



**Robert A. Greising**  
**Partner**

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Robert Greising is a member of the firm's Business, Acquisitions, and Securities Practice Group and devotes his practice primarily to general corporate, corporate finance, business, technology, education, healthcare and alternative energy areas.

Mr. Greising has participated as lead counsel in many merger and acquisition transactions, represented lenders and borrowers in secured loan transactions, and served as legal advisor in the sale of numerous publicly and privately-held businesses across a broad spectrum of industries. Mr. Greising has also been the lead on joint ventures and strategic alliances in the financial services industry, technology and software sectors, the healthcare and community mental health sectors, education sector, energy field, distribution and logistics businesses, and on outsourcing projects involving governmental services and information technology. He has advised many start-up businesses, including those utilizing venture capital and those pursuing franchisee opportunities. He has been the lead attorney in numerous transactions involving operations, such as distribution arrangements, service outsourcing, franchises, commercialization of intellectual property assets, web-based delivery of products and services, licensing of software products and general e-commerce.

Mr. Greising is actively involved in the firm's efforts to serve family-owned and closely-held businesses as well as entrepreneurial and development stage companies. These efforts include corporate governance, shareholder relationships and succession planning. Mr. Greising also works with larger, diversified companies in various industries including technology, education, energy, manufacturing, health care, and financial services who have operated both domestically and overseas. He has also worked closely with not-for-profit entities on corporate governance and for-profit business initiatives and with ESOP companies in their formation, borrowing transactions and sales to third parties.

**PRACTICE AND INDUSTRY TEAMS**

- Advanced Technology Manufacturing

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- Antitrust and Competition Law
- Business, Acquisitions & Securities
- Corporate Finance
- Corporate Governance
- Creditors' Rights and Bankruptcy
- Education and School Law
- Financial Institutions
- Health Care
- Intellectual Property and Technology
- Life Sciences
- Mergers and Acquisitions
- Nonprofit and Exempt Organizations
- Privately and Closely-Held Businesses
- Securities

## REPRESENTATIVE EXPERIENCE

### Merger and Acquisition Deals

- Lead transaction counsel for sale of multiple location franchise system
- Lead transaction counsel for durable medical equipment supplier in purchase of expansion target
- Lead transaction counsel for purchaser of closely-held company with seller financing and bank financing in manufacturing sector
- Counsel to family-owned business in restructuring through spin-off of operations to subsidiary
- Outside counsel to manufacturer in spin-off of affiliates
- Local counsel to funding source in going-private transaction
- Lead counsel in sale of family-owned lumber business
- Lead transaction counsel for lead investor in microbrewery
- Lead transaction counsel to company in redemption of outside shareholder through an ESOP
- Lead transaction counsel for purchaser of multiple entities in industrial products sector
- Lead transaction counsel for purchasers and sellers in multiple transactions involving financial institutions
- Lead transaction counsel for purchaser of multiple entities in the education services sector
- Lead transaction counsel to ESOP company in spin-off of operations to third party purchaser
- Outside counsel to sellers and purchasers of restaurant operations
- Represented seller of family-owned auto dealer

### Joint Ventures and Strategic Alliances

- Lead transaction counsel for interstate affiliation of three community mental health centers (believed to be the first interstate affiliation of community mental health centers)
- Lead counsel for strategic alliance between US-based entity and Panamanian counterparts
- Lead transaction counsel for merger of community mental health centers

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- Lead outside counsel to funding source in development funding of software company in the education services sector
- Outside counsel to municipal utility in strategic alliance for geographic expansion of service area
- Outside counsel to employee benefit service provider in strategic alliance for expansion of product lines
- Represented supplier in negotiation and documentation of supply agreement for petroleum product with warrants to customer
- Counsel to domestic importer for distribution and supply relationship with foreign supply source and manufacturer

### **Operational Projects**

- Lead transaction counsel for negotiation of long-term off-take supply agreement for iron-ore concentrate
- Lead counsel for distribution of medical device domestically and internationally
- Counsel to user in negotiating and documenting information technology system implementation
- Lead outside counsel to supplier in negotiation and documentation of supply agreement for telecommunications product line
- Outside counsel in structuring and documenting dealer/supplier agreements
- Outside counsel to domestic importer and distributor in sales agency transaction for foreign supplies
- Preparation of template license agreement for software licensor of medical diagnostic software
- Represented start-up franchisee in fitness industry
- Counsel to multiple companies for web-based services and products and preparation of web-site agreements, terms and privacy policies

### **Outsourcing Projects**

- Lead team counsel on outsourcing modernization project for the Family & Social Services Administration of the State of Indiana with IBM Corporation
- Lead outside counsel to Indiana Public Employees Retirement Fund and Indiana State Teachers Fund for outsourcing of information technology services
- Lead counsel to alternative energy supplier in outsourcing of municipal waste-management services
- Represented manufacturer in documentation of outsourcing of supply arrangements for Chinese distribution system
- Lead outside counsel to exempt organization as service provider to financial institution for outsourcing of student loan product line
- Represented service provider in outsourcing of financial services by Canadian financial institution

### **Capital Formation Projects**

- Represented start-up life science company in organization and initial capital formation

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- Lead outside counsel to technology company in leveraged debt transaction
- Represented industrial products manufacturer in leveraged debt restructuring?
- Outside counsel to ESOP-owned industrial parts supplier in leveraged debt transaction
- Represented issuer in capital formation for producer of consumer product for housing industry
- Represented start-up developer of web-based networking for education sector in entity formation and raising capital?

### **Corporate Governance and Shareholder Relations Projects**

- Represented minority group in member dispute in LLC in the healthcare sector
- Counsel to life science company in structuring governance and ownership for investors
- Counsel to investor on structuring investment and governance relations for medical service company
- Lead counsel to owners in restructuring of family-owned distribution business
- Transaction counsel to surviving member in redemption of member interests in LLC
- Counsel to shareholder in dissenting shareholder dispute
- Represented minority shareholder in negotiation and documentation of buyout of interests in gaming company

### **Non-Profit and Exempt Entity Projects**

- Represented entities in structuring and documentation regarding for-profit subsidiary of not-for-profit community mental health center for commercialization of medical diagnostic software
- Represented exempt organization in structuring and funding strategic investments in private for profit entities
- Represented exempt organization in formation of domestic entity and application for tax-exempt status for foreign missions through “friends” structure
- Represented exempt organization with multiple church involvement in formation and application for tax-exempt status for services to youth
- Represented exempt organization in formation and application for tax-exempt status for services to disadvantaged youth
- Advised exempt organization Boards and executives on fiduciary duties, private inurement, private benefit and other exempt organization issues
- Served as lead transaction counsel for multiple affiliation transaction among exempt health organizations
- Served as lead transaction counsel on multiple transactions involving acquisition of exempt and non-exempt target companies and coordination with for-profit participants
- Served as lead transaction counsel in transfer of ownership of for profit subsidiary of exempt healthcare organization to management owned purchaser

### **Education Projects**

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- Lead Indiana counsel for launch of Indiana operations for internet-based non-profit university
- Lead outside counsel to licensor in negotiation and documentation of development agreement for commercialization of financial services product in the education industry
- Representation of leading student loan guarantor on corporate, governance, acquisition, operational and strategic implementation issues
- Lead counsel on structuring regional consortium of community colleges for advocacy purposes
- Lead Indiana counsel on structuring of interface between 4-year university and community college
- Lead counsel on structuring of subsidiary supporting organization to exempt private university for restructuring of parent debt
- Lead counsel on evaluation of risk profile for private university overseas study programs
- Served as lead counsel on establishment of exempt foundation to support STEAM fields at the primary and secondary levels

#### **Life Science and Technology Projects**

- Represented start-up life science company in organization and initial capital formation
- Represented early stage life science company in governance structure and capital formation
- Represented alternative energy company in negotiating and structuring outsourcing project with municipal organization
- Represented early stage company in negotiation and documentation for commercialization of health information database and capital formation
- Advised life science companies on capital formation, investor structure and governance issues
- Represented bio-technology company in formation, governance structuring, capital formation, grant funding and related activities
- Advised life science companies on government funding, grants and tax credits, including those from the American Recovery and Reinvestment Act of 2009 (Stimulus Bill)

#### **Representative Early Stage/Startup Projects**

Represented the following companies in organizational, governance, funding and operational matters:

- Early stage life science company focusing on gene therapies
- Early stage spin-off of electronic medical record division
- Startup consumer product company
- Startup web-based distribution company
- Startup web-based career development and recruiting company
- Early stage electronic musical device delivery company
- Early stage company providing commercial telecommunications monitoring services
- Startup home product company
- Startup security monitoring and detection company
- Startup company providing mobile laboratory solutions

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- Startup franchisees

### EDUCATION

- Washington University School of Law, St. Louis, Missouri (J.D., 1979)
- Washington University, St. Louis, Missouri (M.B.A., 1979)
- DePauw University, Greencastle, Indiana (B.A., 1975)

### BAR & COURT ADMISSIONS

- Indiana, 1979
- U.S. District Court for the Northern District of Indiana, 1979
- U.S. District Court for the Southern District of Indiana, 1979

### PROFESSIONAL ASSOCIATIONS

- Indianapolis Bar Association - Business Law Section (Chair)
- Fairfield Orphanage and Sponsorship Association (Chairperson) supporting Fairfield Children's Home, Mutare, Zimbabwe
- Meridian Street United Methodist Church
- St. Richard's School, 1992 - 1999
- Association for Corporate Growth, Indiana Chapter (Board Member 2006-Present, President 2009-2010)

### AWARDS AND RECOGNITIONS

- Indiana Super Lawyers, 2004-2017
- Chambers USA: Leader in the Field of Corporate Mergers & Acquisitions
- Best Lawyers In America©, Corporate Law / Mergers & Acquisitions Law, 2007-2017
- Best Lawyers© 2017 Mergers and Acquisitions Law "Lawyer of the Year" in Indianapolis

### SEMINARS AND PRESENTATIONS

- Technology Contracts - Negotiation Issues, Traps and Tools, Non-profit Healthcare Workshop
- Basic Business Practice, Indianapolis Bar Association
- Joint Ventures, Lorman
- Year 2000 Risk Management, Various
- E-Solutions Now, Krieg DeVault
- Basic Contract Drafting, ICLEF
- Fundamentals of Acquisition Transactions, Lorman
- Overview of Acquisition Process for the Private Company, ACC Indiana Presentation
- Corporate Governance: Minding Behavioral Fences, ACC Indiana Presentation
- Stimulus Bill Overview, Bloomington Economic Development Corporation Presentation
- Lessons from Today's Headlines: Duties and Responsibilities Among Stakeholders, ACC Indiana Presentation

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