

# Corporate

## Strategic and practical advice for businesses of all kinds.

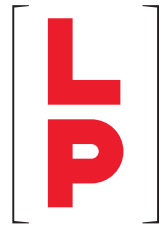
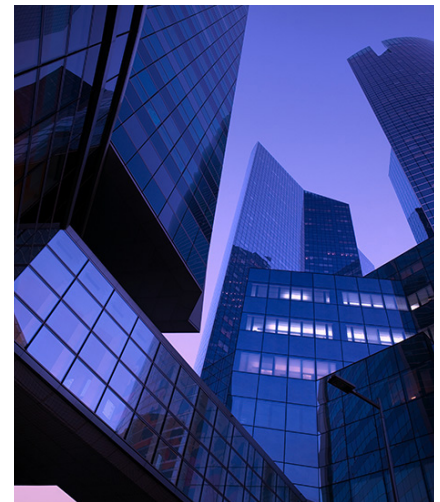
Our Corporate Group represents business owners, investors, and organizations ranging from mid-sized, entrepreneur-operated companies to large national and global companies.

We strive to understand your business and risk thresholds so we can be active participants in anticipating and satisfying your legal needs. Our lawyers provide day-to-day general counsel to help clients understand and solve complex legal, tax, and business issues at every stage of representation.

We provide tailored legal counsel and add value by:

- Knowing the market for deal terms to help clients 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
- Working within budgets after a detailed discussion to identify the scope of the project
- Using proprietary project management tools to increase efficiencies and opportunities for greater cost savings and better execution

We work to understand your business and industry inside and out, implementing legal solutions that support your long-term business strategy as well as short-term needs.



Levenfeld  
Pearlstein

“When it comes to setting the foundation for building your business, there are a number of firms that talk a good game, but [LP] helps you make it happen.”

—Corporate client

### ACCOUNTING FIRMS

We represent accounting firms in mergers and acquisitions, including in over 100 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. View our [collection of resources for accounting firms](#) and the people who run them.

## **AI AND TECHNOLOGY**

We leverage a [multidisciplinary team](#) at the forefront of AI, GenAI, and similar technologies – both established and emerging. We combine our deep industry experience with focused legal knowledge of the transactional, litigation, intellectual property, information technology, employment, cybersecurity, and data privacy issues that come into play when adopting these technologies. [Click here to learn more.](#)

## **BUSINESS FORMATION & STRATEGIC PLANNING**

We work with clients to convert their business ideas into practical realities. We assist clients in:

- Selecting the right business entity to form
- Planning and structuring business entities
- Creating business plans
- Seeking funding for a start-up venture, acquisition, or merger
- Restructuring parent and subsidiary ownership structures

In all these matters, 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.

## **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.

## **CAPITAL RAISING**

The offering of debt or equity interests requires astute judgment regarding what facts need to be disclosed in the offering materials. 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.

## **DATA PRIVACY AND CYBERSECURITY**

Our data privacy and cybersecurity attorneys understand the critical importance of managing and protecting your data. Our multidisciplinary team leverages its experience in transactions, litigation, compliance, and risk management to advise clients on the evolving web of data privacy and cybersecurity issues. We partner with clients to conduct privacy assessments, advise on compliance with statutory, regulatory, and contractual requirements, conduct insurance evaluations, and counsel on best practices regarding the lifecycle of data management. We also guide clients in developing and

implementing comprehensive information security and data privacy programs that address their specific business needs, goals, and risks. In the event of a data security incident, we help clients respond swiftly and appropriately to minimize the risk of business and legal repercussions.

## **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. We are skilled in helping 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. Click [here](#) for more information.

## **FOOD AND BEVERAGE**

Our Food and Beverage team is dedicated to providing comprehensive legal and business support to clients in the food and beverage industry. We understand the unique challenges and opportunities that this dynamic sector presents, and we are committed to helping our clients navigate them successfully. Our team of experienced professionals offers a wide range of services to clients in the food and beverage industry and beyond, including:

- Corporate Transactions
- Supply Chain Management
- Intellectual Property Protection
- Litigation and Dispute Resolution
- Employment and Labor Law

Click [here](#) to learn more.

## **GENERAL CORPORATE COUNSELING**

Our corporate attorneys provide 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 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 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. Click [here](#) to learn more.

## **INDEPENDENT SPONSORS**

Our multi-disciplinary team has extensive experience in structuring, negotiating and executing all aspects of independent sponsor transactions and beyond. We collaboratively work across multiple practice areas—M&A, corporate, securities, tax, banking and finance, employment, real estate, regulatory compliance, restructuring, and more—to ensure that our sponsor clients have access to well-rounded, high-caliber legal advice at every stage of their transactions and throughout their portfolio. Click [here](#) to learn more.

## **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. Click [here](#) to learn more.

## **LAW FIRMS**

We represent law firms with respect to a variety of needs, including their partnership agreements, financing arrangements, and strategic transactions. Our experience in the legal industry includes acting as transactional counsel for law firm mergers and acquisitions, including those that implement a managed services organization (“MSO”) structure. Click [here](#) to learn more.

## **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.

## **MERGERS & ACQUISITIONS**

LP'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 provide practical market-based advice, innovative solutions, and the deep experience of our other practice groups to ensure transactions are completed on your schedule and terms. We have transaction experience in numerous industries and jurisdictions.

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. [LP's M&A Overview](#)

## **MODERN ATHLETES**

Success for today's athletes depends on a strong, coordinated team—and that includes legal counsel. At LP, we work seamlessly with agents, financial advisors, accountants, and staff to ensure everyone is aligned and moving toward the same goal. We stay in our lane, play our role, and execute with excellence. Click [here](#) to learn more.

## **PRIVATE EQUITY**

We represent private equity funds, independent sponsors, family offices, and other investors in all aspects of their business. Our cross-disciplinary team of attorneys advises clients on fund structuring and formation, platform and add-on acquisitions/follow-on investments, recapitalizations, and sale transactions. Our experience includes leveraged buyouts, growth equity/minority investments, mezzanine and preferred equity, and venture capital investments. We stay involved throughout the investment lifecycle and counsel our clients every step of the way. Click [here](#) to learn more.

## **REAL ESTATE JOINT VENTURES**

Our corporate and tax attorneys, in collaboration with members of our Chambers-ranked 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.

## **RESTRUCTURING**

LP's Corporate Practice Group has deep experience in all facets of in-court and out-of-court restructurings and workouts. Our attorneys have led engagements across the United States and internationally. Our prominent restructuring attorneys are keenly familiar with the market and strategic options, and maintain a vast network of connections, thereby enabling us to provide tailored advice that achieves unprecedented results in an efficient and cost-effective manner.

## **TROUBLED COMPANIES**

We regularly help distressed businesses manage their financial and legal challenges. We are well versed in the Bankruptcy Code as well as bankruptcy alternatives, including assignments for the benefit of creditors, "friendly" foreclosures, and orderly liquidations.

After identifying the goal, we work with our clients to achieve the most cost-effective way to meet that goal. We facilitate communications with creditors to, hopefully, reach a compromise without the need for a costly dispute resolution process. If needed, however, we are well-equipped to advocate for our client's position in court when it is appropriate. We have successfully litigated numerous bankruptcy issues, including cash collateral and adequate protection disputes, post-petition financing contests, automatic stay disputes, and contested confirmation hearings.

## SECURED LENDERS

We have a long history of protecting lenders' interests when their loans go into default. We work with our lenders to determine the best way to get repaid, including:

- Insolvency/Restructuring: Chapter 7/Chapter 11
  - Debtor-In-Possession Financing
  - Cash Collateral
  - Section 363 Sales/Credit Bid
  - Plan/Disclosure Statement
  - Automatic Stay
- Assignments for the Benefit of Creditors
- Receiverships
- UCC Sale/Disposition (consensual and non-consensual)
- Deeds in Lieu of Foreclosure
- Dissolution/Sale
- Forbearance/Amendments
- Litigation
  - Note/Guaranty Actions
  - Commercial Foreclosure
  - Commercial Evictions
  - Replevin/Detinue
- Note sales and purchases
- Agriculture-Specific Options (agricultural and farm leases, agricultural and timber property acquisition and disposition)

## UNSECURED CREDITORS AND CREDITOR COMMITTEES

Our nationwide creditor practice has represented the following in bankruptcy and other litigation cases around the country:

- Commercial landlords when their tenants breach their leases
- Trade creditors in myriad matters related to the extension of credit and collection of monies owed
- Official Committees of Unsecured Creditors
- Defendants in preference and fraudulent conveyance actions

## FIDUCIARIES

We have significant experience representing and advising assignees, receivers, liquidating trusts, bankruptcy trustees, and boards of directors of troubled companies.

## ASSET PURCHASERS AND NOTE DISPOSITIONS

One of our core strengths is representing sophisticated purchasers, including private equity and hedge funds, in acquisitions of distressed businesses and/or distressed debt. We work closely with our Financial Services & Restructuring and Real Estate Groups to ensure that deals are efficiently completed, and all compliance issues are handled correctly.

*Connect with our Corporate Group.* We're experienced in the complex legal, tax, and business issues that companies face, and we are devoted to providing an unparalleled client experience. Reach out today to learn more about how we can put your goals within reach.

## CONTACT US