

TOD K. REICHERT

GENERAL COUNSEL / CHIEF COMPLIANCE OFFICER

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EXECUTIVE PROFILE

Corporate Governance
Disclosure Advice
Risk Management
Compliance & Training
Securities Law Reporting
SEC & SRO Compliance
Mergers & Acquisitions
Complex Multi-Party
Negotiations
Commercial & Private
Transactions
Team Collaboration &
Leadership Skills
Corporate & Organizational
Restructurings
Litigation Oversight
IPOs

- **Prominent strategist and legal expert** with broad experience in general corporate governance and transactional work focused on securities laws, compliance, corporate finance and originations, and debt and equity investment workouts.
- **Capitalize on extensive experience as in-house counsel; acknowledged by peers, subordinates, senior management and board leadership** for tenacity and ability to gracefully handle rapidly changing and challenging corporate and regulatory environments. Structured and negotiated complex investment transactions and various internal funding facilities on behalf of MCG.
- **Persuasive, educated, and skilled negotiator** with outstanding communication, client service and relationship management. Oversee and direct complex litigation and negotiate significant settlements to safeguard company interests.
- **Represented clients from, and oversaw MCG investments in, diverse industries and sectors**, including biotechnology, pharmaceuticals, software, emerging technologies, financial services, underwriters and venture capital firms.
- **Commended for building robust compliance platform**, driving process improvements and unifying disparate groups. Deliver direct educational and training initiatives to increase awareness and improve performance.

LEGAL EXPERIENCE

MCG CAPITAL CORPORATION, Arlington, VA

6/2008 – 8/2015

Publicly traded (NASDAQ: MCGC) business development company that provided capital and advisory services to middle-market companies in diverse industries throughout the United States (\$6B in cumulative investments since 1990).

GENERAL COUNSEL / CHIEF COMPLIANCE OFFICER / EXECUTIVE VICE PRESIDENT / CORPORATE SECRETARY

Selected to assume high-profile, executive role managing legal and compliance departments, providing securities law, disclosure and transactional advice to Board of Directors and senior executives. Interface and work with board and committee members, advising on fiduciary duties, disclosure matters and all aspects of corporate governance. Leveraged legal and relationship management expertise while serving on MCG credit committee and SBIC investment committee, and as chairman of disclosure committee, compliance and risk committee and 401(k) committee.

Advised executive management and board members on litigation matters, risk assessment of business, and D&O insurance. Developed training for employees, senior executives and board members, covering topics, including insider trading and Regulation FD. Drafted and reviewed 1933 Act registration statements, 1934 Act periodic and 1940 Act filings, U.S. Small Business Administration documentation, and S.E.C. exemptive applications and no action letters. Accountable for corporate secretary duties and manage robust compliance function.

Notable Projects & Legal Proceedings:

- **Negotiated and completed the successful sale of MCG to PennantPark Floating Rate Capital Ltd.**, overcoming topping bid process by HC2 Holdings, Inc. and consummating only the third M&A transaction in the BDC sector.
- **Demonstrated exceptional creativity and execution skills**, resulting in significant organizational cost reductions through design and implementation of 2-year restructuring plan mandated by MCG Board of Directors; reduced reliance on outside counsel and external legal spending by 95%.
- **Strengthened organizational compliance efforts, ensuring establishment of future growth** by designing and implementing an enterprise risk management program and document management program utilizing internal resources, preparing state-of-the-art compliance manuals and documentation, and establishing working relationships with regulators.
- **Successfully defended company, circumventing hostile proxy contests** 3 years in a row by managing Delaware and New York litigation, drafting fight letters and related proxy statements.
- **Structured and led legal and business efforts** associated with self tender offer and stock repurchase programs.

WILMER CUTLER PICKERING HALE AND DORR LLP, Boston, MA

9/1997 - 6/2008

*Private international law firm with 14 offices in the United States, Europe, and Asia.***COUNSEL - CORPORATE DEPARTMENT**

Leveraged expertise as a corporate generalist representing both public and private companies, venture capital firms, and underwriters. Handled initial public offerings (IPOs), follow-on public offerings and shelf offerings, as well as mergers, stock and asset acquisitions and private placements of both equity and debt securities. Acted as business partner, advising boards of directors of publicly-held, private, and not-for-profit issuers on general corporate governance, fiduciary duty compliance, sentencing guidelines, transactional structuring and succession planning.

Notable Projects & Legal Proceedings:

- **Participated in \$1.8B transaction**, serving as team member representing Kronos Incorporated in connection with going private sale to Hellman & Friedman and JMI Equity.
- **Retained as counsel team member, representing DoubleClick Inc. in connection with Rule 144A offering** of \$135M aggregate principal amount of its zero coupon convertible subordinated notes.
- **Served as counsel to Goldman Sachs & Co. as sole book-runner in IPO** of common stock by LeMaitre Vascular, Inc., joining forces with co-managers CIBC World Markets Corporation, Cowen and Company, and Thomas Weisel Partners, LLC to negotiate aggregate sale of \$38.5M.
- **Participated as team member representing Akamai Technologies, Inc., profitably arranging shelf takedown offering of common stock**, negotiating \$202M in sales.
- **Played integral role as team leader, representing IPOs and follow-on offerings** for CollaGenex Pharmaceuticals, Inc., Intelligroup, Inc. and Momenta Pharmaceuticals, Inc.
- **Selected for team representing special committee of Blockbuster, Inc.** in connection with split-off from Viacom Inc.
- **Coached, trained and mentored junior attorneys**, enhancing skills on topics such as corporate transactions, federal securities laws, financing transactions, public disclosure, corporate record keeping and Section 16 compliance.

EARLY CAREER

- **JUDICIAL LAW CLERK:** Superior Court of New Jersey, Civil Division, Essex County, NJ
- **PROFESSIONAL ACTOR/STUNTMAN:** Appeared in feature films, commercials, theatre and TV, New York, NY
- **PRODUCTION ASSISTANT:** Assisted producer and production team for Broadway companies of Lost in Yonkers and Goodbye Girl, New York, NY

EDUCATION & AFFILIATIONS**Juris Doctor, high honors, RUTGERS UNIVERSITY SCHOOL OF LAW** – Newark, NJ**Bachelor of Fine Arts, Theatre, UNIVERSITY OF NORTH CAROLINA** – Chapel Hill and Greensboro, NC**Bar Admissions:**

New York
New Jersey
Virginia
Massachusetts

Associations:

New York State Bar Association (NYSBA) American Bar Association (ABA)
New Jersey State Bar Association (NJSBA) Association of Corporate Counsel (ACC)
Virginia Bar Association (VBA) Society of Corporate Compliance and
Boston Bar Association (BBA) Ethics (SCCE)

RECENT PUBLICATIONS/ENGAGEMENTS***Matrixx Initiatives, Inc. v. Siracusano: A Lowering of the Materiality Bar?***<http://www.corporatecomplianceinsights.com/2010/matrixx-initiatives-inc-v-siracusano-a-lowering-of-the-materiality-bar/>***The Roles of General Counsel and Chief Compliance Officers***<http://www.corporatecomplianceinsights.com/2011/the-roles-of-general-counsel-and-chief-compliance-officers/>***Insider Trading Dummeez (animated training film)***<http://www.youtube.com/watch?v=PVrFj6HStrQ>**DC Bar** — Panelist for *The ABCs of BDCs: A Primer on Business Development Companies* (Washington, DC)**BDC Roundtable** — Panelist for *SEC Compliance and Enforcement Actions: Lessons Learned* (Washington, DC)**Capital Roundtable** — Panelist for *Best Practices for Launching & Managing an SBIC* (New York, NY)