



## WILLIAM R. WOOD, II

PARTNER

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## PROFILE

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Bill Wood is a real estate, corporate law, and general business attorney in Foulston's Wichita office. Bill works with companies of all sizes to navigate complex business matters and has guided numerous clients through multimillion-dollar transactions. He represents public and private companies in mergers and acquisitions, franchising, real estate transactions, contract negotiations and preparation, creation and termination of business entities, and business entity ownership issues. Bill uses his aptitude for financing, securities transactions, bond projects, private equity transactions, and venture capital investments to help his clients achieve their short- and long-term goals.

In 2021, Bill was named the *Best Lawyers*<sup>®</sup> Wichita Banking and Finance Law "Lawyer of the Year," and in 2012 and 2015, the Wichita Mergers & Acquisitions Law "Lawyer of the Year." Bill is listed in *Chambers USA* as a leading lawyer in the United States in corporate and M&A law and real estate. He 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*<sup>®</sup> list.

Outside the office, Bill enjoys golfing, boating, and watersports with his family and friends.

## Education

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

## Admissions

- Kansas (1986)
- U.S. District Court for the District of Kansas (1986)

## PRACTICE AREAS

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# FOULSTON

ATTORNEYS AT LAW

- Mergers & Acquisitions
- Franchise & Distribution
- Private Equity & Venture Capital
- Banking & Financial Services
- Securities & Corporate Finance
- Business & Corporate Law
- Startup/Entrepreneurship
- Real Estate
- Energy
- Renewable Energy, Storage, & Transmission

## INDUSTRIES

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- Banking & Financial Services
- Franchise & Distribution
- Real Estate
- Hospitality & Retail
- Aviation & Aerospace
- Manufacturing
- Healthcare
- Energy & Natural Resources

## COMMUNITY INVOLVEMENT

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- Wichita Regional Chamber of Commerce, Executive Committee and Board of Directors (2010-2019), 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

# FOULSTON

## ATTORNEYS AT LAW

- Represented a retail products manufacturer in its sale to a publicly owned U.S. buyer valued at more than \$130 million.
- Represented two Yum! Brands' franchisees on the sale in two transactions of more than 200 operating restaurants and related real estate.
- Represented a YUM! Brands' system franchisee on the sale of more than 45 operating restaurants and related real estate.
- Represented a YUM! Brands' system franchisee on the acquisition of multiple franchise operating outlets and related real estate.
- Represented an oil industry manufacturer on a sale valued at more than \$120 million.
- Represented an 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 more than \$20 million.
- Represented seller in the successful sale of a software company to a publicly owned international buyer.
- Represented investors in negotiation, documentation, and closing of multi-round investments in the technology, insurance, manufacturing, retail, service, healthcare, and finance sectors.
- Represented an 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 valued in excess of \$70 million.
- Represented internet retailers in connection with negotiation of venture capital investments and liquidity events.
- Represented a national fast-food restaurant developer in connection with the acquisition, finance, and development of more than 80 retail restaurant locations.
- Represented an Applebee's franchisee on the acquisition of more than 40 operating restaurants.

### **Project Finance Law**

- Represented a 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.
- Navigated 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 ranging from \$1 million to in excess of \$170 million.
- Negotiated loan workouts for a variety of situations.

# FOULSTON

ATTORNEYS AT LAW

- Acted as counsel for selling shareholders in connection with initial public offerings.

## Franchise and Distribution Law

- National distribution counsel for agricultural, industrial, and retail product equipment manufacturers.
- National franchise counsel for a national upscale bar and grill franchisor with more than 50 franchised and company-owned restaurants.
- National franchise counsel for a national quick-service restaurant franchisor with more than 350 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 more than 50 franchised units and 20 corporate units.
- Numerous leasing transactions (most in large, multi-tenant developments) across several states for restaurant franchisee clients.

## 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 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 a 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" and as the 2021 Wichita Banking and Finance Law "Lawyer of the Year"
- Selected by peers for inclusion in *The Best Lawyers in America*® in the areas of Franchise Law, 2003-2022; Real Estate Law, 2005-2022; Banking & Finance Law, 2006-2022, Mergers and Acquisitions Law, 2007-2022; Leveraged Buyouts and Private Equity Law, Project Finance Law, Securities / Capital Markets Law, 2010-2022; Corporate Compliance Law, Corporate Governance Law, Financial Services Regulation Law, 2011-2022; and Corporate Law, 2021-2022
- 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 Real Estate Law, 2004-2021
- American Bar Association, Franchise Forum Member; Section of Business Law Legal Opinions Committee; Mergers and Acquisitions Committee
- Kansas Bar Association, Member and Past President; Corporate Banking & Business Law Section

# FOULSTON

ATTORNEYS AT LAW

- 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

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