

Mergers and Acquisitions

Miller Canfield's Mergers & Acquisitions practice has a wealth of experience serving public and private acquirors and targets, and their respective boards of directors and equity holders.

Known for handling complex, multinational transactions, we provide sophisticated and coordinated real-time legal advice to clients to help them navigate the legal and commercial complexities inherent in any domestic or cross-border M&A transaction.

Clients turn to us to provide adept assembly of broad multidisciplinary and multinational teams to provide legal and commercial expertise on the interconnected and integral components of M&A transactions including corporate governance, tax, intellectual property, executive compensation, employee relations and benefits. Additionally, we have the ability to bring "in-house" expertise in CFIUS and export controls issues, allowing for seamless integration of these unique specialties into our transactional teams.

We also have substantial experience with public company mergers and takeovers, both friendly and contested transactions, including proxy contests and takeover actions. We have acted on behalf of "white knights" in their transactions with targets involved in a takeover attempt by an unwanted suitor. On the friendly side, we have represented buyers in acquiring public target companies, including using forward and reverse triangular merger structuring techniques.

Additionally, we represent both strategic and financial purchasers and sellers of distressed companies, utilizing the mechanisms provided by applicable bankruptcy laws in order to structure and carryout mergers, acquisitions, sales and restructuring transactions.

We have extensive experience in all aspects of distressed M&A, from due diligence through closing, including in Section 363 sales, CCAA sales, friendly foreclosure structures, negotiating stalking horse and competing bid purchase agreements, negotiating and documenting the transactions and limiting successor liability.

Representative Matters

Auto Parts Manufacturer Plant Real Estate Purchase

Assisted a foreign auto parts manufacturer in the purchase of a former General Motors light duty truck plant in Moraine City, Ohio, a \$200 million project that brought more than 800 jobs to the area.

Financial Institution Mergers

- Represented the second largest bank holding company in Michigan in connection with its \$2.2 billion merger with the third largest bank holding company in Michigan.
- Represented multiple-member financial services company in eight-figure sale of equity to publicly traded Canadian company.
- Represented multiple-member financial services company in seven-figure sale of assets to NASDAQ-traded company.

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International Mergers and Acquisitions

- Represented Zhongshan Broad Ocean Motor Co., Ltd., on its \$130 million acquisition of Prestolite Electric (Beijing), Ltd., a Beijing-based Sino-foreign joint venture.
- Represented Kinopolis Group, a Belgian cinema chain, in its acquisition of MJR Digital Cinemas
- Represented FT Providers in sale to CBOE Global Markets
- Acted as U.S. counsel to Alfred Kärcher, the world leader in cleaning technology such as high pressure washers, in its acquisition of Max Holder GmbH, a market leader in the development of municipal vehicles, advising on all U.S. aspects of the transaction from structure, documentation, labor, tax, and environmental to closing. Miller Canfield worked closely with the Alfred Kärcher's legal teams in Canada, Croatia, Germany, and Italy to ensure a seamless integration of the US portion of the transaction.
- Acted as lead counsel to Carl Zeiss in its acquisition of all outstanding equity of Iantech, Inc. by merger under Delaware law involving multiple earnouts spanning almost a decade. In such capacity the Miller Canfield team advised on all aspects of the transaction including FDA regulatory, CFIUS analysis, and Antitrust filings.
- Acted as counsel to Carl Zeiss in its non-controlling investment in MicroOptx, a privately held company focused on minimally invasive glaucoma surgery (MIGS) devices for surgical treatment of glaucoma. The Miller Canfield team advised on all aspects of the transaction including future controlling acquisition rights.
- Acted as counsel for Zeiss in the development and negotiation of a joint venture with Idea Elan for the development, implementation and commercialization of specialized laboratory microscope and metrology equipment management software and systems. The Miller Canfield team advised on all aspects of the transaction including Export Controls and CFIUS.
- Advised client on all aspects of acquisition of IBM Cognos Disclosure Management (CDM), IBM Cognos Disclosure Management on Cloud (CDM on Cloud), IBM Cognos Financial Statement Reporting (FSR), and IBM Clarity 7 products business and operations in United States, Canada and Romania from International Business Machines and concomitant share offering and restructuring and upsize of ABL credit facility.
- Represented Mexican auto supplier Metalsa SA de CV on its \$150 million acquisition of the structural products business from US-based Dana Holding Corp.
- Represented gas turbine engine defense contractor in sale to and acquisition by domestic strategic defense contractor buyer, which included drafting and negotiation of acquisition agreement and ancillary agreements and structuring transaction for compliance with ITAR notification requirements and facility clearance (FCL) compliance under National Industrial Security Program (NISP).
- Represented munitions equipment manufacturer in sale to, and acquisition, by foreign strategic defense contractor buyer, which included drafting and negotiation of acquisition agreement and ancillary agreements and structuring transaction for compliance with ITAR and EAR export controls and mandatory declaration filing requirements under Committee on Foreign Investment in the U.S. (CFIUS).
- Represented foreign defense and aerospace defense contractor in acquisition of domestic defense and aerospace defense contractor, which included drafting and negotiation of acquisition agreement and ancillary agreements and

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structuring transaction for compliance with ITAR and EAR export controls, Defense Federal Acquisition Regulation Supplement (DFARS), and mandatory declaration filing requirements under Committee on Foreign Investment in the U.S. (CFIUS).

Sale of BlueHornet Networks, Inc. to Marlin Equity Partners

Served on team of legal advisors to Digital River, Inc. (Digital River) on its sale of BlueHornet Networks, Inc. to Marlin Equity Partners. Digital River is a portfolio company of Siris Capital Group, LLC (Siris Capital). The transaction provided current realized value to Siris Capital while simultaneously positioning BlueHornet to accelerate execution on its business plan.

Software Company Sales and Acquisitions

- Represented Equity Administration Solutions, Inc., the world's largest SaaS stock plan software provider to both public and private companies, in its acquisitions of (i) Rivet Software, Inc., the third largest (by filings) public company financial filings and XBRL tagging service provider in the US in stock acquisition and (ii) OptionAdmin, Inc. a recognized leader in the field of corporate equity management in an asset acquisition.
- Represented Canada's largest insurance rating and broker services company in \$110+ million (Canadian) stock and asset sale to U.S. private equity firm.
- Negotiated a share transfer and shareholder agreement within a two-phase acquisition of a software provider in the travel industry which originated from a small startup. Particular focus on securing the founders' position for future decision-making processes in the company.

Staffing and Personnel Management Firm Sale

Represented client in \$42 million equity sale to U.S. private equity firm and concomitant creation of only the second certified Minority Controlled Business under NMSDC Growth Initiative.