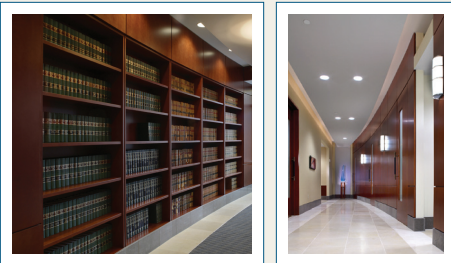


**Business.** Our lawyers serve as outside general counsel to closely-held businesses and assist in-house corporate legal staffs to cover commercial and general corporate matters. We counsel business owners and boards of directors and handle all aspects of acquisitions and sales, corporate finance transactions (from structuring through negotiations), key documentation and closing supervision. Our clients include institutions, middle market companies and entrepreneurial businesses for all of their corporate needs, including mergers, acquisitions, dispositions, restructurings, strategic alliances, internal reviews, ownership succession matters, executive compensation and other sensitive matters through all stages of the life of the business. We work extensively with limited liability companies, partnerships, corporations and nonprofit entities, using the talents of our colleagues with industry experience in health care, construction, and other industries, as well as the trusts and estates area for personal planning purposes, employment and employee benefits issues and commercial real estate area. Our services include day-to-day counseling regarding corporate finance, operational sales activities and the legal and business issues arising in the ordinary course of commercial activity.

**International.** Our affiliation with Meritas gives us immediate access to global corporate and business experience. We serve as local counsel for many international businesses and provide necessary counsel to our clients whose markets are not just national but global. We have extensive experience in cross-border transactions.

**Nonprofit.** We serve a broad nonprofit entity base in all aspects of tax, management, organization and administration, including issues unique to their particular nonprofit status and mission. These clients include schools, universities, supporting organizations, hospitals, family foundations, social clubs (country clubs), trade associations, churches and other religious institutions.



### AREAS OF CONCENTRATION

- Corporate, partnership and limited liability company matters
  - Formation of entities, joint ventures and strategic alliances
  - Governance structures and compliance considerations
  - Inter-owner issues, including buy-sell, redemption, cross-purchase and owner disputes
  - Reorganizations
- Mergers and Acquisitions
  - Counsel related to form and terms of transaction
  - Coordination of tax planning for owners, sellers and buyers
  - Buy-side representation for private equity and strategic purchasers and sell-side representation for corporate disposition of business units or for the entire enterprise
- Exempt organizations/nonprofit law
  - Public charities and private foundations
  - Trade associations
  - Civic associations
  - Churches and other religious organizations
  - Membership organizations and clubs
- Commercial and business contract negotiation
  - Employment and consulting agreements
  - Supply contracts, forms of purchase and sale orders
  - Distribution, licensing and franchise agreements
- Taxation, tax planning and tax controversies, audits and appeals
- Financing transactions and corporate finance
  - Credit facilities
  - Venture capital and private equity financing
  - Securities law compliance (private placement)
- Corporate governance
  - Advise on duties of directors, executive and director succession, executive and director compensation
  - Governance structure, board and committee practices, disclosure and compliance policies, director independence
- Employee benefits and compensation planning
  - ERISA compliance
  - Qualified profit sharing, pension and 401(k) plans
  - Employee stock ownership plans (ESOPs)
  - Welfare benefit, cafeteria and other related plans
  - Non-qualified deferred compensation, severance and other executive compensation plans

