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BUSINESS AND COMMERCIAL

Goldberg Segalla represents local, regional, national and international businesses – including Fortune 500 companies and not-for-profit organizations – in all types of commercial transactions and disputes.

Our lawyers are highly experienced in complex business litigation and commercial transactions, enabling us to efficiently assess and counsel businesses in their day-to-day operations. In addition, our commercial trial attorneys have successfully litigated cases in state and federal courts throughout the United States as well as in administrative proceedings, arbitration and mediation. We have also represented businesses in negotiations and transactions across the country, as well as in numerous foreign jurisdictions.

Our experience includes:

- Complex commercial and business litigation including contract disputes, business tort and unfair competition claims and intellectual property litigation
- Drafting and interpreting commercial agreements and resolving disputes regarding licensing, construction, distribution, franchising, mergers, acquisitions, sales, divestitures and joint-venture matters
- Debtor/creditor relations, including collection, insolvency and bankruptcy proceedings
- Commercial real estate holdings, including sales, purchases, leasing, financing, development, SEQRA, environmental compliance and liability, zoning and foreclosure actions
- Corporate governance, including advising boards of directors in connection with fiduciary obligations, and advising shareholders, partners, and owners in all aspects of shareholder, partner, and owner agreements and disputes
- Not-for-profit and charitable laws and regulations, including formation, tax exempt status and financing
- Advising professional service firms (including physicians, medical groups, law firms, accounting firms, architects and surveyors) in all aspects of their operations, professional licensing, operation agreements, and owner and contractual disputes and dissolution
- Corporate and estate tax planning, wealth planning, and succession planning involving wills, estates, trusts, and succession agreements
- Corporate transactions involving structure, formation, and financing business entities and expansion
- Representation of lenders and borrowers in numerous aspects of business entity capitalization, financing and loan workouts

COMMERCIAL LITIGATION

Commercial litigation presents clients with a variety of legal issues and business concerns, which is why we use our experience to resolve disputes timely and cost-efficiently. Our attorneys regularly represent corporations, financial institutions, partnerships, professionals, trustees, directors, officers and others involved in commercial disputes.

Our attorneys represent clients before various state and federal courts, as well as in administrative proceedings, arbitration or mediation. We also work closely with related practice groups to ensure that our clients receive appropriate representation in all areas of high-stakes business litigation.

Goldberg Segalla represents clients in an extensive range of commercial litigation, including:

- Class-action disputes
- Commercial defamation
- Contract disputes
- Corporate control and management disputes
- Employment and non-compete agreements
- Employment discrimination
- Fiduciary duty claims
- Franchising litigation
- Fraud and misrepresentation claims
- Insurance coverage
- Professional liability claims
- Shareholder derivative actions
- Theft or loss of business opportunities
- Trade secrets and restrictive covenants
- Uniform Commercial Code
- Unfair competition claims
- Warranty disputes

COMMERCIAL TRANSACTIONS, MERGERS AND ACQUISITIONS

At Goldberg Segalla, our attorneys work with clients to structure their transactions and contracts in a manner consistent with their business goals. As always, we strive to help our clients avoid litigation and business interruption by advising them before any disputes arise.

We work with a wide variety of clients, including multinational corporations, closely held corporations, limited liability companies, partnerships, joint ventures and all types of business enterprises. Our clients receive timely and cost-efficient advice on a broad array of highly sophisticated commercial transactions, including:

- Acquisitions and sales
- Business succession
- Commercial real estate transactions
- Confidentiality and non-compete agreements
- Corporate governance
- Corporate structuring
- Employment agreements
- Executive compensation
- Financing
- Franchising
- Licensing agreements
- Mergers and joint ventures
- Operating agreements
- Promissory notes and guarantees
- Reorganizations
- Sales and purchases under the Uniform Commercial Code
- Shareholder agreements

- Warranty agreements

RETAIL, HOSPITALITY, AND DEVELOPMENT

Goldberg Segalla represents numerous high-profile clients in the commercial development, shopping center, and retail industries. Our clients include some of the world's largest private and publicly traded owners and developers of shopping centers, national and international retailers, hotels and resorts, convenience store chains, office and industrial parks, and managers of commercial properties.

Through our long-standing relationships with our clients, we have developed a thorough understanding of their unique businesses, concerns and needs. We recognize that the business environment for retail and development is extremely fluid and challenging, and we strive to provide innovative and creative legal and consulting solutions to help our clients avoid disputes and manage risk.

At Goldberg Segalla, we assist our clients in creating and implementing policies and procedures that minimize their exposure and improve the safety of their customers and employees. Our experience also allows us to offer consulting services in lease and construction contract preparation and drafting, indemnification and insurance, risk management, land-use permitting, and zoning.

Our experience includes:

- Tort claims
 - Defense of liability claims (including liability for violent crimes)
 - New York Labor Law (Sections 200, 240(1) and 241(6))
 - Product liability
 - Workers' compensation
- Business disputes
 - Advertising and Social Media
 - Bankruptcy and collections
 - Commercial leasing
 - Construction defects and contract disputes
 - Contract disputes
 - Customs and international trade
 - Employment and labor disputes (including personnel manuals, reductions in force, and defense)
 - Insurance coverage
 - Intellectual property (including registration, maintenance, rights, and licensing)
 - Landlord – tenant and evictions
 - Product recall and Consumer Product Safety Commission issues
 - Transactional (including distributors, sales agents, marketing, licensing, acquisitions, and mergers)
 - Zoning, environmental and land use

INTELLECTUAL PROPERTY LITIGATION

At Goldberg Segalla, we help businesses protect their intellectual property by providing the

experience necessary to litigate and resolve claims related to patents, copyrights, trademarks and unfair competition.

Our attorneys are well versed in the intricacies of intellectual property law, and have extensive experience in litigating and trying complex commercial and intellectual property cases. We offer clients a practical, cost-effective approach for resolving disputes consistent with our "Best Practices" philosophy.

We understand that intellectual property is often a company's most valuable asset. In an age of cyber-markets and global trade, heightened competition for name recognition and market share creates a business climate where protecting and defending intellectual property is a priority. Businesses are increasingly drawn into litigation to protect their intellectual property or to defend their marketing and advertising strategies against infringement claims. The attorneys at Goldberg Segalla work with clients to understand their issues and develop an effective strategy for dealing with myriad intellectual property claims.

Our experience includes:

- Copyright infringement litigation
- Copyright licensing
- E-commerce and Internet law
- False advertising
- Licensing disputes
- Patent infringement litigation
- Trade dress infringement litigation
- Trademark dilution
- Trademark infringement litigation
- Trademark licensing
- Trade secret misappropriation
- Unfair business practices
- Unfair competition claims

BANKRUPTCY AND CREDITORS' RIGHTS

The attorneys at Goldberg Segalla represent a variety of creditors, including lenders, manufacturers, builders, retailers and judgment creditors. We have broad litigation experience as well as a comprehensive working knowledge of state debtor-creditor laws and federal bankruptcy law. As a result, we can cost-effectively pursue the collection of commercial debts at every stage, from initial contract negotiations to demand letters, workout negotiations, mechanic's liens, litigation, and judgment enforcement via replevin, attachment, property execution, garnishment and foreclosure.

Our experience includes:

- Protecting and defending creditors' rights in all aspects of Chapter 7, 11, 12 and 13 bankruptcy proceedings
- Negotiating and drafting initial credit facilities designed to minimize credit risks and maximize recovery prospects in the event of default
- Drafting payment demands crafted to exploit all available leverage and encourage payment without litigation
- Counseling clients to secure their interests through security agreements, UCC filings,

pledges, mortgages and other forms of collateralization

- Positioning clients for cost-effective and convenient resolution of payment disputes through contractual provisions governing jurisdiction, venue and attorneys' fees
- Evaluating the viability of collections claims against debtors before beginning collections efforts and investing resources
- Prosecuting collection litigation in local, state, federal and bankruptcy courts throughout the United States
- Defending preference claims
- Representing insurers in seeking stay relief to terminate surety and fidelity obligations
- Utilizing alternative dispute resolution through arbitration and mediation
- Identifying and reversing fraudulent conveyances of assets by debtors attempting to defraud creditors
- Selecting and implementing appropriate and cost-effective post-judgment asset investigation techniques, including debtor examinations, information subpoenas, third-party subpoenas and examinations and real estate and lien searches
- Negotiating and collateralizing workouts, repayment and forbearance agreements

BANKING AND FINANCIAL INSTITUTIONS

A broad array of financial institutions rely on Goldberg Segalla to advise them on relevant regulatory and legal concerns. Our clients include:

- Banks
- Credit unions
- Insurance and reinsurance companies
- Investors and investment companies
- Asset-based lenders
- Asset managers

Of course, we advise our financial clients on a variety of corporate transactions in an attempt to avoid litigation. But when litigation arises, our experienced trial attorneys provide timely, cost-efficient representation. Our Banking and Financial Institutions Practice Group attorneys often work with members of our Bankruptcy and Creditors' Rights Practice Group, our Commercial Transactions, Mergers & Acquisitions Practice Group, and other teams to offer a full range of services. At Goldberg Segalla, we are committed to providing banking and financial institutions with legal services responsive to their business needs.

Our experience includes:

- Civil rights and fraud defense
- Class actions
- Collateral sales and replevin actions
- Commercial and business litigation claims
- Commercial loan workouts and restructurings
- Director and office liability
- Employment litigation
- Errors and omissions
- Federal and state fair lending laws
- Hazardous waste remediation, compliance, permitting, and waste-management issues
- Insurance claims, including safe deposit box losses

- Labor and employment
- Mergers and acquisitions
- Negligence defense and personal injury lawsuits
- Predatory lending claims
- Regulatory compliance
- Secured transactions
- Surety and fidelity bonds
- Unfair and deceptive business practices
- Workers' compensation

INTERNATIONAL COMMERCIAL TRANSACTIONS AND LITIGATION

Our experienced attorneys recognize that successful businesses operating beyond the United States often encounter unique legal and business concerns, including customs regulations, trade agreements, complex laws from multiple jurisdictions and cultural differences.

We offer sophisticated, cost-efficient representation and advice on a wide array of cross-border transactions, as well as international and multinational commercial litigation. At Goldberg Segalla, we pride ourselves on helping our clients achieve their global objectives while managing litigation costs, expenses and risk.

To meet the needs of our clients worldwide, our attorneys often work closely with European, Canadian, Mexican and other foreign firms. Our long-standing relationships help us customize solutions for our international clients. In addition, our attorneys are proficient in Italian, French, Spanish, Hungarian, Romanian, Arabic, Tamil and Hindi, allowing us to provide country-specific services. We are also active in (and recognized leaders within) international law professional organizations and bar associations.

Our experience includes:

- General corporate counseling and strategic planning
- Regulatory compliance for agencies such as the CPSC, OSHA and NHTSA
- International distribution agreements
- International mergers and acquisitions
- Licensing of intellectual property
- Employment, trade, import/export and immigration issues
- Establishing foreign subsidiary corporations
- International financing
- Real estate purchasing and leasing
- International litigation, arbitration and mediation

ANTITRUST AND COMPETITION

At Goldberg Segalla, we represent corporations and business ventures in all civil legal issues arising from alleged anticompetitive practices. We work closely with clients to identify potentially anticompetitive practices, and to help them avoid litigation when pursuing mergers and acquisitions or devising sales and distribution policies. Our experienced attorneys recognize the complexity posed by antitrust litigation (such as the difficulties in distinguishing between aggressive competition and monopolization), and we acknowledge the tremendous burdens placed on clients by antitrust and unfair competition claims. As a result, our antitrust and competition team works hard to achieve timely, cost-efficient results for all our clients.

We advise clients regarding a full range of antitrust and competition issues, including:

- Class actions
- Compliance with the Sherman Act
- Distribution and pricing issues
- Hart-Scott-Rodino Act
- Intellectual property concerns
- Mergers and acquisitions
- Monopolization
- Price-fixing claims
- Regulatory concerns
- Robinson-Patman issues
- Shareholder derivative actions

ALCOHOLIC BEVERAGE LAW AND LICENSING

Our Alcoholic Beverage Law and Licensing Practice Group defends clients charged with violations of governing liquor and tax laws, provides consulting and regulatory advice regarding business operations and transactions, negotiates liquor license transfers, provides corporate services (such as business formation and drafting necessary corporate documents and agreements), litigates shareholder disputes and disputes between buyers and sellers. We have a proven track record of resolving cases at the state and local levels. As the alcoholic beverage industry is highly regulated, we advise our clients so that they can align their business needs with the statutory and regulatory requirements of the industry in which they operate.

SECOND AMENDMENT LITIGATION AND GUN-RELATED ISSUES

Goldberg Segalla regularly advises and represents gun retailers on a wide range of issues relating to the sale and transfer of firearms. Our clients include “big box” retailers, gun show operators of all sizes, Federal Firearms License (FFL) holders, and individual firearms owners.

In addition, Goldberg Segalla acts as outside regional counsel to the National Rifle Association at the trial and appellate level throughout the state and federal courts of the Northeast. Goldberg Segalla has counseled the NRA on “institutional” issues that affect the organization as a whole, and has also represented numerous NRA members on Second Amendment issues that impact them on a direct, personal level.

Goldberg Segalla performs the same function for the New York State Rifle and Pistol Association and its membership.

Our Second Amendment experience includes:

- Defense of high-exposure civil liability claims (i.e., wrongful death) arising out of the use of firearms purchased at retail stores
- Defense of personal subpoenas served upon retailers seeking information regarding the sales and transfers of firearms
- Defense of governmental subpoenas on gun show operators seeking information concerning compliance with state gun-control regulations
- Counsel to FFL holders and individual firearms owners on the obtaining and renewing of

firearms licenses

- Defense of individual firearms owners on criminal matters relating to the possession and transport of firearms
- Formulation and execution of civil rights litigation strategies seeking to protect and vindicate Second Amendment rights under 18 U.S.C. §1983, 18 U.S.C. § 926A (the Firearms Owners Protection Act (“FOPA”)), and 15 USC § 7903(4) (the Protection of Lawful Commerce in Arms Act)

SPORTS AND ENTERTAINMENT

The skilled attorneys at Goldberg Segalla can help tackle the challenges and legal needs facing professional sports leagues, teams, owners, athletes, movie studios, entertainers, and film and television production companies.

Our services include:

- Drafting, negotiating and executing contracts, including celebrity endorsement agreements and licensing deals
- Representing clients in litigation and arbitration matters related to contractual rights arising under performance agreements, endorsement agreements, royalty agreements and all other contracts
- Protecting, enforcing and litigating publicity rights, privacy rights and intellectual property rights
- Advising clients in other business ventures and contract negotiations