



Michael J. Kinkelaar, Partner

Practice Areas	Corporate and Securities International Law Emerging Growth and Technology Mergers and Acquisitions
Admissions	California
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Professional Summary

Mr. Kinkelaar is the leader of the firm's Corporate, M&A and Securities Practice Group. His practice emphasizes corporate representation of companies from numerous industries, with particular focus on start-up ventures, emerging growth companies and technology-based transactions. Mr. Kinkelaar provides corporate, securities, intellectual property and tax advice to corporations, shareholders, directors, officers and investors in a full range of legal projects including mergers and acquisitions, private placements and public financings, technology licensing, joint ventures, corporate partnering, venture capital, business formation and structuring, and federal and state tax issues.

Representative Matters

- Assisted numerous emerging growth and technology companies in seed and later stage private financings and venture capital transactions, including complex related transactions involving both preferred and common stock.
- Assisted numerous companies in complex mergers and acquisitions and related transactions.
- Represented technology corporation in negotiating the sale of its biomedical division to a publicly held company for cash and securities, and subsequently renegotiated the transaction to increase proceeds and accelerate payment.
- Represented biotechnology company in preferred stock sale, and concurrent licensing of ancillary technology, to a public technology company.
- Assisted start-up medical software company with private securities offering to raise seed capital for research, development and operations and subsequently negotiated the sale of controlling interest to a publicly operated health care group.
- Successfully appealed and argued an IRS assessment against several related corporations, reducing taxes from \$1.7 million to \$75,000.
- Represented a public company in its joint venture with the City of San Diego to provide emergency medical and ambulance service to the citizens of San Diego, California.

Education, Distinctions & Community Involvement

Mike Kinkelaar has been practicing at Procopio since 1982. He received his undergraduate education in finance, *summa cum laude*, from the University of Illinois, and his law degree in 1982 from the University of California, Hastings College of Law. He was admitted to practice in California in 1982 and the United States Tax Court in 1983. Mr. Kinkelaar has served on numerous panels and as a member of high-technology forums and committees. Mr. Kinkelaar served on the advisory committees for the University of California at San Diego Connect Technology Financial Forum, the UCSD

Connect Life Sciences Financial Forum, and the San Diego Software Industry Council's Investment Conference. He has served as Chairman and member of the Executive Committee of LawExchange International, a network of law firms in 18 countries around the world providing legal services to member firms and their clients. Mr. Kinkelaar is past president and director of the San Diego League, and has served on the board of directors of the San Diego County Bar Association Barristers Club and High Five America, a youth focused not-for-profit community organization. Currently he is a member of the Board of Directors and the Executive Committee of CONNECT, the premier technology association fostering innovation in the San Diego region, is a member of the Board of Directors of the Junior Seau Foundation, is the past President of the Board of Trustees for the San Diego Repertory Theatre, and has served as a member of the Centre City Advisory Committee of the City of San Diego. In 2007, 2008, 2009, 2010, and 2011, he was selected for inclusion in the *Southern California Super Lawyers® --San Diego* list in the Securities & Corporate Finance category. Mr. Kinkelaar is recognized by Martindale-Hubbell as an AV rated attorney.

News, Publications & Events

Recent Articles/Publications

- "Growth Strategies- Building Blocks for Successful Ventures," January 2006.
- "Maximize Your Business Value for Exit," June 2005.
- "Facing the Innovator's Dilemma," MIT Enterprise Forum, San Diego, CA, March 2005.
- "Critical Life Series for Life Science Companies - Program 1," January 2004.