



Closely Held & Family Owned Businesses

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OUR PRACTICE

Stradley Ronon has a long tradition of serving as a trusted adviser to owners, entrepreneurs and executives of closely held and family owned businesses. We represent local, regional and international businesses across a variety of industry sectors throughout all stages of the corporate life cycle, from formation and growth to succession planning and exit events.



YOUR CHALLENGES

We recognize that there are unique challenges involved in owning and running a closely held or family owned business, including developing an effective management team, seizing on growth opportunities and assembling a well-integrated group of outside professional advisers. These challenges are often met in

an environment where capital and human resources may be limited. We understand that closely held and family owned businesses operate in an ever-changing and dynamic landscape. You need legal advisers who listen attentively to your particular needs and who can help steer the business so that short-, medium- and long-term financial and personal objectives are considered at each stage and ultimately realized.

OUR EXPERIENCE

We draw upon the resources and experiences of our professionals across a variety of disciplines, including tax, corporate, mergers and acquisitions, employment, employee benefits, and trust and estate planning, to provide an integrated set of legal services for our closely held and family owned business clients.

In addition to counseling clients on general corporate and transactional matters, our group advises businesses on how to:

SERVICES

- select the most advantageous legal structure
- employ tax-saving strategies
- resolve and prevent disputes
- protect intellectual property assets
- raise capital
- evaluate and implement a merger, acquisition or sale
- form strategic alliances and joint ventures
- design and draft simple or complex inter-generational buy-sell and voting trust agreements
- create advisory boards to augment company ownership and management expertise
- review and implement estate plans for the owners
- attract and retain employees
- develop and implement the client's business succession or exit strategy

Building a Solid Foundation

It is important to ensure that tax and liability considerations, ownership issues, and transition and exit strategies are appropriately addressed at the formation stage. Stradley Ronon assists new ventures in selecting the most advantageous legal structure – corporation, limited liability company, business trust, partnership or other entity. We counsel clients on important corporate governance, voting and control issues to ensure that decision-making is aligned with the business owner's objectives. Our attorneys support clients in ownership and management continuity strategies through buy-sell arrangements and employment and phantom equity arrangements to attract and retain key employees. We advise on the acquisition, protection and exploitation of technology and other intellectual property rights that are important assets of an emerging or established company.

Growing the Business

Our team works closely with you to support the growth of your business organically and through strategic acquisitions. We assist our business clients in the planning, structuring

and negotiating of acquisitions, including leveraged buyouts, strategic alliances and joint ventures. We also work with our clients to create boards of advisers that bring accountability and an outside perspective to the company's planning efforts. Our attorneys match companies with interested financing sources and handle various financing options, including commercial bank loans, sales and leasebacks, tax-exempt financings, plant and equipment loans, lines of credit, term loans, letter of credit facilities, conventional collateralized loans and subordinated debt.

Planning Succession Issues and Exit Strategies

Our lawyers work with accountants, wealth management advisers and investment bankers to help closely held and family owned clients facilitate tax-advantaged succession of their business, while also integrating such succession strategies with the business owner's objectives. This planning includes buy-sell and voting trust agreements, funding arrangements to provide estate liquidity, family partnerships, deferred compensation arrangements, and various tax-

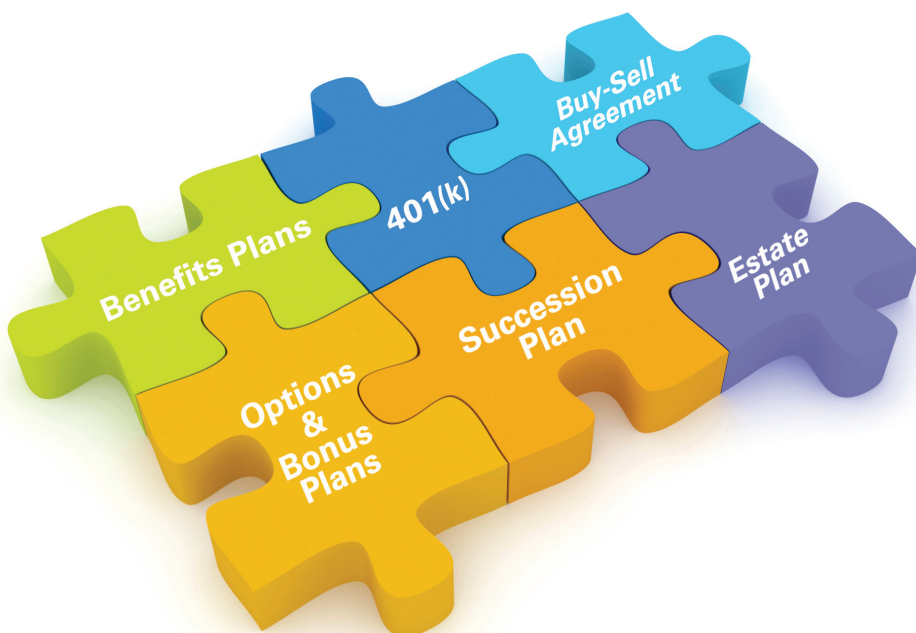
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leveraged options for transferring an interest in a business, such as private annuities, installment sales, sales to grantor trusts, grantor retained annuity trusts (GRATs) and other estate "freeze" techniques.

Where a client desires instead to realize some of the value of its business outside the family, we plan and implement a variety of strategies to accomplish this objective, including the sale of the business, a recapitalization of the equity through a strategic or financial investor, or the pursuit of a public stock offering.

Resolving and Preventing Disputes

If conflicts arise among the owners of a business, its employees, its customers or its suppliers, our experience in business law, as well as with mediation strategies, enables us to resolve conflicts cost-effectively. Our firm is a nationally recognized leader in alternative dispute resolution, and our attorneys have served as mediators to efficiently resolve disputes involving closely held businesses. If litigation is necessary, our litigators have a wealth of experience in such matters.



For more information on our Closely Held & Family Owned Businesses Practice, visit www.stradley.com/closelyheld.

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ABOUT STRADLEY RONON

For more than 95 years, Stradley Ronon has helped private and public companies – from small businesses to Fortune 500 corporations – achieve their goals. With eight offices and more than 200 attorneys, Stradley Ronon is proud to help companies manage their legal challenges and grow their businesses.

www.stradley.com

LOCATIONS

Pennsylvania
Washington, D.C.
New York
New Jersey
Illinois
Delaware

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