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SEMANOFF ORMSBY GREENBERG & TORCHIA, LLC

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Serving the Entrepreneurial Spirit

Mergers and acquisitions can be complex and fraught with weighty decisions and esoteric procedures. Add in the stress of continuing to run a business or simply coming to terms with the sale of a cherished family enterprise, and the scenario becomes practically unmanageable to navigate alone. In fact, it demands the expertise of a team of seasoned legal professionals who can lead a business owner through the process.

Enter the attorneys of Semanoff Ormsby Greenberg & Torchia, LLC, which has offices in Huntingdon Valley and Chalfont.

“Our firm’s tag line is ‘business lawyers serving business people,’” shares Charles W. Ormsby Jr., a business/corporate attorney and partner with SOGT. “We serve the entrepreneurial spirit, so pretty much whatever issue

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the businessperson faces on a day-to-day basis, we can handle for them—real estate, corporate, employment, intellectual property, litigation, etc. And, if we are not able to handle it—say it was a white-collar criminal matter—we will find a lawyer who can.”

SOGT focuses on legal matters including commercial litigation, intellectual property, trusts and estates, and corporate law, with particular strength in the realm of mergers and acquisitions. The firm has aided buyers and sellers in more than \$2 billion in deals over the last 10 years. In other words, this “little old firm in the suburbs,” as Ormsby jokingly describes it, has become a formidable ally for business owners in need of M&A expertise.

SOGT attorney Jill M. Bellak has represented

clients in mergers and acquisitions, joint ventures, and equity and debt financings, among other transactions. She says the M&A transactions the firm has facilitated over the years have involved everything from large companies with global operations to small family-run enterprises.

“Most of our clients are entrepreneurs, not institutional organizations,” she adds. “They appreciate our level of expertise and sophistication in negotiating with private equity buyers, as well as multinational companies, many of whom are represented by very large, well-established national law firms.”

“Entrepreneurs are nimbler,” adds Ormsby, a 40-year veteran in the M&A space. “Institutions have to pass through many layers of committees before they can make a decision. The man or woman who owns the company and is actually cutting the check can make decisions quickly. Often mid-level managers in large institutional settings are more concerned about not getting fired, so they make very different decisions.”

Whether a business owner is buying or selling, having a skilled attorney on hand to handle the many details associated with such transactions can ensure a successful outcome—and avoid costly mistakes in the process.

“A corporate transaction takes a significant amount of time to complete, and there are several nuances throughout the process that an attorney can assist with,” says Ashleigh M. Morales, a business/corporate law attorney with SOGT. “While the transaction is being completed, the owner is still running the business so we do our best to make the process as smooth and easy as possible.

“If an issue arises and an attorney is already involved, the attorney will be in a much better position to resolve the issue,” she continues. “The attorney will be protecting the business owner’s interest on matters the business owner may not even be considering.”

Attorney Jeffrey G. DiAmico, who has also worked in mergers and acquisitions for 25 years, echoes Morales’s sentiment. Given the “many I’s to dot and T’s to cross,” he says trying to balance running a business while curating a deal can be far more stressful without an attorney.

“If someone is trying to go about this on



James M. Andris Jr.



Jill M. Bellak



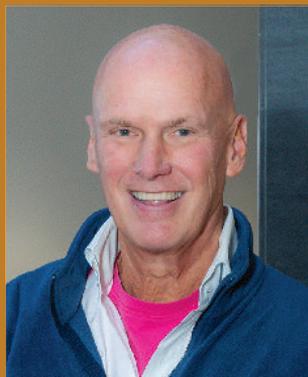
Jeffrey G. DiAmico



April V. Francia



Ashleigh M. Morales



Charles W. Ormsby Jr.

their own, they won’t be able to pay as much attention to their business as they have in the past, and they don’t want the business to suffer as a result of that,” he adds. “You want to keep the business as is because the buyer gave a purchase price based on the business that you have. You need the right professionals in your corner to assist you not just with legal issues, but doing the due diligence necessary on the corporate side of the transaction to make sure everything is in order.”

Yet, even with all of the hard work, Ormsby, Bellak, DiAmico, and Morales agree that the work is not only interesting but also highly rewarding. For Ormsby, he particularly enjoys the long-term relationships that result from working so closely with family businesses.

“We gain the confidence of the family patriarch or matriarch and show how much we care for the family and the business,” he says. “As a result, we become nearly part of the family to a certain extent.”

For Morales the excitement includes the humanistic aspects of guiding someone through the process of either obtaining and growing a new business, or helping a seller move on to new horizons.

“It can be an emotional process when you are representing someone who has worked their whole life, or their family has worked for generations to build a successful business, and now they are reaping the rewards of that hard work through a sale of the business,” Morales says. “Mergers and acquisitions can be a difficult process when it is not something a business owner is accustomed to. Most business owners have never done a transaction like that, or may have only done a few, so it is rewarding to be able to guide a business owner through the process and make it as smooth and easy as possible.”

Likewise, Bellak takes pride in the firm’s ability to guide clients through periods of profound change. She appreciates the fact that her line of work enables business owners to grow in ways that are likely to make a positive difference in the lives of owners and employees, as well as other constituents who are impacted by a business’s growth. To illustrate her point, she juxtaposes M&A transactions with cases that involve litigation, which are more adversarial by nature.

“Unlike litigation, M&A transactions are a ‘win/win’ for all parties,” she says. “Although there are issues and disagreements that must be resolved during the negotiations, the parties are typically happy with the outcome; one party walks away with a large sum of money, and the other party has a new business.” ■

Semanoff Ormsby Greenberg & Torchia, LLC

(215) 887-0200 | www.sogtlaw.com

2617 Huntingdon Pike
Huntingdon Valley, PA 19006

140 E. Butler Ave.
Chalfont, PA 18914