

Mergers & Acquisitions



REPRESENTATIVE EXPERIENCE

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Members of Ulmer & Berne's M&A practice group have been involved in a variety of matters, including:

General M&A Related Transactions

Represented defense contractor in acquisition of California engineering and product development firm.

Represented national paging provider in asset acquisition of regional provider.

Represented Emergency Medicine Physicians, an emergency medical service provider, in connection with acquisition of Chicago-based medical providers.

Represented AREVA T&D in connection with its acquisition of a nationwide service provider in the U.S. power transformer industry.

Represented IMG Worldwide, Inc. in connection with joint ventures with national t.v. personality.

Represented IMG Worldwide, Inc. in connection with joint venture for an on-line, interactive fashion video game.

Represented national electronic and precision equipment repair and maintenance company and affiliates in the sale of the company.

Represented The K&D Group, Inc. in the acquisition of 668 Euclid Avenue, including related redevelopment financing (including New Markets Tax Credits, Historic Tax Credits, tax increment financing and construction financing).

Represented The Miami Corporation, a distributor of automotive and marine interior and exterior trim products, in its acquisition of the assets of a regional fabric company.

Represented automotive supplier in its acquisition of a minority interest in a manufacturer of interior and exterior injection molded products.

Represented buyer in acquisition of school uniform supplier.

Represented Hunter Defense Technologies, a portfolio company of Metalmark Capital and a provider of homeland security products, in its acquisition of New World Associates, an engineering and product development firm.

Represented IMG Worldwide, Inc. in connection with the sale of IMG Models Men's Division.



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Represented a Canadian private equity group as Ohio counsel in their acquisition of Boykin Lodging Co. (a hotel REIT) as part of a going-private transaction and related financing.

Represented a private equity group in the acquisition of a public national franchise company in a going-private transaction and related financing.

Represented the sponsor group in a going private transaction for a real estate investment trust (REIT).

Represented IMG Worldwide in connection with the acquisition of the Formula Drift racing series.

Represented American Greetings in connection with the disposition of two divisions.

Represented Park-Ohio Industries in connection with its acquisition of a die casting business.

Represented several Yum! Brands, Inc. companies in various transfers of company-owned quick-service restaurant units to franchisees.

Represented a private equity fund in the divestiture of a California-based software company.

Represented WellCorp, Inc. in the sale of the company to Nationwide Better Health, Inc., a subsidiary of Nationwide Mutual Insurance Company.

Represented a manufacturer of pressure-sensitive film label stock and a custom label manufacturer in their strategic acquisitions by 3M Co. as part of a tax-free reorganization.

Represented Nylonge Corporation, a manufacturer of sponges, in the sale of the company to 3M Company.

Represented the selling shareholders of the seventh largest US residential real estate brokerage company in the sale to a publicly held buyer as part of a tax-free reorganization.

Represented the shareholders of The Flood Co. in the sale of the company and its foreign subsidiaries to Akzo Nobel NV, the largest coatings company in the world.

Acted as local counsel to a major steel manufacturing company and its private equity owners in the acquisition of several public and private steel manufacturing companies in Ohio.

Represented foreign-based (Belgium and UK) owners of a combustion engineering services business with operations in Ohio and Europe in connection with the sale of the business.



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Represented a publicly traded (NYSE) retail pharmacy company in restructuring and various acquisitions, including the acquisition of mail-order prescription supplier.

Represented a US-based public company in the formation of a domestic joint venture with several European parties to develop and commercially exploit a technology to convert plastic wastes into usable products.

Represented an Ohio-based holding company and its related companies in the acquisition of the largest commercial door, frame and architectural hardware distributor in the United States.

Represented Emergency Medicine Physicians, Ltd., and its affiliate, Hospitalists Management Group, Ltd., a provider of physician hospitalist groups to hospitals around the nation, in the sale of the affiliate to an entity owned and controlled by Waud Capital Partners, a private equity investment firm.

Represented the manufacturer of hydraulic and pneumatic coupling devices to a publicly traded company.

Represented a national developer, marketer and distributor of calendars, stationary and gift products in the sale of its business.

Represented Key Principal Partners in the acquisition of Anomatic Corporation, Inc, the leading provider of high-volume anodized aluminum packaging components and a provider of custom decorative assemblies to the leading global packaging companies in the cosmetic industry.

Represented a Chicago-based private equity group in connection with the acquisition of Country Pure Foods, Inc., one of the largest independent juice packing companies in the US, serving the foodservice, retail and co-pack industries.

Represented a Cincinnati-based private equity group in the sale of a manufacturer and distributor of household and consumer cleaning and care products to a strategic buyer.

Represented a Cleveland-based private equity firm in the acquisition of a manufacturer and distributor of office storage equipment and supplies.

Represented a private equity fund in sale of five powder coating plants in North America.

Represented a private equity group in the acquisition of a motorcycle manufacturing company.



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Represented a private equity fund in the acquisition of the operator of a district heating and cooling system.

Represented a colorant manufacturer in the strategic acquisition of one of the largest competitors in the industry and related financing.

Represented a Connecticut-based holding and management company in its acquisition of a controlling interest in a Cincinnati-based leading distributor of commercial doors and hardware. The transaction involved subsidiaries located in Illinois, Indiana, Kansas, Ohio and West Virginia.

Represented Cutanogen Corporation, a developer of tissue-engineered skin substitutes, in a sale of the company to Cambrex Bio Science Walkersville, Inc.

Represented S.S. Kemp & Co., a wholesaler distributor of commercial food service equipment, in the sale of the company to TriMark USA, Inc., a portfolio company of Audax Management Company, LLC.

Represented one of Northeast Ohio's largest real estate brokerage firms in its sale to a national real estate brokerage franchise in a management-led buyout.

Represented one of the nation's leading online sources for public records data in its strategic acquisition by an affiliate of the insurance industry's leading supplier of statistical data.

Represented holding company in the acquisition of a controlling interest in a wireless internet service provider.

Represented a large lubricants and fuel distributor in roll-up transaction.

Successfully completed a limited partnership roll-up via an exchange offer resulting in the creation of a holding company for a chain of restaurants.

Represented a regional real estate brokerage firm in connection with a national franchise roll-up.

Represented a Cleveland-based insurance risk management and financial services firm that is also one of Ohio's largest employee-owned companies, in its acquisition of an insurance, brokerage and risk management agency specializing in the courier and logistics industry.

Represented City Holdings, Inc. in the sale of its credit card receivables to a national credit card issuer and processing company.



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Represented City Holdings, Inc. in the sale of its merchant credit card operation to an international merchant card business.

Represented Carnegie Insurance Services in the sale of its insurance premium finance company.

Represented an SEC-registered broker/dealer in sale of business.

Represented an SEC-registered investment adviser in sale of business.

Represented a privately held, Cleveland-based investment management firm in its strategic acquisition by a nationwide provider of wealth management services.

Represented Commerce Exchange Bank in the sale of the bank through a reverse merger.

Represented a St. Louis-based mortgage banking firm in its purchase of a Columbus, Ohio mortgage firm with seven branch offices in five markets.

Represented a national IRA custodial company in the sale of its IRA business to a private trust company.

Represented a multi-national conglomerate in sale of subsidiaries located in Rhode Island, Georgia, England and Singapore.

Represented a leading international provider of parts and services to the beverage bottling industry in its strategic acquisition by a subsidiary of a leading Japanese trading company.

Represented subsidiary of a German corporation in connection with the acquisition of a steel coil manufacturer.

Represented a joint venture in the strategic acquisition of a Chinese import business and related debt and equity financing.

Represented EMP Holdings, LTD., an Ohio-based emergency medical service provider, in the acquisition of EMSource, LLC, a California-based emergency medical service provider.

Represented a Cleveland-based supplier of surgical instruments and implants in the sale of the surgical instruments division to J. Jamner Surgical Instruments, a division of Integra Life Sciences Corporation.

Represented a Columbus-based diagnostic provider in the sale of their Columbus women's health clinic.



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Represented RSB Spine LLC in a divestiture of product line between the company and Integra Life Sciences, Inc.

Represented RSB Spine LLC in a divestiture of product line between the company and NuVasive, Inc.

Acted as special counsel to a St. Louis-based ski resort operator in its acquisition of two of Northeast Ohio's ski resorts and related financing.

Represented purchaser in an asset purchase of a minor league baseball team.

Represented manufacturer of food stocks and sauces in sale of plant and assets to large integrated food company.

Represented the purchaser in the acquisition of the assets of one of region's largest limousine and ground transportation companies.

Represented a Cleveland-based developer and provider of online educational platforms and courses for industrial applications in its spin-off from a Cleveland-based machine tooling manufacturer.

Represented a company in the acquisition of multiple product lines and divisions being spun-off as part of the corporate reorganization of a Cleveland-based public company.

Represented an Ohio-based holding company and its related companies in the acquisition of two separately owned Florida commercial door, frame and architectural hardware distributors.

Represented a manufacturer, seller, and servicer of electric motor coils and traction motors in the sale of the company.

Represented Proto-Circuit, Inc., a manufacturer of printed circuit boards for military and commercial use, and Trumauga Properties, Ltd., in an equity interest purchase transaction with Coretec USA, Inc., a wholly-owned subsidiary of Coretec, Inc., a Canadian manufacturer of printed circuit boards.

Represented an Ohio-based petroleum distributor in the sale of its night fueling business to a Wisconsin petroleum distribution company.

Represented a mulch colorant company in its acquisition of a carbon black manufacturer.



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Distressed M&A Transactions

Represented seller in Section 363 sale of approximately 700 properties of convenience store chain.

Represented seller in Section 363 sale of assets of a private-label hair and beauty products manufacturer.

Represented seller in Section 363 sale of assets of accounts receivable management services companies.

Assisted with the disposition of business assets of a mid-Ohio company through Section 363 sales.

Represented seller in the sale of client's surgical instrument division to a Philadelphia-based publicly traded surgical instrument manufacturer and distributor.

Represented buyer in the acquisition of a Cleveland-based printing company.

Assisted seller in Section 363 sale of approximately 700 properties of convenience store chain.

Represented seller in Section 363 sale of 80 stores of automotive service company.

Represented Receiver as seller of the assets of an Ohio-based aluminum manufacturing and processing company.

Represented publicly traded (Nasdaq) telecommunications company in various acquisitions of wireless and wireline telecommunications companies, including \$2.3 billion acquisition of cellular telephone company.

Represented Receiver as seller of the assets of an Ohio-based manufacturing and welding company.

Represented seller in Section 363 sale of assets of a Tier 1 automotive parts manufacturer.



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Represented one of Ohio's fastest growing waste disposal companies in several strategic acquisitions.

Represented seller in Section 363 sale of assets of a private-label hair and beauty products manufacturer.

Represented secured lender in the divestiture of foundries located in Ohio, Oklahoma, Texas, Indiana and New York.

Represented seller in Section 363 sale of assets of accounts receivable management services companies.

Represented Receiver as seller of an Ohio-based company specializing in the production and repair of railroad track and machinery.

Represented Debtor in bankruptcy case involving the liquidation of a home health company.



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