

ATTORNEYS IN THIS PRACTICE

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RELATED PRACTICES

Corporate and Business Transactions
Derivatives
Distressed Debt and Claims Trading
Investment Management
Lending Transactions
Private Equity
Restructuring and Bankruptcy
Securities Transactions
Tax

Mergers and Acquisitions

RK&O has a wide range of experience representing buyers and sellers in domestic and cross-border merger and acquisition transactions. Our experience includes acquisitions and dispositions of both public and private companies, as well as the representation of buyers and sellers in leveraged buyout, management buyout and other going-private transactions. RK&O's mergers and acquisition clients include some of the largest hedge funds and investment banks, as well as companies, management teams, private equity funds and other financial institutions and investors. We advise target company boards and special committees in considering competing strategic alternatives. Together with our restructuring and bankruptcy colleagues, our M&A practitioners are skilled in acquiring companies out of bankruptcy, as well as representing clients either as the "stalking horse" or as a bidder in the bankruptcy auction.

Our representations include companies that span a number of different business sectors, including aviation, automotive, communications, energy, financial services, gaming, insurance, manufacturing, pharmaceuticals, real estate and technology. In structuring transactions, we work closely with other specialist teams within the firm to address not only pricing and risk allocation issues, but also tax, securities and other regulatory issues that arise in both domestic and cross-border scenarios. We provide our clients with complete support in their M&A transactions by combining technical expertise, creativity and commercial awareness.

EXPERIENCE

Matters on which we have worked include representations of or advice to:

- The independent committee of directors in the sale of a real estate holding company.
- An investment bank as the lead investor in the acquisition of a division of a public pharmaceutical company.
- A consortium of investment banks as selling shareholders in the sale of an electronic trading platform to a strategic buyer.
- Individual shareholders in their sale of a controlling stake in a retail clothing chain.
- The purchaser of a significant minority stake in a privately held hedge fund complex.
- The financial buyer of a medical products company.

PUBLICATIONS

"Buying a Majority Interest in a Hedge Fund Manager: An Acquirer's Primer on Key Structuring and Negotiating Issues" by Scott Budlong, Eva Marie Carney, Thao Do, Eric O'Meara, William Orbe and Kenneth Werner published in *The Hedge Fund Law Report*

"Credibly Defending Against Insider Trading Allegations: *SEC v. Rorech*" by Eva Marie Carney

MERGERS AND ACQUISITIONS (Cont.)

"Acquiring Companies in Bankruptcy" co-authored by Michael Friedman published in *Executive Counsel* magazine

PRESENTATIONS

Larry Halperin speaks at the 32nd Annual Conference on Securities Regulation and Business Law

James Walker speaks at the PLI "Mergers & Acquisitions 2009: Trends and Developments" seminar

NEWS & ANNOUNCEMENTS

U.S. News-Best Lawyers awards RK&O "Law Firm of the Year" in White Collar-Government Investigations Law and recognizes firm's other practice areas

James Walker participates in *Financier Worldwide* roundtable discussion "Addressing FCPA Issues In Emerging Market Deals"

Richards Kibbe & Orbe LLP names Jeffrey Lehtman a partner and Catherine Turgeon and Ryan Jackson counsel