

PITTSBURGH OFFICE

Fox Rothschild LLP is a national law firm with more than 500 attorneys practicing in 16 offices coast to coast in California, Connecticut, Delaware, the District of Columbia, Florida, Nevada, New Jersey, New York and Pennsylvania. Our lawyers provide a full range of legal services to public and private business entities, charitable, medical and educational institutions and individuals throughout the country.



ATTORNEY ADVERTISING



Fox Rothschild LLP
ATTORNEYS AT LAW

The Pittsburgh office of Fox Rothschild LLP has had longstanding practices in health care, litigation, corporate, employee benefits, estates and tax law. The office has grown steadily in recent years to become a significant force in Western Pennsylvania, providing services to clients in a broad range of practice areas:

BUSINESS AND CORPORATE

We represent clients in the negotiation, documentation and completion of all types of mergers, acquisitions and purchases, sales and other transfers of business interests. We help form corporations, general and limited partnerships, limited liability companies and other businesses.

COMMERCIAL LENDING

We are counsel to national and state chartered banks, foreign banks, asset-based lenders, credit corporations, insurance companies and other providers of credit and credit-related products. We assist underwriters, lenders and borrowers in documenting a wide variety of complex transactions. We have extensive experience with Uniform Commercial Code issues and complex commercial and real estate loan arrangements.

CONDEMNATION/EMINENT DOMAIN

Nationally recognized in the field of condemnation and eminent domain law, we represent both public entities that condemn property and owners of property entitled to damages for a condemnation. Our attorneys have authored the cumulative supplements to *Pennsylvania Eminent Domain*, a leading treatise.

CORPORATE GOVERNANCE

We regularly counsel clients on a range of corporate governance matters. We advise public and private company boards of directors as well as standing and special board committees on issues relating to fiduciary duties, anti-takeover measures, director independence and conflicts of interest.

DIRECTOR AND OFFICER LITIGATION

We are experienced and prepared to handle all aspects of D&O litigation, including coordinating with the D&O liability insurer. We have represented corporate directors and officers sued in federal and state court, including bankruptcy court, for alleged breaches of fiduciary duties, including breaches of a duty of care or loyalty, corporate waste, unjust enrichment and related claims.

www.foxrothschild.com

DOMESTIC RELATIONS

We offer a full range of domestic relations law services, including divorce, support, custody, property division and protection from abuse representation. We also handle the valuation of closely held businesses, pensions and real estate as it relates to equitable distribution, planning and gifting of marital property in matters involving child custody, adoption, surrogacy and pre-marital planning.

EMERGING BUSINESS FINANCE

We represent entrepreneurs and emerging growth companies domestically and internationally. We handle business transactions such as private placements, recapitalizations, mergers and acquisitions, joint ventures, strategic alliances and university-based commercialization spinoffs.

EMPLOYEE BENEFITS

Our lawyers regularly handle qualified retirement plans, nonqualified deferred compensation plans, welfare benefit programs, Section 125 cafeteria plans, COBRA compliance, distribution planning and executive compensation.

ENVIRONMENTAL

Fox Rothschild counsels clients on environmental regulations governing air pollution, hazardous waste and real estate development.

ESTATE PLANNING AND ADMINISTRATION

We fashion plans designed to accomplish clients' short and long-term goals. We review the consequences of current and proposed tax laws to minimize estate, gift and fiduciary income taxes, assuring that financial resources are available to meet tax obligations, and assist with the establishment of personal trusts or charitable foundations. We also handle trust/probate and tax controversy litigation.

FAMILY BUSINESS

We work closely with all types of family-owned entrepreneurial-driven businesses. We help owners handle issues such as how to ease tensions between family and non-family members in the business, how to insulate the business from family problems and how to transfer power and ownership to the next generation.

FINANCIAL RESTRUCTURING AND BANKRUPTCY

We serve clients in the financial services industry in matters involving banking, creditors' rights, bankruptcy, real estate and corporate law. We represent financial advising companies as well as individual advisors and counselors in SEC arbitrations. We also advise lenders, creditors and other clients on methods for improving documentation, tactics, security arrangements and

procedures to maximize cost-effective recoveries while minimizing losses and liabilities before having to face offensive maneuvers by debtors and third parties. We are experienced in all aspects of loan collection and bankruptcy litigation.

FOREIGN CORRUPT PRACTICES ACT (FCPA) COMPLIANCE

The FCPA prohibits any corrupt payment intended to influence any act or decision of a foreign official, to obtain any improper advantage, or to induce a foreign official improperly to use his or her influence with other government officials. We assist companies in establishing and auditing FCPA compliance programs and representing the organization in a government investigation.

FRANCHISING

We have represented prominent U.S. franchisors and multinationals in their global expansion as well as foreign-based multinational entities establishing and expanding their presence in U.S. markets. We have extensive experience in all areas of franchising, distribution and licensing transactions, including real estate, financing, offering circulars and related agreements for franchise systems, franchise registration, disclosure, dispute resolution and franchise litigation claims arising from franchise terminations to defense of national class actions involving system standards.

HEALTH LAW

We provide counsel in regulatory compliance, licensure, certificate of need, physician-hospital relations, managed care, provider contracting, facility operations, quality assurance and utilization review, organization and governance, planning, joint ventures, mergers, sales and acquisitions, capital financing, Medicare, Medicaid, Blue Cross/Blue Shield reimbursement and other third-party payments, compliance plan development, and related federal, state and local taxation issues.

IMMIGRATION

We assist employers, including but not limited to multinational companies, health care, educational institutions and investors, in securing the talents of foreign-born professionals, scholars, researchers and staff. In addition, we provide I-9 employment verification training and internal audits to all employers. We also work with individuals and families on issues of reunification, naturalization and removal defense.

INTELLECTUAL PROPERTY

We provide clients with a comprehensive approach to leveraging their intellectual capital through patents, trademarks, copyrights, litigation and enforcement, licensing and technology transfer, and computer and information technology.

LABOR AND EMPLOYMENT

We help management clients to develop and implement personnel policies, procedures and handbooks and provide counseling on specific discipline, discharge and other HR issues. Our litigators handle a wide variety of employment discrimination, contract and partnership/shareholder disputes. We negotiate, draft and enforce executive employment, nondisclosure, noncompetition and severance agreements and conduct related administrative proceedings before federal and state agencies. We also represent senior executives, managers and professionals in negotiations and disputes with employers.

LITIGATION

We represent mid-size to large publicly and privately held companies in complex, high-stakes, high-profile litigation – including trade secret, restrictive covenant and breach of contract cases, antitrust cases, fraud cases, partnership and shareholder actions and executive compensation cases – in state and federal courts as well as in appellate matters. Additionally, we serve high net worth individuals embroiled in intensely personal and professional disputes as plaintiffs and defendants in state and federal courts and before administrative agencies.

REAL ESTATE

We regularly handle the structuring of complex transactions; sales, acquisitions and leases; loan transactions; and zoning/land use planning. We also assist with real estate tax assessments and appeals, real estate tax exemptions, property disputes (including title insurance claims), code compliance, sales and complex financing arrangements, commercial leasing, permit procurement, land development and renovations, syndications, low-income housing matters and real estate valuation issues.

SECURITIES LITIGATION

We represent officers and directors of public and private corporations, nonprofit organizations, financial institutions and external auditors in all aspects of litigation relating to alleged

violations of the securities laws, including parallel proceedings, such as criminal and SEC investigations and shareholder class actions.

SPORTS REPRESENTATION

We represent athletes in many issues impacting their playing career and beyond, including contract negotiations, potential endorsement opportunities, purchasing a home, setting up an estate plan, analyzing a business opportunity or protecting the athlete's right of publicity.

TAX

We help clients anticipate potential federal, state and local tax problems before they occur and help minimize taxes in a wide range of individual, corporate and partnership matters. We assist clients in all types of income tax planning, including corporate mergers, acquisitions and dispositions; business entity selection; real estate transactions; business reorganizations; municipal finance; and international business transactions.

WHITE-COLLAR COMPLIANCE AND CRIMINAL DEFENSE

We conduct internal investigations and represent organizations, their officers and directors and their employees in state and federal criminal and/or regulatory investigations involving claims of securities fraud, commercial bribery, public corruption or dishonest employees, health care fraud and immigration fraud.

Jay D. Marinstein, Esq.

Office Managing Partner

412.391.1334

jmarinstein@foxrothschild.com

625 Liberty Avenue

29th Floor

Pittsburgh, PA 15222-3115

ABOUT FOX ROTHSCHILD LLP

Fox Rothschild LLP is a full-service law firm with offices from coast to coast. Nationally recognized as one of the top 200 law firms in the United States, we have been serving business leaders for more than 100 years. Clients come to us because we understand their issues, their priorities and the way they think. We provide practical advice to help clients manage risk and make informed business decisions.