



Practice

Corporate and Commercial Transactions

Corporate attorneys providing client-focused solutions.

While it is common for businesses to have corporate counsel, there's nothing ordinary about the work Jaspan Schlesinger LLP does on behalf of our corporate clients.

The attorneys in the firm's corporate and commercial transactions practice group act as trusted advisers and outside general counsel to businesses of all sizes and across a diverse set of industries, developing individualized, cost-effective strategies that are unique to each client's goals and objectives.

From emerging-growth companies to established businesses and manufacturers and distributors to companies in the technology, internet, and e-commerce sectors, our corporate attorneys have the right experience to guide you through any stage of your business's development. Our attorneys also represent borrowers in sophisticated loan facilities, and work with venture capital firms in structuring debt and equity transactions with our clients.

We Help You Lay the Right Foundation

The most effective way to avoid future problems is to ensure that your business gets off to the right start. Our attorneys are experienced in all aspects of corporate formation, including the negotiation and drafting of agreements that pertain to:

- Corporations
- Partnerships
- Limited liability companies
- Joint ventures
- Licensing
- Employment
- Executive compensation
- Commercial transactions

Guiding You Through Growth

As your business grows and develops, we can be your steward, providing advice and guidance on issues such as:

- Legal and regulatory compliance
- Selection of investment vehicles
- Corporate governance
- Risk management

Our corporate attorneys also work with clients during all phases of a business' evolution, whether it be through mergers, acquisitions, or divestitures. When these situations involve the purchase, sale, lease, or financing of land or a building, we leverage the resources of our [real estate practice group](#) to seamlessly address our client's needs and drive optimal outcomes for their business.

Attorneys



Steven R. Schlesinger
Partner



David E. Paseltiner
Partner



Robert Londin
Partner

Case studies

Business Sale

In early 2019, one of Jaspan Schlesinger LLP's long-term clients successfully closed on the sale of their business. The firm's deal team, consisting of Dave Paseltiner, Rob Londin, and Stephen Epstein, played an essential role throughout every step of the process—from its inception to a successful conclusion—and remains their trusted adviser to this day. Read [full case study](#).

When the principals of the client mentioned their desire to sell, Dave introduced them to a financial adviser who he believed would be the right fit given the size and nature of the transaction. When the client agreed to retain the adviser, Dave then helped negotiate the terms of the engagement agreement. Dave's previous dealings with the adviser and his experience in negotiating similar agreements helped expedite the process. The Jaspan Schlesinger LLP team then assisted in reviewing the confidential information memorandum that was presented to interested parties.

After a letter of intent was received from the purchaser, Dave and Rob worked with the adviser in negotiating its terms. Once signed, our attorneys worked with the client in responding to the purchaser's numerous due diligence requests, as well as reviewing and negotiating the transaction documents.

The Jaspan Schlesinger LLP team worked cooperatively with the client to achieve an efficient and cost-effective result. Dave took the lead on the review and negotiation of the purchase agreement and the company's post-closing operating agreement (one of the principals continued as an owner of the company after the closing), Rob was the point person on the continuing principal's employment and profits participation agreements, and Stephen drafted and negotiated the lease of the company's building (which was owned by an affiliate of the company) and negotiated an access agreement between the buyer's lenders and the real estate affiliate. Two associates in the practice group handled the due diligence responses and preparation of the schedules to the purchase agreement.

While the major deal documents were in the process of negotiation, our attorneys drafted the documents required for a reorganization of the client from a New York corporation to a Delaware limited liability company, including the formation of a new holding company and the restructuring of the client's existing shareholders agreement and related documents.

In addition to dealing with the purchaser, the Jaspan Schlesinger LLP team worked with one of the client's principals and his counsel regarding the principal's exit from the company. This involved drafting and completing a purchase agreement between the holding company and the outgoing principal, as well as drafting and completing a purchase agreement pursuant to which the continuing principal sold to the outgoing principal his interest in the affiliated real estate entity.

The team was also able to draw upon its extensive contacts in facilitating various aspects of the transaction. For example, when the buyer's lender requested significant changes in the payoff letter being provided by the client's lender, Dave's long-term relationship with the loan officer on the client's account helped expedite resolution of this issue, and when the client needed expertise on an unusual aspect of transferring one of their government contracts, Dave was able to reach out to a contact with this knowledge to assist in addressing the government's concerns.

The Jaspan Schlesinger LLP team was a trusted adviser that worked tirelessly with the client through every step of the process, from the first contact with the investment adviser through the closing, and the firm continues to represent the business following the sale.