SHERRARD, GERMAN & KELLY, P.C.
ATTORNEYS AT LAW

# Susan J. Messer

*Shareholder and Director*

*Ms. Messer is a Shareholder and Director of the firm, Chair of the Corporate Services Group, and a member of the Employment and Financial Services Groups.*

Ms. Messer's practice focuses in the area of mergers and acquisitions, corporate restructuring, commercial transactions, joint ventures and strategic alliances, and corporate and entity counseling for clients ranging from start-up and emerging businesses to multinational corporations. Her transactional experience includes mergers, stock sales (including §338(h)(10) elections), asset sales, divestitures, redemptions, joint venture, and cross-border transactions. She provides general corporate counseling and advice on formation, governance, fiduciary duties, and succession planning.

Ms. Messer also is experienced in representing non-profit corporations. She advises on corporate and governance issues including bylaws, committee charters and policy issues. Her representation of non-profits includes drafting and negotiating standard agreements such as affiliation agreements, grant award terms and conditions, clinical trial agreements, jointly-funded research agreements, research agreements with for-profit industry partners, and sponsorship agreements.

She has a specialized area of focus in private aircraft ownership and routinely assists owners of private aircraft with respect to the acquisition, use and management of the aircraft including the lease of the aircraft for charter operations.

## Representative Services

- Counseling Business Entities
- Corporate Governance
- Mergers and Acquisitions
- Non-profit Law
- Commercial Transactions
- Joint Ventures and Strategic Alliances
- Aircraft Acquisitions and Management

## Selected Engagements

- Represented a publicly-owned corporation in strategic acquisition of semi-conductor laser, fiber amplifier and micro-optics business in cross-border transactions of over $200 million.
- Represented an advanced materials company in connection with its acquisition of an optics company located in China for approximately $100 million.
- Represented a publicly-owned corporation in numerous strategic acquisitions of manufacturing companies located in California, Denver, Ohio, Connecticut, Massachusetts, Texas and the Philippines.
- Represented regional manufacturing company in $80 million sale of business to publicly-owned company.
- Represented numerous clients in connection with the acquisition of an aircraft, ownership structuring and charter and management services.


### Contact Info

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### Practice Areas

- Corporate Services
- Employment
- Financial Services
- Real Estate

### Bar Admission

- Commonwealth of Pennsylvania

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- Represented a private equity firm in connection with its acquisition and restructuring of a capacitor manufacturer located in Massachusetts.
- Represented a heavy equipment dealership in connection with acquisition of various strategic businesses.
- Represented an insurance broker in connection with the acquisition and spin-out of a division of a public insurance company.
- Represented a number of insurance companies in connection with the sale of their businesses.
- Represented a software provider in connection with the sale of the company to a private equity firm.

## Education

- J.D., University of Pittsburgh School of Law, 1992
- B.A., Duquesne University, 1989

## Professional & Community Activities

- Member, American Bar Association
- Member, Pennsylvania Bar Association
- Member, Allegheny County Bar Association
- Member, National Business Aviation Association

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