



## Lisa H. Klein

### PARTNER

Irvine

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### RELATED SERVICES

- Business Transactions
- Real Estate
- Blockchain & Cryptocurrency
- Healthcare, Regulatory Transactions & Telehealth
- Retail & Hospitality
- Banking & Finance
- Government Investigations & Enforcement Defense

### OFFICES

- Irvine
- San Diego
- Los Angeles

### OVERVIEW

Lisa Klein is a Partner in the Orange County office of GRSM, and a member of the Business and Real Estate Transactions Group. For more than 20 years, Lisa has assisted companies in reaching their goals, whether it be growing their business or protecting their financial interests. She often fills the role of outside general counsel.

Lisa's regularly negotiates purchase and sale agreements, commercial financings, strategic relationships (including advice regarding "bet the company" litigation). Her practice includes refinancing, and acquisitions of commercial property across the country, including raw land, and mobile home parks.

Lisa's transactional practice is focused on acquisitions and divestitures, restructurings, workouts, and title matters. She utilizes her extensive knowledge of corporate, securities, finance and real estate transactions to assist some of the country's largest title insurance companies resolve complex title insurance issues. Lisa's practice includes representing private equity and venture capital groups in connection with the deployment of capital and portfolio company operations.

## REPRESENTATIVE EXPERIENCE

- Represented WHITMAN-HART in \$8 billion merger of equals with US Web/CKS.
- Represented MGM Mirage in \$775 million sale of Treasure Island Resort & Casino.
- Represented Centerprise Advisors in national rollup of accounting and consulting firms.
- Served as lead counsel to a public company in an \$80 million acquisition of control of Konrad Hornschuch, a German manufacturing company listed on the Frankfurt Stock Exchange.
- Represented a California-based publicly held health care management services organization in 15-physician organization merger and acquisition transactions valued in excess of \$100 million; transaction included obtaining public and private capital financing.
- Represented publicly-traded HMO in acquisition by Foundation Health.
- Represented Cadiz, a natural resources company, in its \$180 million stock acquisition of a large agricultural concern out of bankruptcy.
- Represented Platinum Technology, Inc. and Divine Interventures, Inc. in acquisitions of stock or assets in transactions ranging from \$1 million to \$100 million.
- Represented a publicly traded consumer products company in its purchase from Rubbermaid of the shelf-liner trademark and product lines.
- Advised both issuers and brokers in a wide range of financing structures, including seed and angel investor financings, venture capital investments, private equity and other institutional financings, bridge loans and PIPE transactions for public companies.
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- Represented a manufacturer of consumer products in a 144A offering, the issuer of a private placement of \$112 million of secured notes through Lazard Frères & Co., followed by an SEC registered offering of a new series of notes in exchange for the outstanding private notes.
- Represented Capella Films in its sale of equity to consortium of German film companies.
- Represented Latin American minority shareholders in MBO in excess of \$500 million value.
- Represented investors in joint ventures with affiliates of Fortress Investment Group and Apollo Investment Management.
- Represented issuer in joint venture with Arizona Heart Institute.
- Represented Korean public company in joint venture with SAIC.

- Represented private company in joint venture with public company purchasing a \$50 million investment in private lawsuit funding entity.
- Represented controlling shareholders in sale of controlling interest in Specialty Surgery Centers to Symbion.
- Represented national insurance company in restructuring of billion dollars of loans with potential exposure in excess of \$500 million.
- Represented Project CityCenter, a joint venture with Dubai World, in connection with the negotiation and subsequent amendments to its \$1.8 billion construction loan and credit facility.
- Represented major title insurance companies in litigation involving creditors rights coverage and fraudulent conveyance. Represented Finova Capital in significant loan restructurings.
- Represented public and private borrowers in negotiation of bridge loans, working capital lines and bank debt, including mezzanine financings.
- Represented issuers in underwritten initial public offerings.
- Represented selling shareholders of Axesstel in initial public offering.
- Represented Spelling Entertainment in connection with its investment and content licensing.
- Represented Paramount Pictures in connection with licensing content.
- Represented MGM Resorts in negotiating license agreements.

## PRESENTATIONS

- Solving the Creditors' Rights Quagmire: An Argument for the Nationwide Prohibition of Creditors' Rights Coverage," *Title News, American Land Title Association* – Cover Story (March/April 2010)
- "Why Regulators Should Ban Creditors' Rights Coverage," *California Real Property Journal* (July 2010)

## CREDENTIALS

### Admissions

- California

### Education

- J.D., University of California, Los Angeles
  - Associate Member, *Communications Law Journal*
  - Teaching Assistant, Legal Writing Program
- B.A., *with honors*, Political Science, Northwestern University
  - Canadian Studies Fellowship
  - Robert McGovern Award for thesis

### Externship

- Los Angeles Federal District Court, Judge Richard J. Gadbois, Jr.