

## Business Enterprise



### COMMITTED TO BUSINESS OWNERS

*Representing businesses—  
from sole proprietorships  
to large corporations operating  
internationally—requires  
a spectrum of skills.*

*Independent of mastery  
of the law, counsel must  
be willing to learn the  
nuances of each client's  
company and industry  
and be sensitive to the  
needs of corporate staff  
when implementing  
the goals of management.*

By balancing business acumen and jurisprudence, our Business Enterprise practice group has earned a well-deserved reputation for expert representation and fluent management of business transactions. Our team serves closely held entities by extending their marketing and sales capabilities to foreign nations.

Whether representing companies in the Chicago area, nationwide or overseas, our attorneys serve as general business counsel, handling all legal aspects of financial and business matters and surmounting universal challenges like startup funding, regulatory hurdles, product launches, market expansion and generational transitions. We advise on insider trading issues, private placements seeking capital, tender offers, proxy preparation and proxy fights and on registrations and periodic reporting for public companies. Experts in federal securities law, venture capital transactions and mergers and acquisitions, we ensure our clients access to capital markets, both debt and equity.

Schuyler, Roche & Crisham's attorneys regularly buy and sell ongoing businesses close to home as well as across oceans. For those companies operating abroad, we supervise every facet of law in international commerce, from setting up sales subsidiaries to obtaining regulatory approvals and establishing relations with foreign governments. Our respected and often innovative work in structured finance and asset securitization solidifies our reputation for expertly managing sophisticated transactions.

Privy to our clients' operational objectives, our tax attorneys identify tax-planning opportunities calculated to enhance business performance; they also advise on personal taxation. Our attorneys handling labor issues—such as employment agreements, employee benefits and benefit plans—apply an integrated approach to resource management, helping clients to attract, develop and retain top personnel. Providing a perspective unique to insiders, Schuyler, Roche & Crisham colleagues focusing on technology startups and electronic commerce were active in those industries before taking the bar. Serving a diverse base, our real estate attorneys help individuals and companies to buy, sell and manage property.

Together, the lawyers on our Business Enterprise team unite for one purpose: to ensure our clients profitable management of their physical and intellectual assets.

## PRACTICE AREAS

Closely Held Businesses and Startups

Commodity Futures

Corporate and Personal Taxation

Education Law

Employment and Benefits

International Business Transactions

Real Estate

Structured Finance and Asset Securitization

Technology Startups and E-Commerce

## BUSINESS ENTERPRISE

## Closely Held Businesses and Startups

Often closely held businesses—from recent startups to multigenerational family-run companies—crave growth and require legal guidance to attain it. As often, privately held businesses are satisfied with their scope, such as doctors' groups whose objective is not to expand necessarily but to operate efficiently. As counsel to both types of clients, we manage virtually all business matters and financial transactions, determined to enhance business structures and relationships.

Only the effective use of financial, physical and human capital generates profitability. Our broad business law experience and willingness to understand products, services and markets easily enable us to begin on the ground floor with a startup, always an exciting proposition, or to ride the elevator, so to speak, in assessing a mature company's operations before meeting its legal needs. Because efficient operation and growth depend on expert tax planning and compliance, we strive to deliver tax advice that focuses on existing or potential problems and their solutions. Our practical approach in helping achieve our clients' business objectives is often effective because it is anticipatory, not reactive.

Our history serving closely held businesses has prepared us well to manage the most vital issues confronting businesses today, such as bet-the-company matters requiring seasoned counsel. We take pride in our ability to assist business owners, managers and in-house counsel to handle both complex business affairs and more rudimentary matters, such as initial formation or the ongoing maintenance of corporate records. We also are happy to implement private funding—borrowing, stock issuance and venture capital development.

Our attorneys remain poised to help business owners achieve their personal goals alongside their business objectives. Working closely with our estate management team, we have assisted many clients in transitioning family businesses through generations—an important component of representing closely held corporations. We have substantial experience in guiding current owners toward their just compensation and in easing succeeding generations into control without draining their companies of cash. Clients more likely to develop and dispose of various businesses in the course of their professional lives also benefit from transition and retirement planning.

The breadth of industries we serve is our strength. In representing closely held businesses, we help families and entrepreneurs realize their dreams.

*Many of our clients grow their businesses over their lifetimes, yet in today's global marketplace one can build, develop and sell a business within a year. Nurturing entrepreneurship, whatever its nature, is the crux of our legal representation—always has been, always will be.*

**ATTORNEYS IN  
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Jeffrey D. Barclay  
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Eric C. Marshall  
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## Commodity Futures

There is no substitute for experience. Our commodity futures team is thus privileged to feature attorneys who bring to the table experience both as attorneys and as professionals in the industry. Positions held by members of our team before joining Schuyler, Roche & Crisham include compliance officer, staff attorney at the Chicago Mercantile Exchange, fund manager, licensed futures broker, risk manager and broker on the trading floor. This hands-on experience gives our attorneys a nuanced and thorough understanding of how the commodity futures business works and enables them to provide real-world, practical legal advice to clients. Based in Chicago, the center of the commodity futures industry, we pride ourselves on our responsiveness—a crucial plus in this fast-moving business.

In addition to our commodity futures team, our firm's deep bench of professionals is available to our clients. When it comes to meeting the needs of the commodity futures industry, we strive to be a "one-stop shop."

When our clients seek counsel on transactions, such as the preparation of disclosure documents, or any other aspect of this field, we are prepared to meet their needs with urgency and professionalism. We routinely handle transactional work for commodity pool operators, commodity trading advisors, hedge fund operators, futures commission merchants, introducing brokers and many others in the field. We also have extensive experience in representing clients in the foreign currency, or forex, business.

The commodity futures industry is highly regulated; firms face the challenge of meeting compliance standards on a regular basis. In situations that lead to interactions with regulators, we have considerable experience in dealing with the National Futures Association and the Commodity Futures Trading Commission.

We are also accustomed to addressing issues our clients face related to registration and other key matters. We are equally prepared, and highly experienced, in defending industry participants and customers, as needed, through litigation.

Our team is on the cutting edge of key issues affected by the accelerated movement of this industry to an electronic format. Trading systems and related software play increasingly prominent roles in how companies buy and sell commodities. Whether our clients develop these products or are an introducing broker or clearing firm that uses them, they will need proper agreements that define how a trading system should be used. We are experienced in addressing these issues, and are equally well-grounded in common concerns tied to the compliance of websites and various promotional materials.

In short, the commodity futures team of Schuyler, Roche & Crisham is poised to help our clients face the many challenges of this growing and rapidly changing field.

*Hands-on industry experience is an asset in any field of law. In the fast-paced world of commodity futures, such experience is a distinct advantage.*

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BUSINESS ENTERPRISE

## Corporate and Personal Taxation

If a business is to achieve its objectives for growth or development, careful tax planning is vital. If an individual is to prepare for a comfortable future, proper legal guidance is essential. Tax attorneys are trained to recognize and understand the implications of tax law, legislative history and case analysis—a structurally sound platform upon which to launch a tax-reduction strategy for any client, whether a multinational corporation or an individual. Each attorney in this practice area gained experience in business operations and management before or while practicing law. All draw upon their collective experience to manage the complexities of the tax laws confronting our clients.

The organizations we serve are large and small, domestic and foreign, publicly and privately held, not-for-profit entities, partnerships, joint ventures, S corporations, limited liability companies and sole proprietorships. They range from accounting firms to insurance companies, trade associations to charities and private foundations. Our attorneys engage in a wide variety of transactions with tax implications on behalf of these commercial clients, such as corporate restructuring, business finance, asset protection, acquisitions, divestitures, structured financing and dispute settlement, often rendering the tax opinions necessary for success.

Only after considering a company's core business needs does a member of our taxation team prepare a strategy to maximize the value of the company's capital. Only after exploring an individual's aspirations does a team member begin formulating a suitable tax plan—wealth accrual and preservation the tandem goal. Managing a sophisticated domestic and international tax practice, we feel qualified to handle all taxation needs.

*Paying taxes is a reality,  
but without qualified legal  
counsel, paying more than  
the law demands is likely.  
In serving both businesses  
and individuals, our tax  
attorneys labor to minimize  
each client's tax liability  
within a labyrinth of  
complex law.*

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BUSINESS ENTERPRISE

## Education Law

In both public and private school settings, educators today face a vast array of legal issues. To ensure the full spectrum of these legal concerns is addressed, schools and school districts frequently look to boutique law firms specializing in the representation of schools and school districts and the myriad legal issues faced by these entities. However, often there are individuals within the school or school district whose legal rights require representation separate and independent from that available to them through their school or school district's retained counsel. This is where the education law attorneys at Schuyler, Roche & Crisham step in. Specializing in preserving the rights of individuals in school law matters, the members of our education law team are uniquely qualified to represent individuals who interact with schools, school boards and the government at the local, state or federal level with regard to school law matters.

Representing primarily school superintendents, principals, business managers and other school administrators, our education law team provides advice and counsel when these professionals find themselves at critical career junctures. Whether negotiating an employment contract, considering retirement, or facing discharge or termination, school superintendents and other high level administrators confront legal challenges unique to the education professional, demanding, in turn, specialized expertise in school law matters. Our education law team boasts an attorney who has served in elected and appointed government positions and is a former Chairman of the State Board of Education, knowledgeable not only about the legal issues facing education professionals, but about the milieu of the education professional's world. Whether negotiating a contract for employment or a severance agreement, we are thorough and meticulous in guiding our clients through the issues of compensation, references, public relations, pension and tax benefits. Should litigation become necessary, we are aggressive and savvy litigators, tenacious and proud of the many courtroom battles waged successfully on behalf of our clients.

*Specializing in preserving the rights of individuals in school law matters, the members of our education law team are uniquely qualified to represent individuals who interact with schools, school boards and the government at the local, state or federal level with regard to school law matters.*

ATTORNEYS IN  
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BUSINESS ENTERPRISE

## Employment and Benefits

Today's law imposes heavy demands on employers and grants employees many avenues for filing legal claims, making legal guidance necessary if employers and their employees are to maintain productive relationships. Multidisciplinary by design, this practice area helps businesses to quell workplace concerns before they snowball into conflict—or worse, litigation—to establish employment policy and to render executive compensation plans attractive and competitive. Our attorneys also negotiate and draft numerous contracts, from employment and termination agreements for executives to confidentiality and non-compete agreements for employees at all levels.

For both union and nonunion environments, we counsel on every aspect of employee relations and benefit plans. We have helped many employers to evaluate and develop policies and manuals that address a wide variety of personnel concerns—from hiring to firing, drug testing to family leave. Counseling on employee relations includes apprising a company of its obligations under anti-discrimination laws, occupational safety and health requirements, overtime and work limitations, affirmative action compliance programs, restrictive covenants and employment-related legislation on the state and local levels. Advising on employee benefits includes informing employers about the legal requirements governing family and medical leave, accommodations for the disabled, tax-qualified benefit plans, post-employment continuation of health insurance and other relevant matters.

That compensation plans be competitive and well structured is understood. We represent employers, executives, directors and consultants regarding all aspects of compensation, from golden parachutes to severance packages. Our attorneys have designed and implemented a full range of compensation programs, including stock options, stock appreciation rights, phantom stock, restricted stock, incentive bonuses, cafeteria plans, nonqualified deferred compensation and qualified pension, 401(k) and profit-sharing plans.

Creating successful company policy and compensation programs is a binary process: first we must identify organizational goals and employee expectations; next we must develop criteria for evaluating performance and rewarding productivity. At the least, we can minimize a company's exposure to employee claims.

*Maintaining good employee relations and competitive benefits is key in attracting and retaining talented personnel. This aspect of capital management demands legal counsel capable of assessing internal dynamics and of advising on policy and programs calculated to succeed.*

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BUSINESS ENTERPRISE

## International Business Transactions

Knowing how and where to deploy capital is as important as structuring business operations and strategic alliances for efficient entry into foreign markets. We counsel clients eager to enter the global marketplace that to succeed, they must harness the efficiencies of technological innovation and develop marketing, distribution and sales strategies calculated to conquer the vagaries of international trade. Business decisions made without this legal insight will encounter unanticipated obstacles and prove more costly over time. Improving profitability and ensuring competitiveness, for example, are contingent upon a global tax strategy.

Schuyler, Roche & Crisham has always managed international business matters and today is involved in Latin America, Europe, Africa, the Middle East, Asia and the Pacific Rim. Serving multinationals to sole proprietorships, we represent U.S.-based companies that are manufacturing, marketing, distributing and selling products or services worldwide. We also represent foreign corporations with substantial interests in the United States. Skilled in structuring and negotiating business transactions here and abroad, our attorneys are equally experienced in resolving international disputes when they arise. Our network of local counsel in 30 foreign nations and contacts elsewhere help us assure each client responsive representation and, when necessary, timely defense.

Knowledgeable about e-commerce, hardware and software licensing, information technology policy, website development and electronic mail, our attorneys also help foreign and U.S. businesses navigate the byways of intellectual property law. We provide analysis and advice regarding various IP issues and regularly address questions about the application of U.S. trademark law and the registration, transfer and protection of Internet domain names. Under international rules of dispute resolution, we help foreign and domestic clients protect their intellectual property, and we collaborate with our Business Litigation team when negotiating, drafting or defending restrictive covenants involving products, technology or IP. We also counsel on unfair trade competition and answer the trade dress questions that inevitably arise under the U.S. Lanham Act.

One of our members, an adjunct professor in international business at McGeorge School of Law, has proven an invaluable resource to our clients and colleagues. Together, our attorneys provide leadership in international matters and offer the legal expertise a company needs to guide its business into the future. Let us help yours. Only careful planning and an interdisciplinary approach can ensure success.

*Facing maturing markets and increasing competition domestically, many local companies are exploring growth opportunities overseas. New e-commerce strategies make globalization possible for even small to midsize companies provided they seek superior legal advice.*

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### AFFILIATION

Schuyler, Roche & Crisham is a member of Mackrell International, a worldwide association of independent law firms.

BUSINESS ENTERPRISE

## Real Estate

Evaluating federal, state and local laws, suggesting alternative business structures, coordinating property management activities and counseling on income tax liability and compliance are particularly important aspects of our realty services. Our clients are as diverse as the properties our attorneys have helped them to buy and sell, finance and develop, lease and manage. Recent projects have included office, townhouse and high-rise condominium developments. Clients especially concerned about land-use planning, environmental issues and construction law seek our counsel. Clients affected by long-term ground leases rely on our expertise in this little understood area.

Our attorneys welcome the challenge of helping individuals and small to midsize businesses create or increase their real estate portfolios. Many clients with sizable assets today ventured property ownership as entrepreneurs, purchasing small properties with investment potential initially, looking to our attorneys for guidance in establishing and growing their real estate holdings.

On behalf of our clients, our attorneys regularly buy and sell property, obtain title clearance, consult on economic development, help acquire commercial mortgages, negotiate like-kind exchanges, create or obtain leases and assist in zoning, architectural and construction issues. They also represent condominium associations. Often, in consultation with our team of tax attorneys, they advise clients embarking on new projects about efficient ways to structure financing and income tax compliance.

From the beginning, our firm has managed real estate matters not only locally, but nationwide. Today creativity, responsiveness and reliability best describe our real estate attorneys—traits that help them navigate more efficiently the intricacies inherent in every transaction. More than likely, they have addressed the issues you face and are well prepared to assist you.

*Knowledgeable in the many facets of the law regulating this increasingly sophisticated field, our real estate attorneys represent builders, developers, owners, investors, tenants, landlords, brokers and borrowers—loyal clients confident the nuances important to them will not go ignored.*

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BUSINESS ENTERPRISE

## Structured Finance and Asset Securitization

Schuyler, Roche & Crisham has assisted companies and financial institutions in structuring, negotiating and documenting a wide variety of complicated transactions and has provided assistance in transactions supported by a broad range of financial assets, such as credit card receivables, automobile loans and leases, residential mortgages, home equity lines of credit, educational loans, equipment leases and trade receivables, including receivables for oil and gas and for telecommunications.

Our attorneys have provided counsel to issuers, program structurers, conduits and their sponsors, purchasers, liquidity providers and enhancement providers in managing transactions worth billions of dollars. For example, they have acted as principal structuring counsel for one of the world's largest banks and its associated commercial paper conduit in various transactions and have served as deal counsel to the commercial paper conduit sponsored by the domestic branch of a foreign bank in structuring various other transactions, including trade receivables.

Just as important, our attorneys have represented insurance companies and banks in lending transactions of all types—revolving lines, term loans, balloon loans—and all sizes, from transactions involving modest funds to billions of dollars. In addition, our lawyers understand and have worked with all underlying financial assets, such as credit cards, residential mortgages, automobile loans and leases and national lending programs for watercraft, recreational vehicles and manufactured housing. They also have acted as regional or local counsel in issuing opinions concerning the transactions, the programs or the underlying assets.

*Knowledge of the world marketplace and a background in finance distinguish our attorneys. In building this practice area, we have created a team that has built its reputation on closing the deal.*

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BUSINESS ENTERPRISE

## Technology Startups and E-Commerce

Businesses hoping to profit from electronic commerce and information technology, or IT, confront a maze of legal issues that foreordain the need to partner with counsel before launching new ventures or reviving existing ones. Without preemptive legal guidance, a company faces untold obstacles in achieving its goals. Its attorneys must understand technology as well as value it, possess expertise in international business matters and craft creative solutions to challenging problems. These qualities are key in helping any business develop the strategies necessary to establish a presence in cyberspace and to compete in the international marketplace.

Our attorneys have represented a wide range of clients regarding hardware and software purchasing and licensing, website development, telemedicine, electronic mail, IT policy and the manufacturing, marketing, distribution and sales of products and services worldwide. We regularly handle complex business-to-business transactions involving linking, sharing and licensing, and we are well-versed in such important business-to-consumer issues as electronic interface development. We are equally experienced at structuring and negotiating e-commerce transactions and in resolving disputes when they occur.

Many of our clients—entrepreneurs demonstrating a depth of knowledge belying their years—seek legal guidance on both technological issues and more traditional aspects of law, such as capital development, intellectual property rights, contracts, litigation, labor law and regulatory compliance. Other clients from more traditional industries require our help in negotiating a complicated realm remote from their experience. We address the unique needs of each client by assembling a cross-disciplinary team to tackle the vagaries of an industry that continues to define itself.

Recently we advised a large merchant bank about the design, application and publication of a website dedicated to information on securities and offerings of commercial paper and medium term notes. We have negotiated agreements with most major tech vendors and have structured co-development contracts for a large medical center. On the international front, we have represented a large overseas publisher on Internet-based claims, including trademark infringement, illegal endorsement and improper linking, credit card payments and use of images.

As innovations in global networking and electronic media continue to shape world commerce, we stand poised to help lead your business toward the future.

*A business can establish  
a global presence overnight  
using information technology  
and electronic commerce.  
It can fail almost as quickly  
without legal advisors  
conversant in technology,  
responsive to change and  
accomplished in international  
business transactions.*

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