

## Business Enterprises Law

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The Business Enterprises Law Practice Group represents business organizations of all types, including corporations, limited liability companies, partnerships, and joint ventures among others.

Our experienced attorneys and their support staffs provide a full range of legal services to cost effectively address the spectrum of challenges faced by every business with common sense and sophistication. Many of our lawyers have practical experience prior to joining Plunkett Cooney, having worked in the banking community, Michigan State Legislature, certified public accounting and the Internal Revenue Service.

Whatever the life phase of business – start up, growth, change in strategic goals, change in control or winding down – our clients rely on us to provide guidance to meet their challenges in such areas as securities law, corporate law, labor and employment law, commercial law, tax matters, succession planning, and regulatory and legislative issues.

The firm's clients include individuals and groups forming new businesses to the heads of large, long-established corporations. In addition to private and public corporations, the practice extends to associations, partnerships, and individuals.

Our experience and alliances allows us to represent business enterprises not only in the Midwest but also throughout the United States, Canada, Mexico, South America, Europe, India and Asia.

Plunkett Cooney's Business Enterprise Practice Group provides services in the following areas:

- Counseling on deal structure, tax implications and preliminary planning
- Business organization, including counsel on the type of business entity and structure, preparing shareholder agreements, buy-sell agreements, LLC operating agreements, as well as other corporate governance, control and exit arrangements
- Due diligence investigations to identify potential targets or acquirers
- Analysis on behalf of buyers and sellers regarding tax issues and structuring of mergers and acquisitions
- Evaluation of options available for recapitalizations and reorganizations, including tax free reorganizations
- Structuring joint ventures through partnerships and limited liability companies
- Providing counsel and advice to Subchapter S corporations in acquisitions, redemptions and financing transactions
- Advice and planning for the acquisition and sale of assets

- Counseling to businesses regarding mergers, joint ventures and strategic alliances
- Representation of clients involved in international mergers, acquisitions and joint ventures
- Participation in leveraged management buyouts and Section 363 Bankruptcy Acquisitions of distressed companies
- Assistance with planning and implementation of transactions conducted at “auctions”
  - Designing and implementing tailored estate planning strategies for high wealth individuals
  - Negotiating and drafting complex business agreements, including purchase and sale agreements, consulting agreements, sales representative agreements and other contracts
- Drafting complex allocation provisions in partnership agreements
- Negotiating and drafting buy-sell agreements for closely held corporations
- Development of terms and conditions, purchase orders, supply contracts and other key business documents
- Drafting property licensing agreements for product development and licensing of intellectual property
- Assisting businesses interested in obtaining government contracts
  - General corporate matters, including legal opinions, policy review and drafting, board resolution drafting, state and federal filings, regulatory compliance and maintenance of corporate minute books
  - Assisting business obtaining financing, including the structuring and documentation of initial and subsequent debt and/or equity financing
- Venture capital finance
- Debt and equity capital markets
- Private equity and hedge fund investment
- Planning corporate redemptions, distributions and recapitalizations
- Tax-exempt financings
  - Assisting organizations with industry or business-specific regulatory and licensing issues
  - Resolution of disputes arising among business owners, including implementation of dispute resolution measures, proactive strategies for avoiding future disputes and dispute resolution training
  - Federal and state private letter rulings

- Counsel to organizations on obtaining and maintaining tax-exempt status
- Monitoring proposed tax legislation
- Assistance with tax planning for multi-state taxpayers
- Advising American-based companies on the consequences of conducting business abroad
- Advising foreign-based clients, on the consequences of conducting business or investing in the United States