



SERVICES

Corporate
Corporate Governance
Debt Financing
Emerging Company and
Entrepreneur Services
General Corporate
Legal Opinions for Corporate
Transactions
Mergers and Acquisitions
Private Equity
Cybersecurity and Privacy
Family Business
REITs
Resources, Access and
Mentoring Program (RAMP)
Securities Transactions and
Regulations
Venture Capital
Cybersecurity and Data
Privacy Due Diligence in
M&A Deals

INDUSTRIES

Energy
Life Sciences Transactional
Services
Private Equity and Venture
Capital

Food, Beverage and
Agribusiness
Food
Beverage
Agribusiness
Life Sciences
Technology and
Manufacturing
Telecommunications

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Eric Orlinsky co-chairs the firm's Corporate Practice and its Private Equity/Venture Capital subgroup and concentrates his practice in general business and securities law and counsels clients in private equity and venture capital investments, public and private offerings of debt and equity securities, mergers and acquisitions, purchases and sales of businesses. Eric also provides general counsel to public and private companies regarding corporate matters.

Eric is active in numerous committees of the American Bar Association and the Maryland State Bar Association and previously Chaired the Business Law Section of the Maryland State Bar Association. He was instrumental in establishing the Business & Technology Court in Maryland. He is also one of the principal authors and editors of the ABA Handbook for the Conduct of Shareholders Meetings (first and second editions) and the Maryland Legal Opinion Accord.

PRIVATE EQUITY/VENTURE CAPITAL

Eric has represented many companies raising venture capital funding, as well as numerous venture capital, private equity and angel investors with regard to various financing rounds in early stage, late stage and growth capital companies. Many of these transactions involved companies in the technology and biotechnology industries. Eric is also active in Maryland's technology, biotechnology and emerging companies community and serves on several boards dedicated to building and strengthening these technology industries in Maryland.

MERGERS AND ACQUISITIONS

As part of his M&A practice, Eric has advised buyers and sellers in mergers, asset purchase and sale transactions and stock purchase and sale transactions, both nationally and internationally, as well as cross-border transactions. His clients include private companies, public companies, real estate investment trusts.

SECURITIES

Eric has counseled clients on compliance with various aspects of the Securities Exchange Act of 1934 and the Sarbanes-Oxley Act of 2002. He has represented clients in connection with public and private offerings of debt and equity securities, private placements, private investments in public equity (PIPES) and other securities offerings, all involving compliance with the Securities Act of 1933. He has counseled executives and boards of directors in connection with the design, implementation and administration of corporate governance and compliance programs.

REITS

Eric represents a number of publicly traded Real Estate Investment Trusts and advises them on offering transactions, mergers and acquisitions, internalizations and corporate and REIT governance matters. He has formed and advised privately held REITS and has advised REITS in connection with initial public offerings. He often acts as a Maryland REIT counsel in these transactions.

GENERAL COUNSEL

Eric serves as general outside counsel to many private companies providing day to day counseling, corporate governance and contracts advice. In this capacity, he is often involved in the formation, operation, and governance of corporations, partnerships, limited liability companies and real estate investment trusts. Eric has also represented numerous clients in bank financing transactions.

EXPERIENCE

- Represented three Maryland companies that provide services in the insurance industry as brokers and third-party administrators and are part of the same corporate family-SF&C Insurance Associates, Inc., SF&C Select Benefits Communications Group, LLC, and Union Lifestyle Benefits, LLC, in their acquisition by U.S. Retirement Partners, Inc.
- Represented Patriot Capital in their investment of subordinated debt and equity in support of Guardian Capital Partners' acquisition of Carson-Dellosa Publishing, LLC.
- Represented Federal Data Systems in the acquisition of the counterintelligence and intelligence business unit of Intelligent Decisions for an undisclosed amount and in securing an equity investment from Chart Capital and senior bank financing to fund the acquisition.
- Acted as Maryland co-counsel with Skadden Arps on corporate and litigation matters in defending Commonwealth REIT, a multi-billion dollar office REIT, in a hostile proxy fight initiated by Corvex Management LP and Related Fund Management LLC.
- Represented Grotech Ventures II, L.P. and Harbert Venture Partners III, LP in a Series A venture capital investment into a Maryland-based healthcare technology company.
- Represented NewSpring Health Capital II, L.P. in a Series A investment into a Baltimore, Maryland-based healthcare services company.
- Represented NewSpring SBIC Mezzanine Capital II, L.P. in acquiring controlling interest in Zentech Manufacturing, a Maryland-based manufacturing firm. The deal included 1) an asset purchase; 2) a senior bank loan; 3) a mezzanine subordinated debt loan to the company; and 4) a Series A preferred equity investment.
- Represented private equity firm ABS Capital Partners in the recapitalization of Payformance Corporation.
- Represented the members of Ellicott Dredge Enterprises, LLC in the sale of a substantial portion of the membership interests to Markel Ventures, Inc.
- Represented Rohr International Dredge Holdings, Inc., a subsidiary of Ellicott Dredge Enterprises, in the acquisition of the assets of IDRECO GmbH .
- Served as special government contracts' counsel for PharmAthene, Inc., a leading biodefense company specializing in the development and commercialization of medical countermeasures against chemical and

biological terrorism in its \$45 million acquisition of the vaccines business of Avecia Biologics Ltd., a privately owned company in Manchester, England.

- Represented Syntec LLC in a Series A preferred stock capital raising transaction and in the purchase of a division of Tenax Corporation and subsequent sale to a public company three years later.

HONORS

Recipient of the Maryland Bar Association Business Law Section's James J. Hanks Jr. Lifetime Achievement Award, 2019

Recipient of *The Daily Record's* Leadership in Law Award, 2019

Smart CEO Centers of Influence Award Winner, 2016

Named to *The Best Lawyers in America* list, Corporate Law, 2016 to present

Named one of "America's Leading Lawyers for Corporate/M&A" by *Chambers USA*, 2015 to present

Named a Fellow of the American Bar Foundation, 2010.

Named one of "Maryland's Legal Elite" by *Baltimore SmartCEO*, 2006, 2010

Selected for inclusion in *Maryland Super Lawyers Magazine*, 2010 - 2014, 2017 to present

Named one of "Maryland's Smart Lawyers" by *Baltimore SmartCEO*, 2008

Named one of "Maryland's Top 40 Legal Elite" by *Baltimore SmartCEO*, 2005

Named one of "40 Under 40," *Baltimore Business Journal*, 2002

Maryland State Bar Association, Presidential Best Section Project, 2001

American Jurisprudence Award - Legal Process

American Jurisprudence Award - Criminal Law

William P. Cunningham Award for exceptional service to University of Maryland School of Law

MEMBERSHIPS AND AFFILIATIONS

Member, Betamore Advisory Board, 2016 to present

Member, Johns Hopkins Alliance for Science and Technology Development Board, 2016 to present

Greater Baltimore Technology Council (GBTC), Board of Directors, 2009 - 2014

Association for Corporate Growth, Board of Directors, 2011 to present

- President, 2016 - 2017
- Chair, Programs Committee, 2012 - 2014

American Bar Association Section of Business Law

- Co-Chair, ABA Task Force on Stockholder Meetings, 2008 - 2009
- ABA Committee on Corporate Documents and Process, 2008 - 2011
- ABA Committee on Legal Opinions, 1997 to present
- ABA Committee on Business and Corporate Litigation, 1996 to present
 - ABA Subcommittee on Business Courts, 1998 to present
- Co-Chair, ABA Ad Hoc Committee on the Use of Paralegals in a Business Practice, 2004 - 2007
- ABA Corporate Governance Committee, 1996 to present
 - Chair, ABA Subcommittee on Conduct of Directors' and Stockholders' Meetings/Corporate Governance Documents and Process, 1997-2008

Member, Maryland State Bar Association (MSBA), Board of Governors, 2013 - 2014

- MSBA Section of Business Law, Chair, 2007 - 2008; Vice Chair, 2006 - 2007; Secretary, 2005 - 2006
- Vice Chair, Legal Opinions Committee, 2013 to present
- Vice Chair, MSBA Committee on Unincorporated Associations, 2002 - 2007
- Chair, MSBA Committee on Business and Corporate Litigation/Business Courts, 1998 - 2009; Co-chair 2016 - 2017

Bar Association of Baltimore City

TEDCO Board of Directors, Gubernatorial Appointment, 2008 - 2015

TEDCO Technical Advisory Committee on Small Business Incubation, 2002 - 2008

Business/Technology Case Management Program Statewide Advisory Council, 2003 - 2007

Advisory Council Member, Center for Business and Technology of the Circuit Court for Baltimore City, 2001-2007

Special Consultant to Maryland Business and Technology Division Task Force, 2000

Walters Art Museum, William T. Walters Association, 2003 - 2010

Maryland Zoological Society, Inc.

- Chair, Board of Trustees, 2008 - 2010
- Vice Chair, Board of Trustees, 2007 - 2008 and 2010 - 2011
- Board of Trustees, 2004 to present

Woodholme Country Club, Board of Directors, 2013 to 2017

EDUCATION

J.D., University of Maryland School of Law, 1992, with honors

- Associate Editor, *The Business Lawyer*

B.A., The Johns Hopkins University, 1989

BAR ADMISSION

Maryland

FIRM MANAGEMENT POSITIONS

Co-Chair, Corporate