

# Mergers & Acquisitions

## Overview

For decades, business owners, executives and investors have turned to Munsch Hardt for expert advice and counsel related to the acquisition or disposition of mature businesses and their assets. Although we represent multi-billion dollar conglomerates and other large business enterprises, our emphasis in transactional matters is on the middle-market – primarily private companies at various stages of growth, conducting transactions valued between \$10 MM and \$500 MM. This frequently leads to negotiating multistate, cross-border transactions on both the buy and sell side.

Our attorneys are experienced in guiding deals through virtually any transaction or financing structure your company may wish to pursue, including:

- Mergers
- Acquisitions
- Divestitures
- Defensive planning and restructuring
- Friendly and hostile takeovers, including advice on fiduciary duties in takeover situations
- Going private transactions
- Joint ventures and strategic business combinations
- Leveraged buyouts
- PIPE transactions
- Recapitalizations, and significant corporate investments
- Spin-offs
- Stock sales and purchases
- Tender offers

From deal inception to business integration, our attorneys provide start to finish assistance with structuring, negotiating and closing the deal. This traditionally includes managing a focused and efficient due diligence process, drafting and negotiating letters of intent, definitive agreements, proxy statements and ancillary documents, such as employment and non-compete agreements.

We pride ourselves on being more than just attorneys; we are business advisors. Our clients can expect to work directly with an experienced attorney who remains hands-on all the way through the closing process. Because we have special expertise serving emerging growth and established companies in the middle-market, we understand the need for cost-effectiveness and flexibility. Our teams include the right number of lawyers with the right experience at a total cost that is significantly less than that of national or international law firms.

## Experience

## Mobile Payments

Acquisition of SK C&C USA, Inc. from SK Holdings Co. Limited (Republic of Korea)

## Data Center

Sale to EdgeConneX

## Online Auto Sales

Sale of Texas Direct Auto to Vroom, Inc.

## Legacy Database Migration

Merger of Sophisticated Business Systems ("ATERAS") with Blue Phoenix Solutions Limited ("MDSY")

## Energy Management Software/Services

Sale/Merger of MRDB Holdings, LP with Avista Corp./Ecova, Inc.

## Mobile App Marketing

Sale of rewards platform company to mobile advertising and marketing platform

## App Development

Sale of app development company to strategic buyer

## Software as a Service

Sale of SaaS financial services firm to private equity group

## Data Management Software

Purchase/Investment by Trinity Private Equity Group of Utopia Holdings, LLC

## Telecom

Sale/Merger of Telecom Global Solutions Holdings, Inc. with Flextronics International LTD

## Hardware

Sale/Merger of SBS Technologies, Inc. with GE Fanuc Embedded Systems

## Supply Chain Software

Sale of i2 Technologies, Inc. to JDA Software Group, Inc.

## Education Services

Sale of Children's Choice Learning Centers to Bright Horizon's Family Solutions (NYSE: BFAM)

## Auto Insurance

Sale of Baja Auto Insurance to Confie Seguros

## Food Equipment Manufacturing

Sale of TSA Griddle Systems, Inc. to CPM Holdings, Inc.

## Parts Manufacturing

Sale of forging company to private equity group

## Boiler Company

Sale of Holman Boiler Works, Inc. to Cleaver-Brooks, Inc.

## Energy Services

Sale of Permian Basin Sand Haulers of Texas, LLC to Francis Drilling Fluids, LTD.

## Energy Production

Acquisition of Casedhole Solutions, Inc. by C&J Energy Services, Inc.

## Oil and Gas Equipment Manufacturing

Sale of Downing Wellhead Equipment, LLC to Argonaut Private Equity

## Healthcare Revenue Cycle Management

Acquisition of Davincian Technologies, Inc.

## Health Care

Joint venture between the nation's leading private hospitalist and intensivist company and the largest faith-based health care delivery systems in the U.S

## Tele-Health Services

Sale of AmeriDoc, LLC to TelaDoc, Inc.

## Medical Supplies

Sale of Longhorn Health Solutions, Inc. to Satori Capital

## Oil and Gas Drilling Data

Sale of RigData to S&P Global/Platts

## Professional Services

Sale of Professional Employer Organization (PEO) to private equity backed portfolio company

## Retail Services

Sale of Davaco, Inc. to Crane Capital Group

## Event Marketing

Acquisition of Warehouse Demo Services, Inc. by Club Demonstration Services, Inc.

## Retail Brand Development

Acquisition of Assets of LISS Global, Inc. by Daymon Worldwide, Inc.

## Advertising

Sale of Radiant Outdoor, LLC to private equity group

## Building Products

Sale of construction materials company to private equity backed portfolio company

## Outsourcing

Sale of NovaLink, Inc. to Argenta Partners

## Movie Production

Preferred equity investment in movie production fund

## Financial Services

Sale of Propel Financial Services to a private equity group

## Automobile Equipment Manufacturing

Sale of Wheel Pros to Audax Private Equity

## Organic Food Products

Joint venture involving Wild Oats, LLC

## Real Estate

Joint venture between a leading multifamily housing developer and an insurance company to develop a high-rise, mixed-use project in Arizona

## Aviation

Joint venture between a Dallas-based company and a Frankfurt, Germany-based company to operate a Boeing aircraft out of Dubai International Airport

## Restaurants

Sale of a restaurant chain to a private equity firm

## Practice Leaders



**Robert Kibby**

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## Related People

Cristina Ballard  
Josh Botts  
George Casanova  
William Cavanaugh  
Bradley Cook  
John Cornwell  
Michael Franklin  
Mark Girtz  
A. Michael Hainsfurther  
Jonathan Harper  
Nathaniel Hopkins  
Robert Kibby  
Mark Kopidlansky  
J. Lucas Lechler  
Nicole Manley  
Stuart Miller

José Molina  
Taylor Nall  
Nadine Rabah  
Ryan Revisore  
David Roth  
Susan Sample  
Zachary Schneider  
Kala Simpson  
Christopher Speer  
Clifton Squibb  
Daniel Sternthal  
William Swart  
Georgina "Georgie" Tomalty  
Glenn Valentine  
W. Phillip Whitcomb

## Related Practices

Corporate & Securities  
Corporate Governance  
Private Equity, Venture Capital & Investment Funds  
Succession Planning  
Private Securities Offerings  
Corporate Structuring  
Entity Formation  
Family Offices  
Joint Ventures

## Related Industries

Admiralty & Maritime  
Financial Services  
Construction  
Energy  
Health Care  
Hospitality  
Insurance  
Manufacturing  
Real Estate  
Retail  
Technology & Telecommunications  
Transportation

## Achievements

*Chambers USA* – Texas (2021-2023)

*U.S. News – Best Lawyers®* “Best Law Firms”, published by *Woodward/White, Inc.* – Mergers & Acquisitions Law, Metropolitan Tier Ranking (2023-2024)

## Newsroom

**Article:** The Danger Of Skeletons Lurking In The Closet: Why Buyers And Sellers Of Private Companies Need To Focus On Hidden Weaknesses In Internal Controls

**Article:** Four Key Factors To Consider When Choosing An Investment Banker To Sell Your Business

**Article:** Critical Questions To Ask Private Equity Firms Who Want To Invest In Your Business

**Article:** Getting M&A Deals Done Despite Frozen Credit Markets

**Article:** Surviving The M&A Nuclear Winter: Key Success Factors To Getting Deals Done In Troubled Times

**Article:** A List Of Common M&A Transaction Showstoppers

**Press Release:** Best Lawyers® Names Munsch Hardt to 2024 “Best Law Firms” in America List

**Press Release:** Chambers USA 2023 Directory Highlights Munsch Hardt Practices + Attorneys

**Press Release:** Munsch Hardt Ranks Among Nation’s Top Firms in 2023 “Best Law Firms” List by U.S. News - Best Lawyers®

**Press Release:** Six Munsch Hardt Practice Groups and 12 Lawyers Ranked by Chambers USA 2022

**Press Release:** Munsch Hardt Named to 2022 “Best Law Firms” List by U.S. News – Best Lawyers®

**In The News:** Rob Kibby Selected as "Attorney of the Year" in D CEO's 2021 M&A Awards

**Press Release:** Munsch Hardt Attorney Closes Two Middle-Market Transactions, Signs Up a Third in Less Than 30 Days

**Press Release:** Munsch Hardt Client Wins Midsize Deal of the Year at D CEO + ACG M&A Awards

**Press Release:** Munsch Hardt Grows Corporate & Securities Section with Addition of W. Phillip Whitcomb

**Press Release:** 6 Munsch Hardt Attorneys Recognized as 2015 Best Lawyers in Dallas by D Magazine

**Article:** Insurance Issues in Mergers and Acquisitions

**Press Release:** Dallas Business Journal Announces North Texas Top Mergers & Acquisition Finalists

**Article:** Three M&A Points in Three Minutes: Tips for Purchase Price Adjustments

**Article:** Three M&A Points In Three Minutes: Alternative Sources Of Capital In A Tough Economy

**Article:** How To Draft Better Letters Of Intent For M&A Transactions

**Article:** Key Provisions In M&A Confidentiality Agreements

**Article:** Getting Ready For An M&A Transaction If You're The Buyer

**Article:** Getting Ready For An M&A Transaction If You're The Seller