



Elaine R. Levin
Corporate Bio

Elaine R. Levin represents both public and private emerging growth and middle-market companies. She has 20 years of experience structuring financings, acquisitions and joint ventures. She concentrates primarily on assisting businesses in (i) buying and selling companies, (ii) raising financing and restructuring their capital, (iii) structuring strategic alliances, joint ventures and collaborations and (iv) negotiating contracts to develop, license, manufacture and distribute their products and services.

Elaine has extensive experience in representing medical device, biomedical, biotechnology, life sciences, clinical trials and healthcare products companies and businesses that develop software and information technology for the healthcare industry.

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[Corporate Bio](#)
[Healthcare Bio](#)

She advises clients in stock and asset acquisitions, mergers, divestitures, joint ventures, management and leveraged buy-outs and restructurings. She is experienced in negotiating licensing, distribution, manufacturing and co-development arrangements. She also has assisted companies in financings, including private placements of both debt and stock, IPOs and other public offerings, 144A offerings, venture capital investments, equipment leaseings, credit facilities and other loan transactions. Elaine has represented companies, investors and underwriters in numerous private and public transactions ranging from seed and venture capital financings for start-up businesses to billion dollar acquisitions of Fortune 500 companies.

Formerly, Elaine was a partner with Preston Gates & Ellis LLP and Riordan & McKinzie. She also was an attorney with Skadden, Arps, Slate, Meagher & Flom in New York City for six years.

Education & Credentials:

B.A., (Human Biology), Stanford University, 1979

J.D., IIT Chicago-Kent College of Law (with High Honors, Ranked 1st in Class), 1985

Bar Admissions: California and New York

REPRESENTATIVE TRANSACTIONS:

Mergers and Acquisitions

- \$71.5 million acquisition of Systems & Programming Consultants, Inc. by Data Processing Resources Corporation in a merger for publicly registered stock on Form S-4, including the Proxy Statement/Prospectus for the special meetings of shareholders to approve the merger.
- \$479 million sale of Data Processing Resources Corporation to Compuware Corporation through a public tender offer (Schedule 14D-9), with a back-end, short-form merger.
- \$9.8 million acquisition of Healthcare Microsystems in leveraged buy-out by management from its publicly traded parent.
- \$8.5 million sale of Medical Data International to IHS Health Information through sale of preferred and common stock, with earn-outs.
- Asset sale of Health Sense International, Inc. to Accelerated Care Plus Corp.
- Acquisition of Indatum United Kingdom and Indatum India, data management companies for clinical trials, to expand global capabilities of U.S. clinical

research organization.

ESOP buyout of insurance services company, with secured debt financing of purchase.

- Represented insurance company in option to purchase the company by a Nasdaq listed company with co-marketing agreement for two lines of business.
- Sold management company and two related professional medical corporations to Autumn Physician Practice Management Group through several stock sales.
- Stock sale of Avega Health Systems, with cash and preferred stock consideration, to MedAssets.
- Acquisition of the Visiting Nurse Association of Long Beach by Catholic Healthcare West Southern California in an asset acquisition of the non-profit home health care and hospice agency.

Joint Ventures

- Represented Paragon Biomedical, Inc. in the formation of Paragon Clintec Eurasia, LLC, a joint venture to provide international clinical trials and research for pharmaceutical companies.
- Represented Total Renal Care, Inc.'s investment in a joint venture through 3 companies to own and operate a mobile vascular angioplasty service for dialysis patients in the southeastern U.S.
- Represented a clinical trials company's investment in a joint venture for pharmaceutical trials and data management.
- Represented Mercy Healthcare Bakersfield in creating a new home health agency, with the non-profit hospital providing nurses, a private company providing other personnel and services and a pharmacy providing the pharmaceuticals.

Public Financings

- \$42.5 million initial public offering of Data Processing Resources Corporation.
- \$89 million initial public offering of IXC Communications.
- \$907.5 million offering of common stock by American Express Company through U.S., European and Asian underwriters.
- \$115 million tender offer to purchase both public and 144A Convertible Subordinated Notes and related Consent Solicitation to eliminate covenants from the Indenture.
- \$4.4 billion reorganization of Commercial Credit Corporation into a two-tiered holding company to facilitate acquisitions of regulated businesses.

Private Financings

- 6 private placements by Medical Data International, Inc. – 4 offerings of voting and non-voting common stock to private equity investors and management and 2 offerings of preferred stock to venture capital investors.
- 3 private placements of preferred stock (Series A, B and C) and warrants to venture capital and angel investors and conversion of bridge loans into equity for Health Sense International, Inc.
- \$7.8 million PIPE offering of common stock by Endocare, Inc. and shelf registration of the shares on Form S-3 to permit resales.
- \$285 million Senior Note offering under Rule 144A and subsequent registration of the Notes on Form S-4 in an exchange offer.

- \$115 million Convertible Note offering under Rule 144A and subsequent shelf registration of the Notes on Form S-3.
- Represented mezzanine lending investor in purchase of Senior Subordinated Notes to finance acquisition of manufacturing company, including negotiation of senior bank credit facility.

Corporate Advice to Management

- Distribution, licensing, manufacturing and co-development arrangements for products.
- Stock options, executive compensation and other equity incentive plans.
- Securities Exchange Act of 1934 issues, including reporting obligations, proxy statements, proxy contests, annual and special meetings of stockholders, disclosure issues under Regulation FD, corporate governance and Sarbanes-Oxley issues, insider trading policies and Section 16 matters.
- Corporation, partnership and limited liability company issues.
- Fiduciary duties of directors and officers.

SELECTED PRESENTATIONS:

- Speaker on “Selling Your Business: Strategies to Achieve Maximum Value for the Company and its Owners” at the Northern Trust Bank Business Symposium on “Strategic Planning for Business Owners” in 2007.
- Speaker on “Planning Mergers and Acquisitions to Maximize Company Value” at the Mergers and Acquisitions Seminar for Orange County CEOs and Owners “Buy, Sell or Hold?...Strategies for Optimizing Corporate Value to Maximize Your Net Worth” in 2007.
- Moderator of panel on “Distribution Strategies for Medical Products and Medical Devices” for Life Science Industry Council Meeting 2006.
- Moderator of panel on “Outsourcing Trends and Opportunities for Life Sciences Companies -- Manufacturing and Design of Medical Devices and Products” for Life Science Industry Council Meeting 2005.
- Co-Chair of “Buzz – An Executive Women’s Think Tank 2005.”
- Speaker on “Commercialization of Medical Devices – High Tech Legal Transactions and Regulatory Considerations” at University of California-Irvine course on MEMS and Nanotechnology: Markets, Applications and Principles 2004.
- Moderator of panel on “Raising Capital – Opportunities for Women” for Forum for Women Entrepreneurs 2004.
- Moderator of panel on “Strategic Alliances and Acquisitions” at the Findlaw “Biotech Strategies 2003” Conference at Stanford University.
- Moderator of panels on “Financing for Biomedical Companies” at Harvard Business School Entrepreneur’s Conference in Orange County 2002 and 2003.
- Moderator of panels on “Strategic Alliances for Medical Device and Biomedical Companies” for Life Science Industry Council Meetings 2002 and 2003.
- Speaker on “The Business Side of Medicine” in 2006, 2003, 2002 and 2001 at University of California-Irvine Medical Center.
- Speaker on “Equity and the Terminated Employee” at the Inspired Company 2002 Conference by the Foundation for Enterprise Development.

ASSOCIATIONS AND ACTIVITIES:

- Life Science Industry Council/Southern California Biomedical Council –

Member of Program Committee

- Women Executive and Entrepreneurs, Inc. – Member of Board of Directors
- American Bar Association – Member of Business Law and Healthcare Law Sections
- State Bar of California – Member of Business Law Section
- Girls Incorporated of Orange County, Inc. – Chair of Board of Directors and President
- Orange County United Way Women's Philanthropy Fund – Founding 100 Member