

PETER G. ROTH

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Education University of Michigan Law School
Ann Arbor, Michigan
J.D., *magna cum laude*, 1999
Order of the Coif

Calvin College
Grand Rapids, Michigan
B.A., Political Science, 1996

Legal Employment

Varnum LLP
Grand Rapids, Michigan, 1999
Partner

Admitted to Practice:
United States District Court for the Western District of Michigan
All Michigan state courts

Practice Areas

Business representation, planning and counseling. Heavy focus on mergers and acquisitions, private equity, angel and venture capital, finance, and joint venture transactions. Counseling with respect to day-to-day business issues of all types, including commercial transactions, corporate structuring and succession planning.

Extensive representation of cooperative corporations, including with respect to merger and acquisition transactions, organizational documents, advising boards of directors, shareholder and member rights and responsibilities (including with respect to patronage) and antitrust exemptions that are unique to cooperatives (including the Capper-Volstead Act).

Real estate transactions and tax planning, including extensive work in connection with 1031 exchange transactions.

Professional Affiliations

State Bar of Michigan (Business Law Section, Taxation Section)

Grand Rapids Bar Association

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Community Service

Volunteers in Service (Board of Directors, 2009 – present)

Grand Rapids Economics Club (2009 – present)

Associate for Corporate Growth (2007 – present)

Seymour Christian Reformed Church (Deacon 2004 – 2007)

Grand Rapids Jaycees (Board of Directors, 2001 – 2002)

Representative Matters

Merger and Acquisition Transactions

Representing and advising clients in negotiating, structuring and documenting numerous merger and acquisition transactions, including the following:

- Merger transaction involving the sale of an automotive supplier to a private equity fund and also involving an equity rollover by management (\$415 million)
- Sale of stock of automotive supplier (\$385 million)
- Sale of certain assets of a food processing company (\$300 million)
- Sale of the stock of a manufacturer to an international private equity fund and also involving an equity rollover by management and complex international tax planning (\$235 million)
- Acquisition of the equity of a manufacturing company by a publicly traded company involving complex structuring, including the use of contingent value rights (CVR) consideration (\$100 million)
- Acquisition of the equity of an international corporation by a publicly traded company (\$100 million)
- Management buy-out of food processing company from private equity owner (\$75 million)
- Acquisition of manufacturing company by an Indian based private equity fund
- Acquisition by credit bid of assets of company in Chapter 11 bankruptcy
- Numerous other sale and acquisition transactions (both stock and asset deals) involving manufacturing companies, including international transactions
- Sale of a chain of 33 gas station and convenience stores to a private equity fund
- Several acquisitions and joint venture transactions involving alternative energy and alternative fuel companies
- Several acquisitions of agricultural businesses
- Sale of stock of a sugar processing company by an international publicly traded company
- Sale of a number of hair salons and cosmetology schools
- Sale and acquisition transactions (both stock and asset deals) involving numerous food suppliers and grocery stores
- Sale and acquisition transactions (both stock and asset deals) involving a number of life sciences and medical device companies, health care businesses and nursing homes
- Sale and acquisition transactions involving a number of car dealerships (over ten transactions, involving Chrysler, General Motors and Ford)
- Sale of media company and television station
- Acquisition transactions involving several consulting businesses
- Several sale transactions involving hotels
- Acquisition transaction involving an entertainment company

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Private Equity, Venture Capital and Joint Venture Transactions

Representing and advising clients in negotiating, structuring and documenting numerous private equity, venture capital and joint venture transactions, including the following:

- Acquisition and divestiture transactions representing private equity and venture capital funds, including international funds
- Acquisition and divestiture transactions representing "angel investors"
- Private equity and venture capital transactions representing both "start-up" and "mature" businesses
- Preferred stock offering to private equity investors (\$30 Million)
- Numerous joint ventures involving automotive suppliers and other manufacturing companies
- Foreign joint ventures, including a number of joint ventures in China, and joint ventures in Brazil, India, Mexico and Slovakia
- Complicated transactions unwinding sophisticated joint ventures

Representation of Cooperatives

Representation of a number of cooperative corporations over an extended period of time, including:

- Numerous merger and acquisition transactions involving cooperatives
- General representation of boards of directors and corporate governance issues
- Contract matters of all types
- Antitrust exemptions unique to cooperatives (including the Capper-Volstead Act)
- Shareholder and member rights and responsibilities (including with respect to patronage)
- Collection matters of all types

1031 Exchange Transactions

Extensive involvement with numerous 1031 exchange transactions, including the following:

- General representation of 1031 qualified intermediaries, including general advice regarding 1031 exchange transactions and drafting complete packages of documents for 1031 exchange transactions
- Representation of taxpayers in connection with numerous complicated 1031 exchange transactions, including reverse exchange transactions, construction exchange transactions and tenancy in common transactions