

Our business services team prides itself on effectively supporting clients as they grow and mature. We provide counsel in all core areas of business and corporate growth, including business structuring, financing, employment, commercialization of strategic assets, mergers and acquisitions, securities law, tax, corporate governance, and succession planning.

Clients include entrepreneurs, emerging and established companies — including privately and publicly-held multi-national companies — in the areas of industrial gas, computer hardware and software, manufacturing, distribution, insurance, and biotechnology, as well as universities and research institutions. We also represent numerous regional private equity firms, commercial banks and other investment institutions and issuers.

We have a wide range of clients, but just one overarching goal: to position our clients for success by championing their business interests and mitigating potential risks. We believe that the quality of our work is best evidenced by the number of clients who turn to us year after year – transaction after transaction – as their organizations encounter new challenges and opportunities.

With many years of experience guiding a range of businesses, we have developed critical instincts for when a simple answer or approach will address the issue at hand, and when the circumstances require greater support. We believe that these instincts, coupled with our ability to effectively leverage our estate planning, litigation and real estate colleagues, enable us to provide highly efficient – in addition to high quality – guidance.

Emerging Companies

Entrepreneurs and emerging company clients turn to us for guidance on business and capital structure, including entity formation and use of equity, options and other forms of compensation. We also help with employment and human resource matters, and evaluating and pursuing financing options. We are committed to

providing all-around support to emerging company clients from inception through the twists and turns that inevitably follow on the path to becoming a highly established operation.

Employment

We provide employment counsel to businesses and other institutions as well as individuals. Our work with business and institutional clients includes wage and hour compliance; developing and implementing reductions in force; advising on restrictive covenants, executive employment, and severance agreements; counseling on employee handbooks, non-qualified bonus plans, employee terminations, and harassment and discrimination claims. We help individual clients – including executives and faculty members – negotiate restrictive covenants, and employment and separation agreements.

Financing

Clients include emerging and established companies, private equity firms, and financial institutions. We work regularly with corporate and private equity firm clients to negotiate and document sophisticated acquisition and financing transactions, including private placements of equity and debt securities. For banking clients, we routinely negotiate and document secured and unsecured commercial loans of varying size and complexity across a broad spectrum of industries.

Mergers & Acquisitions

We have a long history of guiding domestic and non-U.S. clients through all aspects of mergers, acquisitions and related transactions. We typically act as lead counsel, providing support through due diligence investigations, drafting and negotiating transaction documents, and crucial advice on securities, tax, intellectual property, and employment issues. Our clients have completed complex public and private transactions, including mergers, asset and equity purchases, joint ventures, and dispositions as well as going private transactions.

Registered Investment Advisors

Operating as a registered investment advisor or broker/dealer can be a complex business, with many opportunities as well as potential pitfalls. We have extensive understanding of the legal and compliance

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issues specific to this industry, and provide ongoing counsel to a number of registered investment advisors in the region. Our services include counsel on entity formation, employment matters, compensation arrangements, fund administration, securities compliance, and other general business considerations.

Securities

Our business clients regularly require sophisticated securities law counsel to facilitate key transactions and overall corporate growth, and to comply with federal regulatory, corporate governance and reporting guidelines, including those imposed by the SEC, NYSE, NASDAQ and AMEX.

We are accustomed to working directly with issuers' boards of directors, board committees - including audit and compensation committees, and corporate officers on such issues as independence, governance and structure. We also regularly guide investment advisors and registered brokers and dealers on a range of securities matters.

Our compliance and reporting support includes counsel on securities law implications of corporate activities and public company disclosure issues, governance advice to public companies on meeting stock exchange listing standards, guidance on other financial accounting and Sarbanes-Oxley standards, and relationships with shareholders and the investment community.

We provide regular assistance with financings and offerings, including drafting and negotiating documents for private placements of equity and debt securities for newly formed, emerging and established companies, investors and private equity firms.

Private equity firms, financial institutions, angel investors, universities and individuals also work with us to acquire and divest securities in private and public offerings, often in connection with mergers and acquisitions, divestitures, recapitalizations and other forms of reorganization.

Tax

We develop effective and efficient tax solutions to maximize our clients' business and economic objectives. Our attorneys work closely with our business and real estate clients to provide sophisticated tax advice in structuring start-up businesses, mergers, acquisitions, divestitures, joint ventures, investment vehicles and other business arrangements. We also provide ongoing advice to financial service professionals, including accountants and investment advisors, and to taxpayers with unique tax concerns, including entrepreneurs, cross-border investors, and exempt organizations. Our team works diligently with clients to identify and address federal, state and local tax considerations and handles tax controversy matters when needed.

Technology Commercialization

Our team helps clients commercialize and make investments in technology. We act as ongoing counsel to entrepreneurs, growth businesses, and academic research institutions. We provide transactional counsel to larger companies and equity investors commercializing key intellectual property assets. Typical transactions include research and development collaborations, licensing and distribution arrangements, outsourcing contracts, and acquisitions or dispositions of intellectual property. A core component of our practice is supporting universities, hospitals and research institutions in their technology transfer transactions and operations.

Workplace Investigations

Workplace investigations are becoming more common and necessary to protect employers from legal liability. We are regularly hired as independent counsel to investigate a variety of claims, including whistleblower, sexual harassment and other workplace misconduct. We have experience handling highly sensitive investigations involving senior-level executives for clients including large international companies in industries as diverse as software, industrial gas and retail. Where appropriate, we use computer forensic experts to ensure our investigations and reports are thorough and comprehensive. Because we conduct these investigations as counsel, the report is privileged.