



Corporate and Business

Clients of the Firm range from start-ups and entrepreneurs to Fortune 500 companies. Whatever the size of the company, Cowles & Thompson's mission is the same: to focus on the client's business objectives and effectively manage the transaction to a successful closing.

Our corporate attorneys have considerable experience in a wide variety of industries including high technology, telecommunications, manufacturing, financial services, real estate, healthcare, and retail services. The Firm is also actively involved in representing many professional practices in many practice areas, including medicine and dentistry.

In working with start-ups and early stage companies, attorneys provide guidance on the appropriate legal structure and the various tax ramifications associated with each, alternative financing methods, and intellectual property protection.

2,000

C&T

handled over
2,000 Business
matters.

BUSINESS STRUCTURE

Attorneys with the Firm organize business structures for clients, including corporations, professional associations and professional corporations, joint ventures, limited liability companies, limited partnerships, limited liability partnerships, and general partnerships. Representation in this area includes:

- Selection of business entity and state of organization
- Entity formation
- Corporate charter and bylaw issues
- Buy-sell, voting, and other shareholder/partnership agreements
- Compliance with corporate, partnership and LLC laws
- Conduct of board of director and shareholder meetings
- Governance issues, board structure, membership, and operation
- Preparation of corporate resolutions and minutes

SERVING AS A COMPANY'S GENERAL COUNSEL

Attorneys routinely act as outside counsel on behalf of their business clients, handling a broad spectrum of corporate and business matters including coordinating and working in conjunction with the client's legal, accounting, business and banking professionals/experts. By working with the client's professional and other designated experts, this allows a company to have the appropriate legal experience available to them as they are navigating many business and business growth issues. In addition to addressing day-to-day issues and strategic issues, attorneys work with companies in the areas of:

- Retention of experts and obtaining fairness opinions
- Indemnification agreements and director and officer insurance coverage issues
- Mergers, acquisitions and disposition of business assets
- Intellectual property advice
- Director and officer liability

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MERGES, ACQUISITIONS AND DISPOSITION OF ASSETS

As businesses grow and diversify, attorneys help structure their acquisitions, advise the client through the various negotiation stages with the interested parties and assist the client in overcoming issues with the goal of closing the transaction. As the client's business changes through its life cycle, the attorneys assist the client either through the acquisition or disposition of assets commencing with the issuance or review of the letter of intent, the preparation of the agreement, the closing and then the transition.

EMPLOYMENT ISSUES

Through the cycle of a business, the client faces exposure in the employment arena. These employment issues should remain a priority of any business in light of the numerous regulations currently existing today. In addition, attorneys handle contract preparation and project review matters, including executive employment and compensation arrangements, master service agreements, supply contracts and construction contracts. Other routine employment issues the Firm handles for its business clients include:

- Employment and consulting agreements
- Independent contractor agreements
- Non-competition agreements
- Termination of key executives
- Labor policies
- Incentive compensation plans, including stock options and phantom stock plans
- Sales representative agreements
- Attorney-client privilege and confidentiality issues
- Internal investigations

GENERAL BUSINESS TRANSACTIONS

The Firm routinely negotiates and prepares all types of contracts relating to businesses and professional practices, including loan documents, leases, and sales and service contracts.

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