

# OUR PRACTICE

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## Mergers and Acquisitions

**When the time is right to grow your business through a corporate combination, or to sell your business, you need legal advisors that you trust – someone who knows you, your business and your industry.**

**Collaboration is key.** The lawyers on Baker Donelson's mergers and acquisitions team work strategically both with companies new to mergers and acquisitions and with those experienced in doing deals. Our focus is always on nurturing collaboration with clients – understanding how you define success and working with you to achieve it through transactions which build or capture the value of your company.

We have advised clients in a wide variety of industries and sectors, and we bring that industry and sector knowledge to each transaction. In addition, we work hard to understand your position in your industry, the competitive pressures you face and what a successful transaction will look like for your company and your owners.

**Nationwide and cross-border capabilities.** Our team of more than 100 M&A lawyers advise clients on deals throughout the United States and globally.

**All types of transactions.** We advise publicly traded and privately held buyers and sellers on all types of transactions, including stock and asset acquisitions, ESG corporate transactions and due diligence, ESG sale preparation, mergers, going-private transactions, corporate spin-offs and joint ventures.

**Strategic counsel.** We recognize that many transactions require legal experience in a variety of areas as well as deep industry knowledge. Our lawyers have both. We have represented clients from a wide range of industries including technology, hospitality, franchising, financial services, energy, manufacturing, drug/biomedical, retail, aviation, gaming and transportation. We form teams of lawyers with all of the knowledge a deal requires, including knowledge of state and federal corporate law, tax, ERISA, securities law, labor and employment, ESG issues, environmental and intellectual property.

### Case Studies

*Results may vary depending on your particular facts and legal circumstances.*

- **STR, Inc. - Sale**
- **REIT Cash Out Merger - Merger**
- **Medical Properties Trust, Inc. - Acquisition**
- **Griffin Capital Essential Asset REIT, Inc. - Merger**

### Representative Matters

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- Represented Medical Properties Trust, Inc. in acquisition of real estate interests of nine acute care hospitals operated by Steward Health Care System LLC (Steward). The \$1.25 billion total value of the transactions included a \$1.2 billion investment in hospital real estate and a \$50 million equity investment in Steward.
- Represented Direct General Corporation in its acquisition by National General Holdings Corp., valued at approximately \$165 million.
- Represented an HIT payments company in its sale to a strategic acquirer.

- Represented an HIT company in its expansion to the UK.
- Lead counsel to an American company in the acquisition of a technology company based in the United Kingdom, valued in excess of \$100 million.
- Represented a closely-held software company in connection with its merger into a subsidiary of a private equity fund, with the stockholders of the software company receiving cash consideration of approximately \$140 million.
- Advised the board of a technology business on its \$76 million merger transaction with a private equity buyer, including management rollover.
- Provided counsel to a seller in the mineral industry in its \$60 million sale to a strategic buyer.
- Represented a company in the behavioral health care industry in acquisitions of multiple inpatient and outpatient facilities in multiple jurisdictions.
- Represented a wholly owned subsidiary of a publicly traded corporation in connection with the acquisition of various metals recycling facilities throughout the Southeast, with the aggregate purchase price exceeding \$32 million.
- Represented a publicly traded metals recycling company in connection with various acquisitions and other operational matters.
- \$6.5 million merger of radiology companies.
- Represented seller in \$33 million sale of registered investment advisor practice.
- Asset purchase, stock purchase and merger transactions ranging in value from \$1 million to \$25 million in industries including waste management, engineering, transportation and insurance.
- Represented acquiring E&P Company in \$100 million plus asset acquisition of E&P Company.
- Represented a leading website development company for automobile dealers in its sale to a publicly traded purchaser.
- Conducted due diligence related to an IPO for a pharmaceutical company, on pharmacy benefit management company agreements and on the sale of a pharmaceutical product from one pharmaceutical company to another.
- Representation of oil and gas company in \$100 million credit facility.
- Represented a NYSE-listed health care services company in its divestiture of multiple hospitals and related physician practices.
- Represented a NASDAQ-listed bank holding company in an approximately \$300 million merger.
- Represented a NYSE-listed health care REIT in a \$760 million merger.
- Served as counsel for a NASDAQ-listed health care product distribution company in a \$2.1 billion merger.
- Negotiated and drafted real estate joint ventures for hotel, office and multi-family properties, including historic and new market tax credit financings.
- Represented sellers in a transaction valued at more than \$200 million involving five quarries and related operations in the Southeastern United States.
- Represented a medical device manufacturer in connection with its \$200 million sale to a private equity buyer, which included a material equity rollover.
- Represented a client in the sale of its nationwide solar asset management company, which was valued at \$26 million and provided solar power system operations and maintenance services, to a private equity company.
- Represented a seller in the sale of 10 franchise retail food service locations and a related real estate portfolio for approximately \$25 million.