BERGER SINGERMAN
FLORIDA'S BUSINESS LAW FIRM

# CORPORATE

Berger Singerman's corporate and business attorneys counsel a wide range of privately held and publicly traded clients at every stage in their business life cycle, in executing and fulfilling their business, strategic, partnering, financing, compliance and transactional goals and objectives. Our team members include attorneys who formerly practiced at major New York and national law firms, as well as in-house counsel at substantial public and private companies. Whether start-up, emerging or mid-cap business or Fortune 500 multi-national companies, clients rely on Berger Singerman's corporate and business attorneys to assist with a wide range of challenges and opportunities – from formation, financing and ordinary course contracting and operations, to raising capital, addressing regulatory, owner, employee, vendor and intellectual property issues, to executing on private and public securities transactions and joint ventures, mergers, acquisitions, dispositions and sales. We serve as a trusted advisor to our clients, adding value though our proactive and collaborative approach, our network of contacts, including financing and deal-flow sources, our "no excuses" commitment to client service, and our focus on delivering clear, practical advice and solutions. Our corporate and business attorneys enjoy long-term relationships with companies in most major industries and have gained significant experience and industry-specific knowledge in their markets. Our experience spans a broad range of industries, including aviation, consumer products, energy, financial services, health care, technology, products and services, gaming, hotels and resorts, life sciences, media and entertainment, restaurants, retail, technology and telecommunications.

Clients seek the advice, counsel and assistance of our Corporate, Securities and M&A practice group in a variety of service areas, including:

**Securities & Capital Markets**
Representation of issuers, placement agents, underwriters, and purchasers and sellers in public and private securities offerings and transactions, whether equity or debt, ranging from private placements to SEC-registered public initial and secondary offerings, as well as federal and state securities law and stock exchange compliance and reporting matters.

**Mergers & Acquisitions**
Representation of buyers, sellers, managers and special board committees in connection with mergers, acquisitions, recapitalizations, sales and dispositions of public and private businesses and assets. This includes auction and bid transactions, tender and exchange offers, joint ventures and strategic alliances, as well as advice and structuring regarding anti-takeover and activist matters.

**Private Equity and Venture Capital**
Representation of start-up, emerging, growth, expansion stage and mature companies, as well as venture capital, private equity and investment funds and family offices, in connection with investment, funding, financing, platform growth, acquisition, strategic and general corporate matters, and in planning and executing exit and liquidity transactions.

**Credit Financing**
Representation of transactional parties, including credit enhancement parties, in all types of financing arrangements involving single lenders, loan syndications and participation structures, including revolving and

non-revolving asset-based lending, secured and unsecured term loan financing, mezzanine financing, senior and subordinated financing, and agency financing. We work regularly on buy-side M&A financing, commercial real estate transactions, warehouse mortgage transactions, construction loans, recapitalizations and reorganizations, and workouts and restructurings. Our industry and specialized lending experience extends to domestic and cross-border transactions involving, for example, acquisition financing, health care and other governmental receivables financing, hospitality project financing involving hotels, restaurants, timeshares, golf courses, and various types of amenitized real estate projects, and commercial and private aviation and marine vessel financing. We are experienced as well with community development district and business improvement district projects. Our clients include corporate and individual borrowers, commercial and investment banks, finance companies, family offices, private investment funds and private investors, REITS, insurance companies, non-profit organizations, capital market sponsors, and administrative and collateral agents, as well as all manner of private and public operating companies, developers and other borrowers.

**Corporate Governance**
Representation of public and private companies, board and board committees and individual directors and officers in best practices, addressing fiduciary duty, regulatory compliance and risk exposure, and regarding management oversight and board and committee recruitment and structuring as well as investor and stakeholder relations.

**Fund Formation**
Representation in connection with the formation and operation of venture capital, real estate, distressed debt and other investment and acquisition funds, including with respect to structuring, raising capital and securing capital commitments, investments/acquisitions, ongoing operations, agreements with advisors, compliance and exit and liquidity transactions and activities.

**International & Cross-Border Transactions**
Representation in international and cross-border transactions, including inbound and outbound activities, investments, financings, acquisitions and sales, as well as joint ventures, EB-5 programs, real estate developments, licensing and distribution arrangements, cross-border controversies and related regulatory compliance, asset protection and tax planning strategies.

**Distressed Transactions & Corporate Restructurings**
Representation of lenders, distressed businesses, bankruptcy debtors, directors and officers of financially troubled or insolvent companies, and potential buyers of distressed businesses, within and outside of bankruptcy court proceedings, in all aspects of workouts, corporate reorganizations, receiverships, liquidations and bankruptcy proceedings, including in connection with recapitalizations, debt re-financings and asset and business auctions and sales.

**General and Ongoing Business Representation**
Representation of business clients in their formation and ongoing ordinary course business activities, including business entity selection and structuring, customer, supplier and vendor contracts, employee agreements and incentive plans, financings and loan agreements, joint venture and strategic alliance arrangements, and board and board committee planning, compliance and protection planning.