

# BUSINESS ORGANIZATIONS AND CORPORATIONS

Christian & Barton represents a wide variety of business clients including health care institutions, energy companies, newspaper, broadcast media and telecommunication companies, real estate developers, retailers, financial services firms, manufacturers, and computer software and information services firms.

We address the planning, formation and structure of:

- corporations
- limited liability companies
- general partnerships
- limited partnerships
- limited liability partnerships
- various types of joint ventures

We regularly assist clients on ownership and control issues, including:

- shareholder agreements
- voting trusts
- buy-sell agreements
- executive employment agreements
- family succession issues

Our lawyers analyze the tax benefits and other legal implications of proposed transactions, and frequently work with clients to develop employee benefit plans and incentive compensation plans.

We have extensive experience in managing the legal aspects of:

- mergers
- acquisitions
- divestitures

We provide advice and assistance to our clients in connection with the financing of these transactions. In addition, we have worked on a number of venture capital transactions for start-ups, emerging companies, joint ventures, turn-around acquisitions and secondary offerings related to major expansions.

In connection with the financing of business formation or restructuring, we advise businesses on the most appropriate strategies to raise capital through the sale of stock or other ownership interests. We help clients comply with requirements on disclosure, insider trading, restrictions on stock transfer, and broker-dealer regulation.

We advise clients engaged in “private placements,” working with them to prepare offering circulars containing appropriate disclosures and to structure transactions to qualify for exemptions from federal and state securities law registration.

At the state level, our knowledge of “blue sky” requirements allows us to structure capital infusions so our clients can coordinate federal exemptions from registration with the most suitable state exemptions.

Our corporate lawyers often act as general counsel for our clients, managing the legal needs of clients for maximum efficiency, including, when appropriate, retaining and monitoring other counsel to handle certain highly specialized matters.

We also work with clients to develop policies for antitrust compliance, including internal audit and document retention programs. We help them assess mergers, acquisitions, advertising programs, contacts among competitors, cooperative arrangements and joint ventures. Our attorneys routinely prepare pre-merger notification reports to the federal government under the provisions of the Hart-Scott-Rodino Act.

Christian & Barton’s industry-specific knowledge includes health care, publishing, broadcasting and telecommunications, regulated utilities, and municipal activity. We are experienced in responding to federal and state antitrust investigations, both civil and criminal, and in litigating antitrust cases in the federal and state courts and before administrative agencies.

## ***RELATED ATTORNEYS***

- Peter E. Broadbent Jr.
- Robert Alfred (Fred) Gouldin
- Michael C. Guanzon
- Jonathan M. Joseph
- Steven W. Lippman
- William J. Newman Jr.
- Rachel V. Rogers
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