



John
DORSEY

PARTNER

John Dorsey is an experienced lawyer practicing corporate and commercial law in a multitude of areas.

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John Dorsey has over twelve years of experience practicing corporate and commercial law. He regularly advises clients regarding:

- Forming new entities, including corporations, partnerships, LLCs, series LLCs, joint ventures, and strategic alliances.
- Startup and private equity financings, including SAFEs, convertible debt, preferred stock, and other securities.
- Mergers and acquisitions, conversions, equity exchanges, restructuring, and recapitalizations.
- Commercial agreements for a broad range of businesses, including new media, software, entertainment, hotels and resorts, real estate, consumer products, oil and gas, manufacturing, consulting, and marketing.

Prior to joining Cain & Skarnulis, Mr. Dorsey was a Partner at Strasburger & Price LLP in Austin, Texas, where he practiced law for eleven years and served as Co-Chair of the firm's International Practice Group.

Mr. Dorsey is licensed to practice law in Texas and Washington. He was named as a Texas Super Lawyers Rising Star by Thomson Reuters in 2012, 2013, and 2014.

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The following are selected examples of Mr. Dorsey's experience:

Commercial Contracts and Licensing

- Media rights, live stream, license, sponsorship, sponsorship sales, consulting, production, vendor/supplier, and all other agreements for the organization, promotion, performance, and broadcast of one of the world's largest music festivals.
- Sponsorship, event production, and vendor agreements for an emerging fitness festival.
- License and supply agreement for an emerging biotech company with a medical food product.
- Consulting agreements for a sponsorship, experiential marketing, and talent representation agency.
- Trademark license and related agreements to exploit the sports brand portfolio of a private equity fund.
- SaaS for a technology company with a proprietary cloud-based human resources analytics product.
- Revenue sharing and live-stream event promotion agreement for the digital broadcast of a major music festival.
- SaaS, developer, and other click-wrap and browser-wrap agreements for a financial services software company.
- End-user and enterprise license agreements for a document management software company.
- Athlete representation agreements for a professional sports talent agency.
- International license and distribution agreements for an emerging cosmetics company.
- International license and distribution agreements for a security and detention product manufacturer, including software licenses for proprietary electronic security system.
- Patent license and supply agreements for a proprietary heat transfer/ink technology company and Fortune 100.
- Contests and promotions for a publicly-traded construction products company.

Acquisitions

- Indoor skydiving company in the acquisition of substantially all of the assets of a franchisee.
- Manufacturing company in a \$10 million bid for the assets of a competitor.
- Management in a \$1.5 million buyout of a cable company.
- Publicly-traded oil and gas company in a \$2.5 million sale of pipelines, real estate, and related assets for the transport of natural gas from Texas to Mexico.
- Medical products distributor in the United States in the acquisition of a Mexico medical equipment company.
- Real estate private equity fund in a \$5 million acquisition of a Texas real estate partnership.
- High-net-worth investor in an acquisition of Nicaraguan coastal real estate and subsequent joint venture to create first branded luxury resort in Nicaragua.
- Private equity fund in a \$2 million acquisition of Costa Rican resort properties.
- Publicly-traded cookware manufacturer in a \$23.4 million acquisition of the largest aluminum smelter and rolling mill in Mexico.
- Publicly-traded pawnshop operator in its entry into the Mexico market with a \$14 million acquisition of a Mexico pawnshop chain.

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Startup and Private Equity Financing

- High-net-worth investor group in a \$1 million investment in a technology startup with warrants to acquire up to \$2 million of additional equity.
- Various startup companies in structuring and formation, issuance of founder's stock, angel and follow-on financings (including seed equity, convertible debt, and SAFEs), equity incentive plans, and employment and consulting agreements.
- Cannabis-focused private equity fund in a \$1 million common unit financing.
- Angel investor in a \$250,000 investment in a SaaS technology startup.
- Green technology company in several rounds of private placement financings totaling \$18 million.
- Oil and gas-related technology company in a \$3 million investment (including warrants to purchase additional equity) by a nationally-recognized private equity fund.
- Private equity fund in a \$3.5 million investment in a start-up company with patents relating to energy conservation.
- Venture capital fund in the restructuring of the fund in anticipation of the exit of a successful investment, including the formation of a parallel fund and the documentation of an exchange offer by the fund to its investors.

Joint Ventures

- Joint venture agreement between a global entertainment company, an entertainment-focused private equity fund, and a Canadian-based global performing arts company.
- Developer in various joint venture agreements (LPs and LLCs) to acquire and develop commercial real estate, including a \$23 million shopping mall acquisition.
- Publicly-traded seismic services company in a joint venture involving assets in Bolivia, Colombia, and Peru.
- German automobile equipment manufacturer joint venture with a United States company for the development, licensing, manufacture, and distribution of automobile equipment in the Americas.
- High-net-worth developer in a joint venture with a REIT for the acquisition and development of Mexico urban and coastal real estate.
- A publicly-traded Mexico media, content, and telecommunications company in a joint venture with InterMedia Advisors LLC.

Startup and Private Equity Financing

- Credit union in numerous acquisitions and sales of commercial real estate, ranging from raw land to pad sites to existing buildings, including related development agreements, easements, and restrictive covenants.
- Various private developers and investors in the acquisition, development, and sale of commercial and residential real estate.