



# **CHRISTINA MCSPARRON**

**Partner**Corporate and Tax

Orange County (714) 662-4652 cmcsparron@rutan.com

Christina McSparron works closely with entrepreneurs and corporate clients across the country at all stages in the lifecycle of their businesses. She has extensive experience on both sides of the deal, representing buyers and sellers in mergers and acquisitions and other business combinations (including leading roll-up acquisitions for acquisitive clients). Often serving as general outside counsel, she advises on entity structuring, corporate governance, growth and exit plans, contract negotiation, debt and equity financing, licensing, and general business operations. Ms. McSparron's clients are in diverse industries, including automotive, technology, restaurant, food and beverage, building materials and manufacturing, service and retail.

Ms. McSparron prides herself on bringing real-world business knowledge to her practice for a creative problem solving approach. As a former business owner, she is adept at understanding legal issues in a business context. Importantly, Ms. McSparron can strategically negotiate complex agreements while maintaining good relationships with the other side. She is passionate about helping her clients be successful and smart while taking calculated business risks.

Christina is a graduate of the University of California, Los Angeles and University of Minnesota Law School, where she was an editor of the Minnesota Law Review and Order of the Coif.

## Areas of Focus

- Corporate & Transactions
- Mergers & Acquisitions
- Emerging Companies & Entrepreneurial Services
- Restaurant, Hospitality and Retail
- Food & Beverage Law
- Automotive
- Building Materials
- Franchise & Distribution

#### **Related Services**

- Corporate and Tax
- Commercial Finance
- Corporate Governance
- Corporate Restructuring and Creditors' Rights
- Licensing
- Mergers and Acquisitions
- Privacy and Technology

#### **Related Industries**

- Medical Devices
- Life Sciences and Healthcare
- Apparel, Retail and Consumer Products
- Automotive
- Construction
- Private Equity
- Technology
- Restaurants and Hospitality
- Food and Beverage
- Wholesale and Manufacturers

# Bar & Court Admissions

· State Bar of California

## Representative Transactions

## Mergers and Acquisitions

- Represent medical doctor in connection with the acquisition of interests in a medical practice.
- Represent the owners of a medical imaging company in connection with their sale of company.
- Represent Qmerit Electrification in multiple strategic acquisitions and roll-up transactions of electrification companies to build a nationwide platform.
- Represent cPaperless (SafeSend) in its recapitalization transaction with Lead Edge Capital.
- Represent a medical device manufacturer in a \$380 million sale transaction.
- Represented Pendragon North America in multiple divestitures of automotive dealerships.
- Represented Tattooed Chef (TTCF) in its \$1.7 billion de-SPAC (special purpose acquisition company) business combination with Forum Merger II Corporation and continued representation of the de-SPAC entity.
- Represent an electric vehicle manufacturer in its acquisition of an Ohio-based automotive manufacturing facility.
- Represent a strategic buyer in its \$20 million acquisition of a waste treatment facility.
- Represented an international logistics provider in its \$125 million sale to a European private equity group.
- Represent a U.K. based company in its acquisition of their supplier's patent portfolio.
- Represent a shipping logistics provider in its \$30 million sale to a private equity
- Represent a national building supply company in multiple acquisitions of building supply distributors across the United States (transaction values in the \$10 million - \$100 million range).
- Represent a medical device manufacturer in a \$380 million sale to a private equity group.
- Represented a buyer in its acquisition of a national transmission company.
- Represented a motorcycle dealership in its divestiture of motorcycle line.
- Represented a Canadian automotive company in its acquisition of dealerships in the United States.
- Represent a wealth management company in its merger with a strategic acquirer.
- Represent McDonalds franchisee in its sale of multiple franchised locations and management of 1031 exchange process.
- Represent both buyers and sellers in the acquisition of franchised restaurants across the U.S., including Taco Bell, Pizza Hut, McDonalds, Burger King, and various fast casual brands.
- Represented a company in its acquisition of business assets out of a bankruptcy estate.

#### **General Business Negotiations**

• Negotiate operating and shareholder agreements for service providers

• Minnesota State Bar

#### **Education**

- University of California, Los Angeles (B.A., 2003)
- University of Minnesota Law School (J.D., 2012), Order of the Coif, magna cum laude

- including medical doctors, accountants, and IT and telecom service providers.
- Negotiated a joint development agreement for software development of an online real estate auction platform.
- Represent a lithium battery manufacturer in its development and supply arrangements.
- Represent an international home goods brand in a long term supply and equipment financing agreement.
- Negotiate numerous influencer and licensing agreements with e-commerce clothing brand.
- Represent commercial energy storage company in installation and sales agreements.
- Represent Australian defense company in its U.S. general business arrangements, including US backed financing and government contracts.
- Negotiate licensing and manufacturing agreements with Taiwan based semiconductor company.
- Negotiation of sponsorship agreements for automotive aftermarket company.
- Represent a weapons manufacturer in IP design and joint sales agreements for US military.
- Represent a California restaurant chain in franchising and development strategies.
- Represent various original equipment manufacturers in the negotiation of distribution and licensing relationships, including software and development agreements.

## Entrepreneurial Services, Equity and Capital Raising

- Counsel emerging businesses on entity selection and business and tax structures.
- Represent optical cable company in its Series A investment by a Japanese investor.
- Represent electric vehicle design and manufacturing company in its Series A investment round.
- Represent equipment manufacturer in development of warranty agreements and purchase contracts.
- Represent electric vehicle charging station contractor in negotiating initial installation and support agreements.
- Counsel new medical partnership in management and operation of their business.
- Counsel architectural firm on establishment of incentive unit plan and retirement plans.
- Counsel executive management team on generational transfer of family business.

# **Speaking Engagements**

- "Negotiating SAAS and Other Vendor Agreements," presentation to Association of Corporate Counsel Chief Legal Officer series, October 2023
- "Update on Software as a Service Agreements," presentation to Association of Corporate Counsel Chief Legal Officer Roundtable, August 2023
- "Current Trends in Mergers and Acquisitions," presentation at Association for

Corporate Growth (ACG) Annual Mammoth Deals Conference, February 2023

- "IP Issues in Mergers and Acquisitions," Orange County Bar Association MCLE, 2021
- "2021 M&A Deal Trends and Negotiating Points," Rutan & Tucker In-House Series, April 2021
- "2018 M&A Trends and Best Practices," Rutan & Tucker In-House Series, February 2018

## Awards & Honors

• Southern California Super Lawyers, Rising Stars Edition, 2018-2022

# Memberships & Associations

- The Raise Foundation: Member of the Board of Directors and Secretary
- Orange County Bar Association: Member and Secretary/Treasurer of Corporate Section (2022), Vice-Chair (2023), and Current Chair (2024)
- Minnesota State Bar Association: Member
- Association for Corporate Growth

Copyright © 2024 Rutan & Tucker