

### Corporate

Making the most of business opportunities is the very essence of running a successful company. For business owners and corporate executives, the importance of having a trust-based relationship with a law firm that can assist them in meeting their strategic objectives cannot be overstated.

The attorneys in the Corporate Department at Greenbaum, Rowe, Smith & Davis are focused on building long-term relationships by providing practical and efficient solution-oriented representation. Our sophisticated knowledge of both the big picture issues and the fine point details of business dealings here in New Jersey is among our key competencies.

The firm's Corporate Department has a diverse client base that ranges from individuals and emerging entrepreneurs to established middle market companies and family-owned operations. The practice also includes larger regional and national corporations, both public and private. Regardless of size, our work process incorporates gaining an understanding of each client's unique business and financial circumstances, their immediate needs, and their long-range goals – and then customizing our representation to meet that profile.

Our corporate attorneys advise companies in all phases of the business life cycle across an expansive range of industries, including manufacturing, food and beverage, sports, entertainment, retail, automotive dealerships, real estate, transportation, alternative energy, health and medical care, banking and finance. We have particular strength and experience in serving as outside general counsel to small and mid-market companies who lack an in-house legal resource, as well as in the specialized area of franchise law.

We serve as general business counsel, keeping our clients apprised of changes in the law, how those changes may impact their business, and what actions may be required. We place a strong focus on strategic business planning and preventative counseling, including business and operational audits to determine potential opportunities and identify trouble spots and areas of concern. We provide guidance on regulatory compliance and corporate governance issues, including SEC and Sarbanes-Oxley compliance, and the fiduciary responsibilities of officers and directors. We advise on the legal implications of various strategic alternatives such as joint ventures and strategic alliances, as well as

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## Departments (Cont.)

financing options including private equity, venture capital and real estate and asset-based financing.

Our mergers and acquisitions (M&A) practice involves the representation of both buyers and sellers of businesses, for the most part in the mid-market. Clients in this area include a cross-section of closely held businesses, including family-owned companies and those that are private equity backed, and virtually every other type of non-public ownership. Transactions include both strategic and financial buyers, typically with valuations of up to \$125 million. Our M&A attorneys have extensive experience in all phases of transactions, from the initial marketing efforts, through the letter of intent, due diligence, purchase agreement, financing and closing, as well as the many agreements and negotiations that are ancillary to the main transaction. The team frequently deals with the more challenging aspects of M&A such as working capital adjustments, earnouts and rollover equity, and have developed close working relationships with accountants, investment bankers and other professionals who are part of successful M&A deals. The firm is also experienced in representing clients in mergers & acquisitions and joint ventures involving hospitals, healthcare systems, independent physicians and group practices.

We take a detail-driven approach, and bring strong and effective negotiation and drafting skills, to our representation of clients in corporate transactions of all types. Our depth in the practice of corporate law is further enhanced by the firm's strengths in real estate, environmental law, tax issues and commercial litigation. Our transactional experience includes:

- Mergers and acquisitions
- Complex commercial deals
- Public offerings and private placements
- Valuations
- Corporate restructurings
- Licensing, manufacturing, distribution, employment, non-compete and other agreements
- Purchase and sale of business assets and entities
- Franchising
- Business disputes and business divorces
- Intellectual property and trademark matters
- Securities transactions

### REPRESENTATIVE MATTERS

*Results may vary depending on your particular facts and legal circumstances.*

- Representation of the sole shareholder and seller of a real estate title business to a major New Jersey-based real estate brokerage firm focused primarily on the residential market. The \$3 million+ transaction involved the management of complex tax and earnout issues and were further

## Departments (Cont.)

complicated by personal issues involving the selling shareholder

- Representation of a corporation that was formed to generate “rollover equity” in the sale, several years prior, of a business owned by two shareholders. The transaction involved a second sale of the same business to a third party and was complicated by the fact that one of the former shareholders was taking rollover equity in the second sale transactions as well, which the other was not. The unusual dynamics of these combined \$400 million transactions generated tax complications that we worked through in conjunction with the client’s accountants
- Representation of a bulk food dry ingredient supplier and processor with a number of New Jersey locations in the \$15 million sale of its assets to a privately held investment firm. The transaction required the negotiation of several leases for the various locations with the buyer, and also included our negotiation of a complex earnout provision, as well as an F reorganization requiring sophisticated tax advice
- Representation of a mid-sized CPA firm in its merger with a larger accounting firm with offices throughout New Jersey. The transaction included our negotiation of insurance coverage, employment, equity partnership and real estate leasing issues between the parties involved in the merger
- Representation of the seller of a high-end distributor of meat products in the \$100 million+ sale of its equity to a larger and more broad-based distributor of products to the restaurant and retail sectors. The transaction included our negotiation of a complex licensing agreement with the buyer to address the substantial value of the company’s trademarks
- Representation of a public company sold through a "go-shop" process with multiple bidders in a \$75 million transaction.
- Representation of a client in an \$11 million transaction related to the purchase of three supermarkets in Essex County, NJ.
- Representation of a sign manufacturing business in its \$115 million acquisition by a private equity firm.
- Representation of a division of a leading global packaging company in its \$35 million acquisition of a recycling business in South Plainfield, NJ.
- Representation of a family-owned real estate company in connection with a shareholder dispute involving tax, financing and employment related issues.
- Representation of a fast-growing multi-million dollar international e-cigarette liquid manufacturer and wholesale distributor with three international brands in connection with various company operating agreements, employment counseling and tax planning matters.
- Representation of a leading tri-state metropolitan area QSR franchisee in connection with a \$20 million series of transactions related to the acquisition and roll-up of multiple store locations and accompanying real estate, including roll-up financing for multi-store acquisition and related complex environmental issues.

## Departments (Cont.)

- Representation of an orthopedic surgical group in connection with a redemption of the ownership interests of two founding physician members. The transaction included a multitude of employment, tax, financial and compliance issues.
- Representation of a privately held real estate company and family trust in connection with the negotiation and sale of a commercial/industrial office building, valued at over \$3 million, with forty-plus commercial tenants.
- Representation of one of New Jersey's leading bus transportation companies in connection with its \$5 million acquisition of an industrial site to be used for vehicle parking, maintenance and repair.
- Representation of one of the largest family-owned industrial production/services/solutions/supply chain management companies in New Jersey in connection with the relocation of its industrial warehouse and corporate offices. The transaction encompasses numerous zoning, environmental, financing, tax and Section 1031 issues related to the acquisition of industrial sites for a 7500+ square foot office building and over 160,000 square feet of warehouse space.
- Representation of selling family LLC whose members have diverse economic and tax interests in valuable income property taking back purchase money mortgage, requiring complex estate planning and tax issues including a tax-deferred §1031 like kind exchange.
- Representation of remaining shareholders related to the liquidation and dissolution of their corporation which had previously merged with a leading New York firm servicing the financial services industry. GRSD handled the original merger and was retained to complete the transaction's last important step.
- Representation of a client contemplating the sale of real estate and the liquidation and dissolution of a thoroughbred racing stable, breeding, training and boarding operation organized as two pass-through entities and valued at \$5 million.
- Representation of an automobile dealership in the sale of its operating business and income real estate valued at over \$16 million.
- Representation of a client in connection with the sale of a pharmaceutical, nutraceutical and dietary supplement product line for a purchase price of over \$18 million.
- Representation of leading regional commercial bank on a line of credit loan of over \$10 million to a New Jersey-based redeveloper. The loan will be used in connection with a one million square foot mixed-use project in northern New Jersey. The transaction involved sophisticated corporate, partnership, financing and real estate issues, the analyses of complex governance documents of numerous entities, and the structuring of innovative methods of collateralization.
- Representation of the general partner of a company in connection with a complex litigation dispute resolution with other company members. Costly litigation was avoided by a settlement that involved the \$4 million sale of the company's sole asset, a rehabilitation and nursing home, to the company's long-time tenant.

## Departments (Cont.)

- Representation of an anesthesiology practice in connection with a corporate reorganization, buy-outs of a practice member, employment agreements, member disputes and general corporate matters.
- Representation of a New Jersey-based limited liability company in the trade show and exhibition industry in the sale of its assets to a Delaware limited liability company for a purchase price of \$4 million.
- Representation of a New Jersey corporation engaged in the manufacture and distribution of fragrance compounds in the \$2.6 million sale of its assets, with an additional earn out provision for up to \$1.7 million.
- Representation of a technology industry client in the \$6.25 million sale of its assets in a transaction that involved entities based in Canada, the United Kingdom and Germany.
- Representation of a privately-held company in the recent sale of its assets for \$69.5 million. The client has been a leading producer of barware and wine-related accessories available for purchase in national retail outlets.
- Representation of a New Jersey-based client in its multi-million dollar acquisition by a public corporation with offices in U.S. and abroad. The client purchases and sells equipment and replacement parts for automobiles, with extensive product lines for domestic and imported automobiles.
- Representation of a privately held New Jersey-based leading manufacturer and global distributor of high-performance specialty lubricants in its acquisition by a Indianapolis-based public company.
- Representation of a New Jersey-based client with an extensive automotive industry profile in a complex transaction involving the multi-million dollar purchase of two automobile franchises and related real property located in Georgia.
- Representation of the debtor in the workout of a multi-million dollar site improvement loan for a franchised automobile dealership.
- Representation of a leading New Jersey-based commercial bank in a restructuring of financing through the NJ Economic Development Authority.
- Representation of a leading national home builder as local New Jersey counsel in several public debt offerings.
- Representation of a privately held medical device company in its acquisition for \$60 million by a subsidiary of leading global pharmaceutical company.
- Representation of a leading international industrial packaging firm in its multi-million dollar acquisition of a privately held specialty manufacturing company.

**OF NOTE**

"Greenbaum, Rowe, Smith & Davis LLP is a well-established New Jersey firm with a solid corporate team. It demonstrates particular strength in real estate-related transactions and also provides advice on corporate finance and M&A. The team represents clients in the automotive and healthcare industries, among others."

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