

## Business and Corporate Law

Business and corporate law and the business client are the heart of our practice at Flaster Greenberg. Among the clients we represent are entrepreneurial start-up enterprises, growing technology companies, long-established family owned businesses, companies involved in industry-wide consolidations, professional corporations, and large privately held as well as publicly traded companies.

Our business attorneys provide a full range of technical legal services to these clients in all stages of the business life cycle including forming and separating a business, choosing a business name, shareholder and partnership agreements and disputes, contract drafting and negotiation, trademark registration, corporate governance, securities and finance, and more.

In addition, we are frequently asked to play the role of an experienced business counselor on issues ranging from organization and structure to negotiating mergers and acquisitions.

### Business Formation, Separation, and Choosing a Name

It is important for a business to have a trusted legal advisor during the formation of their business to secure the assets, and to reduce the risk of both erroneous and inappropriate actions if the partners of a business separate. Read more about the steps to forming a business, tips on choosing a name, and keys to a successful separation here.

### Mergers and Acquisitions

Businesses should hire an attorney to assist with mergers and acquisitions as soon as possible to avoid fundamental misunderstandings that could sidetrack the deal. Our attorneys have experience in all types of deals and in many industries. Click here to learn more.

### Partnership Agreements

There are many benefits to having a partnership agreement including reducing the impact of disputes and distributing management duties. Explore this topic further here.

### Attorneys

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## Contracts

Through the firm's long history of providing services to business clients, our attorneys have drafted thousands of contracts in hundreds of industries, covering an enormous range of business relationships. Examples include:

- Partnership, Shareholder, and Operating Agreements
- Complex Merger and Acquisition Agreements
- Technology and IP Licensing and Cooperation Agreements
- Supply Agreements
- Quality Agreements
- Research and Development Agreements
- Asset Purchase and Stock Purchase Agreements
- Brokerage Contracts
- Employment Agreements and Employee Benefit Plans
- Management Agreements
- Distributorship Agreements
- Non-Disclosure Agreements
- Corporate Capitalization and Control Agreements
- Phantom Stock Plans

We do not subscribe to the "one size fits all" mentality that results in lengthy contracts that are far more complex than the situation demands. We believe in contracts that are appropriate for the situation and, most important, contracts that protect and advance the interests of our clients.

## Corporate Governance

The laws applicable to corporations, partnerships, and limited liability companies offer a nearly limitless range of possibilities for the governance of a business. A simple majority or a super-majority may govern a business; special interests (for example, business founders) may be given special control rights; and different parties may be given control over different aspects of the business. Knowledge of these laws and possibilities is often fundamental to the successful structuring of a business enterprise. When disputes arise, the same knowledge is essential to resolving problems and, if necessary, protecting the interests of our clients in court. Our attorneys can help you navigate the applicable laws.

## Liability of Officers and Directors

A key asset of many growing companies is the experience and insight of outside advisors. Yet this asset can be jeopardized by the potential for lawsuits brought by disgruntled shareholders or others. At Flaster Greenberg we have a deep understanding of the corporate, partnership, and limited liability company laws governing such lawsuits. We know how to create a business structure that offers appropriate levels of protection to the management of the business while not undermining fundamental notions of fairness to

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the shareholders. In this area as in all others, we seek to create a structure tailored to the needs of the business. We also advise officers and directors on shareholder rights and agreements; and the requirements of Sarbanes Oxley (SOX), and represent such parties in connection with SEC, Justice Department and state investigations and enforcement actions.

## Securities and Corporate Finance

We represent clients in a full range of financing options. In addition to individual and institutional lending and the acquisition of owner and employee-based financing (for example, through the use of tax-favored ESOPs), we have represented clients in a variety of transactions involving the private placement of debt and equity securities. Finally, affiliations with other firms allow us to offer one stop shopping to clients for access to the public securities markets.

## Your Trusted Advisor

Our attorneys have been the trusted advisor to the largest provider of portable fans and heaters in the U.S., a regional provider of telecommunications services, and a restaurant chain to only name a few. Please explore our list of representative matters below to learn more about the full scope of our business and corporate law reach.

If you have any questions, please don't hesitate to contact us. You can explore our list of business and corporate law attorneys in the menu below.

### **REPRESENTATIVE MATTERS**

- Represented the largest provider of portable fans and heaters in the United States in a major stock sale of all of its stock to two private equity firms
- Represented Stockton University in various matters related to the sale of the former Showboat Casino in Atlantic City
- Represented ASI – a bicycle manufacturer of such brands as Fuji, Breezer and Phat bicycles – in its merger with Performance Inc., the largest retailer of bicycles in the United States, while simultaneously closing a new credit facility for the combined entity with Wells Fargo. The value of the transaction was more than \$400 million.
- Represented a restaurant chain in connection with a \$7 million dollar combination private equity investment and mezzanine financing transaction
- Representation of franchisees in the review and negotiation of changes to Franchise Agreements and related Area Development Agreements
- Sale of cellular telephone operating companies in multiple transactions involving aggregate purchase prices of \$100 million
- Sale of large minority interests in cable TV operators
- \$18 million land acquisition and construction loan for New Jersey residential developer
- \$13 million nonrecourse financing of two closely held shopping centers

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- Negotiations with the New Jersey Department of Banking and Insurance, leading to first-ever discretionary exemption for 8,000-member organization's health benefits plan
  - \$30 million tax credit, state and state agency funding, and commercial financing in the last two years for affordable housing projects
  - Two recent "year 16" re-syndication projects for Low Income Housing Tax Credit projects of 400 and 200 units
  - Structuring closely held business succession plans
  - Representing individuals and entities in the acquisition or sale of business interests or assets
  - Sale of a multi-franchise automobile dealership
  - Structuring and implementation of corporate buyouts using Employee Stock Ownership Plans
  - Assisting clients in the sale and purchase of real estate and liquor licenses
  - Providing legal support for the organization and expansion of medical practice groups
- If you have any questions, please don't hesitate to contact us. You can explore our list of business and corporate law attorneys in the menu below.