

**Purcell & Associates** is a Newport Beach, California law firm specializing in contracts and business and real estate transactions, and business litigation. The firm was formed in 1993 and is committed to delivering top-quality legal services to assist its clients in achieving their business goals.

*Purcell & Associates* has worked with major commercial, industrial, retail and residential real estate developers, contractors, brokers, institutional lenders, community banks and other lenders.

*Purcell & Associates* works with start-up and established businesses ranging from high-tech to manufacturing to service providers. We offer business-oriented legal counseling and take into account not simply the type of transaction involved, but also the leverage, dynamics and goals of our clients.

*Purcell & Associates* specializes in contracts of all types, and formation of corporations and limited liability companies ("LLCs"), and general business matters.

For numerous businesses we prepare their master contract forms which they use in repeating transactions. We also prepare substantial office and industrial leases and executive and employee employment contracts and consulting agreements.

Sample transactions completed by *Purcell & Associates* include:

- Purchase and Sale of numerous Businesses (both stock and asset-based) including: a multi-state billboard company; a pharmacy company with over 500 nursing home, hospital and other supply contracts; a four-star hotel located in Orange County; a leading ground support equipment and services company in the airline industry; distributors of medical equipment; a real estate development company with a far ranging portfolio of owned and leased assets; a world-wide surfwear and outerwear company; a recreational facilities and design company; and an auto parts company.

- Numerous Contracts for a National and International Tour Company that designs and performs national marketing for high profile clients such as AT & T; Denver Bronco Stadium; Royal Caribbean Cruise Lines; ESPN; BMW; Sirius Satellite Network; Newell-Rubbermaid; Target; etc.

- A Build-to-Suit Lease for a major Orange County developer/property manager to add a new building to an Orange County office center for a major theme park company.

- Numerous Office, Industrial and Retail Leases throughout Southern California, including many Class "A" buildings owned by various Koll entities and The Irvine Company, and major Hospitals. The Firm represents the owners of many retail and office centers in connection with Leasing, Property Management, Corporate, Brokerage and other activities.

- Deeds in Lieu of Foreclosure for two Southern California Apartment Projects, resulting in

savings of over \$1,600,000 in personal liability for the general partners.

- Foreclosure of numerous properties, as well as Loan Workouts when appropriate in business and real estate contexts..
- Settlement of numerous Real Estate Purchase and Sale and Brokerage Disputes, including settlement of a dispute that was time-barred by the statute of limitations resulting in a substantial payment to the firm's client.
- General Corporate representation of Start-Up and Existing companies in connection with debt and equity financing transactions, substantial acquisitions and dispositions and other transactions, and general corporate work.
- Employee Equity Incentive Plans authorizing closely-held companies to reward its employees, as well as non-qualified Stock Option Agreements and related matters.
- Preparation of "Talent Agreements," including an agreement with a star of a well-known television sitcom to act as a spokesperson for internet products.
- Preparation of Real Estate Finance Documents for many projects, including the exclusive Dana Point Headlands development.
- Sale of a multi-million dollar Real Property in Orange County with development entitlements to a major Orange County developer for construction of more than 100 residences
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- Representation from startup of a medical group with potentially revolutionary diagnosis and treatment for age-related memory disorders.
- Formation of numerous limited liability companies and other entities, including LLCs, for high-end Offshore Power Boat Ventures, Thoroughbred Horse Breeding and Racing Ventures, Auto Racing, and more ordinary real estate and business ventures, including without limitation telecom infrastructure ventures and related matters.
- Representation of Investment Banking firms and completion of numerous corporate matters
- Acquisition, Sale, Funding and Development of a 1,000 acre real estate project with 380 homesites, 18 hole golf course and clubhouse.
- Representation of the Buyers in the Acquisition, Funding and Development of a Major Utah Ski Resort and Raw Land for Development.
- Development of an Office Park in the Inland Empire with 10 Mid-Rise Office Buildings, and Creation of all Master Leasing Forms.
- Production of Corporate Work for Numerous companies, including those with and without inside corporate counsel.

*Purcell & Associates* is committed to the highest level of excellence, ethics and integrity. We would welcome the opportunity to work with you and your clients!