



ROBERT G. COPELAND

Partner

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PRACTICE AREAS

- Corporate
- Real Estate

OVERVIEW

Bob is a partner in the Corporate Securities Practice Group in the firm's Del Mar office.

Areas of Practice

Bob practices in the area of corporate law with an emphasis on corporate finance, securities, real estate and mergers and acquisitions law. His clients have included startup business ventures, private and public U.S. and offshore manufacturing, construction and service corporations, venture capital and private equity firms, media firms, real estate developers and syndicators. Recently he has had success connecting business owners seeking a liquidity solution with acquisition sources.

EDUCATION

- J.D., University of Southern California School of Law, 1966
- A.B., Occidental College, 1963

ADMISSIONS

- California

EXPERIENCE

Representative Matters

- Ongoing representation of buyers and operators of businesses in the retail, restaurant and hospitality industries as general corporate counsel.
- Ongoing representation of businesses operating in B2B, defense and clean tech industries as general corporate counsel.
- Represented major international irrigation equipment and products manufacturer in its acquisition of the assets of a specialty outdoor lighting manufacturing business.
- Represented niche defense contractor as outside corporate and business counsel for five years and as lead M&A counsel in the \$90 million sale of the company to Honeywell International, Inc.
- Represented major international irrigation equipment and products manufacturer as outside corporate and business counsel for over 20 years and as lead M&A counsel in the sale of the company to John Deere.
- Retained as special M&A counsel to represent the shareholders of Douglas E. Barnhart, Inc. in a \$116 million merger with Heery International, Inc., a wholly owned U.S. subsidiary of Balfour Beatty PLC.
- Lead counsel for numerous long time clients in acquisitions by them of technology assets and technology companies over a period of 20 years.
- General outside counsel for large medical supplies business including its +\$128 million cash stock acquisition of SourceOne Healthcare Technologies, Inc.

- Twenty plus years as general outside corporate and corporate securities counsel for a publicly held tempest technology and neural network product-based company including its under written \$12 million secondary public offering.
- Lead outside counsel for the University of San Diego from 1997 through 2006.
- Represented software company as outside corporate and business counsel for over fifteen years, including service as a director, and lead counsel in its purchase of Internet filter technology in a \$2 million tax deferred share exchange. Represented the same company in its merger with a SPAC in 2006.
- Retained to lead the \$40 million tax deferred exchange of shares of Intelligent Medical Systems Inc., a medical instrument manufacturer, for shares of American Home Products, in which transaction a California Department of Corporations Fairness Hearing was utilized to perfect the Securities Act of 1933 § 3(a)(10) exemption
- Represented Enerflo, Inc. in its purchase of assets of the industrial pumps and valves businesses of Johnston Pump Company and General Value, Inc. (both wholly owned by Aerojet General Corp and Gencorp) for \$20 million, funded in part via asset-based loan facilities. Subsequently represented the company for seven years as outside corporate and business counsel including its ultimate sale to Newpac, Inc in a \$40 million cash for stock transaction.
- Retained as special M&A counsel to represent Matthew Hall PLC in the purchase of assets of the industrial and chemical plant construction and maintenance businesses of Barnard and Burke Inc. and Iberville Services, Inc. for \$20 million cash.
- Represented Wavetek Corporation as corporate and corporate securities counsel, including the company as buyer in its \$30 million purchase of a U.S. publicly held manufacturer of electronic test and measurement equipment in an SEC S-4 registered tax-free exchange of common stock. Subsequently represented the company in a going private transaction.
- Represented Space Electronics, Inc., a manufacturer of radiation shielded orbital satellite micro components as outside corporate and business counsel for over ten years including the \$25 million tax deferred merger of the company with Maxwell Technologies in which transaction a California Department of Corporations Fairness Hearing was utilized to perfect the Securities Act of 1933 § 3(a)(10) exemption.
- Represented Netter Digital Entertainment, the publicly held producer of the Babylon 5 television series, as corporate and corporate securities counsel including its acquisition of Videssence, Inc., a developer of studio lighting technology.
- Retained as special M&A counsel to represent the selling shareholders of a circuit board manufacturing group to Teradyne Inc. in a \$120 million tax deferred merger.
- Represented buyer in \$10 million purchase of intellectual property relating to licensing of sporting equipment and clothing, including Hang Ten trademarks and continue as lead US general corporate counsel for the client.
- Retained as special M&A counsel to represent the selling shareholders of New West Products, developer and distributor of the "Space Bag" in a \$40 million cash for stock transaction.
- Retained as lead M&A counsel for buyer in connection with acquisition of largest bail bond operation west of the Mississippi River and currently acting as ongoing outside corporate counsel for the company.
- Acted as general outside counsel and lead M&A counsel for nationally known backpack and luggage manufacturer and distributor in a cash for stock sale in excess of \$30 million.
- Represented the buyers of Southwestern Ice Company from South Eastern Public Service Corp for \$20 million. Acted thereafter as outside corporate and business counsel for the company until its sale to Redi Ice Inc., in a \$50 million tax deferred merger in 2000 in which he was lead M&A Counsel for the company.
- Represented San Diego Tennis & Racquet Club in a \$5 million acquisition of real estate, negotiation of \$20 million construction and permanent financing, and \$10 million offering of memberships via permit from California Department of Corporations.

- Represented United Services Automobile Association in \$60 million acquisition and development of San Diego Regional Service Center site and resubdivision of excess real property.
- Represented Prudential Insurance Co. in providing \$120 million construction and permanent financing for fleet of five 400 ton tuna purse seine tuna fishing vessels.
- Led \$10 million IPO for Netter Digital Entertainment, a television production company, and producer of the "Babylon 5" television series.
- Retained as special M&A counsel to represent Calbiochem Corporation, a manufacturer of medicines for treatment of dwarfism and psoriasis in the sale of the company to American Hoechst Group.
- Retained as special M&A counsel to represent the shareholders of ChipSoft, creator of Turbo Tax, in a \$30 million cash stock sale to Warburg Pincus private equity group.
- Retained as special M&A counsel to lead the \$80 million recapitalization and reorganization of privately-held logistics company in which transaction a California Department of Corporations Fairness Hearing was utilized to perfect the Securities Act of 1933 § 3(a)(10) exemption.
- Led Energy Factors, Inc. IPO for \$12 million in common stock and \$24 million in subordinated debentures, and concurrent acquisition of San Diego Gas and Electric Company cogeneration projects and businesses for \$50 million.
- Lead counsel to Special Committee of the Board of Directors of San Diego Gas and Electric Company in the evaluation of acquisition proposals received from Southern California Edison.
- Through 2006-2008 led the acquisition of five companies by a San Diego based private equity firm and provided ongoing corporate and business counsel to the managements of the acquired companies.
- Retained as outside corporate counsel for AC'95 the organizing authority and producer of the 1995 San Diego Yacht Club America's Cup defense.

HONORS

- Bob has been listed in The Best Lawyers in America every year since 1987 and in The Best Lawyers in San Diego (San Diego Magazine, April 2010 - 2001 editions). He was named a Super Lawyer for San Diego (May 2007, 2008, 2009, 2010, 2011) and was selected as a San Diego Top Attorney (San Diego Daily Transcript, Spring 2007 and 2006).

MEMBERSHIPS

- San Diego County Bar Association
- American Counsel Association
- Mergers & Acquisitions Committee, Business Law Section, American Bar Association
- Board of Directors, Thomas C Ackerman Foundation
- Board of Directors, San Diego Yacht Club Sailing Foundation
- Board of Directors, Ocean Discovery Institute
- Board of Directors, Any Body Can Foundation

ARTICLES

Co-author, "Patent Issues Facing Universities," *Academic Patents Emerging Issues and Challenges*, published by Institute of Chartered Financial Analysts of India Books

Co-author, "Patent Issues Facing Universities," *Research Management Review*, Fall/Winter 2006

Frequent speaker on corporate finance, mergers and acquisitions and liquidity planning for the Association for Corporate Growth, business seminars and the

Mergers & Acquisitions Committee, Business Law Section, American Bar Association