

Representative Matters: Corporate

- Serve as outside counsel for technology start-up in the on-line fraud protection industry focusing on elder financial abuse and exploitation. Provide guidance in connection with capital raises through convertible debt, warrants and preferred stock. Draft and negotiate term sheets, promissory notes, warrant and option agreements, and preferred stock terms. Maintain capitalization table to account for same. Advise with respect to applicable state and federal securities filings. Regularly advise client with respect to entity formation, governance, and IP licensing and protection issues.
- Serve as general counsel to one of the regions largest electrical supply companies. Negotiate and prepare complex distributor and supply agreements often involving multiple vendors and contractors. Regularly review and advise with respect to senior loan facility. Provide guidance on executive compensation and other employment relates issues.
- Regularly negotiate and prepare software development agreements, service level agreements, systems integration agreements and similar technology transactions for software development company in the public and private sectors, including with various government agencies, Fortune 500 and major international companies.
- Represented a scientific and instruments sales and distribution company in an acquisition of the business by an international scientific instrument manufacturer. Acquisition was structured through an investment agreement with an option to treat the investment as repayable or to acquire a majority equity position at a multiple of earnings.
- Serve as outside counsel for one of few specialized logistics/heavy haul companies in North America specializing in heavy haul and oversized freight. Serve as primary counsel in an ongoing series of "roll-up" acquisitions targeting companies of varying sizes and specialties throughout the country and Canada. Advise with respect to private placement financings for acquisition funding, including state and federal securities filings. Regularly provide counsel in connection with revisions to senior credit facility to accommodate acquisitions and other business needs.
- Served as lead counsel for stockholders of a life sciences company in connection with the sale of 100%. Represented stockholders' representative in negotiations with minority stockholders and acquiring company. Negotiated terms of stock purchase agreement and related documents, including substantial limitations in stockholders' indemnification obligations for sales taxes and other fundamental representations and warranties. Drafted stock option and bonus buy-out and cancellation documents for target company as required for pre-closing terminations; conducted "in-the-money" determinations in connection with same based on stock value and other variables. Negotiated release of collateral from third party lender necessary for closing.
- Served as lead counsel for sale of paper producing division of local reprographics and document management business. Negotiated and drafted all acquisition documents, including security agreement securing the payment of deferred purchase money, and license agreement for the use of Seller's trade name post-closing. Successfully negotiated significant limitations on Seller indemnifications.
- Served as lead counsel for the sale of distressed government contractor. Negotiated termination of lease saving client over \$150,000 in potential personal indemnification liability. Negotiated and drafted all acquisition documents, including membership interest purchase agreement as necessary to avoid novation of various government contracts.
- Serve as outside counsel for local orthopaedic practice and related ASC. Represented the practice in connection with umbrella merger of more than 20 regional practice groups. Negotiated and drafted transaction documents, including umbrella entity operating agreement and division specific buy-sell, compensation and restrictive covenant agreements. Regularly provide guidance with respect to Stark and Anti-Kickback issues.
- Serve as outside counsel for numerous non-profit entities from organization, through tax exempt qualification and beyond. Regularly provide advice with respect to conflicts of interest and other matters affecting the board.