



AFSHIN BEYZAEE

BUSINESS TRANSACTIONS & RESTRUCTURING

BIOGRAPHY

Afshin Beyzaee is a Partner in Liner's Business Transactions & Restructuring Group, who brings together a deep understanding of both corporate and tax issues providing his clients with holistic solutions to their business and transactional needs. In the last year, he led a legal team advising Progressive in the sale of a 65% equity interest in Los Angeles-based Progressive to Total. He also led the legal team in the merger of Keystone into Progressive, providing guidance on complex legal and tax structuring matters. He provides business guidance on high-level issues, as well as on day-to-day matters. For example he advised Canada-based Oppy on a multifaceted transaction spanning several jurisdictions as it entered into a strategic partnership with Total Produce and T&G Global Limited.

Because of his innovative and creative ways to overcome structural roadblocks, clients regularly look to Afshin for his understanding of the corporate, tax, and business issues they confront. Afshin helps clients navigate tax issues that arise in an array of different business contexts. His extensive experience in addressing tax issues in mergers and acquisitions, joint venture, financial distress, real estate, and other business situations allows him to help clients structure their affairs in a tax-efficient manner and avoid costly pitfalls. As a leading expert on the subject, he also regularly advises companies and service providers on the issues associated with establishing tax-favored "profits interests" arrangements and issuing them to service providers.

His clients have included publicly traded and privately held corporations, S corporations, partnerships, business trusts, limited liability companies, private equity and real estate funds, real estate developers, financial institutions, and trade associations.

EDUCATION

Harvard University (J.D.)

LINER_{LLP}

Tel. 310.500.3449
Fax. 310.500.3501
Email. abeyzaee@linerlaw.com

1100 Glendon Avenue, 14th Floor
Los Angeles, CA 90024.3518

AFSHIN

BEYZAEE

BUSINESS TRANSACTIONS
& RESTRUCTURING

LINER LLP

University of Michigan (A.B., with honors, and High Distinction)

SPEAKING ENGAGEMENTS & PUBLICATIONS

Speaking Engagements

- "Structuring Webinar Provisions in LLC and Partnership Agreements," *Stafford Publications* (Apr. 19, 2017)
- "Payments: Virtual Currency Systems and Related Tax Issues," *Law Seminars International* (Oct. 14, 2016)
- "Contribution, Waterfall and Other Payment Provisions," *Stafford Publications* (Sept. 22, 2016)
- "Structuring Waterfall Provisions in LLC And Partnership Agreements," *Stafford Publications* (May 4, 2016)
- "Tax Considerations for Virtual Currency Transactions," *Gamer Technology Law Conference* (Oct. 8, 2013)

Publications

- IRS Issues Mixed Guidance on "Management Fee Waiver Arrangements," *Table Talk* (July 24, 2015)
- Profits Interests for Corporations? *Table Talk* (October 27, 2014)
- What is a Profits Interest? *Table Talk* (August 19, 2014)
- Practical Considerations for Issuing Profits Interests, Part 2, 143 Tax Notes 1277 (June 16, 2014)
- Practical Considerations for Issuing Profits Interests, Part 1, 143 Tax Notes 1157 (June 9, 2014)
- Dell Avoids Property Tax Reassessment, *Table Talk* (June 5, 2014)
- IRS Fix for Same-Sex Marriage Is More Than Meets The Eye, *Law360* (Dec. 5, 2013)
- IRS Issues Same-Sex Marriage Guidance, *Table Talk* (Sept. 3, 2013)
- Highlights from Obama's 2014 budget proposal, *Los Angeles Daily Journal* (May 22, 2013)
- Obama 2014 Budget Tax Proposals, *Table Talk* (Apr. 12 - May 9, 2013)
- Fiscal Cliff and 2013 Tax Update, *Table Talk* (Jan. 3, 2013)

AFSHIN

BEYZAEE

BUSINESS TRANSACTIONS
& RESTRUCTURING

LINERLLP

- Right Basis? Basis in Distributed Subscription Rights, 136 Tax Notes 915 (Aug. 10, 2012)
 - Tax Case Serves as Reminder about Valuing Historic Façade Easements, *Table Talk* (May 8, 2012)
 - Current Tax Structuring Techniques for Private Equity Funds, *Journal of Taxation and Regulation of Financial Institutions* (May/June 2007)
-

NEWS

- June 5, 2017: Liner Super Lawyers Rising Stars 2017
Super Lawyers Magazine
 - April 18, 2017: Liner advises Oppy's partnership with Total Produce, Turners & Growers
Los Angeles Daily Journal
 - February 22, 2017: Liner LLP Adds Real Estate Tax Pro In SoCal
Law360
 - August 10, 2016: Calif. Firms Struggle to Find Exchange Properties Amid Boom
Law360
 - February 2, 2016: Liner LLP Advises Progressive Produce LLC in Sale of Majority Stake to Total Produce
 - November 11, 2014: Dealmakers
Los Angeles Daily Journal
 - December 5, 2013: IRS Fix For Same-Sex Marriage Is More Than Meets The Eye
Law360
 - May 22, 2013: Highlights from Obama's 2014 Budget Proposal
Los Angeles Daily Journal
-

RECOGNITION

Southern California Super Lawyers - Rising Star (2013-2017)

AFSHIN

BEYZAEE

BUSINESS TRANSACTIONS
& RESTRUCTURING

LINER_{LLP}

COMMUNITY

- Chairman of the Advisory Board for the Archdiocesan Youth Employment Services, an organization that provides job training and placement for underprivileged youth
- Member of the Board of Trustees of the Catholic Charities of Los Angeles, an organization that provides services to the poor and vulnerable, promotes human dignity and advocates for social justice
- Served as Special Assistant to the ABA Tax Section Vice Chair for Government Relations (2005-2006)

REPRESENTATIONS

- Represented The Oppenheimer Group (Oppy) in 2017 as it entered into a strategic partnership linking Total Produce plc and Oppy with New Zealand-based T&G Global Limited.
- Advised Progressive Produce in 2017 merger with Pennsylvania-based Keystone Fruit Marketing.
- Represented Progressive Produce on its 2016 sale of a 65% interest to Total Produce plc.
- Provided tax advice on 1031 like-kind exchange of residential estate for pharmacy properties and subsequent financing.
- Provided ongoing tax advice for Miramax, including in connection with its 2014 issuance of \$250 million film library asset-backed notes.
- Represented purchaser in financing its acquisition of a 16-story Class A office building in Los Angeles.
- Advised on tax issues in the purchase of SONIFI (formerly LodgeNet) out of bankruptcy by a consortium led by Colony Capital.
- Advised on the formation of and provides ongoing tax advice for Media Content Capital.
- Advised on tax issues in the formation of and provided ongoing tax advice for the \$5.3-billion leveraged buy-out fund raised by Leonard Green & Partners.
- Advised on tax issues in the formation of and provided ongoing tax advice for the \$1.8-billion buy-out fund of GI Partners.

AFSHIN

BEYZAEE

BUSINESS TRANSACTIONS
& RESTRUCTURING

LINERLLP

- Provided tax advice to Vivendi S.A. in the sale of its interest in NBC Universal and in the combination of its subsidiary, Vivendi Games, with Activision, Inc.
- Advised on the tax issues in the acquisition of Riot Games, Inc. by Tencent Holdings Limited.
- Provided tax advice on a number of joint ventures entered into by Universal Music Group related to music and artists.
- Provided tax advice to Odyssey Investment Partners in its acquisitions of SM&A and EAG.
- Advised Vale S.A. on tax issues in multiple U.S. offerings of mandatorily convertible notes.
- Provided tax advice to Capital One Financial Corporation in a variety of capital market offerings and related transactions.
- Advised on tax issues in numerous secured and unsecured credit facilities and term loans in a variety of industries.