

Practice Areas

- Corporate, Securities & Finance
- Intellectual Property

Education

- University of Houston at Clear Lake City, B.S., 1982
- University of Texas, J.D., 1985

Honors

- AV Rating – Martindale Hubbell Law Directory
- Sole Legislative Aide to the Honorable Gwyn Clarkston Shea during the 1985 Legislation Session in the Texas House of Representatives. Wrote legislation and supporting materials and speeches.

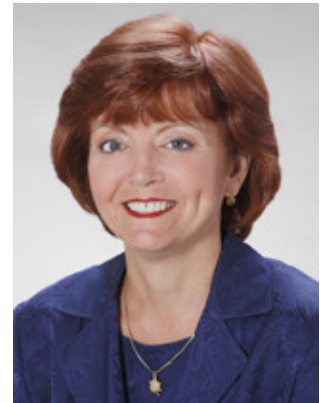
Bar Admissions

- Texas
- California

Ethna M.S. Piazza

Shareholder
Houston

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Houston, TX 77002-4310
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For over 23 years Ms. Piazza has advised entrepreneurs, family-owned businesses and companies ranging from start-ups, to mid-market (both public and private), to multi-national corporations in a significant number of mergers and acquisitions, business and international contracts, and technology and intellectual property matters.

Her clients have valued her approach in giving both a macro and micro view of corporate and intellectual property issues, and distilling complex legal issues for presentation to management to permit them to successfully make decisions to achieve business goals within legal constraints. Ms. Piazza's philosophy is to team with her clients to assure that all of the business goals are met within the framework of legal consideration.

Ms. Piazza's principle areas of practice are business transactions, mergers and acquisitions, technology transactions, corporate finance (including venture capital and equity fund financings), international contracts, manufacturing, distribution, licensing and joint ventures. She also advises clients on Internet law issues such as privacy, electronic signatures, and website development, hosting and fulfillment. Her diverse industry experience includes energy, aerospace and defense, health care, biotech, medical devices, software and other technologies, construction, consumer goods, sporting goods, apparel, food industry, shipping, banking and venture capital.

Representative Corporate Matters

- Negotiated the sale of an international golf ball brand to a major U.S. sporting goods retailer.
- Worked closely with key executives in handling several mergers and acquisitions, international agreements and a variety of key agreements related to manufacturing, distribution and intellectual property issues for a sporting goods company that has grown from \$400,000,000 to over a \$1 Billion in sales.
- Represented an international energy company in the sale of a refinery and the sale of a multi-state pipeline.

Ethna M.S. Piazza, *Continued*

- Represented an aerospace company in the sale of a commercial airplane manufacturing facility and related licenses of patents and other intellectual property.
- Represented an aerospace company in its purchase of hardware to provide broadband network services to business jets and negotiation of an agreement for provision of Ku-band satellite services to the equipment.
- Represented an international medical diagnostics company in its acquisition of a world-leading developer and manufacturer of novel detection chemistries for high-sensitivity testing in clinical diagnostics and life science research.
- Represented a biotech company in its issuance of multiple rounds of preferred stock and additional convertible notes and warrants.
- Represented a venture capital fund in connection with due diligence of life science companies and investment in biotech companies.
- Represented an apparel manufacturer in forming a joint venture for an action sports line of apparel.
- Represented a security company in its acquisition of a regional security business.
- Represented a copyright clearance and licensing company in its sale of a controlling interest to an equity fund.
- Represented a drywall contractor in its sale to an equity fund.

Representative Technology and Intellectual Property Agreements

- Worked closely with IT and in house legal counsel in negotiating a variety of software and technology licenses, IT equipment purchase agreements and consulting services agreements related to expansion and growth of a major U.S. retail drug store chain.
- Represented a distributor in entering into agreements to distribute software and hardware of manufacturers such as Apple Computers.
- Represented an international company in negotiating international manufacturing, development and distribution agreements.
- Represented a biotech company in negotiation of several strategic alliance agreements, including license, development and distribution agreements.
- Represented a stent company in successfully executing a license, development and marketing agreement for to an international medical device company.
- Represented an HMO in negotiating several license and ASP agreements for various data management projects.
- Prepared software development agreements for a software development company.
- Negotiated software development agreements for companies purchasing software development services.
- Drafted a master software license for a real estate asset management solution software.
- Represented a municipality in negotiating and drafting a development and license agreement for electronic billing and payment of utility bills.
- Represented an apparel manufacturer in negotiation of a trademark license for organic fabrics.
- Represented a bank in its license of internet banking system software, including maintenance obligations.
- Represented an international consumer products company in negotiating a service agreement and software license for payroll processing, payroll tax processing, human resources information and other business information processing.
- Represented a world-renowned inventor in licensing his technology to an internationally recognized manufacturer.

Ethna M.S. Piazza, *Continued*

- Represented a manufacturer of soft goods for professional contractors in licensing a trademarked line of goods from a major international power tool manufacturer.

Seminars & Presentations

- Panelist, "Strategic Options for Privately Held Businesses," San Diego Association for Corporate Growth, September 21, 2004.
- Panelist, "What CEOs Should Expect from a Venture Capital Financing," San Diego Forum for Women Executives, April 6, 2004.
- Co-Presenter, "Legal Issues Every Marketing Professional Should Know," San Diego Software Industry Council, April 2, 2004.
- Co-Speaker with Robert Erb, General Counsel of Taylor Made-adidas Golf Company, Association of Corporate Growth, "Taylor Made-adidas Growth Strategy," April 15, 2003.
- Speaker, Breakfast With Your Technology Lawyers, "Avoiding IT Legal Pitfalls – What Every Executive and General Counsel Needs to Know," Del Mar, California, November 13, 2002.
- Speaker, Law Seminars International, eGovernment Design, Procurement and Deployment Issues Seminar, "eGovernment and Intellectual Property, Practical Tips for Avoiding Problems in Website Linking, Advertising and Contracts," San Diego, California, May 2, 2002.
- Speaker, Right Management Consultants, Executive Briefing re "Executive Compensation: How to Attract and Retain Senior Executive Talent Today," San Diego, California, February 28, 2002.
- Speaker, "Specialized Legal Services For High Net Worth Clients: Selected Issues in Immigration, Tax, Estate Planning, and Mergers and Acquisitions," October 31, 2001.
- Speaker, Frost & Sullivan's eBusiness Strategies Conference, "How to Avoid Unlawful eBusiness Models," Miami, Florida, May 23, 2001.
- Speaker, Institute for International Research, eMedical Devices Conference, "ESIGN" workshop, Wyndham Emerald Plaza, San Diego, California, March 27, 2001.
- Panelist, "Structuring an Angel Investment Round," Marina Del Rey, California, November 6, 2000.
- Panelist, "What You Don't Know Can Hurt You: The Legal and Regulatory Issues CEOs Need to Know, e-Commerce Tips for Executives," AdvaMed Executive Summit, Internet Strategies, Coronado, California, September 18 19, 2000.
- "Electronic Signatures and Contracts and the Business Lawyer," Corporations Committee of the Business Law Section of the State Bar of California, September 19, 2000.
- "The Electronic Signatures in Global and National Commerce Act ("E-Sign"), Union Bank of California, Los Angeles, August 18, 2000.
- Moderator and Organizer, "Financing Alternatives for Life Science Companies," Biocom, San Diego May 18, 2000.
- Organizer and Moderator, "Expanding your Business Through Private Capital Sources" a Panel Presentation for the Health Industry Manufacturers' Association ("HIMA," now know as "AdvaMed") Small Company Council, San Diego, May 25, 1999.
- Moderator, "Negotiating Strategies and Tactics: "Influencing Others for Successful Outcomes," Athena Meeting, San Diego California, November 12, 1998.
- Chairperson and Speaker, "Getting it Done: Becoming an Effective Management Team Leader and Team Member," Athena, September 24, 1998.

Ethna M.S. Piazza, *Continued*

- "Starting Your Business with an Eye of the Future: Legal Considerations," CONNECT Educational Series, "How to Start and Manage a High-tech Company," June, 1998.
- Moderator and Presenter, "Trade Secrets, Privacy, the Internet and E-Mail," CalBioSummit, San Diego, California, October 9, 1997.
- "Year 2000 Issues," Adcom meeting, Los Angeles, California, June 25, 1997.
- Speaker, Legal and Patents Panel, Association for Women in Bioscience, San Diego, California, May 3, 1997.
- Organizer and Moderator, "After the Crash: Protecting Yourself from Y2K Litigation," CONNECT, San Diego, California, May 6, 1999.
- "Basic Issues and Tasks of Title Review and Title Insurance When Purchasing Property," Basic Real Estate Law in Texas, National Business Institute, August 1989.
- Moderator, "Real Estate as Impacted by Financial Institutions," Austin Young Lawyers Association and Travis County Bar Associations, July 1989.
- "Procedures for Perfecting Mechanic's Liens in Texas," Construction Contracting, Austin Community College, November 1986.

Articles and Publications

- Information Technology: Giving Customers The Complete Picture, September 4, 2004
- eVelopments August 2004, August 25, 2004
- New California Anti-Spam Law Imposes Strict Technological Requirements, December 1, 2003
- How Valid Are Electronic Signatures in E-Commerce Transactions?, September 21, 2000
- Demystifying The Deregulation of Electricity in California, June 10, 1998
- "Horizon IT Issues," Counsel to Counsel Magazine, August, 2004.
- "Privacy Please: Disclosure of Privacy Policies and Practices Are Now Required," eVelopments, August, 2004.
- "Manufacturing Arrangements That Should be Handled as Strategic Alliances," The Daily Transcript, March 19, 2004.
- "Strategy for Success in Strategic Alliances," CALBIOSummit brochure, 2002.
- "Taking Company Information Public," Ethna M. S. Piazza and Michael E. Henry, MS: Business Strategies for Medical Technology Executives, March/April 2001.
- "How Valid are Electronic Signatures in e-Commerce Transactions?" San Diego Daily Transcript, Wired to the World, September 21, 2000. Reprinted, Marcus & Millichap Quarterly Newsletter, Fall 2000.
- Comment, "In Year 2000, Will Your Databases Be Safe?," San Diego Business Journal, March 3, 1997.

Articles Quoting Ethna Piazza,

- "The Ins and Outs of Electronic Signatures Ensuring the Validity of Transactions On The Web, "Mini-Storage Messenger," August 2005.

Ethna M.S. Piazza, *Continued*

- "Locally-Produced LiquidForms Included in Latest Adobe Release," San Diego Daily Transcript, March 13, 2001.

Professional Affiliations

- Secretary, Corporations Committee, State Bar of California, 2000-2001
- Member, Science and Technology Section, ABA
- Member, Computer Law Division, ABA
- Member, Business Law, ABA
- Member, Intellectual Property Law, ABA
- Member, Middle Market and Small Business Committee, ABA

