bodman

Business

solve the problem

Bodman's Business Practice Group routinely handles mergers and acquisitions, private equity transactions, venture capital transactions, securities matters, business planning, business entity formation, governance issues, and other business law matters.

Our lawyers provide sophisticated, creative and practical solutions, and they pride themselves on quick and efficient client service. *Chambers USA: America's Leading Lawyers for Business* has consistently ranked Bodman as one of Michigan's top three Corporate/M&A law firms based on client and peer feedback, noting that our team is known for "handling sophisticated commercial transactions on a national and international scale." Our Corporate Law practice has also consistently received Tier 1 Metro rankings in the *U.S. News-Best Lawyers* "Best Law Firms" list.

We have clients in a wide variety of industries, including automotive, financial services, communications and media, publishing, computer software and hardware, medical technology, biotechnology, insurance, securities, construction materials and operators, general merchandising and general manufacturing operations. They also range in a variety of sizes and stages, from individuals and small companies at formation and startup stage to large, publicly traded corporations that are celebrating their centennial anniversaries. Our clients are also located throughout the United States and globally. To ensure that we are able to service all of their needs, we maintain strategic relationships with law firms worldwide.

Detroit's business community is growing, and we are growing with it. Our Detroit Business Advocacy (DBA) group is led by David M. Walker, Esq. who focuses on representing Detroit business owners as their general counsel on business matters.

SERVICES

- **Mergers & Acquisitions**

  As one of Michigan's leading M&A firms, our attorneys regularly handle all types of public and private mergers and acquisitions. We have extensive experience on both the buy and the sell side of transactions. We specialize in getting deals done efficiently and bringing a deal to closure, with a focus on advancing our client's business needs. Our attorneys pride themselves on being innovative and will work to further the interests of our clients, while not creating legal roadblocks to achieving their goals.

- **Corporate Governance and Public Company Regulation**

  We assist publicly-held corporations in complying with the full range of corporate reporting and regulatory obligations, including requirements of the Securities and Exchange Commission, the New York Stock Exchange and NASDAQ. Our experience in these areas involves preparation and review of required periodic reports (annual, quarterly and current) and proxy materials, as well as advising clients on disclosure issues, Section 16 and Regulation FD compliance, and Sarbanes-Oxley Act corporate governance and internal controls obligations. We also advise clients regarding legal issues arising from annual shareholder meetings, shareholder inquiries and shareholder proposals. We regularly serve as counsel on matters relating to boards of directors, special and other committees, and special investigative and litigation matters.

- **Venture Capital, Private Equity, Financings and Fund Formation**

  We regularly advise clients (both issuers and investors) on capital-raising activities including private equity, venture capital, angel investments and other capital-raising transactions. Our lawyers have assisted clients with all aspects of financings, including structure, documentation, closings and post-closing matters. In a recent two-year period our venture capital and private equity specialists negotiated and closed more than 27 separate corporate finance transactions totaling more than $150 million, including seed and follow-on funding, venture capital funding, debt financing (including senior and mezzanine debt), and fund formation and launch.

- **Joint Ventures**

  We have significant experience working with joint ventures, both domestically and internationally. Bodman attorneys provide advice on all aspects of joint ventures, including structure, business terms and legal documentation. We also work with our clients to engage and manage foreign law firms as needed. In one representative transaction, we helped a Tier-1 automotive supplier establish joint ventures with manufacturers in Asia, Europe and Mexico that allowed it to bring products to market quickly and service customers across three continents.

- **Commercial Agreements**

  We advise clients on all aspects of the procurement and licensing process, including development of requests for proposal, negotiating agreements with vendors, negotiating subsequent

schedules, statements of work and amendments to agreements, and terminating agreements. We also assist businesses in developing standard vendor agreements for the acquisition of products, services and technology (software and hardware). With our assistance, our clients have saved millions of dollars on vendor contracts.

- **Emerging Industries and Start-Ups**
  We serve as corporate counsel to start-up and established businesses in the sectors that represent the future of Michigan's economy, such as software, alternative energy, aerospace, biotechnology, and media. We help these companies optimize their business and tax structure, secure financing, commercialize technology, and develop strategic relationships. Whether setting up the original business entity or restructuring an existing one, we assist clients in choosing a corporate structure consistent with tax goals, capitalization and funding strategies, relationships among company founders, intellectual property realization, and plans for corporate growth.

- **Automotive Contracts**
  We have extensive experience with automotive contracts and related issues. Our lawyers have also acted as temporary in-house counsel for certain of our Tier 1 supplier clients. We have advised numerous companies regarding purchase order terms and conditions, terms and conditions of sale, supply agreements, and service agreements. We have vast experience counseling on issues such as adequate assurances, "stop ship" threats, injunctive relief, warranty claims, resourcing, and others. We also have unique insight into M&A transactions involving the automotive world.

- **Closely Held Businesses**
  We specialize in advising closely held corporations, limited liability companies, and partnerships in all aspects of business formation and operations. Our comprehensive representation of closely held businesses often includes providing estate planning and succession planning advice to the business owners and their families.

- **International Business Transactions**
  Our international experience includes buying and selling businesses around the world, establishing joint ventures, and buying or selling interests in joint ventures. In a recent transaction, we assisted a client in the sale of a software business located in the United States and India. While we assumed responsibility for the transaction overall, we also effectively managed the law firm engaged in India to successfully close the transaction.
  Bodman is an independent member of **GGI Global Alliance**, one of the top ten international accounting, consulting and law firm alliances. Through GGI we have access to experts around the world who are able to give advice on local regulations, compliance, and go-to-market strategies. GGI's broad international presence opens up a gateway to the global marketplace for us and our

clients.

INDUSTRY FOCUS

We have aligned teams with respect to the following industries:

- **Aviation**
- **Automotive**
- **Banking and Financial Services**
- **Biotechnology**
- **Computer Hardware and Software**
- **Construction**
- **Consumer Retailing**
- **Energy**
- **Franchising**
- **Health Care**
- **Information Technology**
- **Insurance**
- **Life Sciences**
- **Manufacturing**
- **Media/Publishing**
- **Pharmaceuticals**
- **Professional Services**
- **Medical Technology**
- **Sports Franchises**
- **Telecommunications**
- **Transportation**

REPRESENTATIVE MATTERS

- We represented one of the world's largest Tier-1 automotive suppliers in the simultaneous acquisition of 1) the largest manufacturer of on-glass connectors for the automotive glass industry in North America, and 2) a designer and supplier of high-speed USB connectivity modules and wireless headphone systems.
- We represented the owner of a specialty property and casualty insurance company focusing on commercial customers in the U.S. and Canada in the sale of 100% of the company's stock to a NASDAQ-listed company, including obtaining U.S. and Canadian regulatory approval.
- We have represented a telecommunications company that is publicly traded on the NYSE in its strategic acquisition and divestiture of radio stations in multiple U.S. states.

- We serve as corporate counsel to a publicly-traded supplier of high tech products and services to the medical, biotechnology, military, aerospace, industrial and commercial markets. In a recent one-year period, we represented the client in connection with seven strategic acquisitions.
- We represented a publicly-traded provider of trucking and logistics services in connection with its acquisition of a provider of warehousing and component distribution services to manufacturers of Class 4 through 8 trucks, RVs, and super-duty trucks.
- We have represented a Michigan-based, a worldwide provider of apparel personalization products in various domestic and international acquisitions. Recent acquisitions have included companies based in California, Canada, Nicaragua, and Spain.
- We represented a medical device manufacturer in connection with its acquisition of substantially all the assets of a manufacturer of products used to perform coronary artery bypass graft procedures. As part of the transaction, we negotiated distribution, patent license, and transition services agreements.
- We represented a publicly traded private equity firm in the sale of one of its portfolio companies, a manufacturer and supplier of foam, rubber and plastic components to the automotive and heavy-duty truck markets.
- We represented the equity holder of a privately-owned manufacturing business in the sale of the company to a private equity firm. The complex transaction included two stock purchase agreements, one asset purchase agreement, and two real estate purchase agreements covering assets located in the U.S. and Mexico.
- Bodman attorneys have structured many public-private partnerships critical to the completion of important urban revitalization projects. Examples include the Stadiums Project in downtown Detroit and a racetrack in Kansas City, Kansas.
- We handled the purchase of a leading aviation services company and continue to counsel the purchaser on all aspects of aircraft management, aircraft sales and acquisition, aircraft maintenance, avionics installation and repair, FBO services, and aircraft charters.
- A major technology outsourcing firm with operations in 22 states and overseas relied on our counsel beginning with its founding. Ten years later, its original owners sold control of the company to a private equity firm, which did an initial public offering. We subsequently represented the company in various secondary securities offerings and in its acquisition of more than 70 private companies in a three-year period.
- We represented a software company with assets in Michigan and India in a complex transaction involving multiple closings to sell those assets to a large publicly traded corporation.
- A buyer turned to Bodman for assistance in the employee buyout of a leading producer of non-woven rolls, a transaction that presented a number of complex issues in structuring a purchase price calculation that was acceptable to all parties, as well as the difficult business and emotional

challenges typical in the sale of a long-time family-owned business.

- We represented a U.S.-based publisher in the sale of its business in a cross-border transaction involving a U.K.-based publisher of college lab manuals, textbooks and other instructional materials.
- We represented a publicly traded property and casualty insurance holding company in its acquisition by a competing publicly traded property and casualty insurance holding company.
- Bodman M&A attorneys assisted a manufacturer of elastomeric seals and custom molded products for the automotive, healthcare and energy industries in three separate acquisitions within a twelve-month period involving companies based in multiple states.
- We represented the majority shareholder and the acquisition company in a going private transaction involving an operator of more than 600 hosted retail optical outlets throughout the United States which had been publicly traded on the AMEX.
- We represented the majority selling shareholders in the sale of stock to an ESOP for a combination of cash and subordinated debt.