



# **CORPORATE TRANSACTIONS**

**360°**

## AN OVERVIEW OF OUR PRACTICE

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**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 lawyers represent domestic and international businesses, ranging from family-owned small businesses to Fortune 100 companies, in a broad range of industries including: apparel, aviation, banking, entertainment, food and beverage, health care, high-tech, insurance, internet services, manufacturing, media and public relations, real estate development and services, restaurants and retail chains.

### **Our Approach**

Our goal is to provide our clients with both the specialized legal skills needed to deal with particular problems and a high level of experience in business transactions and management issues. Our combination of expertise and experience increases our value to clients both as advisors and as integral members of their business team.

## AN OVERVIEW OF OUR PRACTICE (CONTINUED)

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### Business Counseling

Our attorneys have served as both in-house and outside general counsel for a number of companies, and intuitively understand the management perspective and the need for practical solutions. As a result, we have extensive expertise in counseling clients through the growth phase of their businesses and in the coordination of all legal affairs, including negotiations with customers, senior and lower-level employees, investors, lenders, and suppliers. We seek to understand our clients' industries and their specific business needs, and to prevent unforeseen problems and costly litigation cases.

### Mergers & Acquisitions

We represent our domestic and international clients in all aspects of their merger and acquisition transactions, including:

- Pre-transaction planning such as environmental exposure analysis, financial and organizational review, document preparation, and, where requested, coaching key officers and employees
- Preparing and reviewing letters of interest and/or intent, including non-disclosure, "no-shop," and "go-shop" provisions
- Assisting in the conduct of auctions and private negotiations
- Management of ownership and interest groups such as shareholders and employees
- Assistance with state and federal regulations such as the WARN and Hart-Scott-Rodino Acts
- Closing and post-closing issues, including related public announcements and confidentiality concerns

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## Financing

We have extensive experience in assisting enterprise growth and development through a broad range of financing alternatives. We advise our clients with respect to:

- Secured and unsecured financings, including term loans, lines of credit, asset based financings, factoring and similar credit facilities
- Transaction-related financings in connection with strategic transactions such as mergers and asset acquisitions
- Direct private "Angel" and later round investments by single individuals and entities
- Domestic and multi-state public debt and equity offerings

## Licensing

Morris Polich & Purdy assists our clients in all aspects of implementing, licensing, and merchandising programs, including preparing and enforcing licensing agreements, avoiding inadvertent franchisor status, 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. We not only represent buyers and sellers, but also design professionals, developers, contractors, suppliers of construction material, and real estate service providers. 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

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### Mergers & Acquisitions

We have represented the following parties in proposed and actual merger and acquisition transactions:

- An aerospace company in its acquisitions of several aerospace and defense manufacturers
- An aircraft manufacturer in acquiring the exclusive license for fiber laminate patents from an aluminum company
- 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
- Major entertainment companies in their acquisitions of record labels and publishing companies
- The owner of laser disc technology in its acquisition by a leading electronics manufacturer
- A U.S. based software company with an extensive U.S. and international client base in its acquisition by a large multinational publishing firm

- A completion bond company in its acquisition by a large insurance company
- The bidder in an (ultimately unsuccessful) attempt at hostile takeover of a large hotel chain
- A U.S. based lighting equipment manufacturing company in its negotiations with a potential acquirer

### Securities Offerings

We have represented the following clients in significant securities transactions:

- An entertainment company in its issuance of \$200 million in convertible subordinated debentures
- Several entertainment companies in their initial and subsequent public offerings
- A regional bank in its offering of senior subordinated debentures and in the private offering of preferred stock
- An oil company in its public and private offerings of securities

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## Joint Ventures

We have represented the following clients in U.S. and international joint venture transactions:

- An aviation repair station in the formation of a joint venture with a European airline to establish a repair facility in Malaysia
- An aerospace manufacturer in the formation of a joint venture to certify and manufacture noise reduction hardware for Boeing 737 aircraft
- 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
- A concert promotion company in the formation of a joint venture to promote concerts in several cities
- A television production company in joint ventures with producers to produce television programs

## Financings

We have represented the following clients in California and multistate financing transactions:

- Numerous companies in obtaining bank financing and credit facilities
- A record label in obtaining \$30 million in bank financing
- A theme park operator in obtaining a \$275 million credit facility



**Morris  
Polich &  
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