ECKERT SEAMANS

Business Counseling

OVERVIEW

Eckert Seamans offers comprehensive services in many areas in corporate law and business counseling. Our firm's clients represent many facets of the economy, including multinational corporations, emerging and growing businesses, nonprofit institutions, municipalities and government agencies. Our corporate team offers strong industry experience in manufacturing, media and communications, software development, banking, hospitality services and e-commerce, among others, and provides advice and counseling in such areas on an ongoing basis.

Mergers and Acquisitions, Reorganizations, Corporate Structuring, Securities and Corporate Finance

The firm represents national and international companies as well as emerging and growing businesses in all aspects of mergers, acquisitions, reorganizations and corporate finance. Using a team approach, our attorneys develop innovative solutions to the problems raised in these complex transactions. Projects are staffed with attorneys from the firm's corporate, tax, employee benefits, labor, antitrust, environmental, litigation and other practice areas as they are needed. Our firm's transactional attorneys have a broad base of experience, having served as counsel to major, multinational corporations in substantial multi-year engagements. Eckert Seamans also has significant experience in structuring innovative business, finance and tax solutions for start-up, developmental and middle market enterprises. Our attorneys participate in lease financing on a regular basis and have significant experience in structuring joint ventures. They also have designed numerous executive and employee equity participation programs for privately held and publicly traded companies. Our attorneys assist clients in the preparation of registration statements, initial public offerings, proxy statements, annual reports and similar filings. In addition, the firm is involved in the private placement of securities, including the representation of syndicators of real estate and oil and gas properties.

Emerging Growth and Technology

Attorneys of the Emerging Growth and Technology Group have attained a high level of broad-based technical skill and are adept at providing services to clients of all sizes with a wide diversity of needs. Our attorneys represent small and medium-sized business clients, Fortune 500 companies, state governments, universities, individuals and hospitals in transactions involving complex computer systems, and have represented both technology developers and end users. These individuals have extensive experience in counseling start-up firms on critical issues such as financing, corporate organization and governance, as well as intellectual property issues such as e-commerce, patents, trademarks, domain names and copyrights. Our attorneys in this practice routinely negotiate and draft agreements relating to software licensing, systems development and systems implementation, outsourcing both data processing and other business processes, web site development, electronic commerce, equipment leasing, and financing. In addition to issues ranging from vendor agreements to ownership rights and intellectual property protection, our attorneys have hands-on experience as software programmers, designers, systems developers, managers and engineers responsible for developing, purchasing, transferring, licensing, and protecting and enforcing rights in information technology.

Utilities and Telecommunications

The Utilities and Telecommunications Group represents major telecommunications, energy, and water utility companies before state and federal regulatory agencies and provide legal advice with respect to other aspects of clients' business activities. With acknowledged competency in the field, the firm's utility regulation lawyers are closely involved in the restructuring of the telecommunications, natural gas, and electric industries. Additionally, the group is highly experienced in compliance and licensing issues involving all types of regulated companies – from water utilities, telecommunications, natural gas, and electric competitive suppliers to transportation companies.

Bankruptcy and Restructuring

Our firm's turnaround and workout lawyers represent both lenders and borrowers in formulating, negotiating and documenting debt restructuring plans, debt settlements and new or negotiated financing arrangements. Our attorneys frequently represent lenders in troubled loan recoveries and in specialized collection actions, such as replevin actions, mechanic's lien proceedings, mortgage foreclosures and

receiverships. Additionally, we have extensive experience representing court-appointed receivers of distressed businesses. We advise clients on complicated financing transactions, including asset-based loans, leveraged buyouts, publicly traded collateralized mortgage obligations and other structured financings. We also analyze contemplated transactions, as well as existing financial and contractual arrangements and are adept at recommending innovative means of minimizing the negative consequences or costs of a future bankruptcy. We also focus on preventing and defending lender liability claims.

International Law

We represent American clients with interests in, and foreign clients from, Europe (including Eastern Europe and former Soviet-bloc countries), Asia, Latin America, Canada and Africa. Our clients are emerging companies as well as major, multinational and other established companies. Our attorneys frequently counsel and assist clients in issues such as contracts, joint ventures, mergers, acquisition and divestiture matters, distribution and licensing arrangements, taxation, commercial law, shipping, foreign corrupt practices, dumping, antitrust and trade regulations, product liability questions, securities regulations, financial transactions, employment and labor matters, import-export matters, customs duties, and patents, trademarks and copyrights.