



Hanson Bridgett Practice Group Corporate

The Corporate Practice Group is comprised of experienced attorneys who assist businesses in meeting their goals by providing sophisticated, astute, and practical legal advice. Our attorneys focus primarily on advising public and private corporations, limited liability companies, partnerships, entrepreneurs, and nonprofit institutions.

We are experienced in the areas of choice of entity and business formation issues, mergers, acquisitions and dispositions, securities offerings, compliance and reporting, financing of all kinds, venture capital transactions, corporate and entity governance, international and cross border transactions, tax, and day-to-day legal representation for individuals and entities of all sizes. We also advise clients with regard to franchising and distributorship, shareholder disputes, corporate succession, intra-family planning issues, antitrust, and anti-competitive practices.

Our knowledge and expertise assures you that we will effectively advise you regarding the benefits and risks of your transaction and provide you with creative solutions in order to meet your objectives. We make every effort to accomplish the transactions pursued by our clients effectively and efficiently.

Our clients come from diverse sections of the economy including banks and other financial institutions, hospitals, retailers, restaurants, retirement facilities, managed care companies, colleges and universities, technology companies, designers, manufacturers, licensors and standards associations, trade and professional associations, charities, agriculture companies and cooperatives, religious organizations, theaters and entertainers,



transportation providers, telecommunications, energy, multimedia, foreign sales corporations, export trading companies, architects, construction, apparel, hospitality providers, landlords, venture capitalists, reprographics, government and other public agencies, and commercial real estate. Our clients consist of both for-profit and nonprofit institutions.

Specific Areas of Expertise

Entity Formation

Our attorneys counsel clients with regard to the structure and formation of all types of entities. We regularly advise our clients regarding the proper choice of entity and the state of formation most appropriate for our clients' business operations, transactions, and tax purposes.

Financing

We represent issuers, underwriters, placement agents and investors in the placement of private and public debt securities. We represent financial institutions and other lenders as well as borrowers in drafting and negotiating promissory notes, deeds of trust, loan agreements, line of credit instruments, environmental indemnity agreements, security agreements and other conventional or special purpose loan documents relating to the acquisition and refinancing of real property, personal property and business operations.

General Advice and Transactional Work

The attorneys in our Corporate practice advise our clients on all aspects of their business operations and transactions. We prepare and negotiate purchase and sales agreements, contracts, licenses, management agreements, equipment leases, employment agreements, distribution and supply agreements, and other agreements of all types. In our efforts, we draw upon the expertise of the firm's diverse practice areas including our Tax, Intellectual Property, Insurance, Employee Benefits, Real Estate, Insurance and Dispute Resolution practitioners, among others.

Securities Offerings

Our securities law practice includes public debt offerings, public and private placements, and securities law compliance. Our representation has involved initial and secondary public offerings of equity securities, Rule 144A debt offerings, exchange offerings, tender offers, reorganizations and private offerings of all types. We are experienced in tax-exempt bond financing, tax-exempt leasing, derivative issues, and low-income housing and historic tax credit transactions. Since 1997, our firm has served as counsel in more than \$1 billion of tax-exempt bond issues.

Securities Reporting and Regulation

We provide general securities advice to our clients and assist in preparing and filing reports for clients pursuant to the Securities Exchange Act of 1934. These reports include traditional proxy statements and periodic reports. Attorneys in our group have

counseled clients with respect to the requirements and timing of securities disclosures, including press releases, analyst communications, Rule 10b-5, and Sarbanes-Oxley considerations. We are familiar with stock exchange, Nasdaq and other securities law compliance issues.

Governance of Corporations and Other Entities

We have special expertise in issues relating to governance of corporations and other entities. We are knowledgeable in the variety of issues which affect individuals and entities as a result of the requirements of Sarbanes-Oxley. Among other things, we deal with corporate procedures and policies, financial disclosure, insider trading and ethical standards, increased responsibilities of CEO's, CFO's and audit committees, increased responsibilities of attorneys and accountants providing services to our clients, whistleblower rules and codes of conduct for employees, and potential criminal liability. We also advise our clients on issues relating to the business judgment rule, transactions for which special approvals are required, officer and director indemnification, and fiduciary duties, among other issues.

Tax Services

Hanson Bridgett's tax practitioners are experienced in providing a broad spectrum of federal, state and local tax related services to the firm's diverse client base, ranging from transactional tax planning to tax controversy matters (e.g., audits, appeals, compromises offers, and litigation). We provide a full range of tax services but focus heavily on advising individuals, and limited liability entities with respect to tax issues.

International and Cross-Border Transactions

We regularly represent foreign persons and entities in making investments and purchasing businesses in the United States. Our attorneys also have substantial experience in international transactions involving investments by U.S. companies in businesses and properties outside the United States. We are experienced in issues affecting international trade such as customs compliance and enforcement, export licensing, letters of credit, foreign trade documentation and processing, NAFTA, international transportation and logistics.

We devote significant time to representing and developing emerging companies. We represent entrepreneurial groups of individuals and the businesses they form from formation all the way through going public.

Mergers and Acquisitions

Our group is regularly involved in mergers and acquisitions, with extensive experience in structuring complex transactions, as well as advising clients on smaller business combinations. Our experience includes tax-free reorganizations, tender offers, public and private company mergers, rollups, spin-offs, asset acquisitions/dispositions, stock acquisitions/dispositions, recapitalizations and leveraged buyouts.

Emerging Companies and Venture Financing

We devote significant time to representing and developing emerging companies. We represent entrepreneurial groups of individuals and the businesses they form from formation all the way through going public. We also assist our clients in making contacts with venture capital firms, angel investors, investment banks, strategic corporate partners and other institutional investors to raise public and private capital.

