



Fred R. Green

Counsel

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SERVICES

- Corporate, Executive Compensation, Benefits & ERISA, Sports, Israel, Tax

EDUCATION

- New York University School of Law (LL.M., 1988)
- Pace University School of Law (J.D., 1984)
- Queens College, CUNY

ADMISSIONS

- New York

Fred Green concentrates his practice in all aspects of employee benefits, executive compensation and ERISA, particularly in the area of fiduciary responsibility. Fred advises individuals and business entities in structuring and administering all types of pension plans, cash balance plans, 401(k) plans, welfare benefit plans, deferred compensation arrangements, stock option plans and other forms of executive compensation arrangements.

Fred advises pension plans and financial institutions in structuring investments that comply with ERISA's complex fiduciary responsibility and prohibited transaction provisions. He also works extensively with venture capital operating companies, real estate operating companies and plan asset entities. Fred is regularly involved in resolving ERISA and employee benefit issues arising in mergers and acquisitions, financing transactions and other complex transactions. His practice also includes representing clients before the Department of Labor, IRS and other government agencies regarding employee benefits and ERISA matters.

Fred also advises charitable foundations and other tax-exempt organizations in connection with their formation, operations and dissolution. His representation of tax-exempt organizations includes obtaining tax-exempt status from the IRS, advising on self-dealing or excess benefit transactions and representing these entities before government agencies.

Matters

Cross-border Acquisition Post-Secondary Educational Institutions

Represented an offshore education foundation and operator of more than 100 post-secondary schools and research institutions worldwide in its proposed acquisition of post-secondary schools located in New York, Boston, Washington D.C. and San Francisco.

New York Racing Association - Not-for-Profit Foundation

Represented New York Racing Association in the formation of a not-for-profit foundation.

Cryptocurrency Trading Platform

Represented a financial services company in establishing its cryptocurrency trading platform.

Formation of Conduit Limited Liability Company

Represented a real estate investment advisory and property management company in the formation of a conduit limited liability company to facilitate distribution of carried interest from investment fund to employees of investment manager pursuant to an employee incentive compensation plan.

World Surf League - League Ownership and Operations

Represented a world premier surf league in negotiating and establishing league ownership, operations and core investment structures to maximize league value.

Turkish Art, Culture and Education Nonprofit Formation

Represented a client in forming a U.S. nonprofit to promote and support Turkish and other forms of dance and artistic endeavors.

Equity Ownership and Employment Matter

Represented the president and managing principal in negotiating equity ownership and employment with a high-end real estate investment bank owner/operator.

Employment Counseling

Represented a senior-level executive in separation from a Big 4 accounting firm.

HK Organization – Empire Stores Redevelopment

Represented HK Organization, in a joint venture with Midtown Equities and Rockwood Capital to redevelop Brooklyn's Empire Stores, a complex of seven historic warehouses built in the mid-1800s. The property was transformed into a mixed-use creative hub with 100,000 square-feet of retail, restaurant and event space in addition to 300,000 square-feet of office space.

Capture the League - Corporate Matters

Represented Capture the League, LLC, a multi-game eSports organization, in corporate matters related to preparation of non-player employment and confidentiality agreements, independent contractor agreements, master service agreements and player trades.

VG Growth Partners - free2B Foods

Represented VG Growth Partners in its investment in free2B Foods, a producer of premium, healthy snack foods.

Kiska Developers, Inc. - Employment Matters

Represented Kiska Developers, Inc., a provider of real estate-related services including property development, general contracting and construction management, in employment matters.

Executive Compensation Arrangements

Represented a senior-level executive at a well established private equity firm in establishing compensation arrangements.

Sale of Consumer Products Manufacturer to Private Equity Fund

Represented a New Jersey-based supplier of specialty ingredients and products for the cosmetics industry in its sale to a private equity fund.

New York Islanders - Hockey with a Heart

Represented the New York Islanders in connection with the formation and organization of Hockey with a Heart, a non-profit entity formed to promote the Islanders' numerous charitable endeavors.

Investment in Regenerative Agriculture Firm

Represented a venture capital firm in its investment in a regenerative agriculture firm. As part of the investment, we amended the target's operating agreement to provide our client with appropriate protections.

Emmes Capital LLC - Regulatory Advice

Represented Emmes Capital LLC in providing regulatory advice on investment advisor, commodity trading, swaps and Dodd-Frank regulations.

Investment Advisor - Regulatory Advice

Represented a real estate investment advisory and property management company in the re-evaluation of regulatory compliance mechanisms to accommodate investment advisory clients subject to ERISA.

Real Estate Advisory - Employee Stock Incentive Plan

Represented a real estate investment advisory and property management company in the restructuring of its employee stock incentive plan.

World Surf League - Surfer Publicity and Licensing Rights Agreements

Represented the World Surf League in the negotiation and development of a form surfer agreement for the licensing of merchandise, and media and promotional matters for all professional surfers competing in the WSL Championship Tour.

New York Racing Association - Sports Science Laboratory Non-Profit

Represented the New York Racing Association regarding the formation of a not-for-profit organization for the purpose of establishing a sports science laboratory for research and drug testing of horses and other animals.

Employment Separation Agreement

Representation of a senior executive of a major hotel chain regarding an employment separation agreement.

Yankee Global Enterprises - Compensation Plans

Represented Yankee Global Enterprises in the establishment of executive compensation plans.

Sports Franchise - Compensation Plans

Represented a major sports franchise in the establishment of restricted stock unit and stock option plan for executives.

Real Estate Investor - Employment Agreement

Representation of client in connection with negotiation of an employment agreement with an investment fund.

New World Realty Advisors - Golf Club Ownership Transfer

Represented New World Realty Advisors, a premier real estate advisory firm, in connection with transferring golf club operations to a not-for-profit organization.

Zentek Automation US - Employment Release

Representation of Zentek Automation US in connection with termination of employee and negotiation of severance agreement.

Mediware Information Systems - Going Private

Represented Mediware Information Systems, Inc., a leading provider of clinical software solutions, in its acquisition by leading private equity investment firm Thoma Bravo, LLC in a transaction valued at \$195 million.

Capital Raise in Bluegrass Dairy & Food Acquisition

Represented Dubilier & Company in its acquisition of Bluegrass Dairy & Food, LLC and in its capital raise to fund the acquisition, which was financed through a preferred stock financing, a senior subordinated credit facility, and a senior revolving and term loan credit facility.

Private Equity Client - Executive Retention Program

Represented a private equity client in developing an executive retention program for one of its portfolio companies that was designed to create incentives for executives to remain with the portfolio company while the company was pursuing options for reorganizing the company, including a possible sale of the company.

Stillwater Capital Partners - Acquisition of Assets by Public Shell

Represented Stillwater Capital Partners, Inc. in the sale of all the assets, liabilities and investment portfolios of various private investment funds to Gerova Financial Group, Ltd. (formerly Asia Special Situation Acquisition Corp), a publicly-held special purpose acquisition company (SPAC) organized in the Cayman Islands. In exchange for the acquired assets, Stillwater fund investors received preferred shares of Gerova convertible into registered ordinary shares. The transaction involved the purchase of insurance companies to which Gerova intends to contribute the funds' relatively illiquid assets to the insurance companies to serve as regulatory capital upon which additional reinsurance policies could be written to generate premium income for additional investments and maintenance of existing assets. It also involved extensive securities law, tax and accounting issues.

Joint Venture Formation of Legends Hospitality

Represented Legends Hospitality LLC—a joint venture among the Yankees, Dallas Cowboys and two private equity firms—in setting up business operations (which include running concession services at stadiums, arenas and other large venues), obtaining necessary permits and authorizations in New York, New Jersey, Pennsylvania, Texas and Florida, and protecting the company's intellectual property rights.

Fast Food Chain Franchisee - Restaurant Sales

Representation of one of the largest franchisees of a well-known international fast food chain in its real estate, employment, corporate, litigation and insurance matters, including the sale of numerous New York metropolitan area locations.

Rockwood Realty Associates - Sale to DTZ Holdings

Representation of Rockwood Realty Associates in the sale of 50% of its equity interests to DTZ Holdings plc, a British public company, in a transaction that formed a global joint venture providing real estate brokerage and capital markets services.