

# Corporate Structuring

## Overview

For more than 30 years, Munsch Hardt has helped growing companies increase their viability and profitability through well-executed corporate structurings. Such structurings are necessary when a company encounters a change in ownership, be it external acquisitions, stock-for-stock exchanges, bankruptcy filings, revenue sharing or a fall-out between partners. At the onset of this process, our attorneys will strive to minimize disruptions while spearheading the following changes:

- Modifying or creating shareholder agreements
- Reorganizing the board of directors
- Re-envisioning the corporate mission
- Effectuating buy-ins or buyouts
- Shifting control
- Restructuring governance and/or operation plans

Our Corporate Structuring practice comprises interdisciplinary teams of corporate, employment, intellectual property and commercial practitioners who undertake pre-transaction planning, spinoffs, supply chain reorganizations, fiscal efficiency projects and post-acquisition integrations. We also concentrate on minimizing tax-deferred consequences of the transition and the proper alignment of tax attributes (earning and profits accounts, carryover or stepped-up tax bases in assets) to the appropriate parties.

Regardless of why our clients need structuring, what industry sector they are in or the tools they will require, our business-minded attorneys help our clients understand all available legal options. Furthermore, our knowledgeable team help our clients make a wise, informed decision from those options. We deliver this level of service because we commit ourselves to providing clients with legal guidance tailored to their unique circumstances and goals.

## Experience

### Offshore Tax Counsel

Provided advice to a taxpayer in determining tax reporting responsibilities and implementing a business reorganization plan to simplify U.S. tax reporting issues for an offshore business enterprise and evaluating ways to reduce taxpayer's current U.S. tax liabilities.

## Energy Deal of the Year

Represented the selling shareholder in the sale of an Oklahoma-based provider of oil and gas equipment and services organized as an 'S' corporation to a private equity firm. Transaction involved a pre-sale reorganization of the corporation to facilitate seller charitable contribution and tax-free rollover of seller equity. The transaction received a prestigious Mergers & Acquisitions Award as the top "Energy Deal of the Year" (in the "UP TO \$100 MM" category) in the U.S. in 2014.

## Practice Leaders



### David Sloan

Houston  
713.222.4090  
dsloan@munsch.com

## Related People

Layne Deutscher  
A. Michael Hainsfurther  
Robert Kibby  
Allison Knight  
Mark Kopidlansky  
J. Lucas Lechler  
Peter Lorenzen  
David Sloan  
Courtney Tawresey  
W. Phillip Whitcomb

## Related Practices

Corporate & Securities  
Mergers & Acquisitions  
Corporate Governance  
Private Equity, Venture Capital & Investment Funds  
Succession Planning  
Private Securities Offerings  
Entity Formation  
Family Offices  
Joint Ventures

**Related Industries**

Financial Services  
Construction  
Energy  
Health Care  
Hospitality  
Insurance  
Manufacturing  
Real Estate  
Retail  
Technology & Telecommunications  
Transportation