

**THOMPSON  
HINE** Real Estate Services



ATLANTA

CINCINNATI

CLEVELAND

COLUMBUS

DAYTON

NEW YORK

WASHINGTON, D.C.



## About The Group

*Thompson Hine's Real Estate group represents clients in all segments of the real estate industry nationally and internationally. Our group's industry practice teams mirror the four specific real estate markets we primarily serve: Real Estate Development, Real Estate Investment and Financing, Real Estate Capital Markets and Corporate Real Estate. We regularly partner with in-house lawyers to provide support and tailored counsel on strategic matters. This brochure provides a partial list of representative services and projects for each Real Estate team.*

# *Representing* clients in *all* segments of real estate . . .



## **Real Estate Development Team**

*Our Real Estate Development Team* assists clients in the development of projects of all types throughout the United States and beyond, including mixed use, shopping centers, specialty store and “big box” retail units, hotels, office and industrial properties. Our team works with clients at any or all stages of the process from initial planning through acquisition, construction, leasing and permanent financing. Representative services include:

Annexation and detachment proceedings	Government inducements
Architect and construction contracts	Leasing (both ground and space leasing)
“Big box” retail development and documentation	Lot assemblage
Brownfields redevelopment	Real estate tax appeals and exemptions
Condominiums	Reciprocal easement agreements
Conservation easements	Tax abatement
Eminent domain	Tax credits
Entity selection and formation	Section 1031 exchanges
Flood zone and wetland matters	Site development agreements
	Zoning

### **Representative Matters**

- Representation of national developers in:
  - ▶ Expansion and redevelopment of shopping centers
  - ▶ Conversion of department stores and other types of properties into multitenant and mixed use projects
  - ▶ Fashion, streetscape, “big box”, mixed use, strip and other types of new shopping center developments
  - ▶ Telecom hotels
  - ▶ Urban residential projects
- Representation of major “big box” retailer in the New York metropolitan market.
- Representation of various national, regional and local specialty retailers in shopping center transactions.
- Local counsel to Chicago developer and international hotel operator in \$60 million project, including acquisition and redevelopment of retail arcade facility in Cleveland. The project is supported by tax increment financing, historic tax credits and other public financing.
- Representation of developers and financial institutions on governmental development incentives, and in negotiation of development agreements with municipal authorities, including tax incentives.
- Representation of purchasers of sites with environmental contamination, and coordination of remediation programs in accordance with requirements of state and federal laws, including Ohio’s Voluntary Action Program (VAP).
- Ground lease of lakefront property for museum facility subject to FAA approvals.
- Joint venture transaction involving 300-acre recreational development in Ontario, Canada.
- Representation of shopping center developers on Asian and Canadian projects.

## Real Estate Investment and Financing Team

*Our Real Estate Investment and Financing Team* has extensive experience with the wide array of real estate financing tools available today. On the lender side, our clients include banks, insurance companies, pension funds and individual equity investors. On the borrower side, our clients include developers, public companies, REITs and individuals. Representative services include:

Bond financing	Loan participations and syndications
Construction financing	Multistate lending
Credit tenant leases	Opinions
Equity investments	Portfolio financing
Fannie Mae/Freddie Mac financing	Sale/leasebacks
Letters of credit	Syndications
Low income housing tax credit (LIHTC) financing	Synthetic leases
Lines of credit	Workouts and enforcement

### Representative Matters

- \$40,000,000 synthetic lease transaction for lessee of new distribution center in California.
- \$200,000,000 in financings for LIHTC properties and other multifamily projects located in various states and Puerto Rico, including representation of Fannie Mae DUS lender, letter of credit issuer, construction lender and long-term lender.
- \$165,000,000 long-term, multistate portfolio financing for owner of seven shopping centers.
- County loans and county-issued bonds for tax increment financing for redeveloper of freestanding retail franchise stores in more than 30 states.
- Financing the construction of a minor league baseball stadium.
- Construction and permanent loans on properties throughout the U.S., including for conduit programs.
- Execution of financing exit strategies, including release of properties from portfolio sale/leaseback transaction and defeasance of conduit loans.
- Regularly serve as Ohio counsel for multistate financing and other transactions, including issuance of legal opinions.
- Deed in lieu of foreclosure for shopping center/office projects.
- Workout for lead bank of multilender, multistate construction line of credit for assisted living facilities.

## Real Estate Capital Markets Team

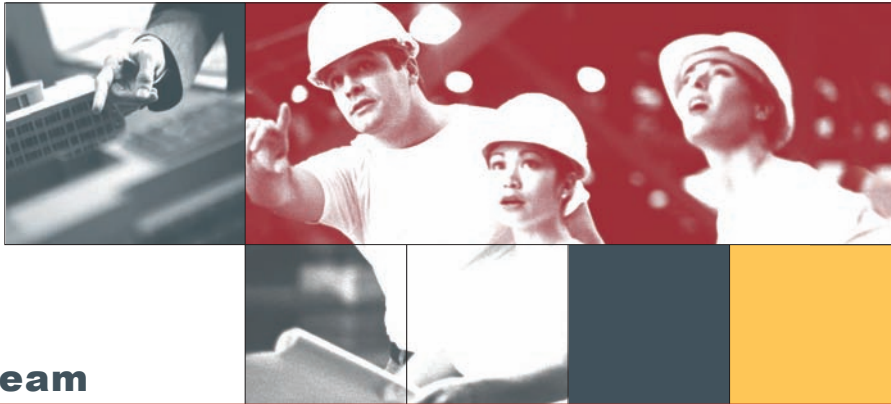
*Our Real Estate Capital Markets Team* represents issuers, underwriters, sponsors and lenders solving complex problems in structuring and financing publicly and privately owned REITs and REMICs. Our clients include equity REITs, underwriters of REIT and REMIC securities, lenders to REITs and sellers of assets to REITs. Representative services include:

DOWNREITs and UPREITs	REMICs
Equity financings	Tax planning and structuring
Public debt	SEC compliance
Roll-ups	Umbrella partnerships
REIT IPOs	

### Representative Matters

- Representation of a NYSE-listed REIT in a \$300,000,000 acquisition of nine regional mall properties located in five states.
- Representation of an AMEX-listed lodging REIT in the acquisition of a 10 hotel portfolio located in several southwestern states.
- Representation of a NYSE-listed lodging REIT in the restructuring of its leases and management agreements for a \$400,000,000 portfolio of hotel properties pursuant to the REIT Modernization Act.
- Representation of national developer in structuring and negotiating a \$1.2 billion sale of a regional mall portfolio involving 21 properties in 14 states to a NYSE-listed REIT.
- Approximately \$500,000,000 in secured and unsecured lines of credit for agent banks and co-lenders to REITs in the office, multifamily, retail and industrial sectors.
- Formation of REMIC and structuring of public and private debt financing for a national portfolio of hotel properties.

*P r o v i d i n g* support &  
tailored *c o u n s e l*  
o n s t r a t e g i c m a t t e r s . . .



## Corporate Real Estate Team

*Our Corporate Real Estate Team* serves public and private companies whose core business is not real estate development or investment, but whose real estate is a significant asset to their business. Representative services include:

- |                                   |                                |
|-----------------------------------|--------------------------------|
| Acquisitions and sales            | Plant operating agreements     |
| Facilities outsourcing agreements | Real estate tax contests       |
| Government incentives             | Reciprocal easement agreements |
| Ground leases                     | Sale/leasebacks                |
| Headquarters relocation           | Shared services agreement      |
| Leasing and subleasing            | Utilities supply agreements    |

### Representative Matters

- Joint venture and ground lease financing for an engine manufacturing plant on behalf of a Japanese automaker.
- Representation of a corporation in the \$650,000,000 purchase of paper mills plus 650,000 acres of timberland in several New England and midwestern states.
- Representation of a public company in the \$260,000,000 sale of a division involving the disposition of leased and owned properties in 22 states.
- Representation of financial institution in outsourcing of facilities management, project management and portfolio administration services for 400+ property portfolio.
- Standardization of lease forms and lease administration for manufacturing company with over 40 national and international warehouse, distribution and manufacturing facilities.
- Section 1031 tax-deferred exchange transaction of current corporate headquarters for newly constructed corporate headquarters, with refinancing of new headquarters pursuant to \$5,000,000 tax-free bond issuance.
- Review, abstracting and organization of real property asset records in multiple states for chemical company.
- Development of lease tickler system for biotech client with operations in multiple states and countries.
- Representation of a foreign insurance company in a \$240,000,000 sale involving 43 retail and office properties located in 14 states.



# OUR CLIENT SERVICE PLEDGE

## What Our Clients Can Expect From Us . . .

### 1. We will know your business.

We make it our business to understand your business. We will invest our time and resources to develop and maintain knowledge of the dynamics that impact both your industry and your organization. Understanding your business will help us provide better counsel to you.

### 2. We will plan our engagements with you.

We know that clients differ in their goals, risk tolerance and a variety of other factors that must be taken into consideration before work can begin on any matter. At the beginning of every significant matter, we will work with you to develop a plan to meet your strategic goals. By agreeing on a plan at the beginning—and adjusting it as needed—we will stay focused on what is most important to you.

### 3. We will manage your work as if we were the client.

We will work with you to manage your costs. We will staff every matter with the right resources, and we will manage the work as if we were the client—delivering the highest quality of service on time and in the most cost-effective manner.

### 4. We will be available when you need us.

We recognize that you often need to make swift decisions and act quickly. We will be ready to act for you when you need us, and we will make ourselves available wherever and whenever necessary.

### 5. We will communicate often.

Our goal is that you will never be surprised about developments in anything we are handling. We will provide regular updates on the progress of your matters, including all significant developments and changes to scope, timeline or budget.

### 6. We will provide the highest-quality counsel.

Above all else, we stand for the highest quality. Our lawyers, paralegals and staff take pride in the work they do. From the boardroom to the courtroom, you can count on Thompson Hine for the highest-quality service.

## What Our Clients Can Do To Help . . .

### 1. We ask you to share your goals.

The more we know about your goals, the better we can manage our services to help you attain them. If your goals change as a matter progresses, we ask that you tell us, so we can adjust our approach to meet your expectations.

### 2. We want to know your preferences for working with us.

We ask you to tell us your preferred methods of communication, invoice and billing procedures, and anything else that is important to you, so that we can deliver our service the way you want it.

### 3. We need your feedback.

We want your feedback on our performance so that we can continue to meet and exceed your expectations.

## About Thompson Hine

Established in 1911, Thompson Hine is a business law firm dedicated to providing superior client service. The firm has been recognized as one of the Best Corporate Law Firms in America in an annual survey of corporate directors conducted by *Corporate Board Member* magazine. With approximately 400 lawyers in offices in **ATLANTA, CINCINNATI, COLUMBUS, CLEVELAND, DAYTON, NEW YORK** and **WASHINGTON, D.C.**, Thompson Hine serves premier businesses worldwide, including:

AKZO NOBEL INC.

AMERICAN CHEMISTRY COUNCIL, INC.

AMERICAN STEAMSHIP COMPANY

AVERY DENNISON CORPORATION

BUCKEYE POWER, INC.

CENTRAL GULF LINES, INC.

CENTRAL HUDSON GAS &

ELECTRIC CORPORATION

CH ENERGY GROUP, INC.

CHIQUITA BRANDS INTERNATIONAL, INC.

COLUMBUS ZOO AND

AQUARIUM/ZOOMBEZI BAY

CROWN EQUIPMENT CORPORATION

THE DAVEY TREE EXPERT COMPANY

DEVELOPERS DIVERSIFIED

REALTY CORPORATION

EATON CORPORATION

ENERGIZER/EVEREADY

EXXON MOBIL CORPORATION

FIFTH THIRD BANK

FORD MOTOR COMPANY

FORMICA CORPORATION

GOODRICH CORPORATION

THE GOODYEAR TIRE &

RUBBER COMPANY

THE HARTFORD

JO-ANN STORES, INC.

KEYCORP/KEYBANK

LEXISNEXIS

LIMITED BRANDS

THE LUBRIZOL CORPORATION

MEADWESTVACO CORPORATION

MILACRON INC.

MISSION ESSENTIAL PERSONNEL LLC

MORGAN STANLEY

NATIONWIDE MUTUAL

INSURANCE COMPANY

NETJETS INC.

NEWELL RUBBERMAID INC.

NORDSON CORPORATION

OFFICE DEPOT, INC.

PARKER HANNIFIN CORPORATION

POLYONE CORPORATION

PPG INDUSTRIES

THE PROCTER & GAMBLE COMPANY

R+L CARRIERS, INC.

S.C. JOHNSON & SON, INC.

SHELL OIL COMPANY

THE SHERWIN-WILLIAMS COMPANY

SOLVAY S.A.

STERIS CORPORATION

THE TORO COMPANY

VERIZON

WELLPOINT, INC.

WHIRLPOOL CORPORATION



2002 • 2005 • 2006 • 2007  
2008 • RECIPIENT



Ranked as a Leading Firm  
by Chambers USA • 2003 - 2010



Ranked as a Top 25 Firm for  
Client Service • 2008 • 2009 • 2010

## For More Information

For more information, send an email to [AskUs@ThompsonHine.com](mailto:AskUs@ThompsonHine.com) or visit our website at [www.ThompsonHine.com](http://www.ThompsonHine.com)



ATTORNEYS AT LAW

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