



## **We close deals.**

That's our mission, regardless of whether we are representing a financial or strategic buyer seeking to expand and grow its business through an acquisitive transaction, a seller seeking to exit a business and maximize value, or a business looking to enter into a strategic joint venture deal with another company. This can be a time-consuming and complicated process, but you can count on Ward and Smith's strong team of mergers and acquisitions attorneys for sound advice, steady legal counsel, and reliable representation through every step of the process, from the Non-Disclosure Agreement and Letter of Intent on the front end through the deal closing.

## **Why Experience Matters**

As one of the strongest corporate law firms in North Carolina, we understand that no two transactions are alike. We invest the time to understand a businesses' unique needs, objectives, and goals to develop and implement the right strategies to help maximize value for our clients, whether our client is a buyer, seller, lender, stockholder, or other stakeholders in the deal. In addition to our significant technical expertise, we can also add value to your business and your transaction through our strategic insights and innovative approaches to structuring deals and creating innovative solutions to address the key business issues in your transaction.

As a full-service law firm, we harness the entire firm's strengths to create a multidisciplinary team that can provide clients with coordinated legal representation in the multiple areas that impact the transaction, including business, tax, securities, real estate, creditors' rights, financial institutions, intellectual property, labor and employment, and environmental law.

The broad diversification of the firm's work means our attorneys bring considerable knowledge of specific laws and regulations that govern specific industries and are well-equipped to handle some of the most challenging transactions in North Carolina and beyond.

## **Our Services**

Our attorneys offer substantial knowledge and experience in negotiating, drafting, and administering contracts and agreements; structuring relationships within businesses involving directors, officers, fiduciaries, partners, and general managers; assisting with risk management issues, including internal and external policies, and relationships between business parties; financing and secured transactions; tax planning; and handling major structural changes, such as acquisitions, mergers, reorganizations, liquidations, separations, asset purchases, stock purchases, and dissolutions.

We regularly guide emerging and mature companies, public, private, and closely-held businesses across many industries through the entire M&A process. No matter the size of the deal, clients count on us for counsel related to:

- Mergers and acquisitions, divestitures, and joint-ventures of all types
- Deal structuring
- Collaborating with key advisors to maximize deal value
- Cross-border mergers
- Buyouts
- Deal Negotiation
- Due Diligence
- Reorganizations
- Private Equity Transactions
- Employee Stock Ownership Plan (ESOP) Transactions
- Shareholder Agreements and Operating Agreements
- Management Incentive Compensation Plans
- Tax Planning

## **Our Deals**

We have substantial experience on both sides of the deal table. Below are just a few examples of the types of M&A transactions we have handled:

### **Agriculture, Technology, and Life Sciences**

- \$660MM private equity transaction involving more than a dozen affiliated pharmaceutical and life sciences companies
- \$500MM transaction involving a multi-faceted agriculture business
- \$400MM transaction involving an agricultural biotechnology company
- Represented chemical manufacturer in sale of all assets worth more than \$7MM
- Represented agribusiness company in the acquisition of two related companies and all interests of a third related LLC in South Carolina and Georgia

### **Banking**

- \$50MM bank holding company merger
- \$35MM bank acquisition
- \$13MM bank holding company merger

### **Industrial**

- \$400MM stock sale of a food processor to a private equity group
- \$50MM stock transaction involving a tobacco company

### **Health Care and Medical Industries**

- Multiple acquisitions and sales of pharmacies for independent pharmacy chains with multiple locations throughout North Carolina
- \$10MM transaction involving a multi-location retail/medical practice
- \$12MM transaction involving a medical practice and diagnostic imaging center
- \$30MM asset transaction involving a multi-office health care practice
- \$10MM purchase of a medical practice and ambulatory surgery center
- \$18MM transaction involving a multi-facility optometry practice
- Represented a health care company in the sale of a minority interest in a health care business

- Represented a dentist in the purchase of the assets of his employer's dental practice

### **Construction**

- \$30MM asset purchase of a paving contractor
- \$28MM transaction involving a real estate construction company
- Sale of HVAC contractor to a Fortune 500 company

### **Other Transactions**

- \$250MM private equity transaction involving a logistics company that involved a complex pre-deal reorganization of affiliated entities, an equity rollover transaction, and the implementation of a new management incentive compensation plan
- \$32MM asset transaction involving multiple fast food restaurant franchises
- \$20MM asset transaction involving multiple fast food restaurant franchises
- \$15MM stock sale of a 100% ESOP owned electrical distributor
- Various ESOP transactions
- Asset sale by consumer goods brokerage and distribution company
- Represented a telecom service in the asset purchase of a competitor

### **Honors & Awards**

In 2020, Ward and Smith's Mergers & Acquisitions practice has earned national recognition from *Chambers USA*.

Additionally, our mergers and acquisitions attorneys routinely are recognized by "Best Lawyers in America," "Super Lawyers," and Business North Carolina's "Legal Elite."