

deals & suits

BECTON DICKINSON

C.R. BARD

Three large firms are advising on a proposed \$24 billion cash-and-stock deal, announced April 23, that will see Becton, Dickinson and Co. acquire medical device manufacturing rival C.R. Bard Inc.

C.R. Bard, which in recent years has been involved in litigation over its pelvic mesh products, makes medical devices used for oncology, urology and vascular issues. Becton Dickinson plans to pair those offerings with its own anesthesia, diagnostics, diabetes care and laboratory automation products. Becton Dickinson also hopes its acquisition of C.R. Bard will help it expand into China and other markets outside the United States.

Skadden, Arps, Slate, Meagher & Flom M&A partners **C. Michael Chitwood**, **Paul Schnell** and **Thomas Greenberg** are leading a team advising Franklin Lakes, New Jersey-based Becton Dickinson. All three Skadden partners counseled the company in 2014 on its \$12.2 billion buy of medical technology company CareFusion Corp.

Other Skadden lawyers working on the acquisition include tax partner **Eric Sensenbrenner**, banking partner **Steven Messina**, finance partners **Stacy Kanter** and **Ryan Dzierniejko**, antitrust partners **Steven Sunshine** and **John Lyons**, executive compensation and benefits head **Regina Olshan**, litigation partner **John Beisner**, health care enforcement and regulation partner **John Bentivoglio** and

IP litigation partner **Doug Nemec**. Becton Dickinson's general counsel is **Jeffrey Sherman**.

Wachtell, Lipton, Rosen & Katz is representing Murray Hill, New Jersey-based C.R. Bard with a team that includes executive committee co-chairman **Edward Herlihy**, corporate partner **David Lam**, antitrust partner **Nelson Fitts**, executive compensation and benefits partner **Jeannemarie O'Brien**, finance partner **Gregory Pessin** and tax partner **Joshua Holmes**. C.R. Bard's general counsel is **Samrat Khichi**.

Weil, Gotshal & Manges is advising Citigroup Inc. as financial adviser. Its team includes banking partner **Morgan Bale**, capital markets partner **Faiza Rahman**, M&A partner **Raymond Gietz** and regulatory counsel **John O'Loughlin**.

The transaction is expected to close by the end of the year, the companies said.

—MEGHAN TRIBE

7-ELEVEN ASSET ACQUISITION

7-Eleven Inc., the largest chain in convenience retailing, said that it will acquire 1,109 convenience stores in 18 states from Sunoco LP in a deal valued at \$3.3 billion. Akin Gump Strauss Hauer & Feld represents Dallas-based 7-Eleven while Sunoco, also in Dallas, has turned to Vinson & Elkins.

On April 6, the companies announced a definitive asset purchase agreement for 7-Eleven to buy the majority of Sunoco's convenience stores for \$3.3 billion in cash

plus fuel, merchandise and other inventories. The deal also includes a 15-year, take-or-pay fuel supply agreement with a 7-Eleven subsidiary, under which Sunoco will supply about 2.2 billion gallons of fuel annually.

The assets include 1,109 stores primarily in Texas and on the East Coast, and trademarks and intellectual property of the Laredo Taco Co. and Stripes. Sunoco, which is evolving into a nationwide fuel supplier, will sell about 200 stores in north and west Texas separately but will keep its Aloha Petroleum Ltd. stores in Hawaii and its APlus franchise-operated stores.

At Akin Gump, corporate partners **Thomas Yang** and **Matt Zmigrosky** of Dallas lead the deal team advising 7-Eleven, with assistance from corporate partner **Kenneth Menges**, counsel **Nicholas Houpt** and associates **Ashton Butcher** and **Katie Bailey**, all of Dallas. Others are oil and gas partner **John Goodgame** of Houston for master limited partnership work; tax partner **Alison Chen** of Houston and corporate partner **Alan Laves** of Dallas for finance work; labor and employment partner **Lauren Leyden** and associate **Jeffrey Wiener**, both of New York; employee benefits partner **Rolf Zaiss** of New York; antitrust partner **Corey Roush** and associate **Deona Kalala**, both of Washington, D.C.; environment and natural resources partner **David Quigley** of Washington, D.C.; senior counsel **Andrew Oelz** of



Paul Schnell
Skadden



Edward Herlihy
Wachtell



Lande Spottswood
Vinson & Elkins



Daniel Donovan
Kirkland



Alan Howard
Crowell & Moring



Chilton Varner
King & Spalding



Garrard Beeny
Sullivan & Cromwell

Los Angeles; real estate partner **John Bain** of Dallas; and intellectual property senior counsel **Peter Emmi** of New York.

At 7-Eleven, **Dawud Crooms** is working on the transaction in-house. **Rankin Gasaway** is 7-Eleven's senior vice president, general counsel and secretary.

Houston partner **Lande Spottswood** leads V&E's team for Sunoco, with assistance from partner **Matt Strock**, senior associate **Brittany Sakowitz** and associate **Yong Eoh**, all of Houston. Others are tax partners **Joe Garcia** and **Gary Huffman**, both of Washington, D.C.; Dallas associates **Brian Russell** and **Lauren Meyers**; environmental counsel **Larry Pechacek** and senior associate **Matt Dobbins**, both of Houston; real estate partner **Randy Jurgensmeyer** and associate **Courtney Hammond**, both of Dallas; labor/employment partner **Tom Wilson** and associate **Steve Williamson**, both of Houston; executive compensation/benefits partner **Brian Bloom** of Dallas; intellectual property partner **Devika Kornbacher** of Houston; and corporate partner **Ted Stockbridge** of Houston.

The deal is expected to close by the fourth quarter of this year.

—BRENDA SAPINO JEFFREYS

CARDINAL HEALTH ASSET ACQUISITION

Dublin, Ohio-based Cardinal Health Inc. said that it will acquire the patient monitoring and recovery products business of Irish medical technology manufacturer Medtronic plc. for \$6.1 billion in stock and cash. The deal is expected to close in the first quarter of 2018.

Legal Advisers: **Jones Day** and **Skadden, Arps, Slate, Meagher & Flom** for Cardinal Health; **Baker McKenzie** and **Wachtell, Lipton, Rosen & Katz** for Medtronic; **Fried, Frank, Harris, Shriver & Jacobson** for financial adviser The Goldman Sachs Group Inc.; **Davis Polk & Wardwell** for bridge lenders.

SEALED AIR ASSET SALE

Sealed Air Corp., the Charlotte, North Carolina-based maker of Bubble Wrap,

said that it will sell its Diversey Inc. cleaning and chemicals systems business, as well as a food hygiene unit, to Boston-based Bain Capital LP for \$3.2 billion. Sealed Air, which paid \$4.3 billion for Diversey in 2011, plans to use proceeds from the sale to fund growth initiatives and pay off debt. The deal is expected to close in the second quarter of 2017.

Legal Advisers: **Skadden, Arps, Slate, Meagher & Flom** for Sealed Air; **Kirkland & Ellis** for Bain Capital.

GRUPO MÉXICO FLORIDA EAST COAST RAILWAY

Mexican mining company Grupo México SAB de CV said that it will acquire Florida East Coast Railway Holdings Corp. for \$2.1 billion. Florida East, which was founded in 1885 by Standard Oil Co. tycoon Henry Flagler, operates a 351-mile freight system from Jacksonville to Miami.

Legal Advisers: **Dechert** and **Galia** for Grupo México; **Cravath, Swaine & Moore** and **Sidley Austin** for Florida East

NOVA CHEMICALS ASSET ACQUISITION

Calgary-based Nova Chemicals Corp. said that it will acquire for \$2.1 billion Williams Partners LP's stake in an olefins plant in Geismar, Louisiana, as well as 525 acres next to that facility and Williams' interest in an ethylene-trading hub in Mont Belvieu, Texas. Williams owns an 88.46 percent stake in the Geismar plant, which each year produces close to 1.95 billion pounds of ethylene. The deal is expected to close this summer.

Legal Advisers: **Orrick, Herrington & Sutcliffe** for Nova Chemicals; **Gibson, Dunn & Crutcher** for Williams Partners

BNSF RAILWAY V. FIRSTENERGY SOLUTIONS

Litigators from Kirkland & Ellis and Crowell & Moring scored a \$109 million win for their railroad clients in a contract

fight with FirstEnergy Solutions Corp. over transporting coal.

FirstEnergy disclosed the settlement in an April filing with the U.S. Securities and Exchange Commission. The agreement came after a panel of arbitrators denied the company's demand for declaratory judgment and ruled that it "breached and repudiated" a contract with BNSF Railway Co. and CSX Transportation Inc. to transport coal.

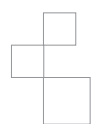
BNSF was represented by Kirkland partners **Daniel Donovan**, **Bridget O'Connor** and **Judson Brown**, while CSX turned to Crowell & Moring partners **Alan Howard** and **Scott Winkelman**; counsel **Emma Burton** and **Luke van Houwelingen**; and associates **Turkessa Brown** and **Sehar Sabir**.

The arbitration is confidential, but BNSF in related litigation pending in the U.S. District Court for the Northern District of Texas laid out the contours of the fight. According to BNSF, FirstEnergy in 2008 sought to lock in long-term transportation rates to ship coal from mines to FirstEnergy's coal-fired power plants.

FirstEnergy allegedly committed to ship a minimum volume of coal each year, and BNSF in return offered the company rebates and other incentives. Under the terms of the contract, if the amount of coal shipped fell short, FirstEnergy would pay liquidated damages for the shortfall, according to BNSF.

But shortly after striking the deal, the market for coal changed. FirstEnergy shut down all but one of the plants covered by the contract and has failed to ship the minimum volume requirement.

FirstEnergy, represented by Quinn Emanuel Urquhart & Sullivan partners **Michael Carlinsky**, **Richard Werder Jr.** and **Maaren Shah**, claimed force majeure. The company stated "that its decision to close the remaining plants was the 'result of the new Mercury Air Toxics Standards ('MATS') issued by the U.S. Environmental Protection Agency in December 2011,' and that it would cease all coal deliveries the next day," accord-



The plaintiffs argued that Kimberly-Clark and Halyard Health sold surgical gowns that they knew to be defective. Leaking seams, the suit claimed, placed wearers at risk of infection.