

Institutional Investor Practice Group

Co-Investments & Direct Equity

Seyfarth regularly represents institutional investors in domestic, international and cross-border direct investments, joint ventures and co-investments in a variety of asset classes and industries. We regularly are lead counsel on such transactions, responsible for legal due diligence, tax and other structuring analysis and advice, and drafting and negotiation of all investment documentation.

In handling such transactions, our investment attorneys have access to our internal resources in tax, international, employee benefits, bankruptcy, real estate and litigation to both identify legal and business issues and provide solutions. We also bring to bear a perspective gained through our regular transactional representation of many companies, both established as well as development-stage, that seek and obtain institutional investor or private equity fund investment. As an example, we recently represented a government fund in a \$1.7 billion joint venture that acquired a newly formed company that is a leader in the corporate travel industry. In addition to negotiating with the seller, we had to help our client work through issues with its four joint venture partners, which included a sovereign wealth fund, a foreign bank and two large private equity groups. While the interests were aligned, each JV partner had concerns and needs particular to its structure and mandate, making an already complex transaction even more difficult.

We have represented our institutional investor clients in both U.S. and non-U.S. co-investments in industries such as technology, telecommunications, other infrastructure, defense/aerospace, government contracting, healthcare, manufacturing, traditional and renewable energy, energy infrastructure, natural resources, life sciences, business services, education, consumer goods, software, social media, financial services and real estate.

Co-investments, joint ventures and direct equity investments typically range from \$50 million to \$400 million. We have represented clients in connection with their co-investment transaction with, among others:

✓ Apollo

✓ ARA

✓ AXA

✓ Blackstone

✓ CBRE

✓ Certares

✓ CVC

✓ KKR

✓ Morgan Stanley

✓ Permira

✓ Stone Peak

✓ Turnbridge

Track Record of Results

- Represented a governmental plan serving as a key co-investor investing alongside a major private equity fund and in the acquisition of a Brazilian company with world-wide operations. In addition to negotiating the co-investment documents with the private equity fund, our attorneys worked closely with the General Partner's counsel to fully understand and structure the Fund in a way that addressed repatriation of capital to the United States, the extent to which investments could be located elsewhere in Latin America (outside Brazil), specialized tax issues and a variety of other matters specific to a Latin American Fund targeting foreign investments.
- Represented a large government pension fund in the \$5.3 billion acquisition of a global conglomerate via a joint venture with a Canadian pension plan and European private equity firm.
- Represented an institutional investor in connection with a significant co-investment in a Canadian energy infrastructure company.
- Represented an institutional investor with respect to its co-investment pertaining to the acquisition of a global company based in South America. Multiple countries and laws were involved, therefore Seyfarth lawyers had to not only reconcile the international issues, but the various specific interests and concerns of the principal fund and the other co-investors. This was done on an expedited basis so that the collective team could take advantage of this opportunity.
- Represented a public pension plan in its \$500 million joint venture with one of the world's largest real estate investment management firms for the acquisition and development of real estate in the UK and Europe. This was a new direct investment vehicle for the joint venture that previously had only done fund of funds investments.
- Represented a public pension fund in its \$220 million joint venture to develop a 30-story tower with 427,500 square feet of residential space, 377 market rate rental luxury apartments, 25,000 square feet of retail area, and 334 parking spaces.
- Represented a large government plan in a joint venture/fund of one transaction for the acquisition and development of real estate in Asia (Singapore, Hong Kong and possibly Malaysia).
- Represented a government pension plan in a joint venture with a real estate development company for a significant residential development in Atlanta.