

# BOND

## BUSINESS AND TRANSACTIONS

### Who We Are

Our attorneys provide a wide range of legal services and counseling to our business clients, from the inception of a project through the successful implementation of business objectives. We understand the importance of placing our client's business objectives at the center of our relationship and working with an experienced team of advisors to provide the highest level of service to the client. We seek long-term relationships with our clients based on serving as a trusted advisor that brings valuable insight, perspective and advice to the task at hand.

Our attorneys possess diverse experience in a variety of areas and serve business clients ranging in size from sole proprietorships and closely-held entities to major public companies. We provide our collective experience to address complicated, multifaceted projects in a coordinated cost-effective manner. With our state-of-the-art communications, research and document production capabilities we can efficiently work as part of a team to address a client's legal needs and effectively coordinate provision of professional services in various office locations.

In counseling the entrepreneur or the business executive on business matters and strategic planning, we seek to minimize the costs and impact of legal requirements on the business operations while providing lasting value to the business enterprise. In pursuing that goal, we act as special counsel for certain projects requiring specialized experience and resources, or as general counsel, for both closely-held business entities and large corporations.

### Banking

As a full-service firm, with experience in a wide array of legal disciplines, Bond is well prepared to address the varied and specialized legal matters facing banks today.

Our practice involves the representation of banks, bank holding companies and other financial institutions with respect to a wide variety of corporate and regulatory legal matters described below. Our practice also includes representation of lenders and borrowers in a multitude of financing transactions ranging from residential mortgages to commercial lines of credit and term loans to sophisticated multi-bank syndicated financings.

We offer distinct advantages based on our depth of specialized experience in banking matters, and commitment to respond to client needs in a timely, efficient and cost-effective manner.

### Specific Experience

Our representation with respect to general corporate and regulatory matters encompasses a variety of specific areas, including:

- Regulatory Matters
- Capital Formation, Restructurings and Stock Offerings
- Contested Proxy Solicitations/Hostile Take-Over Attempts
- Employee Benefits and Executive Compensation
- Employment Law and Litigation
- Environmental Law Matters
- Lending and Secured Transactions
- Merger and Acquisitions
- Securities Law Counsel for SEC Disclosure and Reporting Requirements

### Contract Preparation and Review

A staple of our business and corporate practice is the preparation and review of business contracts. We have more than 30 business attorneys who have experience drafting and reviewing business agreements of all types. Our business attorneys have access to a vast computer database of agreements prepared within our firm, a useful and cost-saving drafting tool.

Whether reviewing a contract prepared by another party or drafting a contract ourselves, we strive to capture the terms of the deal which have been reached by the parties while at the same time protecting our client from unanticipated consequences or liabilities. We endeavor to write our contracts in plain and understandable terms, avoiding "legalese" whenever possible.

Here is just a sampling of some of the types of agreements which are routinely prepared or reviewed by our business attorneys:

- sales representative, distributor and other marketing agreements;
- shareholder, partnership and limited liability company agreements;
- supply and/or manufacturing agreements;
- employment contracts;
- consulting, brokerage, and other independent contractor agreements;
- service contracts;
- purchase order, acknowledgment and quotation terms and conditions;
- license agreements;
- merger, acquisition and joint venture agreements;
- confidentiality agreements;
- financing documents.

### Mergers, Acquisitions and Joint Ventures

Our attorneys represent clients in a wide range of business combinations and divestitures for both public and private

companies, including mergers, stock and asset transactions, leveraged buy-outs, spinoffs, divestitures, tender offers, proxy contests and joint ventures. Transactions range in size and complexity from the sale of a medical practice to the multi-million dollar leveraged buy-out of a manufacturing concern with facilities in several states.

Merger and acquisition work is handled primarily by transactional attorneys in our Business Law Department, who are supported as needed, by other departments and practice groups in the firm, including Employee Benefits, Environmental, Intellectual Property, Labor and Employment, and Tax.

Mergers, sales, relocations and other basic organizational changes can no longer be undertaken without considering the labor and employment impact of those decisions, whether it be in the context of bargaining and contractual obligations, discrimination issues or employee benefit implications. Our lawyers routinely work with employers to ensure compliance in these areas, regardless of whether the organizational change involves a merger, stock acquisition, assets transfer, alliance, relocation, bankruptcy or any of the other contexts in which organizational changes routinely occur. Rather than have these labor and employment law concerns serve as a barrier to change, we can help you achieve your business goals while you comply with your statutory obligations. In addition, we can analyze and recommend organizational changes to achieve desired outcomes with respect to union representation and contract matters.

Because our client base is diverse, our transactional attorneys have experience in handling mergers, acquisitions and joint ventures in many different industry sectors.

### Securities

The attorneys in our Securities Law practice have extensive experience in securities and related corporate governance and litigation matters. Our clients include public and private companies, private equity and venture capital funds, securities brokers and dealers and investment advisers.

Members of our Securities practice:

- have served as issuer counsel in initial and secondary public offerings;
- advise public companies in connection with securities, disclosure, reporting and corporate governance matters, including SEC disclosure and reporting requirements (Regulation FD, Sarbanes-Oxley and Proxy Rules) and the rules and regulations of the stock exchanges;
- regularly provide advice and counsel to public company boards of directors and board committees about board and committee eligibility and structure, fiduciary duties, insider and beneficial ownership requirements and shareholder matters;
- provide advice on, and prepare documentation, plans and agreements associated with: employee benefit plans, retirement plans (both qualified and non-qualified plans), executive compensation and employment matters and equity and other incentive plans;
- serve as company counsel and as counsel to investors in private securities offerings, including providing advice on federal (non-public offerings and Regulation D offerings) and state securities disclosure, filing and qualification requirements;
- serve as counsel to companies, boards of directors and individual directors and officers in shareholder derivative actions, shareholder class action litigation, 10b-5 claims and breach of fiduciary duty allegations; and
- provide representation in proceedings before the SEC, FINRA and other federal and state agencies and self-regulatory organizations.

### Areas of Securities Law Practice

- Public Offerings
- Mergers and Acquisitions
- Contested Proxy Solicitations/Hostile Takeover Attempts
- Exchange Act Reporting
- Proxy Materials
- Beneficial Ownership Reporting
- Insider Trading Issues
- Tender Offers and Repurchase Programs
- Restricted Stock Trading by Affiliates
- Employee Benefit Plan Issues
- Electronic Filing Requirements
- Executive Compensation Plans
- Private Placements
- Securities Litigation
- Broker-Dealer and Investment Adviser Issues

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