

Business Transactions

The firm takes a detail-driven approach and brings strong and effective negotiation and drafting skills to its representation of business entities in transactions of all types. Our broad transactional experience includes mergers and acquisitions, the purchase and sale of business entities and assets, complex commercial deals and related contracts, public offerings and private placements, business formation and corporate restructurings, securities transactions, and strategic planning initiatives. We have significant expertise in negotiating and drafting licensing, manufacturing, distribution, employment, and non-compete and other business agreements. Greenbaum's depth in the practice of business law is further enhanced by the firm's strengths in real estate, environmental law, tax issues and commercial litigation.

Practice Team



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Experience

Representative Matters

- Representing affiliated roadway safety, traffic control, and manufacturing businesses in connection with the \$90 million sale of three operating companies to a private equity sponsor, including transaction structuring, due diligence, and regulatory matters.
- Negotiated a first-of-its-kind AI-driven data mining agreement for sovereign debt recovery, creating a bespoke commercial framework with no prior market precedent.
- Representing a national QSR franchisee in connection with multi-state real estate acquisitions and development projects, including transactions involving Starbucks-leased properties in South Carolina and multiple New Jersey investment properties.
- Representing New Jersey's first "homegrown" film and television production company in connection with a \$1 billion multi-year film and television studio development in New Jersey, serving as general corporate counsel for entity formation, financings, redevelopment and energy coordination, contract negotiations, and applications for New Jersey Economic Development Authority tax credit programs, including Aspire tax incentives.
- Representing a healthcare system in drafting and negotiating a uniform exclusive radiology services agreement implemented across multiple hospitals, standardizing contractual terms and negotiating arrangements with regional radiology groups.
- Served as New Jersey counsel to Am Law 100 firms on public debt offerings ranging from \$200–\$350 million, including SEC-registered bond offerings.
- Negotiated a time-critical international sublicense agreement for a biotech company, completing a complex, multi-jurisdictional transaction involving India and Switzerland within a two-week financing deadline.

- Represented a buyer in the \$1.2 million acquisition of a daycare center and related commercial property, structuring a multi-entity transaction involving SBA financing.
- Represented one of New Jersey's largest family-owned industrial production and supply chain companies in connection with warehouse expansion and business relocations from Rahway/Linden to Cranbury, as well as asset acquisitions in Vermont and Long Island, and related financing and refinancing transactions.
- Advised a corporation formed to hold rollover equity in a multi-stage sale of a business exceeding \$400 million, resolving tax and structural issues arising from unequal rollover participation among former shareholders.
- Represented the seller of a specialty food distributor in a \$100+ million equity sale, including negotiation of post-closing licensing arrangements to preserve trademark value.
- Represented the sole shareholder of a transportation and logistics company in its \$92.5 million sale to private equity, including an F-reorganization and rollover equity structure to achieve tax-efficient liquidity.
- Represented the seller of a national HVAC airflow products manufacturer in a \$75.5 million sale, coordinating transaction, environmental, and real estate leasing components.
- Represented a manufacturer in the \$75 million acquisition of a competitor with six operating locations, addressing operational, real estate, and integration issues.
- Represented a client in the \$11 million acquisition of three supermarkets in Essex County.
- Represented a medical device company in its \$50+ million sale to a Johnson & Johnson subsidiary, managing regulatory, diligence, and closing considerations.
- Represented a New Jersey commercial lender in a complex financing restructuring involving the New Jersey Economic Development Authority and the IRS, addressing industrial revenue bond compliance issues.
- Represented a regional restaurant cooperative with more than 2,000 franchise members across 13 states in a multi-party merger creating a unified distribution entity east of the Mississippi River.
- Represented the seller of a leading barware and wine accessories company in a \$69.5 million asset sale, optimizing tax and transaction structure.
- Advised an Italian food distribution company in its \$60 million sale to a national distributor, positioning the business for strategic acquisition.
- Represented a consumer products company in a \$75 million sale to a private equity firm, structuring the transaction to maximize value and manage post-closing risk.
- Advised a sign manufacturing business in its \$115 million sale to a private equity buyer, navigating diligence, deal structure, and closing risk.
- Represented a division of a global packaging company in its \$35 million acquisition of a recycling business.
- Advised a medical electronic billing company in its \$22 million sale (plus earn-out) to a national healthcare services provider.
- Represented gasoline station owners in the acquisition of approximately two dozen locations statewide, with aggregate transaction values of \$25–40 million.

- Represented a bulk food ingredient supplier in a \$15 million asset sale, including lease negotiations, earn-out provisions, and a complex tax-driven F reorganization.
- Advised an industrial company in a \$22 million acquisition, managing diligence, financing, and closing.

Insights & More

Publications

Corporate and Limited Liability Company Conversions and Domestications

3.25.24