



**KEVIN
J. FLAVIN**

Associate

847-330-6069
kflavin@mpslaw.com

SCHAUMBURG

1515 E. Woodfield Road, Suite 250
Schaumburg, Illinois 60173

Kevin focuses his practice primarily on corporate law, including mergers and acquisitions, business formation, divestitures, ownership restructuring, contract negotiation, drafting and review, and banking and finance matters.

He has worked with privately held businesses on both acquisition and sales transactions, helping them through the closing and post-closing processes. This includes drafting of purchase and ancillary closing documents; due diligence and disclosure schedule review and drafting; reorganization and recreation of corporate record books; assistance in meeting administrative requirements, filings, and approvals from governmental bodies and tax authorities pre and post-closing; and overseeing requirements related to post-closing payments of purchase price, earnouts, escrows, promissory notes, and similar.

Kevin's expertise is bolstered by an extensive professional background in business and finance that includes positions at Bank of America, where he played a key role in transitioning investment products during the 2009 merger with Merrill Lynch, and Northern Trust, with whom he spent four years in the bank's Investment Manager Liaison Group.

PRACTICE AREAS

Corporate Law
Mergers and Acquisitions
Banking and Finance

EDUCATION

J.D., DePaul University College of Law
B.A., Miami University

ADMISSIONS

Illinois

KEVIN J. FLAVIN

Associate

EXPERIENCE

Handled asset sale for a commercial elevator maintenance firm to a large international competitor in a rollup transaction involving eight affiliated seller entities with rollover interest. In connection with the transaction, coordinated with our client and buyer counsel pre-closing on an F-Reorganization of the affiliated sellers and post-closing related to the tracking, completion, and release of funds related to tax clearance filings in multiple jurisdictions, contract assignments and customer retention, intellectual property assignments, and years-long earn-out and earn-in.

Represented a major senior living community developer and manager in an equity sale transaction involving six affiliated selling entities and a P/E firm acquiring for rollup. In connection with the transaction coordinated between the seller, buyer, and third parties related to the necessary consents, notices, and amendments to over one hundred management agreements and leases.

Represented an Ohio-based real estate investment fund in drafting a Private Placement Memorandum (PPMs) for issuance of membership interests.

Executed a business separation agreement on behalf of a multi-restaurant management firm resulting in allocation of forty entities between the parties, handling all loan documentation for the separation, reorganization, and roll-up related to the post-closing restructure. In connection with the transactions, drafted various loan documents, corporate governing documents, organizational charts, assignments, and a term sheet related to the roll-up and subsequent investment in the reorganized entities.

Handled asset sale for a Chicago area hearing aid center to a larger company acquiring for rollup. In connection with the transaction completed post-closing coordination with client and accountant as to effecting release of tax-related stop order.

Represented roadway sign manufacturer and installer in an equity sale transaction to P/E firm acquiring for rollup. In connection with the transaction, assisted with an F-Reorganization, obtaining payoff letters, and coordination related to multi-employer plans and union collective bargaining agreements all as a result of third-party due diligence in advance of company sale.

Represented successful die-cutting and ultrasonic bonding manufacturer in an equity sale transaction to P/E firm acquiring for rollup. In connection with the transaction, assisted with an F-Reorganization and directing the client and advisors in responding to technical due diligence issue raised by potential buyer.

Provided wide-ranging legal counsel and services to major disaster recovery services provider, including review of corporate organizational and ownership documents, strategic planning related to the restructure and growth of the company, and review and drafting of contracts for customers and third-party partner entities.

Represented industrial supplier of underground pipe, wire and cable products in equity sale transaction. In connection with the transaction, assisted review and direction related post-closing adjustments related to future EBITDA and of buyer receiving a WBE certification.

Handled contemporaneous asset and real estate sale transactions for specialty packaging and shipping services provider. In connection with the asset transaction, assisted the seller with review and direction related to the buyer's post-closing use of seller's tax exemption certificate.

Represented industrial supplier of OEM-grade heavy truck accessories in an equity sale transaction to P/E firm acquiring for rollup. In connection with the transaction, assisted with an F-Reorganization and directing the client and advisors in responding to technical due diligence issue raised by buyer. Coordinated with seller's foreign counsel related to the post-closing transfer of a Chinese subsidiary. Coordinated with the client related to the restructure of a mortgage to remove the company as a guarantor.

Represented major European-based machine tool manufacturer in an equity purchase transaction involving specialized wheel-truing technology by a subsidiary of a foreign corporation. In connection with the transaction, coordinated with seller counsel in transfer of certain key assets to target entity from affiliate.

KEVIN J. FLAVIN

Partner

MEMBERSHIPS

Chicago Bar Association

American Bar Association.

Schaumburg
1515 E. Woodfield Road, Suite 250
Schaumburg, Illinois 60173
T: 847-330-2400 F: 847-330-1231

Chicago
125 S. Wacker Drive, Suite 2900
Chicago, Illinois 60606
T: 312-987-9900 F: 312-987-9854