

Private Equity

Irell & Manella LLP has extensive experience representing private equity funds and their portfolio companies. We advise on initial investments, including financing, tax structure and the satisfaction of regulatory requirements. We also advise on implementing exit strategies through public offerings or a private sale. We assist clients with equity offerings, debt financings, and private placements.

The following is a selection of transactions that Irell & Manella has handled:

- Representation of U.S. Biodiesel Group II, LLC in the sale of its principal assets to Renewable Energy Group, a leading biodiesel producer and marketer, in exchange for preferred stock, common stock and warrants.
- Representation of U.S. Biodiesel Group II, LLC in a private offering of preferred units.
- Representation of principals in formation of a fund to make specialized investments in feature length theatrical motion pictures.
- Representation of private equity funds managed by U.S. Renewables Group, LLC and Rustic Canyon Partners in the formation and initial capitalization of Fulcrom BioEnergy, Inc., and the negotiation of a first-of-its kind commercial relationship with a public waste management company.
- Representation of U.S. Renewables Group, LLC in minority equity investment in Pipestem Energy Group, LLC, a developer of midstream infrastructure assets supporting the petroleum, agricultural feedstock and biofuels industry.
- Representation of U.S. Renewables Group, LLC in formation of Oski Energy, LLC, a platform for investment in geothermal resources.
- Representation of funds managed by Post Advisory Group, LLC, a leading manager of high-yield fixed income and related alternative investments, as existing debt and equity holders of an entertainment media company, in connection with the company's leveraged acquisition of an internet-based social networking company.
- Representation of Eclipse Aviation, a pioneering developer of low cost, high performance jet aircrafts, in private placements of convertible debt and preferred stock to institutional investors in transactions.
- Representation of Cannon Technologies, Inc., a provider of software, hardware and communications tools for electric utilities, in the sale of the company.
- Representation of Genscape, Inc., a provider of real-time energy generation and transmission data, in the sale of the company to a subsidiary of Daily Mail and General Trust plc.

Private Equity (continued)

- Representation of private equity funds co-formed by GFI Energy Ventures LLC in the acquisition of GoodCents, a developer of energy efficiency programs for North American electric utilities.
- Representation of private equity funds co-formed by GFI Energy Ventures LLC in the acquisition of Turbine Generator Maintenance, one of the leading independent providers of field and shop services to the turbine generator market in the United States.
- Representation of GFI Energy Ventures/Oaktree Capital Management in the sale of SPL Worldgroup, an energy software provider, to Oracle Corp.
- Representation of GFI Energy Ventures/Oaktree Capital Management in acquisition of NORESCO, LLC, one of the largest providers of energy management and performance contracting services in the United States.
- Representation of GFI/Oaktree LLC in the acquisition of GoodCents, a developer of energy efficiency programs for North American electric utilities.
- Representation of GFI/Oaktree LLC in the acquisition of Turbine Generator Maintenance, one of the leading independent providers of field and shop services to the turbine generator market in the United States.
- Representation of GFI/Oaktree in connection with multi-national tender offer to acquire software and service provider SPL/WorldGroup, B.V. and simultaneous roll-up of Synergen, Inc. and Axiom Corporation.
- Representation of GFI/Oaktree in connection with its acquisition of a majority interest in Synergen and its acquisition of a portion of the assets of Axiom, plus assumption of liabilities.
- Representation of GFI/Oaktree in the acquisition of Genscape, Inc., a power systems information provider.
- Representation of GFI/Oaktree as lead investor in the second round financing of RealEnergy, a distributed generation systems provider to commercial real property owners.
- Representation of GFI/Oaktree in a minority investment in Smart Systems, a manufacturer of power and temperature control devices.
- Representation of GFI/Oaktree in minority investment in LineSoft, an enterprise software company in Seattle, Washington.
- Representation of GFI/Oaktree LLC in acquisitions of ZAI*NET Software, Inc., Caminus Energy Ltd., and interest in Power Measurement Ltd. in Canada. including initial acquisition of majority interest in Power Measurement Ltd. in Canada.
- Representation of Crescent Entertainment, LLC in connection with the restructuring of its investment in Village Roadshow Pictures Group, and the merger of Concord Music Group into Village Roadshow Pictures Group.

Private Equity (continued)

- Representation of Leonard Green & Partners, L.P. in connection with the initial public offering of Dollar Financial Corporation.
- Representation of Leonard Green & Partners, L.P. in connection with debt restructuring of Dollar Financial Corporation, including the refinancing of a credit facility, a private placement of notes and the issuance of notes in a Rule 144A offering and a subsequent registered exchange offer.
- Representation of Leonard Green & Partners, L.P. in connection with the sale of Communications & Power Industries Holding Corporation.
- Representation of Leonard Green & Partners, L.P. in connection with various debt refinancings for Arrow Group Industries, Inc.
- Representation of Leonard Green & Partners, L.P. in connection with initial public offering of Big 5 Sporting Goods.
- Representation of Leonard Green & Partners, L.P. in connection with underwritten secondary stock offering of Gart Sports Company.
- Representation of Leonard Green & Partners, L.P. in private placement of senior notes and initial public offering of common stock by Veterinary Centers of America.
- Representation of Leonard Green & Partners, L.P. in connection with leveraged acquisition of Veterinary Centers of America.
- Representation of Leonard Green & Partners, L.P. in connection with acquisition by Arrow Group Industries Inc., and Spacemaker Limited, a Canadian company, and related private debt and equity financing.
- Representation of Fox Paine & Company LLC in connection with initial public offering of WJ Communications, Inc. (formerly Watkins-Johnson Company).
- Representation of Bastion Capital in connection with the bankruptcy of NextWave Telecom and its affiliates, where Bastion Capital Fund was a claim holder and an equity stakeholder.
- Representation of Bastion Capital in connection with the acquisition of Telemundo, a Bastion portfolio investment, by NBC/GE.
- Representation of Bastion Capital in connection with multiple equity and debt investments in Telemundo (the second largest Spanish-language U.S. TV broadcast network), and various restructurings of those investments.
- Representation of Levine Leichtman Capital funds in connection with Overhill Farms selling stockholder "PIPE" transactions.
- Representation of Mark Hughes and Herbalife International, Inc. in leveraged going private transaction and related external financing.

Private Equity (continued)

- Representation of funds managed by Post Advisory Group in acquisition of senior secured notes, preferred stock and warrants of an entertainment media company.
- Representation of Power Measurement, Inc. in its sale to Schneider Electric S.A.
- Representation of Caminus Corporation in sale to SunGard Data Systems.
- Representation of Psychological Services, Inc., a private company that develops and administers pre-employment selection tests and professional licensing and skill certification tests for businesses, state governments and professional associations, in the sale of the company to affiliates of ABRY Partners, LLC, a private equity group.
- Representation of Mapleton Communications, one of the fastest growing radio operators in the western U.S., in connection with the sale and issuance of senior preferred units to Corporate Partners II, a Lazard Alternative Investments fund, and its acquisition of ten radio stations from Regent Broadcasting.

For more information, please contact Anthony Iler, Peter Juzwiak, Mitchell Cohen or Gregory Klein.