



Our Corporate practice provides sophisticated transactional representation and business counseling to clients ranging from start-ups to Fortune 500 companies, as well as individual entrepreneurs, investors and executives. Although diverse in background and particular areas of expertise, the members of our Corporate practice share a common focus on crafting creative legal solutions to accomplish client objectives in an efficient manner. We keep the transactional objectives in mind while zealously advocating and advancing our clients' interests, and we are dedicated to adding value to each matter by providing clients with practical advice that effectively manages their legal risks and rewards.

The Corporate group is equipped to assist our clients in every stage of business development and growth -- from structuring and organizing new business ventures and investment vehicles to equity and debt financing, operations, acquisitions and dispositions of businesses, and exit strategy. In many instances, the group calls upon the members of other practice groups within the firm such as Tax and Real Estate to provide comprehensive representation to clients in their business transactions.

We also represent not-for-profit organizations in connection with their creation, structure and operation. Members work closely with OLSS's Tax group to secure and maintain tax-exempt status for these entities.

Our Corporate group counsels businesses in such industries as manufacturing, food and beverage, real estate development and brokerage, wholesale distribution, consumer products, heavy construction, specialty retailing, technology and financial and professional services.

## **SERVICES**

- > **Business Counseling**
  - > Day-to-day contracts
  - > Management succession issues
  - > Protection of IP and licensing
  - > Regulatory compliance issues
- > **Business Divorce**
- > **Corporate Finance & Securities**
  - > Equipment leasing
  - > Loan workouts
  - > Private placement of securities
  - > Secured and unsecured loans
  - > UCC asset sales
  - > Venture capital transactions
- > **Employment and Consulting Arrangements**
  - > Buy-in arrangements



- > Deferred compensation plans
- > Equity compensation plans
- > Incentive-based compensation arrangements
- > Noncompete agreements
- > Separation agreements
- > **Entity Selection and Formation**
  - > Shareholder agreements, operating agreements and partnership agreements
- > **Mergers & Acquisitions**
  - > Joint ventures/strategic alliances
  - > Management buyouts
  - > Private equity transactions
  - > Purchases and sales of entire companies, divisions or important assets
  - > Recapitalizations/restructurings

## **ATTORNEYS**

- > William J. Adelson
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