

March 21, 2014

Practice Group:

Corporate/Mergers & Acquisitions

Carolinas Corporate Update

The K&L Gates Carolinas corporate practice enjoyed another busy and successful year in 2013 as our clients engaged a broad range of interesting capital markets and strategic transactions.

Our Carolinas corporate practice consists of more than 40 corporate attorneys located in our Charleston, Charlotte, Raleigh and Research Triangle Park offices. Our team, which includes 18 partners recognized in *The Best Lawyers in America* or *Chambers* for corporate practice specialties, is experienced in handling a wide range of matters, including the types of transactions described below. In addition, our Carolinas corporate lawyers regularly leverage K&L Gates' 48 office global platform to support our clients across a variety of geographies, industries and legal specialties.

We are pleased to share with you some of the following representative engagements from 2013 and early 2014:

Strategic M&A

We advised private and public companies and their subsidiaries, both domestic and foreign, in their merger and acquisition transactions, including:

- **American Tire Distributors** in its acquisition of Tire Distributors, Inc., a Baltimore, Maryland based tire distributor.
- **Darby Management Group, LLC** in its sale of the companies that own the Kiawah Island, South Carolina, Doonbeg, Ireland and Christophe Harbour, St. Kitts resorts.
- **DEGS Solar, LLC**, a subsidiary of Duke Energy Corporation, in its acquisition of two solar power projects.
- **Kaman Fluid Power, LLC** and **Kaman Industrial Technologies Corporation**, subsidiaries of Kaman Corporation, in their acquisitions of various distribution and manufacturing businesses.
- **Lucas-Milhaupt Warwick LLC**, a subsidiary of Handy & Harman Ltd., in its acquisition of the assets of Wolverine Joining Technologies, a manufacturer of brazing and soldering filler metals and fluxes.
- **NewSouth Companies, Inc.**, a subsidiary of Canfor Corporation, in its acquisition of Scotch & Gulf Lumber, LLC, an Alabama lumber producer.
- **Novozymes** in its acquisitions of Allopartis Biotechnologies, Inc., a producer of enzymes for biofuel production, and TJ Technologies Inc., a leader in bioyield enhancers.
- **UTC Building & Industrial Systems**, a division of United Technologies Corporation, in the sale of its industrial explosion protection business.

Private Equity and Mezzanine Debt

We assisted numerous investment funds in an array of leveraged acquisitions, financings, recapitalizations, divestitures and other transactions, including:

- **BIA Digital Partners**, as a last out lender in its unitranche financing of a leveraged recapitalization of Contract Datascan, Inc.

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- **CapitalSouth Partners** in its investment in senior subordinated debt and equity of TCSafety, Inc., a supplier of safety training, products and services for oil, natural gas and petrochemical businesses.
- **Carousel Capital** in its recapitalization of Pegasus Transtech, LLC, a leading provider of electronic revenue cycle, document management and invoicing solutions for the transportation industry.
- **Pamlico Capital** and its portfolio company, NewWave Communications, a cable systems operator, in the sale of NewWave to Rural Broadband Investments.
- **Ridgemont Equity Partners**, in the formation and capitalization of Pintail Oil & Gas, LLC, a new oil and gas exploration and production platform investment.

Public Offerings

We represented issuers in public offerings of equity securities, including:

- **DARA Biosciences**, a biopharmaceutical company, in its registered direct offering of \$2.8 million of preferred stock and warrants.
- **Exact Sciences**, a molecular diagnostics company, in its \$78 million public offering of common stock.
- **ZBB Energy**, a developer of intelligent, renewable energy power platforms, in a \$10 million public offerings of common stock and a \$3 million PIPE offering of preferred stock and warrants.
- **WaferGen Bio-systems, Inc.**, a life sciences company, in connection with its \$32 million note and preferred stock exchange offering and its \$15 million PIPE offering of common stock and warrants.

We appreciate the opportunity to continue to work with our clients, colleagues and friends. And we hope to have the opportunity to work with you sometime this year. Please contact any member of our team to obtain more information about our capabilities or for assistance with your legal matters.

For more information on our Carolinas Corporate practice, please visit www.klgates.com or contact:

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