

Christopher J. Rausch, Esq.
Phoenix Law PLLC
106 Highland Avenue
Oskaloosa, Iowa 52577
314-397-1750 (M/O)
chris@phoenixrelaw.com
www.phoenixrelaw.com

LAW PRACTICE STATEMENT

REPRESENTATIVE TRANSACTIONS

Represented **Hubbell Realty Company** as Buyer in the acquisition of **Omaha, Nebraska** home builder The Home Company, LLC, developer Boyer Young Development Company, and title insurance agency Premier Land Title Company.

Developer's counsel in **Opportunity Zone** developments in **Iowa, Missouri, Minnesota, and Wisconsin.**

Buyer's counsel in the \$72,500,000.00 acquisition of the 3,400 acre "**Sparrows Point**" integrated steel production facility (the only fully integrated steel mill on the East Coast of the United States with Thirteen Million (13,000,000) square feet of manufacturing buildings on-site, its own port access to the Atlantic Ocean, the capability to dock deep-water vessels in multiple berths, a dedicated short-line railroad, and dual rail carrier access to both CSX and Norfolk Southern railroads), located on Chesapeake Bay, **Baltimore Harbor, Baltimore, Maryland**, from the Chapter 11 Bankruptcy Estates of **RG Steel Sparrows Point, LLC** and **RG Steel Railroad Holding, LLC** pending in the **United States Bankruptcy Court for the District of Delaware**, and the assumption of certain specified environmental liabilities. Transaction completed in 75 days.

Buyer's counsel in the acquisition of a \$57,500,000.00, 1.2 million square foot portfolio of 23 office-warehouse properties and 2 office properties in **Minneapolis, Minnesota** from **Duke Realty Limited Partnership**, the second largest industrial real estate investment trust ("REIT") in the U.S. Closed on the acquisition 43 days after execution of Purchase and Sale Agreement. Negotiated the Purchase and Sale Agreement, all associated contracts, and all loan documents associated with two financings: a \$49,000,000.00 acquisition conduit [special purpose entity – bankruptcy remote] financing with **Nomura Credit & Capital, Inc.**, and a permanent replacement conduit [special purpose entity – bankruptcy remote] financing with **Nomura Credit & Capital, Inc.**

Buyer's counsel in the acquisition of a \$19,000,000.00, 2.2 million square foot active Defense Plant [engineering and development of Bradley Fighting Vehicles for the United States Army and the United States Marine Corps., and major and minor naval guns and weapons systems for the United States Navy], and 122 acres in **Minneapolis, Minnesota** from **BAE (British Aerospace Engineering) Systems Land & Armaments L.P.** (internationally the second largest defense contractor). Negotiated the Purchase and Sale Agreement, all associated contracts, the Lease Agreement for the lease-back of 1.2 million square feet by the Seller for 10 years, and all loan documents associated with a \$16,150,000.00 acquisition loan from **Wells Fargo Bank, National Association.**

Owner's counsel in drafting and negotiating the design-build construction contract for a 60,000 square foot four (4) story assisted living facility in **St. Louis, Missouri** with design-builder **ARCO Construction Company, Inc.**

Developer's counsel in the drafting and negotiation of all development, construction, and lease documents for the development of a 130,466 sq. ft. **Sam's Club** in **Crestwood, Missouri**, and the three out lots associated therewith.

Developer's counsel in the drafting and negotiation of all joint venture, development, equity, debt, construction, and operator documents for a 120-unit assisted living and memory care community in **Raton Rouge, Louisiana** (76 assisted living units and 44 memory care units).

Buyer's counsel in the acquisition of a \$12,600,000.00, 346,000 square foot portfolio of 7 office-warehouse properties in **Dayton, Ohio** from **First Industrial Realty Trust**, the largest industrial REIT in the United States. Closed on acquisition 36 days after execution of Purchase and Sale Agreement. Negotiated the Purchase and Sale Agreement, all associated contracts, and all loan documents associated with a \$10,700,000.00 acquisition conduit [special purpose entity – bankruptcy remote] financing with **Nomura Credit & Capital, Inc.**

Buyer's counsel in the acquisition of a \$7,400,000.00, 1.8 million square foot aluminum smelter, 230 acres, the assumption of \$40 million in environmental liabilities associated therewith [including the indemnification of Seller], and an intellectual property business group in **Spokane, Washington** from the Chapter 11 Bankruptcy Estate of **Kaiser Aluminum & Chemical Corporation**. Successfully argued Buyer's Objection to Debtor's Motion for Approval of Auction Bidding Procedures in the **United States Bankruptcy Court for the District of Delaware**; as a direct result, Buyer was allowed to bid at auction, was the successful bidder at auction, and closed on the acquisition ten days after Bankruptcy Court approval.

Owner/Borrower's counsel in a \$65,000,000.00 construction loan with **InterBank** for construction of a multi-phase outlet shopping center in **Corpus Christi, Texas**.

Developer's counsel in the drafting and negotiation of all development, construction & association documents for a 36-unit, three-phase luxury condominium development in **Kirkwood, Missouri**, including drafting **Supplementary Conditions to AIA A201 General Conditions** to standard Agreement with general contractor **Tarlton Corp.**

Counsel for **Environmental Management Corporation (a wholly owned subsidiary of American Water Enterprises, Inc.)**: (i) as Design-Build Subcontractor in the drafting and negotiation of all construction contracts for construction of a wastewater treatment plant/system associated with the hydrogen plant portion of an oil refinery outside of **Chicago, Illinois**, owned by **CITGO Petroleum Corporation**, (ii) in drafting and negotiating process operations contracts, (iii) in construction delay claims, and (iv) in construction contract disputes.

Seller's counsel in the sale of an intellectual property (software) company to **Century Aluminum Company of West Virginia, Inc.**

Counsel for Landlords in drafting and negotiation of Option and Lease Agreements for the construction and operation of cell tower communication facilities.

Represented **Alberici CAS, LLC** in the acquisition of **Topeka, Kansas** general contractor CAS Construction, LLC. Represented **Alberici Group, Inc.** as Seller in the sale-leaseback of its **Detroit, Michigan** regional headquarters.

Buyer's counsel in the acquisition of a **Schnucks grocery store** anchored shopping center in **Cahokia, Illinois**.

Tenant's counsel in national lease negotiations for the nation's largest **Sprint Nextel Corporation** licensee.

Buyer's counsel in the acquisition of 1,125 acres of land in **Mexico, Missouri** from the Chapter 11 Bankruptcy Estate of **A.P. Green Refractories Company**, pending in the **United States Bankruptcy Court for the Western District of Pennsylvania**.

Buyer's counsel in the \$9,800,000.00 acquisition of a 490,000 square foot office-warehouse property in **St. Louis, Missouri**. Negotiated all loan documents associated with an \$8,000,000.00 acquisition conduit [special purpose entity – bankruptcy remote] financing with **Morgan Stanley Mortgage Capital Inc.**

Borrower's counsel in: (i) re-financing of a \$15,000,000.00 acquisition loan with **Citigroup Global Markets Realty Corp.**, (ii) re-financing of a \$19,000,000.00 HUD loan on an apartment complex with **Amerisphere Mortgage Finance**,

L.L.C., (iii) financing of an \$18,000,000.00 HUD loan on a Senior Living Facility with **Gershman Investment Corporation**, and a subsequent re-financing of the loan with **Greystone Servicing Corporation, Inc.**

Represented Borrowers and Guarantors in loan workout transaction (via discounted Promissory Note purchase) with **PNC Bank, National Association**. Represented multiple **Banks** and **Borrowers** in drafting and negotiating Loan Workout and Forbearance Agreements.

Buyer's counsel in the \$13,000,000.00 acquisition of an 800,000 square foot distribution center in **La Crosse, Wisconsin** from **SUPERVALU Holdings, Inc.** One year post-Closing, represented the Buyer as Borrower's counsel in the \$19,000,000.00 permanent replacement conduit [special purpose entity – bankruptcy remote] refinancing of the property with **Merrill Lynch Mortgage Company, Inc.**

Buyer's counsel in the acquisition of a landfill in **Ohio** and the assumption of environmental liabilities associated therewith. In this "environmental liability transfer" transaction, Seller paid Buyer a set amount to take title to the underlying real estate and to indemnify and hold Seller harmless from a broad spectrum of environmental liabilities.

Buyer's counsel in the \$8,000,000.00 acquisition of a 660,970 square foot distribution center in **Atlanta, Georgia**, formerly owned by **SUPERVALU Holdings, Inc.**

Purchaser's counsel in acquisition of a 216-unit apartment complex & a 146-unit apartment complex. Owner's counsel in the drafting of all documents pertaining to the condominium conversion of a multi-unit apartment complex.

Represented **Ben F. Blanton Construction, Inc.** as counsel in the Reverse Tax-Deferred Section 1031 Improvement Exchange for the construction of the company's new corporate headquarters in **St. Peters, Missouri**.

REPRESENTATIVE CIVIL, CONSTRUCTION, AND BANKRUPTCY LITIGATION

Lead trial counsel for developer **Novus Development Company**, as well as related entities and their lenders, in multi-party Mechanic's Lien litigation.

Lead trial counsel for developer **Novus Development Company** in a \$1,900,000 9-day Arbitration trial with **Fru-Con Construction Corporation**, a Fortune 50 general contractor.

Lead trial counsel for Defendant/Counterclaim Plaintiff **M&L Frozen Foods, Inc.** against Design-Builder **ARCO Construction Company, Inc.** Counterclaim included four (4) Counts for Breach of Agreement, Breach of Express Warranty, Breach of Implied Warranty of Good Workmanship, and Indemnification.

Co-trial counsel for owner Lockard Healthcare 27, LLC and Lockard Development, Inc. in "bad roof" case against roofing contractor in the United States District Court for the Western District of Oklahoma.

Represented **Fifth Third Bank** as secured creditor in the liquidation of mechanical subcontractor Caldwell Mechanical, Inc.

Represented **TrizecHahn Office Properties** as the Owner of One Metropolitan Square in the Chapter 11 reorganization of Laclede Steel Company in the **United States Bankruptcy Court for the Eastern District of Missouri**.

Represented **Chapter 7 and Chapter 12 Bankruptcy Trustee David Sosne** and **Chapter 7 and Chapter 11 Bankruptcy Trustee Robert Blackwell** (both in the **United States Bankruptcy Court for the Eastern District of Missouri**). Successful trial experience in: Multiple Complaints Objecting to Discharge of Debtor; Revoke Discharge of a Debtor; Recover Property; Recover Post-Petition Transfers; Extensive Motion hearings.

Lead trial counsel in multiple Bench and Jury trials in States Circuit Court, United States Bankruptcy Courts, United States District Courts, in Missouri, Illinois, Delaware, New Jersey, New York, Oklahoma, Pennsylvania, and Texas, and in the United States Court of Appeals for the 8th Circuit: Temporary Restraining Orders; Preliminary

Injunctions; Permanent Injunctions; Declaratory Judgment; Piercing the Corporate Veil; Enforcement of Mechanic's Liens; Defense of Mechanic's Liens; Wrongful Termination of Contract; Breach of Contract; Breach of Promissory Note; Breach of Note Guarantees; Replevins; Motions for Relief From Automatic Stay; Breach of Implied Warranty; Breach of Express Warranty; Fraudulent Misrepresentation; Fraudulent Inducement; Negligence; Negligent Misrepresentation; Defects; Delays; Civil Conspiracy; Constructive Trust; Vexatious Refusal to Pay Under Contract of Insurance; Breach of Missouri Merchandising Practices Act; Breach of Warranty Based Upon Positive Misrepresentation of a Material Fact; Contractual Indemnity.

LICENSURE, COURT APPEARANCES & PROFESSIONAL AFFILIATIONS

(1) Iowa Bar (2) Illinois Bar (3) Missouri Bar

Iowa Bar – (i) Agricultural Law Section, (ii) Real Estate & Title Law Section and (iii) Construction Law Section

Missouri Bar – (i) Land Use, Planning and Development Committee and (ii) Construction Law Committee

Published Article: “The Holy Grail for Subcontractors: A Fair and Balanced Subcontractor Agreement” in the February, 2007 Edition of “Building Cornerstone” – Associated General Contractors of St. Louis

United States District Court for the Eastern District of Missouri

United States Bankruptcy Court for the Eastern District of Missouri

United States District Court for the Southern District of Illinois

United States Bankruptcy Court for the Southern District of Illinois

United States District Court for the District of New Jersey

United States District Court for the Western District of Oklahoma

United States Bankruptcy Court for the District of Delaware

United States Bankruptcy Court for the District of Minnesota

United States Bankruptcy Court for the District of Nebraska

United States Bankruptcy Court for the Southern District of New York

United States Bankruptcy Court for the Western District of Pennsylvania

United States Bankruptcy Court for the Southern District of Texas, Corpus Christi

United States Court of Appeals for the 8th Circuit