



**The McNees
Craft Brewery Practice**





THE FIRM

McNees Wallace & Nurick LLC exists to provide professional services of superior value designed to enhance our clients' success. We do this with creativity and integrity while anticipating problems and understanding our clients' needs.

Since 1935, McNees has led the community and legal profession. We foster a firm culture that attracts and retains the best people and enables us to use our unique talents to better serve our clients enthusiastically and with unity of purpose. The Firm has over 130 attorneys across six offices. Our principal office is in Harrisburg, with additional offices in Lancaster, State College, Scranton, PA; Columbus, OH; and Washington, D.C. For more than 80 years, McNees has provided clients with a comprehensive range of legal services tailored to meet the legal priorities and unique needs of businesses, public entities, educational institutions, and individuals.

Because we are a full-service law firm, we have advised start-up companies on issues from A to Z, including entity selection and intellectual property rights, tax matters, labor and employment issues, ensuring compliance with states' securities laws in private placements, and day-to-day business advice. We also work routinely with banks and financial institutions and have assisted clients in obtaining lines of credit and investment backing.

What sets McNees apart from other law firms is our firm's dedicated Food & Beverage Practice Group. The Group has advised both start-up and established craft breweries of varying sizes and geographic footprints. Our clients include Tröegs Brewing Company, Spring House Brewing Company, Free Will Brewing Co., Saint Boniface Craft Brewing Company, and Pizza Boy Brewing Company. We are also active members of the Brewers of Pennsylvania.

McNees Practice Areas

Appellate & Post Trial
Automotive Dealership Law
Construction & Procurement Law
Corporate & Tax
Craft Brewery Practice
Education Law
Eminent Domain
Employee Benefits & Executive Compensation
Energy & Environmental
Environmental Law & Toxic Tort
Estate Planning

Family & Collaborative Law
Financial Services
Food & Beverage
Government Relations
Healthcare
Injunction
Insurance Law
Intellectual Property
International Law
Labor & Employment
Litigation
Materials Patents

Mergers & Acquisitions
Oil & Natural Gas
Orphans' Court Litigation
Patent
Privacy & Data Security
Public Finance
Public Sector
Real Estate
Securities
State & Local Tax
Transportation, Distribution & Logistics
Venture Capital & Emerging Companies

CRAFT BREWERY PRACTICE

In our representation of craft breweries, we call upon a diverse field of business, tax, insurance, trademark, labor and liquor law attorneys to serve all of the needs of our clients. We have incorporated new businesses, drafted estate and business succession plans, negotiated distribution agreements, registered and defended trademarks, prepared asset purchase and lease agreements for real estate, and conducted audits and reviews of client operations to ensure compliance with federal and state labor regulations. We also offer a full range of services to ensure our clients remain in compliance with the often byzantine liquor licensing requirements, including:

- Protecting your brands and your intellectual property
- Applying for a liquor license and assisting in the Pennsylvania Liquor Control Board or Division of Liquor Control investigation for licensing
- Applying for an intermunicipal transfer of a liquor license
- Applying for extended service or secondary service areas
- Locating and negotiating the purchase of a liquor license
- Defending against PLCB or DOLC action in refusing to license an applicant
- Defending against enforcement actions pursued by the Pennsylvania State Police, Bureau of Liquor Control Enforcement, respectively
- Providing advice on day-to-day operations of liquor license establishments generally

With the collaborative efforts of our Corporate & Tax and Real Estate Groups, McNees is also able to assist in creating an entity to own the liquor license and securing the property to place the liquor license.

Being based in the Commonwealth's capital gives us quick and easy access to PLCB and has allowed us to develop meaningful relationships with key PLCB personnel. We routinely rely on these relationships to ensure optimal results for our clients.

McNees Craft Brewery Blog
www.jurisbrewdence.com





GUIDING YOU THROUGH GROWTH

The marketplace has never been more competitive, and to achieve short- and long-term goals, businesses need efficient, solid and innovative business and legal solutions to remain on-track and grow. Whether you are just forming your brewery or are looking to grow your current operation, we have your business and tax needs covered. We have assisted numerous start-up breweries with selecting and forming an appropriate corporate structure and business entity. In many instances we serve as a brewery's corporate general counsel and utilize our depth of knowledge and experience to handle the complicated issues facing breweries every day.

When it's time to expand your business operations, we can assist you with taking on additional investors, securing loans or obtaining venture capital funding. We work with breweries at all stages of development and assist them with assessing funding sources and structuring and negotiating the legal framework needed to tap into additional funding sources.

If your brewery is looking to merge with another organization we can assist both purchasers and sellers in stock transactions, asset transactions and tax-free and taxable mergers and reorganizations. We regularly negotiate deal terms, perform legal due diligence, address regulatory compliance and prepare transaction documents.

KEEPING UP WITH LIQUOR LAW REFORM

From manufacturing to retailing, dealing with alcohol adds another layer of complexity to the beverage industry. Liquor laws in Pennsylvania and other states are changing and are allowing breweries to offer their products in more places and in more sizes than ever before. Whether you need to acquire, sell, keep, move, expand the use of, restrict, or just need some advice about what you can do with a liquor license, McNeese attorneys are ready and able to assist you. We are well versed with the operations of the Pennsylvania Liquor Control Board ("PLCB") and the Federal Alcohol and Tobacco Tax and Trade Bureau ("TTB"). We routinely interact with personnel at both agencies and are familiar with the decision makers and staff, which allows us to help you reach your goals and establish relationships where needed.

We also regularly represent clients in defending licensees against liquor license violations issued by the Pennsylvania Bureau of Liquor Control Enforcement, a branch of the Pennsylvania State Police.

With the collaborative efforts of our Corporate & Tax and Real Estate Groups, McNeese is also able to assist in creating an entity to own the liquor license and securing the property on which to place the liquor license.



YOUR TRADEMARK IS THE FACE OF YOUR BUSINESS

Once you have created brand recognition and developed a customer base, your trademarks are likely more valuable than any other asset your brewery owns. The last thing a brewery wants to do is change its name or the name of a key product. Therefore, a brewery must use care in selecting a brewery trademark and any trademark used on flagship products. We assist breweries in selecting protectable trademarks by conducting thorough trademark searches so that we can advise a brewery of marks that are likely to result in conflict. Once a brewery settles on a trademark, we assist with filing applications and guiding the mark through the registration process. The craft beer industry is like no other when it comes to trademarks and

brand protection, but we combine our deep understanding of trademark law and our knowledge of the craft beer industry to find reasonable resolutions to trademark disputes. While many trademark disputes can be avoided simply by selecting marks that are not likely to result in conflict, sometimes conflict is unavoidable and a trademark dispute arises. Our brewery clients rely on us to resolve trademark disputes efficiently and we have successfully negotiated numerous trademark disputes while avoiding expensive litigation. When settlement is not possible, we vigorously defend our clients' trademark rights.

CRAFT BREWERY TEAM



Brian P. Gregg - Intellectual Property

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Brian is an intellectual property attorney and a member of the Firm's Food & Beverage Group. He assists craft breweries and other clients with registration and licensing of trademarks and copyrights as well as the development of branding strategies. His trademark and copyright practice includes assisting clients with trademark disputes including cancellation and opposition proceedings before both the Trademark Trial and Appeal Board of the United States Patent and Trademark Office, and trademark and copyright litigation in federal court. In addition, Brian advises clients with regard to franchising matters.



Timothy J. Horstmann - General Business, Tax and Finance Law

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Tim is a business, tax and finance attorney and a member of the Firm's Food & Beverage Group. Tim maintains an extensive business practice, and represents both start-up and well-established companies. He has advised many clients looking to start new businesses on a wide variety of business issues, including entity selection, formation, tax planning and financing, and ensures that clients safely navigate the state's liquor control system.

Tim has also advised mature businesses on such matters as mergers and acquisitions, securities regulation, and the dissolution process. He has obtained securities law exemptions in the context of private placements, represented buyers and sellers in multi-million dollar asset sales, and successfully dissolved companies looking to wind down their operations.



Barbara A. Darkes - Liquor Law

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Barb counsels clients in liquor license matters and is a member of the Firm's Food & Beverage Group. This includes the acquisition, sale and transfer of liquor licenses, completing and submitting applications for liquor licenses, litigating disputes with the Pennsylvania Liquor Control Board, defending against sanctions imposed by the Pennsylvania Liquor Control Board and the Bureau of Liquor Control Enforcement, and providing day-to-day advice on liquor license compliance matters.



Giuseppina G. McCarthy - Real Estate

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Pina practices in the Real Estate group and is a member of the Firm's Food & Beverage Group. She advises clients on all aspects on the acquisition, development, leasing and sale of real estate. Her practice includes representing restaurant owners, brewers and other property owners in the craft brewing industry in the acquisition, sale and leasing of properties, including restaurant and production facilities.



Adam L. Santucci - Labor & Employment

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Adam practices in the Labor & Employment Law group and is also a member of the Firm's Food & Beverage Group. He provides proactive advice and counsel to both public and private sector employers on a wide range of labor and employment law issues. Adam regularly represents and counsels unionized employers in all aspects of labor relations including collective bargaining and labor arbitration. He also provides counsel to non-unionized employers looking to remain union-free and also represents and counsels employers with respect to all aspects of employment law.



Kimberly A. Selemba - Litigation and Liquor Law

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Kim is a litigation attorney and is the co-chair of the Firm's Food & Beverage Group. Kim has vast experience in liquor license matters. Kim assists clients in locating and negotiating the purchase of liquor licenses, attending township hearings to acquire approvals of intermunicipal transfers of liquor licenses, applying for liquor licenses with the Pennsylvania Liquor Control Board, defending against enforcement actions pursued by the Pennsylvania State Police, Bureau of Liquor Control Enforcement and providing advice on day-to-day operations of liquor license establishments.

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