

Business & Corporate

- Advise entrepreneurs, family-owned businesses, and middle-market and national companies across all stages of the business life cycle across a broad range of industries
- Corporate transactions and complex business matters, including mergers and acquisitions, joint ventures, financings, public offerings, business formations, securities transactions, corporate governance, employment and restrictive covenants, franchise and liquor licensing matters, and trademark and intellectual property protection
- Outside general counsel to small and middle-market companies, providing guidance on day-to-day legal issues, risk management, regulatory compliance, and strategic business planning

Making the most of business opportunities is essential to operating a successful company. For business entities, their owners, and key decision-makers, the importance of having a trust-based relationship with a legal team to support strategic objectives cannot be overstated. The attorneys on Greenbaum's business and corporate law team build long-term client relationships by providing practical and efficient solution-oriented representation. Our sophisticated knowledge of both the big picture issues and the fine point details of business dealings here in New Jersey is among our key competencies.

We represent a diverse client base that ranges from entrepreneurs and emerging companies to established middle-market companies and family-owned operations and also includes larger regional and national companies. Regardless of the size of the client's operations, our work process is rooted in understanding each client's unique business and financial circumstances, their immediate needs, and their long-range goals. We then tailor our representation to meet those objectives.

The firm's business and corporate attorneys advise companies throughout all phases of the business life cycle across an expansive range of industries, including manufacturing, distribution, retail, service industries, information technology, food and beverage, transportation, real estate, healthcare, renewable energy, franchising, insurance and finance. We have particular strength and experience in serving as outside general

counsel to small and middle-market companies who lack an in-house legal resource.

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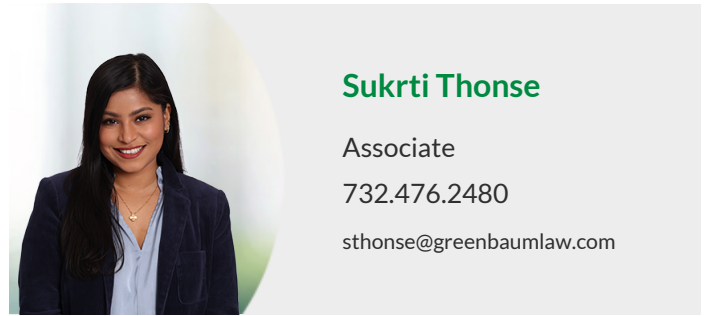


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Experience

Representative Matters

General Transactions

- 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.
- 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 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 a purchaser of a small business in a \$500,000 acquisition, resolving a fraudulent SBA loan and lien discovered during due diligence by submitting a Freedom of Information Act request, coordinating with law enforcement and the SBA, and securing release of the lien to allow the transaction to close.
- 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 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.
- Advised a mid-sized CPA firm in its merger with a larger regional accounting firm, negotiating partner compensation, employment, insurance, and real estate matters.
- Represented a division of a global packaging company in its \$35 million acquisition of a recycling business.
- Represented gasoline station owners in the acquisition of approximately two dozen locations statewide, with aggregate transaction values of \$25–40 million.
- Represented a global industrial packaging firm in its acquisition of a major manufacturer and supplier of fiber drum technologies for the agricultural and chemical markets.
- Advised an industrial company in a \$22 million acquisition, managing diligence, financing, and closing.

- Represented the seller of an analytical laboratory services company in a \$15.3 million sale, including environmental compliance diligence and negotiation of a post-closing real estate lease.
- Represented the seller of a specialty distribution company in a \$10.3 million stock sale, addressing cross-cultural and language complexities tied to exclusive international supply relationships.
- 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.
- Represented a fast-growing, multi-million-dollar international e-cigarette liquid manufacturer and distributor in connection with operating agreements, employment matters, and tax planning.
- Served as New Jersey counsel to Am Law 100 firms on public debt offerings ranging from \$200–\$350 million, including SEC-registered bond offerings.
- Acted as New Jersey counsel in a hostile takeover involving two NYSE-listed companies, advising alongside Am Law 100 lead counsel.
- 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.

Healthcare

- Representing a healthcare provider in the \$2.5 million sale of a radiology and imaging center, including negotiation of transaction documents and coordination of Department of Health approval for transfer of an ambulatory care facility license.
- Serving as outside general counsel to a large orthopedic surgical practice, advising on healthcare compliance, employment, corporate, and payor disputes, and securing regulatory relief that corrected systemic claims-processing errors and restored practice cash flow.
- 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.
- Represented a medical device company in its \$50+ million sale to a Johnson & Johnson subsidiary, managing regulatory, diligence, and closing considerations.
- 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 an endoscopy practice in its \$7.5 million acquisition by a major hospital system, addressing healthcare regulatory and transactional issues.
- Represented a private investment fund in a CPA firm's acquisition of a medical coding company, navigating complex cross-border regulatory requirements involving India-based ownership.
- Advised a private equity client in the acquisition and subsequent exit from an urgent care practice, successfully extracting the client near its original investment with full indemnification after operational failures.

- Advised a medical electronic billing company in its \$22 million sale (plus earn-out) to a national healthcare services provider.
- Represented the general partner of a closely held company in resolving a complex internal dispute through a negotiated settlement involving the \$4 million sale of the company's sole asset, a rehabilitation and nursing facility, avoiding protracted litigation.
- Advised an anesthesiology practice on corporate reorganization, partner buyouts, employment agreements, member disputes, and ongoing general corporate matters.
- Represented a dental practice owner in evaluating competing bids and completing the \$1 million sale of a long-established practice, including lease negotiations, purchase options, and seller financing.

Food & Beverage

- 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 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 bulk food ingredient supplier in a \$15 million asset sale, including lease negotiations, earn-out provisions, and a complex tax-driven F reorganization.
- Represented a client in the \$11 million acquisition of three supermarkets in Essex County.
- Advised the seller of a dairy business in a \$15 million sale to Dean Foods, managing transaction execution and closing.
- Represented a leading quick-service restaurant franchisee in the New Jersey/New York metropolitan area in connection with its ongoing acquisition and roll-up of multiple store locations in transactions totaling approximately \$20 million.
- Represented restaurant groups and commercial property owners in complex liquor license matters, including corporate restructurings, minority investments, regulatory filings, and transfers of plenary retail consumption and distribution licenses for hospitality developments valued at up to \$15 million.
- Represented the seller of a regional commercial baking equipment distributor and service provider in a \$7.5 million equity sale with post-closing earn-out, retained equity, recapitalization, and related tax planning.
- Represented buyers and sellers of Class C and Class D liquor licenses and real estate developers in connection with license transfers and placement within shopping center developments.

Real Estate/Development

- 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 family-owned industrial production and supply chain company and affiliated trusts and estate in connection with a proposed \$32 million sale and leaseback of a 160,000 square foot warehouse, construction of a 90,000 square foot flex facility, zoning and land use approvals, ISRA compliance, tax planning, and corporate reorganizations.
- 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.
- Advised a financial investor in negotiating a \$4 million operating agreement for a registered real estate development, structuring governance and economic rights among the investor, property manager, and construction manager.
- Structured an offshore affiliate in the Turks and Caicos for a home improvement company to manage insurance claims, delivering substantial cost savings through cross-border risk restructuring.
- Advising the sole shareholder of a real estate title company in a \$3+ million sale to a major New Jersey brokerage firm, navigating earn-out, tax, and personal planning issues.
- Negotiated a joint venture with a title insurance company enabling a real estate developer to enter the title business, expanding the client's vertically integrated service offerings.
- Represented the seller of a New Jersey-based contracting company in a \$6 million stock sale, resolving atypical working capital and bonding issues critical to construction industry transactions.
- Represented a privately held real estate company and family trust in the negotiation and sale of a commercial/industrial office building, valued at more than \$3 million, housing over 40 commercial tenants.
- Represented a real estate development principal in analyzing ownership structures and advising on Corporate Transparency Act compliance for approximately 75 affiliated entities, including beneficial ownership reporting and related corporate governance matters.
- 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.

Non-Profit

- Representing a nonprofit foundation in the formation and tax-exempt qualification of affiliated 501(c)(4) and 501(c)(3) organizations, structuring governance and compliance to support nationwide advocacy, educational programming, and charitable fundraising initiatives.
- Representing a global 501(c)(3) organization dedicated to the advancement of zero-emission vehicle and infrastructure technology in evidentiary proceedings before the NJBPU, advocating for policies supporting electrification of commercial and heavy-duty vehicle transportation and related incentive programs.

Insights & More

Announcements

Greenbaum, Rowe, Smith & Davis Recognized on 2026 "Best Law Firms" List by Best Lawyers

11.06.25

Sukrti Thonse Joins Greenbaum, Rowe, Smith & Davis as Associate

4.07.25

Ray Felton To Be Recognized by Middlesex County Bar Association

1.14.25

Greenbaum, Rowe, Smith & Davis Recognized on 2025 "Best Law Firms®" rankings by Best Lawyers®

11.06.24

2025 Edition of Best Lawyers Recognizes 56 Attorneys in 39 Practice Areas: Ten Greenbaum Lawyers Recognized on "Ones to Watch" List; Three Selected for "Lawyer of the Year" Recognition

8.14.24

Thirty-Four Attorneys from Greenbaum, Rowe, Smith & Davis Selected for Inclusion in 2024 Edition of New Jersey Super Lawyers

3.25.24

Client Alerts

Trademark Law: A Practical Guide to the Basics

5.05.26

Corporate Transparency Act Update: Department of Treasury Issues Interim Final Rule

3.24.25

Corporate Transparency Act Update: CTA MAY NOT APPLY to Domestic Entities After New Rule

3.03.25

Latest Update on Corporate Transparency Act Compliance: FinCEN Suspends Penalties for Failure to Report by Current Deadlines

2.28.25

Another Urgent Update: Corporate Transparency Act is Again Enforceable with New Deadline for Reporting

2.19.25

Another Urgent Update on the Corporate Transparency Act: Nationwide Injunction Back in Effect - All CTA Reporting Stayed

12.27.24

Urgent Update on Corporate Transparency Act: Nationwide Injunction Stayed, Reporting Required as Soon as January 13, 2025

12.24.24

Latest Developments Related to Corporate Transparency Act: Imminent Potential for Stay of Nationwide Injunction

12.17.24

Update on Corporate Transparency Act: FinCEN Responds to CTA Nationwide Injunction; Provides Insight

12.09.24

Breaking News: Federal Court Judge in Texas Blocks Enforcement of the Corporate Transparency Act Nationwide

12.04.24

Revised Liquor License Laws Provide New Potential Business Opportunities in New Jersey

1.23.24

Appellate Division Reaffirms Well-Settled Precedent in Refusing to Assume Attorney-Client Privilege for Individual Shareholders in Closely Held Corporations

1.22.24

DOJ Announces New M&A Safe Harbor Policy to Provide Further Clarity - But is it Enough?

10.17.23

FinCEN Releases Useful Guidance on Corporate Transparency Act Requirements for Small Businesses

9.21.23

New Federal Exemption from SEC Registration for M&A Brokers Takes Effect Shortly

3.15.23

An Overview of the Corporate Transparency Act

1.13.21

Treasury and SBA Issue Updates on the Affiliation Rules Applicable to the Paycheck Protection Program

4.16.20

"Stay at Home": An Overview of Governor Murphy's Executive Order 107

3.23.20

Cheers to Supporting the Arts: New Jersey Makes Liquor Licenses Available to Nonprofit Theaters with 50 or More Seats

2.12.20

New Jersey Announces Streamlined Business Reinstatement and Dissolution Program

1.21.20

Published Articles

The Corporate Transparency Act: Where It Stands and What May Come Next

3.15.25

Corporate and Limited Liability Company Conversions and Domestications

3.25.24

Seminars & Events

Grow with Change: Building Community Connections

1.22.26

Small Print, Big Impact: Using Smart Boilerplate Provisions in Effective Commercial & Consumer Contracts

9.11.25

2025 Business Law Symposium

6.10.25

2022 New Jersey M & A Conference

10.25.22

2020 New Jersey M & A Conference - COVID-19 Edition

10.27.20

Mergers & Acquisitions Breakout Session

10.19.20