



## TABITHA RAINEY

Founding and Managing Partner

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### ADMISSIONS

- » All courts of the State of California
- » U.S. District Court, Central District of California

Ms. Rainey has been a corporate transactional and technology licensing lawyer for over 12 years. She has represented a broad range of clients including manufacturers and distributors of consumer products such as cosmetics, toys, games, pet products and electronics; hardware and software developers; and healthcare service providers that utilize complex technology (e.g. hospital systems, diagnostic imaging centers and pharmaceutical distributors).

Most recently Ms. Rainey has broadened her legal expertise by serving in the role of outside general counsel for middle market corporations. In this role, Ms. Rainey frequently advises the Boards of Directors in regards to compliance with corporate formalities, handles all legal contracts required by the business (including nondisclosure agreements, terms and conditions, supply and manufacturing agreements as well as technology development and licensing agreements), and provides general guidance in connection with all types of legal disputes (including pre-litigation coordination and mediation assistance).

Ms. Rainey is highly adept at precisely capturing the essence of complex business deals. Her clients appreciate her ability to collaborate with executives to help them achieve maximum profits and growth, while minimizing legal risk and protecting core business assets.

Prior to founding Garcia Rainey Blank & Bowerbank LLP, Ms. Rainey was an associate at Pepper Hamilton LLP (2006-2012), Newmeyer & Dillion LLP (2005-2006) and Sheppard Mullin Richter & Hampton LLP (2002-2005).

### EDUCATION

- » J.D., Loyola Law School of Los Angeles (2002), Order of the Coif, *cum laude*, ranked in the top 3% (9/300)
- » » B.A., Business Administration, emphasis in finance, California State University of Fullerton, high honors, ranked in the top 5%

### PROFESSIONAL HIGHLIGHTS

Ms. Rainey currently serves as outside general counsel to the global leader in innovation, design and manufacturing of cosmetics. Her role includes overseeing the company's legal affairs spanning over three continents; advising company executives with respect to legal strategy in litigation as well as transactional matters; structuring, drafting and negotiating contracts for manufacturing, business acquisition, development and licensing; and coordinating and supervising patent litigation counsel throughout the world.

Ms. Rainey supports the legal department of a public company that distributes high performance analog semiconductors widely used in electronic devices and in military operations. Ms. Rainey effectively coordinates directly with business managers on supply agreements, contracts relating

to joint development of new technology; strategic alliance and collaboration partnerships; and OEM, VAR and private labeling arrangements.

In light of her unique licensing experience, Ms. Rainey was called upon to work on-site as part of the in-house team of a branded toy and entertainment company based in Rhode Island. She gained invaluable experience interacting directly with business personnel responsible for acquiring new technologies in order to accomplish brand expansion. She was tasked with invention licenses, consulting services agreements and collaboration agreements involving trademark and content licensing.

Ms. Rainey excels in complex commercial transactions involving strategic alliances and technology development. She has worked with developers of hardware and software, diagnostic solutions, medical devices, bill validation systems and cosmetic packaging. Representative transactions include:

- » Assisting a diagnostic technology company with an exclusive licensing agreement which allowed the parties to combine their respective intellectual property to develop a novel solution for the diagnosis and treatment of breast cancer.
- » Completing an IT outsourcing transaction for a spin-off entity of a public pharmaceutical services company. The transaction involved long-term negotiations and complex structure aspects to transfer ownership of hardware and equipment, applications and all IT personnel supporting such technology, along with developing service levels to facilitate optimum performance.
- » Representing a developer of bill validators and vending machine management software by drafting and negotiating a master software license and services agreement with the procurement affiliate of one of the world's oldest and largest bottlers of beverage products. The transaction spanned a year and included several subparts – a complex license agreement allowing multiple bottlers to license the client's software, a custom software development agreement and a hosting services agreement.
- » Assisting one of the nation's largest and oldest producers, distributors and marketers of branded food and pet products in connection with a long-term transition services agreement to facilitate the continued operation of a divested business.
- » Supporting the developer of proprietary software which allows for remote management of chronic illnesses by doctors and their patients in connection with a joint venture providing exclusive distribution rights to one of the world's largest telecommunications service providers.

In addition, Ms. Rainey counsels clients from a variety of industries in connection with forming entities, day-to-day corporate governance, raising capital through debt and equity financings, and ultimately implementing an exit strategy such as an asset or stock sale, merger or dissolution. Examples of such matters include:

- » Representing a provider of information technology staffing and related services in connection with its sale pursuant to a cash and stock merger by preparing deal documents (including a detailed consent solicitation statement), leading due diligence and disclosure efforts, and coordinating the closing.
- » Assisting a Delaware conglomerate in the business of global transportation and logistics which was being acquired by a German entity. Ms. Sullivan was charged with primary responsibility for identifying and preparing approval documents relating to the integration of dozens of non-U.S. entities owned by the Delaware conglomerate into the German entity's organizational structure.
- » Supporting a developer of magnetic resonance imaging devices in connection with its issuance of secured term promissory notes and shares of common stock. The transaction included a reverse stock split, an increase to the option pool, extension of a senior debenture and a complex interested director issue.
- » Counseling a provider of accounts receivable management services in connection with a management services agreement combining the client's east coast operations with another company's similar operations on the west coast.

## COMMUNITY

- » Ms. Rainey is an active member of the Orange County community and has served the board of directors of the Boys & Girls Club of the South Coast Area since January of 2013 (as a board member and, most recently, as a board advisor). Ms. Rainey supports the community by participating in community outreach programs, such as the Orange County Bar Association's "Teenage Legal Survival Skills" program where she presented to teenagers regarding their rights and responsibilities, as they become adults.

## HONORS

- » St. Thomas More Law Honor Society
- » Alpha Sigma Nu, the Honor Society of Jesuit Institutions of Higher Education (admits only the top 4% of students who distinguish themselves in scholarship, loyalty, and service)
- » Beta Gamma Sigma (National Business Honor Society)

## SPEECHES & PUBLICATIONS

While in law school, Ms. Rainey served as Chief Production Editor of the *Loyola of Los Angeles Entertainment Law Review*. She was responsible for managing the article publication process including supervising and directing 8-10 production groups, each led by a 3L production editor and supported by several 2L staff members. Throughout her years of law practice, Ms. Rainey has also contributed to several legal articles and is an experienced presenter:

- » “Cloud Computing’s Dark Lining,” *BNA’s Corporate Counsel Weekly*, co-authored with Sharon R. Klein, 24 August 2011 (Vol. 26, no. 33).
- » “Spotlight on Information – Not All Individualized Data Should be Private,” *Journal of Healthcare Information Management*, co-authored with Jimmy Y. Chen and Sharon R. Klein, Winter 2008 (Vol. 22, no. 1).
- » How to Reduce Risk and Obtain the Best Value in Vendor Contracts, co-presented at an interactive training session including mock negotiations to the non-attorney procurement department of a publicly-held pharmaceutical distribution company (August 2008).