

Mark A. Bonenfant

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Mark A. Bonenfant is a Shareholder and Co-Chair of the Firm's Corporate Practice Group, and a former member of the Firm's Board of Directors. He has been with the Firm for over 30 years. Prior to joining the Firm, Mr. Bonenfant served with the Securities and Exchange Commission in Washington, D.C. (1980-1982). He is a former Deputy Legislative Counsel with the California Office of Legislative Counsel (1978-1980).

Mr. Bonenfant focuses his practice on public company representation, corporate securities, public and private mergers and acquisitions, corporate reorganizations, and other corporate and capital market transactions. His clients include public and private business entities and financial institutions, emerging growth companies, investment banking firms, private equity and venture capital funds. He has been selected as one of Southern California's *Super Lawyers* five times from 2007 through 2011 and is AV Preeminent rated by Martindale Hubbell.

Mr. Bonenfant regularly advises a range of listed companies in SEC reporting and disclosure requirements, corporate governance issues, establishment of corporate compliance programs and other corporate and securities matters. He counsels clients on matters, relating to corporate structure, board and committee duties governance, regulatory compliance and corporate best practices. Mr. Bonenfant serves and has served as the principal outside general corporate counsel for a number of current and former public companies including, Heritage Commerce Corp (Nasdaq-bank holding company), Hamni Financial Corporation(Nasdaq-bank holding company), The Cheesecake Factory (Nasdaq-restaurant), Mossiomo, Inc (Nasdaq-apparel), The Cherokee Group (Nasdaq-apparel), Lorimar-Telepictures (Nasdaq-entertainment), Faroudja, Inc. (Nasdaq-technology), Textone, Inc. (Nasdaq-manufacturing), Earl Scheib (Amex-manufacturing and retail), The Foothill Group (NYSE-financial), and Barco (Nasdaq-apparel)

Mr. Bonenfant represents both issuers and underwriters in public and private securities transactions across a wide range of industries generally, providing them the most current advice on disclosure and corporate governance matters, corporate and securities regulatory issues, SEC guidance, and transactional structuring. These transactions include initial public offerings, secondary offerings, direct registration offerings, shelf offerings, private-public equity financings, Rule 144A financings, private venture capital financings and public and private exchange offers and recapitalizations.

Mr. Bonenfant has extensive experience advising clients engaged in a full range of public and private acquisitions and divestitures, mergers, corporate spin-offs, management buyouts, leveraged buyouts, going private transactions, strategic alliances and joint ventures. These transactions are across industry lines including, community banks, retail and hospitality, consumer products, apparel, technology, food and beverage, manufacturing, insurance, and health care.

Mr. Bonenfant has authored a number of articles in the area of securities and corporate law including:

- "Special Acquisition Companies," *Aspen Law and Business Corporations*.
- "The Initial Public Offering Process, Part I: Considerations for Your Client," California Continuing Education of the Bar - *California Business Law Practitioner*.

- "The Initial Public Offering Process, Part II: Tapping the Public Capital Markets," California Continuing Education of the Bar - *California Business Law Practitioner*.
- "Roll-up and Consolidated Acquisitions: Issues for Sellers to Consider," *Aspen Law and Business Corporations*.
- "Evaluating Options," *The Deal*.

Mr. Bonenfant is a member of the American Bar Association Committee on Negotiated Acquisitions and the American Bar Association Committee on Federal Securities Law Regulation. He is a former member of the California State Bar Corporations Committee.

Mr. Bonenfant was an adjunct professor at USC Law School from 2002 -2006 and at Loyola Law School from 1999-2001 and 2007-2008 teaching courses on Securities Regulation and Mergers & Acquisitions.

Mr. Bonenfant received his J.D. *cum laude* in 1978 from the University of San Diego Law School, where he served as an Editor on the *San Diego Law Review* Editorial Board. Mr. Bonenfant also received an LL.M. in Taxation in 1982 from Georgetown University.

Representative M&A Transactions

- Heritage Commerce Corp (NASDAQ) acquisition of Diablo Valley Bank
- Bank of Lakewood merger with Gateway Bancorp
- Family Savings Bank merger with Boston Bank of Commerce
- Markwins International \$70 million cash merger of Physicians Formula (NASDAQ)
- Chilay Foods, Inc. sale to Fresh Food Concepts (private equity)
- Globe International Limited (apparel) \$50M acquisition of Kubic Marketing, Inc.
- Superba Inc and sole shareholder (apparel) \$100M sale to Phillips-Van Heusen Corporation
- Xcel Hawaii, Inc. (wetsuits/sportswear) and KEM Hawaii sale to Billabong
- Billabong acquisition of Sector 9 (active wear)
- Key Principal Partners (private equity) acquisition of Alpha Sintered Metals, Inc.
- Key Principal Partners (private equity) acquisition of Honsador Lumber Corporation
- Faroudja, Inc. (digital technology) (NASDAQ) merger with Sage, Inc. (NASDAQ)
- Hanmi Financial Corporation (NASDAQ) in formation of Bank Holding Company
- American International Bank merger with East-West Bank (NASDAQ)
- American International Group (NYSE) \$1 billion acquisition bid for Golden Eagle Insurance
- Guitar Center, Inc. (NASDAQ) \$150 million leveraged recapitalization
- The Foothill Group (NYSE) \$450 million stock merger with Norwest Corporation (NYSE)
- Warner Brothers (NYSE) acquisition of the Burbank Studios from Columbia Pictures
- Pacific Mutual (Pacific Life) \$1 billion acquisition of assets from Confederation Life
- Lorimar Telepictures (AMEX) acquisition of the MGM Studios from Turner Broadcasting
- Lorimar Telepictures sale of Metrocolor Laboratories to Technicolor
- Barco of California (AMEX) issuer tender offer/"going private"
- Pacific Mutual (Pacific Life) \$4 billion acquisition of First Capital Life Insurance Company
- Textone, Inc. (NASDAQ) \$100M stock merger with Nortek, Inc. (NYSE)
- Sutro & Co. Incorporated acquisition of Charter Investment Group (investment banking)
- Standard Brands Paint Company (NYSE) Chapter 11 reorganization
- Treesweet Companies (juice/beverage) Chapter 11 corporate reorganization
- Angeles Corporation (real estate) (NYSE) Chapter 11 corporate reorganization

Representative Securities & Capital Market Transactions

- Roth Capital Partners (underwriter) in ARCA biopharm, Inc. common stock registered direct offering
- Roth Capital Partners (underwriter) in Coffee Holding Co., Inc. common stock shelf takedown
- Heritage Commerce Corp private placement of preferred stock
- Pacific Capital Bancorp private placement of subordinated notes
- Pacific Capital Bancorp private placement of senior notes
- Private Bank of Peninsula private placement of common stock
- Bank of Lakewood rights offering
- Open Bank private placement of common stock
- Otis College public revenue bond offering through the California Educational Facilities Authority
- Faroudja, Inc. (NASDAQ) initial public offering
- Guitar Center, Inc. Rule 144A debt private offering
- Guitar Center, Inc. public exchange offer for its 11% Senior Notes
- Insignia Financial Group (NYSE) \$86 million secondary offering of common stock
- The Cheesecake Factory (NASDAQ) \$50 million initial public offering
- The Foothill Group (NYSE) exchange offer for outstanding publicly held debt
- Standard Brands Paint Company (NYSE) recapitalization and issuer tender offer
- Lorimar-Telepictures (AMEX) exchange offer for publicly held debt
- Lorimar-Telepictures (AMEX) convertible subordinated debenture public offering
- The Cherokee Group (NASDAQ) initial public offering
- The Cherokee Group (NASDAQ) public secondary offering of common stock
- Textone, Inc. (NASDAQ) public secondary offering of common stock

Areas of Practice

Corporate
Corporate Financial Services
Corporate Governance
Mergers & Acquisitions
Private Equity

Bar Admissions

California



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