

## CORPORATE, SECURITIES + COMMERCIAL TRANSACTIONS SPECIALTIES

- Corporate Compliance,  
Governance +  
Restructurings

## RELATED SERVICES

### Business

- Automotive
- Bankruptcy, Restructuring +  
Insolvency
- Canada
- Corporate Compliance,  
Governance +  
Restructurings
- Export Controls
- Finance
- Health Law
- International + Emerging  
Markets
- Mergers + Acquisitions
- Real Estate
- Securities
- Venture Capital + Private  
Equity

### Litigation + Trial

- Criminal Defense
- Securities Litigation

### Individuals + Families

- Estate Planning
- Succession Planning for  
Business Owners
- Wealth Transfer Planning

### Global Reach

- Canada

## Corporate, Securities + Commercial Transactions

Miller Canfield's corporate lawyers are renowned for providing clients with highly sophisticated legal representation in a pragmatic and cost efficient manner. Miller Canfield consistently ranks among the best corporate law firms in the Midwest. *Chambers USA* recognizes our corporate/M&A practice as one of the best in the state. The firm is also recognized for its banking and finance, commercial litigation, employment, real estate, and employee benefits and executive compensation, and the firm is ranked nationally in sports law. And each year Miller Canfield makes the leading law firms list when *Corporate Board Member* magazine surveys directors of publicly traded companies within the Detroit area to find which local law firms "they would most likely select to aid their companies on a broad range of corporate legal issues."

The firm's Corporate Group offers a wide range of services to suit the needs of multinational corporations, publicly held companies, closely held corporations, partnerships, joint ventures, strategic alliances and business enterprises of all kinds, as well as financial institutions and investors including private equity and venture capital funds. Our exceptionally talented and experienced lawyers have diverse backgrounds and a broad array of skills and specialties, covering the full range of business services, including the following:

### Mergers & Acquisitions/Joint Ventures

Asset and Stock Acquisitions and Sales  
Mergers, Joint Ventures and Strategic Alliances  
International Mergers, Acquisitions and Joint Ventures  
Leveraged/Management Buyouts, ESOPs  
Distressed Company and Section 363 Bankruptcy Acquisitions  
Recapitalizations/Reorganizations  
Private Equity and Venture Capital Investments

### Securities & Corporate Governance

Securities Regulation and SEC Reporting  
Initial Public Offerings and Secondary Offerings  
Going Private Transactions  
Negotiated and Hostile Tender Offers and Exchange Offers  
Stock Exchange Listings  
Corporate Governance and Policies  
Private Placements, Reg D, Rule 144A, Reg S  
Executive Compensation

**Financially Distressed Companies**

Counseling Suppliers, Customers and Debtors  
Restructuring and Recapitalizations  
Sales and Acquisitions (Bankruptcy Section 363)  
Corporate Governance and Director Duties

**Commercial Transactions and Counseling**

Antitrust  
Distributorships, Sales Agencies and Dealerships  
Terms and Conditions, Purchase Orders, Supply Contracts  
Sale of Goods (UCC and CISG)  
Product Development and Intellectual Property Licensing  
Agreements  
Government Contracting

**Private Equity, Venture Capital, Hi-Tech**

Venture Capital Finance  
Debt and Equity Capital Markets  
Private Equity and Hedge Fund Investment  
Licensing

**Closely Held Companies**

Corporate Structuring  
Tax Planning  
Estate and Succession Planning

**International**

Cross-Border Transactions  
Commercial Contracts  
Sales Agency and Distribution  
Tax Efficient Structuring  
Customs  
Export Controls, ITAR

**Industry Teams**

Automotive  
Aviation and Transportation  
Bank Regulatory and Finance  
Federal Tax and Employee Benefits  
Physician Groups  
Captive Insurance  
Franchising  
Health Care

Our reputation in providing top quality business services in a cost-efficient manner, allows us to represent companies located not only in the jurisdictions in which we have offices, but throughout the U.S., Canada, Europe, Asia and South America.

## **REPRESENTATIVE MATTERS**

- **Chinese Investment Group Acquisition**  
Represented Beijing-based Pacific Century Motors, Inc. on its acquisition of Nexteer Automotive from General Motors Co.
  - **German Sunroof Supplier Acquisition**  
Represented a Germany-based supplier of sunroofs in the acquisition of a U.S. and Mexican convertible roof division of a German supplier, assuming operations in Plymouth, Mich. and Puebla, Mexico.
  - **Mexican Automotive Supplier Acquisition**  
Represented Mexican auto supplier Metalsa SA de CV in the \$150 million acquisition of the structural products business from US-based Dana Holding Corp.
  - **Norwegian Automotive Supplier Acquisition**  
Represented Norway-based Kongsberg Automotive ASA in the acquisition of Global Motion Systems from Teleflex Inc. for \$560 million.
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