

# Business Transactions & Counseling

Simmons Perrine Moyer Bergman PLC attorneys counsel business owners in all facets of their commercial transactions, legal organization and regulation. Our attorneys have served as in-house counsel or acted as general counsel to financial institutions, manufacturing companies and services companies.

*Our services include, but are not limited to:*

## BUSINESS FORMATION AND ORGANIZATION

We advise regarding business formation and structuring of various types of entities. Assist with ongoing maintenance of organizational documents and advise regarding changes in the law and the impact of those changes on the organization.

- Advise public, private or family owned businesses in the formation and structuring of their organization
- Organize new companies such as corporations, limited liability companies and partnerships
- Form and advise non-profit organizations
- Form and advise cooperatives
- Assist with the ongoing maintenance of an organization such as filing reports, drafting minutes of annual meetings and special meetings, preparing notices and proxies, and amending and restating organizational documents

## BUSINESS TRANSACTIONS AND CONTRACTS

We advise and draft commercial contracts such as non-disclosure agreements, licenses, leases, intellectual property licenses, independent contractor agreements, distribution agreements, supply agreements, purchase contracts and credit agreements.

## FRANCHISING, LICENSING AND DISTRIBUTION LAW

Advise franchisees on the development of franchise systems, including:

- Drafting franchise agreements and franchise disclosure documents
- Assisting franchisees with franchise registration
- Serving as local counsel for national, regional and local franchisees
- Representing franchisees with evaluating and negotiating franchise agreements
- Drafting and negotiating trademark licenses, distribution agreements and software licenses
- Counseling and protecting trademarks, copyrights, trade secrets and patents

## STOCK AND EQUITY HOLDERS

Advise regarding shareholder agreements, shareholder disputes, assisting with stock issuance and transfer and redemption agreements.

## DEBTOR-CREDITOR

Assisting with secured transactions, debt restructuring, bankruptcy matters and structuring asset protection planning.

115 3rd Street SE, Suite 1200  
Cedar Rapids, IA 52401  
319-366-7641

**S P M B**  
SIMMONS PERRINE  
MOYER BERGMAN PLC

1150 5th Street, Suite 170  
Coralville, IA 52241  
319-354-1019

[www.spmblaw.com](http://www.spmblaw.com)

## MERGERS AND ACQUISITIONS

We represent clients in all stages of mergers and acquisitions, including structuring leveraged buy-outs and reverse mergers, negotiating and drafting stock purchase agreements and asset purchase agreements, structuring transactions to optimize tax consequences and structuring transactions for family and closely held businesses to optimize estate planning objectives.

## CORPORATE FINANCE AND SECURITIES LAW

We assist with private placement offerings, mezzanine financing, venture capital and counsel regarding angel investors.

## TAX

We advise on a variety of tax matters, including: tax planning considerations in selecting the form of entity, tax advice for joint ventures and partnerships, tax planning to design incentive compensation and benefit plans, tax advice and entity formation to restructure business operations in anticipation of a merger or acquisition and advice regarding the tax effects of transactions and sales.

## BANKING TRANSACTIONS

We assist with secured and unsecured borrowings, structured finance transactions in the renewable energy, agricultural and industrial sectors of the economy and assist with public finance transactions, including tax-exempt bond financing.

## FIDUCIARY DUTIES

Advice regarding corporate and business law and the effect of changes in the law on all stakeholders in the organization and advise regarding corporate governance issues, including fiduciary duties of directors, partners and members.

## RENEWABLE ENERGY

Advise regarding renewable energy development, including wind energy agreements totaling over 2,500 MW of wind power. Assist with and advise regarding wind easements and leases, project financing for ethanol plants and other facilities and assist with due diligence in the development of wind farms and ethanol plants.

If you have questions regarding our business law practice, please email or call us in Cedar Rapids at (319) 366-7641 or in Coralville at (319) 354-1019.