



Privately Owned Business Group

Providing practical, business-minded advice for over 85 years

DyKEMA

Exceptional service. Dykema delivers.



Getting the Best Counsel for Privately Owned Businesses

Our Privately Owned Business Group in Michigan is an interdisciplinary team of attorneys that delivers the practical, business-minded advice and timely response that private companies need to succeed in today's competitive marketplace. We partner with our clients to understand their businesses, industries, goals and opportunities in order to bring extraordinary value to our advice.

Our many privately held company clients are engaged in industries from manufacturing, consumer products, and retail to technology, energy, transportation and health care, as well as construction, real estate, investment advisors, professional services and communications. We "right size" our relationship with each client so that Dykema can best meet individual needs.

Whether your company is a start-up, maturing or mature business, there are roles that Dykema can play in its future, either working with your regular counsel and advisors, or on specific projects or tasks. The breadth of Dykema's collective experience and resources cannot be matched by our competitors. Dykema's best counsel for privately owned businesses is part of our heritage and we have been advising Michigan based clients, large and small, for the past 85 years.

Areas of Expertise

Today's complex world requires every successful business to have ready access to a wide variety of specialized knowledge. Sole practitioners and boutique law firms cannot realistically provide this full range of expertise or be up to date on the next set of laws, regulations or industry practices that are around the corner in the modern competitive landscape. Dykema can. With offices and experts across the country to complement our stellar Michigan lawyers, we provide cutting edge counsel to privately owned business clients, their constituents and professional representatives that is only available to the most sophisticated and best informed decision makers. Among our areas of expertise are the following.

Formation and Ownership Issues

From initial choice of entity form and company structure, to growth and reorganization issues—such as financing, mergers, alliances, joint ventures, reorganizations and owner buyouts—to succession planning, Dykema's Privately Owned Business Group can help clients make and implement the right decision in any stage of an entity's life cycle.

Governance and Compliance

Every entity structure comes with its own set of rules, regulations and procedures, which must be followed to maintain the integrity of that structure. For example, corporations must have periodic board and shareholder meetings to protect their corporate form; corporate officers and partners alike have certain fiduciary obligations; and there are limits on interested party transactions. If your business is regulated, similar rules and procedures must also be navigated.

Intra-Company Issues

Disputes among owners, or between owners and those in control of the company, are often delicate and potentially devastating when they arise in the context of privately owned businesses. We have a wealth of experience counseling clients on how to avoid such disputes and, when unavoidable, an unmatched team of litigators to deal with claims in court, mediation or arbitration.

Financing

The Firm has many resources and contacts to assist privately owned businesses secure financing, as well as structure and re-structure debt and private equity and other interests to best position companies for growth and success, as well as navigating changing markets.

Tax

Every business needs tax advice, especially privately owned businesses where the flexibility enjoyed in structuring their business relationships can often yield significant tax benefits. The interplay of tax structures that may be presented to privately owned businesses with other aspects of the business and individual plans of owners is complex. It requires the oversight and input of experienced tax counsel that Dykema has in abundance.

Transactions

Since its inception, the Firm has acted as transaction counsel in significant mergers and acquisitions, as well as asset acquisitions and the sale and purchase of real estate and other property. Structuring and performing due diligence with respect to these matters is one of the Firm's fortes.

Business Succession Planning

Privately held businesses face unique challenges when it comes to transferring ownership interests as well as when transferring control. Dykema's attorneys have been helping business owners to explore their options and choose the right ones for generations.

Employment Concerns

We provide complete employment, labor, employee benefits and executive compensation counsel to our clients—from executive contracts and compensation to employee stock option plans, as well as confidentiality and non-competition agreements to compliance with federal and state employment and labor laws.

Outside General Counsel

Many small and medium sized companies do not have, nor need, in-house general counsel, yet they do need a wide variety of readily available legal advice.



Dykema's privately held company clients are engaged in industries from manufacturing, consumer products, and retail to technology, energy, transportation and health care, as well as construction, real estate, investment advisors, professional services and communications. We "right size" our relationship with each client so that Dykema can best meet individual needs.

For such companies, the lawyers in Dykema's Privately Owned Business Group often serve as "outside general counsel." In that role, our attorneys attend board and shareholder meetings; negotiate contracts; assist in developing form contracts, equipment leases and other operational documents; interact with various marketing and public relations companies; manage other outside lawyers; assist with regulatory compliance issues; and manage a host of other issues that in-house counsel at larger companies handle.

Intellectual Property

For companies of any size, incorporating patented inventions, trademarked brands and copyrighted works, can create and build upon their success. Our attorneys—many of whom are registered with the U.S. Patent and Trademark Office—draw on technical backgrounds in such diverse fields as mechanical, electrical and computer engineering; aerospace and automotive technologies; chemistry; biochemistry and molecular biology to provide exceptional IP representation to clients. We also represent clients in structuring and negotiating transactions involving the

acquisition of technology-based products and outsourced services in transactions that include everything from information technology outsourcing and business process outsourcing, to software licensing and development agreements, and cloud computing services agreements.

Litigation & Minimizing Risk

While litigation can be tough on any business, it can be especially hard on small and mid-sized businesses. Not only are lawsuits expensive, they are disruptive and take valuable resources and attention away from the business priorities. And, while we will make every reasonable effort to resolve disputes as quickly as possible when in the best interests of the client, our litigators are among the most experienced and successful trial counsel in the nation. When third party claims may be covered by insurance, we are also available to guide clients and assigned insurance counsel where needed and appropriate. Based on this experience, our litigators can also provide invaluable advice to businesses on ways to minimize their exposure to litigation.

The Privately Owned Business Group

With every member of Dykema's Privately Owned Business Group having deep experience and strong credentials, each attorney is qualified to serve as the group's leader. For this reason, leadership roles rotate on an annual basis so that clients and their friends can become acquainted with all of our talented partners. The full resumes of all members of the Privately Owned Business Group can be found at www.dykema.com.

Co-Leaders



Samuel C. Damren
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Samuel C. Damren entered into the practice of law as a state and then federal prosecutor in Detroit. Since beginning private practice in 1981, he has represented some of the most highly respected privately and publically held Michigan companies in litigation, as well as transactions and governance. Sam has enjoyed a long and storied career. His most recent publication, co-authored with Lisa Brown, was the lead article in a special edition of the Michigan Bar Journal dedicated to Business Litigation.



Gerald T. Lievois
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Gerald T. Lievois is a corporate finance lawyer in the Firm's Bloomfield Hills Office. Jerry represents privately-held companies and their owners in the transition of their businesses, whether intra-family or to outside parties. His extensive experience in M&A work for public, private and family owned businesses is particularly valuable to clients who are involved in critical stages of their company's lifecycle.



Daniel J. Schairbaum
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Daniel J. Schairbaum joined Dykema in 2003 and is also a Member of the Real Estate Practice Group. He advises clients in all aspects of commercial real estate transactions, including acquisition, disposition, development, leasing, zoning, land use and property management. With respect to real estate development, Dan provides counsel to clients on a start-to-finish basis including participation in site selection, negotiation of letters of intent and purchase agreements, coordination of due diligence and zoning entitlement activities, and completion of closing and post-closing conditions.



J. Michael Bernard
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Members

J. Michael Bernard's practice focuses primarily on business counseling and general corporate and securities matters, with an emphasis on Mergers and Acquisitions, financing and formation matters, as well as control and buy-sell arrangements.



Lisa A. Brown
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Lisa A. Brown began her legal career in Chicago with Jones Day. Since joining Dykema's Detroit office in 2004, Lisa has successfully represented Fortune 500 companies in litigation across the nation, as well as privately held Michigan companies as trial advocate in arbitrations and in federal and state cases.



Brendan J. Cahill
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Brendan J. Cahill's practice focuses on business planning and general corporate counseling. His experience includes private equity funds and related portfolio companies, representing issuers and borrowers in a wide range of financing transactions, and executive employment matters.



Jennifer Chilson
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Jennifer Chilson has been with Dykema since she began her legal career. She is an experienced litigator, who has represented closely-held business, high net-worth individuals, publicly held companies, educational institutions, and other organizations. She has successfully litigated and resolved small business and shareholder/member disputes, derivative claims, business break-ups, squeeze outs, trade secret disputes, and investor advisor claims for many diversified clients based locally and across the country.



Michael G. Cumming
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Michael G. Cumming is Leader of Dykema's Tax Practice Group. Mr. Cumming assists clients with the organizational and tax planning aspects of privately owned businesses to ensure that the business organization meshes with individual estate and tax plans, is structured and operated to minimize taxes, and provides for smooth business succession.



Sherrie L. Farrell
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Sherrie L. Farrell has successfully handled clients' business disputes for nearly 20 years. She regularly counsels clients on a wide range of business issues including creditor rights, contract negotiation, cybersecurity, bankruptcy and business litigation. Sherrie is keenly focused on protecting clients' business interests and combines both a practical and legal approach to finding solutions for her clients. A former journalist and public relations practitioner, Sherrie worked with three City of Detroit Mayors. With her depth of knowledge of municipal issues, she frequently advises business clients who are seeking to do business or are doing business in southeastern Michigan.



Dennis M. Haffey
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Dennis M. Haffey has specialized in business litigation since he joined the Dykema law firm in 1976, after graduating magna cum laude from the University of Michigan Law School. The claims he litigates in courts and arbitration regularly involve privately-held and public companies, such as shareholder, partner and owner disputes; mergers and acquisitions including both failed deals and post-closing purchase price adjustments; dealer, distributor and supply chain claims; non-compete agreements; trade secrets; fraud, interference and other business torts; and general breach of contract.



James F. Hermon
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James F. Hermon's practice focuses upon the defense and trial of employment cases in federal and state courts, as well as counseling, advising and training companies regarding their obligations under employment laws.



Jin-Kyu Koh
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Jin-Kyu Koh is the Director of the Business Services Department, resident in the Firm's Detroit office. Jin represents privately-owned companies throughout their life-cycle, from start-up to exit. Jin has extensive experience in financing transactions (including angel, venture capital, and convertible debt financings), M&A transactions and general business counseling.



William J. Kohler
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William J. Kohler is a senior counsel in the Corporate Finance Practice Group of Dykema. He has a strong background in domestic and international acquisitions and divestitures of privately held businesses, as well as subsidiaries of publicly traded companies. His practice is focused on the automotive industry, serving for many years as general counsel of, and advisor in private practice to, prominent automotive companies covering domestic and international matters. He has led some of the automotive industry's larger and more complicated acquisitions and divestitures, and negotiated specialized supply agreements in conjunction with such transactions. He has represented private equity buyers and sellers, minority- and female-owned enterprises and other private interests in stock and asset acquisitions and divestitures.



Andrew J. Kolozsvary
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Andrew J. Kolozsvary practices in the areas of business and commercial litigation. He helps guide closely held companies, partnerships, executives, and business owners to the successful resolution of business disputes of all kinds, with a special focus on intra-entity issues such as fiduciary obligations, oppression claims, and derivative suits. To compliment his skills in litigation, Andy also advises clients on corporate governance matters to avoid and minimize disputes outside of litigation.



William C. Lentine
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William C. Lentine entered into the practice of law after becoming a successful, licensed CPA in Illinois. He began private legal practice in Detroit representing high net worth individuals, executives, closely-held businesses, public companies, tax-exempt entities and other organizations. Since joining Dykema, he has acted as counsel for tax, transaction and controversy matters to many of the most successful privately and publically held companies in Michigan. Bill also advises CPAs on ethical obligations, taxes and other legal matters



Rochelle E. Lento
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Rochelle E. Lento has focused her practice on real estate and affordable housing development. She also works extensively with nonprofits on corporate structuring and governance issues. Prior to joining Dykema, she was Clinical Professor of Law directing the Legal Assistance for Urban Communities Clinical Program. She is deeply involved in many community development projects and initiatives.



Thomas M. Schehr
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Thomas M. Schehr represents companies and owners in matters involving business combinations, shareholder rights, and derivate claims. He has successfully tried business and commercial litigation matters in federal and state courts and in arbitration, including defense judgment in a complex trade secrets and breach of contract case, permanent injunction enforcing deed restrictions on real property, \$4 million judgment in a shareholder dispute, \$1 million-plus judgment involving claims of breach of fiduciary duty in a partnership dispute, and \$13.4 million award in international arbitration.



Alexis J. Schostak
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Alexis J. Schostak has extensive experience from inception to the conclusion of deals, as well as working closely with clients, colleagues and opposing counsel to provide creative, practical and cost-effective solutions in transactions. Prior to joining Dykema, Ms. Schostak practiced in New York at Cahill Gordon & Reindel LLP.



Dante A. Stella
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Dante Stella has been a commercial and business litigator with Dykema since 1999 and routinely represents clients that range in size from sole proprietorships to Fortune 100 companies. He is experienced in a wide variety of business-related litigation concerning banking, contract disputes, construction, real estate, state unemployment tax contribution liability, trade secrets, and torts. He is also well-versed in handling the data side of criminal investigations by the government. Dante is the head of the firm's Electronic Discovery and Discovery Management Group and leverages his considerable experience in cost containment to obtain the best result for clients at the lowest possible overall cost.

Stay Up to Date

The Privately Owned Business Group co-sponsors, with other recognized professionals, a series of bi-annual seminars. The focus of these presentations changes each year to keep current and anticipate events and developments of interest to privately owned businesses.



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For over 85 years, Dykema has provided exemplary legal and consulting services to North America's greatest companies, business leaders and entrepreneurs. As our clients have grown, so have we, expanding from Midwestern roots to become one of the nation's largest law firms, with offices from coast to coast.



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