



Kieran Wheeler

SHAREHOLDER

kwheeler@rappandkrock.com

Practice Areas:

- Business Formations
- Real Estate Transactions
- Mergers and Acquisitions
- Contract Negotiation and Disputes
- Employment Agreements
- Securities and Private Placements
- Intellectual Property

Education:

- J.D., University of Cincinnati College of Law, 2006
- B.S., Management Information Systems, Miami University, 2003

Admitted to Practice

- Texas, 2008

Prior Work Experience

- Thomas H. Bergman & Associates, LLC, Attorney, 2006-2007

Kieran concentrates his practice in business and real estate law, including general corporate transactions, company formation, contract drafting, mergers and acquisitions, purchase and leases of real property, commercial and residential loan documents and financing, and asset protection. He has experience representing business of all sizes, from startups seeking seed capital to multi-million-dollar international companies. Kieran also represents individuals in their transactions with businesses, including as employees, vendors, partners, lenders, and investors.

Representative Experience

- Represented a client in the corporate restructuring and sale of four related oilfield services companies, in a transaction valued in excess of \$14 million at closing.
- Represented an international oil services company in the acquisition and development of an approximately 60,000 sq. ft. manufacturing and production facility.

Business Formation

- Representation of clients in all stages of the corporate life-cycle, including structuring new entities, updating and restructuring companies to meet changing regulatory environments and business needs, managing investors and partner relationships, and assistance with exit strategies, sales, and divestments.
- Counsel various businesses through negotiation of partnership agreements, buy-sell agreements, stock option and incentive programs, and owner disputes.

Real Estate Transactions

- Representation of commercial owners, landlords, tenants, developers, buyers, sellers, contractors and materialmen, and lenders in all manner of business, finance, and ownership transactions, including:
 - Lease negotiation and disputes
 - Ownership structures
 - Mechanics and materialman's liens
 - Easements, access rights, and boundary issues
 - Construction contracts and disputes
 - Restrictive covenant preparation and compliance
 - Earnest money contracts
 - Liens
 - Financing
 - Architectural and design contracts
- Provides general legal advice and drafting purchase agreements, lease agreements, amendments, easements, and other agreements involving real property.

Mergers and Acquisitions

- Representation of business owners and partners in pre-transaction structuring and corporate clean-up in anticipation of sales.
- Representation of sellers and purchasers in negotiating, drafting, and closing all forms of asset and equity purchase transactions, including spin-offs, mergers, management buyouts,
- Advise, negotiate, and document transaction financing, including Small Business Association (SBA) loans, institutional loans, investor financing, and seller financing.

Contract Negotiation and Disputes

- Negotiation and documentation of various transactional and contractual relationships, including joint venture agreements, subcontractor agreements, master services agreements, equipment leases, and vendor and customer terms and conditions.
- Advise individuals and entities in contract compliance issues, including enforcement and defense against alleged breaches.

Employment and Contractor Law

- Advise employers and employees in employment structures and contracts, including employee vs. independent contractor issues, covenants not to compete and non-solicitation agreements, confidentiality agreements and assignments of intellectual property, employee handbooks, and policies and procedures.
- Representation of employers and individuals in negotiating, drafting, enforcing, and defending separation from employment matters, including violations of protective covenants and other employment disputes.

Securities and Private Placements

- Representation of issuers in private placements, including entity structuring, preparation of private placement memoranda and disclosure statements, drafting purchase agreements and subscription materials, and preparation of Reg D filings.
- Advise potential investors in private placements, including legal review of issuer entities, placement terms, and risk factors.

Intellectual Property

- Preparation and drafting of comprehensive protections of intellectual property rights, including:
 - Confidentiality and nondisclosure agreements
 - License Agreements
 - Assignments of intellectual property and work product
 - Royalty agreements
 - Distribution and exclusivity rights
 - Liens and security interests
 - Trademark filings
- Provide general legal advice and implementation of structural intellectual property protections, license relationships, and other use restrictions.

Professional Honors and Affiliations

- "Texas Super Lawyer" Rising Star, *Thomson Reuters*, 2020
- Member, State Bar of Texas
- Member, American Bar Association
- Member, Houston Bar Association