

Jeffrey R. Richter | Senior Counsel
Corporate

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Jeffrey Richter advises businesses ranging from start-ups to well established entities, as well as individuals, on a wide variety of business matters involving mergers and acquisitions, general corporate and commercial transactions, securities law, capital raising or borrowing, business formation, franchising, intellectual property registration and licensing, and dispute resolution, including disputes among partners or shareholders.

Jeffrey has over fifty years of experience in corporate transactions involving the sale of assets; the sale of capital stock or other securities; mergers and related transactions relating to the transfer of control of corporate or other entities; and representing buyers and sellers in connection with transactions for small, mid-cap, and large businesses. He has participated in numerous negotiations with investment bankers and negotiated and prepared all documents and materials relating to acquisition transactions.

Jeffrey also has a robust franchise practice, where he has done work for both franchise systems and franchisees. Such work has included the counseling to prospective start-up franchise systems as to what is involved and required to engage in the franchise business. In connection with start-up systems, services include advice as to formation and related structural issues; trademark and other intellectual property protection; advice regarding personnel needs; education about the federal and state regulatory process, including registrations, preparation of seminal documentation such as the Franchise Disclosure Document, Franchise Agreement and all collateral documentation, including Operating Manuals, and advice relating to the legal rules governing the offering and sale of franchises. Jeffrey has also assisted petroleum distributors, franchise dealerships, and convenience stores under the Petroleum Marketing Practices Act, and, in

connection with his merger and acquisition practice, has been involved in the sale of several franchise systems and in large sale transactions involving multiple units owned by single institutional owners.

Jeffrey also has significant experience with general corporate and commercial transactions, ranging from business planning to negotiating and preparing business agreements; preparing prospectuses and offering memoranda; entity formation; negotiating bank loan facilities; antitrust counseling; unfair competition counseling; labor relations counseling and human resources advice; Federal Trade Commission counseling and state and federal consumer affairs counseling in connection with seller assisted marketing plans, multilevel marketing, and telemarketing; advertising and marketing and sales law; as well as trademark and copyright counseling and registration.

Jeffrey has also participated in numerous public offerings for investment bankers, underwriters, and issuers; proxy battles involving public companies; going private transactions and mergers of public companies and private entities; 1934 Act compliance activities; private offering syndications; and state blue sky law compliance.

He is well versed in dispute negotiations and has participated in settlement conferences and attended numerous mediations and arbitrations. He has particular experience on deadlocked boards of directors and deadlocked shareholder factions, including obtaining and maintaining court-appointed provisional directors.

Jeffrey also provides counsel to tax-exempt organizations, including public charities and educational institutions. He frequently provides corporate governance and operational advice on all state laws governing such organizations and their fundraising activities.

Jeffrey has been a lecturer on securities law, franchise law, and multilevel marketing, as well as the California Non-Profit Integrity Act, on which he co-authored a Handbook for all advancement officers of the California State University. From 1968 to 1970, he was the Associate Editor of the *Texas Law Review*.

Admissions

- California
- U.S. District Court - Central District of California
- U.S. District Court - Northern District of California

Memberships

- California State Bar Association
- American Bar Association

Education

- University of California, Los Angeles, AB
- University of Texas School of Law, JD

Recognitions

- 2025, Corporate Law in Los Angeles, listed in *Best Lawyers in America*©
- 2011–2024, Corporate Law and Mergers and Acquisitions Law in Los Angeles, listed in *Best Lawyers in America*©

Professional Activities

Jeffrey is a member of the American Bar Association (“ABA”) Franchise Section, and annually attends the ABA Franchise Forum. He has been a member of the Beverly Hills Bar Association’s Business Law, Labor & Employment Law, and Intellectual Property Law Sections; has been a member of the Los Angeles County Bar Association’s Intellectual Property and Business & Corporations Sections; and is a member of the California State Bar’s Business Law Section.

He has served on the Board of Directors of the Jewish Big Brothers Big Sisters of Los Angeles, and was the organization’s Treasurer and Chair of the Finance Committee. He was also on the Audit Committee of the Jewish Vocational Services and is on the Board of Directors of the Toscana Country Club HOA in Indian Wells, California.