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MICHAEL D. HOOL

Practice:

Mr. Hool's practice is focused primarily on corporate and commercial representation, securities, finance and venture capital, mergers and acquisitions, corporate governance matters, and all aspects of counseling emerging growth companies. A large portion of Mr. Hool's practice is focused on representing established and emerging entities whose principal asset is intellectual property. Mr. Hool has significant experience in joint ventures and partnering transactions for companies of all sizes and types. Mr. Hool also has broad merger and acquisition experience, ranging from large hundred million dollar transactions such as the acquisition and financing of an NHL hockey franchise, the acquisition of recycling companies followed by an anticipated public offering of the acquirer, the sale of health care systems, consolidation of large franchise systems, o acquisition and sale of a variety of closely-held enterprises. Mr. Hool has assisted clients in structuring many different types of venture relationships, including: (i) a joint venture of seven health care systems; (ii) creating an intellectual property consortium whose members included the U.S. Army, universities and fortune 500 companies, and (iii) creating manufacturing and research joint ventures between U.S. companies and those in Mexico and India. Mr. Hool also regularly counsels boards of directors and shareholders of public and private companies on a broad variety of corporate matters. Finally, Mr. Hool has lectured and authored papers on a broad variety of topics, including securities law issues, managed care, venture capital and financing, and sale of business topics and he has served on boards of a variety of profit and non-profit entities.

Experience:

Hool Law Group, PLC, Phoenix, Arizona, (2008-Present) Managing Partner
Rogers & Hool LLP, Phoenix, Arizona, (2006-2008) Managing Partner
Rogers & Theobald LLP, Phoenix, Arizona, (2002-2006) Partner, Management Committee.
Mariscal, Weeks, McIntyre & Friedlander, P.A., Phoenix, Arizona, Partner (1994-2002), Chair of
Corporate and Securities Practice; Associate (1988-1994).

Education:

J.D., *cum laude*, Arizona State University College of Law, Tempe, Arizona,
Executive Managing Editor, Arizona State Law Journal
B.S. Finance, *honors*, Arizona State University, Tempe, Arizona

Sample

Affiliations:

Arizona Technology Investor Forum Selection Committee
Chair (2004), Vice-Chair (2003) Executive Board Member, Arizona Venture Capital Conference
Invest Southwest, Selection Committee and Board Member
Executive Board and Charter Member and President, The Indus Entrepreneurs (TiE)
Board Member (past), Phoenix Center for Community Development
Board Member (past), Humanitarian Aid Response Teams
Member, Arizona Business Leadership
Past Chair, Financing Task Force, Phoenix Chamber of Commerce
Member, American Bar Association, (various times) Securities Section, Intellectual Property, Emerging
Growth Ventures
Member, State Bar of Arizona, (various times) Corporate Section, Intellectual Property

Sample **Engagements**

See attached.

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SAMPLE ENGAGEMENTS

Corporate

Advise clients and prepare documentation for public and private corporate transactions, including documenting shareholder meetings, solicitation of proxies, advising board on fiduciary duty issues in connection with transactions, and assisting with public reporting requirements. Some typical examples include:

- Advising a board of a public company in connection with its acquisition strategy and counseling of the board in financial restructuring transactions;
- Advising small public company in connection with its roll-up acquisition of 71 franchisees into the public entity and advising the board on additional acquisitions; and
- Representing a variety of high-growth private corporations in connection with financial structuring and shareholder and board approvals for various rounds of private and institutional investment into the companies.

Joint Ventures/Collaborations

Counsel a variety of entities engaged in collaborative/joint venture activity. Some typical examples include:

- Representing seven health-care systems in the formation of a collaborative venture to share outcome and utilization review data;
- Representing the principals in the formation of a large intellectual property consortium consisting of the U.S. Army, major universities, and fortune 500 companies;
- Representing bio-technology products company in connection with joint ventures with large pharmaceutical corporations for vertical product markets;
- Representing privately-held technology based corporation in connection with joint venture relationships and large product delivery contracts in the United Arab Emirates and India; and
- Representing a small start-up in collaborations for manufacturing entities in China.

Mergers & Acquisitions

Negotiate and document a wide range of reorganization and purchase/sale transactions. Some typical examples include:

- Representing the purchaser of the NHL hockey team, including representation in connection with the acquisition, bank financing, and matters relative to arena rights;
- Representing the sellers in connection with the sale of two large hospital systems;
- Representing several sellers in a large roll-up of electrical contractors throughout the United States into publicly traded entity;
- Representing a recycling holding company to acquire twelve regional recycling companies and file for an initial public offering in the United Kingdom;
- Representing a franchise system to acquire a public entity and roll-up acquisitions of the franchisee stores; and
- Representing a variety of sellers and buyers of closely-held technology and manufacturing businesses.

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Technology

Counsel a broad variety of entities engaged in exploiting technology. Some typical examples include:

- Representing a major university in connection with its licensing of intellectual property and creation of spin-out companies;
- Representing several biotech enterprises through various rounds of financing and licensing of the technology; and
- Representing a cosmetics manufacturer and distributor in connection with its intellectual property rights throughout the world.

Finance

Representing a variety of investors and issuing companies in connection with financing transactions. Some typical examples include:

- Representing venture capital firms documenting investments in private companies;
- Creation of fund documentation in connection with venture fund formation and financing;
- Representing limited partnership in connection with the formation of private equity fund and documentation related to the fund raising and investments in portfolio companies; and
- Representing issuers in connection with various rounds of angel and institutional financings.

Regulatory

Representing a variety of entities in connection with regulatory compliance and licensing matters. Some typical examples include:

- Representing various issuers in connection with inquiries by the Securities and Exchange Commission or state regulators;
- Representing brokers and investment advisors in connection with regulatory inquiries and audit reviews; and
- Representing companies dealing with various state regulatory agencies, including the State Banking Department, Department of Real Estate, Securities Division, and Department of Insurance.

Real Estate

Representing a variety of developers in connection with acquisitions, development, fundraising and partnership agreements. Some typical examples include:

- Syndication of partnership transactions to build and develop medical office buildings; and
- Representing developers in connect with nationwide build-to-suit programs.

Start-Ups

Representing entrepreneurs in a broad variety of businesses on all phases of launch. Such services typically include:

- Entity formation and capital structure
- Seed, Angel and Venture finance

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- Transferring and documenting intellectual property
- Creating stock incentive and option plans
- Drafting agreements for important relationships among founders, employees, and big business partners