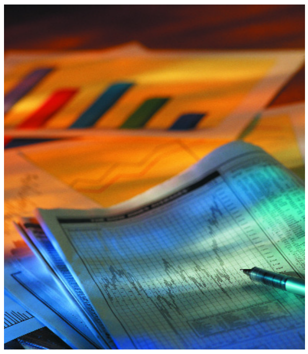
King & Spalding

Mergers & Acquisitions
Who We Are



King & Spalding is consistently ranked as one of the world's leading advisors in M&A transactions. Our M&A Practice Group advises clients on transactions across the globe and includes a fully integrated team of lawyers in the U.S., U.K., Europe, Asia and the Middle East. Our practice focuses on complex transactions, where clients count on our significant experience to ensure that their transactions are handled effectively and efficiently. We represent sellers, purchasers, target companies and financial advisors in all types of domestic and international transactions.

King & Spalding was recognized by IFLR1000 as one of the world's leading law firms advising on corporate and financial matters in 2014.

What Sets Us Apart - Client Service

Whether acting for large publicly held corporations or privately held companies, our client service and responsiveness are what clients say set us apart. We provide partner-led deal teams, offering hands-on advice for complicated transactions. Our goal is to build long-term relationships with clients and work together to help them grow successfully and meet the challenges of today's business environment. Attentive service and responsive, proactive advice are the hallmarks of King & Spalding's M&A Practice Group, and these traits allow us to provide client-friendly legal advice.

What We Do

Public Company Transactions

- Acquisitions
- Auctions/Divestitures
- Spin-offs
- Tender and Exchange Offers
- Proxy Contests
- Going Private Transactions
- LBOs/MBOs
- Special Committee Representations
- Recapitalizations
- Financial Advisor Representations

Partnering

- Strategic Investments
- Joint Ventures
- Corporate Venturing
- Intellectual Property Licensing

Corporate Governance

- Sarbanes-Oxley and Dodd-Frank Acts
- Takeover Defense
- Rights Plans
- Board Preparation and "Best Practice" Advice
- Representation of Board Committees, including Audit Committees

King & Spalding was included in Law360's 2014 'Global 20' survey of those law firms with the greatest international reach and expertise.

Industry Experience

- Aerospace & Defense
- Biotech, Healthcare & Pharmaceuticals
- Consumer Products
- Energy & Natural Resources
- Healthcare
- Financial Institutions
- Logistics & Transportation
- Manufacturing & Industrial Products
- Media & Entertainment / Professional Sports
- Real Estate
- Retail & Restaurants
- Sports, Media & Entertainment
- Technology & Telecommunications

Representative M&A Matters

- Represented Beazer Pre-Owned Rental Homes, Inc. in its $250 million sale to American Homes 4 Rent.
- Represented EMS Technologies, Inc. in its $500 million sale by tender offer to Honeywell International Inc.
- Represented GE Oil & Gas in its $550 million acquisition of Cameron Industrial Corporation.
- Represented Hanesbrands in its $600 million acquisition of Maidenform Brands, Inc.
- Represented Huntington Ingalls Industries in its $225 million acquisition of Universal Pegasus International.
- Represented Immucor, Inc. in its $1.9 billion sale by tender offer to an affiliate of TPG Capital, L.P.
- Represented LS Power in its $1.05 billion acquisition of a portfolio of four natural gas-fired generating assets from NextEra Energy Inc.
- Represented Marubeni-Itochu Tubulars America Inc. in its $600 million acquisition of Sooner Inc.
- Represented PRIMEDIA Inc. in its $525 million sale to affiliates of TPG Capital, L.P.
- Represented Roark Capital Group in its $1.75 billion acquisition of the parent company of Carl's Jr. and Hardees.
- Represented Rock-Tenn Company in its $4 billion acquisition of Smurfit-Stone Container Corporation.
- Represented Roper Industries, Inc. in its $1 billion acquisition of Managed Health Care Associates, Inc.
- Represented Rosneft in its $600 million acquisition of Novokuibyshevsk Petrochemical Company.
- Represented Total System Services in its $1.4 billion acquisition of Netspend Holdings, Inc.Advised The Coca-Cola Company in connection with its investment in ZICO Beverages LLC.
- Advised Mahindra & Mahindra Financial Services, the financial services arm of Mahindra & Mahindra, in connection with a U.S. joint venture with the Rabobank Group, whereby Rabobank and Mahindra have a 51% and 49% interest, respectively, in the joint venture.
- Representation of GE Oil & Gas in the sale of a 50% interest in GE's pipeline inspection and integrity business to Al Shaheen Energy Services, a wholly-owned subsidiary of Qatar Petroleum, and negotiation of a strategic joint venture with respect to such business.
- Advising Occidental Petroleum Corporation in connection with its joint venture with Elementis plc: Contribution of certain assets used in connection with their respective businesses in the UK and in the US to a joint venture between them and grant of future put and call options over the business.
- Advised the outside directors of Emdeon Inc. in connection with its merger with affiliates of Blackstone Capital Partners VI L.P. under which Blackstone acquired a controlling interest in Emdeon valued at approximately $3 billion.

Contact
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