

## ABOUT US

**DarrowEverett LLP** is a full service business law firm committed to providing our clients with the highest level of service and attention to detail, as well as efficient and effective legal advice.

We pride ourselves on our sophisticated yet practical approach in counseling our clients, with a strong emphasis on prompt response and execution. Several members of the firm have served not only as partners at large highly regarded regional law firms, but also as executives with premier regional and national companies.

The DarrowEverett team has a wealth of experience in a variety of areas, including acquisitions and sales of businesses and real estate, corporate and real estate finance, commercial transactions, commercial land development and land use, all forms and uses of leasing, condominiums, personal and corporate tax matters, estate planning, and commercial litigation. DarrowEverett is a team of legal and business advisors who have substantial knowledge and experience on both the business and legal side of transactional and non-transactional matters.

We have committed ourselves to assisting our clients in making well-informed, productive and ultimately successful decisions on all issues that come before them. We take pride in our ability to provide each client with the attention to detail and high level of service that their transactions require, while at the same time providing practical and business-oriented advice and solutions.

### FULL SERVICE BUSINESS LAW FIRM

## OUR MISSION

The attorneys at DarrowEverett are business lawyers, committed to protecting our clients' interests, being uncompromising in ethical standards and focused on execution and results.

We are dedicated to delivering the highest level of customer service on all matters that we are privileged to work on for you—our clients.

## OUR PROFESSIONALS

The significant experience and expertise of our professionals in the full spectrum of legal and business issues that clients face every day is unmatched in this region. Our practical and business-oriented approach to the delivery of effective solutions separate us from the pack. Our unparalleled dedication to our clients and their respective goals ensures lasting and rewarding relationships between clients and our trusted attorneys and business advisors.

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# PRACTICE AREAS

**OFFERING A FULL RANGE OF LEGAL AND ADVISORY SERVICES**

## > ASSET MANAGEMENT

The DarrowEverett Asset Management Group recognizes the uncertainty and challenges posed by current financial, economic and regulatory conditions. Our firm has assembled a rapid response, multidisciplinary team to assist clients in responding to and managing the challenges and opportunities presented in today's unsettled economic and financial environment. Our attorneys offer practical and effective solutions in asset acquisition, asset management and repositioning, due diligence, investment portfolio analysis and repositioning, and portfolio management strategies for short and long term cash flow and capital needs, and/or overall strategic planning and response. We currently represent lenders, investors, developers, and tenants in connection with their various asset management needs.

## > BUSINESS AND CORPORATE

DarrowEverett attorneys are experienced in the multitude of areas affecting business and industry on a daily basis including a general corporate practice involving entity formation and business and commercial contracts, agreements as to non-competition, confidentiality, trade secrets and independent contractor agreements.

Our clients range from public companies to closely held family businesses, entrepreneurial ventures, and nonprofit corporations. Our attorneys have represented clients in virtually every major type of corporate and finance transaction, including public and private securities offerings, public and private mergers, acquisitions and dispositions, spin-offs, emerging company issues, technology transfers and licenses, communications matters, and commercial lending.

## > COMMERCIAL FINANCE

DarrowEverett consistently delivers comprehensive, efficient, and timely representation to its clients in the areas of real estate lending, corporate finance, and asset-based lending. Our attorneys regularly structure and assist our clients in the facilitation of pre-development/acquisition financing, construction financing, permanent financing, and refinancing transactions, for matters involving all types of real estate (including raw land, office, industrial, commercial condominiums, golf courses, resorts and hospitality, retail shopping centers, and multifamily residential developments).

DarrowEverett also advises clients on financing involving various types of assets and in all types of business acquisition financing, credit facilities, and refinancings. We represent lenders and borrowers alike in connection with a wide range of sophisticated and unique financings, including mezzanine financings, historic and low income tax credit loans, syndications/participations, convertible/referred equity structures, commercial mortgage backed securitization lending, loan assumptions and the financing of sale leaseback transactions.

## > COMMERCIAL REAL ESTATE

The attorneys at DarrowEverett counsel clients on a wide range of commercial real estate matters, including acquisitions and sales of commercial real estate; zoning, permitting and other land use matters; condominium formations and conversions; leasing of retail, office and industrial properties; real estate financing; construction contracts; environmental matters; and any other commercial real estate related matters.

We represent regional and national real estate developers; landlords owning all different sizes and types of leasable property; a wide variety of tenants, from national retailers to clients leasing local retail, office and industrial sites; lenders offering both traditional and alternative financing structures; condominium associations; construction companies; and all types of other participants in the commercial real estate market.

We have expertise in traditional structuring of real estate deals, and creating innovative structures to address the unique needs of our clients and their projects.

## > CONSTRUCTION

Our construction law group combines knowledge of the law with effective, pragmatic advice—advice that is timely, efficient, and results oriented. Construction projects, in both the public and private arenas, are a key component of our practice at DarrowEverett. The firm's attorneys counsel construction industry clients at every stage of a construction project, from conceptual planning and bid preparation to project closeout and warranty service. Our attorneys have represented public and private owners, developers, engineers, architects, general contractors, subcontractors, material suppliers, equipment renters and manufacturers in virtually every situation that occurs on a construction project.

## > EMPLOYMENT & LABOR

We represent individuals and corporations in employment and labor matters in Federal Courts and State Courts in the region. Our attorneys represent employers in matters including non-competition and trade secret issues, implementing reduction in force plans, employee discipline and discharge issues, harassment and discrimination allegations, executive employment agreements, executive compensation and benefits, wage and hour issues, and disability and leave issues.

Additionally, our attorneys advise clients on employment law issues in a variety of corporate transactions, including restructuring. Our team represents employers and senior executives in complex employment litigation focusing on wage and hour, ERISA, retaliation, breach of contract, fraud, non-competition and trade secret claims.

## > ESTATE PLANNING

DarrowEverett provides a full range of estate planning services, including tax aspects of estate planning, business succession, drafting wills and trust documents, buy-sell agreements and various types of power of attorney documents.

All of our services are designed to achieve the personal objectives of our clients, assuring the transfer of our clients' assets in a manner consistent with their personal goals and in the most tax efficient manner.

The estate planning attorneys at DarrowEverett have significant experience in succession planning for owners of closely held businesses, and our attorneys work with our clients to assure the implementation of a well thought-out succession plan—one which takes into account not only concerns relating to the business, but also personal and tax considerations.

## > HOTEL, HOSPITALITY AND RESORT

DarrowEverett offers comprehensive legal services for owners, developers, institutional lenders, and operators of golf courses, country clubs, resorts, residential developments, hotels and time-shares. We distinguish ourselves by our ability to handle all aspects of a project, from acquisition of the land to development and construction of the project, to project disposition. Our knowledge and experience, as well as our recognition in the field, allow us to coordinate all facets of the most complex projects. We are experienced in the negotiation of purchase and sales agreements, negotiation of construction and design-build contracts, performance of due diligence, financing purchase transactions, and obtaining zoning and permitting approvals. Our strategic advice and expertise in the residential, resort, and hospitality industries generate positive results and facilitate project success.

## > LITIGATION

The attorneys at DarrowEverett aggressively represent their clients' interests in litigation matters at both the federal and state court level. Our litigation attorneys have a wide range of litigation experience, with clients that come to us from a broad assortment of industries, including the real estate industry, retail businesses, service providers, and banking and manufacturing sectors.

DarrowEverett provides litigation support to its clients in a broad range of commercial matters, including contract disputes, labor and employment issues, environmental matters, construction disputes, debt collection, acquisition, sales, and liquidation of businesses, and shareholder and partner rights. DarrowEverett has particular expertise in litigation concerning commercial real estate matters, including those related to landlord/tenant disputes, purchase and sales agreements, debtor/creditor mortgage problems, zoning, planning and permitting issues, and disputes arising between joint venturers, partners, and various types of transaction participants.

DarrowEverett represents victims and families who have experienced serious injury or death resulting from the negligence of others. The firm represents individuals in complex personal injury matters including the following: wrongful death, medical malpractice, pharmaceutical negligence and prescription errors, motor vehicle accidents, defective products, construction accidents, premises liability

## > PRIVATE EQUITY

Our Private Equity Group is comprised of experienced attorneys with individual specialties that include corporate finance, subordinated lending, senior lending, including second lien lending, securities, recapitalizations, buyouts, mergers and acquisitions and restructuring. We have a successful track record assisting investment firms reach their business objectives, including fund formation and maintenance, solicitation of capital, acquisitions, management of portfolio companies, divestitures, leveraged buyouts, PIPEs, SPACS and distressed investments.

## > TAX

The attorneys at DarrowEverett represent individuals and estates, sole proprietorships, corporations, partnerships, and limited liability companies in connection with the numerous and varied tax implications of their respective businesses. Our attorneys have extensive experience in understanding the relevant tax issues associated with: formation, operation and liquidation of partnerships and limited liability companies; corporate tax matters; real estate acquisitions and financing; 1031 Like-Kind Exchanges; sales and use tax issues; personal property tax matters, real property tax appeals; interstate sales tax issues.