

March 5, 2013

Practice Group:
**Corporate/Mergers &
Acquisitions**

Carolinas Corporate Update

In 2012, the K&L Gates Carolinas corporate practice posted another busy year as our clients were active in a wide variety of strategic and capital markets transactions.

We are excited to report that K&L Gates has been honored as “**Law Firm of the Year**” in *Mergers & Acquisitions* magazine’s **2012 M&A Mid-Market Awards**. The award recognizes K&L Gates for its robust M&A practice, especially as it relates to the middle market, which is where our Carolinas practice is centered. For more information, please [click here](#). We greatly appreciate all the deal flow from our clients that made this award possible.

Our Carolinas corporate practice is spread across four offices—Charleston, Charlotte, Raleigh and Research Triangle Park and includes more than 35 corporate attorneys handling the types of deals described below. Our corporate team is an integrated part of our 500-lawyer global corporate practice; thus, we have the advantage of access to the specialized expertise, industry knowledge, geographical reach and added bench strength of K&L Gates’ 47 offices world-wide.

We are pleased to share with you some of our notable client transactions from 2012:

Strategic M&A

We advised private and public companies and their subsidiaries, both domestic and foreign, in their merger and acquisition transactions, including:

- **American Tire Distributors** in its acquisition of Consolidated Tire & Oil.
- **Carolina Medical Products**, a manufacturer of medical compounds, in the sale of the company.
- **Carolina Tractor & Equipment** and its subsidiary LiftOne in acquiring certain operations of Barloworld Handling, a lift-truck operator.
- **Circle K Stores** in its acquisition of a portfolio of convenience stores.
- **Commercial Credit Group**, a provider of commercial equipment financing, in the sale of a majority equity stake.
- **Hexagon** in its acquisition of New River Kinematics, a portable metrology software provider.
- **Jim Pattison Group** in its acquisition of Comag Marketing Group, a national distributor of consumer magazines.
- **Novozymes** in its acquisition of Natural Industries, a bioagricultural company.
- **Snyder’s-Lance** in its \$340 million acquisition of Snack Factory, owner of the *Pretzel Crisps* brand.
- **United Rentals** in its sale of InfoManager and Wynne Systems, software developers for rental companies.
- **United Technologies Corporation** in the sale of its subsidiary Chubb Fire & Security.
- **Wells Fargo** in its acquisition of a minority equity interest in the Rock Creek Group, an investment advisor focusing on funds of hedge funds and emerging markets.

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Private Equity and Mezzanine Finance

We assisted numerous investment funds in an array of leveraged acquisitions, financings, recapitalizations, divestitures and other transactions, including:

- **Bank of America** in a sale of a portfolio of private equity investments.
- **BIA Digital Partners** in the leveraged recapitalization of Total Attorneys, Inc., a cloud-based legal practice management company.
- **CapitalSouth Partners** in acquiring a majority equity position and providing subordinated debt in Vitafoam, a manufacturer of nonwoven fiber materials for automotive, filtration, medical and mattress applications.
- **Carousel Capital** in its formation of an automotive aftermarket services platform and its initial acquisition of Express Oil Change & Service Center.
- **Colville Capital** and its portfolio company Motion and Flow Control Products in the acquisition of American Hose and Fittings, a distributor of fluid connector, hose and seal products.
- **Minturn Partners** in the acquisition of a majority stake in TOPCOR Belco, an industrial rubber-lining company.
- **Pamlico Capital** and its portfolio company NewWave Communications in the acquisition of cable systems in Indiana, Illinois and Ohio.
- **Ridgemont Equity Partners** in its leveraged buyout of J.A.M. Distributing Company, a distributor of lubricants, fuel, base stock and ancillary products.

Public Offerings

We represented issuers in public offerings of equity and debt securities, including:

- **DARA Biosciences**, a biopharmaceutical company, in the sale of \$15 million of convertible preferred stock and warrants.
- **Exact Sciences**, a molecular diagnostics company, in its \$62 million public offering of common stock.
- **Snyder's-Lance**, a manufacturer and marketer of snack foods, in its shelf registration, including up to \$250 million of equity and debt securities.
- **Westshore Terminals**, an operator of a coal storage and loading terminal, in its restructuring involving the issuance of common stock in exchange for \$370 million of outstanding debt.
- **ZBB Energy**, a developer of intelligent, renewable energy power platforms, in the sale of \$18 million of common stock.

We appreciate the opportunity to continue to work with our clients, colleagues and friends. And we hope to have the opportunity to work with you sometime this year. Please contact any member of our team to obtain more information about our capabilities or for assistance with your legal matters.

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For more information on our Carolinas Corporate practice, please visit www.klgates.com or contact:

Charlotte

Rick Giovannelli
rick.giovannelli@klgates.com
+1.704.331.7484

Sean Jones
sean.jones@klgates.com
+1.704.331.7406

Kevin Stichter
kevin.stichter@klgates.com
+1.704.331.7582

Raleigh

Brian Brown
brian.brown@klgates.com
+1.919.743.7359

Kent Christison
kent.christison@klgates.com
+1.919.743.7303

John Erwin
john.erwin@klgates.com
+1.919.743.7313

Charleston

Jamie Bruce
jamie.bruce@klgates.com
+1.843.323.4245

Research Triangle Park

John Russell
john.russell@klgates.com
+1.919.466.1117

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Anchorage Austin Beijing Berlin Boston Brisbane Brussels Charleston Charlotte Chicago Dallas Doha Dubai Fort Worth Frankfurt Harrisburg Hong Kong Houston London Los Angeles Melbourne Miami Milan Moscow Newark New York Orange County Palo Alto Paris Perth Pittsburgh Portland Raleigh Research Triangle Park San Diego San Francisco São Paulo Seattle Seoul Shanghai Singapore Spokane Sydney Taipei Tokyo Warsaw Washington, D.C.

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