



## Andrew D. Brooks

Senior Counsel

### Expertise

- Business & Corporate Law
- Trusts & Estates

### Education

- J. D., University of Southern California, Gould School of Law, 1986
- A.B., Economics, with honors, and with distinction in general scholarship, U.C. Berkeley, 1983

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## PROFILE

Mr. Brooks' practice emphasizes advising entrepreneurs in personal and business matters. He has over 35 years of experience in the formation and operation of businesses, mergers and acquisitions, divestitures, stock options, corporate governance, finance, and Securities and Exchange Commission reporting, representing publicly traded and privately held clients of all types and sizes in widely diverse industries. Mr. Brooks also has extensive experience in personal planning, property tax issues, and the formation and operation of tax-exempt and religious organizations.

## EXPERIENCE

- Advise clients on personal estate planning, including preparation of wills and trusts, family limited partnerships and limited liability companies, trust administration, probate prosecution, and property tax issues.
- Applications for recognition of federal and state tax exempt status, and form and operate tax exempt entities and religious organizations.
- Form and operate business organizations, including corporations, general partnerships, limited partnerships, limited-liability companies and limited-liability partnerships.
- Advise business organizations and entrepreneurs in mergers and acquisitions, asset purchase agreements, securities purchase and redemption agreements, non-competition agreements, confidentiality agreements, employment agreements and terminations, notice and conduct of shareholder meetings.
- Private placements of securities (common stock of multiple classes, preferred stock, restricted stock, convertible debt instruments, limited liability company interests and limited partnership interests), including disclosure documentation and governmental filings.

- Create and administer stock option plans, including compliance with Internal Revenue Code requirements for incentive stock options, requirements of Securities and Exchange Commission, and state “blue sky” regulations.
- Prepare and file issuer’s annual, periodic and current reports under Securities Exchange Act of 1934, including preparation and filing of reports under Sections 13 and 16 of Securities Exchange Act.

## ACHIEVEMENTS & AFFILIATIONS

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- Martindale-Hubbell AV Preeminent® Rated
- *San Diego Magazine's* Top Lawyers in San Diego®, 2026
- *San Diego Magazine's* Top Lawyers in San Diego® – Business, Multi-Year Recipient
- Member, Non-Profit Organizations Committee, Business Law Section, California Lawyers Association, 2017-Present
- Chancellor, Episcopal Diocese of San Diego, 2024 – Present
- Chancellor, St. Paul's Episcopal Cathedral (San Diego), 2014-2024
- Member, State Bar of California
- San Diego County Bar Association
- Member, District of Columbia Bar (Inactive)
- Solicitor, Supreme Court of England and Wales (Inactive)
- Colonel (Retired), JAG Corps, California State Military Reserve
- Former Board Chair, San Diego Performing Arts League