

Taxation With Representation: Cravath, Skadden, Locke Lord

By **Eric Kroh**

Law360, New York (January 22, 2016, 5:11 PM ET) -- In this week's Taxation with Representation, an Irish drugmaker finally nabs a U.S. biotech with the assistance of tax attorneys from Cravath, Kirkland and Skadden, a domestic waste collection company inverts to Canada and a Kentucky spirits producer unloads some of its brands.

Shire Gets Baxalta

Dublin-based Shire PLC finally won over U.S. biotech Baxalta with a **\$32 billion bid** on Jan. 11, continuing the Irish pharmaceutical giant's aggressive push to build out its rare disease platform.

Shire is being advised on tax matters by a Cravath Swaine & Moore LLP team that is led by partners **Stephen L. Gordon** and **Lauren Angelilli** and includes of counsel **Michael L. Schler** and associates **Kara L. Mungovan** and **Arvind Ravichandran**.

Baxalta is being advised by a Kirkland & Ellis LLP team that includes tax partners **Dean Shulman**, **Mike Carew** and **Benjamin Schreiner**.

Skadden Arps Slate Meagher & Flom LLP tax partner **Steven Matays** is on the team representing Baxter International Inc., the former parent company and current shareholder of Baxalta.

Shire lauded the deal as an opportunity to become a major competitor in the rare disease space. With Baxalta, Shire's rare disease platform is expected to reach more than 100 countries and drive revenue to more than \$20 billion by 2020, according to a statement.

Baxalta said that the deal is a nod to the pharmaceutical company's efforts to stand out in the rare disease space, and that the combination will accelerate its ability to further advance its pipeline of products.

Waste Connections Inverts

U.S. solid waste collection company Waste Connections Inc., which operates in 32 states, on Jan. 19 said that it will **move its headquarters** north of the border, following the acquisition of a Canadian waste services provider in an all-stock deal worth \$2.69 billion.

Locke Lord LLP tax partners **Jeremi Chilton**, **Buddy Sanders** and **Karl Fryzel** are providing legal counsel

for Waste Connections.

Texas-based Waste Connections will buy Ontario-based Progressive Waste Solutions Ltd. at \$24.55 per share in an inversion deal that will see the combined company domiciled in Canada following the deal's expected close in the second quarter of 2016.

The merger will yield a North American waste giant with \$4.1 billion in pro forma revenue as Progressive Waste's operation, which spans six Canadian provinces and 14 U.S. states, is folded into Waste Connection's.

Dalian Wanda Makes Legendary Buy

Chinese conglomerate Dalian Wanda Group Co. Ltd. has added Legendary Entertainment, the production company behind international blockbusters "The Dark Knight," "Jurassic World" and "Man of Steel," to its growing stable of film properties in a **\$3.5 billion cash deal**, the company said on Jan. 12.

Simpson Thacher & Bartlett LLP tax partner **Katharine Moir** is on the team representing the Legendary Entertainment board of directors.

With the acquisition, Wanda Film Holdings Co. — which also controls U.S. theater chain AMC Entertainment, Australian chain Hoyts and a few Chinese theater and production assets — will become the highest revenue-generating film company in the world, according to the release announcing the deal.

Brown-Forman Sells Booze Brands

Brown-Forman Corp., the company behind Jack Daniel's whiskey, on Jan. 14 said that it will sell its Southern Comfort and Tuaca brands to family-owned spirits maker Sazerac as part of an **ongoing push** to refocus its portfolio.

Gibson Dunn & Crutcher LLP partner **Jeff Trinklein** and associate **Kathryn Kelly** are advising Brown-Forman on the deal's tax aspects.

Cooley LLP partners **Lesse Castleberry** and **Todd Gluth** are representing Sazerac.

Louisville, Kentucky-based Brown-Forman got \$543.5 million for the two liquor brands, according to a statement. The company has marketed Southern Comfort since 1979 and fully acquired Tuaca in 2002.

The move highlights Brown-Forman's efforts to pare down its brands in order to focus its resources on its strategic priorities, the company said.

--Additional reporting by Chelsea Naso and Braden Campbell. Editing by Stephen Berg.