



Meyers, Roman, Friedberg & Lewis

A Legal Professional Association

Meyers, Roman, Friedberg & Lewis
Eton Tower
28601 Chagrin Blvd., Suite 600
Cleveland, Ohio 44122

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phone: 216.831.0042

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AREA OF PRACTICE

Business & Corporate

Our Business & Corporate attorneys provide a full spectrum of legal services for businesses ranging from start-ups to family and closely held businesses to private equity funds and multi-million dollar companies doing business on national and international scales. By providing superior client service and applying a holistic approach to each client's situation, we deliver strategically tailored solutions to help them achieve their individual business objectives.

Each stage of a business' life cycle has a unique set of business and legal challenges. Our attorneys draw on their diverse experience and the firm's multidisciplinary approach to provide sophisticated, yet pragmatic counsel in a cost-effective manner for each of these stages. We work with clients on creative entity structuring and seed funding for start-up businesses, and we assist with post-angel funding for businesses looking towards the next stage of growth.

Our attorneys continue to be trusted business advisors to our clients as they look to grow through the addition of new locations, franchising, licensing of intellectual property, mergers, acquisitions, joint ventures or IPOs. We also take a proactive approach to business succession planning so that our clients are positioned to achieve their personal and business goals when transferring ownership and control of the company.

Our attorneys serve as outside counsel to clients offering a full spectrum of legal services, including business formation and restructuring, debt and equity financing, and tax advice and planning. We also provide strategic counsel for complex business transactions, technology transactions, privacy and data protection. In addition, our attorneys draft commercial agreements and buy-sell agreements and plans, as well as provide assistance pertaining to commercial lending and credit facilities.

At Meyers Roman, we provide creative and effective solutions by combining the legal and business experiences of our attorneys across related practice areas representing clients in a wide range of industries. Several have owned their own companies or served as in-house counsel for closely held businesses and Fortune 500 companies. In addition, our firm has a rich history of civic and community involvement, including seats on planning and zoning commissions, non-profit boards and professional advisory councils.

Representative Services

- Asset Protection
- Business Succession Planning
- Business Formation and Restructuring
- Exit Strategies (Ownership Transfers; Mergers, Acquisitions and Dispositions; Installment Sales; Private Annuities; Buy-Sell Agreements and Management Buyouts)
- Family Trust and Estate Planning
- Family Limited Partnerships and Family LLCs
- Shareholder/Member Agreements
- Design and Implementation of Tax Strategies
- Dispute Resolution
- Employee Retention Policies and Programs (e.g. Employee Stock Ownership Plans (ESOPs))
- Charitable Giving Arrangements

Attorneys

- **Mario J. Fazio, Chair**
- **Steven L. Baden**
- **Richard Bain**
- **Hunter W. Benson**
- **Peter D. Brosse**
- **David V. Croft**
- **Bryan J. Dardis**
- **Robert A. Fuerst**
- **R. Scott Heasley**
- **Amily A. Imbrogno**
- **Leigh A. Hellner**
- **Scott M. Lewis**
- **Lisa A. Lowe**
- **Elizabeth S. McCre**
- **Anne L. Meyers**
- **R. Russell O'Rourke**
- **James. H Rownd**
- **Mark J. Sack**
- **Joseph M. Saponaro**
- **David M. Smith**
- **John O. Storey**
- **Nicholas C. York**



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Representative Matters

- Represented investment group purchaser of consumer products distributor and negotiated the financing through mezzanine and SBA financing.
- Represented seller of a major international chemical distributor to private equity group.
- Represented issuer in the Regulation D private placement offering to accredited and non-accredited investors as well as purchase ownership interests in development projects.
- Represented investor in the purchase of a minority interest in a multi-million dollar mixed use development.
- Represented software developer in the development and license of software and other intellectual property assets for major home products manufacturer/marketer.
- Counseled digital marketing company on HIPAA and HITECH guidelines as well as business associates' obligations in connection with health care marketing programs.
- Represented large steel service company in public/private finance acquisition of complementary business, purchase of real estate and renovation of 100,000 square foot building.
- Represented a local manufacturing company in its acquisition of an industry competitor thereby increasing resources available to its customers while also expanding the company's geographic footprint and strategic capabilities.
- Represented a multi-million dollar fuel distribution company with review of software development agreements, credit applications and customer finance matters totaling more than \$3 million.
- Successfully transitioned a large locally-owned manufacturing company from second to third generation leadership while navigating the company and its principals through family transition issues.
- Represent real estate developers in the acquisition, financing and construction of multiple subdivisions ranging from 30 to 535 homes and deal sized from \$1 million to \$25 million.