



Representative M&A Transactions

- Represented Tramac Corporation, a New Jersey distributor that has been a leader in providing demolition and processing products with facilities in the United States and Canada, in acquisition by Montabert, a stand-alone hydraulic rock breaker business owned by Komatsu.
- Represented ImmunityBio, Inc., a clinical-stage immunotherapy company, in its definitive agreement to acquire a leasehold interest in 409,000 square feet of ISO Class 5 pharmaceutical manufacturing space in western New York, and certain related assets, from global pharmaceutical company Athenex, Inc. ImmunityBio agreed to pay \$38 million to \$40 million in cash, equal to Athenex's costs and obligations incurred with respect to the construction, build-out and equipment purchases in connection with the Dunkirk, New York, facility, and assume the commitment to spend \$1.52 billion in operational expenses over 10 years and hiring 450 employees within the first five years of operations as part of economic development incentives received from NY state and local governmental agencies providing the lease.
- Represented an affiliate of Michael Gorzynski, managing member of MG Capital Management Ltd., in connection with his agreement to acquire Continental Insurance Group Ltd. from HC2 Holdings, Inc. for total consideration of approximately \$90 million.
- Represented GlobalSCAPE, a leader in the secure managed file transfer software industry, in its definitive merger agreement under which HelpSystems will acquire GlobalSCAPE.
- Represented Alleghany Capital Corporation, a wholly owned subsidiary of Alleghany Corporation, in its acquisition by Precision Cutting Technologies of Supermill LLC ("Supermill").
- Represented George Feldenkreis, founder and former Executive Chairman of Perry Ellis International, in his acquisition of Perry Ellis.
- Represented Perry Ellis in acquisition of distribution center of bankrupt Fred's Inc. for \$15.7 million.
- Represented Clarion Events LTD, a UK based events company, in connection with the purchase of Pennwell Corporation, a U.S. based company.
- Represented I.D. Systems, which has been rebranded as PowerFleet, Inc., in its transformational acquisition of Pointer Telocation Ltd., an Israeli public company, for \$140 million in cash and stock.
- Represented Alleghany Capital Corporation, a wholly owned subsidiary of Alleghany Corporation, in the acquisition by Precision Cutting Technologies of a majority interest in Coastal Industrial Distributors, LLC, dba CID Performance Tooling ("CID").
- Represented IMAC Regeneration Centers on acquisition of Chicago medical clinics.
- Represented Pennwell Corporation in connection with the sale of certain of those assets previously acquired by Clarion Events LTD to Endeavor Business Media, LLC.
- Represented Alleghany Capital Corporation subsidiary, R.C. Tway Company, LLC (dba Kentucky Trailer) in its acquisition of a majority interest in CEI Equipment Company LLC.
- Represented Landry's, Inc., owner of a number of unique-brand restaurants including Landry's Seafood House, Charhouse and Rainforest Café, in the acquisition of McCormick & Schmick's Seafood Restaurants, Inc. (Nasdaq:

MSSR). The transaction had an equity value of approximately \$132 million.

- Represented Steel Partners with its financing agreements in connection with its acquisition of a majority interest in iGo, Inc.
- Represented MIT, a national title agency based in New York, in its acquisition by Newmark Knight Frank.
- Represented IZEA, Inc. in its acquisition of all of the capital stock of TapInfluence, Inc. from its shareholders including several large venture capital firms. Total consideration for the acquisition in cash and IZEA stock was approximately \$7.6 million.
- Represented CBA, Inc. (formerly Cord Blood America, Inc.), the public parent company of CorCell Companies, Inc., in connection with the sale of substantially all its assets to California Cryobank Stem Cell Services LLC (dba "FamilyCord").
- Represented ModusLink Global Solutions, Inc. in connection with the financing for its \$476 million acquisition of IWCO Direct, a leading provider of data-driven market solutions. The financing consisted of a \$393 million term loan facility and a \$25 million revolving credit facility with Cerberus Business Finance, LLC.
- Represented Ruth's Hospitality Group, Inc. in its acquisition of six restaurants in Hawaii from longtime franchise partner, Desert Island Restaurants, for approximately \$35 million in cash.
- Represented PLX Pharma, Inc., a public Nasdaq traded company, in the sale of a portion of its equity to Park West Asset Management LLC for \$15 million.
- Represented Steel Partners Holdings L.P. in definitive merger agreement with Handy & Harman to acquire the remaining shares of Handy & Harman it does not currently own. Under the agreement, Steel Partners, together with a wholly owned subsidiary, commenced an exchange offer to acquire all the outstanding shares of Handy & Harman's common stock (not owned by Steel Partners or any of its affiliated entities) for 1.484 6.0% Series A preferred units of Steel Partners, which are listed on the New York Stock Exchange, for each Handy & Harman share tendered.
- Represented BN Ranch LLC in the sale of its business to Blue Apron, LLC. Launched in 2012, Blue Apron is the leading fresh ingredient and recipe delivery service in the United States and delivers over eight million meals a month to its loyal following of home chefs. BN Ranch, led by co-founder Bill Niman, is a supplier of grassfed beef, lamb, and poultry that are raised in a wholesome, humane, and environmentally conscious manner.
- Represented Landry's, Inc. in its acquisition of B.R. Guest Holdings from an affiliate of Starwood Capital Group. B.R. Guest owns and operates some of the most recognizable restaurants in New York City, including Atlantic Grill, Bill's Bar and Burger, Blue Water Grill, Dos Caminos, Isabella's and Strip House.
- Represented Caymus Equity Partners in partnering in the acquisition of, and securing senior and mezzanine financing for, a controlling interest in Excel Orthopedic Rehabilitation, a premier provider of sports and orthopedic physical therapy and rehabilitation services through 8 physical therapy centers in northern New Jersey. Caymus Equity Partners is a private equity firm, with offices in Atlanta and New York, that invests in profitable, lower-middle market companies focused on niche products and services with strong growth potential.
- Represented Bourn & Koch, Inc., a portfolio company of Olshan client Alleghany Capital Corporation, in acquisition of Diamond Technology Innovations, Inc., a leading manufacturer of waterjet orifices and nozzles as well as related products headquartered in Olympia, WA.
- Represented IZEA, Inc., a Nasdaq-traded operator of online marketplaces that facilitate transactions between brands and influential content creators based in Orlando, in the acquisition of all of the outstanding shares of capital stock of ZenContent, Inc., a content marketing technology platform, for up to \$4.5 million in cash and shares of IZEA common

stock, including future performance-based payments based on ZenContent revenue in the following years.

- American Capital, Ltd. (NASDAQ: ACAS) and Ares Capital Corporation (NASDAQ: ARCC) entered into a definitive merger agreement under which Ares Capital will acquire American Capital in a transaction valued at \$3.4 billion. American Capital also announced that it is selling its subsidiary American Capital Mortgage Management, LLC to American Capital Agency Corp. (NASDAQ: AGNC) for \$562 million. Olshan client Elliott Management holds a 14.4% interest in American Capital and agreed to support the transactions by entering into a Voting and Support Agreement with Ares Capital and a Letter Agreement with American Capital.
- Represented Handy & Harman Ltd. in a merger agreement to acquire SL Industries, Inc., a leading manufacturer of high-performance power solutions, in a transaction valued at approximately \$164 million. Handy & Harman has commenced a tender offer to purchase all of the outstanding shares of SL Industries, Inc. for \$40 per share in cash.
- Represented Micronet Enertec Technologies, Inc. (Nasdaq: MICT), developer and manufacturer of rugged computers, tablets and computer-based systems for the commercial mobile resource management, fleet management and aerospace and defense markets, in a definitive agreement for the asset acquisition of the Telematics hardware business of Novatel Wireless, Inc. (Nadasq: MIFI) for \$24 million including inventory.
- Olshan named winner of the *M&A Advisor* 2017 Distressed M&A Deal of the Year (\$10MM to \$25MM) for its representation of Novation Companies Inc. in its chapter 11 case and its ultimate acquisition, during the bankruptcy process, of Healthcare Staffing, Inc. for \$24 million.
- Represented AMERI Holdings, Inc. (OTC: AMRH) in the completion of its acquisition of Bellsoft, Inc. for approximately \$5 million in cash and AMRH stock and the potential for a \$1 million earn-out. AMERI is a technology-management solutions firm that provides digital transformation and enterprise solutions to clients globally.
- Represented Remark Holdings, Inc. (NASDAQ: MARK), a global digital media company, in the completion of its acquisition of Vegas.com, the premiere online travel booking site for the Las Vegas market. Vegas.com, founded by family-owned Greenspun Corporation. Represented Remark Holdings, Inc. in its subsequent sale of Vegas.com.
- Represented Hughes Capital Management, LLC in its acquisition of Atlantic Asset Management, LLC. The consideration paid by Hughes Capital Management in the merger consisted of a combination of cash and promissory notes totaling approximately \$11 million. Through the merger, Hughes Capital broadens its reach to numerous institutional advisory clients with asset allocation products and other alternative investment products. Combined, the firm has assets under management in excess of \$12.5 billion.
- Represented IZEA, Inc., a publicly-traded social sponsorship company based in Orlando, in the acquisition of all of the outstanding shares of capital stock of Ebyline, Inc., a provider of custom content marketing solutions, in exchange for a combination of cash and stock and potential future earn-out payments, approximately doubling the size of IZEA.
- Represented SL Industries in RFL Electronics Inc. sale to Hubbell Power Systems, Inc., a subsidiary of Hubbell Incorporated.
- Represented the National Association of Professional Women (NAPW), one of the largest, most-recognized networking organizations of professional women in the country, in its merger with the Professional Diversity Network, Inc. (NASDAQ: IPDN), a Chicago-based operator of online professional networking communities dedicated to serving diverse professionals and employers seeking to hire diverse talent.
- Represented public company client Selectica, Inc. in the acquisition, through merger, of IASTA.COM, Inc. in a transaction valued at approximately \$15 million.
- Represented Quinpario Acquisition Corp. (Nasdaq:QPAC) (Nasdaq:QPACU) (Nasdaq:QPACW) in its definitive agreement to acquire Jason Incorporated from Saw Mill Capital LLC, Falcon Investment Advisors, LLC and other

investors. The purchase price of \$538.65 million will be funded by the cash proceeds from QPAC's initial public offering, new debt and rollover equity invested by the current owners and management of Jason.

- Represented Gold Party Payday, Inc., a publicly-held company whose shares are traded on the OTC Bulletin Board, in its being acquired through a reverse merger by Canada Cannabis Corp., an early stage producer and supplier of marijuana for medical uses to be licensed in Canada.
- Represented Steel Energy Ltd., through its wholly-owned subsidiary Black Hawk Acquisition, Inc., completing the acquisition of substantially all of the assets of Black Hawk Energy Services, Inc., a work over and completion rig company, for approximately \$60.8 million
- Represented The LGL Group, Inc. (NYSE MKT: LGL) and its primary operating subsidiary, MtronPTI, a leader in precision frequency control and customer RF/microwave filters, in acquisition of filter product line assets from Trilithic, Inc.
- Represented a management group in connection with the acquisition of Rymax Holdco, Inc.
- Represented the Special Committee of the Board of Directors of Food Technology Service in a merger agreement in which the company will be acquired by an affiliate of Sterigenics International LLC for approximately \$20.5 million.
- Represented Block Vision Holdings Corporation, a respected leader in vision benefits management, in a \$45 million sale of itself to Superior Vision Holdings, Inc., a managed vision care provider controlled by private equity firm Nautic Partners.
- Represented GlobalOptions Group, Inc. in its merger with Walker Digital, LLC, which will do business as PatentProperties, Inc. In connection with the merger, the company also completed an \$11.6 million PIPE offering of common stock and warrants.
- Represented Alleghany Capital Corporation, a wholly-owned subsidiary of Alleghany Corporation, in its investment in R.C. Tway Company, LLC, also known as Kentucky Trailer, a manufacturer of custom moving vans and expandable trailers and a fourth generation family-owned company headquartered in Louisville, Kentucky.
- Represented CERTPOINT Systems Inc., a provider of SaaS-based learning management software (LMS) and learning content management software (LCMS), in a merger with Infor Inc., a leading global provider of business application software serving more than 70,000 customers.
- Represented Mergent Inc. in its sale of its index business to Nasdaq OMX Group Inc. in a deal that made the exchange operator one of the largest dividend-focused index providers in the market.
- Represented Pires in the acquisition of a controlling interest in CarringtonFox USA, Inc., a hedge fund recruiter, by Struan Pires and a management group led by Mr. Pires.
- Represented Randa Accessories Leather Goods LLC, a leading manufacturer, distributor and marketer of lifestyle accessories, in its acquisition of Swank, Inc., a leading designer and marketer of men's and women's belts and men's leather accessories, for a total consideration of approximately \$57.5 million.
- Represented two hedge funds in the two-step acquisition of Fox & Hound Restaurant Group (Nasdaq: FOXX), a publicly traded restaurant chain. The transaction was valued at approximately \$150 million.
- Represented IPNetZone Communications, Inc., a nationwide next generation network provider, in its acquisition by United Network Services, Inc., a leading provider of managed services for voice and data networks.

- Represented Alleghany Corporation (NYSE: Y) in its acquisition of a majority interest in Bourn & Koch, Inc., a manufacturer and remanufacturer/retrofitter of precision machines headquartered in Rockford, IL.
- Represented Alleghany Corporation (NYSE: Y), and its subsidiary Alleghany Capital Corporation, in connection with its acquisition of a majority interest in Bourn & Koch, Inc., a privately-held manufacturer and remanufacturer/retrofitter of precision machine tools and supplier of replacement parts.
- Represented AGS Benefits Group, LLC, a corporate benefits brokerage and consulting firm, in its acquisition by National Financial Partners Corp. (NYSE: NFP), a provider of benefits, insurance and wealth management services.
- Represented Ness Technologies, Inc., a global provider of IT services and solutions, from its formation in 1999, including its venture capital financings, numerous acquisitions in the United States and in Eastern Europe and its \$160 million initial public offering and listing on the NASDAQ Stock Market, and through its acquisition in 2011 by Citi Venture Capital International, a global private equity investment fund.
- Represented Firebirds International, LLC, which owns and operates 18 Firebirds Wood Fire Grill locations nationwide, in its acquisition by Angelo, Gordon & Co.'s Private Equity Group.
- Represented CosmoCom, Inc., a developer of call center management software, in its acquisition by Enghouse Systems Limited, a large Canadian public company, and its subsidiary, Syntellect Inc., for a purchase price of approximately \$20 million or about 1.15 times its 2010 revenue. The transaction was structured so as to provide a return to both Cosmocom's preferred and common stockholders. The preferred stockholders of CosmoCom included several large venture capital funds as well as a large multinational technology company.
- Represented Footstar, Inc. (OTCBB: FTAR.OB) in the acquisition of 80.5% of CPEX Pharmaceuticals, Inc. (Nasdaq: CPEX), a publicly-traded specialty pharmaceutical company, in a transaction valued at \$76 million.
- Represented Gateway Industries, Inc. in a reverse merger that resulted in Robert F.X. Sillerman owning 99% of Gateway, a publicly-held shell, and recapitalizing and renaming the newly constituted company Function (X).
- Represented BNS Holding, Inc. in the acquisition of the parent of Sun Well Services, Inc., a work-over rig provider to oil and gas exploration companies throughout the Williston Basin in North Dakota, for an aggregate purchase price of approximately \$51.1 million.
- Represented Ramius LLC in tender offer and acquisition of Cypress Bioscience, Inc. (Nasdaq: CYPB) in a transaction valued at \$255 million.
- Represented Global Pari-Mutuel Services, Inc., a pari-mutuel gaming services provider, in an agreement with BERMASE LLC, under which the members of BERMASE became Global's controlling stockholders. Global also entered into an agreement with Bendigo Partners LLC, under which Bendigo's partners became Global's executive officers and operational partner.
- Represented Adaptec, Inc. (Nasdaq: ADPT) in its sale to PMC-Sierra, Inc. (Nasdaq: PMCS) of certain assets connected with the company's data storage hardware and software business for approximately \$34 million in cash.
- Represented BNS Holding, Inc. in the sale of 80 percent of its share of Collins Industries, Inc. for approximately \$65 million. Collins manufactures ambulances and rescue vehicles, small school buses, terminal tractors, and industrial sweeper equipment.
- Represented Tilman J. Fertitta, Chairman and CEO of Landry's Restaurants, Inc. (NYSE: LNY), in Mr. Fertitta's \$1.4 billion management buyout of Landry's. The closing of the transaction culminated a nearly three-year process that was ultimately accomplished after Olshan negotiated a settlement of derivative litigation relating to the merger and a voting agreement with Pershing Square Capital Management.

- Represented Paneltech International, L.L.C. in its offering of securities and merger into publicly-traded Charleston Basics, Inc. Paneltech, based in Hoquiam, Washington, is a leader in the design and manufacture of environmentally responsible green composite products for home, business, industry, education and the military.
- Represented Steel Partners in a combined debt and equity investment in Ore Pharmaceutical Holdings, a pharmaceutical development company. As part of the transaction, Steel Partners nominated two new directors to the company.
- Represented an entity formed by Exquisite Apparel in the acquisition of the assets of San Francisco-based MJCSF and Wonderbrand. The buyer will continue to engage in the wholesale distribution of men's and boys' apparel, including sleepwear, underwear and loungewear, to department stores, mid-tier department stores, mass channels, specialty stores and for catalog and the internet. We also represented the entity in a related financing by Wells Fargo Trade Capital.
- Represented Xinhua Finance Ltd. in the sale of its Market News International subsidiary to Deutsche Borse.
- Represented dELiA*s, Inc. (Nasdaq: DLIA), a direct marketing and retail company, in the \$103 million sale of assets related to its CCS business to Foot Locker, Inc.
- Represented Steel Partners in its unsolicited \$100 million cash tender offer for Bairnco Corporation (NYSE: BZ). After commencing a consent solicitation to remove the Company's Board, successfully negotiated a friendly merger transaction.
- Represented Steel Partners Japan in its attempt to increase its ownership stake in Sapporo Holdings Ltd., including Steel Partners' negotiations with Sapporo's Board and navigation of Sapporo's anti-takeover measures. Also provided representation in tender offers to acquire 100% of three separate Japanese public companies: Bull-Dog Sauce Co., Ltd., Myojo Foods Co., Ltd., and Tenryu Saw Mfg. Co., Ltd.
- Represented Lone Star Steakhouse & Saloon, Inc. (Nasdaq: STAR), an operator of multiple restaurant chains based in Wichita, Kansas and the owner of the high-end Del Frisco's Double Eagle SteakHouse restaurants, in connection with its acquisition by Lone Star Funds, in a transaction valued at approximately \$600 million.
- Represented Everlast Worldwide Inc. (Nasdaq: EVST), a leading designer, manufacturer and marketer of boxing and fitness related sporting goods equipment and worldwide licensor of the Everlast brand, in its \$185 million merger with Brands Holding Limited, a wholly-owned subsidiary of Sports Direct International plc, a publicly traded company on the London Stock Exchange.
- Represented Computer Horizons Corp. (Nasdaq: CHRZ) in the sale of all three of its businesses for aggregate consideration of \$152 million and a related plan of complete liquidation and dissolution of the company.
- Represented Randa Corp., a privately held men's accessories company, in the \$63 million acquisition of Badanco Luggage, the third largest luggage company in the United States. In connection with the acquisition, we represented the company in obtaining over \$40 million in secured credit facilities with two major lenders.
- Represented investor group in the acquisition of assets and signing of Trademark License Agreement with Phat Fashions, LLC relating to the BABY PHAT clothing line. Represented the company in subsequent recapitalization transactions.
- Represented Lifetime Brands, Inc. (Nasdaq: LCUT), a leading designer, developer and marketer of nationally branded consumer kitchenware products in the acquisition of multiple sterling silver businesses from Lenox Group Inc.
- Represented Lifetime Brands, Inc. (Nasdaq: LCUT), in the acquisition of the Pomerantz brand and certain assets of JP Products, LLC, a leading dinnerware and tabletop accessories and marketer.

- Represented Lifetime Brands, Inc. (Nasdaq: LCUT), in the acquisition of the Design for Living brand and certain related assets from Design for Living LLC, a well-known home furnishing company.
- Represented AmCOMP Incorporated (Nasdaq: AMCP), an insurance holding company, in reaching a definitive merger agreement with Employers Holdings, Inc., under which Employers acquired 100% of AmCOMP's outstanding stock. The transaction was valued at approximately \$225 million.
- Represented a leading provider of enterprise storage solutions for the food and beverage industry in multiple acquisitions with an aggregate purchase price of approximately \$11 million and related debt and equity financings.
- Represented Wilhelmina International, Inc. (OTCBB: WHLM.ON) (formerly New Century Equity Holdings Corp.) in the acquisition of the Wilhelmina Modeling business, one of the largest and most successful model management companies in the world, for an aggregate purchase price of approximately \$30 million.
- Represented Special Materials Company, a private company, in the financing and repurchase of a minority stake in the company from one of the former officers and stockholders.
- Represented WHX Corporation (Nasdaq: WXCO) and its subsidiaries in the acquisition of several businesses to complement and expand their existing product lines in the roofing and construction industries, totaling over \$30 million.