



REID AND RIEGE, P.C.
COUNSELLORS AT LAW

General Counsel

Reid and Riege has acted as general counsel to thousands of closely held and family held businesses in our region. In addition to representation of these businesses with respect to ownership, finance, transaction, employment and tax matters, our representation as general counsel includes contract preparation, review and negotiation and advice about regulatory matters and trade regulation.

Contract Drafting and Review

Contracts create significant rights and obligations for all parties, so it is important that a party be well represented when entering into a contract. Our Business Law attorneys have years of experience in drafting, reviewing and negotiating a wide variety of contracts for clients in many industries. These contracts include, among others, letters of intent; agreements for the purchase or sale of a business; merger agreements; partnership agreements; LLC operating agreements; buy-sell agreements; stockholder agreements; employment agreements; consulting agreements; stock option agreements; non-competition agreements; confidentiality agreements; intercreditor and subordination agreements; warrant agreements; joint venture agreements; agreements for the purchase or sale of real and personal property; leases for real and personal property; marketing agreements; purchase, supply and distribution agreements; and dispute settlement agreements. In particular:

- *Supply and Distribution Agreements.* We have extensive experience in representing manufacturers, suppliers and distributors in structuring their distribution and supply arrangements. Our attorneys assist manufacturers and suppliers in designing and implementing distribution programs that comply with the Robinson-Patman Act, negotiating exclusive and non-exclusive agreements on behalf of both suppliers and distributors, negotiating requirements contracts and structuring and negotiating all manner of joint ventures and teaming arrangements.
- *License Agreements.* License agreements have become extremely popular in the last ten years in a variety of commercial, contractual and intellectual property contexts. Our attorneys work with clients to address the business, legal and tax ramifications of a license arrangement. Recently, our firm represented a manufacturing client that procured an exclusive, worldwide license to manufacture and market products with a new technology, which will substantially grow its business.
- *Franchising Agreements.* We also advise clients concerning the unique aspects of Connecticut law pertaining to franchise relationships and their



Attorneys

- Karen L. Brand
- Kevin G. Ferrigno
- Robert M. Mulé
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often unexpected implication for supplier-distributor relationships. Through TAGLaw, our international network of law firms, we have access to experienced counsel throughout the world to assist in structuring arrangements and compliance with import-export rules and foreign legal requirements.

If a breach of contract claim is made by or against a client of ours, we can help to negotiate a settlement. If a settlement of the dispute cannot be achieved, we have the support of the attorneys in our Litigation Practice Area, who have extensive experience in commercial litigation.

Legal Compliance

Our role as general counsel also requires that we advise our clients on various regulatory matters that impact their businesses.

Our firm counsels its business clients on compliance with applicable federal and state statutes, governmental regulations and the performance of their fiduciary and other legal duties and obligations. Our goal is to prevent violations that could result in potentially protracted and expensive litigation, the imposition of civil and criminal liabilities and penalties on the business and its management, and adverse publicity.

The content of our compliance advice depends on the client's needs, the nature of its business, the level of regulation to which it is subject and the locations in which it operates. In giving such advice, we are able to draw upon the knowledge and experience of the firm's attorneys in multiple Practice Areas, including Business Law, Tax, Employment Matters, ERISA, Bankruptcy & Insolvency and Environmental Law.

Antitrust and Trade Regulation

We regularly provide antitrust and trade regulation counsel to our business clients. This includes help in designing and implementing distribution programs that comply with the Robinson-Patman Act, Hart-Scott-Rodino compliance in connection with mergers, acquisitions, sales and divestitures, and general antitrust counsel concerning price fixing, customer and territorial allocations and vertical restraints. We also advise clients on the unique aspects of Connecticut law pertaining to franchise relationships and their implications for supplier-distributor relationships and other aspects of trade regulation law. Through our White Collar Defense & Government Investigations attorneys we are prepared to address federal and state antitrust investigations, and our Litigation attorneys are well versed in private litigation involving the Connecticut

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Unfair Trade Practices Act and antitrust and other areas of trade regulation.

Reid and Riege also represents clients in responding to both informal inquiries and formal investigations by federal, state and SRO regulators. One of our goals in these matters is to minimize the risk that an investigation will trigger formal enforcement proceedings. In addition, as a result of the increased emphasis on criminal enforcement, our experienced litigators deal with the complexities associated with the defense of parallel criminal and civil proceedings. We assist clients in conducting internal investigations and compliance audits, either in response to regulatory actions or as part of reviews initiated by the clients themselves.