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## GUIDANCE FROM THE EXPERTS

- Martin D. Ginsburg, Professor of Law, Georgetown University Law Center, Washington D.C.
  - Of Counsel to the law firm of Fried, Frank, Harris, Shriver & Jacobson, LLP
  - Past chair of the Tax Section of the New York State Bar Association
  - Former chair of the Committee on Taxation of the Association of the Bar of the City of New York
  - Served as a Member of the Advisory Group to the Commissioner of Internal Revenue and the Advisory Group to the Tax Division of the Department of Justice
- Jack S. Levin, Senior Partner in the international law firm of Kirkland & Ellis LLP, Chicago
  - Lecturer at the University of Chicago Law School and Harvard Law School
  - Past chair of the ABA Subcommittee on Taxation of Corporate Distributions
  - Former assistant to the Solicitor General of the United States for tax matters
  - Past member of the Executive Committee of the Chicago Bar Association's Taxation Committee

## MERGERS, ACQUISITIONS AND BUYOUTS

- Written by Martin D. Ginsburg, Esq., and Jack S. Levin, Esq.
- Provides deal-making strategies that ensure the best financial and tax benefits
- Comprehensive coverage
  - Federal income tax aspects of acquisitions
  - State corporate law
  - Securities law
  - Accounting
  - And more
- Step-by-step guidance on every aspect of structuring a winning transaction
  - Taxable vs. tax-free acquisitions
  - Double tax vs. single tax on sellers
  - Stepped-up basis vs. carryover basis for acquired assets
  - Deductibility of transaction costs
  - Deductibility of post-acquisition environmental cleanup and asbestos removal costs
  - Obtaining the benefits of NOLs and other tax attributes
  - And more
- In-depth analysis of typical transaction permutations
- Easy-to-follow checklists and flow charts
- Model agreements that provide documents geared to your clients' particular interests
- Clauses tailored for various individual situations
- Precise contract language to use for all the variations you may encounter



## STRUCTURING VENTURE CAPITAL, PRIVATE EQUITY AND ENTREPRENEURIAL TRANSACTIONS

- Written by Jack S. Levin, Esq.
- Covers the tax, SEC, corporate and other legal principles applicable to entrepreneurial transactions utilizing venture capital or private equity ("VC/PE") financing, including:
  - New business start-up
  - Growth-equity investment in an existing business
  - Leveraged buyout of a private or public company
  - Use of a flow-through tax entity, such as S corp, partnership, or LLC, for a VC/PE deal, devising an equity-based executive comp program
  - A restructuring (in or out of bankruptcy) for a troubled over-leveraged enterprise
  - Devising an exit scenario for the successful VC/PE financed enterprise (such as IPO, SEC rule 144 sales, or sale of the company)
  - Utilizing the NOL of a troubled company after a VC/PE investment
  - Forming a new VC/PE/LBO fund

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## AVAILABLE INDIVIDUALLY

- *Mergers, Acquisitions and Buyouts*
- *Structuring Venture Capital, Private Equity and Entrepreneurial Transactions*
- *M&A Tax Report*

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