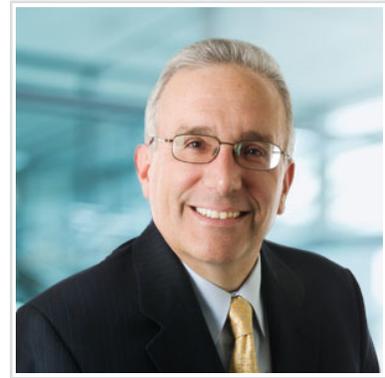


## Michael J. Mentzel

Partner

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Mike Mentzel's practice includes both for profit and nonprofit business law across multiple industries with special emphasis in the biotech, pharmaceutical and healthcare industries. His healthcare practice includes the representation of medical institutions, physicians and medical practices.

With over 35 years of experience in a broad commercial practice, Mike serves as outside general counsel to many of his clients who value his business acumen, creativity and responsiveness.

Mike has extensive experience in the area of general business and nonprofit law representing entities of all sizes, but concentrating on the middle market. Mike puts his experience to work in advising clients from initial formation, through growth, financing, strategic alliances, acquisitions and ultimate sale by structuring, negotiating and successfully closing business transactions. He has represented founders and businesses in the pharmaceutical and biotech industries in their commercial arrangements.

Mike's representation of healthcare clients includes healthcare institutions, medical practices, providers of healthcare-related services, healthcare management companies and individual physicians. He advises clients in structuring and drafting shareholder agreements, physician employment agreements, stock purchase agreements and restrictive covenants. Mike's representation of individual physicians includes those seeking their first professional position, either joining an existing practice or a hospital-based practice, and physicians who are relocating their substantial clinical practices and research programs to a new major medical institution.

### Representative Matters

- Represented closely-held nutraceutical company in its sale to a lifestyle holding company
- Created a shareholder's agreement for closely-held wholesale specialty foods company and its shareholders
- Represented chief executive officer of a domestic subsidiary of a European pharmaceutical company in the negotiation of an executive employment agreement and related C-suite executive bonus plan

### Practice Areas

Corporate and Securities  
Healthcare  
Private Equity and Venture Capital

### Bar and Court Admissions

Pennsylvania  
Connecticut

### Education

University of Pennsylvania School of Law,  
JD, 1980  
Drexel University, BS, *summa cum laude*,  
1977

### Memberships

ACG Philadelphia  
Pennsylvania Bar Association  
Pennsylvania BIO  
Philadelphia Bar Association

- Represented chief executive officer of a publicly traded pharmaceutical company in the negotiation of an employment agreement
- Represented *Fortune* 100 insurance company in its acquisition of a national insurance agency
- Advised Delaware holding corporation in share exchange transaction resulting in its redomestication as a German company
- Advised private equity controlled corporation in financing and recapitalization transaction involving issuance of preferred stock and conversion of debt to multiple series of preferred stock
- Advised private entity sponsor in the structuring and formation of its investment entity
- Represented a corporation in the military aerospace business in the sale, structured as a cash out merger to a public company
- Advised early stage company obtaining Series A round financing from a group of private equity investors, including drafting and negotiation of investor rights agreement and advised and negotiated subsequent additional rounds of bridge financing from private equity investors
- Represented a European-based pharmaceutical manufacturer, development and distribution company in the sale of worldwide distribution rights to a line of products; representation included drafting and negotiating an asset purchase agreement, a commercialization, development and license agreement and related manufacturing and supply agreements
- Advised founding physician shareholder in connection with restructuring of diagnostic imaging practice, including recapitalization by private equity investors
- Represented a financially distressed multinational tier two supplier in the automotive industry in a series of transactions involving an asset sale transaction, a stock sale transaction to another tier two competitor, and an asset sale to a tier one supplier
- Advised in the structuring and formation of a Delaware nonprofit corporation organized as a risk purchasing group for a national insurance brokerage
- Advised and drafted corporate governance documents, including bylaws and standing resolutions, for middle market company following the death of the founder and president
- Advised real estate investment entity regarding structuring, including multiple levels of ownership, and drafting limited liability company operating agreement
- Advised nonprofit corporation regarding governance issues and revised corporate governance documents including articles of incorporation and bylaws consistent with succession planning following the retirement of founder
- Advised client regarding formation and structuring of limited liability company to be owned by the senior and junior loan participants in real estate transferred to the limited liability company by deed in lieu of foreclosure on a mortgage loan
- Advised life insurance company in sale of a senior note secured by real estate portfolio
- Represented a foreign manufacturer of pharmaceutical products and medical devices in the domestic license and distribution of its products to a U.S.-based pharmaceutical company
- Represented founder of specialty pharmaceutical company in connection with bridge loan financing from existing private equity investors

- Represented a privately held U.S.-based pharmaceutical manufacturing and development company in obtaining private equity financing from U.S.- and European-based private equity firms
- Advised a faculty member of major medical institution with significant administrative, teaching and clinical responsibilities in connection with new employment as dean and clinical practitioner at another major institution
- Advised and negotiated employment agreement and practice support agreement in connection with cross country relocation of a surgeon to an existing private practice
- Advised and negotiated separation agreement for physician seeking to leave private practice where physician was subject to practice support agreement requiring substantial repayment
- Advised physician in negotiation with hospital of disclosure to be made by hospital to National Practitioner Data Bank based on allegation of physician's negligence

### **In the News**

White and Williams on Advisory Board of Life Sciences Collaborative  
February 28, 2014

White and Williams to Sponsor IMPACT 2011: Venture Summit Mid-Atlantic  
October 26, 2011

### **Events**

White and Williams Sponsors M&A East 2020  
Virtual Experience | October 26-28, 2020

Your First Physician Employment Agreement: Knowing What is Possible and Avoiding the Pitfalls  
Pennsylvania Radiological Society Annual Dinner Symposium | October 27, 2016

Employment Law Seminar  
Philadelphia, PA | May 20, 2015

War Stories From The Frontline  
The Desmond Malvern Hotel (Malvern, PA) | March 27, 2014

From Start-up to Exit - Lessons for Success  
Life Sciences Collaborative, University of the Sciences (Philadelphia, PA) | March 6, 2014

Warranties and After Sale Service  
Export University | July 2010

### **Publications**

Evidence of Lack of Adequate Compliance Systems Sufficient to Plead Bad Faith by Board  
*Taking Care of Business* | July 1, 2019

Shareholders Agreements: Insurance for Entrepreneurs

*Taking Care of Business* | October 22, 2018

Drafting Tips: “Best Efforts” And Variations on the Theme Under Delaware Law

*Taking Care of Business* | January 24, 2018

Ten Considerations for Financing Medical Office Buildings

*Real Estate Alert* | September 21, 2017

Recent Ruling a Caveat to Private Equity Investors

*Corporate and Securities Alert* | September 5, 2017

### **Cases & Deals**

Finance Team Executes Roll-Up of Multi-Entity Business into SPE

April 17, 2019

KD Pharma Group Invests in Nutraceutical Holdings

June 1, 2017

Dorado Systems Secures Private Equity Funding

October 31, 2015

White and Williams Represents Leading Specialty Nutraceutical Company in Sale

July 28, 2014

White and Williams Represents DDJ Capital Management in Strategic Acquisition

June 1, 2012

Private Equity and Venture Capital Group Facilitates Deal Between Friend Skoler and Salon Lofts Group

March 8, 2012

Seton Company Relies on Broad Experience of White and Williams

August 31, 2011

Mentzel and Udell Handle Corporate Matters for Innocoll Holdings, Inc.

November 2008