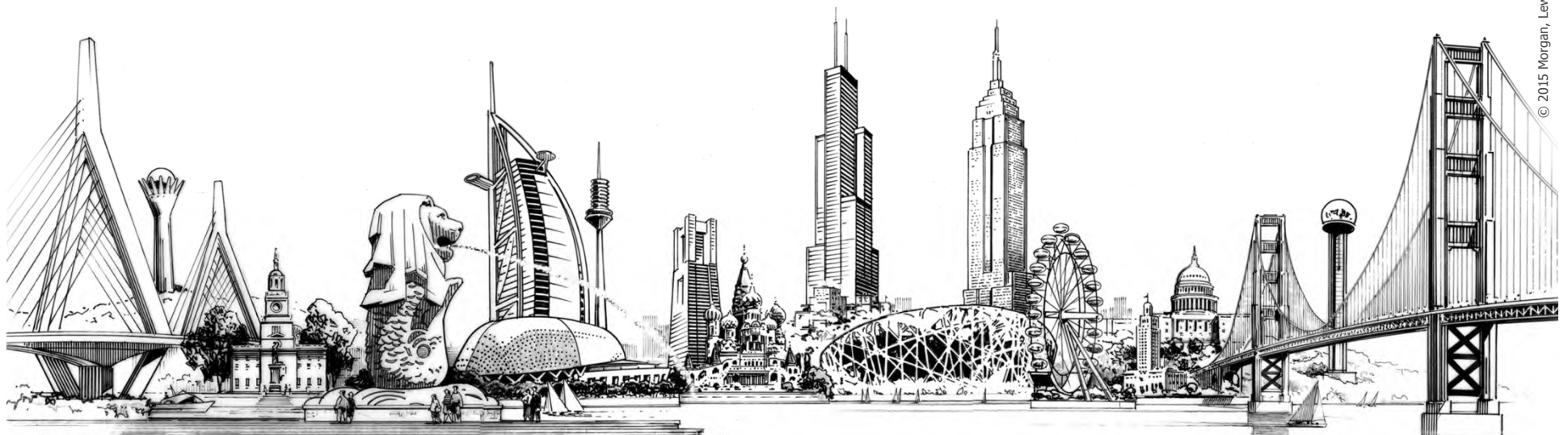


Morgan Lewis

M&A ACADEMY CARVE-OUT TRANSACTIONS

Robert W. Dickey

February 23, 2016



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

Intellectual Property and Information Technology

- 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

Tax

- 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

Biography



Robert W. Dickey

New York, New York

T +1.212.309.6687

F +1.212-309-6001

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.

Our Global Reach

Africa
Asia Pacific
Europe
Latin America
Middle East
North America

Our Locations

Almaty
Astana
Beijing
Boston
Brussels
Chicago
Dallas
Dubai
Frankfurt
Hartford
Houston
London
Los Angeles
Miami
Moscow
New York
Orange County
Paris
Philadelphia
Pittsburgh
Princeton
San Francisco
Santa Monica
Silicon Valley
Singapore
Tokyo
Washington, DC
Wilmington



Morgan Lewis

THANK YOU

This material is provided for your convenience and does not constitute legal advice or create an attorney-client relationship. Prior results do not guarantee similar outcomes. Links provided from outside sources are subject to expiration or change. Attorney Advertising.

© 2015 Morgan, Lewis & Bockius LLP

Morgan Lewis