



## James A. Mercer III

Partner

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### PRACTICE AREAS

- Corporate

### INDUSTRIES

- Education
- Emerging Growth/Venture Capital
- Fashion, Apparel and Beauty

### OVERVIEW

Mr. Mercer is a partner in the Corporate Securities practice group in the firm's Del Mar Heights office. He chairs the firm's Public Company practice and serves as the Corporate Practice Group's "China Desk" coordinating corporate work in the firm's Shanghai office.

### Areas of Practice

Mr. Mercer practices in the area of corporate law, with an emphasis in representing emerging growth companies in securities transactions and mergers and acquisitions.

Mr. Mercer assists clients in financing their business through seed capital, venture capital, IPOs, reverse mergers, PIPES, and secondary public offerings. He regularly counsels publicly traded companies in matters of SEC compliance including the preparation and review of quarterly and annual reports, proxy statements and solicitations, tender offers and going private transactions.

He also assists clients in the acquisition or sale of their business. He has counseled both publicly traded and privately held clients in numerous merger and acquisition transactions involving sales of assets, sales of stock, mergers, triangular mergers and combinations.

From 1999 to 2004, Mr. Mercer was general counsel and chief financial officer of a publicly traded telecommunications software company. As general counsel, Mr. Mercer managed all aspects of the company's SEC compliance, corporate governance, litigation management, and intellectual property protection. In addition, he was responsible for the company's commercial contracts including software development, strategic alliance, distribution, value added reseller and license agreements.

### EDUCATION

- J.D., University of Southern California School of Law, 1989
- M.B.A., California State University - Fullerton, 1986
- B.A., University of California, Los Angeles, 1983

### ADMISSIONS

- California

### EXPERIENCE

#### SEC Matters

Reverse merger and registration statement on Form 10 for Lenco Mobile, Inc. a mobile phone and Internet advertising services provider

\$10 million PIPE for HealthSport, Inc., involving common stock

\$6.0 million registered direct offering for Cardium Therapeutics, Inc. involving common stock

\$4.0 million registered direct offering for Cardium Therapeutics, Inc. involving common stock

\$100 million registered secondary offering for AirMedia Group, Inc. registering American Depository Shares

\$3.0 million PIPE for Etelos, Inc. involving convertible debentures and warrants

\$1.5 million PIPE for Telanetix, Inc. involving convertible term notes

\$2.0 million PIPE for Telanetix, Inc. involving convertible term notes

\$6.0 million PIPE for Applied Solar, Inc., a solar company, involving warrants

\$24 million PIPE for Telanetix, Inc. involving Convertible Term Promissory Notes

\$8 million PIPE for Axesstel, Inc. involving Promissory Notes

\$5.5 million PIPE for Etelos, Inc. involving Convertible Debentures

Reverse merger for Etelos, Inc., a developer of platforms for web-based applications

Reverse merger for QR Services, a developer of security technology products

\$13 million PIPE transaction for Telanetix, Inc. involving Series A Convertible Preferred Stock

\$8 million PIPE transaction for Telanetix, Inc. involving 6% Original Issue Discount Convertible Debentures.

Reverse merger for Mobicomm Corporation, a mobile marketing services company

\$4 million PIPE transaction for Satellite Security Corp. involving Convertible Promissory Notes.

Reverse merger for Satellite Security Corp., satellite-based asset tracking company.

Reverse merger for Telanetix, Inc., a videoconferencing company.

\$20 million PIPE transaction for TeraGlobal Communications Corp., involving discounted Common stock.

Initial Public Offering for Creative Host Services, Inc., a restaurant services company.

Initial Public Offering for CET Environmental Services, an environmental services company.

Initial Public Offering for Telesoft, Inc., a communications software company. Going private transaction for Body Drama Inc., a Nasdaq listed apparel company.

Initial Public Offering for ModaCad, Inc., a fashion design software company.

Initial Public Offering for L.L. Knickerbocker Company, a direct marketing retailer.

Initial Public Offering for Simulations Plus Inc., an educational software company.

Secondary public offering for Viking Office Products, a mail order office products supply company.

### **Venture Capital**

\$9 million Series A Preferred Stock round for Quarter Lambda Technologies, a contact lens technology company.

Angel Round for SoarSpace Inc., a software security company.

\$2 million Series A Preferred Stock round for Janus Healthcare, Inc.

\$14 million Convertible Debt Bridge financing for Wave Three Software, a venture backed software company.

\$7 million Series A Preferred Stock round for IP software company.

### **Mergers & Acquisitions**

Advise management of Synteract, Inc., a contract research organization in strategic connection with combination and sale of resulting holding company to a private equity firm.

Represented the shareholders of T-Systems International in sale of stock to Deere & Company.

Represented shareholders of Intelligent Automation Corporation in \$82 million sale to Honeywell International, Inc.

Acquisition by Nitches Inc., a Nasdaq listed apparel wholesaler, of Back Woods Equipment Company, an outdoor lifestyle retailer.

Sale of Branch21, Inc. and New Era Financial Systems, LLC to Vsoft, Inc.

Acquisition by Telanetix, Inc., of Accessline, Inc., a VoIP service provider in \$36 million triangular merger.

Acquisition by Nitches, Inc., of the home decor assets of Taresha LLC.

Acquisition by Nitches, Inc., the trademark and related assets of Impex, Inc.

Sale of Cell Site Industries, Inc. to Andrew Corporation, an NYSE listed telecommunications infrastructure manufacturer.

Representation of ReEnergy Group plc, an AIM listed U.K. Company in the acquisition and license of U.S. based companies and technologies.

Representation of May Logistics Services, Inc., a distribution logistics company to private equity firm Code Hennessey & Simmons, Inc.

Representation of Sentra Securities, Inc. and Spelman & Co. in sale to SunAmerica, Inc.

Counsel to American Health Properties, an NYSE listed REIT in purchase of hospital properties and related assets.

### **MEMBERSHIPS**

- Member, Corporate Directors Forum, 2007-2008
- San Diego Corporate Finance Council, Member 2003 - 2007, Program Chair, 2005-2007
- San Diego Telecommunications Council, Member, 2003

### **ARTICLES**

- Preparing the Chinese Company for a Successful Listing in the USA, *China Business Focus*, Issue #131-132, January 1, 2010

### **Corporate & Securities Law Blog Articles**

- "SEC Signals Proxy Access Rules Not Likely To Be Effective For The 2010 Proxy Season, But It May Adopt Other Proxy And Risk Disclosure Enhancements In Time For 2010", October 6, 2009
- "Smaller Reporting Companies Given Additional Time to Comply with Auditor Attestation Report on Internal Control over Financial Reporting", October 5, 2009
- "SEC approves NYSE Rule change regarding Broker Non-Votes", July 15, 2009

### **SPEECHES**

- "The SEC's focus on Corporate Governance," Grant Thornton LLP's 3rd Annual SEC Briefing, The Jonathan Club, Los Angeles, California, January 21, 2010
- "China's IPO's: Getting These Deals Done in 2009 and Beyond," 2009 Hot Topics, McMillin Companies Event Center, San Diego, California, October 2009
- "CFO Essentials," SingerLewak, San Diego, Los Angeles, Orange County, California, July 2009
- Co-speaker, "What Ever GC Should Know About Shareholder Activism," ALM's 5th Annual General Counsel West Coast Conference, San Francisco, California, November 15, 2007