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## MERGERS, ACQUISITIONS + RELATED TRANSACTIONS

The attorneys at AP Law have spent their careers working with clients to build their businesses through acquisitions of assets as well as entire companies. Our mergers and acquisitions experience has involved transactions of all sizes and complexity and we bring our own business experience as an adjunct to the client's business team.

Among the types of projects we handle for clients are:

- Mergers, acquisitions and sales
- Joint ventures and other methods of combining business operations
- Restructuring of ownership/business operations
- Monetary and non-monetary acquisitions
- Stock sales and swaps
- Management buyouts
- Dispositions of businesses and related assets
- Takeover and anti-takeover planning

As part of these projects, we assist with:

- Deal negotiation and preparing letters of intent
- Due diligence planning and review
- Merger, acquisition and divestiture negotiations
- Transaction structure and document drafting
- Debt/liability strategies
- Lease/contract transfers and assignments
- Financing through public or private securities offerings
- SEC regulation compliance and filings
- Opinion letters
- Transaction closing

We are well-versed in preparing documents such as:

- Employment and non-compete agreements
- Confidentiality and non-disclosure agreements
- Joint venture, partnership and shareholder agreements
- Licensing, distribution and franchising documentation
- Buy-sell agreements
- Asset and stock purchase agreements
- Loan agreements
- Customer service agreements
- Supply contracts
- Independent contractor agreements
- Letters of intent
- Consulting agreements

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## LENDING AND FINANCE

AP Law provides legal counsel to lenders and borrowers on regulatory compliance and secured transactions, and assists them with negotiation and documentation preparation. We have experience in loan servicing and loan sales involving legal and regulatory challenges. In addition, we work with lenders and borrowers on workouts and problem loan resolution.

Areas of lending and finance experience include:

- Investment grade debt issuances
- Convertible debt
- Private placements
- Venture capital
- Project financing
- Debt and equity financing
- Asset-backed and structured financing
- Loan transactions
- Letter of credit

## REAL ESTATE

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AP Law has diverse real estate transaction experience including land acquisition and development, acquisitions of income-producing and all other types of real estate, portfolio acquisitions, commercial leasing, owners' associations, master planned communities, mortgage lending and other real estate finance transactions, loan work-outs, and restructurings. We also advise clients on the corporate, partnership, limited liability company, and other entity aspects of a particular transaction.

AP Law represents lenders and borrowers in all aspects of real estate financing. We also assist with real estate based legal disputes, including boundary, contract and construction disputes. Our clients include national institutional investors (such as insurance companies), financial institutions, and individual real estate investors and developers.

## CAPITAL RAISE

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We advise clients on private and public corporate matters which present regulatory and liability issues related to the capital raising process. The costs associated with regulatory compliance can be staggering so we endeavor to help our clients navigate and mitigate the issues and minimize the costs with prompt and practical solutions to raising capital.

AP Law has significant experience advising clients on:

- Selling equity through private placements
- Initial and secondary offerings
- The regulations of trading, purchasing and selling securities under the Securities Exchange Act of 1934
- Federal and state regulatory compliance and disclosure obligations
- Registration statements and SEC periodic and current reports