

## CORPORATE & BUSINESS

Hodgson Russ advises on the full range of U.S. legal issues involved in domestic and international business operations. Our attorneys serve a wide range of clients, from global corporations to emerging start-ups and family businesses operating in numerous industry sectors.

We provide comprehensive legal services backed by decades of experience in the business arena. We assist at every stage of business, including providing counseling on choice of entity structure; regulatory compliance issues, including daily operational procedures; corporate governance; strategic business growth issues, including corporate finance transactions; mergers and acquisitions; exit strategies; and succession planning.

Our attorneys handle legal issues relating to compensation, business formation, shareholder agreements, commercial contracts, corporate finance, regulatory compliance, labor and employment issues, and taxation, among numerous others.

The hallmarks of our practice are our ability to become immersed in our clients' business; to quickly and thoroughly understand its operations, environment, and unique culture; and to develop an efficient plan to achieve its business goals.

Hodgson Russ was awarded a Metropolitan Tier 1 ranking by *Best Lawyers/U.S. News & World Report* in the category of Corporate Law.

### Experience

Hodgson Russ represented a local real estate developer in negotiating a \$142 million joint venture with large national private equity firm to construct senior housing projects nationwide.

Hodgson Russ represented a major Canadian bank in connection with a \$175 million cross-border offering of securities. We were the lead firm for U.S. aspects of this transaction.

Hodgson Russ attorneys represented an industrial ferrosilicon company in connection with its \$200 million-plus sale to an Eastern European conglomerate.

Hodgson Russ helped a global precision motion control products manufacturer raise capital by taking advantage of changes to Rule 144 under the Securities Act of 1933. We represented this client in the private placement of \$200 million of corporate high-yield senior subordinated notes to qualified institutional buyers. Due to tight credit markets and revisions to Rule 144 in 2008, this transaction provided a quick means for our client to raise capital and included registration rights that are more

### Contact

Kevin Talbot  
716.848.1392  
ktalbot@hodgsonruss.com

### Professionals

#### Attorneys

Brad Birmingham  
Christine Bonaguide  
David Bradley  
Matthew Cameron  
Richard Campbell  
Roopa Chakkappan  
Thomas Collura  
Elizabeth Costello  
Veronica Devries  
George Eyd  
Craig Fischer  
Patrick Fitzgerald  
Timothy Ho  
Rosellen Marohn  
Christopher Massaroni  
Christopher Milne  
Cristin Murray  
Nicole Pope  
David Reed  
Edmund Russell III  
Patricia Sandison  
Matthew Scherer  
Gary Schober  
Jennifer Shelton  
David Stark  
Paul Steinig  
Valerie Stevens  
Brendan Stone

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limited in scope than those offered prior to the rule change.

A team of Hodgson Russ attorneys represented an international hotel operator in the closing of a highly complex financing package involving \$226.6 million in new CMBS mortgage and mezzanine debt. The transaction involved 17 hotels in 11 states and included the defeasance of \$100 million of existing CMBS indebtedness, a major restructuring of the existing hotel owner and management companies, the formation of 20 new entities, the movement of 11 hotel franchises and 7 management agreements, and the buyout of a strategic partner.

Hodgson Russ closed a merger transaction on behalf of a long-time, NASDAQ-listed defense and aerospace products manufacturing client. As a result of the merger, the client became a wholly owned subsidiary in a deal valued at approximately \$275 million. The closing completed a four-month project in which attorneys from many of our practices contributed in significant ways under intense time pressures and opposite some of the largest firms in the country. Our work included advising our client's board in connection with its fiduciary duties; negotiating the merger agreement; preparing a proxy statement for the special meeting of shareholders and dealings with the SEC and FINRA; defending the company and the board in two shareholder lawsuits alleging, among other things, breach of fiduciary duty by the board; appearing in federal and state court and ultimately settling the lawsuits; advising management on directors and officers insurance matters; advising the board and management on certain options and other benefit matters; handling HSR filings; and assisting on financing related to the transaction.

Hodgson Russ represented a Finnish client in the heat transfer industry in connection with the formation of worldwide joint venture company with a Texas corporation. We also represented this client in the subsequent purchase of the entire company. In addition to corporate work, we assisted this client with respect to compliance law and merger compliance matters.

A Hodgson Russ team represented a Finnish HVAC company in its acquisition of Italian-based competitor. Our services included mergers and acquisitions advice and representation in a U.S. Department of Justice post-closing antitrust investigation.

Hodgson Russ represented a publicly traded material handling systems company in the 144A sale of \$150 million worth of senior subordinated notes, including a tender offer for existing notes and the subsequent public registration.

Hodgson Russ attorneys represented senior management in their purchase of a leading full-service grocery retailer in upstate New York, northern Pennsylvania, and western Vermont. The grocery retailer operates 155 full-service supermarkets and has

Kevin Talbot  
Janet Tasigianis  
Paul Vallone  
Kimberly VanOpdorp  
John Zak  
Meredith Morgan

**Paralegals**

Timothy Battistella  
Rebecca Friedman  
Melissa Magiera  
Meredith McCarthy  
Amanda Sauciunac

**Senior Paralegals**

Deborah Kalstek  
Betsy Mills



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more than 15,000 associates. Hodgson Russ also represented the senior management group in the financing of this purchase.

Hodgson Russ attorney John J. Zak represented a NASDAQ-listed electronics manufacturer based in Ontario, Canada, in its investigation and subsequent public disclosure of a significant accounting overstatement occurring at a foreign subsidiary. The matter involved significant consideration of the rules regarding accounting restatements and related issues.

Hodgson Russ helped a France-based, publicly traded manufacturer of automotive fluid transfer parts complete the acquisition of a Michigan-based automotive parts manufacturer from one of the largest private equity firms in the United States, including handling all employment-related legal aspects of the transaction. As a result of the deal, the French manufacturer now employs 8,000 people in 11 countries with annual projected sales of €620 million, up from €410 million in 2010. Hodgson Russ was the lead firm for the U.S. aspects of this transaction, including advising on the U.S. aspects of a multimillion-dollar acquisition financing package from a consortium of French lenders.

Hodgson Russ assisted in the raising of \$600,000 for our biopharma company client's Series Seed financing round. Hodgson Russ drafted and negotiated all transaction documents, including the term sheet, accredited investor questionnaire, purchase agreement, and convertible note; facilitated document exchanges and correspondence with approximately twenty-five separate investors; and performed regulatory security filings with the SEC under Regulation D and state.

Hodgson Russ attorneys advised an equipment manufacturer on the statutory and regulatory framework concerning the cultivation, processing, and distribution of hemp and hemp products.

Hodgson Russ attorneys represented a Canadian manufacturer of home comfort care and compact appliances in the U.S. aspects of an asset based credit facility.

Assisted a client (with operations in both Ontario, Canada and New York) on food-related agreements and M&A transaction related matters.

Hodgson Russ attorneys represented France-based Cegedim, a leading provider of databases and software solutions for the health care industry, in a deal reached in March to acquire Dendrite International, a former rival in the pharmaceutical marketing solutions sector. The \$751 million deal was expected to result in a combined company with operations in more than 75 countries throughout Europe, North and South America and Asia Pacific, and with annual revenues of approximately \$1.1 billion. Hodgson Russ assisted with all employment-related legal aspects of the transaction.

Hodgson Russ represented a publicly traded medical device company in the exchange of \$118 million in existing convertible subordinated notes for new convertible subordinated notes and the sale of an additional \$80 million of new convertible subordinated notes.

Hodgson Russ acts as counsel for the U.S. subsidiary of a Canadian aircraft maintenance company after having successfully assisted with the purchase of U.S. assets.

Hodgson Russ assists a Canadian importer and distributor of food products with U.S. corporate formations and compliance, restructuring, bank financings, and other commercial matters.

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Hodgson Russ served as lead counsel in the successful defense of a client in a Department of Justice criminal price-fixing investigation. The U.S. investigation was discontinued, while a parallel European Union investigation not involving Hodgson Russ resulted in fines. Hodgson Russ defended the company in related federal and state class action cases.

Hodgson Russ formed a \$100 million private real estate investment trust (REIT) to acquire assets in the hospitality industry and then structured and completed the trust's first hospitality investment.

A team of Hodgson Russ attorneys represented a medical device manufacturer in connection with the formation of a division to develop new products, including the structure to allow incentive units for partner engineers and doctors.

Assisted with general corporate matters, such as NDAs, non-competes, supply agreements and other commercial contracts, and mergers and acquisitions matters for a U.S.-based supermarket chain.

Represented a global leader in hospitality and food service management on various liquor licensing and related issues. Also assisted the entity with the acquisition of a casino/hotel property.

A Hodgson Russ team represented a retail company in the rent-to-own industry in a series of acquisitions of hundreds of stores. The team also represented the company in several securities offerings and debt financings. Robert B. Fleming, Jr. led the Hodgson Russ team that served this client.

Hodgson Russ served as lead counsel for the consolidating parent entity in a multiparty hospital group merger. The merger combined three separate hospital chains in a multibillion-dollar transaction that transformed health care delivery in Western New York.

Hodgson Russ advised our client, a Canadian-based software venture capital firm, on its \$750,000 Series A-1 investment. Hodgson Russ negotiated all transaction documents, including the stock purchase agreement, term sheet, management rights letter, investor rights agreement, indemnification agreement and CEO employment agreement.

Hodgson Russ attorneys have provided numerous clients with government relations, lobbying, and other legal work regarding medical marijuana and related facilities business in New York.

Representation of an engineering professional in a federal trade secrets theft investigation. Client was not charged.

Representation of Business and Executives in Investigation by The New York City Department of Investigation. Matter Resolved Without Litigation or Business Suspension.

Several Hodgson Russ attorneys provided U.S. securities counsel to a Canadian energy company in the sale of its finance affiliate. The \$359 million USD deal resulted in the energy company's emergence from bankruptcy.

Hodgson Russ represented an entrepreneur in his acquisition and financing of a specialty manufacturing business. We assisted the client in structuring earn-out payments and negotiating employment agreements, transition services agreements, sales representative agreements, and lease modifications.

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Hodgson Russ represented a premier U.S. hardwood lumber company in its acquisition of a privately held hardwood company with 11 saw mills in four mid-Atlantic and southern states. The acquisition involved extensive environmental, real estate, tax, and zoning issues at all locations. Our attorneys successfully structured the complex deal, including determining the type of purchase to pursue and its implementation. This acquisition required the client to obtain a new credit facility to finance the transaction. For this same client, Hodgson Russ performs five to six acquisitions of varying size and complexity every year. Hodgson Russ represented the family-owned specialty chemical manufacturer in connection with the sale of the company to a large private-equity fund. The transition included the sale in both the U.S. and Europe and included the use of representation and warranty insurance in connection with the purchase agreement.

Attorneys from Hodgson Russ acted as Chapter 11 bankruptcy counsel to a meat distribution company in its Chapter 11 bankruptcy proceedings. At the time of its filing, the company was one of the largest family-owned meat distribution companies in the country, with yearly revenues in excess of \$900 million.

Corporate counsel to a specialty chemical manufacturer client that provides bread, cheese and meat preservatives.

When a European-based heavy machinery manufacturer sought to strengthen its presence in North America, it saw in a U.S. company the perfect opportunity to expand its product line and distribution capabilities in the United States. With the help of Hodgson Russ, the U.S. division of this manufacturer completed the acquisition of this company and its complementary product line, thereby significantly increasing the size of its U.S. operations and positioning itself for future growth in this market. The acquisition — valued at approximately \$43 million, combining a cash purchase price and assumption of debt — is the multinational manufacturer's largest U.S. acquisition to date. The company's U.S. employee base more than quadrupled with the addition of the U.S. company's approximately 400 employees, and it added locations in Alabama, Florida, Indiana, Iowa, Kentucky, Tennessee, Texas, and other states to its manufacturing and distribution network. Prior to this acquisition, Hodgson Russ handled the incorporation of the European manufacturer's U.S. division and its acquisition of a smaller U.S. manufacturing company. In connection with this expansion, we designed and drafted restricted stock plans to incentivize their key employees. Since this transaction, Hodgson Russ has represented this client in two additional acquisitions, one on the East Coast and one on the West Coast.

Assisting and advising clients, including a national restaurant, food service and hospitality company, on a broad range of industry-related legal issues, including the preparation, review, implementation and administration of a wide variety of restaurant, catering and hospitality agreements, including Concession Agreements, Restaurant Management Agreements, Business and Industry Food Service Agreements, Catering Agreements (both master agreements for providing exclusive or preferred catering services at public and private venues such as museums, aquariums botanical gardens and concert halls, and individual event agreements with catering customers), Restaurant Leasing and General Commercial Agreements (such as agreements for on-line reservation services, advertisement services and joint promotional programs) and advising on Gift Card, voucher and other and promotional programs.

A Hodgson Russ team of corporate and securities attorneys led by John J. Zak represented a Canada-based professional services company with significant U.S. assets and operations in its sale to an Australian acquirer. The transaction involved an expedited Hart-Scott-Rodino antitrust filing and the issuance of acquirer securities to U.S. shareholders of the seller.

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Hodgson Russ represented a large, multinational wood treatment corporation in its sale to certain funds managed by a large global investment private equity fund. Responsibilities included overseeing seller-side environmental due diligence, the management of various environmental consultants, contract drafting and negotiation, and other related responsibilities.

Coordinated directly with high-level officials at the New York State Liquor Authority (SLA) and appeared before the SLA to obtain liquor licenses for various sports entertainment venues and hotels.

Hodgson Russ represented a publicly traded manufacturer of advanced technologies for the global aerospace and defense industries in its acquisition of the stock and real property interests in privately held corporation. The transaction included the acquisition of real property already subject to a state voluntary cleanup program remediation and required intensive due diligence and negotiation for specific provisions in the purchase agreement.

Hodgson Russ served as lead counsel for the successful merger of five hospitals, four medical staffs, several nursing homes, five foundations and numerous nonprofit and for-profit subsidiaries. The merger involved many complex legal questions, including regulatory, corporate, antitrust, reimbursement, tax, and compliance issues.

Hodgson Russ represented a large real estate brokerage firm in a tax-free spin-off and reorganization of its statewide brokerage business.

Hodgson Russ acts as U.S. legal counsel to Canadian-based Viziya Corporation and its U.S. subsidiary, Global PTM, Inc., a provider of software products to enhance ERP-based asset maintenance systems, on a wide variety of U.S. corporate and commercial matters. Viziya ranked number 17 in the Deloitte Fastest Growing Canadian Technology Companies for 2014.

### **In the News**

M&T Bank Corporation Announces Agreement to Sell M&T Insurance Agency to Arthur J. Gallagher & Co  
*MarketScreener*, September 30, 2022

Gary Schober Gives Insight to Wegmans' Discontinuation of SCAN App  
*WGRZ*, September 15, 2022

How the New Tax Rules Affect Taxpayers  
October 26, 2020

People's United Bank Agrees to Sell People's United Insurance Agency to AssuredPartners  
*Yahoo! Finance*, September 22, 2020

Company Archive, or Black Hole?  
*IndustryWeek*, June 25, 2019

Hodgson Russ Practice Teams Recognized In *America's Leading Lawyers For Business*  
June 3, 2016

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Ownership and control of websites vary  
*Buffalo Law Journal*, March 7, 2016

Timothy Ho Joins Hodgson Russ  
September 11, 2014

Legal Masters: General Counsel  
*Buffalo Business First*, July 7, 2014

Hodgson Russ Snags 2 Tax Pros for Upstate NY Offices  
*Law360*, September 11, 2013

**Press Releases**

Matthew G. Cameron Joins Hodgson Russ LLP  
August 10, 2023

Hodgson Russ LLP Receives Multiple Top Marks from *Chambers USA Guide 2023*  
June 6, 2023

Fifty-Nine Hodgson Russ Attorneys Ranked in 2022 Edition of Upstate New York Super Lawyers  
*Hodgson Russ Press Release*, August 23, 2022

71 Hodgson Russ Attorneys Ranked in 2023 Edition of *Best Lawyers in America*  
*Hodgson Russ Press Release*, August 19, 2022

Hodgson Russ Receives Top Tier National and Metropolitan Rankings in 2022 Best Law Firms Listings  
*Hodgson Russ Press Release*, November 15, 2021

Hodgson Russ Receives Top Marks for *Chambers USA 2021 Directory*  
*Hodgson Russ Press Release*, May 26, 2021

Hodgson Russ Receives Top Marks for *Chambers USA 2020 Directory*  
*Hodgson Russ Press Release*, April 24, 2020

Hodgson Russ Earns Five National-Level Rankings in *U.S. News & World Report/Best Lawyers 'Best Law Firms' Report*  
*Press Release*, November 18, 2015

Hodgson Russ Attorney George Eydt Named to Best Lawyers in Canada  
*Press Release*, September 2, 2015

Hodgson Russ Listed in 2015 Chambers USA: America's Leading Lawyers for Business  
*Press Release*, June 15, 2015

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**Publications**

SEC Adopts Final Climate Change Disclosure Rules

*Hodgson Russ Corporate & Securities Alert*, March 28, 2024

Corporate Transparency Act: FinCEN Updates and Guidance Ahead of January 1, 2024 Effective Date

*Hodgson Russ Corporate & Securities Alert*, December 5, 2023

FinCEN Currently Accepting Comments on Proposed Corporate Transparency Act Rule

*Hodgson Russ Corporate & Securities Alert*, February 7, 2023

Borrower Beware V: Prepare Your PPP Loan Forgiveness Questionnaire Before the SBA Asks For It, and Thoughtfully Identify the “Totality of Circumstances” Supporting Your Necessity Certification

*Hodgson Russ COVID-19 Litigation and Employment Action Team Alert*, February 8, 2021

Congress and the President Approve \$284 Billion Second Round of Paycheck Protection Program Loans In Support of Struggling Small Businesses

*Hodgson Russ Corporate & Business Alert*, December 30, 2020

Paycheck Protection Program: SBA Releases Forgiveness Application – Some Questions Answered, Others Remain

*Hodgson Russ Banking & Finance Alert*, May 18, 2020

PPP Update: SBA Provides Guidance on Application of Necessity Certification

*Hodgson Russ Banking & Finance Alert*, May 13, 2020

More Funds for Paycheck Protection Program, More Uncertainty for Businesses

*Hodgson Russ Banking & Finance Alert*, April 24, 2020

CARES Act Update: Federal Reserve Releases First Guidance on Main Street Lending Program

*Hodgson Russ Banking & Finance Alert*, April 10, 2020

Updates to the Paycheck Protection Program

*Hodgson Russ Banking & Finance Alert*, April 8, 2020

**Presentations & Events**

Public Company Update 2024

Hodgson Russ LLP, January 31, 2024

Public Company Update 2022

January 28, 2022

World Trade Center Buffalo Niagara's Global Business Academy (GBA)

February 17, 2021



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Public Company Update 2021  
Hodgson Russ LLP, January 28, 2021

*Borrower Beware: Defending PPP Loans from After-the-Fact Government Scrutiny*  
September 28, 2020

*Borrower Beware: Defending PPP Loans from After-the-Fact Government Scrutiny*  
September 10, 2020

*Borrower Beware: Defending PPP Loans from After-the-Fact Government Scrutiny*  
September 3, 2020

*Borrower Beware: Defending PPP Loans from After-the-Fact Government Scrutiny*  
August 20, 2020

*Borrower Beware: Defending PPP Loans from After-the-Fact Government Scrutiny*  
August 10, 2020

*Borrower Beware: Defending PPP Loans from After-the-Fact Government Scrutiny*  
August 7, 2020

