

# Corporate

Paley Rothman serves as outside general counsel to business entities of all types and sizes, from start-ups to public corporations. Our attorneys have extensive experience in the areas of corporate, commercial and securities law, and they have earned a reputation for providing valuable business insights and sound legal judgment after many years of representing clients in business and commercial transactions.

## CORPORATE PLANNING AND COMPLIANCE

Paley Rothman's corporate and business attorneys help clients to structure and restructure their businesses so as to best meet their business and financial goals. We advise clients on many issues, including capitalization, management organization, stock and other incentive compensation plans, employee relations, securities matters, bank and equity financing, director and officer liability issues, shareholder rights, trade secret and intellectual property matters, and general contractual issues.

Paley Rothman's attorneys monitor clients' ongoing operations to ensure they are in compliance with their own charters, by-laws and internal regulations, as well as with the ever-changing federal, state and local regulations. While we help our clients to avoid legal and regulatory pitfalls, our knowledge of the latest developments also allows us to maximize business, financial and tax advantages for our clients.

We also advise clients on succession planning so that principals can sell or transfer their interests in a financially successful and tax-advantaged manner. Our attorneys are familiar with the particular issues involved with family-owned businesses, including the unique problems associated with transferring the business to the next generation.

## MERGERS AND ACQUISITIONS (M&A)

The corporate and business attorneys at Paley Rothman regularly negotiate, structure and implement M&A transactions of all sizes. Focusing on closely held businesses with local, regional and national presences, our attorneys have extensive experience on both sides of the table and across a diverse and extensive industry group from pre-transaction planning, through the LOI stage and closing. Coupled with other practice groups in the firm, we are well equipped to provide guidance in all areas of M&A transactions, including complex indemnification matters, employee retention and benefits, nonqualified and qualified plans and complex cap table review, tax planning and compliance, real estate, including title and lease review, intellectual property and technology licensing and assignment, and security interests. Some of our experiences include:

- We represent one of a few specialized logistics firms in North America specializing in heavy haul and oversized freight, which has been engaged in a series of roll-ups over the last ten years targeting companies throughout the country and Canada. Owned by a group of private equity investors, in addition to the negotiation of specific deal terms, each acquisition involves detailed and careful analysis of the rights of individual equity holders, as well as state and federal securities law compliance issues.
- We have represented numerous middle market companies in various industries, including life sciences, manufacturing and distribution, and information technologies, in the sale of their businesses to larger companies, including sales to Fortune 500 companies. Each business has its own complexities, one included 250 retail locations throughout the Mid-Atlantic, numerous manufacturing facilities with specific environmental concerns, and fifteen hundred employees.
- Located in the heart of the Washington, D.C. metropolitan area, Paley Rothman has advised government contracting firms of all sizes and across a wide range of industries in connection with acquisitions and divestitures of all types, including the distressed sale of an IT services business, and the sale of a local private intelligence firm. With each such transaction come special considerations regarding the transfer of existing contracts and related issues, as well as heightened confidentiality concerns, which we are well equipped to handle together with our Government Contracts Practice Group.
- Paley Rothman's M&A work is not limited to the for-profit sector. We have represented numerous non-profits

in mergers and other M&A transactions throughout the region. While similar in some regard to a for-profit transaction, we understand that the non-profit M&A deal often involves unique issues of corporate governance and policy with which we have significant experience.

## **CAPITAL FORMATION AND SECURITIES REGULATION**

Paley Rothman advises clients in developing plans to launch or expand business ventures and in structuring debt and equity financing. In this role, we may negotiate and finalize bank loans, plan and implement securities offerings of common and preferred stock, limited partnership units, debenture issues and other debt instruments. We also form corporate, limited liability and partnership ventures.

## **TRADE ASSOCIATIONS AND PROFESSIONAL CORPORATIONS**

Our attorneys serve as outside legal counsel to national trade associations, charitable organizations and other nonprofit institutions. Several of our attorneys are pioneers in the formation of professional corporations and have in-depth knowledge of the issues that affect these groups, including special benefits and deferred compensation. We currently represent several hundred PCs, advising them on matters such as equity structure, management arrangements, stockholder agreements, deferred compensation agreements, employment agreements, cross-purchase agreements and corporate operations.

## **COMMERCIAL LITIGATION**

While we seek to help our transactional clients to avoid litigation, our litigators can advance and secure the client's interests before the appropriate tribunal when faced with irresolvable disputes (see Litigation Group).