

INTRODUCTION //

MBM Commercial is committed to providing the very best advice and client service, with a focus on getting you the result you want, on time and on budget.

We provide a full range of commercial legal services to businesses and our core areas of expertise are: Corporate, Corporate Finance, IP & Technology, Commercial Property, Commercial Litigation and Employment. If you require further information about any of these service offerings or would simply like to speak to someone about an issue then please contact us.

CORPORATE //

The Corporate Team is focused on providing commercial solutions and getting results. We act for a wide variety of businesses and offer a wide range of corporate services.

We regularly get involved in the following types of transaction for our clients:

- Business start-ups
- Company and limited liability partnership incorporations
- Business spin-outs (especially from Universities where we have a wealth of experience)
- Partnership and joint venture deals
- Business restructuring and re-organisations
- Business mergers, acquisitions and disposals
- Option schemes
- Shareholder agreements and disputes

We also help many clients with a variety of commercial trading and contractual matters including:

- Strategic alliance and collaboration deals
- Distribution and franchise agreements
- Terms and conditions of business
- Service and supply agreements
- Reseller and marketing agreements
- Agency and commission agreements

For more information on our work in the areas of corporate transactions and commercial contracts, please see the Deals Done and Testimonials sections of our website.

We also provide ongoing business compliance services to our clients including:

- Registered office services
- Company secretarial services
- Nominee arrangements
- Non-executive director services
- Corporate governance and directors' duties advice

To find out more about our various Corporate services please contact:

Sandy Finlayson and **Kenny Mumford** for advice on corporate transactions including partnership issues, reorganisations, mergers, acquisitions and disposals

Ross McGregor for our registered office service & company secretary service

Sandy Finlayson for investment, corporate governance & non-executive director/consultancy services

Stuart Hendry for advice on start ups, spin-outs & commercial contracts.

CORPORATE FINANCE //

MBM Commercial is particularly well known for its expertise in the areas of private equity and early stage investment. Many of our clients are investors. We also act for companies throughout the UK who we have successfully helped make the right connections and introductions to help secure investment for their businesses.

We have helped set up and act as legal advisers for several syndicates of business angel investors throughout the UK and are founding members of Linc Scotland (the Scottish business angel network). We act for more business angel syndicates than any other Scottish law firm and our expertise in the early stage investment scene is unrivalled. Many of these syndicates are members of the Scottish Enterprise – Scottish Co-investment Fund (“SE-CIF”) and as a result we have a considerable amount of experience in dealing with SE-CIF investment deals and other matched funding deals.

In addition to business angel syndicates, we act for other venture capital groups. We have been involved in the set up of several investment funds over the years and more recently we set up the UK’s first Enterprise Capital Fund, which is a London based DTI backed £30m fund.

Our Corporate Finance Team can help with the following:

- Secure investment from investors
- Help investors make investments in companies
- Set up business angel investment syndicates
- Set up investment funds
- Rights issues and private placings
- Provision of investment due diligence services
- Legal reviews of business plans
- Preparation of investment documentation
- Advice on financial services issues

If you are going to instruct a law firm to help with an investment, you need to choose a firm with a reputation for “getting the deal done”. Our lawyers are skilled project managers and in many transactions this is often more important than one’s knowledge of the law. We have acted for winners of national “deal makers” awards and we think this says it all.

For more information on our work in this area please see the Deals Done and Testimonials sections of our website.

To find out more about our Corporate Finance services, please contact [Sandy Finlayson](#) or [Stuart Hendry](#).

IP & TECHNOLOGY //

MBM Commercial has a pre-eminent reputation as a leading legal adviser to a large number of growing technology companies, many of which have spun out of academic institutions or established businesses. We also act for a number of investors focusing on technology investments. We have experience in the fields of biotech, healthcare, information technology, telecoms and eCommerce with many clients operating in these sectors.

The IP & Technology Team at MBM Commercial can help you with all aspects of protection and exploitation of Intellectual Property (IP) rights, including advice on:

- Branding and trademarks
- Protection of confidential information and know-how
- Exploitation of copyright, patents and other IP rights
- Licensing deals (eg for software or patents)
- Information technology contracts
- Data protection
- eCommerce and the Internet

Over the years our lawyers have helped our clients in many ways, including setting up websites, putting in place online trading schemes that comply with data protection and distance selling regulations, dealing with technology transfer, preparing privacy, IT & Internet policies, assisting in the recovery of company software and other IP from former staff, closing significant contracts for the supply and distribution of IT and software solutions and even dealing with domain name disputes.

The IP & Technology Team also offers the following services for clients:

- Software escrow services via our trusted third party escrow agent, MBM Commercial Escrow Services Limited
- Website & online trading compliance and seminars
- Data Protection compliance and seminars
- IP and eCommerce Risk Management audits

Please also note that several of our lawyers have specialist degrees in Information Technology and Telecommunications Law.

To find out more about our IP & Technology services please contact [Stuart Hendry](#).

COMMERCIAL PROPERTY //

Our dedicated team of commercial property lawyers provides the full range of commercial property services to occupiers, funders, developers and investors in the commercial property industry across the retail, office, industrial and leisure sectors.

We can provide you with advice on the acquisition and disposal of all types of commercial property and on the development of land use of commercial property. We also handle the security arrangements for properties, acting either for major lending institutions or borrowers. We manage all aspects of commercial leasing and advise on all types of commercial agreements ancillary to commercial property transactions.

Commercial property transactions are of vital importance to our clients due to the value to any business of the property it owns, occupies or relies on for security. We recognize that our clients expect and require the best legal advice available and of equal importance is an awareness of the commercial requirements of any deal and the aims of the client. What we therefore aim to achieve is a balance between commercial reality and important legal issues. We deal very closely with other professionals in the property industry such as agents, surveyors, banks, architects and accountants to ensure that our clients' requirements are met.

To find out more about our Commercial Property services, please contact [Adam More](#) or [Jane Ramsay](#).

COMMERCIAL LITIGATION //

Risk is an important part of business life. Taking a risk, however, can go wrong and result in a dispute. Perhaps a supplier is in breach of contract, your technology is being misused, your customer will not pay your invoices or you have received negligent professional advice. We have a dedicated team of commercial litigators at MBM Commercial to help you in these sorts of difficult situations.

A litigation lawyer is often seen as the lawyer of last resort - the lawyer to whom you turn when all else fails! We see our role as being slightly different. We focus on solving the problem in a way that is acceptable to you. If, however, you find yourself embroiled in a dispute and in court, we can offer behind the scenes advice which is informed and practical. If necessary we can represent you in the courtroom where we have helped our clients win some major cases.

We also provide our clients with a Risk Management service, where we identify steps you can take to prevent disputes arising. We have developed a number of products to support this service, including a Cash Control service.

To find out more about Commercial Litigation, Risk Management or Cash Control services, please contact **David Calder**.

EMPLOYMENT //

Our Employment Law Team can help guide you through the constantly changing maze of employment law. We can assist you in developing a strategy for the implementation of your business objectives and ensure that your obligations to staff are met.

We can provide your people managers with training tailored to the needs of your business on vital issues such as dealing with absence, discipline and grievance, performance management and contracts of employment. We can also provide you with representation before the Employment Tribunals should this be required.

We are on hand to advise you on your rights and options in relation to:

- Contracts of Employment/Service Contracts for Directors
- Managing Performance
- Dealing with Disciplinary Matters
- Dealing with short and long-term absence
- Discrimination
- Unfair Dismissal
- Working Time
- Employee Incentives
- Redundancy
- Equal pay claims
- Transfer of Undertakings (TUPE regulations applicable to employee rights in the event of a business transfer or sale)
- Negotiating compromise and exit deals
- Remuneration packages, employee share schemes and other incentive arrangements
- Attendance at Employment Tribunals

Our approach is solutions-based, seeking to achieve the best outcome for all concerned. To find out more about managing staff or your rights as an employee, please contact **John Lee**.