



PRIVATE EQUITY & VENTURE CAPITAL

OVERVIEW

Foulston Siefkin assists private equity and venture capital funds in all stages of the private equity process, including the structuring and organizing of the private equity fund, the structuring and completion of the investment, and finally the structuring and implementation of the exit strategy. We help our clients choose the optimal entity structure for their investment to maximize tax benefits and avoid the hazards that may accompany an exit. Exit strategies may include public offerings, high-yield debt placements, recapitalizations and, where necessary, workouts.

Foulston's team is skilled in structuring acquisitions and financings of private and public companies, negotiated as well as unsolicited acquisitions, going private transactions, recapitalizations, "roll-ups", stock-for-stock acquisitions, and acquisitions of minority interests. Financing options can consist of both traditional and unconventional alternatives including equity, convertible or subordinated debt, bridge loans, options, warrants and exchangeable instruments.

Our attorneys also counsel the companies and management sponsored by private equity funds in a wide array of areas including employment contracts, executive compensation and other employment and employee benefit issues. Our in-house expertise in employment and labor law and employee benefits can help align the interests of senior management with those of the investors through complex instruments and management employment and incentive arrangements as well as shareholder governance and liquidity arrangements. We provide advice and document drafting for contractual relationships among the private equity sponsor, the target company, the management team, and other equity and debt holders. Our experience in tax planning relating to state, federal and international tax implications, dealing with regulatory and environmental compliance issues, and negotiations of intellectual property license agreements, helps our clients make private equity transactions work no matter the industry.

AREAS OF REPRESENTATION

- Obtaining or providing equity capital and debt financing

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ATTORNEYS AT LAW

- Structuring and implementing the exit strategy
- Negotiating governance provisions
- Selecting an entity and jurisdiction
- Preparing organizational and offering documents
- Performing due diligence
- Securing regulatory approval and compliance
- Establishing private equity investment funds
- Compensation arrangements
- Employee benefits / ERISA
- Employment & labor issues
- Tax planning
- Intellectual property licenses
- General business counseling
- Real estate and construction
- Environmental & regulatory compliance
- Litigation

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