

# Mergers & Acquisitions Group

Sullivan & Worcester LLP's Mergers & Acquisitions Group represents and advises private as well as public companies across a broad spectrum of industries in connection with M&A transactions.

We take an interdisciplinary approach to structuring and closing such transactions, collaborating with experts from our tax, intellectual property, ERISA/employee benefits, banking and corporate finance, securities, litigation and real estate groups. Representing, as we do, buyers, sellers and acquisition lenders on a regular basis, we are familiar with all sides to a transaction and what is "market" and what is not.

Our network of three offices, in Boston, New York and Washington, D.C., gives us the capability to handle a diverse variety of M&A transactions, both domestically and cross-border. Our expertise extends to a broad array of M&A-type transactions, including spin-offs and other corporate restructurings, management buyouts, joint ventures and strategic alliances.

***We provide our clients with strategic guidance and advice from the initial discussion phase through post-closing transitional matters, including:***

- tax planning
- structuring the deal
- negotiating and drafting letters of intent
- supervising due diligence review
- negotiating and drafting the transaction documents
- coordinating local, special or even foreign counsel
- handling multi-jurisdictional closings

***The following is a representative sample of M&A transactions in which Sullivan & Worcester LLP served as counsel:***

- Iron Mountain Incorporated's \$1.6 billion stock-for-stock merger with Pierce Leamy Corp.
- \$260 million cash purchase of 2,000 communication towers from AT&T Corp., including a build-to-suit for an additional 1,000 communications towers, by American Tower Corporation

- \$845.5 million cash purchase of the right to lease 2,100 communications towers from Vodafone AirTouch Plc, including a three-year exclusive build-to-suit agreement for an estimated additional 400-500 communications towers, by American Tower Corporation
- ADE Corporation's \$470 million cash merger (originally structured as a stock-for-stock merger) with KLA-Tencor Corporation
- Brooks Pharmacy's \$240 million purchase of 85 Osco Drug pharmacies and development properties located in Massachusetts, New Hampshire and Maine
- Representation of the executive management of Pell Rudman & Co., an asset management and financial services firm with over \$8 billion under management, in the sale of Pell Rudman & Co. to a subsidiary of AMVESCAP plc
- J.W. Childs' formation of its third fund, J.W. Childs Equity Partners III, L.P., with total subscriptions of \$1.75 billion
- Raytheon Company's \$120 million disposition of its recreational marine division to Mercury Asset Management, a Merrill Lynch subsidiary
- \$600 million purchase by Senior Housing Properties Trust of stock in subsidiaries of Crestline, which own 31 senior living facilities operated by Marriott
- \$48 million purchase by FT Interactive Data of Merrill Lynch's securities pricing service
- Sale of Setra Systems to Danaher Corporation, for \$60 million
- Sale of Advantage School, Inc., for \$40 million to Mosaica Education, Inc.
- Representation of Cambridge Strategic Management Group, Inc., in its sale to The Management Network Group, Inc.

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For further information about our Mergers & Acquisitions practice group, please visit our website at [www.sandw.com](http://www.sandw.com) or contact Susan Barnard by phone, at 617-338-2473, or via e-mail, at [sbarnard@sandw.com](mailto:sbarnard@sandw.com).

