technology
- Manufacturing
- Gaming
- Consumer products
- Retail
- Health care
- Telecommunications
- Financial services
- Waste management
- Energy
- REITs

# Our M&A/Private Equity attorneys represent clients in acquisition, divestiture, and investment transactions that improve competitive position, add value, and sustain growth.

## MERGERS AND ACQUISITIONS

Our clients represent many industries. They are small, privately held companies and multinational public corporations, each with specific performance goals, investment objectives, and tolerance for risk. We evaluate each client's investment thesis and provide fact-based solutions for adding value.

We advise clients in stock or asset acquisitions, management buyouts, rollups, tender offers, leveraged buyouts and recapitalizations, privatizations, joint ventures and other strategic alliances, merger integration, and technology licensing and transfers.



## PRIVATE EQUITY FUNDS, MANAGERS, AND INVESTORS

We counsel buyout funds, mezzanine funds, and VC funds in fund formation and in the purchase and sale of assets. We represent portfolio companies in investment transactions. We advise investors, such as endowment funds, foundations, pension plans, and family trusts, on investments in private equity funds. Finally, we represent hedge funds and other pooled investment vehicles in all aspects of operations, including regulatory and compliance obligations.

Our experience representing funds, sellers, and lenders enables us to see transactions from all sides and create tax-efficient structures that align risk and reward to business objectives. This approach helps our clients propose alternatives and respond to issues in a way that differentiates them from competitors in pursuing and closing deals.

## VENTURE CAPITAL

Entrepreneurs with innovative technologies, growth potential, and a sound business model need counsel who can help transform their ambitions into profitable operations. We represent high-tech and life sciences start-ups and emerging companies through all stages of growth, from entity formation and seed funding through institutional funding, to initial public offerings and other liquidity events.

We also represent VC funds and other investors looking for investment opportunities. We know the venture investment landscape and recognize what is “market” for deal structures. We help investors evaluate potential investments, assist with due diligence, negotiate financing terms, draft documentation, and structure and close transactions.

## EXCEPTIONAL TEAMWORK

We work collaboratively with clients and with our Ballard Spahr colleagues skilled in tax, securities, executive compensation, employee benefits, intellectual property, and environmental law, so that every aspect of the deal is covered. We excel at creating a “can-do” environment – for our team, investment bankers, accountants, and the principals and counsel on the other side of the table – in ways that bridge differences and allow even the most complex deal to close.

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