

## Corporate and Securities

**Primary Practice Contact** Alexander Lourie

Barack Ferrazzano's Corporate and Securities Group represents public and privately held domestic and international companies, as well as investors and boards of directors, in a wide range of corporate and securities law matters. Our broad experience includes mergers, acquisitions and sales of businesses, domestic and international joint ventures, public and private securities offerings and underwritings, SEC filings and compliance matters, corporate governance and stockholder issues, takeover and anti-takeover counseling, leveraged buyouts, private equity, venture capital and corporate finance.

### Corporate Counseling

The Firm's Corporate and Securities Group has a reputation among U.S. and international business leaders for its highly experienced attorneys and its focused attention to each client's strategic needs. Our attorneys regularly provide legal and business advice to our clients and assist them with their day-to-day business requirements. We serve as general counsel to a variety of established and rapidly growing domestic companies and as lead U.S. counsel to a number of large international companies. We also represent entrepreneurs and individuals whose businesses have evolved during the course of our representation from emerging entrepreneurial companies to publicly traded companies with institutional followings.

### Mergers and Acquisitions

Mergers and acquisitions are among the focal areas of our practice. The Firm is regularly called upon to assist our regular private and publicly-held clients, as well as clients who retain us to act as special counsel on transactions requiring specialized expertise, with stock and asset acquisitions, mergers, spin-offs, divestitures, joint ventures and other strategic transactions. Our mergers and acquisitions expertise is unusually diverse and unique. Over the past several years, we have represented domestic and foreign buyers, sellers and financial intermediaries in diverse transactions involving clients in many different industries including financial institutions, luxury goods, retailing, manufacturing, automotive, wine and spirits, energy, and high technology.

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## Securities

The Firm maintains an active practice representing and counseling issuers of debt and equity securities, and also regularly represents underwriters and other parties in securities transactions. The Firm has handled numerous domestic and international offerings involving a wide range of debt, equity and hybrid securities. These offerings include initial and other public offerings by issuers, secondary offerings by stockholders, offerings relating to dividend reinvestment programs, exchanges of securities and employee benefit plans, and private placements. In addition, the Firm regularly assists its publicly-held clients with their periodic SEC reporting and disclosure requirements, including the requirements of the Sarbanes-Oxley Act.

In connection with securities transactions, the Firm participates in structuring transactions, drafts disclosure and selling documents, negotiates with or for underwriters, prepares applications to national exchanges, and provides general counseling for compliance with all applicable federal and state securities and corporate governance laws.

## Takeover and Anti-Takeover Counseling and Litigation

Barack Ferrazzano attorneys have also represented issuers, management and acquirors in a number of contested takeovers, tender offers, proxy fights and self-tender offers for debt and equity securities. Our services in connection with these engagements include participating in litigation and acquisition strategy, preparing anti-takeover defenses (such as stockholder rights plans), and assisting clients in complying with applicable tender offer and proxy regulations and state anti-takeover statutes.

## Our Team

Leveraging a combination of legal, regulatory and previous business experience, our attorneys are highly credentialed with many years of experience and strong business acumen. As a result, we are well known for crafting practical and creative solutions to difficult or unique complex corporate transactions. In addition, the Firm's flexible, streamlined structure promotes a level of efficiency and quality that makes Barack Ferrazzano especially valuable to some of the world's most successful companies.

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Members of our Corporate and Securities team include an adjunct professor of securities law at Northwestern University School of Law, an adjunct professor of finance at Northwestern University's Kellogg School of Management (teaching courses in mergers and acquisitions), a former chair of the Chicago Bar Association's corporate law committee, an attorney who played a role in major revisions to the Illinois Business Corporation Act as well as a number of attorneys who write and speak on a regular basis, both in the U.S. and abroad, on various corporate and securities law topics.

## Representative Matters

- **Accor S.A. Merger with Travel Entities**  
Represented Accor S.A. in its merger with the Business Travel Operations of Compagnie Internationale des Wagons-Lits et du Tourisme and Carlson Travel Group and Carlson Marketing Group.
- **Accor S.A. Sale of Carlson Wagonlit Travel**  
Represented Accor S.A. in its sale of Carlson Wagonlit Travel to the Carlson Companies and One Equity Partners in a deal valued at over \$250 million.
- **ACME Barrel Company Sale by Merger to Palex**  
Represented ACME Barrel Company in the sale by merger to Palex, a public company, for a total cash purchase price of approximately \$35 million.
- **AMEX Investment Management Company**  
Engaged as corporate counsel to AMEX investment management company.
- **Biotech "Reverse Merger" Transaction and Pre-Merger PIPE Financing**  
Represented a development stage biotech company in a going public "reverse merger" transaction, including a related pre-merger PIPE financing into the public company target.
- **Bliss Cosmetics Sale**  
Represented LVMH Moët Hennessy Louis Vuitton in its sale of its interest in Bliss to Starwood Hotels & Resorts.
- **Broker-Dealer**  
Counsel to FINRA-licensed broker-dealer engaged in structuring and raising non-listed REIT equity equivalents for listed REITs.

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- Cliquot S.A. Acquisition of Newton Vineyard  
Represented Cliquot S.A. in connection with its investment in Newton Vineyard.
- Data Transmission Network Sale to VS&A Communications Partners  
Represented Data Transmission Network Corporation in connection with the sale to VS&A Communications Partners by cash tender offer worth over \$300 million.
- Digital Garage Venture Investments  
Represented Digital Garage in its venture investments in Twitter, Technorati, and Etology.
- Ellison Technologies Acquisition of J&H Machine Tools  
Represented Ellison Technologies in its acquisition of J&H Machine Tools.
- Ethanol "Going Private" SEC Deregistration Transactions  
Represented numerous ethanol production companies in going private SEC deregistration transactions, including through reverse stock splits and reclassifications.
- Fendi Acquisition of Taramax SA  
Represented Fendi in its acquisition of a controlling interest in Taramax SA, its watch licensee, and entry into long term license agreement.
- First Analysis Venture Investments  
Represented First Analysis in its venture investments in GAPBusters, NitroSecurity, AdvancePath Academics and Learning Internet.
- First Busey Corporation and Main Street Trust, Inc. Merger of Equals  
Represented Main Street in connection with the merger of equals involving First Busey and Main Street resulting in a financial institution with assets of \$4.1 billion.
- First Industrial Realty Trust  
Recent projects include: negotiation of the sale of First Industrial's interests in several North American joint ventures to its joint venture partner; the significant restructuring of the operations of this REIT's taxable REIT subsidiary and its receipt of a private letter ruling from the IRS that resulted in the REIT's recognition in excess of \$100 million of tax losses from the restructuring transaction; and restructuring of the REIT's and its operating partnership's \$500 million primary credit facility with JPMorgan Chase, as the Administrative Agent.
- First Industrial Realty Trust Joint Ventures with CalSTRS  
Represented First Industrial in the formation of four joint ventures with CalSTRS, including three joint ventures for an aggregate investment of \$1.8 billion in U.S. real estate and a \$285 million joint venture for real estate investment in Canada; and in the negotiation of several subscription debt facilities with WestLB AG, New York branch, including two multicurrency facilities totaling \$950 million.

- **First Industrial Realty Trust Registration Statement Conversions**  
Represented First Industrial Realty Trust in its conversion of automatic shelf registration statements to Form S-3 shelf registration statements. The registration statements cover sales by the company as well as resales by existing securities holders and involve more than \$1.75 billion of securities.
- **First Industrial Realty Trust Stock Offerings**  
Served as primary counsel to industrial NYSE-listed REIT with respect to public offerings utilizing diverse structures of a 12.5 million share of common stock (\$65.6 million) firm commitment underwriting, a continuous "at-the-market" offering of up to 10 million shares of common stock, and direct stock sales of up to 5 million shares pursuant to a dividend reinvestment and direct stock purchase plan. The offerings utilized takedowns from a universal shelf registration statement and newly filed registration statement on which we previously represented the company.
- **First Industrial Realty Trust Waterfall Debt Tender Offer**  
Served as primary counsel to industrial NYSE-listed REIT for its cash tender offer for \$160 million in aggregate principal amount of notes utilizing a "waterfall" structure to prioritize accepted tenders.
- **Football Fanatics Private Equity Investment**  
Represented Football Fanatics in connection with its recapitalization and sale of Series A Preferred Shares to a well-known private equity firm.
- **Global Material Technologies Joint Venture**  
Represented Global Material Technologies, a leading manufacturer of steel wool, in connection with the formation of a joint venture to manufacture steel wool products in India.
- **Grist Mill Co. Sale to International Home Foods**  
Represented Grist Mill Co., a public company, in the sale to International Home Foods, Inc. by cash tender offer of over \$150 million.
- **Hedge Fund PIPE Investments**  
Represented related hedge funds in numerous PIPE investments in and convertible debt financings of companies in a range of industries.
- **Hitachi Acquisition of Mechanical Dynamics & Analysis**  
Represented Hitachi in its acquisition of Mechanical Dynamics & Analysis, a provider of products and services for the power generator industry.
- **Hitachi Global Nuclear Power Plant Alliance**  
Represented Hitachi in the formation of a multi-billion dollar global alliance with General Electric Company of their nuclear power plant businesses.

- Inland Venture Corporation Joint Venture with Pine Tree Institutional Realty  
Represented Inland Venture Corporation in a development joint venture with Pine Tree Institutional Realty involving equity commitments of \$100 million.
- LVMH Acquisition of Cosmetics Companies  
Represented LVMH Moët Hennessy Louis Vuitton in its acquisition of a number of cosmetics companies, including Fresh, Benefit Cosmetics, Bliss and Hard Candy.
- LVMH Acquisition of Donna Karan International  
Represented LVMH Moët Hennessy Louis Vuitton in its acquisition by merger of Donna Karan International Inc., a publicly held retail company, and a related private company that owns the Donna Karan trademarks, for a total cash purchase price in excess of \$700 million.
- LVMH Moët Hennessy Louis Vuitton Acquisition of Ole Henriksen  
Represented LVMH Moët Hennessy Louis Vuitton in connection with its acquisition of botanical skincare company Ole Henriksen
- Medgenics, Inc. Initial Public Offering  
Served as counsel to Medgenics, Inc., an Israeli clinical-stage biopharmaceutical company, in its U.S. initial public offering of common stock on the NYSE Amex.
- Moët Hennessy Acquisition of Millennium Import  
Represented Moët Hennessy S.A. in its acquisition of Millennium Import, the manufacturer, importer and distributor of Belvedere and Chopin vodkas, in a deal worth approximately \$300 million.
- Moët Hennessy Sale of Chopin Vodka  
Represented Moët Hennessy in its sale of the worldwide distribution rights of Chopin Vodka to Diamond Capital Ltd.
- Municipal Bond Transactions  
Represented issuers and banks in multiple municipal bond transactions involving, among other projects, the construction of a manufacturing facility, the financing of a private, not-for-profit school and the financing of a community health center.
- National Container Services Management Buy-Out  
Represented National Container Services in a management buy-out transaction.
- Neapco Acquisition of Automotive Components Holdings  
Represented Neapco in its acquisition of a division of Automotive Components Holdings, an affiliate of Ford Motor Company, and its entry into a long term supply agreement with Ford.

- Pacific Office Properties Public Offering  
Serve as primary corporate, securities and tax for this West Coast office REIT. Recent projects include: negotiation of senior executive employment contracts, and a continuous public offering of \$400 million senior common stock which was declared effective in January 2010. Pacific Office's non-listed senior common stock offering represents a novel capital-raising opportunity by providing a publicly traded REIT with access to the market for non-listed REIT shares.
- Piazza Sempione Joint Venture  
Represented Piazza Sempione, an upscale fashion line headquartered in Milan, Italy, with respect to formation of joint venture with IK Enterprises for the development and operation of Piazza Sempione retail stores in the U.S.
- Pierre Fabre Sale of Physicians Formula  
Represented Pierre Fabre Dermo-Cosmetiques, S.A. in its sale of Physicians Formula.
- Quality Distribution Debt Exchange Offers  
Represented Quality Distribution, a public company, in issuing registered notes for outstanding privately issued notes utilizing the A/B exchange structure.
- Safecor Health Acquisition of Regional Service Center  
Represented Safecor Health in its acquisition of Regional Service Center, the largest pharmaceutical repackaging company in the eastern United States.
- Sale of Provident Clinical Research & Consulting, Inc.  
Represented Provident in its sale to Mérieux NutriSciences Corporation, one of Europe's leading human nutrition clinical trials companies
- Salomon, S.A. Acquisition of Bonfire Think Tank Designs Assets  
Represented Salomon, S.A. in its acquisition of assets of Bonfire Think Tank Designs.
- Salomon, S.A. Acquisition of Taylor Made Golf  
Represented Salomon, S.A. in its acquisition of Taylor Made Golf Co.
- Sonova Holding AG Projects  
Counsel with respect to the U.S. operations of Sonova Holding AG, an international provider of hearing instruments. Represent the client in various areas of the law, including corporate, litigation and employment matters.
- Tab Products Co. Sale by Merger to HS Morgan Limited Partnership  
Represented Tab Products Co., a public company, in connection with the sale by merger to HS Morgan Limited Partnership.

- **The Horton Group Insurance Agency Acquisitions**  
Represented The Horton Group in multiple acquisitions of insurance agencies throughout the Midwest and Southwest.
- **The Shidler Group/Pacific Office Properties Trust Reverse Merger**  
Represented The Shidler Group in connection with the formation of a new public west coast-focused office properties REIT in a "reverse merger" transaction involving the contribution of The Shidler Group's western U.S. office building portfolio to a newly created operating partnership subsidiary of Pacific Office Properties Trust and the assumption of indebtedness in excess of \$750 million.
- **U.S. Laboratories Acquisition of Robert W. Hunt Company**  
Represented U.S. Laboratories in the stock acquisition of Robert W. Hunt Company.
- **U.S. Laboratories Acquisition of Terra-Mar**  
Represented U.S. Laboratories in the stock acquisition of Terra-Mar.
- **US Bank Revolving Credit Facility for Pacific Capital Bank**  
Represented U.S. Bank in \$300 million revolving credit facility for Pacific Capital Bank secured by refund anticipation loans. This financing replaced a securitized conduit facility that had been used in prior years and was the first such credit facility.
- **Vita Food Products Acquisition**  
Represented controlling stockholder in acquisition of remaining stock of Vita Food Products by merger.
- **VTG North America Acquisitions of Railcar Assets**  
Represented VTG North America, the US subsidiary of VTG AG, the largest railcar lessor in Europe, in its acquisitions of railcar assets from industry giants General Electric Company, Babcock & Brown and CIT Group.
- **Wanxiang America Acquisition of Neapco**  
Represented Wanxiang America Corporation in its acquisition of Neapco, an industry leader in drivetrain technology.