

## REPRESENTATIVE CORPORATE AND BUSINESS TRANSACTIONS FOR BRUCE LIEBER

### Private Equity Investment Transactions

- Represented a private equity media fund as a co-investor in the acquisition of a leading publicly-held tabloid publisher. Value of Transaction: Approximately \$765 million
- Represented a private equity media fund in its investment in a holding company formed to acquire cable television systems and in its negotiation of senior acquisition financing. Value of Transaction: Approximately \$180 million
- Represented a private equity media fund and its co-investors in their investment in a specialty newspaper publisher. Value of Transaction: Approximately \$27 million
- Represented a private equity media fund and its co-investors in their investment in an electronic publisher. Value of Transaction: Approximately \$26 million
- Represented a private equity media fund and its co-investors in their investment in an internet telephony company. Value of Transaction: Approximately \$15 million
- Represented a private equity media fund in its investment in a company engaged in the development of predictive text software for wireless hand-held devices. Value of Transaction: Approximately \$10 million
- Represented a private equity media fund in its proposed acquisition of a controlling interest in a California-based publisher of computer software magazines. Value of Transaction: Approximately \$10 million
- Represented a private equity media fund in its investment in a developer of crisis management software for industrial applications. Value of Transaction: Approximately \$7 million
- Represented a private equity media fund in its investment in a specialty newspaper publisher. Value of Transaction: Approximately \$5 million
- Represented a private equity fund in its equity investment in an outdoor advertising company

### Private Equity Fund Formation; Issuances, Transfer and Redemptions of Fund Interests

- Represented the general partner/sponsor in the formation of a private equity media fund
- Represented a general partner of a family of private equity and distressed securities funds in the issuance of common and preferred limited partnership interests. Value of Transaction: Approximately \$30 million
- Represented a private equity fund in the media industry in connection with the transfer of certain of its limited partnership interests
- Represented a \$25 million venture capital fund in the redemption of the Class A Units of its members in exchange for cash and portfolio company securities

## Dispositions of Businesses

- Represented a private equity fund in the sale of substantially all the assets of its medical publishing portfolio company. Value of Transaction: \$40 million+
- Represented a leading international industrial and electronics conglomerate in the disposition of its domestic fiber optics components division. Value of Transaction: Approximately \$20 million
- Represented a leading international manufacturer of aerospace and automotive products and systems in its disposition of a business engaged in the manufacture of communication and electronic components and systems for military and governmental uses. Value of Transaction: Approximately \$20 million
- Represented a leveraged buy-out group in its disposition of substantially all the assets of a Pennsylvania-based legal publisher. Value of Transaction: Approximately \$11 million
- Represented a corporation in its disposition of substantially all the assets of a leading precision miniature ball manufacturing and distribution business. Value of Transaction: Approximately \$10 million
- Represented a New York City manufacturer of sprayer equipment for the exterminator trade in the sale of its business

## Acquisitions and Proposed Acquisitions of Businesses

- Represented a private equity fund in its acquisition of a leading operator of supermarkets in the southeastern United States with over 100 stores. The capital structure involved common stock, three classes of preferred stock, secured bank debt and unsecured public debt. Value of Transaction: Approximately \$370 million
- Represented a private equity fund in its bid to acquire various divisions of a leading canned and frozen food company. Value of Transaction: Approximately \$200 million
- Represented a private equity fund in its bid to acquire a division of a Fortune 50 communications company. Value of Transaction: Approximately \$175 million
- Represented a private equity fund in its acquisition/recapitalization of a leading software producer for call center operations. Value of Transaction: Approximately \$105 million
- Represented a leading international manufacturer of aerospace and automotive products and systems in its acquisition of an aircraft cargo handling systems manufacturing facility from a leading aircraft manufacturer and in its negotiation of long-term supply contracts with such manufacturer. Value of Transaction: Approximately \$80 million
- Represented a private equity fund in its proposed acquisition of the assets of an air cargo company. Value of Transaction: Approximately \$60 million
- Represented a private equity media fund in its acquisition of substantially all the assets of a Pennsylvania-based medical publisher. Value of Transaction: Approximately \$26 million

- Represented a private equity media fund in its investment in a provider of information for delivery to wireless hand-held devices. Value of Transaction: Approximately \$15 million
- Represented a private equity media fund in its investment in a specialty newspaper publisher. Value of Transaction: Approximately \$12 million
- Represented a private equity media fund in its acquisition of the assets of a developer of technology for “on-the-fly” customization of web-sites for access by wireless hand-held devices. Value of Transaction: Approximately \$4 million
- Represented a leading international manufacturer of aerospace and automotive products and systems in its proposed acquisition of an aircraft generating system overhaul facility. Value of Transaction: Approximately \$4 million
- Represented a leveraged buy-out group in its acquisition of substantially all the assets of a Pennsylvania-based advertising agency. Value of Transaction: Approximately \$4 million
- Represented a public Singapore media storage products company in its proposed acquisition of the assets of a U.S. competitor
- Represented a purchaser of substantially all the assets of a New Jersey vacuum and condensate pump and systems business
- Represented a purchaser of substantially all the assets of a New Jersey pipe insulation business.

### **Mergers and Joint Ventures**

- Represented a major office products wholesaler in its merger with the then largest publicly-traded wholesale distributor of office products in North America. Value of Transaction: Approximately \$80 million
- Represented a major Dutch company in its efforts to form a joint venture with a major Singapore government controlled conglomerate to produce and market manufacturing process control systems in the United States, Europe and Asia. Value of Transaction: Approximately \$45 million
- Represented a private equity media fund in a joint venture to acquire cable television systems. Value of Transaction: Approximately \$8 million
- Represented a sports/entertainment production company in connection with a proposed joint venture agreement with respect to the rights to a proposed Mike Tyson bout

### **Redemptions of Equity Interests**

- Represented a magazine publishing company in connection with its redemption of shares of common stock from its minority stockholders
- Represented a certified public accounting firm in connection with its redemption of common stock from a minority stockholder
- Represented a retail and wholesale textile company in its redemption of limited liability company interests from a dissident equity group

- Represented a Bronx restaurant in connection with its redemption of stock from one of its principal stockholders

### **Restructurings**

- Represented a leading domestic manufacturer of graphite and carbide products in a recapitalization involving \$115 million of public debt and \$25 million of accounts receivable financing
- Represented a private equity fund in connection with a transaction by its portfolio company (a national publishing company and information provider) involving the spin-off of certain businesses to existing stockholders and the merger of the remaining business into a leading public global information provider
- Represented a textile products manufacturer in the restructuring of its senior and subordinated debt. Value of Transaction: Approximately \$20 million

### **Private Placements of Equity and Debt Securities**

- Represented a leading publicly-held domestic steel products manufacturer in various proposed change of control transactions involving a private placement of convertible preferred stock, a registered rights offering and a sale of assets. Value of Transaction: Approximately \$90 million
- Represented a placement agent in the private placement of convertible preferred stock on behalf of a specialty health care finance company. Value of Transaction: Approximately \$60 million
- Represented a developer of software for wireless hand-held devices in its initial round of equity financing. Value of Transaction: Approximately \$1 million
- Represented an automotive aftermarket parts distributor in the private placement of common stock and warrants and the subsequent registration of such securities with the Securities and Exchange Commission. Value of Transaction: Approximately \$1 million
- Represented a market research firm in its proposed private placement of limited liability company units to investors. Value of Transaction: \$1 million
- Represented a start-up New York specialty cheese shop in its sale of limited liability company units to investors
- Represented a start-up New York restaurant in its proposed sale of limited liability company units to investors
- Represented a start-up New York aggregator of healthcare data in its sale of limited liability company units to investors

### **Miscellaneous Corporate Matters**

- Prepared a buy-sell agreement for the shareholders of an international inland and ocean transportation shipping company
- Represented a sports/entertainment production company in connection with a televised prize fighting championship bout

- Represented a sports/entertainment production company in connection with the proposed launch of an international sports network
- Represented a Long Island risk management and consulting firm in its negotiation of a joint venture agreement with a competitor and in its negotiation of an engagement to provide consulting services to a major financial institution
- Represented a Long Island risk management and consulting firm in its negotiation of a master services agreement with a national financial institution
- Represented a partner at a small New York City law firm in the negotiation of the winding up of the business and affairs of the law firm and disputes with another partner of such firm
- Represented a New York City restaurant in its efforts to franchise its business in the Middle East
- Represented a principal in a New York sheet metal contracting and fabrication business in his dispute with another principal of the business
- Formation, business and legal counseling and general corporate representation, including drafting and negotiation of contracts, for a variety of small and medium sized businesses, including corporations and limited liability companies

### **Commercial Loan Transactions**

- Represented an industrial dyeing and finishing business in its negotiation of secured bank financing and factoring arrangements. Value of Transaction: Approximately \$25 million
- Represented a medical publishing company in obtaining senior secured term and revolving loans from a major financial institution. Value of Transaction: \$25 million
- Represented a private equity media fund in its negotiation of senior debt financing for the acquisition of cable television systems. Value of Transaction: Approximately \$16 million
- Represented a leveraged buy-out group in its negotiation of secured bank financing and subordinated debt for its acquisition of substantially all the assets of a textile products manufacturer. Value of Transaction: Approximately \$15 million
- Represented a magazine publishing company in obtaining a senior secured term loan from a major financial institution. Value of Transaction: \$3 million
- Represented a sports/entertainment production company in obtaining a senior secured term loan from a major financial institution

### **Rule 144A Offerings**

- Represented a private equity fund in its financing of the acquisition of a leading publicly-held domestic medical equipment rental provider through the issuance of senior subordinated notes, senior discount debentures and warrants in a 144A offering and the subsequent registration of securities with the Securities and Exchange Commission. Value of Transaction: Approximately \$600 million (including \$265 million in the 144A offering)

- Represented a private equity fund in its financing of the acquisition of a leading domestic operated-equipment rental provider through the issuance of senior notes in a 144A offering. Value of Transaction: Approximately \$160 million (including \$100 million in the 144A offering)

### **Purchases of Debt**

- Represented a distressed securities fund in its purchase of senior subordinated notes of an on-line gaming company. Value of Transaction: Approximately \$40 million
- Represented a private equity fund in its purchase of secured subordinated notes from a cable television business. Value of Transaction: Approximately \$5 million

### **Securitization Transactions**

- Represented a German film production company in a proposed equity investment and subordinated financing aggregating \$125 million for a start-up Hollywood motion picture studio
- Represented a German equity investor in a film revenue securitization transaction. Value of Transaction: Approximately \$20 million

### **Consent Solicitations, Going Private Transactions, Public Offerings and Tender Offers**

- Represented a leading publicly-held rental furniture provider in a proposed “going-private” transaction. Value of Transaction: Approximately \$500 million
- Represented a leading international industrial and electronics conglomerate in a proposed consent solicitation with respect to its senior notes. Value of Transaction: Approximately \$175 million
- Represented a leading manufacturer of transportation products and analytical instruments for the railroad, truck, automotive and petroleum industries in a cash tender offer for a leading manufacturer and reconditioner of roller bearings for freight cars. Value of Transaction: Approximately \$160 million
- Represented a leading domestic steel products manufacturer in a cash tender offer for its publicly traded senior notes. Value of Transaction: Approximately \$80 million
- Represented an owner of a chain of restaurants in its registration of shares of common stock with the Securities and Exchange Commission. Value of Transaction: Approximately \$13 million
- Represented an automotive aftermarket parts distributor in its proposed initial public offering of common stock and warrants and in its filing of annual and quarterly reports with the Securities and Exchange Commission. Value of Transaction: Approximately \$8 million

### **Placement Agent Representations**

- Represented a New York City investment bank in its engagement to effect a private placement of equity interests on behalf of its client. Value of Transaction: \$15 million
- Represented a private equity fund in its purchase of secured subordinated notes from a cable television business. Value of Transaction: Approximately \$5 million