



ROBERT W. MALONE

PARTNER

Office: 330.258.6545

rmalone@bdblawn.com

AKRON

3800 Embassy Parkway Suite 300
Akron, OH 44333

PRACTICE AREAS

- Business
 - Employee Benefits
 - Mergers & Acquisitions
 - Taxation
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EDUCATION

- The Ohio State University
College of Law (J.D., *summa cum laude*, 1976)
 - Mount Union College (B.A.,
magna cum laude, 1973)
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ADMISSIONS

- Ohio

OVERVIEW

I am a business lawyer in Buckingham's business practice group, with a focus on assisting entrepreneurial clients in the creation, restructuring, purchase and sale of their businesses. During such times of transition, I often help my clients with the negotiation and documentation of their relationships with other entities.

Although I have the capability to represent publicly held companies in select areas and do so, most of my clients are privately held. My extensive experience dealing with the tax issues facing privately held companies enables me to offer my clients a unique advantage. In fact, I have participated in the drafting of legislation adopted by the Ohio General Assembly concerning the taxation of owners of private companies, including the Ohio statute that created limited liability companies.

My clients deserve and demand prompt and efficient services, so I focus on exceeding my clients' expectations for the quality and efficiency of my services, and my responsiveness to my clients' needs.

AWARDS & HONORS

- *The Best Lawyers in America*® (1987-2027)
 - 2025 Akron "Lawyer of the Year" – Tax Law
 - 2014 Akron "Lawyer of the Year" – Tax Law
 - Special recognition for being named to *Best Lawyers in America*® for 20 consecutive years
- Ohio Super Lawyers® (2004-2027)
- Super Lawyers Business Edition® for Mergers & Acquisitions, and Business & Transactions (2015)
- Super Lawyers Corporate Counsel Edition® for Mergers & Acquisitions (2011)
- Leadership Akron's Lieberth Community Vision Award

PROFESSIONAL & CIVIC INVOLVEMENT

- University of Akron, Masters of Taxation Advisory Board, Chair
- Ohio Foundation of Independent Colleges, Board of Trustees
- Ohio Auto Club, Board of Trustees
- University of Akron Finance Department Advisory Committee
- Akron Estate Planning Council



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- The University of Akron College of Law, Business Graduate School and Master of Taxation Program, Faculty, teaching classes on Mergers and Acquisitions and Partnership Taxation
- Ohio & Erie Canalway Coalition, Board of Trustees

Past Affiliations

- University of Akron Finance Department Advisory Committee, Past Chair
- Bluecoats, Past President
- Greater Akron Chamber, Past Vice Chair of Government Affairs
- Leadership Akron, Past President

EXPERIENCE

- Served as chair of the Business Practice Group
- Serves on the committee that monitors and proposes amendments to the Ohio Limited Liability Company Act
- Joined the firm as an associate attorney in 1976; was elected a partner in 1982
- Previous member of the firm's board of directors
- Served on the committees which drafted the Ohio statutes establishing a "bright-line" test for residency and authorizing liability companies

SIGNIFICANT MATTERS

- Represented one of several owners of affiliated companies that were split-up in a tax free reorganization thereby avoiding potential litigation.
- Represented a management group in a private company investment in a limited liability company enabling the management group to sell most of their investment on a favorable tax basis while reinvesting in the successor company on a tax-free basis.
- Represented a family in a sale of a multi-family residential real property complex, which was reinvested in tax-free forward and reverse exchanges, some of which were outside the IRS safe harbor for such exchanges.
- Represented a landlord who reinvested proceeds received in consideration for the termination of a ground lease, into a lease of other property upon which replacement buildings were constructed, thereby avoiding tax on



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the gain attributable to the termination payment.

- Represented a family in a two-step buyout of multiple shareholders from an enterprise value company via a tender offer.
- Represented a minority shareholder in a buyout of a controlling shareholder from a corporation with funds provided by an institutional investor, who received an equity interest which was subsequently repurchased. Pass through taxation of acquired company was preserved through use of a creative structure.
- Restructured corporation prior to sale so the buyer could purchase stock, although the transaction was treated as an asset sale for tax purposes, and seller avoided tax on distribution of retained assets.
- Formed a joint venture of two corporations with a partial payout to the shareholders of one of those corporations on a tax-free basis.

MEDIA

Presentations:

- "Tax Planning for Sales of Partnership Interests or Assets"
- "Ohio's New Revised Limited Liability Company Act"
- "Tax Consequences of Sale of a Partnership or Limited Liability Company Interest"
- "Restructuring Distressed Partnerships and Limited Liability Companies"
- "Tax Consequences of Options to Acquire Partnership Interests"
- "Section 199: Intangibles and Partnerships"
- "Qualifying Gifts for the Annual Exclusion from Gift Tax"
- "Employment Tax Issues in the Use of LLCs"
- "Corporate Tax Traps for the Unwary"
- "Understanding the Fundamental Economics and Tax Aspects of Creating, Operating and Exiting a Partnership"
- Convertible debt and convertible preferred equity

Publications:

- [Gifts of Private Company Interests to Charity Prior to Sale](#) (March 20, 2024)
- [Purchasing an Ohio Business: Traps for the Unwary](#) (April 1, 2021)
- [LLC OPERATING AGREEMENTS AND PARTNERSHIP AGREEMENTS SHOULD BE AMENDED TO ADDRESS NEW LAW](#) (June 27, 2019)



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- Co-author "[Sales and Use Tax for Remote Sellers: Ohio](#)," *Practical Law* (June 5, 2019)
- "[Tricky Tax Issues Can Creep Up At Any Moment](#)," *Crain's Cleveland Business*
- "Fisher and Price: The End of Annual Exclusion Gifts of FLP Interests, or Mere Child's Play?," *Taxes- The Tax Magazine*
- "The Use of Short-Term Trusts in Conjunction with Interests in Oil or Gas Properties: A Practitioners Guide," *The University of Akron Law Review* and *CCH Financial and Estate Planning Guide*
- "Tax Consequences of Purchases of Computer Hardware and Software," *The University of Akron Tax Journal*
- "The Original Issue Discount and Imputed Interest Rules," *Ohio CPA Journal*
- "Estate Planning Aspects of Limited Liability Companies Enhanced," *Ohio CPA Journal*