

BUSINESS SOLUTIONS



Cohen Todd Kite & Stanford's Business Solutions 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 Solutions 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 Solutions 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 Solutions 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 Solutions Group recently 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 Solutions 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 Solutions 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:

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 Solutions 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 Solutions Practice Group:

John G. Cobey

Matthew M Kite

Terrence A. Mire

Richard D. Nelson

Donald J. Rafferty

Marc W. Rubin

Robert S. Rubin

Jeffrey S. Vollman

Stanton H. Vollman

BUSINESS TAXATION

Cohen Todd Kite & Stanford's Business Taxation attorneys provide highly experienced representation to business clients, large and small, in their tax planning, compliance issues, audits, litigation and appeals. Our team includes a Certified Public Accountant with international accounting firm experience, as well as a member with a Master of Laws (LLM) in Taxation from New York University, one of the leading tax programs in the United States. Our services have covered all types of tax matters, including those with highly complex issues, such as multi-million dollar tax-free real estate exchanges or serving as tax counsel to special masters/trustees of a mass tort settlement fund.

Business Taxation Practice Group:

Marc W. Rubin

Jeffrey S. Vollman

Stanton H. Vollman

COMMERCIAL FINANCE

Our Business Solutions Group provides 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. As one example, we regularly represent one of the country's largest banking associations in making middle-market commercial, real estate, and asset-based loans. Likewise, the depth and range of our team's experience is exemplified by our representation of (1) a national bank in the workout of an industrial revenue development bond to a private utility; (2) a restaurant franchise in a multi-million dollar sale and leaseback transaction; (3) borrowers in acquisition financing and refinancing of commercial loan and commercial real estate transactions; and (4) a construction lender in a series of lawsuits involving default by one of the Midwest's largest homebuilders. 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:

John G. Cobey

Matthew M. Kite

Donald W. Mallory

Terrence A. Mire

Richard D. Nelson

Donald J. Rafferty

Robert S. Rubin

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.

Corporate Services Practice Group:

John G. Cobey

Matthew M. Kite

Terrence A. Mire

Marc W Rubin

Robert S. Rubin

Jeffrey S. Vollman

Stanton H. Vollman

TRANSACTIONS & ACQUISITIONS

Our Business Solutions 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.

Transactions & Acquisitions Practice Group:

John G. Cobey

Matthew M. Kite

Terrence A. Mire

Donald J. Rafferty

Marc W. Rubin

Robert S. Rubin