



SEMANOFF ORMSBY GREENBERG & TORCHIA, LLC  
BUSINESS LAWYERS SERVING BUSINESS PEOPLE®



Business/Corporate • Mergers & Acquisitions • Commercial Litigation  
Real Estate • Trusts & Estates • Employment & Labor • Intellectual Property  
Health Care • Non-Profit Organizations • Mediation & Arbitration

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# SEMANOFF ORMSBY GREENBERG & TORCHIA, LLC

BUSINESS LAWYERS  
SERVING BUSINESS PEOPLE



## TIMELY & RESPONSIVE

When you call us, we will get back to you  
within 24 hours – guaranteed!

“You’re all superstars  
and you play like  
a really well-oiled  
machine. Thanks for  
being the best partners  
a businessman could  
hope to have in his  
corner.”



# Business Lawyers Serving Business People

**Semanoff Ormsby Greenberg & Torchia, LLC builds lasting relationships with our clients. We offer a big-firm approach and attention with a small-firm touch to a wide range of business clients throughout the region and nationally.**

When your organization competes in business today, you need a law firm that is both cost effective and responsive. SOGT meets all of those requirements. Our mix of big-firm expertise and small-firm attention has allowed us to build lasting relationships with a wide range of regional and national clients. Businesses whose needs are likely similar to your own.

We recognize that when you reach out to us your needs are often time-sensitive and business-critical. As a result, we are committed to you hearing from us within the same business day and always within 24 hours of your communication. Guaranteed!

We serve as outside general counsel for many middle market companies, startups and non-profit organizations. In addition, we provide niche services to multinational corporations and offer general legal advice to our many long-standing business clients. Our comprehensive and consistently excellent legal services have allowed us to build our firm's practice in size, diversity and breadth during our over 35 years of service.

We also provide an extensive array of services to our individual clients. These include tax and estate planning, estate administration, contract advice, personal employment matters and residential real estate transactions.

We understand the pressures and demands of contemporary business from a financial standpoint. As a result, we can arrange alternative fee arrangements when necessary.

## LEGAL PRACTICE AREAS

SOGT provides real-world business acumen, savvy legal knowledge and service that is both cost effective and responsive. We offer an extensive and comprehensive array of legal services:

- Business/Corporate
- Mergers & Acquisitions
- Commercial Litigation
- Real Estate
- Trusts & Estates
- Employment & Labor
- Intellectual Property
- Health Care
- Non-Profit Organizations
- Mediation & Arbitration

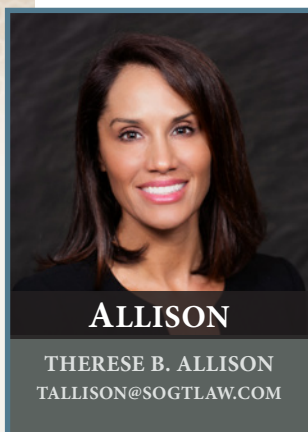
## ASSURANCE

Experienced Attorneys. Client Focused. Practical Advice.



# WE HAVE BUILT OUR REPUTATION ON A COMMITMENT TO OUR CLIENTS

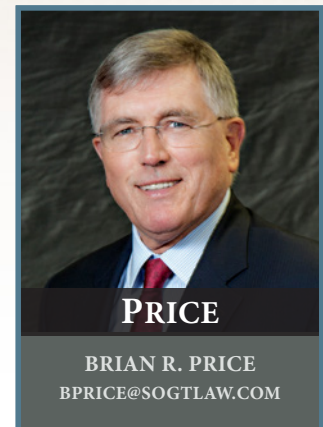
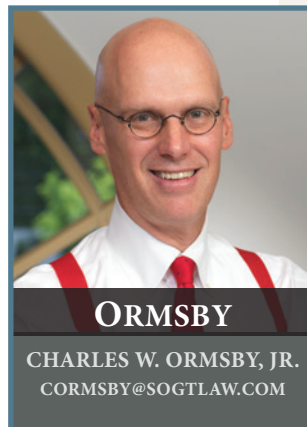
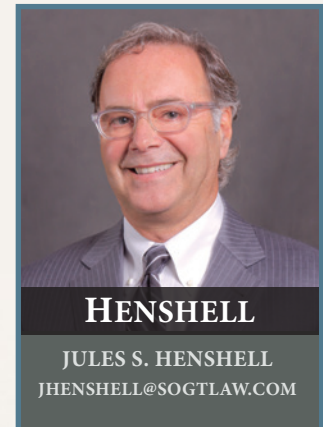
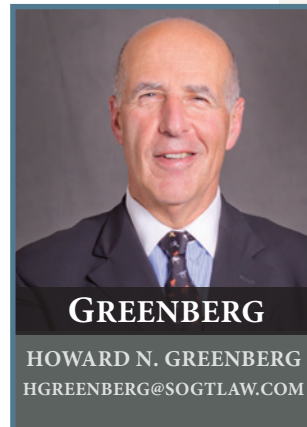
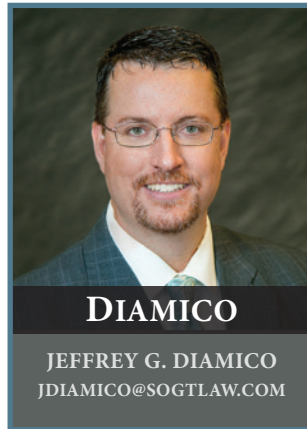
SOGT provides service that is both cost effective and responsive. We offer an extensive and comprehensive array of legal services.



## OUR ATTORNEYS

Our attorneys are as diverse as the firms and organizations they serve.

Business/Corporate  
Mergers & Acquisitions  
Commercial Litigation  
Real Estate  
Trusts & Estates  
Employment & Labor  
Intellectual Property  
Health Care  
Non-Profit Organizations  
Mediation & Arbitration





# BUSINESS/CORPORATE

**AREAS OF PRACTICE | Business/Corporate** • Mergers & Acquisitions • Commercial Litigation • Real Estate • Trusts & Estates • Employment & Labor • Intellectual Property • Health Care • Non-Profit Organizations • Mediation & Arbitration



The Firm's Business/Corporate group provides counseling on issues that face business people on a day-to-day basis, ranging from transactional matters to dispute resolution. The Firm handles transactions in numerous areas for businesses of all sizes. The strengths of the business group includes its ability to anticipate and avert problems and find solutions to the seemingly impossible situations. Our experience lends itself to innovative solutions for the problems faced by our clients. We appreciate and understand the practical business needs and problems of the modern businessperson.

“These are the guys you go to war with! ...  
I’ve worked with many attorneys at the firm  
on different matters and I trust everyone.”

## PRACTICE LEADERS

Therese B. Allison • Karen F. Angelucci  
Jill M. Bellak • Jeffrey G. DiAmico • Phyllis Horn Epstein  
Debora A. Gonzalez • Howard N. Greenberg  
Alexis Dillelt Isztwan • William J. Maffucci  
Catherine A. Marriott • Ashleigh M. Morales  
Nicole J. O'Hara • Charles W. Ormsby, Jr. • Jocelin A. Price  
Julia Richie Sammin • Joseph P. Santoro • Megan E. Stamm

Banking and Loan Negotiation and Documentation  
Business Creation  
Business Divorces  
Business Succession Planning  
Commercial Loan Workouts  
Commercial/Industrial Real Estate Acquisitions and Sales  
Condominium Associations  
Construction  
Contracts  
Copyrights  
Corporations  
Distribution Agreements  
Employment Agreements and Restrictive Covenants  
Equipment Leasing  
Financing  
Franchising  
General Partnerships  
Leases of Real Estate  
Licensing Agreements  
Licensing of Intellectual Property – including Trademark, Copyrights and Patents  
Limited Liability Companies  
Limited Liability Partnerships  
Limited Partnerships  
Mergers and Acquisitions  
Operating Agreements  
Partnerships  
Private Placements of Securities  
Restricted Professional Limited Liability Companies  
Shareholders' Agreements  
Software Licensing  
Technology Agreements and Licensing  
Trademarks  
Trade Names

# COMMERCIAL LITIGATION

**AREAS OF PRACTICE** | Business/Corporate • Mergers & Acquisitions • **Commercial Litigation** • Real Estate • Trusts & Estates • Employment & Labor • Intellectual Property • Health Care • Non-Profit Organizations • Mediation & Arbitration



Our litigators have decades of experience with a wide range of commercial disputes. We have earned a reputation for offering creative solutions to complex matters considering not only legal issues but business considerations as well. Entrepreneurs, business owners and employers rely on our team of attorneys to obtain the best possible outcome in their litigation matter. Our clients choose us for our expertise in handling every aspect of their dispute, and developing the best solution for their business.

We help our clients navigate through the full range of business disputes, and appear in courts in various jurisdictions on a daily basis. Our experience benefits our clients, both in and out of the courtroom, and throughout negotiations.

When potential litigation arises, we develop a strategy for a successful resolution considering our client's goals and objectives, and the estimated cost to achieve these results.

Appellate Practice  
Arbitrations  
Breach of Contract  
Business Divorces  
Construction Litigation  
Creditor's Rights (Bankruptcy)  
Employment Litigation  
Consulting and Agreements  
Estates and Trusts Litigation  
Execution and Enforcement of Judgments  
Government Investigations  
Healthcare and Medical Litigation  
Human Resources Consulting  
Investigations (Workplace)  
Jury Trials  
Mechanics Liens  
Mediations  
Non-Jury Trials  
Preliminary and Permanent Injunctions  
Real Estate Litigation  
Sexual Harassment and Discrimination Defense and Training  
Shareholder's Rights  
State and Federal Administrative Hearings  
Temporarily Restraining Orders  
Trade Secrets  
Wage and Hour Issues  
Will Contests  
Zoning Disputes

## PRACTICE LEADERS

Michael B. Dubin • Joseph W. Fluehr  
Stephen C. Goldblum • William J. Maffucci  
Saverio P. Mirarchi • Frank P. Spada • Michael J. Torchia

# REAL ESTATE

**AREAS OF PRACTICE** | Business/Corporate • Mergers & Acquisitions • Commercial Litigation • **Real Estate** • Trusts & Estates • Employment & Labor • Intellectual Property • Health Care • Non-Profit Organizations • Mediation & Arbitration



The Firm's Real Estate group services clients in virtually every form of real estate matter, including industrial, commercial and residential transactions. We typically represent property owners, developers, contractors, community associations, landlords, tenants, managers, brokers, agents, and Real Estate Investment Trusts (REITs). Our attorneys have extensive experience in all facets of real estate – from the routine to the most complex. In addition to real estate transactions, our attorneys appear in state and federal courts in real estate and related litigation.

Construction  
Easements and Rights of Way  
Environmental Evaluation and Remediation  
Financing – Construction and Permanent  
Industrial Development Financing  
Land Development  
Landlord and Tenant Rights  
Leases  
Mortgage Foreclosure  
Purchases and Sales  
Real Estate Development  
Real Estate Work Outs  
Sale and Leasebacks  
Section 1031 Exchanges  
Syndications  
Tax Assessment Appeals  
Zoning

## PRACTICE LEADERS

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Debora A. Gonzalez • Howard N. Greenberg  
William J. Maffucci • Catherine A. Marriott  
Saverio P. Mirarchi • Charles W. Ormsby, Jr.  
Joseph P. Santoro



# TRUSTS & ESTATES

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The Firm's Trusts and Estates lawyers advise clients on all aspects of estate planning to accomplish the client's goals while minimizing taxes and addressing other considerations. We offer a broad range of services, including estate and multi-generational planning, business succession planning, document preparation, and estate and trust administration.

Led by Brian R. Price, Chairman of our Trusts and Estates Group, our attorneys have experience litigating contested probate and trust matters, including guardianships, will contests, fiduciary claims, and other forms of Orphans' Court litigation. In addition, our team of highly trained Paralegals and Estate Law Specialists have been providing sophisticated and specialized service to our clients for over 25 years.

Simple and Complex Estate Planning  
Wills  
Health Care Powers of Attorney and Advance Directives ("Living Wills")  
Durable Financial Powers of Attorney  
Revocable (Living) Trusts  
Irrevocable Trusts  
Intentionally Defective Grantor Trusts  
Dynasty Trusts  
Qualified Personal Residence Trusts  
Settlement Preservation Trusts  
Special Needs Trusts  
Retirement Benefit Planning  
Charitable Gift Transfers and Planning  
Family Limited Partnerships and Limited Liability Companies  
Asset Protection  
Private Foundations  
Prenuptial and Postnuptial Agreements  
Estate and Trust Administration  
Post-Mortem Tax Planning  
Federal Gift Tax Return Preparation  
Federal Estate and State Inheritance Tax Return Preparation  
Generation Skipping Transfer Tax Planning  
Probate, Estate and Trust Litigation  
Guardianships  
Medicare Set-Asides  
Preparation of Fiduciary Accountings  
Adjudication of Accountings Before the Orphans' Court

## PRACTICE LEADERS

Karen F. Angelucci • Mary Jo Baum  
Michael B. Dubin • Phyllis Horn Epstein  
Alissa B. Gorman • Howard N. Greenberg  
Brian R. Price • Jocelin A. Price • William J. Stein

# EMPLOYMENT & LABOR

**AREAS OF PRACTICE** | Business/Corporate • Mergers & Acquisitions • Commercial Litigation • Real Estate • Trusts & Estates •  
**Employment & Labor** • Intellectual Property • Health Care • Non-Profit Organizations • Mediation & Arbitration



Our attorneys have vast knowledge and experience in all facets of this complicated but crucial area of the law and regularly appear in State and Federal Courts and in arbitrations on employment and labor related matters. The firm provides comprehensive employment counseling for its business clients to assist them in navigating the myriad of ever-changing employment laws, rules and regulations.

- Hiring and background checks
- Termination
- Severance
- Discipline
- Employee policies
- Drug testing
- Job references
- Injured employees
- Paid time off
- Exempt and Non-Exempt Employees
- Independent Contractor/Employee Classification
- Workplace violence
- Defense against Discrimination and Sexual Harassment Suits
- Defense against Wage and Hour, Overtime and Minimum Wage Claims
- Defense against investigations by State and Federal Agencies
- Discrimination, Sexual Harassment, Managerial Responsibility and Sensitivity Training
- Enforcing Non-Compete, Non-Solicitation and Confidentiality Provisions
- Employee Handbooks and Policies
- Employment Agreements
- Private Seminars for Clients on Employment law topics
- Separation and Severance Agreements
- Workplace Investigations

## PRACTICE LEADERS

Michael B. Dubin • Joseph W. Fluehr  
Stephen C. Goldblum • Alexis Dilleth Isztwan  
Frank P. Spada • Michael J. Torchia



# INTELLECTUAL PROPERTY

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Intellectual Property (IP) has come to play a pivotal role in business, particularly as technology has expanded the reach of commerce. Whether it be a company trademark, implementation of a new software platform, technology licensing and distribution or acquisition of a proprietary IP, most businesses encounter intellectual property issues on a regular basis.

The Firm's Intellectual Property group anticipates and creates solutions for IP issues encountered by its clients. We work diligently to develop intellectual property strategies that match the business realities and demands unique to each client.

Our IP litigators appear in Federal and State Courts, as well as, the Trade Mark Trial and Appeal Board to protect our clients' rights.

Licensing Agreements including  
Software and Other Technologies  
Technology Development Agreements  
Website Design Agreements  
E-commerce Agreements including web  
hosting and development agreements  
Acquisition or Sale of Intellectual  
Property as part of a Merger, Asset  
Sale or Other Business Transaction  
Manufacturing Agreements  
Distribution Agreements  
IP Financing Agreements  
Trademark and Copyright Protection  
Searching and counseling  
Registrability opinions  
Registration  
Portfolio management  
University Technology Licensing  
Agreements

## PRACTICE LEADERS

Alexis Dillett Isztwan • Nicole J. O'Hara  
Charles W. Ormsby, Jr.

# HEALTH CARE

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Our attorneys have a broad range of experience working in this highly regulated industry. Areas of concern include compliance with Federal and State statutes and regulations, compliance with fraud and abuse laws, such as the Federal Stark Law, Anti-Kickback Statute, Civil Money Penalties Law, the Exclusion Statute and the False Claims Act. We also assist health care businesses with State and Federal regulatory concerns, such as medical licensing, accreditation and certification, and organizational governance requirements.

Our clients include physician practices, hospitals, medical equipment companies, health care service providers, long-term care facilities, and pharmaceutical marketing and sales organizations.

## HIPAA

- Affordable Care Act (ACA) Compliance
- Managing Business Associate Relationships
- Implementing an EHR system
- Complying with HITECH amendments
- Updating Policies, Procedures and Forms
- Fraud and Abuse Laws
- Structuring business transactions
- Aligning incentives to manage costs
- Accountable Care Organization developments
- Business agreements (medical director, employment, joint venture)
- Equipment purchase decisions
- Provider and Payor Relationships
- Contract review
- Negotiations
- State Regulation
- Licensing concerns (facility and professional)
- Accreditation matters
- Bylaws review and/or development
- Health Information Technology
- Securing Data Appropriately
- Negotiating contracts with providers
- Electronic signatures/authorizations

## PRACTICE LEADERS

Jules S. Henshell • Charles W. Ormsby, Jr.  
Megan E. Stamm • Michael J. Torchia



# NON-PROFIT ORGANIZATIONS

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The Firm's Non-Profit group works closely with our clients to counsel them on challenges particular to 501(c) nonprofit organizations. While we provide general business services such as corporate, employment, real estate, litigation and intellectual property to our non-profit clients, our attorneys also have a broad range of experience in non-profit and tax-exempt law. Our clients include public charities, private foundations, healthcare institutions, community-based organizations, and a variety of other non-profit organizations.

Corporate Formation  
Obtaining and Maintaining Tax Exempt Status  
Charitable Giving Issues  
Reporting Requirements  
Government Audits and Investigations  
Financing Transactions  
Mergers and Acquisitions  
Joint Ventures and Partnerships  
Dissolutions  
Corporate Governance  
Ethical Issues  
Federal Tax Issues  
Unrelated Business Income  
Private Foundations

## PRACTICE LEADERS

Michael J. Torchia

# MEDIATION & ARBITRATION

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Our attorneys have arbitrated and mediated numerous commercial cases, including internationally, between individuals and businesses, large and small, that involve breach of contract, shareholder disputes, securities claims and construction claims. In the employment arena, we have handled all manner of cases involving protected classes and activities, arbitration and mediation, (including age, race, disability, religion, gender, national origin), whistleblowing, wrongful discharge, hostile work environment and sexual harassment, cases involving intentional infliction of emotional distress, defamation, intentional interference with business relations, trade secrets, breach of contract, breach of fiduciary duty, failure to pay wages and overtime, negligence, non-competition and non-solicitation, discharge and discipline, benefits and contributions, (management) rights, strikes and subcontracting.

Issues governed by federal and state statutes, including:

- Age Discrimination in Employment Act (ADEA)
- Family and Medical Leave Act (FMLA)
- Americans with Disabilities Act (ADA)
- Fair Labor Standards Act (FLSA)
- Employee Retirement Income Security Act (ERISA)
- State statutes such as:
  - New Jersey Law Against Discrimination (NJLAD)
  - Pennsylvania Human Relations Act (PHRA)
  - New Jersey Conscientious Employee Protection Act (CEPA)
- Wage and hour laws
- State common law
- Landlord/tenant disputes under Philadelphia/Pennsylvania law.

## PRACTICE LEADERS

Michael B. Dubin • Frank P. Spada  
Michael J. Torchia



# Fully Committed to Business

Semanoff Ormsby Greenberg & Torchia, LLC combines the depth of experience of a large law firm with the responsive service and imaginative solutions of a smaller organization.

We serve both established companies and entrepreneurial start-ups with equal eagerness and expertise. Our over 35 years of practice is your assurance that we can represent your interests, both financial and regulatory, in a manner that is of maximum benefit to you.

## You Mean Business So Do We

**We service the entrepreneurial spirit.**

Our staff has the education, the experience and the imagination to work in your best interests. Our attorneys are as diverse as the firms and organizations they serve. Yet they are united in their ability to represent you effectively, no matter what your industry or profession. Whether you are an entrepreneur, or part of a long-established company, the attorneys of Semanoff Ormsby Greenberg & Torchia, LLC stand ready to work tirelessly on your behalf.

“I can’t praise you enough for your patience, thoroughness and general level of professionalism throughout this [frequently frustrating] deal.”

“There is not a lawyer at SOGT that isn’t super-confident and super-thorough.”



FOR MORE  
THAN  
35 YEARS,  
SOGT LAW  
HAS BEEN  
SERVING THE  
ENTREPRENEURIAL  
SPIRIT.

**When you engage Semanoff Ormsby Greenberg & Torchia, LLC you work with a firm recognized by its peers and beyond as consistently excellent.**

We have achieved the highest rating -- **AV®** -- granted by our peers through **Martindale-Hubbell**, the world's leading directory of lawyers and law firms.

We also appear in the national publication, **Bar Register of Preeminent Attorneys**. What's more, our attorneys have been named "**Super Lawyers®**", "**Rising Stars®**" and "**Leaders in the Law®**" by **Philadelphia Magazine** and **Philadelphia Business Journal**, and "**Philadelphia Top Lawyers®**".

**These honors affirm that our legal abilities and ethics meet the very highest standard.** The lawyers of Semanoff Ormsby Greenberg & Torchia, LLC are dedicated to continuing this tradition of excellence.

**SOGT has two convenient locations:**

Montgomery County  
2617 Huntingdon Pike  
Huntingdon Valley, PA 19006

Bucks County  
140 East Butler Avenue  
Chalfont, PA 18914

**Ph: (215) 887-0200 • Fx: (215) 884-3500**

**Email: [info@sogtlaw.com](mailto:info@sogtlaw.com) • [www.sogtlaw.com](http://www.sogtlaw.com)**



**Super Lawyers®**

