



MERGERS & ACQUISITIONS

Luce Forward's commitment to excellence is evident in our Mergers and Acquisitions practice. Luce Forward has a large, experienced Mergers and Acquisitions group servicing a broad range of businesses. We have assisted clients in structuring and documenting mergers and acquisitions and other purchases and sales of businesses of all sizes and complexities. Our attorneys have been actively involved in high-profile transactions in diverse industries, including technology, life sciences, retail, entertainment, real estate and financial services. We represent start-up venture capital backed corporations and closely held companies as well as publicly traded and multinational corporations headquartered across the United States and abroad. Our attorneys have significant experience in various cross-border acquisitions, joint ventures, and international licensing.

We provide comprehensive legal counseling with an interdisciplinary approach. We collaborate with our experienced colleagues in related practices such as real estate, intellectual property, labor, and tax to provide the most knowledgeable resources available for our clients.

Our successful strategies have been confirmed through an impressive list of accomplishments. In the last five years, we have completed over 100 merger and acquisition transactions.

Luce Forward attorneys advise clients on every stage of such transactions, including:

- Valuations and deal structure.
- Negotiating and drafting all documents.
- Due diligence, indemnification and contribution arrangements.
- Sarbanes-Oxley, corporate governance and fiduciary duty issues for boards of directors, committees and officers.
- Filing and obtaining regulatory approval of transactions, including Hart-Scott-Rodino clearance.
- Documenting and conducting California fairness hearings to exempt securities issued in sales exempt from federal securities registration.
- Filing reseller registration statements for restricted securities.
- Strategic investments and joint ventures, cross-border transactions, divestitures and spin-offs.
- Tax-advantaged structures to maximize after-tax return on investment.
- Succession planning for the gradual transfer of ownership and control of a family enterprise to the next generation.

Luce Forward is a founding member of the Pacific Rim Advisory Council (PRAC), an information and expertise-sharing network, by invitation only, of 32 independent law firms operating in over 90 major commercial centers worldwide. PRAC allows Luce Forward to provide truly comprehensive legal services no matter where in the world our clients' transactions take them or opportunities lead them. Through PRAC, Luce Forward can quickly organize expert multi-jurisdictional legal teams for a seamless worldwide response to almost any legal challenge. Luce Forward's clients have full-time access to the resources of the PRAC network as a value-added service without surcharge.

> **REPRESENTATIVE MATTERS**

- SYS - Antin Engineering, cVideo, Logic Innovations, Lomasoft, Polexis, RBIS, Shadow Research, Web Tech, Xsilogy - Counsel to Buyer.
- Barratt American - \$165 million - Barratt UK - Counsel to Buyer.
- Callaway Golf Company - \$130 million - Odyssey Golf - Counsel to Buyer.
- Chemicon International - \$95 million - Serologicals - Counsel to Seller.
- Family Fitness Centers - \$63 million - 24 Hour Nautilus - Counsel to Seller.
- iTarget.com - \$30 million - Cybergold Inc. - Counsel to Seller.
- National Manufacturing Technologies Inc. - Photomatrix Inc. - Counsel to Seller.
- Ray Wilson CA Fitness - \$42 million - Fitness Holdings (Asia) - Counsel to Seller.
- Advanced Aerodynamics - Mooney Aircraft - Counsel to Buyer.
- Basis 100 Inc. - Solimar - Counsel to Buyer.
- Brawley Beef LLC - National Beef Packing Company - Counsel to Seller.
- Brento Corp. - Trader Publishing Company - Counsel to Seller.
- Cash America - Goldx, Oakbrook - Counsel to Buyer.
- Client Shop Inc. - Internet Brands - Counsel to Seller.
- Graham Webb, International - Wella Ag - Counsel to Seller.
- John Burnham Insurance - Union Bank of California - Counsel to Seller.
- Lam Research Corporation - Monkowski-Rhine Inc. - Counsel to Seller.
- Legacy Bank N.A / Landmark National Bank Merger - Counsel to Seller.
- Material Sciences Company and Innovative Specialty Films - Counsel to Seller.
- May Logistics Services Inc. - Code, Hennessey & Simmons - Counsel to Seller.
- Miva Corporation - FindWhat.com - Counsel to Seller.
- Paramount Transportation Systems Inc. - Counsel to Buyer.
- PDG Hightower Flextronics Inc. - Counsel to Seller - QbiogeneBio 101 Inc. - Counsel to Seller.
- Redwood America Inc. - Report2Web Corp - Counsel to Seller.
- Sonic Environmental Solutions - Terra-Kleen - Counsel to Buyer.
- California Maintenance Inc. - Counsel to Seller.
- Cameron Brothers - Counsel to Seller.
- CRM Films - Counsel to Buyer.
- Dessert Seed Company - Counsel to Seller.
- GERS Retail Systems - Counsel to Seller.
- KB Home Coastal Inc. - Counsel to Buyer.
- Kratos Inc. - Counsel to Buyer.
- *San Diego Magazine* - Counsel to Seller.
- Schilling Corporation - Counsel to Seller.
- Solar Turbines Inc. - Counsel to Seller.