

## Business

### Attorneys

Brad M. Dashoff  
Scott A. Killian  
Jeffrey R. Murphy  
John "Jack" R. Orrick, Jr.  
David L. Weintraub

### Services

Formation of Business Entities  
Joint Ventures  
Business Reorganizations  
Mergers and Acquisitions  
Financing Transactions  
Capital Raisings  
Securities  
Municipal Bond Offerings  
Special Taxing Districts  
Tax Increment Financing Districts  
Contracts and Agreements  
Employment Compensation  
Life Cycle Representation  
Business Successions  
Nonprofit Organizations

### Related Areas

Public/Private Partnerships

Linowes and Blocher LLP's Business Transactions Practice Group counsels clients in corporate, securities and other business transactions matters, including business formations, financings, reorganizations and other matters arising in connection with the life cycle of a business entity. Our clients include corporations, limited liability companies, real estate investment trusts, business trusts and partnerships engaging in a wide variety of business enterprises.

Linowes and Blocher LLP assists clients through every step of a business transaction, whether it is a partnering transaction or joint venture, the acquisition and sale of an operating business, a capital raising transaction, or a merger, consolidation or reorganization. In addition we are leaders in structuring and use of various municipal bond financings.

### Forming New Businesses

We advise our clients in the selection of the proper form of entity from a tax and business perspective. Our work includes:

- Preparing of organizational documents
- Obtaining necessary business licenses, tax identification numbers and satisfying other requirements for establishing a business
- Helping assure proper capital structuring
- Creating of shareholder and other agreements among business owners

### Financing Businesses

We advise our clients in methods of obtaining equity or debt financing, whether that be through commercial loans, venture capital, private placements or other sources of capital:

- Preparation and review of financing documents, including loan agreements, preferred equity arrangements, joint venture agreements or the like
- Advice concerning compliance with federal and state securities laws

Continued

- Collaborating with other financial advisers, including investment bankers, accountants and consultants in structuring financing transactions and achieving optimal ways to raise capital

### **Business Reorganizations**

Our clients regularly turn to us to assist them in connection with different types of business reorganizations, whether that be a purchase or sale of assets, a purchase or sale of a subsidiary, a merger or consolidation, or a joint venture transaction. Some of our experience includes:

- Drafting of business acquisition/reorganization documents
- Due diligence investigation of target entities
- Advice concerning structuring from a financial and tax perspective

### **Business Agreements**

Our clients rely on us to advise them in the drafting and negotiation of a wide variety of agreements that enable them to carry out their business missions and objectives. These agreements include:

- Purchase and sale agreements
- Distribution agreements
- Employment-related agreements
- Licensing agreements
- Confidentiality and non-disclosure agreements
- Indemnification and hold harmless agreements

### **Municipal Bond Financings**

Linowes and Blocher LLP occupies a unique niche in representing many real estate developers and property owners in structuring Public/Private Partnerships and the use of municipal bonds to finance the costs of infrastructure required for their projects. We are often called upon to work in conjunction with local government and developers to help create special tax districts and tax increment financing districts.

### **Non-Profit Organizations**

Members of the Business Transactions Group regularly assist in the formation of not-for-profit enterprises and advise such enterprises on issues including business, tax, employment, and financing issues, including the use of municipal bond financing. The firm is also counsel to local trade associations and advises them in a wide range of business-related matters which make them more effective in representing their members in their respective industries.

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### **Life Cycle Representation**

The firm prides itself on representing corporate and business clients through their entire life cycle from formation through winding down and dissolution. We can help with:

- Business succession strategies
- Structuring equity compensation and employment agreements
- Strategizing with business leaders to incentivize the next generation while recognizing the important goals of creating a lasting legacy

### **State and Local Business Incentive Programs**

The Firm represents clients seeking to relocate or expand businesses into Maryland in obtaining tax incentives, grants and other economic development incentives from the State of Maryland and local jurisdictions, including job creation property and income tax credits, research and development income tax credits, enterprise zone property and income tax credits, cybersecurity investment incentive tax credits and manufacturing tax credits.

### **News & Speaking Engagements**

Zeidman and Orrick Speak at Public/Private Partnerships Seminar  
January 15, 2014

Presenter – “Financing Considerations for P3 Projects” – Lorman Education Seminar program on Public/Private Partnerships in Maryland, Annapolis, MD” January 14, 2014  
January 15, 2014

IRS Issues Historic Rehabilitation Credit Safe Harbor  
January 2, 2014

8 Linowes Attorneys Named Super Lawyers for 2014  
December 12, 2013

Speaker - Bar Association of Baltimore City Milton Talkin Lecture Series - Charging Order Provisions Under Maryland and Delaware Law  
November 1, 2013

Orrick and Zeidman to Speak at Public/Private Partnerships Seminar  
October 25, 2013

Speaker - Current Opportunities to Enhance Your Association’s or Foundation’s Finances and Investments.  
October 9, 2013

Continued

NAIOP Legislative Conference - Presentation on New Exemption under Maryland Recordation and Transfer Tax Statute for Transfers to Affiliated Entities

October 7, 2013

Maryland Tax News

May 23, 2013

Speaker at Linowes and Blocher LLP's Breakfast Seminar on Public/Private Partnerships

May 16, 2013

Webinar - Maryland State Bar Association Section on Unincorporated Business Associations-Understanding Charging Order Protection

December 5, 2012

Maryland State Bar Association - Development, Drafting of Operating Agreements, Legislative Updates and The Ever-Changing Limited Liability Company Act in Maryland

April 18, 2012

Linowes and Blocher Breakfast Program - 10 Things Every Business Executive Should Know About LLCs

March 26, 2012

Listen Here and View Ten Things Every Business Executive Needs to Know About LLCs

March 26, 2012

*Press Release*

Meet our Business Transactions Team

March 1, 2012

*Bethesda Magazine*

Montgomery County Bar Association Law Day - Private Placements in Maryland

April 21, 2011

Housing Unlimited Inc. Honors Linowes and Blocher

May 21, 2010

*Press Release*

## **Alerts/Publications/E-Blasts**

2013 Maryland Legislation: Recordation and Transfer Tax Exemptions Expanded for IDOTs and Affiliated Entity Transfers

August 15, 2013

Business Bills Passed in 2013 General Assembly

April 26, 2013

Continued

2013 Legislation Lowering Recordation and Transfer Taxes

April 12, 2013

Top Ten Things Business Executives Should Know About LLCs

February 8, 2013

Recent Amendments to Maryland's Limited Liability Company Act

May 29, 2012

Change to Net Worth Test Makes Regulation D Accredited Investor Status More Difficult

March 16, 2011

Tax Increment Financing - Recent Developments in Maryland Law

December 16, 2010