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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 primarily in Arizona, California, and the Rocky Mountain Region. A large portion of Mr. Hool's practice is focused on representing established and emerging entities whose principal asset is intellectual property, primarily with medical devices, IOT, and software. Mr. Hool has significant experience 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 has broad merger and acquisition experience, ranging from large hundred million dollar transactions such as the acquisition and financing of an NHL hockey franchise, roll-up acquisitions into public entities in the recycling, electrical contracting, web-hosting and temporary staffing industries, the sale of health care systems, to acquisition and sale of a variety of closely-held enterprises. 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, venture capital and financing, and sale of business topics and he has served on boards of a variety of profit and non-profit entities. He is an active angel investor with a portfolio that includes social media, medical device, and clean tech companies.

Experience:

Hool Coury Law, 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, Chair of Corporate and Securities Practice (1994-2002), 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:

Chair (2004), Vice-Chair (2003) Board Member, Arizona Venture Capital Conference
Selection Committee, Board Member(past) Arizona Technology Investors
Invest Southwest, Selection Committee and Board Member, multiple years
Board Member, Selection Committee, Biltmore Angel Group
BioAccel Board Member
Executive Board and Charter Member and President, various years, 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

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;
- Representing emerging companies in connection with various rounds of angel and institutional financings; and
- Representing issues in project finance and equipment leasing transactions.

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.

Private Equity

- Creation of fund formation documentation and investor capital formation transactions (venture capital private equity, venture-backed equipment lease pools, SBIC fund); and
- Representing funds in connection with portfolio investments and restructure and sale of portfolio companies.

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 six regional recycling companies in anticipation of a 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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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
- Transferring and documenting intellectual property
- Creating stock incentive and option plans
- Drafting agreements for important relationships among founders, employees, and business partners

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.

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 start-up in collaborations for manufacturing entities in China, Singapore, and Malaysia.

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.