



Andrew D. Brooks
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Andrew D. Brooks | Senior Counsel

Mr. Brooks' practice emphasizes advising entrepreneurs in personal and business matters. He has 30 years of experience in the formation and operation of businesses, mergers and acquisitions, divestitures, stock options, corporate governance, finance, trademark and copyright, and Securities and Exchange Commission reporting, representing publicly traded and privately held clients of all types and sizes in widely diverse industries. Mr. Brooks is also experienced in personal planning and the formation and operation of tax-exempt organizations.

Practice Areas

- Corporate & Business Law
- Trust & Estate Planning

Noteworthy Experience

- 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
- Federal and California trademark applications and trademark licensing agreements
- 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
- Advise clients on personal estate planning, including preparation of wills and trusts, family limited partnerships and limited liability companies, trust administration and probate prosecution
- Applications for recognition of federal and state tax exempt status, and form and operate tax exempt entities

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

Professional Affiliations and Admissions

- *San Diego Magazine's* Top Lawyers in San Diego® – Business, 2018 - 2021
- Martindale-Hubbell AV Preeminent® Rated
- Member, Non-Profit Organizations Committee, Business Law Section, California Lawyers Association. 2017-Present
- American Bar Association
- Chancellor, St. Paul's Episcopal Cathedral (San Diego)
- Colonel (Retired), JAG Corps, California State Military Reserve
- Former Board Chair, San Diego Performing Arts League
- Martindale-Hubbell AV Preeminent® Rated
- Member, District of Columbia Bar (Inactive)
- Member, State Bar of California
- San Diego County Bar Association
- Solicitor, Supreme Court of England & Wales (Inactive)