



Business Transactions

360°

Morris Polich & Purdy provides a broad range of services and advice on business matters, including corporate, securities, financing, real estate and international business transactions.

Our Clients

Our transactional lawyers provide a wealth of legal expertise to clients in a variety of industries, including: manufacturing, aerospace, banking, entertainment and media, real estate, retail chains, restaurants, sports, apparel, health care and insurance. We represent domestic and international businesses ranging from family businesses to Fortune 100 companies.

Our Approach

Our goal is to provide our clients with attorneys who have both the specialized skills needed to deal with particular problems, as well as a general expertise and experience in all types of business matters. The breadth of our experience enhances our value to clients both as advisors and as integral members of the client's team. It also encourages clients to establish personal relationships with, and obtain sophisticated legal advice from, one or two primary attorneys on a broad range of business problems.

AN OVERVIEW OF OUR PRACTICE

Business Counseling

Together with our employment and environmental attorneys, we provide counsel on the diverse problems faced by business, professional and non-profit clients. Our attorneys have served as outside general counsel for a number of companies. In this role, they have extensive expertise in counseling clients through the growth phase of their businesses and in the coordination of all legal affairs, including negotiating agreements with financing sources, customers, suppliers and employees, as well as protecting and exploiting intellectual property. This experience enables them to quickly understand our clients' business and industries, as well as to proactively prevent unforeseen problems and costly litigation.

Mergers & Acquisitions

Our attorneys have represented numerous domestic and international clients in acquisitions and dispositions of their businesses. These transactions have been structured as stock or asset purchases, mergers, tender offers or joint ventures and have involved public and private companies which operate in a variety of industries.

Commercial Financing

We have extensive experience representing borrowers and lenders in secured and unsecured financings, including: lines of credit, asset based financing, factoring and similar credit facilities, project financings for projects and acquisitions.

Licensing

We assist our clients in all aspects of implementing a licensing or merchandising program from start to finish, including exploiting ancillary properties and the protection and enforcement of trademark and other proprietary rights.

Real Estate

We are active in the residential, industrial and commercial real estate fields and have been involved in major projects throughout the United States. Our attorneys not only represent buyers and sellers, but also design professionals, developers, contractors and material suppliers. We are experts in all aspects of the acquisition, development, leasing and financing of real property, including the syndication of real property investments and the formation of joint ventures. For many years, we have represented public entities in the acquisition of private property for a public use, and in the defense of 'takings' claims derived from the actions of public entities. We also have substantial experience in the representation of community associations, ranging from CC&R interpretation and enforcement, to contract review.

A CROSS SECTION OF OUR EXPERIENCE

Mergers and Acquisitions

- Represented an aerospace company in its acquisitions of several aerospace and defense manufacturers
- Represented major entertainment companies in their acquisitions of record labels and publishing companies
- Represented the owner of laser disc technology in its sale to a leading electronics manufacturer
- Represented the bidder in a failed attempt at hostile takeover of a large hotel chain
- Represented a completion bond company in its sale to a large insurance company
- Represented an aerospace manufacturer in acquiring the exclusive license for fiber laminate patents from an aluminum company
- Represented a motion picture producer and distributor in the acquisition out of bankruptcy of a chain of theaters. The company went public as a result of this transaction

Securities Offerings

- Represented an entertainment company in its issuance of \$200,000,000 in convertible subordinated debentures
- Represented several entertainment companies in their initial and subsequent public offerings
- Represented a regional bank in its offering of senior subordinated debentures and in the private offering of preferred stock
- Represented an oil company in its public and private offerings of securities

Joint Ventures

- Represented an aviation repair station in the formation of a joint venture with a European airline to establish a repair facility in Malaysia
- Represented an aerospace manufacturer in the formation of a joint venture to certify and manufacture noise reduction hardware for Boeing 737 aircraft
- Represented a record company in the formation of a partnership with an investment bank, as well as that partnership's subsequent acquisition of the assets of a major record label
- Represented a concert promotion company in the formation of a joint venture to promote concerts in several cities
- Represented a television production company in joint ventures with producers to produce television programs

Financings

- Represented numerous companies in obtaining bank financing and credit facilities
- Represented a record label in obtaining \$30,000,000 in bank financing
- Represented a theme park operator in obtaining a \$275,000,000 credit facility



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