

CORPORATE LAW AND BUSINESS TRANSACTIONS

"If what a business lawyer does has value, a transaction must be worth more... as a result of the lawyer's participation."

Ronald J. Gilson

In business law today, an unanticipated change in a statute or judicial precedent may effectively lock the door to certain avenues for growth and development of an enterprise. The key is to stay informed. Recent judicial decisions affecting contracts, rights of shareholders and corporate governance, state and federal regulations governing mergers and acquisitions, tax reforms and legislative mandates have all had a material impact on the fundamental operation of business enterprises.

In the corporate area, our attorneys are actively engaged in the organization, merger, acquisition, sale, liquidation and reorganization of corporations, limited liability companies, business trusts, partnerships and other business enterprises. The firm's corporate practice also includes the negotiation of a variety of commercial contracts, joint ventures, partnership agreements and licensing of intellectual property. We have represented both corporate and individual borrowers and lending institutions in a variety of sophisticated financing techniques, including venture capital financing, private placements and secured lending. The firm's corporate attorneys have substantial expertise in executive compensation methods, including incentive stock option plans, phantom stock arrangements and deferred compensation techniques.

As counselors, negotiators, business planners, researchers and strategists, the firm's business and tax professionals collectively work to assure value in such matters as planning the formation of corporations, partnerships, LLCs and other business entities; drafting shareholder agreements; representing businesses and their owners in planning mergers, acquisitions, divestitures and venture capital financings; negotiating complex software licensing or product sale and service agreements; and representing financial institutions and borrowers in all aspects of secured lending.

Representative Transactions

- \$80 million sale of specialty media company to a private equity investor and significant re-investment by seller in combined companies
- \$28 million sale of polymer compounding company to Japanese conglomerate
- Represented a U.S. buyer in the acquisition of the patent portfolio and other intellectual property of a Canadian company

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- Represented a European buyer in the acquisition of a U.S. staffing firm and the subsequent formation, financing and growth of subsidiary companies
- Represented a strategic buyer of substantially all of the assets of a distressed competitor in the specialized printing industry
- \$20 million in venture capital financings for a specialized health care company
- \$21 million sale of a specialty chemical company, and related subsidiaries, to a Fortune 500 company
- The purchase of a division of a Fortune 500 company that manufactures highly engineered materials together with the associated contaminated real estate
- Private placement of common stock for a start-up consumer products company, subsequent financings, and the eventual sale of the company to one of the largest consumer branding companies in the world
- Private placement of preferred stock for a manufacturer of skin care products for children
- Acquisition of a physical rehabilitation company operating in 3 states at 120 locations
- \$20 million sale of a family owned industrial business and associated real estate to one of the largest corporations in Canada
- \$6 million sale of an electronics manufacturer to a publicly traded purchaser
- \$3.5 million cash-out merger involving 4 corporations
- \$35 million permanent mortgage financing for a nursing home chain
- \$12 million acquisition and construction loan for a specialty health care facility
- \$9 million turnkey construction project
- Secured loans on behalf of private investors specializing in lending to distressed entities
- Purchase, renovation and resale of commercial office building in Boston, MA
- \$6 million sale of an advertising agency
- \$7 million sale of an information services company to an international publishing house
- \$3.5 million sale of two family businesses and associated real estate
- Appointed as the receiver and liquidating agent for a corrugated box manufacturer by the Superior Court
- \$25 million asset sale of pharmaceutical intermediate manufacturer to multinational foreign buyer
- \$20 million sale of a offshore oil industry supplier to a global oil services company
- Merger of a furniture company with public company and the subsequent sale to a private, investor-backed group
- Strategic alliance between a specialty insurance and financial services corporation with a pension administration and benefits company and the subsequent acquisition of a registered investment advisor business
- Joint venture between a management consulting firm and a global information and communication company
- "Angel" and venture capital financings for start up enterprises in the groupware, consumer services and nutraceuticals businesses
- Counseling start up and entrepreneurial enterprises
- Bank and institutional financing of all sizes and descriptions, generally representing the borrower