

MERGERS & ACQUISITIONS



When contemplating game-changing strategic transactions, businesses routinely seek out Husch Blackwell to structure, negotiate, and close their deals. Our law firm's mergers and acquisitions attorneys work as an integrated team across the full spectrum of practice areas involved in strategic M&A transactions. We are dedicated to achieving clients' goals and delivering creative solutions.

Our mergers and acquisitions team represents buyers, sellers, public and private operating companies, private equity firms, and other financial sponsors, boards of directors, special committees, and management buyout groups in transactions in the United States and internationally. Our M&A attorneys deliver solutions throughout the transaction life cycle, from strategic evaluation and due diligence through closing and integration.

Our mergers and acquisitions expertise includes providing guidance to clients on:

Asset and equity purchases	Mergers
Auctions	Minority investments
Corporate carve-outs	Poison pill and merger defense
Crossborder transactions	Proxy battles
Exchange offers	Restructurings and recapitalizations

“Working with the Husch Blackwell team on a wide range of legal issues has consistently exceeded my expectations. I would sum up their services as knowledgeable, thorough, direct and, best of all, easy to manage.”

— Gear Fisher,
Former CEO,
Peakware —

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Fiduciary duty and disclosure issues	Roll-up transactions
Going private transactions	Sales of controlling interests
Hostile takeovers	Strategic alliances
Joint ventures	Subsidiary spinoffs
Leverage buyouts	

Representative Experience

Represented Northern Genesis Acquisition Corp., a special-purpose acquisition corporation (SPAC), in a cross-border business combination with Canada-based Lion Electric Co., a manufacturer of electric trucks and buses, in a transaction resulting in a \$1.9 billion public company.

Represent UpHealth, Inc. in a SPAC-led merger with Cloudbreak Health, LLC, a leading unified telemedicine and video medical interpretation solutions provider, that created a digital health company valued at \$1.35 billion.

Represented family-owned Environmental Dynamics International as seller's counsel in a leveraged buyout transaction with Nexom, via financial sponsors Kohlberg Kravis Roberts and XPV Water Partners.

Represented The Empire District Electric Company and its parent Liberty Utilities Co., as buyer, in the multi-step purchase, from a joint venture between Tenaska and Steelhead (an affiliate of Vestas) of the approximately 150-

MW Kings Point Wind project and the approximately 150-MW North Fork Ridge Wind project, each under construction in Missouri.

Represented Commerce Bancshares in the sale of its corporate trust business to UMB.

Served as lead outside counsel to Casey's General Stores in its \$580 million acquisition of Buchanan Energy, owner of Bucky's Convenience Stores.

Represented Clarke Energy USA, Inc. in its acquisition of Boston-based Co-Energy America for an undisclosed sum.

Represented data security company PKWARE in connection with sale to private equity firm Thompson Street Capital Partners.

Represented Associated Banc-Corp in the sale of the insurance business, Associated Benefits & Risk Consulting, to USI Insurance Services, LLC, for \$265.8 million.

Represented Honeywell in its acquisition of Rocky Research, Inc., a manufacturer of thermal management products.

Represented Dot Family Holdings in its complex purchase of Omni Cable Corp.

Represented CFB Venture Fund and B12 in the purchase of the assets of Bloom, Inc., a company engaged in the design, manufacturing, and sale of gears, winches, and similar products. We formed a new holding company (Entegra) to act as the parent company for this and future acquisitions for a platform in the industry.

Served as seller's counsel to Midwestern Propane Gas Co. in

its sale to Maryland-based ThompsonGas, one of the top 10 propane companies in the United States.

Represented Green Peak, a St. Louis-based thematically focused private equity firm, in the acquisition of Platin Creek Excavating, LLC. Green Peak utilized Platin as the centerpiece of its new infrastructure venture, GPCP Critical Infrastructure Platform, LLC.

Represented TricorBraun, a global packaging leader, in the acquisition of Price Container and Packaging and Packaging Solutions, Inc.

Represented Aimco in the \$59 million sale of a Virginia multi-family property.

Represented Lansing Trade Group, LLC, a leading handler of physical commodities, as lead M&A counsel in its \$305 million acquisition by The Andersons, Inc., the publicly traded, Ohio-based diversified agriculture and transportation company. The complex cash-and-stock deal involved the purchase by The Andersons, Inc. of the 67.5 percent of Lansing equity that it did not already own.

Served as M&A counsel to Algonquin Power & Utilities Corp. in its \$365 million acquisition of Ascendant Group Limited, the parent company of Bermuda Electric Light Company.

Represented Austin Energy, a public electric utility owned by the City of Austin, TX, as lead transaction counsel in connection with its agreement to purchase from Southern Power the Nacogdoches Generating Facility, a 115-MW, wood waste biomass-fueled power plant in East Texas for \$460

million.

Represented AMC Entertainment in its acquisition of Cinetopia, a luxury cinema chain founded in 2005 in Beaverton, OR.

Represented Wincove Private Holdings, LP in its acquisition of Fortbrand Services, LLC, a leading provider of maintenance and support equipment to the aviation industry. Our client led the recapitalization of this business in March 2017, partnering with existing management and a seasoned industry executive.

Represented Gateway Bobcat, LLC, a St. Louis-based dealership that sells and rents Bobcat and Doosan industrial equipment, in its sale via leveraged buyout to Brightstar Capital Partners LP and its new industrial dealership and services platform company, InfraServe US, LLC.

Represented TricorBraun, a global packaging leader, in acquisition of Pacific Bag, LLC, one of the largest independent U.S. distributors of flexible packaging. The company will combine Pacific Bag with its existing flexibles business, Taipak, to create TricorBraun Flex, a new business unit focused on flexible packaging.

Represented Safety National Casualty Corp., a leading specialty insurance and reinsurance provider, in its acquisition of Oklahoma-based Midlands Management Corporation, a managing general agent (MGA), wholesale broker, program administrator, and insurance services provider with a specialty in excess workers' compensation.

Represented Tech Canary, a provider of an integrated cloud-

based insurance CRM platforms, in the sale of all issued and outstanding stock to Applied Systems, Inc.

Served as independent counsel to the independent managers serving on the Board of Managers of Burlington Capital, LLC, in connection with the \$80 million sale of all of their interests in America First Capital Associates Limited Partnership Two to Greystone & Co., Inc. AFCA 2 is the general partner of America First Multifamily Investors, L.P., a publicly traded limited partnership.

Served as M&A counsel and antitrust counsel for Green Plains, Inc. in connection with the formation of a \$77 million joint venture to own and operate Green Plains Cattle Company with a group of investment funds that include AGR Partners and StepStone Group.

Assisted with transfer of more than 25 properties associated with M&A transaction for Fortune 500 company, coordinating local counsel in foreign jurisdictions. The divestiture helped the client focus on maximizing the strength of its global cross-border payments platform and financial network.

Represented solar energy company in the acquisition of a 180 MW solar project in Texas.

Represented CorEnergy in a transaction where CorEnergy acquired a controlling economic interest in Crimson Midstream Holdings and simultaneously internalized its management team and disposed of its principal offshore asset.

Represented Casey's General Stores, Inc. in a closed \$580 million stock purchase agreement, resulting in the acquisition of approximately 175 Bucky's Convenience Stores.

Represented Commerce Bancshares in the sale of their corporate trust business.

Assisted Lightshade Labs in the acquisition of Frosted Leaf, a dispensary in Denver, out of receivership for \$3.5 million.

Represented Nutritional Elements in the sale of the company to a publicly traded special purpose acquisition company (SPAC).

Advised private equity-owned OmniMax International in a multimillion dollar acquisition of Verde Industries Inc.

Represented biomedical research data management company in the sale of its business to a larger company, which allowed the client an opportunity to grow into a new market segment.

Represented client in the sale of its franchise fitness business. The selling shareholders of the client were doing a rollover into equity of the purchaser as part of the sale. The Husch Blackwell team negotiated the terms of the sale and rollover, including earnout and clawback provisions.

Guided National Storage Affiliates in its acquisition of two portfolios, one consisting of 14 properties in Texas for \$115 million and the other consisting of 36 properties located in 8 states for \$280 million. Moved from LOI to closing on both deals in less than three months.

Represented a self storage REIT in its acquisition of \$2.1 billion in properties over one year.

