

PRACTICES:

- Corporate
 - Private Equity, Hedge Funds and Venture Capital
 - Financing and Lending
 - Joint Ventures and Strategic Alliances
 - Mergers and Acquisitions
 - Payments
- Litigation
 - Antitrust and Unfair Competition



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Experience

Ann-Marie McGaughey is a partner in the Corporate department and serves on the Board of Directors of the Firm. Ms. McGaughey focuses on the general corporate representation of both publicly and privately-held companies in a wide variety of industries, including financial services, manufacturing, retail, automotive, travel, education, health and beauty, technology and service-oriented industries.

Ms. McGaughey has significant experience in commercial lending transactions, contract negotiation, mergers, acquisitions, divestitures, joint ventures and strategic alliances. In addition to advising clients on a broad range of corporate matters, including financings, commercial contracts and corporate governance, Ms. McGaughey often serves as lead outside counsel, managing the provision of all legal services required to meet a client's needs. Ms. McGaughey also has extensive experience representing family-owned businesses.

Ms. McGaughey also advises clients with respect to analysis under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the pre-merger notification filings with the Federal Trade Commission and Department of Justice.

Ms. McGaughey serves as an editor of the MLA *Mergers & Acquisitions Quick Reference Guide*.

Atlanta Magazine has recognized Ms. McGaughey on their lists of Georgia Super Lawyers. Ms. McGaughey has also been selected by her peers to be included as a member of *Georgia Trend's* Legal Elite. In addition, the *Atlanta Business Chronicle* included Ms. McGaughey on their first "Up and Comers" list, which profiled 50 of Atlanta's most promising young leaders. Ms. McGaughey has also been featured in *Atlanta Woman Magazine* in its Leaders in Law series.

Notable Engagements

Representation of the federal government of Canada in connection with the court-supervised sale of Chrysler that resulted in an alliance with Italian car maker Fiat. As part of the transaction, the Canadian government (along with the government of Ontario) provided a \$3.775 billion loan which enabled Canada to maintain its 20 percent production share in the North American market and protect nearly one million Canadian jobs. The government of Canada also acquired an equity investment in the new Chrysler.

Representation of the federal government of Canada in connection with the court-supervised sale of a majority interest in General Motors to the U.S. Department of Treasury, in which the Canadian government (along with the government of Ontario) provided a \$9.5

+ Publications:

- "Taking Advantage of the Weak US Dollar," *Financier Worldwide, International & Acquisitions*, co-authored with Gary Marsh and Michael Cochran, 2008.
- "Delaware Supreme Court Limits Remedies Against Directors to Derivative Claims," *Buying Trouble Advisory*, co-authored with Michael Cochran, July 10, 2007.
- "Trends in Middle-Market Private Company M&A/LBO Activity," *Financier Worldwide, Leveraged Buyout Review*, co-authored with Michael Cochran, 2005.

+ Seminars And Presentations:

- "Getting Deals Closed in the Current Market: A Focus on Execution," *ACG Capital Connection*, February 2010.
- "Women on Board Training," *Georgia Association for Women Lawyers and the Atlanta Women's Foundation*, February 2010.
- "Building Relationships and Credibility with Your Attorneys 201: What Do Attorneys Expect From Us Anyway?," *Legal Marketing Association Future Leaders Roundtable*, January 2010.
- "The GM and Chrysler Bankruptcies: Lessons Learned and Ramifications," *Fourth Annual Buying Trouble Conference*, October 2009.
- "Insights into Teaming, Subcontract and Joint Venture Agreements," *Government Contracts Seminar*, September 2009.
- "Merger Control - Dealing with EU Regulators," *International Association of Young Lawyers Seminar*, March 2009.
- "Professional Service Firms - Governing Documents and Potential Issues," *CPA Law Forum*, January 2009.
- "Preparing for a Sale of the Business," *ICLE Presentation*, 2004, 2005 and 2007.

billion loan to the new General Motors – an amount proportional to the \$50 billion package provided by the U.S. government. As part of the transaction, the government of Canada also acquired an equity investment in the new General Motors.

Representation of Littelfuse, Inc. (NASDAQ:LFUS) in connection with its \$80 million Syndicated Term Loan Agreement with JPMorgan Chase Bank, N.A., as Agent, Bank of America, As Syndication Agent, Wells Fargo Bank, N.A., as Documentation Agent, and J.P. Morgan Securities, as Sole Lead Arranger and Sole Book Runner.

Representation of BCD Travel B.V., a privately owned Dutch company providing global corporate travel management services with operations in 90 countries and over \$12 billion in sales, in connection with its \$475 million syndicated credit facility with ING Bank N.V., acting as Agent and ING Bank and Bank of America, acting as Issuing Banks. The senior credit facility involved the pledge of security located in the U.S., the U.K., Canada, Belgium, the Netherlands and Germany.

Representation of TRX, Inc. (NASDAQ:TRXI) in connection with its credit facility with Atlantic Capital Bank, which involved the pledge of security in the U.S., Germany and India.

Representation of UK and Netherlands-based Reed Elsevier (NYSE:RUK) and several of its subsidiaries in a variety of transactions, including the acquisition of Penny Arcade Expo (PAX), the largest gaming festival in North America.

Representation of The Home Depot (NYSE:HD) and its subsidiaries in connection with acquisitions related to its consumer and commercial services businesses.

Representation of i2S, Inc., a professional services firm that provides expertise in the areas of intelligence analysis, enterprise architecture, knowledge management, systems engineering and advanced software development to Fortune 500 and government clients, in obtaining a new senior secured credit facility and mezzanine financing utilized to fund a successful management buy-out transaction.

Representation of Elavon in connection with dozens of acquisitions of merchant processing portfolios and in some instances, joint ventures and strategic alliances, throughout the U.S., including its acquisition of the merchant processing portfolio of, and a long-term strategic alliance with, Union Bank of California.

Representation of Delta Air Lines (NYSE:DAL) in connection with the formation of SkyTeam Cargo USA, a global cargo alliance among Delta, Air France and Korean Airlines, as well as the admission of Alitalia into the alliance. The alliance focuses on cargo being shipped from the U.S. to locations throughout the world.

Education

- J.D., Mercer University School of Law, *cum laude*, 1993 (Managing Editor, *Mercer Law Review*; Brainard Currie Honor Society)
- B.A., Bowling Green State University, *cum laude*, 1989 (Phi Beta Kappa and Phi Kappa Phi Honor Societies)

Admitted

- Georgia

+ Civic Activities:

- Board of Directors Network, President
- British American Business Group, Board of Directors
- Everybody Wins! Power Lunch Program, Reading Mentor
- Imagine It! The Children's Museum of Atlanta, Board of Directors
- Mount Pisgah Christian School, Advancement Council

+ Professional Activities:

- Atlanta Bar Association
- Georgia Bar Association
- International Bar Association