

# FOULSTON

ATTORNEYS AT LAW



## EXPERIENCE HIGHLIGHTS

Represented, as lead counsel, the majority stockholders of Cereal Food Processors Inc., the nation's largest independent flour-milling company, in a stock sale to a Tennessee-based milling group, Milner Milling and Pendleton Flour Mill. The transaction created the third-largest flour-milling operation in the United States. Cereal Food Processors had 10 flour mills in 6 states. The firm's role included negotiation and preparation of the stock purchase agreement and related transaction documents, ERISA and employee benefit matters, employment and labor, antitrust, environmental, real estate, and business tax issues and a broad range of general corporate matters. Post closing in year after sale included many shareholder discussions about substantial holdback of purchase dollars from purchase price; successfully answered purchaser's questions which resulted in 100% distribution of hold back money. In addition, last few days of sale created large net operating loss which led to multi-million dollar claim for refund with IRS. Again, lead counsel in dealing with IRS, along with accounting firm, in answering IRS questions and document requests.

## PRACTICE AREAS & INDUSTRIES

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- Mergers & Acquisitions