



Kohrman Jackson & Krantz^{PLL}

Kohrman Jackson & Krantz PLL is a Cleveland-based law firm representing individuals and companies throughout Northeast Ohio and the United States. Founded in 1969, we are dedicated to providing our clients with the resources and knowledge needed to solve their legal issues, and have the expertise to handle the most sophisticated business transactions and complex litigation.

- **CORPORATE**
 - **SECURITIES**
 - **TECHNOLOGY AND INTELLECTUAL PROPERTY**
 - **REAL ESTATE**
 - **PUBLIC FINANCE**
 - **TAX**
 - **LITIGATION**
 - **TRUSTS AND ESTATES**
 - **BANKRUPTCY AND CREDITORS' RIGHTS**
 - **LABOR AND EMPLOYMENT LAW**
 - **DOMESTIC RELATIONS AND FAMILY LAW**
 - **HEALTHCARE**
 - **COMMERCIAL FINANCE**
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CORPORATE

We engage in a diverse and sophisticated corporate practice involving the representation of a wide range of public and private corporations, limited liability companies, partnerships and individuals.

We counsel clients conducting business transactions in the United States and abroad. Our services run the gamut from formation and capitalization of start-up companies, private equity funds and fundless sponsors, venture capital transactions, mergers and acquisitions, restructurings and recapitalizations to succession planning for closely-held businesses.

We also assist our clients in all aspects of their day-to-day business that require legal attention, including advising them as to their corporate governance and structure, preparing employment agreements, advising shareholders in buy-sell agreements and disputes, negotiating contracts with customers, suppliers and distributors, preparing confidentiality agreements, advising on executive compensation, and dealing with government agencies on regulatory matters.

Engagements representative of our corporate and finance practice include the following:

Private Equity/Venture Capital

- Representing two private equity companies in the \$140 million sale of an aviation logistics business with international operations
- Assisting a private equity sponsor with leveraged recapitalizations and consolidations of several leading privately-held clinical drug testing companies in transactions totaling \$126 million
- Representing a \$25 million fund formed to invest in middle market wholesale distribution and logistics organizations

- Assisting a private equity group with the \$22 million leveraged recapitalization of a consumer products company located in the Southeastern U.S.
- Representing a fundless sponsor in a \$21 million leveraged acquisition of a national retailer of patio and outdoor furnishings
- Aiding in the formation of a \$15 million fund that invests in Israeli technology companies with operations in the Great Lakes Region
- Representing a private equity group in the acquisition and financing of a leading provider of airport ground handling services to the air cargo industry
- Aiding the purchaser of an offshore trust administration company that has branches in the Bahamas, Geneva, Jersey and Canada
- Counseling a portfolio company in connection with the strategic add-on acquisition of a competitor that had filed for bankruptcy protection

Manufacturing

- Representing a publicly-held maker of friction materials and parts in a \$413 million sale of the company
- Advising a publicly-held manufacturer with net sales in excess of \$200 million in the formation and acquisition of businesses located in the United States and abroad
- Counseling a leading manufacturer of aerospace components in the negotiation of long-term supply agreements
- Advising a publicly-held manufacturer in the \$94 million sale of a primary business segment with operations in China
- Representing a privately-held holding company in the acquisition of several steel foundries with combined assets valued at more than \$80 million
- Representing a leading manufacturer of traction motors and electric coils for rail and power generation markets in the sale of its business
- Structuring the leveraged buyout of a privately-held plastics company with multiple locations in the Eastern U.S.

- Advising a leading supplier of military and emergency preparedness rations, food product contract manufacturing services and foodservice products

Retail/Service Industries

- Advising a publicly-held retail supermarket in its merger with one of the largest privately-held retail supermarkets
- Counseling a large regional beer and wine distributor with over \$57 million of acquisitions of competing distributors
- Representing the owners of a direct marketer of women's apparel, cosmetics and accessories, health-related merchandise and discount buying clubs in a \$49 million leveraged buyout
- Representing a client in connection with the acquisition, growth and sale of a multi-state chain of retail optical stores
- Assisting stockholders with the sale of a privately-held newspaper company for \$37 million
- Assisting a business owner with a \$30 million sale of multiple auto dealerships
- Acting as counsel to a family business in the sale of a regional chain of 55 service stations and convenience stores

Technology

- Representing the leading provider of radio systems for police, fire and other first responders in procurement of government contracts
- Representing a public company engaged in the construction, financing and operation of wireless communication systems throughout the United States
- Representing a provider of web-based data services for financial institutions in its first several rounds of financing
- Advising a startup company in raising capital to support its integrated network video solutions business
- Counseling a startup provider of business continuity, disaster avoidance and recovery services and colocation solutions and technologies
- Acting as counsel to a provider of web-based employment screening solutions

Energy

- Assisting a publicly-held diversified natural gas utility with \$38 million in strategic acquisitions of other natural gas utility businesses
- Counseling a start-up synthetic oil company regarding its capitalization, energy marketing agreements and protection of proprietary technology
- Representing a publicly-held natural gas utility in its expansion through several Marcellus Shale projects
- Advising a start-up wind energy company that is exploring the feasibility of locating wind turbines in Lake Erie

Insurance/Health Care

- Assisting a publicly-held medical insurance holding company to acquire additional medical insurance companies with combined assets of more than \$650 million
- Advising stockholders of a company providing billing services to the health care industry in a \$90 million sale and recapitalization transaction
- Representing a start-up teleradiology company in raising capital, key client and service agreements, and corporate structure

For more information about our corporate practice, please contact either Steven C. Bersticker at 216-736-7219 or scb@kjk.com, or Marc C. Krantz at 216-736-7204 or mck@kjk.com.

SECURITIES

We represent clients of all sizes, ranging from start-ups seeking angel investors to large publicly-held corporations. Our attorneys have extensive experience counseling our diverse clientele on a wide array of securities issues, including debt and equity financing, capital formation via both public offerings and private placements, '34 Act reporting for public companies, directors, officers and other "control" persons, state "blue sky" compliance, tender offers and proxy contests.

We also counsel brokerage firms, individual brokers and investment advisors in matters of ongoing regulatory compliance, and have comprehensive experience working with regulatory authorities such as the Securities and Exchange Commission, the National Association of Securities Dealers, the Ohio Division of Securities and the stock markets and exchanges. Our litigation group represents broker-dealers and investment advisors in arbitrations and enforcement matters.

Representative transactions in which we have been involved include:

- Representing a publicly-traded manufacturing company in its acquisition by another public company in a tender offer for approximately \$413 million
 - Representing an internet start-up having a valuation in excess of \$40 million in its formation and structuring, and assisting it with its first three rounds of private financing
 - Counseling the new management group of an Amex-listed real estate company in connection with the reorganization of its properties and capital structure
 - Representing a publicly-held insurance company in a \$45 million secondary offering
 - Serving as underwriters' and bond counsel in connection with the issuance and refunding of revenue bonds issued by the City of Cleveland
 - Counseling a publicly-held real estate investment trust in its reorganization and a roll-up transaction involving the acquisition of a self-storage company valued at \$25 million
 - Representing a publicly-held utility holding company in a \$21 million secondary offering of primary and secondary shares
 - Advising a dissident shareholder in successful proxy contests for control of publicly-held utility companies
 - Representing a manufacturing company issuing \$100 million of senior notes in a 144A offering and
- an exchange of those notes for notes registered with the Securities and Exchange Commission
 - Assisting a manufacturing company in its initial public offering of \$100 million of common stock
 - Representing a significant shareholder of a publicly-traded bank in connection with his proposal to eliminate the staggered board structure
 - Representing a publicly-held company in connection with a reverse stock split and "going private" transaction
 - Representing a retail eye ware company in its initial public offering, subsequent secondary offering and eventual acquisition in a public tender offer
 - Assisting a manufacturer and distributor of medical devices to go public by reverse merging with a registered shell company
 - Securing state tax credits available to start-up technology companies and their investors
 - Representing an investor group in connection with obtaining control of registered shell company and the subsequent acquisition of a railroad tie reclamation and disposal company
 - Advising a major shareholder in a proxy contest to elect new directors of a publicly-held real estate investment trust
 - Representing a registered investment advisor in the formation of hedge funds, including preparation of private placement documents
 - Representing a publicly-held natural gas utility company in a \$15 million rights of offering

For more information about our securities practice, please contact Marc C. Krantz at 216-736-7204 or mck@kjk.com, or Christopher J. Hubbert at 216-736-7215 or cjh@kjk.com.

TECHNOLOGY AND INTELLECTUAL PROPERTY

We fulfill the changing needs of our clients in today's rapidly evolving technological environment. We counsel both emerging and established companies engaged in technology-related businesses such as telecommunications,

software development and e-business. We are also experienced in assisting traditional brick-and-mortar businesses with their technology and web-related needs.

Our technology and intellectual property counseling services include patent, trademark, copyright and trade secret protection and defense. We assist our clients in maximizing the value of their technology and intellectual property assets through management, licensing and other strategic agreements. In an increasingly global market, we provide solutions for our clients' trademark, trade dress, unfair competition, Internet, and trade secret concerns. We also provide counseling and advice on data mining, taxation and outsourcing issues.

The services our technology and intellectual property attorneys have provided include:

- Representing a publicly-traded provider of B2B e-commerce services to the travel industry
- Defending First Amendment political campaign rights against claims of trademark and copyright infringement
- Representing a private company engaged in multi-media compression, bandwidth streaming and distribution of video and audio over the Internet
- Securing trademark, copyright and trade dress protection for cosmetic and spa product lines
- Representing an Internet subsidiary of a publicly-held insurance company (a B2B e-commerce agent exchange providing insurance products over the Internet) in its formation and assisting with its initial financing
- Intellectual property estate valuation
- Advising universities with respect to procedures and policies for academic inventions and joint development with industry associations
- Advising a manufacturing company in the direct public offering of its stock over the Internet
- Advising a software developer with respect to protecting and licensing its products

- Representing an Internet start-up having a valuation in excess of \$40 million in its formation and assisting it with its first and second rounds of financing
- Serving as securities counsel to a publicly-held provider of discount and on-line brokerage and related financial services
- Representing a public company engaged in the construction, financing and operating of wireless communication systems throughout the United States, and advising it regarding a three-party consolidation of telecommunications businesses

For more information about our technology and intellectual property practice, please contact David R. Posteraro at 216-736-7218 or drp@kjk.com.

REAL ESTATE

We are engaged in a comprehensive real estate practice representing a wide array of clients. Our attorneys counsel buyers and sellers, landlords and tenants, and borrowers and lenders in all categories of real estate transactions, and builders and developers of all kinds, including builders of single family homes, condominiums and apartments, and developers of shopping centers, hotels and office buildings.

We are involved in every phase of the process from land acquisition through construction financing, lease-up and permanent financing. Following project completion, we assist in the leasing and management of the property by drafting and negotiating leases and dealing with problem tenants.

We also represent contractors and subcontractors seeking payment for their work through material men's liens, public works liens, bond claims, and subsequent litigation. We also regularly handle refinancings and negotiate workouts on behalf of borrowers and lenders.

Among the transactions we recently have handled are:

- Construction and financing of shopping centers in Ohio, Illinois and Virginia
- Construction and financing of apartment and mixed-use developments in Florida, Ohio, Arizona and Virginia
- Construction and financing of condominium developments in Ohio, Georgia and Arizona
- Acquisition and financing for over 150 single tenant retail and commercial sites in 17 states
- Counsel to borrower in a \$19 million securitized mortgage-backed refinancing transaction of a multi-tenant major retail shopping center
- Representation of a developer in the re-development of multi-vacant properties in major metropolitan business districts, which involved bonds, state-funded loans for vacant property initiative, historic tax credits (state and federal), TIFF, recovery zone bonds and new market tax credits
- Representation of medical professionals in a note participation financing transaction providing unsecured capital to facilitate the refinancing of a medical building
- Representation of a buyer of a shopping center in negotiation of its purchase and sale
- Representation of buyer in connection with securitized mortgaged-backed transaction with value of \$5.9 million
- Representation of multiple borrowers in connection with securitized mortgaged-backed transaction with respect to issuance of non-consolidation of legal opinions and related structuring of special purpose entities (SPEs) in order to comply with rating agency requirements
- Counsel to senior lender in stand-by bond purchase agreement and related unsecured revolving credit facility to finance private higher education facility
- Representation of real property owners and lenders in connection with loan workouts, forbearance agreements, note purchase transactions, short sales and deeds in lieu of foreclosure with respect to various types of real estate transactions
- Representation of major local developer with the reorganization of its capital structure, including approximately 50 properties valued in excess of \$220 million, in connection with the resolution of various partnership disputes
- Representation of developer in the acquisition of an 11 shopping center portfolio valued at \$200 million, in connection with the settlement of litigation
- Representation of hotel developer in refinancing three hotels with aggregate loan values in excess of \$50 million
- Representation of fast food franchise operator in leasing and purchase of 30 properties throughout Ohio and Florida
- Representation of manufacturing client in restructuring its real estate portfolio through sale/leaseback and lease transaction
- Representation of non-profit client seeking historic tax credit approval for building renovations valued at \$2 million
- Representing the developer of a 650,000 square-foot office complex in downtown Cleveland, including negotiating joint venture agreements, construction and permanent financing and negotiating and drafting leases with sophisticated national tenants
- Representing a multi-location Cleveland automobile dealer in the sale of dealership real estate to a national real estate investment trust
- Selling and leasing of an 800,000 square-foot warehouse complex
- Developing, acquiring, selling and financing several major hotel properties located throughout the eastern United States

- Negotiating and drafting anchor, “big box,” in-line and outparcel leases on behalf of both landlords and tenants in shopping centers throughout the United States
- Representing a local developer in site acquisition, leasing, construction and financing of multiple store locations for a major national drugstore chain

The Real Estate Practice Group recently launched the Ohio Real Estate Blog, where they regularly blog on Ohio real estate issues. The blog is located at <http://ohiorealestateblog.blogspot.com>.

For more information about our real estate practice, please contact Steven A. Marrer at 216-736-7267 or sam@kjk.com, or Anne T. Corrigan at 216-736-7227 or atc@kjk.com.

PUBLIC FINANCE

We strive to find creative approaches to all types of projects and public securities offerings involving public bodies and public/private partnerships. Representative experience of our attorneys includes a broad range of public finance transactions involving offerings for municipalities, educational institutions, health-care providers, and non-profit and private corporations in direct and conduit borrowing. Our business attorneys practicing law in public finance have also served as counsel to cities, counties, state government, port authorities and other government entities. We have served as bond counsel and as counsel to underwriters, placement agents, borrowers, lenders, letter of credit providers and fiduciaries.

By way of example, our attorneys have acted as underwriters' counsel for municipal clients, including the City of Cleveland, in municipal financings for general obligations and for water, sewer, and other improvement projects, as well as financings for other physical facilities and equipment purchases. These projects have involved building

authority, special assessment, transportation fund, tax increment, revenue and refunding bonds.

We have also acted in various capacities in tax-exempt and taxable financings by and through various state agencies. We serve as counsel for the Ohio Department of Development in connection with its tax-exempt finance work, including State 166 Loans and Enterprise Bond Fund transactions.

In addition to our experience on behalf of issuers in the State of Ohio, we have acted as underwriter's counsel to investment banking firms and others involved in the issuance of securities. Our underwriter's counsel practice includes advising clients on federal and state securities laws, the Internal Revenue Code and other local, state and federal law, including state “blue sky” compliance.

Our attorneys draw from a sophisticated set of tools to achieve client goals for each specific transaction. Our attorneys also have significant expertise in related areas of law, such as banking, tax and real estate. Among our lawyers, we have former bankers, capital markets licensed securities brokers, corporate credit analysts and accountants. Other relevant expertise includes tax increment financing, derivatives and other capital market products, various types of credit enhancements, intercreditor negotiations in complex, multilayered financings, and business restructuring and recapitalizations for troubled bond offerings.

Our experience also includes:

- Serving as bond counsel for the issuance of tax-exempt development bonds issued by an agency of the State of Ohio.
- Serving as counsel to the State of Ohio in connection with various public and private finance and development projects.

- Serving as counsel to numerous Wall Street underwriters in connection with housing finance programs initiated by a government sponsored enterprise (GSE).
- Serving as counsel to underwriters and issuers in connection with public and private offerings of equity and debt securities.

For more information about our public finance practice, please contact Anne T. Corrigan at 216-736-7227 or atc@kjk.com.

TAX

We provide businesses and individuals with sophisticated and comprehensive counseling in the areas of federal, state and local taxation. We advise clients on a wide range of tax issues including business transactional planning and structuring, real estate, finance, compensation planning, mergers, acquisitions, divestitures and restructurings, tax controversy, tax-exempt status for charitable organizations, succession planning, state and local tax matters and international taxation. Our tax attorneys provide creative practical tax planning in all aspects of KJK's transactional practice. Our tax clients include publicly traded and privately held business entities, state and local governments and public bodies, nonprofit organizations and individuals.

Business Transactional Planning and Structuring

We are engaged in a broad-based business transactional planning and structuring practice. Our attorneys combine sophisticated planning concepts with practical approaches to achieve our clients' goals. We consult with businesses at all stages of their development, from the initial choice of entity structure and issues with daily operations, through acquisitive and growth transactions, to dispositions and succession planning.

We offer tax advice on all types of business transactional issues, including:

- Choice of entity structuring with extensive experience in advising C corporations, limited liability companies, limited partnerships, limited liability partnerships, joint ventures, and entities that have elected S status or to be treated as disregarded entities with respect to tax planning and meeting compliance obligations
- Partnership tax issues such as contributions and distributions, profit, loss and tax allocations, allocation of partnership liabilities, disguised sales and mixing bowl transactions, capital account maintenance rules, restructurings and terminations
- Advising venture capital and investment funds regarding fund structure and tax consequences
- Tax accounting issues
- Individual income tax planning

Real Estate

We have extensive experience advising clients with respect to the acquisitions, ownership and disposition of real estate including the following:

- Like-kind exchanges
- Real estate investment trusts (REITs)
- Sale-leasebacks
- Sales of real property
- Distressed real estate

Finance

We provide tax planning and advice to public and private clients with respect to the tax treatment of various forms of debt and equity financing including the following:

- Debt restructuring
- Cancellation of indebtedness income
- Imputed interest and original issue discount
- Deductibility of interest

- Structuring economic development incentives such as TIFs, JEDDs and CEDAs
- Historic rehabilitation and New Markets tax credit transactions
- Tax abatement
- Technology and other economic incentive credits

We also have experience in a broad range of tax-exempt and taxable public finance transactions involving real estate construction, development and finance for municipalities, counties, state government, port authorities, educational institutions, health care providers and non-profit and private corporations acting as counsel to these governmental entities as bond counsel and as counsel to underwriters, placement agents, borrowers, lenders, letter of credit providers and fiduciaries.

Compensation Planning

We advise employers and employees regarding the tax consequences of various forms of compensation structures including the following:

- Employment, consulting and change in control agreements
- Profits interests
- Incentive compensation and bonus plans
- Qualified and non-qualified stock options, restricted stock and phantom stock plans
- Employee stock purchase plans and ESOPs
- Deferred compensation plans for public and private employers
- Golden parachutes
- Revising and structuring compensation and programs for compliance with Code Section 409A
- Federal, state and local withholding requirements
- Tax treatment of settlements
- Tax impact of mergers, acquisitions and dispositions and related compliance and reporting requirements
- Executive compensation package design

- Split-dollar life insurance and other insurance funded plans
- “Top Hat” plans
- Rabbi trusts
- Section 457 plans for tax-exempt employers and state and local governments
- Reporting requirements and disclosures
- Welfare benefit plans
- Employment status

Mergers, Acquisitions, Divestitures and Restructurings

We assist clients in arranging and implementing tax-efficient structures for acquisitions, divestitures and restructurings including the following:

- Tax-free and taxable mergers and acquisitions
- Divisions
- Conversions
- Recapitalizations
- Spin-offs, split-offs and split-ups
- Sales of business interests or assets
- Intra-group transactions
- Net operating losses
- Bankruptcy tax
- Tax issues in merger and acquisition agreements, financing documents, stock and asset purchase agreements and buy-sell agreements

Tax Controversy

We consult with clients in handling federal, state and local tax controversies and disputes at all levels including the following:

- Negotiations at audit and appeals levels and litigation
- Tax refunds
- Filing and presenting protests at IRA appeals level
- Offers in compromise
- Trust fund liabilities

- Obtaining private letter rulings from the Internal Revenue Service.
- Negotiating settlements
- Tax liens and foreclosures

Tax-Exempt Status for Charitable Organizations

We have assisted clients in establishing and operating tax-exempt nonprofit organizations including counseling clients on the following:

- Selection and implementation of organizational structure
- Federal and state issues related to the formation of nonprofit organizations
- Qualification of nonprofit organizations as tax-exempt organizations
- Tax and corporate planning related to operational issues and policies
- Establishing and maintaining fundraising programs and compliance with related federal and state fundraising regulation requirements
- Establishing and maintaining charitable giving programs
- Corporate governance and board structure recommendations
- Obtaining local property tax exemptions
- Structuring mergers, reorganizations and joint ventures with for-profit entities
- Structuring supporting organizations
- Structuring and management of for-profit subsidiaries
- Tax issues unique to tax-exempt organizations including unrelated business taxable income, private benefit and inurement, excise taxes applicable to excess benefit transactions and excise taxes and special rules applicable to private foundations
- Mergers and acquisitions of tax-exempt organizations
- Dissolution and liquidation
- Tax reporting and disclosure

- Seeking ruling requests from the Internal Revenue Service
- Tax controversy representation before the Internal Revenue Service and representation before the Ohio Attorney General
- Nonprofit corporate state law issues
- Compliance issues and record keeping requirements, including gift acknowledgment requirements
- Advising boards of trustees or directors and compensation committees of non-profit entities concerning their obligations under applicable tax laws and executive compensation rules

Succession Planning

We advise business owners on tax efficient options for succession planning including the following:

- Tax minimizing exit strategies for sellers of businesses
- Buy-sell agreements and insurance arrangements
- Designing family limited partnerships and limited liability companies
- Leveraged gifting
- Designing charitable foundations and supporting organizations and implementing charitable plans
- Asset protection planning
- Domicile planning
- Retirement planning
- Key employee compensation
- Preferred stock recapitalizations

State and Local Tax Matters

We assist clients with respect to all matters of Ohio state and local individual and business taxes including the following:

- Ohio's Commercial Activity Tax
- Sales and use tax – Ohio and multistate
- Pass-thru entity tax
- Real property tax

- Individual and fiduciary income tax
- Withholding tax issues
- Estate tax
- Municipal income tax

International Transactions

We assist clients regarding the structure and tax consequences of foreign operations including the following:

- Operational structuring
- Implementing inbound and outbound transactions
- Income sourcing and taxation of operations
- FIRPTA
- Tax treaty matters

For more information about our tax practice, please contact Kevin T. O'Connor at 216-736-7213 or kto@kjk.com.

LITIGATION

We practice sophisticated, result-oriented litigation. Our approach mirrors the firm's overall philosophy of providing innovative representation that recognizes business realities and is both economical and responsive to our clients' individual needs.

The lawyers in our litigation practice group have experience in the successful resolution of a broad range of commercial and regulatory matters, including construction, contracts, creditor disputes, employment issues, fraud, securities and shareholder litigation.

We are also experienced in representing national broker-dealers, clearing firms and individual brokers in securities arbitration work and other regulators.

Though we regularly win substantial victories for our clients, success is often measured by business decisions that impact how a client should proceed. Our attorneys understand that litigation can be time-consuming,

emotionally stressful and expensive.

Accordingly, we can often prevent a lawsuit through judicious negotiation and counseling.

Our successes include:

- Successfully represented insiders of public company in shareholder lawsuit involving the sale of a public company
- Successfully represented an ousted company president and shareholder in a fraud action against an acquiring shareholder
- Represented the State of Ohio Department of Insurance in formulating, presenting and obtaining approval of an insolvent insurance company's rehabilitation plan
- Obtained temporary restraining order preventing dissident shareholders of a publicly held company from voting their shares at a shareholder meeting in violation of contractual obligation
- Successfully represented medical supply company and lessor of MRI equipment against hospital/ lessee that breached long term equipment lease
- Obtained seven figure award in California arbitration against Fortune 100 company in claim involving breach of contract and fraud in the sale of an aerospace subsidiary
- Gained multiple victories in injunction cases brought to enforce anti-competition clauses in employment agreements
- Obtained dismissal of securities arbitration cases against national broker-dealers and individual brokers based upon claims of unsuitability and fraud
- Significant return for not-profit institutions involved in investments of CDO's
- Represented national broker-dealer and broker against claims by broker's wife who alleged fraud, theft and mismanagement of inheritance
- Successful representation of New York artist wrongfully induced to become a limited partner in a fraudulent hedge fund investment

For more information about our litigation practice, please contact Brett Krantz at 216-736-7238 or bk@kjk.com.

TRUSTS AND ESTATES

We provide complete and comprehensive probate counsel, including litigation services and advice on all matters connected with the administration and accounting of trusts and estates. Our probate attorneys have years of comprehensive experience and are skilled in providing kind and compassionate assistance to those families forced to deal with the often devastating legal effects of disability and death.

The members of our trusts and estates group are able to apply a variety of sophisticated planning devices designed to pre-serve and protect a family's assets while minimizing the income, estate, gift and generation skipping transfer taxes associated with the lifetime and/or testamentary transfer of wealth. We provide services ranging from the development of a basic estate plan to complex arrangements for the transmission of wealth to younger generations with minimal tax implications.

We also provide integrated succession planning to our corporate and closely-held business clients. We believe in utilizing a team approach, involving the client's accountant, financial advisor, insurance agent and other professional advisors in a concerted effort to achieve the client's planning objectives.

For more information about our trusts and estates practice, please contact Karen L. Greco at 216-736-7214 or klg@kjk.com.

BANKRUPTCY AND CREDITORS' RIGHTS

The attorneys in our bankruptcy and creditors' rights practice group have extensive experience in handling all of the legal aspects arising out of troubled business situations. Because of our experience in bankruptcy court and in state court receiverships, we are well suited to negotiate

on behalf of our clients from the first moment that they confront their own financial difficulties or the problems caused by their suppliers, customers, landlords, tenants, lenders or joint venturers.

We have represented debtors in Chapter 11 reorganizations and liquidations, Chapter 7 and Chapter 11 trustees, the non-debtor partners of debtors, the purchasers of assets from bankruptcy estates, and the purchasers of the equity of reorganized debtors. We have successfully prosecuted and defended hundreds of preference and fraudulent conveyance actions. Our attorneys have successfully prosecuted and successfully defended involuntary bankruptcy petitions against corporate debtors and nondischargeability actions against individual debtors.

We have all of the core competencies necessary to address the business and litigation aspects of these bankruptcy and receivership representations: We have exceptionally strong commercial litigation, securities, mergers and acquisitions, taxation, and labor and employee relations practices.

Our recent successes include:

- The sale of a private university through a state court receivership
- The recovery of almost \$2 million on behalf of a Chapter 7 trustee by unwinding the payments of a Ponzi scheme
- The cooperative sale of the assets of a troubled builder by means of bankruptcy intervention
- The affirmation by the Sixth Circuit Court of Appeals of the extension at the trial court level of our lender client's lien to the assets of successor corporation that had filed for bankruptcy
- The protection of our lessor client's assets from inclusion as assets of the estate of its bankrupt tenant

- The structure of a client financing package to keep an insolvent business in operation long enough to permit the client to purchase through a bankruptcy sale the desirable assets as a going concern
- Resolving an action that sought to hold an officer of a bankrupt corporation personally liable for more than \$500,000 of the corporation's obligations
- Obtaining a voluntary dismissal of an action which sought \$1 million in damages from our client for allegedly assisting an insolvent debtor to defraud its creditors
- Negotiating debtor-in-possession financing to provide for full payment to our client, who was the largest secured creditor
- Obtaining payment in full for a client who sold over \$100,000 worth of goods to a company just prior to its filing a Chapter 11 bankruptcy
- Successfully defending an action seeking to have more than \$1 million declared nondischargeable. The plaintiff creditor unilaterally dismissed the case a week before trial
- Winning a Sixth Circuit appeal on the question of whether a lessor is entitled to be paid in full when a debtor vacates leased premises before month's end

For more information about our bankruptcy practice, please contact Mary K. Whitmer at 216-736-7255 or mkw@kjk.com, or James W. Ehrman at 216-736-7298 or jwe@kjk.com.

LABOR AND EMPLOYMENT LAW

Our labor and employment practice encompasses all aspects of the employment relationship in both union and non-union settings. We provide advice, counsel and litigation experience to businesses of all sizes — from large Fortune 500 companies to small and medium size businesses.

We assist employers to improve employee communication, increase efficiency and decrease the risk of litigation through a proactive approach, including the development of personnel policies and employee handbooks. Our innovative employment audit and policy review programs help our clients avoid employment-related issues before they turn into lawsuits.

We counsel our clients on the most difficult employment and human resources decisions, including the structuring of necessary workforce reductions, in order to both maximize financial objectives and minimize exposure to litigation. This includes layoff strategies, plant shutdowns and issues surrounding the enforceability and advisability of severance agreements with individual employees. We provide advice to our clients with respect to employment, executive compensation, non-competition, confidentiality and similar agreements, and we guide our clients through the maze of state and federal laws affecting the workplace.

We represent employers in federal and state court, in defense of discrimination lawsuits, wrongful discharge claims and related employment actions. We have extensive experience representing employers in disputes involving non-competition agreements, the misappropriation of trade secrets and efforts by competitors to solicit and hire their employees. We also defend employers and plan sponsors from employee benefit claims under ERISA.

On the administrative side, our attorneys regularly appear before the Equal Employment Opportunity Commission, the Department of Labor, and similar state agencies to defend our clients against discrimination charges based upon race, sex, age, handicap and religion, as well as wage and hour and unemployment charges.

We have considerable expertise in traditional labor matters as well, including union avoidance, collective bargaining, contract administration, labor arbitrations, strike maintenance and all manners of related issues before the National Labor Relations Board and federal courts.

Recent examples of our work include:

- Successfully defending our client sued for age discrimination by a terminated employee
- Obtaining summary judgment in favor of a company charged with sexual harassment and wrongful discharge
- Obtaining an injunction to stop a former employee, in violation of a covenant not to compete, from continuing to work for a competitor
- Obtaining a favorable determination from the Equal Employment Opportunity Commission in response to a charge of race discrimination filed against our client by one of its employees
- Successfully defending our client and one of its top executives against claims alleging sexual harassment for which the executive faced personal liability
- Assisting our client in structuring a workforce reduction and negotiating severance arrangements with its employees
- Negotiating cost effective collective bargaining agreements on behalf of employers
- Assisted employer with strategies to avoid union organization
- Advised buyer of a company whose employees were unionized as to relevant acquisition strategies

For more information about our labor and employment law practice, please contact Robert S. Gilmore at 216-736-7240 or rsg@kjk.com, or Jonathan T. Hyman at 216-736-7226 or jth@kjk.com.

DOMESTIC RELATIONS AND FAMILY LAW

We offer our clients a wide range of services in the areas of domestic relations and family law. From simple to complex litigation to alternative dispute resolution processes, we combine extensive legal knowledge and sensitivity to the emotional aspects of divorce and other personal and family matters to attain the most fair, most sensible results for our clients.

We believe in providing thorough and compassionate legal counseling, helping people make informed decisions about their future, often during difficult situations. Our attorneys are experienced in all aspects of both divorce and post-divorce proceedings, including the negotiation of separation agreements and parenting plans, trial of disputed divorces, division of assets, child custody and visitation matters, child and spousal support matters and domestic violence.

We are also trained and experienced in collaborative law, divorce mediation and other alternatives to litigation to resolve family issues.

Our comprehensive domestic relations practice includes working with clients spanning a wide spectrum of economic groups. Many of our clients and/or their spouses are owners or major shareholders of closely-held businesses, giving us extensive experience settling the often complicated issues connected with business valuations and the tax aspects of divorce.

We also have thorough knowledge about the planning for and preparation of prenuptial agreements prior to marriage, and advising clients about the issues encompassing such agreements.

For more information about our domestic relations and family law practice, please contact Sarah J. Gabinet at 216-736-7206 or sjg@kjk.com.

HEALTHCARE

We understand the healthcare industry and the challenges facing healthcare providers, suppliers and insurers in this changing legal environment. We provide advice and counsel to all types of healthcare providers, suppliers and payers, including hospitals; physicians and other individual medical care providers; free-standing providers such as surgery centers; home health organizations; facilities meeting the needs of aging adults; businesses that supply equipment and technology to healthcare providers; and health insurance companies and managed care companies.

We assist our healthcare clients in a wide range of issues from start-up (choosing the best business structure, creating new ventures, and assisting in securing capital) to operations (governance, employment, intellectual property, patient care issues, contracting and regulatory issues), to termination and other changes in structure (merger and acquisitions, divestitures and bankruptcy). Our litigation team also stands ready to meet clients' needs when issues cannot otherwise be resolved.

Our attorneys have served as counsel inside hospitals, payers and other healthcare businesses and we understand firsthand the constraints placed on our clients for time and resources.

Our attorneys are actively involved in healthcare and other specialty legal associations and regularly speak and write on issues of importance to healthcare clients so we can bring this expertise to our clients when they need it.

The services our attorneys have recently provided include:

- Serving as legal counsel to the City of Cleveland in the proposed \$425 million redevelopment of the City's Convention Center and the world's first

Medical Mart, a series of showrooms for medical device, pharmaceutical, hospital, medical colleges, and other medical-related companies

- Assisting a manufacturer and distributor of medical devices to go public
- Servicing as hospital counsel for a variety of credit facilities with lending institutions
- Assisting with Joint Commission survey readiness
- Handling peer review matters from initial investigations through full hearings
- Assisting healthcare providers in joining together to create a network of providers
- Qualifying healthcare providers for federal and state tax-exempt status
- Assisting a publicly-held medical insurance holding company to acquire additional medical insurance companies with combined assets of more than \$650 million
- Advising stockholders of a company providing billing services to the healthcare industry in a \$90 million sale and recapitalization transaction
- Representing a start-up firm that has developed a preventive and predictive medical imaging platform
- Counseling an operator of dialysis centers in connection with various aspects of its business, including a joint venture with a national dialysis service provider
- Representing a start-up teleradiology company in raising capital, key client and service agreements, and corporate structure
- Advising a provider of medical imaging equipment and services in connection with all aspects of its business
- Assisting employer with strategies to avoid union organization

For more information about our healthcare practice, please contact Susan O. Scheutzow at 216-736-7228 or sos@kjk.com.

COMMERCIAL FINANCE

We counsel financial institutions, non-bank secured creditors, borrowers and junior lenders, both private and institutional, in a broad range of finance transactions.

We advise both borrowers and lenders in all types of senior, subordinated and mezzanine debt transactions, both on a secured and unsecured basis. Our attorneys are well-versed in complex debt and capital structures, and have analyzed, negotiated and documented all aspects of finance transactions, including asset based financing, floor plan financing, structured and leveraged finance, real estate finance, multiple tranche debt, intercreditor agreements, workouts, ESOP loans, health-care finance, bridge loans, letter of credit facilities, interest rate swaps and other interest rate hedges. We are also experienced in structuring transactions involving historical tax credits, new market tax credits and other governmental financial incentives.

Engagements representative of our commercial finance practice include:

- Advising a publicly-held manufacturer with net sales in excess of \$200 million and businesses located in the United States and abroad in connection with all of its financing needs
- Representing a California-based private equity fund with the \$40 million refinancing of a portfolio company, including a \$17 million dividend recapitalization
- Counseling a national retailer of consumer fireworks in the reformation of a syndicated bank group valued at \$65 million and the raising of \$10 million in related mezzanine junior secured debt
- Advising a leading provider of airport ground handling services to the air cargo industry in a \$25 million financing
- Representing borrowers in structured financings of commercial real estate, such as commercial mortgage securitization transactions ranging from \$5 million to over \$25 million
- Advising a national bank in a \$23 million multi-credit facility provided to a manufacturer of automated packaging systems
- Representing the State of Ohio in a variety of Chapter 166 economic development loans
- Counseling a privately-held plastics company in the workout of defaults under loan agreements for \$33 million of senior and subordinated debt
- Assisting medical professionals in a note participation financing transaction providing unsecured capital to facilitate the permanent refinancing of a medical building
- Advising a senior lender in a stand-by bond purchase agreement and related unsecured revolving credit facility to finance a private higher education facility
- Representing secured and unsecured convertible note holders in their investments in an early growth stage zero emission vehicle manufacturer
- Representing a national banking institution in connection with a forbearance agreement, deed-in lieu and receivership of a distressed apartment complex
- Negotiating complex subordination agreements and intercreditor agreements involving secured and unsecured parties in multi-tiered tranches of debt
- Reviewing and negotiating complex credit agreements and all types of related security instruments for financing transactions involving various types of borrowers, including manufacturers, distributors, service and leasing companies and utilities
- Counseling borrowers in complex alternative financing facilities, including private and institutional mezzanine loan and note purchase transactions
- Representing multiple types of borrowers in connection with loan workouts, forbearance agreements and third party refinancings of distressed real estate and commercial loans

For more information about our commercial finance practice, please contact Anne T. Corrigan at 216-736-7227 or atc@kjk.com, or Marc C. Krantz at 216-736-7204 or mck@kjk.com.



MORE INFORMATION

You can learn more about Kohrman Jackson & Krantz on the web at KJK.com or contact us at:

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