

## Representative Legal Matters

Jeffrey L. Rubinger

- Advised on internal tax restructuring for multibillion-dollar energy trading hedge fund. Our work enabled certain United States investors to obtain long-term capital gain on a portion of the funds earnings relating to energy futures contracts.
- Advised USD 5 billion hedge fund on synthetic investment, through total return swap, in publicly-traded REIT to avoid withholding tax on distributions to fund's foreign feeder.
- Advised on international tax planning for energy trading hedge fund in connection with investment by its Cayman feeder fund in a publicly-traded REIT via a total return equity swap.
- Provided tax advice in the structuring of an umbrella partnership real estate investment trust (UPREIT).
- Representation of real estate fund client in the private placement securities offering of a flagship private equity fund comprised of two separate real estate funds, one focused on debt investments and the other focused on direct residential and commercial investments. The funds' structures include more than 30 entities, including Cayman Islands and Netherlands entities and a REIT.
- Assisted client in structuring a publicly-traded timber REIT to allow for tax-free distributions and sale of shares to foreign investors.
- Assisted with the restructuring of a family-owned and family-run global private equity fund, where two-thirds of the family lives in France (some are US. citizens), and one third resides in the US, to maximize global tax efficiency in light of US tax reform law. Guided specific cross-border tax planning for the sale of one of their current holdings.
- Restructured entities to avoid currency restrictions in Belize to facilitate partial sale of a domestic beer company to a global brand and distributor. Advised on minimizing US tax resulting from the restructuring and sale to defer US recognition of the gain from the sale. Additional restructuring ensured the availability of foreign tax credits, which was unclear given the unusual nature of the Belize tax system and the recency and lack of guidance on the global intangible high-taxed income (GILTI) provisions under US law.
- Advised on tax planning with state, federal, and international impact and provided contractual advice in connection with confidential settlement agreements of over USD 200 million among top executive of a global investment and advisory financial services firm. The international tax planning related to the establishment of residency in Italy and taking advantage of relevant treaty provisions to avoid US taxation with respect to the settlement amounts.



- Representation of a multimillion-dollar Malaysian investment firm regarding the restructuring of United States real estate investments. The restructuring allowed our client to achieve the most efficient tax structure prior to entering into a joint venture with the largest Malaysian sovereign wealth funds to invest in United States real estate.
- Representation of one of the world's most recognized wine makers in restructuring its United States operations and creating the most tax efficient structure to allow majority owner of group to recognize tax-free capital gain on the sale of one of its trademarks.
- Advised on the creation of a domestically-controlled REIT to allow for a tax-free exit strategy for a foreign pension plan.
- Representation of real estate developer in the formation of a qualified opportunity zone fund for its investment in the development of a USD 100 million multifamily, transit-oriented development project in the Overtown neighborhood of Miami, Florida. The project is located one block west of the Miami Central railroad station.
- Representation of an oil and gas acquisition company in the USD 100 million restructuring of its fund structure with respect to non-US investors, as well as handling of the fund's regulatory filings under the Investment Advisor Act of 1940.
- Developed a tax structure allowing our client, a distributor, to defer profits from United States federal tax through a Hong Kong sourcing company by arranging for contracting manufacturing in China.
- Advised on a cross-border structure for an investment fund of Chinese investors making inbound investments into US life settlement policies. The structuring utilized provisions of a US income tax treaty that allowed the fund to avoid the US withholding tax of 30% of the gross amount on the income associated with the investments in the policies.
- Assisted high net worth individual and retiring C-suite executive with business structuring and tax planning relating to his global advisory firm which is valued at USD 75 million. The firm provides investment banking advice to CEOs of major companies around the world, including Australia, Luxembourg, Malta, and Saudi Arabia.
- Restructured company's international operations, which include locations such as South Africa, Poland, Egypt, Malaysia, Spain, and Switzerland, in response to US tax reform to obtain US deferral of offshore high-taxed global intangible high-taxed income (GILTI) and converting such income into "Subpart F income" that is eligible for special treatment under the "high-tax exception." Utilizing this structure also reduced the company's global effective tax rate by more than 20 percentage points.
- Representation of publicly traded United Kingdom company regarding the tax-free spinoff of United States operations from Bermuda to the United Kingdom. The entities being restructured are valued at USD 75 million.
- Assisted large technology and software company specializing in software services to global 1000 companies, with restructuring global operations to minimize worldwide tax on income from US and foreign-source software sales. Restructuring yielded substantial global tax savings and deferral on US recognition of the income, eventually repatriating the income at a



23.8 percent tax rate, versus 37 percent ordinary income tax at the US federal level on all income as it was earned, onshore or offshore.