

# Business Organizations & Transactions

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## RELATED PRACTICES

Bankruptcy, Creditors Rights,  
Enforcement & Collection  
Commercial & Civil Litigation  
Commercial Leasing  
Commercial Lending  
Employment  
Real Estate

Multitasking. A now-familiar term meaning the performance of various seemingly unrelated actions all at once, hopefully without crashing. Even the most computer-challenged business owner understands the concept.

Consider the day-to-day legal issues you confront, many without the benefit of legal counsel at your elbow:

- Should I be in business as a partnership, a corporation or a limited liability company?
- Should I raise equity capital or borrow?
- What should I look out for in my lease?
- Are these loan covenants fair?
- Can I fire this employee?
- Should I buy this business by stock or asset purchase?
- How can I get out of this contract?

You can't run out and hire a lawyer every time a question comes up affecting your business operations. But as your business grows, the questions get harder and the stakes get higher. Bean, Kinney & Korman understands these basic facts of business life and offers knowledgeable and practical advice as and when you need it.

## Rooted in the Local Business Community

We have long been a fixture in the Virginia and Washington, D.C. metropolitan business community. Our attorneys are active in local Chambers of Commerce, appear before government agencies on behalf of business interests, and assist our business clients as they grow from fledgling to robust businesses.

### **Responsive to Your Business Needs**

Many business owners know they need more than basic advice, but fear becoming lawyered to death by a mega-firm, or worse, ignored. We won't lose you in the shuffle. We offer wide experience and depth of knowledge in:

- business organizations
- commercial transactions
- employment matters
- leasing
- commercial lending
- real estate
- regulatory compliance
- civil litigation
- creditors' rights and collections

We are mindful of your resources. We understand your need to control legal costs, as much as your need to control any other cost of operation. We will work with you to deliver the services needed, in a cost-effective way.

### **Understands Your Business**

Knowledge of the law is essential to being a lawyer and knowledge of your business is essential to being an advisor. We have extensive familiarity with a range of industries , giving us a head start on understanding the “real world” issues that often drive legal analysis. And what we don't know, we're eager to learn. We often invest time “off the clock” to learn your business model and your industry, and we consider it part of our commitment to our client relationships.

### **Being Part of the Solution**

Sometimes, as Charles Dickens observed, “the law is a ass – a idiot.” That doesn't mean your lawyer has to be. In business, finding constructive solutions is more important than having the last word. Responding to legal questions isn't an academic exercise, it's an integral part of your decision making. We are advisors and counselors, not just mindless hired guns.

You have to be flexible and innovative to survive. So do we. Let us know what we can do to support your business needs, and we will assure that your lawyers are a valued business asset, not an unending liability.

## **PUBLISHED ARTICLES**

Franchise FAQs  
January 24, 2022

No breach of loyalty in Army contract case  
*Virginia Lawyers Weekly*, October 11, 2021

Are We Partners?  
January 12, 2021

Small Business Reorganization Under the Cares Act and SBRA, and What that Means for Creditors  
*Bankruptcy Law News, Virginia State Bar*, June 2, 2020

Federal assistance may prolong bankruptcy filings  
*Virginia Lawyers Weekly*, June 1, 2020

Documentation and Recordkeeping: COVID-19 Paid Leave and Employer Paid Leave Tax Credits  
April 7, 2020

SBA Paycheck Protection Loans under the CARES Act  
April 4, 2020

Emergency Paid Leave Laws: DOL Issues Additional FAQs to Answer Employer Questions  
April 2, 2020

CARES Act: Payroll Tax Benefits  
April 1, 2020

How Employers Can Obtain Timely Payment: Tax Credits Under Families First Coronavirus Response Act  
March 26, 2020

Maryland COVID-19 Small Business and Nonprofit Assistance  
March 24, 2020

4 Tips for Businesses Impacted by the Coronavirus  
March 24, 2020

Understanding the Available Tax Credits Under Families First  
Coronavirus Response Act  
March 23, 2020

SCC's Increased Security Promises Greater Burdens for Users  
*LinkedIn*, December 12, 2019

Deadlock Provisions in Agreements – Say No to the  
Rochambeau Method  
September 17, 2019

Can an Employee Who Quits Receive Unemployment Benefits  
*LinkedIn*, September 10, 2019

Dissecting Opportunity Zone Fund Structures  
*Opportunity Zone Magazine*, May 6, 2019

Should I Franchise My Business?  
January 28, 2019

Virginia Employers: Are Your Non-Competes Enforceable?  
August 1, 2018

How Much Can a Franchisee Expect to Earn – New Disclosure  
Guidelines for Franchisors  
November 21, 2017

Successor Liability: a New Corporation is Not an Escape Route  
January 30, 2017

Ten Things You Should Know When Buying an Existing  
Franchise Business  
November 9, 2016

Creative Pleading in Business Torts  
*BKK Business Law Newsletter*, May 20, 2016

Uber Reaches Settlement of Independent Contractor  
Misclassification Lawsuits in California and Massachusetts  
*BKK Business Law Newsletter*, May 20, 2016

Virginia Attorney General Says Virginia Law Prohibits  
Discrimination on the Basis of Gender Identity and Perhaps  
Sexual Orientation  
May 18, 2016

Husky International Electronics, Inc. v. Ritz: “Actual Fraud”  
According to the SCOTUS  
*Bankruptcy Law News*, May 9, 2016

Trade Secrets and Confidentiality  
*BKK Business Law Newsletter*, January 21, 2016

Obligations of the Corporate Status  
*BKK Business Law Newsletter*, November 24, 2015

5 Ways for Business Owners to Protect Their Assets  
*BKK Wills, Trusts and Estates Newsletter*, August 13, 2015

USDC Weighs in on Tortious Interference  
*BKK Business Law Newsletter*, July 2, 2015

Legal Implications of Take Your Dog to Work Day for Your  
Business  
*Arlington Chamber of Commerce Blog*, June 17, 2015

Social Media Accounts in Bankruptcy: Business or Personal?  
*JD Supra Perspectives*, April 28, 2015

Charities and Gambling  
March 2, 2015

Fraud in Virginia  
*BKK Business Law Newsletter*, November 12, 2014

The Eight Corners Rule and the District of Columbia  
*BKK Business Law Newsletter*, September 2, 2014

Restrictions in Franchise Agreements Narrowly Construed  
*BKK Business Law Newsletter*, September 2, 2014

Tortious Interference in Virginia – Improper Methods  
Requirement  
*BKK Business Law Newsletter*, July 1, 2014

Data Security in a Technological World  
June 3, 2014

Enforcing Oral Contracts: The Presumption is Against You  
*BKK Business Law Newsletter*, May 1, 2014

Non-Competes in Virginia: The Trend Against Enforceability  
Continues  
April 15, 2014

The Hidden Power of Routine Contract Provisions  
*BKK Business Law Newsletter*, March 4, 2014

Minority Shareholder Rights in Virginia  
December 2, 2013

False Notes in the Music Industry: Fiduciary Duty of Business  
Partners  
*BKK Business Law Newsletter*, November 1, 2013

Business Audits Allow Business As Usual  
October 22, 2013

Proactive Steps to Protect Trade Secrets  
*BKK Business Law Newsletter*, September 1, 2013

A Tactical Approach to Defending Virginia Non-Competes  
*BKK Business Law Newsletter*, September 1, 2013

Pitfalls on Termination: Employer May be Liable for Employees'  
Loose Talk  
*BKK Business Law Newsletter*, July 1, 2013

Regular guest blogger on the Washington Business Journal's  
blog Biz Beat  
June 7, 2013

New I-9 Creates Risk for Employers  
*BKK Business Law Newsletter*, May 1, 2013

Virginia's New Employment-Based Tort  
*The Corporate Counselor*, April 1, 2013

Business Torts in Virginia: Alliance Technology Group LLC v. Achieve 1, LLC  
*BKK Business Law Newsletter*, March 1, 2013

Virginia Non-Competition Law After Home Paramount  
*BKK Business Law Newsletter*, March 1, 2013

How to Protect Your Assets As a Business Owner  
*BKK Wills, Trusts and Estates Newsletter*, February 1, 2013

Written Contracts and the Statute of Limitations  
*BKK Business Law Newsletter*, January 1, 2013

Why the Law is Not a Vehicle for Vengeance  
*BKK Business Law Newsletter*, January 1, 2013

Distinguishing Between Non-Competition Agreements in Employment Agreements and Those in the Sale of a Business  
*BKK Business Law Newsletter*, November 1, 2012

Estate Tax Savings and Increased Creditor Protections When You Incorporate LLCs and Limited Partnerships into Your Estate Plan  
November 1, 2012

Enforceability of Waivers of Prospective Liability  
*BKK Business Law Newsletter*, September 1, 2012

Asset Protection Trusts in Virginia  
*BKK Wills, Trusts and Estates Newsletter*, August 1, 2012

Alert for Trademark Owners: Trademark Monitoring and Registration Scams  
*IP Frontline*, June 1, 2012

U.S. Copyright Termination – A Window is Opening  
*Intellectual Property Today*, May 1, 2012

Fairfax Circuit Court Expands Jurisdiction in Conspiracy Cases  
*BKK Business Law Newsletter*, January 1, 2012

Finality of Orders in Reston Homeowners Association v. Ramirez  
*BKK Business Law Newsletter*, January 1, 2012

Virginia Supreme Court Limits Transfers of LLC Membership Interest

*BKK Business Law Newsletter*, January 1, 2012

Virginia Case Raises Questions about LLC Transfers

*AIA Northern Virginia News*, January 1, 2012

Business Succession Planning Part 2: Critical Tools

*Masonry Magazine*, January 1, 2012

Virginia Narrows Employer Non-Competition Protections

*BKK Construction & Land Use Newsletter*, December 1, 2011

Tax Law: IRS Announces New Settlement Procedure for Workers Misclassified as Independent Contractors

*BKK Business Law Newsletter*, November 1, 2011

Details Matter: Family Limited Liability Companies and 1031 Exchanges

*BKK Wills, Trusts and Estates Newsletter*, November 1, 2011

Non-Competes in Virginia Civil Settlement Agreements

*BKK Business Law Newsletter*, November 1, 2011

Non-Competition Agreements and Independent Contractors

*BKK Business Law Newsletter*, September 1, 2011

Succession Planning: Failing to Plan is Planning to Fail

*Masonry Magazine*, September 1, 2011

Importance of Corporate Formalities

*BKK Business Law Newsletter*, July 1, 2011

Tax Law: Tax Consequences of Contributing Property to a Corporation

*BKK Business Law Newsletter*, July 1, 2011

Corporate Protections and Their Limits

*AIA Northern Virginia News*, July 1, 2011

The Arrogant Car Salesman in a Non-Competition Agreement

*BKK Business Law Newsletter*, March 1, 2011



How to Defend Avoidance Actions in Bankruptcy Litigation  
*The Practical Real Estate Lawyer*, January 18, 2011

The Substantially Prevailing Party  
*BKK Business Law Newsletter*, January 1, 2011

Employees and Independent Contractors  
*HR.com*, November 1, 2010

Electronic Documents: What You Don't Know Can Hurt You  
*Masonry Magazine*, September 16, 2010

Restrictive Covenant as a Restraint of Trade  
*BKK Business Law Newsletter*, September 1, 2010

Consider Legal Ramifications of Personal Guarantees  
*Society for Human Resource Management Legal Report*,  
September 1, 2010

Sexual Discrimination in the Workplace – Hostile Environment  
*BKK Business Law Newsletter*, July 1, 2010

“Please Pull Up to the First Window”  
*BKK Construction & Land Use Newsletter*, April 1, 2010

The Dead Man's Statute in Virginia  
*BKK Business Law Newsletter*, March 1, 2010

Notice Pleading: Be Simple But Be Precise  
*BKK Business Law Newsletter*, March 1, 2010

How Not to Get Sued  
*AIA Northern Virginia News*, March 1, 2010

Non-Competition in State Court  
*BKK Business Law Newsletter*, November 1, 2009

Remedies for Breach of Non-Competition Agreements  
*BKK Business Law Newsletter*, November 1, 2009

Protecting & Registering Your Intellectual Property  
*BKK Business Law Newsletter*, September 1, 2009

Business Torts: Business Conspiracy & Trade Secrets

*BKK Business Law Newsletter*, September 1, 2009

Prudent Corporate Director Conduct  
*BKK Business Law Newsletter*, July 1, 2009

Piercing the Corporate Veil  
*BKK Business Law Newsletter*, May 1, 2009

Effectiveness of Arbitration Agreements  
*BKK Business Law Newsletter*, May 1, 2009

Family Limited Partnership and Family Limited Liability  
Company Valuation Discount Planning  
*BKK Business Law Newsletter*, January 1, 2009

## **NEWS**

Bean, Kinney & Korman Represents Cerberus in a Transaction  
with Redwood Software  
Wednesday February 8, 2023

Bean, Kinney & Korman Named a 2023 “Best Law Firm” for  
Twelfth Consecutive Year  
Thursday November 3, 2022

Nathaniel Y. Scott Joins Bean, Kinney & Korman  
Wednesday August 17, 2022

R. Scott Caulkins, Patricia Bruce, and Carole Capsalis Join  
Bean, Kinney & Korman  
Tuesday February 8, 2022

Bean, Kinney & Korman Represents RenXTech LLC in a  
Transaction with Buchanan & Edwards Inc.  
Monday November 29, 2021

Bean, Kinney & Korman Named a 2022 “Best Law Firm” for  
Eleventh Consecutive Year  
Thursday November 4, 2021

D. Justin Roberts and Taylor N. Klauza Join Bean, Kinney &  
Korman  
Tuesday November 2, 2021

Bean, Kinney & Korman Represents Cavalier Healthcare Services, Inc. in the Sale of its Home Health Business  
Wednesday August 25, 2021

Bean, Kinney & Korman Represents Finley Asphalt in a Transaction with Shoreline Equity Partners  
Friday July 2, 2021

Bean Kinney & Korman Represents Highlight Technologies, Inc. in a Sale to an Employee-Owned Stock Ownership Plan  
Thursday April 22, 2021

Bean, Kinney & Korman Represents Farm Market iD in Acquisition by DTN  
Friday February 26, 2021

Charles (Chas) McAleer, Dean Luo and Harrison Clinton Join Bean, Kinney & Korman  
Friday February 12, 2021

Kandis M. Koustenis and Dusko J. Stojkov Join Bean, Kinney & Korman  
Thursday June 18, 2020

James Irving was featured in “3 Things Small Business Owners Don’t Include in Their Year-End Planning, But Should.”  
*JD Supra Law News*, Thursday December 5, 2013

Q&A on Succession Planning with Timothy Hughes in Construction Executive magazine  
*Construction Executive*, Thursday November 1, 2012

Jim Irving featured in “Protecting the Biz: Safeguarding Musts”  
*Northern Virginia Magazine*, Wednesday June 1, 2011

Bean, Kinney & Korman Accomplishes Closing on Financing Fit for Sport & Health Clubs  
Friday July 10, 2009

## **SEMINARS & EVENTS**

AWE Women in Business Summit  
Arlington, VA, Thursday, March 16, 2023

Deadlock-Breaking Mechanisms in Real Estate LLCs: Avoiding Litigation When Members and Managers Fail to Agree  
Wednesday, September 7, 2022

Essentials of Business Law – Dealing with Drafting Deadlocks  
Webcast, Friday, March 4, 2022

Mind Your Business: Coordinating Business and Estate Plans to Preserve Value  
Online, Tuesday, April 20, 2021

Small Business Check-Up: Best practices to help ensure the legal health of your business  
Online, Tuesday, March 16, 2021

2021 Virginia Law Foundation Fellows Induction – Charles McAleer Jr.  
Thursday, January 21, 2021

Negotiating and Drafting Secured Real Estate Finance Transactions  
Online, Thursday, November 5, 2020

Small Business Academy Workshop: The Legal Side of Business  
Online, Wednesday, October 14, 2020

Overview of Virginia Department of Labor and Industry COVID-19 Regulations for Employers  
Online, Tuesday, August 4, 2020

Nonprofit Forum: Reopening Strategies  
Online, Tuesday, July 28, 2020

2020 Not-for-Profit Symposium  
Online, Tuesday, June 2, 2020

Women Mean Business Committee Presents:  
Online, Tuesday, April 21, 2020

The Legal Side of Business  
Webinar, Wednesday, April 15, 2020

Webinar: Understanding Your Leases and Contracts in the

COVID-19 Landscape  
Webinar, Friday, March 27, 2020

Deadlock-Breaking Mechanisms in Real Estate LLCs: Avoiding  
Litigation When Members and Managers Fail to Agree  
Webinar, Thursday, February 27, 2020

Deadlock-Breaking Mechanisms in LLCs: Avoiding Litigation  
and Dissolution When Members and Managers Fail to Agree  
Webinar, Thursday, January 16, 2020

LLC or S-Corp  
Teleconference, Thursday, December 19, 2019

The Legal Side of Business  
Fairfax Business Center, Annandale, VA, Wednesday,  
December 4, 2019

Mergers & Acquisitions in the Federal Marketplace  
Tower Club, Tysons Corner, VA, Thursday, May 16, 2019

Restaurant Failures – What to Do When Your Iron Chef Melts  
Turnaround Management Association, Chesapeake Chapter,  
Friday, March 27, 2015

Legal Issues Related to Online Reviews (Continuing Legal  
Education Course)  
Arlington County Bar Association, Friday, March 27, 2015

Top Mistakes that Small Businesses Make  
Arlington Women Entrepreneurs (AWE), Thursday, June 26,  
2014

“Five Common Advertising Mistakes that Could Break the Law”  
4600 Fairfax Drive, Suite 804, Arlington, Virginia, Thursday,  
October 31, 2013

Employees vs. Independent Contractors vs. Interns: Worker  
Designations and Why It Matters  
Wednesday, October 16, 2013

Recent Developments in Bankruptcy  
Walter Chandler American Inn of Court, Saturday, September  
21, 2013

“Five Ways to Protect Your Business’s Online Reputation”  
Presentation  
Tuesday, July 23, 2013

“Understanding a Tortious Interference Claim” Presentation  
George Mason University School of Law, Wednesday, January  
16, 2013

“Building a Highly Effective Leadership Team”  
Navy League Building, 2300 Wilson Blvd. Arlington, Virginia  
22201, Tuesday, June 12, 2012

The Ethics of ECF  
Walter Chandler American Inn of Court, Monday, May 21, 2012

“Building a Highly Effective Leadership Team”  
The Tower Club Tysons Corner, Vienna, Virginia, Wednesday,  
November 16, 2011