

Mergers & Acquisitions

Irell & Manella LLP was recognized by Chambers & Partners as a leader in mergers & acquisitions and corporate transactions. Our mergers and acquisitions attorneys represent acquirers, sellers, targets and financial institutions in a variety of transactions in the United States and abroad.

Irell & Manella represents publicly and privately held companies in negotiated acquisitions, private-equity sponsored mergers and acquisitions, tender and exchange offers, public and private mergers, special committee transactions, proxy contests and dispositions and spin-offs. We have experience representing companies in technology, computer hardware and software, communications, cable, entertainment, healthcare, biosciences, retail, manufacturing, energy, gaming, real estate development and finance. The broad range of transactions with which we have been involved includes:

- Representation of the buyer, a major international media company, in its acquisition of Club Penguin Entertainment, the operator of a popular children's online interactive community with over 700,000 subscribers in North America and the rest of the world.
- Representation of Pinnacle Entertainment, Inc. in connection with the acquisition of the Sands Hotel and Casino in Atlantic City from entities affiliated with financier Carl Icahn.
- Representation of Pinnacle Entertainment, Inc. in connection with the acquisition of various Louisiana assets from Harrah's Entertainment and concurrent sale of a casino site in Mississippi to Harrah's.
- Representation of Pinnacle Entertainment, Inc. in connection with its bid to acquire Aztar Corp. in which Pinnacle was ultimately outbid but received a substantial break-up fee. Co-counsel with Wachtell, Lipton, Rosen & Katz.
- Representation of Pinnacle Entertainment, Inc. in connection with the acquisition of a riverboat casino in Missouri.
- Representation of Bourns Inc., a privately held electronics company, in connection with three major acquisitions.
- Representation of Zoo Productions, a reality television production company, in the sale of the company to a United Kingdom based media conglomerate, All 3 Media, Inc.
- Representation of Kerry Foods International, owner of national restaurant chain Del Taco, and its majority shareholder, in the sale of Kerry Foods to a private equity consortium.
- Representation of leading talent agency Broder Webb Chervin Silberman in its sale to ICM.
- Representation of the senior management team at Trizetto Group, Inc. in connection with the company's acquisition by Apax Partners and other investors.

Mergers & Acquisitions (continued)

- Representation of Centinela Freeman Holdings, Inc. in connection with its sale of Centinela Hospital Medical Center, a 369-bed general acute care hospital in Inglewood, California, to Prime Healthcare Services.
- Representation of Signatures Network, Inc., the premiere independent music merchandising company, and its affiliates in connection with the sale of the company to Live Nation, Inc.
- Representation of William Lyon Homes in connection with the acquisition by shareholder William Lyon of the outstanding publicly held stock in company.
- Representation of Viacom and Paramount Pictures Corporation in their acquisition of DreamWorks SKG. Co-counsel with Shearman & Sterling.
- Representation of Viacom, Paramount Pictures and DreamWorks in the sale of the DreamWorks live-action library to Soros Management. Co-counsel with Shearman & Sterling.
- Representation of Viacom in its acquisition of IFILM. Co-counsel with Paul Weiss.
- Representation of Mark Attanasio in connection with his acquisition of the Milwaukee Brewers.
- Representation of the seller of Movies.com entertainment website to Fandango.com, a leading online movie ticketing service.
- Representation of a major international media company in connection with the sale of the Mighty Ducks of Anaheim hockey club.
- Representation of a major international media company in connection with the sale of the World Series Champion Anaheim Angels baseball club to Arturo Moreno.
- Representation of Broadcom Corporation in connection with its acquisitions of Maverick Networks, Armedia, Inc., BlueSteel Networks, Stellar Semiconductor, Inc., Innovent Systems, Inc., Altima Communications, Inc., NewPort Communications, Inc., SiByte, Inc., Zeevo, Inc., WIDCOMM, Inc. and a substantial portion of the assets of Gadzoox Networks, Inc. pursuant to Section 363 of the Federal Bankruptcy Code.
- Representation of Communications & Power Industries, Inc. in connection with the acquisition of all of the outstanding common stock of Malibu Research Associates, Inc.
- Representation of Chartwell Diversified Services, Inc. in the sale of all the outstanding stock of Chartwell Community Services, Inc. to Jordan Healthcare Holdings, Inc.
- Representation of a major international media company in connection with the sale of a 300-store, character-based specialty retail chain in North America to The Children's Place Retail Stores, Inc., together with a long-term license to continue to use the seller's library of animated characters in connection with consumer products and the operation of the stores.
- Representation of Pinnacle Entertainment, Inc. in its strategic combination with Boomtown, Inc. and its acquisition of Casino Magic Corp.

Mergers & Acquisitions (continued)

- Representation of Mirage Resorts, Inc. in connection with its spin-off of its Golden Nugget downtown Las Vegas and Laughlin casinos.
- Representation of Mirage Resorts, Inc. in its acquisition of Boardwalk Casino, a publicly traded Las Vegas casino.
- Representation of Allied Clinical Laboratories in its acquisition by National Health Laboratories through a negotiated public tender offer and merger.
- Representation of the Special Committee of Independent Directors of AST Research, Inc. in connection with the acquisition by Samsung Electronics Co. of Korea of the 51% publicly-held interest in AST not already owned by Samsung.
- Representation of Caminus Corporation in sale to SunGard Data Systems, underwritten secondary offering of stock, and the acquisitions of Altra Software Services, Inc. and Nucleus Corporation.
- Representation of the Chandler family in connection with the Times-Mirror sale to Cox Communications of its cable television assets.
- Representation of management of MDC Vacuum Products (Brownell, Cullen, Dalvie and Smolka) in their leveraged buyout of the company.

For more information, please contact Al Segel, Kevin McGeehan, Tony Iler, or Ashok Mukhey.