

## Corporate

Many businesses, large and small, rely on Hancock Estabrook for corporate legal advice and guidance. From startups and emerging businesses to publicly-traded corporations, from capital formation to sophisticated financings, from buying another business to selling a business in connection with succession planning, Hancock Estabrook is the go-to law firm in Central New York.

Several of our attorneys have been senior-level corporate officers in various fields, serving as general counsels and chief legal officers. By understanding the unique needs of the client, Hancock Estabrook is able to factor business considerations into the legal services it provides.



### Business and Capital Formation

Hancock Estabrook provides guidance to new ventures, taking into account tax ramifications, financing methods, development of equity, protection of intellectual property and strategies to attract, motivate and retain key personnel.

Our attorneys are experienced in dealing with complex issues concerning partnerships, limited liability companies, corporations and alternative entities, and we also counsel clients on matters concerning business succession planning.

### Financing

The Firm represents businesses in various types of financing transactions including:

- Acquisition financing
- Equipment and lease financing
- Construction loans
- Letters of credit and surety contracts
- Industrial development and other tax-exempt bond financing
- Subordinate and mezzanine loans
- Convertible debt/equity transactions
- Loan restructuring and workouts

### Mergers and Acquisitions

Hancock Estabrook handles mergers, acquisitions, recapitalizations, reorganizations and leveraged buyouts for both public and private companies. When structuring transactions, our attorneys are

always cognizant of the tax, employment, environmental, pension, liability and related issues that may arise. We also work with accounting, financial and other experts that need to be involved in our clients' transactions.

## **Commercial Transactions**

We regularly counsel businesses in all types of commercial transactions, both domestic and international. We have expertise drafting and negotiating various types of agreements including:

- Sales and leases
- Manufacturing and distribution
- Franchising and licensing
- Protection and transfer of intellectual property

## **Corporate Governance**

We advise business entities and their individual decision-makers on matters including:

- Fiduciary duties and corporate governance
- Structure and operation of boards of directors and management committees
- Compliance with the Sarbanes-Oxley Act
- Retention of valuation and other experts
- Retention and termination of key employees
- Non-competition and confidentiality agreements
- Compliance with antitrust, franchising and other laws

Further, we work closely with our regulatory attorneys to deal with federal and state authorities that are conducting investigations and other inquiries relating to our clients' business activities.

## **Representative Clients and Transactions**

We recently represented clients in the following transactions:

- Represented the sellers in the acquisition of an aircraft fuel distribution business by a publicly-traded company.
- Assisted with the formation and financing of an employee stock ownership plan (ESOP) and the buyout of over 400 equity holders of a corporation.
- Assisted the shareholders of a regional insurance agency in a stock-for-stock acquisition by a publicly held national insurance broker.
- Represented a publicly held Canadian conglomerate in acquiring a United States water controls company.
- Represented the franchisees in negotiating new locations with various major food distribution franchisers.

- Represented various buyers and sellers of medical, dental, architectural, engineering and consulting practices.
- Assisted the management group in a buyout of a large consumer products manufacturer.
- Represented a large international developer/manufacturer of point of sale computer systems, including assisting with negotiating manufacturing, distributorship, licensing agreements and joint venture relationships for its international expansion.
- Assisted a large regional insurance agency with the sale of its business to a national bank.