

**BECKER MEISEL**  
**ATTORNEYS AT LAW**



**CORPORATE  
PRACTICE**

**Livingston, NJ · Shrewsbury, NJ · Cherry Hill, NJ · New York, NY**

**[www.beckermeisel.com](http://www.beckermeisel.com)**

### **Legal Proficiency from a Business Perspective**

Becker Meisel considers corporate law a core practice area within the firm, recruiting talented corporate attorneys from some of the largest and well-known international, national and regional law firms to deliver advice to our clients in what has become one of the firm's fastest growing practice areas. Our attorneys

*...our role is to facilitate deals, not get in the way of them...our size and regional footprint allow us to provide sophisticated services in a manner focused on results and our clients' return on their legal investment...*

not only approach the issues from a legal perspective, they take the business perspective into consideration as well, knowing that their role is to facilitate deals, not get in the way of them. They are as adept at identifying practical solutions to business problems as they are at finding creative ones.

The breadth of our firm allows us to leverage the experience of other practice groups within the firm to offer comprehensive counsel to our clients. Our corporate attorneys often work in conjunction with our Bankruptcy, Insolvency and Creditors' Rights; Intellectual Property; and Employment and Labor groups, among others. Our size and regional footprint allow us to provide sophisticated services in a manner focused not only on results, but also on our clients' return on their legal investment.

The firm provides a broad range of services to corporate clients in connection with: the organization and structuring of business entities; general business counseling; corporate finance and securities; mergers and acquisitions; purchase and sale of manufacturing, technology and service assets; labor issues; and reorganization and restructuring of business entities. In addition, our attorneys often serve as general counsel to emerging and established companies.

### **General Counsel**

Becker Meisel has considerable experience serving as general counsel to both emerging and more established companies.

**CORPORATE PRACTICE**

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In this role, we liaise with corporate officers to ensure that all of the client's legal needs are being addressed, giving them the freedom to focus upon core business matters.

*Representative Client—*

*Hand Surgery & Rehabilitation Center of New Jersey*



*"From the very beginning, we have been able to rely on Ken for quality, comprehensive representation in all of our legal matters. We are always impressed by his ability to respond to our various needs in a thorough and expedient fashion." - Eric Strauss, MD, Hand Surgery and Rehabilitation Center of New Jersey*

Ken Roth has served as general counsel to the Hand Surgery and Rehabilitation Center of New Jersey for over 25 years, providing services including corporate compliance, lease negotiation, developing and maintaining shareholders agreements and employment contracts, and litigation.

**Corporate Finance and Securities**

Successfully accessing capital is often a key factor in determining a company's ability to implement short and long-term growth plans. Our corporate finance and securities attorneys assist clients in navigating the thicket of legal and business issues confronted when accessing capital markets or alternative financing. Our experience includes assisting public and private clients in mergers, acquisitions, asset purchase, restructuring, and other transactions. We assist investment funds and other venture capital sources negotiate and structure equity and debt investments in growth enterprises and established businesses. In doing so, we offer practical and timely advice on how to efficiently and effectively structure and complete deals on market terms in compliance with federal and state securities laws.

Our attorneys have experience guiding business clients from start-up, laying

**CORPORATE PRACTICE**

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the ground work for attracting capital, including preparing issuers through IPOs and follow-on offerings.

Partners from our corporate finance and securities group work hand-in-hand with our clients to develop appropriate disclosure documents and respond to SEC comments to ensure that efficient and effective counsel is provided. Post IPO, we counsel our public clients on reporting requirements, insider trading, corporate governance, internal investigations, and enforcement matters.

Our attorneys are considerably experienced in working with finance and management professionals involved with mid-market business, whether privately or publicly held.

*Public Companies*

Our attorneys are available to assist clients at every step of the capital formation process. We represent clients in raising equity or obtaining financing at various stages of development, ranging from start-up ventures to early revenue companies to mature companies.

*Representative Client—Lattice Incorporated*

We represent Lattice Incorporated, solution providers focused on reliable and secure information and communications technology to the government and commercial markets, regarding all of its legal matters. The firm provides general counsel services to Lattice in order to efficiently and successfully manage all of the company's legal matters. Working with management, we handle Corporate Finance and Securities (including SEC filings), Intellectual Property, Licensing and Employment matters for Lattice, as well as providing litigation counsel as needed.

THE FABRIC OF SECURE COMMUNICATIONS



*“As a growing public company, we are faced with considerable issues related to mergers and acquisitions and corporate governance. Becker Meisel’s skill in this area has been a tremendous value to us.” -- Paul Burgess, President and CEO, Lattice Incorporated*

*Private Companies*

We counsel private companies in myriad corporate finance and securities-related transactions, including venture capital transactions, private placements pursuant to Regulation D, Regulation S and Rule 144A, private investments in public equity (PIPE) transactions, other private equity investments, mezzanine loans, secondary offerings, medium-term note programs, convertible securities issuances, recapitalizations, and various types of taxable, tax-exempt, secured and unsecured debt financings.

 **Archive Systems**    *Representative Client—Archive Systems, Inc.*

Archive Systems, Inc., is a Fairfield, New Jersey-based leading provider of integrated document process management services and storage in both the physical and electronic document management space, to approximately 1,000 customers throughout the United States and Canada. Becker Meisel has helped facilitate a number of significant transactions for the company. The firm represented Archive Systems in a new round of funding led by NewSpring Mezzanine Capital, L.P., the dedicated mezzanine fund of NewSpring Capital. Archive Systems previously had raised around \$22 million from Carlyle Venture Partners, Edison Venture Fund and NJTC Venture Fund. Recently, Becker Meisel represented the company in the acquisition of all of the business assets of OmniRIM Solutions Inc., a Vancouver, B.C.-based company in the business of developing, marketing and supporting records and information management software throughout the United States and Canada.

**Mergers and Acquisitions**

Successful companies utilize mergers and acquisitions as important components of long-term growth and innovation strategies. Timing is almost always critical: opportunities can emerge and evaporate virtually overnight. Our corporate attorneys provide counsel critical for our clients to capitalize and close on these major opportunities.

**CORPORATE PRACTICE**

Our attorneys advise buyers, sellers, investors, shareholder groups, boards of directors and other interested parties in all aspects of complex domestic and international business combinations and other forms of acquisition. We focus on the big picture by understanding and balancing our client's culture, needs and vision, whether they are a small, family-owned business or a large, national or international corporation. With this focus, we collaborate with our clients to create value during each phase of the transaction.

*...we advise buyers, sellers, investors, shareholder groups, boards of directors, and others in all aspects of complex domestic and international business combinations and other forms of acquisition.*

Many times, our most important contribution occurs at the outset of the transaction when we assist our clients in their analysis, structure and planning of the transaction. This initial planning serves to inform the subsequent negotia-

*We represent both sellers and purchasers in transactions involving:*

- *Stock, asset acquisitions and dispositions of public/ privately-held companies*
- *Mergers (tax free), and other exchanges and other business combination transactions*
- *Acquisitions from bankrupt entities (inc. Section 363 sales)*
- *Auction processes*
- *Multinational acquisitions, divestitures*
- *Management and other leveraged buyouts*
- *Joint ventures, strategic alliances and partnerships*

tions, diligence, document preparation, and closing.

When necessary, our Bankruptcy, Insolvency and Creditors' Rights attorneys are prepared to represent buyers, sellers, and "stalking horses" in mergers and acquisitions taking place in bankruptcy courts and other forms of insolvency proceedings.

Likewise, the attorneys in our Intellectual Property and Technology Group help to ensure proper investigation is undertaken to determine the validity of key intellectual property, such as, patents, trademarks and copyrights, and resolve often thorny questions about the transfer of such assets.

Our goal is to deliver advice that best-positions our clients to benefit from a merger and acquisition. In the past few years, we have consummated a growing number of major mergers and acquisitions, including representation of:

- a New Jersey-based manufacturer of private label and branded household cleaning products—with reported annual sales of approximately \$65 million—in the sale of substantially all of its business assets to a division of one of North America’s leading producers of household bleach.
- a New Jersey-based client that included the negotiation of a technology license deal for a sale of certain assets to a competitor located in Pennsylvania. We were able to forestall the buyer's continuous attempts to expand the pool of purchased assets, limiting the sale to assets not essential to our client’s business, while still generating substantial revenue for our client via the license of the technology assets. Moreover, we increased our client's consideration by negotiating a higher license fee due to buyer's improper pre-closing conduct.
- a New Jersey-based and one of the east coast’s leading manufacturers of high-end vinyl windows and doors, in the sale of substantially all of its business assets to a nationally recognized private equity firm. In conjunction with the sale, we also advised on a variety of related matters, including those with respect to employment, environmental and commercial leasing.
- a New Jersey-based manufacturer of consumer products in the purchase of substantially all of the business assets of a compatible company located in Eau Claire, Wisconsin, including negotiation of an extension, modification and assignment of a favorable commercial lease.

### **Corporate Governance**

We advise corporations and their officers and directors about governance issues, regulatory compliance and related matters, including current applications and interpretations of the Sarbanes-Oxley Act. Our attorneys regularly provide guidance with respect to fiduciary responsibility of directors and officers, disclosure issues, financial reporting, management succession and compensation, board composition and structure, conflict of interest and change of control matters, stockholder rights plans, and NYSE and NASDAQ corporate governance requirements. Further, in light of the trend of private companies adopting more stringent standards of corporate governance similar to those now employed by public companies, our attorneys provide governance advice to privately-owned firms and nonprofit organizations as well.

### **Commercial Transactions**

Becker Meisel takes a global approach to all commercial transactions and brings all disciplines together to assist our clients in furthering their business objectives. We advise our clients of the appropriate legal entities available that will help them create the base of a successful business, while minimizing liability to the future business and business' principals. We assist clients during their diligence prior to a transaction and represent our clients' best interests in the negotiation of the terms of purchase, sale, leasing and licensing agreements. We routinely represent clients in the purchase and sale of business stock and assets and assure that our clients interests are protected through closing. Our representations involve us in cross-border transactions where we bring value by combining our various proficiencies with nimble responsiveness to client needs.

**Corporate Practice Group Members**



***James M. McCarrick***

James M. McCarrick is a partner who participates in the firm's corporate practice area. Prior to joining the firm, Mr. McCarrick represented financial, institutional, corporate and private clients from the New York and Washington, DC offices of Paul Hastings Janofsky & Walker, and Battle Fowler LLP, a predecessor firm.

Mr. McCarrick focuses on corporate and securities, real estate finance, private equity and investment fund law. He has extensive experience representing clients in respect to public offerings, private placements, real estate fund formation, capital raising and finance processes, public and private mergers and acquisitions, venture capital transactions, corporate recapitalizations and restructurings, and international private offerings.

He extends his corporate and securities law experience for reporting and issuers clients and investors for transaction and compliance matters and has substantial experience in complex investigations and claims arising out of securities and financial markets and regulated market systems, including relating to accounting, secondary markets and execution markets for public securities and antitrust. He has led internal and external investigations on behalf of clients, drawing upon the skill and knowledge of his partners in his economic consulting firm.

Mr. McCarrick is an alumnus of New York University, both for his J.D. and for his B.S. in Economics. He graduated from NYU's School of Law in 1994 and previously in 1988 from the Stern School of Business, where he was a member of the Omicron Epsilon Honors Society for Economics. Between 1990 and 1991, he pursued further post-bachelor studies in Mathematics and the Nature Sciences at Columbia University.



***Timothy J. Szuhaj***

Timothy J. Szuhaj is a partner in the firm and chairs the intellectual property and technology practice group. In addition to specializing in intellectual property law and portfolio management, technology law, Internet law, and e-commerce law, Mr. Szuhaj handles general corporate and merger and acquisition matters.

His private practice includes prosecution of trademark, service mark and copyright applications and assignments (foreign and domestic); negotiating and drafting numerous licenses, including software, patent, trademark, trade name and technology licenses; managing all aspects of various clients' intellectual property portfolios, including cost management associated with creating and maintaining such portfolios, drafting cease and desist letters, and employment contracts and employee handbooks regarding work for hire and confidentiality; advising clients on the formation and operation of businesses; drafting agreements for joint ventures, channel partners and numerous varieties of "go to market" ventures; negotiating and drafting general corporate and commercial documents; and negotiating and closing numerous mergers and acquisitions.

In addition to his private practice experience, Mr. Szuhaj also has significant in-house experience. He served as both Deputy General Counsel and Intellectual Property Counsel to Verticalnet, Inc., a publicly owned enterprise software and e-commerce company. Mr. Szuhaj also served as Vice President of Vert Tech LLC, the wholly-owned intellectual property subsidiary of Verticalnet, Inc. As such, he was the primary officer responsible for the formulation of domestic and international intellectual property business strategies and management of the company-wide intellectual property portfolio.

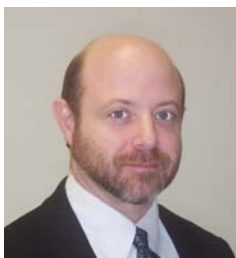
Mr. Szuhaj has presented numerous intellectual property seminars and has authored or co-authored several articles. He received his B.A. in Chemistry from Indiana University and his J.D. from Villanova University School of Law,

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**CORPORATE PRACTICE**

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where he was editor-in-chief of the *Villanova Environmental Law Journal*. Mr. Szuhaj is a member of the American Bar Association, the American Intellectual Property Law Association, and the International Trademark Association.



***Ivan J. Kaplan***

Ivan J. Kaplan, Esq., is of counsel to the firm, working primarily in the transactional practice group. Prior to joining Becker Meisel, Mr. Kaplan was associated with Sills Cummis & Gross, P.C. of Newark, N.J.

In practice for nearly 20 years, Mr. Kaplan has been active in both corporate law and commercial law, including commercial real estate. He has represented clients in a variety of transactions, including equity and asset sales and acquisitions, workouts, leasing and sales transactions (both equipment and real estate), and regularly advises clients in a number of industries on a wide range of general business and corporate matters.

Mr. Kaplan earned his J.D. from Rutgers School of Law - Camden, where he was managing editor of *The Law Journal*. Following law school, Mr. Kaplan clerked for Chief Justice Robert N. Wilentz. He was admitted to the New Jersey Bar in 1991 and the Third Circuit in 1993.

Mr. Kaplan has written articles on such topics as the importance of letters of intent, and has been featured in a number of publications, including the *Star Ledger's* Business of New Jersey column.



***Kenneth D. Roth***

Kenneth D. Roth serves as of counsel to the firm. His areas of practice include corporate, real estate and land use, business transactions, and environmental and community association law; Mr. Roth has also acted as solicitor for municipalities, school boards, planning and zoning boards.

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**CORPORATE PRACTICE**

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He has represented clients in all aspects of business and real estate transactions, formation of business entities, corporate governance, purchase and sale of commercial, retail, office and apartment developments, medical, dental, commercial and industrial asset sales and purchases. He is also general counsel to several non-profit corporations, as well as for-profit manufacturing and service companies.

Mr. Roth is past president of the Burlington County Bar Association, and he was a Trustee of the Camden County Bar Association from 1990 to 1993. He is a member of the New Jersey State Bar Association and the Environmental Law Section of the State Bar Association, where he has served as Section Delegate to the General Council. He is also named in "Who's Who" in American Law.

Mr. Roth has been appointed to the Superior Court and United States District Court mediation and arbitration panels, and he currently serves as a court appointed mediator and arbitrator for the Superior Court of New Jersey.

Mr. Roth earned his J.D. from Rutgers-Camden Law School, cum laude, and his B.A. in Political Science from Long Island University.



***Stephen J. Pagano***

Stephen J. Pagano is an associate in our Corporate Law Practice Group. Mr. Pagano provides general corporate counseling relating to the formation, structuring and governance of business entities and has represented individual and corporate clients in the acquisition and disposition of business interests, stock, assets and inventory. He also focuses his practice on representing clients in all stages of the acquisition, sale, development and leasing of commercial properties.

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**CORPORATE PRACTICE**

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In connection with these practices, Mr. Pagano is often asked to draft complex purchase and sale agreements, partnership agreements, operating agreements, leases, bylaws, and corporate resolutions.

In addition, Mr. Pagano is experienced in the negotiation and drafting of employment non-compete, non-solicit and confidentiality agreements that are often an integral part of many transactions, and routinely assists clients in formulating, drafting and executing business succession and Estate plans. As part of such plans, Mr. Pagano is experienced in drafting Buy-Sell Agreements, Cross-Purchase Agreements, Last Wills and Testaments and various types of Trusts.

Mr. Pagano graduated cum laude from Seton Hall University School of Law, where he was a recipient of the Seton Hall Law School Incentive Grant, a member of the Seton Hall Sports and Entertainment Law Journal, and a participant in the Gressman Moot Court Competition.

Real Estate New Jersey named Mr. Pagano one of its 2007 "30 Under 30." In addition, he has been included on the New Jersey Super Lawyers "Rising Stars" list for 2010 and 2011\*. He is a member of the Monmouth County Bar Association and the New Jersey State Bar Association.

**Publications**

"ICANN to Accept Applications for New Generic Top-Level Domains...", by Timothy J. Szuhaj, Esq. and Stephen Pagano, Esq.

Author, "Getting Back to Basics: The Importance of Schedules to an Asset Purchase Agreement," New Jersey Lawyer (March 31, 2008)

Co-author, "Securing Construction Costs From a Tenant," New Jersey Law Journal (October 22, 2007)

## **Firm Profile**

*Becker Meisel has earned an AV rating from Martindale-Hubbell, which is the highest possible rating for legal ability and ethics.\**

Becker Meisel is a premier mid-market firm serving the New York, New Jersey and Philadelphia corridor. The firm provides litigation, transactional, counseling and regulatory representation to clients ranging from major multinational corporations to local businesses, families and individuals.

Our size and regional footprint allow us to provide sophisticated services in a manner focused not only on results, but also on our clients' return on their legal investment.

Becker Meisel is one of the few firms of its size and caliber that can boast of a minority, female founding partner, Stacey Meisel. The belief in diversity starts at the top, and as with many of the firm's corporate clients, is a cornerstone of the firm's mission statement.

Becker Meisel takes great pride in the fact that minority and/or women attorneys are found at every level of the firm, and the firm is committed to hiring from the broadest applicant pool. Much in line with the corporate commitment to the highest business ethics, rigid adherence to the Rules of Professional Conduct is embedded in the firm's culture.

Three former Governors of New Jersey have turned to the firm for advice and guidance on ethics, which included an appointment to conduct a thorough audit of the ethics rules, statutes, regulations, and codes of conduct for all employees of the Executive Branch and state authorities, and provide a comprehensive plan to improve and strengthen them.

The highest quality work product, the investment in technology that allows for a seamless partnership with clients, attention to return on investment (and a

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**CORPORATE PRACTICE**

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rate structure in line with that philosophy), devotion to diversity, professional responsibility, and, above all, a commitment to make our clients' causes our own cause, have been the defining qualities of Becker Meisel.

These qualities have garnered the respect of the bench and bar, adversaries and co-counsel, and will be the firm's guiding light for the future.

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**Disclaimer**

The information, materials and services offered herein are for general informational purposes only and do not constitute legal advice. The foregoing is presented without any representation or warranty whatsoever, including as to the accuracy or completeness of the information. Examples of cases previously handled by this firm are for informational purposes only. Prior success in such cases does not guarantee similar results in future cases. No one should, or is entitled to, rely in any manner on any of the information contained herein. Parties seeking advice on a particular matter should consult with legal counsel familiar with their particular circumstances.

\*Martindale-Hubbell is the facilitator of a peer review rating process. Ratings reflect the anonymous opinions of members of the Bar and the Judiciary. Martindale-Hubbell Peer Review Ratings fall into two categories—legal ability and general ethical standards.

No aspect of this advertisement has been approved by the Supreme Court of New Jersey.

# BECKER MEISEL ATTORNEYS AT LAW

THE RIGHT SIZE FOR ANY MATTER



*With offices in New York City,  
Livingston, Shrewsbury, and Cherry Hill,  
New Jersey, Becker Meisel is strategically located at  
the heart of the metro area with easy access to  
all cities in the Northeast corridor...*

## **Offices:**

### **Livingston Office**

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### **Shrewsbury Office**

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### **New York Office**

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