



Representative Venture & Private Equity Financing Transactions

The firm's capabilities are best exemplified by the array of clients that turn to us for sophisticated legal advice. The firm's client list includes companies of varying sizes and geographic reach, spanning a wide range of industries. Our attorneys have counseled clients in equity financing transactions and private placements in industries including software, telecommunications, hedge fund, internet and e-commerce, medical technologies, insurance and green technologies. Our experience in finance, tax, capital structure, incentive compensation, intellectual property and in closing transactions is also applied in many of the financing transactions we handle. Our attorneys understand the differing needs of both issuers and investors, including financial and strategic investors.

Whether a technology or Internet emerging company, established corporation with international operations, or professional investment firm, many of our clients possess characteristics of growth-oriented companies, and we have provided many of them with legal assistance securing financing, including:

- Representation of a Microsoft Gold Certified Partner value added reseller (VAR) provider of vertical industry focused ERP software and services based on Microsoft Axapta/Dynamics, with a competency in both Microsoft Business Solutions and ISV/Software Solutions, concentrating on food and beverage and multi-channel retail industries, in its reorganization and \$7 million Series A equity financing from a local venture capital firm .
- Representation of a leading independent global supplier of subscriber-centric networks for mobile, fixed and converged telecommunications operators as U.S. securities counsel in connection with the company's Series A round of \$7 million and Seed round of \$1.25 million. The transactions included investments and counsel from three countries including the United States, United Kingdom and Germany. The company has been recognized in October 2007 as one of the leading U.K. tech firms, and its agreement to sell for \$140 million Euros was announced in January 2008.
- Representation of a provider of green and safe environmental remediation technologies that remedy the soil, water and soil gas pollution, in its capital raise and reverse merger, and with a follow on round that raised approximately \$4 million.
- Representation of several hedge funds in fund formation and their investment fund through private placement, which included offshore placements. Total capital raised exceeded \$100 million.
- Representation of several small cap public companies in securing private investment in these public entities, ranging in size from \$1.5 million to \$30 million in investment.
- Representation of a medical diagnostics imaging company focused on software and FDA-approved solutions for medical diagnostic imaging in the lung and emphysema area, in its reorganization and \$650,000 Series A equity financing from a venture capital firm.
- Representation of a Microsoft Gold Certified Partner independent software vendor (ISV) business process management company in the business process management industry focused on engineering design, development and licensing of dot-net business rules engine software that allows companies to quickly adapt to changes in their business environment, in its reorganization, \$1 million Series A equity financing and close to \$1 million Seed round issuance of Class B Common Stock.
- Representation of a major on-line commerce business, which is now the leader in the on-line art and framing business, in its initial equity financing round necessary to acquire its principle competitor.



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- Representation of a provider of reverse logistics services to health care and pharmaceutical companies in a financing arrangement involving warrant issuances for investor pledges of security in the form of irrevocable letters of credit.
- Representation of a local online/bricks&mortar health insurance and benefits brokerage firm and platform provider in the structure and successful completion of close to \$2,000,000 in Seed, Series A and debt financing. The firm has also overseen their compliance initiatives during launch with state insurance and banking laws and regulations.
- Representation of a local technology-based medical transcription company in its \$1.2 million Series A equity financing.
- Representation of a software development company focused on GUI interface and electronic interactive conversation advances, in connection with its Seed financing of \$1.5 million.
- Representation of a local group of Prairie Angel investors in a \$300,000+ co-investment in Series A Preferred Stock of Metalforming Controls Corp., a firm with patented technology with wide applicability in the areas of metalstamping and metalbending. The representation included, among other things, evaluation of investment terms and license transfer issues.
- Representation of a local venture investment group in its initial and follow-on investments totaling approximately \$1.7 million in an Internet telephony company that presented at the Midwest Venture Summit in 2004.
- Founding partners of the firm have also represented a leading permission email company in securing Series A equity funding of \$9,000,000, as well as in connection with certain facets of the company's Initial Public Offering.

The above transactions involved negotiation of term sheets, rights and preferences, cap tables, milestones, representations and warranties, disclosure issues and structured allocation of risk under indemnity provisions, each of which are critical components of financing transactions. Counsel included, among other things, securities compliance, transaction structure, capital structure, due diligence, corporate governance matters, employment and incentives, technology and licensing matters, and public statements. The firm regularly assists clients in the legal evaluation, securities law compliance and structuring for private placement transactions.

Each client's needs are unique. For some, negotiating advantageous provisions is key. For others, effective legal advice is crucial. Most often, a broad spectrum of concerns requires attention. However, no matter how diverse their legal needs, our clients turn to us for this common reason - detailed, creative and responsive consideration that translates into effective solutions at a fair cost.
