

WFJ

WAGNER, FALCONER & JUDD, LTD.
Attorneys at Law Since 1932

**Wagner,
Falconer &
Judd, Ltd.**

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Wagner, Falconer & Judd, Ltd. is a full service law firm with the ability to respond quickly to your ever-changing business environment. Since 1932, WFJ has been working with clients to maximize their success and provide businesses with the assistance needed to accomplish their goals. With our breadth of experience, we can provide companies with the necessary legal direction to allow them to prepare for not only the anticipated challenges but also the unexpected.

We invite you to take a minute to read how WFJ has helped numerous clients in situations much like yours.

Collections

Wagner, Falconer & Judd, Ltd. has practiced in the area of commercial collections since its inception in 1932. With a long tradition in this area, we have developed the strategies and tools necessary to recover monies even where the odds may appear unlikely.

One of our manufacturing clients contacted us to pursue an account receivable in excess of \$150,000.00. A major dealer of our client's products owed the debt to our client. This dealer was located, and distributed, in a state with highly protective pro-dealer and franchise laws. In response to the company's initial collection efforts, the dealer threatened suit under both the dealer relations statutes and a breach of implied warranties under the Uniform Commercial Code. We conducted an in-depth assessment of our client's litigation position early in the negotiations. Through this investigation, we realized that rushing into litigation would have led to a quagmire with a

substantial risk of our client paying lost profits and consequential damages to the dealer. Armed with this information, we crafted and implemented a nuanced approach that resulted in a face-to-face meeting that resolved not only the account receivable, but also preserved a mutually beneficial business relationship worth millions in future sales. What happened in this case is an example of how we strive for and obtain business focused solutions that work for our clients.

Recently a client informed us of a debtor with an outstanding balance of over \$50,000. Unfortunately, lien and bond rights were not available. Because of this, we were required to look solely at the debtor for the balance. After obtaining a judgment, the debtor moved to another state. Through our network of corporate collection attorneys across the country,

we were able to transfer the judgment and secure payment in full for our client.

Another client, supplied materials to a contractor for a residential project. After the contractor refused to pay, we commenced a lawsuit against the contractor, as well as a lien foreclosure action against the homeowner. The contractor was later deemed uncollectible. Although our client did not have a direct contract with the homeowner, we properly asserted their lien rights and successfully negotiated a payment with the homeowner through mediation. Not only was our client able to recover the funds owed, they were also able to avoid the costs and expenses of a foreclosure action.

Business Practice Group

In our Business Practice Group we assist our clients with day to day legal issues as well as provide insight on technical matters concerning commercial transactions and business litigation. Throughout the Business Practice Group, we are able to help our clients grow their businesses and protect their interests by avoiding risk and ensuring legal compliance. Whether we are reviewing and drafting contracts or working in tandem with our litigation department to enforce our

clients' rights, our focus is on the specific needs of your business.

At Wagner, Falconer & Judd, Ltd., we routinely advise our clients on multimillion dollar procurement negotiations as well as draft national product distribution and supply agreements from both the purchaser's and seller's perspective. We have found that proactively drafting favorable terms of purchase and sale agree-

ments, and working closely with our clients to ensure sound business practices, creates superior results.

We pride ourselves on quickly responding to your legal needs. Whether a review of a large procurement contract or a short amendment to an already existing agreement, we will do what is necessary to make your priority our priority.

On-Site Attorney Program

Not all legal issues can be compartmentalized into a single conversation or project. In these situations, it is often helpful for small and mid-sized companies to have a professional available who will make themselves familiar with your business and circumstances. At Wagner, Falconer & Judd, Ltd. we understand this need and have created the On-Site Attorney Program where one of our experienced attorneys is available to spend a portion of or an entire day at a client's facility on a routine basis.

One of our clients is experiencing tremendous growth and has benefited from having an on-site lawyer present one day a month to assist with ongoing negotiations, drafting, litigation, dealer termination and other general legal matters. In order to make the program cost effective Wagner, Falconer & Judd, Ltd. agreed to a per diem rate for each day's work.

With the firm's assistance, the client has put in place terms and conditions or purchase and sale agreements that will better protect their business. Together we also drafted a new dealer agreement,

managed a number of dealer terminations and negotiated a number of national account customer agreements.

Understanding that effective assistance often must extend beyond just the general counsel, Wagner, Falconer & Judd, Ltd. has provided on-site assistance and training in terms and conditions of sale and purchase agreements, protecting lien and bond rights and software tools to enhance their collection practice.

Commercial Litigation

We understand that not all legal situations can be anticipated. As such, we have experienced professionals should you need to protect your rights through litigation.

A manufacturing and distribution client retained Wagner, Falconer & Judd, Ltd. to defend them in a suit filed by a former customer, a Chicago based law firm. The lawsuit alleged our client's customer

contract contained an illegal and fraudulent liquidated damages provision. Since the same provision was present in hundreds of customer contracts, the plaintiff moved to certify the suit as a class action. The complaint contained a demand for punitive damages and attorney's fees.

Through our extensive connections throughout the country, we partnered with a Chicago based law

firm to defend the case. Following a series of motions, we convinced the court to dismiss the fraud and punitive damages allegations. After taking discovery and further motion practice, we persuaded plaintiff's counsel that the case was not appropriate for a class action because the contract provision was not used in every contract and was not uniformly implemented. At that juncture the case was able to be cost effectively settled.

Our experience has provided us with numerous resources at our disposal that will allow us to address your concerns quickly. Wagner, Falconer & Judd, Ltd. has created national databases on various topics from franchise and dealership laws to non-compete clauses in employment contracts. A sample of the dealer/franchise database is available for your viewing in the back of the conference room. These unique resources allow us to make fast, accurate assessments of your situation in hours rather than days. With these resources, we are able to assess the risks and liabilities that our clients face in any number of situations.

How to Contact Us

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