

Fisher Broyles

Name: John (Jay) Coogan

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Office: Philadelphia

Practice Areas: Corporate Governance; General Corporate; Health & Pharmacy Law; Mergers & Acquisitions; Securities & Private Equity

Bar Admissions: Pennsylvania; New York

Education: Tulane University School of Law, J.D., 1985; Vanderbilt University, B.A., 1980

Experience: Cravath, Swaine & Moore; Wolf Block; Duane Morris; DLA Piper

Jay advises publicly held and private companies and private equity and other investment firms in mergers and acquisitions and securities offerings. Jay also advises boards of directors and board committees in mergers and acquisitions and other corporate governance matters.

Jay's clients invest in and operate companies across a wide variety of industries, including technology, healthcare, business services, energy and consumer products.

Jay's experience includes:

- helping private equity firms build out their portfolios with acquisitions, grow their portfolio companies, and successfully execute exits;
- representing venture capital firms, as well as startups and emerging businesses seeking growth and funding;
- advising investment banks and issuers in securities offerings;
- serving as outside general counsel to a variety of enterprises, advising boards, management and controlling stockholders on matters including litigation management, compliance investigations, IP management, human resources issues and strategic planning;
- helping long-established family businesses and their controlling families through transition and sale situations; and
- supporting family offices and closely-held investment companies in capital raising and restructuring matters.

Representative Transactions

Mergers & Acquisitions

- Dollar Financial Group, Inc., in its acquisition of Cash-N-Dash Check Cashing, Inc.
- Honeywell, Inc. in its acquisition of APT Incorporated, an operator of air and fluid management systems
- Penn Maid Foods, Inc. in its sale to Crowley Foods, Inc.
- Fleer Corp. in the sale of Asher Candy Company to American Industrial Acquisition Corp.
- Carparts.com, Inc., a web-based auto parts vendor, in its sale to Auto Data Networks, Inc.
- The Bon-Ton Stores, Inc. in its acquisition of the Northern Department Store Group of Saks Corporation, and in \$1.8 billion in related acquisition financing transactions
- SpectaGuard, Inc. in its acquisition of Security Systems, Inc.
- Penn International, Inc., a manufacturer of fishing reels and other fishing products, in its sale to K2, Inc.
- NFC Global Services, Inc., a security information services provider, in its sale to West Publishing Corporation
- Maverick Network Solutions Inc., a payment systems company, in its sale to FiServ Inc.
- Ottens Flavors, Inc. in its sale to International Flavors and Fragrances, Inc.
- John Rock, Inc., a manufacturer of wooden pallets, in its sale to Kamps, Inc.

Private Equity

- Guardian Capital Partners in its acquisition of Sure Fit, Inc., a manufacturer of furniture covers
- Guardian Capital Partners in its acquisition of R&D Circuits, Inc., a manufacturer of printed circuit boards for testing equipment
- Guardian Capital Partners in its acquisition of Kwik Tek Inc., a provider of water and snow sports products
- Guardian Capital Partners in its acquisition of McCubbin Hosiery LLC, a branded and private label supplier of socks and hosiery
- S.C. Goldman & Co. in the establishment and funding of Mid-Atlantic Dental Services Holdings LLC
- Guardian Capital Partners in its acquisition of Cosmic Pet LLC, a branded and private label supplier of pet supplies
- Cosmic Pet LLC in its acquisition of OurPet's Company (NASDAQ: OPCO)
- Havis, Inc. in its acquisition of Engineered Network Systems, Inc.

Venture Capital

- RCD Technology, Inc. in its offering of Series A preferred stock
- SUNRx, Inc., a pharmacy benefit management services provider, in its Series A preferred stock offering to NLM Capital Partners
- Flipswap, Inc. in its Series B preferred stock offering to NGEN and RRE Ventures
- Context Ventures in its Series A preferred stock financing of FineStationery Solutions, Inc.
- Maverick Network Solutions in its offering of Series A-2 preferred stock to Emerald Ventures
- CareerMinds Group, Inc., a web-based provider of outplacement services, in its offering of Series A preferred stock to Innovation Ventures
- NewSpring Healthcare in its Series A preferred stock investment in Verisma Systems, Inc.

Health Care

- NovaCare, Inc., a national provider of comprehensive therapy services, in its acquisition of Rehab Systems Company
- RehabClinics, Inc., a national operator of outpatient physical therapy services, in its \$62 million initial public offering of common stock
- NovaCare, Inc. in the acquisition of Orthopedic Services, Inc. (NASDAQ: OSX)
- Temple University Health System in its acquisition of Episcopal Hospital
- Jefferson Health System in its acquisition of Methodist Hospital
- Philadelphia Brokerage Corporation as placement agent for its \$100 million offering of convertible preferred stock by QuadraMed Corporation
- Proformance Senior Living LLC, a national developer and operator of senior living facilities, in the financing and development of its chain of facilities
- Precyse Solutions LLC, a provider of medical transcription services, in its Series A and Series B preferred stock offerings
- Philadelphia Brokerage Corporation as placement agent for its \$32.6 million registered direct offering of common stock and warrants by Beijing Med-Pharm Corporation
- Ovation Senior Living LLC, a national developer and operator of senior living facilities, in the financing and development of its chain of facilities
- Fred's, Inc. (NYSE: FRED), a publicly traded operator of pharmacies, in state regulatory matters
- Mid-Atlantic Dental Services Holdings LLC, a national dental management services company, in its Series A unit offerings and the acquisition of dental practices in Pennsylvania, Maryland, Delaware and New Jersey
- SUNRx, Inc., a 340B pharmacy benefit management services provider, in its sale to MedImpact Health Systems, Inc.

- Transparent Health Marketplace, Inc., in its \$25 million offering of Series C preferred stock
- NewSpring Healthcare in its investment in Vascular Management and Innovations Group LLC

Presentations & Teaching Experience

- "Alternative Financing Options in M&A: Seller Notes, Asset-Backed, Mezzanine, Joint Ventures, Private Equity," Strafford Webinars, May 5, 2021
- "Drafting Transfer Provisions in M&A Agreements," Strafford, November 2020
- "Drafting Transfer Provisions in Joint Acquisition Vehicles; Preserving Flexibility, Avoiding Pitfalls," Lawline, September 2020