

CAYMAN L. WEIMER

List of Representative Matters

Mergers & Acquisitions

Represented a private equity owned e-learning company in seven strategic acquisitions over a period of eighteen months with transaction sizes ranging from \$7,000,000 to \$42,000,000, as well as a recapitalization transaction valued at over \$1,000,000,000.

- Managed the diligence process, including review of documents uploaded to the data room, updating diligence trackers and the drafting of diligence summaries.
- Primarily responsible for drafting ancillary documents, including F reorganization and conversion documents, written consents, escrow agreements, resignations, third party consents, and similar documents.

Represented a technology conference hosting company in a series of transactions whereby our client purchased the assets of a competitor for \$2,500,000 and subsequently sold its equity interests to a private equity purchaser for \$45,000,000 plus approximately \$6,000,000 in rollover equity.

- Supervised due diligence review and the drafting of due diligence reports to identify material issues
- Prepared disclosure schedules directly with our client and negotiated revisions with buyer's counsel.
- Reviewed representations and warranties with company executives and drafted initial disclosure schedules for sale transaction.
- Drafted the closing checklist and took primary responsibility for monitoring and satisfying the closing requirements in each transaction.
- Negotiated over seventy-five non-disclosure agreements in connection with the bidding process of the sale transaction.
- Drafted purchase agreement comparison chart to highlight key terms in the negotiation of sale agreement.

Represented a family-owned insurance company in the sale of its assets to a strategic purchaser for a base purchase price of \$36,000,000.

- Took primary responsibility for monitoring and satisfying the closing requirements.
- Met with company executives to walk through representations and warranties, and reviewed and revised initial draft of disclosure schedules.
- Reviewed and revised certain ancillary documents, including bill of sale, assignment and assumption agreement, closing certificates, FIRPTA certificate, funds flow agreement, and secretary's certificate.

Represented a plastic container manufacturer in the sale of its equity to a strategic purchaser for an initial purchase price of \$142,500,000, with approximately \$7,500,000 in contingent payments.

- Primarily responsible for drafting and revising disclosure schedules as well as certain ancillary documents, including escrow agreement, restrictive covenants agreements, consulting agreement, and assignment of membership interest.

- Drafted conversion and F reorganization documents, written consents, officers and managers resignations, and indemnification agreement.

Represented a private equity owned staffing company in strategic acquisition of applicant placement software company's assets for a purchase price of \$200,000 with potential \$1,500,000 earnout based upon certain milestones.

- Supervised due diligence review and the drafting of a due diligence report.
- Communicated extensively with client's general counsel as well as senior members of private equity fund to explain certain issues.
- Drafted asset purchase agreement and ancillary documents, including assignment and assumption, bill of sale, employment agreements for key employees, employee proprietary rights agreement, escrow agreement, restrictive covenants agreement, form of retention bonus agreement, third party consent letter and written consents.

Represented a credit union in the equity purchases of sister companies in the debt collection and loan servicing industries for a base purchase price of \$7,500,000.

- Primarily responsible for drafting stock purchase agreement and ancillary documents, including settlement and release of claims, stock assignments, retention bonus agreements and officer and director resignations.
- Supervised due diligence review and the drafting of a due diligence report as well as revisions to the disclosure schedules.
- Drafted the closing checklist and took primary responsibility for monitoring and satisfying the closing requirements.

Represented a process-serving company in an equity sale to private equity purchaser for a base purchase price of \$90,000,000.

- Assisted outside counsel in the preparation of the initial draft of and subsequent revisions to the disclosure schedules.
- Drafted signature checklist and took primary responsibility for monitoring and satisfying the closing requirements.

Represented a credit union service provider in an asset sale to strategic purchaser for \$6,000,000 with additional \$2,000,000 in milestone payments.

- Primarily responsible for revisions to asset purchase agreement and ancillary documents, including assignment and bill of sale, assumption agreement, FIRPTA certificate, Escrow Agreement, restrictive covenants agreement, funds flow memorandum, secretary's certificate.
- Coordinated the review of the representations and warranties in the asset purchase agreement and assisted company executives in the drafting of Disclosure Schedules.

Represented a staffing company in an asset sale to a strategic purchaser for an initial purchase price of \$16,000,000 with a potential for \$2,000,000 in additional earnout payments.

- Primarily responsible for preparation and drafting disclosure schedules and ancillary documents as well as revisions to the asset purchase agreement.
- Drafted the closing checklist and took primary responsibility for monitoring and satisfying the closing requirements.

Represented a nutraceutical company in an asset sale to a strategic purchaser for an initial purchase price of \$625,000 with an additional \$3,100,000 in the form of a secured promissory note.

- Drafted initial forms of asset purchase agreement, security documents, equity rollover documents and ancillaries.
- Reviewed and summarized material terms of purchaser's governing documents to explain client's rights as a minority owner of the purchaser after the transaction.
- Primarily responsible for drafting and reviewing disclosure schedules with the client.
- Maintained closing checklist and ensured timely satisfaction of all closing conditions.

Represented a suite of automobile fabrication and repair companies in the sale of their business and real property assets to a strategic purchaser for a total purchase price of \$17,000,000.

- Negotiated nondisclosure agreement and letter of intent prior with the purchaser.
- Drafted summary of key issues in asset purchase agreement in order to highlight certain business issues for the client.
- Revised asset purchase agreement and ancillary documents.
- Coordinated sale of real estate parcel with the client and real estate attorneys in conjunction with the sale of the business.
- Maintained closing checklist and ensured timely satisfaction of all closing conditions.

Lending & Finance Transactions

Represented a private consumer products company in connection with several modifications to its U.S. credit facility with primary and secondary lenders.

- Drafted legal opinions, certificates to counsel, lost note affidavits, and written consents.
- Revised certain ancillary documents, including newly issued and amended and restated notes.
- Drafted signature grid and took primary responsibility for monitoring and satisfying the closing requirements.

Represented a waste removal truck rental company in connection with the modification of U.S. and Canadian credit facilities with primary and secondary lenders.

- Drafted legal opinion and ancillary transaction documents, including board resolutions, certificates to counsel, and officers' certificates.
- Reviewed and revised certain ancillary transaction documents, including side letters, certification of trust, joinders and consents, tax indemnity agreement, revolving credit notes, and certain security and subordination documents.
- Drafted the signature checklist and took primary responsibility for monitoring and satisfying the closing requirements, working with local counsel to satisfy closing requirements in foreign jurisdictions.

Represented a credit union in the negotiation of a \$5,000,000 loan to finance an acquisition.

- Drafted term loan agreement and ancillary documents based on commitment letter and acquisition documents.

- Primarily responsible for drafting and updating closing checklist and ensuring closing requirements were satisfied.

General Corporate

- Represented a privately held engineering firm in connection with the redemption of a minority interest from a founding member and the sale of his shares to a new member.
- Represented a privately held data analytics company in the redemption of a founding member's ownership interests.
- Represented several clients in the negotiation and drafting of executive and rank-and-file employment agreements
- Represented a banking client in negotiation of multiple service and vendor agreements, including extensive client interactions with general counsel and business teams.
- Assisted general counsel of an e-learning company in the negotiation and drafting of various educational customer agreements.
- Represented a music production company in connection with certain licensing agreements.
- Represented various buy and sell-side clients in negotiation of non-disclosure and confidentiality agreements.
- Represented clients in drafting and negotiation of exclusive and non-exclusive distribution agreements.
- Assisted clients in the formation of new business entities, including through the drafting and filing of organizational and governing documents.
- Drafted option award agreements in accordance with various clients' equity award plans.