

## Corporate and Mergers & Acquisitions

**Running a business of any size means managing a dizzying array of moving parts. Day-to-day, they may seem confusing and hard to synchronize, and the big picture can easily get lost in the details. Carrington Coleman will help you keep your focus with experienced lawyers who know you, your business, and your industry almost as well as you do – and share your goals.**

You've got lots to think about and juggle – growing your business, keeping customers happy and employees devoted and productive, and so much more. It's important that the legal components of your business are handled adeptly and are fully in tune with your objectives. At Carrington Coleman, our job is to help provide the tools for decisions big and small, fulfill compliance and regulatory requirements, help you manage corporate governance and structure, and keep deals on track. The robust corporate group at Carrington Coleman brings years of experience working with companies that range from small, closely-held family businesses to Fortune 500 corporations – including often serving as clients' outside general counsel.

**Mergers, acquisitions, and divestitures – buying and selling businesses – are not for the faint of heart and certainly not for inexperienced, non-creative, generalist attorneys.**

Because we represent clients of all sizes, public and private, we are well experienced in the full gamut of M&A-related issues, such as financing, earn-outs, escrows, indemnities, anti-trust, employment, tax, environmental, labor, and more. We also know that each deal is unique, and issues arise outside the norm. Unlike other firms that may find obstacles at every turn, we turn on our creativity and find “ways to yes.”

### **The name of the game is efficiency**

What do you expect when it comes to law firm efficiency? Certainly, you expect your lawyers to know your business and the issues it faces without a learning curve every time a legal need arises. You expect responsiveness – with streamlined and actionable information, not 50-pages of analysis. You expect matters to be staffed correctly and never over-lawyered. Finally, every lawyer working your matter should know every aspect of it. The result: a level of highly efficient teamwork that is second to none. This is Carrington Coleman.

### **We're good at a lot, not the least of which is caring**

Our clients are often (but not always) privately-owned, middle-market, and entrepreneurial businesses in just about every industry, ranging outward from Texas to companies throughout the U.S. and across the globe. From manufacturing to technology, banking to sports marketing, and from family offices to law firms, we make sure that if you are a Carrington Coleman client in *any* industry, you will have confidence that we either know or are rapidly

learning the nuances that drive your company and are providing the extraordinary service you expect. Here are other expectations you can count on:

- Your goals drive everything.
- We sincerely want your involvement.
- We honestly tell you what to expect.
- We have the technical proficiency for any project's success.
- In negotiations, your feedback will be critical factors in driving the right outcomes.
- We are happy to connect you with trusted advisors who can help you achieve your objectives.

### **Business combinations: we take them personally**

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There's so much more to buying or selling a business than simply making the numbers make sense. It's as much about culture, values, and the people involved as anything else. When we counsel a seller or a buyer, early on we focus on whether it's a great match on a personal basis. Many of our client businesses have been in the same family for several generations. If the executives are going to agree to a sale, they must have comfort that they are making the right choice for a business they're so deeply invested in. Our lawyers work hard to ensure this confidence exists.

### **Are you ready for what's ahead?**

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We are. Consider the current business climate: almost every business has had some impact from COVID-19. Navigating the evolving government regulations is a challenge. Finding and retaining employees is harder than ever. Correctly locating a new entity or franchise based on labor availability can be an issue. Elder care and telehealth are burgeoning industries. Consolidation and disruption in both healthcare and financial services are everywhere. Changes in tax laws and capital gains can have huge impact. We're ready to advise you and assist in all these matters and whatever else the road ahead brings.

## A Much-Respected Construction Company

**Client Issue:** A privately owned, 100-year-old manufacturer decided to sell but was concerned that a buyer might not understand the business and why its customers were so loyal. The manufacturer (and its dedicated customers) wanted the business to keep humming along.

**Approach:** Negotiations would focus on how well the buyer knew the intricacies of the business, its place in the market, and the needs of its customers. The sellers were initially reluctant, so our lawyers devoted ample time to ensuring they knew all the stakeholders well and building confidence so the negotiations could be successful.

**Outcome:** Ultimately, the *right* buyer proved to be family members – descendants of the founders who knew and respected the history, legacy, culture, and business, and would invest in ensuring its success. The seller was even willing to accept a little less for the sale because of this trust in the buyer.

## Areas of Focus

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### Mergers and Acquisitions

Whether representing a manufacturer, a health care company, a private equity group, a law firm, or any other enterprise, we make sure buyers and sellers fully understand one another's objectives, structure the deal accordingly, and make sure the resulting product works from a legal, business, and practical standpoint.

### Corporate Strategy and Transactions

From advising on strategic business decisions to helping with the day-to-day, we collaborate with our clients to make sure they can focus on running and growing their organizations. We advise on governance, regulatory compliance, deal structure, financing options and arrangements, personnel decisions and incentives, and much more.

### Entrepreneurs of Every Stripe

For most entrepreneurs, the business they have dreamed of, created, and nurtured is a big part of their identity and the fabric of their lives. When it comes time to sell or reap the rewards of their work and devotion, it is frequently difficult to know how to let go. The way our lawyers get to know our entrepreneurial clients speaks to how we help them plan their legacy and exit: by getting to know them personally, digging in, and letting our clients' aspirations drive both the relationship and the outcome.

**Private equity and Portfolio Companies:**

Many portfolio companies of private equity companies have no legal department or even general counsel, and the day-to-day legal matters of the portfolio businesses may not be high on the private equity company's priority list. Carrington Coleman seamlessly fills in, efficiently and skillfully providing the counsel portfolio companies need.

**Family Offices**

We represent numerous family offices and understand the personal and professional challenges these organizations have in providing their family member clients investment management, insurance, charitable giving, estate planning, and other needs. Our attorneys serve as the family's trusted legal advisors in each of these areas.

**Preparing for What's Ahead**

The issues our clients face are more and more disruptive. Whether it's the tax code, fluctuations in financial markets, leading edge technologies and services, or new physical and cyber threats for which you need to be prepared, we study and inform clients of what lies ahead, what it means for their specific circumstances, and how they can be ready.

**Primary Contacts**

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