DAVIES



Marc A. Berger
Partner

Office
New York

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Expertise
Corporate
Mergers and Acquisitions
Real Estate

Bar Admissions
New Jersey, 1995
New York, 1995

Clients turn to Marc for insightful analysis and sophisticated solutions. He considers the big picture but always with attention to client-specific details.

Marc advises on a wide range of domestic and international business transactions, including private corporate purchases and sales, mergers, and real estate and operating company joint ventures. He represents borrowers and lenders of mortgage and mezzanine real property loans as well as asset-based loans in facilities of all sizes. For more than 20 years, clients have trusted Marc for his practical advice on shareholder arrangements and alternative (non-corporate) entity agreements, licensing and other general commercial matters. He regularly serves as outside "in-house" counsel for clients negotiating key business contracts, and he acts for employers and executives negotiating compensation arrangements.

Representative Work

Phoenix Partners Management Inc.

Acted for **Phoenix Partners Management Inc.** in its acquisition of Launchlife International Inc., a leading franchisor of education platforms and brands, with franchisees located in Canada, the United States and the United Kingdom.

Altus Capital Partners, Inc.

Acted for **Altus Capital Partners, Inc.**, a private equity buyout fund based in Connecticut, in its new platform investment – a leveraged buyout of Air Innovations, LLC, a manufacturer of speciality environmental control units for demanding applications.

Syndicate of Lenders

Acted for a syndicate of lenders led by **Bank of Montreal** in connection with the refinancing of certain credit facilities made available to BluEarth Renewables.

OMERS Capital Markets

Acted for **OMERS Capital Markets** in its US$500-million acquisition of 30% of Ultragenyx Pharmaceutical Inc.'s royalty interest from Kyowa Kirin Co., Ltd. on the future sales of Crysvita (burosumab) in the United States and Canada.

PSP Investments

Acted for **PSP Investments** in its acquisition of 49% of the Class B interests held by an affiliate of Pattern Energy Group LP in the 271.4 MW Gulf wind project located in Kenedy County, Texas.

PSP Investments

Acted for **PSP Investments** in its acquisition, through a joint venture, of a portfolio of 1750 single family rental homes.

Largest Investor

Lead counsel for the largest investor in the Wharf District development (Phase II) project in Washington, D.C., in connection with a US$847-million construction loan, the largest private construction loan in the history of Washington, D.C.

Power Energy Corporation

Acted for **Power Energy Corporation** in its acquisition of Nautilus Solar Energy, LLC, a leading U.S. solar developer and asset manager, from management and Virgo

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Investment Group.

Largest Investor

Lead counsel for the largest investor in the Wharf District development (Phase I) project in Washington, D.C., in connection with a US$800-million refinanced construction loan, one of the largest single-asset loans in the history of Washington, D.C.

New Look Vision Group

Acting for **New Look Vision Group** in its acquisition of substantially all of the assets of Miami-based Coco Lunette Holding, LLC, which carries on business principally under the Edward Beiner banner, a retailer known for its unique and original designer eyewear, with a strong presence in key premium markets across 12 locations in Florida.

Explorance Inc.

Acted for **Explorance** in its acquisition, as well as the financing of the acquisition, from Gartner, Inc., of Metrics That Matter, a leading provider of learning and development data and analytics solutions for the corporate market.

PSP Investments

Acted for **PSP Investments** in its strategic initiatives with Pattern Energy Group Inc., including (i) the acquisition of a 9.9% interest in Pattern Energy; (ii) the joint venture between PSP and Pattern Energy to co-invest in various renewable projects; (iii) the joint acquisition with Pattern Energy of a 51% and 49% interest, respectively, in the 179 MW Meikle wind project in British Columbia and the 143 MW Mont Sainte-Marguerite wind project in Québec; and (iv) the acquisition of 49% of the Class B interests held by Pattern in the Panhandle 2 wind project in Texas.

PSP Investments

Acted for **PSP Investments** as a member in a consortium that purchased Vantage Data Centers, a leading provider of data center solutions in support of mission-critical applications, from Silver Lake. Other members of the consortium included Digital Bridge Holdings LLC and TIAA Investments.

A.M.G. Medical Inc.

Acted for **A.M.G. Medical Inc.**, a leading manufacturer and distributor of home healthcare and medical professional products, in connection with the sale of its DME brand portfolio of mobility and bathroom safety products to a subsidiary of Drive DeVilbiss Healthcare.

Enerflex Ltd.

Acted for **Enerflex Ltd.** in connection with the negotiation and establishment of a $675-million credit facility for the acquisition of gas compression assets.

Northleaf Mid-Market Infrastructure Partners

Acted for **Northleaf Mid-Market Infrastructure Partners** in connection with a series of subordinated loans made available to the consortium on the Colorado US 36 Express Lanes Project. The subordinated debt proceeds complement a US$60-million TIFIA loan from the U.S. Department of Transportation; a US$20-million tax-exempt private activity bond ("PABs") issue; US$2 million in net construction revenues; and a US$41-million capital contribution from the State of Colorado.

G.I. Sportz Inc.

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Acted for **G.I. Sportz Inc.** in connection with the acquisition of Tippmann Sports, LLC, a leading manufacturer and distributor of markers and goggles for the paintball, airsoft and laser tag industries.

Kimco Realty Corporation

Acted for **Kimco North Trust III**, an indirect wholly-owned entity of Kimco Realty Corporation, in connection with its offering of $200 million unsecured notes on a private placement basis in Canada.

Le Château Inc.

Acted for **Le Château Inc.** in connection with the establishment of a $70-million asset-based credit facility arranged by GE Capital.

Hale Capital Partners, LP

Acted for **Hale Capital Partners, LP** and their wholly owned subsidiary **HUSC, LLC** in connection with the PIPE Investment by HUSC, LLC in secured convertible notes and warrants issued by United Silver Corp.

Novacap Industries III, L.P.

Acted for **Novacap Industries III, L.P.,** a leading Canadian private equity and venture fund, in connection with its US$87-million acquisition of Idaho Pacific Holdings, Inc. and its Canadian and U.S. subsidiaries.

Celestica Inc.

Acted for **Celestica Inc.** in connection with a US$450-million amended and restated revolving credit facility agreement with a syndicate of lenders.

Kimco North Trust III

Acted for **Kimco North Trust III**, an entity controlled by Kimco Realty Corp., a leading U.S.-based REIT, in connection with private placement offerings of $150 million principal amount.

The Molson Brothers

Acted as counsel to the **Molson brothers, Geoff, Andrew and Justin**, in connection with the acquisition of the Montréal Canadiens Hockey Club by the investment group led by the Molson brothers. This transaction is considered to be one of the most significant acquisitions ever completed in professional sports in North America. The transaction also included the purchase of the Montréal Bell Centre and the Gillett Entertainment Group.

Celestica Inc.

Acted for **Celestica Inc.** in connection with a US$200-million amended and restated revolving credit facility agreement with a syndicate of lenders.

IPC US Real Estate Investment Trust

Acted for **IPC US Real Estate Investment Trust** in its strategic process and ultimate sale of its assets to Everclear Acquisition Corporation, a wholly owned subsidiary of Behringer Harvard REIT I, in a US$1.4-billion all-cash transaction.

Schonbek Worldwide Lighting Inc.

Acted for **Schonbek Worldwide Lighting Inc.** and its affiliated companies in connection with their sale to Swarovski US Holding Ltd., a subsidiary of Swarovski International Holding.

Cryocath Technologies Inc.

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Acted for **CryoCath Technologies Inc.** in the sale of its surgical business to ATS Medical.

NeurAxon Inc.

Acted for **NeurAxon Inc.** in regard to the successive equity and secured debt financing arrangements aggregating approximately $90 million in a Canadian-U.S. parallel corporate structure for NeurAxon Inc.

Agricore United

Acted for **Agricore United** in its Secured Term B financing of $150 million with a syndicate of lenders headed by Scotia Bank to refinance an existing term loan and fund a new US acquisition.

Kimco North Trust III

Acted for **Kimco North Trust III**, an entity controlled by Kimco Realty Corp., a leading U.S.-based REIT, in connection with its private placement offering of $200 million principal amount of 5.18% notes due 2013.

Sleep Country Canada Inc.

Acted for **Sleep Country Canada Inc.** in its offering of senior secured notes, the proceeds of which were used to acquire all of the outstanding shares of Sleep America of Arizona.

Premier Tech Ltd.

Acted for **Premier Tech Ltd.** in a loan agreement providing for a revolving credit facility of up to US$70 million made available to it by CIT Business Credit Canada Inc. The proceeds from the facility were used to refinance existing indebtedness and will also be used to provide for the ongoing working capital requirements and ongoing business development of Premier Tech Ltd.

IPC (US), Inc.

Acted for IPC US REIT ("IPC" or the "REIT") subsidiary, **IPC (US) Inc.**, on the refinancing of $148 million of 7.2% secured mortgages due in June 2008. The new financing is for $153 million at an interest rate of 5.18% and is secured by 15 office buildings. The REIT is the only real estate investment trust in Canada that invests exclusively in US commercial real estate.

Recognitions

Brooklyn Law School
Fellow
International Business Law

Insights

Citibank Gets Its Money Back
Sep 15, 2022

Education

Brooklyn Law School, JD (Magna Cum Laude), 1994
University of Pennsylvania, BSc (Economics), 1985

Bar Admissions

New Jersey, 1995

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