



Gregory, Doyle, Calhoun & Rogers, LLC attorneys are experienced in drafting, negotiating and litigating Buy-Sell and Shareholder Agreements. We have prepared agreements ranging from a simple mechanism for one business partner to purchase the other's stake upon his death, to complex agreements with multiple classes of stock and investor groups, each with different rights. We take care to ensure that the agreements we prepare are comprehensive enough to address all probable scenarios that might arise.

Recent representations include:

- Drafted and negotiated a Shareholder Agreement in connection with a succession plan for a family-owned construction company, ensuring that as the business was sold to the younger generation, the founders maintained the ability to step back into the business if issues arose.
- Established the framework in a Buy-Sell Agreement for a business owner to award stock to key employees while still maintaining sole control over the business and also permitting the owner/founder to repurchase the stock at a fair price if shareholder-employees left the firm.
- Represented a financial services company in the negotiation of a Shareholders Agreement in connection with the sale of a controlling interest in a subsidiary to – and joint-venture- with – a large, nationally known auto service provider.
- Prepared a Buy-Sell Agreement for two founding partners of a 25-attorney law firm to provide for the continuation of the firm upon the founder's death, disability or retirement, and for significant continuing payments to the withdrawing founder or his family.

In addition to negotiating and drafting these documents, Gregory, Doyle attorneys also have significant experience in litigating Buy-Sell and Shareholder Agreements. Many times, business owners use a pre-printed form or have their accountants (or even other attorneys) draft agreements for them. Often, these agreements are vague or fail to address the specific factual situation that results, leading to protracted litigation – precisely what the agreement was intended to prevent!

Recent representations include:

- Represented a mechanical contracting firm in connection with the successful enforcement of a Shareholder Agreement against a minority shareholder who was fired by the owner after they disagreed about the future direction of the company.
- Represented a manufacturing company in successfully enforcing a Buy-Sell Agreement against a minority shareholder who was fired from the company after failing to remain involved in the business.

### CONTACT

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