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Mergers & Acquisitions

Step toe & Johnson LLP represents buyers, sellers, special committees, and investment bankers in mergers, acquisitions, and other investments and dispositions worldwide. These transactions include:

- Stock Purchase, Asset Purchase, and Merger Agreements
- Complex restructurings
- Multiple-party complex acquisitions
- Swaps and split-ups

For decades, Step toe lawyers have been structuring and negotiating transactions in a wide range of industries for public and private corporations. Lawyers in our offices around the globe work in concert with each other, providing the resources and support our clients need in an effective and timely manner.

Our domestic and international presence, coupled with the thought leadership and practical knowledge that our team has developed with experience, provide our clients with advanced solutions to even the most complicated transactions. Our comprehensive understanding and experience of a wide range of industries enables us to provide our clients with the strategies they need to successfully complete each transaction.

Public and private companies turn to Step toe to represent them in a wide variety assortment of industries, including:

- Agriculture
- Airlines Reservations
- Apparel
- Construction
- Defense Contractors
- E-Commerce
- Energy
- Healthcare
- Pharmaceuticals
- Real Estate

Mergers & Acquisitions

- Technology
- Telecommunications
- Transportation
- Utilities

Representative Matters

- Represented the Special Committee of the Board of Directors of L-1 Identity Solutions (L-1) in connection with its merger with Safran SA (Safran) for \$1.6 billion. The transaction also involved the concurrent execution of a purchase agreement with BAE Systems (BAE) pursuant to which BAE purchased the intelligence services business of L-1 for \$303 million prior to the merger with Safran.
- Represented a private equity buyer and its partner in the purchase of the assets of the Hartmarx Corporation (Hartmarx) for \$128 million. The transaction was unique in that the sale was originally structured to take place through an auction process, but the client was selected as the stalking horse bidder, and we negotiated some of the standard protections accorded to stalking horse bidders. Additionally, Hartmarx had an existing syndicated credit facility that had to be replaced or refinanced. We ultimately rolled over the existing facility, as well as handled the negotiation of the equity arrangements.
- Represented Parsons Corporation, a technology-driven engineering services firm, in connection with its acquisition of SPARTA, Inc. (SPARTA) and its subsidiaries from Cobham Defense Systems, Inc., a wholly owned subsidiary of Cobham plc. SPARTA is a provider of advanced systems engineering cyber security and mission support services to US government agencies.
- Acted for Stratos Global Corporation on the UK aspects of their acquisition by CIP Canada Investment, Inc. The total transaction value, including the assumption of debt, was \$636 million.
- Represented Enbridge, Inc., a North American leader in delivering energy and one of the Global 100 Most Sustainable Corporations, in its successful bid to purchase a proposed 250MW wind power farm in southeastern Colorado from the international RES Group's US operations for approximately \$500 million.

Mergers & Acquisitions

- Counseled a healthcare client in structuring, negotiating, and documenting the sale of its healthcare division in return for all of the outstanding stock of a company engaged in the health information services business.
- Represented a European technology company in structuring, negotiating, and documenting an acquisition of a technology provider.
- Represented MRI Manufacturing & Research, Inc. (MRI) and its stockholders in the sale of all of the capital stock of MRI to Fenner, Inc. (Fenner). MRI is a privately owned medical device manufacturing and distribution company based in Tucson, Arizona. Fenner is the US subsidiary of Fenner PLC, a London Stock Exchange traded company, and specializes in industrial engineering and manufacturing of medical and other polymer-based devices.
- Represented a US agricultural commodities company in its acquisition of the assets of a UK firm in a complementary industry, including real estate and major equipment facilities in the United Kingdom.
- Advised on the international aspects of the acquisition of a well-known magazine publishing business.
- Acted for Macromedia on the acquisition of two software development companies, Mobile Innovation Limited and Iteration::Two Limited.
- Acted for Diethelm Keller Brands Limited on the acquisition of William Levene, UK market leader in kitchen tools and cookware and owner of established kitchen brands such as Cole & Mason, Jamie Oliver's Flavour Shaker, Ken Hom, and Culinare.