

# FOULSTON

ATTORNEYS AT LAW



## WILLIAM R. WOOD, II

PARTNER

WICHITA OFFICE

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### PROFILE

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Mr. Wood's practice includes an emphasis on general business law and corporate practice. Mr. Wood has a comprehensive business practice representing public and private companies in mergers and acquisitions, securities transactions, franchising, private equity transactions and venture capital investments, financing, contract negotiations and preparation, creation and termination of business entities, business entity ownership issues, and general business matters. Mr. Wood enjoys Martindale-Hubbell Law Directory's highest "AV" rating for lawyers and was selected by his peers for inclusion in the *Missouri & Kansas Super Lawyers*® list. He was also selected by his peers for inclusion in *The Best Lawyers in America*® in the areas of banking, business, franchise, merger & acquisition, private equity, real estate, and securities. In 2012 and 2015, Mr. Wood was named by *Best Lawyers*® the Wichita Mergers & Acquisitions Law "Lawyer of the Year." Mr. Wood is listed in *Chambers USA* as a leading lawyer in the United States in corporate and M&A law and real estate.

### Education

- Washburn University (J.D., 1986)  
magna cum laude; Editor - *Washburn Law Journal*
- Wichita State University (B.B.A., 1983)

### Admissions

- Kansas (1986)

### PRACTICE AREAS

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- Mergers & Acquisitions
- Franchise & Distribution
- Business & Corporate Law
- Private Equity & Venture Capital

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- Banking & Financial Services
- Securities & Corporate Finance
- Real Estate
- Energy
- Emerging Small Business

## INDUSTRIES

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- Banking & Financial Services
- Franchise & Distribution
- Real Estate
- Healthcare
- Energy & Natural Resources

## COMMUNITY INVOLVEMENT

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- Wichita Regional Chamber of Commerce - Executive Committee and Board of Directors, Vice Chairman (2016), Chair Elect (2017), Chairman (2018)
- Big Brothers & Big Sisters of Sedgwick County - Former Director
- American Heart Association - Former Director, Sedgwick County Chapter
- Rotary Club of Wichita
- U.S.D. 266 Site Council, Pray Woodman Elementary School – former Member
- East Heights United Methodist Church – former Chairman, Staff Parish Relations Committee
- Business Investment Group – Member

## RELEVANT EXPERIENCE

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### **Mergers and Acquisitions**

- Represented retail products manufacturer in sale to publicly owned U.S. buyer valued at more than \$130 million.
- Represented YUM system franchisee on sale of more than 45 operating restaurants.
- Represented YUM system franchisee on acquisition of multiple franchise operating outlets.
- Represented oil industry manufacturer on a sale valued at over \$120 million.
- Represented oil and gas operator in a \$70 million acquisition of control of various operating units.
- Represented owner in connection with the sale of oil and gas development company and related assets with an aggregate value of over \$20 million.
- Represented seller in successful sale of a medical software company to publicly-owned international buyer.

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- Represented investors in negotiation, documentation, and closing of multi-round investments in technology, insurance, manufacturing, retail, service, health care, and finance sectors.
- Represented oil and gas developer in connection with the negotiation, documentation, and closing of capital and syndicated debt in connection with the acquisition of limited partnership interests having a value in excess of \$70 million.
- Represented internet retailers in connection with negotiation of venture capital investments and liquidity events.
- Represented national fast food restaurant developer in connection with the acquisition, finance and development of over 50 retail restaurant locations.

### **Project Finance Law**

- Represented national project developer as Kansas and Missouri counsel in connection with the financing of numerous locations for multi-unit national retail operators.
- Represented several developers and owner/operators in connection with the negotiation, documentation, and closing of industrial revenue and hospital bond projects.
- Represented multiple project owners in multi-state Recovery Act bond transactions.

### **Securities and Corporate Finance**

- Represented issuers with securities registered on the NYSE and NASDAQ in various securities-related filing, disclosure, and regulatory matters.
- Represented various directors, substantial equity holders, and affiliates in connection with various securities-related disclosure and regulatory matters.
- Counsel on a variety of loan transactions involving shopping center, hotel, office, and commercial building construction and refinance, oil and gas acquisition and development, railroad, aircraft, floor plan, and other asset based transactions, franchisee system loans, credit-enhancement facilities for bond transactions, bank holding company loans, syndicated loans, and multi-facility working capital/asset acquisition/term facility loans of all shapes, flavors, and sizes ranging from \$1 million to in excess of \$170 million, as well as workouts in a variety of situations.
- Acted as counsel for selling shareholders in connection with initial public offerings.

### **Franchise and Distribution Law**

- National distribution counsel for agricultural equipment manufacturer.
- National distribution counsel for industrial equipment manufacturer.
- National distribution counsel for retail product manufacture.
- National franchise counsel for national upscale sports bar and grill franchisor with over 50 franchised and company-owned restaurants.
- National franchise counsel for national quick-service restaurant franchisor with over 235 franchised and company-owned restaurants.
- Franchise counsel for numerous franchisees in various national restaurant, service, and retail franchise concepts.
- Assisted in negotiating the sale of a retail franchisor with over 50 franchised units and 20 corporate units.
- Numerous leasing transactions (most in large multi-tenant developments) across several states for restaurant franchisee clients.

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## Real Estate

- Represented numerous restaurant franchisees in the acquisition, development, and finance of dozens of restaurants in numerous states, including negotiating purchase and sale agreements, financing arrangements, site documents, real estate diligence, and related matters.
- Represented restaurant franchisee in the refinance of its principal financing facilities, including the negotiation of financing documents and related matters.
- Represented restaurant franchisee in the establishment of a development line of credit for the future establishment of numerous restaurants, including the negotiation of financing documents and related matters.
- Represented the real estate developer in the acquisition, diligence and leasing of 2 shopping centers and the acquisition and leasing of numerous retail restaurant pad sites in Missouri and Kansas.
- Acted as Tenant's counsel in an Industrial Revenue Bond issuance for large manufacturer including negotiation and review of trust indenture, lease, bond, and other related documents.

## PROFESSIONAL MEMBERSHIPS, AFFILIATIONS, AND HONORS

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- Recognized by *Best Lawyers*® as the 2012 & 2015 Wichita Mergers & Acquisitions “Lawyer of the Year”
- Selected by peers for inclusion in *The Best Lawyers in America*® in the areas of Banking & Finance Law, Corporate Governance and Compliance Law, Financial Services Regulation Law, Franchise Law, Leveraged Buyouts and Private Equity Law, Mergers & Acquisitions Law, Project Finance Law, Real Estate Law, and Securities/Capital Markets Law, 1995-2020
- Selected for inclusion in Missouri & Kansas Super Lawyers® List, 2006 (a Thomson Reuters business)
- Identified by Chambers USA as a leading lawyer in the United States for Corporate/M&A Law and as a leading Real Estate Lawyer, 2004-2019
- American Bar Association Member of the Franchise Forum, the Section of Business Law Legal Opinions Committee, and Mergers and Acquisitions Committee
- Kansas Bar Association Member & Past President, Corporate Banking & Business Law Section
- Wichita Bar Association , Building Management Committee Chairman
- Wichita State University Center for Real Estate Advisory Board Member

## PUBLICATIONS

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### 2009

- New Contracts in Kansas Can No Longer Contain Commonly Used Liability Indemnity Provisions  
-LJN'S Franchising Business & Law Alert

## ISSUE ALERTS

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### 2008

# FOULSTON

ATTORNEYS AT LAW

- New Construction, Dealership, Franchise, & Transportation Contracts in Kansas Can No Longer Contain Commonly-Used Liability Indemnity Provisions