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## Corporate

### Focus

The Corporate Law Practice Group represents business organizations ranging from entrepreneurial operated mid-sized companies to large national and global companies. Our lawyers provide day-to-day general counseling to help clients understand and solve complex legal, tax and business issues at every stage of representation.

### Overview

Our attorneys understand the need for responsive counseling, quality representation and practical solutions to legal, tax, and business concerns. Our ability to effectively manage the legal concerns that arise in any business depends upon our adherence to providing timely, focused and effective solutions. We strive to understand your business and risk thresholds so that we can be an active participant in satisfying your legal needs and, when possible, anticipate those needs as part of our role as legal counselor.

### Complex Business Transactions

Complex business transactions, acquisitions, dispositions, mergers, and joint ventures require counsel that can readily combine the unique mix of corporate structuring, tax planning, negotiation and documentation for the matter. Our Chicago lawyers are experienced in finding that combination and offering a practical approach to address the challenges that can occur during the process. Our transaction experience crosses multiple industries and multiple jurisdictions. Our attorneys are experienced in distressed transaction settings. We offer diligent legal representation during every stage of the transaction.

### Securities Offerings and Investment Services

The offering of debt or equity interests in an entity usually triggers an obligation to make disclosures to investors. These fundraising transactions require fine balancing judgments regarding what facts need to be disclosed in the offering materials in order to provide protections for offering sponsors. Our extensive experience in both the public and private arenas supports these fine judgments. We counsel public

### Primary Contact

[Russell I. Shapiro](#), Chair  
312.476.7560

### Related Service Groups

[Asset Planning & Preservation](#)

[Banking & Finance](#)

[Employee Benefits & Executive Compensation](#)

[Employee Stock Ownership Plans \(ESOPs\)](#)

[Intellectual Property](#)

[Labor & Employment](#)

[Like-Kind Exchange Services](#)

[Mergers, Acquisitions & Private Equity](#)

[Restructuring & Insolvency](#)

[Risk Management & Insurance](#)

[Sports Law](#)



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companies in navigating the complex regulatory framework involved in public offerings. We also advise privately-held companies, hedge funds, funds of hedge funds, real estate funds and other private funds in structuring their relationships with investors and business partners, and prepare compliant disclosure documents for the offerings. In addition to advising on securities offerings, we assist investment advisers with registration and other regulatory compliance matters.

### **Business Formation and Strategic Planning**

When it comes to business formation and strategic planning, our goal is to serve as counselors to our clients by providing legal advice that helps focus and facilitate the business decisions that are being made. We want to understand your business and the relationships that affect it so that our advice is meaningful and complete. Whether your question involves relationships with third parties, such as customers or vendors, the preparation of employment agreements, the protection of intellectual property, or any number of day-to-day issues, we are skilled in providing the necessary guidance.

## **Services**

### **Complex Business Transactions**

- [Mergers & acquisitions](#)
- Distressed M&A
- Joint ventures
- Venture capital
- Organizational governance

### **Securities Offerings and Investment Services**

- Registered public offerings
- SEC compliance
- Hedge fund and other private fund structurings and offerings
- Real estate syndications
- Investment adviser compliance

### **Business Formation and Strategic Planning**

- Corporate partnering and licensing

- Manufacturing and distribution agreements
- [Intellectual property protection](#)
- Employment and confidentiality agreements

### Specialty Services

- Sophisticated tax planning
- 1031 exchange transactions
- Non-consolidation opinions
- Succession and estate plans

### Representative Matters

- Represented a client in stock sale to a NYSE company of a \$50 million business with multiple U.S. and international offices, and the transaction involved over 200 shareholders and complex escrow agreements in connection with ongoing litigation, employment agreements, leases of shareholder-owned property, and an earn-out agreement
- Represented a client in the purchase of the Four Seasons Hotel in Austin, Texas, in one of the nation's largest tenancy-in-common transactions for the 1031 exchange market, including a private placement, a complex joint venture structure, and related leases and management agreements
- Represented the purchase and acquisition of a precision manufacturer of energy efficient retrofit lighting products, including tax election to be treated as an asset transaction, earn-out agreements, employment agreements, and with seller financing and bank financing
- Represented management team in acquisition of multinational industrial business. Transaction involved multiple layers of debt, equity and mixed financing from multiple sources, option plans, executive employment agreements, and a complex shareholders agreement
- Represented shareholder of a packaging business in the formation of a joint venture with a minority business enterprise, including an asset contribution agreement, complex shareholders agreement, financing documents, and consulting and employment agreements
- Represented purchaser of assets of a liquid packaging business at a public foreclosure sale conducted by the seller's lender under the Uniform Commercial Code in order to assure the seamless continuation of the

- business, the transaction involved the simultaneous negotiation of lease amendments with landlords and supply agreements with vendors whose liens were being extinguished by the UCC sale, along with completion of financing arrangements for the acquisition and working capital lines
- Represented a Texas-based investment advisory firm with over 200 investment advisers and a \$3 billion asset-management platform. Assisted client in formation and structuring of new hedge fund platform with multiple funds in master-feeder structures
  - Represented the equity committee of a bankrupt public company in connection with the formation of a liquidating trust to receive publicly traded securities and other assets totaling approximately \$12 million
  - Assisted in the \$100 million acquisition of a publicly traded scientific lab equipment company by a NYSE-listed company
  - Represented a client in the acquisition and joint venture transaction to acquire and develop a mixed-use retail and 300-unit residential real estate complex in Hollywood, CA
  - Represented a client in the \$60 million private placement of Section 1031 cotenancy interests in a shopping center in Cleveland Heights, Ohio
  - Represented shareholder of a multinational commercial real estate consulting and transaction advisory business in the \$132 million sale to a publicly traded Australian company
  - Represented a client in the trust, asset management and brokerage business in a \$20 million sale to a NYSE-listed company, the owner of the largest Wisconsin-based bank. Transaction involved multiple shareholders, executive employment agreements, termination of benefit plans and a S-4 registration of securities
  - Represented a large real estate company in a \$50 million joint venture with an institutional investment fund. The purpose of the joint venture is to acquire land for development in select markets throughout the Midwest
  - Represented a client in the \$1 billion joint venture with a real estate development company. The transaction was structured as a purchase of LLC membership interests