



## DEAL REPORT

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*In the third quarter of 2011, Robinson & Cole's Deal Team closed numerous transactions, including several for clients in the marketing analytics, Internet, consumer products/apparel, specialty manufacturing, and financial technology sectors, all areas in which we have significant experience.*

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- **Affinion Group, Inc.** in connection with its acquisition of Prospectiv Direct, Inc., an online performance marketing company with expertise in connecting women to brands. As counsel to Affinion, R&C negotiated and drafted the merger documents and made "blue sky" securities filings in connection with potential earn-out payments in the form of stock of Affinion's parent. Our Trade and Antitrust Team advised regarding Hart-Scott-Rodino filing requirements, and our Intellectual Property Team assisted in the review of the transaction. [Read more.](#)
- **IM Ready-Made, LLC** (Isaac Mizrahi's Design and Licensing Business) in connection with the sale of substantially all of its assets to Xcel Brands, Inc. R&C negotiated and drafted definitive acquisition documentation, including the restructuring of several key commercial contracts. R&C also advised IM Ready-Made, LLC and its principals on various intellectual property matters, as well as the impact on the seller of the buyer's merger into a publicly traded shell company. Our Tax Team was instrumental in efforts to structure the transaction in a tax-efficient manner. [Read more.](#)
- **Reflexite Corporation** in its merger with ORAFOL Europe GmbH to create one of the world's leading global reflective materials, graphic products, and industrial tapes groups. Prior to the merger, Reflexite was an ESOP company with more than 100 shareholders and several hundred ESOP plan participants, which added another level of complexity to the merger. The deal required significant collaboration among R&C lawyers on ESOP and ERISA matters, antitrust and HSR matters, environmental and transfer act matters, and tax issues. [Read the press release.](#)
- **The Nielsen Company (US) Holdings, Inc.** in connection with its acquisition of NeuroFocus, Inc., a company specializing in neuromarketing research. As counsel to TNC (US) Holdings, Inc., the R&C Deal team negotiated and drafted the principal merger transaction documents. Our Tax Team provided vital assistance in structuring a tax friendly transaction and our Intellectual Property Team played a significant role in reviewing the transaction.
- **UBS Americas Inc. and UBS Securities, LLC** (UBS Global Strategic Investments Group) in connection with a Series A preferred stock financing and license agreement with Hyannis Port Research, Inc., a provider of proprietary technology products that empower next-

generation electronic trading. The R&C Deal team advised UBS regarding the structure of the transaction, assisted with the review of intellectual property and other business assets, and negotiated and drafted the definitive transaction documents.

Also attached are our [Q1](#) and [Q2](#) Deal Reports featuring representative transactions from our Private Equity/Venture Capital Practice and our Emerging Companies Practice.

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*Robinson & Cole is a premier law firm with 225 lawyers and offices in the finance, technology, and research-rich corridor from New York to Boston. We serve as national counsel to a range of businesses and investors, from start-ups to Fortune 500 companies.*



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