



Mergers & Acquisitions

Our team acts as a legal advisor for buyers, sellers, stakeholders and management in all types of acquisition and disposition transactions, and we partner with our clients to evaluate their business needs and objectives and then assemble the right team to efficiently and skillfully guide the transaction to completion. We represent primary stakeholders in structuring, planning, negotiating and closing complex M&A transactions in public, private and cross border settings. In a legal industry saturated with and focused on global megafirms employing thousands of lawyers, NGE is the counter-trend. NGE has built a practice and a reputation among clients and market peers that places us firmly among the much larger, global-based firms where you would expect to find this high level of expertise. Our clients appreciate our deep understanding of their business as well as the industry as a whole, which is why we maintain such strong relationships with our clients.

By leveraging our industry knowledge with deep experience in asset and stock transactions, mergers, leveraged buyouts, recapitalizations, roll-ups, spin-offs, "going private" transactions and acquisitions of controlling, minority and strategic interests, we can provide a value-add solution for our clients. Addressing all aspects of such transactions in a unified effort, we partner with our clients every step of the way in the structuring and review of a transaction, blending cross-practice skills in tax planning, antitrust, employee benefits, employment, finance, intellectual property, litigation, real estate, regulatory, restructuring, tax and related issues.

Our team has guided clients — buyers, sellers, stakeholders and investors — in diverse industries including manufacturing, mining and metals, insurance, energy, health care, real estate, technology, hospitality and leisure and venture capital and private equity transactions to accomplish their most significant transactions. We concentrate on the key issues that impact the

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RELATED CLIENT SERVICES

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success of M&A and equity transactions and adeptly navigate to the finish line.

Neal Gerber Eisenberg is ranked by Chambers USA for its strength in its Corporate/M&A and Private Equity practice, recognizing several of the group's partners as leaders in the field for many years and has been recognized in *Chambers USA's Energy: Mining & Metals (Transactional)* Nationwide and Global categories, since their respective introduction in 2016 and 2017.

EXPERIENCE

- **\$12.6 billion acquisition of The Rouse Company**, a publicly traded REIT, by General Growth Properties, Inc. (NYSE: GGP) and related \$7.3 billion debt financing and \$513 million registered warrant offering
- **\$8.6 billion merger of Glamis Gold Ltd.** (NYSE, TSX: GLG) with Goldcorp, Inc. (NYSE: GG, TSX: G)
- **\$3.7 billion hostile cross-border tender offer and proxy contest by Glamis Gold Ltd.** (NYSE, TSX: GLG) for Goldcorp, Inc. (NYSE: GG, TSX: G)
- **\$3.5 billion cash and stock acquisition of Andean Resources Limited by Goldcorp, Inc.** (NYSE: GG; TSX: G)
- **\$2.0 billion auction of Lands' End, Inc.** (NYSE: LE) to Sears, Roebuck & Co. (NASDAQ: SHLD) in a cash tender offer and related back-end merger
- **\$2.0 billion acquisition of American Ref-Fuel Holdings, Inc.** by Danielson Holding Corporation (AMEX: DHC)
- **\$2.0 billion disposition (for cash and stock) of American Medical Holdings, Inc.** to Tenant Healthcare (NYSE: THC)
- **\$1.8 billion acquisition of substantially all of the assets of Homart Development Company** by General Growth Properties, Inc. (NYSE: GGP) from Sears Roebuck & Co. (NASDAQ: SHLD)
- **\$1.5 billion acquisition by Goldcorp, Inc.** (NYSE: GG; TSX: G) of Gold Eagle Mines, Ltd (TSX: GEA)
- **\$1.3 billion acquisition by Glamis Gold Ltd.** (NYSE, TSX: GLG) of Western Silver Corporation (TSX: WTC; AMEX: WTZ)
- **\$1.1 billion acquisition of JP Realty, Inc.** by General Growth Properties Inc. (NYSE: GGP) and related \$350 million debt financing
- **\$1.1 billion acquisition by Placer Dome Inc.** (NYSE: PDG) of Getchell Gold Corporation
- **\$1.1 billion acquisition of Rockefeller Center Properties, Inc.** by Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership III
- **\$580 million cash disposition of Quill Corporation** to Staples, Inc. (NASDAQ: SPLS)

- \$300 million acquisition of Canplats Resources Corp.(CDNX: CPQ.V) by Goldcorp Inc. (NYSE: GG, TSX: G) in contested transaction with Minera Penmont, S.de R.L. de CV, a jointly owned company by Fresnillo PLC and Newmont USA Limited, a subsidiary of Newmont Mining Corporation
- \$220 million cash disposition of privately held business to Coinmach Corp. (AMEX: DRY), a publicly held strategic buyer
- \$150 million stock disposition of venture backed company to Lionbridge Technologies, Inc. (NASDAQ: LIOX), a publicly held strategic buyer
- \$150 million cash and stock disposition of privately held company to CH Robinson Worldwide, Inc. (NASDAQ: CHRW)
- \$100 million acquisition of privately held environmental services company by private equity fund
- \$100 million disposition of privately held company to private equity fund with retained equity interest
- \$30 million acquisition of Covanta Energy Corporation out of bankruptcy by Danielson Holding Corporation and related \$575 million debt refinancing, \$42 million registered rights offering and \$40 million bridge financing
- \$62 million cash disposition of privately held U.S. and Canadian companies to IPC Systems, Inc.
- \$29 million cash disposition of venture-backed company to Willis Holdings Ltd.
- Acquisition of 80 percent interest in Peppers & Rogers Group by TeleTech Holdings, Inc. (NASDAQ: TTEC) and TeleTech Europe B.V. and related international restructuring of Peppers & Rogers Group
- \$18 million cash and stock disposition of Astor Asset Management, LLC to Knight Capital Group, Inc. (NYSE Euronext: KCG).
- Representation of TransUnion Corp. and its subsidiaries in more than 10 acquisitions and dispositions aggregating in excess of **\$300 million**; including:
 - \$50,000,000 cash acquisition of Qsent, Inc.
 - undisclosed cash disposition of Trans Union Settlement Solutions, Inc. and related entities to MacDonald, Dettwiler & Associates Ltd. (TO: MDA)
 - undisclosed cash acquisition of TrueLink, Inc.
 - undisclosed cash acquisition of Visionary Systems, Inc.
 - undisclosed cash acquisition of Douglas Daniele, Inc.

- **Representation of The Marmon Group, Inc.** and its subsidiaries in more than **30 acquisitions and dispositions** aggregating in excess of **\$1.5 billion**, including:
 - \$310 million cash disposition of equipment finance company in a leveraged transaction to NY based private equity fund
 - \$220 million cash disposition of Getz Bros. Co. Ltd., a Japanese public company, to St. Jude Medical, Inc.
 - \$140 million cash disposition of a privately held company in a leveraged transaction to an investor group led by Park Avenue Equity Partners, L.P. and target company management
 - \$100 million disposition of privately held company to private equity fund with retained minority equity interest
 - \$75 million acquisition of privately held business
 - \$60 million cash disposition of privately held business comprised of U.S. and foreign entities to German corporation
- **Tax-free spin off by Marmon Holdings, Inc.** of TransUnion Corp. and related transactions
- **Separation of Alberto-Culver Company** (NYSE: ACV) into two separate publicly traded companies, Alberto-Culver Company and Sally Beauty Holdings, Inc. (NYSE: SBH) with Clayton, Dubilier & Rice affiliates investing approximately \$575 million to acquire a portion of Sally Beauty Holdings, which undertook an additional \$1.85 billion of new debt
- **Undisclosed stock disposition** pursuant to a merger of CenterPost Communications, Inc. to West Corporation
- **Undisclosed disposition** of Pursuit Marketing, Inc. and its UK and Canadian subsidiaries to funds sponsored by Angelo, Gordon & Co.
- **Cash acquisition** of JM Products, Inc. pursuant to Section 363 of the Bankruptcy Code
- **Undisclosed Cash Acquisition** of Aktino, Inc. by Positron Inc.
- **Disposition by Materials Science Corporation** (NYSE: MSC) of its Electronic Materials and Devices Group to TouchSensor Technologies, LLC