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Dealmakers

FINANCING

Orrick, Simpson tapped for notes offering

Orrick, Herrington & Sutcliffe LLP advised Central Garden & Pet Co. in its senior notes offering, a financing closing announced Nov. 9. Central Garden & Pet, a marketer and producer of products for lawns, gardens and pets, is offering \$400 million aggregate principal amount of 6.125 percent senior notes due in eight years. Central Garden & Pet plans to use the net proceeds from the offering to redeem its outstanding 8.25 percent senior subordinated notes that are due in three years. Simpson Thacher & Bartlett LLP advised the syndicate of underwriters including J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Inc. and SunTrust Robinson Humphrey Inc., who acted as representatives. Brett E. Cooper, a partner in San Francisco, led the Orrick deal team, which included partner Grady M. Bolding, counsel Lynne T. Hirata and associates Patrick A. Ekeruo and Ahalya Sriskandarajah. Simpson's team included New York partners D. Rhett Brandon and Arthur D. Robinson, along with Michelle T. Morad, an associate in Palo Alto.

FINANCING

Manatt advises real estate firm in \$906.5M financing

Manatt, Phelps & Phillips LLP advised Jay Paul Co., a privately held San Francisco-based real estate firm, in an aggregate \$906.5 million financing transaction for development of a property, a deal closing announced Nov. 12. Jay Paul will use the funds for the second phase in the development of the Moffett Place campus, a 1.9 million-square-foot office campus that will comprise six office buildings, a health club and common areas across 55 acres. The Sunnyvale-based property is leased to Google Inc., according to a news release. The financing includes a \$501 million loan by Barclays PLC and a \$149 million mezzanine loan by a Korean sovereign wealth fund that will provide long term financing on three completed buildings, as well as a \$256 million construction loan from Wells Fargo Bank that will fund construction financing for a fourth building and land financing for the remaining undeveloped portion of land. The last two buildings will be financed and built later this year. Clayton B. Gantz, a partner in San Francisco, led Manatt's team which included Grace S. Yang, an associate and counsel Scott B. Johnson. Los Angeles partners Carl L. Grumer, Harold P. Reichwald and Jeffrey A. Mannisto aided the effort along with David W. Herbst, a partner in Palo Alto.

FINANCING

Sheppard, O'Melveny advise in \$91.4M public offering

Sheppard, Mullin, Richter & Hampton LLP advised LendingTree Inc., an online loan marketplace headquartered in North Carolina, in its public offering of common stock, a deal closing announced Nov. 12. LendingTree issued and sold 852,500 shares of common stock at \$115 per share. A selling stockholder sold an additional 125,000 at the same price, but the company did not receive profits from it. The underwriters exercised their option to purchase 127,500 additional

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Litigation

Sugar industry case against high fructose corn syrup draws to a close

Expert testimony on false advertising cost highlights the close of the plaintiffs' suit

Litigation finance fund invests \$30M across seven law firms

Constellation Brands Inc. announced Monday it will acquire Ballast Point Brewing & Spirits Inc. for roughly \$1 billion, cutting the craft beer and liquor company's march toward an IPO shortly after it began.

Prison inmate claims retaliation for his complaints about solitary confinement

Pelican Bay State Prison guards retaliated against an inmate after he lodged a complaint and wrote published accounts of his experience, an attorney argued Monday during opening statements of a federal civil rights trial.

State Bar union ratchets up critiques of Kim

The State Bar employees' union has ramped up its efforts to derail the potential reappointment of Chief Trial Counsel Jayne Kim.

Entertainment & Sports

Future of fantasy sports uncertain in California

Popular daily fantasy sports sites DraftKings Inc. and FanDuel Inc. are slowly losing their turf as more states are deciding the sites are illegal.

Law Practice

Kahn named State Bar 'Trial Lawyer Hall of Fame' winner

Crowell & Moring's Michael A. Kahn received the "Trial Lawyer Hall of Fame" award from the State Bar.

Judge bars man posing as lawyer from tax work

A San Diego federal judge has permanently barred a man posing as an attorney from preparing federal tax returns for others, providing tax advice for compensation and working for any business that provides tax advice or prepares tax returns.

Longtime workers comp lawyer set to retire

After over 30 years in the area, Edward S. Muehl has seen workers' compensation grow complex.

Criminal

Habeas petition claims sheriff's department suppressed critical evidence

A habeas petition filed on behalf of a Los Angeles Men's Central Jail inmate beaten in an altercation with deputies alleges that the Los Angeles Sheriff's Department suppressed critical exculpatory evidence.

shares of common stock in connection with the offering. O'Melveny & Myers LLP advised the syndicate of underwriters including Merrill Lynch, Pierce, Fenner & Smith Inc., RBC Capital Markets LLC and SunTrust Robinson Humphrey Inc., their representatives. The net proceeds from the offering are expected to be around \$91.4 million, after deducting underwriting discounts and other estimated offering expenses. LendingTree plans to use funds for general corporate purposes, including working capital and potential acquisitions, the company said in a media statement. Sheppard Mullin's team included partners David H. Sands, who splits his time between Los Angeles and Costa Mesa, John D. Tishler in Del Mar and Jason R. Schendel, who splits his time between Palo Alto and San Francisco. Michael J. Schiavone, a partner, led the New York-based O'Melveny deal team.

DEALS

Manatt, Holman Teague help two legal non profits merge

Manatt, Phelps & Phillips LLP provided pro bono legal services for Bay Area Legal Aid in its merger with Legal Aid of Napa Valley, a deal announced Nov. 11. Financial terms were not disclosed. Holman Teague Roche Anglin LLP advised Legal Aid of Napa Valley. The two organizations will merge as of Dec. 31 of this year. The merger will expand Bay Area Legal Aid's services in Napa County and provide Napa residents with more resources, including more than 70 attorneys with expertise in many different areas of law. Stakeholders and members of Legal Aid of Napa Valley will join the Bay Area Legal Aid board of directors. The organizations will create a transition and advisory committee that will oversee continuity and collaboration with community partners, staff and supporters. Bay Area Legal aid will continue to provide services to low-income and other eligible Napa residents and it will maintain the current Legal Aid of Napa Valley office on Lincoln Ave. The merger is subject to customary closing conditions, including the notice to the California Attorney General. Manatt's team included San Francisco partners Craig D. Miller (pictured) and Jeff C. Nguyen. A spokesperson from Holman Teague could not be reached for comment.



DEALS

Fenwick helps delivery company expand its national footprint

Fenwick & West LLP advised Deliv Inc., a Menlo Park-based crowdsourced, last-mile delivery company, in its acquisition of Zipments Corp., New York-based same-day delivery company, in a deal announced Nov. 9. Financial terms of the transaction were not disclosed. Deliv allows its drivers to use the company's smartphone application to respond to calls for deliveries and to pick up and deliver items with their own cars. The acquisition allows Deliv to provide more retail delivery services to nearly 4,000 clients across the country. A spokesperson from Zipments could not be reached for comment. The Fenwick team included Mountain View partner Mark A. Leahy (pictured) with associate Jordan H. Koss.



DEALS

Wendel Rosen, Cozen help provider of tools for venues and sports teams change hands

Wendel, Rosen, Black & Dean LLP advised Ballena Technologies Inc., an Alameda-based provider of sales and marketing tools for sports teams, venue operators and Internet ticketing solutions, in its sale to Spectra by Comcast Spectator. The firm disclosed details Nov. 3. Financial terms were not disclosed. Ballena Technologies' sports and entertainment venue visualization software will be integrated into Spectra's ticketing and fan engagement platform. This acquisition allows Spectra to integrate season ticket holder accounts with 3D images of a stadium or arena giving its users a virtual view from their seats, allowing them to change and upgrade their seating or parking. Cozen O'Connor advised Spectra, a part of the Comcast Corp. Spectra, a provider of hosting and

Mergers & Acquisitions

Dealmakers

A roundup of recent transactions across the state and the lawyers involved

Latham & Watkins and Nixon Peabody advise on \$1B craft beer deal

Constellation Brands Inc. announced Monday it will acquire Ballast Point Brewing & Spirits Inc. for roughly \$1 billion, cutting the craft beer and liquor company's march toward an IPO shortly after it began.

Labor/Employment

Talking to class members takes VIDEO balance

To what extent may class action defendants communicate with putative class members? By **Steve Atlee and Kelly Cochran**

Perspective

Kennedy's marriage opinion points the way forward

The *Obergefell* opinion is the culmination of a decades-long project to enshrine the notion of dignity into the very core of our 14th Amendment jurisprudence. By **Laurence H. Tribe**

U.S. Court of Appeals for the 9th Circuit

The law sheep grazers love to hate

Over the past several decades in Idaho, a power alliance between government and business has formed with only one outlier the federal government. By **Stephen R. Miller**

Perspective

Beware "taking the Fifth" on your returns

It is never good to have a legal argument called 'frivolous.' This is even truer when it comes to taxes. By **Robert W. Wood and Scott B. Weese**

Litigation

New summary adjudication rules have limitations, too

What do you do when the determination of a legal issue could help resolve your case but won't entirely dispose of the case or a cause of action? By **Ari J. Stiller**

Construction

Despite development, plenty of room to grow in downtown L.A.

There are 100 projects underway in downtown Los Angeles, and they are all monumental. By **Alan Nevin**

Judicial Profile

Donald Black

Superior Court Judge Fresno County (Fresno)

Corporate Counsel

Jonathan Hoak

Flextronics General Counsel Jonathan Hoak said the electronics manufacturer is cutting costs.

Law Practice

New CAOC president lays out priorities for new term

Elise R. Sanguinetti, the new president of the Consumer Attorneys of California, says promoting pro-civil justice politicians during a pivotal election year is at the top of a long list of her goals.

entertainment services, comprises three divisions: venue management, food services and hospitality and ticketing and fan engagement. Richard A. Lyons, a partner in Oakland led negotiations for Wendel Rosen. The Cozen team included Steven N. Haas and Eileen T. Salimbene, attorneys in Pennsylvania.

FINANCING
Instructure goes public with help from Cooley, Wilson

Cooley LLP advised Instructure Inc., a Utah-based educational software maker, in its initial public offering which opened Nov. 13. The company is offering 4.4 million shares at \$16 each, to raise an estimated \$70.4 million before underwriting discounts and other offering expenses. Instructure has given the underwriters a 30-day option to buy up to 660,000 additional shares of common stock. As of this summer, the company had more than 1,400 customers in over 25 countries using their software in all sectors of education, from elementary school to the college level. Wilson Sonsini Goodrich & Rosati PC advised the underwriters including Morgan Stanley & Co. LLC and Goldman, Sachs & Co., which are acting as representatives. Partner John T. McKenna (pictured) in Palo Alto led Cooley's team. Wilson's team's team includes partners Michael Nordtvedt in Seattle and Tony Jeffries in Palo Alto.



DEALS
Sidley, Sheppard advise in entertainment investment

Sidley Austin LLP advised Pilgrim Studios Inc., an independent production company, in an investment and partnership with Lions Gate Entertainment Inc., a deal announced Nov. 12. Financial terms of the investment were not disclosed. Pilgrim's programming comprises more than 40 unscripted and scripted series shown on many television networks. Some of its reality television programming includes "Ghost Hunters," "Amazing America with Sarah Palin," "Welcome To Sweetie Pie's" and "The Ultimate Fighter." Pilgrim will continue to operate independently under its current management team headed by its founder, Craig Piligian. The deal gives the companies a combined roster of roughly 80 television series across 40 networks and builds Lionsgate's position in unscripted programming, according to a news release. Sheppard, Mullin, Richter & Hampton LLP advised Lionsgate. Matthew C. Thompson, (pictured) a partner in Century City, led negotiations for Sidley's team which included Los Angeles partner Ivy H. Jones along with associates Aerin A. Snow and J Lee Dailey. Stephen M. Fronk, a partner who splits his time between San Francisco and Palo Alto, also advised. Linda G. Michaelson led negotiations for Sheppard, according to a news release. A spokesperson for the firm could not be reached for comment.



DEALS
Simpson counsels in \$1.6B insurance acquisition

Simpson Thacher & Bartlett LLP advised Anbang Insurance Group Co. Ltd., a China-based insurance company with over 30 million customers globally, in its \$1.6 billion acquisition of Fidelity & Guaranty Life Insurance Co., a deal announced Nov. 9. Anbang Insurance Group will pay roughly \$26.80 per Fidelity & Guaranty Insurance share in cash when the deal closes, according to deal terms. The price represents a 28.9 percent premium over Fidelity closing stock price prior to the company's announcement of a strategic review process last spring. Fidelity & Guaranty Insurance is a provider of annuities and life insurance. A spokesperson could not be reached for comment on Monday. The deal will make Anbang Insurance Group one of the largest insurers by market share in fixed indexed annuity products in country, according to a news release. Simpson Thacher's team led by Lee A. Meyerson, a partner in New York, included Michelle T. Morad, an associate in Palo Alto.

- Melanie Brisbon www.dailyjournal.com/dealmakers

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