



## AT KJK, WE DELIVER RESULTS

At Kohrman Jackson & Krantz, we deliver results to our clients. We never lose sight that we represent clients with their own objectives and ambitions, and we make the extra effort to understand our clients, their businesses and the issues that affect them on a daily basis. This focus enables us to deliver creative and innovative legal strategies to help our clients achieve their goals.

### HOW WE WORK

As attorneys representing entrepreneurs in diverse fields, we are entrepreneurs ourselves. We understand well the importance of providing rapid, responsive and economical legal solutions to our clients.

### WHO WE ARE

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.

### AREAS OF LAW

We meet the needs of our clients by providing a broad range of legal services. Our practice areas include:

- **Corporate and Finance**
- **Securities**
- **Technology and Intellectual Property**
- **Real Estate**
- **Tax**
- **Litigation**
- **Trusts and Estates**
- **Bankruptcy and Creditors' Rights**
- **Labor and Employment Law**
- **Domestic Relations and Family Law**

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## CORPORATE AND FINANCE

Our attorneys are engaged in a diverse and sophisticated corporate practice involving the representation of individuals, public and private corporations, partnerships and limited liability companies.

We 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, negotiating loan documents, preparing employment agreements, advising shareholders in shareholder agreements and disputes, negotiating contracts with customers, suppliers and distributors, preparing confidentiality agreements for customers, suppliers and employees, preparing trademark and copyright filings, and communicating with federal and state regulatory authorities.

We also counsel our clients conducting major business transactions. This includes the formation and capitalization of start-up companies, venture capital activities, mergers and acquisitions, debt and equity financings for lenders and businesses, restructurings, workouts and recapitalizations, and succession planning for closely-held businesses. Recent significant transactions in which we have been involved include:

- Representing a publicly-held manufacturing company with annual sales in excess of \$200 million in the formation or strategic acquisition of several businesses located in the United States and various foreign countries, including China, England and Mexico
- Advising a publicly-held retail supermarket in its merger with one of the largest privately-held retail supermarkets and with the related \$475 million financing
- Representing an owner during the \$30 million sale of multiple car dealerships
- Representing a privately-held holding company in the acquisition of several steel foundries with combined assets valued at more than \$80 million
- Representing a publicly-held bank holding company in a contested \$43 million merger with another bank holding company
- Advising a privately-held plastics company in the workout of a series of defaults under its loan agreements representing \$33.3 million of senior and subordinated debt and the related revisions to its capital structure and additional capital contributions by its stockholders
- Representing a privately-held provider of web-based data services for financial institutions having a \$31 million post-money valuation in its first, second and third rounds of financing
- Advising the shareholders of a leading provider of patient eligibility, outsourced accounts receivable management and collections services valued at over \$90 million in the sale of their company to a private equity fund
- Representing a provider of medical imaging equipment, maintenance and related services located in Northeast Ohio in all aspects of its business, including commercial leasing
- Representing local and regional banks with commercial and residential financing transactions, including loan restructuring, workouts, and related litigation



## 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.

Recent transactions in which we have been involved include:

- 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
- 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 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 publicly-held company in connection with a reverse stock split and going private transaction
- Representing a publicly-traded retail company in connection with its acquisition by tender offer
- Assisting a manufacturer and distributor of medical devices to go public by reverse merging with a registered shell 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

## TECHNOLOGY AND INTELLECTUAL PROPERTY

At Kohnman Jackson & Krantz 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 multimedia 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
- 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

## 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 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.

Kohrman Jackson & Krantz also represents contractors and subcontractors seeking payment for their work through materialmen'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:

- 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
- Acquiring, selling and financing shopping center properties throughout the United States
- 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
- Representing a major Cleveland bank in the sale of a 225-unit apartment complex located in North Carolina, several commercial buildings in northeast Ohio and in leasing a variety of commercial properties taken back from borrowers
- 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

## TAX

Our tax group is engaged in a broad-based business transactional and tax planning practice. Our attorneys combine sophisticated planning concepts with practical approaches to achieve our clients' goals. We offer tax advice on all forms of business transactions, including:

- Executive compensation, including qualified and non-qualified stock options
- Tax-free and taxable mergers and acquisitions
- Corporate restructuring
- Choice of entity, including the use of single-member limited liability companies as disregarded entities for tax purposes
- Mergers and acquisitions involving S corporations, limited liability companies and partnerships
- Real estate investment trusts, or REITs
- Partnership, joint venture and real estate taxation

- Tax minimizing exit strategies for sellers of businesses
- Like-kind exchanges
- Employee stock purchase plans and ESOPs

Kohrman Jackson & Krantz also has extensive experience in handling IRS examinations at all administrative and judicial levels, as well as routine tax audits, appeals and collection matters on behalf of small businesses and individuals. Recent examples of our tax practice include:

- Representation of a cellular telephone company resulting in the dismissal without liability of a tax court case in which a tax liability in excess of \$20 million had been assessed
- Negotiation of a settlement involving a major Ohio manufacturing company resulting in a reduction of an IRS assessment of more than \$3 million

## LITIGATION

At Kohrman Jackson & Krantz, we practice smart, result-oriented trial law. Our approach to litigation mirrors the firm's overall philosophy of providing innovative representation that is both economical and responsive to our clients' individual needs.

Commercial litigation, like any other business activity, requires careful planning to achieve maximum results. We begin our representation by identifying a realizable goal and designing a course of action to achieve that goal. Kohrman Jackson & Krantz does not believe in filing pleadings first and asking questions later. We analyze the dispute in advance and identify potential problems before they arise.

Our litigation practice group is composed of lawyers with substantial experience in the successful resolution of disputes. Our experi-

ence spans a broad range of commercial and regulatory matters, including antitrust, construction, contract disputes, internal business disputes, employment disputes, securities litigation and arbitration, fraud, creditors' rights, class action and shareholder litigation.

We have substantial experience in the litigation process itself, including taking effective depositions, writing persuasive pleadings, obtaining restraining orders on short notice and trying complex commercial litigation before a judge, jury, or arbitration panel. We also employ the latest tools in litigation technology to fashion a persuasive and cost-effective presentation.

Our successes include:

- Obtaining a lucrative settlement in the largest securities class action case ever brought in Northeast Ohio
- Successfully defending brokers and brokerage firms in securities actions involving claims such as churning, breach of fiduciary duty and failure to supervise
- Gaining multiple victories in injunction cases brought to enforce anti-competition clauses in employment agreements
- Successfully defending a New York Stock Exchange listed company in complex litigation involving claims for breach of fiduciary duty
- Winning a multi-million dollar claim against the guarantor of a general partnership debt
- Successfully defending the CEO of a well-known Ohio company against a takeover attempt by his investor group
- Successfully defending newspapers against claims of defamation
- Representing policy-holders in opposing the demutualization of a large regional health insurer
- Winning a significant victory for the First Amendment in a school-board prayer case

We regularly win substantial victories for our clients, but we also measure our success by the lawsuits that did not get filed because we were able to achieve a positive resolution. Our attorneys understand that court battles can be time-consuming, emotionally stressful and expensive, and can often prevent a lawsuit from happening through judicious negotiation and counseling.

## **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 preserve 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.

Kohrman Jackson & Krantz also provides 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.



## **BANKRUPTCY AND CREDITORS' RIGHTS**

Following a careful evaluation of the troubled financial condition of many businesses during the 1980s, Kohrman Jackson & Krantz created a practice focusing in the areas of business reorganization and creditors' rights. From single-debt repayment plans to multi-million dollar Chapter 11 bankruptcies, we offer a wide range of services essential to creating plans that solve the financial difficulties encountered by today's businesses.

Our attorneys are skilled in the use of various formal and informal debt restructuring processes as strategic corporate planning tools. Because of our experience with debt restructuring, we are well suited to negotiate and, if necessary, litigate to achieve maximum repayment and protection for clients faced with the prospect of a defaulting debtor.

Our bankruptcy experience includes representation of secured lenders in both reorganization and liquidation cases, Chapter 11 debtors, trustees for Chapter 11 debtors and purchasers of reorganized debtors and debtors' assets out of bankruptcy. We also specialize in assisting reclamation claimants, defendants in fraudulent transfer and preference actions, large unsecured creditors and individual debtors subject to nondischargeability actions.

Our recent successes include:

- Resolving an action which 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

## **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.

Our attorneys assist employers 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.

Kohrman Jackson & Krantz's labor and employment attorneys 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.

Kohrman Jackson & Krantz's attorneys 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 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 public and private sector employers
- Successfully withdrawing recognition from a long-term institutional union
- Counseling our clients to prevent a rival union from raiding an established bargaining unit
- Favorably resolving a potential strike situation through third-party mediation
- Obtaining an injunction to prevent unlawful mass picketing

## 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, 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:

- Negotiation of separation agreements
- Trial of disputed divorces
- Division of assets
- Child custody and visitation matters
- Child and spousal support matters
- Domestic violence

Kohrman Jackson & Krantz also has a comprehensive domestic relations practice 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.

## MORE INFORMATION

*You can learn more about Kohrman Jackson & Krantz on the web at [KJK.com](http://KJK.com) or contact us at:*

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