



LEVETT ROCKWOOD
P.C.

Attorneys-at-Law

MERGERS AND ACQUISITIONS PRACTICE

1. Bolt Technology Corporation (NASDAQ: BOLT). Represented Bolt, an oilfield services equipment manufacturer, in the divestiture of substantially all of the business and assets of Bolt's non-core business, Custom Products Corporation, to A&A Manufacturing Co., Inc. a privately-held manufacturing company headquartered in Wisconsin.
2. DataViz, Inc. Represented DataViz, Inc., a leading publisher of Palm OS® productivity software and Windows and Macintosh cross platform compatibility software, in its acquisition of a relational database product, Think DB, and related assets, and launch by DataViz of the product as SmartList To Go™.
3. Ferro Management. Represented Ferro Management, a private equity investment fund manager for several fund vehicles for U.S. and foreign investors, in a number of transactions, including a stock redemption among THI, Inc., Construction Trailer Specialists, Inc. and its shareholders, for buyer to acquire over 80% of outstanding stock of CTS. CTS is a portfolio company of a Ferro affiliated equity fund. The transaction was structured to allow the CTS shareholders favorable tax treatment on their equity rollover. Financing was provided by MCG Capital Corporation and Roynat Capital, Inc. The transaction value was approximately \$26 million.
4. FYI Worldwide, LLC. Represented the owners of this marketing consulting firm, the second largest U.S. provider of new product volume forecasts, in its sale to a subsidiary of The Interpublic Group of Companies, Inc. (NYSE: IPG).
5. Greenfield Consulting Group. Represented the owners of Greenfield Consulting Group, a leading qualitative market research firm, in the sale of substantially all of its assets to U.K.-based Millward Brown Group, a unit of WPP Group plc (London: WPP.L), for cash and shares in WPP.
6. Greenwich Associates LLC. Represented Greenwich Associates, LLC in its affiliate's acquisition of a Canadian market research company.

7. Hematech, LLC. Represented Hematech, a biotechnology company focused on the production of antibodies for therapeutic uses using proprietary cloning and related technologies, in the restructuring and recapitalization of its joint venture operations and in the sale of company to pharmaceutical arm to Kirin Brewery Co., Ltd. The transaction was valued at approximately \$50 million.

8. Holding Capital Group, Inc. Ongoing representation of Holding Capital Group in acquisition of and representation with respect to portfolio operating companies as well as assisting with on-going financing requirements and development opportunities. A recent transaction involved the sale by Value Holdings LLC of a portion of stock owned by it in Value Partners, Inc. pursuant to an initial public offering on the Hong Kong stock market. Value of the transaction was in excess of \$75 million.

9. HOP Energy, LLC. Represent HOP Energy, one of the nation's largest providers of residential oil heat energy services as well as commercial and fleet fueling products, in the acquisition and divestiture of various home heating oil distributors.

10. ICX Corporation. Represented ICX Corporation in the acquisition of equipment (aircraft and rail cars), primarily in leveraged lease transactions.

11. Indalex Inc. Represented Indalex Inc., the second largest producer of soft alloy aluminum extrusion products in North America with annual revenue in excess of \$1B. Our representation included negotiation of divestitures in excess of \$15 million of plants in North Carolina, Connecticut, Ohio and California.

12. Linen and Textile Manufacturing and Distribution Company. Represented buyer in leveraged buyout of a New York City-based textiles manufacturer and distributor. Also represented this client in follow-on acquisitions, including the operating assets of a distributor of textiles to the hospitality industry with national and Canadian operations, resulting in an entity with consolidated annual revenues of greater than \$200 million.

13. Main Street Resources, including MSR I SBIC, L.P. and MSR Fund II L.P. Ongoing representation of Main Street entities in the acquisition and oversight of portfolio operating companies. Company acquisitions typically involve equity investments of \$2 million to \$10 million into operating companies with sales in the \$20 million to \$100 million range.

(i) Management buy-out acquisition of substantially all of the assets of The Roberts Company Field Services and The Roberts Company Fabrication Services, Inc. The transaction involved senior and mezzanine debt financing, as well as preferred and common equity capitalization.

(ii) Stock acquisition of Protective Armored Systems, Inc., a Massachusetts based specialty fabricator of ballistics glass. Transaction included debt and equity

financing, transition arrangements with prior owner and negotiations among the investment partners

(iii) Minority equity investment in Pay-o-matic, the largest New York licensed check cashing company. MSR was one of several private equity funds providing equity funding in connection with the acquisition.

(iv) Equity funding for growth capital and mezzanine debt refinancing of Midasco, LLC, including restructuring of Midasco's senior loan and bonding facility. Midasco provides installation and maintenance services for intelligent transportation systems, highway signing, lighting and signals in the Mid-Atlantic region of the United States.

(v) Acquisition by Trimco Holdings, LLC, an MSR portfolio company, in the acquisition of substantially all of the assets of Great Notions Merchandising Corp., a New York City based button and trim apparel manufacturer, which added sales, marketing and administrative operations in the Far East. This transaction involved senior and mezzanine debt financing, and equity financing.

14. Medical Practice. Handled the sale of a hospital-owned physicians practice to a newly-formed physicians LLC, including structuring of transaction to comply with federal Medicare fraud and abuse laws and regulations.

15. Mobile Computing Products. Represented a leading global supplier of portable computing accessories and computer carrying bags in the proposed acquisition of two product lines from a mobile computing technology company.

16. Multinational Market Research Firm. Acted as local counsel to a German multinational in connection with its \$15 million acquisition of the stock of a U.K. market research firm. Our representation related to the target's U.S. based subsidiary, including attention to executive employment agreements and U.S. legal compliance issues.

17. Newbury Partners LLC. Represent Newbury Partners, a secondary fund, in the purchase of buyout venture capital and mezzanine limited partnership interests in the private equity secondary market.

18. NewsBank, Inc. Represented NewsBank, Inc., a leading provider of archived newspaper content via the Internet and in the education and library markets, in the acquisition of an Internet archiving and media services business from a wholly-owned subsidiary of a major newspaper chain.

19. Novelty Textile Mills, L.L.C. Represented management in MBO of eastern Connecticut specialty textile business, including related debt financing.

20. Retail Property and Casualty Insurance Brokerage. Represented a retail property and casualty insurance brokerage business in the acquisition of a competing brokerage firm with complementary geographic presence.

21. Terex Corporation. Representation of Terex Corporation (NYSE: TEX), a diversified global manufacturer of a broad range of construction, infrastructure and mining-related capital equipment, in connection with its acquisition of all of the issued and outstanding stock of Hydra Platforms Mfg. Inc. and related real property in April 2008. Hydra is a manufacturer of under-bridge access equipment, headquartered in South Carolina.

Also represented Terex Corporation in connection with:

(i) acquisition from Case Corporation of Ferrec Holdings Limited, a European manufacturer of loader/backhoes based in the U.K. with approximately \$80 million in annual revenue. The acquisition was conducted on an expedited basis to meet stringent requirements imposed on the transaction by the European Community competition authorities in connection with the worldwide merger of Case with New Holland. Our representation included negotiation of international distribution and supply agreements and consultation with Rothschilds & CIE, as trustee for the European Community.

(ii) acquisitions of (i) Pacific Utility Equipment Co., a distributor of Terex's Telelect line of products to the telecommunications, utility and municipal industries in the western U.S., (ii) EUSCO (Electrical Utility Sales Company) and Telelect-East, distributors of Telelect products to those industries in the southeastern U.S., and (iii) Commercial Body Corporation and Combatel Distribution Inc., distributors of Telelect products to those industries in the southern U.S.

(iii) formation of a joint venture with an investment partner, and acquisition by the joint venture of a crane and construction equipment distributor in the midwestern U.S. Subsequently assisted in providing bridge financing to the acquired company.

22. Confidential Client. Redemption of founding shareholder's interest in the stock of an international commodity trading company based in Connecticut.

23. Confidential Client. Acquisition of automobile dealership and associated real estate for total purchase price in excess of \$20 million. Transaction included manufacturer-provided floor plan and mortgage financing, equity infusion and subordinated financing from backers, as well as negotiation regarding environmental conditions at real estate requiring remediation under Connecticut Transfer Act.

24. Confidential Client (NYSE listed company). Divestiture of client's non-strategic South American chemical manufacturing operations. Buyer was a Spanish subsidiary of a multi-national company. Transaction was valued at approximately \$15 million.

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