

**Steven T. Lawrence**

Shareholder

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Steven T. Lawrence is a business lawyer. Steve's practice focuses on the legal and business needs of companies and individuals. Steve handles every aspect in the life of a company from start-up and formation to operations matters and agreements to company acquisitions. Steve has extensive experience in a wide range of corporate and transactional matters, including mergers and acquisitions, licensing, securities offerings, entity formation and business structuring. Steve drafts and negotiates contracts from day-to-day supplier and vendor arrangements to agreements for purchase or sale of businesses. Steve counsels clients in business matters, such as technology licensing, leases, employment agreement, securities offering and protection of intellectual property.

Steve has worked with clients in a wide range of industries, including technology, retail, real estate, manufacturing, sports, healthcare, medical device, biotechnology, entertainment, mining, energy, alternative energy, financial services, telecommunications and utilities.

Operations Transactions

Steve has drafted, negotiated, analyzed and enforced a wide variety of operations transactions, including distribution transactions, supply agreements, vendor agreements and policies, group purchasing arrangements, RFPs, purchase orders and others. Steve has extensive experience in Uniform Commercial Code matters, including the delivery of legal opinions regarding Revised Article 9 issues.

Mergers and Acquisitions

Steve has served as lead counsel in a variety of M&A transactions from transactions involving privately-held companies to multi-national publicly traded companies. Steve has drafted, negotiated and implemented letters of intent and term sheets, conducted due diligence, including extensive intellectual property due diligence, drafted and negotiated purchase agreements and assisted with post-closing obligations. Steve has conducted extensive research and analysis of issues surrounding representations and warranties, indemnification obligations and conditions. Steve has rendered numerous legal opinions regarding organization, execution, authorization, delivery, enforceability and other issues. Steve has counseled numerous Boards of Directors and C-level executives regarding fiduciary duties and obligations in the context of sale transactions. Steve has worked with financial advisors and investment bankers in structuring transactions.

Corporate Finance

Steve has advised a wide range of clients on corporate finance matters, including securities offerings, debt transactions, credit facilities,

PRACTICE AREAS

- Business and Corporate
- Mergers and Acquisitions
- Health Care Business Transactions
- Intellectual Property
- Securities
- Health Care

EDUCATION

- Loyola University Chicago – Master of Laws (LL.M.) in Health Law, 2013
- Arizona State University – M.B.A., 2001
- University of the Pacific – McGeorge School of Law J.D., with distinction, 1994
- California State University, Sacramento – B.S. Business Administration (Management) 1990

ADMISSIONS

- Arizona, 1994
- California (inactive), 1995
- U.S. District, Court, District of Arizona, 1996
- U.S. Court of Appeals, Ninth Circuit, 2001

PROFESSIONAL LEADERSHIP

- State Bar of Arizona
- State Bar of Arizona Business Law Section
- Arizona Technology Council
- American Health Lawyers Association
- Arizona Association of Health Care Lawyers
- Arizona Technology Council, Chairman Public Policy Committee and Member of the Board of Directors, 2003-2008
- Arizona State University, W.P. Carey School of Business Adjunct Faculty, 2002-2006

compliance with the Securities Act of 1933 and Uniform Commercial Code filings. Steve has prepared private placement memorandum, supplements and disclosure materials, along with subscription agreements and ownership qualification materials. Steve has handled Form D and Blue Sky filings. Steve has rendered numerous legal opinions regarding credit transactions.

Labor and Employment

Steve has drafted and negotiated employment agreements for C-level executives on behalf of both employees and employers. Steve has drafted and counseled clients regarding employment offer letters, employee handbooks and policies. Steve has extensive experience in the handling of employee discipline and termination. Steve has consulted on employment litigation defense matters. Steve has handled employee buy-in and buy-out equity transactions and employee stock option and stock purchase matters.

Intellectual Property Licensing

Steve has drafted and negotiated software license agreements, software support agreements, consulting and services arrangements. Steve has counseled clients regarding patent, copyright and trademark licensing. Steve has advised clients regarding sponsorship arrangements. Steve has counseled clients regarding the protection of intellectual property through development agreements, independent contractor arrangements and services agreements. Steve has worked on technology and licensing matters in every continent in the world, including extensive experience in European and Asian technology transactions. Steve has extensive experience with e-commerce, hardware and telephony matters. Steve has drafted and negotiated the agreements for numerous SaaS transactions and OEM arrangements. Steve has handled privacy matters and drafted and enforced privacy policies.

Real Estate

Steve has drafted and negotiated real property purchase transactions on behalf of both buyers and sellers. Steve has extensive experience working on commercial leases on behalf of both landlords and tenants. Steve has handled numerous real property syndications. Steve has also served as lead counsel for developers in general obligation bond and special assessment district financing.

Corporate Governance

Steve has advised Boards of Directors and C-level officers regarding corporate governance, observance of corporate duties. Steve has counseled clients in litigation and dispute matters regarding business judgment defenses.

Entity Formation

Steve has counseled clients and handled a wide range of entity formation and structural matters, including the formation of Delaware, Nevada and Arizona limited liability companies, corporations, limited partnerships and other forms of entity.

Healthcare Transactions, Compliance and Regulatory Matters

Steve has advised clients on numerous compliance and regulatory matters under federal and state law. Steve has structured transactions taking into account obligations under the Stark Law, Anti-Kickback

PROFESSIONAL LEADERSHIP

- Arizona Venture Capital Conference, Company Mentor and Member of Speaker's Committee, 2001-2004
- Arizona Angel Investors Conference, Mentor Team Leader, 2005
- Invest Southwest Conference, Company Mentor, 2006-2009 Mentor Team Leader and Member
- Maricopa County Bar Association, Young Lawyers Division Board of Directors, 1996-1999

PROFESSIONAL RECOGNITION

- "The Best Lawyers in America," Woodward/White, Inc., 2009-2016
- "Chambers USA: America's Leading Lawyers for Business," 2010-2015
- AV Preeminent Peer Review Rating, Martindale-Hubbell
- "Who's Who in American Law," Marquis Who's Who
- "Who's Who in America," Marquis Who's Who
- "Who's Who of Emerging Leaders," Marquis Who's Who
- 2011 Father of the Year, Father's Day Council and American Diabetes Association

PUBLICATIONS

- Physician Inventions: When That Great Idea Strikes – Start Here, Round Up, Maricopa County Medical Society, August 2014.
- Healthcare Franchises: A Prescription for Profit, Legal Considerations, and Risks, Round-Up, Maricopa County Medical Society, June 2012

Statute, state Anti-Kickback Statute and False Claims Act. Steve has advised clients regarding Medicare, Medicaid, Tricare, fee-splitting prohibitions, corporate practice of medicine, HIPAA and EMTALA. Steve has organized entities and restructured organizations to achieve compliance with federal and state law. Steve has handled investigations by regulatory bodies and claims by private parties regarding billing and coding issues.

Recent representative experience:

- Representing a real estate development syndication in the acquisition, development and construction of a self-storage facility;
- Advising a lender on a series of loans to an international solar and alternative energy company;
- Advising a real estate management company on its reorganization and subsequent securities offering;
- Representing a biotechnology company in a patent license agreement;
- Serving as lead counsel in the sale of a consumer products business to a publicly traded company;
- Representing a large transportation and logistics company in its sale to a publicly traded company;
- Serving as counsel for the issuer in a securities offering of units in a residential and commercial real estate holding company;
- Representing a food services company in its acquisition by a publicly traded company;
- Advising a national physician practice regarding the negotiation, drafting and performance of a co-management arrangement with a non-profit hospital system;
- Representing a physician practice in its offer of equity ownership to a physician employee;
- Serving as lead counsel in the sale of a controlling interest in a practice management company to a private equity buyer. Transaction was selected as the M&A Advisor Healthcare and Life Sciences Deal of the Year;
- Representing a national specialty medical practice in the sale of certain intellectual property to a strategic buyer; and
- Representing a physician group in the negotiation, acquisition and syndication of certain real estate;
- Advising a national specialty practice regarding the formation of a joint venture with a national hospital chain;
- Representing a physical therapy practice in its formation and transactional matters;
- Counseling a national technology services company on services arrangements and intellectual property protection.

Prior to joining Milligan Lawless, Steve was a shareholder at a large Phoenix-based firm, served as Corporate Counsel to SkyMall, Inc., and was Associate General Counsel to JDA Software Group, Inc. He began his legal career as a Judicial Clerk to then Chief Judge Thomas C Kleinschmidt of the Arizona Court of Appeals.

PUBLICATIONS

- First Amended and Restated Report of the State Bar of Arizona Business Law Section Committee on Rendering Legal Opinions in Business Transactions, 38 ARIZ. L.J. 47 (2004) (Contributing Author)
- Review of Selected 1992 California Legislation, 24 PAC. L.J. 592 (1993)
- Solving the Proposition 13 Puzzle: From Amador to Nordlinger – Judicial Challenges and Alternatives, 24 PAC. L.J. 1769 (1993)