

# SUCCESSFUL FACILITATION OF A \$9 BILLION ACQUISITION

> EDWARDS ANGELL PALMER & DODGE LLP

## CASE STUDY

### CHALLENGE

In 2008, Computershare was approached by the law firm Edwards Angell Palmer & Dodge LLP to serve as depository for a proposed tender offer for one of Computershare's transfer agency clients.

The acquirer, based internationally, needed an agent they could rely upon to perform their first transaction in the US. The merger was a large transaction – nearly \$9 billion – and required transacting with multiple banks. Moreover, the merger needed to occur within a short period of time. Communications needed to be clear to coordinate the actions of the many agents and players involved in the deal.

Finally, the tender offer needed to capture a minimum of 90 percent of the acquired company's current outstanding shares to give the acquirer the ability to file a short-form merger.

### SOLUTION

Computershare's in-depth experience allowed us to rapidly respond and our expertise enabled the acquirer to make informed decisions about the number of shares tendered as the process was underway and whether or not to extend the offer.

**"Computershare's project manager gave us excellent feedback on the tender offer results and great insights based on his experience handling the mechanics of these types of transactions. This enables us to make important strategic decisions and get the deal done in record time."**

Matthew J. Gardella  
Edwards Angell Palmer & Dodge LLP

### HIGHLIGHTS

- > Completed transaction just 33 days after commencement of the tender offer
- > Served as depository, paying agent and transfer agent for \$9 billion transaction
- > Provided constant communication with transaction team
- > Coordinated and mailed all shareholder communications

To facilitate the transaction and keep the team apprised of developments in the tender offer, Computershare:

- > Provided daily reports of the status of the tender offer to all of the players in the deal: the law firm, the information agent, the dealer manager and the acquirer. Details included the broker-level participation, the overall percentage of shares attained

in the offer, the registered shareholder level, the list of participants that guaranteed shares and the detail on any withdrawal of shares.

- > Computershare ensured that all shares tendered were matched and in balance with of both the registered and DTC side of the shareholder base.

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- › As the proposed expiration date approached, Computershare increased the frequency of reports, issuing multiple reports throughout the day.

Near to the initially proposed expiration date, Computershare reported the client would likely not attain the threshold of 90% necessary to file a short form merger, necessitating further action to acquire the remaining shares.

- › Computershare provided the team with details of the typical process for similar situations and stood ready to accommodate whichever course of action the client chose to take.
- › After many discussions by the team, guided by the data Computershare provided, the client decided that a subsequent offering period would be launched to acquire additional shares. Other options, such as soliciting shares held by brokers, were deemed to be more difficult and less viable by the client.
- › Computershare continued to provide daily reports to the client on the progress of the subsequent offering.

### RESULTS

The tender offering was a great success: after launching the tender offer in early April 2008, the client acquired 90 percent of the outstanding shares of the company and the short-form merger became effective just 33 days after the commencement of the tender offer.

Because the acquired company was a Computershare client, our roles as depository, paying agent and transfer agent were seamless: all records were maintained on the same system and there was only one point of contact for our client as well as for shareholder inquiries. As part of this dual role Computershare:

- › Received nearly \$9 billion via wire transfer
- › Paid shareholders the cash they were due and reported the amount to the IRS for tax purposes.
- › Worked directly with Edwards Angell Palmer & Dodge LLP and the acquirer to print and mail the communications materials that were mandatory for the merger, such as communicating appraisal rights to the remaining un-tendered shareholders.

**“Computershare’s performance during our client’s \$9 billion acquisition was impressive. Computershare was clearly the “MVP” of the professional service providers during the final and critical days of the completion of our tender offer.”**

Matthew J. Gardella  
Edwards Angell Palmer & Dodge LLP

- › Provided guidance and drafts of all the documents needed for the transaction
- › Kept acquirer apprised of remaining shareholder liability, which resulted in the acquirer deciding to perform a second mailing
- › Computershare advised the acquirer on how escheatment might affect the holders, and stood ready to perform a PostMerger CleanUp™ program if necessary through Georgeson, a Computershare company.

### ABOUT CORPORATE ACTIONS

Computershare is today’s leader in corporate action services. We serve as the exchange agent, depository or subscription agent for more 300 actions annually, including tender offers, stock and cash mergers, election offers, rights offerings, leveraged buyouts, redemptions, spin-offs, stock splits and distributions.

### ABOUT COMPUTERSHARE

Computershare is a global leader in transfer agency, employee equity plans, proxy solicitation and other specialized financial and communications services – serving more than 100 million shareholder accounts on behalf of 17,000 corporations in 17 countries.