

Philip C. Schroeder

Orange County, California
Shareholder

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Areas of Practice & Industry Specialties

Trade Secrets & Employee Mobility; Corporate Law; Intellectual Property Law; Mergers and Acquisitions; Start-Ups & Early Stage Companies; Private Equity; Technology



Philip C. Schroeder is a Shareholder in the firm's Corporate and Intellectual Property Practice Groups. Mr. Schroeder focuses his practice on fulfilling the general corporate needs of early stage to middle market companies with an emphasis on financing transactions and technology transfer agreements. He provides advice with respect to transactions geared toward growth, including preferred stock financings, bridge loan financings, and mergers and acquisitions. Mr. Schroeder represents clients with respect to a wide range of other contractual arrangements including stockholders agreements, employment and consulting agreements, and employee compensation plans (including stock options and other forms of equity incentive plans). He advises founders on choice of entity and setting up new companies including limited liability companies, S-corporations, and C-corporations.

In addition to his corporate and securities work, Mr. Schroeder develops strategies for protecting his clients' intellectual property and advises clients with respect to the various protections afforded by patent, trademark, copyright, and trade secret laws. His intellectual property practice involves representing clients in connection with licensing agreements, trademark prosecution, nondisclosure agreements, technology acquisition agreements, technology development agreements, manufacturing agreements, distribution agreements, and a broad range of other commercial agreements involving the use, development or transfer of intellectual property.

Mr. Schroeder is an active member of the technology and venture capital community. He heads-up the Startup Subcommittee as part of the Association for Corporate Growth (ACG) Awards Committee.

Prior to his legal career, Mr. Schroeder worked as a Project Engineer in the aircraft and medical device manufacturing industries for over six years. He is a licensed Professional Mechanical Engineer.

Representative Matters

Angel, Venture Capital and Other Early Stages Financings

- Acorns Grow Incorporated. Represented financial services technology company in connection with their \$5.5 million Series B Preferred Stock financing. The financing was led by a private equity firm but funds were also raised in a general solicitation offering under Rule 506(c).
- Data Warehouse Appliance Provider. Represented company in \$6 million Series A and \$16.5 million Series B Preferred Stock financings.
- Data Back-up and Recovery System Provider. Represented company in \$15 million Series E Preferred Stock financing and its acquisition by EMC Corporation.
- GPS Semiconductor and Software Company. Represented company in \$5 million Series D Preferred Stock financing, \$4.2 million follow-on Series D Preferred Stock financing, \$9.4 million Bridge Loan financing, and recapitalization.
- Software Provider. Represented business intelligence software provider in \$6 million Series A Preferred

Stock financing.

- Social Media Company. Represented company in Bridge Loan and Series A Preferred Stock financings.
- Reverse Mortgage Servicer. Represented reverse mortgage servicer in \$10 million Series A Preferred Stock financing.
- Private Equity Group. Represented private equity group in \$3.5 million Preferred Stock investment in a retail mortgage lender.
- Server and Data Storage Provider. Represented provider of server and data storage platforms in \$4 million investment by Chinese investor.

Mergers and Acquisitions

- Lighting Tower and Traffic Sign Manufacturer. Represented National Signal, Inc. in the sale of its solar lighting tower and traffic sign business to Hill & Smith, a publicly traded company in the United Kingdom.
- Skateboard Manufacturer. Represented a skateboard manufacturer owned by the publicly traded company in Australia in connection with the sale of its business to a U.S.-based private equity firm.
- Oil and Gas Industry Equipment Sales Agent and Distributor. Represented acquirer in the simultaneous financing and acquisition of six sales agent and distributor organizations.
- On-line Storage Provider. Represented target in acquisition by AOL.
- Data Mining Technology Acquirer. Represented acquirer in acquisition of data mining technology from foreign-based company.
- Computer Game Developer. Represented target in acquisition by Amazon.com, Inc.
- Financial Services Company. Represented financial services company in the reverse mortgage space in \$135 million acquisition by a public company.

Intellectual Property Transactions

- SAAS Provider. Represented software as a service provider in connection with License Agreement with UK company desiring to sell the client's software services.
- Software Development Tools Provider. Represented online provider of software development tools in connection with Click-Through User Agreement.
- Software Developer. Represented online address book service provider in connection with Production and Cooperative Marketing Agreement with provider of software incorporated into client's product offering.
- Apparel Company. Represented apparel company in connection with License Agreement with major distributor.
- Data Storage Appliance Provider. Represented electronic data storage appliance provider in connection with OEM Purchase Agreement for components used in its appliance.
- Data Warehouse Appliance Provider. Represented data warehouse appliance provider in connection with License and Software Support Agreement.
- Health Food Company. Represented nutrition and skincare company in connection with celebrity endorsement contract and management of international trademark portfolio.
- Visitor and Convention Bureau. Represented client in connection with various agreements related to production of an online commercial including production agreement, talent releases, and music and content licenses.

Publications

- Using the Internet to Raise Money: Securities Laws and Crowdfunding Part 2, *Buchalter Nemer Technology Industry Newsletter*, January 2016
- Using the Internet to Raise Money: Securities Laws and Crowdfunding, *Buchalter Nemer Technology*

Industry Newsletter, October 2015

- How to Ensure You Are CASL Compliant, *Target Marketing*, September 10, 2014
- Canadian Anti-Spam Legislation: New Laws May Affect Your Marketing Procedures, August 21, 2014
- Recent Changes in Privacy Laws May Impact Your Business, *Daily Journal*, August 10, 2012

Presentations

- Speaker, "Entrepreneur Guide to Negotiating a Venture Capital Financing," Pismo Ventures National Venture Plan Competition, October 30, 2020
- Speaker, "Intellectual Property Counseling Case Study," Pismo Ventures Webinar, July 2, 2020
- Speaker, "How to protect, market and fund your ideas," Seminar for Start-Up Companies, June 19, 2014

Education

Mr. Schroeder earned his J.D. at Loyola Law School, *cum laude*, in 2003. He received his M.S. in Mechanical Engineering at the University of California, Irvine in 1993 and his B.S. in Mechanical Engineering from Columbia University in 1992.

Bar Admissions

- California
- U.S. Patent and Trademark Office

Community

- Association for Corporate Growth (ACG) Awards Committee
- Volunteers as Outside General Counsel for the Orange County Sheriff's Advisory Council