



Luce Forward attorneys work closely with a broad spectrum of business clients to help them achieve their financial objectives. We work with business owners and managers in preparing and executing their strategic plans. This includes planning for the start-up and financing of new ventures; helping existing companies obtain equity and debt financing, both privately and in the public securities markets; and negotiating the acquisition and sale of businesses. Luce Forward provides across-the-board legal counsel to every type of business, from start-up ventures to closely held firms to publicly traded and multinational corporations headquartered in California, across the United States and in Mexico, Asia and Europe.

Formation and Structure.

Luce Forward lawyers have assisted founders in the launch of businesses in a wide range of industries. We bring to bear in-depth business experience; extensive expertise advising on state, federal and foreign tax laws and regulations; and in-depth knowledge about our clients' business, goals and space in which they operate. Our services to new ventures include:

- Entity selection.
- Identifying sources of financing.
- Intellectual property/technology strategy.
- Tax strategy and planning.
- Documenting essential early relationships including employment and incentive program.

Corporate Finance.

Each year we assist clients in financing through public and private placements of equity and debt securities, including seed financing, angel financing, venture funding and other public and private placements of equity and debt securities and venture capital.

Securities.

Luce Forward's securities attorneys regularly provide securities advice to both private and public companies and their principals in connection with their ongoing obligations under federal and state securities laws. Our securities services include advising our clients with regards to:

- Private placement and public offering documentation for equity and debt financings.
- Negotiation of underwriting and placement agent agreements.
- Assistance in valuations.
- Public disclosure issues.
- Corporate governance and fiduciary duty issues.
- Compliance by public companies with various securities exchanges.
- Compliance with the SEC and state "Blue Sky" authorities.
- Compliance with Rule 144 under the Securities Act of 1933 and similar matters.
- Approval and clearance of offerings with FINRA.

Mergers and Acquisitions.

Luce Forward has a large Mergers and Acquisitions practice servicing a broad range of businesses, from start-up venture capital-backed corporations and closely held companies to publicly traded and multinational corporations headquartered across the United States and abroad. We have assisted clients in structuring and documenting mergers and acquisitions and purchases and sales of businesses of all sizes and complexities.

In each case, Luce Forward attorneys advise our clients on every stage of such transactions, including:

- Assistance in valuations and deal structure.
- Negotiating and drafting all documents.
- Advising on due diligence, indemnification and contribution arrangements.
- Advising boards of directors, committees and officers on corporate governance and fiduciary duty issues.

Planning and Transactional Assistance.

We assist clients in a wide range of other business matters that help them improve and maintain the operations and values of their businesses, including:

- Planning for succession of control and ownership of closely held businesses.
- Working with clients and their estate planners to structure appropriate ownership and control of family businesses.
- Helping business owners formalize their relationships and protect the ownership of their businesses.
- Assisting financial institutions, public utilities and other regulated entities in regulatory compliance matters.
- Providing guidance in long-term planning for companies and their owners.
- Teaming with clients and their financial advisors to put together executive compensation arrangements that help accomplish specific strategic objectives.
- Advising on appropriate employee policies and agreements to protect companies from potential securities and regulatory liabilities and to protect intellectual property and trade secrets.
- Negotiating of distribution, supply, employment, license, consulting, non-disclosure, technology development, teaming and other contracts important to the businesses of our clients.
- Forming ESOPs for employee ownership of businesses and to meet financial objectives of the owners of those businesses.

Intellectual Property.

We represent a broad range of technology clients in connection with intellectual property acquisition, protection, license and transfer issues, including:

- Intellectual property/technology portfolio management.
- Acquisition, exploitation, divestiture, and protection of patents, trademarks, trade dress, trade secrets and copyrights.
- Licensing, distribution, and technology transfer.
- Confidentiality programs to protect proprietary information and trade secrets.
- Joint research and development arrangements.
- International use and protection of intellectual property and technology.

International Practice.

Luce Forward lawyers are involved in a wide range of innovative solutions to international trade and investment opportunities. We are helping U.S. and foreign companies establish worldwide operations, form marketing alliances, create profit-enhancing international tax structures, establish worldwide distribution systems and structure international technology-licensing strategies. In a comprehensive international practice, we counsel clients on the laws of the United States and foreign jurisdictions in such diverse areas as:

- International mergers and acquisitions.
- International joint ventures and entity formation.
- International taxation.
- Cross-border finance and leasing.

Partnership and Limited Liability Syndications.

We have structured hundreds of partnerships and limited liability companies in a wide variety of industries and in connection with syndications, venture funds and affordable housing tax credit financings.

Tax Planning and Tax Controversies.

We structure and implement mergers, acquisitions, leveraged buyouts and other transactions to minimize or defer income taxes and create executive compensation packages for start-ups as well as publicly held companies. We also represent clients in all aspects of tax controversies including income tax, sales and use tax, and property tax appeals.

Franchising Law.

We have special expertise in franchising law. Lawyers in our firm have represented nearly 100 franchise companies ranging from multi-thousand-unit franchisors to start-ups. One of our partners is an internationally recognized expert in the field and the author of the leading U.S. law books on franchising law. We also have experience representing franchisors in the resolution of disputes arising from the franchise relationship. We assist our franchisor clients in structuring and documenting franchises, complying with U.S. and foreign franchise laws, and resolving issues and disputes arising from the franchise relationship.