

# Timothy M. Fesenmyer

Skadden

Counsel, New York

Mergers and Acquisitions



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## Education

J.D., University of Pittsburgh School of Law, 1999 (Lead Managing Editor, *University of Pittsburgh Law Review*)

M.P.A., University of Pittsburgh, 1999

B.A., Miami University, 1996

## Bar Admissions

New York

## Associations

Member, Board of Directors, KaBOOM!, Inc.

Timothy M. Fesenmyer is a corporate attorney concentrating primarily in mergers and acquisitions, securities law and general corporate law.

Mr. Fesenmyer's mergers and acquisitions experience includes public and private transactions, negotiated acquisitions, joint ventures and other corporate transactions in a wide variety of industries, including consumer products, financial services, media and entertainment, telecommunications, food and beverage, professional sports, building products, insurance, retail and technology. Significant U.S. and cross-border representations in which he has been involved include:

- A. Schulman, Inc. in its pending acquisition by LyondellBasell N.V.;
- Anheuser-Busch Companies, Inc. in connection with its acquisition by InBev N.V.;
- Anheuser-Busch InBev N.V. in its acquisition of the remaining stake of Grupo Modelo, S.A.B. de C.V. not previously owned by it;
- Ash Grove Cement Company in its pending acquisition by CRH plc;
- ASML Holding N.V. in its acquisition of Cymer, Inc.;
- Belden Inc. in its merger-of-equals transaction with Cable Design Technologies;
- Ben & Jerry's Homemade, Inc. in its acquisition by Unilever;
- BlackRock, Inc. in its acquisition of the fund of funds business of Quellos Group, LLC;
- Capricorn Investors in its investment in Mrs. Fields' Original Cookies, its acquisition of controlling interests in TCBY and the formation of Mrs. Fields Famous Brands, Inc.;
- CEMEX S.A.B. de C.V. in a number of transactions, including its acquisition of Puerto Rican Cement Company, Inc. and its divestiture of certain assets to CRH plc in connection with its acquisition of Rinker Group Ltd.;
- Citigroup Inc. in a number of transactions, including the sale of its life insurance and annuity business to MetLife and the sale of its wealth management services business to affiliates of Genpact Limited;
- The Coca-Cola Company in its acquisition of Energy Brands Inc. d/b/a Glacéau;
- Dean Foods Company in the sale of its Morningstar Foods division to Saputo Inc. and its acquisition of the Alpro soy foods division of Vandemoortele N.V.;
- EverBank Financial Corp in its acquisition of Tygris Commercial Finance Group and its initial public offering;
- First Quality Enterprises, Inc. in its acquisition of Covidien Ltd.'s retail products unit;
- Fortress Investment Group LLC in its 80 percent acquisition of American General Finance Inc.;
- GP Investments Acquisition Corp. in its proposed, but terminated, acquisition of World Kitchen and its business combination with Rimini Street Inc.;

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- James Hardie Industries SE in its transformation to a European Company (Societas Europaea (SE)) and the transfer of its corporate domicile from The Netherlands to the Republic of Ireland;
  - Liberty Mutual Group Inc. in connection with its sale of Liberty Life Assurance Company of Boston to Lincoln Financial Group and the subsequent reinsurance of Liberty's individual life and annuity business to Protective Life Insurance Company;
  - Marubeni Corporation in its acquisition of Gavilon Group LLC;
  - Refco Inc. in the sale of various assets in bankruptcy;
  - Regulatory Data Corp. in its acquisition by Vista Equity Partners;
  - SG Cowen & Co. in its separation from Société Générale and initial public offering;
  - Tumi Holdings, Inc. in its acquisition by Samsonite International S.A.;
  - Verizon Business in its acquisition of Cybertrust Holdings, Inc.; and
  - The WhiteWave Foods Company in its acquisition by Danone S.A.

Mr. Fesenmyer is active in the firm's media and entertainment and sports practices. He has represented media companies and investors in a variety of complex, high-profile transactions, ranging from the formation of television networks and other media joint ventures and strategic alliances to agreements relating to content production, licensing and distribution across various media platforms. In his sports practice, Mr. Fesenmyer has represented a number of clients on the corporate aspects of certain professional sports matters, including league formation and other league matters, investments and other transactions involving leagues and teams. Notable representations in these areas include:

- Activision Blizzard, Inc. in its share repurchase transaction with Vivendi;
- the principal investment area of The Goldman Sachs Group, Inc. in the formation and subsequent recapitalizations of Yankees Entertainment and Sports (YES) Network;

- IMAX Corporation in its investment in 3net, the 24/7 3D television network joint venture with Sony Corporation and Discovery Communications and in its licensing of certain exclusive rights in the digital cinema field to certain laser projection technology from Eastman Kodak Company; and
- Robb Report in its sale to Rockbridge Growth Equity.

Mr. Fesenmyer also has advised a number of real estate investment trusts in connection with both U.S. and cross-border transactions and corporate matters. Representations in REIT-related matters include:

- Gyrodyne Company of America, Inc., an owner of commercial properties, in a series of transactions designed to maximize shareholder value;
- HCP, Inc. in its acquisition of substantially all of the real estate assets of HCR ManorCare, Inc.;
- SEGRO plc, a publicly traded U.K. REIT, in the sale of its U.S. life sciences real estate business to HCP, Inc.; and
- SL Green Realty Corp., in its corporate matters.

Mr. Fesenmyer also has advised several of the firm's investment banking clients in transactional work and has represented both issuers and underwriters in equity and debt offerings. In addition, Mr. Fesenmyer advises clients in connection with other corporate, securities and business-related matters, including SEC reporting obligations and disclosure issues, corporate governance, stockholder and compliance matters and other general corporate issues.

Mr. Fesenmyer is a member of the firm's Associate Training Committee and actively is involved in the firm's hiring, development and training efforts. Mr. Fesenmyer regularly provides *pro bono* legal services to a national nonprofit organization.