



## **Matthew Kasindorf is one of New York City's most accomplished transactional lawyers**

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Matthew Kasindorf is an accomplished transactional lawyer with Meister Seelig & Fein LLP, specializing in sophisticated real estate and investment transactions both in New York City and throughout the U.S. He counsels clients in the formation, syndication, acquisition, financing, development and sale of real estate and other assets. He has degrees in Accounting and a master of laws in Taxation (LLM) from New York University. Kasindorf has over 25 years of experience in crafting and negotiating limited liability company operating agreements and partnership agreements with particular emphasis on taxation and finance issues.

Kasindorf is the chair of the firm's nine-person real estate department. He has expertise in a broad array of transactions including large real estate acquisitions and sales, sophisticated financing transactions including multi-tranche mezzanine loans and preferred equity transactions, new construction, ground lease negotiation and development, office and retail leasing, workouts and foreclosures, co-op and condominium development and conversions and zoning matters. Kasindorf has been named a "New York Super Lawyer."

Kasindorf is a popular adjunct associate professor in New York University's renowned Graduate Real Estate Institute where he has earned the prestigious "Award for Teaching Excellence." He is considered such a dynamic advisor that he is invited to be a regular instructor at NYU's Summer Real Estate Institute's intensive programs, catering to the most serious investors from the U.S. and around the world. He has also lectured on real estate and tax matters at New York University School of Continuing Education, The New School, Lorman Education Services, and the New York State Society of Certified Public Accountants.

Kasindorf is the green chairman and former president of Tam O' Shanter Country Club in Brookville, and lives in Jericho, with his wife, Susan and two daughters Amanda, a recent University of Miami graduate and Erica, a sophomore at Vanderbilt University.

Meister Seelig & Fein is a boutique commercial law firm composed of over 30 attorneys and maintains offices in midtown Manhattan, downtown Los Angeles and East Brunswick, N.J. and affiliate offices in Pennsylvania, Delaware and Australia. The firm prides itself on its well-established reputation for exceptional client service and high quality legal representation. Founded in 1994, the firm is comprised of accomplished and entrepreneurial attorneys primarily from major national and international law firms. The firm serves a wide variety of clients, including both public and private companies, high net worth individuals, entertainers, professional athletes, software developers, entrepreneurs, hedge funds, real estate investors and developers by providing a wide array of legal services.

The firm's significant practice areas include:

\* Corporate securities, mergers and acquisitions and commercial loan transactions;

- \* General corporate, employment and contract law;
- \* Investment structuring;
- \* Corporate and partnership counseling;
- \* Entertainment law;
- \* Commercial, securities, telecommunications, shareholder derivative, entertainment and real estate litigation, in federal and state courts;
- \* Intellectual property, new media and computer law;
- \* Sophisticated commercial real estate transactions and litigation;
- \* Creditors' rights and bankruptcy;
- \* Business and personal tax planning;
- \* Asset protection and estate planning; and
- \* Bankruptcy and creditors' rights.

The firm's objective is to deliver high quality legal services and practical business advice, as well as aggressive advocacy when disputes arise. Through cutting edge technology they are able to effectively and efficiently serve our clients and bring all necessary resources to bear on their behalf. They believe that it is of vital importance to create and maintain a positive work environment for our personnel, which results in low turnover and allows the firm to provide consistent, high quality personal service to our clients. While we represent local, national and international businesses of all sizes, they represent each client and handle each matter with the high level of care and attention to detail that each and every client deserves. They respect and address the needs of their clients with the common sense, efficiency and effectiveness that provides their clients with a competitive advantage.

#### Real Estate Practice

The firm's real estate group represents institutional and private lenders, developers, domestic and foreign investors, major commercial and residential landlords and tenants, and converters of cooperative and condominium projects. They have counseled clients in the acquisition, development, sale, financing and leasing of all types of real property, including major office buildings and office parks, residential complexes, shopping centers, hotels, and manufacturing and warehouse facilities situated throughout the United States. Their income tax expertise affords clients a "value added" business advantage by pinpointing and resolving multiple tax issues before they become tax problems.

The firm has significant experience in the following types of real estate matters:

- \* Drafting and negotiation of purchase and sale agreements and options for various forms of real property including office buildings, shopping centers, hotels, residential complexes, parking facilities and raw land;
- \* Preparation and negotiation of complex financing arrangements including mortgages, deeds of trust, mezzanine loans, bridge loans, preferred equity agreements, letters of credit, industrial revenue bonds and other security instruments;
- \* Leasing and subleasing of office, shopping center, retail and industrial properties;
- \* Sophisticated sale-leaseback and net lease transactions;
- \* Representation of institutional and private lenders in commercial and residential loan transactions;
- \* Preparation and negotiation of joint venture, partnership and operating agreements;
- \* Drafting and negotiation of brokerage agreements, and property management and construction

agreements;

- \* Resolution of complex real estate disputes, including the workout of problem loans, settlements with project creditors and foreclosures;
- \* Land assemblage, subdivision, zoning and project financings;
- \* Review, negotiation and resolution of complex title issues; and
- \* Cooperative and condominium conversions and developments; underlying mortgage financing and board representation.

### Corporate Practice

Meister Seelig & Fein has a broad and diverse corporate law group with extensive experience in all aspects of corporate law. The firm handles all types of corporate and securities matters ranging from corporate formation, governance and general corporate transactional matters to public and private offerings of securities and complex merger and acquisition transactions. They counsel and represent clients at all stages of existence, from inception through capitalization and disposition. They provide their clients with practical advice and assist them in realizing their goals and objectives.

A partial listing of experience includes:

- \* Formation, capital structure development, and ongoing governance of corporations, partnerships, limited liability companies, joint ventures and foundations;
- \* Corporate finance, public and private offerings of securities, private equity and hedge funds;
- \* Mergers, consolidations, reorganizations and dissolutions;
- \* Asset and stock sales and acquisitions
- \* 1933 Securities Act & 1934 Exchange Act registration, reporting and compliance;
- \* All aspects of contract preparation and negotiation (entertainment, employment, licensing and governance);
- \* Planning and structuring of business entities and charitable organizations, preparation of business agreements, including employment agreements, stock purchase, shareholder and buy-sell agreements and joint venture agreements;
- \* Project financings and workouts;
- \* Restaurant and club acquisitions, sales and financing, partnerships and joint venture structuring, management agreements, licensing, space and equipment leasing, and related litigation;
- \* Sophisticated estate planning;
- \* Asset protection techniques; and
- \* Physician representation including health law issues;

### Litigation Practice

Meister Seelig & Fein represents a wide array of clients in all facets of civil litigation throughout the United States and abroad. The firm has extensive experience in federal and state courts, at both the trial and appellate levels, as well as in arbitration, mediation and alternative dispute resolution. The litigation group prides itself in not only aggressive and creative advocacy, but also in counseling clients in litigation avoidance and risk management.

The firm's litigation group has developed a particular expertise in the following areas:

- \* Trials and appeals of commercial disputes in state, federal and bankruptcy courts;
- \* Securities litigations, including securities fraud and manipulation actions;
- \* Shareholder derivative suits, corporate dissolutions, and fiduciary breach claims;
- \* Business torts, unfair trade competition, trademark infringement and securities issues;

- \* Real estate-related litigation, including prosecution and defense of real estate foreclosure actions, mechanics lien foreclosures and construction claims;
- \* Telecommunications litigation with emphasis upon federal telecommunications law;
- \* Entertainment and sports litigation;
- \* Labor disputes, wrongful discharge and employment discrimination;
- \* Trust and estate litigations;
- \* Franchise, distributorship and licensing disputes; and
- \* Alternative dispute resolution, including arbitration and mediation.

#### Intellectual Property, New Media, Entertainment and Computer Law

While a burgeoning practice area for some, their intellectual property and new media group has been representing developers, publishers, distributors, producers and designers since the advent of mass-market video programming over fifteen years ago.

Our significant experience includes the following:

- \* Trademark and copyright review, application and defense
- \* Mergers and acquisitions of new media companies and radio stations
- \* Worldwide securitization of property rights
- \* Licensing, distribution and publishing agreements
- \* Intellectual property transfers
- \* Representing creators and producers of television, radio and motion picture programming
- \* Theatrical project development
- \* e-Commerce agreements
- \* Computer law, including software and game development agreements
- \* Web development agreements
- \* Multi-media tailored proprietary information, technology, confidentiality and non-compete agreements for employees and independent contractors
- \* Stock option/bonus plans for tech companies

#### Tax and Estate Practice

Sophisticated business transactions have far reaching tax ramifications. Competent tax advice is fundamental to the rendering of complete legal counseling. The firm's practice in the area of taxation encompasses domestic and international planning and controversy work at the federal, state and local levels.

The firm also counsels individuals in connection with their estate planning needs.

In particular, the firm specializes in:

- \* General business and personal income tax planning;
- \* State and local real estate transfer and gains tax issues;
- \* The development, operation and disposition of real estate properties, including distressed properties;
- \* The formation, operation, reorganization and liquidation of corporations, partnerships, trusts and foundations;
- \* The tax treatment of U.S. residents and entities engaged in business abroad and foreign persons and entities conducting business in the U.S.;
- \* Tax structuring of limited partnerships, limited liability companies, private and public foundations and other tax advantaged investments;

- \* Non-profit organizations, their tax-exempt status and unrelated business income tax;
- \* Sophisticated estate planning for individuals and family units; and
- \* Representing clients in administrative proceedings with IRS audit and collection divisions, and tax litigation.

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