

FIRM INFORMATION AND PRACTICE AREAS

HISTORY

Denker & Muscarello, LLC was formed by attorneys Michael J. Denker and Charles V. Muscarello with a specific goal in mind—to provide sophisticated legal counsel in a small firm setting to the expanding business population in the Chicagoland area. Its attorneys are experienced in a broad spectrum of disciplines and have represented entities ranging from small, family businesses to Fortune 500 companies. As a result, Denker & Muscarello provides its clients with seasoned, well-rounded counsel irrespective of the size, complexity, or nature of the particular organization or underlying transaction or dispute.

PHILOSOPHY

By restricting its number of practicing attorneys, Denker & Muscarello provides legal services at levels and efficiencies that are difficult to attain by larger law firms. The profession continues to consolidate, which has resulted in the creation of "superfirms"—firms with lawyers numbering in the hundreds, if not thousands. An unfortunate byproduct of this trend has been an increase in legal costs to the client and a deterioration in the attorney/client relationship due to increased staffing of attorneys on matters combined with inconsistencies in such staffing. In short, it seems as though many lawyers have gotten away from being the counselors we previously held ourselves out as by virtue of our profession; many attorneys have devolved into having much more removed and detached relationships with their clients—at their clients' expense.

Denker & Muscarello provides its clients with seasoned, well-rounded counsel irrespective of the size, complexity, or nature of the particular organization or underlying transaction or dispute.

Denker & Muscarello avoids these problems by returning to a model of personal service—service provided in a timely fashion via a one-to-one relationship with the client. Such a model results in the highest levels of service to the client because greater efficiencies in both time and expenses are utilized by working with the same attorney on each matter, without any degradation in expertise.

FIRM TECHNOLOGY

Denker & Muscarello takes an aggressive approach with respect to its back-office technologies. We believe that possessing a technologically advanced infrastructure can only assist us in serving our clientele, enabling us to offer services in a more expedited manner, and at a decreased cost, than otherwise would be possible.

In furtherance of this philosophy, Denker & Muscarello operates in a completely paperless environment. Each and every document generated or received by our office is immediately rendered digital and filed within our firm database, where it can then be accessed immediately with a few keystrokes by anyone within the firm. Consequently, attorneys and office personnel are able to quickly search for and locate documents, files, contacts, or case notes without leaving their desks and, therefore, are able to respond to clients' requests and transmit copies of documents via fax or email at a moment's notice. Moreover, Denker & Muscarello personnel are able to remotely access client files in a secure manner at any time from anywhere in the world—provided a connection to the Internet is available—thus ensuring that we can service our clients as thoroughly and expeditiously as possible.

SERVICES

BUSINESS FORMATIONS

Denker & Muscarello attorneys assist clients in all aspects of the formation and management of their business structures, including, but not limited to, general corporations (both for-profit and not-for-profit), medical and professional corporations, limited liability companies (LLCs), partnerships, limited partnerships, and limited liability partnerships (LLPs). We counsel our clients with respect to choice of entity decisions, taking into account tax, management, growth, funding, wealth preservation, and other considerations. We also provide services relating to the proper maintenance of the business entity, including counseling our clients with respect to changes that may occur within the structure of the business over the course of its life.

BUSINESS & COMMERCIAL TRANSACTIONS

Businesses exist to do business—an overly simplistic statement, but one that is often lost among legal practitioners.

At Denker & Muscarello, we facilitate successful business transactions. Combining legal experience with business insight and acumen, we provide both educated counsel to our clients as well as expertise in rendering to paper the deals existing in the minds of the principals at the table. We are experienced in constructing and drafting a multitude of contractual arrangements, ranging in complexity from simple two-party residential real estate transactions to highly complex multi-party commercial transactions. In each case, we strive to provide our clients with appropriate legal protections while maintaining focus on the big picture—the underlying business deal. We educate our clients as to the risks and benefits of varying approaches to closing transactions, enabling them to make informed decisions.

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In many circumstances, Denker & Muscarello attorneys are engaged to serve in a “general counsel” or “corporate counsel” capacity on behalf of our corporate clients, where our clients effectively outsource oversight of company legal matters to the firm. In these situations, we work closely with the business principals to facilitate efficient business operations while at the same time freeing them from the burden of overseeing legal and compliance matters.

We bring to each transaction years of experience regarding pricing methodologies, risk allocation, business requirements, and other similar matters that form the core of a business contract. Having experience on both sides of the negotiation table, Denker & Muscarello attorneys have a heightened understanding of the pressure points, negotiated solutions, and standard compromises that may exist in any particular transaction. Armed with such knowledge and experience, we are in the best position to both negotiate and effectively document a deal so as to successfully protect our clients’ interests while simultaneously effecting a transaction the terms of which each party can meet.

BUSINESS LITIGATION

There comes a time in the course of any business’ existence when it becomes embroiled in a dispute,

such as problems with departed employees, breaches of contractual obligations, misconduct of officers and directors, etc.

At Denker & Muscarello, we view disputes from the perspective of both businesspeople and legal

counsel, factoring into the overall equation matters such as the underlying economics of the dispute, the continuity of business operations, the likelihood of success in court, and the emotional toll such matters place upon its participants. We counsel our clients as to various approaches and potential solutions to the conflict so that they may take the path best suited for their particular needs and desires. If the client determines that formal legal action is necessary to protect its interests, Denker & Muscarello attorneys

are experienced in all phases of the litigation and appeals process, as well as alternative dispute methods such as mediation and arbitration, in order to effectively represent our clients' interests and be in a position to achieve the results sought.

MERGERS, ACQUISITIONS, & BUYOUTS

It is inevitable that businesses expand, contract, and change over the course of their existence. The purchase or sale of a business enterprise is one of the most complex transactions a person or a firm can undertake. It has proved to be a make-or-break decision for leaders of many major corporations. And for many small business owners, the sale of a business is a once-in-a-lifetime thing.

Denker & Muscarello attorneys assist our clients with such matters and, teaming with our network of accounting specialists, counsel our clients with respect to business valuation and tax considerations, different methods of business combination or sale, and closely assist our clients throughout the entire course of the buyout and acquisition process.

INFORMATION TECHNOLOGY

Denker & Muscarello's attorneys have a great deal of experience in commercial transactions involving technology—that is, the “buying and selling” of technology and related services, as well as the overall commercialization of our clients' products. Prospective clients include any business that uses information systems or technologies, as well as the vendors that provide such technologies and/or services related to them. The practice focuses upon the nature of the transaction—technology—rather than the particular industries involved. Consequently, clients of Denker & Muscarello come from all sectors of the broad spectrum that is today's business world.

As with our experience in general transactional law, we bring to each technology transaction years of

experience regarding pricing methodologies, risk allocation, service requirements, and other similar matters that form the core of a technology deal. Having experience on both the purchaser side and vendor side of the table, Denker & Muscarello attorneys have a heightened understanding of the pressure points, negotiated solutions, and standard compromises that may exist in any particular transaction. Armed with such knowledge and experience, we are in the best position to both negotiate and effectively document a transaction so as to successfully protect our clients' interests while simultaneously effecting a transaction the terms of which each party can meet.

VENTURE CAPITAL & PRIVATE EQUITY FINANCING

Denker & Muscarello attorneys are experienced in the formation, structuring, and organization of venture capital, private equity, hedge fund, mezzanine finance, real estate, and other pooled investment vehicles. Additionally, our attorneys' experience also extends to representing both early-stage, privately-held businesses that are seeking investment and financing, as well as the firms or funds which seek to invest in or finance such entities. Having represented both ends of the transaction, Denker & Muscarello attorneys are experienced with the securities laws and the exemptions thereto, various forms of ownership and investment structures, warrant and option agreements, and other requisite elements that compose such deals.

Denker & Muscarello attorneys are experienced in all phases of the litigation process, as well as alternative dispute methods such as mediation and arbitration.

GOVERNMENTAL REPRESENTATION & LITIGATION

Denker & Muscarello attorneys are experienced in representing private individuals and/or entities

dealing with governmental authorities in annexation, development, and zoning transactions and hearings. Additionally, our attorneys have successfully challenged and overturned wrongful governmental actions in the courts of law. Denker & Muscarello attorneys also have experience in representing governmental entities in governance, transactional

matters, defending governmental actions, and litigating disputes.

copyrights with the United States Copyright Office within the Library of Congress.

COMMERCIAL REAL ESTATE & DEVELOPMENT

Denker & Muscarello attorneys are experienced in representing clientele in both residential and commercial real estate transactions. We work closely with our clients on matters such as buying and selling real estate, Section 1031 tax free exchanges, construction projects and agreements, as well as annexation, development, and easement agreements with governmental authorities. Additionally, Denker & Muscarello attorneys have experience in litigating real estate matters in the event a dispute arises.

HEALTH CARE LAW

Denker & Muscarello attorneys are cognizant of many of the legal hurdles facing today's medical practitioners. We counsel our health care clients regarding practice dynamics and assist our medical practice clients with the expansion and growth of their medical practices, including the purchase and sale of medical practices and groups. Additionally, Denker & Muscarello attorneys assist both our medical practice clients and our institutional clients with matters such as procurement and implementation of health care technologies, regulatory issues, physician recruitment and retention, and other common matters affecting the day-to-day operations of a health care facility.

INTELLECTUAL PROPERTY LAW

The protection of a business' intellectual property—generally speaking, trademarks, copyrights, patents, and trade secrets—has become of paramount importance in order to succeed in today's fast-paced world. Denker & Muscarello attorneys effectively counsel our clients regarding the nuances of intellectual property law and work with our clients to implement a business strategy to maximize the value and protection of the business' intellectual property assets, including the registration of trademarks with the United States Patent & Trademark Office and

ATTORNEY BIOGRAPHIES

MICHAEL J. DENKER

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Michael J. Denker, co-founder and principal of Denker & Muscarello, LLC, was raised in the Chicagoland area. Mr. Denker performed his undergraduate studies at the University of Southern California, where he graduated *magna cum laude* in 1992 with a Bachelor of Arts degree in English Literature. During his years at USC, Mr. Denker received numerous honors, including: being inducted into the honor societies of Phi Beta Kappa, Phi Kappa Phi, and Golden Key; serving as a member of Mortar Board; being elected to the Dean's List each semester; and, as a member of the Phi Kappa Psi fraternity, receiving the Fraternity Award for Academic Excellence.



Following his graduation from USC, Mr. Denker returned to the Midwest where he attended law school at the Northwestern University School of Law. Mr. Denker was elected to the Dean's List at Northwestern each of his four final semesters and was an active participant in the school's Legal Clinic. He received his *Juris Doctorate* from Northwestern in 1995.

Mr. Denker began his professional career with the long-established Chicago law firm of Hinshaw & Culbertson, where his practice was focused in the area of litigation. He left Hinshaw, and his roots as a litigation specialist, to become one of the seven founding attorneys of the Information Technology Group in the Chicago office of Rudnick & Wolfe (n/k/a DLA Piper, currently one of the world's largest law firms). Mr. Denker honed his transactional skills there during the dot com explosion of the middle and late nineties, representing entities ranging in size from small, family-owned businesses to Fortune 500 companies,

and in sectors from the health care industry to the telecommunications industry, with respect to their acquisition and/or commercialization of technologies.

After a successful tenure at the firm, Mr. Denker took a position at Gordon & Glickson LLC, a mid-sized law firm whose services were directed primarily towards the information technology marketplace. Mr. Denker remained employed with Gordon & Glickson (which later merged into McGuireWoods LLP) until opening a solo practice, Denker Law Offices, in January 2002. After working on his own in 2002, Mr. Denker joined forces with his colleague, Charles Muscarello, in February 2003 and together they formed Denker & Muscarello, LLC.

Over the course of his legal career, Mr. Denker has represented businesses from an assortment of the industries that make up the broad spectrum of today's business world, ranging in size from closely held startup ventures to large, multi-national conglomerates. He actively assists clients with all aspects of their general corporate and business law needs, with particular emphasis in buyouts and acquisitions, commercial contracts, general health care matters, and with his background in litigation, provides counsel with respect to dispute resolution and litigation concerning enforcement or defense of contractual and other business obligations.

While his practice generally is focused in the area of business transactions, Mr. Denker has particular expertise in commercial transactions involving technology. He has represented hardware and software vendors, telecommunication companies, health care organizations, consulting firms, and other entities in transactions involving matters such

as technology acquisition and commercialization, system development, software licensing, provision of services, distribution of products, protection of intellectual property, electronic commerce and other Internet-related matters, privacy concerns, and systems integration.

Selected Accomplishments:

- Member of negotiating team that represented a global telecommunications company in its transaction with a leading telecommunications equipment provider for the acquisition of infrastructure systems and equipment involving approximately \$250 million of expenditures.
- Representation of a global infrastructure technology services company in an information technology outsourcing transaction valued at approximately \$25 million.
- Representation of a leading vendor of total airport management systems in its commercial transactions with purchasers of its products in transactions ranging from \$1 million to \$10 million.
- Representation of a leading credit information provider in its transactions with various customer and information management solutions providers, with contract values ranging from \$100,000 to \$5 million annually.
- Representation of a physicians' group with respect to procurement of a paperless office management system from a leading national health care technology vendor, as well as its procurement of digital imaging systems, with a total value of over \$1 million.
- General counsel to physicians' group with respect to its various legal needs, including acquisition of real estate and construction of facilities valued in excess of \$7 million, oversight of various litigation matters with a value of over \$1 million, as well as supervision of its various contract, business, and regulatory matters.
- Representation of acquirer of contract electrical work company with a transaction value of over \$3 million.
- Representation of acquirer of custom woodworking company with a transaction value of over \$2 million.
- Representation of a newly formed company in its acquisition of substantially all of the assets of a service organization with a value of over \$150,000.
- Representation of a library consortium with respect to its procurement of a turnkey information management system.
- Business counsel to various emerging technology and consulting companies with respect to commercialization of their proprietary technologies and corresponding services as well as general corporate matters.

Outside of the office, when not spending time with his wife and two daughters, Mr. Denker can usually be found chasing a little white ball around the nearest golf course or cycling the roads of Kane and DeKalb counties.

ATTORNEY BIOGRAPHIES

CHARLES V. MUSCARELLO

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Charles V. Muscarello, co-founder and principal of Denker & Muscarello, LLC, was raised in the Chicagoland area. Mr. Muscarello performed his undergraduate studies at Miami University in Oxford, Ohio, where he received his Bachelor of Science in 1992. While at Miami University, Mr. Muscarello majored in Accounting; in 1997, he became a Certified Public Accountant.

Mr. Muscarello attended the Washington University School of Law in St. Louis, Missouri, where he received his *Juris Doctorate* in 1995. In his final semester of law school, Mr. Muscarello interned in the United States Senate in Washington, D.C. As an intern for the Governmental Affairs Committee, Mr. Muscarello worked with the Senators to draft Constitutional amendments and legislation, and participated in subcommittee hearings on governmental powers, authority, and abuse matters.

Upon graduation from law school, Mr. Muscarello returned to the Chicagoland area and began private practice with the law firm of Drendel, Tatnall, Hoffman & McCracken, P.C. While with Drendel Tatnall, Hoffman & McCracken, P.C., Mr. Muscarello concentrated in the areas of civil litigation, corporate/transactional matters, real estate, and municipal law. During this time, Mr. Muscarello also served as the Director and Vice-President of the Batavia Community Chest/United Way, was a Director of the Fox Valley Chapter of the American Red Cross, and served as the *Pro Bono* Counsel of the Batavia Chamber of Commerce.

In 1999, Mr. Muscarello rejoined on a full-time basis an Internet start-up company effort that dated back to his final year of law school. Commerx, Inc. was a business-to-business Internet portal (“B2B”) that

sought to electronically integrate the procurement functions of buyers and sellers of industrial services, as well as of raw and indirect materials. Commerx’s flagship portal, PlasticsNet.com, was inducted into

the Smithsonian Museum as the first of its kind. While at Commerx, Mr. Muscarello operated in a role similar to that of a General Counsel in that he negotiated and drafted software licensing agreements with technology providers, created strategic partnerships with industry specialists, and contributed to the filing of an S-1 Registration with the Securities and Exchange Commission (SEC) for an Initial Public Offering on the

NASDAQ Stock Exchange.

When Commerx met the unfortunate fate of most other Internet start-up companies in 2001, Mr. Muscarello re-entered the private practice of law with the law firm Bochte, Kuzniar & Marresse, P.C. While with Bochte, Kuzniar & Marresse, P.C., Mr. Muscarello again concentrated in the areas of civil litigation, corporate/transactional matters, real estate, and municipal law. In 2003, Mr. Muscarello joined Michael Denker to form Denker & Muscarello, LLC.

Mr. Muscarello is admitted to practice law before the following Courts: Illinois State Courts (1995), the U.S. District Court for the Northern District of Illinois (1995), the Federal Trial Bar for the U.S. District Court for the Northern District of Illinois (2006), and the U.S. Seventh Circuit Court of Appeals (2007).



Selected Accomplishments:

- Representation of a leading technology company in the procurement of intellectual property in excess of \$5 million.
- Representation of a leading technology company in negotiation of joint ventures and strategic partnerships with other leading technology companies.
- Participation in the drafting and filing of a prospectus S-1 registration with the Securities and Exchange Commission, seeking to raise \$200 million through a national public offering on the NASDAQ Stock Exchange.
- Participation in the preparation of a prospectus used for the acquisition of the venture capital funding in excess of \$80 million for a leading technology company.
- Representation of municipalities and negotiation of development deals involving in more than 500 development units.
- Representation of municipalities in the acquisition of governmental infrastructure loans in excess of \$1 million.
- Successfully representing corporations, individuals, and government authorities at the trial court and appellate levels.
- Successfully litigating disputes related to the ownership of businesses between the respective owners of businesses.
- Successfully challenging the legality and constitutionality of various actions by governmental authorities.
- Successfully litigating disputes between governmental authorities.