

## Corporate Practice

"Superb to work with, this high-end corporate boutique offers experience in complex M&A, securities and compliance issues."

*Chambers & Partners USA*

### OUR PRACTICE

Our corporate practice offers extensive experience in middle-market mergers and acquisitions (negotiated and hostile), securities offerings and compliance issues, corporate finance, fund formation, tax matters, and counseling on sensitive corporate governance matters. Our clients engage us to advise them on matters that require a high level of sophistication, insight, and expertise. We have worked on a wide variety of transactions across the table from virtually every major national law firm, and we partner with the best trial lawyers in the U.S.

### OUR PHILOSOPHY

Achieving a client's business goals comes first. We handle each client engagement by:

- Charging clients for results, not for billable hours
- Using small teams consisting solely of highly-qualified, experienced lawyers
- Maximizing efficiency and productivity through technological innovation

We prefer to charge clients for the value we add to a project, not the number of hours we bill. Rather than charge by the hour, we work with our clients to establish fees on a matter-by-matter basis and thereby eliminate surprises on legal bills. We have taken this approach throughout our 16-year history. Our goal is to align our incentives with those of our clients -- in many cases, the bulk of our fee is paid only if the transaction closes.

We only hire lawyers with stellar credentials and experience handling complex transactional work. This means clients pay for results, not for educating junior associates.

Large law firms appear to staff transactions as if more lawyers always yield a better work product. We believe a team of two or three experienced lawyers creates more value than a large team of primarily junior lawyers. We staff accordingly.

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# BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP

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Our business model requires speed, efficiency, and productivity to be successful. To achieve these goals, we leverage available technology in innovative ways to improve client communication, team collaboration, document production, and knowledge management.

## OUR EXPERIENCE

Our corporate and transactional attorneys gained their experience working for an array of public and privately held clients, including:

- Aavid Thermal Technologies
- Aquilex Corporation
- Alpha Natural Resources, Inc.
- Caltius Partners
- Cheyenne Capital
- The Crow Tribe of Indians
- DuPont
- Federal Signal Corporation
- First Reserve Corporation
- Foundation Coal Holdings
- Gaiam, Inc.
- Gotham Capital
- New West Mezzanine
- OpenPeak Inc.
- Platte River Ventures
- Rocky Mountain Mezzanine Fund
- Tejas Gas
- Titanium Metals
- Trico Marine Services
- Willis Stein & Partners

Recent significant engagements include:

- Acquisition by **PRV Aerospace, LLC** of each of Arden Engineering, Inc. and Quality Forming, LLC.
- **Federal Signal's** sale of the assets of Pauluhn Electric to Cooper Industries.
- **Trico Shipping AS's** Rule 144A offering of Senior Secured Notes (\$400 million) and senior secured revolving credit facility (\$33 million).
- **Federal Signal's** and **Trico Marine Services'** successful defense of proxy contests at their 2009 annual meetings.
- Acquisition by **Trico Marine Services** of DeepOcean ASA (\$810 million).
- Initial public offering of Intrepid Potash, Inc. (\$1.1 billion), as counsel to twenty-percent stockholder, **Platte River Ventures**.
- Consortium acquisition of TECO Transport Corporation, counsel to **AMCI Capital, LLC**, a First Reserve Corporation joint venture (\$405 million).
- Sale of **Stratos International, Inc.** to Emerson Electric Company (\$120 million).
- Strategic alliance between **The Crow Tribe of Indians** and Australian-American Energy Company for the development of a \$7 billion coal-to-liquids project on the Crow Reservation.
- Initial public offering of **Real Goods Solar, Inc.**

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- Mezzanine financing and related equity investment by **Caltius Partners** in each of Bulk Handling Systems, Diversified Human Resources, and Griplock Systems.
- Acquisition by **Platte River Ventures** of each of Giddens Industries, Inc., Precision Machine Works, Inc., Aero Design & Manufacturing, Inc. and Tell Tool, Inc.
- Acquisition by **Alpha Natural Resources, Inc.** of Arch Coal's Mingo Logan Ben Creek mining complex.
- Hedge fund offerings (onshore and offshore) of **Gotham Investment Strategies, LP, Springhouse Capital and Caburn Capital.**

## **ADDITIONAL TRANSACTIONS**

- Business Acquisitions and Dispositions
- Financings and Securities Offerings
- Other Transactions