

# OUR PRACTICE

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## Corporate Formations, Acquisitions and Other Business Transactions

Our cross-border business attorneys form the backbone of our global business practice, providing the knowledge and oversight to handle complex work both here and abroad. Highly skilled in the full array of corporate transactions important to domestic and foreign businesses, we have experience in:

- Stock and asset acquisitions
- Mergers
- Going-private transactions
- Corporate spin-offs
- Joint ventures
- Securities
- Corporate governance
- Corporate finance
- Business planning
- Entity formation
- Manufacturing agreements
- Other commercial and international transactions

### Mergers and Acquisitions

Managing complex mergers and acquisitions requires a coordinated effort across practice areas, in addition to being able to identify key players and plan effective strategies. Baker Donelson's team of M&A attorneys have the experience to guide businesses through such issues as foreign investment, financial restructuring, executive compensation, real estate, intellectual property, and more.

### Private Equity

Baker Donelson's attorneys have advised a broad range of private equity investors, both in the U.S. and abroad. We handle the process from initial exploration of investment potential up to and through the I.P.O., if that is the determined outcome, including all aspects of government compliance.

### Corporate Finance

Our corporate finance lawyers have served as counsel for issuers, underwriters, placement agents, and investors in a full range of financial transactions. We have extensive experience in initial and secondary public offerings, 144A offerings, shelf registrations and takedowns, Regulation S and Regulation D private placements for public and private companies, debt offerings, registered exchange offers, equity linked securities, mezzanine finance, and other capital raising transactions.

### Distributorships/Agencies Agreements

For foreign-based companies wishing to do business in the U.S. by partnering with a U.S.-based company, it is critical that the appropriate type of agreement is established to protect the interests of both, achieve each entity's goals and assure full compliance with local, national, and international laws. Baker Donelson's attorneys have the knowledge and experience to provide this guidance.

## Licenses

Depending on the type of business being conducted and the location, licensing requirements are widely varied and procedures for obtaining them can be arduous. Baker Donelson can assist, assuring all appropriate licenses are obtained and maintained.

## Joint Ventures and Strategic Alliances

Achieving the stated business goal sometimes requires two or more separate entities to join financial and operational forces. Baker Donelson's corporate attorneys are experienced in dealing with the often extensive and complex issues that must be sorted out to assure the success of such a combination, such as regulatory requirements, including disclosures and antitrust; licensing; intellectual property ownership; and how the venture will be impacted by tax issues, both here and abroad.

## Contracts

Contracts are the bedrock of business operation, but depending on what they cover, can range from simple to the most complex of business instruments. Whether yours is a U.S. company doing business in another country or a foreign-based company doing business here, contracts are required at all levels of the business, both internal and external, as well as between businesses and between business and government entities, to assure expectations are clearly stated and met as required.

## Entry into New Global Markets

Rather than attempting to be all things to all clients and risking spreading ourselves too thinly, Baker Donelson has chosen the approach of partnering with the top professionals in the locations where our clients wish to do business. Locally-based lawyers, accountants and other business specialists have the knowledge and contacts to best handle business on their own turf. Our U.S. clients deal with a U.S.-based attorney who serves as the team leader and manages the relationship with the foreign professionals to assure goals are met in the most timely and effective manner possible. Likewise, a foreign-based company wishing to do business in the U.S. deals with someone in its own community, who in turn coordinates with our attorneys to handle the work with specific knowledge and ability.

## Governmental Entities

With offices in 12 states and Washington, D.C., Baker Donelson has experience dealing with government entities at both the local and national level. Our goal is to understand both the operative rules and regulations and the context in which governments must act. We have an experienced and knowledgeable public policy team in Washington that works with the FAA and other government agencies, as well as with Congress, on regulatory and legislative matters.

When needed by our clients, we are able to draw on our extensive knowledge in the areas of state corporate law, tax, ERISA, securities law, labor and employment, environmental and intellectual property issues to provide effective, targeted guidance.



## Representative Matters

- Advised a U.S. company on the purchase of a UK-based manufacturing company.
- Advised an Italian company on the sale of its U.S.-based subsidiary.
- Advised an Italian manufacturer on the acquisition of a U.S.-based plant facility.

- Advised on numerous projects for U.S. and European clients in establishment of subsidiary entities and operations in Brazil, Mexico, Germany, and Peru.
- Led acquisition of a German medical technology company for a U.S.-based technology fund.
- Led acquisition of a Brazilian entity for a multinational technology company.
- U.S. legal counsel for startup operations for European manufacturers.
- Developed U.S. software licenses for international oil field services software providers.
- Counsel for expansion and consolidation of chemicals and materials manufacturing facilities to publicly traded entity.