



---

Portfolio Media, Inc. | 860 Broadway, 6<sup>th</sup> Floor | New York, NY 10003 | [www.law360.com](http://www.law360.com)  
Phone: +1 646 783 7100 | Fax: +1 646 783 7161 | [customerservice@portfoliomedia.com](mailto:customerservice@portfoliomedia.com)

---

## Q&A With Lowenstein Sandler's Peter Ehrenberg

*Law360, New York (January 28, 2010)* -- Peter H. Ehrenberg, chair of Lowenstein Sandler PC's corporate department and chair of the firm's mergers and acquisitions and corporate finance practice group, has extensive experience in securities, mergers and acquisitions and business law.

Ehrenberg is a transactional lawyer who represents issuers and investment firms in the private and public offering of debt and equity securities and represents acquirers and sellers of businesses. He counsels public companies with regards to compliance and public reporting responsibilities, including duties under the Sarbanes-Oxley Act and other corporate governance reforms.

### **Q: What attracted you to your practice area?**

A: By and large, as a transactional lawyer, the transactions I work on for our clients are among the most important transactions that the clients will pursue during their corporate history and typically are career-defining for the corporate officers who work on those matters.

In effect, the stakes are very high for all of the individuals involved. This assures that the clients will remain focused on, and directly involved in, the transaction throughout its evolution. It also means that the demands are great, both in terms of the time and energy required and in terms of the creativity that is necessary to problem-solve.

The high stakes and the focus required were certainly critical factors in attracting me to this practice area several years ago and remain high on my list to this day.

I have been described by others as a "deal junky" and I believe that the characterization is a fair one. Each transaction that I work on presents its own set of challenges and each transaction demands that fresh thinking be applied even when customary approaches might appear satisfactory.

I have often said that the job I would like least is a job in which I was called upon to do the same thing every day. My practice sits at the opposite end of the spectrum; I cherish the fact that every day is different and, to a great extent, uncharted.

### **Q: What is the most challenging deal you've worked on, and why?**

A: Of course, each deal brings its own challenges, typically in terms of the interpersonal skills that are required, the problem-solving skills that must be employed, and the extent to which the expectations of the various parties involved can be managed and met.

If I had to identify one transaction, it would be a public offering that I worked on several years ago. We represented the issuer, a tech company with strong credentials.

Approximately one year before the IPO, we represented the same company in initiating litigation to eliminate a practice that we believed was damaging the company. We negotiated a settlement that resolved the company's concerns but had not yet signed the settlement agreement when work on the IPO began.

I knew that it was critical to the company to consummate the settlement before the IPO was publicly announced. Naturally, the underwriters were anxious to commence the offering in what was then a vibrant market. As a result, in addition to the normal demands of representing an issuer in an IPO, it was also necessary to time the transactions such that the settlement agreement was signed before we were ready to file the red herring prospectus.

Fortunately, the stars aligned, the settlement was finalized, and the offering was completed on a time frame that met or exceeded everyone's expectations.

**Q: What are the most challenging legal problems currently facing clients in your practice area?**

A: The most challenging business problems facing corporate finance clients is attracting capital in general, and bank financing in particular, in these challenging economic times. Those business problems invariably lead to related legal challenges.

Corporate finance clients in this environment are challenged to structure their deals creatively, given the difficulties confronting even the best credits in terms of attracting capital on any terms, let alone favorable terms.

For some, this has meant re-examining existing agreements to identify methods for conserving cash. For others, it has meant restructuring balance sheets. For virtually everyone, it has meant being nimble enough to pursue multiple opportunities and smart enough to know which opportunities are real and which are fanciful.

**Q: Where do you see the next wave of activity in your practice area coming from?**

A: There is a considerable amount of money that has been sitting on the sidelines for more than a year. Sooner or later, that capital will be deployed.

The private equity firms have been savvy enough to know when to say "no." At some point, which I expect will be only after the banks start lending again, the private equity firms will begin pursuing the deals they have been considering, and placing on "hold," for the past twelve months.

I expect that given the depths of the recessionary cycle that we have faced in the past 12 months, the return to capital formation will be gradual, or at least more gradual than the spikes we saw before the implosion of the dot-com market in early 2000 and during the spending frenzy we experienced a few years ago.

**Q: Outside your own firm, name one lawyer who's impressed you and tell us why.**

A: For years, I and several of my colleagues have come to rely upon William Haubert of Richards Layton & Finger for advice regarding Delaware corporate law. Bill is a professional's professional. He knows his specialty extremely well, is accessible virtually 24/7 and has no difficulty getting immediately to the heart of the matter. I have been working with Bill for more than two decades and consistently find that his advice is reasonable, reliable and well-considered.

**Q: What advice would you give to a young lawyer interested in getting into your practice area?**

A: In no specific order, I advise junior lawyers who are interested in a corporate finance practice to (a) read the business pages of several news sources on a daily basis, to learn the lingo and to understand the issues that our business clients are facing; (b) learn the basics (e.g., don't just read a proxy statement, make sure you understand why each disclosure is being made); (c) seek out writing/drafting assignments, since the more a junior lawyer writes and drafts, the better a writer/draftsperson he or she will become; and (d) pursue assignments from a variety of senior attorneys so that the junior lawyer can be exposed to multiple work styles.

I don't believe that these pointers are specific to corporate finance. At a minimum, they apply throughout a corporate practice.