



William W. Eigner, Partner

Practice Areas	Corporate and Securities Emerging Growth and Technology Mergers and Acquisitions Clean Tech, Energy and Climate Change Medical Technology
Admissions	California
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Professional Summary

Mr. Eigner's practice emphasizes venture capital, angel financing, seed capital, and the financing, governing, operating, buying, selling and merging (M&A) of growing technology and other businesses. His practice further encompasses corporate and business transactions, including matters relating to telecommunications, electronic commerce, energy, clean technology, life sciences, corporate governance, franchising, employment and independent contractor issues, intellectual property protection, competitive business practices, securities, and business structuring and financing. Mr. Eigner also has significant experience in handling M&A, contractual and political issues involving telecommunications companies and independent power producers.

Mr. Eigner, a Stanford alumnus, frequently spends time in our Silicon Valley office, which aids in our ability to assist our clients in raising venture and angel capital.

Representative Matters

Venture Capital, Angel Capital & Securities

- Represented a venture capital fund in funding a telecommunications company.
- Represented the founders of a telecom company in a private sale of stock to venture funds.
- Represented a wireless health company in raising convertible debt from angel investors.
- Assisted a venture capital fund in cashing out its investments in several biotech companies.
- Drafted/reviewed stock purchase agreements, restated certificates of incorporation, registration rights agreements, co-sale agreements and other venture capital documents for numerous venture capital financings for biotech, telecom and other companies.
- Represented a venture capital company investing in an emerging telecom company.
- Represented the lender in a convertible debt and warrants transaction with a diagnostics company.
- Represented a wireless Internet service company in raising angel and venture capital.
- Assisted a working group conducting an IPO for a telecom services company.
- Represented two Series B venture capital investors during the Series C round of financing for a fabless semiconductor company focused on the imaging market for mobile communications devices.
- Represented a medical software company in raising venture capital.

- Represented a cosmeceutical company in raising seed capital and embarking on its Series A round.

Corporate Governance

- Structured the formation of an energy services company.
- Drafted a buy-sell agreement for an electrical contractor.
- Represented the majority shareholders of a retailer in forcing the buy-out of a minority shareholder.
- Counseled a corporate general partner regarding the corporate opportunity doctrine and its duties to limited partners.
- Counseled a corporation regarding director conflict-of-interest issues.
- Advised a venture capitalist regarding potential liabilities as a director and advisor.
- Assisted a telecom company in recruiting a Board of Advisors.
- Advised a limited partnership and its corporate general partner how to address allegations of a director's conflict of interest.
- Assisted a medical software company in negotiating the departure of disgruntled founder and ex-officers.

Contract Negotiations

- Represented an independent power producer in negotiating various contracts.
- Represented a telecommunications services company in negotiating Master Service Agreements involving site acquisition, engineering, and other services.
- Represented an integrated circuit design company in drafting its Master Services Agreement.
- Represented a Japanese-owned maquiladora in a contract dispute with a Mexican independent contractor.
- Advised a franchisor in negotiations with disgruntled franchisees.
- Assisted a franchisee in rescinding a franchise agreement.
- Advised a number of ex-CEOs of life sciences and telecom companies in negotiating severance packages.
- Structured agreements for a broadband fixed wireless carrier.

Mergers & Acquisitions

- Represented a precision components manufacturing company in its sale to a larger company.
- Represented an Internet retailing company in an electronic commerce joint venture.
- Represented the buyer in the merger/acquisition of a wireless engineering company.
- Represented the seller in the sale of a metallurgical services company to a subsidiary of a large British corporation.
- Represented the seller in the sale of an electrical contracting company.
- Represented the seller in the sale of an engineering company.
- Represented the seller in the sale of a regulatory compliance company to a NYSE-traded public company.

Intellectual Property & Competitive Business Practices

- Advised a biotech company regarding its NDA.
- Advised a software company concerning protection of its intellectual property upon the departure of a key employee.
- Advised a departing CEO on how to compete properly with his former company.
- Advised distributors in a dispute with their supplier.

- Advised a venture capital company regarding trademark issues.
- Assisted a catering company in a brand licensing transaction and joint venture.
- Counseled a company whose newly hired VP-sales had expropriated his previous employer's client list.

Government Relations

- Represented an independent power producer in forcing a major investor-owned utility to buy out its power purchase agreement.
- Assisted a wireless service company with municipal land use authorities and other government officials to facilitate the build-out and deployment of a wireless Internet network.
- Lobbied government and labor officials to assist a co-generation venture.
- Assisted a telecom services company in contracting with governmental entities.

Education, Distinctions & Community Involvement

Mr. Eigner received his B.A. from Stanford University in 1981 and law degree from the University of Virginia School of Law in 1986. In 1981, Mr. Eigner served as a United States Supreme Court Judicial Intern.

In 2008, 2009, 2010, and 2011, *The Daily Transcript* recognized Mr. Eigner for his selection by area business attorneys as one of San Diego's top corporate attorneys. Also in 2008 and 2012, *San Diego Metropolitan* magazine named Mr. Eigner to its "Movers to Watch" list, calling him "the go-to guy for emerging companies." In 2006, *The Daily Transcript* selected him as one of San Diego's 120 Top Influentials--"a person whose actions and opinions strongly influence the course of events in San Diego's business community." And, in 2004, the San Diego Regional Chamber of Commerce selected him as Volunteer Advocate of the Year.

Mr. Eigner serves as a director of the San Diego Venture Group and CommNexus. He is a director of the San Diego Police Foundation. He is a past director of the San Diego Regional Chamber of Commerce and is a member of the Chamber's Public Policy Committee. Mr. Eigner serves on the Board of the Mundoval Fund (MUNDX), a publicly traded, global, large-cap, value-oriented mutual fund. He also serves on the Boards of Advisors of American Eco-Energy, Nobel Systems, Blue Wave International, Inc., NewBlue, Inc., Pixon Imaging, Vinculum Communications, Inc., SAAS company eSUB, Inc. and other companies. He is a former member of the Board of Trustees of La Jolla Country Day School and a former member of the Bishop's School's Headmaster's Advisory Council. Mr. Eigner is also a former trustee and land use chairman of the La Jolla Town Council.

Mr. Eigner is an AV rated attorney, the highest possible rating, by the Martindale-Hubbell legal rating service.

News, Publications & Events

Mr. Eigner has published a number of articles, as well as given a number of presentations on boards of advisors, the California Transparency in Supply Chains Act of 2010 and other business topics involving CONNECT, San Diego Software Industries Council and other organizations. He is the author of "Board of Advisors: Key Tool for Successful Companies," which was published in *The Daily Transcript*. Mr. Eigner is also the author of "Lobbying Guidelines," which was distributed to the San Diego City Council and other San Diego boards and commissions by San Diego City Attorneys, and is co-author of "Lobbying Guidelines and Rules for Ex Parte Contact," which was published in *California Real Property Journal*. He is also co-author of "Committees of the Board of Directors: An Overview," which was presented to the International Forum for Corporate Directors.

Recent News Coverage

- "Mukacell™ Appoints Business and Technology Expert William Eigner to its Board of Advisors," *PR Newswire*

Association LLC, March 26, 2012.

- "Mukacell™ Appoints Business and Technology Expert William Eigner to its Board of Advisors," *American City Business Journals*, March 26, 2012.
- "Procopio Further Expands with Addition of Silicon Valley Office," Procopio Press Release, February 21, 2012.
- "Procopio's William W. Eigner Named 2012 San Diego Metro Mover by San Diego Metropolitan Magazine," Procopio Press Release, February 8, 2012.
- "Introducing SD Metro Movers to Watch in 2012," *San Diego Metro Magazine*, January/February 2012.
- Fikes, Bradley J. "Venture investment dives in San Diego County," *North County Times*, October 27, 2010.
- "Professional Profile: William W. Eigner," SD Regional Chamber of Commerce *Business Action*, Winter 2009.
- "Ten Questions: Lawyer serves the community," *La Jolla Light*, April 16, 2009.

Recent Articles/Publications

- Co-author, "Why Your Business Will Need to Comply with California's Transparency in Supply Chains Act," *The Daily Transcript*, February 14, 2012.
- "Board of Advisors: Key Tool for Successful Companies," *The Daily Transcript - Business Resource Guide*, May 12, 2005.