

## Joint Ventures, Mergers & Acquisitions, and Private Equity

### Joint Ventures

Roetzel's attorneys are highly experienced in counseling and advising on complex joint ventures both domestically and internationally, across diverse industries such as energy, technology, insurance, life science, healthcare, and real estate. We guide clients through every step of forming joint ventures for distribution, manufacturing, R&D, and more, with experience in markets like South Korea, Brazil, Japan, Europe, Israel, and Canada.

### Mergers & Acquisitions

Roetzel's Mergers & Acquisitions Team advises sellers, buyers, and financial advisors on domestic, international, and multinational M&A transactions. We prioritize maximizing deal value and provide comprehensive support by collaborating with other Roetzel practice groups. From initial structuring and due diligence to the negotiation of key terms, closing, and post-closing integration, our team remains engaged at every stage of the process.

### Private Equity

Roetzel provides counsel to its financial sponsor clients on all aspects of their businesses, including fund formation and management, tax and regulatory compliance, and portfolio company management team advisement. We support clients throughout the investment cycle, covering acquisitions, platform companies, exit transitions, recapitalizations, and spin-offs. Our experience spans leveraged buyout (LBO) funds, venture capital (VC) funds, family offices, and funds of funds, with a strong focus on representing investment funds in the U.S. and internationally. Additionally, we offer ongoing guidance on market terms, from the incubation stage through the launch of a new fund.

### What We Do

- Facilitate asset and stock purchases
- Handle contested mergers
- Manage DIP and exit acquisitions
- Structure joint ventures
- Execute leveraged buyouts (LBO)
- Guide M&A transactions
- Advise on private equity transactions
- Conduct public-to-private conversions
- Orchestrate spin-offs
- Form strategic alliances
- Oversee venture capital investment

### Our Experience

- Represented a shareholder group of a blister card manufacturer in the successful buyout of the other shareholder group; assisted in the strategic growth of the company; and effectuated a successful exit many years later
- Represented an Ohio corporation which is a supplier of a diverse range of products to a variety of customers and industries, including rubber and plastic coil storage, in a major expansion of its capabilities through the acquisition of an injection molding manufacturer with facilities in Michigan and Arkansas
- Represented a full service, stocking distributor of air compressors and "air as a utility" products for all aspects of manufacturing and automotive facilities in the corporation's sale of substantially all of its assets



- Represented a privately held Brazilian-based company in a \$33 million sale to a United Kingdom-based public company
- Established joint ventures for the manufacture and distribution of various types of products in South and Central America, Malaysia, Indonesia, Japan, Australia, and Korea, including licensing of trademarks, patents, and other intellectual property
- Represented a Florida-based corporate payment technology company in a \$600 million stock sale to a France-based public company
- Represented a Minneapolis-based specialty baked goods company in a \$522 million international merger with a Netherlands-based bakery company
- Represented a publicly held transportation company in the following matters: \$150 million private placement of Series A Convertible Preferred Stock and Warrants to a private equity fund in a change of control transaction; \$17 million strategic acquisition of the assets of a competing company; listing on the NYSE MKT Exchange; and '34 Act periodic reporting on Forms 10-K, 10-Q, 8-K, etc.
- Represented a New York private equity fund in its \$149 million stock acquisition of a multistate waste disposal and landfill operating company
- Represented a domestic specialty baked goods company in a \$135 million recapitalization and related stock acquisitions
- Represented a UV-free sunless tanning company in a \$116 million merger with a portfolio company of an Ohio-based private equity fund
- Represented an Ohio-based telecommunications company in a \$110 million stock sale
- Represented an Ohio-based audience response system technology company in a \$96 million equity interest sale to an Ohio based private equity fund
- Represented an Ohio-based electrical contractor company in a \$90 million stock sale to a Texas-based strategic buyer
- Represented the special committee of the board of directors of a publicly held transportation company in a \$56 million going private merger with a private equity fund
- Represented a privately held substance abuse treatment center in the \$36 million sale of its assets to a strategic buyer
- Represented a Texas-based private equity fund in its \$31 million acquisition of a professional employer organization, including the debt, equity, and transaction aspects of the deal
- Represented an Ohio-based intermediary health care and workers' compensation industry service provider in a \$27 million stock sale
- Represented a \$350 million company selling a vinyl extrusion division
- Represented a publicly held \$350 million aluminum sheet manufacturer
- Represented a privately held \$100 million steel processor acquired by a publicly held company
- Represented a privately held \$75 million aircraft parts manufacturer in the purchase of an aircraft interior manufacturing company
- Represented a privately held \$50 million information services company in the sale to a privately held company
- Represented a growing engineering firm in a series of mergers and acquisitions of smaller firms throughout the west coast of Florida
- Represented a management team that purchased a cardboard recycling facility from a multinational corporation for \$22 million
- Represented a privately held \$20 million wire products manufacturer in the sale to a large privately held manufacturing conglomerate
- Represented a privately held financial services company in merger with subsidiary of publicly traded company as part of a national roll-up and with a post-closing management agreement for continuation of the target's business by the prior owners
- Represented a \$10 million molded rubber products manufacturer in its sale to a privately held company
- Represented a privately held \$10 million mail-order catalog business sold to a privately held company

- Represented a privately held manufacturing company in the sale of its assets for \$23 million (including five-year earn out)
- Represented two related entities in \$10 million merger with a publicly held company, as part of a multiple-stage roll-up
- Represented publicly held holding company of a national banking association that acquired through a \$15 million, multi-stage merger with the publicly held holding company of a federally chartered savings and loan association
- Represented a privately held company in a \$22 million recapitalization
- Represented a privately held \$25 million company in the acquisition of industrial equipment for \$6 million from the U.S. Trustee for several related entities in Chapter 11 bankruptcy proceedings
- Represented a subsidiary of a publicly held company in the acquisition of industrial camera assets for \$2.4 million
- Represented a privately held gas supply company in the disposition of its residential and industrial customer base and related inventory to a large gas utility company for \$10 million
- Represented world's largest water treatment product manufacturer in numerous acquisitions of product lines, manufacturing and distribution facilities, and technology
- Represented a subsidiary of a publicly held company in the acquisition of bulk conveyance assets for \$1.2 million
- Represented a privately held company that acquired a \$2.4 million equity position in a Chinese entity
- Represented a privately held company that acquired a \$1 million equity position in a Brazilian entity
- Represented selling shareholders in a \$20 million management buyout of a privately held lumber company
- Represented a privately held company in a \$16 million acquisition and subsequent sale of 15 operating hotels
- Represented a privately held company in a \$4.5 million sale of a scrap tire transportation and recovery business
- Acted as counsel in the acquisition of an abrasives company with assets in the United Kingdom and North America
- Completed a strategic manufacturing joint venture in Germany for an industrial products company
- Represented fund operators in the formation of a \$7 million mezzanine venture capital fund with financial institutions members
- Represented a private equity firm in obtaining a \$57 million chemical additives company and a related \$31 million credit facility administered by Bank of Ireland
- Represented a Texas-based professional employer organization in a \$70 million sale to an Illinois / British Columbia-based private equity firm
- Represented an Ohio-based multi-location restaurant business in a \$34 million sale to a California-based private equity firm
- Represented a New York-based private equity fund in its \$46 million asset acquisition of a Michigan-based thermoplastic sheet manufacturing company
- Represented a portfolio company of a New York private equity fund in connection with multiple stock and assets acquisitions of specialty chemical companies with an aggregate purchase price of \$44 million