

Tianne Bataille

Counsel

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Clients seeking legal advice for any matter ranging from launching a new business, taking one public, acquiring the business of another to raising capital to expand their business or purchase another, commercializing a client's own intellectual property or obtaining the rights to commercialize rights of another, or entering into joint ventures, alliances or complex commercial technology transactions, hire Tianne Bataille. Known for her ability to untangle the thorniest legal and stakeholder issues, navigate clients through the most challenging regulatory or negotiation impasses, and create innovative solutions to provide value for diverse stakeholders with competing interests scaled to their respective contributions, clients can always rely on Bataille!



Tianne has advised global companies seeking to merge enterprises, acquire businesses, raise capital and sell securities, expand geographic footprint, sell into developing countries, and commercialize their newest idea from concept to full operational scale. She has also advised global systemically important banks on global regulatory matters while also assisting start-ups seeking to launch their first innovative technology solution. Tianne has advised companies of all sizes and complexities on intellectual property protection and commercialization, data privacy, and financial services regulation.

Tianne spent her early career at top Chicago law firms and became in-house senior counsel at a Fortune 500 management consulting company before returning to private practice legal consulting where she has principally advised global banking and investment institutions, big technology companies, venture capital, and clients in the health care and technology industries.

In addition to her legal problem-solving skills, business acumen, and reliability, clients enjoy working with Tianne for her enterprising spirit, boundless energy, and sharp wit!

EXPERIENCE

Representative Engagements

Mergers & Acquisitions Transactions

- \$240M – Represented start-up from inception to stock and cash sale to public company where client assumed leadership of newly combined entity.
- \$140M – Represented open-end investment company in acquisition of closed-end investment company launched before securities were regulated.
- \$70M – Represented privately held State Bank and Holding Company in stock sale to publicly held Federal Bank and Bank Holding Company.
- \$50M – Represented client in cash purchase of regulated assets owned by competitor, and corollary \$250 million annual services agreement for such regulated services.

- \$16M – Represented technology venture fund purchaser in acquisition of 30% company, via senior convertible notes secured by commercial real estate.
- \$125M – Represented a public utility in repositioning and sale of certain assets, and re-utilization of specific regulated assets.
- Undisclosed Value – Represented lead stockholder in private sale of regulated enterprise to private equity.
- \$95M – Represented lead investors in 40% stock acquisition of entrepreneurial venture company.
- \$42M – Represented client in merger of two hedge funds.
- \$10M – Represented private technology venture fund purchase of 30% equity rights in public company via convertible debentures.
- \$40M – Represented seller in sale of four health care facilities (including real property and adherence to all regulatory requirements).

Securities Transactions

- \$400M – Represented majority stockholder in all securities matters for Eastern European Utility in its international capital raise through convertible debentures, and follow-on public offering (\$3.2 billion).
- \$250M – Represented client in all securities matters in secondary offering.
- \$242M – Represented publicly held pharmaceutical in all securities matters in its acquisition of another publicly held pharmaceutical company.
- \$120M – Represented publicly held pharmaceutical company in all securities matters for acquisition of privately held pharmaceutical company.
- Undisclosed Value – Represented privately held national food service company with 3,500 locations in sale to publicly held U.K. PLC competitor.
- \$29M – Represented Chinese company comprised of international joint ventures in the transportation manufacture industry in its U.S. initial public offering.
- Prepared all agreements and securities filings for numerous stock option and other grant participation plans for firms' clients.
- Advised registered investment companies and investment advisors on annual compliance requirements under the Investment Company Act and the Investment Advisors Act, in board matters, and negotiated Investment advisor and manager contracts, advertising rules and other matters.

Banking, Investment, and Other Financial Services Industries

- Capital Plan for Global-Systemically Important Bank (G-SIB) – Advised bank on specified protocols, procedures, and organizational documents to satisfy newly instituted compliance requirements under Basel III and The Dodd Frank Act for its annual Capital Plan immediately following passage of the new laws.
- Regulatory Counseling –
 - Advised a global bank's enterprise-wide business units, organized to coordinate legal support across more than 60 lines of business, on all areas of consumer banking laws, newly instituted compliance requirements, and new CFPB requirements and met with regulators on client's behalf.
 - Advised second global bank in the development and maintenance of the enterprise-wide legal support tool to assist all business units in their compliance with all applicable laws in North America, EMEA, and APAC in federal and state banking laws and all corporate governance matters.

- Advised third global bank with an enterprise-wide remediation project aimed at inventorying all laws, rules, and regulations, including federal, state, and international, applicable to all of the bank's products. Conducted pre-emption analysis of various state laws related to a national bank charter, as well as exemption analysis of state law applicability to a nationally chartered bank.
- Advised various Investment Companies in securities, contract, and board matters, including strategic transactions between financial institutions or FINRA regulated enterprises.
- Advised the Business Conduct Committee of a national securities exchange on matters coming before it for review and hearing for potential violations of exchange rules; write up the committee determinations for publishing.

Joint Ventures/Alliances

- \$53M – Advise client in three-way joint venture among industry competitors, developing a legally viable and cost-effective alternative supply that overturned stranglehold primary industry supplier held on market pricing and supply, in compliance with U.S. and EU competition laws, maritime law, and other contractual obligations.
- \$3-\$5B – Annual Relationship. Chief Legal Counsel to Accenture to lead its contracting strategy with Microsoft for developing and marketing solutions to the marketplace jointly, including joint intellectual property development, commercialization, and marketing rights. This included appropriation of regulatory responsibilities, licenses, flow downs, and trade secret protection and utilization, subcontracting, and all forms of contract between the parties with respect to developing and providing products and services into the global marketplace together.
- \$2-\$3B – Annual Relationship. Chief Legal Counsel to Accenture to lead its contracting strategy with Oracle for developing and marketing solutions to the marketplace jointly, including joint intellectual property development, commercialization, and marketing rights. This included appropriation of regulatory responsibilities, licenses, flow downs, and trade secret protection and utilization, subcontracting, and all forms of contract between the parties with respect to developing and providing products and services into the global marketplace together. This also included strategizing on commercial response to aggressive acquisition of many key competitors over limited period of time.
- Chief Legal Counsel to Accenture in all its legal contracting and strategy with more than 400 technology and other alliances and joint ventures over a six-year period.

Technology and Outsourcing Transactions

- Represented Accenture in development of highly regulated 'Managed Reference Data Service', a new global business for its capital markets industry practice. In this representation, Tianne led negotiations for newly created intellectual property ownership and licensing construct among and between multiple parties including a client's proprietary trade secret algorithm; also drafted and produced client facing contracting construct, compliant with global data privacy, US and international banking, securities and competition laws.
- \$250M – Represented Accenture in its contracting with a U.S. securities exchange for the provision of services to rebuild a key trading platform with new and evolving technology features.
- \$100M – Represented Accenture in development of novel business model in initial transaction with material vendor (and client) to negotiate an innovative approach to accessing, using, licensing, developing, and harvesting each party's existing and newly developed combined intellectual property for profitable delivery into the marketplace to third parties.

- Undisclosed Value – Represented Accenture in its perpetual negotiations with Oracle for various license resale rights to all Oracle technology products for downstream sale, use and integration into all its clients' technology environments, globally, and across all business units.
- Undisclosed Value – Represented a start-up enterprise, comprised of medical doctors, in their negotiation for complex licensing rights to use and exploit their inventions made at employer, an ivy league university.

Data Privacy

- Represented Accenture in strategy to protect clients' end user data from exploitation by technology alliance partners prior to implementation of EU general data protection regulation (GDPR) and California Consumer Privacy Act of 2018 (CCPA).
- Represented a multinational technology company specializing in producing computer hardware middleware and software and delivering integration and management consulting services globally in renegotiating and amending its international client facing agreements to comply with the newly instituted EU GDPR within compliance window.
- Represented a global technology company specializing in virtualization, networking and security management tools in successful negotiation of complex global technology master agreements and statements of work for provisioning cloud SAAS subject to data privacy and security requirements against two separate Fortune 10 clients, in the automotive and financial services industries respectively.
- Represented clients in data privacy and protection matters governed by Global Data Protection Regulation, The Graham-Leach-Bliley Act, the California Consumer Privacy Act of 2018, and other similar data privacy laws. Exemplar clients:
 - Health care company providing online mental health support services.
 - Financial services company providing certain indexing and other analytical services to online customers.

Non-Profit Transactions

- Alzheimer's Foundation (tax treatment letter from IRS)
- United Jewish Charities (securities and bond debentures)
- Organizational documents for a family Foundation

CREDENTIALS

Education

University of Wisconsin, J.D., 1995

Editor-in-Chief, The Wisconsin International Law Journal

Marquette University, B.A., Finance & Marketing, 1985

Bar Admissions

Illinois

Wisconsin

Teaching Appointments

Thesis Reviewer, Harvard Independent Design Engineering Project (2020 – Present)

Honors & Awards

Impact Award, *Chicago Foundation for Women* (2010), local and international Pro Bono and Community Service work.

Corporate Pro Bono Award, *Pro bono Institute* (2011), awarded to Corporate legal team for assisting Nepal in establishing legislation to protect women and girls from socio economic and sexual exploitation, and thus close the gap between its own laws and international laws, treaties, and conventions it entered into. Led the Accenture legal team in this endeavor.

Silver Trumpet Award, *Legal Aid Society* (2012), 125th Anniversary documentary, directed and co-produced, highlighting its impact on innovative legal services to Chicago's most needy since its inception.

PUBLICATIONS & PRESENTATIONS

Successful Partnering Strategies for Inhouse and Outside Counsel in International Pro bono, Public Law Institute (New York), PILnet Global Forum, Budapest, Hungary (November 2009)

Coping with Chaos: Advanced Contract Management Strategies in an Era of Rapid Technology and Regulatory Change, Association of Corporate Counsel, Chicago, IL (May 2010)

U.S. Foreign Corrupt Practices Act and the New UK Anti Bribery Act, Association of Corporate Counsel, Chicago, IL (July 2011)

COMMUNITY SERVICE

Legal Aid Society, Board Member. Served on the board of the Legal Aid Society of Metropolitan Family Services since 2008. Served as Chair of its 125th anniversary committee, Chair of the inaugural Strategy Committee, Vice-Chair of the Development Committee, and Chair of the Human Trafficking Initiative. In 2011, Tianne championed the development of the Human Trafficking Initiative, including proposing the concept, create an approved business plan, developed stakeholder and community support (NGOs, non-profits, government agencies, and private enterprise) to create innovative and client centric program to provide a wide range of holistic legal services to survivors of human trafficking in the Chicago area.

Public Interest Law Global Network (PILnet)(New York) and Government of Nepal.

Nepal's Constitutional Process – Promoting Education, Inclusiveness, and Diversity. In 2009, co-led a team of 40 lawyers in four countries to provide a comparative legal analysis on diversity and inclusiveness, access to education, and enforcement of legal rights for all in collaboration with PILnet for delivery to the Government of Nepal. The white paper provided innovative mechanisms to promote access to education and inclusiveness for women, children, and others who have suffered from long-standing discriminatory practices for consideration and inclusion in Nepal's new Constitution.

Nepal Court mandate to close gap between existing laws and Nepal's compliance with international laws, treaties, and conventions. In 2010, co-led a team of lawyers from six countries to advocate for implementation of laws that protect women and girls from socioeconomic and

sexual exploitation, consistent with laws of other democracies and laws of Nepal's neighboring countries, as well as international laws, treaties, and conventions, while also offering innovative options in enforcement mechanisms and education to facilitate implementation.

- Concluding this work, Tianne and a small legal team:
 - Presented its findings and proposed a legal framework to ProPublica, the government of Nepal, and its Constitutional Assembly, High Ministry, and Legislature, and to the United Nations Office of the High Commissioner on Human Rights in Nepal;
 - Created and delivered training program in connection with the newly proposed laws; and
 - Provided additional legal support to support integration of newly adopted laws into Nepal's existing statutory legal framework.

Leading India's Future Today (LIFT), Board Member and Co-Founder. Founding member of LIFT Foundation, Inc., organized and funded to develop and sponsor a leadership academy for outstanding but disadvantaged youth in Tamil Nadu, India. The foundation educates and empowers potential leaders to work with others beyond their caste and religious boundaries to solve community needs whilst teaching additional leadership skills through mentorship.

Children's Health Education Center (Milwaukee WI). Co-chaired joint venture of the Rotary Club of Wisconsin and Junior League of Milwaukee to create and develop an innovative, scalable, and technologically advanced health education center. Co-led joint venture during its multi-phase plan to design, develop, build, implement, and operate center, including organized and implemented committee structure, mediated resolution of two-year complex multistakeholder impasse on key and sensitive issues impeding substantial progress, oversaw site committee directly, and negotiated real property lease for center.