



Partner

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(856) 354-3031

**Haddonfield, NJ**

**Practice Areas**

Business Counseling

Nonprofit Law

**Admitted**

New Jersey

New York

**Education**

Bucknell University

Bachelor of Arts, cum laude, 1971

Duke University Law School

Juris Doctor, with Distinction and Order of the Coif, 1975

James H. Carll specializes in the practice of corporate law, with a special emphasis on corporate governance and complex business transactions. He served as Chairman of Archer's Board of Directors from 2002 to 2019 and Chair of the Firm's Corporate Department from 1991 to 2013.

Throughout his career, Jim has provided corporate representation to companies ranging from local businesses to public corporations to large privately-held enterprises. Within the corporate area, he has developed particular expertise in the following areas:

**Corporate Governance.** Jim regularly provides advice to Boards of Directors with respect to corporate governance, including fiduciary, regulatory, legal risks and obligations, executive compensation, corporate structure, corporate and executive succession planning, shareholder relations and resolution of shareholder conflict.

**Mergers and Acquisitions.** Jim has represented numerous buyers and sellers of businesses, many of which involved large, sophisticated transactions. These transactions include the sale or purchase of publicly-traded companies, acquisitions involving financially-distressed sellers, purchases of intellectual property rights, foreign acquisitions and acquisitions with purchase prices ranging to over one - half billion dollars.

**Financings.** Jim has been involved in financings involving virtually every type of financing vehicle, including public and private financings, bank financings, foreign placements of debt, venture capital fundings, the sale of convertible debt, sale/leaseback transactions, and asset securitizations. Financings have ranged from routine bank financings to complex structures up to one billion dollars.

**Not-For-Profit Organizations.** Jim has acted as outside general counsel to non-profit organizations, including business and trade groups, cultural institutions, scientific organizations and urban development corporations. His knowledge in this area has been augmented by serving on the Board of Trustees of a number of non-profit organizations.

**Representative Experience**

- Advised the Board of Directors of public and private companies with respect to their fiduciary, regulatory and legal obligations
- Represented closely-held corporation with respect to family shareholder conflict

- Represented private company in structuring equity compensation program
- Represented acquirer in the purchase of the assets of a financially distressed competitor, for a total consideration of over \$400 million
- Represented borrower in a syndicated one billion dollar asset back securitization
- Represented privately held business in its merger with a publicly-traded competitor, resulting in the elimination of a competitor and the client becoming a publicly-traded entity
- Represented major fleet leasing company in the formation of a titling trust and subsequent financing transactions involving over \$3 billion of debt financing
- Represented non-profit institution in spin-off of for-profit venture
- Represented public company in its going-private transaction
- Formation and subsequent representation of major new regional cultural institution
- Represented companies in their venture capital investments
- Represented nationally known research institute in its European joint venture
- Represented client in its initial and secondary public offerings
- Represented borrower in its \$500 million dollar TALF (Term Asset-Back Securities Loan Facility) financing

### **Professional And Community Involvement**

- Member of the Board of Directors of UM Holdings, Ltd. (formerly United Medical Corporation)
- Member of the Board of Directors of Cybex International, Inc., a NASDAQ company which manufactures and distributes premium fitness equipment, from 1997 to 2013
- Member of the Board of Directors of South Jersey Bancorp, a bank holding company, until its merger in 1999
- Variety of leadership positions within The Union League of Philadelphia
- Member, Board of Directors of the Chamber of Commerce for Greater Philadelphia
- Member of the Executive Committee, Coopers Ferry Partnership
  - Vice Chair of the Board of the Greater Camden Partnership prior to its merger with Coopers Ferry Partnership
- Trustee, Foundation for Individual Liberty
- Member of Steering Committee of the Greater Philadelphia Energy Action Committee
- Member of the Business Advisory Council of the School of Business at Rutgers/Camden
- Member of the President's Council, Washington College, 2012 to 2018
- Past Chair of the Board of Trustees of PENJERDEL, a tri-state organization of business leaders
- Past Chair of the Board of Trustees of the Center for Aquatic Sciences (an education, science and community outreach organization)

- Former member of the Board of Trustees and Executive Committee of the Chamber of Commerce of Southern New Jersey

### **Awards And Recognition**

- Leadership Award, Rutgers University/LEAP Academy
- Named an “Awesome Attorney” by South Jersey Magazine in the area of Securities multiple years
- Named a “Top Attorney” by SJ Magazine in the area of Securities multiple years