



Mark D. Williamson

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MINNEAPOLIS

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PRACTICE AREAS

Corporate Governance
Energy
Entrepreneurial Services
Joint Ventures & Strategic
Alliances
Corporate Finance
Closely Held & Family Business
Mergers & Acquisitions
Private Equity & Venture
Finance
Securities Law
Corporate & Business
Franchise M&A

INDUSTRIES

Agribusiness & Food
Health Care
Restaurant, Food & Beverage
Technology

"It's a huge decision to buy or sell a company, and it often comes with major complexities," said Mark Williamson. "I pride myself on taking challenging issues and providing understandable advice, negotiating transactions fairly and professionally, and maintaining a calm demeanor, all focusing on obtaining the best outcome for clients." According to one client, "Mark is responsive and has excellent business judgment in negotiating and the nuances of selling a business. He always has the best interest of his client at heart and understands the intricate and often complicated dynamics between the business seller and buyer." Another client said, "I couldn't have asked for a better team. I appreciate the advice I received, and the expertise provided to get the best deal possible. I always felt very confident that Mark had my back."

Mark Williamson, a business lawyer who predominantly represents buyers and sellers of businesses in mergers and acquisitions, chairs Lathrop GPM's Business Transactions Practice Group. He is a prolific advisor on M&A and securities deals, with extensive experience representing business owners (families, entrepreneurs, and individuals), public and private companies, private equity firms, and management teams. He provides legal advice based on the unique circumstances and objectives of each transaction, assists in strategic decision-making, works to uncover potential issues that may impact the sale, and helps to avoid unwelcome surprises.

Mark guides clients of all sizes, generally worth anywhere from \$10 million to \$500 million, through the intricacies of corporate transactions including mergers and acquisitions, public and private offerings, and



Education

Manufacturing

Wholesale & Retail Distribution

COURT MEMBERSHIPS

- Colorado, Inactive
- Minnesota

EDUCATION

University of Denver Sturm
College of Law, J.D., *with
highest honors*, 1994

St. Olaf College, B.A., *cum
laude*, 1988, History and
Economics

leveraged buyouts. He also represents public and private companies in securities compliance, corporate governance, and general business matters and serves as counsel to a number of privately held companies and ESOPs, advising on day-to-day legal and business matters. His industry experience includes:

- eCommerce
- Energy / Alternative Energy / Utilities
- Franchise
- Health Care / Medical Device
- Higher Education
- Manufacturing
- Professional Services
- Retail
- Senior Living Services
- Technology / Information Technology / Software
- Telecommunications
- Waste Management

Many investment bankers, business brokers, wealth advisors, and accountants refer their clients to Mark, knowing he will help the client to ensure compliance with complex regulatory requirements, mitigate the risk of legal complications, and employ negotiation skills to secure the most favorable sale terms possible. Mark's in-depth understanding of mergers and acquisitions helps to ensure fair and appropriate deal terms, protecting sellers from unanticipated consequences.

According to Mark, "I take an active, responsive role with clients and endeavor to serve as their trusted advisor. It is critical to be responsive and practical when working with clients - the legal approach is only part of the solution and must be balanced with the business needs."

In addition to client representation, Mark works internally at Lathrop GPM to build strong teams and mentor younger lawyers. According to one colleague, "Mark is a fantastic listener and offers practical solutions and advice to our Business Transaction team members across all levels of experience. He truly cares about clients and

colleagues, and it shows."

WHEN ASKED ...

Why did you become a lawyer?

I spent the year after college skiing and waiting tables in Vail, Colorado. Afterwards, as I was exploring my career options, I became interested in being an attorney after informational interviews with various attorneys in the community. Their description of being a problem solver and trusted advisor for clients resonated with me. I enjoy helping businesses and their owners navigate various legal issues. I am particularly passionate about helping businesses/business owners sell their companies.

What do you do outside of work?

I love cycling - mostly road biking and mountain biking; I recently started fat tire biking on the snow in the cold of the Minnesota winters. I enjoy listening to music and going to concerts and I enjoy downhill skiing. Spending time with my four adult children brings me joy as does maintaining and renovating my 1915 home in a historic neighborhood in St. Paul. In addition, my yellow lab, Wally, is a big presence in my life.

Representative Experience

Energy / Environment / Utility / Waste Management

- Represented a publicly held energy company in connection with multiple acquisitions and divestitures of generating and transmission assets.
- Represented a publicly held utility in its sale of a gas transmission company.
- Represented a privately held special waste disposal and consulting company in its sale to a publicly held strategic acquirer.
- Represented the Benson Power Plant, the first biomass plant of its kind that burned animal waste, woodchips and other biomass to generate power, in its \$24.5 million sale to Xcel Energy.

Health Care / Medical Device / Senior Living Services

- Represented Home Instead in its acquisition by Honor Technology, Inc., creating a combined organization with more than \$2.1 billion in home care services revenue.
- Represented a publicly held health care company in a stock-for-stock strategic merger with another publicly held health care company, with a value in excess of \$1 billion.
- Represented Modern Catheter Technologies, a manufacturer of advanced catheter delivery systems, in its purchase by VitalPath, a manufacturer of custom highly complex catheter solutions.
- Represented New Age Medical LLC, a distributor of spinal implants and orthopedic products to ambulatory surgery centers, hospitals and hospital systems throughout the Midwest, in its strategic partnership with St. Louis-based Compass Group Equity Partners.

Higher Education

- Represented Learner's Edge, a privately held provider of continuing teacher education programs, in its sale to a private equity firm and its subsequent sales to two other private equity firms.
- Represented a privately held for-profit higher education institution in its merger with a publicly held special purpose acquisition company.
- Represented a for-profit higher education institution in its initial public offering and listing on the NASDAQ Stock Market.

Manufacturing

- Represented DeZURIK, Inc., a manufacturer of industrial and municipal valves, in its acquisition of Red Valve.
- Represented Intek Plastics, manufacturer and supplier of plastic components to the fenestration (window and door) and the LED lighting market with extruded lenses and reflectors, in its sale to Vermilion Group.
- Represented J&B Pallet, LLC, a pallet manufacturer and recycler, which was acquired by 48forty Solutions, LLC, a portfolio company of Audax Private Equity.
- Represented a privately held industrial container conditioner in its sale to a strategic acquirer.
- Represented a privately held fabricator of transportation components in its sale to a privately held strategic buyer.

- Represented a private equity firm in its acquisition and subsequent sale of a privately held manufacturer of large commercial trailers.
- Represented a privately held manufacturer of specialized tools in the sale of a significant business line.
- Represented a private equity-sponsored manufacturer of industrial valves in connection with its acquisition of a division of a publicly held company.

Real Estate / Property Management / REITs

- Represented the special committee of a board of directors in connection with a proposed initial public offering of a property management company.
- Represented a publicly held home builder in connection with its going private transaction.

Technology

- Represented privately held RightStuf, an Anime products company including exclusive and limited-edition media, collectibles, books, and figurines for consumers, enthusiasts, and collectors, on its sale to Sony and its subsidiary Crunchroll.
- Represented Ontario-based viGlobal in their sale to Aderant for viGlobal's people management software used by virtually all major law firms in the U.S.
- Represented a publicly held software company in connection with its acquisition of an established SaaS provider of human resources delivery and workforce communication services.
- Represented a leading technology integrator in its sale to a global managed technology service provider.
- Represented a publicly held software company in connection with its acquisition of a software company that provides integration and application technology and services to hospitals and large health care organizations.
- Represented the management team of a global technology provider for multi-site corporations and governmental agencies in the recapitalization and refinancing of a private equity portfolio company.

Telecommunications

- Represented Electric Lightwave (formerly Integra Telecom), an international telecom company, in its sale to Zayo for \$1.42 billion.
- Represented a national, privately held telecom company in a series of acquisitions of other domestic and international telecom companies and assets.
- Represented a local ISP in its sale to a regional consolidator of internet services and fiber-optic transmission.

Professional Services

- Represented a national advertising and branding company in its partial sale to a private equity firm.
- Represented the subsidiary of a national financial services firm in its acquisition of an insurance products business for the automotive industry.

Events

- “Drafting M&A Transition Services Agreements: Strategies to Maximize Deal Value and Mitigate Risk,” Strafford Live CLE Webinar
October 2, 2018
- “Walking the Path of Healthcare Private Equity Transactions,” Minnesota State Bar Association Continuing Legal Education, Minneapolis
September 2018
- “Front-End Documents in M&A: Drafting Letters of Intent, Exclusivity and Confidentiality Agreements,” Strafford Live CLE Webinars
April 19, 2018
- “Understanding and Negotiating Acquisition Agreements,” University of Minnesota, Carlson School of Business Executive Development Center, Mergers & Acquisitions, Minneapolis, Minnesota
May 2004 - 2016
- “Negotiating Risk Allocation in M&A: Indemnities, Caps, Baskets and More,” National Business Institute
April 2016
- Course Chair, “Hot Topics and Trends in Mergers and Acquisitions,” Minnesota State Bar Association Continuing Legal Education, Minneapolis, Minnesota
February 2016

- “Negotiating 10 Key M&A Provisions: Buyer vs. Seller,” National Business Institute
November 2015
- M&A Letters of Intent
May 18, 2015
- “M&A Letters of Intent,” Clear Law Institute, national webinar
May 18, 2015
- Course Chair, “How to Structure and Complete the Purchase and Sale of a Business,” Minnesota State Bar Association Continuing Legal Education, Minneapolis, Minnesota
February 2015
- “Indemnification in M&A,” National Business Institute, national webinar
June 2014
- “Getting M&A Deals Done: Legal Risks and Effective Strategies,” Strafford Publications, national webinar
August 2013
- Course Chair, “Mergers & Acquisitions Run Down—How the Deal Gets Done,” Minnesota State Bar Association Continuing Legal Education
September 2012
- “Advanced Mergers and Acquisitions,” West LegalEdcenter, national webinar
February 2012
- “Purchase Price Adjustment Provisions,” Minnesota State Bar Association Continuing Legal Education, Advanced Mergers and Acquisitions for the Middle Market, Minneapolis, Minnesota
January 2011
- “Use of Earnouts in Business Transactions,” Minnesota State Bar Association Continuing Legal Education, Business Law Institute, Minneapolis, Minnesota
May 2010 and May 2006
- Course Chair, “Overview of Asset Transactions,” Minnesota State Bar Association Continuing Legal Education, Purchase and Sale of a Business, Asset Transactions, Minneapolis, Minnesota
January 2010 and January 2007
- “Earnouts,” Advanced Mergers and Acquisitions for the Middle Market Minnesota CLE seminar
Jan. 21, 2009

- Course Chair, "Overview of Stock Transactions," Minnesota State Bar Association Continuing Legal Education, Purchase and Sale of a Business, Stock Transactions, Minneapolis, MN
January 2008
- Course Chair, "Overview of Merger & Acquisitions," Minnesota State Bar Association Continuing Legal Education, Purchase and Sale of a Business, Minneapolis, MN
Jan. 2002-2006

Presentations

- Moderator, "The Current State of the M&A Market," Hot Topics in Mergers and Acquisitions 2024 - Minnesota CLE, January 23, 2024
- Podcast Guest, "#772 Is it Difficult to Sell a Small Business in 2024?" *The Small Business Radio Show hosted by Barry Moltz*, December 22, 2023
- Co-presenter, "Selling Your Success: Legal Considerations for a Smooth Business Exit," True North M&A Summit, September 13, 2023
- Panelist, "A Crystal Ball View of the M&A Market - What will 2023 Bring to the Market," ACC Minnesota 12th Annual In-House Counsel Conference, June 15, 2023
- Moderator, "The Current State of Capital Markets and M&A Deals," Minnesota CLE 2023 Business Law Institute, May 1, 2023

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Presenter, "M&A Market Update from the Investment Banker and Private Equity Perspective," Minnesota CLE, May 1, 2023

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Course Chair, "Advanced M&A How to Manage Complex Issues to Get the Deal Done," Minnesota CLE, January 24, 2023

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Presenter, "Mergers and Acquisition Documents," University of Minnesota Carlson School of Management, October 26, 2022

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Presenter, "The 2022 Business Law Institute - An Overview of the Current M&A Market," Minnesota CLE, May 9, 2022

- Presenter, "M&A Market Update from the Investment Banker and Private Equity Perspective," Minnesota CLE, January 27, 2022
- Course Chair, "Hot Topics in the Purchase and Sale of Businesses," Minnesota CLE, January 2, 2022
- Presenter, "Mergers and Acquisition Documents," University of Minnesota Carlson School of Management, October 27, 2021
- Presenter, "Front-End Documents in M&A: Drafting Letters of Intent, Exclusivity and Confidentiality Agreements," Stafford CLE, September 8, 2021
- Presenter, "Transition Services Agreements for Spin-Offs: Structuring Corporate Governance/Board of Directors Key Provisions and Mitigating Risk," Strafford CLE, 2016
- Panelist, "Private Equity Strategies 2015," ACG Minnesota, April 8, 2015

Publications

- Representing the Ongoing Business Deskbook, 3rd Edition, Chapter 17: Letters of Intent, Minnesota State Bar Association, 2021
- Walking the Path of Healthcare Private Equity Transactions, Minnesota State Bar Association, 2018
- Corporations Deskbook, 1st Edition, Chapter 6, Minnesota State Bar Association, 2017

Client Alerts And Blog Posts

- "Corporate Governance/Board of Directors," co-author, Minnesota Business Law Deskbook: Corporations and LLCs January 1, 2010
- Commercial Financial Services Brief: October 2008 October 31, 2008

- "Letters Of Intent: Their Use In Minnesota Business Transactions,"
Minnesota Bench & Bar
November 1, 2007
- "Successful Strategic Acquisitions, Considering Cultural
Compatibility," The Business Journal
August 1, 2007
- "Bridging The Valuation Gap, Part III," Minnesota Business
December 1, 2005
- "Bridging The Valuation Gap, Part II," Minnesota Business
August 1, 2005
- "Bridging The Valuation Gap," Minnesota Business
June 1, 2005

In The News

- AdAge Quotes Partner Mark Williamson on Private Equity Firms
Targeting Ad Agencies
January 29, 2024
- Small Business Radio Show Features Partners Lindsey Day and
Mark Williamson on Selling a Small Business in 2024
December 22, 2023
- ALM | Law.com Quotes Partner Mark Williamson on Business
Transactions Group Strategic Growth
October 2, 2023
- Law360 Pulse Features Growth of Business Transactions Group,
Addition of Six Attorneys
September 26, 2023
- Family Capital Quotes Partners Lindsey Day and Mark Williamson
on Private Equity Trends Towards Acquiring Family Owned
Businesses
July 20, 2023
- CEO World Features Article by Mark Williamson on the Impact of
COVID-19 on M&A
May 28, 2020
- Franchise Times Quotes Mark Williamson on M&A Deals During the
Pandemic
May 21, 2020
- Twin Cities Business Quotes Mark Williamson on Mergers and
Acquisitions Market
May 15, 2020

- "Dealmakers Q&A: Gray Plant's Mark Williamson," Law360
September 2, 2014
- "M&A Activity Rebounded In Minnesota In 2011," Minneapolis/St. Paul Business Journal
February 17, 2012
- "Let's Make A Deal: Advisors Share Key Advice For Business Buyers, Sellers," Upsize Minnesota
August/September 2011
- "The Diligent Deal," Twin Cities Business
July 2010
- "Return Of Confidence, Debt Financing Keys To Upping Deal Activity," Minneapolis-St. Paul Business Journal
February 12, 2010

News Releases

- Minnesota Lawyer Names Partner Mark Williamson to POWER 30 List for Mergers & Acquisitions for Second Consecutive Year
January 31, 2024
- Lathrop GPM Attorneys Named 2023 Minnesota Super Lawyers and Rising Stars
July 18, 2023
- 14 Lathrop GPM LLP Practice Groups and 35 Attorneys Ranked in Chambers USA 2023
June 1, 2023
- Lathrop GPM Partner Mark Williamson Named to Minnesota Power List for M&A
February 1, 2023
- Lathrop GPM Represents True Velocity in \$1.2 Billion Merger with Breeze Holdings
November 21, 2022
- Lathrop GPM Represents viGlobal in Deal with Aderant
September 20, 2022
- Lathrop GPM Attorneys Named 2022 Minnesota Super Lawyers and Rising Stars
July 18, 2022
- Chambers USA 2022 Names Lathrop GPM a Top Law Firm, Franchise Group Ranked Nationwide
June 1, 2022
- Lathrop GPM Franchise Practice Group Closes Deal Between Home Health Care Giants

August 13, 2021

- Lathrop GPM Attorneys Named 2021 Minnesota Super Lawyers and Rising Stars
July 22, 2021
- Chambers USA 2021 Names Lathrop GPM a Top Law Firm, Franchise Group Ranked Nationwide
May 20, 2021
- Lathrop GPM Attorneys Named 2020 Minnesota Super Lawyers and Rising Stars
July 21, 2020
- Chambers USA 2020 Names Lathrop GPM a Top Law Firm, Insurance Recovery Team Earns New Recognition, Franchise Group Ranked Nationwide
April 23, 2020
- Gray Plant Mooty Attorneys Named 2019 Minnesota Super Lawyers and Rising Stars
July 5, 2019
- Gray Plant Mooty Recognized as Leader in Chambers USA 2019
April 26, 2019
- Gray Plant Mooty Attorneys Named 2018 Minnesota Super Lawyers and Rising Stars
July 5, 2018
- Gray Plant Mooty Recognized as Leader in Chambers USA 2018
May 3, 2018
- 43 Gray Plant Mooty Lawyers Named 2017 Minnesota Super Lawyers and Rising Stars
July 5, 2017
- 40 Gray Plant Mooty Lawyers Named 2016 Minnesota Super Lawyers and Rising Stars
July 5, 2016
- 38 Gray Plant Mooty Lawyers Named 2015 Minnesota Super Lawyers and Rising Stars
July 09, 2015
- Gray Plant Mooty Announces Newly-elected Board Members
April 1, 2015
- 40 Gray Plant Mooty Lawyers Named 2014 Minnesota "Super Lawyers" and "Rising Stars"
July 7, 2014
- Gray Plant Mooty Announces Newly-elected Board Members
April 24, 2013

- 27 Gray Plant Mooty Attorneys Named 2012 “Minnesota Super Lawyers”
July 9, 2012
- 25 Gray Plant Mooty Attorneys Named 2011 “Minnesota Super Lawyers”
July 12, 2011
- 24 Gray Plant Mooty Attorneys Named 2010 “Super Lawyers”
July 16, 2010

Professional Affiliations

- American Bar Association, Business Law section
- Minnesota State Bar Association
- Hennepin County Bar Association
- Association for Corporate Growth, member

Community Involvement

- Saint Olaf College Alumni Board, Former Member
- Elder, House of Hope Presbyterian Church, St. Paul
- Sanneh Foundation, Board Member & Advisory Committee Member
- Twin Cities Diversity in Practice, Mentor
- Ramsey County Historical Society, Board Member

Honors

- *Minnesota Lawyer*, "The POWER 30: Mergers & Acquisitions," 2023-2024
- *Chambers USA: America's Leading Lawyers for Business*, Corporate/M&A, 2018-2023
- *Thomson Reuters*, "Minnesota Super Lawyer®," 2008-2023
- *Minnesota Monthly*, "Minnesota's Top Lawyers," 2022
- *Minnesota Law & Politics*, "Rising Star," 2001-2007
- AV® Preeminent™ Peer Review Rated from Martindale-Hubbell
- Stafford Publications, Advisory Board Member