

# REPRESENTATIVE TRANSACTIONS

## Mergers & Acquisitions

- Retained as national acquisition counsel for a North American telecommunications infrastructure provider for a \$150 million annual program for the roll-up and acquisition of wireless tower and rooftop assets.
- Retained by a multinational chemical producer as “outsourced” general counsel. In that role, we currently are working on a dual track IPO/auction sale process spearheaded by the company’s private equity and industry sponsors, with a value expected to be in the multi-billions of dollars.
- Represented a publicly-traded telecommunications company that owns and operates shared wireless infrastructure in a \$145 million acquisition, via merger, of a company that constructed, owned and operated distributed antenna systems (DAS).
- Served as counsel for the buyer in a \$150 million acquisition via reverse triangular merger of a multi-state residential and commercial provider of retail electricity and natural gas. Transaction involved Hart-Scott-Rodino filing, procurement of federal and state regulatory consents, negotiation of early termination of existing finance agreements and complex working capital and post-closing escrow/indemnity arrangements.
- Served as counsel for the buyer in a \$100 million asset acquisition of nationwide residential home services (e.g., electrical, roofing, plumbing, HVAC) franchisor. Franchisor’s operations included more than 4,500 franchises, affiliated operations and company-owned stores, all of which required due diligence review.
- Represented a large commodity chemical producer in the creation of a North American/European multi-party joint venture. Transaction included negotiation of complex joint venture agreements, as well as service agreements with the joint venture partners for plant and administrative services for operation of the facilities.
- Represented a Fortune 100 company in its purchase of a 35% interest in a company with a related product. The transaction involved negotiating the terms of purchase, as well as significant modifications to the acquired company’s governance documents for the purpose of creating supermajority and veto rights, rights of first purchase, tagalong rights and various operating covenants to afford protection to our client’s minority ownership position.
- Retained by a large private equity company to represent it with respect to a large acquisition in Puerto Rico. This \$165 million transaction involved the acquisition of physical assets and real estate interests and dealing with environmental and regulatory issues, and assisting with many post-closing undertakings and asset integration issues.
- Represented a diversified energy company in the \$750 million divestiture of 100% of the stock of an entity that owns and operates a midstream natural gas pipeline system. The target company was jointly owned by our client and another energy company. The transaction involved a bid process.
- Served as counsel in a corporate restructuring/financing transaction involving a multinational chemical producer’s U.S. and foreign subsidiaries. Transaction involved the spin-off of a business unit, requiring restructuring of entities worldwide, including approximately \$260 million in stand-alone financing for the spun-off unit.
- Represented a publicly-traded, diversified energy company in the divestiture of certain coal reserve assets to a financial buyer. The assets were located in Western Canada. The total value of the divestiture was \$105 million.



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- Retained by an industrial distributor and materials management company to represent it with respect to a stock sale valued at approximately \$100 million.
- Represented the owners of a domestic sulfuric acid production and regeneration company in the \$145 million sale of the company's stock to a Canadian income trust. Also represented the company in the various acquisitions of sulfuric acid production/regeneration plants from public and private companies.
- Served as counsel to the buyer in the acquisition by a U.S. public company client of a telecommunications testing entity with European presence, including establishing corporate entities in Germany, Slovakia, United Kingdom, Romania, and Belgium.
- Represented the owners of a lime-making kiln in the \$110 million sale of the company's stock to a domestic lime producer. Also represented the company in the acquisition of the lime plant, which was the result of an FTC-mandated divestiture in connection with the merger of the seller with one of its competitors.
- Represented shareholders in the \$40 million stock sale of a wholesale building supplies company (including reorganization of its real estate holdings into a separate lessor entity).
- Represented a private commercial and retail fuel and transportation company with the roll-up of numerous, similarly situated companies in multiple multi-million dollar agreements of the seller's commercial and retail c-store assets.
- Represented a public company's \$20 million asset acquisition of an Internet and live auction company specializing in vehicle and heavy equipment auctions. Transaction involved structuring a base purchase price, earn-out provisions and technology transfer involving the marketplace platform employed by the seller.
- Represented the purchaser in a \$5.25 million acquisition of assets from a bankrupt manufacturer of warehouse storage units. Transaction involved competitive offers for the purchase of the secured debt, assumption and assignment of executory contracts and leases, dealing with a Chapter 7 Trustee and Bankruptcy Code Section 363 bidding and sale procedures.
- Represented the lender in a \$9.6 million sale under Article 9 of the UCC of the assets associated with a manufactured home business. Transaction involved identifying and notifying all appropriate creditors, deeds in lieu of foreclosure, the purchase and sale by the secured lender of non-Article 9 assets in exchange for forgiveness of a portion of the deficiency, successor liability issues and seller financing secured by equipment and real estate.
- Represented the lender in connection with the restructuring of a \$21.5 million credit facility secured by mixed use real estate development. Transaction involved the implementation of an A/B Note structure, in accordance with guidance provided by bank regulatory agencies, amending and restating the loan agreement, notes, mortgages and other loan documents, as well as terminating various interest rate swap transactions.
- Represented the lender in connection with a \$3.8 million credit facility to a chain of out-patient vein treatment clinics. Transaction involved a revolving credit working capital facility and a multiple, delayed-draw term loan facility for the purchase of equipment.



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- Represented the purchaser in a \$6.9 million acquisition of assets associated with a harness racing and casino opportunity. Transaction involved competitive bidding in a Bankruptcy Code Section 363 sale, multiple levels of equity investment and competing proposals for secured financing.
- Represented the borrower/issuer in a \$50 million, multi-tiered, equity and debt financing transaction involving the acquisition of chemical plants. The financing included senior secured term loans, subordinated notes, warrants and preferred and common equity financing.



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