

Rich Day

He | Him | His

Partner

Buffalo

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Education

- Cornell Law School, JD
- Bucknell University, *Cum Laude*, BA

Practices & Industries

- Corporate
- International
- Oil & Gas
- Canada-US Cross-Border

Admitted to Practice

- New York

Biography

Rich primarily concentrates his practice on domestic and international mergers and acquisitions, transactional work, and general corporate and business law. He also serves as co-chair of Barclay Damon's International Practice Area.

Rich's clients include large and small privately owned and publicly traded business entities. As such, he helps clients resolve the myriad of business and contract issues that companies face on a day-to-day basis. Rich additionally works with business owners and senior executives on estate planning and business succession matters.

Bar Associations

- American Bar Association
- Bar Association of Erie County, International Law Committee Member
- New York State Bar Association

Selected Memberships & Affiliations

- East Aurora Country Club, Member

Representative Experience

- Represented Graphic Controls, a medical-device manufacturer, in the sale of Graphic Controls to a publicly traded purchaser for $225 million.
- Represented PCB Piezotronics, a designer and manufacturer of sensors used by scientists and engineers, in the sale of PCB to a publicly traded purchaser for $580 million.

- Represents a Canadian-based manufacturer of parts used by major automobile manufacturers and helps negotiate contracts with suppliers and customers.
- Represents an international supplier of injected molded parts with manufacturing facilities in the United States, Mexico, and China. Regularly reviews and consults with the client in respect to contracts with suppliers and customers.
- Represents a national real estate developer specializing in commercial office projects, primarily in New York, Colorado, and Texas.
- Represents an international manufacturer of frozen Italian food products and handles the client's day-to-day corporate and contract requirements, acquisitions, and related matters.
- Represents a wide variety of manufacturers and distributors of both industrial and consumer products in respect to day-to-day business needs, mergers and acquisitions, and contract-related projects.
- Represents a European-based manufacturer of industrial-lighting products with respect to US activities.
- Represented an industrial-products manufacturer with plants in New York, Massachusetts, and Pennsylvania in connection with a $37 million sale of manufacturing facilities and related assets.
- Represented a variety of buyers and sellers of businesses, including a box manufacturing company, commercial nursery, HVAC-systems manufacturer, hydraulic-parts distributor, industrial safety-equipment distributorship, railroad-car heating-systems manufacturer, car dealerships, professional medical and dental practices, retail lighting and electrical fixtures companies, bars, and restaurants.
- Represents manufacturers of floating booms and other products used to contain oil spills.
- Represented a publicly traded corporation in connection with the sale of approximately $60 million of oil and gas property interests, including oil and gas leases, fee interests, rights of way, easements, and other property interests.
- Served as local NY counsel to a Canadian client in a $9.4 million cross-border acquisition of a food manufacturer and related real estate.
- Served as outside general corporate counsel to a safety equipment distributor regarding negotiating and preparing an asset purchase agreement in which the client purchased inventory and intellectual property worth $3.3 million from a safety equipment distribution company in Pennsylvania.
- Served as outside general corporate counsel to a safety equipment distributor in its $3 million acquisition of a safety equipment distribution company in Indiana.
- Served as outside general corporate counsel to a commercial cooling, heating, and ventilation systems manufacturer in

acquiring $1 million in business assets from a NY wholesale air conditioning supplies company.

- Represented a music distribution and licensing company in the $2.5 million sale of its business assets, including intellectual property and other proprietary rights in various recordings and musical compositions.
- Served as outside general counsel to a regional commercial trucking business and business owners in the $2 million sale of the business and handled the related real property and employment of the selling business owners.
- Represented a national electrical distribution services provider to major festivals, sporting events, concerts, and tradeshows in the $3.46 million sale of its business assets to a DE LLC.
- Represented a NY industrial automation components and equipment distributor in the $2.3 million sale of its business assets to a NJ company.
- Represented an India-based venture capital investor investing in US technology companies.
- Served as outside general corporate counsel to a safety equipment distributor regarding negotiating and preparing an asset purchase agreement dated April 4, 2018, in which the client purchased substantially all of the business assets of a safety equipment distribution corporation in Indiana, collectively valued at $3 million.
- Served as outside general counsel to sellers in a $15 million sale of 25 Burger King restaurant franchises and related business assets to an Oklahoma purchaser.
- Served as outside general counsel to a purchaser in the acquisition of Oklahoma taco restaurant franchises and related business assets collectively valued at $2.8 million.
- Served as outside counsel to a Buffalo-based industrial laundry business in the sale of its business to a publicly traded competitor.
- Represented a national lighting manufacturer and supplier in connection with the substantive revising of its terms and conditions of sale.
- Represented a Canadian telecommunications engineering and construction firm regarding its formation of a US investment and holding vehicle.
- Represented a dentist in the sale of his dental practice, associated assets, and office real property.
- Represented a fast food franchise operator in the asset sale of four Taco Bueno restaurants and subsequent leaseback negotiations.
- Represented a Canadian face-to-face not-for-profit fundraising company regarding the general corporate cleanup and restructuring resulting from its acquisition of a US company and its subsidiary.

- Represented Canadian purchasers in their acquisition of a New Jersey-based sublimated apparel company and handling of cross-border transaction structuring issues.

Prior Experience

- Hiscock & Barclay, LLP, Partner

Selected Community Activities

- Daemen College, Trustee
- Forest Lawn Cemetery, Trustee
- Orchard Park Police Department Foundation, Trustee
- National Warplane Museum, Director and Former President and Board Chair
- Leadership Buffalo, Director and Former President and Chair

Selected Honors

- *The Best Lawyers in America*®: Corporate Law, 2023–2027
- *Chambers USA*, Upstate New York: Corporate/M&A, 2015–2016
- National Warplane Museum, Award of Excellence for Leadership

Selected Speaking Engagements

- Neurose Business Seminars, “Enhanced Cross-Border Strategies for Canadian Businesses”
- United Way, “The Responsibilities of Trustees of Not-for-Profit Entities”
- Key Bank, “New York's New Benefit Corporation Statute”
- New Exporters – Border States, “Contract Issues Related to Engaging Independent Sales Representatives”
- New Exporters – Border States, “Doing Business in the United States: Corporations, Limited Liability Companies, and Other Choices”

Selected Alerts & Blog Posts

- Traveling to Canada Under the Vaccinated Traveler Exemption
- COVID-19: US-Canada Border Closing Extension
- A New Type of Corporation: The Benefit Corporation
- Seminar: Contracting with Independent Sales Representatives: Update

- New Federal Rules Regarding Use of Handheld Mobile Telephones by Drivers of Commercial Motor Vehicles