

Private Equity

A winning combination for private equity clients.



Top-ranked
lawyers

Industry-focused
practice groups

Extensive
transaction experience

Commitment
to quality and service

www.mwe.com

Boston Brussels Chicago Düsseldorf Houston London Los Angeles Miami Milan Munich New York Orange County Paris
Rome Silicon Valley Washington, D.C.

Strategic alliance with MWE China Law Offices (Shanghai)



We Bring to You: A High-Performance, Cross-Disciplinary Team

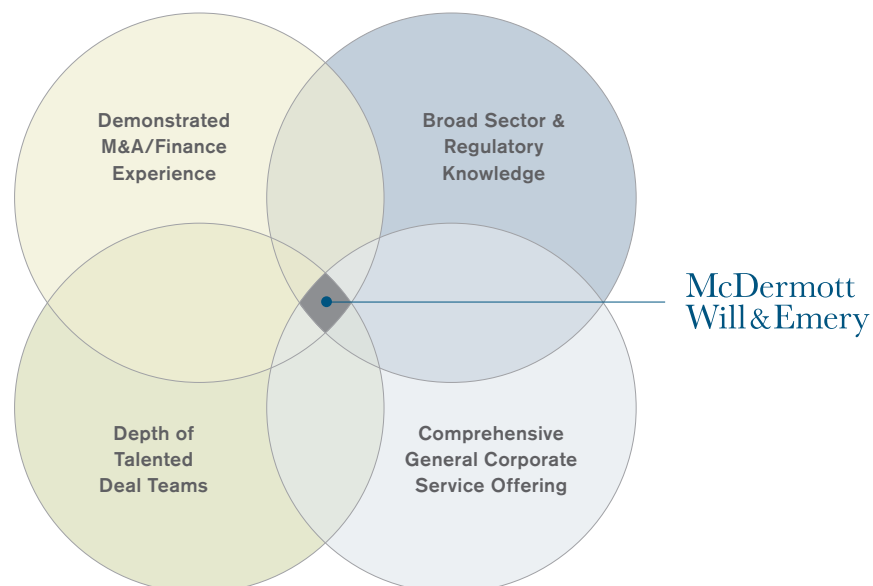
At its core private equity is a cross-disciplinary practice. Businesses require sophisticated, responsive advice and lawyers with access to the most experienced legal resources available. McDermott Will Emery's tailored approach adds more value than a one-size-fits-all methodology.

McDermott makes the choice of advisors easy.

- We have a strong and growing private equity practice, a deep bench of experienced lawyers and a firm-wide network that includes some of the **top legal practitioners** concentrating on key industries.
- We advise the **full range** of participants—sponsors, investors, lenders, managers and portfolio companies—in the private equity market.
- We help clients navigate the complexities of **virtually any transaction** and allow them to focus on the very heart of the deal.
- We have an in-depth, practical understanding of **cross-border** private equity transactions with our offices across Europe and in Shanghai through our MWE China Law Offices.
- We understand the **unique dynamics** confronting private equity clients and take full advantage of our extensive resources to identify and manage risk while maximizing potential rewards.
- We have respected **government relations** lawyers whose first-hand experience allows them to recognize and understand potential regulatory obstacles and deliver creative, effective solutions.
- We have **tax lawyers recognized globally** for their skills and demonstrated success.

We deliver a unique value proposition.

Clients appreciate our full-service approach to private equity transactions. We provide a comprehensive offering of highly ranked and recognized practices—including corporate, tax, antitrust, intellectual property, employment benefits and executive compensation—to address the associated issues that may arise with a private equity transaction.



We Offer You: A Combination of Industry Knowledge and Transactional Experience



McDermott is among the few, if any, law firms capable of offering the vital blend of in-depth private equity experience and highly focused industry knowledge. What defines our practice is the focus on building long-term relationships and commitment to providing senior team members to ensure transactional success.

A Deep Bench

As a global law firm, McDermott has the resources and reach to negotiate and close transactions wherever and whenever they arise. McDermott's practice includes more than 70 corporate lawyers worldwide focused on the private equity, venture capital and emerging companies markets, including a number of partners who are former principals of major private equity firms as well as former in-house general counsel for portfolio companies of well-known private equity sponsors.

Dedicated Teams

We establish client service teams that include partners, associates and paralegals whose combined skills, industry knowledge and geographic scope enable us to complete transactions quickly and cost-effectively and to fully serve that client on a long-term basis. As appropriate, we layer in the support of industry-focused lawyers and experienced partners from our labor and employment, employee benefits, intellectual property, real estate, environmental and other Firm practices.

Senior Partner Service

The day-to-day attention of senior, experienced lawyers is part of what separates McDermott from many of its peers. Attorneys join McDermott because they enjoy the challenges and rewards of practicing law and helping clients solve problems. This active involvement continues for partners, who remain directly involved in matters for our clients.

Long-Term Orientation

We recognize a transaction is not a one-off event. Rather, it represents critical steps in a comprehensive, long-term strategy. Our advisors work to understand your immediate objectives and how they fit into your overall plan, and help you make effective decisions that bring immediate results and set the stage for future value creation.

“Go-to law firm McDermott Will & Emery is excellent in every respect, ... [a] genuinely national practice ... particularly active on behalf of private equity firms.”

— *Legal 500 USA 2010*



We Provide You: Full-Spectrum Service

Transactional Capabilities

We advise private equity clients and their portfolio companies on a full range of transactions and at every step of the investment life cycle, including:

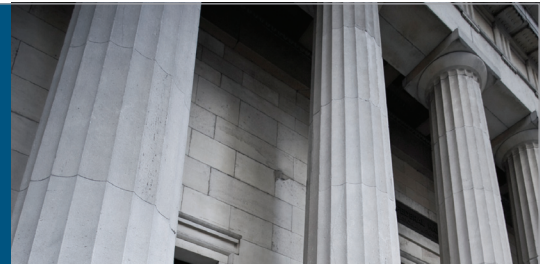
- Control, non-control and minority investments
- Mergers and acquisitions
- Growth investments and buy-and-build strategies
- Buyouts and recapitalizations
- Initial public offerings, strategic dispositions, auction processes and other exit strategies
- Employee stock ownership plan (ESOP) transactions
- Investments in publicly held vehicles
- Special-situation transactions/distressed acquisitions involving bankruptcy proceedings, out-of-court restructurings and workouts
- Secondary trading of fund interests

PORTFOLIO COMPANIES

To serve our sponsor clients most effectively, we work closely with the management teams of portfolio companies to develop well-defined relationships. In the process of building these relationships, we rely on specific elements to foster client success:

- We develop a **thorough understanding** of each private equity portfolio company's business objectives and strategies so that we can provide excellent work product, superior client service and efficient and effective results.
- We focus on the portfolio company, while coordinating with the equity sponsor, to provide **integrated service** as well as seamless execution of specific transactions and day-to-day counseling engagements.
- We deliver **highly skilled counseling** in key areas of concentration, such as tax, intellectual property, employee benefits and antitrust/competition, and in major industries, including energy, financial services, and health care and life sciences.
- We serve domestic and international portfolio company clients **when and where** needs arise, from McDermott's offices in the United States and Europe and through our alliance with MWE China Law Offices in Shanghai.

We Have: Unparalleled Industry Knowledge with Top-Rated Skills




Industry Focus

McDermott's private equity teams have demonstrated experience—providing comprehensive transactional counsel and regulatory counsel—working with sponsors, portfolio companies and the full range of participants across most industries. Moreover, successful transactions require knowledge and experience for a specific industry. We can staff deal teams with lawyers possessing relevant experience in the following industries:

- **Agribusiness.** Our dedicated team is skilled at providing counsel and representation across the entire spectrum of agribusiness, from regulatory compliance, administrative litigation and product recalls to transactions and corporate matters, along with advising on cutting-edge developments, including organic labeling and genetically modified foods.
- **Energy.** McDermott's energy practice includes more than 70 lawyers and professionals representing clients in the power, oil and gas, biofuels, renewable energy, agriculture, metals and derivatives sectors.
- **Food & Beverage.** Our food and beverage team includes lawyers with specific experience in the private and public sectors who counsel clients on the full range of industry-related issues, including litigation, product safety, biotechnology, taxation and regulation, particularly relating to alcohol and distribution matters.
- **Government Strategies.** Our partners—many of whom have served in the executive and legislative branches of government—provide clients with distinct, interrelated services covering traditional lobbying and relations, as well as contract and procurement capabilities, and are highly experienced advising on issues as a result of government investigations.
- **Health Care.** With a more than 30-year history of serving the health care industry, McDermott has one of the largest and most prestigious health law departments in the world, serving leading organizations in every major sector of the health and life sciences industry on regulatory and business transaction issues.
- **Private Clients.** We represent individuals, family offices, closely held businesses, foundations, estates and other entities on investment and wealth planning matters.
- **Sports & Entertainment.** Our dedicated sports law practice group represents individuals, organizations and private investors both domestically and internationally, including advising on mergers and transactions, marketing strategies and regulatory matters.

“Provides ‘**practical, first-class service**’ and stands out for its ‘**one-stop shop**’ capability – few firms are so well known for their strength in corporate areas.”

— *PLC Which Lawyer? Global 50*



We Have: Internationally Recognized Top-Rated Skills and Services

Our confidence is backed up by the opinions of our clients and industry observers: year after year, McDermott and our talented lawyers have received accolades from leading national and international legal publications, as well as extensive recognition from our clients.

Recognitions

COMPETITION/ANTITRUST

Ranked nationally — *Chambers USA* 2011

CORPORATE

Mergers & Acquisitions

"Highly regarded," ranked nationally — *Chambers USA* 2011

Ranked nationally — *Legal 500 USA* 2011

"Go-to law firm" — *Corporate Counsel* 2010

Private Equity Buyouts

Ranked nationally — *Legal 500 USA* 2011

"Highly recommended" — *PLC Which Lawyer?* 2011

Restructuring & Insolvency

Ranked nationally — *Legal 500 USA* 2011

VC and Emerging Companies

Ranked nationally — *Legal 500 USA* 2011

EMPLOYEE BENEFITS & EXECUTIVE COMP.

Ranked nationally — *Chambers USA* 2011

Ranked nationally — *Legal 500 USA* 2011

ENERGY

Oil & Gas, Power, and Renewables & Alternative Energy

Ranked nationally, Band 1 — *Chambers USA* 2011

Ranked United States — *Chambers Global* 2011

FOOD & BEVERAGES

Ranked nationally, Band 1 — *Chambers USA* 2011

HEALTH CARE

Ranked nationally, Band 1 — *Chambers USA* 2011

Ranked nationally, Tier 1 — *Legal 500 USA* 2011

INTERNATIONAL TRADE

Ranked nationally, Band 1 — *Legal 500 USA* 2011

Ranked Europe-wide — *Chambers Global* 2011

Ranked nationally — *Chambers USA* 2011

INTELLECTUAL PROPERTY

Ranked nationally — *Chambers USA* 2011

Ranked globally — *Chambers USA* 2011

LIFE SCIENCES

Ranked nationally — *Chambers USA* 2011

TAX

North America, Tier 1 — *World Tax* 2010

Ranked nationally and globally — *Chambers USA* 2011 and

Chambers Global 2011

Ranked nationally, Corporate and Finance — *Chambers USA* 2011

WEALTH MANAGEMENT/PRIVATE CLIENT

Ranked nationally, Band 1 — *Chambers USA* 2011

Ranked globally — *Chambers Global* 2011


About McDermott Will & Emery

About Us

McDermott Will & Emery is a premier international law firm with a diversified business practice. Numbering more than 1,000 lawyers, we have offices in Boston, Brussels, Chicago, Düsseldorf, Houston, London, Los Angeles, Miami, Milan, Munich, New York, Orange County, Paris, Rome, Silicon Valley and Washington, D.C. Extending our reach to Asia, we have a strategic alliance with MWE China Law Offices in Shanghai.

McDermott has grown its core practices and offices around the globe. The expansion of our international platform has supported numerous cross-border transactions and litigation matters, while providing the experience necessary to offer corporate and commercial, international and domestic tax, labor and benefits, competition, intellectual property and regulatory counsel to clients across all industries. We are committed to building from these strengths in order to best serve our clients and communities.

Outstanding client service is a cornerstone of our practice that has withstood the test of geography, economy and time. We are proud of the recognition we have received from our clients for our commitment to service, and we value their satisfaction as the best measure of our success.



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