

Pedersen

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Pedersen & Houpt

Pedersen attorneys have a fierce resolve when it comes to representing their clients. Our firm consistently delivers exceptional representation to a diverse spectrum of clients ranging from large publicly-held entities and middle-market companies to small businesses, start-up companies, and individuals. Whether you are starting a company or growing an existing one, we can offer strategic legal solutions and outstanding representation in these core areas:

## Services >>

### **Corporate and Business Counseling**

Banking and Financing  
Franchise Law  
General Business Counseling  
Mergers and Acquisitions  
Private Equity and Venture Capital Funds  
Securities  
Taxation and Organization Planning  
Technology and Intellectual Property

### **Creditors' Rights, Restructuring and Bankruptcy**

Bankruptcy, Foreclosure and Enforcement Proceedings  
Business and Loan Workouts  
In-Court and Out-of-Court Liquidations  
Lender and Debtor Representation  
Retiree Committees and Groups

### **Employment**

Compliance, Investigation and Workplace Solutions  
Employee Benefits  
Employment Agreements and Executive Compensation  
Employment and Labor Litigation

### **Litigation and Dispute Resolution**

Business and Commercial Litigation  
Corporate and Partnership Disputes  
Environmental Law  
Family Law  
Municipal Law and Land Use  
Securities Litigation

### **Real Estate**

Acquisitions  
Commercial Leasing  
Financing

### **Wealth Preservation**

Business Succession Planning  
Estate Planning  
Tax Planning and Compliance  
Trusts and Estates

## Corporate and Business Counseling >>

Pedersen's Corporate and Business Counseling Practice Group helps clients make the most of their business opportunities through insightful and focused legal advice.

By immersing ourselves in your business, we gain invaluable industry insights and a thorough knowledge and appreciation of your individual needs and objectives. This collaborative approach produces exceptional results.

### *Notable Experience:*

- Represented a \$102 million SBA-licensed private equity fund in connection with investments of capital for management buyouts, recapitalizations, strategic acquisitions, industry consolidations, or internal expansions for a diversified portfolio of middle market privately held companies.
- Served as outside general counsel for a U.S.-based manufacturer and supplier of an international nozzles and spraying equipment entity, advising on acquisitions and divestitures, international distributor arrangements, employment contracts, real estate and leasing, financing, tax matters, and litigation. Coordinated representation for the client's operations throughout Europe, Asia, Africa, and Central and South America.
- Represented the largest franchisee of a video retail chain in a sale to its publicly traded franchisor valued at \$250 million.

## Creditors' Rights, Restructuring and Bankruptcy >>

Our Creditors' Rights, Restructuring and Bankruptcy lawyers are exceptionally experienced in representing clients in the full spectrum of insolvency matters.

They consistently strive to provide clients with responsive, cost-effective, and creative strategies that address the complexities of each unique situation – from restructurings and workouts to liquidations and bankruptcy proceedings.

### *Notable Experience:*

- Represented the agent for a \$25 million loan secured by 20,000 acres of undeveloped real estate in Colorado in the Delaware chapter 11 of the borrower. Successfully steered the case toward a 363 auction sale at which competitive bidding led to a greater than anticipated recovery for the client.
- Lead counsel to the Official Committee of Retirees in the Dana Bankruptcy. The case was settled on the morning trial was to begin for approximately \$93 million. The initial offer made by the debtor's counsel was zero.
- Represented the senior, debtor in possession lender in the chapter 11 liquidation of a large, "value-added" cattle breeding and selling operation.

## Employment Law >>

Business owners and executives turn to Pedersen for well informed and effective counsel on the full spectrum of employment and labor law issues – from compliance with federal and state laws to restrictive covenant agreements, from executive compensation to workers' compensation, from benefit plans to social media guidelines.

### *Notable Experience:*

- Counseled a global labeling manufacturer on the reorganization of its U.S. operation, drafted and negotiated the separation agreements of several key U.S. executives, and assisted in the development of compensation plans and policies for the revamped U.S. organization.
- Counseled the Board of Directors of a natural food processing company on the termination of its CEO, supervised a forensic accounting investigation, helped litigate claims involving the CEO's termination to a favorable settlement that included an appraisal of the CEO's long-term incentive compensation, and assisted the company in transitioning to a new management team.
- Successfully litigated three federal lawsuits against a large financial institution that involved claims of discrimination based on pregnancy and national origin and the wrongful denial of severance benefits. After defeating motions to compel and resolving extensive e-discovery issues, the cases settled on favorable terms for the client.

## Litigation and Dispute Resolution >>

Pedersen's lawyers advocate diligently and aggressively to protect our clients' resources, as well as business and personal interests, in arbitration and mediation proceedings, and in state and federal courts. Our practice encompasses the full range of business and commercial litigation, corporate and partnership dispute resolution, environmental litigation, family law, municipal law and land use, and securities litigation.

### *Notable Experience:*

- Represented shareholders of a closely-held internet company valued at \$10 million in claims against a rogue shareholder who transferred and secreted company funds offshore, obtaining a \$3 million judgment in shares and sanctions for the clients.
- Successfully obtained local government siting approval for pollution control facilities in northern Illinois for a 455-acre landfill on behalf of one of the world's largest waste disposal companies.
- Obtained a binding and non-appealable judgment on behalf of the beneficial owner of an ethnic grocery store who had disputes with company trustees that terminated the trustee and dismissed his entire claim for more than \$1 million in fees.

## Real Estate >>

Pedersen provides real estate legal services to local and national corporate, privately held, institutional, municipal, and manufacturing clients.

We are experienced in the full spectrum of real estate-related issues, ranging from the acquisition, financing, disposition, and development of real property to income tax planning and structuring of transactions, and from office, retail and industrial leasing to real estate-related dispute resolution and litigation.

### *Notable Experience:*

- Completed a major transaction and refinancings involving a redevelopment of a 1,200,000 square foot downtown Chicago office building into a vertically subdivided, five-star luxury hotel and Class A office and retail space. This involved numerous aspects including a joint venture, agreements with the hotel operator, new equity, first and junior mortgages, a mezzanine loan, a façade preservation easement, historic tax credits, a buy-out of a partner, and a complicated recapitalization.
- Negotiated all aspects of the \$225 million purchase of the IDS Tower – the tallest building in Minneapolis – completing the complex transaction in six weeks.
- Represented an S&P traded, international higher education organization regarding the lease of its 220,000 square foot headquarters as well as the lease of classroom and administrative space in Class A office buildings in major metropolitan areas throughout the United States.

## Wealth Preservation >>

Our Wealth Preservation Practice Group lawyers are typically retained by high net worth individuals, entrepreneurs, and business owners, who benefit from focused counsel on the full spectrum of wealth management issues.

We provide sophisticated gift strategies, estate and trust administration services, and tax planning and tax compliance services, including the preparation of federal and state income tax returns.

### *Notable Experience:*

- Represented the major shareholders of a \$90 million Chicago area company in the recapitalization of its stock into voting and non-voting stock, which allowed senior generation shareholders to gift or devise voting shares to dynasty trusts and sell nonvoting shares to intentionally defective grantor trusts. These transactions locked in valuation discounts, froze the senior generation shareholder's interests, maintained voting parity between family groups on death, and provided for flexible ownership succession.
- Successfully represented an appellant co-executor's challenge of an Illinois Court of Appeals decision affirming a trial court's decision stating that a religious restriction trust provision was unenforceable. In a hotly contested trusts and estates matter, the Illinois Supreme Court unanimously reversed the ruling, affirming that the public policy of Illinois valued freedom of testation.

## Values >>

### DIVERSITY

At Pedersen, we embrace diversity as a core value that benefits our employees, as well as the clients and communities we serve. Like many of our clients, we believe a diverse environment is a vibrant environment where an open, inclusive atmosphere benefits everyone within it. Also, it enables us to respond with greater agility to the challenges faced by our clients in a diverse, multicultural world.

We cultivate a truly supportive and inclusive professional environment that is enriched by the open exchange of a wide range of insights and perspectives.

Our Diversity Committee promotes this commitment by developing and implementing initiatives to identify, recruit, develop, promote, retain, and advance an increasingly diverse group of talented lawyers and staff.

Pedersen extends equal opportunity employment to lawyers and staff of varied backgrounds – regardless of race, ethnicity, gender, sexual orientation, religious affiliation, age, disability, or social perspective.

We believe that good citizenship is a fundamental corporate responsibility, and so we actively engage with the communities in which we live and work. The collective strength of our differences enables us to better serve our clients and create enduring relationships with each other and our community.

At Pedersen, we believe that diversity in backgrounds, experiences and perspectives make us stronger as a Firm, and we are committed to investing in that strength.

***The variety of experiences and cultures of Pedersen team members enriches our firm.***

#### ***Diversity Committee Members:***

Valdir Barbosa, Chair  
Susan Burke

#### ***Notable Highlights:***

The firm was a Platinum Sponsor of Northwestern University School of Law's Diversity Coalition's 2012 Annual Diversity Week and our attorneys participated in multiple panel discussions.

The firm was a Silver Sponsor of the American Bar Association's Commission on Racial and Ethnic Diversity in the Profession's 2010 Spring Minority Counsel Program.

Peer Pedersen, the firm's founder, previously received the American Heritage Award from the Anti-Defamation League of B'nai B'rith.

## Values >>

### COMMUNITY

At Pedersen, we take our corporate and social responsibilities seriously, believing wholeheartedly that each of us has an obligation to make a positive difference in the communities in which we work and live.

We encourage all members of the firm to be active in the community, supporting a spectrum of causes through charitable donations, membership on not-for-profit boards, or volunteer service. Pedersen lawyers and staff are involved in a broad range of national, regional, and local not-for-profit organizations. As a firm, we are proud sponsors and supporters of numerous events and fundraisers for a diverse group of Chicago area charities.

A firm-wide commitment to good citizenship is the impetus behind our Multicultural Committee, which meets regularly with local groups and businesses to help them identify and address issues of concern – and to support the advancement of community members.

By fostering an environment of continuous learning, we believe our attorneys and staff will remain competitively well-positioned to best serve the interests of our clients.

#### **Notable Associations:**

##### **Attorney**

American Bar Association  
Appellate Lawyers Association  
Association of Professional  
Responsibility Lawyers  
Chicago Bar Association  
Chicago Estate Planning  
Council  
Illinois State Bar Association

##### **Paraprofessional**

American Institute of Certified  
Public Accountants  
Illinois CPA Society  
Illinois Paralegal Association

##### **Administrative**

Association of Legal  
Administrators  
International Legal Technology  
Association  
Legal Marketing Association

#### **Notable Organizations:**

