

**PRIVATE EQUITY AND
VENTURE CAPITAL
PRACTICE GROUP**



HONIGMAN MILLER SCHWARTZ AND COHN LLP

HONIGMAN

Outstanding Legal and Business Solutions

Honigman's Private Equity and Venture Capital Practice Group represents private equity and venture capital funds in a wide variety of transactions throughout the United States, providing outstanding legal solutions in an efficient, time sensitive manner. Our experience covers all aspects of private equity and venture capital transactions, including tax structuring, complex negotiations, financing and the execution of acquisitions and investments. We also provide a full range of counsel to the portfolio companies of our private equity and venture capital clients, and ultimately assist with the execution of recapitalizations, divestitures and other liquidity events.

The Group is part of Honigman's Corporate and Securities Department, which is consistently rated as the best in Michigan by outside sources, including Chambers and Partners. *Corporate Board Member* magazine has named Honigman as the "best corporate law firm in Detroit."

Fund Formation

Honigman represents fund sponsors and prospective limited partners in the formation of private equity and venture capital funds. We draw on our years of experience to address the myriad legal issues implicated by fund formation. For sponsors of private equity funds, we provide practical and creative assistance in structuring and documentation which address the business goals of the principals while optimizing their tax position.

Private Equity and Venture Capital Investments

Honigman represents private equity and venture capital funds and their portfolio companies in investments at all stages, including control and minority investments. We assist clients in developing a structure that marries the operational, economic, accounting, tax and regulatory needs of a particular situation. Our transactional experience spans a broad array of industries, including manufacturing, financial and business services, construction, health care, aerospace, alternative energy, information technology, life sciences, medical devices, specialty chemicals, housing, automotive and transportation. Honigman has significant experience in all types of debt and equity investments, leveraged buyouts, recapitalizations and add-on acquisitions, and we provide counsel on best practices regarding portfolio company governance and operations.

Portfolio Companies

We represent portfolio companies across a variety of industries being targeted for investment by both private equity and venture capital funds. Our experience representing funds makes us ideally suited to provide the sophisticated counsel necessary to protect our clients and assure their investors that we can facilitate any type of transaction, while bringing to bear the necessary expertise in other legal disciplines both before and after investment.

Liquidity Events

As important as it is to find a good investment, it is equally important to implement an effective exit strategy. Honigman's experience spans the full spectrum of liquidity events, and we assist private equity and venture capital funds and their portfolio companies in recapitalizations, refinancings, mergers and consolidations, asset sales, stock sales, initial public offerings and other liquidity events. In each liquidity event, our advice addresses negotiation and transaction strategy, structure, indemnity risks and legal compliance with securities, corporate and other laws.

Private Equity Transactions

- Acquisition of Wisconsin-based leading manufacturer of branded and private label custom matched and branded paint products
- Acquisition of Arizona- and Kansas-based aerospace industry companies
- Acquisition of the largest nationwide trade manufacturer of custom printed business communication documents, based in Georgia
- Recapitalization of Michigan-based consumer products company
- Acquisition of Minnesota-based leading designer and manufacturer of branded and private label apparel
- Acquisition of Illinois-based manufacturer of chassis and suspension components for the agricultural and automotive industries
- Acquisition of Pennsylvania-based manufacturer of custom residential modular housing
- Acquisition of California-based businesses providing passenger transportation solutions for governmental agencies, medical and senior care organizations and the private sector
- Acquisition of Michigan-based broach and machine tool manufacturer
- Acquisition and subsequent sale of California-based, Nevada-based and Arizona-based construction companies
- Acquisition of Wisconsin-based custom match touch-up paint manufacturer and full service aerosol and liquid paint packaging company
- Acquisition of Georgia-based leading manufacturer and distributor of customized staircases and handrail systems
- Acquisition of largest independent manufacturer and supplier of branded and private label automotive aftermarket refinish paints and coatings
- Acquisition and subsequent sale of California-based mortgage lead aggregator
- Sale of national child care services provider by New York-based private equity fund to Australian publicly-traded company
- Sale of Pennsylvania-based supplier of high-end pressure-sensitive label solutions and operator of one of the largest flexographic label printing facilities in North America

Venture Capital Transactions

- Sale of U.K. and U.S. medical instrument and aerospace businesses
- Sale of electronic components manufacturer to Chicago-based private equity fund
- Numerous investment transactions throughout the U.S. for venture capital funds focused on alternative energy, medical devices and information technology
- Numerous venture financing transactions for life science and information technology portfolio companies based in Michigan, New York, Illinois and Washington
- Formation of Michigan-based venture capital funds and venture fund of funds
- Sale of venture-backed medical device company to an international company
- Acquisition of enterprise resource planning companies in New York and California for a venture-backed software client

What Our Clients Have To Say

“The attorneys at Honigman are our go-to deal team. They have been an integral part of our transactional analysis and execution for many years. As an extension of our deal team, they know what is important to us and how to accomplish the results we need. We often encounter difficult situations with tight time frames, and they are always available to us and completely reliable. The judgment and negotiation skills they bring to our transactions are critical to how we do business.”

Brian Demkowicz, Managing Partner, Huron Capital Partners (Detroit, Michigan)

“Honigman has aided our private equity firm on many complex transactions proving not only to be an indispensable advisor but also a facilitator in completing the transaction. They have a breadth of experience, the resources to move at the speed our transactions require and the business judgment and creativity to help us work through and solve problems. Honigman is truly an exceptional advisor and an essential part of our team.”

Matthew F. Lehman, Managing Director, Sorenson Capital Partners (Lehi, Utah)

“When we started our fund, we were looking for a law firm partner that could provide timely, sophisticated legal advice to us in a cost-effective manner. Honigman fit the bill, and they have been our legal advisor from the start. They bring to bear the expertise, business judgment and speed that we require in our transactions. Honigman is a critical part of the BlackEagle team.”

Jason Runco, BlackEagle Partners (Bloomfield Hills, Michigan; New York, New York)

“Although we are based here in Michigan and invest heavily in the region, Arboretum Ventures also invests in other areas of the United States. As a result, we need a law firm that not only provides us with excellent and timely service but also understands the dynamics of the national venture capital marketplace. Our team at Honigman has the knowledge and breadth of deal experience to give us credibility wherever we do business.”

Tim Petersen, Managing Director, Arboretum Ventures (Ann Arbor, Michigan)

“As a private equity firm with offices in both Detroit and New York, we have the opportunity to choose from exceptional firms for our legal needs. We have used Honigman since 2000 on various assignments and found their service and skills have continually met the high level of performance we require. In the private equity market, sophistication, speed and judgment are the key criteria for successful legal representation. Honigman possesses all of those characteristics. We will continue to use Honigman for our private equity legal needs.”

Gerard W. Boylan, Managing Director, Long Point Capital (Royal Oak, Michigan; New York, New York)

“It is rare to find a legal team that is thinking so far ahead of the deal team, in terms of the myriad legal issues that may come down the road, what steps can be taken now to preempt them, and reducing costs and time wasted in the future. That is what distinguished Honigman. They have been indispensable.”

Devon Archer, Christopher Heinz III and Dan Senior, Partners, Rosemont Capital (New York, New York)

“In a subtle Midwestern way, the Honigman team has brought top-end legal counsel to our operations, including protecting our intellectual property assets throughout the world, supporting our litigation needs, helping us make add-on acquisitions, negotiating our real estate arrangements, documenting our relationships with foreign suppliers, and counseling us on our employment matters. We really do value our partnership with Honigman.”

Lawrence B. Seawell, CEO, Hercules Tire & Rubber Company (Findlay, Ohio), a portfolio company of FdG Associates (New York, New York)

For additional information, please contact Samuel Stahl at 313.465.7566 (SStahl@honigman.com).

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Honigman Miller Schwartz and Cohn LLP 800.970.7555 www.honigman.com