

## SERVICES

- BANKING AND FINANCE
- BUSINESS LAW
- EMERGING BUSINESSES
- EMPLOYMENT LAW
- ESTATE PLANNING
- FAMILY LAW
- FINANCIAL RESTRUCTURING  
AND BANKRUPTCY
- LITIGATION
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- TAXATION
- TRADE ASSOCIATIONS
- VENTURE CAPITAL AND  
PRIVATE EQUITY

## SERVICES

The attorneys of Carmody MacDonald take pride in achieving client satisfaction by efficiently providing the highest quality legal work in a variety of legal disciplines. The attorneys coordinate among their individual areas of expertise to provide innovative solutions to clients' diverse legal needs. The firm has a long tradition of providing value-added legal services and business advice in the many areas listed in the left column.

## BANKING & FINANCE SERVICES

- Bank Holding Company Formations
- Branch Sales and Purchases
- Commercial and Industrial Lending
- Commercial Real Estate Lending
- Community Banking Issues
- De Novo Charters
- Mergers and Acquisitions
- Product Development and Compliance
- Regulation and Compliance
- Syndicated Credits and Restructuring
- Workouts and Financial Restructuring

## BANKING AND FINANCE

In the wired world of the 21st century, banking and finance transactions are more complicated than ever. Led by Mark Hillis, the banking and finance team counsels financial institutions on commercial loan transactions and bank regulatory issues. For lending transactions, we partner with lender and borrower clients on commercial real estate loans, commercial and industrial loans, syndicated credits and restructurings. Our bank regulatory representation centers around de novo charters, bank holding company formations, mergers and acquisitions, branch sales and purchases, product development and compliance.

## BUSINESS LAW SERVICES

- Choice of Entity
- Corporate Formation
- General Corporate Representation
- LLC/Partnership Formation
- Mergers and Acquisitions
- Public Offerings
- Private Equity and Venture Capital
- Real Estate Syndications
- S Corporation Formation
- Shareholder Agreements/Disputes
- Taxation
- Tax Exempt Organizations

## BUSINESS LAW

At Carmody MacDonald, individuals and businesses of all types and sizes benefit from our sophisticated yet practical legal advice and services on a regional, national and international scale. Our specialists provide first-class service in addressing the full range of business-related legal issues, including management, daily operations, commercial matters, complex transactions and more — with a focus on effective action and resolution. For some clients, we serve as active members of their executive management teams, attending both regular and special meetings, maintaining corporate and other business records, assisting in strategic planning and performing other key functions on a continuing basis. Whether your business is a start-up, a family-owned company or a public corporation, we bring together the right team to address your legal and business needs.

## EMERGING BUSINESSES SERVICES

- Formation
- Taxation
- Incentive Compensation Plans
- Equity and Debt Structures
- Securities Compliance
- Intellectual Property
- Employment
- Contracts

## EMERGING BUSINESSES

The beginning of a new business' journey is a blend of excitement and anxiety: Have I done enough planning? Where are the unknown contingencies? When will I need outside guidance and counseling? Will I need a Plan B to sustain the business?

In these circumstances, guidance from those who have gone down this road before can provide comfort and insight. At different stages of the journey, different perspectives and levels of counseling are essential.

We invite you to bring our lawyers along in your journey and gain the benefit of their counseling of clients on similar journeys. The areas of talent we offer are undoubtedly familiar to you: formation (choice of entity), relations among equity owners, taxation, incentive compensation plans, equity and debt structures (including private placements), securities compliance, intellectual property, employment, and contracts (employees, customers, contractors, vendors and other third parties). These substantive legal needs are moving parts, and are either front and center or in the background, depending upon the particular stage of your journey.

Invite us along. We wish you the best of success and look forward to sharing the excitement with you.

## EMPLOYMENT LAW SERVICES

- Compliance
- Employment Agreements
- Employment Discrimination
- Employment Litigation
- Non-Compete
- Severance Agreements

## EMPLOYMENT LAW

Workforce issues are some of the most complex challenges facing any business. Attorneys that practice in our employment law group engage in a spectrum of litigation and counseling, and aid companies of all types and sizes to ensure compliance with the federal and state employment laws. We regularly counsel employers across a broad range of issues such as separation agreements and releases, employee misconduct and discipline, employee policies and handbooks, workforce reductions and preventative training. Our extensive employment trial experience includes representing employers in jury trials involving all types of discrimination, retaliation and harassment claims as well as breach of contract claims relating to employment agreements, severance agreements and noncompete agreements.

Our employment law practice works closely with our business law practice to craft pension, compensation, and other employee benefit agreements on behalf of both employers and executives. Such an arrangement allows us to offer comprehensive services to businesses and employers through ongoing guidance centered on prevention as well as the protection of an experienced litigation team. Our employment law attorneys are available to assist you through trial, and we are also highly experienced in employment mediation, arbitration and dispute resolution, and crafting practical compensation and other employment agreements as well as general employee guidelines.

## ESTATE PLANNING LAW SERVICES

- Will and trust preparation
- Closely-held business
- Estate, gift, generation-skipping and income tax advice
- Charitable foundations and trusts
- Will, estate and trust litigation
- Marital agreements
- Business continuation planning/litigation
- Estate and trust administration
- Guardianships/conservatorships

## ESTATE PLANNING

Carmody MacDonald's estate planning lawyers have helped thousands of clients in all aspects of estate planning. Our specialists keep up with the rapidly changing world of tax, probate and trust laws to help clients meet their estate and general asset protection planning goals. We analyze the state and federal income, estate, gift and generation-skipping tax impact of your plan, and use trusts and other sophisticated estate planning tools to reduce taxes. We think creatively to develop business succession planning, marital agreements, wills, trusts, health care directives (living wills), charitable foundations and total business and estate plans consistent with our clients' personal and business goals. You can rest easy knowing your family and your assets are protected effectively.

## FAMILY LAW SERVICES

- Adoption
- Appellate Proceedings
- Child Custody and Support
- Contempt and Enforcement Proceedings
- Paternity
- Divorce/Dissolution of Marriage
- Domestic Violence and Orders of Protection
- Legal Separation
- Modification of Judgments
- Post Divorce Asset Division and Estate Planning
- Pre-Nuptial and Post-Nuptial Agreements

## FAMILY LAW

Carmody MacDonald's family law practice is led by Joyce Capshaw, one of the area's most sought-after family law attorneys. The family law team at Carmody MacDonald is experienced in all aspects of matrimonial law. Carmody MacDonald's family law team frequently handles financially complex cases and high-conflict litigation. Our family law attorneys often collaborate with Carmody MacDonald attorneys in the business law, taxation, estate planning and business litigation groups to formulate optimal strategies and achieve the best possible results. Our family law attorneys strive to seek creative, effective solutions to complex issues and to resolve all cases in an efficient and cost-effective manner. In family law, sensitive personal issues combine with complex, important financial issues. The experience of our family law practice team is diverse and committed to zealously and carefully represent you and your interests.

## SPECIFIC AREAS OF EXPERTISE

- Secured creditors
- Debtor-in-possession lenders
- Distressed transactions
- Real estate and personal property foreclosures
- Out-of-court restructurings and workouts
- Creditors' rights and enforcement actions
- Bankruptcy and insolvency litigation
- Non-bankruptcy Financial Restructurings
- Non-bankruptcy Secured and Unsecured Credit Restructurings and Workouts

## FINANCIAL RESTRUCTURING & BANKRUPTCY

Carmody MacDonald's Financial Restructuring and Bankruptcy practice group represents financial institutions, corporate creditors and debtors, independent board committees, distressed companies, and creditor constituency groups, such as secured lender groups, creditors' committees, and bondholder groups.

Collectively, the attorneys in this practice group have appeared and practiced in virtually every federal jurisdiction in the United States. These attorneys also work closely with members of complimentary practices such as Banking, Real Estate, Mergers and Acquisitions, General Corporate and Litigation, allowing an efficient and thorough approach to legal problem solving.

In addition, we regularly advise clients regarding other legal issues that arise in multiple contexts, including the following:

- Fiduciary duties of officers and directors of troubled companies
- Lender-liability issues
- Substantive-consolidation issues, including "true sale" and "non-consolidation" legal opinions
- Equitable subordination and other intercreditor issues
- Purchasing and selling debt and equity securities of distressed issuers
- Rights of landlords and tenants in bankruptcy

## LITIGATION SERVICES

- Arbitration/Mediation
- Appellate Proceedings
- Bankruptcy Litigation
- Business Litigation
- Class and Derivative Actions
- Construction Litigation/Mechanic's Liens
- Employment Litigation
- General Civil Litigation
- Products Liability/Toxic Torts
- Professional Liability Defense
- Real Estate Litigation/Condemnation
- Securities Litigation
- Trust/Probate Litigation

## LITIGATION

Carmody MacDonald's litigation attorneys have tried hundreds of jury and non-jury trials. Our trial practice is led by Jerry Carmody, one of only a handful of St. Louis lawyers who is a Fellow of the American College of Trial Lawyers. We have assembled a talented team of trial attorneys from large and small firms, in-house practices and government. Our unique team brings diverse capabilities to our clients. We focus on accomplishing our clients' goals through aggressive advocacy and superior work product.

While prepared to prosecute or defend your claims in court, we are equally mindful that litigation is usually a last option, not a first. Our team includes attorneys who specialize in identifying and managing litigation risks for individuals and corporations. We also provide mediation services and are well-versed in all alternative dispute resolution techniques. We are proud of the unique perspectives and capabilities of our civil litigation practice. We have also developed a special expertise in real estate litigation. We handle complex commercial, financing, and construction litigation disputes. In addition, we have achieved a concentration in eminent domain law, both by assisting developers in accomplishing complex projects and in helping landowners maximize their ownership rights. By working closely with attorneys in our real estate practice, Carmody MacDonald brings unique and focused capabilities to virtually every form of real estate litigation.

## REAL ESTATE LAW SERVICES

- Acquisitions and Dispositions
- Corporate Real Estate
- Construction and Design Leasing
- Property Tax Appeals
- Public Tax Incentives
- Purchase and Sale
- Real Estate Development
- Real Estate Taxation

## REAL ESTATE

Real property is one of the oldest legal concepts in the world. Our extensive real estate practice group represents the full spectrum of developers, investors, institutional lenders, businesses and individuals for every type of real estate matter, whether as landlord or tenant, buyer or seller.

Our clients derive strong bottom line benefits from our strengths in writing effective sale, lease and construction contracts as well as construction and permanent financing agreements, all of which are augmented by our financing and tax law expertise. Our real estate specialists can offer you experience in all phases of condemnation; taxfree property exchanges; franchise ownership and development; and the acquisition, disposition and leasing of residential, retail, office, commercial and industrial properties. We promptly address construction issues, development roadblocks and financing requirements so our clients can accomplish their goals as quickly and efficiently as possible. Real estate transactions can be extremely complicated, but Carmody MacDonald will make the process easier for you.

## TAXATION LAW SERVICES

- Federal, State and Local Tax Planning
- Like-Kind Exchanges
- Tax Advocacy
- Property Tax Appeals

## TAXATION

Attorneys in our taxation practice assist individuals, businesses and tax exempt organizations with federal, state and local tax planning. Our goal is to meet our clients' non-tax objectives while minimizing their tax impact. We advise clients on the tax impact of both routine and extraordinary business activities, including entity formation; termination and liquidation; financing; complex real estate transactions; like-kind exchanges; and mergers, acquisitions and reorganizations. We work closely with your accountants to meet your needs and minimize your tax burden. We also will aggressively represent you before the Internal Revenue Service, should the occasion arise. At Carmody MacDonald, we help you meet your obligations while maximizing your success.

## TRADE ASSOCIATIONS LITIGATION SERVICES

- Antitrust
- Regulatory Compliance
- Strategic Planning

## TRADE ASSOCIATIONS

Trade and industry associations function as the backbone of support for millions of small and large businesses across America. We represent many regional and national associations for a wide variety of legal issues, including general corporate transactions, litigation, labor and employment counseling, contract preparation and review, intellectual property, taxes and antitrust matters. Whatever your needs, our association law specialists are ready to help you help yourself.

## VENTURE CAPITAL & PRIVATE EQUITY SERVICES

- Capital Formation
- Private Equity Finance
- Private Equity Sales
- Venture Capital Fund Formation

## VENTURE CAPITAL AND PRIVATE EQUITY

In the world of venture capital and private equity, the target is minimizing risk while maximizing returns. Ron Rucker leads our venture capital and private equity practice team, where we work closely with our venture capital and private investor clients to understand their investment strategies and goals. These relationships enable us to assist our clients in all aspects of financing transactions, including transaction structure and the negotiation and preparation of definitive investment agreements. In addition, we help our venture capital and private equity clients in connection with the secondary sales of their portfolio company investments and with transfers of equity interests by their investors. Our attorneys work to help you make the most of your investments