

ROBERT W. MALONE

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AREAS OF PRACTICE
Business
Mergers & Acquisitions
Taxation



I am a business lawyer in Buckingham's business practice group, with a focus on assisting entrepreneurial clients in the creation, restructuring, purchase and sale of their businesses. During such times of transition, I often help my clients with the negotiation and documentation of their relationships with other entities.

Although I have the capability to represent publicly held companies in select areas and do so, most of my clients are privately held. My extensive experience dealing with the tax issues facing privately held companies enables me to offer my clients a unique advantage. In fact, I have participated in the drafting of legislation adopted by the Ohio General Assembly concerning the taxation of owners of private companies, including the Ohio statute that created limited liability companies.

My clients deserve and demand prompt and efficient services, so I focus on exceeding my clients' expectations for the quality and efficiency of my services, and my responsiveness to my clients' needs.



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EXPERIENCE

- Served as chair of the Business Practice Group
- Serves on the committee that monitors and proposes amendments to the Ohio Limited Liability Company Act
- Joined the firm as an associate attorney in 1976; was elected a partner in 1982
- Previous member of the firm's board of directors
- Served on the committees which drafted the Ohio statutes establishing a "bright-line" test for residency and authorizing liability companies

SIGNIFICANT MATTERS

- Represented one of several owners of affiliated companies that were split-up in a tax free reorganization thereby avoiding potential litigation.
- Represented a management group in a private company investment in a limited liability company enabling the management group to sell most of their investment on a favorable tax basis while reinvesting in the successor company on a tax-free basis.
- Represented a family in a sale of a multi-family residential real property complex, which was reinvested in tax-free forward and reverse exchanges, some of which were outside the IRS safe harbor for such exchanges.
- Represented a landlord who reinvested proceeds received in consideration for the termination of a ground lease, into a lease of other property upon which replacement buildings were constructed, thereby avoiding tax on the gain attributable to the termination payment.
- Represented a family in a two-step buyout of multiple shareholders from an enterprise value company via a tender offer.
- Represented a minority shareholder in a buyout of a controlling shareholder from a corporation with funds provided by an institutional investor, who received an equity interest which was subsequently repurchased. Pass through taxation of acquired company was preserved through use of a creative structure.
- Restructured corporation prior to sale so the buyer could purchase stock, although the transaction was treated as an asset sale for tax purposes, and seller avoided tax on distribution of retained assets.
- Formed a joint venture of two corporations with a partial payout to the shareholders of one of those corporations on a tax-free basis.



EDUCATION & ADMISSIONS

The Ohio State University College of Law, Columbus, Ohio (J.D., summa cum laude, 1976)

Mount Union College, Alliance, Ohio (B.A., magna cum laude, 1973)

Admissions

Ohio Bar

AWARDS & HONORS

Listed in Best Lawyers in America® (1987-2021)

Named Best Lawyers in America® 'Lawyer of the Year' in Akron Tax Law (2014)

Received special recognition for being named to Best Lawyers in America® for 20 consecutive years

Selected for inclusion in Ohio's Super Lawyers® (2004-2020), as voted by his peers

Recognized in Super Lawyers Business Edition for Mergers & Acquisitions, and Business & Transactions (2015)

Recognized in Super Lawyers Corporate Counsel Edition® for Mergers & Acquisitions (2011)

Received Leadership Akron's Lieberth Community Vision Award (2018)

PROFESSIONAL & CIVIC INVOLVEMENT

Trustee: Akron Community Foundation

Member, Board of Trustees: Ohio Foundation of Independent Colleges

Chairman, Board of Trustees: Akron Auto Club

Member: Akron Tax Club

Member, Past Chair: University of Akron Finance Department Advisory Committee

Member: Akron Estate Planning Council

Faculty: The University of Akron College of Law, Business Graduate School and Master of Taxation Program, teaching classes on Mergers and Acquisitions and Partnership Taxation

Member, Board of Trustees: Ohio & Erie Canalway Coalition

Past President: Bluecoats

Past Member, Past Vice Chair of Government Affairs: Greater Akron Chamber

Past President: Leadership Akron Alumni Association

Associations

Member, Past President: Akron Bar Association

Fellow: Akron Bar Foundation

Member: American Bar Association



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Member: Ohio State Bar Association

Member: Ohio Corporate Law Committee

Past Chair: Ohio State Bar Association, Federal Tax Committee



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