Mergers & Acquisitions

When the Stakes are High

Our 80-person Mergers and Acquisitions team is located in eight U.S. offices and Shanghai, China. In addition to our transactional specialists, the team includes lawyers who specialize in tax, securities, intellectual property, antitrust, executive compensation and employee benefits, labor and employment, real estate, environmental and other substantive areas that impact a transaction. This depth and breadth enables us to staff and manage complex, quick-moving transactions efficiently and cost-effectively, thereby delivering on our clients' need for top-quality legal services at a reasonable cost.

We understand the intensity, technical skill and creativity needed to get deals done, and we advise our clients throughout the process, including preparing for the transaction, negotiating its terms, managing the due diligence process, and documenting and closing the deal. We are adept at negotiating the regulatory considerations that often arise under securities and antitrust laws. We also are experienced handling post-closing integration matters. In addition to serving as lead transaction counsel, we routinely serve as special counsel to boards of directors, special committees of the board and large stockholders involved in M&A transactions.

"The team at DWT worked tirelessly to make the Mobiata acquisition a success. With an incredibly ambitious one-week closing timeline, they worked insane hours while never losing their professionalism, their skill at educating the client, or their prowess at staying on top of every detail of the acquisition."

Ben Kazez *Founder, Mobiata*

Combining Industry Knowledge with Extensive Transactional Experience

As a result of our deep knowledge of several high-growth industries, we can respond swiftly, work efficiently, anticipate and help our clients mitigate and manage risk. We provide insightful counsel tailored to a client's particular competitive situation and business goals.

Our strong industry knowledge and insight extends across a number of fields, including:

- Media/Digital/Gaming
- Technology and Software
- Wireless/Mobile/Financial
- Payment Systems
- Hospitality
- Food and Beverage
- Manufacturing Materials
- Energy
- Health care

Recent representative transactions:

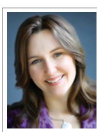
- **Mobiata**, in the sale, by triangular merger, to **Expedia**
- **Starbucks** in the $100 million acquisition of **Bay Bread**, as well as in the talent acquisition of its founder, Pascal Rigo
- **Starbucks** in its acquisition of **Evolution Fresh, Inc.**
- **Microsoft** in a healthcare IT joint venture with **GE**, creating Caradigm
- **HomeStreet** in its $100 million initial public offering
- **McCormick & Schmick's** Seafood Restaurants in its negotiated $131 million merger with **Landry's Restaurants**, following the defeat of Landry's previously announced hostile tender offer
- **Apple American Group** in numerous multi-unit expansion acquisitions
- **Red Lion Hotels** in multiple acquisitions and dispositions

Success Story: Double Down Interactive

We recently represented Double Down Interactive in its $500 million sale to International Game Technology, one of the world's largest makers of slot machines. It is just one example of our ability to close complex, high value transactions quickly (45 days post-LOI in this case) and to effectively negotiate to achieve our clients' goals.

Double Down deal leaders:

Stuart C. Campbell
Partner | stuartcampbell@dwt.com | 206.757.8017 (SEATTLE)



Sarah Tune
Partner | sarahtune@dwt.com | 206.757.8161 (SEATTLE)

DWT's incredibly dedicated and responsive team provided the legal counsel and expertise that enabled us to negotiate the deal of a lifetime."

Glenn Walcott *President, Double Down Interactive*

M&A TEAM LEADERS

Bruce T. Bjerke | PARTNER

Co-chair of Business Transactions Practice Group

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Bruce counsels clients in business transactions, including the acquisition or sale of companies. For the past 30 years, he has handled hundreds of these transactions for clients such as Avista Corporation, Puget Sound Energy, Starbucks, Microsoft, Red Lion Hotels, Security Properties, Inc. and Bristol Bay Native Corporation. He has also represented hotel owners, franchisors, franchisees and management companies in the whole range of hotel-related acquisitions, financings and business agreements.

Jonathan Michaels | PARTNER

Co-chair of Business Transactions Practice Group

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Jonathan is a business lawyer and co-chair of Davis Wright Tremaine's business transactions department, concentrating his practice on transactions and serving as outside general counsel to companies. He has extensive experience in mergers and acquisitions, as well as particular expertise in joint ventures and strategic alliances. His clients include The Seattle Times, Starbucks, Microsoft, Sage Manufacturing, Mutual of Enumclaw, and Eden Rock Wireless.

Matt LeMaster | PARTNER

Practice Group Lead, Mergers and Acquisitions

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Matt focuses his practice in the areas of business transactions, corporate governance, mergers and acquisitions, hospitality, real estate and finance. He has a wide range of merger and acquisition experience, ranging from the creation of high-tech joint ventures to the sale of timberlands. Matt has particular experience in the hospitality industry, and has handled the acquisition, disposition, financing and franchising of numerous hotel properties.

Davis Wright Tremaine LLP
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