

“...personal and partner-led
with a strong emphasis on
providing an efficient and cost
effective service.”

LEATHES PRIOR
SOLICITORS



Comprehensive Service

Leathes Prior provides a broad range of services which include:

- Commercial Contracts
- Commercial Property
- Franchising
- Intellectual Property
- Dispute Resolution (Mediation and Litigation)
- Planning and Environmental Law
- Company and Partnership Matters
- Employment
- Insolvency and Bankruptcy
- Residential Conveyancing
- Inheritance Tax, Trusts and Estate Planning
- Traffic Law
- Wills and Probate
- Family and Matrimonial

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corporate & commercial



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About Us

Based in Norwich Leathes Prior is one of East Anglia's leading law firms. Founded in 1876, Leathes Prior is both a long established and respected firm of solicitors with 12 partners and 60 staff.

In recent years the firm has emerged as a full service commercial practice with a national reputation for its expertise in particular niche areas of law.

We recognise that the success of our business rests upon the strong relationship developed with clients of the firm.

Our corporate and commercial practice has developed to address the increasingly varied requirements of the firm's business clients. These now range from family businesses through to publicly quoted companies.

Leathes Prior's strength is based on the practical approach, skills and experience of its partners and staff. That is combined with an ability to identify the clients' objectives and to help them to realise them, and on a proactive basis, to assist them in dealing with changing legal requirements and cope with the inevitable upheavals that occur in any business from time to time.

Corporate

Leathes Prior Corporate has rapidly expanded over the past few years and is a recognised player in the local corporate finance sector, frequently being involved in Corporate Acquisitions and Disposals, Private Equity and Re-organisations - whether acting for the Seller, Management, Funder or the Company. The Department has forged sound working relationships with local accountants, banks and VC sources and is proud of its reputation as a solid and pragmatic department which "gets the deal done".

Paul Warman, Corporate Partner, has twenty years of experience in Corporate Law and is recognised by Legal 500 and Legal Business as an expert in the field; Paul draws upon a strong team of specialist support, covering HR, Property, Commercial, Banking and Insolvency.

The Department is particularly proud of the many clients with which it has been involved from start-up, through to initial expansion, recruitment, first and second tier funding, re-organisation and achievement of desired exit.

Particular expertise is recognised in the following areas:

- Management Buy-Outs
- Joint Ventures



- Private Equity, acting for Investors and companies seeking finance
- Share and Business Sales and Acquisitions
- Preparing businesses for sale
- Shareholder and Cross Option Agreements
- Employee Incentive Schemes
- Share buy-backs and group re-organisations

Commercial Agreements

Leathes Prior is able to draw on the wide range of legal and business experience of its lawyers in providing practical advice to businesses on a wide range of commercial contracts.

In understanding our clients' business aims and requirements we are able to offer imaginative solutions in the drafting and negotiating of any commercial contract so as to provide confidence that the relevant transaction proceeds on a secure footing.

We can assist in negotiating, preparing and advising on the following:

- Joint Venture Agreements
- Distribution Agreements
- Franchise and Licence Agreements
- Agency Agreements (including Sales Agents Agreements subject to the Commercial Agents Regulations)
- Partnership Agreements
- Credit and Finance Agreements
- Hire Contracts
- Intellectual Property Exploitation Agreements
- IT, Internet and E-commerce, Computer Hardware and Software, and Telecommunications Contracts
- Manufacturing and Sub-Contracting Agreements
- Construction Contracts
- Standard Terms and Conditions for the sale and/or purchase of goods and services and exclusive purchasing arrangements
- Media and Entertainment Contracts
- Data Protection
- Health & Safety

Franchising

Leathes Prior's involvement in franchising dates back to 1983, when franchising in the UK was still in its early development. Since then we have helped numerous existing and established businesses diversify through franchising and a substantial number of new businesses set up as franchise operations.

Our expertise is independently recognised by the legal profession's most authoritative reference sources. For some years, the legal directories have rated Leathes Prior as a leading firm and Jonathan Chadd, head of the franchise department, as an acknowledged leader in this field.

The firm provides a wide range of services for Franchisors and Franchisees including those summarised below.

Services for Franchisors:

- Franchise agreement and related documentation
- Registration of trade marks, patents, designs and domain names and the protection of intellectual property rights
- Operations manuals
- Property issues relevant to the franchise
- Corporate structure
- Software licences
- Terms and conditions of business
- Employment issues
- Franchise dispute resolution
- Standardised resale documentation

Services for Franchisees:

- Franchise reports, highlighting pitfalls and proposing amendments
- Identifying questions to be raised with the franchisor
- Advising the acquisition of property
- Assisting in the negotiation of finance
- Establishing the most suitable business structure
- Advising on employment issues
- Dispute resolution



Employment Law

Leathes Prior Employment has rapidly expanded over the past few years and acts for a wide range of employers of all sizes; from the small start-up business to the large companies with hundreds of employees. We will work alongside the employer's HR department, or, if they do not have a designated HR department, be the first port of call for the employer on all their employment law and HR issues whether of a contentious or non-contentious nature. We aim to adopt a commercial and proactive role, thus aiming to ensure that clients avoid employment problems from the outset.

Dan Chapman, Head of the Employment Team, is a regular advocate in Employment Tribunals and Court across the UK, and is also responsible for the firm's unique Employmentor™ service. Employmentor™ is a comprehensive subscription service that allows employers to put and keep in place up to date systems for managing their employees and complying with their legal requirements. Employmentor™ is backed by a free telephone and email helpline, staffed by qualified employment lawyers, and covers the entire spectrum of employment issues beginning with recruitment and ending with termination of employment.

Dan has featured regularly in the media (locally and nationally), advising and commenting upon employment law matters. The Employment Team also operate a number of seminars and training sessions designed to assist the employer in dealing with the day to day employment issues that arise and, for large employers, will design bespoke training programmes to fit in with your business needs.

The Employment Team works closely with the Corporate Team on the employment issues of a corporate transaction, and has expertise in TUPE issues (including the 2006 TUPE provisions), the negotiation (and termination) of director's service agreements, and insolvency related employment matters.

Particular expertise is recognised in the following areas:

- Employment Agencies and Employment Businesses
- Tribunal and Court Representation
- Negotiating Severance Packages
- Compromise Agreements
- Large-scale Redundancy Consultations
- Drafting Employment Contracts, Handbooks and Policies
- Advising on Restrictive Covenants and Injunctive Proceedings
- Trade Union Issues



Intellectual Property

Intellectual Property (IP) rights can be a valuable resource to a business. Leathes Prior's IP team provides practical assistance in identifying, protecting and commercially exploiting this resource.

We have close contacts with respected trade mark and patent agents (nationally and internationally) who assist with searching and registration of patents and trade marks (including the drafting of patent specifications).

Our IP team has expertise in dealing with the registration (where appropriate), licensing, sale and purchase and defending or challenging of rights and providing advice in connection with the following:

- Trade Marks and Brands
- Domain Names
- Copyright
- Designs and Design Rights
- Patents and Know-How
- Computer Software, Multimedia, Data Protection and E-Commerce
- Confidential Information
- Passing Off and Trade Libel
- Counterfeiting
- Litigation and Alternative Dispute Resolution
- Publishing and Entertainment Agreements

Our IP team has considerable experience in investigating title to IP rights and works closely with the firm's commercial and corporate department drafting technology transfer agreements.

The IP team is also able to draw on the considerable experience of the Dispute Resolution department to act swiftly to meet any challenge to a client's IP.

Data Protection & Privacy

Personal data is among the most valuable asset an organisation can have. Leathes Prior advises extensively on the commercial exploitation of personal data, as well as its protection and use.

We assist with the UK, European and Global information and data activities of a number of UK and overseas data controllers providing them with a wide range of advice in achieving compliance and dealing with data related disputes.

Leathes Prior provides a unique legal and consultancy service which includes:

- Advising on the requirement to 'notify' the purposes for which data is processed with the Office of the Information Commissioner
- Undertaking audits of marketing, processing, storage and destruction protocols for customer, franchisee, supplier, retailer and employee data
- Advising on the design of compliant databases
- Advising on compliant data asset transfer
- Drafting of data protection policies, privacy related notices, agreements and contracts

- The procurement of compliant IT systems
- Responding to subject access requests and to complaints
- Generally advising on the various data, security and transfer issues arising from outsourcing and direct marketing

Our experience extends from advising extensively on data flow issues within franchise business systems, to recruitment and marketing industry databases, to data management within Local Government and to on-line management systems.

This specialist service positions us as one of the leading regional data protection law firms.

Commercial Property

We advise a wide range of clients on issues relating to the construction, development, occupation and sale of properties for business purposes.

Our Commercial Property Department can deal with every stage of land development including site assembly, options and pre-emption agreements, development agreements and sale agreements.

We appreciate the necessity of rendering sound commercial advice efficiently, cost effectively and expeditiously. For this reason your transaction will be dealt with by a solicitor who has specialised in commercial property for a minimum of three years.

The services offered by the commercial property department include:

- Freehold and leasehold acquisitions and disposals
- Portfolio acquisitions and disposals
- Commercial leases
- Farm business tenancies
- Insolvency issues
- Landlord and tenant
- Residential and commercial development
- Development agreements and options
- Commercial mortgages and funding
- Investment property
- Licensing issues

Planning and Environment

The department is experienced in providing potential solutions to planning and environmental problems. We offer clear and practical advice and will deal, on your behalf, with the relevant authorities to achieve results that protect your business and enhance the value of your property.

We are also able to provide advice on increasingly important issues raised by anti-pollution measures and other environmental protection legislation

We can provide advice and assistance with the following:

- Rights of way
- Planning applications and appeals
- Enforcement of rights
- Environmental compliance and prosecutions

Commercial Dispute Resolution

Disputes call for professional advice. We aim to help resolve them quickly where possible, to win where necessary, but always to find a cost-effective solution.

Our lawyers have considerable experience in handling claims of all values whether in Court or Tribunal proceedings or by way of Alternative Dispute Resolution (Mediation, Arbitration, Conciliation, Expert Adjudication, Negotiation). In addition we can also represent at mediations or supply a mediator to resolve a dispute.

Leathes Priors Dispute Resolution service includes providing advice and assistance with disputes in the following:

- Commercial Contracts
- Patents, Copyright and Intellectual Property Infringement matters
- Passing Off, Defamation and Trade Libel
- Breach of Confidence
- Employment matters
- Professional Negligence claims
- Construction Disputes
- Injunction Proceedings
- Representative and Multi-party actions

Business Recovery

It is good sense for a business in financial crisis to seek urgent and independent advice. It is even better sense to seek that advice early. There are procedures that can be employed to relieve the pressure on an ailing business. Leathes Prior has a specialist Business Recovery Team that is dedicated to advising businesses in financial distress and that is recognised as a regional leader in this field.

A business need not, however, be in financial distress to benefit from the services of our business recovery team as the same expertise that equips us to advise troubled businesses can be applied in advising businesses looking to reorganise and restructure.

Leathes Prior's Business Recovery Department works closely with our Corporate, Commercial, Employment and Property teams to ensure that a business that consults us receives appropriate expert advice on all matters of concern to it.

The Business Recovery team is headed by Frank Brumby who is one of only two solicitors in the East of England who is a Licensed Insolvency Practitioner. Frank is also on the committee of R3, (the Association of Business Recovery Professionals), and co-author of three books: "Personal Insolvency" and "Corporate Insolvency" published by Cavendish Publishing and "Managing Bankruptcy and Liquidation" published by The Stationery Office.

The team also includes Adam McCaw and Sue Sutton both of whom have extensive experience in insolvency law and practice.

The department can advise on all issues arising from corporate insolvency including:

- Negotiating with creditors
- Defending winding up proceedings;
- Injunctions to allow use of a bank account notwithstanding the presentation of a winding up petition against a company;
- Voluntary Arrangements with creditors;
- Placing a company into administration;
- Placing a company into liquidation
- Directors duties and liabilities

Leathes Prior's strength is based on the practical approach, skills and experience of its partners and staff.

