

PAUL MICHAEL SPIZZIRRI, ESQ., J.D., LL.M., M.B.A., M.A.F.M.

**HALL BOOTH SMITH P.C.**  
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**PROFESSIONAL EXPERIENCE**

2010 -- HALL BOOTH SMITH, P.C., Atlanta, GA  
PARTNER.  
Practice Leader - Corporate / Transactional Group  
Practice Leader - Taxation Group  
Georgia Registered Lobbyist (2011 – 2012)  
US Law Executive Leadership – Banking & Finance Committee (2012)  
Mr. Spizzirri serves as General Counsel to numerous business clients, providing transaction advisory services in the context of business transformation. A sizable portion of his practice involves international matters, including collaborating with local counsel in foreign countries across Europe and Asia. Mergers, acquisitions, divestitures, and reorganizations are transformative events for businesses, and Mr. Spizzirri specializes in guiding clients through these transitions. After counseling clients through corporate change events, he continues to provide value by advising them through the post-acquisition integration process. His client service process focuses on continuously refining each client's business model by identifying profit opportunities and offering proactive planning solutions to capitalize on these opportunities, thereby enhancing each client's cash flow and resulting in a competitive advantage

- International Transaction Advisory Services
- Major Federal, State and Local Tax Planning for partnerships, S corporations, and C Corporations, including Consolidated Returns; Basis Studies, 382 Studies, Tax Attribute Strategies, Tax Opinions
- Supervised the preparation of thousands of commercial tax returns (Forms 1120, 1120S, 1065, 1040 and 1041) typically prepared within the context of an federal or multistate examination and often required forensic reconstruction of financial statements, preparation of tax returns from these reconstructed financials and then securing refunds or tax reductions through appeals or litigation.
- Commercial Transaction Support including drafting and reviewing transaction agreements, corporate records maintenance, employment & labor matters, health law, contracts, landlord-tenant matters, real and personal property transactions, shareholder relations, ownership changes and structured finance, Uniform Commercial Code (UCC) consulting and banking law guidance to financial / banking institutions.
- Tax, Business, Commercial and Securities Litigation throughout the continental United States and Western Europe

2004 – 2010 SPIZZIRRI LAW OFFICES, Atlanta, GA  
PARTNER. Corporate and Tax Matters including mergers & acquisitions; federal, state, and local due diligence, transaction structural consulting and organizational structural consulting to corporate, financial services and private equity clientele; structured finance; federal, state, and local major corporate and tax planning.

- Employed a staff of five attorneys and ten employees
- Experience like that described for HBSS above.

2002 – 2004 DUANE MORRIS, LLP Atlanta, GA  
PARTNER. Corporate and Tax Matters including mergers & acquisitions; federal, state, and local due diligence, transaction structural consulting and organizational structural consulting to corporate, financial services and private equity clientele; structured finance; federal, state, and local major corporate and tax planning. Transaction routinely required a detailed analysis of cushion and contingency work papers before the promulgation of FIN 48 and the computation of a tax basis balance sheet through the application of FAS 109.

- Personally, secured two large restructuring engagements with Fortune 500 companies involving the bankruptcy restructuring of large, consolidated return groups one of which had over two hundred subsidiaries including international subsidiaries.
- Originated cash collections of two million dollars within 18 months from new firm clients. Delegated \$500,000 worth of new engagements to 45 Partners within the first 12 months with the firm.

2000 -- 2002	<p>ARTHUR ANDERSEN, LLP Atlanta, GA</p> <p>Tax SENIOR MANAGER. Transaction Advisory Services including deal structuring, due diligence, post-deal integration, tax attribute management, opinions and ruling requests. Managed multiple and challenging M&amp;A tax engagements, participating in due diligence projects related to the acquisitions by private equity investor groups and strategic corporate buyers. Supervised a staff of ten consultants. Transaction routinely required a detailed analysis of cushion and contingency work papers prior to the promulgation of FIN 48 and the computation of a tax basis balance sheet through the application of FAS 109. Lead a team that performed several Fortune 100 consolidated 382 Studies and consolidated stock basis studies for multibillion dollar international public companies.</p> <ul style="list-style-type: none"> <li>• Provided extensive support for the firm's compliance services resolving issues arising during the preparation of client tax returns.</li> <li>• Every due diligence engagement required the review of federal, state, and local tax returns potentially including returns reporting income, franchise, gross receipts, sales, use, personal property, real property, IFTA, and prorate taxes.</li> <li>• Directed several complicated engagements which required a detailed application of the consolidated return regulations including the computation of consolidated tax attribute carry backs and carry forwards, tiering rules, and intercompany transactions analysis.</li> </ul>
1998 -- 2000	<p>ERNST &amp; YOUNG, LLP, Chicago, IL</p> <p>MANAGER. Mergers and acquisitions including federal, state, and local tax due diligence, transaction and organizational structuring and tax consulting to corporate and private equity clientele. Transaction routinely required a detailed analysis of cushion and contingency work papers prior to the promulgation of FIN 48 and the computation of a tax basis balance sheet through the application of FAS 109.</p> <ul style="list-style-type: none"> <li>• Every due diligence engagement required the review of federal, state, and local tax returns including returns for income, franchise, gross receipts, sales, use, personal property, real property, IFTA, and prorate.</li> <li>• Managed a team that deployed tax products concerning Research and Development, Transaction Costs and Uniform Capitalization Analysis (Inventory Accounting).</li> </ul>
1997 -- 1998	<p>DELOITTE &amp; TOUCHE, LLP, Atlanta, GA</p> <p>SUPERVISING SENIOR CONSULTANT. Transactional and organizational restructuring involving federal, state, and local income taxation, sales and use taxation, property taxation &amp; realty transfer taxation. (SALT M&amp;A).</p> <ul style="list-style-type: none"> <li>• Lead the Eastern Region in billable hours and utilization.</li> </ul>
1993 -- 1996	<p>DEPARTMENT OF REVENUE &amp; REGULATION, Pierre, SD</p> <p>ATTORNEY AT LAW. Department representative in every aspect of administrative, civil, and appellate state and federal court litigation. Practice areas include sales, service, use, contractors excise, fuel, prorate, property and bank franchise / income taxation, including collections, foreclosures, and Chapter 7, 11, 12 &amp; 13 bankruptcy litigation.</p> <ul style="list-style-type: none"> <li>• Drafter of a majority of 1995 state tax legislation for Sales and Use Tax amendments, Cigarette Tax, Property Tax, Contractor's Excise Tax - Registered Lobbyist for the Governor's Office, 1995.</li> <li>• Drafter of administrative regulations and advisory opinions including state tax exemption decisions regarding nonprofit organizations.</li> <li>• Department instructor of computer-assisted random sample statistical auditing techniques.</li> <li>• Property tax administrative law judge, 1995.</li> </ul>
1992 -- 1993	<p>KABEISEMAN, HOSMER AND KETTERING, LLP Yankton/Tyndall, SD</p> <p>ATTORNEY AT LAW AND BRANCH OFFICE MANAGER, general practice of law including civil and criminal litigation, personal and corporate tax return preparation, business and estate planning, corporate law, and state securities law. Co-defended a capital murder case.</p>

## ADDITIONAL EXPERIENCE

2000 --	<p>Keller Graduate School of Management, Atlanta, GA</p> <p>SENIOR FACULTY MEMBER. Instructor of Advanced Studies in Federal Taxes and Management Decisions (AC560), Federal Taxation (AC553); Advanced Financial Accounting &amp; Reporting Issues (AC559); Forensic and Investigative Accounting (AC574) Legal, Political &amp; Ethical Dimensions of Business (GM520); and Business Law (GM597) courses that are offered to graduate business degree candidates.</p>
2009 --	<p>Intelligent Edge Advisors, New York, New York</p> <p>SENIOR ADVISOR. Investment Banking.</p>

## UNIVERSITY EDUCATION

1999 – 2006	MASTER OF ACCOUNTING & FINANCIAL MANAGEMENT (M.A.F.M.) KELLER GRADUATE SCHOOL OF BUSINESS, Atlanta, GA
1996 – 1997	MASTER OF LAWS (POST-DOCTORATE DEGREE IN TAX LAWS) (LL.M.) De PAUL UNIVERSITY, School of Law, Chicago, IL
1989 – 1992	DOCTOR OF JURISPRUDENCE (J.D.) UNIVERSITY OF SOUTH DAKOTA, School of Law, Vermillion, SD
1988 – 1989	MASTER OF BUSINESS ADMINISTRATION (M.B.A.) UNIVERSITY OF SOUTH DAKOTA, School of Business, Vermillion, SD
1984 – 1988	BACHELOR OF BUSINESS ADMINISTRATION (B.B.A.) UNIVERSITY OF IOWA, School of Business, Iowa City, IA

## AWARDS AND MEMBERSHIPS

Atlanta Magazine Five Star Financial Professional Award, 2011 (Business Planning); Cambridge Who's Who Executive of the Year, 2009 (Legal Services); Marquis Who's Who in American Law, Platinum Who's Who, International Who's Who of Professionals, 2004, Cambridge Who's Who, 2008 and Strathmore's Who's Who 2003-2004. Member: The American Bar Association and its Sections of Taxation and Business Law; prior member Sections of Government and Public Sector Law and Litigation; American Trial Lawyers Association, Georgia Bar Association; Supreme Court Appointed Mentor - State Bar of Georgia Transition into Law Practice Program. South Dakota Trial Lawyers Association, South Dakota Jaycees, Chamber of Commerce, Rotary International, GSBA, Delta Sigma Pi, and Theta Xi.

## LICENSES

Georgia State and Federal Courts  
United States Supreme Court  
United States Tax Court  
South Dakota State and Federal Courts  
Georgia Notary Public – Commission Expires August 15, 2015

## SPEAKING ENGAGEMENTS

2001	<a href="#">The Council for International Tax Education (CITE)</a> , Section 382 Planning
2003	<a href="#">National Business Institute (NBI)</a> <a href="#">Mergers &amp; Acquisitions in Pennsylvania</a> – The Art of Doing Deals
2009	<a href="#">Georgia CLE</a> - Professionalism in Georgia
2011	<a href="#">Georgia CLE</a> - Income Taxation and Capital Transactions
2011	<a href="#">ABC - World News with Diane Sawyer</a> (Interview Concerning IRS Practice & Procedure)
2011	<a href="#">US Law Network Fall 2011 Client Conference</a> - Parsing the President's 2011 Jobs & Deficit Proposals
2012	<a href="#">US Law Network Fall 2012 Client Conference</a> – Banking and Finance Regulation of Credit Card Processing
2012	<a href="#">Chattanooga Tax Practitioners October 17, 2012, Meeting</a> - The Affordable Care Act's Tax Provisions

## CONTINUING PROFESSIONAL EDUCATION

1994	<a href="#">National Association of Attorney Generals</a> : Bankruptcy and the Government Lawyer; Advanced Bankruptcy Case Studies primarily in taxation; Orlando, FL
1994	<a href="#">Multi-State Tax Commission</a> : State Tax Sovereignty in a Global Economy - Implications of GATT/GATS; Business/Non-Business Income and Income Taxation; Rapid City, SD.
1997	<a href="#">Deloitte &amp; Touche</a> : Income Taxation Master's Program; Milwaukee, WI.
1999	<a href="#">Ernst &amp; Young LLP</a> : Mergers & Acquisitions; Washington, D.C.
2000	<a href="#">Arthur Andersen LLP</a> : Transaction Advisory Services; Las Vegas, NV.
2003	<a href="#">Practicing Law Institute (New York)</a> : Tax Planning for Domestic & Foreign Partnerships, LLCs, Joint Ventures & Other Strategic Alliances.
2004	<a href="#">Practicing Law Institute (New York)</a> : Corporate Acquisitions, Dispositions, Spin-Offs, Joint Ventures, Financings, Reorganizations & Restructurings; New York, NY
2006	<a href="#">Practicing Law Institute (New York)</a> : Understanding the Securities Laws 2006
2007	<a href="#">Practicing Law Institute (New York)</a> : Understanding the Securities Laws 2007
2008	<a href="#">Georgia CLE</a> - Electronic Discovery
2009	<a href="#">Georgia CLE</a> - Legal Professionalism in Georgia (Presenter)
2010	<a href="#">ICLE</a> - Business Law Symposium 2010
2011	<a href="#">Georgia CLE</a> - Income Taxation and Capital Transactions – Challenges to In-House Counsel (Presenter)
2011	<a href="#">American Bar Association</a> - HIPAA Privacy Post Hi-tech Act
2011	<a href="#">US Law Network Fall 2011 Client Conference</a> - Business Advisory Services
2011	<a href="#">CT Corporation</a> – Delaware Corporate Law Update
2011	<a href="#">ICLE</a> - Georgia Business Law Institute
2011	<a href="#">ICLE</a> - Securities Litigation & Regulatory Practice
2012	<a href="#">ICLE</a> – Secured Lending
2012	<a href="#">ICLE</a> – Banking & Finance Law
2012	<a href="#">US Law Network Fall 2012 Client Conference</a> - Business Advisory Services
2012	<a href="#">Westlaw &amp; The Atlanta Bar Association</a> - 8th Annual Southeastern M&A / Private Equity Forum

## REPRESENTATIVE PROJECTS AND MATTERS COMPLETED FOR CLIENTS

Transaction sizes ranged between a \$10 million purchase price to a purchase price of billions of dollars and involved corporations, partnerships, joint ventures, special purpose vehicles, and limited liability companies.

Counsel to a publicly traded, multinational environmental waste disposal concern, and its affiliates, in formulating the structured disposition of financially troubled business lines, formulating a vehicle to facilitate the company's emergence from a Chapter 11 bankruptcy reorganization, and continued post-acquisition implementation of planning solutions to lower the Company's effective tax rate.

Counsel to a publicly traded, multinational airport security and facility services concern in connection with a successful spin-off of certain services lines, which had evolved in a manner inconsistent with the existing business strategy of the larger organization. The spin-off allowed each separate company to pursue its own strategic mission.

Counsel to a large publicly traded telecommunications and manufacturing company providing services including formulating the structured disposition of financially troubled business lines, formulating a vehicle to facilitate the company's emergence from a Chapter 11 bankruptcy reorganization, and continued post-acquisition implementation of planning solutions to lower the Company's effective tax rate.

Counsel to a foreign business concern in its multibillion-dollar investment in the wireless division of a multinational telecommunications company and in the subsequent spin-off of that division. Evaluated and proposed alternative tax efficient structures, confirmed whether each alternative may interfere with the qualification of the spin-off and conducted federal, state, and local tax due diligence on the target.

Counsel to a publicly traded, multinational energy company in its contemplated acquisition of a regulated regional energy provider. Evaluated and proposed alternative tax efficient structure and conducted federal, state, and local tax due diligence on the target.

Counsel to large private equity funds in all aspects of mergers, acquisitions, and exit strategies including federal and state tax structuring; federal, state, and local tax due diligence; and post-acquisition implementation of planning solutions (including value-added transactional and organizational restructuring to reduce effective tax rates).

## GRADUATE TEACHING ASSIGNMENTS

During the past ten years, I have taught over one hundred advanced post-graduate business courses in advanced accounting, taxation and business law to candidates pursuing a Master of Business Administration or Master of Accounting and Financial Management graduate degree. A brief description of each course taught is set forth

Federal Taxes and Management Decisions AC553 / AC560 (Advanced) - This is a two-course sequence covering Federal Taxation. This course focuses on individual taxation in the business context - such as self-employed entrepreneur, investor, or employee. It also introduces tax concepts for Corporations and S-Corporations. Topics included in this course include an introduction to federal taxation, purpose of taxation, types of taxation, tax avoidance vs. tax evasion, tax research tools and techniques, sources and weight of authority for tax law, individual taxation, taxation of corporations, and taxation of s-corporations, gross income, exclusions from gross income, deductions from gross income, itemized deductions, tax accounting, property transactions - determination of basis, gains and losses, and non-recognition of gains and losses. The companion course, Advanced Studies in Federal Taxes and Management Decisions, AC560, focuses more intensely on taxation for business activity such as for corporations, partnerships, and other types of business associations. Advanced Studies in Federal Taxes and Management Decisions is designed to expand the coverage and complexity of corporate and partnership taxation and introduces topics such as corporate reorganizations, mergers and acquisitions, estate and gift taxation, fiduciary accounting, tax-exempt entities, and qualified and nonqualified plans.

Forensic & Investigatory Accounting AC574 - "Forensic" refers to activity that involves investigation done in a legal manner. In the accounting arena this involves, investigating and preventing financial fraud, aiding in resolving disputes, offering support during litigation including expert testimony, valuation calculations and other criminal investigations including terrorist and money-laundering schemes. Forensic accounting is a critical tool in bridging the gap between "number crunching" and legal acceptance of financial evidence; a bridge that is vital in our complex post-Enron, post-9/11 global world.

Advanced Accounting AC559 - This course covers financial accounting practice and theory in relation to consolidations, foreign currency transactions and financial statement translation, partnership accounting and special accounting topics surrounding formation, maintenance, reorganizations, and liquidation.

Legal, Political and Ethical Dimensions of Business - The Legal, Political and Ethical Dimensions of Business introduces students to the legal, political, and regulatory controls that define, promote and limit business practice opportunities. The fundamental interaction of law, politics, ethics, and corporate social responsibility is emphasized. Topics include: Business and the legal system; foundation of business ethics; the Constitution and business; regulatory and administrative agencies; regulation of private business conduct; the employer-employee relationship; the formation and performance of contracts; ownership and control of business; antitrust, trade practices and consumer protection; securities law; land-use and environmental protection; and the legal environment of international business.

Business Law GM597 – Business Law focuses on those critical relationships that make it possible for a corporation to do business including the ability to contract for goods or services, the need for financial instruments to finance business transactions, and the need to retain security interests in goods sold on credit. The course also includes a serious discussion of how we organize to do business (sole proprietor, partnership, or corporation) and the consequences of that decision.