

■ ■ Business & Corporate

Lawyers at Jones & Keller have extensive experience representing business entities and helping clients with their business needs through all stages of the business lifecycle. We help clients realize their dreams by starting and financing a business, help rapidly growing businesses meet their many needs, advise on acquisitions, mergers, debt and equity financing, and assist business people with estate planning, transfer, dissolution and liquidation at the end of the business life.

Business Formation and Choice of Entity

In addition to practicing law, lawyers at Jones & Keller have been accountants, presidents, CEO's, directors and officers with a wide variety of business enterprises. Our business expertise combined with decades of providing legal service give us the perspective to help our clients organize new business entities, establish compensation plans to attract and retain executives, structure founder's ownership and raise capital.

We advise our clients on choice and formation of a variety of business entities and tax alternatives, including corporations, limited liability companies, partnerships, limited partnerships and professional corporations. We draft and negotiate by-laws, stockholders' and voting agreements, operating and contribution agreements, and help our clients establish boards, management committees and sub-committees.

Our securities practice group also advises our clients in the formation of hedge and mutual funds, registered broker-dealers and registered investment advisers.

New businesses also need a wide variety of contracts to manage their risk. We prepare and provide advice regarding customer contracts, vendor services, property leases, intellectual property licenses and employment and non-disclosure agreements.

Commercial Contracting

Jones & Keller lawyers assist our clients in all aspects of their commercial contract needs, including negotiations leading to contract formation, contract administration and contract dispute resolution.

Marketing and Indirect Channel Programs

Our attorneys have business and legal experience in negotiating and preparing marketing and advertising agreements, agency, creative and electronic commerce agreements, sales agency and reseller programs and strategic alliances.

Sales, Customer and Vendor Services

We assist our clients with development and negotiation of customer and vendor contracts, terms and conditions, purchase orders, standardized sales and services delivery contracts, and licensing agreements including international sales and licensing arrangements.

Manufacturing, Services and Distribution

We provide our clients with legal and contract support necessary to reduce the risks of manufacturing, sales and distribution, domestic and international supply, and delivery of services. Our expertise includes consulting and services agreements, intellectual property licensing and protection, OEM and VAR agreements, outsourced manufacturing (tolling) agreements, warehouse services, freight forwarding and transportation agreements and distributorship agreements. We have expertise in many different industries and areas, including:

- equipment leasing
- complex construction projects

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- procurement
- telecommunications construction and services
- system integration and architecture
- information technology
- software application service providers
- sales of goods under the UCC
- electronic commerce and streaming media
- product manufacturing and outsourcing
- marketing and sales agreements
- distribution agreements
- consulting and independent contractor agreements

Complex Commercial Transactions

Jones & Keller's transaction lawyers help our clients to implement, close and manage a wide range of complex business transactions, including the formation of long-term strategic alliances or joint ventures, the sale or purchase of assets, co-marketing and joint development agreements, international licensing and distribution agreements, toll manufacturing agreements and international and domestic project financing, structured finance and asset securitization deals.

We assist our clients in conceiving, structuring, negotiating and implementing complex commercial business arrangements, and provide advice that allows our clients to understand and manage the risks of these complex transactions. Jones & Keller's tax attorneys advise our clients on the tax implications of various arrangements and structuring transactions to ensure the most advantageous tax treatment. Our experience includes:

- Establishment of the contractual relationship among the owner, engineer, and hundreds of contractors for a multi-billion dollar development project in remote central Asia.
- Establishment of contractual relationships between juvenile product developer and its various manufacturers, licensees, distributors and vendors.
- Establishment of operating agreements, ground leases, development agreements, construction agreements and subleases for a fixed based operation at a regional airport.
- Representation of developer in the drafting and negotiation of purchase and sale agreements, debt and equity financings, operating agreements, construction contracts, leases, easement agreements and covenants for various mixed-use developments.
- Representation of a company in a complex refinancing transaction involving the use of bank secured financing, the issuance of unsecured notes under a Trust Indenture, and the simultaneous acquisition of several businesses.
- A natural gas project financing with bankers from several countries and collateral in two countries and many states.
- Acquiring merchandising rights from a major motion picture studio for a book and movie character.
- Negotiating joint ventures for the development and licensing to national customers of industry-specific software.
- Completing consensual reorganizations of companies negotiated with and among major creditors.
- Structuring, negotiating and closing commercial loans secured by the real property and personal property assets of dozens of retail businesses spread across multiple states.
- Forming a limited liability company for a new solar energy enterprise, and assisting this enterprise in starting up its operations, including drafting the necessary staff employment agreements.
- Structuring and implementing the redemption of multiple generations of S-corporation shareholders and the sale of 80% of a multi-million dollar corporation to key employees employing the leveraging of debt to make such purchase affordable to purchasers.

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Employee Benefits and Executive Compensation

Jones & Keller provides its clients with an integrated approach to the diverse employee benefits needs of its clients by combining expertise in traditional employee benefits and executive compensation with extensive experience in corporate tax planning, employment benefits litigation and insurance regulation and policy.

We assist our clients in all aspects of planning and implementation of incentive compensation programs, benefits plans, and tax qualified and non-qualified plans. We provide advice to employers on compensation and benefit plans for employees, as well as plans or arrangements for executives, directors and key personnel. We help our clients deal with increasingly complex benefits issues such as tax implications of deferred compensation (IRC §409A), “Golden Parachute” issues surrounding executive compensation in change-of-control transactions, design, amendment and termination of tax-qualified and non-qualified plans and incentive compensation plans for corporations and limited liability companies. We also assist start-ups and rapidly growing companies in designing compensation and stock incentive plans that help them recruit and retain key personnel and meet the demands of venture capitalists and mezzanine financiers.

We help boards of directors, compensation committees, management committees and outside accountants to craft executive compensation plans that meet the needs of executives, shareholders and outside directors. We also assist boards of directors in development of director compensation plans.

We help our clients to choose from a variety of compensation options, such as:

- Incentive and performance compensation plans;
- Equity-based compensation programs;
- Phantom equity and profits based compensation plans;
- Deferred compensation arrangements.

We also advise clients involved in mergers and acquisitions regarding the interaction and integration of qualified plans of the various parties.

Employment

Jones & Keller helps employers with a wide variety of employment related matters, including litigation of employment claims; compensation; hiring, firing and reduction in force; performance management; handbooks and policies; and trade secret and non-competition issues. We help our clients establish and implement programs and policies to manage the risk of employment actions, develop compensation plans to meet business objectives, and manage outsource and independent contractor relationships. Jones & Keller lawyers have extensive hands-on knowledge of employment issues facing businesses today, derived from their experience in dealing with day-to-day employment issues as general counsel and executive officers of various businesses.

International Business Transactions

Licensing

Structured Financing

Asset Securitization

Jones & Keller represents issuers, underwriters, trustees, and servicers in public and private structured transactions,

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dealing with securities, bankruptcy, servicing and rating issues. We have been lead counsel on unique and innovative asset-backed securitizations, assisting our clients in capital formation through a variety of structures and assets.

Project Finance

Jones & Keller lawyers have represented owners, investors and lenders in infrastructure project financings, including recourse and non-recourse development, construction and financing of mine development projects, oil and gas projects, power generation, telecommunications, chip manufacturing and natural gas transportation.

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