

**Amanda Paracuellos**

Senior Counsel
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Orange County

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Practice Areas

- Corporate/Securities
- Intellectual Property
- Life Sciences
- Health Care
- Investment Funds
- Renewable Energy
- Corporate/Transactional Expertise

Amanda Paracuellos is a senior counsel with a transactional practice spanning the corporate and intellectual property practice areas. Amanda has represented clients, from start-ups to large, publicly held companies, in a wide variety of corporate transactional matters including acquisitions, mergers, joint ventures and other collaborative arrangements, securities offerings, private equity financings, corporate restructurings, corporate governance, takeover defense and technology licensing. Amanda also has significant experience in several industries including life sciences, healthcare, government contracting, media and green technology.

Amanda is involved in Crowell & Moring's diversity efforts and serves as a member of the Crowell & Moring Women Attorneys' Network Steering Committee.

Prior to joining Crowell & Moring, Amanda practiced in the area of corporate, securities and intellectual property transactions at Arnold & Porter LLP in Washington, DC. Amanda received her law degree, with highest distinction, in 1996 from the University of Iowa College of Law where she served as a member of the *Iowa Law Review*. Amanda received her undergraduate degree in 1993 from the University of Michigan where she studied English and Political Science. Amanda is admitted to the California and District of Columbia bars.

Representative transactions include:

Mergers and Acquisitions

- Represented NYSE Euronext in its acquisition of Wombat Financial Software, Inc.
- Represented Israeli defense contractor in purchase of 20% preferred equity stake in Southern California based aviation company, with option

to purchase entire company in a deal having a total value of \$60 million.

- Represented client in \$26 million purchase of assets from a group of related companies in the commodity futures trading industry.
- Represented national managed care company in sale of assets, including a Medicare Advantage contract.

Joint Ventures and Commercial Agreements

- Represent Citadel Securities, GETCO, Goldman Sachs, Morgan Stanley and UBS in their proposed purchase of a significant equity interest in NYSE Liffe U.S., the U.S. futures exchange of NYSE Euronext.
- Represented publicly traded financial services provider to form joint venture with information technology consulting company via a new LLC to provide business to business electronic billing and payment services and to negotiate various related technology licensing and development agreements.
- Represented large regional health benefits company to form a collaborative arrangement with second health benefits company to jointly market and offer health benefits products to national customers that neither party could fully serve alone and to negotiate related technology licensing and operational agreements.
- Represented national fast food chain in drafting forms of manufacturing and supply services agreements for procuring products and services from contractors.
- Represented national industry association to establish various group purchasing and affinity programs for the benefit of its members.

Life Sciences Industry Transactions

- Represented European-based pharmaceutical company in negotiating and documenting a \$100 million pre-clinical research and development collaboration with a publicly traded Seattle-based biotechnology company, including co-development and co-marketing arrangements as well as a \$50 million investment by the client in the biotech's common stock.
- Represented European-based pharmaceutical company in negotiating and documenting a \$300 million Phase II/III research, development and marketing collaboration with a publicly traded San Diego-based biotechnology company, including \$25 million investment by the client in the biotech's common stock.
- Represented private biotechnology company in analysis of complex cross-licensing agreements arising out of previous infringement litigation and negotiation of revisions to support client's changing business model.

Media & Advertising Industry Transactions

- Represent the internet and mobile web division of one of the nation's top telecommunications companies with respect to a myriad of software, technology and content licensing transactions, including technology development agreements, advertising distribution agreements, content license agreements, software licensing agreements and co-branding and private label product distribution agreements.
- Represent leading digital out of home (DOOH) company in a range of significant transactions, including agreements providing access to national chain of retail outlets for content distribution, complex digital infrastructure equipment and services agreements and advertising agreements.
- Represented internet division of major record label to license content to internet music web sites.

Renewable Energy Transactions

- Represented leading aerospace company in joint venture to develop and implement new concentrating solar power technology, including all aspects of negotiation and drafting of shareholder agreements, intellectual property licenses and member service and supply agreements.
- Represent start-up green technology company regarding strategies for business development, structuring and capital raising for business plan contemplating \$300 million development projects in the US, Asia and the Middle East.
- Serve as general outside counsel for national company in the business of collecting and recycling non-hazardous liquid waste.

Public & Private Securities Matters

- Represent California county pension plan in its private equity and hedge fund investments, including legal diligence, review of fund documents and negotiation of subscription agreements, side letters and other investment documents.
- Represented high-tech government contractor in \$100 million public offering of common stock on Form S-1.
- Advised numerous companies on periodic reporting requirements (10-K, 10-Q, 8-K filings), drafting descriptions of business and technology for use in SEC filings, crafting MD&A disclosure and other related matters.
- Represented private biotechnology company in seeking \$10 million in "Series A" venture capital funding.
- Represented private biotechnology company to negotiate and close \$20 million "Series B" round of financing.

- Represented public medical devices company in proposed \$7 million private investment, public equity (PIPE) transaction.

General Corporate Governance and Organization

- Advised third generation family-owned corporation in formation and implementation of strategies to remain privately held.
- Represented public medical devices company to plan and complete a strategic restructuring contemplating a potential spin-off of a business unit.
- Represented publicly traded financial services company in review to review and adopt takeover defense mechanisms including shareholder rights plan ("poison pill").
- Represented private company in government contracting and security services industry to conceive of and implement a restructuring of its U.S.-based operations to segregate distinct business units for liability and regulatory compliance purposes.

Education

- University of Michigan, B.A. English and Political Science (1993)
- University of Iowa College of Law, J.D. (1996)

Affiliations

Admitted to practice: California, District of Columbia

Publications

- Stock Options Backdating: How the Latest Corporate Scandal Can Affect You, (August 2006). Co-Authors: Morris F. DeFeo, Jr. and Amanda Paracuellos.
- "When a Company's Forward-looking Statements Find No Safe Harbor: Bespeaks Caution Doctrine Provides Alternative Protection," *Bloomberg Law Reports – Corporate Governance*, Vol. 3, No. 4 (May 2006). Co-Authors: Morris F. DeFeo, Jr., Amanda J. Paracuellos and Kelly G. Howard.
- "Analyst Independence—The Issuer Perspective," *Insights: Corporate & Securities Law Advisor*, Vol. 17, No. 11, Pgs. 11-19 (2003). Co-Authors: Amanda Paracuellos and Isaac Lustgarten.

Speaking Engagements

- "Legal Nuts & Bolts for Early Stage Companies," presented with TriTech SBDC (July 2010). Presenters: Amanda Paracuellos, Kendra D. Miller and Jonathan M. Lindsay.
- "Making Every Innovation Count: Monetizing IP Assets," SoCalBiomedical Council Forum (December 18, 2008). Co-Presenters: Karen A. Gibbs and Amanda J. Paracuellos.
- "Teaming And Contracting For U.S. Federal Government Contracts With Small Businesses," Crowell & Moring West Coast Ounce Of Prevention Seminar (April 2008). Co-Presenters: Donald Sovie, Tom Kruza and Amanda J. Paracuellos.
- "Expanding Export Markets for Medical Devices: International Distribution – Challenges and Solutions," U.S. Commercial Service, U.S. Department of Commerce Conference Hosted by Allergan (April 2008). Co-Presenters: Karen A. Gibbs and Amanda J. Paracuellos.
- "Persuading Lawyers to Stay: The Business Case for Work/Life Balance," Project for Attorney Retention Conference hosted by Loyola Law School (March 2008). Panelist: Amanda J. Paracuellos.