



Some see the forest. Others see only the trees. We **see your path** through the trees. And out of the forest.

We counsel clients on Technology, Tax, Corporate and Estate Planning matters, helping you **see your path** to success by balancing your unique concerns with sound legal advice and business guidance.

Apatoff | Peters, LLC

ATTORNEYS AND COUNSELORS

see your path™



About The Firm

Technology

We provide full life-cycle representation for emerging companies in the life science, biotechnology, computer software, information technology, construction services, health care, and financial and professional services industries

Corporate

We counsel established companies across a broad range of industries on all types of corporate and commercial matters, ranging from employment practices to commercial contracts to government regulation to corporate structuring, transactions and governance matters.

Tax and Estate Planning

We work with our clients to plan tax efficient structures for continuing operations as well as identifying the proper tax strategies for significant transactions. We also have expertise in managing tax controversies and other corporate, partnership and other business tax matters for our clients.

Our firm assists our clients with the creation of wills and trusts used in conjunction with an effective and prudent estate plan to protect your legacy and efficiently transfer wealth among the generations. We work with clients to minimize potentially adverse tax effects and create plans to manage that tax burden and ensure the efficient transfer of that wealth and legacy.

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Technology Matters – IT and Software

- Licensing counsel to industry-leading data translation software company
- Representing IT products and services firm on software licensing, systems integration, and application development matters
- Counsel to leading eCommerce products and services firm on strategic partnerships, services engagements and software product development issues
- Representing leading IT product sales consulting firm on transactional and partnering matters
- Corporate counsel to market-leading health care IT products and services firm
- Corporate counsel to market-leading media software firm
- Representing enhanced RF products and services company on licensing, reselling, and general transactional matters
- Negotiating software product development agreements for supply chain management, property management, and medical practice management product vendors
- Counsel to IT outsourcing and resource placement firm
- Advising UK-based wireless communication software firm on US operations and transactions

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Technology Matters – Life Sciences

- General Counsel to venture-backed cancer diagnostic company
- Negotiation of collaborative research agreements between emerging biotechnology companies and multinational life sciences firms
- Advising clients on clinical research and investigation agreements to support late-stage clinical trials
- Managing intellectual property portfolio and coordinating patent prosecution for biotechnology company
- Representing dental products manufacturer on IP acquisition and organizational structuring
- Negotiating product development, design and specification agreements
- Representing diagnostic products company on out-license transactions
- Advising biopharmaceutical firm on in-license of product rights for further development
- Representing materials technology/bioinformatic sensor company on licensing and product development matters
- Coordinating GMP/GLP and associated regulatory issues for diagnostic and therapeutic products companies

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Corporate Matters

- Counsel to selling principals of market-leading eCommerce software firm on \$50MM acquisition by NASDAQ-listed purchaser
- Counsel to entrepreneur/owner of market leading media software firm on \$30MM acquisition by major private equity firm
- Counsel to venture capital fund on placement of more than \$20MM in investment
- Advising technology firms on acquisition of more than \$45MM in early-stage and expansion equity financing
- Structuring recapitalization and reincorporation transactions for developing and established firms
- General corporate counsel on governance, employment, commercial, acquisition and operational matters to emerging and established firms in the technology, financial services, construction services, and health care industries
- Managing litigation in coordination with trial counsel on behalf of clients
- Structuring and negotiating multiple buy-outs of minority shareholders
- Advising established companies on working capital and strategic debt financings

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Tax Matters

- R&D Tax Credit studies and audit assistance for Fortune 500, emerging and established IT and life sciences companies
- Advising clients on corporate tax planning and structural issues
- Developing tax strategies to manage the tax impact of corporate mergers, acquisitions, spin-offs, split-offs, reorganizations and other transactions
- Representing corporate clients on income tax and sales and use tax audits and controversies before state and federal agencies
- Advising clients on operational financial and tax accounting issues and strategies
- Developing and structuring tax-efficient executive compensation and corporate succession strategies
- Advising clients on equity incentive and general incentive compensation matters
- Structuring special purpose investment vehicles, including domestic limited partnerships, offshore corporations, family limited partnerships and LLCs
- Advising clients on Estate Planning and Wealth Transfer strategies
- Representing clients on estate administration and probate matters

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Principals

Adam S. Apatoff

- BBA in Finance; MBA, George Washington University
- Named one of the Top Washington Lawyers by the *Washington Business Journal* in 2005 and in 2006 for work on Technology Transactions
- Extensive experience as counsel to emerging and established companies, counseling on a full range of corporate and commercial issues across a broad array of industries

Craig M. Peters

- Attorney and CPA licensed in the State of Maryland; LL.M in Tax, Georgetown University Law Center
- Named one of the Top Washington Lawyers by the *Washington Business Journal* in 2006
- 8 years experience with Arthur Andersen and Ernst & Young on corporate tax planning, R&D tax credit studies, tax accounting and tax consulting for high technology and Fortune 500 companies

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