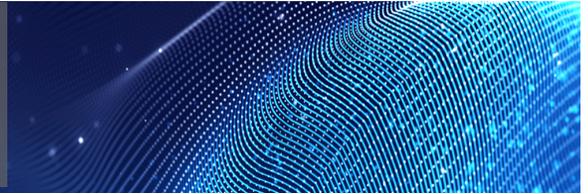


private company business disputes

Resolving and preventing
conflicts within your business, so
you can get back to work



The breakup of a business is a tragedy that can often destroy a life's work. Thompson Coburn counsels owners, shareholders, partners, corporations, partnerships, limited liability companies, and other organizations in foreseeing and avoiding conflicts.

For conflicts that do arise during the course of business, our team works to resolve them as expeditiously as possible. Our emphasis is on privately held businesses, but our attorneys also have extensive experience regarding business breakup issues involving publicly held companies.

Our team includes litigators who have tried cases regarding every aspect of operating agreements and shareholder agreements. The group also includes corporate, tax, and estate planning attorneys who have the experience necessary to anticipate and address potential disputes before they arise. A typical "business divorce" often touches on several or all of these areas.

We work with new businesses to help their leaders anticipate issues and mitigate risk. For example, our corporate attorneys work closely with our litigators when drafting shareholder and operating agreements so that the firm's clients are protected by a comprehensive "prenup." Likewise, our litigators work with corporate, tax and estate planning colleagues to help clients obtain maximum value and appropriate tax benefits for business succession when resolving disputes through litigation or other avenues.

We pride ourselves on giving clients the freedom to focus on their business while we address disputes that otherwise would require them to divert time and resources better spent on growing their companies.

Our services also include:

- Prosecuting and defending claims of oppression, breaches of fiduciary duty, breaches of operating or shareholder agreements, enforcement of statutory records, inspection rights, misappropriation of corporate assets, diversion of corporate opportunities, removal of officers or directors and receiverships, valuation of minority interests, and other corporate governance and shareholder/partner rights issues
- Counseling on insurance and indemnification issues
- Counseling on protocols for special directors' and shareholders' meetings
- Counseling on valuation issues
- Representation as to diligence and closing on mergers and acquisitions
- Protecting and enforcing the rights of minority shareholders or partners
- Counseling those in control on fiduciary duties, record-keeping and governance
- Preparing operating agreements for LLCs and shareholder agreements for corporations
- Forming corporations, LLCs and other entities

professionals

john

John P. Amato

christina

Christina M. Berish

edward

Edward J. Buchholz

clare

Clare Martin Carter

elizabeth

Elizabeth (Libby) A. Casale

thomas

Thomas R. Corbett

larry

Larry C. Friedman

william

William F. Hennessey 2nd

brian

Brian W. Hockett

benjamin

Benjamin H. Hulsey

steve

Steve B. Gorin

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John S. Kingston

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Elizabeth G. Myers

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Zachary Newman

emily

Emily L. Peel

caroline

Caroline Pritikin

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Allison Brauns Spors

raymond

Raymond J. Stewart

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Mackenzie S. Wallace

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Barry M. Weisz

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Nicole L. Williams

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Daniel Wu



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Kevin J. Young

patrick

Patrick Morales-Doyle