



Nancy A. D. Hancock

Member

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Nancy Hancock's business law and corporate finance practice encompasses technology, tax, venture capital, securities and e-commerce. Business owners and management rely on Nancy's substantive expertise in numerous fields in representing them. Her clients include entrepreneurs, companies financed with venture capital, and family-owned enterprises. Their varied businesses have included not only businesses in metal bending, casting and plating; crucible manufacturing; and industrial components design, manufacture and distribution; but also marketing, private equity, hedge funds; and investment portfolio management. Nancy develops and negotiates the terms of software licenses, enterprise application software agreements and IT consulting and service agreements. Her bricks and mortar background in drafting and negotiating commercial contracts has translated well into making her a capable solutions provider for sophisticated business problems.

Nancy negotiates acquisitions, divestitures and strategic alliances and licenses involving traditional and technology-based businesses. Her work includes guiding companies through acquisitive and divisive reorganizations, drafting shareholders agreements, providing tax-based advice for business structures, and securities law compliance.

As a company counselor, Nancy brings her clients the benefit of her broad experience. She advises boards of directors and business managers on more than just corporate governance, but also the practical ramifications of their choices. She writes comprehensible business forms for protecting and licensing technology and software and for the sale of goods and services. She works with clients to create and negotiate contracts that are sensible, thorough and usable in the real world. She drafts and negotiates intellectual property licenses, web hosting agreements, contact licensing, technology escrows and intellectual property-based financing documents. She prepares proprietary information protection and noncompetition agreements for technology-based businesses. She is versed in the protection and exploitation of the assets of fast-growth companies. Technical consultants, analysts and application service providers also rely on Nancy's skills.

Nancy has been recognized as a leader at the firm. As a member of the firm's Executive Committee, she brings firsthand understanding to the C-level executives she often advises. She also chairs several of the firm's specific practice areas, including the Emerging Business and Venture Capital Practice, as well as the firm's Intellectual Property and Technology Practice. As a member of the firm's Corporate Transactions and Securities practices, she guides privately-held businesses through their critical generational control and tax

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BRIDGEPORT
203.330.2000

HARTFORD
860.424.4300

SPRINGFIELD
413.314.6160

WAKEFIELD
401-360-1533

WATERBURY
203.573.9700

WESTPORT
203.254.5000

WHITE PLAINS
914.705.5355

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planning processes.

As an active member of the firm's Tax Practice, Nancy has litigated and negotiated business valuations with the Internal Revenue Service. She works with her clients' internal accounting staff and outside auditors to coordinate business and tax planning goals seamlessly.

Nancy represents investment advisers, commodity pool operators, broker-dealers and other securities professionals and advises them on compliance with state and federal securities laws. She has experience in dealing with complex fixed and equity financial products and securitized debt portfolios. She is also active in the firm's Commercial Finance practice, representing borrowers and lenders alike.

Practice Areas

Commercial Finance; Business and Finance; Technology and Intellectual Property; Emerging Business and Venture Capital; Securities and Antitrust; Tax; Mergers and Acquisitions; Private Equity; Colleges, Universities and Private Schools

Experience

- Represented a supplier of frozen seafood to restaurants in its acquisition of a competitor in a multi-jurisdictional transaction
- Represented a bank holding company in the sale of its insurance agency subsidiary
- Represented Connecticut Green Bank in its issuance of its first "green bonds", consisting of an offering of \$38.6 million of notes secured by payments due to the Green Bank from its issuance of SHRECs (residential solar home renewable energy credits)
- Represented a multi-jurisdictional business in relocating its headquarters, providing state and federal tax advice
- Represented Connecticut Green Bank in its modification of collateral for debt in a public private partnership
- Represented a developer of a crowdfunding platform in the development of its platform and documentation
- Served as corporate counsel and securities counsel for an e-commerce company selling lab-grown diamond engagement rings online
- Served as corporate counsel to early stage, developmental, and fast-growth companies in such diverse fields as AI and network management software, imaging, vehicle suspension systems, web entertainment, gourmet content, web-based subscription services logistics and product fulfillment
- Negotiated and documented settlement of earn-out dispute in connection with acquisition of technology licensing company in the mobile and advertising space

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- Represented seller of subscription research and advisory firm with substantial content base by technology insights, market intelligence and advisory services company
- Negotiated and documented the sale of a portfolio of residential consumer electric power provision accounts
- Negotiated a trade agreement for a critical vendor in a Chapter 11 case
- Represented a family office venture capitalist in negotiating an early stage preferred stock investment in a disruptive internet access company
- Represented an operating subsidiary in its wind-down of operations in the U.S., Canada, Europe and China
- Negotiated and documented the extrication of a hedge fund manager from a volatile limited partnership and limited liability company
- Negotiated and documented a multi-year program of buying back minority stockholders to achieve a corporate restructuring purpose
- Managed a private equity portfolio company's debt and equity restructuring, as well as its day-to-day legal needs
- Represented a start-up company manufacturing, marketing and selling a microprocessor-based fitness system; operating as general counsel in negotiations involving financing, product sales, warranties, teaming agreements, a sales distribution network, and systems support
- Represented a software company offering software based on a patented algorithm that creates unique contrast effects, known as differential hysteresis processing, that has photographic and medical imaging applications
- Represented an enterprise solutions provider offering dynamic data center services with cloud services built on a VMware-powered infrastructure for applications management and data storage with a Tier III, SAS70 Type 2 data center offering colocation cloud hosting and disaster recovery
- Represented a data warehouse software and business intelligence systems developer in its spin-off of a division of application experts and custom software developers to a company specializing in ERP software integration
- Represented a developer of transportation management software for shippers, third-party logistics providers and carriers in its expansion transactions
- Represented the Connecticut Department of Motor Vehicles in conducting its proposal process with multinational vendors and negotiation of contracts for the issuance of national identity cards with numerous security features and secure processes
- Represented an IT consulting and cloud provider in its negotiation of numerous IT outsourcing contracts to provide managed services for customers in regulated fields such as health care and banking

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- Represented software developers in their negotiations of the settlement of licensing fee disputes
- Represented a women-owned business offering a specimen storage and pick-up system with enhanced security features, internal temperature monitoring and wireless sensors to alert laboratories of data on a real-time basis
- Represented the manufacturer of BIO-EZ processing units and BIO-HELPER microorganisms for a self-contained food waste elimination system for large scale food distribution applications
- Represented a designer and builder of modular lightweight steel framing systems and pods
- Represented a designer of high-performance skis based on a disruptive technology
- Negotiated a partial sale of a medical practice to a major Connecticut hospital group
- Represented secured creditors in their negotiation and implementation of Article 9 strict foreclosures and foreclosures by sale
- Advised executives and businesses in negotiating and preparing employment, termination and severance programs
- Negotiated the sale of a bank's \$200 million credit card portfolio and numerous credit card and loan portfolio securitization transactions
- Negotiated the loan portfolio servicing contracts and sale of student loan portfolios
- Prepared incentive and nonstatutory stock option and stock appreciation rights plans
- Acted as counsel for Connecticut Innovations, Inc., a quasi-government agency, in making investments in technology based companies in life sciences, software and patented mechanical devices
- Negotiated agreements with an agency of the French government for the ownership and custody of personal property from RMS Titanic
- Represented a party plan fashion jewelry company in its international expansion
- Represented an agency of the State of Connecticut in structuring a public/private development project for genetic research
- Prepared and presented advice to directors and officers regarding litigation avoidance, directors' and officers' duties, and compliance with and management of disclosure and prevention of insider trading and short-swing profits
- Acted as general counsel for a company manufacturing computer controllers for the fast food industry
- Advised family business enterprises in restructuring their organizations to maximize the value of the business for future generations, to minimize the likelihood of future disputes and to effectuate both personal and business tax planning

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Bar and Court Admissions

Connecticut
New York
U.S. Tax Court

Education

Cornell University, J.D.
Princeton University, A.B., *magna cum laude*

Publications

Analysis of Selected 2020 Changes in Connecticut Law Governing Business Entities
Practical Guidance®, 04.2021

Succession Planning for the Successful Family Business in 2020
10.13.2020

10 Tips For Surviving and Thriving After the Breach
HartfordBusiness.com, 07.08.2016

Preparing for IP Licensing Negotiations
Connecticut Innovations, 07.22.2014

We All Have the Same Goal: Getting the Deal Done
2008 Edition of "*Inside the Minds: Private Equity and Venture Capital Deal Strategies*," (Aspatore Books),
12.19.2007

Alerts and Newsletters

Updates on the Connecticut Adult-Use Cannabis Application Process and Legislation
06.08.2022

SEC Clarifies Income Eligibility Requirements for CT Cannabis Social Equity Applicants
03.04.2022

Connecticut DCP & SEC to Present February 16 Webinar on Cannabis License Applications
02.15.2022

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Tips for Completing Your CT Cannabis License Application
02.04.2022

10 M&A Trends Gleaned from the 2020 – 2021 ABA Deal Points Study
01.05.2022

Connecticut DCP Clarifies that Municipalities with Fewer than 25,000 Residents Can Host One Licensed Retail Cannabis Facility and One Micro Cultivation Facility
12.16.2021

Due Diligence in Home Health M&A Transactions
11.12.2021

Manufacturing Updates - Fall 2021
09.27.2021

Balancing the Vaccination Equation: Frequently Asked Questions About COVID-19 Vaccines in the Workplace
09.24.2021

What Commercial Borrowers Need to Know About LIBOR Sunset, SOFR, BSBY and AMERIBOR
08.30.2021

Clarity for a Budding Industry: Connecticut Cannabis Social Equity Council Identifies Disproportionately Impacted Areas
08.27.2021

Professional Affiliations

American Bar Association
Connecticut Bar Association
Connecticut Bar Foundation - James W. Cooper Life Fellow
Greater Bridgeport Bar Association
New York State Bar Association
Council on Law in Higher Education

Community Involvement

Connecticut Technology Council - board member
Crossroads Venture Group - board member

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First Presbyterian Church of Fairfield - Sunday School teacher

Princeton Alumni Schools Committee of Fairfield County - former member

Princeton Alumni Schools Committee of Fairfield County Annual Book Award for Trumbull High School - former sponsor

Honors & Recognitions

Named a Moffly Media Top Lawyer in Fairfield County, 2021 - Corporate Finance, M&A

Named Stamford "Lawyer of the Year" in the Business Organizations (including LLC and Partnerships) category in 2019 and 2021 by *The Best Lawyers in America*

Listed in *Chambers USA, America's Leading Lawyers to Businesses* in the areas of corporate/mergers and acquisitions

Listed in *The Best Lawyers in America* in the areas of business organizations (including LLCs and partnerships) since 2016

Selected to the *Connecticut Super Lawyers* list in 2006, 2007, 2013 - 2019 and 2021 in the area of securities and corporate finance. Also selected in the areas of business/corporate and mergers & acquisitions in 2006, 2007, 2013-2019.

Rated AV Preeminent by Martindale-Hubbell; Selected for the Bar Register of Preeminent Women Lawyers

Named one of Fairfield County's "Top Lawyers" by *Darien/New Canaan, Fairfield Living, Greenwich, Stamford and Westport* magazines, 2011, 2012, 2013, 2014

*For more about the standards for inclusion in Best Lawyers in America, please see www.bestlawyers.com/news/news.aspx?event_id=47.

*For more about the standards for inclusion in Chambers USA, please see <http://www.chambersandpartners.com/>

**For more about the standards for inclusion in Connecticut Super Lawyers, please see www.superlawyers.com/connecticut/selection_details.html.