



## Representative Legal Matters

Craig A. Roeder

### Public Company Mergers and Acquisitions

- Advised Gebr. Knauf KG, a leading German building products manufacturer, in connection with its acquisition of USG Corporation (NYSE: USG), the leading US manufacturer of gypsum wall board and related building products, in a transaction valued at USD 7 billion (pending).
- Acted as counsel to Ecolab Inc., a global producer of cleaning, sanitizing, food safety and infection prevention products and services, in connection with its USD 8.1 billion stock and cash merger with Nalco Holding Company (NYSE: NLC), the world's leading water treatment and process improvement company.
- Represented The Dai-ichi Life Insurance Company, Limited, a leading Japanese life insurance company, with respect to its USD 5.7 billion cash merger with Protective Life Corporation (NYSE: PLC), a US-headquartered life insurance holding company, in the largest cross-border acquisition by a Japanese life insurance company.
- Advised Abbott Laboratories, the global healthcare company, in connection with the divestiture of its developed markets branded generics business in exchange for a 22% equity interest in Mylan Inc. (Nasdaq: MYL), a generic drug manufacturer, in a transaction valued at USD 5.3 billion.
- Represented Meiji Yasuda Life Insurance Company, one of the largest life insurance companies in Japan, in connection with its acquisition of StanCorp Financial Group, Inc. (NYSE: SFG), a US-based financial services firm, in a cash merger valued at USD 5 billion.
- Acted as counsel to Sims Group Limited, an Australian Securities Exchange – listed metal recycling company, with respect to its acquisition of Metal Management, Inc. (NYSE: MM), US-based metal recycling company, in a stock merger transaction valued at USD 1.6 billion.
- Advised Behringer Harvard REIT I, Inc., a US public real estate investment trust, with respect to its acquisition of IPC Real Estate Investment Trust, a Toronto Stock Exchange – listed real estate trust, in a cash merger transaction valued at USD 1.4 billion.
- Represented Medtronic, Inc., a global leader in medical technology, in connection with its USD 816 million cash acquisition of China Kanghui Holdings (NYSE: KH), a developer and marketer of orthopedic implants headquartered in Changzhou, China.



- Advised Nipro Corporation, a manufacturer of medical devices and pharmaceutical products headquartered in Osaka, Japan, in connection with its acquisition through a cash tender offer of Home Diagnostics, Inc. (Nasdaq: HDI), a medical device manufacturing firm, in a transaction valued at approximately USD 215 million.
- Represented Hospira Inc., a global medical products manufacturer, in connection with its acquisition through a cash tender offer of Javelin Pharmaceuticals, Inc. (Nasdaq: JVPH), a US-based drug development company, in a transaction valued at approximately USD 170 million.

#### Private Company Mergers and Acquisitions

- Advised JCDecaux SA, the largest global outdoor advertising company, with respect to its acquisition of the Latin American outdoor advertising business of Outfront Media, Inc.
- Represented Nasdaq, Inc., the operator of the Nasdaq Stock Market and other international securities exchanges, in connection with its acquisition of Chi-X Canada ATS Ltd., a Canadian alternative securities trading platform.
- Acted as counsel to Knauf Insulation GmbH with respect to its acquisition of the fiberglass insulation manufacturing business of Guardian Industries Corp.
- Represented Bayard Group Pty. Ltd., an Australian private equity firm, in connection with its acquisition of Cellnet Technologies, Inc. from GTCR Golder Rauner LLC.
- Advised Rio Tinto plc in connection with the sale of its interest in an industrial-scale hydrogen-to-power joint venture with BP plc to SCS Energy LLC.
- Represented Southwest Airlines Co. in connection with its proposed acquisition of Frontier Airlines, Inc. and its completed acquisition of assets of ATA Airlines, Inc. pursuant to a plan of reorganization under Chapter 11 of the United States Bankruptcy Code.
- Acted as counsel to Sojitz Logistics Corporation, a global logistics provider headquartered in Tokyo, Japan, with respect to its acquisition of MET Logistics, Inc., a privately held United States logistics company.
- Advised Nikkiso Co., Ltd., a Tokyo Stock Exchange – listed medical devices company, with respect to its acquisition of the global continuous renal replacement therapy business of Baxter Healthcare Corporation pursuant to a divestiture order by the European Commission.
- Acted as counsel to Daifuku Co., Ltd., a Tokyo Stock Exchange – listed material handling and automation company, in connection with its acquisitions of the Elite Line Services, a portfolio company of private equity sponsor Brynwood Partners, and Wynright Corporation, a developer of material handling systems.
- Represented Hitachi Consulting Corporation with respect to its acquisition of Sierra Atlantic, Inc., a software consulting firm headquartered in the United States with its principal operations in India and China.



- Advised Mitsubishi Steel Mfg. Co. Ltd. in connection with its acquisition from Arvin Meritor Corporation of interests in joint ventures in the United States and Canada producing automotive components.
- Represented Murata Manufacturing Co., Ltd., a Japanese electronics manufacturer, in connection with its acquisition of the power electronic division of C&D Technologies, Inc., a New York Stock Exchange – listed manufacturer of power supply systems.

#### Investment and Joint Venture Transactions

- Represented Walgreens Boots Alliance, Inc., a leading global retail and pharmacy company, with respect to its joint venture combining its mail order and specialty pharmacy operations with those of Prime Therapeutics, Inc. in a transaction valued at USD 2 billion.
- Acted as counsel to CHS, Inc., a Fortune 100 agricultural cooperative, with respect to its USD 2.8 billion investment in a nitrogen fertilizer manufacturing business operated by CF Industries Holdings, Inc.
- Advised Keurig Green Mountain, Inc., the developer of the Keurig® brand coffeemaker system, in connection with a minority public equity investment by The Coca-Cola Company valued at USD 1.25 billion and a related strategic business collaboration.
- Represented HNA Group, a leading Chinese air travel and tourism conglomerate, with respect to its USD 500 million investment in Tuniu Corporation, a leading online leisure travel company in China with shares listed on the Nasdaq Stock Market.
- Acted as counsel to Nasdaq, Inc. with respect to a technology transfer and minority equity investment transaction involving Borsa Istanbul A.S., the principal Turkish securities exchange.
- Acted as counsel to Borders Group, Inc., the national book retailer, with respect to a controlling equity investment in the company by investor Bennett S. LeBow and related USD 700 million senior debt refinancing transaction, and the proposed sale of its business to Direct Brands, Inc. pursuant to Section 363 of the Bankruptcy Code in a transaction valued at USD 450 million.
- Represented Getco Holding Company, LLC, a market intermediary engaged in high-velocity electronic trading of securities, futures, options and other financial products, in connection with a significant minority equity investment by General Atlantic Partners.

#### Securities Transactions

- Acted as counsel to Abbott Laboratories in connection with its USD 2.3 billion public resale offering of shares of Mylan N.V. underwritten by Morgan Stanley and Goldman, Sachs & Co.
- Represented Kelly Services, Inc., a global temporary staffing company, with respect to a USD 150 million secondary public offering of common stock underwritten by Goldman, Sachs & Co.



- Represented Nasdaq, Inc. with respect to its global exchange offer for outstanding employee stock options.
- Advised Motorola, Inc. in connection with its global exchange offer for outstanding employee stock options.

#### Pro Bono

- Acted as counsel to the Frank Lloyd Wright Foundation in connection with the acquisition by The Museum of Modern Art and Columbia University of the Foundation's extensive archives of Wright's work, including 23,000 architectural drawings, 44,000 historical photographs, large-scale presentation models, manuscripts, extensive correspondence and other documents, as part of a unique joint stewardship arrangement.