



CORPORATE LAW

The members of our Corporate Law Group are seasoned business attorneys, with the experience to be both practical and creative in helping clients achieve their objectives. Corporate lawyers in our New Jersey and New York offices represent clients in regional, national and international transactions. Our domestic and international clients include Global 500 and other large cap companies, middle market enterprises, emerging growth companies, private investors and experienced entrepreneurs.

Our Corporate Law Group has extensive experience representing clients in a broad range of transactions, including mergers, acquisitions, joint ventures, restructurings, equity investments, debt financings, technology licensing arrangements, outsourcings of business operations and public securities transactions. We also assist enterprises in their daily operations, and advise clients with respect to entity structuring and formation, tax matters, strategic planning, corporate governance, equityholder disputes, compliance, internal investigations and other entity and operational matters.

We take a long-term view of each client relationship, seeking to strengthen and expand them with each matter. We dedicate the appropriate firm resources to meet the needs of our clients.

The following are our particular areas of emphasis:

- Mergers and Acquisitions, Joint Ventures and Private Equity
- Inbound U.S. Investments and Cross-Border Expertise
- Limited Liability Companies and other Closely-Held Entities
- Corporate Finance and Securities
- Technology & Emerging Growth Companies
- Corporate Counseling
- Contracting, Licensing and Outsourcing
- Corporate Governance

Mergers & Acquisitions, Joint Ventures and Private Equity

Our corporate lawyers have significant experience representing sellers, purchasers, equityholder groups, target companies, financial advisors, venture capital and private equity firms and other investors in equity and asset acquisitions and divestitures, mergers, business combinations, leveraged buy-outs, control and non-control investment transactions, joint ventures and strategic alliances. These clients include Global 500 corporations, other large cap companies, middle market enterprises and emerging growth companies in all stages of development.

Our Mergers and Acquisitions (M&A) team concentrates on middle market M&A and joint venture transactions, but represents clients in structuring, negotiating and executing transactions of all magnitudes. Our group of M&A lawyers in New Jersey and New York have successfully closed hundreds of M&A transactions throughout the United States and internationally. Our M&A lawyers have received recognition by *U.S. News & World Report*, the *U.S. Legal 500*, *BTI Consulting Group* and *Superlawyers*.

Often these M&A and joint venture transactions are complex and require input from a number of practice areas. We work closely with our colleagues throughout the firm to provide advice on all facets of a transaction. This includes partnering with: our Tax Group to develop a tax efficient deal structure; our colleagues practicing in government affairs and various regulatory disciplines (such as environmental, energy, insurance, and labor and employment) to navigate the web of federal, State and local regulations; our **intellectual property**, **business litigation**, **securities litigation**, **bankruptcy** and **real estate** colleagues to assist in practically evaluating risks and in protecting the clients' interests in buying and selling particular types of assets and businesses; and our employee benefits colleagues to advise clients on the golden parachute, executive and equity-based compensation and employee benefit plan issues that arise in M&A transactions and other business combinations as well as on a wide range of post-transaction issues related to integration and separation of benefit plans and compensation policies.

For more information on [Riker Danzig's Mergers & Acquisition practice](#), [click here](#) .

Inbound U.S. Investments and Cross-Border Expertise

As the world has become flatter we have advised clients on more cross-border matters. We advise U.S. clients expanding abroad and international clients investing in the U.S.

As our clients increasingly pursue new markets, capital and other business opportunities on a global basis, we remain their trusted advisor. We are expert in U.S. legal issues but also are attuned to the unique approaches and special requirements of non-U.S. clients. For more than 20 years, clients from all over the globe have relied on Riker Danzig for broad-based, efficient and commercially relevant counseling. We have found our experience as a full service firm for middle market clients to be a perfect match for our international clients. We are execution

oriented, responsive, enjoy counseling and act as point persons and champions for our client's legal needs. We do not merely spot legal concerns, we help clients find solutions to achieve their commercial objectives.

Clients from all over the globe rely on Riker to help them structure, analyze tax aspects and finance cross-border transactions, conduct legal due diligence and acquire assets in the U.S. and abroad, restructure debt or effect other reorganizations often involving several jurisdictions, prepare shareholders agreements in the context of joint ventures or closely held businesses. We also assist with matters of corporate governance and compliance (including any necessary U.S. governmental registrations), employee benefits, direct foreign investment, registration, licensing and protection of intellectual property, private equity investment and assistance with negotiations. Riker has extensive experience in counseling foreign companies on setting up U.S. subsidiaries, structuring their U.S. operations, limiting liability and minimizing taxes.

In addition, many of our other practice groups are accustomed to dealing with the special issues that foreign investors have, enabling us to provide comprehensive assistance to foreign companies. For example, our [tax/trust & estates](#) group assists non-U.S. citizens working in the U.S. on tax and estate planning. We also collaborate effectively with our litigators to assist clients with litigation and arbitration proceedings in the U.S., such as administrative and tax proceedings, bankruptcy, corporate and commercial disputes, and disputes involving intellectual property.

Limited Liability Companies and other Closely-Held Entities

We represent numerous closely held businesses and have substantial experience in advising these clients with respect to their unique issues. Our corporate lawyers and tax attorneys regularly counsel these entities in control arrangements and related issues, tax, succession and estate planning, and executive retention through buy/sell agreements, stock option plans, phantom stock plans, voting trusts and other arrangements. Our efforts frequently involve estate planning so that business interests can be transferred to the next generation at minimal tax cost and divided ownership and liquidity problems can be avoided. In addition, we provide tax advice regarding Subchapter S corporations, limited liability companies, disguised dividends, executive compensation alternatives and other tax-sensitive transactions.

For more information on [Riker Danzig's Closely-Held Business practice click here](#).

Corporate Finance and Securities

Our corporate finance lawyers and banking attorneys represent issuers and underwriters in offerings of debt and equity securities, including venture capital transactions, private placements, private investments in public equity transactions, other private equity investments, mezzanine loans, secondary offerings, medium-term note programs,

convertible securities issuances, recapitalizations, and various types of taxable, tax-exempt, secured and unsecured debt financings. We often serve as U.S. and global coordination counsel on complicated reorganizations involving multiple jurisdictions, as well as post-acquisition integration and other types of restructuring. Riker also represents financial institutions and borrowers in virtually every type of financing transaction.

Our extensive debt financing experience includes traditional inventory and receivables lending, other asset-based lending, real estate lending, term loans, lines of credit, project financing, construction loans, mortgage warehousing, pass through financing, and commercial paper. These financings have utilized letters of credit and other credit enhancement devices, complex pricing and yield/cost protection provisions, warrants and other equity kickers and a wide range of collateral, including real estate, securities, general partnership interests, intellectual property, contract rights, aircraft, ships, and petroleum, natural gas, coalbed methane and other minerals and commodities. We assist in structuring transactions, managing and conducting due diligence, and drafting and negotiating all necessary transaction documentation.

Our Corporate Finance lawyers are available to assist clients in each step of the capital formation process. We represent clients in raising equity or obtaining financing at various stages of development. With respect to new ventures, we have vetted business plans and have been involved with angel financings. For more mature ventures, we have negotiated second and additional round financings from private sources and strategic and financial investors in the U.S. and abroad.

Technology & Emerging Growth Companies

Early stage companies require corporate lawyers who are able to provide comprehensive, practical and cost-effective legal advice. We routinely advise businesses in connection with entity formation, protecting their intellectual property, raising seed money, structuring subsequent rounds of debt and equity financing and pursuing exit strategies. In addition, together with our colleagues in other practice groups, we help clients anticipate and navigate through the wide-variety of legal issues that may confront operating companies.

We are regularly involved in drafting and negotiating technology-related agreements, including software licenses and development agreements, ASP/SaaS agreements, content development and hosting agreements and master technology services agreements. We also advise clients on proposed online ventures, including social networking, blogging and related technologies. Our client base ranges from innovative start-up companies to large corporations that have been licensing their products for many years on an international basis.

Corporate Counseling

The Corporate Law Group counsels clients on day-to-day legal problems arising from their operations. We assist in

formulating internal procedures and training programs to anticipate potential problems and minimize liability.

Our work in the area of corporate counseling includes the following:

- *Compliance Programs* – we assist in the review and development of transactions, operations and procedures for compliance with legal requirements, including those imposed by consumer protection, environmental and labor laws as well as the Sarbanes-Oxley Act;
- *Intellectual Property and Management* – we assist in developing procedures to protect trade secrets and other intellectual property, and obtain, enforce and defend patents, copyrights, trademarks and service marks, as well as assisting clients with the management and commercial and financial actualization of their intellectual property assets;
- *Marketing Practices* – we review sales and marketing programs and techniques, including distribution and pricing arrangements, contests and sweepstakes, and online and offline advertising, as well as compliance with applicable regulatory schemes;
- *Employment Practices* – we help design personnel and executive compensation policies, the preparation of handbooks, the designing and documenting of incentive compensation arrangements and the drafting and negotiation of employment and consulting agreements; and
- *General Counsel* – for smaller clients, we sometimes act as outside general counsel – fielding day-to-day legal issues and helping our clients develop a systematic approach to its legal concerns

Contracting, Licensing and Outsourcing

The members of our Corporate Law Group have extensive experience in all phases of commercial contract (i) risk analysis, (ii) drafting, (iii) negotiation and (iv) dispute resolution.

We assist many clients with respect to various types of domestic and international commercial arrangements involving a range of documentation from highly complex transaction agreements to basic purchase orders, terms and conditions, warranties and other ordinary course instruments and forms. In addition to representing clients in one-off commercial contracting matters, we have assisted clients in the development and implementation of contracting systems, including the creation of master contracting forms and utilization protocols and the training of personnel in their use and negotiation.

We also represent service providers in creating models, strategies, applications and systems by which they make available outsourcing services in a wide range of industries, including transportation, logistics, technology, health care, pharmaceutical marketing and energy. Our attorneys have extensive experience representing customers and service providers in connection with a variety of transactions, ranging from simple services agreements to complex multi-jurisdictional outsourcing arrangements.

Corporate Governance

Our Corporate Law Group is often retained to address critical corporate governance and fiduciary duty issues. In this area, we typically advise clients with respect to:

- Board of directors and board committee meetings under special circumstances, such as extraordinary transactions, dissident board members, conflicts of interest, disputes, financial irregularities and internal investigations
- The fiduciary duties of officers, directors and controlling shareholders
- Annual and special shareholder meetings
- Proxy contests
- Equityholder and board of director deadlocks and corporate dissolution
- Majority/minority equityholder disputes
- Impact of the Sarbanes-Oxley Act, including the development of principles for determining director independence, policies regarding director conflicts of interests, committee charters, and procedures for meetings of committees and non-management directors
- Shareholder agreements/voting agreements/operating agreements

Headquarters Plaza, One Speedwell Avenue, Morristown, New Jersey 07962-1981 • t: 973.538.0800 f: 973.538.1984

50 West State Street, Suite 1010, Trenton, New Jersey 08608-1220 • t: 609.396.2121 f: 609.396.4578

500 Fifth Avenue, New York, New York 10110 • t: 212.302.6574 f: 212.302.6628

399 Knollwood Road, Suite 201, White Plains, NY 10603 • t: 914.539.3360 f: 914.539.3361

www.riker.com