



BUYNAK LAW FIRM

RECENT TRANSACTIONS

Acquisitions/Sales

- Acquisition of temporary services company, along with forced buy-out of majority shareholders, financing for transaction amounted to \$42,000,000+
- Sale of family-owned flower business, tax-free reorganization in course of a marital dissolution
- Acquisition of New Zealand business/real estate; venture funding
- Forced member buy-out and stock purchase
- Redemption agreement and stock transfer
- Sale of stock of radio corporation by private interest to local nonprofit foundation; FCC licensing of transfer
- Tax-free transfer of assets from private mutual water company to local services district
- Sale of international trademark rights; \$18,000,000
- Asset purchase of salad dressing formula, name, inventory; production agreement
- Asset purchase of restaurant, conversion of use
- Sale of insurance company, transfer of existing insurance carrier
- Buyout of 50% shareholder of women's clothing design company
- Purchase of web-based software company in exchange for cash and stock
- Transfer of rights from foreign flower breeder to local corporation
- Sale of stock of restaurant to private investor

Banking

- Startups
- Assist with formation of holding company and bank; reorganization of documentation for regulatory agencies
- Review of standard documentation package
- Employment
- Operations
- Review of loans; edit loan documentation
- Document workouts
- Analyzed and negotiated \$5,000,000+ workout
- Workout of identity thefts
- Loan & Loan Documentation
- Board Representation

- Advised on conflict of interest
- Advised on voting requirements; tender offer situations
- Litigation Defense

Litigation; Arbitration; Mediation

- Successful Defense of Company against employment claims, including commissions, resulting in settlement of an amount less than originally offered
- Successful Defense of the Officers and Majority Shareholders with assertions of bad faith, violation of fiduciary duties, and violations of the Bylaws, through a derivative action, resulting in favorable judgment allowing a forced buyout of minority shareholders
- Representation in business dispute involving loan defaults and allegations of misappropriation
- Representation in business dispute with allegations of misappropriation and fraud involving a California corporation
- Successful Defense of General Contractor against claims of a tile subcontractor; recovery for bad tile work
- Collection of over \$300,000 for satisfaction of judgment
- Successful Defense of Chairperson of Agricultural Commission, in litigation demanding compensatory and punitive damages in excess of \$10,000,000, resulted in dismissal (attorney fees recovered)
- Defense of derivative shareholder action, resulting in buyout of minority interests
- Settlement of recovery of unpaid architectural fees and enforcement of mechanics liens
- Collection activities/litigation to recover unpaid environmental clean up fees, enforce mechanics liens rights
- Representation of a media company in declaratory relief action for trademark/copyright infringement
- Many mediations, including those thru the Forum, resulting in resolutions

Construction

- Formation of investment holding companies in condominium conversion projects with loan and securities opinions
- Representation of many startups, with the formation of entities, standard construction and subcontractor agreements
- Successful resolution of an option entitlement for relocation to a better location with construction costs paid by landlord
- Negotiation and preparation of construction agreements, residential and commercial
- Preparation of public entity construction contract documents; due diligence review of contractors
- Preparation of professional design services agreements

- Defense of subcontractor litigation, resulting in subcontractor recognition of proper payment in mediation
- Formation of landscape staging company with all necessary documents to engage services, liens, etc.
- Addition of additional shareholders to existing corporations

Corporate/Entity General Counsel Activities. We serve as outside general counsel to many companies in many different industries. To assist these companies, we have an annual maintenance program to ensure regulatory compliance and avoid potential litigation. Some of the entities that we represent as their outside general counsel are:

- Accounting Firm
- Financial Management Companies
- Developers
- Real Estate Syndications
- Architectural Firms
- Landscape Companies
- Construction Companies
- Software Companies
- Pizza chain
- Restaurants
- Flower Companies
- Safety Companies
- Lavender-based bath, food, and beauty products
- Software Developers, defense contracting
- Mutual Water Company

Employment

- Management Team Agreements for startups
- Chief Executive Officer employment agreements
- Settlement of overtime wage claim
- Defense of religious discrimination claims, State Labor Commissioner, DFH, arbitration (AAA)
- Severance agreements
- Injury and Illness prevention program
- Co-executive director employment agreement
- Employee handbooks
- Stock option plans; Deferred Compensation Plans; Phantom Stock Plans

Entertainment

- Strategic leadership in litigation, licensing and resolution against major top rap performer

- Formation and maintenance of alliance LLCs to exploit the work of past entertainers
- Licensing of images by photographer, after artist consents
- Preparation of investor package for movie production company
- On-site location film agreements
- Model and image releases
- Negotiation of book and author publishing agreements

Entities Formed

- Partnerships & Limited Partnerships
 - Multi-tiered investment limited partnerships and limited liability companies to facilitate private equity real estate investments
 - Family Limited Partnerships for estate planning
- Limited Liability Partnerships; Companies
 - Architectural firm
 - Hair product limited liability companies
 - Production and promotion of music festival
 - Polish Vodka venture
 - Equestrian facility
 - Hair Salon
 - High-End clothing line
 - Web based literary merchandise company
- Corporations
 - Payroll advance company
 - Subway retail locations
 - Hair and beauty salon
 - Farms; Flower Production
 - Public charity for educational purposes
 - Support to victims of Iraq war
 - Mutual water company (and subsequent dissolution)
 - Foundation for education
 - Church
 - Self-help programs
 - Documentation and presentation of history of local news, with educational component
 - Conservation and preservation of environment along Gaviota Coast
 - Artisan craftsman woodworking company
 - Web based personal accounting and budgeting software
- International Entities
 - French, German, UK entities
 - Swedish corporation startup and coordination
 - Private international school with landholding LLC

- Chad Relief Organization
- Nonprofit Corporations
 - Statewide Costume Company
 - Parent Organization
 - School
 - Community Food Organization
 - Family Foundation
 - Private Foundation
- Securities/Registration
 - Series of Preferred Stock Options
 - Reg. D Registration
 - Stock option plan for on-line television venture
 - Organization and administration of stock option plan for key executives
 - Debentures
 - Stock option registration
 - Investment advisor/broker dealer licensing
 - 25102 (h), 25102(f), 25102(o) securities filings

Estate & Tax Planning

- Many estate plans for individuals, usually involving legal estate tax avoidance mechanisms.
- A-B Trusts
- A-B-C Trusts
- Charitable Lead Trusts
- Charitable Remainder Trusts
- Operation of Estate Planning Review Program
- Prenuptial Agreement for business owners
- Equity Sharing Agreements involving residences for employees, officers
- Formation and Maintenance of Private Foundations & Public Charities
- 1031 Real Estate Exchanges
- Structuring of real estate buy-out, via trust distribution to avoid capital gains
- "S" Corporation Agreement

Financings

- Private Placement Memorandums (many) ó from software, to restaurants, manufacturing and agriculture
- Series A preferred stock private placement
- Dutch financing of business acquisition with forward 1031 exchange
- High-end custom residential construction financing; \$2,40,000
- Reorganization of Flower Grower Financing - \$10,000
- Series G preferred stock financing; \$3,000,000

- Convertible Debt / Warrant financing; Convertible debentures
- \$40,000 financing with stock, loans, options, real estate sale/loan, IP security and convertible debentures
- \$8,000,000 refinancing, retiring former loan
- Third round financing of major internet advertisers

Intellectual Property

- Protection of trademark rights in name used on wine labels
- Trademark searching and registration ó California, Federal and International
- Evaluate status and strategy for intellectual property
- Negotiations with Library of Congress re transfer of bequest materials
- Advice and negotiations re trademark and domain name infringement matters
- Respond to PTO office actions re pending trademark applications
- Prosecution of pending trademark applications
- Maintenance of trademark registration
- Patent and trademark lien searching
- Advice re copyright ownership
- Licensing of trademarks

International Transactions

- Manufacturing and licensing agreement for Polish vodka
- Stock pledges/powers for foreign subsidiaries
- Negotiate return of defective safety and rescue products
- Structuring of land holding entity and school, both of which will conduct business in New Zealand
- Startup of five European entities, with tax planning, tax agreements and treaties

Licensing

- Website licensing
- Polish Vodka
- Telecommunications antenna farm
- Call Center
- Software licensing
- Vehicle steering system licensing
- IP Licensing
- Advice re-licensed IP rights

Mergers/Reorganizations/Workouts

- Assisted with merger, with public company being acquired by private corporation with delisting
- Merger with Arkansas engineers for all-terrain vehicle company

- Reorganization of Arkansas seal fastener corporation into California corporation
- Conversion of California LLC to California corporation
- Structuring strategy pertaining to potential merger between two high-tech companies, including FASB's position on pooling method of accounting and tax-free reorganizations

Real Estate; Land Use

- Structuring Equity Sharing Agreements
- Processing governmental applications ó map modifications, variances, conditional use permits, subdivisions, lot splits, etc.
- Defense and prosecution of neighborhood difficulties
- Purchase/sale ó commercial, residential
- Lease negotiations
- Unlawful detainers; reliefs from stay in Bankruptcy court
- Tax assessor appeals

Startups

- Polymer technology company for blast walls and other applications
- Accounting internet company, currently in formation
- All-terrain (extreme-terrain) vehicle with consulting and confidentiality agreements; military application; license of patent technology and trademarks
- Stereo and other audio-related equipment, with business relationship with established company based in Mexico
- Hair care products and salon venture with copyrights, trademarks and service marks with licensing and contracting through aligned companies
- Beauty, food, and bath products, with name and trademark licensing, product development agreements and companion non-profit corporation
- Software for analysis of vehicle safety/overlay of TV program
- Business and management consultation
- Acquisition of New Zealand school, from Dutch company; formation of licensing, financing, nonprofit and profit corporations
- Software for personal budgeting/web based application

Tax

- Corporate
- Real Estate
- Partnerships
- Williamson Act applications and maintenance ó agricultural

- Examination of tax benefits for environmental remediation costs
- Charitable contribution of water permit
- Business inventory exception to property taxes
- Negotiations with county assessor re appeal of base value; savings to client
- Tax strategy involving "transfer" of water rights in context of mutual water company shareholders
- Allocation of purchase price to maximize buyer's benefit
- 1031 tax exchanges, tax savings of approximately \$900,000, non-US seller; partial and fully tax deferred 1031 exchanges
- New Zealand tax structure
- Private letter ruling allowing tax-free investment of proceeds from condemnation of privately held stock in publicly traded stock
- Preservation of "S" election in context of marital dissolution
- Passage of SB 1977 allowing tax-free transfer of water company assets
- Provide legal support re taxability of security deposits; tax savings on \$300,000 of income
- Analysis of charitable contributions for purposes of maintaining tax exempt status

Water

- Outside "General Counsel" to many California businesses and their Boards of Directors, many expanding and internationally, including start-ups to ongoing operations, mergers, acquisitions, financing, purchases, sales, and other strategies.
- Counsel to Boards of public and private water agencies and entities, implementing strategies, directives and operational activities.
- Analyses, assessments and evaluations of transactions involving water, water litigation, and follow-up implementation of judgments on basin adjudications.
- Formation of water entities, joint powers agencies, joint ventures, and other contractual arrangements involving water (ground and riparian), State Water, and federal agencies.
- Assist and consult on water litigation, strategies, discovery, witnesses, and presentations.
- Organize, reorganize, and assist non-profit water entities and trusts.
- Implementation of sales, mergers, condemnation, and other strategies for the transfer of or acquisition of water companies, private and public, with tax opinions, private letter rulings, and state legislation.