

Agribusiness

From establishing a new business to creation and development of a new product line or negotiating the terms for a merger, acquisition, sale, license, joint development or financing, our attorneys help agribusiness clients develop opportunities and confront challenges throughout their business growth stages.

- Our attorneys serve as trusted advisors to a wide range of agribusiness clients, including controlled environment agriculture companies, grain processors and traders, venture capital funds and strategics investing in Agri Food and Ag Tech companies, ingredient companies, and traditional and cutting-edge inputs companies focused on enabling higher yielding and more sustainable crops.
- Our team is well-versed in all areas of law affecting the agribusiness industry, including forming, financing and acquiring agriculture businesses, joint development or collaboration endeavors, protecting intellectual property for new products and processes, guidance on new product commercialization, corporate governance, regulatory, litigation, tax and real estate.

Agribusiness Primary Sectors:

- Agriculture Finance, including debt, venture capital and strategic investments
- Animal and Pet Feed, Treats & Supplements
- Food Products, Additives, & Nutraceuticals, including gene edited crops and foods
- Food Production, Distribution & Waste Prevention
- Crop Inputs, including crop protection, plant health, biologic products and seeds
- Controlled Environment Agriculture (CEA)
- Grain and Grain Processing
- Natural & Organic Foods
- Restaurant & Grocery

Transactions

Our experienced attorneys advise on deals across all spectrums of the agribusiness industry. Leaning on our deep relationships and institutional knowledge to guide through their most complex transactions in this heavily regulated industry. Working in partnership with clients, our attorneys deliver corporate and financing advice to meet their needs, whether that be developing new business strategies to expand product offerings, capitalizing on the global market, or protecting assets. From venture capital and emerging growth companies to private equity mergers and acquisitions and beyond, our dedicated team of attorneys well versed in the Agribusiness market have advised clients on numerous deals and transactions.

Regulatory & Litigation Disputes

Polsinelli's Agribusiness team understands that our agribusiness clients are bound by regulations determined by the regions and jurisdictions in which they operate. These regulations are not stagnant and can leave agricultural companies exposed if they do not stay apprised on regulatory updates. Our attorneys work closely with our

clients to ensure legal or regulatory matters do not become a stumbling block to their growth. When companies do encounter a compliance issue, regulatory enforcement, and/or a consumer or competitor challenge, our team is prepared to address these matters head on to minimize business disruptions.

Intellectual Property

Our attorneys have significant experience helping agribusiness clients from the creation of a new product or process to its commercial release. Polsinelli's team can help manage global patent and trademark portfolios, prepare opinions, counsel clients on freedom to operate issues, prepare patent landscape analysis, develop licensing agreements, and evaluate strengths & weaknesses of patent portfolios in connection with acquisitions, industry collaborations and new product development. In addition to helping protect cutting-edge technologies and new strains, our intellectual property-focused agribusiness attorneys have issued numerous opinions on patentability, non-infringement, validity and overall industry landscapes in areas related to food products, animal health, processes, packaging, fertilizers, renewable energy process, energy products and mechanical inventions.

Polsinelli not only provides guidance for new product creation and development but also has experience in brand development and protection for successful market launch. Services include strategic advice and guidance on trademark and copyright clearance, protection and enforcement, advertising and branding creation and analysis, Internet and domain name issues, and trade dress protection and enforcement for agribusinesses. Polsinelli understands the agribusiness industry from a global perspective and provides guidance tailored to our client's business strategy for R & D teams, in-house legal counsel and the C-suite.

Matters

- Represented a pioneer and global leader pink-pigmented facultative methylotrophs (PPFMs) in its \$45 million Series D financing. The financing will help accelerate the company's efforts with PPFM technology and adjacent technologies in the areas of bio stimulants/microbial inoculants, biocontrol, nitrogen use efficiency and methane mitigation.
- Represented a subsidiary of a research institute dedicated to plant science in the sale of its portfolio company, an AgTech startup focused on discovering, designing, and developing peptide-focused technologies to a breakthrough agriculture biotech company.
- Assisted a global venture capital fund that invests into early stage Agri Food and Ag Tech companies with series seed investment into an Ithaca, New York-based biopesticide startup that is leveraging the soil microbiome to improve crop health.
- Assisted a global venture capital fund that invests into early stage Agri Food and Ag Tech companies with a preferred stock investment into a St. Louis-based Ag Tech startup, whose proprietary High Voltage Atmospheric Cold Plasma (HVACP) non-thermally improves food safety and reduces food waste.
- Assisted a global venture capital fund that invests into early stage Agri Food and Ag Tech companies with Series A Preferred stock investment into a Colorado-based company specializing in hemp seed genetics.
- Represented a Kansas-based agricultural data company that enables farmers and channel partners to collect, share and monetize data in the sale of all of its outstanding capital stock to a North Dakota-based agricultural machinery manufacturer.
- Represented the nation's largest wholesale distributor of landscaping products in the US and Canada with its acquisition of the assets of a family owned and operated landscape supply store located in Prescott Valley, Arizona.
- Represented a California-based company that designs and develops a home-based gardening kit that allows users to grow and harvest microgreens indoors in a SAFE (simple agreement for future equity) financing round with various investors.
- Represented an organic farm committed to regenerative and sustainable agriculture in its acquisition of approximately 10,000 acres of farmland at the corner of Texas, Oklahoma and Arkansas utilizing Section

1031 exchange with potential ability for Tenancy-in-Common interest to convert into fund interests at a later date.

- Represented a Pennsylvania-based company that owns and operates large scale farms in the U.S. in a capital raise transaction and investment into a newly formed co-investment fund.
- Represented a California-based provider of equipment manufacturing and distribution for forestry and agricultural markets in the sale of substantially all of its assets for its specialty agricultural harvesting equipment business to the U.S. subsidiary of a Canadian strategic buyer.
- Represented a St. Louis, Missouri-based biotechnology startup that focuses on developing high performing crops by using chloroplast genetic engineering in a Series Seed equity financing with a venture capital and private equity firm, also based in St. Louis, Missouri, that enables early-stage agtech companies to sustainably revolutionize agrifood systems, globally.
- Represented an Illinois-based company that owns and operates a network of full-service Case IH agricultural and Case construction equipment stores throughout Illinois and western Indiana in connection with the establishment of an ESOP and the acquisition by the ESOP of all of the issued and outstanding equity interests of the company.
- Represented a group of investors at a Kansas-based cattle ranch and farm in their acquisition of another family-owned feedlot located in Ford, Kansas.
- Performed due diligence to aid in sale of a leading ag-bio control company to Monsanto Company.
- Assisted in bringing a new insecticide to market, including issuing freedom-to-operate opinions; drafting patent applications based on new compositions of use in pesticides; clearance of trademarks to avoid packaging issues and working with executives of the company to ensure both entry into the marketplace, as well as protection of intellectual property.
- Represented a large international produce company in the prosecution of patents in the U.S. directed toward a produce treatment technology. Polsinelli worked with executives and researchers in the development and implementation of IP strategies, as well as the prosecution of patents related to produce treatment technology and preparation of responses to office actions.
- Provided strategic market analysis with R&D teams to identify areas for industry improvement or potential growth and create a competitive landscape analysis in order to work with R&D on areas of potential expansion. Industry areas included animal health, human health food and supplements, enzyme solutions, therapeutic nutrition, feed products, prepackaged foods, grains and mill work, beverages, slaughter processing techniques, and shelf stability packaging.
- Represented an emerging ag-bio company in a multimillion-dollar collaborative research and license agreement with a major crop sciences company.
- Represented over 300 plaintiffs that include farmers, landowners and small businesses along the Missouri River for massive, atypical flooding that began occurring in 2007. The plaintiffs asserted that the United States Army Corps of Engineers' priority for flood control changed to conform to environmental laws and regulations to protect endangered species under the Missouri River Recovery Program (MRRP). The plaintiffs mass action claims the Corps' actions violated the taking clause of the 5th Amendment to the Constitution which bars the Government from taking private property without just compensation. Plaintiffs estimate damages between \$300 million and \$600 million depending upon the damages allowed. This case may set binding legal precedent respecting Fifth Amendment takings claims against the United States federal government that will have profound legal and administrative impacts moving forward.
- Represented Grain Belt Express in connection with an 800-mile-high voltage direct current electric transmission line project that will run through three states (Kansas, Missouri and Illinois). Polsinelli handled the litigation arising out of this project including the condemnation work and regulatory approvals. The purpose of the project was to carry more affordable and reliable power to the Midwest by connecting the wind energy produced in southwestern Kansas to the rest of the Midwest power grid. This project was one of the largest electric transmission line construction projects to occur in the United States in decades.

Publications

July 9, 2024

The Corporate Transparency Act and Agribusiness and Ag Tech Companies

April 18, 2024

FDA Preemption of State Law for False Labeling Survives Appeal to Supreme Court