

# COMMERCIAL & CORPORATE TRANSACTION PORTFOLIO



**HART BROWN**  
S O L I C I T O R S

1919 Celebrating 100 years 2019



## EXECUTIVE SUMMARY

Political and economic analysts tell us that there are many UK businesses who have been sheltering from the rain since the economic collapse in 2008 and the subsequent economic and political uncertainty which has followed but, more interestingly, there are many more who have actually been dancing in it (or at least learning to do so). They go on to say that it would seem that the world inhabited by the owner managed business in the last year or so here in the UK has, to a greater extent, weathered the storm and is looking ahead with a certain degree of optimism even in the face of a European exit.

We have experienced a similarly wide variety of commercial weather fronts with our clients during this period. Our client base, though predominantly situated in London and the south, has outposts nationally and overseas. The character and strategic objectives of our clients ranges from start-up to mature companies and the industry sectors in which they operate are somewhat diverse. We have found that for some it has been a rollercoaster ride off the back of innovation and technological advancement, for others it has been steady expansion based on a good product, expanding markets, good management and good people. For

many it has been reliance on or benefit from debt and equity investments and, for a few, it has been a scrappy and difficult street fight.

In an attempt to give a little more colour to the legal advisory service we offer, we would like to introduce a selection of projects we have undertaken for our clients, both in the transaction and commercial space.

I hope they are of interest and please do feel free to contact us should you like to explore the possibility of us being able to assist you with your own short term commercial objectives or longer term corporate strategy.



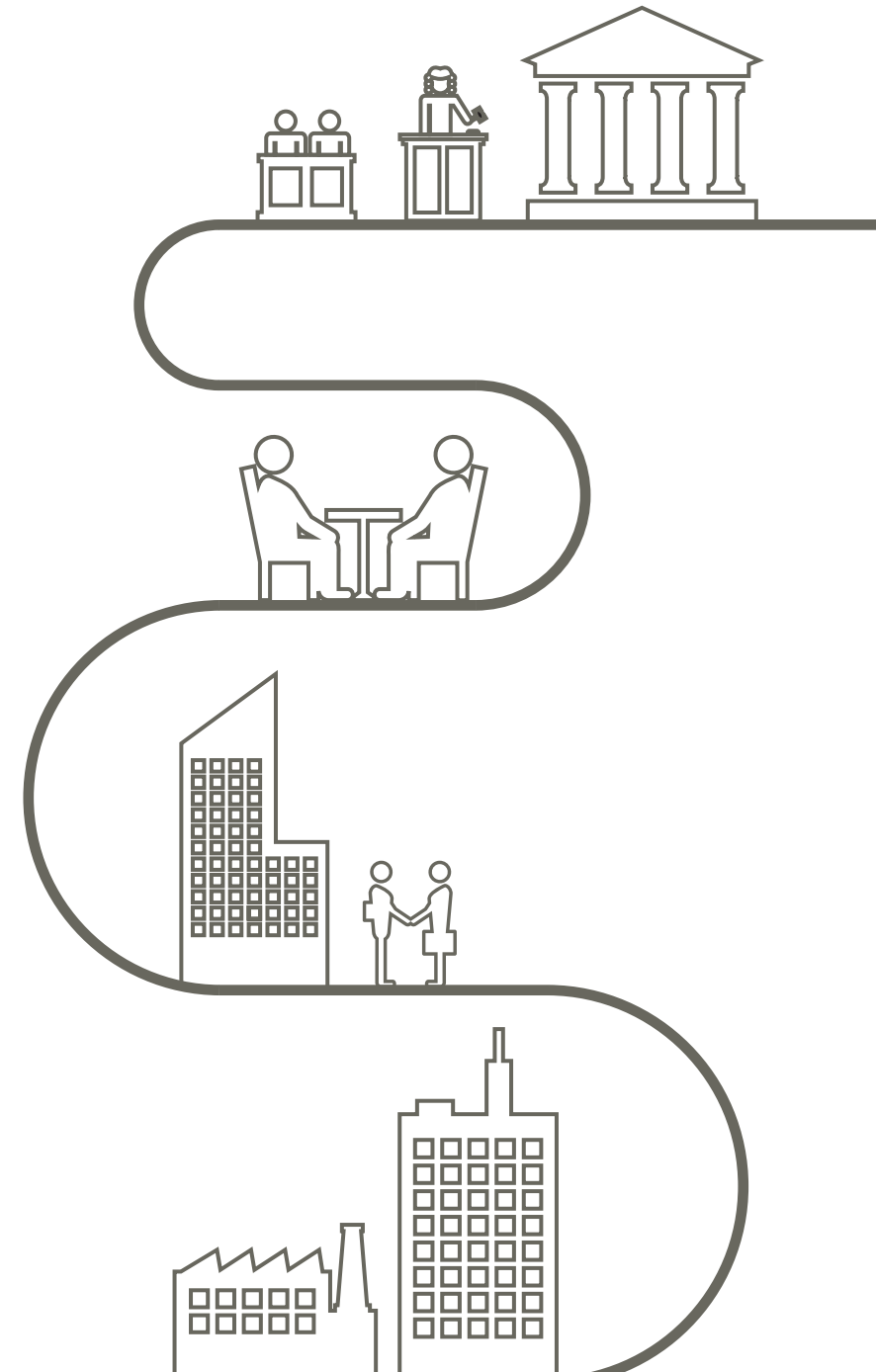
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## TRANSPORT & LOGISTICS

### K2 Corporate Moving Systems

We advised the relocation experts, K2 Corporate Moving Systems ("K2") on the corporate structure required to accommodate the recent international expansion of the group and on a number of customer facing and supplier contracts. In the corporate space we advised the board of K2 on a combination of acquisitions, mergers and joint ventures. In the commercial space we advised on a number of contractual and compliance issues to cover the myriad of relocation services provided by K2 covering Language and Cultural Training, Temporary Accommodation, Furniture Rental & Storage, Home Search & Settling-in, Tenancy Management, Shipping & Insurance, Travel Co-ordination, Departure Services, Visa/Immigration and School Search.

### AmWorld UK

We advised the board of the international courier and logistics experts AmWorld UK Limited ("AmWorld") on the legal framework for the business (in terms of commercial, financial and familial considerations). The work included producing the necessary legal documentation to reflect the intended position between the current owners of the business, the envisaged beneficiaries of the business during its lifetime, and at the point of change in the ownership of the business. This was undertaken as part of our Business & Family Solutions service.

### Sherbet London Taxis

As part of a growth strategy, we advised Sherbet London Taxis Limited ("Sherbet"), one of London's leading licensed and innovative taxi fleets, on a number of company acquisitions in order to acquire existing and new taxi fleets along with ancillary operational businesses. The team advised on a series of linked and related due diligence projects (including complex property due diligence and employee related negotiations) and ensuing purchases (funded via cash, third party investment and equity) along with a post-acquisition company restructure.



*"Where we have sought your input, often in time pressured situations, we are always appreciative and impressed with your responsiveness and clarity of advice, thank you."*

Phil Hunt  
K2 Corporate Mobility

*"Thank you for your sound advice and no nonsense approach in delivering on this project. All very much appreciated."*

Dave Rustom  
AmWorld



## RETAIL

### Lyme Bay Winery


We advised Ball Capital Investment on the acquisition of Lyme Bay Winery Limited ("Lyme Bay"), a small, dedicated West Country company passionate about producing delicious, award-winning English wines, ciders, meads and liqueurs from their home in Devon's beautiful Axe Valley. The acquisition was funded by a combination of cash, deferred and earn-out consideration and included a carefully worded agreement with the continuing management team and exiting shareholders in relation to potential future dealings, with an extensive review and report on the properties owned and occupied in operating the business.

### Albury Organic Vineyard

We advised the board of Albury Organic Vineyard Limited ("Albury Vineyard") on their initial round of investment and shareholder structure of the business to facilitate the expansion of the business. Albury Vineyard is situated in the Surrey Hills producing English wine of the highest quality. This was undertaken as part of our Business & Family Solutions service.

### Gastro Cullinary Innovation

We assisted the shareholders of Gastro Culinary Innovation Limited ("Gastro") in the sale of a majority stake in Gastro to Heinemann Scorpio International Holdings Ltd. Gastro specialise in the sales, marketing and distribution services for a range of non-competing high street brands, as well as developing and sourcing their own branded range of artisan savoury and sweet convenience snacking.



*"... proved to be a tremendous help in assisting myself and fellow Directors during the final stages of this extremely exciting opportunity for the business. Always available to advise and consult with throughout, proving invaluable both as a group and individually."*

Caroline Thompson  
Gastro Culinary Innovation

*"Many thanks for your guidance on this transaction and please pass on our appreciation to the team at Hart Brown."*

Andrew Beasley  
Ball Capital Investment

## TECHNOLOGY, MEDIA & COMMUNICATIONS

### Sportcal Global Communications

We advised on the merger between Sportcal Global Communications Limited ("Sportcal"), a leading sports market intelligence company, and the Progressive Media Group, a privately held International group of companies that span Media, Business information Services, Technology and Communications.

### Boating Communications

We advised the management team in the acquisition of a suite of publications through the acquiring vehicle Boating Communications Limited ("Boating Communications"). The Commercial & Corporate team provided corporate advice in relation to ensuring the delivery of realistic short and long-term goals. This ensured that the acquisition sat comfortably within acceptable parameters and aspirations of the parties involved and the financing of the acquisition and structure of the acquiring vehicle. Our Employment team assisted in advising on the complexities from an employment perspective with the pre and post acquisition structure.

### The Live Group

We advised The Live Group Limited ("Live Group") on a series of private equity inward investments and bank funding, raised to develop cutting edge digital software and to support the continued expansion of the business to achieve the strategic vision for the Live Group. The Live Group are a third generation, leading full service live events agency providing an award winning suite of integrated digital tools capable of transforming the entire communications experience in the corporate space.



*"Many thanks to ... Jane and Nigel for all your advice and persistence in dealing with the legal aspects."*

Nicholas Hopkinson  
Boating Communications

*"On behalf of all a big thank you for all your hard work in helping make this exciting but complex merger happen."*

Mike Laflin  
Sportcal Global Communications

## IT & SOFTWARE

### Etask Technologies

We advised Etask Technologies Limited ("Etask"), a project management software company based in Hampshire on their acquisition of Hydra Management Limited and the group's subsequent corporate structuring and growth investment.

### Icon Solutions (UK)

We advised Icon Solutions (UK) Limited ("Icon") on the restructuring of their software portfolio to include assignment, development and licencing of new software. Icon specialises in consultancy services for the financial sector covering IT strategy, architecture and design, along with project delivery and software development.

### Cloudtalk Communications

We advised Cloudtalk Communications Limited ("Cloudtalk") on the customer contracts for software and hardware products which were fundamental in the performance and delivery of the business model. Cloudtalk Communications provide innovative industry leading audio, video and event services to a number of reputable organisations.



*"I have every confidence in Hart Brown's capabilities to look after our companies' contractual requirements. They provide Cloudtalk with a first class service, which is essential for us as a rapidly expanding global business."*

Paul Murphy  
Cloudtalk Communications

*"The Commercial & Corporate team at Hart Brown provide Icon Solutions with tailored, pragmatic and commercially focused legal advice which enables us to understand the legal issues involved in our commercial contracts."*

Dan Allingham  
Icon Solutions

## ENERGY & UTILITIES

### Accent Services (Air Conditioning)

We advised on the purchase of Accent Services (Air Conditioning) Limited ("Accent"), a well-established air conditioning design, installation and maintenance company. The deal was financed through a venture capitalist stake, equity and bank finance and involved multiple sellers. An integral part of the deal was for the existing management team to be retained on suitable terms and with an equity stake in the acquiring vehicle.

### Mortimer Technology Group

We advised Mortimer Technology Group Limited ("MTGL") on a substantial secured investment by way of syndicated loan and a reconfiguration of the group structure to pave the way for the investment and for further investment and expansion. MTGL is the holding company of The Torftech group of companies which develop, licence and provide the TORBED Energy Technologies to a wide range of industries using the TORBED Process Reactors.

### Network Security & Alarms

We advised on the sale of Network Security & Alarms Limited ("Network Security") a fire detection systems and security system company offering the supply, installation, maintenance and monitoring of fire detection equipment and fire alarms, intruder alarms, access control, CCTV and IP integrated security. The transaction involved a heavily negotiated cash payment on completion as well as additional sums being due as deferred consideration and earn out based on the profits of Network Security.



*"Thank you for an excellent job in seeing this transaction over the line given the sheer number of individual parties involved (often with no previous transaction experience) and the complexities encountered by the very different agendas set by the individual sellers."*

Jonathan Curry  
Accent Services (Air Conditioning)

*"Thank you for your invaluable advice, time and effort in tackling this complex investment structure."*

Andrew Bride  
MTGL



## CREATIVE INDUSTRIES

### Shelton Fleming Group

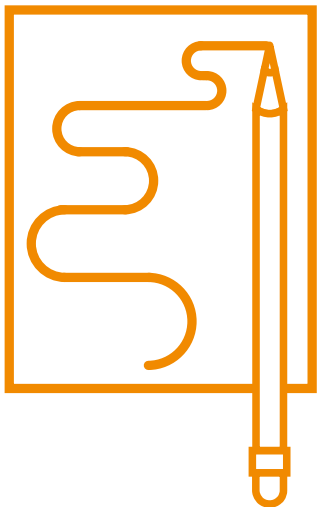
We advised Shelton Fleming Group ("Shelton Fleming") on the recent acquisition of the creative event agency Line Up Productions Limited providing extensive corporate employment and property advice. Shelton Fleming are a long standing client of the firm, an award winning creative agency in the brand experience space, operating across a global canvas and an expert in digital and personalised content.

### Naked Ideas

We advised Naked Ideas Limited ("Naked Ideas") on a series of client facing and supplier contracts required to encapsulate the range of services they offered and the terms on which they provided those services. Naked Ideas are an independent, creative, branding and digital agency offering a full range of creative services and this project was an important element of Naked Ideas' response to their own rapid growth and success.

### PRFNTY

We advised PRFNTY Limited ("PRFNTY") on the creation of a graphic design services agreement for use in their business. PRFNTY are a London based creative agency who specialise in providing high quality bespoke branding and identity services, print design services and digital design services (including website and app design).



*"Thank you for your continued support in all things legal. It is hugely appreciated and there is no doubt your input has been an important part of our on-going success."*

John Slater  
Naked Ideas

*"Thank you so much for your professional support. Despite the extreme pressure. It was at all times a pleasure working with you."*

Maurice Fleming  
Shelton Fleming Group

## LEISURE & TOURISM

### Sun Hotel

We advised Sun Hotel Limited ("Sun Hotel") on the restructuring and refinancing of their existing lending facilities for their flagship hotel. The new facility was backed by way of extensive security over the property and assets of the group but enabled the board to release equity within the group, remodel the financing of the group and raise funds for further development and refurbishment of the hotel.

### Cato Music

We acted in the sale of Cato Music Limited ("Cato Music"), a London based all-encompassing tour production company which included the provision of music practice studios, music and tour production personnel, instrument and music equipment hire and an academy for live music production courses. The acquirer was Production Park Limited, an international large scale live events company who have provided their services to some of the biggest music festivals and live events in the country including Glastonbury and F1.



*"You guys did a great job for us here at CATO, the company has gone from strength to strength!"*

Glen Rowe  
Cato Music

## LIGHT INDUSTRY & MANUFACTURING

### Don Constructions Products

We advised Don Constructions Products Limited (“DCP”) on the acquisition of the Everlac group (“Everlac”), a research and technology led specialist coatings manufacturers producing surfacing and paint for sports fields and other construction projects. DCP is a company with over 70 years’ experience in the manufacture of products for the international construction market. The acquisition of Everlac sought to expand their commercial offering to the market and to enhance the services and products already provided around the world.

### Inpress Plastics

We advised Inpress Plastics Limited (“Inpress”), on the purchase of Partridge Plastics (Worthing) Limited, a long established plastics moulding company based on the South Coast, as part of their ongoing growth strategy.



*“We very much enjoy working with you and your team and always appreciate your understanding of the issues and advice in finding the right solution.”*

Henry Powell  
Inpress Plastics

## OTHER SECTORS

We have also advised clients in a number of other general and niche sectors, including:

Banking and finance

Cosmetics

Estate ownership & management structures, acquisitions and disposals

Nursery and education services

Pharmaceutical, dentistry and medical

PR

Professional services (including architecture, estate agency, insurance and accountancy)

Property investment

Recruitment

Veterinary and pet care



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For further advice and to explore how we can help you, please contact us on **01483 887766** or email us at [info@hartbrown.co.uk](mailto:info@hartbrown.co.uk).