



Lawrence M. Braun

Partner

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PRACTICE AREAS

- Corporate
- International Practice

INDUSTRIES

- Aerospace and Defense
- Digital Business
- Food and Beverage
- Healthcare
- Private Equity
- Sports

OVERVIEW

Larry Braun is the former Co-Chairman of the firm's Corporate Practice Group. In addition to his law degree, Mr. Braun holds an M.B.A. in Finance from the Kellogg School at Northwestern University and has attained the New Jersey C.P.A. Certificate Requirements. Mr. Braun was previously a managing director of the largest private investment banking firm on the west coast. Mr. Braun is resident in the firm's Los Angeles office where he represents public and private companies in the areas of mergers and acquisitions, corporate finance, securities and general business.

Areas of Practice

Mr. Braun is an advisor to clients ranging from family-owned businesses to multi-national corporations in many diverse industries such as high-tech and computers, health care, consumer goods, aerospace and defense, and grocery and food service. His principal areas of practice are general corporate law, corporate finance and securities law, mergers and acquisition transactions, contractual matters (including licensing and distribution arrangements), healthcare transactions and general business counseling.

EDUCATION

- J.D., Northwestern University, 1981
- M.B.A., Northwestern University, 1981
- A.B., Rutgers College, 1977

EXPERIENCE

Transaction Experience

Mergers and acquisitions of both private and public companies - (primary responsibility for approximately 500 transactions)

Cross-Border Transactions

Distressed company M&A transactions, including in bankruptcies

Complex "corporate divorces" through redemptions and dissolutions

Numerous private placements of equity and debt securities

Joint venture(s) and strategic alliances

Executive incentive plans for private companies

Negotiation of numerous complex business and financial relationships

Representative Transactions

Mergers and Acquisitions; Recapitalizations

Represented Dynamic Medical Systems, Inc. and its shareholders in the sale of its equity to Invacare Continuing Care, Inc.

Represented AutosplICE, Inc. in its sale to JH Whitney Capital Partners, LLC.

Represented DDC Internet, Inc. in the sale of its stock to Everyday Health Media, LLC.

Represented the shareholders in their sale of preferred shares in EGO, Inc.

Represented the owners of Miami Diver, Inc. in a merger transaction with Parker Diving Service Inc. and its affiliates.

Represented ACT Litigation Services, Inc. in the sale of its assets to an affiliate of The Dolan Company (NYSE: DM).

Represented Everything Furniture Inc. in its acquisition by One Way Furniture Inc. in a cash/stock forward triangular merger.

Represented Northrop Grumman Systems Corporation in the sale of the Information Technology Outsourcing Contract for the County of San Diego and related assets.

Represented Herbalife Ltd. (NYSE: HLF) in a reverse triangular merger with iChange Network, Inc.

Represented Nelson Name Plate Company in the sale of its capital stock to an affiliate of Superior Capital Partners LLC.

Represented Herbalife Manufacturing, LLC in the asset acquisition of Micelle Laboratories, Inc.

Represented Consolidated Precision Products, an entity owned by Arlington Capital Partners, in its acquisition of Wollaston Alloys, Inc.

Represented Applied Computer Solutions in its sale of substantially all of its assets to ACS (US), Inc. and ACS Holdings (Canada) Inc.

Represented Sanders Industries in the acquisition of stock of Fabritech, Inc.

Represented Kelcourt Plastics, Inc. in the sale of assets to PPC Industries, Inc.

Represented Northrop Grumman Corporation in the purchase of assets of EchoStorm Worldwide, LLC.

Represented Lenovo Group Limited in connection with its acquisition of the stock of

Dingus Labs, Inc., dba Switchbox Labs.

Represented Taiwan-based DM Label Group in its acquisition by Avery Dennison Corporation (NYSE: AVY).

Represented Universal Protection Service in the acquisition of Shield Security and Bower Security.

Represented The City of Pasadena/The Rose Bowl in the Rose Bowl Renovation Project which raised approximately \$156 Million in a bond financing (the largest offering in the city's history) in order to renovate The Rose Bowl.

Represented Raybern Foods, Inc. in the sale of a controlling interest in its subsidiary Raybern Foods, LLC to TSG Raybern, Inc.

Represented Mars Air Systems, LLC in the sale of assets of its Ares division to Essick Air Products, Inc.

Represented L.A. Die Casting Acquisition, Inc., a subsidiary of Sanders Industries, in the acquisition of assets of Del Mar Industries.

Represented Arrowhead Brass & Plumbing, LLC and Alhambra Ave. Real Estate, LLC in the purchase of assets from California Assignments, LLC

Represented Fiesta Mexicana Market, L.P. and Fiesta Warehouse, LLC in the sale of assets to Bodega Latina Corporation.

Represented Mars Air Systems, LLC in the management buyout of the assets of Mars Sales Company

Represented Advanced Sleep Medicine Services, Inc. in the sale of assets to High Road Capital Partners

Represented Sky Blue Foods, LLC, a newly formed subsidiary of Connecticut Pie, Inc., d/b/a Diana's Bakery, in connection with acquisition of assets of Simply Blues Food Marketing, Inc.

Represented Applied Computer Solutions in the sale of assets to affiliates of Pivot Acquisition and SCF Growth Equity Ltd.

Represented Sanders Industries in the acquisition of assets of Pratt & Whitney Composites, Inc.

Represented eWork in the sale of assets to ZeroChaos.

Represented a shareholder of Alfred Publishing Co., Inc. in a sale of shares to the Alfred Publishing Co., Inc. ESOP.

Represented Universal Protection Service in the purchase of assets from D.N. Security Services, Inc.

Represented Northrop Grumman Information Technology, Inc. in the divestiture of its

National Support Services division to National Support Services (North America), LLC.

Represented Trio Engineered Products, Inc. and its affiliates (a domestic and Chinese business) in the recapitalization by Navis Capital Partners, a Hong Kong PEG.

Represented Chace Productions, Inc. in the sale of its assets to Deluxe Digital Media Management, Inc.

Represented Portal Group Holdings in the acquisition of assets by affiliates of Ascension Insurance Holdings.

Represented Northrop Grumman Systems Corporation in the acquisition of the KillerBee product line from Swift Engineering Inc.

Represented Northrop Grumman Systems Corporation in the acquisition of Sonoma Photonics, Inc.

Represented Workway Nursing, Inc. in the acquisition of Outsource Medical, Inc.

Represented GHD, Inc. in the acquisitions of CSA Engineering and Arizona Engineering Company and the merger with Stearns & Wheler, LLC.

Represented Etilize, Inc. in the sale of a majority interest to Encodex International GmbH.

Represented GHD, Inc. in the acquisition of RoseWater Engineering, Inc.

Represented Demo Systems LLC in the sale of its business to Teledyne Technologies Incorporated.

Represented the majority shareholder of Temcor in the sale of the company to an affiliate of Solis Capital Partners, LLC.

Represented the shareholders of Allied Veneer Company in a sale of assets to Forest Plywood Sales, Inc.

Represented Clifford Public Relations LLC in a sale of its assets to Bratskeir & Company LLC, a subsidiary of MDC Partners Inc. (MDZA:TSX; MDCA:NASDAQ).

Represented Northrop Grumman Guidance and Electronics Company, Inc. in the divestiture of its Electro-Optical Systems business unit to L-3 Communications Corporation.

Represented Detection Logic Fire Protection, Inc. and its affiliate Detection Logic, Inc. in the acquisition of Pratt Landry Associates, Inc. and Vantronics Security Systems.

Represented 100 Spears, LLC in the acquisition of the assets of eWork, Inc. and its subsidiaries.

Represented Two Chefs On A Roll, Inc. (TCOR) in the sale of its business to Bakkavor Group HF, a wholly-owned subsidiary of Bakkavor London Limited (OMX ICE: BAKK).

Represented Marketing Software Company and its principal shareholder in the sale of all

of the stock of the company to Datagence, Inc., a wholly-owned subsidiary of V12 Holdings Inc.

Represented Longs Drug Stores California, Inc. in the exchange of stores and prescription files of 17 pharmacies located in Nevada, Oregon, Washington and California.

Represented Longs Drug Stores California, Inc. in the acquisition of the assets of PharMerica, Inc., PharMerica Drug Systems, Inc., and Pharmacy Corporation of America, each a subsidiary of AmerisourceBergen Corporation (NYSE: ABC).

Represented Alcatel-Lucent in the purchase of 100% of the equity interests of Informiam, LLC.

Represented Norlaine, Inc. in the sale of its stock to a wholly-owned subsidiary of SAS Financiere Cofrad.

Represented Allegro Mfg. Inc. in the sale of its stock to a wholly-owned subsidiary of Conair Corporation.

Represented SupplyEdge, Inc. d/b/a PCNAAlert in the sale of its assets to Information Handling Services Inc., a wholly owned subsidiary of IHS, Inc. (NYSE: IHS).

Represented Maly's of California, Inc. in its sale to L'Oreal USA, Inc.

Represented The Rose Bowl in its negotiations with the National Football League.

Represented Custom LeatherCraft Mfg. Co., Inc. ("CLC") in its recapitalization with Stephens Capital Partners, LLC.

Represented Longs Drug Stores in the exchange of stores with Rite Aid.

Represented Sanders Industries in the acquisition of membership interests of Ultracast, LLC.

Represented California Wholesale Material Supply, Inc. (CalPly) in its sale to L&W Supply, the distribution subsidiary of U.S. Gypsum Company.

Represented Longs Drug Stores in the sale of stores located in California and Colorado to Walgreen Co.

Represented Ultra Pro LP in the sale of its assets to an affiliate of Marlin Equity Partners, LLC.

Represented Detection Logic Fire Protection, Inc. in its acquisition of Dialcom System Services, Inc.

Represented Safety Systems Hawaii, Inc. and affiliates in a sale to an affiliate of Marwit Capital Partners II, L.P.

Represented Longs Drug Stores in the acquisition of pharmacies located in Hawaii and California from PharMerica, Inc., Alchemy Distributors, and Brilor, Inc.

Represented Deskmakers, Inc. in its acquisition of the assets of RJLA Officeworks.

Represented David M. Lewis Company, LLC in its recapitalization with Gryphon Investors.

Represented Ryan Herco Products Corp. in its sale to Flow Solutions Holding, Inc.

Represented Sanders Industries in the acquisition of Northern Engineering (USA) Inc.

Represented Universal Protection Services in a recapitalization.

Represented Venbrook Specialty Services, LLC in purchase of majority interest in AVI Risk Services, LLC and purchase of minority interest in AVI Insurances Services, LLC.

Represented Warren National University (formerly known as Kennedy Western University) in a recapitalization.

Represented Professional Appearances, Inc. dba AllHeart, in its sale to Friend Skoler & Co., Inc.

Represented Beckman Coulter, Inc. in the acquisition of Lumigen, Inc.

Represented Smith-Cooper International, Inc. in its equity recapitalization with ZS Fund L.P.

Represented Prime Wire & Cable, Inc. in its sale to YFC, a Taiwan-based public company.

Represented Pacific Architects and Engineers, Incorporated (PAE) in its sale to Lockheed Martin Corp.

Represented Barrington Associates in its sale to Wells Fargo & Co.

Represented Longs Drug Stores in connection with its purchase of numerous pharmacies from Network Pharmaceuticals, Inc.

Represented The Boeing Company in the acquisition of Aviall Inc.

Represented Music Reports, Inc. in its sale to ABRY Group.

Represented Universal Care, Inc. in the sale of its health plan assets to Health Net of California, Inc.

Represented Adams Rite Manufacturing Co. in its sale to ASSA ABLOY Inc.

Represented InfoLink Screening Services, Inc. in its sale to Kroll Background America.

Represented Campbell Companies in the sale of substantially all their assets to BMC Construction, Inc.

Represented Transamerican Auto Parts in its sale of assets to Bear Stearns Merchant Manager II, LLC.

Represented The Boeing Company in the sale of its Commercial Airplanes Operations in

Kansas and Oklahoma to Onex Corporation.

Represented TestEquity, Inc. in its sale to Evercore Capital Partners.

Represented Capital Drywall, Inc. in the sale of its assets to an affiliate of Goense Bounds & Partners.

Represented Sanders Industries in the acquisition of Creavey Seal Company, d/b/a G.F.C., Inc.

Represented Rubbercraft Corporation of California, Ltd. in the acquisition of Bobber Products, Inc.

Represented Sonoma Design Group in connection with its merger with L-3 Communications Corporation.

Represented Specialty Surgical Centers in the sale of certain ownership interests to Symbion Ambulatory Resource Centres, Inc.

Represented Automatic Rain Company (dba Horizon) in the sale of its assets to SCP Pool Corp.

Represented Chartwell in the sale of Boeing aircraft to T. Petters, Inc.

Represented Canfield and Associates, Inc. in connection with the sale of substantially all of its assets to Provider HealthNet Services Inc.

Represented Boeing Capital Corporation in the sale of its commercial lending and leasing business to General Electric Capital Corporation.

Represented the shareholders of All State Tours, Inc. in a sale of stock to Travelocity.com.

Represented Gray Case Investments, Inc. and its affiliates in the sale of their Honeybaked Ham franchises to HBH Oregon Co., LLC.

Represented Walnut Investment Corp. in a sale of stock to an affiliate of Quad-C Management, Inc.

Represented management in the acquisition by Management and Warburg Pincus LLC of SDI Media Group, Inc.

Represented The Boeing Company in the sale of assets related to the business of manufacturing and supplying technologically advanced composite products to The Boeing Company's commercial airplane programs to Triumph Composite Systems.

Represented Northrop Grumman Corporation in connection with the sale of assets related to two businesses to L-3 Communications Corporation.

Represented Entertainment Partners in its sale to GEP Administrative Services, Inc., an ESOP owned company.

Represented Molecular Bioproducts, Inc. in its sale to Sybron Laboratory Products

Corporation.

Represented the Special Committee of the Board of Directors of Raytel Medical Corporation in its sale to SHL Telemedicine Ltd., an Israeli corporation.

Represented Ultra Pro in the purchase of assets of Rembrandt Photo Services through an assignment of assets to a third party for the benefit of Rembrandt's creditors.

Represented Dow Stereo/Video Inc., in its sale of assets to Tweeter Home Entertainment Group, Inc.

Represented Maloney Vision Institute in connection with its sale of assets to CLEAR.

Represented L. Powell Company and its shareholders in a recapitalization by Windward Capital.

Represented KIK International, Inc. in its acquisitions of T-Chem Holdings, Inc.

Represented Gregg Industries in sale of its stock to Neenah Foundry Company.

Represented Corvest Promotional Products, Inc. (a Trivest Companies portfolio company) in its acquisition of Gootnick Enterprises, Inc.

Represented Northrop Grumman Corporation in purchase of the assets of California Microwave, Inc.

Represented Vertex Systems, Inc. in the sale of its assets to Digital Evolution, Inc.

Represented Northrop Grumman Corporation in its purchase of certain assets of Teledyne Industries, Inc.

Represented Sanders Industries in the acquisition of assets from Leggett & Platt, Inc.

Represented Northrop Grumman Corporation in its acquisition of Data Procurement Corporation, Inc. d.b.a. DPC Technologies.

Represented Sierracin Corporation in the sale of the assets of its Sierracin/Harrison business unit to Stanley Aviation Corporation.

Represented Biltolast Products, Inc. in its acquisition of Bailey Bridges, Inc.

Represented Higher Octave Music, Inc. in its sale to Virgin Records America, Inc.

Represented The Boeing Company in the sale of assets of its electrical bundle assemblies business to Labinal-Corinth, Inc., a subsidiary of Snecma.

Represented The Boeing Company in the sale of its commercial electronics operating unit to BAE Systems Controls, Inc.

Represented Rembrandt Photo Services and its shareholders in a recapitalization by Centre Partners.

Represented BKK Corporation in the sale of assets to Browning-Ferris Industries.

Represented Northrop Grumman Information Technology, Inc. in connection with its acquisition of Mobile Access Software, Inc.

Represented Northrop Grumman Space & Mission Systems Corp. in its acquisition of Illgen Simulation Technologies, Inc.

Represented buyer in the purchase of shares of a Pepsi bottler utilizing an ESOP and the related negotiation of bank financing.

Represented Certified Grocers of California, Ltd. in its acquisition of Hawaii Grocery Stores, Limited, including a real property sale and leaseback and issuance of preferred stock. A competing bidder was also involved.

Represented buyer in the acquisition of Digital Transmission Systems, Inc.

Represented Allen Acquisition Company in connection with the acquisition of the stock of The J. Allen Corporation, which is engaged in the manufacture and distribution of closed circuit television control systems and components for distribution of television programming to the health care industry.

Represented The Boeing Company in the acquisition of the stock of Frontier Systems, Inc.

Represented Maas-Hansen Steel Corporation in its redemption of shares of its stock.

Represented The Antique Guild, Inc., a chain of antique stores, in its sale of assets to TAG Acquisition Corp.

Represented Northrop Corporation in the sale of the assets of its Defense Securities Systems Department of its Defense Systems Division to General Dynamics Corporation.

Represented Welch & Associates, Inc. in its acquisition of the assets of Thompson & Thompson Insurance Agency, Inc.

Represented The Guild, Inc. in its merger into Thrifty Corporation.

Represented Northrop Corporation in the sale of a subsidiary, Wilcox Electric, Inc., engaged in the manufacture of aircraft landing system equipment, to Thompson S.A.

Represented the selling shareholders of U.S. Administrators, Inc., a health care administrator, in its sales to Crown America Holding Company.

Represented the company in the reorganization of Grand Champions Resort Development Corporation, the prior owner and developer of Hyatt Grand Champions of Indian Wells, California.

Represented Rancho Industries, Inc. in the sale of its assets to Monroe Auto Equipment Company.

Represented F.D. Titus & Son, Inc. in the sale of the assets of its veterinary division to a subsidiary of Conagra.

Represented Honeywell Inc. in the acquisition of certain proprietary technology.

Represented Hansen Beverage Company in the sale of its assets to Unipac Corporation.

Represented Northrop Corporation in the formation of a joint venture company with The Carlyle Group and the acquisition by the joint venture company of LTV Aerospace and Defense Company.

Represented the Buyer of radio stations KOQO AM and KQPW FM.

Represented Delta Pharmaceutical in its merger into Medisys, Inc.

Represented Pathologists' Clinical Laboratories of Glendale, Inc. in the sale of its assets to Physicians Clinical Laboratories.

Represented management in the purchase of the stock of Hollywood Film Company.

Represented F.D. Titus and Son, Inc. in the purchase of a medical supply business from Deckert Surgical Company, Inc.

Represented the founders of an investment advisory business in the acquisition of assets to that business from Houlihan Lokey Howard & Zukin, Inc.

Represented F.D. Titus and Son, Inc. in the purchase of a medical supply business from Bel Air Surgical.

Represented American Health, Inc., a managed care company in its acquisition of Integrated Medical Marketing Systems, Inc.

Represented the Management Group in a leveraged buy-out of The Scientific Services and Systems Group division of Wyle Laboratories in conjunction with William E. Simon and Sons, Inc. and The CIT Group/Business Credit, Inc.

Represented Northrop Grumman Corporation in the acquisition of certain assets and technology from Hexcel Corporation.

Represented TrendWest Acquisition Group in the purchase of assets of a manufacturing business from a debtor-in-possession.

Represented Kuraya Corporation in the sale of stock of IBRD-Rostrum Global, Inc. to Phoenix International Life Sciences.

Represented Pacific Fitness Corporation in the sale of certain product lines to Stairmaster Sports/Medical Products, Inc.

Represented Financial Network Investment Corporation in its merger with an affiliate of Aetna, Inc.

Represented HemaCare Corporation in the sale of its Gateway Community Blood Program Division to Haemonetics Corporation.

Represented West Coast Cogeneration, Inc. in the sale of a cogeneration facility to

Minnesota Methane LLC.

Represented BKK Corporation in the sale of assets to Browning-Ferris Industries.

Represented the shareholders of Post Optical Services, Inc. in its sale to All Post, Inc.

Represented the selling shareholder of Douglas Roesch Communications, Inc. in its sale to Pinkertons, Inc.

Represented Gateways Mind Tools, Inc. in its acquisition of the assets of North American Gateways Corporation.

Represented Northrop Grumman Corporation in the sale of its Norwood Division to AlliedSignal, Inc.

Offerings

Private placements for companies in industries such as distribution, real estate, bio-technology, health care, etc.

Represented Lignetics, Inc. in a private placement of common stock and subordinated secured notes.

Represented Wedbush Morgan Securities as underwriter for The Sirena Apparel Group, Inc.

Represented Allen Technologies, Inc. in the placement of securities with Precision Industries, Inc.

Represented ACC Consumer Finance in its underwritten offering of common stock.

Represented Naturade, Inc. in the sale of common and convertible preferred stock.

Represented Churchill Environmental & Industrial Equity Partners, L.P. in an equity investment in Horizon Waste Services, Inc.

Represented Celtic Capital Corporation in its issuance of subordinated debt.

Represented La Toque, LLC, a restaurant located in the Napa Valley, in its initial private placement of securities.

Financing and Venture Capital

Represented Adir International LLC dba La Curacao in the sale of Series B Preferred Units to Adir Services Corp.

Represented Wheels Financial Group, Inc. dba 1-800-LoanMart, in connection with a revolving loan agent by Crystal Financial LLC.

Represented Northrop Grumman Systems Corporation in the Series C financing of Daylight Solutions, Inc.

Represented Universal Services of America, Inc. in the senior debt refinancing with Comerica Bank and a mezzanine financing with Caltius Partners

Represented Evolution Fresh, Inc. in a convertible preferred stock financing

Represented Universal Services of America, Inc. in a recapitalization with Comerica Bank and Caltius Partners.

Represented Venbrook Group, LLC in the investment in it by Creo Capital Partners.

Represented the principal shareholders of Life Generations Healthcare, LLC in a recapitalization.

Represented LT Napa Partners, LLC and Mr. Ken Frank, principal owner and head chef of the fine dining establishment "La Toque," in the private offering of securities by LT Napa Partners, LLC to raise funds for the build-out and operation of a fine dining establishment at the Westin Verasa Napa Residences Hotel.

Represented Vantage Media in a \$70 million Series A preferred financing led by Montgomery & Co., Scale Venture Partners, Tudor Ventures and Integral Capital Partners.

Represented Adir International, LLC (dba La Curacao) in the sale of a minority interest to an affiliate of Citigroup Venture Capital.

Represented various venture capital funds and pension funds in venture capital investments.

Represented various companies in their sale of securities to venture capital investors.

Represented Northrop Grumman Corporation and a venture capital subsidiary in connection with a sale of the subsidiary's assets to certain venture capital funds.

General Corporate

Acting as general counsel for approximately 60 middle market companies in various industries.

HONORS

- Top Corporate/Mergers & Acquisitions Lawyers, Chambers & Partners', 2006, 2007, 2008, 2010, 2011
- Recognized, Mergers & Acquisitions, *Legal 500*, 2007, 2008, 2009, 2010, 2011
- Southern California Super Lawyer, 2007, 2008, 2009, 2010, 2011, 2012
- Which Lawyer?, Corporate/M&A, Practical Law Company, 2007, 2008, 2009, 2011
- Top corporate lawyer in Los Angeles, *Los Angeles Business Journal*, 2007
- Finalist, Lawdragon 500 Leading Lawyers In America, *Lawdragon Magazine*, 2007
- Top Dealmaker, *Lawdragon*, 2007
- Best Lawyers in America, 2006, 2007, 2008, 2009, 2011, 2012

MEMBERSHIPS

- Former member, Executive Committee of the Los Angeles County Bar Business and Corporations Law Section

ARTICLES

- Breaking Up Is Hard To Do 'Business Divorces', *Los Angeles Daily Journal*, October 3, 2008
- Earnouts: Love 'em or Leave 'em, *San Diego Daily Transcript*, September 23, 2008
- M&A Confidential: The Role of Nondisclosure Agreements, *Los Angeles Daily Journal*, September 15, 2008
- A Slalom Course for Foreign Investors, *Legal Times*, April 16, 2007
- Incentives for Employees of Privately-Owned Businesses: The Three Rs, March 23, 2005
- Selling Your Business: Flying Solo or Finding an Investment Banker, March 14, 2005
- Practical Tips for Sharing Privileged Information with a Prospective Buyer without Waiving the Attorney-Client Privilege, September 25, 2003
- New Disclosure Requirements Enacted For Publicly Traded Corporations Incorporated or Qualified To Do Business In California, November 4, 2002
- From the Bar to the Bank and Back, May 1, 2002

SPEECHES

- Mr. Braun is a frequent lecturer on mergers and acquisitions and complex corporate transactions.

EVENTS

- 2009 ACG Los Angeles Business Conference