

CORPORATE & TRANSACTIONAL GROUP

The MWH attorneys of the Corporate and Transactional Group advise a variety of organizations comprising a broad range of industrial, commercial, transportation, financial, and service enterprises. The Group's primary activities include: commercial contracts, corporate governance, M&A, real estate acquisitions and development, and commercial lending and finance.

CORPORATE LAW

MWH Attorneys have in-depth experience representing business clients in the selection, formation, structure and dissolution of corporate entities, drafting and negotiation of governing corporate documents, reorganization and a variety of corporate governance matters. Our attorneys have significant experience with all aspects of mergers, acquisitions and other business combination transactions for companies of all sizes and in a variety of industries. Our experience includes preparing and negotiating letters of intent, purchase agreements, assignments, ancillary and closing documents, due diligence review and analysis, and all aspects of financing and closing complex transactions.

COMMERCIAL CONTRACTS

MWH attorneys have extensive experience reviewing, revising and negotiating a wide variety of contracts, including but not limited to: software and technology agreements, confidentiality agreements, joint venture contracts, acquisition contracts, construction contracts, leasing financing, insurance, professional services, asset purchase and sale agreements, advertising and sponsorship contracts, joint promotion contracts, franchise agreements, nondisclosure agreements, joint development agreements, research and development agreements, and non-compete contracts.

COMMERCIAL LENDING & FINANCE

Our attorneys have experience handling all types of lending or financing transactions in the United States on behalf of U.S. money centers and regional banks, and various companies, including unsecured loans; treasury products; structured finance; asset-based and other secured financing, including project finance; and leasing and credit enhancement.

REPRESENTATIVE EXPERIENCE

- Drafted a Memorandum of Understanding memorializing the terms of a joint venture between three Fortune 100 companies for the creation of a task force to assist small technology businesses.
- Firm attorneys have provided on-site contract negotiation, drafting and review with regard to service agreements; trademark, software and other license agreements; donation agreements; consulting agreements; and dealer contracts.
- Advised and represented a Fortune 500 company as outside counsel in two separate transactions for the acquisition of assets from a U.S. company, and for the sale of stock to an international buyer. Representation included drafting the stock and asset purchase agreements and preparation of ancillary and closing documents. Reviewed and drafted trademark license agreements for Fortune 500 vehicle manufacturing company.
- Represented consulting company in the preparation of joint venture agreements, licensing agreements and independent contractor agreements.



**JENNIFER PFLUG MURPHY
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B I O G R A P H Y

Jennifer Pflug Murphy has 20+ years of experience providing advice and counsel to public and private represents clients in a broad range of commercial contracts, multi-million dollar acquisitions or sales of real estate and/or business assets or interests, and general corporate matters.

Mrs. Murphy represents major manufacturers and Fortune 500 Companies, including advising in house legal counsel and business stakeholders on all aspects of commercial contracts, developing contract management, structure, delegation and implementation process, creation of template agreements, on-going strategy and analysis for continuous improvement, evaluating business and legal risks and overall risk management. Additionally, her experience includes counseling clients on corporate formation and governance as well as acquisitions or divestitures.



**RACHEL D. LERNER
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B I O G R A P H Y

Ms. Lerner has over twenty years of experience advising clients on legal issues related to commercial transactions, intellectual property, technology, and eCommerce. She is a high level strategic thinker who structures, drafts and negotiates complex domestic and international transactions

Ms. Lerner has extensive transactional experience, exceptional drafting skills, a keen legal mind and equally sharp business acumen. She is a high level strategic thinker who structures, drafts and negotiates complex domestic and international transactions including IP licensing (in-out-cross), development, distribution and acquisition, software licensing (MSA, SOW, SLA), open source software, IT services, professional services, strategic alliance, website development, merchandise agreements among many others.



**LINDSAY B. FATHALLAH
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B I O G R A P H Y

Lindsay B. Fathallah has extensive experience representing public and private companies in a wide variety of corporate, real estate, and commercial lending matters. She routinely represents public and private companies in preparing and negotiating a full range of commercial agreements, including in the areas of manufacturing, supply and distribution, consulting, licensing, information technology and confidentiality.

Ms. Fathallah also has significant experience representing business clients with mergers and acquisitions, including negotiation of deal terms and structures, drafting purchase agreements, due diligence review, financing and closings. She has also provided representation in business combination transactions, corporate formation, reorganization, and corporate governance matters.



**CECILLY C. SHELTON
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B I O G R A P H Y

Cecilly Shelton's practice focuses on Financial Institution Services, Real Estate Closings, Consumer Litigation and Debt Collection. She represents private entities in the formation and dissolution of corporate entities and assignment of member interests, including the drafting and negotiation of governing corporate documents and commercial contracts.

Ms. Shelton is an experienced litigator in the realm of mortgage loans, consumer loans, mobile home loans and commercial transactions. Ms. Shelton also has experience in representing private entities, lenders, property managers and landlords in real estate transactions and in the leasing, acquisition and disposition of corporate assets, particularly residential and commercial real estate.



**DAVID R. SAGGIO
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B I O G R A P H Y

David R. Saggio's corporate and transactional practice includes real estate, eminent domain, and tax matters. Mr. Saggio has significant experience in real estate transactions representing developers in connection with new construction and government entities in connection with condemnation. He has represented parties in exchange transactions and has co-authored ABA materials on the Like-Kind Exchange of Real Estate.

Mr. Saggio worked in the Chicago office of Chapman & Cutler. At Chapman & Cutler, he participated in numerous sophisticated corporate financings and provided tax counseling to several of the firm's major clients.

"Attorneys in the MWH Corporate and Transactional Group have over 100 combined years of legal experience."