



## Corporate Law

## Securities & Finance

## Mergers & Acquisitions

## Technology & Licensing

## Emerging Companies

## Real Estate

## Litigation

# a business-minded approach

Chicago-based Synergy Law Group, L.L.C. is a top boutique corporate and commercial law firm that advises commercial ventures, middle market & emerging growth companies, public companies traded on OTCBB exchange, investors, and buyers and sellers of companies by delivering high caliber, value-added and fairly priced legal counsel.

Our business-oriented approach includes a thorough assessment of the critical issues and unique elements involved in virtually any issue or transaction. We listen to client priorities and are skilled at recommending strategies and solutions to achieve desired outcomes. We pride ourselves in providing unsurpassed client service.

The firm's practice areas are organized by key areas of concentration. Our team of experienced attorneys provides counsel regarding contracts, company organization and capital structure, finance transactions, securities issuances and placements, mergers and acquisitions, software and technology licensing, eCommerce, intellectual property protection, international transactions, regulatory matters, real estate, employment matters and litigation. Our attorneys would be pleased to meet with you to explore adding Synergy Law Group, L.L.C. as a trusted resource to serve your legal needs.

## Our Practice At a Glance

### General Corporate & Commercial Law

- Contract Preparation & Negotiation
- Business & Transactional Matters
- Regulatory Considerations
- Capital & Organizational Structure
- Entity Books, Minutes & Compliance

### Investment & Finance

- Structuring & Negotiating Transactions
- Angel & Venture Deals
- Private Equity & Mezzanine Deals
- Fund Formation, Carried Interests & Management
- Bank Financing
- Preferred Stock & Convertible Debt
- Mortgage Banking

### Mergers, Acquisitions & LBOs

- Structuring & Negotiating Transactions
- Purchases/Sales of Stock, Assets or by Merger
- Due Diligence
- Duties of Shareholders/Directors

### Securities & Private Placements

- Private Offerings, incl. Equity and Convertible Debt
- Private Equity and Hedge Funds
- Securities Law Compliance
- Rule 144 Resales
- Public Company Reverse Mergers

### Litigation

- All Phases of Litigation Through Trial (State and Federal Court)
- Commercial & Contract Disputes
- Technology Disputes (Copyright, Trademark, Trade Secret)
- Breach of Fiduciary Duties
- Business Torts
- Restrictive Covenant Matters
- Closely-held Shareholder/ Partnership Disputes
- Mortgage Foreclosure
- Environmental Issues
- Alternative Dispute Resolution, incl. Arbitration and Mediation

### Tax Planning and Structuring

- General Tax Considerations
- Transactions & Funds
- Qualified Small Business Stock
- Employee Equity
- Succession & Estate Planning

### Equity & Equityholders

- Shareholder and Buy-Sell Agreements
- Member and Manager Agreements
- Partnership Agreements
- Rights Agreements
- Contribution Agreements
- Incentive Plans (options, restricted stock, appreciation rights, vesting)

### Technology Law & Intellectual Property

- Software Licenses (enterprise, user, SAAS, development, source code, mtc/support)
- Copyright & Trade Secret Protection
- Copyright, TM & Patent Licenses
- Copyright Filings (software, works)
- Intellectual Property Due Diligence
- Purchase/Sale/Transfer of Technology & Domain Names
- Technology Development & Commercialization

### Strategic & Technology Partnerships

- OEM, Supply and Distribution
- Joint Ventures
- IP Development & Services
- Manufacturing Agreements
- Outsourcing Agreements
- IT Services Agreements

### eCommerce

- Website Development Agreements
- ASP & Hosting Agreements
- Service Level Agreements
- Online Contracting & "Click-Through"
- Online Terms of Use, Privacy, Legal
- Online Advertising and Marketing

### Entity Formation

- Corporations
- Limited Liability Companies
- Partnerships & Limited Partnerships
- Joint Venture
- Stock Allocation/Capital Structure

### Human Capital

- Employment Agreements
- Consulting Agreements
- Board of Directors / Advisory Boards
- Non-competition, Non-solicitation, Confidentiality
- Separation & Release Agreements

### Real Estate

- Commercial Purchase and Sale
- Commercial Leases
- Condominium Documentation
- Real Estate Development
- Construction Contracts

For information on additional items, please see our website or contact our attorneys.



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## Corporate & Commercial

Synergy's corporate and commercial attorneys advise clients on matters of all types, including entity formation and capital structure, corporate governance, shareholder rights, partnership matters, operational and sales matters (including outsourcing, manufacturing, supply, distribution, customer contracts and joint venture matters), employment matters, incentive plans, tax & regulatory matters and cross border transactions. Our attorneys act as a general counsel to many of our clients.

## Securities & Finance

Synergy's attorneys have been instrumental in providing securities, finance and corporate counsel to many extremely successful growth companies and hedge funds in their finance transactions, private placements (including bank, venture and investment finance), and fund formations, in industries including software, telecommunications, manufacturing, internet and e-commerce, medical technologies, insurance and green technologies. Our attorneys regularly represent clients in venture, angel and bank financing matters. We prepare transactional and corporate documentation taking into account client immediate and long-term objectives. We also advise our clients on securities law compliance requirements. Our attorneys understand the differing needs of issuers, borrowers, banks and investors, including financial and strategic investors, and our breadth of experience helps consummate these transactions on terms that protect our client's interests.

## Mergers & Acquisitions

Synergy's transactional attorneys have represented buyers and sellers of businesses and technology spanning a wide range of industries, including manufacturing, technology, software, financial services & insurance, distribution, e-commerce, and private equity and investment. Our experience in finance, tax, capital structure, corporate governance, incentive compensation, intellectual property, turnaround opportunities and commercial real estate is also applied in many of the M&A transactions we handle. We regularly assists clients in the legal evaluation, structuring and due diligence of potential acquisitions, as well as earnout structure and financing alternatives. Our attorneys understand the differing needs of buyers, including financial and strategic buyers, and sellers of a business, and can effectively negotiate your transaction documents.

## Technology & Licensing

In today's global market, intellectual property and the Internet have become important elements of a company's strategy for operating and growing a successful business and gaining competitive advantage. The firm's concentration in technology law includes, without limitation, technology development and commercialization; software development; intellectual property protection techniques; licensing of patent, copyright, trademark, software and other intellectual property and related works; eCommerce and Internet marketing; outsourcing; and technology supply and distribution. We help clients in their protection and development of the intellectual property value of their organization, and to create an effective license structure for commercialization. We have been instrumental in many clients' commercialization efforts, and have closed many license deals opposite Fortune 500 and public companies.

## Real Estate

Synergy serves residential and commercial real estate investors and developers, as well as clients leasing commercial space. Our attorneys understand the differing needs of buyers and sellers, developers and investors, and lessors and lessees. Our securities and finance experience is applied in real estate syndications. Synergy possesses the experience necessary to help ensure that client acquisitions, developments, sales and leases close on terms that protect them.

## Litigation

Synergy's litigation attorneys have practiced before state and federal trial and appellate courts around the United States, administrative agencies and various dispute resolution venues. Synergy attorneys have prosecuted and defended commercial disputes; antitrust matters; employment termination and discrimination cases; restrictive covenant enforcement; intellectual property disputes involving trade secret, trademark and copyright protection; business torts; construction matters; and environmental regulation. Synergy's litigation team works with the client to evaluate disputes on the merits and sets a course for effective and efficient resolution. Our litigation attorneys provide quality legal representation as zealous advocates to effectively represent our client's interests.

## Industry-Specific Experience

Arts & Entertainment	Mortgage Lending
Banking	Novelty Consumer
Digital Music	Outsourcing
Distribution	Private Equity
eCommerce	Professional Services
Finance	Real Estate Investment & Development/Construction
Franchise	Recruiting
Green Technologies	Reverse Public Mergers
Healthcare	Software
Hedge Fund	Supply Chain
Insurance	Technology
Investment Management	Technology Commercialization
Manufacturing	Venture Capital
Marketing, Advertising & Public Relations	Waste Management

## Partnership – Our Underlying Philosophy

Our firm has an underlying philosophy of working in the spirit of partnership with clients. We encourage our attorneys to network clients to partners of many types, all with an eye toward helping strengthen their commercial ventures. We have also developed creative fee structures to help meet the unique needs of our clientele. We leverage the power of technology to assist in maintaining competitive fees.

*If you are looking for a sophisticated law firm that can handle both complex and routine matters with a reasonable fee structure, please contact a partner for a free consultation.*

### Our Partners

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