

Business & Finance

Bailey Glasser provides strategic guidance, counseling, and innovative solutions in virtually every type of corporate, real estate, and financial transaction, including business formations, public and private securities offerings, corporate finance transactions, mergers and acquisitions, spinoffs, development, leasing, personal property transactions, executive hiring and compensation, ownership disputes, and commercial lending.

Clients range from publicly traded companies to closely held business and start-up entrepreneurial ventures requiring legal and strategic guidance across the full spectrum of commercial needs. We also provide advice and counseling related to strategic communications, corporate governance, and government relations.

Specifically Bailey Glasser assists clients with the following corporate and business legal issues.

Business Formation & Governance

We partner with clients and their financial advisors to determine entity and tax structure. In addition to forming the entity we also prepare and organize the company's governing documents (e. g. operating agreement, by-laws, shareholder agreement, etc.).

Post-formation we work with clients to establish employee policies, prepare sales and other contracts, and help navigate the complex world of business ownership and operation. Leveraging our litigation, tax, and employment law experience we guide clients through every stage of owning a business.

Commercial/Project Finance

Bailey Glasser represents businesses and individuals borrowing funds for a diverse range of commercial purposes from simple land acquisition to capital equipment leasing to corporate bond issuance to refinance existing revolving and term debt. From organizing entity and asset holding structure before seeking debt all the way to closing, we work with each of our borrower clients to negotiate the best possible loan terms and structure then document the deal in understandable terms that can be administered during the term of the loan.

We also represent numerous traditional lenders and non-traditional financiers conducting borrower and loan due diligence followed by negotiation and documentation of loan terms, closing the transaction and filing liens ranging from traditional UCC and real property liens to marine and aircraft liens.

Private Equity Finance & Securities

We assist established businesses and entrepreneurs with capital equity financing. Our experienced lawyers will lead your company through every step of the private offering process including soliciting investors, preparing offering memoranda, crafting subscription agreements, negotiating preferences, certificating securities and reporting to federal and state securities regulators. We take pride in helping startups and early stage companies navigate the complexities of raising money from private investors while maintaining a capital structure that makes sense for the business.

Financial Distress

Even the best business plans do not always come to fruition. When a business is suffering from financial distress and needs to reconfigure its financial affairs, we stand with ownership and management to develop a plan then execute that plan with laser focus.

Just like business plans, commercial loans do not always operate as anticipated. We help lenders collect commercial loans by taking strategic and aggressive steps to protect lender interests with the end goal of collection in full on an expedited basis.

Workouts & Foreclosures

We regularly advise secured, unsecured and subordinated creditors, equity security holders, sureties and insurers of financially troubled enterprises, with a particular depth of experience in failed or failing coal and mining companies. From single-asset workouts to major restructurings, our ability to develop innovative solutions on behalf of our clients is unsurpassed.

International

Bailey Glasser assists cross-border businesses in international transactions, including acquisition of assets and businesses, foreign direct investment in the United States, public and private securities transactions, energy transactions and project finance, international estate planning, and employment and investment related immigration. The firm has worked on development agreements for projects located in the United States, Latin America, and the Near and Far East.

Several of our professionals are fluent in Mandarin, Spanish, and Portuguese, and we prepare documentation in these languages and liaise with local counsel to address related issues and concerns.

Mergers & Acquisitions

Bailey Glasser represents and advises clients on all aspects of a deal in a diverse range of industries, transaction structures and sizes. We regularly lead transactions ranging in size from \$1 million to over \$1 billion for public and private companies, closely held family businesses, financial institutions and individuals in energy, industrial manufacturing, real estate, automotive, health care, gaming, cannabis, communications and regulated industries.

Our extensive experience representing all categories of participants in M&A transactions, including buyers, sellers, special committees, major stockholders, management/founders, individual investors, lenders and investment bankers, provides our clients with superior insight into negotiated deal points.

Bringing diverse perspectives, transactional experience, and knowledge of highly regulated industries, our lawyers provide clients with individualized, solution-based ingenuity on a wide range of transactions.

Our services include structuring, negotiating and preparing documentation relating to mergers, acquisitions, joint ventures, stock purchases, asset purchases, complex restructurings, swaps, business divorces, other investments and dispositions.

Partnership Disputes

Disputes among partners can and do arise, and when they do, they often lead to bitter and hotly contested breakups that can be very disruptive to a company.

Bailey Glasser's lawyers mediate partnership disputes and help clients reach compromise in situations where compromise seems like the unlikeliest of outcomes. We create legal strategies that avoid disputes in the first instance or provide a clear path to resolution if differences cannot be resolved. Preserving the integrity and value of your investment is our number one priority. Whether you are a CEO negotiating the buyout of a contract or a minority shareholder vying for more control of the business, our lawyers will ensure your rights are respected and will aggressively fight for the best outcome for you and your business.

Real Estate

We offer clients comprehensive legal services related to the acquisition, sale, financing, development, and leasing of real estate. Our services include: the representation of sellers and buyers in the purchase and sale of commercial, office, industrial, mixed-use and residential real estate; the representation of developers in land use and governmental permitting issues; the representation of landlords and tenants in commercial and residential leasing transactions; the representation of borrowers and lenders in real estate financing, including acquisition loans, construction and permanent financing, foreclosures and loan workouts; and the representation of residential and commercial brokerage companies in ethics, licensing, compliance, franchising, operations matters and dispute resolution.

Experience

- Counseled a real estate investment group in strategically forcing their joint venture partners to purchase our clients' ownership interest in a health care focused real estate development joint venture.
- Represented Progressive Hearing in the sale of a minority stake in their fast-growing hearing aid distribution business to a major manufacturer of hearing aids based overseas.
- Represented the unsecured creditors committee in the bankruptcy of a regional ski resort and leveraged the committee's position to force a sale of resort to a well-funded experienced operator providing trade creditors with an opportunity to recover their losses in future business with the ski resort under new ownership.
- Serve as Florida general counsel to one national and one regional real estate brokerage firm.
- Reorganize the corporate structure of a fast-growing medical device company to make the company a more tax efficient investment for its owners and provide the flexibility needed to grow numerous products with varying partners.
- Reorganize a premier not-for-profit corporate to provide the prominent founding families with appropriate levels of control over the future strategic direction of the social enterprise.
- Serve as corporate structure and tax counsel for the part-owner of a new brick and mortar casino being developed under Virginia's new gaming statutes.
- Provide key finance, real estate and corporate structure advice to a surety bonding company utilizing unique approaches to solving environmental issues at abandoned energy production sites.
- Represented a premier energy marketing company in restructuring its business and financial relationship with a producer of fuels committed to the marketing company.
- Provide strategic asset recovery and repayment counsel to private equity lender with respect to multiple borrowers/investment targets in the rapidly changing evolving carbon fuels industry.

News & Insights

Bailey Glasser Adds Alexandra Shulz to Corporate Practice
01.26.2021

Paycheck Protection Program (PPP) Update: SBA and Treasury Set Date for PPP2 Launch; New Guidance for PPP2 Released
01.15.2021

Paycheck Protection Program (PPP) Update: IRS Acknowledges Deductible of PPP Business Expenses and SBA Announces Minority Owned Businesses Receive PPP Priority
01.12.2021

Paycheck Protection Program (PPP) Update: Congress Passes New Covid-19 Relief Package Providing Second Round of PPP Funding
12.28.2020

Paycheck Protection Program Update: SBA Forgiveness Applications Expected Soon, DOJ Investigations into Fraud, and SBA Procedural Notices
10.26.2020

The Small Business Administration Issues Guidance on Change of Ownership of Entities with Outstanding PPP Loans
10.09.2020

Bailey Glasser Adds Jenny Li to Growing Roster
08.24.2020

COVID-19: Federal Reserve Expands Main Street Lending Program Following Program Launch
08.05.2020

PPP Loan Recipients: It Is Critical to Ensure Your Publicly-Available Data Is Accurate and That You Are Prepared to Respond to Government Investigations
08.03.2020

Bailey Glasser Welcomes Britney Littles
07.27.2020

Highlights of the Payroll Protection Program Flexibility Act of 2020
06.04.2020

COVID-19: Federal Reserve Eyeing Launch of Main Street Lending Program in June 2020
06.03.2020

Bailey Glasser Announces Promotions for 2020
02.04.2020

Carlos Duque Joins Bailey Glasser
10.23.2019

Bailey Glasser Recognized as Top Corporate Law Firm by Forbes
10.07.2019

Marc Weintraub Speaking At Education Session Hosted By Florida Realtors®
06.24.2019

Marc Weintraub Speaking at Greater Tampa Bay Real Estate Seminar
06.24.2019

Bailey Glasser Supports Leadership in Montgomery County, Maryland
06.08.2018

Bailey Glasser Attorneys Publish Article in Florida Realtor Magazine
03.28.2018

Bailey Glasser Welcomes New Attorneys
02.14.2018

Energy Supplier Wins \$1.6 Million Judgment in Contract Dispute
02.24.2017

Former Assistant US Attorney Joins Bailey Glasser As Partner
02.01.2017

Bailey Glasser Recognized as Leading Law Firm in Chambers USA Guide
06.23.2016

Bailey Glasser Announces Opening of Florida Office
01.27.2016

Public Service Commission Upholds Frontier Fiber Access Decision
12.15.2015

SunCoke Energy Partners, L.P. Acquires Convent Marine Terminal for \$412 Million
07.23.2015

Bailey Glasser Recognized as Leading Law Firm in Chambers USA Guide
05.29.2015