

# Morgan Lewis

## dedicated to success

### business and finance – private equity practice



The primary objective of our Private Equity Practice is to help our clients execute transactions quickly, cleanly, and cost-effectively.

On the buy side, that means swiftly identifying and helping to price risk, and then constructing effective contractual provisions to allocate that risk. On the sell side, that means focusing on how to increase value and contain post-sale exposure. During the investment period, it means helping portfolio companies with issues that surface during the acquisition, and addressing emerging legal risks to prepare for an ultimate sale. In each phase, it also means providing market-informed mergers and acquisitions and finance counsel, bridging the investment objectives of the private equity sponsor and the business realities of the portfolio company and its industry.

#### morgan lewis fast facts

Ranked first among Most Active Law Firms based on number of private equity or venture capital funds, *Private Equity Analyst* (2011)

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 the top law firm in *Corporate Counsel* magazine's listing of "Who Represents America's Biggest Companies?" (2011)

Ranked among the top 30 U.S. law firms in *BTI Consulting Group's* national survey of Client Service Performance for Law Firms (2011)

Approximately 1,300 lawyers in 22 offices in the United States, Europe, and Asia.

## contacts

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Ranked in  
*Chambers USA:*  
*America's Leading*  
*Lawyers for Business*  
as a leading private  
equity firm for buyouts  
and venture capital  
(2011)

## representations

Our representations range from multibillion-dollar acquisitions and related financings to smaller and middle-market deals. We guide clients throughout the entire investment life cycle, from fund formation through ultimate distribution.

We take a proactive approach in leading private equity transactions, anticipating the deal's needs and responding to them with the immediacy and sense of urgency that reflect the value that our firm places on client relationships.

Our transactional lawyers are trained business counselors who identify problems and help solve them to our clients' commercial advantage.

## transactions

Morgan Lewis's national and international practices allow us to address any issue related to our clients' private equity transactions. We handle tax structuring, complex financial and securities offerings, the development of incentive compensation arrangements, the evaluation of diverse liability risks, including in the environmental and pension areas, intellectual property, and competition and merger control compliance.

We act as outside counsel to our clients' portfolio companies. The wide-ranging capabilities of our attorneys enable us to represent portfolio companies in connection with public offerings, add-on acquisitions and investments, strategic joint ventures and alliances, environmental compliance, complex income tax issues, intellectual property protection and licensing, commercial contracting and outsourcing, labor and employment issues, employee benefits matters, litigation, and many other matters.

## management team compensation

We understand that an appropriately motivated management team is essential to the success of the investments of our private equity clients. In virtually every transaction, we structure, draft, and negotiate the management compensation package, a critical component of which is often a stock-based incentive, and the attendant rights and restrictions (including noncompetition) that apply to the management team member and/or their equity investment in the deal.

## fund formation

We play a key role in all phases of the fund formation process, including negotiating with lead limited partners, structuring equity and retention arrangements among fund principals, and harvesting and distributing gains to investors. We work actively in both domestic and offshore fund formations. We regularly counsel fund sponsors in structuring funds to comply with the special tax and regulatory concerns of foreign investors, ERISA fiduciaries, pension funds, college endowments and other tax-exempt organizations, bank holding company affiliates, insurance companies, and other regulated investors.

We also structure "upper tier" equity and retention arrangements for fund principals. While handling structuring and compliance issues, our fund formation lawyers draw upon the knowledge and skills of our Investment Management Practice, a team that includes leading practitioners listed in *Chambers USA* in the area of investment company and investment advisor regulations.

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