



Rafael Kariyev **Partner**

Rafael Kariyev is a tax partner and a member of the firm's Tax Department who focuses his practice on tax planning in connection with private equity fund formation and M&A transactions. He regularly advises private equity funds on tax issues at all levels of the fund structure, including for Morgan Stanley, Providence, KKR, Leeds Equity Partners, Allianz, Odyssey and Audax. In addition, Mr. Kariyev regularly advises clients on tax structuring the acquisition, holding and disposition of portfolio companies, both pass-throughs and corporations, as well as transactions involving the restructuring and sale of existing funds and sales of asset managers.

Mr. Kariyev joined Debevoise and was admitted to the bar in New York in 2000. He received his B.A. from Queens College *magna cum laude* in 1995 in Accounting and his J.D. from Columbia University in 1999, where he was a Kent Scholar and a member of the *Journal of Environmental Law*. Mr. Kariyev received his LLM in Taxation from New York University in 2002.

RAFAEL KARIYEV'S SELECT REPRESENTATIONS

AmTrust in the merging of its Lloyd's business with Canopus. The transaction will create a top-five insurer at Lloyd's with combined premiums of approximately \$2.2bn.

AmTrust Financial Services in the sale of its domestic and international surety and credit reinsurance operations to Liberty Mutual.

Hojeij Branded Foods in its \$330 million sale to Lagardère Travel Retail.

Providence Equity Partners in the combination of Benefit Street Partners and Franklin Templeton Investments.

Glendower Capital in its role as part of a consortium of blue-chip institutional investors to invest approximately \$530 million in six companies controlled by Argonne Capital Group.

Morgan Stanley Investment Management in its acquisition of Manna Pro, a leading producer of nutritional supplements and other animal products, from The Carlyle Group.

Precision Medicine Group in a new \$275 million investment.

Glendon Capital Management in the formation of Glendon Opportunities Fund II, a \$2.5 billion global credit opportunities fund.

AmTrust Financial Services in a strategic transaction with Madison Dearborn for a portion of AmTrust's U.S. fee businesses valued at \$1.15 billion.

CoAdvantage, a portfolio company of Morgan Stanley Private Equity, in its acquisition of Progressive Employer Management Company.

One Equity Partners in the formation of One Equity Partners VI, a \$1.65 billion U.S. and Western Europe buyout fund.

Morgan Stanley Investment Management in the formation of North Haven Capital Partners VI, a \$1.5 billion global buyout fund.

Morgan Stanley Private Equity in its acquisition of Cadence Education, a leading provider of early childhood education.

Morgan Stanley Private Equity in its investment in Pathway Partners, a leading veterinary hospital owner and operator.

Littlejohn & Co. in the sale of a minority interest in the firm's management companies and general partners to Goldman Sachs Alternative Investments & Manager Selection (AIMS) Group.

Hertz in its \$2.5 billion spin-off of its equipment and rental business.

Providence Equity Partners in its acquisition from General Motors and Ford of a majority stake in OEConnection, the established market leader in cloud-based technology solutions that facilitate the efficient location, sale, distribution and dynamic pricing of automotive parts.

Morgan Stanley Infrastructure Partners in the formation of North Haven Infrastructure Partners II, a \$3.6 billion global infrastructure fund.

Newport Global Advisors in the recapitalization of Newport Global Opportunities Fund LP. In the transaction, investment funds managed by Morgan Stanley, LGT Capital and other syndicate investors committed capital to a newly formed Newport-managed fund that acquired substantially all of the portfolio of the existing fund. Existing limited partners elected to either roll their interests into the new fund or receive cash in respect of their interest.

TruGreen, a Clayton, Dubilier & Rice portfolio company, and CD&R in TruGreen's merger with Scotts LawnService.

Morgan Stanley Private Equity in its acquisition of CoAdvantage, a leading Professional Employer Organization.

Exor as insurance M&A counsel in its contested \$6.9 billion acquisition of PartnerRe, a Bermuda-based reinsurance company.

Roofing Supply Group, a Clayton, Dubilier & Rice portfolio company, in its \$1.1 billion sale to Beacon Roofing Supply.

Stone Point Capital in its significant equity investment in specialty insurance broker Alliant Insurance Services, with KKR retaining a significant equity investment in the business.

FFL Partners, in the formation of FFL Capital Partners IV, a \$2 billion North America buyout fund.

J.C. Flowers in its acquisition of AmeriLife Group.

Morgan Stanley Private Equity in the \$600 million sale of Creative Circle, a leading professional staffing firm specializing in advertising, creative and marketing talent, to NYSE-listed On Assignment for a mix of stock and cash consideration.

Morgan Stanley Private Equity in its \$410 million sale of EmployBridge, a leading provider of outsourced human resource and temporary staffing services, to Select Staffing, an Anchorage Capital backed competitor.

OEP Capital Advisors in its spinout from J.P. Morgan Chase, formation of One Equity Partners Secondary Fund, a \$1.5 billion US private equity fund, investment management arrangements with J.P. Morgan Chase and certain related matters.

Diamond Castle in the restructuring of, and secondary sale of interests in, Diamond Castle Partners IV. In the transaction, investment funds managed by Goldman Sachs Asset Management, Intermediate Capital Group and other syndicate investors committed capital to a newly formed Diamond Castle-managed fund that acquired most of the portfolio of Fund IV, and Fund IV limited partners elected either to participate in the longer term potential of the portfolio by rolling their interests into the new fund or to effectively sell their interests to the buying syndicate.

New York Life Investments in its acquisition of IndexIQ, a leader in the liquid alternative exchange-traded fund industry.

Wilsonart, a Clayton, Dubilier & Rice portfolio company, in its acquisition of Durcon, a manufacturer of laboratory-grade work surfaces.

Strongwood Insurance Holdings in its sale of Sequoia Insurance Company, Personal Express Insurance Company, Sequoia Indemnity Company and certain other subsidiaries to Amtrust Financial Services.

Viewdle, a facial recognition technology provider, in its sale to Motorola Mobility, a division of Google.

Clayton, Dubilier & Rice in its \$1.05 billion acquisition of a majority ownership stake in Wilsonart International Holdings, the decorative surfaces unit of Illinois Tool Works.

Morgan Stanley Private Equity in its acquisition of Access Cash, a Canadian independent service organization that manages the country's second largest network of automated teller machines.

Diamond Castle in its sale of York Label Group to Multi-Color Corporation.

Morgan Stanley Private Equity in its acquisition of EmployBridge, a provider of outsourced human resource and specialty-branded temporary staffing services.

New York Life Investments in its acquisition of a majority interest in Private Advisors, a manager of private equity and hedge funds of funds with \$3.9 billion in assets under management.

Kelso & Company in its majority investment in Cronos Ltd. and related transactions resulting in a company with owned assets of \$1 billion.

Clayton, Dubilier & Rice and GS Capital Partners in their acquisition of HGI Holdings, a leading distributor of medical products to chronic disease patients, from The Jordan Company and members of the Harrington family.