



BUSINESS TRANSACTIONS - SHOWCASE

Business Transactions

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About Our Practice

Navigating ongoing business issues and addressing complex enterprise challenges are a critical part of any company's daily concern. The attorneys of the Transactional Practice Group at Hall Booth Smith, P.C. have the experience you need,

gained from years of representing companies in a broad range of transactional matters. Serving as a partner for our client's needs and goals, we have represented large, international corporations and small start up companies with important business transactions for more than twenty years.

The firm has joined with international business consultants MWA Global Business Partners to assist small and medium sized businesses identify and develop opportunities in emerging and developing markets. HBS and MWA Global Business Partners will create a unique combination of skills, expertise, and international reach to fill a current market need and provide an experience base to benefit domestic and international clients. As part of our continued dedication to building businesses and innovation within Georgia, HBS is now an official corporate member of the Technology Association of Georgia (TAG) www.tagonline.org.

Our attorneys have exceptional skill and expertise in corporate law. Representing a diverse range of clients, we are able to deliver effective and strategic representation. We have handled virtually every issue that arises in day to day corporate transactions including:

- Structuring mergers and acquisitions
- Financing agreements and strategic business alliances
- Negotiating and drafting agreements
 - Licensing and franchise agreements
 - Joint venture agreements
 - Asset purchase agreements
 - Employment agreements
 - Confidentiality agreements
- Protecting business's intellectual property, including copyrights and trademarks
- Consulting on employment-related matters
- Drafting shareholder agreements
- Assisting in the formulation of business exit strategies and the dissolution or wind down of a business
- Drafting business plans while advising the business on a number of employee related matters
- Solving international disputes
- Preparing by-laws and related corporate material
- Creating Political Action Committees
- Offering strategic business planning and advice

Choosing the right partner for your corporate transactions is one of the most important steps for a business decision maker. Our attorneys have extensive experience advising clients engaged in a wide variety of corporate transactions, including entity formation and governance, mergers and acquisitions, business exit strategies, employment and non-compete agreements, intellectual property, strategic alliances, and commercial real estate.

The voice of our law firm is heard through the individual experience of our attorneys in corporate matters. Our attorneys include:

- Commissioner, National Conference of Commissioners on Uniform State Law (1998-present)
- State Senator and Chairman of Senate Special Judiciary Committee
- Corporate counsel for a major Internet provider
- Legislative counsel for the Senate Judiciary Committee Member of Association of Young Real Estate Professionals
- Leadership DeKalb Board of Directors 2005-2010
- Appointed member of the State Ethics Commission

Our attorneys regularly speak, present, and publish at high-profile events and conferences pertaining to corporate law and business strategy.

Ways We Serve You

With our more than twenty years of experience, the attorneys at HBS handle hundreds of corporate legal transactions on a yearly basis. The attorneys in our Transactional Practice Group are dedicated to exceeding your goals. We work closely with clients to ensure thorough, thoughtful planning and preparation that will pave the way to highly successful transactions, mergers, acquisitions, agreements, joint ventures, asset and stock purchases, protections and alliances.

We have assisted Fortune 100 companies, large privately-held organizations, and international businesses to identify, address, and minimize overall risk in an effort to structure a transaction that accomplishes objectives.

We represent clients in every facet of corporate law including:

- Corporate Formation and Registration
- Federal and State Securities Registration
- Shareholder Agreements
- Structural Organization
- Corporate Financing
- Executive Compensation
- Securities Agreements
- Purchase Agreements
- Corporate Consulting
- Mergers and Acquisitions
- Licensing Agreements
- Real Estate Transactions - Leases & Materialmen's Liens
- Strategic planning and business development

With the professional integrity and skill HBS lawyers bring to the table, we have successfully resolved many cases for our clients through mediation, motion practice, administrative bodies, bench, and jury trials.

- Oversaw the conversion of approximately 400 Sub-Chapter S Corporations to limited liability companies
- Served as Corporate Counsel for an international, publicly traded restaurant franchisor saving the parent company several hundreds of thousands of dollars in annual registration fees
- Directed the restructuring of a client's business into a multi-part organization of separate subsidiary components

- Directed the acquisition of a competitor company for an existing client
- Structured a multi-state hospital staffing company's acquisition of numerous staffing companies with operations in several different states that enabled the parent company to enter into several new markets
- Structured the purchase and sale of numerous companies in the health care and construction industries, including the preparation of the asset and stock purchase agreements and related contracts
- Directed and lead the passage of legislation including Article VII, Article IX, and the Environmental Covenants Acts.

Leadership



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Related Industries

Construction

HBS assists the construction industry in a wide variety of private and public construction projects, including commercial, residential, industrial, and mixed-use properties. In addition to managing risk and defending and asserting liability claims on behalf of clients, we regularly advise on the myriad of issues that arise in the course of planning, managing and completing construction projects. As a full-service law firm, we offer services in construction related fields, such as real estate, litigation, ADR/arbitration, finance, environmental, land use, energy, regulatory, and utilities.

HBS construction attorneys have handled the entire gamut of claims that can be brought in the construction industry, including successfully representing property owners, developers, contractors, subcontractors, architects and engineers, construction managers, suppliers, transportation providers and haulers, individuals, corporations, electric companies, engineering companies, government entities, insurance carriers and sureties regarding construction industry issues.

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Food & Agriculture

Scientific developments, technological efficiencies, global trade, and government support and regulation have changed food and fiber production in the United States into a sophisticated and complex business. From a farmer's field to a consumer's kitchen table, complicated legal issues now arise for growers, agribusinesses, distributors, brokers, and food retailers. Hall Booth Smith (HBS) specializes in providing legal counsel to and litigation and regulatory advocacy for farmers and agribusinesses.

Because most of our Agriculture Law Practice Group attorneys either grew up on a farm, earned degrees in agriculture, or have spent their careers counseling farmers and agribusinesses, our specific and keen understanding of the business practices and needs of farmers and agribusinesses superiorly position us to handle any agricultural matter. With six offices located throughout Georgia and offices in South Carolina, Tennessee and Florida, we couple the expertise and reputation of a large firm with the accessibility of a local firm.

The legal issues farmers and agribusinesses face are often unique to the agriculture sector. For example, HBS handles issues for buyers and sellers under the Perishable Agricultural Commodities Act (PACA), a complex federal statute which establishes a code of fair business practices that protects businesses dealing in fresh and frozen fruits and vegetables. In

Entertainment

Representing creative minds and creative businesses, Hall Booth Smith provides clients with the business advice and legal guidance needed to succeed in the ever-evolving multimedia entertainment marketplace.

From day-to-day business operations and management advice to transactional guidance and dispute resolution, our attorneys help those in the entertainment industry manage talent and preserve, protect and actualize their entertainment property and services. We have critical access to key players in the entertainment industry and provide clients with the business-oriented and dedicated legal advice needed to thrive.

Transactional and litigation attorneys work together seamlessly, handling all of our clients' legal needs and helping them achieve their goals. Our experience is diverse and includes advising clients regarding music, film, television, software, books and other print media, advertising, and graphic, visual and performing arts, social media and gaming, negotiating the full range of transaction documents and industry agreements, and litigating disputes. We assure that our clients' creativity and their rights in creative works are fully protected.

As active members of various respected industry-leading societies, including NARAS, CMA, we remain at the forefront of industry trends and legal developments. Our attorneys speak regularly on industry panels, contribute as writers to respected industry publications and serve on boards of several

many cases, the laws relevant to the issues facing agriculturists arise out of the laws and regulations that are applicable to any contract, insurance policy, property right, business organization, or succession plan.

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Government & Municipalities

With a team of former and current government leaders, and those actively involved in various areas of government, HBS offers comprehensive representation and advice to those in government, including states, counties, cities, non-profits and other related industries.

Our team members are regarded as among the most influential leaders in the state of Georgia and are repeatedly recognized for their work on behalf of clients in the government arena. Regularly interacting with legislative leaders concerning client needs, we maintain close working relationships with elected officials, appointed officials, and agency staff, enhancing our ability to provide expertise and counsel. Leveraging our connections, regulatory know-how and legal experience, we work with local, county and state government officials to craft good policy and address our clients' legislative, regulatory and legal concerns.

HBS attorneys assist clients with the full range of

industry non-profit organizations.

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Retail & Hospitality

HBS helps hospitality industry clients both maximize their financial return and meet consumer service expectations.

Subject to a host of federal, state, county and municipal laws, regulations and code requirements and facing economic, real estate, employment and customer challenges, restaurants, hotels, leisure resorts, recreational facilities and other hospitality businesses turn to HBS for guidance. Our Hospitality lawyers are experienced advising on all aspects of hospitality businesses, from project conception and regulatory guidance through financing, development, operations and dispute resolution.

Whether addressing a labor and employment, transactional, privacy law, food and beverage, real estate or construction matter or attempting to resolve an issue involving employee benefits and compensation, intellectual property, data protection or potential liability, we advise our clients each step of the way, helping them leverage opportunities and avoid attendant risks. We vigilantly monitor the evolving regulatory and legal framework impacting our clients, to make sure that they are prepared for the future.

local, county and state government affairs, regulatory matters, lobbying efforts, and political and campaign finance issues. Understanding the regulatory framework which affects our clients' business operations, we are particularly adept at helping related regulated industries such as utilities, energy and trade associations, telecommunication companies, health care, insurance, local governments, and nonprofit organizations with compliance matters.

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Insurance

From appraisals, coverage, claims and adjusting issues to drafting and review of insurance policy, regulatory compliance advice and dispute resolution, HBS assists insurance industry clients with resolving the many challenges they face.

In addition to managing risk and defending liability claims, we regularly advise clients on the full range of insurance products, services, and coverages, including general liability, automotive, life, property and casualty, director and officers' liability, professional malpractice, errors & omissions coverage, business interruption and environmental, cyber-risk and other specialty coverages and exclusions.

Our lawyers represent clients in courts of all levels

Our team of experienced litigators regularly handle claims for our hospitality industry clients in courts of all levels and has successfully defended class actions, multi-district litigation, personal injury claims, construction disputes and a wide variety of other matters. With a former State Senator and active government affairs attorneys, we are also adept at representing hospitality industry clients regarding their legal, regulatory and government affair challenges.

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Real Estate

Hall Booth Smith guides real estate industry clients through the complexities of real property purchases, assessments, sales and leases, land use, zoning, financing and environmental issues, and a host of other concerns. HBS team represents virtually all players in the industry, including owners and occupiers, developers, real estate advisers, lenders, pension funds, insurance companies, governments, and hotel owners and operators. HBS , negotiates commercial and residential transactions of all types and sizes. Our real estate attorneys have advised clients throughout the life cycle of their property ownership from acquisition through development.

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throughout the United States, litigating class actions, multiparty and multi-district cases as well as individual lawsuits involving virtually every type of claim, coverage, fraud and bad faith action. We handle regulatory investigations and enforcement actions and are experienced with all forms of alternative dispute resolution. Active insurance coverage attorneys in the international insurance markets, we also help domestic clients gain access to the overseas market and assist foreign insurers in managing their domestic litigation.

As industry leaders, HBS Insurance Coverage lawyers have been recognized as Super Lawyers and Rising Stars in the field of insurance. Team members regularly write and lecture on insurance and property ISU issues, and are active members in insurance industry groups. As a value-added, we offer clients employee training to help their staff understand the laws and regulatory requirements impacting their industry and strategies to minimize risk exposure.

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Transportation

Hall Booth Smith has decades of experience providing transportation industry clients with comprehensive, strategic business and regulatory advice and effective legal representation.

Our firm represents a wide array of entities in

transportation-related litigation, including owner-operators, insurers, insureds and various self-insurance funds, as well as aviation companies, oil and gas companies and railroads.

HBS attorneys have counseled transportation industry clients regarding virtually every issue affecting the industry and have litigated disputes throughout the country on nearly every facet of transportation law.

We also regularly work with clients to devise, implement and enforce risk avoidance strategies. Applying the experience gained from decades litigating industry-related disputes, we offer clients effective and cost-efficient representation in courts as well as before government agencies such as the Federal Highway Administration, the Federal Motor Carrier Safety Administration, the Federal Railroad Administration, the National Transportation Safety Board, state Departments of Transportation, and other regulatory bodies.

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