

**MICHAEL L. MADGETT**

Serving as general counsel for many of his clients, Michael Madgett uses his extensive legal experience to advise on corporate and securities and intellectual property issues.

A Partner at HFM, Mr. Madgett handles corporate governance, business and commercial transactions, securities offerings, intellectual property licensing, Internet and e-commerce law. He is also experienced in Financial Services, Real Estate and Construction, and Construction law.

With more than 30 years of experience practicing law in San Diego, Mr. Madgett is recognized as a consummate negotiator and advisor. He has been rated "AV Preeminent" by Martindale Hubbell™ —earning the highest possible rating for both Legal Ability and Ethical Standards. He is also frequently recognized by San Diego Magazine as a Top Lawyer® for Corporate and Securities matters.

Mr. Madgett has significant experience advising both public and private companies, from start-up and emerging growth companies to established middle-market companies in a variety of industries. His clients include private offering fund managers, green energy and clean-tech companies, hardware and software developers, tech and e-commerce companies. He also represents traditional manufacturers, wholesale and retail distributors, franchisors and franchisees, contractors, developers, professional organizations and service establishments.

In serving in an outside general counsel role for many of his clients, Mr. Madgett advises on a wide variety of legal matters, including initial business organizational and structural issues, financing and capital formation, strategic alliances and joint ventures, licensing strategies, product development and distribution, mergers and acquisitions, and day-to-day business operational issues and agreements. His goal is to make the deal happen, not break it, but he will also advise his clients when it is time to move on.

PRACTICE GROUPS

- ▶ Corporate and Securities
- ▶ Intellectual Property

EDUCATION

- ▶ J.D., University of Kansas (1985)
- ▶ B.B.A., University of Missouri at Kansas City (1982)

ADMITTED TO PRACTICE

- ▶ California
- ▶ Kansas
- ▶ Missouri

AFFILIATIONS

- ▶ State Bar of California
- ▶ American Bar Association
- ▶ San Diego County Bar Association
- ▶ Downtown San Diego Partnership
- ▶ Licensing Executive Society

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REPRESENTATIVE TRANSACTIONS

- ▶ Representation of company in \$17 million buyout of majority shareholder.
- ▶ Representation of green energy company in monetization of ongoing royalty stream.
- ▶ Representation of acquiring company in acquisition of Danish based controls company.
- ▶ \$40M recapitalization of energy company.
- ▶ Representation of clean-tech company in acquisition of public company.
- ▶ Representation of issuer in \$12M med-tech fund offering.
- ▶ Representation of Italian-based SCUBA equipment manufacturer in connection with licensing and distribution matters.
- ▶ Representation of issuer in organization, financing and launch of real estate data aggregator.
- ▶ Representation of wellness company in strategic Alliance with MLM nutritional supplement company.
- ▶ Representation of Special Needs Trust Administrator in \$50M acquisition by public company.
- ▶ Representation of 3D printing company in acquisition by competitor.
- ▶ Representation of distressed construction company in acquisition by National general contractor.
- ▶ Representation of national property management company in acquisition by publicly traded Canadian corporation in hospitality industry.
- ▶ Organization and financing of Korean-based nutritional supplement manufacturer and fitness company, including negotiation and structure of fulfillment and distribution agreements, product development and launch, manufacturing and related matters in Korea.
- ▶ Representation of Korean manufacturer of miniature GPS equipment in product development, licensing and securities matters.
- ▶ Representation of VC convertible note holders in foreclosure on patent portfolio and related assets, and reorganization of the operating entity.

REPRESENTATIVE TRANSACTIONS (continued)

- ▶ Representation of Korean lead developer in multi-party co-development agreement with major European automobile manufacturer for development, manufacture and distribution of onboard GPS/Internet device.
- ▶ Representation of National toy manufacturer and distributor in \$48M acquisition of Canadian company.
- ▶ Representation of developer in \$94M private offering and concurrent construction and mezzanine financing for hotel project.

AWARDS & HONORS

- San Diego Magazine Top Lawyer, Corporate and Securities
- "AV Preeminent" by Martindale Hubbell™