



Mergers and Acquisitions

Lippes Mathias is well-known in the business community for its Mergers & Acquisitions practice, which includes some of the most experienced attorneys in the firm.

Our mergers and acquisitions attorneys routinely counsel existing entities and investment groups in connection with multimillion dollar stock and asset purchases, mergers and divestitures.

Our team is involved at the earliest stages of structuring transactions to both increase value and manage risk. Once structured, the lawyers at Lippes Mathias negotiate transaction documents, efficiently drawing on their experience representing clients ranging in size from local, family-owned businesses to large, public companies.

A sampling of the M & A work our firm has handled recently includes:

- Represented a cooling technology manufacturer and its owners in pre-acquisition restructuring and throughout the auction bid sale process. Provided legal and tax structuring representation on equity sale, post-closing governing documents, employment matters, earn-out, sale of related real estate, etc. Transaction included RWI insurance, HSR clearance and CFIUS approval. Transaction price of \$850MM with 75% equity (\$1.2B enterprise value).
- Acted as Buyer's US counsel to draft and negotiate an Equity Purchase Agreement, and ancillary agreements, including, rollover and contribution agreements, employment agreements, and consulting agreements. Drafted and negotiated equity documents (e.g., LLC Agreement and Subscription Agreement) for Buyer's equity investors. Collaborated with Buyer's Canadian counsel on a multitude of cross-border issues, including, employee matters, tax structuring, and debt financing.
- Acted as Buyer's US counsel to draft and negotiate an Equity Purchase Agreement, and ancillary agreements, including, rollover and contribution agreements, employment agreements, and other ancillary agreements. Drafted and negotiated equity documents (e.g., LLC Agreement and Reinvestment Agreement). Collaborated with Buyer's Polish counsel on a multitude of cross-border issues, including, employee matters, tax structuring, and debt financing.

TEAM LEADER



BRENDAN J. RICH
Partner | Team Co-Leader -
Corporate | Team Leader -
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- Served as Buyer and Sponsor counsel. Negotiated and drafted purchase agreements with two separate sellers whereby Buyer acquired a multi-state, multi-unit quick-service restaurant (QSR) portfolio. One transaction included representation and warranty insurance. Additional transaction documents included employment agreements, rollover and contribution agreements, and right of first refusal agreements. Our department also reviewed and negotiated franchise transfer documents with the franchisor.
- Provided comprehensive legal and transactional counsel to a leading engineering design and manufacturing company specializing in bridge, highway, and heavy construction solutions in connection with its sale to Afinitas, a global infrastructure equipment and services company. Advised on complex environmental and regulatory matters, drafted and negotiated an Equity Purchase Agreement and ancillary agreements, including, by way of example, rollover and contribution agreements and employment agreements, and orchestrated a reorganization designed to effectuate the transaction efficiently and optimize tax and corporate considerations.
- Provided all aspects of counsel to a private equity arm of a tribal nation in its acquisition of the Rochester Knighthawks, a National Lacrosse League franchise, from Pegula Sports & Entertainment, LLC.
- Serve as outside M&A counsel to CannonDesign, a top 10 global architecture and engineering firm, in connection with a series of strategic acquisitions, including, by way of example, a few of the acquisitions that we assisted with in 2025:
 - The acquisition of a leading St. Louis–based architecture firm.
 - The acquisition of a Charlotte-based nationally recognized architecture firm providing planning, architecture, and interior design services across the higher education, science, technology, sports, civic, and cultural sectors.
 - The acquisition of a leading California-based healthcare transition and activation consulting firm.
- Acted as outside legal counsel to one of the largest mechanical contractors in the Northeast United States, specializing in heating, ventilation, air conditioning, refrigeration, and plumbing systems for industrial and commercial markets, and advised on complex legal matters, including internal and external structuring, divestitures, deferred compensation arrangements, and employee stock ownership plans, in connection with its sale to EMCOR, a Fortune 500 mechanical construction and facilities service firm.
- Acted as legal counsel in the \$58 million sale of the membership interests of a medical device manufacturer, and provided comprehensive guidance on transaction structuring, due diligence, negotiation, and closing matters.
- Served as lead counsel in the \$96 million acquisition of the stock of a manufacturer of products for the transportation infrastructure market.
- Acted as legal counsel in the \$70 million sale of the stock of a manufacturer of electronic toll collection systems.
- Represented a local energy advisory and brokerage firm in a \$70 million stock sale.
- Served as legal counsel to a publicly held company in the building products industry in its \$116 million acquisition of a company in the postal products sector.

If you are seeking experienced legal counsel to advise and assist you with a merger or acquisition, our attorneys can meet with you and help you decide the strongest course of action for your business.