

In today's dynamic business landscape, mergers and acquisitions (M&As) play a pivotal role in driving growth, consolidating market share, and achieving strategic objectives. At MWH Law Group, our experienced team of attorneys dedicates itself to guiding clients through every stage of the M&A process, offering comprehensive legal counsel and strategic support to ensure successful outcomes. We prioritize client satisfaction, striving to exceed expectations by delivering personalized service, timely communication, and practical solutions that align with our clients' goals.

Navigating the complexities of M&A transactions requires a thorough understanding of legal intricacies and business dynamics, along with pursuing growth through deliberate partnerships. MWH Law Group approaches matters with a broad-minded and expansive perspective, adeptly managing cases with meticulous attention, allowing us to offer insight and strategies tailored to each client's specific needs. Our attorneys represent business clients across various industries with all aspects of mergers and acquisitions, including:

- **Corporate Formulation** - Assist with selecting the appropriate legal entity, drafting articles of incorporation, and creating bylaws providing comprehensive guidance for ensuring compliance with regulatory requirements and optimizing operational efficiency.
- **Reorganization** - Organize mergers, spin-offs, divestitures, or other strategic initiatives. Our clients work with us to restructure their organizational and operational frameworks to enhance performance, streamline processes, or adapt to changing market conditions.

- **Corporate Governance** - Provide comprehensive counsel to assist businesses in establishing sound governance structures, complying with regulatory requirements, and fostering transparency and accountability throughout their operations.
- **Due Diligence** - Review entities, assets, vendor agreements, and intellectual property to assess the legal, financial, and operational aspects of a target company, identifying potential risks and opportunities to support decision-making.
- **Structuring Transactions** - Assist clients in structuring M&A transactions to optimize tax efficiency, minimize liabilities, and achieve their strategic goals.
- **Business Combination Transactions** - Ensure that our clients achieve their strategic objectives while mitigating risks and maximizing value.
- **Drafting & Negotiation** - Ensure our clients' interests are protected by leveraging our negotiation skills and legal knowledge to draft and negotiate M&A purchase agreements.
- **Regulatory Compliance** - Help clients navigate the regulatory landscape governing M&A transactions to ensure compliance with antitrust laws, securities regulations, and other relevant legal requirements.
- **Post-Closing Integration** - Provide guidance on post-closing integration strategies to facilitate smooth transitions and maximize the value of the combined entity.

Recent Representative Matters

- **Represented** a hospitality company in connection with private offerings to finance hotel and restaurant developments across the United States.
- **Managed** all aspects of the acquisition of a software technology provider with a related transition services agreement and employee agreements. All documents required necessary governmental consent and approvals. Used inter-company agreements to gain favorable tax treatment of technology flows and management services.
- **Represented** a Fortune 500® energy company in two significant transactions: an international stock sale to a French purchaser and an asset acquisition for the purchase of an existing power facility and related assets.
- **Represented** a Fortune 500® company in the sale of assets, including a food processing plant. Negotiated and drafted asset and real estate sale documents on behalf of seller to successfully close the transaction.
- **Represented** a wholesale beauty products distributor in sale of assets to national retailer in a \$70 million transaction. Assisted client with preparation of disclosure schedules and drafting the purchase agreement and ancillary documents.
- **Managed** facilities, equipment, and personnel acquisition agreements with associated multi-year services agreement with the Seller.
- **Completed** Stock Purchase, Investors' Rights, and Voting Agreements review; conducted Due Diligence; and drafted Side Letter for large global corporation equity's investment in a new technology company.
- **Managed** and conducted due diligence on hundreds of third-party technology and IP licenses and agreements, including open source software (OSS) licenses, for a \$5B securitization of the assets of a global financial services company, requiring removal of or revisions to a portion of software being used in violation of the relevant license terms prior to closing the deal.
- **Advised** and represented a Fortune 500® company as outside counsel in two separate transactions — for the acquisition of assets from a U.S. company and for the sale of stock to an international buyer. Representation included drafting the stock and asset purchase agreements and preparing ancillary and closing documents.
- **Acted** as primary in-house counsel, working with outside firms, in purchase and sale transactions in the cable television, radio, and communication towers sectors, for high-growth companies that undertook a large volume of acquisitions, as well as a number of dispositions.

Learn more about MWH, our professionals, and our experience at mwhlawgroup.com.

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