



Charles A. Semmelhack

200 South Michigan Avenue
Suite 1100
Chicago, IL 60604-2402
Office: (312) 456-3413
Fax: (312) 939-5617

[CSemmelhack@howardandhoward.com]

Mr. Semmelhack concentrates his practice in corporate and real estate transactional law. He has broad experience in general corporate and commercial law, including stock and asset sales, mergers and acquisitions, combinations and structuring of companies. He has negotiated and drafted complex commercial contracts, including loan and credit facility documents, manufacturing, employment, distribution, franchising and terms and conditions agreements.

On behalf of his diverse clientele, Mr. Semmelhack has been involved in the creation and documentation of corporations, limited liability companies, limited partnerships and partnerships. He has extensive experience in equipment leasing and financing, Articles 2 and 9 of the Uniform Commercial Code, creditor's rights and bankruptcy law, intellectual property as it pertains to licensing, including computer software, trademark and copyright areas and antitrust and labor law.

Mr. Semmelhack's extensive real estate practice includes sales and acquisitions, title and survey issues, and negotiating and drafting complex commercial real estate purchase and sale agreements, leases, mortgages, assignments of rents and leases, options and easements. He also has extensive experience in real estate financing and negotiating mortgage loan documents, including commercial mortgage backed securities.

Mr. Semmelhack is a Phi Beta Kappa graduate from Northwestern University where he received his B.A., with distinction, in Economics in 1982. He received his J.D., cum laude, from the University of Wisconsin-Madison Law School in 1985, where he served as a Senior Editor and Writer for the Wisconsin International Law Journal. Mr. Semmelhack is admitted to practice in Illinois and Wisconsin and is a member of the Chicago Bar Association.

Concentration

- Business & Corporate Law
- Creditors' Rights
- Financial Services
- Intellectual Property
- Real Estate

Professional Accomplishments

- Lead negotiation and drafting of commercial loan documents for Chicago lender for \$8.5 million financing of the purchase of office complex near Chicago's O'Hare Airport.

Education & Honors

University of Wisconsin Law School, 1985
J.D., cum laude
Law Journal: Senior Editor and Writer (1983-1985)

Northwestern University, 1982
B.A., with distinction
Major: Economics

Admissions

Illinois, 1985

Wisconsin, 1985

California, 2004

Affiliations or Memberships

American Bar Association

- ✎ Lead negotiation and drafting of loan documentation for lender for \$15 million commercial real estate mortgage involving commercial mortgage backed securities, including negotiation and drafting of Mortgage, Promissory Note, Assignment of Rents and Leases, Environmental Indemnity Agreement, Guaranty of Recourse Obligations, Asbestos Operations and Maintenance Agreement, Escrow Agreement, Subordination Agreement, Lock Box Agreement and other ancillary documents.
- ✎ Lead negotiation for lender in loan participation involving \$25 million credit facility backed by mortgages against franchisee restaurants in four states.
- ✎ Lead negotiation for lender in direct loan for \$15 million for franchisee financing the purchase of equipment and the development of restaurant sites for its franchise business. Real estate aspects of loan transaction involved multiple takedowns and placements of mortgages in five states.
- ✎ Lead negotiation for Chicago lender to protect lender's security interests in real estate at office complex, where borrower sought to lease through easements entire roof to cell phone tower operators, including negotiation of all documentation.
- ✎ Lead negotiation for Chicago lender of \$6.5 million financing of purchase and development of land in Florida for shopping center, including construction loan and end financing.
- ✎ Served as primary attorney with respect to the \$6 million sale of part of the real estate at a manufacturing facility in Illinois, which involved the sharing of facilities between Seller and Buyer, complex cross easement agreements, and division of land and zoning issues.
- ✎ Lead negotiation for the Restaurant Finance Group of a bank vendor financing company with respect to loan facilities for the purchase and construction of franchise locations for Applebee's and KFC franchises throughout country.
- ✎ Lead negotiation for the sale of loans and mortgages by Restaurant Finance Group of a bank vendor financing company to other lenders.
- ✎ Acted as lead counsel in the negotiation and drafting of Asset Purchase Agreement and Real Estate Sale Contract for the sale \$9 million aluminum smelting plant in Alabama. As Seller was a Chapter 7 Debtor in bankruptcy, work entailed extensive involvement with bankruptcy court regarding approvals of the court and extensive negotiation with Seller's creditors regarding their approval of the sale.
- ✎ Lead negotiation and drafting of documentation for \$29 million Credit Facility for publicly traded contract manufacturing company and subsidiaries, including negotiation and drafting of Loan and Security Agreement and Schedules thereto, Promissory Notes, Joint and Several Guarantees, Subordination Agreements, Indemnity Agreements and Landlord Waivers, along with other corporate documentation and consents, including director consents.
- ✎ Lead negotiation of complex asset purchase of distribution facility in Ohio, including negotiation and drafting of Joint Venture Agreement, Asset Purchase Agreement, Management Services Agreement, purchase of real estate, and negotiation of terms of Credit Facility.
- ✎ Lead negotiation and drafting of various diverse and complex real estate purchase and development contracts for various real estate developers regarding the multiple takedown of real estate and negotiation of financings therefore.
- ✎ Lead negotiation for various landlord and tenant clients of all aspects of their commercial, office and retail leases, including co-tenancy issues.
- ✎ Serve as counsel to a number of developers with respect to their purchase and sale of real estate, financing thereof, and development thereof, including condominium development.
- ✎ Serve as a primary attorney with respect to negotiation and drafting of equipment leases and financing, including negotiation and drafting of loan documentation with respect to leveraged leases, including Notes, Security Agreements, Collateral Assignments and Notices of Assignment. Extensive involvement with UCC Article 9.
- ✎

Lead negotiation of Asset Sale Agreement for \$7 million sale of Chicago division of large, diversified consulting company.

- ✦ Lead negotiation of multiple Stock Purchase Agreements for the \$5 million purchase all the stock in various filter manufacturing companies in Indiana.
- ✦ Acted as lead counsel in the negotiation and drafting of complex Limited Liability Company Agreement, which assembled twelve distributors of a major restaurant chain seeking various economies of scale with respect to information technology.
- ✦ Lead negotiation and drafting of Facilities and Data Processing Management Services Outsourcing Agreement for major client, providing for the outsourcing of all of the operation, maintenance, management and processing of client's computer system to a third party.
- ✦ Lead drafting of numerous private placement memorandums on behalf of clients seeking investment funds for various projects and proposals.
- ✦ Serve as a primary attorney with respect to drafting and review of Purchase Order, Invoice and Quotation Terms and Conditions of Purchase for firm's clients. Extensive involvement with UCC Article 2.
- ✦ Expertise in negotiation and drafting of Employment and Consulting Agreements for chief officers and other employees of law firm's clients.
- ✦ Serve as a primary attorney with respect to negotiating and drafting of intellectual property licensing agreements, including computer software, as well as trademark and copyright applications and issues; web hosting agreements and web consulting agreements.