

Corporate

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The Corporate Group at Levenfeld Pearlstein represents business owners, investors, and organizations ranging from mid-sized, entrepreneur-operated companies to large national and global companies. Our lawyers provide day-to-day general counseling to help clients understand and solve complex legal, tax, and business issues at every stage of representation.

We strive to understand your business and risk thresholds so we can be an active participant in satisfying your legal needs and, when possible, anticipate those needs as part of our role as legal counselor. We understand the need for responsive counseling, quality representation, and practical solutions to legal, tax, and business concerns. Our ability to effectively manage the legal concerns that arise in any business depends upon our adherence to providing timely, focused, and effective solutions.

We pride ourselves on providing practical advice, market knowledge and unparalleled client service, and we are committed to adding value and efficiency to your business. Our experience crosses multiple industries and jurisdictions.

We provide tailored legal counsel and add value by:

- Providing practical business advice and focusing on the client's business objectives.
- Knowing the market for deal terms to help our client focus on the appropriate issues and obtain the highest value on the sale of a business or a better deal when buying a business.
- Making introductions to other service providers, potential employees, and investors in order to improve the client's business.
- Working within budgets that are created after a detailed discussion to identify the scope of the project.
- Utilizing proprietary project management tools to increase efficiencies and opportunities for

greater cost savings and better execution.

Our focus is on building a business relationship with you as your trusted strategic advisors, not just as your lawyers. We use our extensive experience with advising business organizations, and their owners and investors, to serve as a valuable resource for your team on legal matters and to help make your life easier. Our attorneys seek to understand your business and industry inside and out, seeking legal solutions that support your long-term business strategy as well as short-term needs. Our attorneys are not afraid to tell you their opinion and give practical business advice. We look to solve problems, not just identify them.

For a one-page summary of LP's Corporate Practice Group, [click here](#).

General Corporate Counseling

The corporate attorneys at Levenfeld Pearlstein act as counselors to our clients by providing legal advice that helps focus and facilitate sound business decisions. We take steps to understand your business and the relationships that affect it so our advice is meaningful and complete, and we assist you in developing strategies to minimize your risk and help you to align your corporate and business goals within your industry.

We are often asked to act as general counsel for our clients and advise management, directors, and owners about the full range of legal and regulatory issues facing them in their industries. In this role, we offer our clients advice and counseling regarding corporate governance and compliance; terms of commercial contracts, including services agreements, joint venture agreements, vendor/supplier agreements, and reseller agreements; and employment, intellectual property, financing, and tax law issues.

Whether your question involves relationships with third parties, such as customers or vendors, the preparation of employment agreements, the protection of intellectual property, or any number of day-to-day issues, we will provide the necessary guidance to move your business forward.

Mergers & Acquisitions

Levenfeld Pearlstein's Corporate Group focuses on achieving optimal results for clients in the M&A context, working to get the deal done without losing focus on your goals. We pride ourselves on providing practical market-based advice, innovative solutions, an unparalleled commitment, and the subject matter expertise of our other practice groups, to ensure transactions are completed on your schedule and terms.

The group represents strategic buyers and sellers, private equity funds and their portfolio companies,

hedge funds, family offices, high-net-worth individuals, independent sponsors, and sophisticated private investors in various types of M&A transactions. We have transaction experience in numerous industries and jurisdictions.

Capital Raising

The offering of debt or equity interests requires astute judgment regarding what facts need to be disclosed in the offering materials in order to provide protections for offering sponsors. We regularly advise financial sponsors, entrepreneurs, and privately held companies in structuring their relationships with investors and business partners. In this role, we develop appropriate entity structures and prepare private placement memoranda, subscription agreements, and "accredited investor" documentation. We also provide advice on compliance with SEC rules and regulations and state securities laws and handle all necessary filings and other securities law compliance-related documentation.

Business Formation and Strategic Planning

We work with clients to convert their business ideas into practical realities. Whether assisting our clients in selecting the right business entity to form, planning and structuring their business entity, creating a business plan to seek funding for a start-up venture, acquisition or merger, or restructuring parent and subsidiary ownership structures, we give practical business and legal advice for all phases of a business entity's life cycle. We also work to prepare all of the necessary documentation to properly form the corporations, LLCs, and other entities chosen to operate the business, and we have developed an internally-managed database to help clients track filing deadlines and maintain the entity in good standing once it is formed.

Niche Practice Areas

Several of the attorneys in the Levenfeld Pearlstein Corporate Group are nationally recognized for their unique knowledge and experience in the following areas:

ESOPs

We have extensive experience in the legal and financial issues involved in the formation and administration of Employee Stock Ownership Plans (ESOPs), and we have represented clients throughout the United States in various aspects of ESOP transactions. Our ESOP Services Practice regularly works with owners who desire to sell their business to an ESOP to fully realize preferential tax benefits available to ESOP-owned companies and is skilled in assisting ESOP companies comply

with the complex laws and regulations involved in the administration of their plans. Our attorneys also represent ESOP fiduciaries in various types of transactions involving ESOPs, including acquisitions and divestitures involving the plan sponsor and ESOP termination, and we work with various banking institutions and alternative lenders in financing transactions involving ESOP-owned companies.

Real Estate Joint Ventures

Our corporate and tax attorneys, in collaboration with members of our Chambers-Rated Real Estate Group, assist clients with complex real estate joint ventures, whether it be for single projects or long-term relationships. We collaborate to analyze the many facets of these projects, including tax advantages, pre-empting competition, efficiency in the marketplace, outsourcing, and market diversification. We also review conflicting corporate cultures, differing philosophies, and financial strength of the joint venture parties to find common ground to make the deal run smoothly after closing.

Accounting Firms

We represent accounting firms in mergers and acquisitions, including in over fifty transactions in the last several years. We have also prepared dozens of accounting firm partnership agreements, and we use this knowledge to guide firms in the preparation of their partnership agreements. In addition, we advise managing partners and HR directors on the management of employees and professionals, including preparation and enforcement of employment agreements and non-competition covenants.

Click [here](#) to view our collection of resources for accounting firms and the people who run them.

Insurance Brokerage

We have one of the nation's most active practices that focuses on insurance brokerage transactions, including traditional M&A (both buy-side and sell-side), capital raises, and internal perpetuation. Our clients include private equity-backed national insurance agencies, along with regional and specialty insurance agencies. We maintain close relationships with leading insurance brokerage M&A intermediaries and are regularly engaged to serve as sell-side M&A counsel to insurance agencies and their owners. Relying on our deep industry knowledge and understanding of market terms, our lawyers have closed more than 500 insurance brokerage transactions.

Private Equity

We represent private equity funds, independent sponsors, family offices, and other investors throughout the investment lifecycle: from initial acquisition and investment to add-on acquisitions/follow-on investments, to recapitalization or sale. Our experience includes leveraged buyouts, growth equity/minority investments, mezzanine and preferred equity, and venture capital investments.

We work collaboratively across practice groups with specialists experienced in corporate, tax, debt financing, labor and employment, ERISA, executive compensation and employee benefits, intellectual property, real estate, estate planning, bankruptcy litigation and other disciplines that are directly relevant to the deal.

Litigation Finance

We are one of the nation's leading providers of transactional services in the burgeoning area of litigation finance. We represent prominent litigation finance firms, hedge funds, and other investors in entering into single-case financing transactions with plaintiffs, as well as financing transactions with law firms that are collateralized by pools of contingency fee matters ("portfolio transactions") or, alternatively, all assets. We also represent plaintiffs and law firms in such transactions, which when combined with our extensive experience on behalf of investors, has given us a uniquely strong understanding of "market" terms for the industry. Whether we are representing the capital provider or capital recipient, this understanding is foundational to a skillful negotiation and efficient transactional process.

Cannabis

When it comes to the cannabis industry, it is important to have legal counsel who understands the complexities and nuances of this regulated industry. We have experience representing cannabis operators on matters ranging from organizational structuring and corporate governance, to capital raising, real estate leasing and acquisition, mergers and acquisitions, strategic partnerships, licensing and branding agreements, manufacturing and supply agreements, and other business matters.