



ORLOFF  
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## HIGHLIGHTS

- > Counsel to buyers and sellers of small and medium-sized businesses
- > Counsel to real estate developers, investors and commercial landlords
- > Legal advisor and outside general counsel to management of closely-held businesses on a gamut of issues, from the routine to the extraordinary, confronting small and medium-sized business organizations

## REPRESENTATIVE EXPERIENCE

- > Buying and selling businesses and operating divisions, including sectors such as manufacturing, distribution, technology, insurance agencies and other financial services and medical and other professional practices; business spin-offs and management buy-outs
- > Structuring of new business ventures and investment vehicles, including choice of entity issues, relationships among investors, equity holders, managers and other participants; buy-sell arrangements; exit strategies; and counseling regarding shareholder disputes, corporate divorces and split-ups
- > Real estate development projects, from contract through closing and beyond, including site acquisition, construction contracting, land use planning and regulatory compliance issues, construction and permanent financing, syndication and disposition
- > Representing landlords and tenants in leasing commercial and industrial space, including build-to-suit facilities, ground leases and sale-leasebacks
- > Appearances before municipal planning and zoning boards for site plan, subdivision and variance applications and ordinance interpretation
- > Technology contracting and licensing, including strategies for safeguarding intellectual property interests
- > Borrowing, lending and alternative and nonconventional financing techniques, including representation of banks, troubled businesses and program lenders
- > Brownfields site initiatives, ISRA compliance and related environmental regulatory issues
- > Counseling employers, employees, and independent contractors with respect to providing,



securing and rewarding personal services, including employment contracts, consulting agreements, noncompete agreements, stock options and equity participation and buy-in arrangements

## PRACTICE AREAS

- > Corporate
- > Professionals
- > Real Estate

## EDUCATION

- > Columbia University (B.A. 1975)
  - > *Summa Cum Laude*
- > Yale University (J.D. 1980)

## ADMISSIONS

### BAR ADMISSIONS

- > New Jersey 1980

### COURT ADMISSIONS

- > U.S. District Court, District of New Jersey

## RELATED NEWS & PUBLICATIONS

- > OLSS Advises Powerhouse Maintenance in Recapitalization with PE Firm
- > Firm Assists Bridge Marketing in Acquisition of Appjolt LLC
- > OLSS Represents Solid Benefit Guidance in its Sale to Arthur J. Gallagher & Co.