Cullen | Dykman

Mergers and Acquisitions

The attorneys in our mergers and acquisitions practice represent clients in all phases and all aspects of business purchases and sales, as well as joint venture negotiations and equity and debt investment transactions. We take a full-service approach that is designed to help our clients make strategic, long-term decisions while continuing to work diligently toward closing. Our experience includes representing clients in large stock and asset acquisitions in New York, New Jersey, and nationwide, and we assist clients with post-closing contractual and dispute resolution matters as well.

Transactional Due Diligence

We routinely conduct and counsel clients regarding due diligence reviews of target entities. This includes representing potential purchasers, as well as banks and other financing entities. In today's marketplace, the due diligence process is becoming both increasingly complex and increasingly important. We have the legal acumen and resources necessary to ensure that our clients have a comprehensive picture of the risks involved in their proposed transactions.

Our attorneys provide comprehensive due diligence representation for mergers and acquisitions transactions, including discovery and assessment of:

- Corporate compliance risks
- Legal compliance risks
- Pending litigation and judgments
- Contractual relationships (including counterparties' termination rights upon transfer)
- Insurance coverage and indemnification
- Intellectual property (IP) and information technology (IT) assets
- Feasibility of integration with existing business operations
- Real estate ownership and leasing rights
- Financial considerations

Deal Documentation and Negotiations

Once the decision has been made to move forward, the deal-making process can begin in earnest. Our attorneys draft and negotiate all documentation necessary to protect our clients, including appropriate conditions where necessary to address any potential contingencies. This includes drafting and negotiating letters of intent, memoranda of understanding, term sheets, stock purchase, asset purchase and merger agreements, legal opinions, joint venture agreements, limited liability company agreements, partnership agreements, and agreements evidencing debt and equity investments.

Closing and Post-Closing Matters

In addition to representing clients in the initial phases of merger and acquisition transactions, our attorneys provide representation for closing and post-closing matters as well. This includes addressing any eleventh-hour issues, managing the closing process, and addressing corporate governance and contractual matters related to continuing, expanding, integrating, and winding down business operations. We also represent clients in post-closing disputes and, when necessary, our mergers and acquisitions attorneys work closely with members of our commercial litigation department to assert our clients’ rights and defend against deal-related claims.

Representative Experience

- Representation of The LiRo Group (“LiRo”), a preeminent engineering, architecture, and construction management group of companies, in the acquisition of the LiRo Group by Global Infrastructure Solutions, Inc. (“GISI”).
- Representation of Capital District Oral and Maxillofacial Surgeons, LLC, an oral surgery practice based in Albany, in its sale of substantially all of its assets to Affinity Dental Management. The C&D team also negotiated the employment agreements for Capital District’s dentists’ employment with Affinity Dental Management going forward. Affinity Dental Management is owned by MidOcean Partners.
- Representation Consolidated Carpet of New York, a floor covering contractor, in its acquisition of substantially all of the assets of Vortex Commercial Flooring of Chicago. C&D also helped form a new business entity, Consolidated Flooring of Chicago, which was formed to be the new operating company in Chicago.
- Representation of N&S Supply of Fishkill, a plumbing, heating, HVAC and bathroom remodeling supply company, in its sale of substantially all of its assets to Watsco, Inc. (WSO), a publicly traded company headquartered in Florida. The C&D team also negotiated the employment agreements for the executives of N&S Supply of Fishkill with Watsco going forward.
- Representation of Urban Resource Institute in affiliation and subsequent merger with Center Against Domestic Violence to create the largest domestic violence service provider in New York City.
- Representation of The LiRo Group in its acquisition of Sidney B. Bowne and Sons and its affiliates (engineering/surveying companies).
- Representation of D&D Power, Inc. in its reorganization and subsequent sale to BHI.
- Representation of SunTrust in its acquisition of part of Capital One’s equipment loan and lease portfolio.