



INTEGRATION
LAW GROUP



California

Counsel

CALVIN C.S. YAP

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Calvin C.S. Yap received his Doctorate of Jurisprudence (J.D.) in 1981 from the prestigious Pritzker School of Law at Northwestern University and has been continually awarded the prestigious AV-5.0 rating by Martindale-Hubbell for over 20 years. The AV-5.0 rating is the highest rating for lawyers in the United States and is widely recognized as an assurance of both quality of work and integrity.

Mr. Yap has more than 35 years of experience in all aspects of commercial transactions. Mr. Yap's practice includes corporate law, real property law, financing, and secured transactions. His clients range from small family owned businesses to international publicly traded companies. Mr. Yap's representative transactions include the purchase and sale of on-going businesses and commercial properties; establishment of distributorship and licensing arrangements; corporate and financial restructurings; mergers and acquisitions for various industries; seller financed transactions; Uniform Commercial Code matters; and EB-5 Investments. Mr. Yap also has experience with creative and innovative use of modern technology in the delivery of financial services (FinTech).

Mr. Yap has represented the Bank of America, the Resolution Trust Corporation, and the Federal Deposit Insurance Corporation, and a unique group of clients who have engaged in an astonishing number of transactions during the past 30 years.

Mr. Yap has personally handled over 500 commercial transactions. The matters have ranged from structuring complex real property exchanges, negotiating and documenting REMIC (Conduit) financing, purchasing nationally franchised hotels, "power" shopping centers and class "A" office buildings to long term ground lease estates, ongoing businesses, and single family homes.

Mr. Yap is well versed in both interstate and international transactions. Mr. Yap has counseled public and private companies on a broad range of corporate and transactional matters, including corporate formation, compliance issues, mergers and acquisitions, asset purchase transactions, corporate finance, and private offerings. He also specializes in a broad range of real estate transactions, including the purchase and the sale of residential and commercial properties.

Bars and Professional Qualifications

- State Bar of California
- U.S. District Court for the Central District of California
- U.S. District Court for the Northern District of California
- U.S. District Court for the Southern District of California
- U.S. District Court for the Eastern District of California
- U.S. Court of Appeals, 9th Circuit

Areas of Focus

- Corporate Law and Securities
- Financing, Private Offerings and Syndications
- Commercial Transactions
- Mergers and Acquisitions
- Real Property, Commercial Leasing and Development

Languages

- English



Representative Matters

Commercial Transaction

- ▶ Offshore manufacturers are often unable to collect trade receivables from their struggling U.S. distributors and customers. In certain situations, Mr. Yap will structure an exchange of the outstanding debt for equity or a combination of debt and equity in the U.S. distributor or customer. In addition to conducting all requisite financial, corporate, and regulatory due diligence, Mr. Yap will facilitate a valuation of the company either through negotiations between the parties or by appraisal. Mr. Yap will also restructure the corporate governance to ensure financial control and operational participation by the creditor. Documents prepared for these transactions typically include stock purchase agreements, amendments to the articles of incorporation, issuance of additional common or preferred stock, employment agreements with covenants not to compete, corporate minutes and resolutions, all requisite corporate and SEC filings, loan documents, subordination agreements, shareholder agreements, and limited personal guaranties.

Commercial Transaction

- ▶ In a recent matter, a client wanted to make a substantial investment in a U.S. power generation company. The company had recently signed an agreement with a Latin American government to manufacture and install power generators in their country, in which the generators would supply supplemental power to the state utility company when needed. In addition to the requisite financial, corporate, and regulatory due diligence, including compliance with all U.S. export restrictions, Mr. Yap was able to negotiate a multi-step investment in the company to reduce the client's risk. Rather than investing the total amount as capital, Mr. Yap structured an initial investment as a convertible debenture, secured by the assets of the corporation. If certain milestones were reached, the client would incrementally purchase preferred shares that paid a dividend and were convertible into enough common shares to elect a majority of the board of directors. The principal shareholders all agreed to subordinate their loans to the company, as well. The client was able to monitor its investment and determine whether to invest more as the company prospered or to cut its losses if it struggled.