



## → Lawrence M. Braun

### Partner

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Larry Braun is the former Leader of the firm's Corporate Practice Group. In addition to his law degree, Larry 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. He was previously a managing director of the largest private investment banking firm on the west coast. Larry 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

Larry is an advisor to clients ranging from family-owned businesses to multi-national corporations in many diverse industries such as high-tech and computers, healthcare, consumer goods, aerospace and defense and grocery and food service. His principal areas of practice consist of 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.

### Honors

- Southern California Super Lawyer, *Super Lawyers*, 2007-2020
- The Los Angeles 500 - The Most Influential People in Los Angeles, *Los Angeles Business Journal*, 2016-2017
- Trailblazer - Mergers and Acquisitions and Antitrust, *National Law Journal*, 2016
- Lawyer of the Year, *Best Lawyers*, 2015-2017
- Most Influential M&A Advisors, *Los Angeles Business Journal*, 2013
- Top Corporate/Mergers & Acquisitions Lawyers, *Chambers & Partners*, 2006-2008, 2010-2020
- Mergers & Acquisitions, *Legal 500*, 2007-2020
- Which Lawyer?, Corporate/M&A, Practical Law Company, 2007-2012
- 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 Lawyer in America, *Best Lawyers*, 2006-2009, 2011-2021

## 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 Harris Ranch Beef Holding Company in its sale to Central Valley Meat Holding Company
  - Represented Bragg Live Food Products in its sale to ACV Acquisition, LLC
  - Represented Redgate Partners in a sale of equity in Velocity Vehicle Group to The Cranemere Group Limited
  - Represented Mobile Hi-Tech Wheels in the sale of its equity to Wheel Pros, LLC
  - Represented Alvarado Manufacturing Co., Inc. in its sale to a subsidiary of dormakaba AG
  - Represented ETS Express in the sale of its equity to an affiliate of Polyconcept North America, Inc.
  - Represented American Paper & Plastics in the sale of its equity to Imperial Dade
  - Represented Pacific Piston Ring Co., Inc. in the sale of its equity to Loar Group, Inc.
  - Represented W.K.S. Restaurant Corporation in its acquisition of QK Holdings, LLC
  - Represented E-Z UP and its affiliates in the sale to Beach Point Capital Management LP
  - Represented Bay State Physical Therapy & Milton Chiropractic in its sale to Tyler Technologies, Inc. (NYSE: TYL)
  - Represented Signature MD, Inc. in its sale to Blue Sea Capital LLC
  - Represented B-Air in its sale to Lasko Operation Holdings, LLC
  - Represented Pacific Rim Capital, Inc. in the sale of equity to Fuyo General Lease Co., Ltd.
  - Represented Prime Shine, LLC in its sale to Mister Car Wash Holdings, Inc.
  - Represented Streamline Circuits, LLC, a leading provider of printed circuit boards, in the sale to an affiliate of HCI Equity Partners
  - Represented Intrepid Investment Bankers LLC in its sale to MUFG Union Bank, N.A.
  - Represented a 50% shareholder of Marantz Brothers, Inc. (d/b/a Cooperative Purchasers), in the sale of its assets to Caldic USA Inc.

- Represented Lotus Clinical Research, LLC in the sale to DFW Capital Partners
- Represented New Milani Group, Inc. and Jordana Cosmetics Corporation in their sale to an affiliate of Gryphon Investors
- Represented MNS Engineers, Inc. in its acquisition of the assets of S&C Engineers, Inc.
- Represented Miracle Sealants Company in its sale to Rust-Oleum Corporation
- Represented Hehr International Inc. in its sale to Lippert Components Manufacturing, Inc.
- Represented Fralock in the sale of a majority of its equity to Arsenal Capital Partners
- Represented BH Cosmetics, Inc. in the sale of the majority of its equity to MidOcean Partners
- Represented Energy Labs, Inc. in its sale to Vertiv Group Corporation
- Represented Qual-Pro Corporation in the sale to SFO Tech Inc.
- Represented Carbon by Design, Inc. in the sale to Heico Corporation
- Represented W.K.S. Frosty Corporation in the purchase of Pennant Foods, LLC, a subsidiary of BMP/ Pennant Holdings, LLC
- Represented M. Caratan, Inc. and Caliente Farms, LLC in their sale to ACM Fund II, LLC
- Represented Hasa, Inc. in the sale of its stock to Peak Rock Capital
- Represented Karoun Dairies, Inc. and Central Valley Cheese, Inc. in their sale to Parmalat S.p.A.
- Represented OCAT, LLC, a Taco Bell franchisee, in the sale to World Wide Bells Holdings LLC
- Represented Wencor Group, LLC in the acquisition of Fortner Engineering & Manufacturing, Inc.
- Represented Calpipe Industries, Inc. in its sale to Atkore International Group, Inc.
- Represented GraphPad Software and its owners in the sale of a majority interest to Insight Venture Partners
- Represented Securus, Inc. (d/b/a Holdrite) in the sale of its stock to Reliance Worldwide Corporation
- Represented Windsor Fashions, Inc. in the sale of a majority of its stock to an affiliate of Sun Capital
- Represented Rubicon Resources, LLC in the sale to High Liner Foods (USA), Incorporated and High Liner Foods Incorporated
- Represented Electro Rent Corp. in its sale to Platinum Equity
- Represented Dacor Holdings, Inc. in its sale to Samsung Electronics Co.
- Represented Shultz Steel Company in its acquisition by Precision Castparts Corp., a division of Berkshire Hathaway Inc.
- Represented REM Optical Company, Inc. and its owners in its sale to De Rigo Vision S.p.A.
- Represented On-Line Administrators, Inc. d/b/a Peak Performance in its sale to CIP Revolution Holdings, LLC
- Represented Drake Automotive Group, Inc. in its sale to Huron Capital Partners, LLC
- Represented American Fruits and Flavors in its sale to Monster Beverage Corporation (NASDAQ: HNST)
- Represented Ebuys, Inc. d/b/a ShoeMetro Inc. in its sale to DSW Inc. (NYSE: DSW)
- Represented 888extramoney.com LLC d/b/a Extrameasures in its sale to BlackHawk Network Holdings, Inc.

- Represented R. W. Lyall & Company, Inc. in its sale of stock to Hubbell Incorporated
- Represented Universal Protection Service, LP in its acquisition of assets of Olympic Security Services, Inc.
- Represented Wencor, LLC in its acquisition of Silver Fox Services, Inc.
- Represented Shipsurance Insurance Services, Inc. in its acquisition by Assurant Services, LLC
- Represented El Tapatio Markets, Inc. in the sale of stores to Bodega Latina Corporation
- Represented Monte Nido Holdings, Inc. in a sale of its securities to Levine Leichtman Capital Partners
- Represented the shareholders of Medfocus Radiology Network in its sale to One Call Medical, Inc. and OCM IPA
- Represented Norm's Restaurants in its sale to Capital Spring Finance Company, LLC
- Represented C.R. Laurence Co., Inc. in its sale to Oldcastle BuildingEnvelope, Inc.
- Represented Kate Somerville, in the sale of her brand by various entities to Unilever
- Represented OmniForce LLC in its purchase of stock of 365 Productions, Inc.
- Represented Marketing Software Company, LLC, in its sale to Valid USA, Inc.
- Represented Universal Services of America in its sale of an equity interest to Warburg Pincus
- Represented Press Forge Company in its sale of to Precision Castparts Corp
- Represented J. E. DeWitt, Inc. in its sale to Southern Counties Oil Co. and Cardlock Fuels System, Inc.
- Represented Universal Services of America in its acquisition of Guardsmark, LLC
- Represented Wencor, LLC in its acquisition of PHS/MWA
- Represented FDSI Logistics, LLC in the sale of its assets to Cardinal Health 249, LLC
- Represented Premier Sports & Entertainment, Inc. in its sale to Zealot Networks, Inc.
- Represented Solid Concepts, Inc. and its owners in their merger with Stratasys, Ltd. (NASDAQ: SSYS)
- Represented Sanders Industries in the sale of its business to Industrial Growth Partners
- Represented Hall & Foreman, Inc., a multidisciplinary design firm, in its sale to David Evans and Associates, Inc.
- Represented ScribeAmerica, LLC in its sale of a controlling equity interest to Chicago Growth Partners
- Represented Wazana Brothers International, Inc. dba Micro Solutions Enterprises in the sale to Clover Technologies Group, LLC
- Represented the controlling shareholders of XYPRO Technology Corporation in management buyout transaction
- Represented Lignetics, Inc. in a reverse triangular merger with Taglich Private Equity, LLC
- Represented Autism Spectrum Therapies, LLC in its sale to Learn-It Systems, LLC
- Represented OmniForce, LLC in its acquisition of Project Sport, LLC
- Represented Professional Hospital Supply, Inc. in its sale to Medline Industries, Inc.
- Represented CauseForce, Inc. in its sale of an equity interest to Bregal Partners
- Represented Universal Services of America in its sale of an equity interest to Partners Group
- Represented National Technical Systems, Inc. in its sale to Aurora Capital Group

- Represented GNW -Evergreen Insurance Services, LLC in a sale of substantially all of its assets to a subsidiary of Hub International Ltd.
- Represented SAS Safety Corp. in its sale of substantially all of its assets to a subsidiary of Bunzl plc (LON: BUNZL)
- Represented LRJ Enterprises, Inc. and certain affiliates in their acquisition of Marketing Software Company, LLC from V12 Holdings Inc. and Datagence, Inc.
- Represented the owners of Subsea Global Solutions, LLC, in their sale of a controlling equity interest in to Lariat Partners
- Represented Lexington Acquisition, Inc. in the purchase of assets of California Art Products Co.
- Represented Sanders Industries in the sale of its subsidiary, Alloy Die Casting Co., to the Gladstone Companies
- Represented OmniForce, LLC in its acquisition of Pacific Shoreline Marathon, LLC
- Represented Trojan Battery Company and its affiliates in the sale of a controlling equity interest to Charlesbank Capital Partners
- Represented GenCorp Inc. (NYSE: GY) in its acquisition of operations of the Pratt & Whitney Rocketdyne business from United Technologies Corporation (NYSE: UTX)
- Represented Mux Industries, Inc. dba Ram Board in a sale of assets to a subsidiary of Garland Industries, Inc.
- Represented the owners of EBD Group AG, EBD Group GmbH and European Business Development Group, Inc. in the sale of stock to Informa Group plc (LSE: INF)
- Represented Universal Protection Service, LP in its acquisition of all the stock of Wexler Enterprises, Inc.
- Represented Sanders Industries in a sale of assets of Ultracast, LLC to Armstrong Mold Corporation
- Represented Universal Protection Service, LLC in its acquisition of assets of Castleguard Security, Inc.
- Represented the owners of The MPB Group, LLC (the Beryl Companies) in its sale to Stericycle, Inc.
- Represented Creative Circle, LLC in its sale to Morgan Stanley Global Private Equity
- Represented Consolidated Precision Products Corp. in its acquisition of ESCO Corporation's Turbine Technologies Group
- Represented The Salter Group, LLC and its majority members in a sale of assets to FTI Consulting, Inc. (NYSE: FCN)
- Represented PRV Aerospace, LLC in its acquisition of the stock of Astro Spar Inc.
- Represented CDL Systems Ltd. in the sale of substantially all of its assets to Lockheed Martin Corporation (NYSE: LMT)
- Represented the Management Shareholders of Correctional Healthcare Holdings, Inc. in its acquisition by GTCR
- Represented Gold Tip, LLC in the sale of all of its membership interests to Bushnell Inc.
- Represented Modern Healthcare, Inc. and its affiliates in its reorganization and subsequent sale of its specialty pharmacy operations to a subsidiary of Altamont Capital Partners
- Represented the owner-managers of InfraConsult LLC in a sale of their company to HDR Engineering, Inc.

- Represented Corva, LLC and Jerry Simonsen in connection with the acquisition of common and preferred securities of Corva Holdings, LLC
- Represented Security Forces, LLC d/b/a Universal Protection Service in its acquisition of the assets of Regent Security Services, Inc.
- Represented Rebel Distributors Corp., a privately-held company, and its shareholders in the sale of all of Rebel's capital stock to PSS World Medical, Inc. (NASDAQ: PSSI)
- Represented Arcadian Management Services, Inc. in its sale to Humana Inc.
- Represented NC Dynamics Incorporated and its shareholders in a sale of stock to Aerospace Holdings, Inc.
- Represented Universal Services of America, Inc. in its acquisition of Security Forces, Inc.
- Represented Sanders Industries in its acquisition of the stock of CMI Rubber Company, Inc.
- Represented Snak-King Corp. in its acquisition of the assets and real estate of C.J. Vitner Co. and its affiliates
- Represented Dynamic Medical Systems, Inc. and its shareholders in the sale of its equity to Invacare Continuing Care, Inc.
- Represented an internet-based healthcare service company in the sale of its stock to a strategic buyer
- 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 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 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 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 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 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 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 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 Safety Systems Hawaii, Inc. and affiliates in a sale to an affiliate of Marwit Capital Partners II, L.P.
- 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 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 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 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 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 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 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 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 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 Pathologists' Clinical Laboratories of Glendale, Inc. in the sale of its assets to Physicians Clinical Laboratories
- Represented F.D. Titus and Son, Inc. in the purchase of a medical supply business from Deckert Surgical Company, 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 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 BKK Corporation in the sale of assets to Browning-Ferris Industries
- 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, healthcare, 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 agented 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

## Articles

- Mergers & Acquisitions Insurance: The growing use of rep and warranty protection in M&A transactions *C-Suite Quarterly Magazine*, Fall 2014
- So Your Employer Is Being Acquired? Consideration for the management team in a sale to a private equity buyer

*C-Suite Quarterly Magazine*, Summer 2014

- Bitcoin Accepted Here? What Bitcoin is and should you use it  
*C-Suite Quarterly Magazine*, Spring 2014
- Joining the Crowd - Investing Profitability in Equity Crowdfunding  
*C-Suite Quarterly Magazine*, Winter 2014
- Breaking Up Is Hard To Do 'Business Divorces'  
*Los Angeles Daily Journal*, 10.03.2008
- Earnouts: Love 'em or Leave 'em  
*San Diego Daily Transcript*, 09.23.2008
- M&A Confidential: The Role of Nondisclosure Agreements  
*Los Angeles Daily Journal*, 09.15.2008
- A Slalom Course for Foreign Investors  
*Legal Times*, 04.16.2007
- Incentives for Employees of Privately-Owned Businesses: The Three Rs  
*San Diego Daily Transcript*, 03.23.2005
- Selling Your Business: Flying Solo or Finding an Investment Banker  
03.14.2005
- Practical Tips for Sharing Privileged Information with a Prospective Buyer without Waiving the Attorney-Client Privilege  
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- New Disclosure Requirements Enacted For Publicly Traded Corporations Incorporated or Qualified To Do Business In California  
11.04.2002

## Global Trade Law Blog Posts

- "Dodd-Frank Whistleblower Protection: For America Only," November 13, 2013

## Media Mentions

Dealmakers: Wheel manufacturer wheels into deal with Sheppard Mullin's counsel  
*Daily Journal*, 06.04.2019

Monster Beverage Corp.'s \$690 million acquisition of American Fruits and Flavors  
Don't Miss It: Hot Deals & Firms We're Following This Week  
*Law360*, 02.26.2016

Stratasys Buys 2 US 3D Printing Cos.  
*Law360*, 04.02.2014

From the Bar to the Bank and Back  
*Network News*, 05.01.2002

## Speaking Engagements

Larry is a frequent lecturer on mergers and acquisitions and complex corporate transactions.

## Events

Surreal Deals: Completing M&A and Corporate Financing Transactions in the Brave New World  
Presented by the Private Equity CFO Association  
Webinar, 09.30.2020

2009 ACG Los Angeles Business Conference  
Growth Strategies - M&A - Finance  
The Beverly Hilton Hotel, 09.15.2009

## Memberships

- Board Member, ProVisors, 2013-Present
- Former Member, Executive Committee, Los Angeles County Bar Business and Corporations Law Section

## Practices

Corporate

Family Owned, Closely-Held Businesses and Family Offices

Joint Ventures and Strategic Alliances

Mergers and Acquisitions

Private Equity

Public Company Corporate Governance and Compliance

Healthcare

International Reach

Israel

Technology Transactions

## Industries

Aerospace, Defense & Government Services

Automotive

Aviation

Construction

Food and Beverage

Healthcare

Private Equity

Retail

## Education

J.D., Northwestern Pritzker School of Law, 1981

M.B.A., Northwestern University, 1981

A.B., Rutgers College, 1977