LANE POWELL

Corporate, Securities and M&A

Our team of corporate, securities, and M&A lawyers serve as more than just legal advisors — we are partners in growth with our clients, from startups to the Fortune 500. We offer a full range of corporate legal services and are proud to advise some of the Northwest's most established and respected companies, such as Nordstrom, Fred Hutchinson Cancer Research Center, REI, Noble House Hotels & Resorts, Prestige Care and Pendleton Woolen Mills on a range of business matters.

As business lawyers, we see our job as helping clients reach goals — this includes helping launch and secure financing for innovative startups, advising middle-market companies on tax and regulatory matters, and guiding privately-held as well as publicly-traded companies through complex financial, securities and strategic transactions. Our team has extensive experience representing clients in highly regulated, customer-facing industries, and we regularly advise companies looking to break into new markets domestically or internationally. Lane Powell is a member of The World Law Group, which provides us access to the legal knowledge of professionals across a network of 57 leading law firms in 76 countries worldwide.

Mergers & Acquisitions

We take the time to understand our clients' businesses, industries and goals, and tailor our approach to each client, regardless of deal size. We have completed deals, on both the buy-side and sell-side, for clients ranging from small family-owned or closely-held businesses, to middle-market companies, and to large public and multi-national businesses. We regularly leverage the technical skills of colleagues throughout the firm, in disciplines such as tax, antitrust, labor and employment, litigation, product liability, environmental and real estate to ensure that we are considering all angles of a merger, acquisition or other significant transaction. We work closely with public and private companies, investors, financial advisors, bidders and targets, and hostile and friendly parties on:

- Negotiated stock, asset and merger transactions;
- Tender offers;
- Due diligence;
- Leveraged buyouts;
- Proxy contests;
- Cross-border transactions;
- Going-private transactions;
- Shareholder agreements;
- Anti-takeover strategies and protections, including rights plans, poison pills and state control share acts;
- Joint ventures and strategic alliances; and
- Divisive reorganizations

Chambers® USA: America's Leading Lawyers for Business has recognized our Corporate, Securities and M&A Team as "among the best in town." One of its sources enthused "the extensive tenure, experience, and the genuine collegiality and team approach of the firm's partners not only brings all of the requisite expertise to any complex situation, but expedites the transaction process, lowering costs and enhancing decision-making." Our team is also highly ranked by *U.S. News – Best Lawyers®* for our work in mergers and acquisitions law.

Public Company Representation

Our attorneys have extensive experience in all areas of regulatory compliance and disclosure under the Securities Act of 1933 and the Securities Exchange Act of 1934. We routinely advise public companies in preparing their periodic filings with the Securities and Exchange Commission (SEC), including annual reports, proxy statements, Forms 10-K, 10-Q and 8-K, press releases and other shareholder communications. We also regularly interface with the SEC regarding clients' compliance and disclosure obligations.

We guide companies, their directors and executives in connection with Rule 144 and Section 16 reporting obligations, and we routinely counsel public companies on:

- Compliance with Sarbanes-Oxley, Dodd-Frank, JOBS Act and XBRL rules and regulations;
- Responding to demands by shareholder activists;
- Adopting insider trading policies and executive 10b5-1 trading plans;
- Stock repurchase programs, including plans under 10b5-1 and VWAP Plans;
- Dealing with shareholder proxy statement proposals;
- Responding to SEC comment letters;
- Requesting confidential treatment of materials filed with the SEC;
- Enterprise risk management and assessment;
- Going-private transactions; and
- Takeover preparedness.

Corporate Governance for Public & Private Companies

We regularly advise both public and private clients on a variety of corporate governance matters, including:

- Articles of incorporation, bylaws, shareholder and voting agreements, partnerships and limited liability company agreements, board committee charters, code of ethics and governance guidelines;
- Implementing and executing the annual director self-assessment process;
- Director independence assessments;
- Developing corporate policies responsive to governance-related exchange listing requirements and SEC regulations;
- Transition planning for family and other closely-held businesses;
- Shareholder disputes and dissident shareholder activism;
- Developments in the majority vote, shareholder access and e-proxy initiatives;
- Director and officer compensation practices and disclosures, including equity compensation guidelines;

- The impact of, and compliance with obligations arising under, the Foreign Corrupt Practices Act; and
- Document retention policies.

Our team is regularly called upon to assist in internal investigations of alleged wrongdoing and to advise Boards of Directors with respect to such concerns.

Securities Transactions Skills

Our broad securities transactional experience includes the issuance of securities in registered public offerings and private placements of both equity and debt securities.

Representing issuers, underwriters and investors, our attorneys provide time-sensitive advice and guidance in complying with federal and state securities laws and other requirements, including:

- Compliance with the Securities Act of 1933;
- Blue sky law compliance;
- SEC registration; and
- Dealings with rating agencies, trustees and stock exchanges.

We regularly counsel public and private companies in ongoing securities compliance in a manner tailored to meet the client’s level of need, internal expertise and available resources.

Experience

WelVU Inc. Private Placement of Convertible Debt & Preferred Stock

Advised WelVU, an emerging Healthcare IT company, in a private placement of convertible debt and preferred stock.

WMIH Corp. Strategic Investment by KKR

Served as local counsel in a strategic investment by KKR Management Holdings L.P. and KKR Fund Holdings L.P. (together, “KKR”), in WMI Holdings Corp. (WMIH), in which KKR purchased approximately $11M of WMIH’s convertible preferred stock, committed to purchase up to $150M of subordinated 7.5 percent PIK notes, and received five-year warrants to purchase approximately 61.4M shares of WMIH's common stock.

Bob Stone Freeway Autocenter Sale of Dealership Assets

Advised Bob Stone Freeway Autocenter in its sale of dealership assets to EBB Auto Co.

Hesco Bastion, Ltd. Acquisition of Controlling Interest in Reed Composite Solutions, LLC

Advised Hesco, a UK-based manufacturer of rapidly deployable protective barrier systems, in its acquisition of controlling interest in Reed Composite Solutions, LLC, a Washington-based manufacturer of body armor and protective barriers.

Evergreen EDC, LLC Asset Sale to SSOE, Inc.

Counsel to Evergreen EDC, an engineering firm located in Hillsboro, Oregon, in an asset sale to SSOE, an Ohio-based engineering firm.

Renewable Energy Trust Capital, Inc. Private Placements of Series A & B Preferred Stock

Counseled Renewable Energy Trust Capital in connection with private placements of Series A and Series B Preferred Stock.

Organically Grown Company Corporate Governance & Stock Issuance

Advised Organically Grown Company, the largest organic produce wholesaler in the Pacific Northwest, on corporate and governance matters, as well as in several issuances of company stock to an Employee Stock Ownership Trust.

WMIH Corp. Payoff of $130M First and Second Lien Notes and Discharge of Indentures

Advised WMIH in its payoff of $130M 13% senior first and second lien notes due 2030, and the satisfaction and discharge of the related indentures.

WMIH Corp. $600M Private Offering of Series B Convertible Preferred Stock

Served as local counsel and advised WMIH Corp. in its $600M private offering of Series B convertible preferred stock, which was used to finance the company's efforts to explore and fund acquisitions.

Stress-Tek, Inc. $20M Sale to Vishay Precision Group, Inc.

Advised Stress-Tek in its $20M sale to Vishay Precision Group.

Simpson Lumber Company, LLC $94.7M Sale of Sawmills to Interfor U.S. Inc.

Advised Simpson Lumber in the $94.7M sale of its sawmills to Interfor U.S. Inc.

Pasco Corporation of America Asset Sale of U.S. Manufacturing Business to Ajinomoto Toyo Frozen Noodles, Inc.

Advised Pasco Corporation of America, an Oregon subsidiary of a Japan-based baking company, in the sale of its U.S. manufacturing business to Ajinomoto Toyo Frozen Noodles.

Porsche Automobil Holding SE $55M Investment in Inrix, Inc.

Advised Porsche Automobil Holding, the holding company with a controlling interest in the Volkswagen Group, in its $55M investment in Inrix, a Washington-based provider of real-time traffic information.

Nordstrom, Inc. Equity Investment in Bonobos, Inc. Merchandise Line

Advised Nordstrom in an equity investment in Bonobos, Inc. merchandise line.

Pizza Blends, Inc. Stock Sale to C.H. Guenther & Son Inc.

Advised Pizza Blends, a leading producer of frozen and dry-mix pizza crusts and other custom flour-blended products, in its sale to C.H. Guenther & Son.

Valant Medical Solutions, Inc. Bridge and Venture Financings

Advised Valant Medical Solutions, the market leader behavioral health software for private practices, in its 2015 bridge and venture financings.

SCI Solutions, Inc. Acquisition of Clarity Health Services

Advised SCI Solutions, a health care software developer, in its acquisition of Clarity Health Services, an insurance billing platform.

Portland Economic Investment Corporation Investment Activities

Advised Portland Economic Investment Corporation in its investments in Portland Seed Fund II, Elevate Inclusive Fund LLC and Portland Seed Fund III.

OMSI Strategic Advice

Advise management and the board on governance, finance and other matters, including tax-exempt bond financings.

Nordstrom, Inc. $800M Revolving Credit Facility

Advised Nordstrom in its 2015 $800M revolving credit facility.

McCarty Flanigan LLC Acquisition of Schooner Creek Boat Works

Advised McCarty Flanigan LLC in its acquisition of Schooner Creek Boat Works.

Valley Co-ops Inc. $81M Merger With Valley Wide Cooperative

Advised Valley Co-ops in its $81M merger with Valley Wide Cooperative.

Valant Medical Solutions, Inc. A-2 Preferred Stock Financing and Recapitalization

Advised Valant Medical Solutions, the market leader behavioral health software for private practices, in its A-2 preferred stock financing and recapitalization.

Westminster Cracker Company, Inc. Acquisition of Dr. Lucy's

Advised Westminster Cracker Company in its acquisition of Dr. Lucy's, a gluten-free cookie company.

Seattle Apartment Finders Sale of Assets to Pointe3 Real Estate, LLC

Advised Seattle Apartment Finders in its sale of assets to Pointe3 Real Estate.

Represented 36045, Inc. d/b/a Gresham Toyota, Inc. in the Sale of Assets to Summit Auto Group Portland, LLC

Advised 36045, Inc. d/b/a Gresham Toyota in its sale of assets to Summit Auto Group Portland.

Caffe D'arte Purchase and Rebranding of Five Tully's Franchise Coffee Shops

Advised Caffe D'arte, a Seattle-based coffee shop and coffee bean wholesaler, in its purchase of five separate Tully's franchise coffee shop locations in and around Boise, Idaho.

Datacastle Corporation Acquisition of OEM Channel Partner's Business Unit

Counseled Datacastle, a data security company, in its acquisition of OEM Channel Partner's business unit.

Coos Grange Supply Asset Sale

Advised Coos Grange Supply in an asset sale.

K&L Distributors, Inc. Sale of Alaska Business to White Mountain Beverage, LLC

Advised K&L Distributors in the sale of its Alaska Business to White Mountain Beverage, LLC.

Lithia Motors, Inc. $1.85B Syndicated Credit Facility

Advised Lithia Motors in its 2015 $1.85B revolving credit line in order to support the company's operations and expansion.

Northwest Barrel, Inc. Acquisition of Vault Martini, Inc.

Advised Northwest Barrel in its acquisition of Vault Martini.

Dexter & Chaney, Inc. Buyout and Recapitalization by Pamlico Capital

Advised Dexter & Chaney, Inc. in its buyout and recapitalization by Pamlico Capital.

Dale White Motors Sale of Chrysler/Jeep/Dodge/Toyota Dealership to Rydell Group

Advised Dale White Motors in its sale of a Chrysler/Jeep/Dodge/Toyota dealership to Rydell Group.

Nordstrom, Inc. Exchange of 7% Senior Notes Due 2038 for up to $300M 5% Senior Notes Due 2044

Advised Nordstrom in Exchange of 7% Senior Notes Due 2038 for up to $300M 5% Senior Notes due 2044.

GPB Capital Holdings, LLC $40M Retail Energy Joint Venture

Advised GPB Capital Holdings in a $40M retail energy joint venture.

Nordstrom, Inc. $350M Acquisition of Trunk Club, Inc.

Served as primary securities counsel to Nordstrom, Inc. in connection with its acquisition of Trunk Club, Inc., a leading personalized clothing service for men.

creativeLIVE, Inc. Series A Preferred Stock Financing

Advised creativeLIVE, Inc., an online creative educator, in its Series A preferred stock financing.

Habitat for Humanity Merger of Local Affiliates Into Habitat for Humanity Seattle-King County

Counsel in the merger of Habitat for Humanity affiliates East King County and Seattle/South King County into a single affiliate serving all of King County.

Java Trading Co. Sale to Distant Lands Trading Company

Advised Java Trading Co. with respect to the company’s sale to Distant Lands Trading Company.

KAREC FCI, Inc. Sale and Related Transactions With Bentall U.S. Limited Partnership and Rushmore Partners LLC

Advised KAREC FCI, Inc. and its management in connection with its sale and related transactions with Bentall U.S. Limited Partnership and Rushmore Partners LLC.

Advanced H2O, LLC Sale to HM Advanced Holdings, LLC

Advised Advanced H2O, LLC and its management team in the sale of the company to HM Advanced Holdings, LLC.

Private Equity Purchase of Essential Baking Company

Advised private equity with respect to the purchase of Essential Baking Company.

Metropolitan Travel, Inc. Sale to Expedia, Inc.

Advised Metropolitan Travel, Inc. with respect to the company's sale to Expedia, Inc.

Highwire, Inc. Sale to Galileo International, Inc.

Advised Highwire, Inc. with respect to the company's sale to Galileo International, Inc., a subsidiary of Cendant Corporation.

ImageX.com, Inc. Acquisition of CreativePro.com, Inc.

Advised ImageX.com, Inc. in the acquisition of CreativePro.com, Inc.

ImageX.com, Inc. Sale to Kinko's, Inc.

Advised ImageX.com, Inc. with respect to the company's sale to Kinko's, Inc.

Enchanted Parks $19.3M Sale of Park to Six Flags, Inc.

Represented Enchanted Parks in the $19.3M sale of its park to Six Flags, Inc.

Nordstrom, Inc. $210M Sale of Façonnable Fashion House to M1 Group

Advised Nordstrom, Inc. with respect to the $210M sale of its Façonnable fashion house to M1 Group.

Döellken Woodtape, Inc. Sale of Wood Products Division to Edgemate, Inc.

Advised Döellken Woodtape on the sale of its wood products division to Edgemate, Inc.

Advanced H2O, Inc. Purchase of Bottling-Plant and Production-Facility

Advanced H2O, Inc. private stock financing and the purchase of bottling-plant and production-facility from CC Beverage, a U.S. subsidiary of Clearly Canadian Beverage.

Majiq Inc. Sale to TietoEnator, Inc.

Advised Majiq Inc. in its sale to TietoEnator, Inc.

Hanson Pipe and Products, Inc. Acquisition of Pacific International Pipe Enterprises, Inc. & Subsidiary

Advised Hanson Pipe and Products, Inc. on its acquisition of Pacific International Pipe Enterprises, Inc. and Pacific International Pipe Enterprises of Washington, Inc.

Hanson Pipe and Products Northwest, Inc. Acquisition of Assets From Hydro Conduit Corporation

Advised Hanson Pipe and Products Northwest, Inc. on its acquisition of assets from Hydro Conduit Corporation.

Nura, Inc. Acquisition of Primal, Inc.

Advised Nura, Inc. on its acquisition of Primal, Inc.

Brokk, Inc. Acquisition of North American Sales, Inc. and Pneuma-O-Ring International

Advised Brokk, Inc. on its acquisition of North American Sales, Inc. and Pneuma-O-Ring International.

K&L Distributors, Inc. Sale of Distribution Rights to Anheuser-Busch of Washington, Inc.

Advised K&L Distributors in the sale of its rights to distribute alcoholic and non-alcoholic beverages, related inventory and other related assets for its Washington State territory to Anheuser-Busch Sales of Washington, Inc., a subsidiary of Anheuser-Busch.

New Wave Group AB Acquisition of Ahead, Inc.

Advised New Wave Group AB in its strategic acquisition of Ahead, Inc., a Massachusetts-based headwear and apparel company.

New Wave Group AB Acquisition of of Paris Glove of Canada, Ltd.

Advised New Wave Group AB in the cross-border acquisition of Paris Glove of Canada Ltd, a Montreal, Canada-based manufacturer of gloves and golf apparel.

Rogers & Norman, Inc. Sale to Brown & Brown, Inc.

Represented Rogers & Norman in its sale to Brown & Brown, Inc. (NYSE: BRO).

MCM, Inc. Acquisition of Bacic Group, Inc.

Represented MCM, Inc. in its acquisition of Bacic Group, Inc.

Special Committee of Zones, Inc. Going Private Transaction

Advised Special Committee of Zones, Inc. (NASDAQ: ZONS) in its going private transaction.

Alaska Distributors Co. Sale of Washington Business to Columbia Distributors

Advised Alaska Distributors Co. in the sale of its Washington business to Columbia Distributors.

Fleischmann Office Interiors, Inc. Sale to Chukchansi, Inc.

Represented Fleischmann Office Interiors in its sale to Chukchansi, Inc.

Petrogas Energy Corp. $122M Purchase of Alcoa Intalco's Wharf, Pier and Associated Items

Advised affiliates of Petrogas Company in their purchase of Alcoa Intalco's wharf, pier and associated items for $122M.

Raisbeck Engineering, Inc. $20M Sale to Acorn Growth Companies

Assisted Raisbeck Engineering in the sale of its business to Acorn Growth Companies for approximately $20M.

Abcam PLC Acquisition of MitoSciences Inc.

Represented Abcam, a Cambridge, UK public company, in its acquisition of MitoSciences Inc., an Oregon-based leading developer of mitochondrial antibodies and mitochondrial assays.

Abacus Engineered Systems, Inc. Sale to Schneider Electric

Advised Abacus Engineered Systems, Inc., a U.S.-based leading provider of facility energy and engineering solutions, with respect to the company's sale to Schneider Electric.

Acquisition of Bank Holding Company

Negotiated, documented and filed all regulatory applications for client's acquisition for control of a $650 million bank holding company located in California.

Alaska Interstate Construction, L.L.C. Strategic Advise on Tercon Alaska Ltd. Receivership Asset Purchase

Advised Alaska Interstate Construction regarding possible acquisition of mining equipment out of Canadian court receivership proceedings in Vancouver, British Columbia.

Alltel Corp. Acquisition of Western Wireless Corp.

Represented Alltel Corp. (NYSE: AYZ) with respect to the company's acquisition of Western Wireless Corp. (NASDAQ: WWCA).

BNBuilders, Inc. Buyout of Co-Owner's Interests and Related Business Succession

Advised BNBuilders, Inc. in the buyout of co-owner's interests and related succession planning.

Brookdale Senior Living, Inc. Portfolio Financing, Entity Restructuring and Acquisition

Counseled Brookdale Senior Living in connection with separate FNMA and FHLMC portfolio financings, and assisted with entity restructuring after the major acquisition of a Washington-based company that is, like Brookdale, an owner/operator of senior living facilities on a nationwide basis.

Canadian Investment Fund Financing of Alaskan Oil and Gas Exploration Company

Represented Canadian investment fund with respect to its multi-million dollar financing of an energy corporation for oil and gas exploration in Alaska secured by oil and gas tax credits.

Dave's Killer Bread $275M Acquisition by Flowers Foods, Inc.

Represented members of senior management team in connection with the acquisition of Dave's Killer Bread by Flowers Foods, Inc.

Developed Crowd Funding Program for Small Business Organizations

Advised on all corporate and financing documentation for new crowdfunding site for small business financings.

Documentation Development for First Reverse Mortgage Product*

Drafted all documentation for the first national reverse mortgage product.

E. Masin Furniture Company, Inc. Sale to Seldens Interior Furnishings, Inc.

Advised E. Masin Furniture Company, Inc. in its sale to Seldens Interior Furnishings, Inc.

EPI Realty, Inc. Restructure of Wild Waves Theme Park

Represented EPI Realty in the restructure and management of Wild Waves Theme Park.

Greenpeace U.S. Restructuring*

Advised Greenpeace with regard to its reorganization the United States.

Gruma International Foods, S.A. Acquisition of Solntse Mexico

Represented Gruma International Foods with respect to its acquisition of all of the stock of a privately held company, Solntse Mexico, doing business in the Russian Federation.

Horizon Lines, Inc. $75M Term Loan for Purchase of Containerships

Served as local counsel for Horizon Lines, Inc. in its $75M term loan for the purchase of two D-7 class containerships.

ImageX.com Private Investment in Public Equity (PIPE) Financing of Common Stock

Advised ImageX.com, Inc. (NASDAQ: IMGX) with respect to the company's Private Investment in Public Equity (PIPE) financing of Common Stock.

ImageX.com, Inc. Sale of Extensis, Inc. to CelartemTechnology, USA, Inc.

Advised ImageX.com, Inc. with respect to the company's sale of Extensis, Inc. to CelartemTechnology, USA, Inc.

Loan Origination for an International Finance Company

Represented our international finance client in large pension cash flow purchase business and merchant advance business with product design and negotiation with state regulators.

Washington Partners, Inc. Sale of Seattle Business to Jones Lang LaSalle

Advised the owners of Washington Partners, previously Seattle's largest independent commercial real estate tenant brokerage agency, in the sale of their Seattle business to a subsidiary of Jones Lang LaSalle, an international commercial real estate company.

Factoring and Merchant Cash Advance Advice

Represented a large pension cash flow purchaser and merchant advance business with product design and dealing with various state regulators.

International Banking and Financial Services Company Revolving Line of Credit for Alaska Regional Native Corporation

Advised Interntional Banking and Financial Services Company on multi-million dollar credit facility to an Alaska Regional Native Corporation, performing due diligence review and drafting the transactional documents.

Intercoastal, Inc. Sale to Herndon Products, Inc.

Represented Intercoastal, Inc., a worldwide distributor of aircraft hardware located in Kent, Washington, in connection with the sale of substantially all of its assets to Intercoastal, LLC, a wholly-owned subsidiary of Herndon Products Inc.

Wells Fargo Bank, N.A. Financing of Alaska Company for Acquisition of Peak Oilfield Service Company

Represented Wells Fargo in performing due diligence review and drafting transactional documents, for a credit facility financing a native corporation's acquisition of Peak Oilfield Service Company.

J.F. Lehman & Company Acquisition of Ravn Air Group, Inc.

Served as local Alaska Counsel to J.F. Lehman & Company in negotiating and drafting documentation for its acquisition and financing of Ravn Air Group, Inc., a commercial passenger and cargo airline operating in Alaska.

Liberty Mutual Group Purchase of Safeco Corporation

Advised Liberty Mutual Group in the purchase of Safeco Corporation (NYSE: SAFC).

Lithia Motors, Inc. Acquisition of Rasmussen BMW/Mini and Mercedes Benz Dealerships

Acted as counsel for Lithia Motors in all aspects of the purchase of the Rasmussen BMW/Mini (Portland, Oregon) and Mercedes Benz (Portland and Wilsonville, Oregon) auto dealerships and related real estate.

501(c)(3) Corporate Merger for The Bar of San Francisco*

As principal outside corporate counsel to The Bar Association of San Francisco, merged two of its affiliated 501(c)(3) corporations.

NADEX Co. Ltd. Acquisition of Weltronic/Technitron, Inc.

Advised NADEX, a publicly traded Japanese company, in its acquisition of Weltronic/Technitron, Inc., a Michigan-based company engaged in resistance welding technology on a global basis.

Nordstrom, Inc. Investment in Peek, Aren't You Curious?

Represented Nordstrom in their strategic investment in the children's clothing company Peek, Aren't You Curious?

Nordstrom, Inc. Private Offering of $400M 5% Senior Notes Due 2044

Assisted Nordstrom in launching a private offering of $400M in an aggregate principal amount of 5% senior notes due in 2044, and a private exchange offer to repurchase 7% senior notes due in 2038 for up to an additional $300M in 2044 notes.

Nordstrom, Inc. Majority Interest Purchase in Jeffrey’s

Advised Nordstrom, Inc. (NYSE: JWN) with respect to the purchase of a majority interest in Jeffrey’s.

Nordstrom, Inc. Repurchase of Interests Held by Benchmark Capital and Madrona in Nordstrom.com, Inc.

Advised Nordstrom (NYSE: JWN) with respect to the company’s repurchase of the interests held by Benchmark Capital and Madrona in Nordstrom.com, Inc.

Oregon Health Authority and Oregon Insurance Division Medicaid Reform

Acted as Special Assistant Attorney General in connection with the reform of the Oregon Medicaid program, resulting in a network of new coordinated care organizations.

Oregon Public Employees Retirement Fund Strategic Real Estate Advice

Advise the Oregon Public Employees Retirement Fund in connection with property holdings, including arrangements with key asset investment firms involving acquisition, sale, leasing, management/operations and dispute resolution.

Prime Advisors, Inc. Sale to Sun Life Financial (U.S.) Investments LLC

Represented Prime Advisors Inc. and its shareholders in the sale of all of its outstanding shares of common stock to Sun Life Financial.

Renaissance Minerals Ltd. Acquisition and Financing of Alaska Mining Company

Represented Renaissance Minerals Limited (Australia) and Black Peak LLC (Alaska) with respect to the Alaska transactional documents and due diligence review for the sale and acquisition of all the membership interests in the Alaska entity.

Private Owners Sale of Interests to BNBT Builders, Inc.

Advised private owners in their sale of interests to BNBT Builders, Inc.

Roland Corporation U.S. Contest and Sweepstakes Development

Assisted music equipment company Roland Corporation in developing sweepstakes promoting international and national music competition featuring company's products.

CustomArray Inc. Acquisition by GenScript Biotech Corp.

Represented CustomArray Inc., a major DNA oligo pool synthesizing company, and its stockholders in connection with the sale of of its business to GenScript Biotech Corp.

SanMar Corporation Acquisition of Elcatex LLC

Represented SanMar Corporation in connection with its strategic equity investment in Elcatex LLC, a Honduran Company.

Simon G. Golub & Sons, Inc. Sale to Shrenuj and Company Limited

Advised Simon G. Golub & Sons, Inc. in its sale to Shrenuj and Company Limited.

Special Committee of Global Fundraising Company — Strategic Advice

Retained as counsel to advise the Special Committee of the Board of Managers of a Global Fundraising Company on strategic alternatives available to the company.

The Northwestern Mutual Life Insurance Company Sale of Frank Russell Company to the London Stock Exchange Group

Represented Northwestern Mutual, the majority shareholder of the Frank Russell Company, in connection with the sale of Frank Russell Company to the London Stock Exchange Group.

The Rex Group Corporate, Securities, M&A and Equity Option Contract Work*

As Chief Legal Officer for The REX Group (now called Unison), negotiated and documented a $21 million C-Round and a $115 million private fund financing and developed the documentation for the first multistate true home equity option contract program.

Thermal Hydra Plastics LLC Acquisition of Hydra Plastics Inc.

Represented Thermal Hydra Plastics in connection with its acquisition of Hydra Plastics, Inc., d/b/a Clearwater Spas, a manufacturer and distributor of hot tubs.

United Online, Inc. Acquisition of Classmates.com

Represented United Online, Inc. (NASDAQ: UNTD) with respect to the company's purchase of Classmates.com.

Wells Fargo Bank, N.A. Financing of Purchaser in the for Acquisition of Alaska Interstate Construction

Counseled Wells Fargo in the bank's financing of an Alaska company's acquisition of Alaska Interstate Construction, Inc., from AIC International, Nabors Alaska Services Corp and Peak Alaska Ventures, Inc.

Wells Fargo Bank, N.A. Loan for Business Park Acquisition in Boulder, Colorado

Represented Wells Fargo regarding a loan for Business Park acquisition of the commercial property known as the Twin Lakes Technological Park located in Boulder, Colorado.

Wells Fargo Bank, N.A. Credit Facility to Waste and Recycle Service Provider for Sale of Business to Waste Connections, Inc.

Performed, on behalf of Wells Fargo, due diligence review, negotiation and drafting of documentation for a interim credit facility to an Alaska-based Waste and Recycle Service Provider, for the sale of its business to Waste Connections, Inc.

Wells Fargo Bank, N.A. Financing of Acquisition and Construction of FedEx Ground Transportation Package-Handling Facility

Represented Wells Fargo in financing acquisition and construction of a FedEx Ground Transportation package-handling facility in Fairbanks, Alaska.

WSY, Inc. Sale of Manufacturing and Vessel-Sales Facilities

Represented WSY, Inc. in the sale of its expedition yacht manufacturing facilities in Washington state, and its vessel sales facilities in Ft. Lauderdale, Florida, among other assets.

WMIH Corp. Commutation of Multiple Insurance Trusts

Advised WMIH Corp. in the negotiation of commutation and release agreements pertaining to a number of insurance trusts.

Cutter & Buck Inc. Sale to New Wave Group AB

Advised Cutter & Buck with respect to its sale to New Wave Group AB.

Kennedy Associates Real Estate Counsel, Inc. Sale to Bentall U.S. Limited Partnership

Advised Kennedy Associates Real Estate Counsel in connection with its sale to Bentall U.S. Limited Partnership.

Sale of PSA Composites LLC to Weyerhaeuser Company

Represented PSA Composites LLC in sale of substantially all assets and business including patents and patent applications for low density, composite materials for use as alternative wood products to Weyerhaeuser Company.

Sale of Olympic Medical Corporation to Natus Medical Incorporated

Completed the sale of all outstanding capital stock of Olympic Medical Corporation by Stock Purchase Agreement from Jay A. Jones and Mary J. Jones to Natus Medical Incorporated.

Advanced H2O, LLC Sale to LaSalle Capital

Advised Advanced H2O with respect to its sale to LaSalle Capital.

Simpson Lumber Company Acquisition of Caffall Bros. Saw Mill

Conducted the purchase and sale of the Caffall Bros. saw mill business and assets from Caffall Bros. Forest Products, Inc., to Simpson Timber Company.

WMIH Corp. Redemption of $110M First Lien Notes and Discharge and Satisfaction of Indenture

Advised WMIH Corp in the redemption of $110M First Lien Notes and discharge and satisfaction of First Lien Indenture.

Nordstrom, Inc. $650M Public Debt Offering

Assisted Nordstrom, Inc. in completing a $650M public debt offering consisting of $350M in 4.00% senior notes due 2027 and $300M 5.00% senior notes due 2044.

SanMar Corporation $75.5M Acquisition and Licensing Arrangement of OGIO Products

Advised SanMar Corporation — a strategic partner of OGIO International, Inc. — in the $75.5M acquisition and ongoing licensing arrangement of OGIO products following its acquisition by Callaway Golf Company.

Epic Imaging, P.C. Sale of Assets to Center for Diagnostic Imaging, Inc.

Advised EPIC Imaging, an independent radiology clinic with four locations in the Portland, Oregon metropolitan area, in its sale of assets to the Center for Diagnostic Imaging (CDI), a national provider network for medical imaging services.

Homewatch International, Inc. Sale to Authority Brands, LLC

Advised family owners of Homewatch International, Inc. a home health services business, in sale of the company to Authority Brands, LLC.

WMIH Corp. Redemption of $18.2M Second Lien Notes and Discharge of Indenture

Advised WMIH Corp. in its redemption of $18.2M Second Lien Notes and discharge of indenture.

SanMar Acquisition of Volunteer Knit Apparel

Assisted SanMar in acquiring Volunteer Knit Apparel as part of its initiative around Made in USA fabrics, sweatshirts and t-shirts.

Nippon Paper Industries Co., Ltd. $285M Acquisition of Weyerhaeuser's Longview Liquid-Packaging Business

Represented Nippon Paper Industries Co., Ltd. in $285M acquisition of Weyerhaeuser's Longview liquid-packaging business.

1535 LLC Investment Group Formation

Advised on the formation of an investment group in connection with strategic acquisition of assets spun out of ESCO Corporation.

The Apogee Companies, Inc. Oregon Real Estate Investments

Advised Apogee, an investment arm of the Roy P. Disney family, on investments in Oregon real estate and operating businesses.

Cala Azul Holdings, LLC Acquisition of Southern Coastal Properties, LLC

Advised private acquiror in acquisition of Southern Coastal Properties, LLC, a resort located in Nicaragua.

Elmer's Restaurants, Inc. Going-Private Transaction

Advised board and management of Elmer's on going-private transaction.

Epson Portland Inc. Strategic Advice

Counsel to Oregon subsidiary of SEIKO Epson, a Japanese company, in connection with corporate, M&A, finance and other matters.

Harry's Fresh Foods, Inc. Investment by TSG4 L.P. & Affiliates

Advised on the investment by TSG4 L.P. and its affiliates into Harry's Fresh Foods.

Norm Thompson Outfitters, Inc. Strategic Advice

Advised Norm Thompson Outfitters on a wide array of matters over 25 years, including on the acquisition of the company from Parker Pen Company by a local investor group, and on the sale of Norm Thompson Outfitters to Golden Gate Capital.

Package Containers, Inc. Management Acquisition of Company

Advised Package Containers, a manufacturer of packaging materials, in a management-led buyout.

Yarmouth Group, Inc. Acquisition of Lodges & Disposition of Assets

Advised Yarmouth Group, an Australian real estate investor, on the acquisition of Salishan and Skamania Lodges, and the later disposition of those assets.

Pendleton Woolen Mills, Inc. Strategic Advice

Advise the board and management on governance, finance and other corporate matters.

Nau, Inc. Corporate & Finance Advice

Advised Nau on corporate and finance matters, including seed and Series A, Series B and Series C Preferred Stock offerings, as well as on the eventual sale of the company to a strategic acquiror.

Fios, Inc. Series A-E Preferred Stock Offerings

Advised Fios, Inc. on corporate matters as well as the company's Series A through E Preferred Stock offerings.

Ethicspoint, Inc. Series A & B Preferred Stock Offerings

Advised Ethicspoint on corporate matters, and Series A and B Preferred Stock offerings.

Prestige Care, Inc. Home Health Services Joint Venture

Advised Prestige Care, Inc. in the formation of a home health services joint venture.

Prestige Care, Inc. Joint Venture With Moda Health

Advised Prestige Care in the formation of a joint venture with Moda Health involving ProPac and Payless pharmacy businesses.

HealthLink Formation of Legacy Health System With Good Samaritan Corporation

Advised HealthLink and its affiliates in a combination transaction with Good Samaritan Corporation, resulting in the formation of Legacy Health System.

Oregon State University Foundation Investment Advice

Advised Oregon State University Foundation in connection with its holding of private investments, including corporate governance and other issues.

Triad Hospitals, Inc. Acquisition of McKenzie-Willamette Hospital

Represented Triad Hospitals, Inc. in its acquisition of McKenzie-Willamette Hospital and charitable settlement, including the creation of a community health foundation.

Oregon State University Alumni Association Restructuring

Advised Oregon State University Alumni Association on the restructuring of the association.

PACC Health Plans Acquisition by Health Systems International, Inc.

Advised PACC Health Plans in connection with its acquisition by Health Systems International, Inc., resulting in a charitable settlement and the formation of Northwest Health Foundation.

DataChannel, Inc. Sale to Netegrity, Inc.

Advised DataChannel on its sale to Netegrity.

PrimeStar Solar, Inc. Acquisition by General Electric

Represented PrimeStar Solar Inc., a thin-film solar panel manufacturer, in its acquisition by General Electric.

Airbiquity Series C Financing

Assisted Airbiquity in its successful $15M Series C financing.

7Seas Fish Co. Ltd. Acquisition of Alaska Fish Factory Ltd.

Served as Alaska counsel for Canadian-based 7Seas Fish Co. Ltd. in its acquisition of an Alaska shore-based seafood and fish processor, Alaska Fish Factory Ltd.

Bedrock Concrete Cutting, Inc. Private Acquisition

Advised Bedrock Concrete Cutting, Inc. in a private acquisition.

First Interstate Bank Aircraft Lending

Advise First Interstate Bank (formerly Bank of the Cascades, by way of merger) on maintaining its aircraft lending portfolio.

Jibe Consulting, Inc. Acquisition by The Hackett Group, Inc.

Advised Jibe Consulting in its acquisition by The Hackett Group.

New Avenues for Youth Joint Venture to Build and Operate the Dorothy Lemelson House & New Meadows Program

Advised New Avenues for Youth, a nonprofit organization dedicated to the prevention and intervention of youth homelessness, on a joint venture to build and operate the Dorothy Lemelson House & New Meadows Program.

Nordstrom, Inc. Offering of $350M 4% Senior Notes Due 2027 and $400M 5% Senior Notes Due 2044

Advised Nordstrom in an offering of $350M 4% Senior Notes due 2027 and $400M 5% Senior Notes due 2044.

People's Bank of Commerce Acquisition of Steelhead Finance LLC

Advised People's Bank of Commerce in its acquisition of Steelhead Finance LLC.

Petrogas, Inc. Acquisition of IXL Propane, Inc.

Advised Petrogas, Inc. in its acquisition of IXL Propane, Inc.

Prestige Care, Inc. $41M Real Estate Term Loan

Represented Prestige Care in its acquisition of a $41M real estate term loan.

Prestige Care, Inc. Sale of Joint Venture Interest in Hospice Provider

Represented Prestige Care in its sale of a joint venture interest in a hospice provider.

Procare Software Asset Purchase of Private Advantage

Advised Procare Software, a leading child care management solution, in its asset purchase of Private Advantage.

Swickard Auto Group Acquisition of Seattle Volvo

Advised Swickard Auto Group in its acquisition of Seattle Volvo.

Swickard Auto Group Acquisition of BMW of Eugene, Oregon

Advised Swickard Auto Group in its acquisition of BMW of Eugene, Oregon.

Lundberg, LLC Represented Seller in Sale of Business

Advised Lundberg, LLC in the sale of its business.

Anchor QEA LLC Acquisition of North Carolina-Based Professional Practice

Advised Anchor QEA LLC, a provider of science and engineering services, in its acquisition of a North Carolina-based professional practice.

Aviation Partners, Inc. Formation of Joint Venture With Flexsys, Inc. to Develop Wing-Morphing Technology

Advised Aviation Partners, Inc., a Seattle-based private corporation that specializes in performance enhancing winglet systems, in the formation of a joint venture with Flexsys, Inc. to develop wing-morphing technology.

Design and Direct Source, LLC Sale of Business to Strategic Buyer

Represented Design and Direct Source, LLC in the sale of its business to a strategic buyer.

Guardian Roofing Sale of Business

Advised Guardian Roofing in the sale of its business.

Kam Yen Jan Sale of Business

Advised the January Company, a leading manufacturer of Chinese-style meat products, in the sale of its business.

LANE PR Strategic Sale to Finn Partners, Inc.

Advised LANE PR — an experienced public relations, investor relations and digital marketing agency — in its strategic sale to Finn Partners, Inc.

Maintenance Connection Strategic Investment by TA Associates

Represented Maintenance Connection, a leading computerized maintenance management system, in a strategic investment by TA Associates.

Noble House Hotels & Resorts Refinancing of The Edgewater Hotel

Advised Noble House Hotels & Resorts in the refinancing of The Edgewater Hotel.

Site 9, Inc. Sale to Astound Commerce Corporation

Represented Site9, a software company that produced the first web-based collaborative wireframing and prototyping tool, in its sale to Astound Commerce Corporation.

Swickard Auto Group Acquisition of Everett Ford

Advised Swickard Auto Group in its acquisition of Everett Ford.

The Bank of Oswego Asset Sale to HomeStreet Bank, Seattle

Asset Sale to HomeStreet Bank, Seattle

Woodfeathers, Inc. Sale to Beacon Roofing Supply

Advised Woodfeathers in its sale to Beacon Roofing Supply.

Zones, Inc. $275M Credit Facility for Acquisition of nfrastructure Technologies, LLC

Advised Zones, a provider of comprehensive IT solutions, in its $275M credit facility for the acquisition of nfrastructure Technologies, LLC.

Abeja Trust Acquisition of Abeja Winery

Advised the Abeja Trust in its acquisition of Abeja Winery in Walla Walla, Washington.

ANZ Alaska Counsel on Financing Northern Star Resources' Purchase of Pogo Gold Mine

Served as Alaska counsel to Australia and New Zealand Banking Group Limited (ANZ) on its financing of Northern Star Resources' purchase of the Pogo gold mine.

B&D Industrial Inc. Strategic Acquisition

Advised B&D Industrial in a strategic acquisition.

Center for Infectious Disease Research Affiliation and Asset Transfer

Represented the Center for Infectious Disease Research in an affiliation and asset transfer.

Clario Medical Imaging Inc. Sale by Merger to Intelerad Medical Systems

Advised Clario Medical Imaging in its sale by merger to Intelerad Medical Systems.

Columbia Hospitality, Inc. Management of the Inn at Abeja and Vineyards

Advise Columbia Hospitality, Inc. on its management of the Inn at Abeja and Vineyards.

Crawford Scientific Strategic Transaction

Advised Crawford Scientific in a strategic transaction.

CRG Events Sale of Business to Opus Agency

Represented CRG Events in the sale of its business to Opus Agency.

DLF Pickseed USA, Inc. Acquisition of Assets of La Crosse Forage & Turf Seed, LLC

Advised DLF Pickseed USA, Inc. in its acquisition of assets of La Crosse Forage & Turf Seed, LLC.

Hoosiers Joint Venture With Wilshire Capital

Represented Hoosiers, a Japan-based real estate company, in its joint venture with Wilshire Capital.

Icon Powersports, Inc. Acquisition of Harley-Davidson of Eugene

Advised Icon Powersports, Inc. in its acquisition of Harley-Davidson of Eugene, Oregon.

Information Display Company Stock Sale to Carmanah Technologies Company

Advised Information Display Company, one of the industry’s most respected names in radar speed signs, in its stock sale to Carmanah Technologies Company.

Insurance Partners LLC Purchase of Miller Insurance

Represented Insurance Partners LLC in its purchase of Miller Insurance.

KinderCare Education 2018 Acquisitions of Early Education Centers Across the U.S.

Represented KinderCare Education in several acquisitions of early education centers across the U.S. in 2018.

Kinsel Ameri Properties, Inc. Sale of Maplewood Apartments

Advised Kinsel Ameri Properties in its sale of Maplewood Apartments.

Kinsel Ameri Properties, Inc. Purchase of Hogan Woods Apartments

Advised Kinsel Ameri Properties in its purchase of Hogan Woods Apartments.

Lithia Motors Auto Stores Acquisition of Six Prestige Family of Cars Dealerships in New Jersey

Represented Lithia Motors in its purchase of six dealerships from Prestige Family of Cars in New Jersey.

Lumedic, Inc. Acquisition by Providence St. Joseph Health

Advised Lumedic, a next-generation revenue cycle management platform based on blockchain technology, in its acquisition by Providence St. Joseph Health, one of the nation's largest health systems.

Porsche SE 2018 Investment

Represented Porsche SE, the holding company with a controlling interest in the Volkswagen Group, in its 2018 investments.

Porsche SE Follow-on Investment in Markforged

Represented Porsche SE, the holding company with a controlling interest in the Volkswagen Group, in its follow-on investment in Markforged.

SkinSpirit Holdings Private Equity Financing

Represented SkinSpirit Holdings in its private equity financing.

Swickard Auto Group Acquisition of Mercedes-Benz of Seattle

Advised Swickard Auto Group in its acquisition of Mercedes-Benz of Seattle.

Vibrant Cities, LLC Financing, Acquisition and Development Activities

Counsel Vibrant Cities in its financing, acquisition and development activities.

DiscoverOrg, LLC Asset Acquisition

Represented DiscoverOrg, a B2B lead generation and sales intelligence software company, in an asset acquisition.

DiscoverOrg, LLC Strategic Transaction

Represented DiscoverOrg, a B2B lead generation and sales intelligence software company, in an asset acquisition.

KinderCare Education Co-Counsel in Acquisition of Rainbow Child Care Centers (150 locations)

We served as Co-Counsel in KinderCare Education's acquisition of Rainbow Child Care Center, expanding the company's presence to 1,500 childcare centers serving 185,000 children in 40 states and Washington, D.C.

Siemens Oregon Counsel for Acquisition of Mentor Graphics

Served as Oregon counsel to Siemens in its acquisition of Mentor Graphics.

iFoodDecisionSciences, Inc. Acquisition of HarvestMark

Advised iFoodDecisionSciences, Inc. (iFood) on its acquisition from Trimble, Inc. of its food traceability and quality management business operating through Trimble's HarvestMark division.

Artificial Intelligence Technology Service $50.5M Series B Financing

Represented company in its $50.5 million Series B financing.

DCC Propane LLC Acquisition of Pacific Coast Energy

Represented DCC in its acquisition of Pacific Coast Energy representing a major expansion of DCC's retail propane operations into the Pacific Northwest.

Freestone Capital Management Acquisition of Controlling Interest in Quik Pik LLC

Represented Freestone in its investment in a platform company in connection with its execution of an industry roll-up strategy.

Give InKind, Inc. Convertible Debt Financing

Represented Give InKind in its convertible debt financing to enable Give InKind to expand its service to help people help others in need.

Harbor Wholesale Grocery Inc. Acquisition of Kent, WA Operations of Food Services of America

Represented Harbor in its acquisition of a distribution center from Food Services of America as part of the FCC-mandated divestiture of that DC in connection with the acquisition of FSA by US Foods, Inc.

iFoodDecisionsSciences, Inc. Series Seed Preferred Stock Financing

Represented iFood in its $10 million Series Seed financing. iFood develops food safety software products for the agriculture industry.

Tempered, Inc. Series B Preferred Stock Financing

Represented Tempered in its $17 million Series B financing. Tempered develops solutions for secure networking.

Vibrant Cities, LLC Advise on Real Estate Development Financing Transactions

Served as counsel to Vibrant in connection with its financing transactions to support its mixed-use and other commercial and residential real estate development activities.

Red Tricycle Inc. Sale to Tinybeans Group Limited
Represented Red Tricycle in its sale to Tinybeans which is an Australian public company.

Evrnu, SPC Series A Preferred Stock Financing
We represented Evrnu in its $10.6 million Series A financing which included impact investors from all over the world.

Porsche SE US Venture Investments
Served as counsel to Porsche SE with respect to its investments in US automotive and transportation-related technologies.

Hoosiers Holdings: Development of the Canyons
Advised Hoosiers on the JV agreement, service agreement, loan agreement with the bank and ancillary documentation surrounding the loan and various construction-related agreements.

KinderCare Education Acquisitions of Early Education Centers Across the U.S.
Represented KinderCare Education in several acquisitions of early education centers across the U.S.

Nonprofit & Governmental Organizations

Multnomah County Legal Aid Service, Inc. Combination With Oregon Legal Services Corporation
Advised Multnomah County Legal Aid Service in its combination with Oregon Legal Services Corporation.

** Denotes experience at a previous firm*

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