

PRESENTATION

BUSINESS SUCCESSION PLANNING

**Planning for the Voluntary and Involuntary Changes in
Your Business' Ownership**

Thursday, September 17, 2015



WEALTH AND ASSET MANAGEMENT



BAKER DONELSON

EXPAND YOUR EXPECTATIONS™

Welcome

Moderator:

- Richard Bouchner, *Capital One Wealth & Asset Management*

Presenters:

- Rob Wollfarth, *Baker Donelson*
- Biff Bayard, *Baker Donelson*
- Frank DeVay, *Chaffe & Associates, Inc.*
- Barry Fine, *Capital One Wealth & Asset Management*

Introduction

- What is Business Succession Planning?
 - Business succession planning involves planning for both voluntary and involuntary transfers of the ownership, management and/or assets of a business.
 - Smart business succession planning should begin in earnest when a business is created, typically when the business entity's formation documents are being drafted.
 - However, a business may implement a sound succession plan at any point in its life cycle or adjust an existing business succession plan that optimizes the post-change health of the business and its owners.

Presentation Topics

- The legal side of planning for voluntary and involuntary changes in the business
- Planning for a voluntary merger or sale of the business
- Managing finance in support of business succession plan

Legal Side of Business Succession Planning

When a Good Buy-Sell Agreement is Needed:

- Death of an Owner
- Retirement of an Owner
- Divorce of an Owner
- Disability of an Owner
- Outside Party's Offer to Purchase an Owner's interest
- Termination of Owner's Employment
- Owner's Bankruptcy or Insolvency

Legal Side of Business Succession Planning (cont'd)

Benefits To Deceased Owner's Estate and Beneficiaries:

- Provides estate and beneficiaries with favorable price for unmarketable interest
- Gives estate and beneficiaries cash for estate taxes and other expenses.
- Allows owners to bargain for terms before death when on equal footing
- Allows for arms-length price negotiation that establishes estate tax value
- Relieves estate and beneficiaries from involvement in business affairs
- Prevents delays in estate administration
- Provides a source of liquidity for estate and beneficiaries
- Eliminates the estate and beneficiaries as owners since their short-term cash needs may conflict with the remaining owners' desire to invest in and grow the business
- Gives the estate and beneficiaries cash for investments with better short-term return

Legal Side of Business Succession Planning (cont'd)

Benefits to Retired or Disabled Owner:

- Satisfies disabled owner's short-term cash needs
- Retired or disabled owner who is not as involved in the business may be somewhat out of touch with the long-term needs of the business and may favor his/her own immediate cash needs

Legal Side of Business Succession Planning (cont'd)

Benefits to Remaining Owners:

- Gives remaining owners time to plan for change in ownership, particularly funding buy-out price
- Allows business to pay departing owner over time with a reasonable interest rate
- Eliminates negotiations with spouse and children of deceased or incapacitated owner which could get ugly
- Avoids potential conflict where inactive owner has the right to continue to vote and receive distributions even though his knowledge and goals may differ from the active owners
- Avoids dispute when owner wishes to leave the company, whether to enter into competition or otherwise

Legal Side of Business Succession Planning (cont'd)

Legal Tool for Implementing a Business Succession Plan:

Buy-sell Agreement. An agreement among the owners of a business, or among the owners of the business and the entity, to purchase and sell interests of the business at a price set under the agreement upon certain future events.

Legal Side of Business Succession Planning (cont'd)

Types of Buy-Sell Agreements:

Cross-Purchase Agreement

- Requires or gives option to remaining owners to buy interest of withdrawing or deceased owner on a pro rata or other basis

Redemption Agreement

- Entity has the option or is required to purchase the withdrawing or deceased owner's interest

Hybrid

- Entity may assign its right or obligation to purchase to the remaining owners
- Owners may be required to purchase any interest of the withdrawing or deceased owner not purchased by the entity because of legal restrictions, lack of sufficient funds, or other reasons.

Legal Side of Business Succession Planning (cont'd)

Common Terms to Include in Buy-sell Agreements:

- Restrictions on Transfer
- Drag Along Rights
- Tag Along Rights
- Claw Back Rights
- Funding Alternatives
- Purchase Price Alternatives
- Payout Alternatives

Legal Side of Business Succession Planning (cont'd)

Key Income Tax Consequences to Consider:

- On sale of the interest
- On payment of life insurance premiums
- On receipt of life insurance proceeds

Legal Side of Business Succession Planning (cont'd)

What is the process like for businesses to embark on a business succession plan?

- Discussion with all parties
- Ascertain goals and desires
- Prioritize
- Offer initial plan for discussion

Legal Side of Business Succession Planning (cont'd)

How does the involvement of related and unrelated owner or managers affect the business succession plan?

- Owner's perception of interest
- Owner's perception of ability
- Non owners perception of ability
- Trial run
- Benefits to lock in non- owner managers

Legal Side of Business Succession Planning (cont'd)

What if the business is owned by only related parties, but some are not interested in actively participating in the business?

- Voting & Non Voting Shares
- Outside Board members and compensation committee
- Puts and calls
- Testamentary balancing
- Management transition plan after transfer

Legal Side of Business Succession Planning (cont'd)

What are key estate and gift tax issues that must be addressed as party of the business succession plan?

- Early Gifting/Sales
- Discounted values
- New business ventures/divisions/start ups

Planning for Voluntary Merger or Sale

If the owners intend to position the business for a sale or merger, how does the business succession planning differ in terms of process and timing?

There are more similarities than differences:

- Estate & Tax Planning should be done prior to beginning the process.
- Business systems & financial reporting should be able to stand up to the scrutiny of due diligence.
- Valuation performed before embarking.
- The sale or merger process takes 6-9 months.

Planning for Voluntary Merger or Sale (cont'd)

Phase I	Phase II	Phase III	Phase IV
Valuation and Preparation	Offer/ Marketing and Evaluation	Due Diligence/ Binding Proposals	Execution and Closing
3-6 Weeks	4-6 Weeks	4-6 Weeks	4-8 Weeks
<ul style="list-style-type: none"> ▪ Advisor due diligence and valuation ▪ Define and rank potential acquirers ▪ Prepare confidential information memorandum (“CIM”) and “teaser” document ▪ Prepare confidentiality agreement (“CA”) 	<ul style="list-style-type: none"> ▪ Contact potential acquirers ▪ Distribute “teaser” document ▪ Provide CIM to parties who execute CA ▪ Invite parties to submit non-binding expressions of interest ▪ Evaluate proposals ▪ Select parties for Phase III due diligence 	<ul style="list-style-type: none"> ▪ Due diligence (data room) ▪ Management presentations and meetings ▪ Site visit ▪ Invite parties to submit final binding proposals ▪ Negotiation of terms ▪ Selection of preferred bidder(s) 	<ul style="list-style-type: none"> ▪ Confirmatory due diligence ▪ Committed financing ▪ Negotiation of Purchase agreement ▪ Regulator and other approvals ▪ Closing

Typical transacting timing takes between 15 – 26 weeks to close.

Planning for Voluntary Merger or Sale (cont'd)

Can the business target certain kinds of buyers to make a future sale or merger more likely and what types of buyers would it likely target?

- Two types of buyers – Strategic and Financial each with specific preferences.
- As standard practice, Chaffe researches and targets buyers based upon their likelihood of putting forth a good bid.
- Chaffe only contacts buyers that are approved by the client.

Planning for Voluntary Merger or Sale (cont'd)

What role does an investment banker play in the sale or merger context?

Investment banker's role:

- Performs due diligence to value the company and to prepare an offering memorandum.
- Markets the company through a limited auction process.
- Negotiates initial deal terms that form backbone of purchase document.
- Facilitates buyer due diligence.
- Works closely with seller's legal, accounting and other advisors through the closing.

Managing Finances in Support of Succession Plan

How Developed is Your Business Continuity and Succession Plan?

- Business continuity plans and exit strategies aren't just "nice-to-have tools" -- they are absolutely essential for any family business. Not only are they important for the company, but they are extremely important to banks and financial lenders.
- Disruptions take many forms:
 - Cyber attack
 - Credit freeze
 - Product recall
 - Supplier bankruptcy
 - Litigation

Managing Finances in Support of Succession Plan (cont'd)

- Company Contingency Planning:
 - Back up office space
 - Computer networks, phone
 - Data backup and security
 - Generators on site
 - Key man insurance
 - Business overhead/Lines of credit
 - Company communications plan
 - Business structure/Ownership/Asset protect
 - Contract law/Non-compete

Managing Finances in Support of Succession Plan (cont'd)

What are some critical financing needs that the business should consider in connection with adopting a business succession plan?

- A professional advisory team in banking, law, and tax can address some of the critical financing needs and tax consequences for transferring ownership. They can assess whether to take the company public and phase-in an exit strategy, sell the business to a 3rd party outright with some form of seller financing, fund a family or management buyout with recapitalized stock, or recapitalize using a leveraged ESOP or seller financing notes.
- The business succession plan should include 3-5 years of reviewed or audited historical financial information. Pro forma projections for the income statement and balance sheet with notes for underlying assumptions and reports on inventory and equipment and of course any contracts and agreements outstanding.

Managing Finances in Support of Succession Plan (cont'd)

What are some critical financing needs that the business should consider in connection with adopting a business succession plan?

- If you plan to help finance a buy out and extend payment out over time (installment sale) a detailed needs analysis should include the businesses internal strengths and weaknesses, e.g. cash flow, A/R, experienced management team etc. and potential growth opportunities which may be implemented to increase value before a buy-out.
- Securing seller financing should include a funded buy-sell agreement with formulaic methods for calculating enterprise valuation and multiple. And the agreement should include business overhead as well as disability buy-out coverage.

Managing Finances in Support of Succession Plan (cont'd)

What are some common strategies you typically will recommend to businesses to address financing needs in connection with its business succession plan?

- Review options with Advisory Team and choose either sale to 3rd party outright, sale to family, or sale to management. Identify successors, minimize taxes, explore financing (self-financing or bank), and choose buy-sell agreement: Sole Proprietor, FLP, Cross Purchase, Redemption, Wait and See, Hybrid
- Succession plans may involve equity based incentive options or stock appreciation rights (SARS) and phantom stock plans along with ESOPS or equity sales with vesting schedules where the equity is earned and paid for with cash and service.
- Consider testamentary trust to own the business in case the owner dies prematurely and name an outside “trust protector” to help direct the sale and manage trust corpus.

Managing Finances in Support of Succession Plan (cont'd)

How should a business address the sudden increase in wealth that may result from a voluntary merger or sale?

- Establish a retirement plan and cash flow needs analysis for retiring family members and define investment policy statement and trust structure. Consider asset protection and dynastic planning for children and grandchildren and philanthropy.
- Coordinate the sale of the business with the estate and wealth management plan and determine what trust administration requirements and fiduciary over site will be needed.

QUESTIONS?

THANK YOU

Richard Bouchner, *Capital One Wealth & Asset Management*
504.533.5547 | Richard.Bouchner@capitalone.com

Rob Wollfarth, *Baker Donelson*
504.566.8623 | rwollfarth@bakerdonelson.com

Biff Bayard, *Baker Donelson*
225.381.7019 | abayard@bakerdonelson.com

Frank DeVay, *Chaffe & Associates, Inc.*
504.526.1622 | fdevay@chaffe-associates.com

Barry Fine, *Capital One Wealth & Asset Management*
646.831.1480 | Barry.Fine@CapitalOne.com

**Robert L. Wollfarth Jr.**

Of Counsel
New Orleans
Phone: 504.566.8623
Fax: 504.585.6923
rwollfarth@bakerdonelson.com

Robert "Rob" Wollfarth represents large and small clients across the country with a wide variety of business matters. These matters include, but are not limited to, start-up, mergers and acquisitions, federal, state and local tax planning and controversy, obtaining tax and economic incentives, business combinations, sales, contractual relationships, financing projects and operations, restructuring, buy-outs and dissolution. Mr. Wollfarth prides himself on providing his business clients with creative solutions rather than just answers to their legal questions. His focus remains on helping clients attain their goals, rather than merely a legal result, and doing so in a cost-effective manner.

Representative Matters

State and Local Tax Issues

- Successfully argued to have Louisiana Department of Revenue apply Georgia company's payroll tax payments going back ten years to tax rather than penalties and interest accumulated over that period.
- Restructured large gaming company to avoid millions of dollars of Louisiana franchise tax.
- Convinced local tax authorities to assess dirt company's customers for underpayment of sales tax, saving dirt company several hundred thousand dollars of sales tax liability.
- Assisted national insurance company with Louisiana income tax audit.
- Defended large aircraft repair business in connection with Louisiana sales and use tax audit.
- Structured pharmacy's drug sales to minimize Louisiana sales and use taxes.
- Advised barge leasing company on procedures for acquiring and leasing barges to minimize Louisiana lease taxes.
- Advised large national software technology development company about developing and licensing software to avoid Louisiana sales and use taxes.
- Assisted large oil and gas pipeline company with settlement of Louisiana ad valorem tax litigation.

Business Formations

- Minimized foreign corporation's tax and other liabilities by structuring its ownership in the U.S. of \$1.5 billion of oil and gas assets.

- Successfully negotiated llc operating agreement between privately-held Louisiana company and non-Louisiana publically-traded partnership in connection with their formation of a marine towing business consisting of \$70 million of assets.
- Guided non-Louisiana oil and gas drilling company through a maze of Louisiana licensing and tax filing requirements to qualify the company to conduct business in Louisiana.
- Assisted numerous tax exempt organizations, including one of the first charter school associations formed in Louisiana after Hurricane Katrina, with forming legal entity to engage in tax exempt activities and preparing and filing federal tax exemption applications.

Acquisitions and Sales

- Represented ship building company in connection with acquisition of tens of millions of dollars of ship building assets from seller in bankruptcy proceeding.
- Negotiated and closed sale by clients of their privately-held offshore diving company for over \$50 million.
- Negotiated and closed client's acquisition of multi-million dollar landfill business.

Contractual Relationships

- Helped municipality stimulate economic growth by preparing and successfully negotiating on its behalf an agreement with foreign airline providing for the only direct flight between municipality and foreign business destination.
- Assisted numerous clients with preparing and negotiating employment agreements, independent contractor agreements, settlement agreements, indemnity agreements, confidentiality agreements, brokering agreements, option agreements and other kinds of agreements.

Tax and Economic Incentives

- Represented Fortune 100 film and television production company in connection with earning and selling tens of millions of dollars of Louisiana Motion Picture Investor Tax Credits.
- Represented clients in connection with development of multi-million dollar real estate projects utilizing Federal and Louisiana New Markets Tax Credits, Historic Tax Credits and other incentives.
- Advised numerous clients in connection with earning and obtaining the benefit of Federal and Louisiana tax and economic incentives including, but not limited to, Research and Development Tax Credits and Digital Interactive Media and Software Tax Credits.

Financing Transactions

- Prepared documentation needed by national charitable organization for making grants to other charitable organizations and individuals.
- Acted as bank counsel in connection with large lending transactions.

- Represented film studio clients in connection with film finance transactions.
- Assisted clients with obtaining equity financing through private placement transactions.

Recent Publications & Speaking Engagements

- Presenter – "[Fallout of the 2015 Louisiana Legislative Session](#)," Baker Donelson Webinar (July 23, 2015)
- Author – "[Spotlight on Louisiana: 2015 Legislative Session Increases Tax Burdens to Balance State Budget](#)," Baker Donelson Tax Alert (July 14, 2015)
- Presenter/Chair – "Business on the Bayou: Tax Incentives and Economic Development in Louisiana," Louisiana State Bar Association (May 1, 2015)
- Presenter – "Tax Incentives for Emerging Companies," Northwestern State University School of Business Spring CLE (April 24, 2015)
- Presenter – "Using Representations and Warranties in Mergers and Acquisitions," Professional Education Broadcast Network (April 7, 2015)
- Presenter – "Discussion of State Tax Appeals Procedures," Council On State Taxation, Southeast Regional Meeting (March 12, 2015)
- Presenter – "[Business and Transactional Issues in Connection with Sales/Exchanges of Partnership/LLC Interests](#)," Professional Education Broadcast Network (February 4, 2015)
- Panelist – "Delaware South? What you Need to Know About the New Louisiana Business Corporation Act," Baker Donelson presentation, Baton Rouge, Louisiana (February 3, 2015); New Orleans, Louisiana (February 5, 2015)
- Presenter – "Earnouts in Business and Real Estate Transactions," Professional Education Broadcast Network (December 16, 2014)
- Author – "[Spotlight on Louisiana: Tax Amnesty Begins Today](#)," Baker Donelson Tax Alert (October 15, 2014)
- Author – "[Moving Past the 10 Year Anniversary of Hurricane Katrina and the Expiration of Tax Incentives](#)," *Silicon Bayou News* (October 15, 2014)
- Lecturer – "Hiring a Lawyer in Connection with your Film Production," University of New Orleans Entertainment Law Class (October 2011; April 2012; October 2013; October 2014)
- Author – "Increased Tax on Salt Domes: Good Tax Policy or an Economic Sinkhole?" *LOGA Industry Report* (Fall 2014)
- Co-presenter – "[Limitations on Closely Held Company Owners - Business Opportunities and Non-Competes](#)," Professional Education Broadcast Network (May 6, 2014)
- Author – "[Rule 4372's Potential Impact on Sales, Use Taxation of Oil and Gas Services](#)," Legal Update, *LOGA Industry Report* (Spring 2014)

- Presenter – "Selling Privately-Held Companies," Baker Donelson Special Event, Houston, Texas (April 22, 2014)
- Presenter – "Tax Incentives for Start-Ups," Southeastern Emerging Companies Boot Camp Series, New Orleans Entrepreneur Week (March 28, 2014)
- Co-presenter – "Planning to Avoid, Rather than to Pay, Louisiana Sales and Use Taxes," Construction Financial Management Association, Southeast Louisiana, New Orleans Chapter (March 26, 2014)
- Author – "The 64-Parish Question: What's the Applicable Tax?" *New Orleans City Business* (March 25, 2014)
- Co-presenter – "Navigating Louisiana Sales and Use Taxation," Tax Executives Institute, Inc., New Orleans Chapter (February 21, 2014)
- Co-presenter – "Navigating Louisiana Sales and Use Taxation," Construction Financial Management Association, Southcentral Louisiana, Baton Rouge Chapter (January 16, 2014)
- Co-presenter – "Navigating Louisiana Sales and Use Taxation," Hannis T. Bourgeois, LLP (December 16, 2013)
- Author – "[Spotlight on Louisiana: Low Tax Cost Ranks Louisiana in Top Ten for Business](#)," Baker Donelson Tax Alert (October 15, 2013)
- Panelist – "Building on the Foundation: A New Orleans Tech Future That Will Drive the Economy," New Orleans Tech Week, New Orleans, Louisiana (October 10, 2013)
- Author – "[Spotlight on Louisiana: Louisiana Legislature Reduces its Tax Credit for Wind and Solar Energy Systems](#)," Baker Donelson Tax Alert (October 3, 2013)
- Author – "[Spotlight on Louisiana: Department of Revenue Denies Marriage Benefits to Same-Sex Couples](#)," Baker Donelson Tax Alert (September 18, 2013)
- Co-author – "[Spotlight on Louisiana Tax Amnesty: Better to Ask for Forgiveness?](#)" Baker Donelson Tax Alert (September 17, 2013)
- Panelist – "Film Finance Forum," The Expo: Louisiana Actors & Film Industry Conference, New Orleans, Louisiana (September 7, 2013)
- Co-presenter – "Indie Film Making and the Law," Sidewalk Film Festival (August 24, 2013)
- Presenter – "Key Legal Issues Relating to Developing, Producing and Distributing a Motion Picture," part of University of New Orleans Film Festival 2013 (May 12, 2013)
- Presenter – "Navigating Louisiana Sales and Use Taxation Laws Applicable to Software Businesses," Louisiana Technology Park Lunch and Learn (February 28, 2013)
- Author – "[Treasury Issues Final Regulations for Film and TV Production Expensing](#)," Baker Donelson Tax Alert (December 28, 2012)
- Presenter – "Selling Privately-Held Companies Valued at \$20 million and Larger," Baker Donelson Special Event, Houston, Texas (October 31, 2012)

- Panelist – "Film Finance Forum," The Expo: Louisiana Actors & Film Industry Conference, New Orleans, Louisiana (September 28, 2012)
- Co-presenter – "What to Do When the Majors Don't Come Knocking," Fourth Annual IP and Entertainment Law Sidewalk CLE (August 24, 2012)
- Presenter – "Navigating Louisiana Sales and Use Taxation," Construction Financial Management Association, Southeast Louisiana, New Orleans Chapter (June 27, 2012)
- Presenter – "Selling Privately-Held Companies Valued at \$20 million and Larger," Baker Donelson Special Event (June 12, 2012)
- Presenter – "Business Funding and Succession Planning," Baker Donelson seminar (June 4, 2012)
- Author – "[Spotlight on Louisiana: Tax Credits are Music to the Ears](#)," Baker Donelson Tax Alert (May 2, 2012)
- Author – "Harnessing The Wind And Sun To Reduce Taxes," *Law360* (April 24, 2012)
- Presenter – "Key Legal Issues Relating to Developing, Producing and Distributing a Motion Picture," part of one-day seminar offered by New Orleans Video Access Center and Loyola University College of Law Sports and Entertainment Law Society (April 14, 2012)
- Featured – "[Filmmaking Seminar on Tap](#)," interview on "Making the Deal" seminar, *wwwltv.com* (April 9, 2012)
- Presenter – "Key Legal Issues Relating to Developing, Producing and Distributing a Motion Picture," film/music industry presentation (April 2, 2012)
- Presenter – "Business Succession Planning," Construction Financial Management Association, Southeast Louisiana chapter (March 28, 2012)
- Presenter – "Tax Incentives for Emerging Companies in Louisiana," Idea Village Boot Camp (March 16, 2012)
- Author – "[Spotlight on Louisiana: Harnessing the Wind and Sun Can Reduce Taxes](#)," Baker Donelson Tax Alert (March 8, 2012)
- Presenter – "Navigating Louisiana Sales and Use Taxation," NACM-Louisiana Inc. Education (November 18, 2011)
- Presenter – "Tax Incentives for Emerging Companies," Baker Donelson Emerging Company Boot Camp at Louisiana Technology Park (November 2011)
- Author – "[Spotlight on Louisiana: A Digitally Enhanced Incentive](#)," Baker Donelson Tax Alert (October 2011)
- Author – "[Spotlight on Louisiana: Experimentation Results in Less Taxation](#)," Baker Donelson Tax Alert (September 2011)
- Author – "[Spotlight on Louisiana: Revival of State's Angel Investor Tax Credit Program](#)," Baker Donelson Tax Alert (June 2011)
- Author – "[Spotlight on Louisiana: An Overview of Louisiana's Motion Picture Investor Tax Credit](#)," Baker Donelson Tax Alert (May 2011)

- Presenter – "Company Formation and Taxation," Baker Donelson Emerging Company Boot Camp at Idea Village (March 2011)

Professional Honors and Activities

- AV® Preeminent™ Peer Review Rated by Martindale-Hubbell
- Listed as a Louisiana Rising Star by *Louisiana Super Lawyers*, 2012
- Member – Leadership Jefferson Class of 2011
- Member – Louisiana Oil and Gas Association Tax Committee
- Member – Louisiana Film and Entertainment Association
- Board Member – New Orleans Business Alliance
- Member – Creative Digital Media Subcommittee, New Orleans Business Alliance
- Member – Baker Donelson Emerging Company Institute
- Member – Baker Donelson Legal Opinion Committee
- Member – Baker Donelson Economic Development Team
- Fête Louisiane 2013 Event Committee Member – Louisiana Cultural Economy Foundation
- Advisory Board – New Orleans Film Society

Admissions

- Texas, 2014
- Louisiana, 1997

Education

- New York University School of Law, J.D. and LL.M, Taxation, 1997
- Tulane University, B.S., Mathematical Economics, 1994



Alton E. Bayard III

Shareholder
Baton Rouge
Phone: 225.381.7019
Fax: 225.382.0219
abayard@bakerdonelson.com

Alton "Biff" Bayard, leader of the Firm's Tax Department, represents individuals, professionals, business owners and businesses in tax planning, estate planning, structuring business acquisitions, estate administration and disputes. He received his LL.M. from Southern Methodist University in 1980, is Louisiana board certified in tax law since 1985 and in estate planning since 1997, and is recognized in *Best Lawyers in America*® since 1996 in the areas of Tax Law, Trusts and Estates, Non-Profit/Charities Law, Trusts and Estates Litigation, Litigation and Controversy - Tax, and Closely Held Companies and Family Businesses Law. Mr. Bayard has been recognized in *Louisiana Super Lawyers* since 2007 in the area of Estate Planning and Probate.

Representative Matters

- Advised a commercial and industrial service company and its sole owner on personal estate planning and business transition planning, including selecting the appropriate entities, creating operating agreements, handling the acquisition of a service company, preparing personal planning documents and consideration of transition plans including an ESOP, potential sale to an outside entity and sales of business interests to family members.
- Represented an executrix in litigation concerning the validity of testamentary trusts and dispositions.
- Defended the executor of an estate in litigation invalidating an attempted amendment to a trust document upsetting the decedent's testamentary transfer plan.
- Represented the executrix of an estate in the negotiating, drafting and closing the sale of the estate's interest in a limited liability company to the surviving member.
- Converted multiple C corporations to limited liability companies to be taxed as S corporations for federal purposes free of state franchise tax.
- Assisted two related corporations in the liquidation and distribution of its remaining assets to its shareholders.
- Prepared numerous limited liability companies and trusts to transition the operation and transfer the ownership of real estate, active businesses, oil and gas interests, and other assets to accomplish orderly and tax-efficient transfers to the next generation of managers and family members.

Publications & Speaking Engagements

- Speaker – "Planning for Voluntary and Involuntary Changes in Your Business' Ownership," Business Succession Planning, April 7, 2015
- Featured – "[Pass It On: Estate Planning is Tougher When a Business is Involved](#)," by Kathy Finn, *Greater Baton Rouge Business Report*, November 2014
- Speaker – "Business Succession Planning," Annual Associated Builders and Contractors of Louisiana State Convention, Sandestin, Florida, July 25, 2013
- Speaker – "Medicaid-related Personal Service Agreements," Louisiana State Bar Association's "Summer School Revisited Seminar," New Orleans, December 13, 2012
- Speaker – "The Estate Tax under the 2010 Tax Relief Act," the Baton Rouge Chapter of the Financial Planning Association, May 12, 2011
- Speaker – "Estate Tax Changes and Planning," the Baton Rouge Chapter of the Financial Planning Association, June 2010
- Speaker – "Estate Tax... Where Are We Now?" Baton Rouge Estate and Business Planning Council, April 2010
- Co-Chair – "Estate Planning: Back to Basics," Louisiana State Bar Association seminar, March 2010
- Speaker – "Living Wills & Other Directives," 2006 Recent Developments in Legislation & Jurisprudence, LSU Law School, September and November 2006
- Speaker – "Incapacity Planning," Elder Law Seminar, LSU Law School, March 2006
- Speaker – "Elder Law," 2005 Recent Developments in Legislation & Jurisprudence, LSU Law School, September 2005
- Speaker – "Living Wills and Other Advance Directives," 2005 Recent Developments in Legislation & Jurisprudence, LSU Law School, September 2005
- Speaker – "Elder Law," 2004 Recent Developments in Legislation & Jurisprudence, LSU Law School, September 2004

Professional Honors & Activities

- Listed since 1995 in *Best Lawyers in America*[®] in the areas of Tax Law, Trusts and Estates, Non-Profit/Charities Law, Trusts and Estates Litigation, Litigation and Controversy - Tax, and Closely Held Companies and Family Businesses Law
- Listed in *Louisiana Super Lawyers* since 2007
- Recognized as a "Top Lawyer" by *New Orleans Magazine* in Non-Profit/Charities Law, 2013
- Fellow – The American College of Trust and Estate Counsel
- American Bar Association
- Louisiana Bar Association – Past Chairman of Estate Planning and Administration Advisory Commission
- Baton Rouge Bar Association
- Baton Rouge Estate and Business Planning Council

- Board Certified Tax Law Specialist, certified by the Louisiana Board of Legal Specialization, 1985-Present
- Board Certified Estate Planning and Administration Specialist, certified by the Louisiana Board of Legal Specialization, 1997 – present
- AV® Preeminent™ Peer Review Rated by Martindale-Hubbell

Admissions

- Louisiana, 1977

Education

- Southern Methodist University, LL.M. in Taxation, 1980
- Paul M. Hebert Law Center at Louisiana State University, J.D., 1976
- Louisiana State University, B.S. in Business Administration, 1975



Richard C. Bouchner

201 St. Charles Avenue
23rd Floor

New Orleans, LA 70170

504.533.5547 O

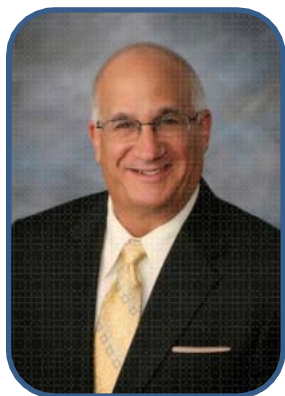
504.322.9929 C

504.533.3356 F

Richard.Bouchner@capitalone.com

Senior Wealth and Asset Management Specialist

Mr. Bouchner has more than 20 years of investment and financial services experience, the last two with Capital One. Headquartered in New Orleans, he is responsible for institutional and personal trust and investment management sales and business development for Louisiana. Prior to joining Capital One, he served both personal and institutional clients while working with firms such as Merrill Lynch, Brown Brothers Harriman & Co., Sanford Bernstein, and most recently, Equitas Capital Advisors. Mr. Bouchner earned his undergraduate degree from Tulane University and his MBA from Vanderbilt University.



Barry M. Fine

Wealth Planning Strategist

299 Park Avenue, 31st Floor

New York, N.Y. 10171

646.836.5093 O

646.831.1480 M

646.589.9514 F

Barry.Fine@Capitalone.com

Mr. Fine is Vice President, Wealth Planning Strategist at Capital One® Wealth and Asset Management in New York. As a specialist with 25 years of experience, Mr. Fine delivers professional wealth planning services with a team of commercial banking experts offering comprehensive solutions for business-owners, wealthy individuals and families, endowments, foundations, and other organizations.

Before joining Capital One, Mr. Fine was a Senior Wealth Advisor at Marks Paneth & Shron, LLP, where he advised CPAs and their clients on banking, credit, and wealth management planning. He also served as Senior Relationship Manager at Citibank and Executive Director of Financial Planning at Sagemark Consulting and Eagle Strategies Corp. of New York.

As a recognized wealth advisor in estate, pension, and wealth management, Mr. Fine has served on the Boards of community non-profits and as a panelist at the International Association of Financial Planners, The Investment Expo in New York, The Nautilus Group, and other professional forums. He has been quoted by the Wall Street Journal, Long Island Business News, Advisor Today, Investment News, Newsday, Plastic Surgery Practice Advisor, and Health News. He is a New York State Representative of the Asset Protection Society®

Mr. Fine graduated from Columbia University where he earned a Bachelor in Economics with distinction, and an MBA in Finance. He is an Accredited Investment Fiduciary (AIF®), Certified Wealth Preservation Planner™, Certified Financial Manager (CFM®), and holds professional certificates in financial planning from the School of Advanced Financial Management, University of Pennsylvania at Wharton and The College for Financial Planning®, C.W. Post College, Long Island University. His regulatory certifications include FINRA Series 7, Series 63, Series 65 and he holds Life & Health and Annuity licenses in New York, New Jersey, Florida, and Delaware.



Frank deVay
Senior Vice President

Mr. deVay is employed in the mergers and acquisitions area of Chaffe & Associates, Inc., having joined the firm in 2000. He has been working in investment banking, specifically in mergers and acquisitions for the past 15 years. During this time, Mr. deVay has completed various engagements including sell-side merger transactions, private equity placements, valuations, fairness opinions, and financial advisory services. The clients served varied from private firms to publicly traded corporations.

Mr. deVay began his career at Martin Marietta Manned Space Systems in New Orleans in strategic financial planning and was promoted to cost manager of a small business unit. He has held similar positions with increasing responsibility at several firms in varied industries, including as Controller of a multi-entity oil and gas, engineering, procurement and construction concern based in New Orleans and Port Sulphur, Louisiana.

Mr. deVay is licensed with the Financial Industry Regulatory Authority (FINRA) as a registered representative and holds the Series 7, 63 and 79 licenses.

He is also active in community affairs and serves on a number of civic boards, including, ACG Louisiana, HCIA Government Affairs Committee and treasurer of the Lakeview Shepherd's Center. Mr. deVay received a Bachelor of Business Administration in Economics from Loyola University of New Orleans.

Contact Information

Chaffe & Associates, Inc.
201 St. Charles Ave., Suite 1410
New Orleans, LA 70170

Office: 504-524-1801

Fax: 504-524-7194

Cell: 504-710-2373

fdevay@chaffe-associates.com



INTRODUCTION TO CHAFFE & ASSOCIATES, INC.

D. B. H. Chaffe III founded Chaffe & Associates, Inc. in 1982 to provide specialized investment banking services to financial institutions, corporations, and individuals. The ability to understand and determine value of its client companies has been the cornerstone to Chaffe & Associates' success. Chaffe is headquartered in New Orleans.

- Serving small to middle market companies in the Gulf South for over three decades.
- Registered Broker/Dealer through wholly-owned subsidiary, Chaffe Securities, Inc.
- Employs 10 investment banking professionals with significant experience in a wide range of investment banking and consulting services.
- Comprised of two practice areas: Valuation Services and Mergers & Acquisitions.

MERGERS & ACQUISITIONS

Chaffe & Associates has earned a reputation as a trusted advisor by executing successful merger and acquisition transactions that yield superior prices and deal terms. Chaffe achieves these outcomes through a steadfast commitment to understanding its clients' goals, concerns and business, and to executing a world-class marketing process. Chaffe's collaborative approach provides each client with step-by-step guidance throughout the deal process.

Chaffe & Associates provides M&A services to public and private companies in a wide range of industries. Chaffe's years of experience, along with its extensive network of domestic and international acquirers, lenders, and investors allows it to create opportunities that are not constrained by industry or geography. Its M&A professionals specialize in providing the following services:

- *Corporate Sales*
- *Recapitalizations*
- *Management Buyouts*
- *Divestitures*
- *Leveraged Buyouts*
- *Strategic Mergers*
- *Strategic Acquisitions*
- *Fairness Opinions*
- *Strategic Advisory Services*

Contact Information

Frank deVay
Sr. Vice President
Direct: (504) 524-1801
Cell: (504)710-2373

fdevay@chaffe-associates.com

www.chaffe-associates.com