

Business Law

Effectively representing and advising businesses requires not only an understanding of the law, but how it will affect the bottom line. It means analyzing situations as lawyers and businesspeople. For decades, Sussman Shank has counseled clients in every aspect of almost every kind of business. Our reputation is built on a laser-like focus achieving our client's business goals.

Practice Area Chair

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From Daily Operations to Major Decisions, We're There for You

Our business attorneys are known for their responsiveness and communication. Whether it is a major project – an acquisition, a complex negotiation, a sale, or a more modest engagement – we strive to keep clients informed, with communication that works for them. We are available to respond to emails and texts, when our clients' needs arise. Sussman Shank's business team works as an integral part of our clients' overall management team and strategy.

Recognizing Both the Macro and the Micro

Our team understands the big-picture dynamics of the statutes and regulations that affect you as well as their nuances. Every industry is different, and unique, and our experience allows us to counsel our clients in both the big-picture matters as well as the fine details. We represent clients in agriculture, manufacturing, retail, distribution, transportation, banking, health care, construction, real estate, nonprofit, professional services, software, technology, consumer products and other economic sectors. We look at each of them in both painstaking detail and broad strokes. Understanding the broad and focused details are essential to being good business lawyers and a valuable part of our clients' team.

The Better We Know You, the Better We Serve You

Although we're based in the Pacific Northwest, we often advise clients that are regional, national, and global. We are a member of Mackrell International, a collection of mid-sized law firms located across North America and around the world. This allows Sussman Shank to assist clients and provide resources anywhere they are doing business. We represent companies at every stage of development, from start-ups, to longtime family businesses, to multinational businesses. No matter the size of your company, we make it our business to know your business, your industry, and your competitive landscape.

OUR ADVANTAGE

Tracking the Legislative Landscape

Because we stay abreast of proposed laws and regulations and upcoming political and economic trends, we alert clients to issues that are likely to affect their businesses. For example, employment law continues to tighten the requirements on contractors, making it harder to avoid finding subcontractors' employees as the general contractors' employees. Our lawyers are familiar with the changes to assist you in avoiding disruptive and expensive surprises.

Risk Management

We work with our clients to proactively identify potential risks and legal liabilities, and collaborate with them to develop effective strategies for managing and mitigating those risks. Our ultimate objective is to minimize any potential disruption to their business operations and financial losses.

AREAS OF EXPERTISE

- Buying and selling businesses and business assets (M&A)
- Capital acquisition
- Employment law
- Entity selection and formation
- Estate and wealth preservation planning
- Health care law and transactions
- Intellectual property
- Real estate lending, purchases, sales and leasing
- Succession planning
- Tax planning and appeals

REPRESENTATIVE WORK

Successful Sale of Privately Held Chemical Manufacturing Company

Sussman Shank LLP represented the founder and principal owner in the successful sale of stock for an Oregon-based chemical manufacturing company to a leading Venture Capital Fund. The \$20 million-plus transaction involved complex considerations, including numerous patents—some licensed to the operating company and others retained by the owner with strategic exceptions to non-competition agreements.

Our team collaborated closely with co-counsel, managing all facets of negotiation, contract drafting, and transaction closing. This comprehensive approach ensured a seamless, well-executed deal that aligned with our client's goals and preserved valuable intellectual property rights.

Private Lending Transactions

We represented the family members of a privately-held ice cream manufacturing and distribution business in the sale of assets of the business to a new operator. The unpaid portion of the purchase price was secured by the assets sold.

Sale of Medical Practice

We represented a doctor of podiatry in the sale of his business to an employee. The transaction included documentation of the sale and security for the purchase price, negotiations with the landlord concerning the ongoing lease obligations, and consideration of the tax implications.

Expansion of a Family Business

We assisted in representing a small, family-owned business in restructuring its corporation to expand the business. The family owners were able to bring in new investments, take advantage of a unique, exclusive distributorship opportunity, and expand the existing business line while maintaining ultimate control of the corporation.

Sale of Business

We assisted our clients, the shareholders of an Oregon corporation with approximately \$110 million in annual revenues, in selling all of the shares of their corporation to a Fortune 500 publicly-traded corporation. We were able to assist them in various issues, including those related to (1) the sale of the securities, (2) security for outstanding obligations owed to them, (3) employment agreements for several of the principals, and (4) limitation of liabilities with respect to covenants in the sale agreements. The Chief Executive Officer of the publicly-traded company



personally came to Portland and complimented both Sussman Shank LLP and the Wall Street law firm representing it for the timely and efficient legal services involved in closing a technically difficult transaction.

Sale of Health Club

We represented the limited partnership owner of a full-service health club in selling the assets of the club to a new operator. Because a portion of the purchase price is to be paid over time, we assisted in negotiating the structure of the payments and the security for repayment. We also assisted our client with issues related to the termination of its employees and other issues.

Buy/Sell of LLC Interests

We represented an individual investor who was a major shareholder and active manager in a large construction company and several related entities. We were asked to facilitate his withdrawal and disposition of his interests. In doing so, we advised our client on a wide variety of issues including the scope of noncompetition agreements, issues relating to corporate debt guaranteed by our client as well as the remaining investors, and appropriate strategies for the orderly completion of the transactions.

Sale of Restaurant

When the franchisee owner of two restaurants was facing financial difficulty, our lawyers helped complete the sale of the struggling restaurant to the franchisor, relieving our client of significant cash flow issues and reducing debt while maintaining the franchise for the more successful restaurant. We also assisted the client in negotiating with its landlord and restructuring secured debt to set the stage for a possible turnaround.

Merger and Acquisitions

We represented a regional mechanical contracting firm in the successful negotiation and sale of its operations to a publicly traded national consolidator in the HVAC and mechanical contracting industry.

We successfully negotiated the multi-million dollar sale of a local company offering international tours to a well-known national tour company.

Tax-Leveraged Business Sale

We recently assisted in facilitating the sale of a multi-faceted group of family-owned businesses in the industries of sand & gravel, ready-mix, and river dredging to a multi-national corporation. Significant tax savings were achieved for the sellers through the use of Charitable Remainder Trusts and other deferral techniques.



Division of a Family Business

We represented a family in the division of their company into two separate entities. The transaction was structured as a tax-free reorganization and approved by the IRS in a private letter ruling.

Management Buy-Outs

We often represent management groups in the purchase of the company from retiring owners. The interpersonal relations and negotiation dynamics of these transactions are often as delicate as the contract terms. Our lawyers are skilled in both areas.

National Training Center

We assisted in drafting the organization and operational contracts for a new national training center for decision making in disaster situations.

Sale of Technology Company to National Consolidator

Sussman Shank LLP lead the sale of our client, a Pacific Northwest based technology company and its principal, to a national consolidator, which included a F Reorganization, the principal of the acquired company obtaining significant equity in the national consolidator, and significant long term employment and earnout incentives.

Related People

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