

MERGERS & ACQUISITIONS

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M&A Transactions

In Barley Snyder's mergers and acquisitions practice, we regularly represent our clients, as either buyer or seller, in a variety of industries, including manufacturing, distribution, construction, financial, agribusiness and professional. We have also acted as special counsel to parties in M&A transactions involving public and private companies in transactions which were referred to us by other counsel, investment bankers and accountants. While our practice is generally regional, client matters often involve transactions outside our geographic footprint. We have worked opposite a number of regional and national law firms in these transactions and have found that we compare favorably to these firms in this area, in terms of experience, approach, results and cost. The firm believes that it has a competitive advantage over many of our competitors, by assigning matters to attorneys who are seasoned and who have a wide range of experience.

Our Role in M&A Transactions

Our representation in the M&A area includes due diligence, structuring transactions, negotiating and drafting letters of intent, negotiating and drafting acquisition agreements, coordination of financing sources (senior debt, mezzanine, etc.), obtaining regulatory approvals (including HSR filings) and closing transactions. As part of our representation of acquisitive clients, we have developed sets of form acquisition documents and an acquisition checklist and worked with inside counsel on specific transactions. A transaction can be outsourced to our firm, if that is what the client wishes; however, we are open to working with both lawyers within the client's organization and other outside counsel and advisors.

We are on top of trends in the M&A market and we have established excellent relationships with a number of investment banking firms, particularly those active in the M&A market in the Middle Atlantic region. We have presented several times in recent years on panels with other professionals on M&A developments and trends, such as private equity and earnouts. Private equity firms have been major drivers of the M&A market in recent years. We have participated in several transactions, as counsel to parties to the transactions or management teams, involving private equity firms and, as a result, are familiar with the special issues involved in such transactions. Earnout provisions have become frequent features of M&A transactions, particularly with private equity buyers. We are familiar with these heavily negotiated provisions under which a balance must be found between the seller's desire to achieve the maximum payout and the buyer's desire to control the business on a post-closing basis.

Practice Excellence and Practice Style in M&A

As part of Barley Snyder's Practice Excellence initiative, a firm wide focus on knowledge, quality and service, we have developed a quality control program in the M&A area in order to achieve consistency and quality in our approach to M&A transactions. This program includes access to a Barley Snyder M&A Worksite where we have collected work plans, templates, best practices, deal studies and documents from prior M&A transactions. On the buy-side, we develop client-specific templates for our acquisitive clients. Our commitment to quality also requires a second attorney review of transactions meeting specific criteria.

We continued to apply our Practice Excellence initiative to the M&A area in recent years through various lean practices, such as:

- Use of work plans;
- Mapping of transactions;
- Electronic data rooms for due diligence by buyers, buyers' lenders and buyers' RWI insurers; and
- Sharing of documents in Sharefile sites.

We found that such lean practices greatly increased the efficiency and flow of transactions.

In terms of practice style in the M&A area, Barley Snyder prides itself on taking a reasonable, practical approach with the goal of closing the transaction. We typically form a transaction team which includes a mixture of required disciplines with one attorney coordinating our efforts, and we are able to devote the resources necessary to complete transactions in a timely manner. However, we do not over-lawyer in terms of the number of people involved, and we work in a collegial manner with other advisors, including investment bankers, accountants and lenders and with the other side.

For more information about our M&A services, please reach out to Paul Mattaini or Kim Decker.

References from current and former clients, investment bankers and accountants as to our M&A experience are available upon request.

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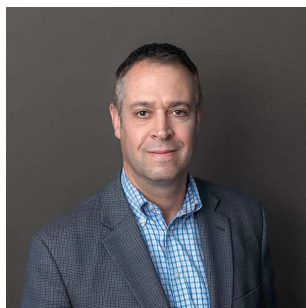
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