

HUSCH BLACKWELL

Mergers & Acquisitions

Our Mergers & Acquisitions attorneys advise clients in structuring, negotiating and completing domestic and international acquisitions and divestitures. We represent bidders, targets, public and private operating companies, boards of directors, committees of independent directors, private equity firms and management buy-out groups in transactions ranging in size from several million dollars to several billion dollars. We have managed and executed billions of dollars of merger and acquisition transactions for NYSE and NASDAQ listed companies. We also serve as regional transaction counsel, working closely with national law firms to complete noteworthy transactions.

Understanding that each acquisition or divestiture is unique, we begin each assignment by working with clients to develop and implement strategies designed to achieve client objectives. As we move from initial evaluation through due diligence and negotiation to closing and integration, we deliver solutions to the challenges that inevitably arise to achieve clients' goals.

Expertise

Our practice experience includes a full range of transactions, including:

- Asset purchases
- Auctions
- Exchange offers
- Going private transactions
- Hostile takeovers
- Joint ventures
- Leveraged buy-outs
- Stock purchases
- Mergers
- Minority investments
- Proxy battles
- Restructurings and recapitalizations
- Sales of controlling interests
- Subsidiary spinoffs

We work with boards of directors and board committees to see that fiduciary duties are observed. We also have significant experience representing clients in control contests, including both unsolicited takeover proposals and activist proxy contests. We provide analysis and advice regarding implementation or removal of various takeover defense provisions, including shareholder rights plans, staggered board of directors, super majority vote requirements and the like.

Our Mergers & Acquisitions attorneys work closely with partners in other practice disciplines to identify, quantify and manage potential liabilities in the following areas:

- Federal and state tax
- Intellectual property
- ERISA and employee benefits
- Labor and employment
- Lending and creditor's rights
- Environmental
- Securities
- Regulatory and compliance
- Real estate

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Representative Merger & Acquisition Transactions

Listed below are a number of transactions that are representative of our mergers and acquisitions practice:

- \$2.3 billion merger of Applebee's International with IHOP Corp.*
- \$1.4 billion recapitalization and development joint venture for John Q. Hammons, including going private merger with John Q. Hammons Hotels, Inc.*
- \$1.3 billion merger of Illuminet Holdings with VeriSign*
- \$1.2 billion merger of American Italian Pasta Company with Ralcorp Holdings, Inc.*
- \$610 million acquisition of assets and subsidiaries from Georgia-Pacific Corporation by Koch Cellulose, LLC (commercial deal counsel)
- \$455 million membership interest purchase agreement of National Beef Packing Company by JBS Swift and \$560 million refinanced debt
- \$333 million sale of Minnesota natural gas utility operations by Aquila, Inc.*
- \$315 million sale of Michigan natural gas utility operations by Aquila, Inc.*
- \$311 million acquisition of three hospital system in the Midwest
- \$292 million sale of Kansas electric utility operations by Aquila, Inc.*
- \$280 million acquisition by H&R Block of its largest franchisee with operations in Texas, Oklahoma and Arkansas*
- \$257 million sale of 12 independent power projects by Aquila Merchant Services, Inc.*
- \$178 million acquisition by West Corporation of Worldwide Asset Management*
- \$169 million merger of Green Plains Renewable Energy, Inc. with Global Ethanol*
- \$140 million acquisition of assets and mortgage loan portfolio from Oak Street Mortgage LLC by NovaStar Mortgage, Inc.*
- \$140 million sale of Sierra Pacific Power Company's California electric distribution and generation assets to California Pacific Electric Company
- \$115 million sale of merchant power plant by NRG Energy, Inc.
- \$110 million sale of Americast Technologies, Inc.
- \$110 million sale of Collins Industries, Inc.*
- \$100 million going private transaction of Morton Industrial Group, Inc.*
- \$100 million merger of Industrial Tooling and Fabrication, LLC and Metal Tooling Holdings, Inc. into Detroit Tool Metal Products Co.
- \$102 million sale of Missouri gas utility operations by Aquila, Inc.*

*Involved a public company

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Representative Clients

- A.G. Edwards & Sons, Inc.
- Arkansas Electric Cooperative Corporation
- Associated Wholesale Grocers, Inc.
- B-12 Capital Partners
- Barclays Private Equity
- Bass Pro Shops
- Beech-Nut Nutrition Corporation
- Black and Veatch
- Bradken, Inc.
- Build-A-Bear Workshop, Inc.
- Bunzl Distribution USA, Inc.
- C3 Capital, LLC
- Chevron Corporation
- Children Mercy Hospitals & Clinics
- Commerce Bank, N.A.
- ConAgra Foods Inc.
- ConocoPhillips
- Emerson Electric Co.
- Empire Fire and Marine Insurance Company
- ExxonMobil Corporation
- Five Elms Equity Fund I, L.P.
- Florida Power & Light Company
- Gallup, Inc.
- Georgia-Pacific LLC
- Government Properties Trust, Inc.
- Green Plains Renewable Energy
- H&R Block
- Inergy, L.P.
- InvestAmerica Venture Group Inc.
- John Q. Hammons Hotels
- John Q. Hammons Trust
- Kansas City Power & Light Co.
- Kansas Venture Capital, Inc.
- Koch Industries, Inc.
- Laird Technologies, Inc.
- Leggett & Platt, Incorporated
- Lester E. Cox Medical Centers, Inc.
- Monmouth Real Estate Investment Corporation
- Monsanto Company
- National Renewable Energy Investment Fund, Inc.
- Novelis Inc.
- O'Reilly Automotive, Inc.
- Peabody Energy Corporation
- Premier Golf Management, Inc.
- Purcell Tire & Rubber Co.
- Raytheon Aircraft Company
- Royal Bank of Scotland
- Saint Luke's Health System, Inc.
- Silgan Plastics Corporation
- Sprint/Nextel Corporation
- Stifel, Nicolaus & Co., Inc.
- Sunoco, Inc.
- The Wooten Company
- ThyssenKrupp Access
- Tortoise Capital Advisors, L.L.C.
- Tortoise Energy Funds
- Tracker Marine Group
- Tyr Energy, Inc.
- Waddell & Reed Financial, Inc.
- Wal-Mart Stores, Inc.
- West Corporation
- YRC Worldwide, Inc.