



## Sheldon M. Siegel

Senior Attorney

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### PRACTICE AREAS

- Corporate

### OVERVIEW

Sheldon Siegel is a senior attorney in the Corporate and Securities Department of the firm's San Francisco office.

### Areas of Practice

Mr. Siegel specializes in corporate matters, including mergers and acquisitions, securities, partnerships and joint ventures. Mr. Siegel was previously with the law firms Pettit & Martin and Feldman, Waldman & Kline, and the accounting firm KPMG Peat Marwick. His clients have included McDowell Properties, the Government of Singapore Investment Corporation, DHL Corporation, The California Society of Certified Public Accountants, Warman International Ltd., Frank Howard Allen & Co., Peninsula Capital Management, and The George Lucas Educational Foundation.

Mr. Siegel is the best selling author of seven legal thrillers, *Special Circumstances*, *Incriminating Evidence*, *Criminal Intent*, *Final Verdict*, *The Confession*, *Judgment Day*, and *Perfect Alibi*.

### EDUCATION

- J.D., University of California, Boalt Hall, 1983
- B.S., University of Illinois at Champaign, 1980

### ADMISSIONS

- California, 1983

### EXPERIENCE

#### Recent Representative Transactions

McDowell Properties - Multiple transactions involving private placements, joint ventures and real estate acquisitions for McDowell Properties, a nationally-recognized real estate management firm.

URS Corporation - Acquisition of Greiner Engineering, Inc.

Represented URS Corporation, a San Francisco-based NYSE-listed engineering concern, in connection with the acquisition of Greiner Engineering, Inc., a Dallas-based engineering and infrastructure concern, in a \$75 million cash out merger transaction. Prepared merger documentation and related SEC filings.

Financial Proformas, Inc. - Sale of Business.

Represented Financial Proformas, Inc., a Walnut Creek based software developer, in connection with the sale of its business to Moody's Investor Service, a subsidiary of Dun & Bradstreet. Negotiated complex earn out mechanism and ongoing employment agreements for company management.

General Electric Capital Aviation Services - Polar Air Cargo Transaction.

Represented GE Capital Aviation Services, a division of General Electric Capital Corporation, in connection with the refinancing of an investment in Polar Air Cargo, Inc., an air freight company. Prepared aircraft leases for a fleet of 12 747 freighter aircraft.

Stewart Enterprises, Inc. - Various Acquisitions.

Represented Stewart Enterprises, Inc., a New Orleans-based NYSE company that provides death care services, in connection with the acquisition of the Northern California Neptune Society and various other acquisitions.

National Staff Network - Sale of Business.

Represented National Staff Network, a provider of contract health service professionals, to a larger New York-based provider.

Warman International Ltd. - Acquisition of Barrett, Haentjens Companies.

Represented Warman, an international mining pump manufacturing company located in Australia, in connection with its acquisition of companies located in Pennsylvania, West Virginia and Florida. Follow-up transaction involving the purchase of a Brazilian company in which the sellers had an interest.

Pearl Investment Company - Settlement of Partnership Disputes.

Represented Pearl Investment Company, a publicly-traded Kuwaiti company, in connection with the settlement of disputes involving eight limited partnerships which had acquired U.S. properties ranging from hotels to marina development projects to apartment complexes. The transaction took the form of an acquisition of the general partnership's positions in seven limited partnerships and a disposition of a limited partnership position in another partnership.

AMB Institutional Realty Advisors - Acquisition of Bank of America Investment Real Estate Division.

Represented AMB in connection with its acquisition of control of the Investment Real Estate Division of Bank of America.

Quadrex Corporation - Various Matters.

Represented Quadrex Corporation, a publicly-held environmental consulting concern, in connection with several private placements of common stock (including subsequent registration of shares with the SEC), and in connection with the sale of substantially all of its assets and the wind-down of its operations.

Rogers & Whitney - Venture Capital Investments.

Represented Rogers & Whitney, a venture capital firm, in connection with the following acquisitions: (i) the assets of The Electronic Vault, a software developer, (ii) the assets of the module division of HAB Industries, a computer components manufacturer, (iii) the stock of Intech Incorporated, a computer components manufacturer, (iv) the assets of Dynatech Computer Systems, a software developer, and (v) the assets of Sunflex, Inc., a computer screen manufacturer.

Frank Howard Allen & Co. - Acquisition.

Represented the purchaser of all of the assets of Frank Howard Allen & Co., the largest residential real estate brokerage firm in Marin and Sonoma Counties.

Government of Singapore Investment Corporation - Various Matters.

Represented this division of the Government of Singapore in connection with the negotiation and documentation of a \$200,000,000 credit facility with The Development Bank of Singapore, and a \$57,000,000 credit facility with United Overseas Bank, and in connection with various venture capital investments.

Bank of America Investment Real Estate Division - Credit Facilities.

Represented this Bank of America division in connection with the negotiation and documentation of a \$116,000,000 credit facility with The National Bank of Kuwait.

California Society of Certified Public Accountants - Various Matters.

Represented this non-profit corporation (and its related foundation) in connection with various matters including revision of bylaws, restructuring of organization to permit new forms of member sections, and handling of disputes of various types.

The George Lucas Educational Foundation - Ongoing Representation.

Ongoing representation of this charitable foundation formed by the noted producer to develop interactive educational tools for primary grades.

## **MEMBERSHIPS**

- Member, American Bar Association, Business Law Section
- Member, State Bar Association of California, Business Law Section
- Member, Bar Association of San Francisco