

MERGERS & ACQUISITIONS



## OVERVIEW

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The depth and experience of Foulston Siefkin's mergers & acquisition practice rivals that of any law firm in the region. Our attorneys devote a significant portion of their time facilitating the structuring, financing and successful completion of acquisitions, divestitures, joint ventures, and other transactions.

Foulston Siefkin's work on mergers and acquisitions includes negotiation and preparation of letters of intent, asset purchase and stock purchase agreements and related transaction documents, public and private securities offerings, commercial loan financing, business tax issues, cross border transactions, venture capital, and a broad range of general corporate matters. Our attorneys regularly counsel clients on diverse corporate governance issues such as shareholder rights plans, minority shareholder rights, and structuring bylaw provisions. Our lawyers represent bidders, target companies, independent directors, and financial advisers in take-over bids.

## AREAS OF REPRESENTATION

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- Mergers
- Acquisitions
- Divestitures
- Joint ventures
- Partnerships & limited liability companies
- Formation of other entity forms as well as profit and non-profit corporations
- Negotiation
- Letters of intent

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- Asset purchase & sale agreements
- Stock purchase agreements
- Tender offers
- Proxy contests
- Duties of all parties in a merger and acquisition process
- Challenges to "poison pill" rights plans
- Fiduciary duties of directors, officers and shareholders (generally and with respect to specific transactions)
- Defending derivative and class actions by shareholders against officers and directors
- Issues arising under stockholder, voting trust, buy-sell, and other agreements
- Minority shareholder rights
- Structuring bylaw provisions
- Internal corporate disputes among shareholders, directors, and management
- Corporate control contests
- Transaction tax and structure planning
- Formation and operation of investigative special committees
- Controlling shareholder issues
- Federal securities law

## RELATED LINKS

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- U.S. Securities and Exchange Commission
- U.S. Securities and Exchange Commission Edgar Search
- U.S. Securities and Exchange Commission Form D
- Kansas Secretary of State
- Kansas Secretary of State Business Entity Search
- Kansas Secretary of State Uniform Commercial Code Regulations Index

## EXPERIENCE

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- Represented, as lead counsel, the buyer, a dairy operation in Wisconsin, in the asset purchase of an agriculture enterprise in Western Kansas.
- Represented, as lead counsel, the seller, an aerospace manufacturer of precision tooling and machined parts, of the company assets to a Private Equity Fund, Wynnchuch Capital, Ltd.
- Represented, as lead counsel, the purchaser, MV Pipelines, LLC, of PostRock KPC Pipeline LLC, a 1,120-mile interstate pipeline that carries natural gas from northern Oklahoma and western Kansas to Wichita and Kansas City. The firm's role included negotiation and preparation of letters of intent, stock purchase and related transaction documents, business tax issues and a broad range of general corporate matters.

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- Foulston Siefkin was local counsel to SoftBank Corporation, a Japanese telecommunications and Internet corporation, in connection with its acquisition of 70% of U.S. telecommunications company Sprint Nextel Corporation, a Kansas corporation, for \$20 billion. The firm's role included advising on general Kansas corporate law issues relating to Kansas corporate and takeover laws.
- Represented, as lead counsel, the seller, Galichia Heart Hospital, to Wesley Medical Center and its parent Nashville-based Hospital Corporation of America (HCA). The firm's role included the negotiation and preparation of letters of intent, purchase and related transaction documents, employment agreements, real estate leases and sub leases, medicare reimbursement, business and tax issues, along with a broad range of general corporate matters.
- Represented, as lead counsel, the purchaser, Foley Equipment Company, of the assets of Dean Machinery of Kansas City's construction and power systems divisions. The firm's role included negotiation and preparation of letters of intent, asset purchase and related transaction documents, employment agreements for all professionals, ERISA and employee benefit matters, business tax issues, real estate diligence, and a broad range of general corporate matters.

We have acted as counsel for sellers and buyers in numerous private and public transactions. Among the reported transactions involving public companies were:

- The acquisition of Rent-A-Center, Inc. by Thorne EMI Ltd.,
- The acquisition of the Cessna Aircraft Company by General Dynamics, Inc
- The acquisition of Hesston Corporation by Hay and Forage, Inc.
- The acquisition of Cimarron Investment Company by American Fidelity Corporation
- The acquisition by Fourth Financial Corporation of all of its statewide system of banks
- The acquisition by IFR Systems, Inc. of Photon Kinetics, Inc.
- The acquisition by IFR Systems, Inc. of Marcomi Instruments,plc.
- The acquisition by LodgeWorks Corporation of certain assets of Wyndham Hotel Corporation.

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