

## STRATEGIC ALTERNATIVES AND CORPORATE REORGANIZATION

### OVERVIEW

To compete in the global market, many companies explore strategic reorganizations to improve their competitive position, maximize financial efficiency, manage risk or achieve other critical business objectives. We partner with our clients across the globe to plan and achieve their goals, bringing with us the experience gained by having guided large, multinational corporations and emerging companies through all manner of complex transformations, including:

- intricate cross-border reorganizations,
- split-offs,
- spin-offs,
- carve-outs,
- supply chain reorganizations,
- fiscal efficiency and entity rationalization projects,
- post-acquisition integrations, and
- other strategic restructurings for clients across the globe

Our experienced corporate reorganization team provides knowledgeable and practical guidance tailored to the business goals of our clients, complemented by a seamless, multidisciplinary approach to ensure that all client objectives, including financial, strategic, tax and accounting, are met while minimizing operational disruption. We manage these projects holistically, addressing the multi-disciplinary considerations each project raises, such as cross-border, tax, IT systems, employment, financing/investments, IP and vendor/commercial contract considerations and others.

As one of the most active firms in corporate M&A, we bring decades of experience in strategic transactions to each project with lawyers in the U.S., Europe and Asia, along with our network of premier local counsel in every region worldwide. Our clients benefit from the knowledge and

resources of the whole firm, including seasoned lawyers experienced in financing, tax, human resources, intellectual property, environmental and other regulatory areas.

## MEET THE TEAM



### **Philip B. Wright**

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## RELATED PRACTICE AREAS

- Restructuring & Insolvency/Special Situations
- M&A & Corporate Finance
- Tax & Private Client

## EXPERIENCE

- Represented an NYSE-traded insurance company in a restructuring involving the conversion of a foreign country branch structure to a subsidiary structure, which required complex tax analysis, and multiple sales, mergers and transactions to facilitate restructuring the company's worldwide operations.
- Assisted a global provider of highly engineered products and solutions in the restructuring of its international subsidiaries to facilitate, among other things, foreign cash redeployment, establish a platform for future international transactions and achieve various other tax efficiencies.
- Represented a publicly traded consumer and household products business in a complex internal reorganization in connection with the spin-off of the household products business to shareholders.
- Represented a Fortune 25 corporation in the separation of three businesses historically operated as one unit for sale to three separate buyers.
- Assisted a plastics processor company with a restructuring designed to create supply chain efficiencies and achieve certain financial and tax efficiencies.
- Represented a real estate investment trust ("REIT") in its internal restructuring and conversion to an umbrella partnership real estate investment structure (an "UPREIT Conversion") in concert with the company's tax-free acquisition of another REIT.
- Represented a global technology and agricultural products company in two restructurings of divisions in order to streamline tax and regulatory efficiencies.
- Advised a London-listed global food retail group on tax and corporate aspects of the cross-border restructuring of the group's IP and real estate assets, addressing multi-jurisdictional issues including the domestic laws of a number of European jurisdictions.
- Advised a UK based real estate investor and developer on its internal group restructuring following the refinancing of part of its portfolio.
- Advised a joint venture in relation to the reorganization (including liaising with authorities and obtaining regulatory approvals) and proposed spin-off and listing of its tourism-related assets on the Singapore stock exchange through the reverse takeover of a publicly traded holding company.
- Advised an institutional investor and its syndicate partners on the refinancing of their stake in 20 Fenchurch Street, London (known as the "Walkie Talkie"). To facilitate the refinancing, there

was an extensive corporate reorganization at both the joint venture level with the JV partner and also at the syndicate member level. The syndicate structure involved fund documentation and participants in more than six jurisdictions adding additional complexity to reorganizing the layered structures.

## RELATED INSIGHTS

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Updated foreign direct investment (FDI) regulation around the world, including in France, requires, more than ever, advance planning and strategy. Playing it well will enhance deal certainty, mitigate risks and keep timing on track. Investors can also gain efficiency in global transactions with assets in several countries by putting the right due diligence process in place as early as possible in the transaction process. Finally, sellers can also facilitate divestitures by taking the initiative of clearing the target at early stage. Christian Sauer and Roland Montfort consider the French perspective and implications for M&A practice below based on their deep experience and impressive track record in the space.

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