



BUSINESS LAW PRACTICE

CLIENTS

Firm Business Client Profile

The firm primarily represents privately held businesses of varying sizes based in Massachusetts. The firm has also provided representation to founders, owners and employees of such businesses, as well as to outside lenders and investors. A number of clients have offices and operations in other states or countries. The firm has been involved in international transactions conducted by U.S.-based clients. The firm has represented several foreign-based companies (e.g. U.K., Italy, France, Israel, Netherlands, Iceland, Mexico and Japan) in establishing and maintaining U.S. operations and in handling U.S. transactions. The firm has also represented publicly traded companies in specific areas of activity or isolated transactions in Massachusetts.

Representative Client Businesses.

Manufacturers and providers of goods and services: plastics, optical equipment and components, financial products and services, investment advisors, energy services, performing arts, publishing, printing equipment and products, industrial equipment, computer software and equipment, medical equipment and services, pharmaceuticals, cell phones, food and beverage products, insulation materials, microwave equipment and services, building construction materials, transportation services, travel services, inflatable bedding and furniture, hotels and restaurants.

Professional Services-law firms, medical practices, dental practices, accounting firms, advertising and marketing firms, engineers.

II. LEGAL SERVICES FOR BUSINESS CLIENTS

Formation of Business Entity

Choice of Entity-corporation, limited liability company, limited partnership, other.

Ownership Structure-equity classes and associated rights and preferences.
Stockholder agreements and other arrangements among equity owners.



Corporate Restructuring.

- Issuance and redemption of stock or other equity interests.
- Reclassification of ownership interests.
- Holding company structures.
- Merger or consolidation of entities.

Administration and Maintenance of Organization.

- Shareholder and director meetings.
- Shareholder relations.
- Corporate annual reports and other required filings.
- Maintenance of foreign qualification.

Financing.

- Initial capitalization-founders' shares issues.
- Investments by outside investors-private offerings; venture capital investments.
- Bank and other institutional borrowing.

Ongoing Operations.

- Business contracts.
- Licensing and royalty arrangements.
- Evaluation of employee vs. independent contractor status.
- Employment and consulting contracts.
- Compensation arrangements,
- Joint venture and other partnering arrangements.
- Real estate based transactions-leasing, purchase and sale.
- Tax and financial reporting.
- Establishment of offshore business activities.
- Insurance issues.
- Privacy issues.
- Document retention.

Regulatory Matters.

- Business Permits and Licenses.
- Health and Safety (OSHA, etc.).
- Energy and Environmental Issues.
- Securities regulation.

Acquisition and Sale of Business.

- Corporate acquisitions and mergers-sale of stock or assets.
- Cross sales between shareholders.



Cessation of Operations.

Foreclosure sales.
Bankruptcy sales.
Corporate liquidation and dissolution.

Special Practice Areas.

Intellectual property-trademark and copyright; licensing.
International transactions.
Financing transactions.
Securities compliance.
Investment advisor registration and compliance.

III. INTERACTION WITH OTHER PRACTICE AREAS

Tax

Address tax consequences resulting from choice of entity, capital structure and specific transactions, including asset and business sales, mergers and reorganizations.

Estate Planning.

Disposition of ownership of stock and business assets. Business succession.
Business charitable gifts.

Family Law.

Business due diligence.
Disposition of stock and other marital business assets. Closely held business issues.

Litigation

Contract disputes.
Employment issues-termination, severance, enforcement of non-compete.
Ownership disputes and corporate divorce.
Intellectual property infringement claims.
Government investigations.