

CORPORATE AND BUSINESS LAW PRACTICE

MELTZER, LIPPE, GOLDSTEIN & BREITSTONE, LLP

Why do you need a Business Lawyer?

Each day business owners and their management teams are faced with new opportunities and challenges. With these opportunities and challenges come questions such as:

- How do I prepare to sell my business?
- I want to buy another company. Should I buy assets or stock?
- What is the most tax efficient way to give equity to employees?
- Is our proprietary information protected?
- How much of the company will I need to give to investors when I raise capital?
- The bank wants a security interest in all of my assets. Should I give it to them?
- Why do I need a shareholders' agreement?
- How does Sarbanes-Oxley impact the company?

A good business lawyer helps clients analyze questions like these in the context of their unique circumstances and helps them assess and measure the risks and rewards of choices. A great business lawyer offers something else. We call that "something else" The Meltzer Lippe Business Advantage.

Why should you want a Meltzer Lippe Business Lawyer?

The answer is found in our team of readily available, experienced business lawyers who have dealt with these questions, and many others, before. Our clients can pick up the phone or send us an email and get prompt answers to questions when needed. They feel confident that we will help them understand how the next step taken will impact them and their company today and tomorrow.

We asked our clients what makes us different from other lawyers and they told us.

The owner of a technology business told us that this was the first time he ever felt like his attorney understood his business and was actually looking out for his best interests. In the past, this business owner had to oversee his attorney, feeling the need to supervise his attorney's discussions and documents to make sure the attorney had covered all the points important to the client – especially those that required financial understanding and financial statement savvy. When he talked to us about "cash flow" he didn't get a blank stare back, he got a discussion. This client described the Meltzer Lippe way of practicing law as "refreshing" and told us we lessened his fears.

Why should you want The Meltzer Lippe Business Advantage?

The Meltzer Lippe Business Advantage means our lawyers go the extra mile for you. We make your challenges our challenges. We know that our success can only be measured by the success of our clients.

Our clients tell us it is the depth of knowledge and the broad base of experiences held by our team of business lawyers, that sets us apart.

For example:

- Most of our lawyers graduated from top universities and were trained at large, prominent international law firms.
- In addition to having a solid legal background, some of our lawyers have earned advanced business degrees, others have owned and operated businesses and still others have done both.
- Applying this practical experience, our lawyers help clients balance legal and other aspects of the multi-faceted issues faced by them and their businesses every day.
- We understand your day-to-day operations from the legal, financial and tax perspective, and we help you find solutions that make sense in real life - not just in legal theory.

Here is how the CEO of a company we represented in the purchase of a business, described how he benefited from “The Meltzer Lippe Business Advantage” during the transaction.

“When I entered into this transaction, because I had never done this before, I didn’t understand all the complexities and issues that would arise throughout the process. Meltzer Lippe has vast experience with corporate transactions. They also understand finances and the business arena. They understood the process and kept me one step ahead throughout so there were no surprises. Meltzer Lippe’s focus was on getting the deal done. They have the creative ability to think things through and find solutions to problems that might otherwise have derailed the deal. And, these were not easy roadblocks to overcome. But, Meltzer Lippe’s corporate lawyers found innovative solutions that were not only good for me; they also worked for the other side. I was happy with the service, the outcome and the deal. I was even happy with their bill.”

When you retain the Meltzer Lippe Corporate and Business Law team you get the advantage of having one law firm with the resources to handle the broad range of issues concerning you and your business. Our business lawyers work hand-in-hand with our tax lawyers who are renowned leaders in structuring and utilizing creative, sophisticated and effective tax planning and analysis, allowing you to fully leverage positions, minimize taxes and maximize net returns. Our business lawyers can also access our other practice groups – such as our Commercial Real Estate, Trusts and Estates and Litigation departments, when your business needs require these services.

THE MELTZER LIPPE BUSINESS ADVANTAGE MEANS:

We Will...

Be there for you from the day you start your company until the day you exit.

Be the catalysts and the creative thinkers who work with you to find solutions to overcome roadblocks and obstacles inherent in your business. We raise the issues you need to know. But we don't stop there. We help you find practical solutions that make your goals reality.

Advise strategically. Our job is to think through the immediate and long term impacts of the matter at hand. You will feel comfortable and confident that we've got you covered.

Take the time to understand your business. Understanding your business environment helps us to understand what's in your best interest. We take time to understand your business and transaction, raising issues you might not see and finding solutions that work.

Treat your interests as our own. Time and again our clients tell us they feel we protect their interests in ways they would not have thought of. We don't just advocate for you. We advocate because of you.

Tell it like it is. Sometimes the best advice is not what you want to hear. You may have to give a little to get a little. You may have to walk away. We will be straightforward and honest when advising you.

Be a team player and a team leader. We have tremendous respect for other professionals and the role they play in your business. We also have a vast network of professionals who we can call upon on your behalf. We will work as part of the team or take the lead. You decide and we will do our part to make your transaction work.

We Will Not...

Be an impediment to getting your deal done.

Leave you searching for solutions. We will not only identify the issues but also go one step beyond to help you find the solutions to your particular situation.

Provide legal advice in a vacuum. We will anticipate the potential pitfalls you face but ground them in reality. We will guide you through the life cycle of your transaction so you are ready for the expected and unexpected.

Lose perspective. We keep in mind that your most important goal is getting your transaction completed. We protect your interests, advocate your position and get you across the finish line. You will not lose the deal because we have lost perspective.

Our Corporate and Business Lawyers Help You:

- Properly analyze the risks and rewards inherent in every transaction
- Answer the questions that come up on a daily basis
- Anticipate circumstances and identify issues important to your transaction
- Find solutions that meet your needs
- Skillfully negotiate and execute deals
- Structure business agreements and transactions strategically, creatively and effectively for owners, executives, shareholders, investors and their families
- Finance, operate and grow your business
- Determine the most tax efficient way to structure agreements and transactions
- Comply with rules and other regulatory requirements that apply to your business

We Represent:

- Public and private companies ranging from start-ups to Fortune 500 corporations
- Partnerships, limited liability companies and joint ventures
- Institutional lenders and borrowers
- Angel financiers and venture capital firms
- Corporate Boards of Directors
- Audit, compensation and special Board committees
- Not-for-profit corporations
- Foreign companies
- Family owned businesses
- Hedge funds
- Private equity funds
- Health care companies

We Provide Counsel On:

- Buying and selling businesses
- Borrowing and lending money
- Investing in businesses
- Negotiating contracts for licensing, distribution, franchising and employment matters
- Creating and structuring corporations, partnerships, limited liability companies and joint ventures
- Securities offerings
- Complying with regulatory requirements
- Executive compensation
- E-Commerce
- Asset-based lending and acquisition financing
- Sales of family owned businesses
- Management buyouts

To learn more about our firm, our practice areas and how we can add value as a member of your team, visit our web site at www.meltzerlippe.com or call us.



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