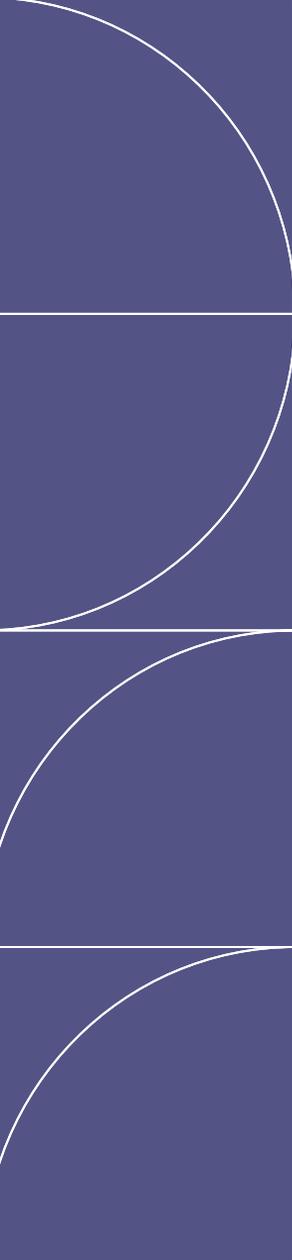




Mergers & Acquisitions

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 Mergers & Acquisitions Law and Corporate Law practices.

“

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

– Client quote, *The Legal 500*

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

– Client quote, *The Legal 500*

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

– Client quote, *The Legal 500*

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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*

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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.

Value and Innovation

Our M&A team has developed a *sophisticated budgeting tool* to drive transparency, accountability, and predictability into the deal process.

We bring the power of Seyfarth's innovative service delivery and project management 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.

Creative Deal Structuring

Our M&A team is on the cutting edge of new M&A trends and changing deal structures. We have a wealth of expertise in bridging risk and valuation gaps on deals, including by use of earnouts and representation and warranty insurance (RWI). Separately, we also counsel RWI carriers in connection with the coverage they provide in M&A transactions. This gives us unique insight into the RWI market and the value of the available products.

Recognitions

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

Seyfarth was named to the Most Innovative list for the 10th 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

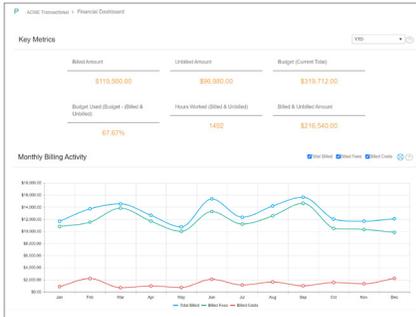
Real-time and continual monitoring and reporting on progress against goals and performance against budget

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

Link Documents Library

- ACME Transactional (24)
 - Corporate (12)
 - Accounting
 - Alternative Investment Funds
 - Dashboards
 - Deal Alpha
 - International Licenses (11)
 - International Territory Management
 - Legal Opinions
 - Marketing
 - Corporate
 - Real Estate
 - SeyfarthLink - Client Reference Guide - Working with Documents.pdf

Document Automation

Transaction Type

- Unknown
- Equity
- Stock
- Membership Interests
- Partnership Interests

What is being purchased?

NON-DISCLOSURE AGREEMENT

THIS NON-DISCLOSURE AGREEMENT (the "Agreement") is entered into on [Date] by and between ACME Company, Inc., located at 123 Main Street, Peeweeville, IN 55555 ("ACME") and [Name] ("Vendor").

WHEREAS, [Name] desires to participate in discussions with ACME regarding the "Transaction"; and, in consideration of the mutual promises and covenants contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" means any data or information that is proprietary to the Disclosing Party and not generally known to the public, whether in tangible or intangible form, whenever and however disclosed, including, but not limited to:

Legal Industry Resources

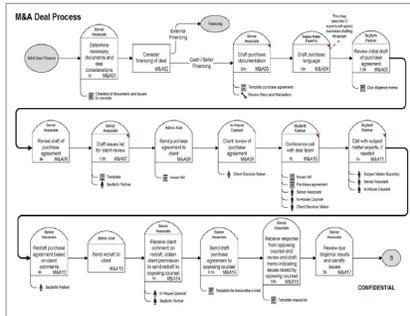
Practical Law | **Corporate and M&A Standard Documents**

SEARCH IN: **AS US**

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 are designed to reflect the latest law and market practice.

TITLE	DATE
Attitude of Lost Block Certificate	Maintained
Articles of Organization (NY)	Maintained
Asset Purchase Agreement (Pro-Buyer Long Form)	Maintained
Asset Purchase Agreement (Pro-Buyer Short Form)	Maintained
Asset Purchase Agreement (Pro-Seller Long Form)	Maintained
Assignment and Assumption Agreement	Maintained
Bill of Sale (Asset Acquisition)	Maintained
Buy-Sell Agreement (Business Roundtable) LLCs	Maintained
By-laws: DE Corporation	Maintained
By-laws: NY Corporation	Maintained
Call Option Agreement	Maintained
Certificate of Amendment of Certificate of Incorporation (DE)	Maintained
Certificate of Amendment of Certificate of Incorporation (NY)	Maintained

Process Mapping



Seyfarth Solver

Legal Support Intake

Where should we direct your request?

Please select the area of law that you need assistance with:

- Corporate
- Intellectual Property
- Labor & Employment
- Real Estate
- Taxation
- Other

COMPENSATED

Buttons: < Back, Next >

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 collaborate 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 Altice USA, the fourth largest cable and broadband company in the US, in the acquisition of Service Electric Broadband Cable, a cable and broadband operator in New Jersey.



Represented Schumacher Electric Corporation, a battery manufacturer, in a sale of the company to a private equity firm.



Represented La Compagnie des Vétérinaires, a French-based pet industry conglomerate, in an acquisition of 100% of the equity of a pet services business with locations in Georgia and North Carolina.



Represented AnGes, Inc., a Japan-based biopharma company publicly traded on the Tokyo Stock Exchange, in its acquisition through a reverse triangular merger of all of the issued and outstanding stock of a US- and Israel-based biotechnology company (enterprise value approximately \$250 million) focused on gene editing using synthetic biology to address untreatable diseases.



Represented Radiate Acquisition, Inc. in a stock purchase acquisition of EnTouch Systems, Inc., a provider of internet, video, voice, and home security services in Houston, Texas.



Represented Irvine Health Foundation in a joint venture with a national provider of specialized health care services in a sale of health care senior services marketing software.



Represented Emergex USA Corporation in an acquisition of substantially all of the assets of a provider of cell based assay solutions, proteomic analysis, co-development of drug and vaccine formulations, and in-vivo/in-vitro characterization services. Emergex USA Corporation is a wholly-owned subsidiary of Emergex Vaccines Holding Limited, a private UK company whose focus is on the development of 100% synthetic T-cell vaccines for viral and bacterial infectious diseases.



Represented Hero AG and Hero Canada Foods Inc. in the acquisition of Baby Gourmet Foods Inc., a Canadian organic meal and snack brand for babies and toddlers.

Leader in Advising Middle Market Companies



Integrated Packaging Films

Represented IPF Holdings Inc. in a sale of its design and plastics extrusion business to Good Natured Products.



Represented Strix Group Plc, an international manufacturing company, in a €19.6 million acquisition of 100% of the issued share capital of an Italian company whose operations and subsidiaries ranged over Europe, mainland China, Hong Kong, and Taiwan.



Represented Camper Clinic in the sale of three RV dealerships located in Texas to RV Retailer, LLC, a private-equity backed RV dealership company with RV dealerships throughout the country.



Represented OnPrem Solution Partners, LLC, a highly reputed consultancy across the media and entertainment supply chains in the US, in the sale of a controlling equity position to Qvest Group, a Germany-based and world-leading systems architect and ICT integrator. This transaction will lay the foundation for Qvest Group's portfolio extension into the US market.



Represented The Reynolds and Reynolds Company, a leading provider of automobile dealership software, in an acquisition of GoMoto, a leader in kiosk technology for auto dealership service departments that provides a streamlined customer check-in and check-out experience.



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



Represented Victor Technology, LLC, a supplier of office products and small electronics, in an asset acquisition of a leading manufacturer and distributor of office products.



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

Leader in Advising Middle Market Companies



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 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 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 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 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 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.

Leader in Advising Middle Market Companies



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



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.



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.



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



“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. Seyfarth Shaw (賽法思律師事務所) is a separate partnership operating from Hong Kong as a firm of solicitors.

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Prior results do not guarantee a similar outcome. #19-6891 M14

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