



BUSINESS

From formation and governance, intellectual property, and employment law, to succession plans, mergers and acquisitions, and dissolution, we provide expertise to meet our clients' business needs every step of the way.

Our Business Attorneys

- George V. Berg, Jr., Managing and Founding Partner
- David G. Hill, Founding Partner
- Giovanni M. Ruscitti, Founding Partner
- Kathleen T. Alt, Partner
- Justin C. Berg, Partner
- Jared Z. Crain, Partner
- Josh A. Marks, Partner
- Thomas E. Merrigan, Partner
- Patrick K. Perrin, Partner
- Melanie B. Lewis, Special Counsel
- Alan C. Friedberg, Of Counsel
- Donna Lance, Of Counsel
- Sally Berg, Attorney
- Mark D. Changaris, Associate
- Brett C. Johnson, Associate
- Becky J. Rigo, Partner
- Jack P. Storti, Associate

BANKING AND FINANCE

BHGR has significant experience representing state and national banks and other federally regulated lending institutions. Such experience encompasses regulatory matters, litigation, debt collection, lending documentation including business and real estate lending, and creditors' rights, including bankruptcy.

Our Banking and Finance Attorneys

- George V. Berg, Jr., Managing and Founding Partner
- Patrick K. Perrin, Partner
- Giovanni M. Ruscitti, Founding Partner

BANKRUPTCY AND CREDITORS' RIGHTS

BHGR attorneys represent debtors, secured and unsecured creditors, bondholders, bankruptcy trustees, and creditors' committees in Colorado and throughout the nation in debt workouts and bankruptcy proceedings.

If your business is experiencing financial problems, our lawyers can help you explore all available options for resolving your debt. When bankruptcy is the best option, we can assist you in determining the type of bankruptcy that is best-suited for your goals. If your business will not continue, filing Chapter 7 bankruptcy can help you protect your personal assets and wind down your business efficiently. If you have sufficient cash flow and prospects to continue operations, filing Chapter 11 bankruptcy will give you breathing room while your business reorganizes.

Our attorneys have a wide variety of experience in complex Chapter 11 reorganization cases. We will help you analyze your business and create a reorganization plan that will satisfy lenders and other creditors.

Our Bankruptcy and Creditors' Rights Attorneys

- Giovanni M. Ruscitti, Founding Partner
- George V. Berg, Jr., Managing and Founding Partner
- Patrick K. Perrin, Partner

BUSINESS ORGANIZATIONS

Our lawyers have extensive experience with the intricacies involved in owning and operating a closely held business. We also represent nonprofit organizations as well as large national and multinational corporations.

Our business organization services often begin with assisting clients with the selection of a business entity, whether it is a partnership, a limited liability company (LLC), or a traditional corporation. To help our clients make an informed choice, we explore the businesses' anticipated activities, potential liability, desired tax treatment, and long-term goals.

Once the type of business organization is selected, our lawyers often draft the documents which will govern the business (articles of incorporation, bylaws, partnership agreements, limited liability company operating agreements, and other governing documents) to ensure that the governance of that entity is consistent with the client's objectives. We regularly consult with BHGR business transaction lawyers to draft buy-sell agreements, noncompete agreements, and other documents that will help prevent misunderstandings and disputes down the road.

Business Counsel Services

Once a business is up and running, BHGR lawyers offer experience in virtually all areas of law that may affect day-to-day operations. If our clients have no in-house legal counsel, our wide-ranging experience enables us to act as general counsel for the business.

For clients with in-house legal counsel, our lawyers assist on specific projects or issues. We regularly draft and negotiate single-purpose or standard form contracts and agreements for the purchase or sale of goods and services.

Our lawyers assist in the documentation of the full range of transactions by which businesses are financed, including public and private debt and equity deals, including initial and other public offerings, leases, and the issuance of security instruments.

Our Business Organizations Attorneys

- Giovanni M. Ruscitti, Founding Partner
- Patrick K. Perrin, Partner
- George V. Berg, Jr., Managing and Founding Partner
- Jared Z. Crain, Partner
- David G. Hill, Founding Partner
- Becky J. Rigo, Partner
- Brett C. Johnson, Associate

BUSINESS TRANSACTIONS

Whether you are a small, closely-held business or a global enterprise, BHGR can provide you with expert and cost-effective legal services.

With substantial experience in tax law, corporate reorganizations, secured transactions, real estate law, employment law, financial services, health care law, bankruptcy, creditors' rights, and intellectual property issues, our attorneys are able to provide strategic counseling and transaction-specific assistance for virtually any legal or public policy issue that a business may encounter.

Our lawyers provide advice concerning the formation of new businesses, debt and equity investments in new and existing ventures, project and equipment financing, business contracts, and the purchase and sale of businesses around the world.

The firm regularly provides counsel on a wide variety of legal issues that arise in day-to-day business operations, whether in the capacity of "general counsel" or as a regional, local, or special counsel in connection with a particular matter.

We have particular experience in counseling entrepreneurs and start-up firms involved in emerging technologies, including:

- Establishment and implementation of intellectual property protection
- Negotiation of licensing agreements and software contracts
- Management policies and programs

Our Business Transactions Attorneys

- George V. Berg, Jr., Managing and Founding Partner
- Patrick K. Perrin, Partner
- Giovanni M. Ruscitti, Founding Partner
- Jared Z. Crain, Partner
- Becky J. Rigo, Partner
- Mark D. Changaris, Associate
- Brett C. Johnson, Associate
- J. Mark Smith, Special Counsel

EMERGING COMPANIES

Clients depend on BHGR services throughout all phases of their company's life cycle, from organization, growth, expansion, mergers & acquisitions, to dissolution. We listen to a client's goals and help obtain them by protecting their intellectual property license agreements, designing the formation, organization, governance and compliance, tax structure, and employee benefits and executive compensation of their company. We also negotiate real estate, supply and distribution, and subcontracts that maximize protection and diminish risk exposure. BHGR services actively coordinate with a client's existing investment banks and venture capital, and/or introduce the two, when beneficial.

BHGR prioritizes their clients' initial business steps, as it imprints their company's fullest potential. Within the past eight years, BHGR has worked with emerging businesses in the area of technology, manufacturing, construction, retail, natural foods, and energy.

Our Emerging Companies Attorneys

- Giovanni M. Ruscitti, Founding Partner

- Patrick K. Perrin, Partner
- Jared Z. Crain, Partner
- Brett C. Johnson, Associate
- J. Mark Smith, Special Counsel

EMPLOYMENT LAW

Large and small companies deal with employment discrimination issues such as age discrimination, sex discrimination, race discrimination, and reasonable accommodation issues arising under the Americans with Disabilities Act (ADA). BHGR lawyers provide practical training and advice to employers on compliance with employment laws. We are experienced in assisting our clients with the full range of employment law matters, including:

- Defending employers in federal and state courts against claims arising from the employment relationship, including discrimination, sexual harassment, breach of contract, workplace torts, trade secrets, and covenants not to compete
- Drafting personnel policies and procedures, employment agreements, noncompete agreements, and affirmative action plans
- Trade secret litigation and unfair competition claims
- Training managers, supervisors, and human resources professionals on employment law compliance
- Advising clients on handling employment situations such as hiring, termination, workplace violence, disability accommodations, investigating employee misconduct, downsizing, and reorganization
- Conducting or advising management on conducting investigations of employees' internal complaints of discrimination, harassment, fraud, theft, or other misconduct
- Utilizing mediation, arbitration, and other alternative dispute resolution (ADR) methods to resolve employment disputes quickly and in the most cost effective manner possible

Our employment law attorneys represent employers before the Equal Employment Opportunity Commission (EEOC), the Colorado Division of Civil Rights, the Colorado Department of Labor, the United States Department of Labor's Wage and Hour Division, the Denver Civil Service Commission, the Denver Career Service Authority, and many other municipal labor boards in matters such as:

- Employment discrimination and retaliation claims based on race, sex, age, national origin, or disability
- Overtime claims under the Fair Labor Standards Act (FLSA)
- Retaliatory discharge claims under ERISA
- Claims under the Family and Medical Care Act
- Hostile work environment, sexual harassment, retaliation claims under Title VII of the 1964 Civil Rights Act

Our Employment Law Attorneys

- Josh A. Marks, Partner
- Kathleen T. Alt, Partner
- Giovanni M. Ruscitti, Founding Partner
- Rudy E. Verner, Partner
- Melanie B. Lewis, Special Counsel
- Katie Pratt, Associate

EXECUTIVE COMPENSATION & EMPLOYEE BENEFITS

BHGR's employee benefits attorneys design and draft stock-based incentive compensation, executive compensation arrangements, and employment agreements. We advise our clients on ERISA, tax, and securities law matters related to employee benefits and executive

compensation, including complex equity-based deferred compensation programs, and counsel our clients on the employee benefits aspects of mergers and acquisitions. We advise a wide variety of clients on the development, implementation and administration of retirement, welfare and fringe benefit plans.

Our Executive Compensation & Employee Benefits Attorneys

- Josh A. Marks, Partner
- Giovanni M. Ruscitti, Founding Partner
- Melanie B. Lewis, Special Counsel
- Katie Pratt, Associate

INTELLECTUAL PROPERTY

BHGR intellectual property lawyers assist clients in obtaining, protecting and enforcing all types of proprietary rights, including patents, trademarks, copyrights and trade secrets. Our clients include multinational consumer products companies, sophisticated technology firms, traditional manufacturing firms and others in a wide range of industries.

In addition to a traditional intellectual property practice, our attorneys are experienced in handling many types of e-commerce and internet-related agreements and transactions. These include advising start-up internet companies from the earliest stages of development through private equity and initial public offerings, advising companies on the establishment, development and operation of web sites, and assisting in the development of corporate internet identities.

We are experienced in drafting and negotiating software, trademark, and know-how licenses as well as a wide variety of other technology-related agreements, including web site development, co-branding, affiliation, consulting, click-through, and similar agreements. Where necessary, such as with patent prosecution, we out-source to specialists.

Our attorneys assist in the clearance, protection and registration of trademarks and trade dress in the United States and throughout the world. We review advertising and negotiate and draft entertainment and publishing agreements, franchise agreements and licenses.

Our attorneys handle all types of enforcement actions, trademark, trade dress, trade secret, copyright, unfair competition and deceptive trade practices litigation. Our practice is before the Federal district and appellate courts.

Our Intellectual Property Attorneys

- Giovanni M. Ruscitti, Founding Partner
- Patrick K. Perrin, Partner
- Jared Z. Crain, Partner
- Mark D. Changaris, Associate
- Brett C. Johnson, Associate
- J. Mark Smith, Special Counsel

MERGERS & ACQUISITIONS

Our attorneys have significant experience in structuring the purchase and sale of businesses, sometimes called "Mergers and Acquisitions." We are experienced, for example, in structuring earnouts, seller warranties, installment payments, seller non-competes, and intellectual property licensing and transfers.

Our Mergers & Acquisitions Attorneys

- Patrick K. Perrin, Partner
- Giovanni M. Ruscitti, Founding Partner
- George V. Berg, Jr., Managing and Founding Partner
- Jared Z. Crain, Partner
- Brett C. Johnson, Associate
- J. Mark Smith, Special Counsel

NON-COMPETITION

BHGR attorneys work with clients to build agreements that protect their assets, trade secrets, customer lists, and other proprietary information as they pertain to non-disclosure and non-competition. Clients interested in purchasing or selling a business with trade secrets rely on BHGR to protect them of the right to enjoy the goodwill related to that business. BHGR assists clients in drafting and negotiating non-compete provisions as part of the purchase or sale of a business. Clients interested in securing trade secrets with employers, employees and investors depend on BHGR to help create mutually respectful and protective agreements. BHGR advises employers, employees, and entrepreneurs / inventors on the scope and enforceability of a non-compete provision in existing, possible, and future employment contracts. BHGR also litigates complex disputes involving breach of non-compete clauses, and theft of trade secrets.

Our Non-Competition Attorneys

- Giovanni M. Ruscitti, Founding Partner

TAX LAW

Our attorneys advise clients on matters of corporate, partnership, and individual tax planning. We also advise individual and corporate clients on the tax implications of business relationships, including commercial contracts, shareholder relationships, partnerships, employment agreements, and independent contractor agreements.

We advise business owners as to the most advantageous form of business organization for a new business, in light of the tax consequences of each type of entity. We have extensive experience in structuring and managing exchanges of real estate under Section 1031 of the Internal Revenue Code. When businesses are bought and sold, we help structure the transactions to achieve the most favorable tax consequences.

Our tax lawyers have significant experience and skills with regard to planning executive compensation in the form of equity in the employer, such as stock options in corporations and profit sharing in LLCs and partnerships. We also advise business executives on the tax implications of exercising stock options and the receipt of income from other incentive compensation programs.

We have successfully represented individuals, businesses, and estates in Internal Revenue Service (IRS) audits and in challenges before the IRS, state courts, and the United States Tax Court.

Our Tax Law Attorneys

- Jared Z. Crain, Partner
- David G. Hill, Founding Partner
- Thomas E. Merrigan, Partner