



Morgan Lewis's Mergers and Acquisitions Practice handles million- to multibillion-dollar transactions for a diverse global clientele—sellers, buyers, and investors; investment and commercial banks; private equity and venture capital funds; institutional lenders; and independent director committees and management groups—in most significant regulated and unregulated industries. We routinely negotiate purchases and divestitures by public and private companies, tender offers, restructurings, joint ventures, spin-offs, leveraged buyouts, and public-to-private transactions.

Our Mergers and Acquisitions Practice includes not only business lawyers but also attorneys who focus on other industry-specific areas of legal concern in acquisitions and divestitures, including environmental issues, labor and employment matters, employee benefits and executive compensation matters, government contracts, intellectual property rights, tax issues, and regulatory challenges. This coordinated approach provides our clients high-caliber, integrated legal advice.

#### industry experience

Advised on more than 600 M&A transactions in the past five years with a combined market value of more than \$200 billion

Top 10 M&A transactions firm: *Thomson Reuters, Mergermarket, Bloomberg, and Buyouts* (2011)

Ranked as a leading transactional firm by *Chambers USA 2011* in the following states and categories:

M&A – California, New Jersey, New York, and Pennsylvania

Media and Entertainment – New York

Private Equity Firm for Buyouts & Venture Capital – National

Ranked 1st – *Corporate Counsel* magazine's Listing of "Who Represents America's Largest Companies?" (2011)

# Morgan Lewis

## contacts

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## Selected representative transactions include:

Represented **BHP Billiton** in the \$12.1 billion acquisition of Petrohawk Energy Corporation.

Represented **Interactive Data Corporation** in its \$3.4 billion sale to Silver Lake and Warburg Pincus.

Represented **Quintana Maritime Limited** in its \$2.45 billion sale to Excel Maritime Carriers Ltd.

Represented **A.P. Moeller Maersk** in its \$2.4 billion acquisition of Brazilian oil assets from SK Energy.

Represented **GSI Commerce** in its \$2.4 billion sale to eBay.

Represented **Total E&P USA** in its \$2.25 billion acquisition of Chesapeake Energy Corporation's upstream Barnett Shale Assets.

Represented **ABB Grain** in its sale to Viterro for \$1.6 billion.

Represented **Sumitomo Corporation** in its \$1.4 billion acquisition of Jupiter Telecommunications.

Represented **H. Lundbeck A/S** in its \$900 million acquisition of Ovation Pharmaceuticals.

Represented **Perrigo Company** in its \$808 million acquisition of PBM Products.

Represented **TD Ameritrade** in its \$606 million acquisition of Thinkorswim Group.

Represented **Safeguard Scientifics** in the \$587 million sale of its partner company Clariant to GE Healthcare.

Represented **Reed Elsevier** in its \$530 million acquisition of Accuity.

Represented **Jefferies Group** in its \$438 million acquisition of Prudential Bache's Global Commodities Group.

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## Carve-out transactions

Morgan Lewis's Carve-Out Transactions Task Force brings together a team of lawyers working across multiple disciplines to help our clients meet the challenges of, and take advantage of, opportunities presented by today's markets. The diverse backgrounds of the attorneys on the task force enable the firm to deploy for each client a customized team of professionals immersed in the interests and issues particular to that client.

## Cross-border M&A

We represent multinational clients in stock and asset acquisitions and sales in the United States and elsewhere. We have worked on hundreds of M&A transactions with companies based around the world. With mergers and acquisitions lawyers located throughout the United States, Europe, China, and Japan, we are well positioned to assist clients—including clients in the technology, media, life sciences, manufacturing, retail, energy, and maritime industries—with their global needs even in the most complex cross-border transactions.

## Distressed company transactions

The Morgan Lewis Distressed Company Task Force helps our clients capitalize on distressed, turnaround, and special-situation opportunities created by the current turbulent financial market quickly and efficiently, reaching across our international platform to afford clients an integrated solution to their transactional needs.

## Joint ventures and strategic alliances

Our lawyers craft both traditional and more innovative agreements for companies wishing to collaborate or ally themselves with others, including companies desiring to capture a competitive edge through the implementation of new technologies or those looking to expand their client base by developing, marketing, and deploying new products and services. We handle R&D collaboration agreements, strategic alliance agreements, co-promotion/co-marketing agreements, and joint marketing agreements in the life sciences and technology industries.

## Private equity transactions

Morgan Lewis's responsiveness and clear and comprehensive transaction management distinguishes us in the private equity field. Our transactional lawyers take a proactive approach in leading private equity transactions, anticipating our clients' needs, identifying and solving problems, and responding to requests with an immediacy that reflects the value that our firm places on client relationships. We're there for clients through the full fund lifecycle—from fund formation through to ultimate distributions.

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