

Employment Law Issues Arising in Corporate Transactions

State Capital Group 2011 U.S. Meeting

March 18, 2011

Laura J. Hazen

Ireland Stapleton Pryor &
Pascoe, PC
1675 Broadway, Suite 2600
Denver, CO 80202
(303) 628-3618
lhazen@irelandstapleton.com

Eugene S. Griggs

Poyner Spruill LLP
301 S. College Street, Suite 2300
Charlotte, NC 28202
(704) 342-5320
ggriggs@poynerspruill.com

Joyce E. Smithey

Rifkin, Livingston, Levitan &
Silver, LLC
225 Duke of Gloucester Street
Annapolis, MD 21401
(410) 269-5066
jsmithey@rlls.com

Culture Shock: Apples, Meet Oranges

- What will this new workplace look like?
- Where will these willing partners clash, and where will they mesh?

What would the EEOC say?

- What issues must be addressed before you decide whether to take on this risk?
- What steps should be taken once you are in the (now shared) trenches?

ERISA: Do you think the parties' attorneys need some help?

- What will happen to the benefit plans after the merger?
- Are there any potential liabilities relating to the existing benefit plans?

Recruited individuals with restrictive agreements

- What should they do about the employee recruitment efforts?
- Should the companies be concerned about the covenants?
- Can the companies help the newly recruited employees with their restrictions?
- Should the companies continue to recruit new employees from the competitor?
- Are there any risks to the attorneys?

How will they retain their employees after the transaction?

- Can they use employment agreements to retain the management team?
- Should they develop an executive compensation program?

Does the form of the transaction make a difference?

- Does it matter whether the transaction is an asset purchase or a stock sale?
- Does the form of the transaction have any impact on benefits issues?

What will happen to employment-related liabilities?

- What happens to pre-existing employment agreements?
- What will happen with claims that accrue in the months before or after the deal?
- Who is responsible for COBRA compliance?

Employment Law Issues Arising in Corporate Transactions

Laura J. Hazen

Ireland Stapleton Pryor &
Pascoe, PC

1675 Broadway, Suite 2600

Denver, CO 80202

(303) 628-3618

lhazen@irelandstapleton.com

Eugene S. Griggs

Poyner Spruill LLP

301 S. College Street, Suite 2300

Charlotte, NC 28202

(704) 342-5320

ggriggs@poynerspruill.com

Joyce E. Smithey

Rifkin, Livingston, Levitan &
Silver, LLC

225 Duke of Gloucester Street

Annapolis, MD 21401

(410) 269-5066

jsmithey@rlls.com