



MERGERS, ACQUISITIONS & STRATEGIC ALLIANCES

In our experience in business transactions, one plus one rarely, if ever, equals two. Business combinations are generally about leveraging opportunities--combining the strengths and exploiting the synergies of the seller and buyer to create a combination that is greater than the sum of the parts. We understand that there are significant risk/reward elements faced by every buyer and seller in a transaction. A transaction's opportunities as well as its liabilities and risks must be identified and addressed or the results will suffer—one plus one could fall short of two, or even worse. When transactions are properly planned and executed, both the buyer and the seller reap the rewards. When transactions are ill advised or poorly executed, the acquired entities can create a significant drag on otherwise healthy buyers, while sellers can easily find themselves unduly exposed on representations, warranties and indemnities. In every facet of our engagement, we strive to help our clients meet their business objectives while carefully assessing and managing the risks.

WHO WE ARE

With literally hundreds of years of collective experience, the members of our Mergers, Acquisitions and Strategic Alliances practice group still take great pride in approaching each transaction with an innovative, fresh look. We are creative problem-solvers, drawing on our deep experience, today's best practices and current technology. In addition to team members who focus their law practice on shaping and negotiating business transactions, our firm's experts in allied specialty areas are an integral part of our practice group. Their specialized transaction experience in employee benefits, environmental matters, intellectual property, labor and employment, real estate and tax issues contribute greatly to the due diligence, deal-structuring and document-negotiation phases of each transaction.

The lawyers comprising our practice group are routinely recognized as preeminent practitioners. Of the thirteen members of our practice group who have practiced for ten or more years, all thirteen have been included in Virginia Business Magazine's "Legal Elite" and/or have been named in "Best Lawyers in America." In addition, a number of our group's junior members have been identified as "Virginia Rising Stars" by Virginia Super Lawyers.

WHAT WE DO

Whether a straight-forward asset sale or a complex public company merger, we have the right blend of experience and resources to manage a transaction professionally and efficiently with an emphasis on adding value. We routinely partner with a client's investment banking firm and accountants in managing all aspects of the transaction. We are experienced in every aspect of negotiating and documenting all forms of transactions, including mergers, acquisitions, leveraged buyouts, divestitures, joint ventures, strategic alliances, hostile takeovers and freeze-out mergers. When representing buyers, we are routinely engaged to assist with structuring and negotiating the capital structures, credit facilities (senior, junior, mezzanine, etc.) and private equity investments necessary to finance the transaction.

OUR TRACK RECORD

We represent a diverse group of both publicly and privately held companies in a variety of industries and businesses, including both national and international market leaders. Whether representing manufacturers, distributors, service providers, technology-based companies or financial buyers, we have the right blend of experience and expertise to assist our clients in obtaining a successful business outcome. We are proud to serve as transaction counsel to clients with whom we have maintained long-standing relationships. We also routinely receive referrals from accounting firms, investment banking firms and other law firms based on our experience, reputation and results. Since 2005, Kaufman & Canoles has been listed as a Go-To Law Firm for Corporate Transactions/M&A in Corporate Counsel's annual edition of In-House Legal Departments at the Top 500 Companies.