

## MERGERS & ACQUISITIONS

Moore & Van Allen's merger and acquisition team of over 50 attorneys is committed to delivering high quality and timely legal services to our clients whether they are large public corporations, private equity funds or successful entrepreneurs. We have extensive experience advising clients in all aspects of buying and selling businesses including purchases and sales of equity and assets, merger transactions, going private transactions, recapitalizations and other corporate restructurings. We have represented private and public buyers and sellers and have been engaged in both domestic and cross border transactions. In addition to the superior quality and breadth of our technical expertise, our responsiveness and ability to coordinate multiple legal disciplines allows us to provide the service that our clients desire and deserve.

To supplement the expertise our merger and acquisition specialists have in structuring transactions, developing strategies and understanding "market" acquisition terms, we have the support of attorneys throughout our firm to advise on tax, environmental, intellectual property, labor and employment, antitrust, corporate finance, litigation and real estate issues. We also work closely with the firm's private equity team to meet the unique needs of emerging growth, startup and private equity clients.

We assist our clients from pre-transaction planning and structuring through due diligence, negotiating and drafting definitive documentation, financing, closing and resolution of post-closing adjustments and other post-closing issues. Our merger and acquisition attorneys strive to protect the value of our client's transaction while at the same time making certain that we provide practical solutions to the issues that arise in the course of our representation. We understand that our clients want to work with attorneys who can not only identify important risks but can also negotiate to minimize those risks while maximizing the realization of the client's goals and objectives.

### Representative Transactions include:

- Represented **Rexam Inc.** in the acquisition of the worldwide plastic packaging business of Owens-Illinois Group Inc. for a purchase price of \$1.825 billion.
- Represented **Nucor Corporation** in the acquisition of The David J. Joseph Company, a U.S. based scrap company, from a Netherlands private investment company, SHV Holdings N.V., in a transaction valued at US\$1.45 billion.

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- Represented **NV-HAIC**, a Netherlands Holding Company, and **J.P. Morgan Partners** in connection with the sale of all of the stock of TriPoint Global Communications, Inc. to General Dynamics Corporation in a transaction valued at \$350 million.
- Represented **Bank of America** in the sale of its Factoring Division to GMAC.
- Represented **Nucor Corporation** in the cross-border stock purchase of all of the issued and outstanding shares of Harris Steel Group Inc., a publicly traded Canadian company, in a transaction valued at approximately Cdn\$1.3 billion.
- Represented **Nucor Corporation** in connection with the creation of a joint venture with the Duferco Group, including the acquisition by Nucor European Holdings B.V. of a 50% equity interest in Duferdofin S.p.A., an Italian steel company, in a transaction valued at approximately US\$660 million.
- Represented **CT Communications, Inc.**, a public telecommunications company, in its merger with Windstream Corporation in a transaction valued at approximately \$585 million.
- Represented **Alcatel**, an international telecommunications company, and its subsidiary, **Alcatel USA, Inc.**, in connection with their purchase of the stock of Packet Engines Incorporated in a merger transaction valued at approximately \$300 million.
- Represented **MedCath**, a developer and owner of hospitals throughout the U.S., in its going private transaction in which it was acquired by Kohlberg Kravis & Roberts and Welsh Carson Anderson and Stowe.
- Represented **Nucor Corporation** in connection with its acquisition by merger of Magnatrax Corporation, a metal building systems company, in a transaction valued at approximately \$280 million.
- Represented **AGY Holding Corp.** in connection with the sale of the company to Kohlberg & Company, LLC in a merger transaction valued at approximately \$280 million.

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- Represented **Nucor Corporation** in the asset purchase agreement of Verco Manufacturing Company, a steel decking company, for a purchase price of approximately \$180 million.
- Represented **Brian Center Corporation**, a major nursing home and long-term care provider, and certain affiliated entities in their sale to Living Centers of America, a publicly held long-term care provider, in a stock for stock exchange valued at \$250 million.
- Represented **Interstate/Johnson Lane, Inc.**, a publicly held company, in connection with its merger into Wachovia Corporation, pursuant to a stock for stock exchange valued at approximately \$230 million at closing.
- Represented **Hospital Partners of America (HPA)** in connection with the purchase of a Houston-based hospital system from a non-profit hospital company. The firm represented HPA both in respect to the acquisition and the related financing transactions.
- Represented **Watsco, Inc.** in a tender offer for, and merger of, ACR Group, Inc., a public company engaged in the distribution of air conditioning and heating products, in a transaction valued at \$117 million. The firm also represented Watsco in the financing of this transaction.
- Represented **Alcatel N.A. Cable Systems, Inc.** in connection with the sale of its copper cable business to Alpine Group, Inc. in a transaction valued at \$110 million.
- Represented **Harris Rebar Atlantic Inc.** and **Harris Rebar Boston Inc.** in connection with the formation of a joint venture between the Harris Companies and Barker Steel Company in a transaction valued at \$83 million.
- Represented **J.C. Penney Company, Inc.** and its subsidiary, Thrift Drug, Inc., in their acquisition of Kerr Drug Stores, Inc. in a transaction valued at approximately \$70 million.
- Represented **Venetica**, an information technology company that had developed proprietary imaging software, in the sale of its assets to IBM.

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- Represented **Rexam Inc.** in the formation of a joint venture with a leading Mexican packaging manufacturer, Envases Universales, to own and operate a new beverage can manufacturing plant in Guatemala which will supply beverage cans to Central America.
- Represented **Nucor Brasil** in connection with the sale of all of its stock in Ferro Gusa Carajas, a pig iron manufacturer in northern Brazil, to Companhia Vale do Rio Doce (Vale) valued at approximately \$35 million.
- Represented the equityholders of **Commercial Defeasance, LLC**, a business engaged in providing services related to the defeasance of commercial mortgages, in the sale of a controlling interest to Summit Partners and other buyers.
- Represented **Cogentrix Energy, Inc.** in the sale of a 50% partnership interest in Birchwood Power Partners, L.P., an independent electric power project located in Virginia to General Electric Capital Corporation.
- Represented **Rexam plc** in the purchase of 89% of the stock of Latasa SA, a beverage can manufacturer headquartered in Brazil, from Branco Bradesco, SA, and subsidiaries of JP Morgan and Reynolds International.
- Represented equityholders of **Bojangles' Inc.**, a quick service restaurant chain, in the sale of the controlling interest to Falfurrias Capital Partners, private equity firm.