

Corporate Law and Mergers & Acquisitions

Manning Fulton's business attorneys advise and assist a wide range of businesses on a myriad of legal needs, including both publicly-traded and privately-held companies, domestic and international companies, portfolio companies and family businesses. These companies cover the complete spectrum of different industries.

Our team is especially aware of our clients' desire to control legal costs, and we work with our clients to find creative ways to minimize the cost of our services. In every transaction, our goal is to work with our client's investment bankers, accountants, and other advisors to help our client shape the outcome that is the most effective and efficient way to meet their goals and to provide our services in the most cost-effective manner possible.

Manning Fulton attorneys are experienced in a wide range of industries, including agribusiness, automotive, biotechnology, banking, computers, construction, distribution, e-commerce, financial services, government, healthcare, insurance, life sciences, manufacturing, real estate, retail, software, technology, and telecommunications, among others.

In addition, we assist a wide range of companies, from technology-based startups to more established businesses in traditional industries, with their legal needs. Our work extends to represent investors and private equity funds that own and advise portfolio companies. Our team of attorneys help clients structure, negotiate and document corporate transactions and advise on governance, regulatory and operational issues to service the corporate legal needs from initial investment through exit. We work alongside clients to understand their entire business strategy and to tailor our legal services and advice to execute that strategy to the fullest.

Our attorneys frequently act as general counsel to many privately-held companies that do not have in-house legal counsel. In this capacity, we advise on a wide range of complex issues including:

- Commercial contracts
- Corporate governance
- Executive compensation and employee incentive plans
- Intellectual property
- Tax, and other matters

Additionally, private financings through angel investors, venture capital funds, leveraged buyout funds, private equity funds, corporate strategic investment programs, and other private investors can be important sources of capital for a growing company.

Manning Fulton attorneys have represented both investors and issuing companies in a variety of private equity and debt transactions, including bridge loans, convertible debt and warrants, preferred stock rounds, senior debt and mezzanine

Related Services

Agribusiness
Business Tax
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Family Office/Investor
Representation
Healthcare
Intellectual Property
International
Life Sciences
Mergers and Acquisitions
Privacy and Data Security
Private Equity/Fund Formation
Technology, Internet and E-
Commerce
Employment Law

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W. Gerald Thornton
Jennifer L. Weaver
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Bradley S. Wooldridge

transactions, and subordination and inter-creditor arrangements, among others.

We regularly advise both domestic and international clients on a broad range of commercial transactions, including contracts for the sale of goods, vendor contracts, supply and distribution contracts, sales representative contracts, secured sales with deferred payment arrangements, master supply agreements, equipment leases, supply chain agreements, and conditional sales contracts among others.

We are also dedicated to helping our clients protect their business interests and in this capacity, frequently advise, assist and negotiate on behalf of clients on choice of forum and dispute resolution of commercial transactions, including mediation, arbitration, and litigation.

We are well-versed in potential UCC issues covered both by the various forms of the Uniform Commercial Code adopted by the respective US states, including conflicts between terms of purchase orders and sales order acknowledgments (the “battle of the forms”), perfection and priority of security interests, and other similar terms. Within this scope, we also address INCOTERMS issues as adopted by the International Chamber of Commerce for international transactions. We also assist lenders and borrowers on UCC issues with respect to credit facilities, leveraged acquisitions, divestitures and spin-offs, intellectual property, licensing, and joint ventures.

Our attorneys also act as outside counsel to many portfolio companies owned by investor clients. In this capacity, we advise on commercial contracts, corporate governance, executive compensation and employee incentive plans, intellectual property, tax, and other matters.

Members of our team regularly counsel clients on federal and state securities law compliance and assist in planning, negotiation, and documentation of private securities offerings, planning and executing exit strategies, add-on investments, recapitalizations and restructurings.

For more information about this service, please contact...

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