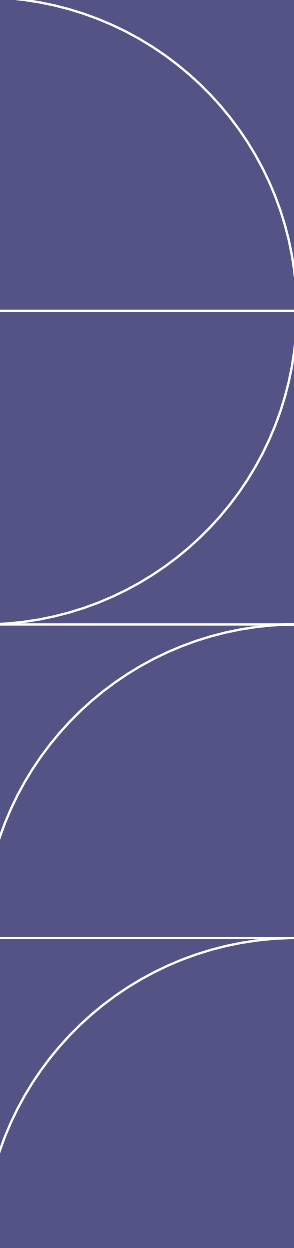




Mergers & Acquisitions

Domestic and Cross Border
Advice on Complex Transactions



Seyfarth's M&A practice provides domestic and cross-border advice on a wide range of complex M&A and other corporate transactions, and applies a constructive and proven approach to a broad range of clients, from public and privately held companies to private equity firms and family-owned businesses, with a sweet spot in middle market transactions.

We approach each transaction with a comprehensive grasp of our client's business and objectives, and understand that M&A matters frequently involve aspects of many legal disciplines. Seyfarth offers a cross-departmental, core team of attorneys across our platform to address virtually every issue arising in a transaction, including tax, real estate, labor and employment, employee benefits, intellectual property, privacy and data security, environmental, and antitrust matters. In this way, our clients receive full attention from dedicated, focused business attorneys, and reap the benefits of a full-service law firm.

60+

Our M&A practice includes **more than 60 attorneys** who have a focus on middle market transactions.

200+

Over the last two years, our lawyers have been engaged in **more than 200 M&A transactions** across a diverse range of industries.

Seyfarth's Leading Middle Market M&A Practice

The Legal 500

Recognized as a Tier 1 middle market M&A (sub-\$500m) practice.

US News & World Report

“Best Law Firms” recognized our Corporate Law and Mergers & Acquisitions Law practices.

“

Seyfarth has “a very responsive, knowledgeable, lean practice, which has lawyers who are courteous and succinct.”

– Client quote, *The Legal 500*

”

“

Seyfarth is “highly regarded for its deep knowledge of corporate law and M&A expertise.”

– Client quote, *The Legal 500*

”

“

The Seyfarth team “works with clients to help them build their businesses in an efficient and high-quality manner.”

– Client quote, *The Legal 500*

”

“

Seyfarth’s “counsel during M&A procedures is consistently accurate and timely, and the team’s knowledge and expertise proves invaluable.”

– Client quote, *The Legal 500*

”

Delivering Business-Minded Solutions

*Middle Market
M&A Survey Book*

Survey of Key M&A
Deal Terms

We publish a real-time annual survey of key deal terms in middle market transactions, and hold a subsequent live webinar discussion, helping turn a spotlight on “what’s market” for our clients.

Predictable Legal Costs

Our M&A practice has taken a proactive, business-minded approach to projecting the legal costs associated with M&A transactions.

We have developed a *sophisticated budgeting tool* to drive transparency, accountability and predictability into the deal process, and are constantly finding ways to improve the process in order to drive down costs for our clients.

Value and Innovation

Our M&A team brings the power of Seyfarth's innovative service delivery resources to bear for increased efficiency and improved communication throughout our clients' M&A transactions, resulting in meaningful reductions of overall costs and enhanced client service.

Because M&A transactions and investments often do not unfold exactly as planned, our project management capabilities and budgeting tools allow us to recalibrate when necessary and keep the end goal in sight.

Recognitions

***Financial Times* North America Innovative Lawyers Report**

Seyfarth was named to the Most Innovative list for the ninth consecutive year, lauded for achievements across a variety of business of law categories.

BTI Most Recommended Law Firms

Earning unprompted recommendations from clients, Seyfarth was recognized as one of 27 law firms highly recommended by general counsel.

Seyfarth Link

Seyfarth Link is our award-winning intelligent service delivery platform, designed to help legal teams work better together. A highly-customizable and scalable platform, Link serves as the launch pad for all of our technology offerings and, through it, we are able to build tailored solutions that solve client challenges.

Link provides access to state-of-the-art features and functionality that facilitate collaboration, including:

TRANSACTION MANAGEMENT

Regular tracking and monitoring of transactions in progress, including custom checklists for due diligence and other phases of an M&A transaction

FISCAL TRANSPARENCY

Real-time and continual monitoring and reporting on progress against goals and performance against budget

CENTRALIZED SHARED INFORMATION

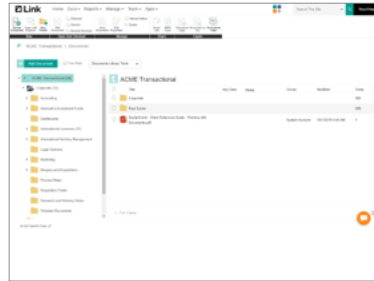
Process control and communication via easy access task lists, reports, documents, calendars and team contact information

By leveraging data and technology, Link allows legal teams to deliver increased visibility, access to analytics, and smarter risk management.

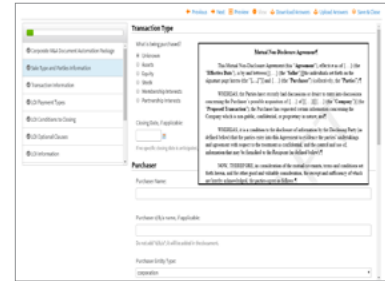
Fiscal Transparency



Documents Library



Document Automation



Legal Industry Resources

Practical Law | Practice Areas | Resources | International | My Practical Law

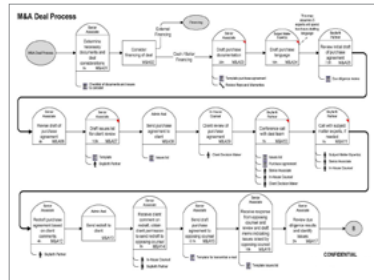
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Corporate and M&A Standard Documents

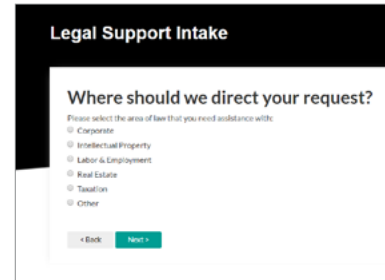
This is a list of all Standard Documents published by Practical Law Corporate and M&A. Practical Law's Standard Documents have integrated notes with important explanations and drafting tips and annotations to reflect the latest use and market practice.

NAME	DATE
Showing 180 of 85	
Articles of Association (UK)	Revised
Articles of Incorporation (UK)	Revised
Asset Purchase Agreement (Pre-Registered Long Form)	Revised
Asset Purchase Agreement (Pre-Registered Short Form)	Revised
Assignment and Restriction Agreement	Revised
Bill of Sale (Asset Acquisition)	Revised
Buy-Sell Agreement (Business Transfer) LLCs	Revised
By-laws (DE Corporation)	Revised
By-laws (NY Corporation)	Revised
Call Option Agreement	Revised
Certificate of Amendment of Certificate of Incorporation (DE)	Revised
Certificate of Amendment of Certificate of Incorporation (NY)	Revised

Process Mapping



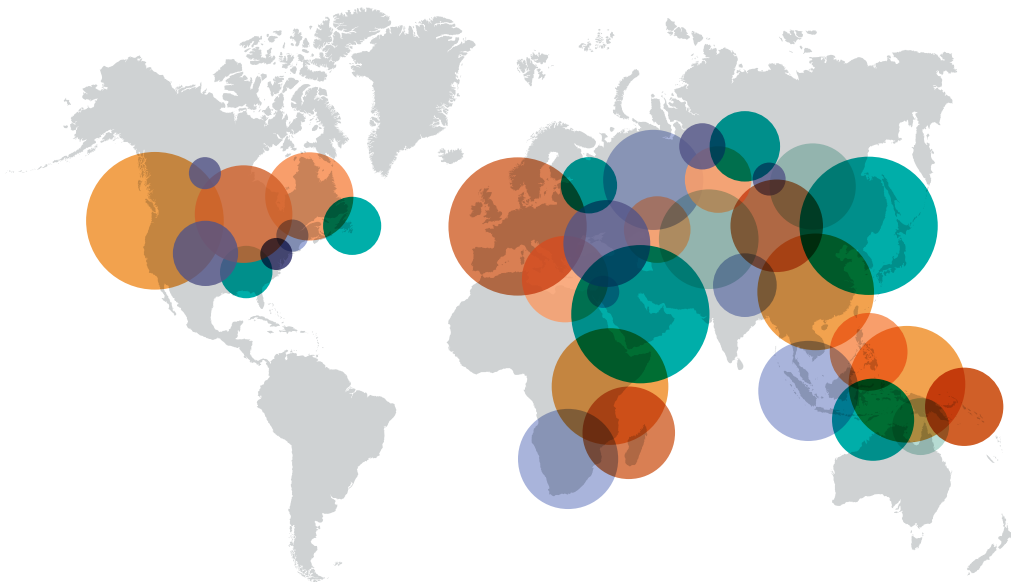
Seyfarth Solver



M&A attorneys utilize proprietary subscriptions and templates for additional cost efficiencies for our clients.

Work Without Boundaries

Seyfarth has experience in cross-border M&A transactions and has handled deals involving businesses across North America, Europe, the Middle East and Asia.



Our Clients are Leading Companies Across a Broad Range of Industries

Business services

Cable/telecom

Chemicals

Energy and clean tech

ESOPs

Financial services

Food and beverage

Franchising

Health care

Life sciences

Manufacturing and distribution

Medical devices

Paper and packaging

REITs

Real estate

Technology and software

Post-Merger Integration Solutions

Seyfarth believes it is our responsibility to support our clients' post-merger integration business goals. With that in mind, we have worked closely with our compliance services and training subsidiary, Seyfarth at Work, to create The Merger Playbook, a comprehensive communications and engagement solution anchored by a high-impact training program.

Seyfarth
AT WORK

Globally, clients work with Seyfarth at Work to tailor The Merger Playbook to their workplace needs, values, risk factors and compliance objectives. This process helps minimize future potential liabilities, while serving as a unique springboard for people integration and post-merger success.

Seyfarth at Work's key courses have achieved 100% course approval in both Equal Employment Opportunity Commission and Department of Justice consent decrees and have been deemed "outstanding" by federal agency monitors.

Leader in Advising Middle Market Companies



Represented Franco Signor, LLC, a provider of Medicare Secondary Payer compliance solutions, in its equity sale to BV Investment Partners.



Represented Durational Capital Management and The Jordan Company in a \$593 million acquisition of all of the stock for Bojangles', Inc., a Southeastern US regional chain of fast food restaurants.



Represented Sira Naturals, Inc., a cannabis cultivator, in its equity sale as part of a SPAC deal to a Canadian public cannabis company.



Represented Roseland Residential Trust, a subsidiary of Mack-Cali Realty Corporation, a publicly traded real estate investment trust, in a \$300 million preferred equity stake sale to a real estate private equity firm.



Represented IG Design Group Plc, the largest consumer gift packaging business in the world, in its acquisition of CSS Industries, Inc., a leading consumer products company serving the craft, gift and seasonal markets.



Represented Analytical Applied Solutions LLC, a manufacturer of gas and liquid sensor analyzers, in the sale of substantially all of its assets to a NYSE-listed public company.



Represented SNH Global Holdings Limited, a Hong Kong private company, in its acquisition of Alford Industries Limited, a Hong Kong private company which owns an electronics manufacturing company in the PRC, from Superactive Group Company Limited, a publicly listed company on the Main Board of HKEx.



Represented South Shore Bank and its holding companies in its merger with The Braintree Co-Operative Bank and its holding company, resulting in a \$1.25 billion asset institution.

Leader in Advising Middle Market Companies



Represented Cars.com, a leading digital automotive platform company, in a \$195 million simultaneous acquisition of Dealer Inspire, Inc. and substantially all of the assets of the affiliate Launch Digital Marketing LLC.



Represented Indegene Inc., a global healthcare solutions provider, in its acquisition of shares of a research and consulting services provider in the United Kingdom.



Represented Morneau Shepell, a leader in human resources services and technology, in its \$325 million acquisition of LifeWorks Corporation Ltd. and concurrent \$210 million equity offering.



Represented University of Redlands, a private, nonprofit university, in its merger with the San Francisco Theological Seminary.



Represented PBS SoCal (KOCE-TV Foundation), a leading nonprofit public media organization and PBS flagship, in a merger with KCET, a leading nonprofit independent public media organization and content producer, to create one of the largest nonprofit public media organizations in the US.



Represented Auxo Management L.P., a privately held investment firm, in its equity sale of one of the largest and fastest growing providers of live video monitoring solutions in North America.

CL Enterprises

Represented CL Enterprises LLC, a family investment company, in its acquisition of a multi-site fixed base operator aviation business.



Represented Wilson Sporting Goods Co., a leading sporting goods company, in its acquisition of a manufacturer of baseball bat component parts.

Leader in Advising Middle Market Companies



Represented Intermountain Healthcare in its establishment of Civica Rx, a new not-for-profit generic drug company that will help patients by addressing shortages and high prices of lifesaving medications.



**MIDWEST MEZZANINE
FUNDS**

Represented Midwest Mezzanine Funds in its investment of senior debt and equity in The Cleaning Guys, an emergency response and hazardous/non-hazardous materials remediation and waste disposal company headquartered in Texas.



Represented a premier provider of device protection and warranty services for electronics and appliances in its acquisition of a provider of on-site, on-demand repair services for smartphones and tablets.



AN LSC COMMUNICATIONS COMPANY

Represented Fairrington Transportation Corp., an industry leading full-service mailing and logistics provider, in its merger with LSC Communications.



Represented Xpressdocs Holdings, Inc., a tech-enabled direct marketing and brand management company, in its acquisition of AmazingMail, an Arizona-based provider of direct mail solutions.



Represented Tomco2 Systems, a leading manufacturer of CO2 tanks and equipment, in its sale to Air Water Inc., a Japanese publicly traded company.



Represented International Locomotive, LLC, an Illinois-based locomotive service and maintenance business, in its equity investment in GAD Tech, a Swedish railway company.



Represented Indegene Inc., a global healthcare solutions provider, in its sale of Series A convertible preferred shares to an affiliate of a NASDAQ listed company in the biopharmaceutical services industry.

Leader in Advising Middle Market Companies



Represented Marker Therapeutics, Inc. (f/k/a TapImmune, Inc.) in its merger with Marker Cell Therapy, Inc. and a concurrent \$70 million private placement financing. Marker is a clinical-stage immuno-oncology company which is developing a portfolio of T cell therapies to treat cancer.



Represented Tightrope Capital Partners, LLC, a private equity firm, in the acquisition and financing of a Texas-based flooring company.



Represented CVS Health's Omnicare group in their acquisitions of specialty pharmacy companies with locations and operations in the Midwest and in the Pacific Northwest.



Represented PACCAR Inc., a global technology leader in the design, manufacture and customer support of premium light-, medium- and heavy-duty trucks under the Kenworth, Peterbilt and DAF nameplates, in a three party transaction pursuant to which a number of truck dealerships and related businesses were sold to a provider of equipment rentals, full service and repair, and fleet management.



Represented Vortex Commercial Flooring, Inc., a leading provider of commercial flooring products, installation, maintenance, and design consultation services, in the sale of its company.



Represented Smart City Holdings LLC, a leading provider of telecom services to convention centers and other public venues, in an equity sale transaction to a multi-billion dollar private equity firm.



Represented Restream Solutions, Inc., an oilfield services company providing hardware and software solutions to improve hydraulic fracturing operations, in its equity sale to a private equity-backed oilfield services company.



Represented The Reynolds and Reynolds Company, a leading provider of automobile dealership software, services and forms, in its acquisition of Reverse Risk LLC, a San Francisco based software company.



“Seyfarth” and “Seyfarth Shaw” refer to Seyfarth Shaw LLP, an Illinois limited liability partnership. Our London office operates as Seyfarth Shaw (UK) LLP, an affiliate of Seyfarth Shaw LLP. Seyfarth Shaw (UK) LLP is a limited liability partnership established under the laws of the State of Delaware, USA, and is authorized and regulated by the Solicitors Regulation Authority with registered number 556927. Legal services provided by our Australian practice are provided by the Australian legal practitioner partners and employees of Seyfarth Shaw Australia, an Australian partnership. Our Hong Kong SAR office, “Seyfarth,” is a registered foreign law firm operated by its sole registered foreign lawyer in association with Wong, Wan & Partners.

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Prior results do not guarantee a similar outcome. #19-6891 M6

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