



DEAL REPORT

Robinson & Cole's Emerging Companies, Private Equity, and Venture Capital Deal Team had a busy Q2. Highlights include our representation of the following funds:

- **ANNEX CAPITAL ADVISORS LLC** in connection with its purchase of a majority interest of a California-based distributor of fine meat, poultry, and seafood products. As counsel to Annex, the R&C Deal Team was involved in the negotiation of investment and formation documents with Annex's co-investors, as well as with the negotiation of transaction documents with the target's sellers and the closing of the purchase transaction. In addition, R&C acted as counsel to Annex in connection with senior and subordinated debt financing, as well as in the negotiation of complex leasing and waiver provisions with the target's existing landlords in California, and with structuring a post-closing incentive options plan for key employees of the target.
- **BAIN CAPITAL** in connection with its Series B Preferred Stock investment in Dynamics, Inc., a producer of next-generation interactive payment cards. As counsel to Bain, the R&C Deal Team drafted and negotiated all definitive documentation, including a stock purchase agreement, charter, and investor rights documentation. In addition, our Intellectual Property Team was deeply involved in due diligence and related negotiations.
- **TUDOR VENTURES II LP** in connection with its Series C Preferred Stock investment in ArcSoft, Inc., a Silicon Valley-based software company. The transaction involved close collaboration with a Fortune 500 strategic co-investor. As counsel to Tudor, we negotiated all principal transaction documents and quarterbacked interaction with company counsel and the co-investor. In addition to the corporate transactional work, our Tax Team was very involved with analysis and recommendations regarding the proposed corporate restructuring of the target's foreign subsidiaries.

ROBINSON & COLE LLP

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