

MERGERS & ACQUISITIONS

Joint ventures and strategic alliances, management buyouts, proxy contests, sales and acquisitions of troubled companies, spin-offs and asset sales, going private transactions



 **TONKON TORP** LLP
ATTORNEYS

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OUR MERGERS & ACQUISITIONS PRACTICE

Tonkon Torp's M&A team has experience representing purchasers, sellers, targets, financial intermediaries and other participants in acquisitions, spin-offs and control contests, including both management and insurgents in proxy contests. We combine sophisticated corporate finance and securities expertise with solid business skills. The firm also has top-notch capabilities in tax, intellectual property, due diligence, antitrust, SEC review and disclosure, real estate, executive compensation, labor and employment, and employee benefits.

The excellence of Tonkon Torp's M&A lawyers has been recognized year after year by the leading rating entities, including *Chambers USA*, *America's Leading Lawyers for Business*, *The Best Lawyers in America*, *U.S. News & World Report—Best Lawyers "Best Law Firms"* and *Oregon Super Lawyers*.

Tonkon Torp clients get premium M&A legal services and experience, plus access to practical and experienced partners who provide sound and timely advice at a cost-effective price. Clients appreciate our

- National and international M&A transaction experience
- Practical advice and creative solutions
- Thorough diligence
- Competitive rates
- Efficient staffing
- Quick turnaround times

REPRESENTATIVE TRANSACTIONS

Represented the Chief Restructuring Officer of the **Sunwest Consolidated Enterprise** in a \$1.2 billion transaction involving the sale of the assets of 146 senior and assisted living residential facilities located throughout the United States to Blackstone Real Estate Advisors.

Represented **NIKE, Inc.** in connection with:

- Sale of the stock of its United Soccer Leagues subsidiary to NuRock Soccer Holdings
- Sale of NIKE Bauer Hockey, Inc. to Kohlberg & Co. for \$200 million
- Sale of Official Starter brand assets to Iconix Brand Group for \$60 million
- Acquisition of Starter for \$43 million
- Acquisition of Hurley
- Acquisition of Converse, Inc. stock for \$305 million

Represented **The Greenbrier Companies, Inc.** in connection with acquisitions of:

- Stock of Meridian Rail Holdings Corporation for \$227 million
- Assets of American Allied and related entities for \$83 million
- Operating assets of Rail Car America, Inc. (RCA), its American Hydraulics division, and its wholly-owned subsidiary, Brandon Corp., for \$34 million

Represented **Wayzata Investment Partners**, a private equity fund, in connection with:

- Sale of a 310-megawatt (MW) natural-gas-fired power plant in southwest Washington for \$240 million
- Sale of Halsey, Oregon pulp mill
- \$31.2 million cash purchase of an Oregon pulp mill from the Chapter 7 bankruptcy trustee

Represented **Avid**, a nutritional supplement producer, in a nine figure sale to a strategic buyer.

Represented **Tidewater Barge Lines**, a regional transportation provider, in a nine figure sale to a financial buyer.

Represented **Columbia Distributing**, one of the nation's largest malt beverage, wine and non-alcoholic beverage distributors, in a nine figure sale to a financial buyer.

Represented **EthicsPoint** in its acquisition by The Riverside Company.

Represented **Rejuvenation, Inc.** in the sale to one of the nation's leading home furnishings companies.

Represented mobile-application software developer **Critical Path Software** in its sale for \$22 million to eBay.

TONKON TORP'S M&A PARTNERS



Sherrill A. Corbett • sherrill.corbett@tonkon.com • 503.802.2049

Mergers & Acquisitions Practice Group Chair

Sherrill counsels clients on buying and selling businesses and structuring complex joint ventures. She has expertise in handling corporate finance transactions, advising clients on bank financings, private placements, and public offerings.



Jeffrey S. Cronn • jeff.cronn@tonkon.com • 503.802.2048

Jeff regularly counsels public, private and nonprofit entities with respect to acquisitions and divestures, general business matters, financings, corporate reorganizations, and corporate governance. He also advises clients on equity ownership disputes. Jeff is known for his ability to combine technical skills, practical problem solving and strategic business advice.



Justin B. Denton • justin.denton@tonkon.com • 503.802.2117

Justin has substantial expertise in forming business entities, mergers and acquisitions, corporate and LLC/partnership reorganizations, financings, real estate transactions, strategic partnering and complex joint ventures. Much of Justin's practice focuses on counseling closely-held businesses.



David C. Forman • david.forman@tonkon.com • 503.802.2023

David advises emerging, small and mid-market private companies in their general corporate, financing and transactional matters and guides private business owners to recognize and achieve their strategic goals. Areas of his legal experience include sustainability, corporate finance, and business counseling.



Ronald L. Greenman • ron.greenman@tonkon.com • 503.802.2006

Ron's practice emphasizes securities, finance and corporate acquisitions, and counseling companies through the stages of growth. He also focuses on venture capital financings, and structuring and implementation of management leveraged buyouts, involving both private and publicly held companies.

TONKON TORP'S M&A PARTNERS



James K. Hein • james.hein@tonkon.com • 503.802.2129

James' business and corporate law practice involves counseling clients with an emphasis on mergers, acquisitions, and sales of businesses. His experience includes entity formation and structure, corporate finance, commercial law, securities, and contracts. Many of James' clients are family-owned and other closely held businesses.



Thomas P. Palmer • thomas.palmer@tonkon.com • 503.802.2018

Tom's practice emphasizes securities and general corporate matters, including mergers and acquisitions, initial public offerings and private placements. He also counsels special committees of directors and advises on corporate governance issues and SEC reporting and disclosure matters. Tom has significant experience in international transactions.



Kurt W. Ruttum • kurt.ruttum@tonkon.com • 503.802.2043

Kurt's practice emphasizes mergers and acquisitions, private equity, public and private securities offerings and general corporate counseling. He has extensive experience representing companies, underwriters, lenders, private equity firms and venture capitalists in public offerings, commercial loans and private placements of debt and equity securities.



Leon Simson • leon.simson@tonkon.com • 503.802.2067

Leon represents corporate clients in a wide range of business and Acquisition matters, including finance, license agreements, customer and supplier issues, equipment purchasing and financing, acquisitions and divestitures and shareholder and director issues. His extensive experience also includes advising clients in complex, court-supervised bankruptcy cases as well as out-of-court restructurings and workouts.

