



**Buchanan
Ingersoll &
Rooney PC**

Corporate

When It Comes to Corporate Transactions, We've Got You Covered

Whether you are public or private, a not-for-profit, a start-up or global Fortune 500 organization, you can count on our nationally recognized Corporate team to manage your transactions, governance and corporate operations with legal skill, deep experience, understanding of your goals, and respect for how you need to run your business.

Long-Term Client Partnerships for Good Reason

Because we offer such a comprehensive range of services, and because our attorneys are dedicated to learning your business inside and out, you can view us as a long-term partner. We have the depth and sophistication to handle any corporate matter, no matter how complex, and we are structured to give you personal service for your specific needs. We work seamlessly with our tax, labor and employment, intellectual property and other teams to provide comprehensive legal coverage for your business.

How We Can Help You

Our goal is to help you drive the strategic and operational objectives of your business. We structure and negotiate sophisticated transactions involving equity and debt offerings, public and private capital formation, private placements, mergers and acquisitions, venture capital, private equity, and other financing transactions. We advise corporations, boards of directors, officers and shareholders on corporate governance and regulatory compliance matters.

Commercial Contracts — Getting it Right and Adding Value

When you negotiate and execute the contracts that are the lifeblood of your business, you have four essential goals in mind: achieving the objective, staying competitive, managing risk and avoiding disputes. Beyond the pure mechanics of how your contracts function, we understand how your business arrangements are intended to build value within your company. While there is some commonality of contracts across industries, every industry has its own contractual priorities and nuances. You should expect your counsel to be knowledgeable of the unique issues relevant to your industry.



Nationally recognized by *Corporate Counsel* as a ‘go-to’ firm for corporate law.

Mergers and Acquisitions — Experience, Knowledge and Efficient Deal Management

We help you get M&A deals done with a practical mix of deep experience across many industries and utilizing transaction management tools to maximize efficiency. We manage deals as your partner from start to finish, applying our resources across disciplines with a cost-effective approach that focuses on increasing value and minimizing risk. Our M&A lawyers handle a variety of transactions for public companies and private clients, including divestitures, strategic alliances, joint ventures, management and leveraged buy-outs, corporate control contests, tender offers, spin-offs, going private transactions and other business combinations.

Securities and Public Companies — Providing Confidence Down to the Smallest Detail

Our specialty is assisting public companies of all sizes in a variety of industries — from Fortune 500 companies to emerging growth companies, with reporting, disclosure and other compliance obligations under the securities laws and the rules of the national securities exchanges, as well as ongoing best practices relating to corporate governance matters. We also assist our domestic and foreign clients to raise billions of dollars through IPOs, secondary registered offerings, private placements, PIPES and other transactions.

Emerging Companies — Helping You Get Started, Compete and Grow

Most fledgling businesses are not lacking in innovative ideas, unbounded energy, and potential for a great future. What you do need in order to realize your vision is strategic advice, practical guidance and capital. We understand the challenges you face and we have the answers. We are part of the startup ecosystem and can leverage our key relationships with technology associations, universities, incubator programs, and venture capitalists.

Buchanan Labs: Helping Provide a Solid Foundation

We partner with early stage businesses as outside general counsel to provide hands-on, practical advice. We offer this service using a unique, highly cost-effective subscription model.



Visit Buchanan-Labs.com for insights from our team.

Venture Capital — Counsel that Creates Confidence

We represent capital providers who are active in a variety of industries, including life sciences and medical devices, communications and technology, as well as information and business services. Our clients invest in companies at all stages of development, providing seed funding, early and later-stage preferred stock financings, bridge loans, mezzanine financing and private placements in public companies. We work with our clients to negotiate and document their portfolio company investments. We not only understand which terms and provisions are “market,” we also work with our clients to develop new and innovative approaches to today’s complex problems.

Private Equity — Comprehensive Counsel for Lenders

As an asset class, private equity has become one of the largest and most important sources of business funding. Traditionally, private equity firms have preferred investing in mature businesses – but that is changing. More firms want to invest in smaller, tech-focused startups and growth companies. As markets and investment vehicles evolve, our attorneys are ready to offer you experienced, practical, flexible and cost-effective counsel.

Technology Transactions — The Business of Tech is Our Business

To effectively tackle technology transactions, attorneys can't dabble in corporate law and dabble in intellectual property law – you must be deeply knowledgeable in both areas to create successful outcomes. We've built a team of true transactional business attorneys who know IP exceptionally well. We're ready to assist you on the wide spectrum of issues you encounter, everything from technology development agreements, technology transfer and commercialization agreements to enterprise-wide licenses for multi-location systems. Clients also often ask us to provide legal input on business planning and development and risk assessment.

Executive Compensation — Your Destination, Our Navigation Skills

Your goals are pretty straightforward. You want executive compensation plans that effectively compete for and retain the best executive talent available while complying with the rules. But what do you encounter today? More complexity. More rules. More media and public scrutiny. More board engagement. Shareholder activism. And change. Our team is ready to counsel you on issues related to the design, establishment, operation, termination, compliance, disclosure and reporting related to your executive compensation programs.

Don't Just Take Our Word for It

Because of our clients' successes, we receive constant accolades from clients, peers and journalists who follow developments in the transactional law world. Year after year our work is acknowledged in publications such as:

Chambers USA • BTI • Martindale-Hubbell® Peer Review

American Lawyer Media • Super Lawyers & Rising Stars • Law360

U.S. News & World Report - The Best Lawyers in America®



Advancing Our Clients' Goals

Numerous Transactions with an Aggregate Value of Over \$1 Billion

Our attorneys represented various Marcellus Shale exploration and production companies in numerous purchase, sale, swap and exchange transactions with an aggregate transaction value of more than \$1 billion.

Advancing the Aerospace Applications of 360° Video

Our attorneys formed (from a predecessor entity) and helped recapitalize with a Series A-round of financing for a developer and manufacturer of sophisticated 360-degree video camera systems. When a major aerospace company became interested in our client's video technology for use on drones and unmanned surveillance aircraft, we helped them form a partnership via a \$1M Series A extension. This partnership has enabled the video company to devote resources to adapting its 360-degree camera technology for aerospace use.

Sale of a Healthcare Business to a Private Equity Consortium

We represented a long-term personal healthcare shopping service in its \$620 million sale to a consortium of two private equity firms — the private equity arm of a real estate investment and asset management business and an operator/investor in the senior housing and care market.

Long-term Relationships Build Knowledge and Efficiency

Working with you on multiple business combinations as you grow and evolve helps us build understanding of your objectives and develop cost-saving efficiencies. For more than 20 years we represented a major communications technology company in more than 130 transactions, including four recent technology-focused acquisitions and a triangular merger. And for a leading U.S. producer of titanium mill products and fabricated metal components, we assisted in five major acquisitions and a divestiture of non-core operations.

Private Offerings for a Hotel Resort Company

We assisted a hotel resort company with multiple private securities offerings. These included a \$60 million private placement of common equity, a \$125 million private placement of equity, a \$250 million sale of common equity to a strategic buyer, a \$190 million private placement of preferred equity, and a \$675 million 144A bond offering.

Maintaining Original Compensation Intent During an Acquisition

The acquisition of a publicly traded company included revising the employment agreements of various key executives. We represented them in negotiating new compensation plans, including stock options and incentive stock and restricted stock agreements, to maintain all of the documents' consistency with the parties' original intent.

Behind Every Replay is a Great Tech Transactions Lawyer

We worked with a major provider of replay software to negotiate and draft licenses with college and professional sports teams and collegiate conferences for the provision of digital video editing software networks and instant replay technology. Licensees included the NFL, Canadian Football League, NCAA, and PAC 12, Big Ten, Big East and SEC conferences.

Deep Experience in Healthcare M&A

Supporting healthcare providers in their corporate transactions is one of our core practices – we know this territory well. We represented a major university and its affiliated hospital in its multimillion-dollar acquisition of an eye hospital and its inpatient and ophthalmology residency program, and with long-term academic affiliation agreements.

The Innovator and the Negotiator

Wearable body monitors for both healthcare and fitness are common devices. But not long ago companies developing these devices were pioneers. While our client concentrated on the technology, we helped them secure multiple equity financings and negotiate strategic alliance agreements, cooperative agreements and research agreements for development and distribution. We helped them respond to and resolve social media, infringement, recall, regulatory and indemnity issues. And ultimately, working with our Corporate Finance team, we assisted with the company's acquisition by another leading innovator in wearable technology.

Negotiating to Secure Critical Financial Institution Data

When one of the nation's largest financial institutions needed to store its sensitive data with two different data centers, we helped them negotiate the complexities of several different vital data center lease agreements, ultimately leading to two large data center deals.

Learn more at BIPC.com



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