Private Equity

Skadden

Skadden represents private equity firms in connection with all aspects of their businesses, including structuring and organizing fund sponsors and their investment funds; executing acquisitions, financings and exit transactions; and providing corporate, securities, financing and litigation advice to portfolio companies. We were ranked in the top tier for leveraged buyouts and private equity law by *U.S. News — Best Lawyers* "Best Law Firms" 2017, ranked as a leading firm for private equity by *IFLR1000 2017*, repeatedly recognized as having attorneys who are "leading lawyers" by *Chambers Global* and *Chambers USA*, and listed among *Law360*'s Private Equity Groups of 2014.

Mergers and Acquisitions

Skadden has for many years represented a broad range of clients, including private equity firm sponsors, financing sources, target companies and special committees and management teams, in leveraged buyout and other private equity transactions. Our private equity practice is global, representing private equity sponsors and other transaction participants in all of our major offices in North America, Asia-Pacific and Europe. We also have represented numerous target companies, boards of directors and special committees in leveraged buyout transactions.

Americas

- AIA Energy North America in its acquisition of entities that own and operate the Cross-Sound Cable System, a 24-mile high voltage direct current submarine transmission line between New Haven, Connecticut and Shoreham, New York.
- The key investors in AmericanWest Bank, Friedman Fleischer & Lowe and Oaktree Capital Management, in connection with the $702 million merger of AmericanWest with Banner Corporation.
- Apax Partners L.P. in:
  - its acquisition of a 54 percent stake in TIVIT and a subsequent mandatory tender offer to buy the remaining shares;
  - the sale of its stake in Plex Systems, Inc. to Francisco Partners Management LLC;
  - the sale of a majority stake in Advantage Sales & Marketing LLC to affiliates of Leonard Green & Partners, L.P. and funds advised by CVC Capital Partners Limited;
  - the acquisition of a controlling interest in FULLBEAUTY Brands, Inc.; and
  - the $800 million acquisition of Quality Distribution, Inc.
- ArcLight Capital Partners as majority shareholder of Magnum Coal Company in Magnum Coal's $709 million sale of a majority stake to Patriot Coal Corporation.
- The Blackstone Group in:
  - $1 billion sale of its 50 percent stake in Universal Orlando to NBCUniversal;
  - acquisition by Lendmark Financial Services, LLC of 127 branch offices and related loan assets from Springleaf Financial;
  - acquisition of Lendmark Financial Services Inc. from BB&T Corporation;

- purchase of Exeter Finance Corp from Navigation Capital Partners; and
- acquisition of a controlling interest in Stearns Lending LLC.

- Broadwell Capital Limited in raising $1 billion in commitments for its first private equity-style fund, the Broadwell Tactical Opportunities Fund.
- Burger King Holdings in its $4 billion acquisition by 3G Capital Management.
- Calera Capital:
  - as selling shareholder in the $780 million sale of HMK Mattress Holdings LLC to Mattress Firm Holding Corp.;
  - in its sale of a majority stake in Rock-It Cargo USA, LLC to an investor group;
  - in connection with a related senior secured financing and mezzanine financing;
  - in its acquisition of United Site Services Inc.; and
  - in investment in Sleepy's Inc.
- The Carlyle Group in its equity investment in Rede D'Or São Luiz, the largest private hospital operator in Brazil.
- Castle Harlan, Inc. in its:
  - sale of IDQ Acquisition Corp. to Kinderhook Industries;
  - acquisition of Securus Technologies, Inc. from H.I.G. Capital, LLC;
  - its $400 million acquisition of Tensar Corporation;
  - its acquisition and subsequent sale of IDQ Holdings, Inc.; and
  - its acquisition of Securus Technologies Inc.
- A consortium of private equity firms, comprising of Castle Harlan, Inc., Lime Rock Partners and CHAMP Private Equity, in the formation of Shelf Drilling, Ltd. and the acquisition by Shelf Drilling of a fleet of offshore drilling rigs from Transocean Ltd., which received the highest ranking in the Corporate & Commercial category in the *Financial Times*' 2013 "US Innovative Lawyers" report.
- Colony Capital in the $660 million acquisition by Colony Financial, Inc. of substantially all of Colony Capital's real estate and investment management businesses and operations.
- Colony Realty Partners II REIT in connection with the restructuring of subsidiary CRP-2 Holdings AA, L.P. and its real estate portfolio as part of CRP-2 Holdings AA's Chapter 11 case in the U.S. Bankruptcy Court for the Northern District of Illinois.
- Crestview Partners, L.P. and Pine Brook Road Partners, LLC as founding investors in a $1.5 billion equity capital raise by Fidelis Insurance Holdings Limited.
- Dynegy Inc. and Energy Capital Partners in their $3.3 billion acquisition of the U.S. fossil portfolio of GDF SUEZ Energy North America, Inc. through a newly formed joint venture named Atlas Power, LLC.
- Five Point Capital Partners and GSO Capital Partners LP as part of an investor group in its acquisition of Twin Eagle Resource Management, LLC.
- Ford Financial Fund, L.P. in SB Acquisition Company, LLC's $500 million acquisition of a 91 percent stake in Pacific Capital Bancorp.
- Fortress Investment Group LLC in the:
  - $6.8 billion acquisition of 299 retirement communities from Holiday Retirement Corp.;
  - $2.8 billion LBO of Intrawest Corporation;
  - $1.1 billion going-private acquisition of RailAmerica, Inc.; and
  - acquisition of an 80 percent stake in American General Finance Inc.
- Fortress Investment Group LLC and Jefferson Gulf Coast Energy Partners LLC in a $100 million term loan facility for the financing of the acquisition of the assets of Jefferson Refinery, L.L.C.
- Freescale Semiconductor, Ltd. and a private equity consortium including The Blackstone Group L.P., The Carlyle Group LP, Permira Funds and TPG Capital, L.P. in Freescale's US$11.8 billion acquisition by NXP Semiconductors NV.
- The GFI Energy Group of Oaktree Capital Management, L.P. in the acquisition of Recon Services.
- GTCR Golder Rauner, LLC in its $828 million acquisition via a tender offer of Protection One, Inc.
- Goldman Sachs Group in its sale of an additional stake in the Yankees Entertainment and Sports Network to News Corporation.
- JLL Partners:
  - in the concurrent acquisitions of BioClinica, Inc and CorLabs LP
  - in the creation of DPx, a partnership formed with Royal DSM which acquired DSM's pharmaceutical business and all shares of Patheon Inc that were not owned by JLL;

- in the acquisition of Point Blank Industries;
- in the acquisition of Aviation Technical Systems;
- in its acquisition of Pioneer Sand Company, Inc. and Pioneer Landscaping Materials, Inc.; and
- in the formation of Loar Group LLC — an entity formed to acquire aerospace component parts manufacturing company — and several add on acquisitions for Loar.

- J.W. Childs Associates, L.P. in its $333 million sale of Esselte Group Holdings AB to ACCO Brands Corporation.
- Kelso & Company in its acquisition of Physicians Endoscopy, LLC from Pamlico Capital.
- Life Time Fitness, Inc. in its $4 billion acquisition by affiliates of private equity firms Leonard Green & Partners, L.P. and TPG Capital, L.P.
- New Residential Investment Corp., a REIT focused on investing in residential mortgage-related assets and externally managed by an affiliate of Fortress Investment Group LLC, in its $1.3 billion all-cash acquisition of Home Loan Servicing Solutions, Ltd.
- Norwest Equity Partners in its:
  - investment in West Star Aviation, Inc.; and
  - significant investment in Savage Sports Corporation and subsequent $315 million sale to Alliant Techsystems Inc.
- A consortium of private equity investors, including affiliates of Oaktree Capital Management L.P., Pine Brook Road Partners, LLC, Stone Point Capital LLC and one other private equity investor in the organization of AloStar Bank of Commerce and its simultaneous acquisition of the operations of Nexity Bank from the FDIC.
- A company backed by Permira Funds in its $1.5 billion sale of Intelligrated Inc. to Honeywell International Inc.
- Permira Funds in its:
  - $1.5 billion sale of Intelligrated Inc. to Honeywell International Inc.;
  - $336 million acquisition of a majority stake in John Masters Organics, Inc.;
  - $765 million sale of its portfolio company PHARMAQ Holding AS to Zoetis Inc.;
  - $895 million sale of its portfolio company Creganna Medical to TE Connectivity Ltd.;
  - $2.8 billion sale of its portfolio company Iglo Foods Holdings Limited to Nomad Holdings Limited;
  - $3.5 billion sale of its portfolio company, Arysta LifeScience Limited to Platform Specialty Products Corporation;
  - (along with a group of Canadian investors) $1.1 billion acquisition of Atrium Innovations Inc.;
  - $1.5 billion sale of its portfolio company Marazzi Group SpA to Mohawk Industries, Inc.;
  - $1.1 billion sale of Renaissance Learning to Hellman & Friedman;
  - $500 million acquisition of Intelligrated Inc. from Gryphon Investors LP; and
  - $455 million acquisition of Renaissance Learning, Inc.
- Pine Brook Road Partners, LLC in its:
  - minority investment in Better Mortgage; and
  - controlling investment in Fair Square Financial.
- Sentinel Capital Partners, LLC in its acquisition of Total Military Management, Inc.
- Shelf Drilling International Holdings, Ltd., a company sponsored by Castle Harlan, Inc., CHAMP Private Equity and Lime Rock Partners, in its $1.1 billion acquisition of 38 shallow water drilling rigs from Transocean Ltd.
- Silver Point Capital L.P.:
  - in the sale of its interest in oil and gas properties off the coast of Southern California to Memorial Production Partners LP.; and
  - in its $275 million acquisition of substantially all of the assets of The Standard Register Company as part of The Standard Register's Chapter 11 reorganization.
- Springleaf Holdings, Inc., a consumer lending company that is majority-owned by investment funds affiliated with Fortress Investment Group LLC, in its $4.25 billion all-cash acquisition of OneMain Financial Holdings, Inc.
- Stone Point Capital LLC in:
  - its investment in Freedom Financial;
  - its acquisition of a 10 percent stake in Enstar Group Limited from J.C. Flowers & Co. LLC; and
  - connection with the $299 million merger-of-equals of its portfolio company, VantageSouth Bancshares, with Yadkin Financial Corporation.

- TA Associates, Inc. and Summit Partners LLP in the sale of their portfolio company Bigpoint HoldCo GmbH to Youzu Interactive Co. Ltd.
- Tengram Capital Partners, L.P. and certain of its affiliates in the merger of the Hudson business of Joe's Jeans Inc. with RG Parent LLC. In connection with this transaction, an affiliate of Tengram Capital Partners will sponsor a recapitalization of the combined business.
- TPG Capital, L.P. in its:
  - $1.5 billion acquisition of The Warranty Group; and
  - $450 million acquisition of Assisted Living Concepts Inc.
- Veritas Capital in its:
  - $820 million acquisition by its affiliate of Verisk Health, Inc. from Verisk Analytics, Inc.;
  - acquisition of GE Intelligent Platforms Embedded Systems Inc. from General Electric Company;
  - acquisition of Emergency Communications Network, LLC from The Riverside Company;
  - acquisition of Standard Aero Holdings, Inc. from Dubai Aerospace Enterprise Ltd.;
  - $525 million acquisition of CPI International, Inc.; and
  - $381 million acquisition of Anaren, Inc.
- Vulcan Energy Corporation in the sale of a portion of the interest in the general partner of Plains All American Pipeline, LP, to Occidental Petroleum.
- Wasserstein & Co., LP in its $160 million sale of High Pressure Equipment Company, Inc. to Graco Inc.
- WL Ross & Co. and affiliated private equity funds in a $100 million:
  - acquisition of a 40 percent stake in Amalgamated Bank; and
  - aggregate equity investment in Sun Bancorp, Inc.
- Investment funds affiliated with WL Ross & Co. LLC in a $144 million secondary offering of Class A common stock of Talmer Bancorp, Inc.

Europe

- Altimo Holdings & Investments Ltd. (now known as LetterOne Technology) in connection with:
  - its $1.8 billion tender offer for an approximately 49 percent stake in Orascom Telecom Holding S.A.E. Skadden also represented Altimo Holdings in its $1.4 billion share conversion, funded through a $3.25 billion loan from Sberbank (Switzerland) AG;
  - the $5.2 billion sale of its 25 percent stake in OJSC MegaFon to AF Telecom and a subsidiary of MegaFon;
  - its acquisition of $217 million convertible preferred shares in VimpelCom Ltd. from Bertofan Investments Limited (Cyprus);
  - its $3.6 billion acquisition of an additional stake in VimpelCom Ltd. from Weather Investments II, a private investment vehicle majority-owned by Egyptian entrepreneur Naguib Sawiris;
  - its 45 percent shareholding interest in Open Joint Stock Company Vimpel-Communications in connection with VimpelCom's business combination with the emerging markets and Italian telecom assets of Weather Investments S.p.A. This deal made VimpelCom the fifth largest mobile operation in the world with US$21.5 billion in pro forma net operating revenues;
  - the $30 billion merger of Open Joint Stock Company Vimpel-Communications and Kyivstar G.S.M. by their parent companies, Altimo and Telenor ASA. The transaction was conducted via a registered exchange offer in the U.S. and a voluntary tender offer in Russia for OJSC Vimpelcom's shares and American Depositary Receipt's by Vimpelcom Limited, a newly incorporated vehicle owned 50/50 by Altimo and Telenor; and
  - its $16 billion private equity fund-style investment program.
- Funds advised by Apax Partners LLP in its acquisition of a majority stake in Duck Creek Technologies, Inc. from Accenture plc
- Funds managed by Apax Partners Worldwide LLP in the €920 million sale of a majority stake in IFCO Systems N.V. to Brambles Limited.
- Ares Life Sciences AG, an investment fund created by the Bertarelli family:
  - in its acquisition of a 46 percent stake in Stallergenes SA (France), a biopharmaceutical company, and in the subsequent mandatory tender offer for 100 percent of the stock;
  - as part of an investor group with Montagu Private Equity, in the acquisition from Bank of America Merrill Lynch of an additional 35 percent stake in Euromedic International; and
  - in connection with the cross-border merger of Ares Allergy Holding's subsidiary Stallergenes S.A. with its business partner Greer Laboratories, Inc., to create a leading allergenic immunotherapy company.
- Ares Life Sciences AG and Waypoint Capital in their acquisition of the remaining 30 percent stake in Euromedic International B.V. they do not already own from Montagu Private Equity LLP.

- AXA Private Equity in its sale of GEALAN to Halder Beteiligungsberatungs GmbH.
- Calera Capital in its acquisition of RFIB Group Limited United Kingdom.
- Affiliates of The Carlyle Group LP, Sequoia Capital and Actis Capital, LLP in the $1.3 billion sale of an 81 percent stake in Keystone Lodging Holdings Ltd. to Shanghai Jinjiang International Hotels Development Co.
- BlackRock, Inc. in connection with:
  - its acquisition of MGPA, a Singapore-based private equity real estate investment advisory firm; and
  - its acquisition of the Exchange Traded Funds division of Credit Suisse AG.
- Certain sovereign wealth group investment entities that invested $1.6 billion in more than nine transactions in hedge funds and private equity funds established by asset managers in the U.S. and the United Kingdom.
- Clearlake Capital Group, LP in the recapitalization of Mycom Group Limited.
- Colony Capital, a U.S.-based investment fund, on numerous matters, including in connection with the acquisition and financing of Burlington House, Dublin 4, Ireland.
- Colony Capital Acquisitions LLC in connection with:
  - its $177 million acquisition, along with a number of co-investors, of 14 high-end real estate properties in Rome from UniCredit S.p.A. ; and
  - its $220 million acquisition of a portfolio of 113 mixed residential and commercial properties from Intesa Sanpaolo S.p.A.
- Doughty Hanson & Co in its:
  - acquisition of a number of portfolio companies, including Equity Trust (€350 million), the TMF Group (€750 million) and Svendborg Brakes (€460 million);
  - acquisition of KP1 from AlpInvest Partners N.V., Alpha Group and KORAMIC;
  - $452 million acquisition of SAFT Groupe S.A. from Alcatel;
  - sale of the Norit Group and sale of high-grade activated carbons for $1.1 billion to NYSE-listed Cabot Corporation;
  - sale of TV3 Television Network Limited (Ireland) to UPC Ireland B.V.;
  - €875 million sale of its stake in Eurofiber Nederland B.V. to funds managed by Antin Infrastructure Partners S.A.S.;
  - sale of Balta Industries N.V. to Lone Star Funds;
  - $1.4 billion sale of Vue Entertainment Ltd. to Alberta Investment Management Corporation and OMERS Private Equity;
  - €1.7 billion sale of Impress Coöperatieve to Ardagh Glass Group Plc.;
  - €503 million sale of the Clean Process Technologies division of Norit Holding, B.V. to Pentair, Inc.; and
  - £250 million acquisition and related financing of a majority stake in ASCO plc.
- Doughty Hanson & Co. Real Estate in its sale of Massalia Shopping Mall SCI to Klepierre SA and a private co-investor.
- Equistone Partners Europe (formerly known as Barclays Private Equity) in its:
  - acquisition of Siteco Lighting GmbH and its sale to Osram GmbH;
  - acquisition of Ratioform Verpackungsmittel GmbH and its sale of Ratioform to TAKKT AG;
  - acquisition of Caseking GmbH from Afinum Management GmbH.; and
  - acquisition of Konrad Hornschuch AG and the purchase of various add-on investments, including O'Sullivan Inc.
- Eurazeo in its $149 million acquisition of a 41 percent stake in LPCR Groupe, SAS.
- Fox Paine & Company, LLC:
  - as the lead investor in Cradle Holdings, Inc.'s sale of Erno Laszlo, Inc. to the RBS Special Opportunities Fund, including due diligence and warranty aspects of the sale; and
  - with its portfolio company Cradle Holdings, Inc. in their sale of Penhaligon's Ltd. (United Kingdom) and L'Artisan Parfumeur SA (France) to Puig S.L.
- A leading global private investment firm in connection with its investment into several prime commercial real estate projects in Moscow.
- Halder Beteiligungsberatung GmbH in its:
  - acquisition of Amoena Medizin-Orthopädie-Technik GmbH; and
  - acquisition of Helmut Klingel GmbH.
- HellermannTyton Group PLC (a portfolio company of United Kingdom-based Doughty Hanson & Co.) in its $1.7 billion acquisition by Delphi Automotive PLC. Both companies are based in the United Kingdom.

- J.C. Flowers & Co. LLC in its €832 million leveraged buyout of a controlling stake in Compagnie Européenne de Prévoyance from PAI Partners.
- Lamda Partners Limited in the €600 million acquisition of a 40 percent stake in Neochimiki LV Lavrentiadis S.A. from The Carlyle Group and 17 Greek and international banks and in a related debt restructuring. As part of the debt restructuring, Lamda acquired outstanding loan commitments from banks at 50 percent of par value and provided a €15 million super senior bridge facility.
- LetterOne Holdings S.A. in its:
  - $200 million investment in Uber Technologies, Inc.;
  - $5.8 billion acquisition of the oil and gas unit of RWE AG;
  - $1.6 billion acquisition of E.ON E&P Norge AS from E.ON Beteiligungen GmbH; and
  - $725 million sale of DEA UK Holdings Limited to Ineos AG.
- NDS Group Ltd. and its owners, Permira Funds and News Corporation, in its $5 billion sale to Cisco Systems, Inc.
- Pamplona Capital Management LLP in its:
  - acquisition of VText Holdings, Inc.; and
  - $150 million PIPEs investment in Lumos Networks Corp.
- Quadriga Capital and Barclays Private Equity in their sale of Jack Wolfskin GmbH to The Blackstone Group, L.P.
- SCOR Capital Partners in its acquisition of a 30 percent stake in Gutenberg Technology SAS.
- Silverfleet Capital Partners LLP in:
  - the €170 million sale of European Dental Partners to Lifco Dental International AB;
  - the sale of Jost Group to funds managed by Cinven; and
  - the sale of BST Berger Safety Textiles Group to WL Ross & Co. LLC.
- The sellers, including top management and funds advised by TA Associates, Inc., of eCircle AG to Teradata Corporation and Aprimo Inc.
- TPG Capital in its $100 million acquisition of a minority stake in VTB Bank from the Government of Russia. This transaction was the first in a new wave of Russian privatizations under new legislation and served as a precedent for future deals in Russia.
- United Capital Partners in its $1.5 billion sale of a 48 percent stake in VK.com Limited to Mail.ru Group Limited.
- Veritas Capital and Excelitas Technologies Corp. in the acquisition from Arle Capital Partners of Qioptiq S.a.r.l.
- The Vitol Group, an oil producer in the Netherlands:
  - in the formation of Varo Energy B.V., a joint venture with The Carlyle Group LP to create a major midstream energy group across northwest Europe;
  - and Vitol Investment Partnership Limited in their $830 million acquisition of a 50 percent stake in VTTI B.V. from MISC Berhad;
  - and Vitol Investment Partnership on their $2.6 billion acquisition of Royal Dutch Shell plc's Australia downstream businesses;
  - and Helios Investment Partners LLP (a private equity and venture capital firm in the United Kingdom) in their approximately $1 billion acquisition of an 80 percent stake in the African downstream oil operations of Royal Dutch Shell plc; and
  - with Helios Investment Partners in the successful launch of the Vivo Energy and Shell and Vivo Lubricants joint ventures in Africa, the first phase of completion of the overall transaction.
- VTC Partners GmbH in its acquisition of two machining units and four casting units — including 1,000 employees in Denmark, Norway, Sweden, Germany and China — from Vestas Wind Systems A/S.
- Wendell Group:
  - with the CFIUS aspects of its $1.7 billion acquisition of AlliedBarton Security Services LLC;
  - and AlliedBarton Security Services LLC, its portfolio company, in AlliedBarton's merger with Universal Services of America, Inc. The combined company will be named AlliedUniversal; and
  - as part of a consortium that includes private equity firm Kohlberg Kravis Roberts & Co., in the consortium's leveraged buyout of a 98 percent stake in Legrand SA from Schneider Electric SA for $3.6 billion.

Asia Pacific

- Baring Private Equity Asia in its:
  - acquisition of a majority stake in Primo Japan Inc.;
  - $205 million sale of Net Japan Co., Ltd. to ORIX Corporation; and
  - in its sale of a 95 percent stake in Payroll, Inc. (Japan), a payroll outsourcing company, to affiliates of JAFCO Co., Ltd. (Japan), a private equity firm.
- The Blackstone Group and Capital International Inc. as lead investors of a private equity consortium in its $600 million acquisition of a minority stake in Dili Group Holdings Company, Limited.
- Calera Capital in acquiring a stake in Transaction Services Group.

- The Carlyle Group LP in its:
  - investment in newly issued Class A ordinary shares and convertible notes of SouFun Holdings Ltd.; and
  - $380 million acquisition of Diversey G.K. from Sealed Air Corporation.
- Carlyle Asia Pacific Buy-Out Fund II in the sale of a 49 percent stake in Yangzhou Chengde Steel Tube Co., Ltd. to Precision Castparts Corp. This was the second-largest private equity exit deal in China.
- Carlyle Asia Partners in its sale of a 40 percent stake in Jiangsu Sinorgchem Technology Co., Ltd. to a subsidiary of Sinochem Corporation.
- A buyer consortium led by Carlyle Asia Partners III, L.P., Sequoia Capital and Actis Capital, and also including Mr. Boquan He and Mr. Nanyan Zheng, the co-chairmen of 7 Days Group Holdings Limited, in the $688 million going-private transaction of 7 Days Group Holdings Limited.
- A buyer consortium consisting of Carlyle Group Inc., Trustbridge Partners V, L.P. and a large strategic investor in connection with its acquisition of a controlling stake in Cloudary Corporation.
- Chengwei Capital in its co-investment with a U.S.-based investor in Hengdeli Holdings Limited.
- CITIC Private Equity Advisors (Hong Kong) Limited in its $312 million acquisition of a 21.7 percent stake in Biosensors International Group, Ltd. from Wellford Capital Limited.
- A buyer consortium consisting of affiliates of Forebright Capital Management Ltd. in its $99 million going-private acquisition of Jinpan International Limited.
- A fund of Fortress Investment Group LLC in its sale of Asia Pragati Capfin Private Limited to Pacific Alliance Group. The transaction also involved the settlement of certain disputed liabilities with the State Bank of India and other syndicate lenders.
- Full Alliance International Limited and the chairman and chief executive officer of Yongye International, Inc., as part of a consortium including funds of Morgan Stanley Private Equity Asia in their US$360 million going-private acquisition of Yongye International, a manufacturer of crop and animal nutrient products; named as Private Equity Deal of the Year and International Team of the Year - M&A for 2014 at the China Law & Practice Awards 2015.
- The GFI Energy Group of Oaktree Capital Management, L.P. in the acquisition of Recon Services.
- A consortium of investors including GL Capital Management Limited, Jade Park Investments Ltd., Bank of China Group Investment Ltd. and ABG Management Ltd. in its proposed, unsolicited going-private acquisition of SciClone Pharmaceuticals, Inc.
- GoldStone Investment Co., Ltd. as a member of a consortium, which includes Hua Capital Management Co., Ltd. and CITIC Capital Holdings Limited, in its $1.9 billion acquisition of OmniVision Technologies, Inc.
- Hillhouse Capital Management, Ltd. as a member of the buyer consortium in its $3.3 billion going-private acquisition of WuXi PharmaTech Inc.
- Hony Capital:
  - as part of a buyer consortium in the proposed $2.8 billion going-private acquisition of Giant Interactive Group, Inc., which was named one of *Asian-MENA Counsel* magazine's "Deals of the Year" for 2014, one of China Business Law Journal's "Take Private Deals of the Year" for 2014, and "Private Equity Deal of the Year" at the 2015 IFLR Asia Awards; and
  - as part of a buyer consortium in the $540 million going-private acquisition of Simcere Pharmaceutical Group.
- Infrastructure Investing Group of Oaktree Management (formerly Highstar Capital) in connection with an investment in an energy transmission project.
- Integrated Whale Media Investments in its acquisition of a majority stake in Forbes Media LLC, a magazine publisher.
- MBK Partners in the $1.5 billion sale of a 51 percent stake in USJ Co., Ltd. to NBCUniversal Media, LLC.
- Morgan Stanley Leveraged Equity Fund in its acquisition of an interest in Ping An Insurance Company, which was the fund's first acquisition in China.
- Morgan Stanley Private Equity in its $700 million acquisition of a 60 percent stake in Learning Care Group, Inc. from ABC Learning Centres Limited. Skadden also represented Morgan Stanley Private Equity as borrower of a $215 million acquisition financing from Barclays Capital and Barclays Bank PLC and a $55 million acquisition financing from Barclays Capital and Solar Capital LLC.
- New Cotai Holdings, an entity owned by funds managed by Silver Point Capital, L.P. and Oaktree Capital Management, L.P., in the negotiation of a joint venture with Melco Crown Entertainment Limited for the development and construction of an integrated casino resort in Macau.
- New Horizon Capital, Government of Singapore Investment Corporation Pte Ltd. and CDH Investments as selling shareholders in a $99 million sale of shares in Luye Pharma Group Ltd.

- Oaktree Capital Management, L.P. and certain of its affiliates in the $102.5 million sale of a 51.5 percent stake in Alliance Health-Care Services, Inc. to Fujian Thaihot Investment Co., Ltd.
- Oaktree Capital Management and its co- investors in connection with the proposed sale of a majority of the stock of Alliance Healthcare Services to Fujian Thai Hot Investment Company.
- Ocean Management Holdings Limited in its $4.4 billion going-private acquisition of Qunar Cayman Islands Limited via a tender offer.
- Sequoia Capital China and its affiliates in their $39 million sale of a 64 percent stake in Mecox Lane Limited to Cnshangquan E-Commerce Co., Ltd.
- A fund based in South Korea and jointly managed by a Korean sovereign bank in its $100 million commitment to invest in a U.S. company developing oil and gas properties in Texas.
- A fund based in South Korea in its investment in a U.S. company developing natural gas properties in the Marcellus Shale region in Pennsylvania and West Virginia.
- TPG Capital, L.P. in TOMY Company, Ltd.'s $56 million repurchase of TPG's remaining 4.6 percent stake in TOMY.
- Trimaran Capital Partners, LLC in its $340 million sale of Steel Wheels Acquisition Corporation to Sumitomo Metals Industries, Ltd. and Sumitomo Corporation.
- TrustBridge Partners in its acquisition of Holiday House, Inc.

Leveraged Finance

Our banking and corporate finance practices advise clients worldwide on all types of financings, including integrated bank and bond financings and bridge financings. Our attorneys are located in the major financial centers of all five continents and provide our clients in the U.S., Asia, Australia, Europe and South America with an in-depth understanding of the global markets. In addition to advising private equity sponsors and their portfolio companies, our perspective on leveraged financing structures is enhanced by our extensive experience in representing most of the leading banks and underwriters providing or arranging bank and high-yield financing in private equity transactions.

Our finance-related capabilities are enhanced by a leading corporate restructuring practice, which has extensive experience in the special issues faced by private equity sponsors and their portfolio companies in workouts, bankruptcies and similar situations. For example, we advised Quadriga Capital (Germany) in the debt restructuring of Süddekor (Germany), and Vulcan Capital as principal shareholder of Charter Communications in connection with the prearranged Chapter 11 bankruptcy cases of Charter Communications and certain of its subsidiaries and affiliates.

Fund Formation and Sponsor Representations

Skadden provides advice on the formation and ongoing operations of private equity funds and the companies organized to sponsor and manage them. The firm's attorneys have more than two decades of in-depth experience representing the sponsors and investors in private equity funds. We have organized numerous U.S. and offshore private equity funds and funds of funds (including merchant banking, mezzanine and venture capital funds) involving a variety of structures and jurisdictions.

We work extensively on every category of private equity funds, including hedge funds, leveraged buyout or merchant banking funds, venture capital funds, real estate funds, including REITs, and hybrid funds that meld attributes usually linked either to traditional venture capital or buyout funds or to hedge funds.