

## OVERVIEW

The attorneys in Tucker Ellis's Private Equity & Venture Capital Group are more than lawyers—we are deal-makers. We understand that our job is not to stand in the way, but to facilitate the closing of our clients' deals. Our team has the know-how and experience necessary to advise sponsors, investors, and companies in matters throughout the entire deal process: from financing the acquisition of a business – to operating and expanding it – to its eventual sale. Experienced in relevant corporate, financing, and securities laws, we seek a deep understanding of not only each client's current transactions, but also its overall business. This enables us to provide valuable, relevant, and timely business counseling to our clients.

Our team routinely represents investors, private equity funds, fundless sponsors, and venture capital funds – as well as their portfolio companies – and owners of companies that are attractive private equity targets. We advise our clients in all areas relating to transactions and post-acquisition operation of their business for both private and publicly traded companies. We provide ongoing representation to the companies in which our private equity clients invest, both publicly traded and privately held, across many different industries.

Our client service team's talents combine our broad experience in corporate counseling and governance; securities; federal, state, and local taxes; environmental; and employment and benefits, including union labor matters and intellectual property matters – resulting in top-notch, efficient, and cost-effective team representation.

We continue to prove, through our commitment to alternative fee arrangements based on our clients' needs, that we are willing to have real "skin-in-the-game." Our commitment to sharing transaction risks aligns our interests with our clients, allowing us to be true partners in their success. Tucker Ellis focuses on what really matters to our clients—accomplishments—and we offer creative and flexible alternative fee arrangements to serve them best.

## AREAS OF EMPHASIS

- Structuring and negotiating all aspects of transactions
- Due diligence
- Mergers, acquisitions, and divestitures, including management buyouts and other leveraged buyouts, going private transactions, and strategic alliances
- Acquisition and growth financing
- Corporate governance
- Business counseling

## REPRESENTATIVE MATTERS

- Represented the shareholders of Trademark Global Inc. in the sale of a controlling interest to Blue Point Capital Partners
- Represented Foundation Investment Partners in the acquisition of, as well as senior and mezzanine debt financing for, Advanced Probing Systems, a global leader in the manufacturing of probe needles used in wafer sort testing, LCD probe testing, nanotechnology, and other industrial applications, and the subsequent refinancing of the business
- Represented a private equity fund in the acquisition of a lumber company as a platform acquisition
- Represented the shareholders of a digital metrics marketing firm in the sale of the firm to a private equity fund's platform company, including equity rollovers

#### REPRESENTATIVE MATTERS (CONTINUED)

- Represented the management team of a manufacturing company with revenue exceeding \$500 million in the sale of the company by one private equity firm to another private equity firm, including management retention agreements, bonus plans, equity rollover, employment agreements, and restricted stock
- Represented a national bank in numerous loan facilities to portfolio companies of a private equity firm for working capital and acquisition financing in the following industries: chemicals, plastics, mass marketing, home decorating, and home products
- Represented a national bank in numerous loan facilities to portfolio companies of a private equity firm for working capital and acquisition financing in the following industries: apparel, industrial fasteners, employment services, and piping
- Represented a private equity firm and its portfolio company on the senior and mezzanine financing in connection with the acquisition of a manufacturer in the food service industry
- Represented a private equity group in the acquisition of a public national franchise company in a going-private transaction and related financing
- Represented the shareholders of a high-profile Michigan-based software and benefits compliance company in the sale/merger of the company into a subsidiary of Axcel Partners / KKR
- Represented a high-temperature wire manufacturer in a sale to a private equity fund