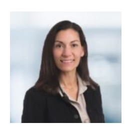
# Mergers and Acquisitions

When making critical decisions that impact the growth and future of your business, you need a trusted team of legal advisors and partners who understand your business, industry and strategic goals. Saxton & Stump's M&A attorneys form a collaborative relationship with each client and take an individualized approach to each transaction. Our industry experience and knowledge enables us to provide comprehensive and creative advice and representation.

The primary focus of Saxton & Stump's M&A attorneys is to provide guidance to and advance the business objectives of our clients through a smooth transaction that both benefits and protects them and their businesses. Experienced representing both for-profit and non-profit organizations, we carefully evaluate the dynamics and details of every deal and adeptly negotiate transactions that achieve maximum results and minimum risk for our clients allowing them to consistently progress and attain their business goals.

## Key Contacts



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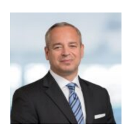

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## Team

John M. Hogan
Jason G. Benion
Anthony J. Foschi
Andrew S. Walls
Denean M. Russo
Sarah K. Ivy
Amanda D. Dempsey
Thomas J. Kent, Jr.

## *Transactions*

Saxton & Stump's attorneys help clients navigate the complexities associated with a variety of transaction types including:

- Public and private mergers & acquisitions (buy-side and sell-side)
- Portfolio company investments and add-on acquisitions for private equity and venture capital funds
- Restructurings and reorganizations
- Recapitalizations
- Divestitures, spin-offs and corporate carve-outs
- Joint ventures
- Leveraged buyouts
- Management buyouts
- Employee Stock Ownership Plans (ESOPs)

## *Collaboration*

Our team is experienced in collaborating with interested parties throughout the transaction to ensure that favorable outcomes are achieved for key stakeholders:

- Buyers and sellers
- Public and private companies
- Family-owned businesses
- Executive management teams
- Boards and board committees
- Private equity firms and venture capital funds
- Investment bankers and financial advisors
- Banks and lenders
- Regulatory agencies

## *Industry Knowledge*

We advise clients in a wide array of industries, including healthcare and life sciences, commercial services, medical devices, senior care, software and

Jarina D. Duffy, CFE
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### Related Services and Industries

Business and Corporate
Environmental, Workplace Safety and Utilities
Real Estate
Labor and Employment
Franchising, Licensing and Distribution
Employee Benefits and Executive Compensation
Intellectual Property

technology, construction, manufacturing, real estate, social services, hospitality, arts, entertainment, recreation and food and beverage.

## *Access to a Full-Service Team*

Saxton & Stump is a multi-disciplinary law firm, which allows our M&A clients access to leverage attorneys and consultants who are well-versed in their respective focus areas:

Labor & Employment concerns are a critical part of virtually every transaction. We review employment agreements (including collective bargaining agreements) and develop management and employee retention programs; design severance packages and early retirement programs; and review or draft non-competition, non-solicitation and confidentiality agreements.

Employee Benefits and Executive Compensation attorneys conduct benefits-related due diligence, negotiate and draft provisions of the purchase agreement and disclosure schedules and handle post-closing employee benefit and executive compensation plan agreements. In addition, the team can prepare resolutions to effectuate the purchase agreement terms between the parties as well as post-closing communications regarding employee benefits and executive compensation transition and implementation.

Intellectual Property is a key asset in many transactions. Our team is equipped to define, examine, assess, counsel and assist in addressing the strength, ownership, scope, validity, enforceability, continuing rights and obligations and future potential of the intellectual property assets, including patents, trademarks, copyrights, trade secrets and confidential information. In addition, we can analyze freedom-to-operate considerations for the business after the merger or acquisition. Our intellectual property professionals can then distill the results of the analysis and propose appropriate agreement terms.

When Real Estate matters arise as part of a transaction, our attorneys assist in and provide counsel on property transfers; review and transfer of commercial leases; banking and financial services matters; tax-related matters; and other complexities such as zoning, land use and environmental law issues.

## Representative Transactions

Represented sellers in:

- $55MM sale of stock in gas technologies business to industry leader
- $23MM sale of physical therapy practice (with earn-out) to private equity

buyer

- $20MM sale of stock of engineered metals fabricator
- $15MM sale of stock in construction company with earn out and continued employment agreements.
- $12MM sale of stock of accounts receivable collection agency
- $10MM sale of assets of cloud based documents and records management services provider
- $11MM sale of family-owned funeral homes, cemetery and crematory to public traded company
- $9.2MM sale of temporary employment franchise to franchisor
- $8.8MM sale of anesthesia practice to private equity buyer
- $7.2MM sale of software company (owner retired) to industry leader
- $6MM sale of minority interest in family-owned business
- $4MM sale of physical therapy practice to private equity buyer
- $2MM sale of speech therapy/occupational therapy practice to industry buyer
- $1MM sale of majority interest in insurance service provider to private equity buyer
- $700K sale of restaurant and liquor license to new operator

Represented buyers in:

- $81MM acquisition of a distressed New York City Hotel with Foreign Investors and US Based Management Company
- Up to $40MM sale of stock and assets of funeral home and crematory business
- $25MM purchase of a chain of funeral homes, crematories and cemeteries
- $24MM acquisition of four (4) Hotels in four (4) states as part of a portfolio liquidation.
- $24MM plus earnout of real estate company and holdings
- $20MM purchase of hotel in Philadelphia including use of historical tax credits
- $7MM purchase of Candlewood Suites hotel
- $6.3MM purchase of beer distributor

- $2MM purchase of excavation division of construction company
- $1.2MM purchase of outdoor structure business
- $1MM purchase of dental practice and real estate
- $1MM purchase of restoration / reconstruction franchise

Represented executive management teams in:

- $100MM+ purchase of engineering company to private equity buyer
- $100MM+ purchase of furniture products company to private equity buyer