



## Attorneys

Lon E. Roberts  
Matthew D. Rowe  
Joshua D. Tagatz  
G. Lane Ware

## Of Counsel

Paul C. Schlindwein, II

## Paralegal

Cindy M. Dahlke

## BUSINESS TRANSACTIONS: CORPORATE FINANCE & SECURITIES

Ruder Ware is one of the few Wisconsin firms located outside of Milwaukee or Madison that assists clients in complying with federal and state securities laws. We advise a number of public companies and their directors and officers regarding securities law matters, and we assist these clients in complying with periodic reporting requirements; designing equity-based compensation and benefit programs; complying with insider trading restrictions and reporting obligations; and managing investor relations, public disclosure, and corporate governance issues. We also have experience with structuring and negotiating a wide variety of private equity and venture capital transactions involving the private placement of securities. Our services include:

- Introducing companies to the investment banking and intermediary community to allow access to capital
- Providing assistance with structuring transactions to comply with securities laws
- Representing issuers in private and public offerings of equity and debt securities
- Drafting and negotiating engagement letters, confidentiality agreements, initial proposals, indications of interest, and letters of intent
- Drafting prospectuses; private placement memoranda and offering circulars; subscription documents; founder, shareholder, and employment agreements; and option and restricted stock plans and agreements
- Drafting investment agreements for private equity transactions
- Preparing proxy statements for use in connection with annual and special meetings of shareholders, including compliance with executive compensation disclosure requirements
- Preparing and filing annual, quarterly, and interim reports with the Securities and Exchange Commission
- Assisting with rules compliance in connection with a listing on the New York Stock Exchange, the NASDAQ Stock Market, or the OTC Bulletin Board
- Advising clients on compliance with short-swing profit rules and other obligations of insiders under the Securities Exchange Act of 1934
- Designing and drafting executive compensation arrangements involving employer securities
- Advising clients regarding corporate governance matters, including board of directors committee composition and duties and determination of "independence" and "financial expert" determinations, as well as other requirements arising under the Sarbanes-Oxley Act of 2002
- Representing acquirers in both friendly and hostile tender offers and assisting

- Continued -

- in the defense of hostile tender offers
- Assisting public companies with establishing “poison pills,” “shark repellents,” and other corporate defense mechanisms in connection with proxy contests
- Representing public companies in connection with going-private transactions and in connection with “reverse stock split” and other recapitalization transactions necessary to consolidate company ownership.

As part of a full-service law firm, our attorneys provide clients with a one-stop approach to their legal needs. Ruder Ware, the largest Wisconsin law firm headquartered north of Madison, also provides legal counsel in Litigation & Dispute Resolution; Employment, Benefits & Labor Relations; and Trusts & Estates. ◆

© 2011 Ruder Ware, L.L.S.C. Accurate reproduction with acknowledgment granted. All rights reserved. This document provides information of a general nature regarding legislative or other legal developments. None of the information contained herein is intended as legal advice or opinion relative to specific matters, facts, situations, or issues, and additional facts and information or future developments may affect the subjects addressed.

## Legal Services Offered by Ruder Ware

### Business Transactions

- Antitrust & Trade Regulation
- Bankruptcy & Creditors’ Rights
- Business Organizations
- Commercial Contracts
- Corporate Finance & Securities
- Executive Compensation & Employee Benefits
- Intellectual Property
- Mergers & Acquisitions
- Real Estate & Construction

### Employment, Labor & Benefits

- Employee Benefits & Executive Compensation
- Employment Law
- Labor Law

### Litigation & Dispute Resolution

- Alternative Dispute Resolution
- Commercial Litigation
- Employment Litigation
- Environmental Litigation
- Estate & Fiduciary Litigation
- Preventative Litigation Services
- Products Liability Litigation
- Real Estate & Construction Litigation

### Trusts & Estates

- Asset Protection Planning
- Elder Law
- Estate Planning
- Family Business Succession Planning
- Fiduciary Services
- Probate & Trust Administration

### Focus Teams

- Agriculture
- Banking & Financial Institutions
- Health Care
- Local Governments & Municipalities
- Professional Responsibility for Attorneys
- Schools & Educational Institutions