CORPORATE AND BUSINESS LAW

The Tarlow Breed Hart & Rodgers Corporate and Business lawyers serve as strategists, general counsel and inner circle advisors to regional, national and international companies and individuals. We counsel entrepreneurs, family owned businesses, financial institutions, executives and shareholders.

Our Corporate and Business attorneys help clients start, buy, grow and sell their businesses. We protect their interests in complex commercial contracts, partnership and shareholder arrangements, distribution programs, joint ventures and employment agreements. Our lawyers provide advice on business formation, tax strategies, corporate governance, intellectual property protection, licensing, executive compensation, non-compete agreements, bankruptcy, leasing and real estate matters. We also assist our clients with financing transactions for start-up capital, secured lending and private placements.

For more than twenty-five years, our practice has been rooted in the ability to help our clients set and pursue their goals while managing risk. We apply this experience to quickly address critical issues, facilitating our clients' ability to take advantage of opportunities that may arise in any business environment. Through our global network of affiliated lawyers, and our active participation in the International Business Law Consortium (IBLC), we are positioned to swiftly secure expert counsel in over forty countries around the world.

Representative Transactions

Business Agreements

- Protected the interests of the owner of patented "nutraceutical" processes in its license of rights to a preeminent food purveyor for use with their most famous brands.
- Negotiated a long-term supply contract for innovative RFID components to a cutting-edge materials handling company.
- Developed a business succession strategy for a family owned construction company involving key executives, avoiding the probate process, minimizing estate taxes and utilizing asset protection techniques.
- Crafted a complex limited liability company operating agreement for an investor-backed business with multiple classes of ownership for founders, investors and key employees.
- Designed the legal structure for a strategic alliance between a specialty financial services company and a benefits administration firm.
- Developed multi-tiered incentive compensation plans for fast growing companies.

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Buying, Selling & Reorganizing Businesses

- Advised corporate insiders in a management buy-out of a financial services company and the associated financing transactions.
- Represented a family owned industrial supply business in a complex sale to a foreign competitor.
- Represented a European buyer in acquiring a U.S. staffing firm and the subsequent formation, financing and growth of subsidiary companies.
- Acted for a specialty media company in an $80 million sale to a private equity backed acquirer with significant co-investment in the combined companies by the seller.
- Guided the founder of niche manufacturing company through a $28 million sale of the business and its associated real estate despite ongoing risks from adjacent, contaminated land.
- Represented an information services company in a $7 million sale to an international publishing house.
- Acted as the receiver and liquidating agent for a paper products company under appointment by the Superior Court.
- Represented an offshore oil industry supplier in a $20 million sale to a global oil services company.

Raising Capital and Financing Transactions

- Negotiated "angel" and venture capital financings for start-up enterprises in the groupware, consumer services, wind energy and nutraceuticals businesses.
- Assisted a specialized health care company in raising $20 million in multiple rounds of venture capital financing in addition to securing construction financing for new specialty facilities.
- Counseled an entrepreneur in connection with a $6 million private placement for a start-up consumer products company, subsequent debt and equity financings, and the eventual sale to one of the largest consumer branding companies in the world.
- Served as lender’s counsel in its high-risk loans to distressed entities.
- Represented a manufacturer of wind-power stations in an $8,400,000 construction and permanent financing transaction.
- Structured and implemented a leveraged re-capitalization transaction to redeem the holdings of a private equity investor.
- Prevented a bankrupt company from avoiding its obligations to its prior owner and orchestrated the ensuing, court-sanctioned sale of the company.

Tax Matters

- Obtained a favorable private letter ruling from the Internal Revenue Service for the tax free division of a $100M manufacturing company between two families comprised of third, fourth and fifth generation stockholders.
- Devise tax-free reorganization structures for mergers and other acquisitions of ongoing businesses.