



Hill Smith King & Wood

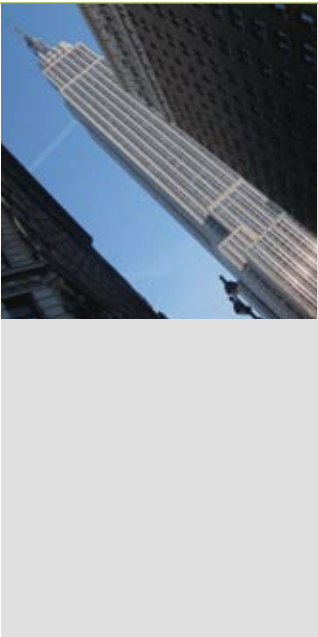
international law firm

Mergers & Acquisitions



Introduction

At Hill Smith, we provide a unique level of service to our clients and, although branded recently, we enjoy a reputation with our clients as one of the most client orientated 'boutique' law firms in the world. We specialize in matters that require detailed attention, extensive experience, high-quality expertise and the reputation of our partners. We are privileged to be involved in some of the larger and more sophisticated merger and acquisition transactions, and we are routinely called upon to assist clients in their most sensitive and critical matters.



At Hill Smith, our specialists from a variety of practice areas work closely as a team to ensure that our clients are fully advised on the tax and legal issues surrounding mergers, takeovers, restructurings, private equity transactions, bankruptcy workouts, joint ventures, investment funds, and cross-border dispute resolution and negotiate, assist with or coordinate the implementation of any transaction, including legal maintenance and the full range of tax compliance. We operate in such a way that matters undertaken by this firm are afforded the direct personal attention of partners having expertise and sophistication with respect to the issues. Above all, the lawyers and tax advisors of Hill Smith deliver practical and commercial solutions to problems.



Mergers & Acquisitions

As a boutique firm we specialize in specific fields. One such field is cross-border mergers and acquisitions. The members of the Corporate & M&A practice plan, structure, negotiate and implement highly sophisticated transactions, representing public and private companies and venture capital investors in merger and acquisition, spin-off, split-off, and private equity transactions.

The members of the Corporate & M&A practice plan, structure, negotiate and implement numerous forms of business transactions, combinations and financings for U.S. and non-U.S. clients. A sampling of matters handled includes tax-free and taxable reorganizations, spin-offs, acquisitions, dispositions, internal reorganizations, hybrid financings, and international joint ventures. Our mergers and acquisitions practice includes negotiated and contested mergers and acquisitions; sales and purchases of assets, subsidiaries and divisions; election contests and dissident shareholder proposals; tender and exchange offers; going-private transactions; MBOs; spin-offs; anti-takeover defenses and initiatives; fairness opinions and corporate governance matters; and related transactional and M&A advisory engagements.

Our attorneys represent buyers, sellers, investors, shareholders, boards of directors and special committees, financial advisors and investment banks, broker-dealers and lenders in structuring, negotiating and consummating complex international and domestic change-in-control transactions, stock-for-stock exchanges, mergers and other methods of business combination for large, mid and small cap companies, as well as privately held businesses. Hill Smith effectively manages local counsel advice for and the final implementation of many M&A transactions, leaving the client to focus on the best possible terms of the deal. We represent private equity firms and their investment funds in connection with their investments in portfolio

companies. We help our clients structure the initial term sheet, conduct legal and business due diligence, and draft and negotiate definitive investment/acquisition documents. We provide on-going representation for these investors in the management and oversight of their portfolio investments, including additional infusions of capital for working capital purposes or to finance acquisitions, and in connection with exit transactions.

As part of many M&A transactions, substantial attention has to be given to the financing of the deal. We can advise on complex transactions around the world. Our international team has the focus and capabilities to provide clients with the most effective and efficient financing solutions in a wide variety of acquisition and leveraged finance transactions. Our practice members have substantial experience in bridge financings and project finance activities in connection with acquisitions, leveraged buyouts, mergers, recapitalizations and other capital raising transactions.

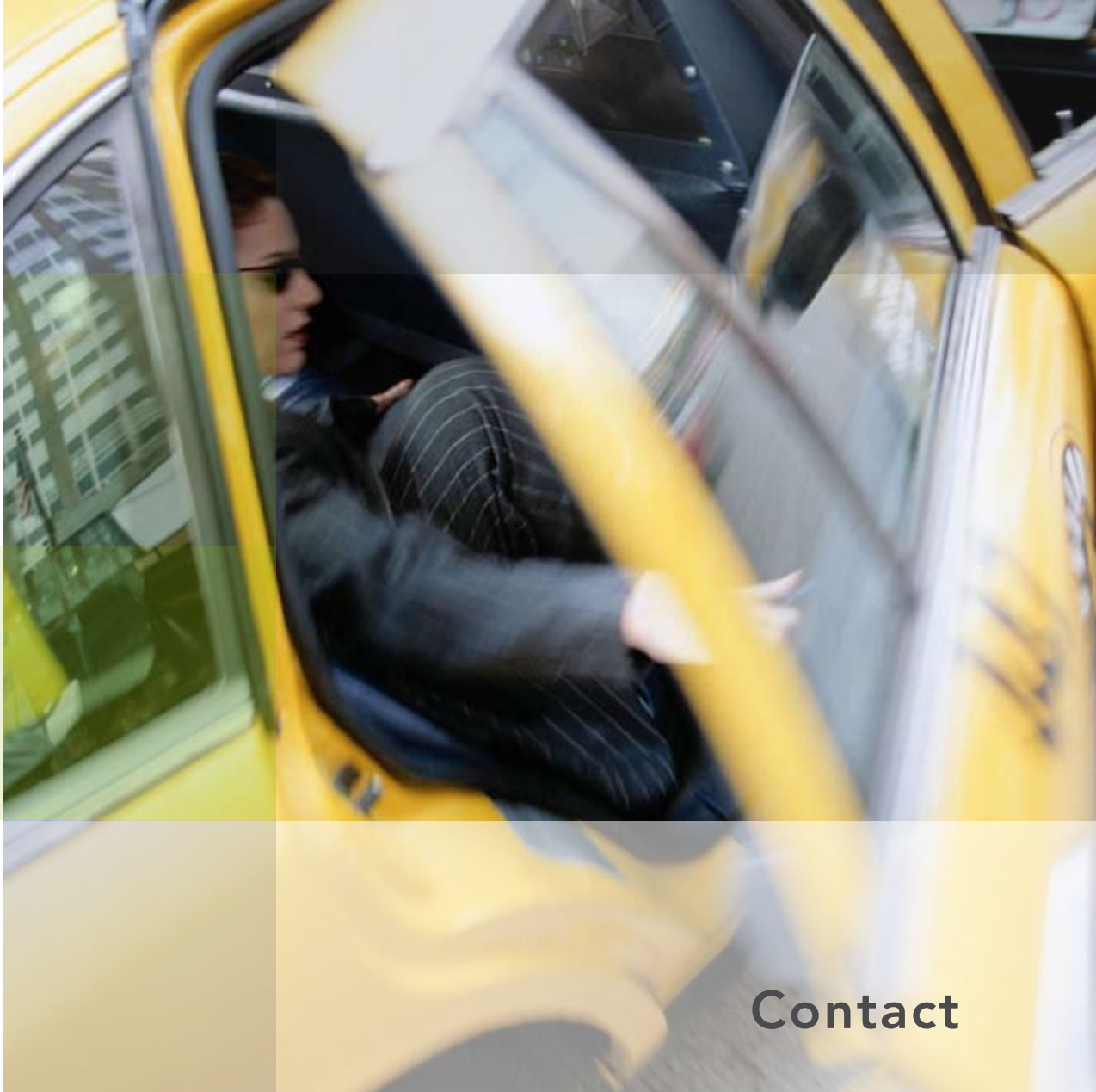
Finally, we have substantial experience in private equity fund formation, including the preparation of private offering documents and fund partnership or limited liability company agreements. We also have substantial experience in representing institutional investors considering investments in private equity funds and negotiating the terms of their investments and their ongoing economic and control rights.




Approach



As business lawyers, we are focused on the business objectives that drive M&A transactions and work towards the best result for our client. Our Corporate & M&A practice works on transactions in client-focused M&A teams that include, as necessary, support from our various specialty practice groups, including taxation, and can deal with the variety of aspects concerned with such transactions such as regulatory and competition issues. We have demonstrated the critically important capacity to form, on an immediate basis, transaction teams of lawyers whose diverse expertise is needed to complete large and complex transactions quickly and to solve creatively the array of problems typically encountered in major transactions. Hill Smith is highly flexible in using the services of local counsels and service providers in jurisdictions where the firm has no presence. Through the vast respective experience in reorganizations, mergers, acquisitions and financing transactions of the firm members, Hill Smith has built excellent relations with an extensive network of law firms and other service providers abroad, which helps maintain flexibility and cost efficiency whilst able to offer full services of the highest standards around the globe, tailor made for the specific requirements of any restructuring.



Contact



We appreciate your interest in our firm and we acknowledge your desire to contact us. We would like to hear from you. However, due to certain ethical rules applicable to lawyers, we cannot discuss specific legal issues with you or represent you until we know that doing so will not create a conflict of interest involving one of our existing clients. Accordingly, we ask that you please do not send us any information about any matter that may involve you until you receive and return a written statement from us that we represent you.

If you wish to initiate possible representation, please feel free to contact one of our attorneys directly. Alternatively you may send an e-mail to info@hskwlaw.com.

For more information please visit our website at www.hskwlaw.com.