



CORPORATE & SECURITIES GROUP



OPPENHEIMER BLEND
HARRISON + TATE, INC.

ATTORNEYS AT LAW

CORPORATE & SECURITIES GROUP

"Whether big or small, our clients embody an entrepreneurial spirit. Coupled with the breadth and depth of our expertise, and powered by the drive of our own entrepreneurial spirit, we build relationships with key executives and decision makers that allow us to provide creative, strategic and sophisticated services to our clients. In this way, we add value for our clients and empower them to reach their goals. Our clients are result oriented and so are we. Working together, we achieve success."

J. David Oppenheimer
Corporate & Securities Practice Group Leader and Shareholder



Our Corporate & Securities Practice Group represents a wide range of clients in all matters of corporate law and in all types of business transactions. Our clients include closely-held businesses, individual executives and entrepreneurs, start-up ventures and Fortune 500 corporations. They are buyers and sellers, borrowers and lenders, issuers and investors, owners and operators. Whether engaged as counsel for a discreet transaction, such as a merger, acquisition or disposition, or as ongoing counselors and advisors, our team of attorneys brings together the breadth and depth of knowledge and experience to efficiently and effectively achieve our clients' goals and to guide our clients and their businesses through all stages of growth and development.

OUR EXPERTISE

START-UP PLANNING

- Many of our clients come to us as individual entrepreneurs flush with the excitement of a new idea or opportunity. Our attorneys advise and guide these entrepreneurs through all aspects of organizing a new business venture, beginning with choosing the form of entity through which the new business will operate. Whether a traditional business corporation, a general or limited partnership or a limited liability company, the initial choice of entity must be tailored to the needs of each client, anticipating



both routine and unique federal and state tax implications, management and control considerations and the implications the form of entity may present if the organization desires to raise capital, either through the placement of debt or equity. Once chosen, we represent these individual entrepreneurs throughout the process of organizing their new business entity and in connection with the negotiation and preparation of its governing documents.

CAPITALIZATION AND FINANCE

- Whether a start-up business or an established enterprise, whether a small business or a Fortune 500 corporation, all organizations need money to make their businesses thrive. To this end, our

Corporate & Securities attorneys advise clients in connection with the legal aspects of business entity capitalization and finance. Whether a traditional or a more exotic capitalization plan is required, this process typically begins with an analysis of whether to raise the desired capital through a placement or issuance of the organization's equity securities or through debt financing. If a placement of securities best suits our client's goals, we advise in the placement of securities in the public markets, the private placement of equity securities and in connection with raising capital from venture capital firms. We represent issuers, investors



and brokers in the placement of equity securities. We also analyze and secure available registration exemptions under applicable federal securities law and regulations and under the Blue Sky laws of the various states. If debt financing is more favorable to the interests of our client, we analyze whether our clients would be best served by traditional borrowing or by the issuance of bonds, debentures, warrants or other traditional or convertible debt securities. Once the most favorable financing strategy is determined, we provide representation through all phases of the financing process.

MERGERS, ACQUISITIONS AND DISPOSITIONS

- Often the emotional peak in the life of an organization, and in the business lives of its owners, is the consummation of a merger, the acquisition of a new business or the sale of an existing business. We represent individual owners, business organizations, senior management and employee groups as both buyers and sellers of businesses. We also represent clients in connection with mergers of business entities whether our clients are maintaining control, partnering in the control of the ongoing enterprise



cashing out their interest. We represent buyers and sellers with respect to all aspects of mergers, acquisitions and dispositions, from the negotiation of the business terms and the documentation of the transaction to the closing of the deal.

GENERAL CORPORATE REPRESENTATION

- Throughout the course of their daily operations, all business organizations encounter issues that have potential legal implications. For larger businesses with in-house general counsel, we advise and assist the general counsel in areas ranging from strategic business and legal planning, discreet transactions and highly specialized legal issues to overflow legal work that the general counsel does not have the staff to handle. For businesses without in-house general

counsel, we serve as outside general counsel, advising and assisting these clients on both routine matters, such as contract drafting, review and negotiation and more complex matters, such as strategic business and growth planning. We also understand developing creative solutions sometimes requires a total firm approach, which is why our Corporate & Securities attorneys work closely with our other practice groups to ensure we develop a solution that is fully integrated to meet our client's needs.



SUCCESSION PLANNING


- The key to the long term viability of any closely-held or start-up organization is succession planning. Determining early on the manner in which a business will be passed from its founders to their children, to key management or to others, often distinguishes a business that will thrive from generation to generation from one that will fade over time. Our Corporate & Securities attorneys work closely with our firm's Estate Planning and Probate practice to advise clients on the best methods to achieve their succession goals.

FIRM OVERVIEW

CREATIVE SOLUTIONS + STRENGTH OF RESOLVE + TRUSTED LEGAL ADVICE

= What you need from a law firm and what you get from us.

At Oppenheimer, Blend, Harrison and Tate, Inc., creative solutions, a strength of resolve and trusted legal advice are more than just words, they're part of an equation we've been putting to work for our clients for more than 35 years.



What has resulted is an ability to bring the right answer to our clients, tremendous staying power and a tradition of legal excellence. We take the time to be at the forefront, to be an expert, advisor and counselor and to put our collective expertise to work for every client. That's what has helped us stand above the rest.

We know meeting your legal needs isn't as simple as following a prescribed formula, nor should it be. But what we do know is combining creative solutions, a strength of resolve and trusted legal advice gives you the answer you've been looking for.

PRACTICE GROUPS



CORPORATE & SECURITIES



CREDITORS' RIGHTS &
BANKRUPTCY



ESTATE PLANNING
& PROBATE



HEALTH CARE



LABOR & EMPLOYMENT



LITIGATION



REAL ESTATE



TAX

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