

Clients seek the counsel of the Theodora Oringher Corporate and Transactional Practice Group on a variety of corporate, transactional, and general business matters, including:

- › **Business Formation.** Formation of various business organizations such as corporations, partnerships, limited liability companies, nonprofit corporations, unincorporated associations, and others, including preparation of complex shareholder, partnership and operating agreements to define the various interest holders' governance and distribution rights and to establish an orderly process in the event of departure from the enterprise or termination of the business.
- › **Start-Ups.** Early stage start-up and organization of businesses, including preparation of management, consulting, and employment arrangements and agreements, intellectual property licensing agreements, and employee/management incentive plans; and setting up subsidiaries.
- › **Finance.** Capital raises, financing and lending arrangements, and traditional and unique investment relationships.
- › **Transactions.** Mergers, acquisitions and disposals (asset or stock sale; spinoffs), including pre-transaction corporate clean up; pre-transaction planning and restructuring, including identifying and setting up optimum corporate structure, identifying assets, liabilities, employees, contractors and other items that have to be moved, kept or shared; establishing post-split agreements between existing and spun-off businesses; due diligence investigation of target entities involved to identify assets, liabilities, contracts, licenses, and employees; and post-transaction integration such as preparation of interim management and sale and lease-back agreements.
- › **Securities Reporting.** Compliance and reporting under federal and state securities laws, including preparation and filing of offering documents, proxy statements, periodic reports and other public filings.
- › **Business Operations.** Trademark, copyright, and trade secret protection; vendor, distributor and licensor relationships; real estate purchase, sale, leasing, and financing; structuring strategic relationships to maximize business potential; employer policies, employment agreements, incentive agreements, and separation agreements; business and industry licensing and compliance; and general business contracting.
- › **Organization Operations.** Addressing corporate governance issues; corporate housekeeping; owner buy-outs and dissociations; new owner buy-ins; company reorganizations; and dissolutions.

The Corporate and Transactional Practice Group serves clients in various industries including:

- › Healthcare
- › Entertainment
- › Finance
- › Real Estate
- › Retail
- › Restaurants and Hospitality
- › Cannabis
- › Merchandising
- › Manufacturing
- › Other Service Industries

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