



RUSSELL R. ROSLER

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PRACTICE AREAS

Corporate and Business Organizations

EDUCATION

Cornell University Law School, J.D., 1987

Washington and Lee University, B.A., 1984, *magna cum laude*, Phi Beta Kappa

BAR AND COURT ADMISSIONS

Ohio

U.S. District Court for the Southern District of Ohio

Russ is the head of the firm's privately held companies corporate practice. He helps clients achieve their business objectives, including the organization, finance, governance, acquisition and disposition of businesses, and general business and contract matters. Russ regularly addresses equity exit and change-in-control strategies, inter-owner relations and disputes, and post-transaction disputes. He also serves as adviser to a number of private companies owned by multi-generational families and family offices, addressing governance, owner relations, inter-generational planning, structuring and transactions. He also advises non-profit borrowers in tax-exempt bond financings and other capital markets financings.

Representative recent engagements:

- Counseled companies based in the UK, Germany, Canada and other countries in the establishment of US business organizations, the acquisition and operation of multiple businesses in the US, and US aspects of internal reorganizations and financing transactions
- Serves as lead US acquisition counsel and corporate counsel for a UK.-based public company and its US subsidiaries
- Serves as primary corporate and transactional counsel to a number of single-family equity/investment firms and a multi-billion-dollar multi-generational family investment company
- Advised a private company in a leveraged recapitalization and inter-generational ownership transition exceeding \$50 million in value, involving a special dividend and a self-tender purchase offer
- Advised an entrepreneurial company in the specialty food products industry in connection with a capital restructuring and a multi-million-dollar equity investment by a private equity fund
- Advised an emerging technology company developing a software platform for travel-related companies in connection with the design and implementation of an entity type and capital restructuring, equity compensation arrangements, equity-based arrangements with business partners, and a multi-million-dollar series A round capital raise
- Advised key executives in a number of private companies controlled by private equity funds concerning equity compensation and rollover investments
- Advised a private company in the contentious purchase from an exiting ownership group of a substantial block of shares exceeding \$40 million in value
- Represented the majority owner in the establishment of a major league sports franchise expansion team, and represented the team in the public/private restructuring of the ownership and operation of a major multi-purpose arena and entertainment facility
- Regularly serves as borrower's counsel to a major non-profit hospital, in more than two dozen tax-exempt bond financings with an aggregate borrowed amount of well over \$1

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billion.

Russ received his J.D. from Cornell University Law School and his B.A. *magna cum laude* from Washington & Lee University where he was a member of Phi Beta Kappa and Phi Eta Sigma.

Russ is a member of the American Bar Association and the Ohio State Bar Association.

Honors and Awards

Ohio Super Lawyers, Corporate, 2017-2018

The Best Lawyers in America, Corporate Law, 2009-2020

Columbus CEO, Top Lawyers in Columbus, 2010-2014, 2016-2018

Martindale-Hubbell AV Peer Review Rated