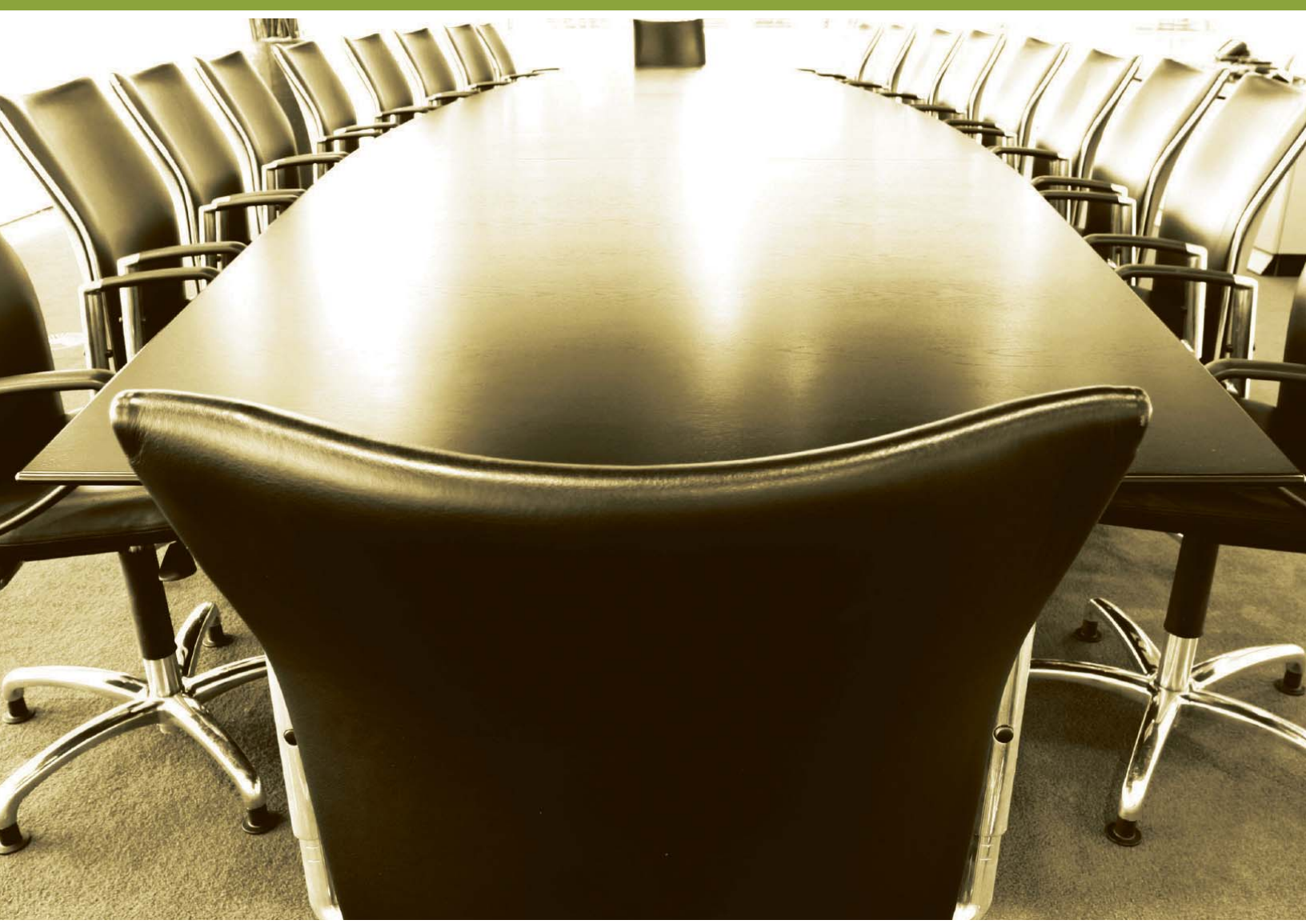


Corporate and Finance Practice Group



Breadth. Depth. **Results.**



Corporate and Finance

Seyfarth Shaw's Corporate and Finance Practice Group attorneys possess the broad, in-depth experience necessary to serve a diverse client base, ranging from start-up ventures to middle-market companies to large multinational corporations. We provide clients with guidance on key decisions that determine long-term success in today's highly competitive and uncertain business environment.

Since corporate matters frequently involve aspects of many legal disciplines, our corporate and finance attorneys regularly draw on the resources of Seyfarth Shaw's other practice areas such as employee benefits, executive compensation, intellectual property, labor and employment, real estate, environmental, and bankruptcy to deliver coordinated, seamless service. In this way, our clients receive full attention from dedicated, focused business attorneys, and reap the benefits of a full-service law firm.

We focus our corporate and finance practice in areas such as mergers and acquisitions, securities, investment management, corporate counseling, commercial transactions, financing, international business, and tax planning.

Mergers and Acquisitions

We have worked with many businesses—from large well-known companies to aggressive start-ups—in their purchases or divestitures. Our attorneys are skilled in all aspects of mergers and acquisitions, including:

- Assisting in the conceptualization and structuring of the transaction
- Negotiating agreements with brokers and investment bankers
- Assisting with coordination of auctions
- Preparing and negotiating letters of intent
- Assisting sellers with organization of due diligence materials
- Conducting legal due-diligence reviews
- Obtaining and documenting corporate and shareholder approvals
- Structuring alternatives such as joint ventures and strategic alliances
- Negotiating and documenting various forms of transactions

Our merger and acquisition team is fully supported by attorneys in other practice groups. With particular knowledge in areas such as employee benefits, intellectual property, international law, real estate, labor and employment and antitrust, our interdisciplinary team is able to provide efficient service to deal with complex and time-sensitive transactions. By leveraging the capabilities of our attorneys in offices nationwide and through our international network of contacts, we can effectively handle even the most complicated, cross-jurisdictional transactions.

We provide clients with guidance on key decisions that determine long-term success in today's highly competitive and uncertain business environment.



Securities

Our securities law attorneys represent clients in a wide variety of routine and complex securities matters—including initial and follow-on public offerings (both of debt and equity), periodic and other filings with the Securities and Exchange Commission (SEC), and private placements and related disclosure issues. Our attorneys have extensive experience with the Securities Act of 1933, the Securities Exchange Act of 1934, and other federal and state securities laws, as well as with the rules of the NYSE Euronext (NYSE) and the NASDAQ Stock Market.

We provide our clients with advice and counsel related to ongoing compliance with applicable securities laws, including the Sarbanes-Oxley Act of 2002. We also advise and assist clients with corporate reporting and publicity, proxy statements, registration statements, stock ownership and transfers, NYSE and NASDAQ listing standards compliance, and the design and preparation of a broad variety of employee compensation plans, including stock option, restricted stock, and pension plans.

Our practice also includes advising boards, board committees, and executive officers regarding:

- Governance and compliance issues, including preparation and review of committee charters, codes of conduct, and other corporate programs, policies and procedures
- Public company mergers and acquisitions transactions and the related filings with the SEC
- Executive compensation and severance agreements and plans
- Key issues for compensation and audit committees with respect to SEC, NYSE, and NASDAQ rules
- Corporate governance-related disclosure requirements, self-evaluation systems, and director and officer fiduciary duties and responsibilities
- Takeover readiness measures
- Internal investigations, including acting as special counsel to boards of directors and related special committees

Investment Management

Our investment management attorneys provide legal and business advice to public mutual funds and their investment advisers, hedge funds, private equity funds, commodity pools, and commodity trading advisors. Over the years we have helped some of our public investment company clients grow into large families of funds. Our hedge fund and private equity fund clients range from new start-ups to funds with billions of dollars in assets. We assist these clients in all related matters, including the following areas:

- The Investment Company Act, the Investment Advisers Act, the Commodity Exchange Act, applicable NASD issues, and federal and state laws and regulations
- Filings with the SEC and responses to SEC comments
- Examinations and audits by regulators and self-regulatory organizations
- Negotiation and drafting of agreements and documents
- Mergers, acquisitions and liquidations

Corporate Counseling

Our attorneys understand how to keep a company's goals in focus while working to prevent or resolve issues. We counsel clients on board, shareholder, and other corporate governance issues, and monitor stock exchange, SEC, and other matters. We assist, whether in the capacity as the company's outside general counsel or as special counsel, boards and board committees with sensitive internal matters and investigations. Our services include:

- Assistance in preparing charters and best practices
- Counsel on establishing and interpreting codes of ethics
- Coordination and preparation in disclosure matters
- Document retention policies
- Executive compensation agreements
- Formulation of governance principles
- Performance documentation

Commercial Transactions

We are adept at preparing and negotiating commercial agreements to better safeguard the interests of our clients. We regularly assist in:

- Representative and distributor agreements
- Vendor contracts
- Terms and conditions of sale
- Outsourcing agreements
- Franchise agreements
- Goods purchase contracts
- Capital lease contracts
- Independent contractor and consulting agreements
- Restrictive agreements to protect confidential and trade secret information
- Licensing issues
- Software and other technology agreements

Financing

We represent both lenders and borrowers in commercial loan transactions of all types and sizes. Our clients include large corporate and middle-market borrowers, large money-center banks, and smaller financial institutions. The complexity of the transactions range from large, multi-tiered credits to smaller commercial loan transactions, and include:

- Secured and unsecured credit facilities
- Inter-creditor arrangements
- Mezzanine financings
- Equipment leasing transactions
- Private placement of equity and debt
- Asset-based loans
- Syndicated loans
- Specialty financing
- Real estate loans of all types
- Leveraged buyouts and management buyouts
- Employee stock ownership plan (ESOP) transactions
- Workouts, restructurings, and bankruptcy matters

International Business

Seyfarth Shaw represents U.S. and non-U.S. clients in a broad variety of cross-border commercial transactions, financial, investment, and dispute resolution matters. Our international strength enables us to coordinate multinational transactions and to introduce our clients to superior legal resources throughout the world. Our services include:

- Assisting foreign companies seeking to do business in the U.S.
- Assisting U.S. companies doing business abroad
- Advising companies on U.S. regulatory requirements in various international transactions
- Negotiating and structuring cross-border mergers, acquisitions, and other transactions
- Negotiating and structuring acquisitions of both tangible and intangible property

Tax Planning

Our attorneys have extensive experience in federal, state, and international tax law. We help clients develop effective and creative tax strategies, accurately track and report tax data, and resolve tax controversies, should they arise. Through experience and knowledge, we can anticipate potential problems and develop tax-saving opportunities for clients. We are committed to forward-thinking tax planning and problem solving. The services we provide include:

- Structure of taxable and tax-free transactions including mergers, joint ventures, and spin-offs
- Counsel on tax treatment of certain aspects of executive compensation, tax savings in sales of closely held businesses to ESOPs, and distributions from pension funds
- Counsel on settlement structures, and resolution of class-based claims and benefit-related payments
- Formation and exit strategies, new tax-efficient structures and alternatives in partnerships, limited liability companies, joint ventures and S corporations
- Tax-free exchanges and real estate investment trusts (REITs)
- Advice on state and local taxes and estate planning
- Resolution of tax disputes and claims for refunds
- Advice on tax-exempt organizations
- Unrelated Business Taxable Income (UBTI)
- Advice on use of offshore trusts and other means to protect assets, reduce risk of loss to third party claimants, and provide tax savings



About Seyfarth Shaw

Seyfarth Shaw was founded in 1945 by three lawyers and has grown to more than 750 lawyers across ten offices. We handle issues for our clients in all key areas including labor and employment, commercial litigation, construction, corporate and finance, employee benefits, environmental, government contracts, intellectual property, litigation, real estate, securities litigation, trade secrets, trusts and estates, and workouts and bankruptcy, among others.

Our success is the result of a constant, unrelenting focus on the needs of our clients. Our commitment to excellence and our belief in the strength of a team-based approach to the delivery of our services offers an atmosphere of creative and innovative thinking.

Our clients are our partners in business and we are committed to listening to their needs and to aligning the skills and abilities of our people to respond to those needs. Our clients range from *Fortune* 100 to midsize companies, and include publicly traded and privately held companies. We represent clients of all sizes across all industries and we are diligent in providing the same level of commitment to each client.

ATLANTA

One Peachtree Pointe
1545 Peachtree Street, N.E., Suite 700
Atlanta, GA 30309-2401
404-885-1500
404-892-7056 fax

BOSTON

World Trade Center East
Two Seaport Lane, Suite 300
Boston, MA 02210-2028
617-946-4800
617-946-4801 fax

CHICAGO

131 South Dearborn Street, Suite 2400
Chicago, IL 60603-5577
312-460-5000
312-460-7000 fax

HOUSTON

700 Louisiana Street, Suite 3700
Houston, TX 77002-2797
713-225-2300
713-225-2340 fax

LOS ANGELES

Century City
One Century Plaza
2029 Century Park East, Suite 3500
Los Angeles, CA 90067-3021
310-277-7200
310-201-5219 fax

Downtown

333 South Hope Street, Suite 3900
Los Angeles, CA 90071-1406
213-270-9600
213-270-9601 fax

NEW YORK

620 Eighth Avenue
New York, NY 10018-1405
212-218-5500
212-218-5526 fax

SACRAMENTO

400 Capitol Mall, Suite 2350
Sacramento, CA 95814-4428
916-448-0159
916-558-4839 fax

SAN FRANCISCO

560 Mission Street, Suite 3100
San Francisco, CA 94105-2930
415-397-2823
415-397-8549 fax

WASHINGTON, D.C.

975 F Street, N.W.
Washington, D.C. 20004-1454
202-463-2400
202-828-5393 fax

BRUSSELS

Boulevard du Souverain 280
1160 Brussels, Belgium
(32) (2) 647 60 25
(32) (2) 640 70 71 fax



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www.seyfarth.com