

## Mergers and Acquisitions

In every transaction, we focus on understanding and achieving our clients' business objectives. Clients depend on our team for strategic counsel on mergers, acquisitions, dispositions, reorganization, divestitures, joint ventures, and leveraged buyouts. Our multi-disciplinary approach, extensive experience, and industry knowledge help ensure all aspects of a transaction are successfully managed.

We regularly represent both buyers and sellers in various types and sizes of public and private transactions, involving closely-held and family owned businesses, public companies, private equity firms, entrepreneurs, startup companies, and Chapter 11 parties. Our M & A group benefits from the industry knowledge and experience in our various practice areas, including health care, real estate, labor and employment, securities, commercial finance, intellectual property, environmental, and tax. This team approach enables us to provide high quality work in an efficient, cost-effective manner.

Our attorneys work on all aspects of transactions, including:

- Legal and business due diligence
- Purchase and pricing strategies
- Confidentiality agreements and letters of intent
- Payment and transaction structuring, risk management, and other business objectives
- Transaction documents, including public and private debt and equity financing
- Closing and managing post-closing adjustments, earn outs, and indemnification issues

## Experience

### Banking and Finance

Representation of targeted debt collection company in multi-million dollar acquisition

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Acquisition by insurance broker of a brokerage firm in Knoxville, TN

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### Food and Beverage

Lead counsel in large food manufacturer acquisition of intellectual property and related assets

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Representation of regional convenience store chain in its acquisitions and sales of major business units, including Hart Scott Rodino filings

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Representation of private family-owned beer wholesaler to regional company

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## Health Care

Representation of dental, urology, radiation oncology, anesthesia, and pathology practices in-state or nationwide in deals ranging from \$5 million to \$100 million+

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Multiple sales of revenue cycle management companies

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Representation of regional surgical group in \$6 million asset sale with employment agreements spanning various major hospital systems

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Healthcare due diligence counsel on a transaction in which a national private equity firm acquired the stock of a publicly traded company's revenue cycle management division

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\$65 million disposition of stock of an eye care clinic

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## Environmental and Construction

Representation of a billion dollar construction equipment manufacturer in its acquisition of an aggregate processing equipment manufacturing company in Northern Ireland

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Acquisition of a drilling equipment manufacturer in Oklahoma

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\$15 million sale of assets of a waste management company

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## Manufacturing

Representation of ASSA ABLOY Entrance Systems US Inc., a wholly owned subsidiary of Swedish company, in \$6.6 million stock purchase from two closely held family-owned businesses, G&W Door Company, Inc. and GRW Door Company, Inc.

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Lead M & A counsel for Astec Industries, Inc. (ASTE: NASDAQ-GS), a global family of companies leading the manufacturing of equipment for asphalt road building, aggregate processing, oil, gas and water well drilling, and wood processing

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\$30 million stock acquisition of a boat manufacturing company

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Representation of Tennessee subsidiary of a multi-national company headquartered in Germany in sale, financing, and corporate governance

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## Technology

\$42.5 million acquisition of top-tier tax prep software provider EPS Financial, LLC, a wholly-owned subsidiary of Drake Enterprises Ltd., to Meta Financial Group, Inc. and MetaBank, a publicly traded banking company

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## Representative Clients:

# CHAMBLISS

ATTORNEYS AT LAW

- ASSA ABLOY Entrance Systems AB
- Astec Industries, Inc.
- Drake Enterprises, Ltd.
- McKee Foods Corporation