

BOND

MERGERS AND ACQUISITIONS

Merge with Bond

Bond is a leading law firm with an active mergers and acquisitions practice advising a significant portfolio of clients from a variety of industries including the healthcare, financial services and real estate sectors. The attorneys in our practice area have handled merger, acquisition and joint venture transactions ranging from several hundred thousand dollars to over \$450 million. Our team includes transactional, tax, employee benefits, bankruptcy, intellectual property, environmental, real estate, employment law and antitrust professionals within the firm. Each transaction team is customized for the particular transaction based on industry and transaction size and complexity, and, as a result, we can effectively and efficiently address all of the issues associated with a transaction. We work with buyers, sellers, accountants, lenders, investors and partners to structure transactions that meet or exceed the business objectives of the parties.

Our practice area has the experience to handle all types of mergers and acquisitions transactions including:

- Mergers
- Stock purchases and sales
- Asset purchases and sales
- Tender and exchange offers
- Joint ventures and strategic alliances
- Section 363 sales in bankruptcy proceedings
- Spin-offs and Split-offs

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Our mergers and acquisitions practice represents established companies as well as emerging businesses. Our clients have business interests across the United States, as well as in foreign countries, and have not hesitated to ask us to represent them in transactions far and wide. Our attorneys have handled such geographically diverse transactions as an acquisition of an industrial mineral mining company in Oklahoma and the acquisition of a bank holding company in Pennsylvania.

Our attorneys specialize in leading our clients through the entire transaction process, including:

- Preliminary planning for buyers, including collecting due diligence, strategizing offers, structuring the transaction to obtain the best business, financial and tax results, crafting indications of interest and preparing letters of intent
- Preliminary planning for sellers, including drafting and negotiating retention agreements, reviewing engagement agreements with financial advisors, assisting with the establishment of datarooms and preparing marketing books and nondisclosure agreements.
- Conducting legal due diligence (including analysis of pending litigation, evaluation of environmental and regulatory compliance, and evaluating employee benefit programs and employee relations)

About Bond, Schoeneck & King

Bond serves individuals, companies and public-sector entities in a broad range of areas.

With more than 300 lawyers and 15 offices, we represent clients in manufacturing; agribusiness; commercial lending and real estate and construction; energy; health care and long term care as well as municipalities, school districts, higher education and other exempt and nonprofit organizations. We maintain 11 offices across New York; and one each in Boston; Kansas City; Naples; and Newark.

Bond is committed to understanding our clients' needs and providing comprehensive, practical, high-quality and responsive solutions. We strive to maintain the highest professional and ethical standards, and to provide leadership in community activities, pro-bono work and service to the Bar.

For more information, visit bsk.com.

- Analyzing intellectual property and conducting infringement and right to use studies
- Counseling senior management and the Board of Directors on fiduciary matters
- Drafting and negotiating definitive transaction agreements
- Structuring tax and finance matters
- Analyzing labor matters
- Evaluating real estate and environmental matters
- Preparing necessary securities filings
- Obtaining antitrust clearance
- Analyzing antitrust issues and obtaining antitrust clearance.

Premiere Practice Recognition

Our corporate law practice is recognized in the most prestigious circles of our industry, including Chambers USA since 2017 for Upstate New York which noted our “significant experience in M&A and corporate reorganizations.” Our corporate practice is also decorated with four Metropolitan First-Tier rankings by U.S. News and World Report - Best Lawyers “Best Law Firms” for excellence in the areas of corporate law, corporate compliance law and corporate governance law.

Representative Transactions

- Acquisition of Community General Hospital of Greater Syracuse by The State University of New York Upstate Medical University. Bond represented Community General Hospital of Greater Syracuse.
- Merger of Wilber Corporation with Community Bank System, Inc. for \$103 million. Bond represented Community Bank System.
- Merger of Kionix, Inc. into a subsidiary of Rohm Co., Ltd. for \$233 million. Bond represented the shareholders of Kionix.
- Sale of Syracuse Executive Air Service, Inc. to Landmark Aviation for an undisclosed amount. Bond represented Syracuse Executive Air Service.
- Sale of a majority interest in Structure Medical, LLC to Squadron Naples Holdings LLC for an undisclosed amount. Bond represented Structure Medical.
- Merger of Handheld Products, Inc. into a subsidiary of Honeywell International, Inc. for \$390 million. Bond represented Handheld Products.
- Sale of Diemolding Corporation to Niagara Piston for an undisclosed amount. Bond represented the shareholders of Diemolding Corporation.
- Acquisition of Northern New York Bancorp, Inc. by Watertown Savings Bank for \$18.6 million. Bond represented the shareholders of Northern New York Bancorp, Inc.
- Sale of Shape Memory Alloys Division of Special Metals Corporation to SAES Getters for an undisclosed amount. Bond represented Special Metals Corporation.
- Sale of Vernon Bank Corp. to Oneida Financial Corp. for \$11.4 million. Bond represented Vernon Bank Corp.
- Merger of Everest VIT, Inc. into a subsidiary of General Electric Co. for an undisclosed amount. Bond represented the shareholders of Everest VIT.
- Sale of Pharmacy Solutions, Inc. to CCRX of New York Holdings, Inc. for an undisclosed amount. Bond represented the shareholders of Pharmacy Solutions.
- Merger of First Heritage Bank with Community Bank System, Inc. for \$78 million. Bond represented Community Bank System.
- Sale of Datacom Corporation to Datacom Systems Holdings, LLC for an undisclosed amount. Bond represented the shareholders of Datacom Corporation.
- Sale of Blasland, Bouck & Lee, Inc. to Arcadis G&M Inc. for an undisclosed amount. Bond represented Blasland, Bouck & Lee.
- Acquisition of ESL Bankcorp by Community Bank System, Inc. for \$39.5 million. Bond represented Community Bank System, Inc.
- Acquisition of Diomed, Inc. by AngioDynamics, Inc. for \$11 million. Bond represented AngioDynamics, Inc.
- Tender Offer for shares of Protocol Systems, Inc. by Welch Allyn, Inc. for \$144 million. Bond represented Welch Allyn, Inc.

Contacts:

Roderick C. McDonald
315.218.8163
rmcdonald@bsk.com

Jeffrey P. Gleason
716.416.7115
jgleason@bsk.com

William A. Gartland
631.761.0837
wgartland@bsk.com

