Morgan Lewis

M&A ACADEMY
CARVE-OUT TRANSACTIONS

Robert W. Dickey
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Financial Statements

- Timing
- Expenses
- Personnel
- Conditions
Real Property

- Leased versus Owned
- Shared Costs and Space
- Confidentiality Concerns
- Zoning Considerations
- Access Matters
Commercial Contracts

• Restructuring the Contractual Arrangement
• Purchasing Minimums and Maximums
• Pricing
• Term
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- Licensing versus Sale
- Trademarks and Trade Names
- Employee Know-How
- Electronic Data, Records and Access
Employee Matters

- Identification of Employees
- Retention Arrangements
- Benefit Plan Issues
- Identification of Costs
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- Tax Classification of Seller
- Sales of Multiple Entities
- Seller Tax Attributes
- Sales at a Loss
Transition Services

- IT Support
- Accounting Services
- Payroll and Other Human Resources Services
- Insurance Administration
- Litigation Support
- Shared Facilities
- Shared Benefits Plans
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With US and global experience in mergers and acquisitions, Robert W. Dickey helps both public and private companies close domestic and cross-border deals. He also advises clients on issues that arise in joint ventures, strategic alliances, and investment transactions. Although he focuses his practice on representing media industry companies, Rob also counsels strategic and financial clients in many economic sectors.
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