

## Business & Finance

Our business and finance attorneys represent national, regional and local clients participating in significant transactions.

Our attorneys have substantial experience in a wide variety of corporate, commercial and securities transactions, including mergers, acquisitions, corporate reorganizations, leveraged buyouts, debt financings, venture capital financings, and private placements of securities.

Our seasoned team understands the intricacies associated with creating, establishing, maintaining and running a successful business. We assist clients throughout all phases of a business' life including entity selection, formation and governance. Our business attorneys often serve the role of in-house legal counsel for closely held businesses and provide outside legal expertise for larger businesses.

Working closely with each client, our firm places an emphasis on practical business and legal solutions in negotiating and drafting contracts and in addressing the complex business, legal and regulatory issues that businesses face.

### LEADERSHIP



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## LET'S GET TO WORK

Our group provides a full array of business services including counseling, agreements and transactions related to the following:

- Mergers and acquisitions
- Business formation/choice of entity
- Corporations
- Partnerships (General and Limited)
- Limited Liability Companies (LLC)
- Limited Liability Partnerships (LLP)
- Charitable organizations
- Business and commercial agreements
- Debt and equity financing
- Buy-Sell Agreements
- Commercial Law
- Dissolutions and liquidations

In addition to the extensive resources offered by our firm, we also provide related services in the areas of [tax](#), venture capital and securities law, [health care](#), [employment law](#), [intellectual property](#), [real estate](#) and more — giving clients the advantage of a comprehensive array of services all under one roof. These groups work cohesively to ensure that an integrated approach is achieved for each client, allowing all aspects of their businesses to function effectively. Should conflicts or disputes arise that require litigation, we're not afraid of going to trial, and we have skilled trial attorneys ready to effectively represent and protect our clients.

## COMMERCIAL FINANCE

Our attorneys structure, negotiate and document a variety of commercial and real estate financing transactions, such as asset-based lending documentation, security agreements, project financing, leveraged leases, loan restructures and workouts, letters of credit, repurchase and reverse repurchase agreements, and acquisition financing. Our finance attorneys' financing experience spans numerous industries and types of transactions, ranging from complex national and international multilevel credit arrangements to small business and personal loans in both the real estate and commercial finance industries.

## CORPORATE GOVERNANCE

Our business attorneys advise clients on a variety of corporate governance issues, including [Sarbanes-Oxley](#) compliance, corporate compliance programs and internal investigations.

## GENERAL CORPORATE & COMMERCIAL LAW

We regularly counsel clients on a broad spectrum of general corporate and commercial matters, such as negotiating and drafting agreements, the formation of business entities, shareholder rights, and employment issues.

Our tech attorneys also serve as counsel for numerous software development companies, both local and national, with respect to corporate, securities and intellectual property issues. This work

includes negotiating and drafting of acquisition agreements and licenses for software products and securing copyright and common law protection for investment in high technology.

## **MERGERS & ACQUISITIONS**

We have a large and sophisticated mergers and acquisitions practice. We represent both purchasers and sellers in asset and stock acquisition transactions, involving public and privately-held companies. Our business attorneys also work in diverse industries, including software, technology, basic materials, utilities, and consumer products.

Our clients are often based in regions where we have offices, but not always. We represent clients involved in transactions throughout the United States and North America. As required by specific transactions, we involve our other attorneys in the areas of securities, tax law, ERISA, environmental, real property, financial institutions, antitrust, labor and employment law, and other relevant areas of federal and state law.

## **NONPROFIT & TAX-EXEMPT ORGANIZATIONS**

Our nonprofit attorneys have represented many of the nonprofit and tax-exempt organizations that have shaped the Southwest for decades.

Now more than ever, tax-exempt organizations face a high level of regulation and scrutiny. Escalating oversight from the IRS, Congress, state regulators, watchdog groups, and the media require nonprofit leaders to address a gauntlet of changing nonprofit law and regulations. At the same time, tax-exempt organizations are expected to be more transparent than ever before and to adhere to evolving best practices.

## **PRIVATE EQUITY & SECURITIES**

We provide clients with a broad range of transactional expertise in combination with experience in private capital and fundraising activities. Our attorneys advise clients in various stages of private equity and debt financing needs, including entrepreneurial startups, early stage, emerging, growth equity and troubled companies. Our clients include a wide array of industries, such as technology, e-commerce, financial services, health care, hotels, manufacturing, professional sports, real estate, recycling, and software.

Our practice group encompasses a broad range of private securities offerings, including both debt and equity financings. Attorneys in this practice group regularly represent and advise issuers in private offerings undertaken either by issuers or through private placement agents. As part of the offering process, the practice group advises clients on the structuring of the offering, assist in the drafting of transaction/offering documents, and compliance with securities laws, including the availability of exemptions from registration and qualification under federal and state securities laws. The group also represents issuers in private placements of equity to foreign investors under Regulation S. The firm's private offering experience includes handling common stock, preferred stock, convertible preferred stock, stock options and warrants, interests in limited partnerships, limited liability partnerships, limited liability companies, subordinated notes and indentured debt securities.

Our attorneys regularly work with other practice groups in order to provide clients with a comprehensive, team-oriented approach to address their business needs and strategies.

## **SPORTS LAW**

Our sports law attorneys include a team of professionals with experience representing individual athletes, teams, and owners or operators of professional sports facilities.

Our priority is to protect our clients' valuable assets and guide good decision-making, personally and professionally, discreetly and confidentially. Our sports attorneys represent professional athletes (NFL, MLB, NBA, PGA, NHL, UFC, Nevada Athletic Commission, equestrians and boxing), sports organizations, teams and professional sports facilities on a variety of matters.

Our sports law services for individual sports professionals include:

- Due diligence in business partnerships and deals
- Player or coach contracts and talent agreements
- Employment agreements
- Agent agreements
- Celebrity endorsements and promotion agreements
- Prenuptial, postnuptial agreements and estate planning
- Charitable foundations
- Federal and state income taxes
- Luxury home construction and purchase contracts
- Personal injury and insurance coverage litigation
- Salary arbitrations
- Collusion claims
- Trademark and copyright counseling and protection
- Our sports law services for professional teams and sports organizations include:
  - Concession and facility management agreements
  - Facility siting, development and construction
  - Support agreements
  - Tax-exempt and taxable project bond financing
  - Term loan facilities and revolving lines of credit loan facilities
  - License or use agreements by major tenants
  - Luxury suite agreements, club and special seating, advertising, and ticket policies
  - Public or private partnerships
  - Preferred provider, major sponsorship and naming rights
  - Sports franchise general representation
  - Foul ball and stadium-related litigation defense

## **TAX LAW**

A number of our business and finance attorneys also have substantial experience and qualifications related to federal, state and local tax matters. In addition, our [tax attorneys](#) who focus on matters involving income, sales, property, gift and estate taxes. Our business, finance and tax attorneys work together to structure business transactions as efficiently as possible from a tax perspective.

## **FUNERAL AND CEMETERY LAW**

We have been proudly serving the funeral and cemetery industry for over two decades throughout California. Our seasoned team regularly guides clients through all aspects of the funeral and cemetery industry, including regulatory compliance, pre-need guidance, and business sales, as well as the review and preparation of documentation used in such business. Our extensive experience in the funeral and cemetery industry combined with our firm's broad base of practice areas, including, but not limited to, real property, municipal law, land use, business entities, employment and environmental matters, provides efficient, thorough and cost effective legal and regulatory assistance throughout the State of California.

We have been privileged to represent the Alderwoods Group (California), Inc., formerly known as Loewen Group International, Inc., in various legal and regulatory matters, providing invaluable support in their purchases, sales, and licensing. Additionally, we have worked with several independent funeral establishments and cemeteries throughout the Golden State. Our Fresno based funeral and cemetery attorneys Chris Brown and Richard Aaron often assist clients with the following:

Funeral and Cemetery Regulatory Compliance: Working with State officials and local

- establishments on licensing applications and violations, including settlements involving funeral and cemetery trust funds.

Funeral and Cemetery Transactional Matters: Handling the acquisition, merger, sale and

- liquidation of funeral and cemetery locations, including, but not limited to, leases, real estate purchases, local permitting (e.g., conditional use permits, waivers, etc., for various types of uses, including crematories).

Funeral and Cemetery Litigation: The size and full service nature of Fennemore's practice

- groups make it one of the few knowledgeable and capable firms to cover and oversee funeral and cemetery litigation, including, but not limited to, third party suits and internal employee disputes.