

# COHEN, TODD, KITE & STANFORD, LLC

## ATTORNEYS AT LAW

### PRACTICE AREAS

## BUSINESS AND COMMERCIAL LAW



Cohen Todd Kite & Stanford's Business & Commercial Law Group provides creative and effective solutions for the wide spectrum of issues that businesses confront on a daily basis. Our Group brings together a diverse range of knowledge and expertise to represent businesses - from large publicly-held corporations to sole proprietorships. Clients benefit from the Group's multi-disciplinary approach to analyzing issues, targeting strategies that achieve the client's objectives, and then implementing those strategies efficiently. Whether the Business & Commercial Law Group is serving a client we have represented

for generations or a new family-owned enterprise, our holistic approach allows us to draw on the expertise and experience of our corporate, tax, and restructuring specialists, and where necessary or prudent, our litigation group.

### **A Special Focus on Middle Market and Family-Owned Businesses**

Our Business & Commercial Law attorneys have particularly extensive experience in representing middle market, privately held businesses, with special expertise in representing family-owned businesses and the family members that own them. Because we understand the unique set of challenges that owners of family-owned/operated businesses face, our attorneys are highly successful in helping clients navigate the intertwined business and family issues including, for example, succession and transition planning.

As one example, for many years our Business & Commercial Law Group has represented a large restaurant chain operator with locations in several states. Our members have advised the company on: the acquisition and development of sites for restaurants, the acquisition of a distressed competitor's restaurant chain, and the sale of the company's operating units. At the same time, we have addressed the owner family's concerns about structural issues to assure that every transaction is designed to meet the needs of the owner and the owner's family.

Likewise, the Business & Commercial Group represented a middle market capital goods manufacturer with both U.S. and overseas operations in a series of recapitalization and restructuring transactions that took the company from the verge of closure to its current operational success. The engagement began with our lawyers evaluating the client's circumstances and concluding that a Chapter 11 restructuring was not prudent or warranted. Instead we advised the client in an out-of-court restructuring transaction that involved the modification and extension of the company's senior, secured loan facility, renegotiation of the company's sub-debt and mezzanine loan obligations, injection of new equity from investors, and a settlement with the company's suppliers and unsecured creditors at a significantly reduced payout. Under our guidance, the restructuring transaction was successful with over \$3.5

million in new equity injected and over 92% of the company's unsecured creditors voluntarily agreeing to accept the deal. Following closure of the initial restructuring, our Business & Commercial Group advised the company on subsequent take-out financing for the original senior lender. We continue to represent the company on various general corporate matters.

### **Expertise in Distressed Companies**

In the current economic and business climate, there has been a rise in businesses experiencing distress and correspondingly, in those interested in acquiring, or investing in, those companies. Because our Business & Commercial Law Group members include experienced bankruptcy and restructuring attorneys, we are particularly well positioned to provide representation in this area. Recent matters include representation of (1) a private equity fund specializing in value added real estate investments in multiple debt and real estate acquisitions; (2) a real estate investor in the acquisition and restructuring of shopping centers; (3) a shopping center owner/operator in workout negotiations and the subsequent foreclosure action filed by the Special Servicer in a CMBS mortgage; (4) a large construction and development company in bank workout and recapitalization transactions; and (5) the owner of a transportation and logistics company in financial restructuring.

### **A Diverse Range of Client Businesses and Industries**

Our Group represents clients from nearly every sector of business enterprise including

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Manufacturing	Healthcare	Banking
Retail	Private Equity	Investing
Private Lending	Restaurant Operation	Real Estate Development
Professional Sports	Nursing Homes	Entertainment
Marketing Services	Construction	Trucking & Logistics

Our Business & Commercial Law Group fulfills each client's unique needs effectively and efficiently. While we are proud of our track record and the results we achieve for our clients, we also recognize that, on occasion, a circumstance may arise where collaboration with outside experts would benefit the client. On these occasions, we do so without hesitation. In sum, we put our clients' interests first and foremost in delivering solutions that work.

### **BUSINESS & COMMERCIAL LAW PRACTICE GROUP:**

**Terrence A. Mire**  
**Marc W. Rubin**  
**Richard D. Nelson**  
**Robert S. Rubin**  
**Donald J. Rafferty**  
**Donald W. Mallory**  
**Matthew M Kite**  
**John G. Cobey**  
**Jill T. O'Shea**

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## **TRANSACTIONS, MERGERS & ACQUISITIONS**

Our Business & Commercial Law Practice Group frequently represents clients interested in business start-ups, acquisitions, buyouts, mergers, or syndications. Due to our broad range of experience with diverse clients and businesses, we are well positioned to provide representation from the beginning of negotiations through finalization of the transaction

### CORPORATE SERVICES PRACTICE GROUP

**Terrence A. Mire**

**Marc W. Rubin**

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## CORPORATE SERVICES

We provide a complete array of services to meet the needs of our diverse corporate clients which include publicly held companies, small to large closely held companies, and sole proprietorships. Our attorneys provide proactive guidance to help our corporate clients identify, prevent, and solve potential legal problems in their corporate structures, contracts, shareholder relations, and general business dealings

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## COMMERCIAL FINANCE

Our Business & Commercial Law Group and our Real Estate Group provide expert solutions for both lenders and borrowers with respect to a wide range of commercial finance needs and issues: loan transactions, refinances, restructures, and workouts. The depth and range of our team's experience is exemplified by our representation of (1) a nursing home operator in the acquisition and construction of several nursing home facilities; (2) a restaurant franchise in a multi-site sale and leaseback transaction; (3) borrowers in acquisition financing and refinancing of commercial loan and commercial real estate transactions; and (4) the acquisition and financing of multiple single retail tenant NNN properties. Although we strive to create and negotiate strategies that achieve all parties' goals and needs without recourse to litigation, when litigation arises, our team has an excellent track record in providing skilled and vigorous representation of our client's interests.

### COMMERCIAL FINANCE PRACTICE GROUP

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### PRACTICE AREAS

## BUSINESS & COMPLEX LITIGATION

The Litigation Group attorneys have a wealth of experience handling trials, appeals, arbitrations, and ADR matters for clients involved in all manner of business disputes and complex litigation matters. Our litigators are innovative, highly skilled, and attentive to the unique needs of our business clients. We recognize that litigation can be an expensive diversion from our client's core business objectives and, therefore, work collaboratively with our clients to develop reasonable budgets, which we respect. We also work aggressively to achieve the client's objectives as quickly as possible so that they can return their focus to running their business.

The members of our Business Litigation Group have enjoyed notable success in litigating a wide range of business disputes including matters involving the following substantive areas of law:

- Banking
- Creditors Rights
- Construction
- Copyright Infringement
- Employment
- Malpractice
- Probate
- Real Estate
- Shareholder Issues
- Bankruptcy
- Class Actions
- Contract Disputes
- Development
- ERISA
- Patent Infringement
- Product Liability
- Securities
- Trade Secrets

### BUSINESS & COMPLEX LITIGATION PRACTICE GROUP

**Donald J. Rafferty**

**John L. O'Shea**

**Richard R. Campbell**

**Michael R. Schmidt**

**Jill T. O'Shea**

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## ATTORNEYS AT LAW

### PRACTICE AREAS

## EMPLOYMENT LAW

Cohen Todd Kite & Stanford's Employment Law Practice Group provides clients with pro-active, effective and practical solutions to their employment law-related needs. Given the constantly changing and expanding requirements placed on employers by federal, state and local laws, business clients need attorneys with (1) expertise in all aspects of employment law, (2) the ability to quickly address issues as they arise, and (3) the knowledge to keep clients up to speed on the most current legal requirements. Individual clients have an equally great need for employment law counsel to skillfully represent them in employment-related disputes, contract negotiations, or discrimination claims. Our Employment Law Practice Group attorneys have the expertise to help employers and individuals alike deal with the broad range of employment law issues. When litigation arises, our attorneys use their extensive experience in both federal and state courts to aggressively represent the client.

### **Proactive Guidance In Human Resources And Employment Law Issues**

The best time to avoid serious and expensive human resources and employment law problems is well before the problems arise. Our Employment Law Practice Group works with business clients to minimize the risk of discrimination claims, wage claims, whistleblower claims, and the like. We design and review employment handbooks and personnel policies, helping the client avoid claims and disputes that might otherwise arise and giving the client a good defensive position if a dispute arises. In doing so, we take care to use a practical approach that maximizes the client's flexibility in its business operations and management decisions. Similarly, our attorneys advise both employer and employee clients across the spectrum of employment issues that arise. We guide them through emerging problems or issues, such as possible terminations or reductions in force, employee discipline, sexual harassment issues, reasonable accommodation, non-competition agreements, confidentiality agreements, and severance agreements. Our attorneys are positioned to quickly and expertly address questions that arise regarding federal, state and local employment discrimination laws, wage and hour laws, Family and Medical Leave Act, and the Occupational Safety and Health Act. Our attorneys also provide training and presentations to business clients' managers and HR personnel. Our solutions for business clients are based, not only on legal considerations, but also on the client's need to effectively and swiftly deal with employment issues with a minimum of disruption to operations.

### **Employment Law Litigation Expertise**

When an employment law issue cannot be resolved through negotiation or other means, our Employment Law Practice Group attorneys provide experienced and aggressive representation in litigation. With strong backgrounds in litigation, our Group members routinely appear before state and federal civil rights agencies, state courts, and federal courts. We have a record of success in obtaining dismissals and positive results for our business clients. Likewise, when representing individual clients, our Employment Practice Group provides vigorous representation, and has a consistent record of obtaining results that serve the client's interests and goals.

### EMPLOYMENT LAW PRACTICE GROUP

**Michael R. Schmidt**  
**Jill T. O'Shea**